

"WITH KIND REGARDS FROM KINDERGARTEN"

Written by

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FADE IN:

INT. MADELINE'S HOUSE - MORNING

A thirty-something couple, MADELINE'S MOM and DAD, frets silently in the kitchen of their comfortable suburban home. The Mom stands, arms crossed, while the Dad paces in obvious distress, glancing nervously at his watch. Both are dressed for work.

When the doorbell rings, the couple races frantically for the front door, nearly tripping over each other in the process.

They open the door to reveal MADELINE'S GRANDMOTHER and GRANDFATHER. Both appear terribly worried, though it's somewhat more profound in the case of the Grandmother, largely because she's younger and more energetic than her husband.

(NOTE: Madeline's Grandfather, while handsome and endearing, appears very old indeed.)

The younger couple has clearly called the older one for help.

GRANDMOTHER

What is it? What's wrong? Where's Madeline?

MOM

Upstairs.

GRANDMOTHER

Chicken pox.

Madeline's Mom and Dad suddenly seem rather embarrassed.

MOM

No.

GRANDMOTHER

Inflammatory bowel syndrome? I shouldn't be surprised. Your bowels were unusually fiery at that age.

MOM

No.

GRANDMOTHER

Well, if she's lost that doll again, I say good riddance. Blonde bimbo. And poor Ken. This is a progressive household. If Ken thinks he'd be happier with another Ken...

MOM

She's afraid of kindergarten.

The Grandmother and Grandfather allow their surprise to register, then smile knowingly at each other and breathe a collective sigh of relief. As his wife heads nonchalantly for the kitchen, the Grandfather plants himself in a comfortable armchair to listen.

MOM

Mom! This is day one! Clock's ticking!

GRANDMOTHER

One's first encounter with kindergarten is an intimidating prospect. Some of us soil ourselves at the very thought...

The Grandmother looks over the tops of her glasses at her daughter.

GRANDMOTHER

... As I recall.

Madeline's Mom frowns with shame, and the Grandfather smiles wryly.

DAD

I can't understand it. She's tested in all the highest percentiles.

GRANDMOTHER

Well for heaven's sake, she's just a little girl.

MOM

A little girl with school today.

DAD

All the highest percentiles. The pediatrician was very impressed.

The Grandmother summons her patience and rolls her eyes just slightly.

GRANDMOTHER

Alright. If we're going to do this, we're going to do it my way. And if you don't like my methods, just stand aside and keep quiet. I'm a fully licensed grandmother, and I'm not to be trifled with. You.

The Dad straightens in military fashion, confused but more than ready to obey.

GRANDMOTHER

I need tempting smells wafting invitingly up the stairs. This means pancakes. This means bacon.

Madeline's Dad is briefly at a loss, but then it occurs to him:

DAD

(enthusiastically)
We have soysage.

GRANDMOTHER

Soysage?

DAD

It's soy... sausage. Soysage.

GRANDMOTHER

Amateur! Car. Store. Bacon. Now.
Go.

The Grandmother shoos her son-in-law out the door, then turns to her daughter.

GRANDMOTHER

You. Water. Boil. Tea. Black
darjeeling if you've got it, dear.

MOM

My job is to make you tea?

GRANDMOTHER

My way or the highway! Oh, and just
a hint of lemon, sweetheart.

MOM
Yes, mother.

The Grandmother spins to face her husband.

GRANDMOTHER
And you!

The Grandfather is fast asleep in his comfy chair, snoring
heavily.

GRANDMOTHER
(softening)
You... sleep comfortably. Snore if
you like.

The Grandfather scratches himself in rather an unseemly
fashion.

GRANDMOTHER
And feel free to scratch where it
itches. I'm going in.

INT. MADELINE'S ROOM - CONTINUOUS

Madeline's room reflects the typical tastes and toys of a
six-year-old, including a vacuous Barbie and effeminate
Ken. Madeline, however, is nowhere to be seen, as she's
constructed an impressive fortress of pillows and blankets
on her bed.

When there's a knock at the door, Madeline's eyes appear
just briefly from within the fort, then disappear. The
Grandmother waits politely, then enters. She pulls a
child's chair to the bedside and lowers herself comically,
careful not to spill her cup of tea.

GRANDMOTHER
What a pity Madeline isn't here.

Madeline's eyes appear again.

MADELINE
Hello.

GRANDMOTHER

Oh my goodness! There's someone
here after all.

MADELINE
It's me. It's Madeline.

GRANDMOTHER
So you claim. But I'm not so sure.
The Madeline I know is a great
proponent of hugs.

Madeline scurries out of the fort, hugs her Grandmother, and quickly scurries back in. Grandmother waits a beat before speaking, choosing her words with care.

GRANDMOTHER
I understand that someone has her
very first day of school today.

Madeline peeks her head out, and there she remains for the duration of the conversation.

MADELINE
I'm not going.

GRANDMOTHER
I see.

MADELINE
Mom and Dad will drop me off, and
I'll be all alone. Without any
friends or anything.

GRANDMOTHER
Such a dreary outlook. It seems
like rather an adventure to me.

MADELINE
Well you see, I'm a pessimist,
which is a person who assumes the
worst.

GRANDMOTHER
That's a very big word for such a
little girl.

MADELINE
I'm a pessimist. I heard Dad tell
Mom.

GRANDMOTHER
Then it must be true.

MADELINE
I'm afraid so.

GRANDMOTHER
You know, I would imagine that a little girl with such a remarkable vocabulary would know the true meaning of the word "kindergarten."

MADELINE
Of course! It's German. It means "children's garden." But we drove by my kindergarten yesterday, and there wasn't a garden anywhere. The garden was a ruse, which is a way to fool someone.

GRANDMOTHER
Oh, I'm terribly sorry. But that's not right at all.

MADELINE
Oh yes it is. I have conducted extensive research.

GRANDMOTHER
Ah. Well, since you know so much, you certainly have no interest whatsoever in a secret.

MADELINE
Is this some sort of ruse?

GRANDMOTHER
Certainly not. I'm your Grandmother.

MADELINE
Well, maybe you should tell me the secret.

GRANDMOTHER
And why should I?

MADELINE
Because I love secrets!

GRANDMOTHER
(conspiratorially)
So do I! And this particular secret, I must say, is an awfully good one indeed.

MADELINE
Tell!

GRANDMOTHER
(nearly whispering)
"Kindergarten" is a name, the name of a very special man: Karlheinz Copernicus Indergarten, or K. Indergarten. You see? And Mr. K. Indergarten was responsible for the very first school for children your age.

MADELINE
I don't believe you.

GRANDMOTHER
We have established that you are a pessimist. Now shall I continue or not?

MADELINE
Yes, but please understand that I have reservations.

GRANDMOTHER
Oh, my dear Madeline. Everyone has reservations about kindergarten -- at first.

CUT TO:

EXT. VILLAGE (PRE-1920'S) - MORNING

As the Grandmother's tale begins, we're given a visual tour of an anonymous, European village by the sea, sometime in the early 1900's.

(NOTE: the village is an amalgamation of the most wonderful sorts of small European towns: partly British, partly German, et cetera. Everyone speaks English, but the village is not necessarily in England.)

SERIES OF SHOTS

- A) Ships of various sizes approach a bustling harbor.
- B) Horse-drawn carts and carriages clatter pleasantly on clean cobblestone streets.
- C) Children smell hot goodies from a tiny bakery.
- D) Old, bearded men grin at each other as they sneak an early pint of dark beer.
- E) A delighted boy tosses a stick for a friendly dog twice his size.

DURING THE ABOVE:

GRANDMOTHER V.O.

It was in the old country, in a little village by the sea, where horses' hooves clippety-clopped along the most magnificent cobblestone streets. The smell of fresh boysenberry scones was in the air, and twinkly-eyed old men were clinking pints at the pub. Everywhere you'd turn, there was a big, slobbery dog with a stick just right for throwing. And in the midst of it all was Miss Understood's Preparatory School and Home for Orphaned Children, which was a modest sort of school, but cheerful and cozy all the same.

INSERT - SIGN

which reads "Miss Understood's Preparatory School and Home for Orphaned Children."

BACK TO SCENE

GRANDMOTHER (V.O.)

And this is where the village children came to learn, you see. And oh, the lovely Miss Understood. Such a generous soul -- and quite a gifted teacher of young minds,

though stymied occasionally by the hardships of translation.

INT. ORPHANAGE BEDROOM - CONTINUOUS

MISS UNDERSTOOD, a kindly and rather attractive young schoolteacher, goes from bed to bed, rousing the children with her signature mix of German proverbs and their often muddled translations.

(NOTE: Miss Understood maintains a thick German accent throughout.)

MISS UNDERSTOOD
Der frühe Vogel erhält die
Endlosschraube, children! The early
nerd gets the worm!

Two kids look at each other and shrug.

EXT. VILLAGE PARK - CONTINUOUS

SERIES OF SHOTS

- A) We see the largest, most perfect oak tree imaginable.
- B) Two fat men walk by the tree's trunk, which dwarfs them.
- C) A group of old people in lawn chairs doze, breathing as one.
- D) A strapping young man pats the tree lovingly.

DURING THE ABOVE:

GRANDMOTHER V.O.
But in all the village -- and indeed for miles and miles well beyond that -- one marvel surpassed all else -- even the scones. And that was the tree, great, great grand-daddy to every ancient oak as far as the eye could see -- and farther. Its trunk was as thick as twenty fat men, and it had been that way as long as even the eldest villagers could remember. Older folks would snooze beneath its bows, and even brave men found a

certain reassurance in its strength. But the children loved it best, and with good reason. For the lowest branches formed a sort of stair, positively irresistible to anyone with an inclination to climb. And because the tree was conveniently located at the very center of the park, at the very center of town, directly across the street from Miss Understood's school, this stair saw a great deal of traffic indeed.

Children sprint toward the tree from every direction, crying with glee as the giant oak glows in the sun.

Miss Understood appears at the door of her school and orphanage, a delighted six-year-old boy holding each of her hands. One is KARLHEINZ INDERGARTEN, the other LEOPOLD CROAK.

GRANDMOTHER (V.O.)

But among all the village children, there were none who loved the tree more than Karlheinz Indergarten and Leopold Croak. The two were the closest of friends, and in the devoted care of Miss Understood. For both had lost their moms and dads. But when the sun shone on their mighty tree, they hadn't a care in the world. For while there were many things the children didn't have, what they did have was the greatest thing of all. And that was imagination.

Miss Understood stoops to eye-level with the boys.

MISS UNDERSTOOD

Und so. What is your tree today? An enchanted castle, perhaps?

As the boys eye the tree, it transforms before them, becoming a massive medieval castle, complete with moat. A WIZARD on the ramparts raises an eyebrow in question, as if to inquire, "Will this do?"

KARLHEINZ
No, not today.

MISS UNDERSTOOD
Hmm. Then it must be a Himalayan
peak, shrouded in mystery und fear.

As the boys again eye the tree, it becomes a mountain of epic proportion, bombarded by a horrific blizzard. From a narrow rope near the summit hangs a SHERPA, laden with gear, who smiles and beckons the children with a wave.

KARLHEINZ
I don't think so.

MISS UNDERSTOOD
Then there can be only one answer!
It is a giant, my dear ones! Und
his belly craves ze bones of two
little boys!

As Karl and Leopold stare up at the tree, it morphs into an enormous GIANT, with wicked-looking boots and a cruel, studded club. The giant roars with rage, stomping about and shaking the earth, then looks almost bashfully at the boys, as if he's begging them to come play -- or auditioning.

LEOPOLD
No.

Karl and Miss Understood turn to look at Leopold.

LEOPOLD
It's a pirate ship.

Karl follows Leopold's gaze and sees a vast expanse of ocean before him, with a perfect pirate ship floating in the middle.

KARLHEINZ
Well shiver me timbers.

As the two boys sprint across the lawn toward the tree, Miss Understood looks toward the harbor -- and the real ocean. Far away, she sees a dark storm brewing -- and frowns.

EXT. PIRATE SHIP - CONTINUOUS

Karl and Leopold, now clad in perfect pirate gear, ascend a rope ladder and board their warship. Once on deck, Karl assumes the role of captain.

KARLHEINZ

Avast, me hearties! You there!
Slack off the main-sheet! Let over
the jib! Take in the boom-tackles!
Coil the halyards and gasket the
foresail!

LEOPOLD

I'll not, Cap'n, until you've found
your manners.

KARLHEINZ

Scurvy dog! Obey, or you'll have
no grog tonight!

LEOPOLD

Ain't seen land for weeks, Cap'n,
nor treasure neither. And there's
talk you ain't fit to lead.

KARLHEINZ

Impudent wretch! Why, I'll lash ye
to the mizzenmast and tan your
mutinous hide!

LEOPOLD

Me and the crew thinks otherwise,
Cap'n.

KARLHEINZ

What crew?

An entire crew of hardened, fearsome pirates appear at Leopold's back, courtesy of the boys' exceptional imaginations.

LEOPOLD

This crew.

KARLHEINZ

Motherless devils! To the death!

Karl draws his sword, even as Leopold and the crew cry their battle cries.

As pirates storm the upper deck, Karl swings on a loose rope, in pursuit of Leopold. Lightning flashes above, and the rain begins.

As Karl chases Leopold, he's forced to deal with the pirates, grown and muscular men. But with skillful swordplay, Karl knocks the men overboard or evades their attacks completely --never actually killing anyone.

Karl and Leopold scale the rigging and fight courageously. At one point, they both pause to watch a butterfly float between them -- a sign of reality, within the tree itself.

They continue their swashbuckling in the grand style of Errol Flynn and again pause, as the two step carefully over a robin's nest, filled with bright blue eggs -- another sign of reality.

As the rain intensifies, Karl dispatches more pirates, all the while herding Leopold toward the dreaded plank.

Finally, with dozens of pirates incapacitated and moaning, Karl forces Leopold onto the plank, driving him toward its edge. The plank wobbles and bows, and Leopold struggles to maintain his balance. The rain washes over them in torrents.

KARLHEINZ

Now yield, brazen scum, or face the terrors of the deep!

LEOPOLD

Never!

EXT. VILLAGE PARK - CONTINUOUS

Rain drenching her, Miss Understood stands at the edge of the park, calling desperately for the children to come in.

MISS UNDERSTOOD

Come in, children, come in!
Irgendein Tor in einem Sturm! Any
wart in a storm!

But her voice barely reaches them above the storm, the words carried through the wind as only a baleful wailing.

EXT. PIRATE SHIP - CONTINUOUS

The wailing sound reaches the boys.

KARLHEINZ
Do ye hear the sirens' cries? They
call for thy doom!

Leopold backs toward the edge of the plank as Karl mounts it, brandishing his sword before him. And with a final thrust, Karl knocks Leopold's sword from his hand. Leopold stares down at the waters beneath him, teeming with sharks.

LEOPOLD
Cap'n, I am defeated. And I hereby swear allegiance, with apologies for me and my mates. It's just, I miss me girl, Cap'n. And the little ones at home.

The scene immediately returns to reality, and the two boys stand several yards apart on a thick tree limb. Karl wields a stick, which he's been using as a sword, and lowers it.

KARLHEINZ
A girl? Yuck!

LEOPOLD
Sorry. It just slipped out.

KARLHEINZ
Doesn't matter. That was a good one!

LEOPOLD
Aye aye, Cap'n. It surely was.

As the two friends smile at one another, a massive bolt of LIGHTNING strikes Leopold with a thunderous CRACK, knocking him to the ground far below.

Karl is shocked and frightened, unsure of what to do. He gazes down at his unconscious friend and struggles not to cry, even as Miss Understood comes rushing to Leopold's side.

INT. PIMPLEDINK'S CLINIC - LATER

Karl and Miss Understood, their faces fraught with worry, sit in a corner of DR. PIMPLEDINK'S small examining room. Dr. Pimpledink, the town's rotund and largely ineffective

physician, is a kind and caring man -- with a touching bedside manner.

Karl attempts a reassuring smile at Leopold, who sits without expression on an examining table.

Pimpledink listens at Leopold's chest with a stethoscope.

PIMPLEDINK

Mm hmm.

Pimpledink peers down Leopold's throat with a tongue compressor.

PIMPLEDINK

Mm hmm.

Pimpledink tests a variety of Leopold's reflexes and performs assorted physical exams. When finished, the doctor turns to the pair in the corner with pride and relief.

PIMPLEDINK

Ah ha. Yes. Healthy as a horse!

MISS UNDERSTOOD

Und you are certain?

PIMPLEDINK

He's well within all the highest percentiles for a boy his age. I'm very impressed.

Miss Understood approaches Leopold and looks hard into his eyes.

MISS UNDERSTOOD

He looks... different.

PIMPLEDINK

Mmm?

MISS UNDERSTOOD

He looks... older.

PIMPLEDINK

Well. Yes. Hmm. Perhaps there is something... half a moment.

Pimpledink rustles through a drawer and removes a stack of papers, then sits next to Leopold.

When he holds up a sheet, we see that it's a Rorschach test, obviously shaped like a butterfly.

PIMPLEDINK
Tell me, Leopold, my young friend.
What do you see?

All wait in suspense while Leopold considers.

LEOPOLD
An ink blot.

PIMPLEDINK
I see. And this one?

LEOPOLD
An ink blot.

PIMPLEDINK
Yes... and this one.

LEOPOLD
An ink blot.

Pimpledink frowns with sadness and concern. He strides to a cabinet and removes a large, leather-bound medical journal, which he rustles through, pointing at passages with his fingers, mumbling, and continuing to frown in distress.

Pimpledink sighs, eyes Leopold doubtfully, and turns to Miss Understood.

When he pulls the schoolteacher into the hall, Karl can both see and hear them through a crack in the door.

PIMPLEDINK
I'm afraid this is rather grave. It appears... well you see... it appears this little boy has lost his imagination.

MISS UNDERSTOOD
But you will fix him.

PIMPLEDINK

Oh no. It's impossible to fix a broken imagination. The condition is quite incurable, I'm afraid.

INT. ORPHANAGE BEDROOM - NIGHT

Miss Understood watches as the children prepare for bed, poking each other and otherwise stalling as children do. Leopold, however, simply puts on his nightshirt, crawls into bed, and stares blankly at the ceiling.

Karl turns to Miss Understood with a questioning look, and Miss Understood attempts a reassuring smile, unsuccessfully.

INT. ORPHANAGE DINING HALL - MORNING

Miss Understood watches as all her children eat their porridge at breakfast. Most are giggling and otherwise horsing around, which Miss Understood tolerates. But Leopold eats like some sort of automaton, staring blankly at the wall.

Karl, never touching his own food, watches Leopold with a mix of fear and despair, which Miss Understood notes with concern.

EXT. ORPHANAGE - LATER

As children run and frolic in the park, Leopold stands calmly by himself, doing nothing.

Miss Understood watches as Karl, hesitant and afraid, approaches his friend.

KARLHEINZ

Hello.

LEOPOLD

Hello.

KARLHEINZ

Would you like to play in our tree today?

LEOPOLD

Why?

Karl turns to Miss Understood. Things are not going as he had hoped. But she nods her encouragement, so Karl tries again.

KARLHEINZ

Well, it needn't be just a tree,
you know. It might be a circus
tent. Or a great wooly mammoth. Or
an impenetrable bank, far away in
the wild American West. Would you
like to rob a bank with me?

Karl and Miss Understood await Leopold's response.

LEOPOLD

But it's just a tree.

Leopold turns to Miss Understood.

LEOPOLD

May I practice my arithmetic?

Miss Understood is on the verge of tears and can't speak, but she nods her head, and Leopold calmly walks inside. The woman turns to Karl, who looks back at her in tragic dismay.

INT. ORPHANAGE - LATER

As a light rain falls outside, Karl sits quietly, forlorn. Miss Understood also sits, watching Karl. A light knock at the door sounds, and Miss Understood walks to the far end of the room to answer.

She admits an elderly CLOCKMAKER, with his hands in his pockets. They speak in low tones, clearly about Karl, then approach him.

MISS UNDERSTOOD

Karl, I have someone I'd like you
to meet.

Karl says nothing, and Miss Understood stands aside.

CLOCKMAKER

Hello, Karl.

Karl still says nothing, and the Clockmaker looks at Miss Understood questioningly before speaking again.

CLOCKMAKER

Karl, I wonder if I might see your hands. You know, you can tell a lot about someone by looking at their hands.

Karl slowly presents his hands, uncaring.

CLOCKMAKER

Ah. Slender fingers. This is good. And very clean. These are good hands, very good. These are hands a boy can be proud of.

Karl looks at his hands, then at the Clockmaker.

CLOCKMAKER

I am a great expert on hands. And perhaps you wonder why.

Karl says nothing. The Clockmaker removes his hands from his pockets to reveal gnarled, immobile fingers. His hands are riddled with savage arthritis.

CLOCKMAKER

Because mine no longer work.

Karl gazes at the old man's hands and hesitates before speaking.

KARLHEINZ

I've lost my best friend.

CLOCKMAKER

It isn't easy to be without a friend. Perhaps what you need... is a new one.

The old man extends a gnarled hand to Karl, and Karl looks to Miss Understood for guidance.

She nods, approving the friendship, and Karl places his perfect, tiny hand in the Clockmaker's.

EXT. ORPHANAGE - LATER

Miss Understood and Leopold watch in silence as the Clockmaker and Karl ride away. As the old horse carries them into the distance, Karl turns to look once more upon

his teacher and friend. Miss Understood waves to him sadly, but Leopold does not.

MISS UNDERSTOOD
(to herself)
Zeit heilt alle Wunden. Time heals
all wounds.

EXT. CLOCKMAKER'S WORKSHOP - MORNING

The Clockmaker's workshop is far, far away from Karl's village, perched atop a hill in the country with nothing else in sight. A tiny dirt road winds through the trees to its front door.

During this shot, we can hear clocks TICKING.

(NOTE: this shot merely serves to show that Karl is tremendously far from home.)

INT. CLOCKMAKER'S WORKSHOP - CONTINUOUS

Little Karl sits at the Clockmaker's workbench, atop a tall stool. All around him, covering every inch of the walls, are innumerable clocks, ticking away.

A tall grandfather clock makes an especially impressive tick-tock, and Karl watches the pendulum, mesmerized. When the Clockmaker enters and sits on his own stool, he smiles at Karl's interest.

CLOCKMAKER
A most impressive chronometer. Very
big, for very important people.
Very important people always think
bigger is better. "Time is money,
time is money. Look, everyone!
Look at me! Look how important I
am!"

Karl says nothing.

CLOCKMAKER
But time is not money.

The Clockmaker struggles to open a drawer with his arthritic hands, so Karl helps him. Inside are wristwatches, each with the back removed to show their tiny moving gears. In fact, the entire velvet-lined drawer seems alive with movement.

Karl carefully picks one up, and the two regard its intricacies.

CLOCKMAKER
Time is magic.

The Clockmaker places Karl's little hand in his own, which seems infinitely larger in comparison.

CLOCKMAKER
And bigger is seldom better. It's the little things that have the most potential.

The Clockmaker gestures to a small, brown paper package, which Karl unwraps. In it is a small leather case, and engraved in the leather are the letters "K. Indergarten." The boy opens the case to reveal a set of tiny jeweler's tools.

Karl looks up at the Clockmaker with just a hint of pleasure, and we feel a renewed sense of hope.

The bell rings at the front of the shop, and the Clockmaker walks through a narrow hallway to the front counter, where a wealthy, elderly woman awaits -- MRS. PERCY GOODNIGHT. On the counter she places a marvelously ornate clock, suitable for the mantel in a highly affluent home.

CLOCKMAKER
Mrs. Goodnight. Good morning.

MRS. GOODNIGHT
Is it?

CLOCKMAKER
Good?

MRS. GOODNIGHT
Morning.

CLOCKMAKER
It is indeed.

MRS. GOODNIGHT
I wouldn't know.

CLOCKMAKER

This is something we shall have to
remedy.

MRS. GOODNIGHT
Such is my hope. Sir Percy insists
upon a highball at precisely five
o'clock.

CLOCKMAKER
And your clock is not precise.

MRS. GOODNIGHT
Precisely.

CLOCKMAKER
Then it's time I got to work. Good
day, Mrs....

MRS. GOODNIGHT
Good day.

CLOCKMAKER
... Goodnight.

Mrs. Goodnight exits the shop, and the Clockmaker chuckles
to himself. He then winces in pain, rubbing his hands. He
nobly ignores the hurt and picks up the clock.

But as he turns, his awkward hands suffer another painful
SPASM, and he drops the clock, which SHATTERS in thousands
of pieces, ruined irreparably.

The Clockmaker gazes at the tiny cogs and gears, then
looks up to find Karl peeking at him from the doorframe of
the workshop.

The Clockmaker and Karl regard each other, and the
Clockmaker stares sadly at his hands, then bows his head,
defeated, and ascends the stairs to his bedroom -- to
mourn the cruelty of age.

Karl looks down at his feet, where one of hundreds of tiny
cogs has rolled. He picks it up, and his eyes narrow
slightly in thought.

INT. CLOCKMAKER'S BEDROOM - MORNING

The following morning, the Clockmaker awakens to the sound
of an unfamiliar chime. Lying in bed, he squints in
puzzlement.

CLOCKMAKER
I don't know that chime.

The Clockmaker puts on his spectacles and slippers in something of a rush, curiosity driving him downstairs.

INT. CLOCKMAKER'S WORKSHOP - MORNING

The Clockmaker creeps into the workshop, where Karl is seated astride his stool. Before Karl is Mrs. Goodnight's clock, repaired in full. With his tiny tools, Karl seems to be putting the finishing touches on the job.

The six-year-old has performed the impossible, and the Clockmaker is dumbfounded. He slowly sits on his own stool, his eyes never leaving Karl.

CLOCKMAKER
You have done this?

Karl beams and nods, then continues with his minor tinkering.

CLOCKMAKER
And how exactly? Tell me at once.

KARLHEINZ
I had to take apart some other clocks first, to see how they worked.

CLOCKMAKER
(amazed)
What!

KARLHEINZ
Please don't be angry! I put them back together!

CLOCKMAKER
Which clocks?

Karl points to half a dozen incredibly complex clocks as he speaks.

KARLHEINZ
(bashfully)
This one. And this one. And this one. And these.

The ticking of the clocks seems louder as the Clockmaker considers things. He nearly speaks, then thinks better of it. Instead, he rises. And from a secret hiding place, he struggles to withdraw an ornate wooden box, which he places before Karl.

CLOCKMAKER

Open it.

Karl opens the box to reveal the most spectacularly intricate pocket watch ever conceived. The entire back is clear, encased in crystal, so that Karl can appreciate the inner workings in all their splendor. Obviously, it is the old man's greatest treasure.

CLOCKMAKER

My masterpiece.

KARLHEINZ

It's perfect!

CLOCKMAKER

Ha! No, nothing is perfect. But it is very close.

Karl inspects the timepiece very closely.

KARLHEINZ

It's wonderful. It's the most wonderful thing imaginable.

CLOCKMAKER

No, Karl.

The Clockmaker touches Karl's forehead, pointing at his brain.

CLOCKMAKER

This is.

INT. CLOCKMAKER'S BEDROOM - MORNING

Several years pass. And when the Clockmaker arises this time, it's apparent that he's aged. He yawns, stretches, and goes downstairs.

INT. CLOCKMAKER'S WORKSHOP - MORNING

When the Clockmaker enters the workshop, an older Karl, now roughly ten, is seated astride his stool, smiling

somewhat deviously. Karl has his hands cupped, hiding something.

The old man smiles back, knowing something's up, and sits.

Karl grins wide and uncups his hands. There on his palm sits a perfect CLOCKWORK BUTTERFLY, its wings moving and contracting slowly, its antennae quivering just the slightest bit.

The Clockmaker gasps in wonder.

The butterfly lifts into the air and flits about the room, to the old man's delight. And eventually, it lands directly on the Clockmaker's nose. Again, its wings pulse slowly. Then, suddenly, they stop. And the butterfly falls to the workbench, seemingly dead.

The Clockmaker looks at Karl, wondering if this is part of the plan. Karl holds up a tiny key and frowns as he uses it to wind the butterfly.

KARLHEINZ

She has to be wound, of course. I don't really like that. That can be improved upon.

The butterfly comes alive again.

CLOCKMAKER

Nonsense! She is wondrous, Karl. She is astonishing. She is beautiful beyond compare.

KARLHEINZ

Thank you.

The butterfly flits between them as they talk.

CLOCKMAKER

You know, a boy with such a gift as yours could be a very important person --if he wanted.

KARLHEINZ

I don't think I'd like that very much at all. I just... I just like to make things.

CLOCKMAKER

Good! Very good! That is just what
a true artist should say!

Karl looks humbly and gratefully at the old man.

CLOCKMAKER
Karlheinz Indergarten. The artist
of the beautiful.

INT. CLOCKMAKER'S BEDROOM - MORNING

Again, several years pass. The Clockmaker is now very old indeed, and his movements cause him more pain than in the past. Still, he certainly is happy.

INT. CLOCKMAKER'S WORKSHOP - MORNING

When the old man enters the workshop this time, a teenage Karl sits astride his customary stool, an ornate box before him.

The Clockmaker sits and raises an eyebrow, as if to ask, "May I?" Karl smiles and nods his consent.

When the old man opens the box, he reveals a perfect metal ROBIN'S NEST, with five perfect eggs in it.

And as he watches, the eggs begin to quiver, then hatch.

Within moments, five baby ROBINS are blinking in the sunlight and chirping hesitantly. Then they begin to clamor for food.

CLOCKMAKER
I believe they want their
breakfast!

Karl smiles and raises a finger, as if to say, "But of course! Wait just a moment!" And the old man gasps in delight as Karl opens a small drawer at the front of the box, which contains silver, wriggling WORMS. He removes several and carefully feeds them to the chicks.

Once fed, the chicks begin to sing.

ROBINS
*Tenderloin, truffles, and goose pate,
Caviar and crème brûlée,
Thank you, no, but don't be hurt,
Just bring us a fresh patch of dirt.*

*Worms, marvelous worms!
Squiggly and wriggly and squirming!
Worms, marvelous worms!
Their meat is the treat that we're
yearning!*

Karl feeds the birds a few more worms.

One of the robins then performs a session of solo chirping, while the others offer harmony.

CLOCKMAKER

It is the most magnificent thing I have ever seen. It is perfect.

KARLHEINZ

Nothing is perfect. But it is very close.

INT. CLOCKMAKER'S BEDROOM - MORNING

Years pass. And when the Clockmaker arises this time, it's clear that he probably doesn't have much time left.

INT. CLOCKMAKER'S WORKSHOP - MORNING

The old man slowly enters the workshop, and Karl helps him onto his stool, then seats himself on his own. Now in his early to mid-twenties, Karl is a handsome man, though shy and rather thin.

The Clockmaker waits expectantly, and Karl grins.

There is no box, and Karl holds nothing in his hands. Then his shirt pocket quivers slightly. There's something inside.

Over the edge of the pocket appears a clockwork mouse -- PIM. The Clockmaker's eyes widen in wonder.

Pim, endowed with remarkably human qualities, is a masterpiece of perpetual motion. He smiles at the old man, then scurries out of the pocket and down Karl's arm to the workbench.

To the Clockmaker's amazement, Pim performs a series of charming stunts to demonstrate his agility and talents. Pim dances -- first ballet, then tap. Pim lifts objects twice his size. Pim wields his tail like a saber, making dramatic lunges and thrusts.

When finished, he bows low before the old man, who returns the bow from his seat.

KARLHEINZ
His name is Pim.

The Clockmaker rises slowly and kisses Karl's forehead.

CLOCKMAKER
Magical, Karl. A magical little mouse. And now... you must excuse me... I'm feeling rather... unwound.

He then turns and walks slowly into the hallway. Karl, concerned, watches as the old man ascends the stairs to his bedroom.

INT. CLOCKMAKER'S WORKSHOP - MORNING

The next morning, Karl sits at the workbench fixing a clock. Pim aids him by handing him various parts and tools. After a few moments, Karl stops abruptly and looks at the grandfather clock.

INSERT - GRANDFATHER CLOCK

which reads just after eleven o'clock.

BACK TO SCENE

Karl walks into the hall and slowly approaches the stairs. He looks up, then ascends.

INT. CLOCKMAKER'S WORKSHOP - LATER

Karl sits sadly on his stool and stares at the Clockmaker's stool, which is of course empty. The old man's time has finally come, and Karl cries lightly.

Pim stares woefully at Karl, understanding completely.

Suddenly, all the clocks in the workshop strike five o'clock at once. They all chime in a myriad of different ways, and by the time the din has ended, so have Karl's tears.

Karl rises and begins to pack a few small items in a satchel.

KARLHEINZ
It's time I went home.

Pim nods and begins to pack Karl's jeweler's tools in their leather case.

EXT. COUNTRYSIDE NEAR VILLAGE - DAY

As he approaches the town, Pim in his breast pocket, Karl stops in dismay. In the distance, a thick black SMOG hangs above his village, and dark towers belch FLAME and SOOT into the air.

Pim looks questioningly at Karl, as if to say, "Surely we aren't going there!" But Karl musters his courage and strides ahead.

EXT. VILLAGE - LATER

As Karl and Pim walk slowly through the streets, it registers that the town has been completely overrun by the industrial revolution. Gone are the bakeries and pubs. Gone are the horse-drawn carriages and friendly mutts. All have been replaced by factories, billowing smokestacks, and loud motorcars.

Pim is visibly frightened by the chaos. And Karl, needing a dose of reassurance himself, seeks out his orphanage -- and the tree.

(NOTE: Pim hides effectively from people and animals throughout. He is only seen when he chooses to be seen.)

EXT. ORPHANAGE - LATER

The tiny orphanage remains, sandwiched between two towering industrial plants, but it shows substantial neglect. No longer is it a cheerful home for children; rather, it is frightening and inhospitable.

When Karlheinz turns to face the park and its wonderful tree, he discovers that no grass or smaller trees remain. Surrounded by enormous buildings on every side, the park is bathed in darkness. And only a few sad leaves cling to the once-mighty oak.

A large, MANGY DOG approaches, and Karl offers him a crust of bread. The dog, mad with starvation, seizes the crust aggressively, nearly taking Karl's hand with.

Pim gives the dog a disciplinary look, as if to scold him, and the dog looks at Pim apologetically before slinking off. The dog knows he was impolite.

As Karl stands in despair, a familiar voice welcomes him home.

MISS UNDERSTOOD
My dear Karlheinz. You have
returned to me.

Mirroring the disrepair of her orphanage, Miss Understood's hair has turned gray. And her face is lined with worry. But of course, she retains her pluck.

KARLHEINZ
Hello.

MISS UNDERSTOOD
Und you are glad to be home!

KARLHEINZ
Everything is dead...

Karl glances at the tree.

KARLHEINZ
Or dying.

MISS UNDERSTOOD
Yes, it is hard for things to grow here now. So much darkness. Und filth. This is not good for trees, you know...

Miss Understood glances back at the orphanage.

MISS UNDERSTOOD
... Or children.

Miss Understood grasps Karl's hand, attempting to lighten the mood.

MISS UNDERSTOOD
But there are good things, too. Our town is very rich! Und all the world knows of us. You have heard of Emma Cuddles?

KARLHEINZ

No, I...

Karl points at his wristwatch.

KARLHEINZ
... Haven't had time.

MISS UNDERSTOOD
She is our ambassador to the world.
Und she is everywhere. Very popular
in America.

KARLHEINZ
Well, I should like to meet her
sometime.

In the background, we see a YOUNG GIRL, rather shabbily dressed. She is frightened -- and seems to be running from something.

MISS UNDERSTOOD
She is a doll, Karl. Und she is quite remarkable. You see, this Emma Cuddles, she is made to love ze children. Und so, whenever a little girl or boy is present, this Emma Cuddles hugs them. I don't know how they do it, these engineers und technicians, but it is very impressive. A most unique doll. Ze parents like her very much.

The young girl in the background runs closer, hiding behind whatever she can, her eyes searching warily for something.

KARLHEINZ
And the children? Do they like her as well?

MISS UNDERSTOOD
Mmmm, I suppose so. In their way. But I am lucky, you know. I have many children to hug. Und this is a feeling that is real. I feel it in my heart. This Emma Cuddles... I do not think she has a heart.

KARLHEINZ
I think she sounds rather scary.

Karl and Miss Understood notice the young girl, who doesn't acknowledge them. And just as she's running past, an EMMA CUDDLES doll steps out from behind a pile of debris, blocking her path. The doll is unbelievably creepy, sinister in every respect.

Karl recoils at the sight of Emma Cuddles, just as anyone would.

EMMA CUDDLES
Hug me.

The little girl screams, terrified, and runs off. Emma Cuddles totters after her, arms outstretched.

EMMA CUDDLES
Hug me! Hug me! Hug me!

SERIES OF SHOTS

- A) A little girl stands atop a dresser, screaming, while Emma Cuddles climbs toward her, demanding hugs.
- B) A little boy struggles to keep his closet door closed, screaming all the while, while Emma Cuddles pounds the door from within, demanding hugs.
- C) A little boy uses a chair to pin Emma Cuddles to a wall. He screams while she demands hugs.
- D) Two Emma Cuddles appears over the top of a crib and demand hugs. The twin infants within scream bloody murder.

BACK TO SCENE

MISS UNDERSTOOD
Perhaps you are right -- a little scary. But ze parents like them, und ze parents have made us very rich.

Karl looks at the patches on Miss Understood's dress, then at her ancient shoes. Miss Understood laughs.

MISS UNDERSTOOD

Well, not me! But they have made him very rich, and for that I am very proud.

KARLHEINZ

And who is him?

MISS UNDERSTOOD

Why, our Leopold, of course!

Miss Understood points to one of the larger industrial buildings. The enormous letters on its side read "Cuddlecom Inc."

And as Karl **FOLLOWS** Miss Understood's gaze, we **ZOOM** in on the massive window above the letters, where Leopold stands in his boardroom, gazing down at them. Behind Leopold is **GROD**, his ape-like manservant and guard.

Karl gasps.

MISS UNDERSTOOD

He is a very important person. Very good with numbers. But of course, Geld kauft nicht Glück. Money can't fry happiness.

Miss Understood turns and walks away, unable to maintain her thin veneer of optimism.

EXT. VILLAGE STREETS - NIGHT

Karl walks despondently down a dark, narrow street and stops outside a ramshackle little building, with boards nailed across the windows.

He surveys the building grimly, and Pim looks upon it with considerable doubt.

Karl looks up and down the street, then enters, closing the door behind him.

EXT. VILLAGE STREETS - MORNING

As downcast factory workers walk in droves toward the industrial plants, they stare in wonder at the building Karl entered. Transformed during the night, it is now neat and tidy. Emblazoned on the storefront window, in bright golden letters, are the words "K. Indergarten Clock & Watch Repair."

(NOTE: against the drab grays and blacks of the town, the golden letters shine with a remarkable brightness.)

Karl exits his shop, locking the door behind him. He holds a small sandwich, wrapped in brown paper, and a very large, impressive-looking BOOK.

EXT. VILLAGE PARK - LATER

Karl sits on a rickety park bench, quietly eating his meager cheese sandwich before the dying tree. As he does so, he reads his book, though we cannot tell what the book is titled or about.

But even as Karl reads, a movement catches his eye. He looks up and stares into the shadows and alleys -- and spies a child.

As Karl looks more carefully, he sees dozens of children in similar hiding spots.

The children are quiet, expectant. They seem to be awaiting something.

The towering buildings enclose the circular park in a sort of massive cylinder that allows no light to enter. But as Karl gazes skyward, the sun reaches its zenith. And with the sun directly above the tree, it is suddenly bathed in sunshine.

The children cry out as one and sprint to the tree, climbing its branches.

The tree's few remaining leaves become more vibrant with the sun's nourishment. Karl can see them react visibly to its rays. And perhaps the tree appreciates the children's touch as well.

(NOTE: the tree is not a magic tree exactly, but its anthropomorphic qualities are sometimes exaggerated in certain characters' eyes.)

Karl turns and looks back at the orphanage, where Miss Understood surveys the recess. When Karl catches her eye, she smiles a genuine smile, and he smiles back.

But even as Karl smiles, the sun continues across the sky -- and is soon hidden from view behind the town's tallest spire. As Karl watches the sun duck behind the building, he spies a young girl in a window near the top.

The girl is AGATHA, and her long, dark hair hides much of her face. As Karl stares up at her in curiosity, she notices his gaze and draws the white blinds abruptly. Karl does not know what to make of this.

The park now bathed in gloomy darkness, the kids slowly trudge back to the shadows, and the tree seems to shrink somewhat in sadness. A SINGLE LEAF falls slowly to the ground.

As Karl watches the leaf's descent, he sees one of the children, TOBY, retreating toward a narrow alley. But before he quite reaches it, a FACTORY WORKER steps in his path. His scarred face seems especially cruel, and Toby is very scared.

FACTORY WORKER
And whaddya got for me today,
insect?

TOBY
Nothing, I swear!

FACTORY WORKER
Is that a fact?

The young man picks up Toby and shakes him violently. We hear the slight JINGLE of a bit of change.

FACTORY WORKER
Nothin' don't jingle.

TOBY
I earned it! I pulled weeds for a lady!

FACTORY WORKER
Now I know you're lyin'. Weeds don't grow here. Nothin' does.

TOBY
(defiantly)
You don't know everything!

FACTORY WORKER
I know this...

Holding Toby upside down, the factory worker shakes the few coins from his pockets, then tosses Toby to the ground. The man picks up the change and pockets it.

FACTORY WORKER
Now you got nothin'.

Having witnessed the entire exchange, Karl and Pim are aghast. But of course, neither Karl's personality or build would permit a physical encounter with the ruffian. Karl watches as the man strides off toward a factory, while Toby runs into the orphanage -- where he clearly lives.

Karl slams shut his book, and with a look of resolve on his face, he hurries after the factory worker.

EXT. VILLAGE STREETS - CONTINUOUS

Not wishing to be seen, Karl follows at a distance, keeping close to the walls. The factory worker walks with a purpose, and he sure does look tough.

But just as the man turns into a narrow alley, he strides directly into an enormous spider web, which covers his entire face and upper body. The spider, a huge specimen and decidedly creepy, scuttles across the man's head.

Karl watches intently, from a distance, as the man freaks. Clearly arachnophobic, the factory worker screams like a little girl, then flails and dances comically as he tries to rid himself of the spider.

FACTORY WORKER
Giant spider! Giant spider!

As the man continues his spasms and contortions, Karl's face suddenly glows with inspiration, and he hurries off, Pim in tow.

INT. ORPHANAGE BEDROOM - MORNING

Toby awakes before the other children. He yawns and sits up. And then Toby spies the PACKAGE, sitting on his shabby bedside table.

The package is wrapped neatly in brown paper. Toby, unaccustomed to presents of any sort, lifts the package and shakes it lightly, which tells him nothing. But the card does. Toby removes the tiny card from its envelope.

INSERT - CARD

which reads "With kind regards from K. Indergarten" in a magnificently delicate, flowing script.

BACK TO SCENE

Toby unwraps the package, careful not to wake the other children. Within is a curious child's vest, made entirely of silver -- almost like a piece of armor, but intricately wrought and far less substantial in weight. On the chest is a small button.

INSERT - SILVER BUTTON

which reads "Press here."

BACK TO SCENE

Toby frowns with confusion.

EXT. VILLAGE STREETS - LATER

Toby walks down a street crowded with workers. He nimbly pushes through, and as he does, the wicked factory worker spies him, grins, and decides to follow.

Toby turns into a dark alley, and as he nears the other end, the factory worker steps out from a shadow. Toby stops in his tracks, then begins to back away. The man advances.

FACTORY WORKER

Alright, insect. Let's have it.

TOBY

I haven't any!

FACTORY WORKER

Tsk, tsk. I'd have thought you'd learned your lesson by now. One oughtn't to lie to one's elders.

TOBY

Leave me alone!

The factory worker lunges at poor Toby and grabs him by the collar, lifting him into the air with one enormous arm. He's grown impatient -- and shakes the boy more roughly with each word.

FACTORY WORKER

Now you listen to me. Hand it over, or I will squash you like a bug.

Frightened and nearly helpless, Toby desperately reaches beneath his tattered jacket and finds the silver button, which he depresses. It makes a very satisfactory sound.

As the factory worker gasps in amazement, Toby's back sprouts eight enormous, jointed SPIDER LEGS, turning him into an arachnid.

The legs are metal and powerful, and suddenly, Toby towers over the man. Somehow, Toby has complete control over his new appendages.

The terrified factory worker, backing up, stumbles and falls. Toby, rather amazed himself, looks on his legs with wonder -- and at the fear they've inspired in the bully.

TOBY
(triumphantly)
Ha ha!

FACTORY WORKER
(losing his powers
of reason)
Giant spider. Giant spider.

The factory worker rises and lunges to his left. Toby, supremely agile, scuttles to block his passage. The man lunges to his right, with the same result.

TOBY
Now then, you villain! Let's see
who jingles!

Screaming with fright, the worker turns and flees down the alley. Toby, in hot pursuit, leaps from wall to wall as the two disappear in the distance.

As Toby and his former tormentor fade away, we FOCUS on a SHINY LITTLE FLY, which clings to one of the walls in the alley. The fly has borne witness to the encounter.

At first, the fly appears quite normal. Then its eyes focus mechanically, and as it moves, we realize that the fly is obviously one of Karl's inventions.

INT. INDERGARTEN CLOCK & REPAIR SHOP - CONTINUOUS

Karl wears a complex set of goggles and earphones, both beautifully wrought. In his hands are a series of

complicated controls. Obviously, the fly, under Karl's control, has allowed him to witness Toby's triumph remotely.

Karl raises his arms in triumph.

KARLHEINZ

Ha ha!

Pim shares Karl's feeling of triumph, running in circles, then raising his tiny arms in victory.

EXT. VILLAGE PARK - LATER

The next day, Karl sits in the park, again eating his humble sandwich and reading his enormous book. As he reads, he absently watches the children enjoy their few brief moments of pleasure in the sun.

Karl also notices that high in her spire, Agatha also watches the children play. She looks terribly sad.

Karl returns his gaze to the children and notes that one little boy, STUART, is positively filthy. He's covered in dirt and grime. As Karl watches, Miss Understood appears and grabs Stuart by the ear.

MISS UNDERSTOOD

Aha! Got you! Und you will bathe
this very instant, little piggy!

STUART

No! Anything but that!

MISS UNDERSTOOD

Piggy has been rooting in ze mud,
und we must clean him!

STUART

But the beast! The beast!

MISS UNDERSTOOD

Poor little piggy doesn't like ze
water.

STUART

Please! Please don't make me!

Miss Understood speaks to Karl as she passes him, hauling Stuart off toward the orphanage.

MISS UNDERSTOOD

I run his bath, I make ze suds, I
go away. Und he scream und wail und
run off, every time. Understood
does not understand. If only I
could be ze fly on ze wall, just
once!

As Miss Understood drags Stuart away, Karl's eyes narrow.
He slams shut his book and hurries off.

INT. ORPHANAGE BATHROOM - LATER

Stuart, wearing only a towel around his waist, stands
before a decrepit bathtub and glances around nervously.

Stuart fearfully eyes a crack in the wall.

Just as he's about to step into the water, now bubbly with
soap, Stuart hears a sound. Over the edge of the tub
appears a massive WHITE ROACH, perhaps a foot in length.

Stuart cries out in dismay and backs to the far corner of
the tiny bathroom, his eyes wide with terror.

As he watches, the roach creeps down into the tub and
disappears beneath the suds.

Stuart musters his courage and, holding a plunger before
him, approaches with caution. Stuart peers over the edge
at the quiet waters below.

He holds the plunger in his small hand, poised to strike.
Moments pass as tension mounts.

And suddenly, the roach emerges from the depths, inches
from poor Stuart, and hisses horribly.

(NOTE: the roach's mandibles should be monstrous,
reminiscent of some creature from science fiction -- or
prehistoric times. Coupled with the roach's hiss, this
moment should come as a truly chilling scare.)

Stuart drops the plunger, terrified beyond reason.

The roach casually slides back beneath the water even as
Stuart runs screaming from the bathroom.

Miss Understood, folding laundry in the hallway just outside, watches as Stuart runs screaming by her, his towel dropping comically in the process.

She looks upward and raises her arms, as if to say, "What must I do to get this child clean?"

The bathroom seems quiet and empty for a moment. Then with a mechanical buzzing sound, Karl's tiny fly lifts from the wall and exits through the bathroom window.

INT. ORPHANAGE BEDROOM - MORNING

The next morning, Stuart awakens before the other children. And he's quite surprised to find a small PACKAGE on his bedside table.

He removes a small envelope from the brown paper package and pulls the card from within.

INSERT - CARD

which reads "With kind regards from K. Indergarten" in the same magnificently delicate, flowing script.

INT. ORPHANAGE BATHROOM - LATER

Stuart creeps into the bathroom and shuts the door. Ever so carefully, he approaches the tub and turns on the water.

He adds a healthy dash of soap, watches the tub fill, and turns the spicket off.

Stuart then places a small, metal WHALING SHIP, spectacularly detailed, atop the water -- his gift from Karlheinz.

As Stuart backs away from the tub, he hears the awful scuttle of his nemesis. And soon enough, the great white roach appears at the tub's edge, before sliding down into the water.

As it does, the whaling ship comes alive, and tiny figures -- the CREW -- emerge from below decks.

The tiny men lower small boats and row into the middle of the tub. Each boat is led by a man armed with a tiny harpoon.

The whaling ship itself is clearly led by a tiny figure with a beard and a wooden leg -- the CAPTAIN. He surveys the horizon with grim patience, one hand at the ship's wheel.

Suddenly, the waters stir slightly, and the men grow alert. But the water calms, and they wait, tension mounting.

Stuart is breathless with anticipation.

When the roach leaps from the depths, one tiny HARPOONER yells shrilly.

HARPOONER
She breaches!

And as the roach sails through the air, the men throw their harpoons. Stuart holds his breath as the battle rages.

Each harpoon is tied to a rope, and the ropes hum as the beast heads for the bottom. Men toss water on them to keep them from burning up with friction.

The monster's strength is prodigious. Boats are capsized. The whaling ship spins in a whirlpool.

But even as the roach wreaks havoc on the tiny men, the Captain leaps from the deck of the ship and spears the beast through its head, killing it once and for all.

The great white roach quivers in its death throes, then lies still.

The men recover, hauling each other back into their boats. And they sing a cadence as they begin to process the leviathan.

CREW
*The sea she was a-boiling,
Yo ho, yo ho.
Our pants we were a-soiling,
Yo ho, yo ho.
But then the man with the mighty lance,
He slew the beast,
so let's change our pants,
And drink rum, rum, rum, rum,
Yo ho, yo ho, yo ho.*

The Captain, wiping his tiny brow, salutes Stuart from the back of the dead beast, and the boy proudly salutes him back, beaming with delight.

EXT. VILLAGE PARK - LATER

Seated on his regular bench, reading his massive book, Karl looks up to see Stuart striding by. The little boy glistens with cleanliness, and his hair is neatly combed. He smiles wide and waves at Karl, who smiles back, giving him a little nod.

Miss Understood appears behind Karl as Stuart runs off to play.

MISS UNDERSTOOD
I knew there was a little boy under
all ze grit und grime!

Karl watches as Miss Understood walks off to see to a group of children, and Karl shuts his book. When he does, he discovers that WILLIAM is seated next to him. The book's immense size had hidden him from view.

William is morose.

KARLHEINZ
Ah! Hello.

WILLIAM
Hello.

KARLHEINZ
You don't seem overly happy on
this... dark, foreboding afternoon.

WILLIAM
That's because I'm sad.

KARLHEINZ
I see. Yes, this is beginning to make sense. So by that logic, if we were to somehow render you unsad, it stands to reason that you might regain your happiness.

WILLIAM
I suppose it's possible.

KARLHEINZ

Assuming my calculations are correct.

WILLIAM
Correct.

KARLHEINZ
Indeed. Now. Our first step should be to identify the root cause of these detestable sorrows. Only then are we able to determine and prescribe a proper cure.

William suddenly erupts with emotion.

WILLIAM
Everyone has a monster under their bed but me!

KARLHEINZ
I'm sorry?

WILLIAM
Everyone!

KARLHEINZ
But monsters are abominable creatures, with fangs.

WILLIAM
And talons.

KARLHEINZ
And scales.

WILLIAM
And horns.

KARLHEINZ
And pointed tails and forked tongues.

WILLIAM
And everyone has one but me!

KARLHEINZ
I see.

Miss Understood begins to round up the children for class.

MISS UNDERSTOOD
Come, children! Setzen Sie sich
nicht weg bis morgen, was Sie heute
tun können. Don't put off 'til
yesterday what you can do tomorrow!

KARLHEINZ
It appears our cure shall have to
be postponed.

WILLIAM
That's okay. Some problems just
don't have a cure.

Karl doesn't know how to respond, and William walks off dejectedly.

Ruminating on William's final words, Karl looks up to the tall spire, where Agatha looks down from her window.

The two regard each other, and Agatha waves to Karl hesitantly. He returns the wave.

INT. INDERGARTEN CLOCK & REPAIR SHOP - MORNING

Karl sits at the counter, tinkering with a clock, when in rushes Dr. Pimpledink. Older and significantly fatter, Pimpledink still bumbles about, but he's obviously remained a kind and gentle soul.

PIMPLEDINK
Mr. Indergarten! I have a medical
emergency of the most dire breed.

KARLHEINZ
What's wrong?

Pimpledink withdraws parts of his broken pocket watch.

PIMPLEDINK
My timepiece is in... time pieces.

KARLHEINZ
I shall have to operate.

PIMPLEDINK
By all means, proceed!

Karl smiles and begins the procedure. Pimpledink watches closely as pieces fit together very precisely. And as Karl works, the doctor grows rather downcast.

PIMPLEDINK

You know, I envy you, Karl
Indergarten.

Karl pauses to briefly look up, but he doesn't respond.

PIMPLEDINK

Deep within the bowels of your patients, cogs and wheels all fit together as they should. Oh, you may adjust them slightly, perhaps oil them from time to time. And everything works very neatly. But people, Karl. People are very different. One simply never knows what makes them tick.

KARLHEINZ

I've often wished I could... fix people.

PIMPLEDINK

Imagine! A little girl who's allergic to everything!

KARLHEINZ

Everything? No one is allergic to everything.

PIMPLEDINK

The smell of marbles gives her migraines. New pajamas cause her pain. Crayons make her muscles cramp, and lentils make her lame. Knickers make her lymph nodes swell, fresh honey gives her hives. Kittens constipate her. It's true, I swear. No lie.

KARLHEINZ

Birthday cake and candles?

PIMPLEDINK

Meningitis, I'm afraid.

KARLHEINZ
And storybooks with pictures?

PIMPLEDINK
They make her heartbeat fade.

KARLHEINZ
And you, Doctor? Surely she is not
allergic to the sweet scent of care
and concern!

PIMPLEDINK
Much to my dismay, I give her a
fever of one hundred and three. The
only thing she can possibly stomach
is a cup of cucumber tea.

KARLHEINZ
But there must be something you can
do!

PIMPLEDINK
I've tried pills, potions, lotions,
syrups, tonics, injections, and
infusions. I've consulted an
acupuncturist, an aromatherapist,
and an exorcist. I have written to
esteemed physicians from every
corner of the globe, and only one
prescribed a solution: to remove
her sense of smell.

KARLHEINZ
Then it must be done, at once!

PIMPLEDINK
The technology is not yet available
to us. But he suggested that she be
frozen in a cryogenic chamber until
such time as it is.

KARLHEINZ
How awful!

PIMPLEDINK
Her case has been the bane of my
career. And the stress! I shouldn't
wonder if I end up in hospital!
Imagine explaining to the most

powerful man in the city that his daughter's health is hopeless!

Karl drops the tool he's been using.

KARLHEINZ

What... is your patient's name?

PIMPLEDINK

Agatha. Agatha Croak. And her condition is quite incurable, I'm afraid.

Karl hands the timepiece, now repaired, to Pimpledink, who shakes his head in woe. Karl stands aghast as Pimpledink exits his shop, and Pim comes out of hiding, having heard every word. Needless to say, Karl is shocked to hear that Agatha is Leopold's daughter.

INT. AGATHA'S ROOM - CONTINUOUS

Agatha, the little girl in the spire, sits on the edge of her bed in a room completely devoid of furnishings, toys, or anything comforting. All that there is, is white: her hospital bed and its single sheet, the drapes at the window, the floor and ceiling.

Agatha herself is thin, pale, and sad; but her eyes are bright.

As Agatha sits quietly on her bed, she notices a bit of sunlight creep across the floor, and she rushes to the window.

Far, far below, the sun is making its brief appearance in the village park, and the children are delightedly sprinting for the tree.

Agatha watches them play, her face and hands pressed against the window. The sight excites her and breaks her heart all at once. She watches, enraptured, until the park fades again into darkness. And as it does, there's a knock at the door.

A small panel slides back in the door to reveal a thick glass window, through which conversations can be held.

There stands Leopold, with the massive Grod behind him.

(NOTE: when Leopold speaks, his voice is not villainous so much as devoid of emotion. His logical tone, however, is cold and leaves us with little doubt that he is Karl's nemesis.)

LEOPOLD

Good morning, Agatha.

AGATHA

Is it?

LEOPOLD

Morning?

AGATHA

Good.

LEOPOLD

Indeed it is. Our stock values have soared with the news that Cuddlecom Incorporated will soon release a new and improved Emma. I forecast that gross income will nearly triple in the first quarter alone.

AGATHA

Oh.

LEOPOLD

I should think you'd be pleased.

AGATHA

(sadly)
I am.

LEOPOLD

You've been watching those filthy children again, haven't you?

AGATHA

Only a little bit. I only peeked.

LEOPOLD

I suspected as much. And this saddens you, does it not?

Agatha begins to well up with emotion.

AGATHA

Oh, father! You can't imagine how
sad it makes me!

LEOPOLD
(dryly)
No. I cannot.

Leopold walks away, and Grod stares coldly at Agatha before shutting the door's small panel with a snap.

Agatha returns to the window and gazes down at Karl's customary park bench, but Karl isn't there.

As Agatha turns away and sighs, Karl's tiny mechanical fly rises from the windowsill and buzzes off.

EXT. HIGH ABOVE THE VILLAGE STREETS - CONTINUOUS

Karl's fly veers away from Agatha's window and seems to head toward home. But as it does, it must fight against light gusts of wind.

INT. INDERGARTEN CLOCK & REPAIR SHOP - CONTINUOUS

Karl, wearing his goggles and earphones, attempts to control the fly as Pim watches.

EXT. HIGH ABOVE THE VILLAGE STREETS - CONTINUOUS

The fly seems to make some headway, until a strong gust blows it directly through an open window -- and into the boardroom of Cuddlecom Incorporated.

INT. INDERGARTEN CLOCK & REPAIR SHOP - CONTINUOUS

KARL
Oh dear.

INT. CUDDLECOM BOARDROOM - CONTINUOUS

The fly lands at one end of an impossibly large conference table and looks around, its mechanical eyes focusing on different objects.

First, the fly looks at the men assembled around the table: well-dressed businessmen, all in their late middle age. The men are absolutely quiet.

The fly then looks to the boardroom walls, which are lined with shelving, floor to ceiling. And on the shelves are

hundreds of dolls -- apparently an enhanced new version of Emma Cuddles.

The dolls' unnerving eyes stare blankly, cold and unblinking -- much like those of Leopold himself.

When Leopold enters with Grod, the assembled men straighten and stiffen. As Leopold speaks, he strides around the room.

LEOPOLD

Gentlemen. Public reaction to Cuddlecom's recent technological advances has proven overwhelming, particularly among the American populace, our primary target demographic. And market research, as you well know, never lies.

The men nod their heads and murmur appreciatively.

LEOPOLD

Progress, gentlemen, equals profit. But in our quest for progress, calculated sacrifice is of paramount importance. Our current manufacturing capabilities are, I regret to inform you, hopelessly inadequate. And in order to meet consumer demand, expansion is essential. And so I am pleased to announce plans for a new facility, state-of-the-art in every conceivable respect. This plant will dedicate itself entirely to the production of our new prototype, and it is my hope that we shall complement our global marketing campaign with output of similarly epic proportion.

The men applaud politely.

LEOPOLD

Of course, real estate within the district is at a premium, and I have no wish to forestall progress. Progress waits for no man.

Leopold walks to the window, his hands behind his back, and gazes down at the park.

LEOPOLD

And so we shall break ground on virgin soil, wasted to date on idle recreation. Here, we shall erect our monument to the icon that is the consumer.

The men glance at each other nervously. A BALD BUSINESSMAN summons his courage and speaks.

BALD BUSINESSMAN

But Mr. Croak. Surely in the interest of public relations, we might reconsider -- and perhaps build on the outskirts of town, in a sort of... a sort of sub-urbia.

LEOPOLD

Continue.

BALD BUSINESSMAN

Well, you see, the park... it's the only place left for the children. My own daughter plays there, you know.

LEOPOLD

Does she?

BALD BUSINESSMAN

Yes, sir.

LEOPOLD

Let it never be said that Cuddlecom should ever shirk the needs of our precious local adolescents. But when, gentlemen, when does progress ever allow for playtime? My plans do not ignore the children. Nay, they play a role of enormous import. Indeed, the children are our future!

Grod cracks his knuckles from directly behind the bald businessman.

BALD BUSINESSMAN
I quite agree, sir.

LEOPOLD
I debated the outsourcing of labor to other towns -- and in fact, other countries. But gentlemen, we have too long ignored an untapped indigenous resource.

The bald businessman begins to understand, and his face grows concerned.

LEOPOLD
There is no lesson greater than to learn the value of a hard-earned dollar. And thus I propose that we staff our glistening new facility entirely with children.

The men again glance nervously at one another.

BALD BUSINESSMAN
But...

LEOPOLD
They're cheaper!

BALD BUSINESSMAN
But...

LEOPOLD
They're meeker!

BALD BUSINESSMAN
But...

LEOPOLD
And most of all, they do what they're told.

Grod suddenly lifts the bald businessman from his chair and tosses him like a rag doll through a shaft.

Leopold approaches the head of the table and leans upon it with both hands.

LEOPOLD
Questions?

The remaining men glance nervously at each other, then simultaneously applaud.

Grod then notices Karl's tiny fly, sitting inches from Leopold's hand.

Grod raises one enormous paw -- and SQUASHES the fly with a thunderous crack.

INT. INDERGARTEN CLOCK & REPAIR SHOP - CONTINUOUS

Karl removes his goggles and earphones, dumbstruck.

KARLHEINZ

Oh, Pim! This is all my fault!

Pim shakes his head in disagreement.

KARLHEINZ

Oh, but it is. It was I who made him walk the plank.

Pim cocks his head, not quite understanding. His whiskers twitch charmingly.

KARLHEINZ

Well, come on!

Pim races up Karl's arm and into his pocket.

Karl draws the blinds and, gathering his tools, opens a mysterious trapdoor at the back of the shop. He steps in.

KARLHEINZ

Perhaps you'll have a romance with a sewer rat.

Pim grimaces and hides low in Karl's pocket.

KARLHEINZ

Some rats are evil, Pim. I won't argue that. But they're almost never born that way.

Karl descends and closes the trap door dramatically.

EXT. VILLAGE STREETS - MORNING

The following morning, Leopold walks through town, impeccably dressed as always. Grod follows menacingly.

The bald businessman that dared to disagree with Leopold hides from his sight -- and Grod's -- but it's obvious that word of Leopold's insidious plot has spread. Men move out of his way, but with disgust. Women hide their children behind their backs. One especially courageous man considers a confrontation, but a look from Grod sends him packing.

Leopold notes these reactions calmly, logically. He checks his WRISTWATCH, which is gold and expensive.

As the pair stride through town, headed for some factory, the voice of Leopold's old mentor rings out above the crowd, furious.

MISS UNDERSTOOD
Leopold Croak!

The assembled crowd parts ways to allow Miss Understood passage. When she enters the ring of villagers, she appears older, more disheveled, and positively fuming. She wields a yardstick in her hand.

Leopold and Miss Understood stand far apart, at opposite ends of the street -- like gunslingers at high noon.

As Miss Understood speaks, she walks slowly and with purpose toward her former student.

MISS UNDERSTOOD
Und so. You would put ze children
to work.

Leopold speaks for the benefit of the crowd, whereas Miss Understood is focused exclusively on him.

LEOPOLD
I would give them opportunity. A
chance at a fair wage, a better
life.

MISS UNDERSTOOD
Und their schooling?

LEOPOLD
Education is a negligible
commodity. In this day and age,
it's profit-sharing that these
children need.

Miss Understood is now quite close to Leopold, and her voice softens.

MISS UNDERSTOOD
Und your tree, Leopold? Do you care
nothing for your tree?

LEOPOLD
It stands in the way.

MISS UNDERSTOOD
Of what, my child? I do not
understand.

LEOPOLD
Of progress.

Miss Understood allows this to sink in, and her anger mounts.

MISS UNDERSTOOD
Never... in all my years... have I
ever punished a child with ze
stick. Und heaven help me, you
shall be ze first.

Miss Understood slaps Leopold's hand smartly with the ruler.

(NOTE: given the crowd and the gravity of the situation, the little slap is comically anti-climatic.)

Leopold recoils only slightly. It wasn't really all that painful anyway. Nonetheless, Grod steps toward Miss Understood with wicked intent.

MISS UNDERSTOOD
Und this is how I taught you? To
hide behind your ape?

Not wishing to be publicly embarrassed, Leopold puts a hand on Grod's arm, signaling that he back off.

LEOPOLD
Grod.

MISS UNDERSTOOD
Good. Very good. Und now, ze
blitzkrieg.

Miss Understood again smacks Leopold's hand smartly with the ruler: slap!

LEOPOLD
Now you listen to me...

Miss Understood strikes two quick blows: slap, slap!

LEOPOLD
I put this town on the map.

Miss Understood strikes three quick blows: slap, slap, slap!

LEOPOLD
And I will not be cowed by a haggard old crone with a stick.

At this insult, Miss Understood goes ballistic. Wielding the yardstick with both hands, she attacks as if she's holding a broadsword. She hits Leopold on the head and shoulders, and he attempts to protect himself with his arms, backing up all the while.

Grod seems unsure of what to do, then resolves himself to action and moves toward Miss Understood.

At that moment, the action SLOWS as Miss Understood's yardstick comes down directly on Leopold's expensive gold wristwatch, which SHATTERS. Though the sound is but a small one, it stops everyone in their tracks.

The crowd gasps in unison.

As action RESUMES at a normal pace, all is silent.

Leopold looks down at his wristwatch, and though he remains calm (as he always does), it's clear that he's more than miffed. He looks from his watch to Miss Understood.

Miss Understood is breathing heavily -- more heavily than seems healthy.

MISS UNDERSTOOD
der Apfel fällt nicht weit von den Baum...

Miss Understood's breathing grows more labored, and she drops the yardstick, though her eyes remain fixed on Leopold -- with love.

MISS UNDERSTOOD
The apple... doesn't fall far...
from me.

Miss Understood collapses in the street.

Dr. Pimpledink comes rushing through the crowd to the schoolteacher's side. He takes her pulse at her wrist, then listens at her chest. All are silent as Pimpledink conducts his tests. Then he looks up and speaks.

DR. PIMPLEDINK
It's her heart. Quite incurable,
I'm afraid.

Leopold, all business, glances at his ruined watch, then speaks quietly to Grod.

LEOPOLD
Progress favors the strong.

As Leopold and Grod walk by Miss Understood, Grod looks down and laughs wickedly.

INT. INDERGARTEN CLOCK & REPAIR SHOP - LATER

Karl is just shutting the trap door when Leopold enters his shop. Karl looks as if he hasn't slept, but Leopold's entrance shocks him mightily nonetheless. The menacing shape of Grod looms outside the storefront window, gigantic.

Karl considers speaking, then decides against it. He can't be sure whether Leopold recognizes him or not -- or if he'd care if he did. Karl bows his head humbly and moves behind the counter, where Leopold places his watch.

LEOPOLD
Irreparable, I suspect.

As Karl inspects the watch, Leopold moves about the shop, looking at the clocks on the wall.

(NOTE: the ticking of the clocks can be used to fine dramatic effect within this scene.)

LEOPOLD
An exact science, time. From a
numerical perspective.

Karl glances up, but says nothing.

LEOPOLD
I am a devout student of precision.
I find that while few appreciate
its subtleties, most will pay
handsomely for its benefits.

As Leopold continues to tour the shop, Pim emerges from hiding, looking vexed. Pim has decided to hate Leopold, and he makes a motion as if rolling up his sleeves for a fight.

LEOPOLD
Truth be told, our professions are
not so very different. We are
both... vendors of precision, shall
we say.

Pim moves toward Leopold, fully prepared to fight him. Karl remains absorbed in his work.

LEOPOLD
Soon enough, the world shall meet
the successor to Emma Cuddles,
courtesy of Cuddlecom Incorporated.
And my technicians assure me that
she shall surpass every consumer
expectation.

Karl glances up and spies Pim, advancing confidently toward Leopold.

LEOPOLD
Every toy store on the planet will
be mobbed.

Pim picks up one of Karl's tools, which he wields like a spear.

LEOPOLD
Every wallet will be emptied.

Pim approaches Leopold's hand, now resting on the counter, and raises his weapon to strike.

LEOPOLD
And every last ear on earth shall
echo with the name...

Just as Pim is about to stab Leopold, Karl sweeps him into a drawer -- and shuts it quickly.

Leopold turns to face Karl, who smiles innocently. Their faces are mere inches apart.

LEOPOLD
(beat)
... Emma Obeys.

Karl returns to his work and is immediately absorbed. Leopold, meanwhile, spies the mysterious leather-bound tome that Karl has been reading throughout the film. He turns the cover toward him, and we see its title.

INSERT - BOOK COVER

which reads "Anatomy of the Human Brain."

BACK TO SCENE

Leopold opens the book and begins to page absently through it as he speaks. Within the book are detailed medical illustrations of the brain and its many parts.

LEOPOLD
Her intelligence, while admittedly artificial, remains sublime -- a testament to the irresistible force of modernization.

Leopold turns a page.

LEOPOLD
As our advertising suggests, she is an absolute marvel...

Leopold again turns the page of the book.

LEOPOLD
... obedient to her master in every conceivable respect -- without concern for consequence.

Leopold slams the book shut.

LEOPOLD

Just as the consumer is obedient to
me.

Karl glances at the book, then at Leopold. Leopold glares intensely at Karl, who is unable to hold his gaze.

LEOPOLD

So tell me, can it be fixed?

Karl, eyes downcast, slides the golden watch across the counter. Leopold inspects it, and it seems even better than before. Even Leopold is slightly taken aback that the watch has been repaired in mere minutes.

LEOPOLD

Hm. Imagine that.

Leopold slides a large gold coin across the counter and exits.

Karl opens the drawer, and Pim bounds out, swinging his fists and dancing around like a boxer -- until he realizes that Leopold is gone.

Karl locks the door, draws the shades, and places the "closed" sign in the window. Pim runs for the trap door and struggles mightily to open it, but of course it's far too heavy.

When Karl does open the door, Pim bounds down the stairs, and Karl quickly follows, glancing mysteriously from side to side before closing the door with a resounding thud.

INT. AGATHA'S ROOM - MORNING

The following morning, Agatha awakes to the sound of trucks and machinery. She hurries to the window and gazes down at the park.

Giant trucks haul trailers bearing huge machines of destruction: backhoes, bulldozers, and the like. Surveyors take stock of the park while men begin to unload the machines.

AGATHA

Oh no! No!

Agatha watches as the workmen prepare for the park's demise. And then she spies her father, moving among the men.

EXT. VILLAGE PARK - CONTINUOUS

Leopold walks among the workmen with Grod and one of the new dolls, Emma Obeys. Clearly more sophisticated than Emma Cuddles, Emma Obeys is like an android, moving robotically at Leopold's side.

As the three walk across the building site, amazed workmen stand aside to let them pass, staring at Emma Obeys. Though decidedly creepy, she truly is amazing to them -- though hardly impressive when one considers Karl's marvelous inventions.

Leopold notes their amazement with satisfaction and decides to give them a demonstration.

LEOPOLD

My goodness, progress does make one rather thirsty. Emma, would you be so kind?

To the workmen's increasing amazement, Emma totters over to a canteen and pours Leopold a cup of coffee. She begins to bring it to him.

LEOPOLD

Ah ah! You know how I take it, Emma -- like our future together.

Emma Obeys mixes lots of sugar into the cup, then brings it to Leopold, who drinks.

LEOPOLD

(to himself)
Sweet.

Never taking his eyes from Emma, the FOREMAN approaches.

FOREMAN

Should be ready by tomorrow, governor. Got the lads workin' triple shifts.

LEOPOLD

That is satisfactory. And what time might we commence?

FOREMAN

Well before dawn, Mr. Croak, if you like.

LEOPOLD

Excellent. Time is money, you know.

FOREMAN

Yes, Mr. Croak.

LEOPOLD

Tomorrow dawns a new day in the global economy. Make a note of that, Emma. We shouldn't want to miss our appointment with... destiny.

Emma produces a small pad and a tiny pencil -- and begins scribbling. The workmen gasp in amazement.

LEOPOLD

Plastics, gentlemen! We shall forge our future in plastics!

INT. AGATHA'S ROOM - CONTINUOUS

Agatha continues to stare down at the park in dismay. And as she surveys the park's impending doom, she spies Karlheinz, hiding in the shadows of an alley.

EXT. VILLAGE PARK - CONTINUOUS

Karl gazes on his tree, now on its last leg, and sighs. Only a single leaf remains. Then he looks up at Agatha.

INT. AGATHA'S ROOM - CONTINUOUS

Agatha waves sadly to Karl.

EXT. VILLAGE PARK - CONTINUOUS

Karl stares up at Agatha, and the sight of her breaks his heart. He wipes a solitary tear from his eye and walks away, retreating into the alley.

EXT. VILLAGE ALLEY - CONTINUOUS

As Karl walks through the alley, a chill wind picks up, and he pulls his collar high against the cold. Everything about Karl and the alley speak of defeat and gloom.

Suddenly, as Karl rounds a corner, he's hit in the face by an enormous pair of LADY'S UNDERPANTS, caught by the wind.

Karl pulls the underwear off his head and inspects them. And as he holds the massive bloomers, a very fat, very cross WASHERWOMAN waddles out of her back yard (little more than a patch of dirt) and snatches them away.

WASHERWOMAN
Degenerate!

Karl shrugs innocently. But as the washerwoman returns to her work, she grabs two CLOTHESPINS and affixes the underwear to her clothesline.

Karl focuses on a clothespin, and his eyes blaze with the fires of inspiration.

The washerwoman turns and gives Karl a dirty look. He blows her a kiss and hurries off.

EXT. VILLAGE STREETS - NIGHT

FOCUS on a sewer grate, where water and detritus trickle into the sewers below.

(NOTE: the sound of water trickling into the sewer should indicate a cavernous space.)

As people's feet walk by, we hear the faint sounds of metalwork -- light hammering and such. Faint lights flicker from the grate as well.

Pim appears from below and peeps through the grate, keeping watch. He looks both ways, grinning mischievously. He then slips and falls, and it's several seconds before we hear the splash.

INT. SEWER - CONTINUOUS

Karl stands in a cavernous section of the village sewers, surrounded by sheets of metal, large cogs and wheels, and miscellaneous tools of every sort. A few candles light the space.

Pim has fallen in a pool of water. He crawls out and shakes himself.

KARLHEINZ
Do be careful, Pim!

Karl and Pim stand together and gaze up at something we cannot see. The angle should indicate that they're looking at something enormously tall.

KARLHEINZ
We're almost done.

EXT. VILLAGE PARK - MORNING

Very early the following morning, long before dawn, Leopold's construction workers assemble at the park. Men oil the bulldozer and backhoe engines, and men with assorted hand tools mill about in readiness.

A light rain is slowly turning the dirt to mud.

Leopold, Grod, and Emma Obeys appear before the crowd, and Leopold seems especially regal. Grod holds an umbrella over the man.

As Leopold reaches the edge of the park, the foreman approaches with a shovel, offering it to him. Leopold looks at the man as if he's lost his mind.

FOREMAN
It's custom, governor. The chief always breaks ground first. Can't imagine what the men would think if we did otherwise.

LEOPOLD
Neither can I.

Leopold grasps the shovel and steps into the park. He pauses --and stares at the sorrowful tree, a mere shadow of its former self. Leopold raises the shovel high in the air -- and impales the earth with his thrust.

LEOPOLD
Let the future begin!

Bulldozers and backhoes burst to life, roaring and rumbling deafeningly. The ground seems to shake with the noise.

INT. ORPHANAGE BEDROOM - CONTINUOUS

In the far corner of the children's bedroom, William suddenly awakes with a start. He waits, then shrugs it off and tries again to sleep.

William's bed shakes perceptibly.

William gasps, now fully awake, and sits bolt upright. He waits.

The bed shakes again, more noticeably than before, and William's eyes widen.

WILLIAM
(whispering)
There's a monster under my bed.

William waits again, and sure enough, the floorboards suddenly crack, and his bed is lifted several inches off the ground.

WILLIAM
(loudly)
There's a monster under my bed!

The other children awake in wonder, even as the walls begin to shake. William looks as if he's riding a bronco, trying desperately to hold on to his bed. He couldn't be happier.

WILLIAM
(triumphantly)
There's a monster under my bed!

William is finally tossed from the bed, but he leaps right up. The other children pull him to safety.

The children gasp as a phenomenally huge CLOCKWORK DRAGON bursts through the floor -- and ceiling -- and towers above them all. Its size dwarfs everything we've seen in the film thus far. It is huge beyond reason.

The dragon suddenly ducks its mammoth head to eye-level with William. The other children cower before its fearful fangs, horns, talons, and tongue. But William is beside himself with joy.

The dragon winks slyly at William, then leaps into the sky, spreading its wings far above. Shingles and other harmless debris rain down upon the children.

As they stare up, a small card floats down with the debris, and William catches it. He removes the tiny card from its envelope.

INSERT - CARD

which reads "With kind regards from K. Indergarten" in the same magnificently delicate, flowing script.

BACK TO SCENE

Miss Understood appears at the children's side, clothed in her tattered nightgown, robe, and slippers. She appears to have largely recovered from a health standpoint, but she's terribly confused by what has just transpired, much to our amusement.

EXT. HIGH ABOVE THE VILLAGE STREETS - CONTINUOUS

The clockwork dragon soars high above the village, glistening even in the dark sky. It gazes down at the park -- and the tree.

The bulldozers have begun their assault on the park, tearing up the earth. They advance steadily toward the tree.

As the dragon dives downward, hurtling toward the park, lightning flashes, illuminating it.

The workmen point upwards at the dragon in fear, running this way and that.

Leopold, Grod, and Emma Obeys stare up at the dragon, unmoved.

EXT. VILLAGE PARK - CONTINUOUS

The dragon lands amidst the bulldozers with a thud that shakes the earth, positioning itself between the machines and the tree.

Men quickly abandon their shovels and machines and run screaming from the job site.

The dragon eyes the machines, assessing their size and weight. And with a swish of his colossal tail, he strikes one of the bulldozers, sending the huge vehicle hurtling into a factory on the opposite side of the park. His strength is tremendous.

With a blow from his mighty paw, he dispatches another machine similarly.

Leopold stands beneath Grod's umbrella, frowning but otherwise calm.

An unmanned bulldozer plods steadily toward the tree.

EXT. VILLAGE STREETS - CONTINUOUS

Pim exits Karl's shop and sprints up the street, a tiny brown paper package tied to the end of his tail.

The village is still bathed in darkness, and as Pim runs past a dark hole in a wall, FELINE EYES appear.

EXT. VILLAGE PARK - CONTINUOUS

The dragon slowly approaches a tall crane. Lunging forward, it snaps the crane in its powerful jaws, then crushes a truck beneath its foot.

The unmanned bulldozer continues toward the tree, as yet unnoticed by the dragon.

EXT. VILLAGE STREETS - CONTINUOUS

Pim stops running for a moment to get his bearings. He looks directly at Agatha's spire and makes straight for it.

As he does, a lean and mangy ALLEY CAT springs onto Pim's path. The clockwork mouse spins on a dime and heads another direction.

As the cat chases Pim at breakneck speeds, the commotion awakens other cats, who join the chase.

EXT. VILLAGE PARK - CONTINUOUS

The dragon dispatches the few remaining trucks and machines, crushing them or sending them hurtling into the factories surrounding the park.

The dragon notices the unmanned bulldozer just as its blade is bearing down upon the dying oak.

With shocking speed, the dragon swishes its tail and sends the bulldozer hurtling into the building directly behind Leopold, Grod, and Emma Obeys.

Glass and debris rain down on their umbrella, but they remain strangely calm.

EXT. VILLAGE STREETS - CONTINUOUS

Pim looks up to see that he's headed away from Agatha's spire, so he executes a series of acrobatics to redirect himself.

The cats slide and tumble in the rain but keep up the chase, the fastest of them nearly nipping at Pim's tail.

EXT. VILLAGE PARK - CONTINUOUS

The dragon surveys the park, having done its job. It looks one way, then another. And then it spies Leopold.

Its eyes narrow, as do his.

With slow and colossally heavy steps, the dragon approaches Leopold.

EXT. VILLAGE STREETS - CONTINUOUS

Pim gazes up at Agatha's tower, which is now quite close, and takes a wrong turn.

Pim sprints to the end of the alley, which is a dead end. His little claws can find no purchase on the walls, which are wet with the downpour.

The cats slowly approach, looking especially ugly in the rain. Lightning FLASHES forebodingly, and thunder RUMBLES.

EXT. VILLAGE PARK - CONTINUOUS

The dragon walks up to Leopold and stares down at him. Leopold seems not the slightest bit intimidated.

The dragon quickly lowers itself, close to the ground, and looks Leopold square in the face.

EXT. VILLAGE STREETS - CONTINUOUS

The cats advance on Pim, who holds his brown paper package protectively.

As they approach, a shadowy form leaps high over the cats -- and skids to a stop before Pim.

We recognize the MANGY DOG to whom Karl fed a crust of bread upon his return to the village. Pim had scolded him at the time, and now the favor is returned.

The dog turns to face the cats, snarling a vicious snarl.

The cats, with confidence in numbers, withdraw their claws and grin.

The beginnings of a bark rumble in the dog's throat.

EXT. VILLAGE PARK - CONTINUOUS

The dragon assesses Leopold and raises its neck again.

EXT. VILLAGE STREETS - CONTINUOUS

The rumble in the dog's throat mounts ever closer to its fruition.

EXT. VILLAGE PARK - CONTINUOUS

With the speed of a viper, the dragon's head swoops to within inches of Leopold's face, and it roars the loudest roar ever roared.

EXT. VILLAGE STREETS - CONTINUOUS

The dragon's roar commences just as the dog has chosen to bark. But the dragon's roar is so impossibly loud that it drowns out all other sound.

The cats stare at the dog in shock, thinking the roar is his.

EXT. VILLAGE PARK - CONTINUOUS

The roar continues, sound waves washing over Leopold, Grod, and Emma Obeys like a tempest.

EXT. VILLAGE STREETS - CONTINUOUS

The dog continues to bark, inaudibly, and the cats continue to stare at him, aghast.

EXT. VILLAGE PARK - CONTINUOUS

The dragon's roar continues unabated, and as it does, factory windows begin to vibrate.

And one by one, they start to shatter.

As the dragon's roar reaches its crescendo, all the windows pop, and countless tons of shattered glass tinkle to the ground.

The dragon's roar ends abruptly.

EXT. VILLAGE STREETS - CONTINUOUS

The dog stops barking simultaneously. It eyes the alley cats doubtfully, wondering what will happen next.

The alley cats slowly retract their claws and back away, terrified.

The dog turns to Pim, who bows low in thanks. He offers his hand, and the dog lifts his paw, which Pim shakes. And with a wave, Pim scurries off with his package.

EXT. VILLAGE PARK - CONTINUOUS

Leopold smoothes his hair and straightens his tie as the dragon awaits his response. It's Leopold's move.

Calmly collecting himself, Leopold finally appears ready. He turns to Emma Obeys.

LEOPOLD
Emma? Attack.

The doll immediately obeys, tottering toward the dragon.

The dragon looks at Leopold as if to say, "You must be joking." And with a tremendous stomp, he squashes Emma Obeys with finality.

Leopold breathes in a deep breath of air and yells.

LEOPOLD
I said attack!

As the bewildered dragon looks to every side, Emma Obeys dolls flow from the broken factory windows in hordes. They are innumerable, ant-like, and awful. They sprint for the dragon and begin to cover him, ripping at his armor with their tiny hands.

The dragon comes to his senses and shakes them off, then swings his tail. The true battle has begun, and the rain intensifies.

EXT. AGATHA'S TOWER - CONTINUOUS

Pim looks up, standing at the base of Agatha's tower. As he does, Emma Obeys dolls begin to smack the building around him, dispatched by the dragon.

Pim squeezes under the door, his package in tow.

INT. AGATHA'S TOWER - CONTINUOUS

Pim stands before a winding staircase that seems practically infinite. His shoulders droop with fatigue, but he musters his energy and mounts the steps.

EXT. VILLAGE PARK - CONTINUOUS

As the dragon writhes and fights, thousands of the dolls are crushed, dismembered, and sent flying into the sea and countryside. But even as he kills one, five more spring to take its place.

Swarming over the dragon, the dolls' tiny hands slowly begin to do their damage, tearing the dragon apart, piece by little piece.

INT. AGATHA'S TOWER - CONTINUOUS

Pim drags himself over the top step and collapses, leaning on the brown paper package.

Pim then notices an elevator, which he could easily have taken had he noticed it at ground level. Pim rolls his eyes at his own stupidity.

EXT. VILLAGE PARK - CONTINUOUS

Leopold watches grimly as the fight continues. As he does, dolls fly by him at hundreds of miles an hour, courtesy of the dragon. But he and Grod remain immobile, even as the carnage mounts around them.

INT. AGATHA'S ROOM - CONTINUOUS

Agatha stands at her window, staring down at the battle. It's not quite morning, but the sound has awoken her. She stands in her nightgown, watching, when she hears a little noise behind her.

Pim squeezes under the door, then pulls the tiny package under as well.

AGATHA

Hello!

Pim bows low, charming as always. He then presents the package to the girl.

AGATHA

Oh, but I mustn't! I'm allergic to brown paper packages tied up with strings!

Pim cocks his head, then removes a tiny card from the package, which he offers to Agatha.

Agatha turns rather green.

AGATHA

I'm so sorry. Notecards make me nauseous.

Pim won't take no for an answer.

AGATHA

Well, alright. But I can tell you, cucumber tea isn't very pleasant coming up.

Agatha takes the card and reads aloud -- slowly, as a six-year-old would read.

AGATHA

With kind regards from...
kindergarten.

Pim holds the package aloft, and Agatha burps, holding back her nausea as best she can.

AGATHA

I've never gotten a present before.
Well, not one I ever got to open.

Agatha unwraps the package, and whatever is inside makes her face glow with a golden radiance. A smile spreads slowly across her face.

EXT. VILLAGE PARK - CONTINUOUS

Still swinging its tail and squashing Emma Obeys with both its feet and jaws, the dragon watches as infinite dolls continue to stream from the factory windows. In every direction lie thousands of the things, dead or dying, but the dragon knows it's hopeless.

With a final burst of strength, the dragon spreads its wings and leaps into the air, still covered in thousands of plastic dolls. He twists and turns, attempting to shake them loose, but they cling to him, ripping away at his metal flesh.

As Leopold watches, LIGHTNING STRIKES the dragon, setting the dolls ablaze.

Horrifically, the burning dolls take no notice of the flames, but continue to tear at the dragon's hide.

The searing heat intensifies, and the dragon begins to MELT in agonizing fashion. Molten metal drips from every pore.

The dragon's contortions take it over the harbor, and suddenly, its eyes fade, and its clockwork ceases to function. It drops into the harbor, dead.

EXT. ORPHANAGE - CONTINUOUS

Now in shambles, the orphanage still offers enough shelter for Miss Understood to protect the children, but William breaks free from her grasp and runs outside, weeping at his monster's demise.

WILLIAM

No!

EXT. VILLAGE PARK - CONTINUOUS

From across the park, Grod hears William's heartrending cry and points at him mockingly, laughing as only Grod can laugh.

EXT. ORPHANAGE - CONTINUOUS

William sees Grod laughing, and his sorrow changes visibly to anger.

EXT. VILLAGE PARK - CONTINUOUS

Leopold surveys the damage that's been done. Emma obeys dolls lie in heaps, and the factories are badly damaged. Many dolls totter about without limbs or heads, but many are still intact as well. The construction machines are ruined beyond repair, and the tree remains -- defying him.

As Leopold walks through the battlefield, he picks up a small piece of the dragon and looks on it, confused. It is intricate and marvelous.

The rain abates, slowing to a drip, as the sun dawns on the village.

And as Leopold studies the piece of clockwork, a child's hand grasps his.

LEOPOLD

Agatha!

Agatha peers up at her father, smiling. On the end of her nose is a marvelously ornate, golden clothespin -- Karl's handiwork.

LEOPOLD

But your allergies!

AGATHA

But I'm absolutely fine, father,
for I cannot smell a thing!

(NOTE: Agatha's voice, with the clothespin in place, is nasally in a cute, endearing way.)

Leopold is dumbfounded. He seems moved, more moved than we have ever seen him. But he quickly recovers himself, again cold and emotionless.

LEOPOLD

Well, you are about to learn a valuable lesson, Agatha: progress in the face of adversity.

AGATHA

I'm so glad that I'm here with you.

LEOPOLD

Indeed. Your timing is impeccable.

AGATHA

Like clockwork!

The word hits Leopold like a ton of bricks, and he drops Agatha's hand to stare at his watch. He knows who made the dragon.

LEOPOLD

Clockwork!

Agatha watches, confused, as Leopold walks over to Grod. He speaks in low tones and points to his watch.

Grod smiles wickedly and nods, cracking his knuckles. And Grod lumbers off toward Karl's shop.

Knowing Grod to be evil, Agatha begins to put two and two together. The watch, the mouse, the dragon, her clothespin: all must have come from the same man -- from "Kindergarten," as she thinks of him.

AGATHA

(alarmed)

Where is he going?

LEOPOLD

To remove an obstacle...

Leopold turns and eyes the tree malevolently.

LEOPOLD

... just as we are going to do.

As workmen begin to reappear, Leopold takes charge, heading for the tree. In the opposite direction, Grod has already disappeared from sight.

Agatha looks back and forth, torn between the tree and Karl. But she can't take a chance.

She runs after Grod as fast as she can.

INT. INDERGARTEN CLOCK & REPAIR SHOP - CONTINUOUS

Karlheinz sits at his workbench, using an enormous magnifying glass to work on some tiny object. His medical journal on the human brain sits open at his side. As Karl

stares down at his work, his focus and concentration are tremendous.

We see, through the magnifying glass, that the object of Karl's attention is a tiny mechanical bug -- smaller than a mosquito.

Karl finishes his task, then uses tiny tweezers to place the bug in a curious container, next to dozens of other bugs of similar size and shape. Though the bugs are tiny, each is remarkably complex and ornate.

The container, a GOLDEN ORB, is lined with plush velvet, and it's obvious that each mechanical insect has its own little place within the design of the fabric. Though we're well aware of the speed at which Karl works, it's obvious that this must surely be his greatest invention of all.

Karl gazes down at the bugs.

KARLHEINZ

(softly)

It's the little things that have
the most potential.

Karl closes the orb, which clicks shut with a very satisfactory sound. And just as he does, Pim comes rushing in through a chink by the door.

Pim is terribly alarmed.

Pim tugs on Karl's shirt, then begins to pantomime, doing an impression of Grod. Karl furrows his brow and tries to interpret as Pim uses two pencils as stilts.

KARLHEINZ

Gargantuan.

Pim leaps down, then cleverly simulates amputation of his own tail.

KARLHEINZ

Gruesome.

Pim does his best Frankenstein imitation.

KARLHEINZ

Goon.

The door to Karl's shop bursts asunder to reveal Grod. Too large to fit through the doorframe, Grod pounds each side with a club-like fist, splintering the wood to allow him entrance.

Pim, terrified, leaps into Karl's shirt pocket. Karl has no such place to hide.

Karl's first concern seems to be for the golden orb, which he scoops up in his hands.

Grod advances on Karl, and Karl tries to make a break for the door. But the huge man is surprisingly quick, and in one flowing movement, he strikes Karl hard in the face, then backhands him on the upswing. Karl's body flies into a wall, and he collapses, unconscious.

The golden orb rolls under a bookshelf, out of sight.

Grod produces a length of rope, which he uses to bind Karl's entire body in a sort of cocoon. But as he's absorbed in the task, Pim creeps from Karl's pocket and sneaks away to hide.

Grod ties off the rope and easily hoists Karl to his shoulder. He turns to exit the shop.

Agatha stands in the doorframe.

AGATHA
Put him down this instant.

Grod advances toward the door.

AGATHA
My name is Agatha Croak, and you
are in the service of my father!

Grod's advance hastens.

AGATHA
I will not let you take
kindergarten!

Grod looms over Agatha and makes a move as if to strike her. Agatha stands her ground, but she closes her eyes in fear.

Just before Grod's hand smacks Agatha's face, it stops -- and removes the golden clothespin from Agatha's nose.

Agatha's eyes open in alarm, and she breathes in a multitude of scents. She is almost immediately incapacitated, and she falls to the floor of the shop, twitching.

EXT. INDERGARTEN CLOCK & REPAIR SHOP - CONTINUOUS

Grod exits the shop, carrying Karlheinz, and smiles cruelly as he tosses Agatha's clothespin high onto a nearby rooftop. He then strides off toward the docks.

EXT. ROOFTOP - CONTINUOUS

The clothespin lies on the rooftop for several seconds. But even as we wait, we hear a metallic scuttling sound.

Toby, clad in his spider vest, stoops and picks up the clothespin, which he examines with interest.

EXT. INDERGARTEN CLOCK & REPAIR SHOP - CONTINUOUS

The door to Karl's shop is pieces, light streams out onto the street. Although it's morning, the perpetual soot and smog cast their usual pall over the village. Agatha writhes just within the shop.

From the shadows and alleys appear children, one by one, who approach the shop with caution.

As they do, we realize that each child bears some device that Karl has made. He didn't just help a few kids; he's helped them all somehow.

As this charming realization sinks in, Toby scuttles down a wall, and his spider legs retract. Stuart joins him, a satchel over his shoulder, and the two enter Karl's shop.

INT. INDERGARTEN CLOCK & REPAIR SHOP - CONTINUOUS

Toby places the clothespin back on Agatha's nose, and she slowly revives. The two boys help her to her feet. As Agatha comes to her senses, she remembers the ordeal and cries out.

AGATHA
Kindergarten!

STUART
You're the girl in the tower.

TOBY
You're allergic to everything.

AGATHA
Yes! Especially little boys with
no sense whatsoever!

Toby and Stuart exchange glances.

STUART
Your voice sounds funny.

AGATHA
Don't you see? They've taken him!
And now it's all up to us!

Just then, the three hear a sound and turn. It's Pim, and he's rolling the orb out from under the bookshelf.

AGATHA
Hello again!

Pim wastes no time but rolls the orb to Agatha's feet and points at it imploringly. Agatha stoops to pick it up.

AGATHA
There's an inscription.

Agatha and the boys pause to read the inscription, which we do not see.

AGATHA
(to herself)
The tree.

Agatha seems to understand everything at once, and she takes charge. She runs outside the shop, followed by Pim. The boys look at each other and follow in a rush.

EXT. INDERGARTEN CLOCK & REPAIR SHOP - CONTINUOUS

The assorted other children are meeker than these three, and they watch as the leaders make their quick decisions.

AGATHA
I must get to the tree at once, if
only there's still time!

Toby's spider legs sprout out of his back, and he looks down at Agatha.

TOBY
Leave that to me.

Agatha nods and turns to Stuart.

AGATHA
It's up to you to save
kindergarten.

STUART
All by myself?

Pim scurries up Stuart's leg and chest to his shoulder, where he presents himself to the group.

AGATHA
Of course not!

Stuart looks doubtfully at Pim, who hops around excitedly, hungry for action.

AGATHA
Well, come on! We haven't time for
hugs and kisses!

Toby and Stuart grimace at the thought.

STUART AND TOBY
Thank goodness!

Toby scoops up Agatha and places her astride him. She holds the orb protectively. As soon as she's secure, Toby scurries up the side of a building and hops away over the rooftops.

Stuart turns to Pim.

STUART
Which way?

Pim shrugs, and a small voice suddenly speaks.

CAPTAIN
To the sea!

Stuart and Pim look down at Stuart's satchel, which hangs near his waist. From within peeks the whaling ship Captain, the tiny metal man who killed the roach. The Captain is peering toward the harbor with his telescope.

The other children, small and frightened, watch as Stuart sprints for the docks.

EXT. HARBOR - CONTINUOUS

Grod stands before a large steamer, which is clearly preparing to depart. Cargo is being loaded and secured, and the ship's crew are releasing the vessel from its moorings.

As the ship slowly pulls away, Grod tosses the unconscious Karlheinz into a lifeboat hanging at the back of the ship, where he lands amid the life vests. And there he remains as the steamer puts to sea.

Grod wipes his hands, his dirty business finished.

We hear something WHISTLE through the air.

Grod looks down at his leg, where something is sticking. He pulls it out with two massive fingers and inspects it: a miniature harpoon.

Grod turns to find a rather frightened Stuart and Pim standing a few yards behind him. But the whaling ship Captain stands atop Stuart's satchel, undaunted. Clearly it was he who threw the harpoon.

Grod gives Stuart a look as if to say, "You've just made a very unwise decision." And he moves toward the boy with malice in his eyes. Then he stops.

Behind Stuart, William appears atop a stack of wooden crates. William regards Grod coldly.

WILLIAM

Get him.

Stuart looks up at William and points hesitantly at himself, as if to ask, "Who, me?" William continues to stare coldly at Grod and screams with rage.

WILLIAM

I said get him!

All around William appear hordes of Emma Obeys. They assemble around the little boy, and Grod's eyes widen in fear. The dolls stare, unblinking. And then, moving as a single unit, they descend and attack.

Grod kicks and crushes a few of the frontrunners, but when the wave of dolls hits him, it hits him hard.

Grod is soon invisible under the dolls, but he's strong enough to lumber off, even under the weight of so much plastic. William is still furious and shakes his fist.

WILLIAM
That's for my monster!

The dolls assault Grod with their little fists as he disappears in the distance, a moving mound of Emma Obey - with many more chasing behind.

The menace dispatched, William and Stuart stare out at the steamer, now fading into the horizon.

STUART
We're too late.

Pim scurries into Stuart's satchel, and the little boy understands his meaning. He opens the bag and removes the whaling ship, where preparations for the journey are already under way.

Tiny men scale the rigging as Stuart places the boat in the ocean. The sails unfurl. Pim and the Captain stand on the deck and look up at the boy.

STUART
You must save kindergarten.

CAPTAIN
Aye. That we will.

Stuart is sad to see his little ship go, but he knows it's the only way.

STUART
Well then... good luck. I'll...
I'll miss you, Captain.

CAPTAIN
Captain? I'm only the first mate,
my boy. You're the Captain!

Humbled but intensely pleased, Stuart gazes on the Captain with love, then gathers himself dutifully and salutes.

The Captain and Pim return the salute with considerable pride, and the tiny vessel sets sail on the rolling ocean. As it does, the crew sings a cadence.

CREW

*Adventure lies before us,
Yo ho, yo ho.
The salt air washes o'er us,
Yo ho, yo ho.
We leave behind our hearth and house,
To brave the waves
with a clockwork mouse,
And drink rum, rum, rum, rum,
Yo ho, yo ho, yo ho.*

Pim stands at the front of the ship, whiskers twitching. He stares into the distance, intent on finding his master.

EXT. VILLAGE PARK - CONTINUOUS

Leopold has assembled the workmen around the tree, where he stands holding an AXE. Though his plans have been forestalled, he will not allow them to be thwarted. The workmen listen politely as Leopold speaks from among the wreckage.

In the background, we see Toby and Agatha come into view atop a building. And as Leopold begins his speech, they scuttle down.

LEOPOLD

Commerce!

It's intensely quiet -- eerily so. The universe seems to hang on Leopold's every word.

LEOPOLD

It is both our master... and our slave. We enter the world with nothing... and spend the remainder of our lives scraping and struggling to rectify this fact. Indeed, when primitive man first stood upright, it was not to taste the breeze or hum some witless ditty. It was to consume, to seek tools and possessions: the instruments of progress. And somewhere, deep in his

subconscious, a voice commanded,
"Let nothing stand against you. For
possession is your birthright, as a
man!"

The workmen look on, not fully understanding.

LEOPOLD

Today we have seen hardship.
Today, those who would stand
against us sought to tear asunder
the very fabric of society itself.
But progress is a machine far
greater than any we have seen
today. And progress will not be
waylaid by any force or scheme.
Progress is our god, gentlemen! And
with this stroke, I pay tribute to
its power!

Leopold raises the axe to swing, his eyes cold and
unfeeling.

He brings the axe down -- and suddenly swings wide,
looking rather foolish in the process. The axe buries
itself harmlessly in the ground.

Agatha has stepped between her father and the tree.

LEOPOLD

Agatha! What is the meaning of
this?

Agatha holds the orb before her, offering it to Leopold.

LEOPOLD

I have no time for baubles!

Agatha comes close to her father and takes one of his
hands. She places the orb in it, then looks up, into her
father's eyes.

Leopold studies the orb with mild interest. It has an
irresistible quality to it.

LEOPOLD

What is it?

AGATHA

A gift. From a friend.

LEOPOLD
A friend? I have no...

Leopold catches himself and glances at the workmen, not wishing to admit his lack of friends in their presence.

Leopold holds the orb to his face and discovers the inscription.

INSERT - ORB

which reads "To my dear friend Leopold. With kind regards from K. Indergarten."

BACK TO SCENE

Leopold studies the orb at length, then opens it. The man stares down at the tiny insects, confused.

The insects then begin to come to life. They stand up and stretch their wings, then take to the air, one by one.

Soon enough, dozens of tiny machines are hovering in a small cloud before Leopold.

Leopold frowns, and Agatha smiles.

THE SWARM DARTS into Leopold's NOSTRILS -- and is gone.

Leopold pulls at his nose, making guttural sounds and grimacing, as if in pain. Agatha is frightened rather badly and backs away from the man.

INT. LEOPOLD'S HEAD - CONTINUOUS

We follow the insects as they swim through the passages within Leopold's head -- headed for his brain.

The machines congregate in a specific region of the brain, then begin to transform and unite. Each becomes a sort of cog in an intricate little machine.

And once the machine is complete, it begins to FUNCTION.

EXT. VILLAGE PARK - CONTINUOUS

Leopold reels, staggers, and blinks wildly. Before him is the tree. And even as he gazes into its branches, the tree transforms, growing, blooming, and bearing fruit.

Fairies dance among its leaves, SINGING some otherworldly song.

The beauty of the tree and the volume of the fairies' song increase in intensity, and Leopold's eyes grow wide in wonder.

Karlheinz has given Leopold an ARTIFICIAL IMAGINATION, to replace the one that was lost.

Leopold is suddenly overcome, and as his eyes roll back into his head, he collapses.

INT. PIMPLEDINK'S CLINIC - LATER

(NOTE: everything about this scene should mirror Leopold's earlier visit to Pimpledink's clinic -- when he was a boy.)

Agatha and Miss Understood, their faces fraught with worry, sit in a corner while Dr. Pimpledink examines Leopold.

Agatha attempts a reassuring smile at her father, who sits without expression on an examining table.

Pimpledink listens at Leopold's chest with a stethoscope.

PIMPLEDINK

Mm hmm.

Pimpledink peers down Leopold's throat with a tongue compressor.

PIMPLEDINK

Mm hmm.

Pimpledink tests a variety of Leopold's reflexes and performs assorted physical exams. When finished, the doctor turns to the pair in the corner with pride and relief.

PIMPLEDINK

Ah ha. Yes. Healthy as a horse!

Miss Understood raises an eyebrow, remembering the last time they were here.

MISS UNDERSTOOD

Und you are certain?

PIMPLEDINK
Perhaps... a final test.

Pimpledink rustles through a drawer and removes a stack of papers, then sits next to Leopold.

When he holds up a sheet, we see that it's a Rorschach test, obviously shaped like a butterfly.

PIMPLEDINK
Tell me, Mr. Croak. What do you see?

All wait in suspense while Leopold considers.

LEOPOLD
(beat)
A monarch butterfly, in the springtime, wearing a hat.

PIMPLEDINK
And this one?

LEOPOLD
Siamese rhinoceri, conjoined at the horn and having a spat.

PIMPLEDINK
(excitedly)
And this one?

Leopold studies the ink blot for some time, and his face seems to soften as the image takes shape before him.

LEOPOLD
(slowly)
Two little pirates, climbing a tree. One is Karlheinz, the other is me. One is struck down, his mind rendered lame. The other's heart breaks.

MISS UNDERSTOOD
But he wasn't to blame.

All are silent until Pimpledink can control himself no longer. He rises excitedly and pulls Miss Understood into the hall, where Agatha can see and hear them through a crack in the door.

MISS UNDERSTOOD
Und what is your prognosis, doctor?

PIMPLEDINK
But don't you see? He's regained
his imagination!

Pimpledink leans toward the crack in the door, where he's well aware that Agatha is listening. He speaks with unbridled glee.

PIMPLEDINK
And the condition... is quite
incurable, I'm afraid.

Pimpledink winks at Agatha, who leaps to her feet and runs to embrace her father. He returns the embrace as if he's never had one before, hugging Agatha tightly and smiling the smile of one who has been pulled, last minute, from the abyss.

EXT. VILLAGE STREETS - LATER

SERIES OF SHOTS

- A) The factories and smokestacks are torn down and hauled away.
- B) Leopold and other villagers scrub clean the cobblestone streets.
- C) Tempting smells waft from bakeries.
- D) Pim's savior, the mangy dog, sits contentedly before a hearth, a sleeping child leaning against him.
- E) Two old men toast each other with pints of good, dark beer.

DURING THE ABOVE:

GRANDMOTHER V.O.
And that is how Karlheinz
Copernicus Indergarten came to save
his best and oldest friend, Leopold
Croak. But Leopold was not the
only village resident to regain
what he had lost. No, indeed. For
with his considerable fortune,
Leopold sought to right all the

wrongs he'd caused. The factories were torn down, the cobblestones scrubbed clean. The bakeries were rebuilt, and stray dogs were given homes. And within the cozy village pub, twinkly-eyed old men were highly encouraged to wet their whistles, for it had been a long, dry spell.

INT. AGATHA'S NEW BEDROOM - CONTINUOUS

Agatha stands before a mirror, her long hair hiding most of her face. She picks up her golden clothespin and regards it, then uses it to tie back her hair, revealing a very pretty little girl indeed.

DURING THE ABOVE:

GRANDMOTHER V.O.

Agatha's recovery came as quite a surprise to Dr. Pimpledink, but as a grandmother, I can tell you this much: pollution isn't good for anyone, little children most of all. Smog and soot and ghastly fumes of every sort -- why, it's a wonder anyone stayed well in such a place. And no pill or potion can ever boast the healing properties of crisp, clean air -- complemented, of course, by a considerable dose of playtime.

EXT. VILLAGE PARK - CONTINUOUS

Agatha runs toward the tree, which has recovered in the most magnificent way even Leopold could have imagined. As children play in its bows, he studies its health and smiles.

DURING THE ABOVE:

GRANDMOTHER V.O.

And play she did. For the tree had made the most dramatic recovery of all. Leopold himself had nursed it back to health, often comparing notes with the children on its

progress. In fact, the oak's progress, Leopold and Agatha agreed, was far more interesting than the progress one sees on a flow chart, or in some corporate presentation. And so in some ways, the progress of the village moved backwards, rather than ahead, depending on how you look at it. But all agreed that they had gone in the right direction.

EXT. ORPHANAGE - LATER

Still in its same spot across from the tree, Miss Understood's school is rebuilt in grand fashion. On the day of the unveiling, a thick ribbon is strung across the door, and a cloth hangs over the sign above it.

GRANDMOTHER (V.O.)

There was just one way that the village was profoundly amended. Miss Understood's Preparatory School & Home for Orphaned Children was rebuilt -- and at her insistence, renamed. But when at last the unveiling was at hand, dear Miss Understood refused. That honor she bestowed on a favorite former pupil.

Miss Understood hands a cord to Leopold. And holding his breath, he pulls it.

INSERT - SIGN

which is in two sizes of font. In small letters above, it reads "WITH KIND REGARDS FROM." And in large letters beneath, it reads "KINDERGARTEN."

BACK TO SCENE

Leopold embraces Miss Understood, lifting her into the air. Agatha dances around them, and the crowd cheers.

When things die down just slightly, Leopold puts Miss Understood back down, and she gazes up at him.

MISS UNDERSTOOD

Ende gut, alles gut!

Before Miss Understood can offer a muddled translation,
Agatha jumps in.

AGATHA
All's well that ends well!

Our view gradually rises to a bird's eye view of the
village, and Karl's clockwork butterfly flutters past.

CUT TO:

INT. MADELINE'S ROOM - MORNING

Madeline stares at her Grandmother, and the Grandmother
stares back. The Grandmother is pleased with herself and
delighted by the story, but Madeline is a tough read.
Several moments pass as the old woman awaits a reaction,
until finally, she can no longer wait.

GRANDMOTHER
And what do you think of that?

MADELINE
I think it's the greatest secret
I've ever heard.

GRANDMOTHER
Well, that will teach you to doubt
your Grandmother!

MADELINE
But I don't believe it.

GRANDMOTHER
What?

MADELINE
It was a very good story. Very
creative. But the fact remains that
I'm a pessimist.

GRANDMOTHER
Yes, as your father said.

MADELINE
So it must be true. I suppose I
just can't help it.

GRANDMOTHER
Madeline, you're a tough nut to crack.

MADELINE
I'm not a nut! I'm a little girl!

The Grandmother lunges at Madeline and tickles her a bit. Madeline screams and giggles.

GRANDMOTHER
As a matter of fact, you're totally nuts!

The two regain their composure, smiling.

GRANDMOTHER
But I love you just the same.

MADELINE
I love you, too, Grandma.

GRANDMOTHER
Very well then. I'll inform the troops that my mission has failed.

MADELINE
Grandma?

GRANDMOTHER
Yes, dear.

MADELINE
What happened to Karlheinz?

The Grandmother smiles, her back to Madeline.

GRANDMOTHER
That is a different secret altogether.

The Grandmother exits the room, leaving Madeline to wonder.

INT. MADELINE'S HOUSE - CONTINUOUS

The Grandmother descends the stairs to the kitchen, where Madeline's parents wait anxiously. She looks at each of them, then walks to the table, where a delicious breakfast is spread before her.

MOM
Well?

GRANDMOTHER
I'm afraid you'd better call the
school.

MOM
On her very first day?

GRANDMOTHER
Unfortunately, someone has led
Madeline to believe...

The Grandmother looks over her spectacles at Madeline's father.

GRANDMOTHER
... that she is a pessimist.

The mother and grandmother both eye the father accusingly. He attempts a half-hearted grin and shrugs, knowing he's at fault. He lifts a platter and offers it to the women.

DAD
Bacon?

INT. MADELINE'S ROOM - CONTINUOUS

There's a light knock at Madeline's door, and she retreats into her fort.

After several seconds, her Grandfather enters and sits on the child's chair, placing one hand on her bed.

GRANDFATHER
I understand that someone has her
doubts regarding kindergarten.

Madeline peeks her head out.

MADELINE
I don't want to go. They'll drop me off, and I'll be all alone, without any friends or anything!

GRANDFATHER
I quite understand.

MADELINE

You always understand, Grandpa.

The Grandfather smiles, and his eyes twinkle a bit.

GRANDFATHER

It isn't easy to be without a friend.

Madeline shakes her head in agreement.

GRANDFATHER

So perhaps what you need... is a new one.

As Madeline stares at her ancient grandfather, not quite knowing what he means, there's a slight movement in his shirt pocket.

And as Madeline stares in amazement, a familiar clockwork mouse suddenly bursts out of the pocket and sprints down his arm to the bed. The mouse bows low to the little girl, charming as always.

MADELINE

Pim!

And just like that, Madeline is no longer a pessimist, thanks to Mr. Karlheinz Indergarten himself.

FADE OUT.

THE END