

PINOCCHIO

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Based on the Novel by  
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Writer's STUDIO DRAFT

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CAMERA SOARS over a sea of lush, green TREETOPS, their tips reaching for the stars and moon above. We are --

EXT. FAIRY FOREST - NIGHT

CAMERA CONTINUES until it finds a peculiar treetop covered by what appears to be a GARGANTUAN CANVAS SOCK. The socked tree jerks and lurches out of harmony with the other trees.

REVEAL TWO LOGGERS (ANTONIUS and ANTONIO) climbing off the low branches, pulling the sock tight around the tree base. Quickly and quietly, they retrieve a six foot hand saw from a HORSE DRAWN CARRIAGE, placing the blade against the trunk.

UNDER THE CANVAS SOCK

EVERY LEAF of the tree begins to VIBRATE as if blown by an invisible wind. An organic alarm.

ON ANTONIUS AND ANTONIO

The loggers saw faster and faster, glancing over their shoulders and all around as if they were doing something they shouldn't -- so much so, they fail to notice that their frantic movements inadvertently worked A SINGLE LEAF out from under the canvas sock. The leaf drifts to the forest floor and upon its leisurely impact, there's a distant and eerie THUMMM, like an explosion under water. Then silence.

Antonius and Antonio stop and stare at each other as they listen. Nearly audible gulps as they swallow their hearts. Then they begin furiously sawing again in an absolute panic.

CAMERA CLIMBS BACK UP TO FIND THE SEA OF TREETOPS ABOVE

Deep in the distance, an EERIE, ETHEREAL BLUE GLOW stirs and ignites. As the GLOW grows in intensity, the CANVAS SOCKED TREE CRACKLES AND SNAPS and FALLS OUT OF FRAME.

ON THE HORSE DRAWN CARRIAGE

The CANVAS SOCKED TREE lands with a WOMPF, rocking the long carriage and startling the already spooked HORSE, who kicks at the ground in anticipation. Antonius and Antonio hurriedly secure ropes over the stolen tree before scrambling up onto the drivers box. Antonio glances back to see through the trees an EERIE, ETHEREAL GLOW starting to brighten the distant horizon. Antonius grabs the reins and snaps them:

ANTONIUS  
Arre, arre!

The horse BOLTS.

RACING TOWARD THE FOREST PERIMETER

A near frantic gallop. Antonio keeps his eyes on the ever-brightening horizon behind as Antonius keeps his eyes on the path through the trees ahead... that appears to be NARROWING.

FOREST TREES seem to be COMING ALIVE around them, reaching out with TERRIBLE CLAW-LIKE BRANCHES that swat and lash. Roots flex out of the soil under the spinning cart wheels and the ride gets increasingly bumpy. Antonius drives the horse:

ANTONIUS (CONT'D)  
Cavalluccio, arre --

Antonius is SNATCHED mid-sentence into the air by a ROVING TREE BRANCH, the reins ripped from his hands. Antonio catches a brief glimpse of his fellow logger Antonius as he is TOSSED SCREAMING FROM TREE TO TREE, carried deeper into the forest toward the source of the EERIE, ETHEREAL GLOW.

Antonio turns his attention back to the path ahead just as an unfortunately exposed tree root causes the cart to BUMP with a sudden jolt. Antonio is sent flying into a gully as the horse drawn carriage bolts recklessly ahead and out of sight.

Antonio shrinks into the thick underbrush, backing away from the EERIE, ETHEREAL GLOW -- which he can now see is cast by HUNDREDS OF FLOATING BLUE BALLS OF LIGHT approaching from overhead. He runs away as quickly and quietly as he can.

A MURKY POND COVERED WITH REEDS AND LILY PADS

Antonio wades into the pond, silhouetted by the advancing ETHEREAL GLOW. He snaps off a reed, puts one end in his mouth, and submerges himself before the GLOW can find him.

IN THE COLD, WET DARKNESS OF THE POND

Antonio squats just below the surface, out of sight. A curious fish takes a closer look at its visitor, prompting a brief staring contest. Then the dark water begins to BRIGHTEN ever so slightly and the curious fish scatters.

Antonio looks up beyond the surface of the pond to see a BEAUTIFUL BLUE FAIRY floating above him as if she were on the other side of a looking glass, COMPOSED OF DOZENS OF GLOWING BLUE SPHERES OF LIGHT, constellation-like. She's radiant.

The submerged logger stares at the majesty of the WINGED WOMAN hovering above the water, lulled by her beauty. She places her lips seductively over the other end of Antonio's breathing reed. Then she becomes SOMETHING HORRIBLE that we only see in a GLIMPSE as its HORRIFYING REFLECTION ripples across the pond surface. A TINY, WHITE HOT BEAD OF LIGHT shoots through the reed and strikes the logger like a mighty fist, knocking the air out of him in a flurry of bubbles.

Antonio is VIOLENTLY TRANSFORMED INTO A TREE, his limbs TWISTING INTO BRANCHES as the water muffles his screams.

#### ON THE POND

Antonio's TWISTED TREE LIMBS break the surface, reaching pleadingly up to the sky above as if for mercy, his anguished features strained and wrenched into RIDGES OF BARK. A moment of horror then the EERIE, ETHEREAL GLOW fades into darkness.

#### EXT. FIELD - NIGHT

PLINK-PLINK-PLINK. Standing near his horse, chewing the mouth piece of his smoking pipe, MASTER CHERRY (a thick, well-dressed craftsman in his 50s) finishes counting gold pieces into a small leather satchel and ties the money bag shut. Somebody's about to get paid. He looks up to see a lone weary horse galloping into the field, pulling the long carriage and the canvas-socked tree. No passengers.

The weary galloping horse shows no signs of stopping. Nevertheless, Master Cherry confidently strides into its path, raising his outstretched arms and commanding:

MASTER CHERRY  
Whoa! Whoooooa!

The weary, galloping horse is nearly upon Master Cherry. Trampling appears imminent and then... the BEAST STIFFENS ITS LEGS in a sudden attempt to brake, sliding across the field to a stop practically face-to-face with Master Cherry. The terrified horse stares wide-eyed, breathing heavily.

Master Cherry strokes the rattled horse's head and neck, attempting to calm it. He surveys the carriage and asks:

MASTER CHERRY (CONT'D)  
Where are your masters?

The horse's only response is more staring and heavy breathing. Master Cherry shrugs and pockets the sack of coins intended to pay the horse's missing masters.

MASTER CHERRY (CONT'D)  
Penny saved.

He unbridles the horse and it once again BOLTS. Master Cherry exchanges a look with his own horse. Something terrified that poor beast, spooked it beyond reason.

Master Cherry makes a clucking sound with his tongue and gestures for his horse to assume the position just vacated.

OVERHEAD CAMERA PULLS UP AND AWAY

Master Cherry, his horse and the canvas-socked tree shrink against the field, which shrinks against the countryside, which shrinks against the surrounding mountain range...

...until the FRAME INCLUDES a dark, green patch of forest, deep within which is an EERIE, ETHEREAL BLUE GLOW.

CAMERA CONTINUES TO PULL UP

The entire country of Italy, boot and all shrinks against the curvature of the Earth as the GLOBE ITSELF becomes an ACTUAL PAINTED WOODEN GLOBE surrounded by WOODEN TOY FLYING MACHINES floating on strings concealed in tufts of cotton cum clouds.

CAMERA CONTINUES TO PULL BACK REVEALING we are --

EXT. GEPPETTO'S TOY STORE - MORNING

A DOZEN CHILDREN crowd around the windows, cupping their hands to get a glare-free look at the window display featuring the giant wooden globe and wooden flying machines. The Toy store is a hub of activity for the local children, squeezed into a row of brick and mortar shop fronts on a winding cobblestone road semi-populated with PEDESTRIANS.

THROUGH CUPPED HANDS OF CHILDREN

Beyond the window display, across the show room of TOYS, the partially obscured TOY MAKER hunches over his work bench, an apparently ill-tempered mystery for the children.

## THE THRONG OF CHILDREN

Each of them jockeying for a better look through the front windows of the toy store. Then the crowd begins to part.

REVERSE TO REVEAL MADAME BUCCI and her 10 year old daughter STEFANIA crossing the cobblestone street with purpose. Madame Bucci carries a mini-coffin-like box under her arm. They wade through the CROWD OF CHILDREN to Geppetto's door.

## INT. GEPPETTO'S TOY STORE - MORNING

The bell RINGS as Stefania ENTERS. GEPPETTO THE TOY MAKER, a peculiarly handsome man in his 40s, drops his brush on the work bench and points at the little girl:

GEPPETTO  
Not. Without adult supervision.

Stefania stares then steps aside, opening the door the rest of the way, making room for her mother Madame Bucci.

GEPPETTO (CONT'D)  
(brighter)  
Good day, Madame.

MADAME BUCCI  
The quality of my day depends  
entirely on you, Signore Geppetto.  
You sold me a defective toy.

A HUSH falls over the crowd of children gathered at the Toy Store's open door, illustrating the audacity of Madame Bucci's claim. Scattered whispers from the children.

STEFANIA  
We want a full refund.

Geppetto politely indicates a sign that clearly reads:

GEPPETTO  
No refunds.

Madame Bucci produces the lopsided LADY PUPPET from its box.

MADAME BUCCI  
This, sir, is shoddy craftsmanship.

GEPPETTO  
Shoddy? Really?

Geppetto crosses to the door and casually KICKS IT SHUT on the crowd of children gawking from the sidewalk.

GEPPETTO (CONT'D)  
Let's have a look.

## ON GEPPETTO'S WORK BENCH

The doll is laid to rest as if awaiting an autopsy. Outside, CHILDREN press their faces to windows, desperate for a peek.

GEPPETTO (CONT'D)  
This was the doll's condition at  
the time of purchase?

STEFANIA  
Yes.

Geppetto unfastens the doll's dress and deftly slips it off. He examines the garment, even taking a scientific sniff.

GEPPETTO  
River water. Ashes and lye. A  
splinter from a laundry bat. This  
doll's garment has been washed and  
washed. And washed. Repeatedly.  
(brightening slightly)  
But consider the stitch work. It  
remains impeccably tight.

He hikes up the doll's bloomers. One leg is nailed into the hip, instead of secured in a clean joint like its twin.

GEPPETTO (CONT'D)  
(re: nail)  
How do you suppose that got there?

STEFANIA  
You're the Toy Maker.

GEPPETTO  
I don't use nails, don't believe in  
them. I find them offensive.

He taps the doll's leg that is secured in the clean joint:

GEPPETTO (CONT'D)  
This is my signature ball joint.

Stefania and her mother only stare.

Geppetto picks the doll up and proceeds to beat the doll's one good leg against his work bench. BANG-BANG-BANG-BANG.

QUICK POP TO:

EXT. GEPPETTO'S TOY STORE - MORNING

The THRONG OF CHILDREN react to the sounds of the BEATING taking place inside the store, exchanging worried glances.

BACK TO:

INT. GEPPETTO'S TOY STORE - MORNING

Gepetto ceases to beat the doll's hip joint, explaining:

GEPPETTO

The ball joint's unique design makes it extra sturdy. Look. Not a dent. And I'm a reasonably strong man so imagine the level of abuse the doll must have suffered.

He gently places the doll back on his work bench.

GEPPETTO (CONT'D)

As you can see, the craftsmanship is anything but shoddy. This doll has been mistreated. By some horrible little animal. It would seem.

Gepetto eyes the girl with respectfully contained disdain.

MADAME BUCCI

Did you just call my daughter a horrible little animal?

GEPPETTO

Certainly not. I only implied the doll came across a horrible little animal after the time of purchase. Whether or not it was your daughter is only fit for her mother to say.

He takes a mildly noisy sip from an espresso to punctuate. Madame Bucci's chin trembles slightly and she suppresses it.

GEPPETTO (CONT'D)

Has this happened before?

MADAME BUCCI

Only with her little lady dolls.

STEFANIA

Mother.

MADAME BUCCI

She's not a beast. Only beastly.  
On occasion. The girls at school  
tease her and she brings it home.

GEPPETTO

If someone doesn't like other  
little ladies, I would recommend a  
young gentleman marionette...  
(to Stefania)  
...which would be an elite edition  
custom order, of course.

Madame Bucci exchanges a glance with her daughter.

GEPPETTO (CONT'D)

How would you like to pay for that?

INT. MASTER CHERRY'S WOODMILL - DAY

An elaborate and very well-equipped miniature wood mill,  
complete with steam-punk powered saw blades surrounded by  
cords of wood. Geppetto stands amongst them.

GEPPETTO

Master Cherry, I require wood.

He's addressing MASTER CHERRY, the man previously seen  
collecting the stolen tree in an open field.

GEPPETTO (CONT'D)

I'm making a little wooden boy for  
a horrible little girl.

MASTER CHERRY

Help yourself to the discard pile.

He points to a pile of nubby branches and discarded logs.

MASTER CHERRY (CONT'D)

I never like a child to go without,  
even the horrible ones. As a toy  
maker you must adore all children.

GEPPETTO

One would assume.

MASTER CHERRY

None yourself?

With Master Cherry's back turned, Geppetto picks up a nubby,  
bark-covered, knot-ridden block NOT from the discard pile.

## THE BLOCK OF WOOD

Gepetto examines the partial branch, loving the weight and the way it feels in his hand. This is the wood for the job.

GEPPETTO  
I'm lousy with them.

MASTER CHERRY  
Customers.

Gepetto crosses back to the discard pile with the block.

GEPPETTO  
Loiterers, mostly.

MASTER CHERRY  
I found having children helped me to examine my life.

GEPPETTO  
I try to avoid doing that, which is why I prefer the company of toys.

MASTER CHERRY  
Toys can't love you back.

GEPPETTO  
Love is overrated, so are children.  
(re: block of wood)  
What's this?

MASTER CHERRY  
It's an exotic pine.

GEPPETTO  
An exotic pine?

MASTER CHERRY  
From some place exotic. That's not supposed to be in the discard pile.

GEPPETTO  
It was right here on top.

MASTER CHERRY  
Perhaps the horrible girl would like a doll made from a local pine.

GEPPETTO  
What horrible little girl wouldn't want an exotic pine doll?

Master Cherry regards the block of wood hesitantly, then:

MASTER CHERRY  
If you insist.

## ON THE BLOCK OF WOOD

The bark-covered, knot-ridden severed tree limb sits and stares. Two gnarled knots give the impression of eyes and a small snapped branch gives the impression of a nose.

GEPPETTO (O.S.)  
What kind of boy do you want to be?

We are --

## INT. GEPPETTO'S TOY STORE - DAY

Gepetto stares at the block of wood on his work bench then sets about chipping away at the bark, peeling it off like a well-maintained scab. The bare knots under the bark look even more like eyes now that they're exposed.

GEPPETTO  
There's a word for odd little pine  
wood eyes like yours. Pinocchio.

The moment Gepetto looks away, the KNOT RINGS move ever so slightly, as though they are trying to focus.

As Gepetto carves, oblivious to knotty activity, CAMERA PUSHES IN ON THE TWIN KNOT RINGS above the snapped twig nose.

## THROUGH THE IMPRESSIONS OF KNOT-RINGED EYES

A HEAVILY MUFFLED SILENCE, as if submerged in something thicker than water. We're watching the Toy Maker work from the block of wood's point of view.

MOVEMENTS ACCELERATE as Gepetto carves at TIME LAPSE SPEEDS. Gepetto removes the top portion of the block of wood (its head, for all intents and purposes), placing it (and the POINT OF VIEW) on the work bench next to the lower portion -- which is now directly in front of us and is well on its way to being identifiable as the doll's torso complete with legs.

Day becomes afternoon becomes early evening becomes night.

Gepetto's ACCELERATED MOVEMENTS continue to CARVE and SCULPT, finally picking up the top portion of the block of wood and placing it back on the shoulders. ACCELERATED MOVEMENTS SLOW as TIME RETURNS TO NORMAL.

CLOSE ON KNOT-RINGED EYES

CAMERA PULLS BACK TO REVEAL the ROUND FACE OF A WOODEN PINE-EYED PINOCCHIO. He stares into middle-distance, arms slack by his side. Apparently lifeless, the boy has freshly sanded pine skin. It's hours later and Geppetto is clearly fatigued but even so, he regards the wooden boy with pride of a job well done. As it is now night, a CRICKET CHIRPS quietly.

Geppetto bends over to grab a palette of paints and THUNK --

GEPPETTO (CONT'D)

Ow.

It felt like something just kicked him in the head. He rubs his noggin and shoots the inanimate wooden boy a look. One of its legs is extended on its signature joint. Must have left that leg up. Geppetto bends the extended leg at the knee and sets about painting Pinocchio's eyebrows and mouth.

The KNOT RINGS of his PINE EYES shift, dilating as an eye would. They focus on the PAINT BRUSH in Geppetto's hand and Geppetto finally notices wide-eyed. Pinocchio stares as Geppetto moves the brush to and fro, the KNOT EYES follow.

On his rolling stool, Geppetto pushes himself away from the wood carved puppet. Once again, the KNOT RINGS follow. And then its head turns. Geppetto GASPS, drops the brush and crosses himself. He watches silently for a moment then:

GEPPETTO (CONT'D)

Are you...? What are you?

PINOCCHIO

What are you?

There is a numb shock in Geppetto's voice.

GEPPETTO

I'm a toy maker.

PINOCCHIO

What am I?

GEPPETTO

You're a toy.

PINOCCHIO

If you already knew what I was then  
why did you ask me?

GEPPETTO

Seemed like there was more to you  
than the average wooden boy.

PINOCCHIO  
What a nice thing to hear.

The whites of his eyes glare zombie-like without any pupils.

GEPPETTO  
Your eye whites are unnerving me.  
What color do you want them?

Geppetto grabs the palette of colors.

PINOCCHIO  
Same as yours.  
(then)  
How do we know each other?

Geppetto lifts his paint brush to Pinocchio's face...

GEPPETTO  
I carved you out of wood.

...and meticulously paints the boy's eyes as he speaks:

PINOCCHIO  
You asked me what kind of boy I  
wanted to be. Hey. Since you seem  
to already have answers to  
questions when you ask them, do you  
have an answer to that question?

GEPPETTO  
No.

PINOCCHIO  
I'll come up with my own answer.  
(then)  
What kind of boy do you wanna be?

GEPPETTO  
I've always admired quiet boys who  
sit very still.

PINOCCHIO  
Mmmmm. I don't think I'd like that.

GEPPETTO  
(stares, then)  
I'll be right back.

With that, Geppetto abruptly stands and walks out, wide-eyed and worried. Pinocchio watches the door, curious. After a moment, the CRICKET hops out of the shadows, rubs his wings together in the cricket-chirping equivalent of an "ahem," approaches Pinocchio and begins SPEAKING.

(NOTE: The Cricket's mouth doesn't move when it speaks, instead it CHIRPS dialogue by articulately rubbing its wings together resulting in what sounds like a high-pitched voice.)

CRICKET

I think you really upset him when you talked. It's been my experience that he prefers to be the talker. He just talks and talks and talks and never asks me anything about me or my day.

PINOCCHIO

Does he know you can talk?

CRICKET

He's never asked.

PINOCCHIO

Should I not be talking?

CRICKET

Maybe best if you don't.

Pinocchio considers that for a non-talking moment, then:

PINOCCHIO

How was your day?

CRICKET

Uneventful until recently.

PINOCCHIO

Really? What happened?

CRICKET

(studying Pinocchio)

How was your day?

PINOCCHIO

Very brief. It was dark and then it wasn't. So far, so good.

The DOOR BANGS OPEN as Geppetto returns with a BAR MAID from a nearby tavern still carrying a tray of Limoncellos. Pinocchio is absolutely motionless as the Cricket quietly backs back into the shadow from whence it came.

Geppetto pulls the Bar Maid over to his work bench and places her directly in front of the little wooden boy.

GEPPETTO

Wait. Watch.

(to Pinocchio)

(MORE)

GEPPETTO (CONT'D)  
So you were saying... about, uh,  
what kind of boy you want to be.

The wooden boy sits motionless. A CHIRP from the shadows.

BAR MAID  
Is it saying something?

GEPPETTO  
No.

BAR MAID  
What about now?

GEPPETTO  
No.

BAR MAID  
Now?

GEPPETTO  
Just a second.  
(sotto, to Pinocchio)  
If you don't say something I'm  
going to throw you in the fire  
place and strike a match.

No response.

GEPPETTO (CONT'D)  
Alright.

The Toy Maker scoops up Pinocchio and puts him in the fire  
place and strikes a match as promised. Over it's flame:

GEPPETTO (CONT'D)  
So help me, I'll do it.

BAR MAID  
This is making me uncomfortable.

Realizing he looks insane, Geppetto blows out the match. His  
demeanor changes as abruptly as the extinguished flame.

GEPPETTO  
Thank you for indulging me.

He grabs a Limoncello and downs it, then turns the Bar Maid  
back toward the door, swallowing another shot as he goes.

GEPPETTO (CONT'D)  
I guess I'm really tired.

## BAR MAID

I heard a story about a paisano in the next posto who saw things that weren't really there. Undertaker said his head was full of tumors.

## GEPPETTO

No, I'm just really, really tired.

The Bar Maid turns to leave but not before Geppetto grabs yet another Limóncello, shoots it, and places the empty glass back on the tray before she can get out the door.

Geppetto slumps into a chair and buries his face in his hands. He starts giggling, the absurdity of the toy he's making coming to life finally dawning on him. He was a fool to consider it for even a moment. It was all in his head.

## PINOCCHIO

What's so funny?

Geppetto chokes on his last giggle with a stifled snort.

## GEPPETTO

Awfully chatty all of a sudden.

He self-consciously checks his head for abnormal swelling.

## PINOCCHIO

I was just seeing if I liked being quiet and sitting still. I don't.

Pinocchio climbs out of the fire place and stumbles on his wobbly, newly carved legs. Geppetto incredulously steadies the wooden boy, holding him as he finds his balance -- as a father would with a son. It's a distinctively paternal gesture on the Toy Maker's part and he's aware of it. He marvels at the creature he crafted not only talking, but...

## GEPPETTO

You can walk. You can walk.

His eyes swell, marveling at Pinocchio with awe. Geppetto suddenly becomes aware of the sentiment of the moment, and also the myriad things Pinocchio can also do while walking.

CUT TO:

## PINOCCHIO IS IN A BIRD CAGE

He swings on the perch, bored but complacent. CAMERA PULLS BACK TO REVEAL we are --

INT. GEPPETTO'S TOY STORE/WORK SHOP - NIGHT

CAMERA CONTINUES PULLING BACK over Geppetto's exposed feet and the blanket that almost covers them. REVERSE ON Geppetto curled up in an overstuffed chair, staring wide-eyed at the little wooden doll swinging on the perch in the birdcage.

HARD TIME-CUT TO:

INT. GEPPETTO'S TOY STORE/WORK SHOP - DAY

An utterly exhausted Geppetto has finally fallen asleep. Pinocchio continues to swing higher and higher, trying to get a glimpse of the BUSTLING SIDEWALK outside the store windows.

There's a SUDDEN RAPPING at the door. A curious Pinocchio unlatches the bird cage and easily crawls out of his prison. He climbs down and walks toward the rapping at the door like a naked toddler (as he is not yet wearing clothes).

There's a familiar yet ominous silhouette of a little girl and her mother against the shade covering the front door. Madame Bucci and Stefania have returned. Pinocchio's little arms reach little hands up and unlock the door with a CLICK.

The Toy Maker's front door swings OPEN, a SHAFT OF SUNLIGHT sweeps across the floor about to REVEAL to Madame Bucci and Stefania the living wooden boy named Pinocchio...

GEPPETTO

No.

...then GEPPETTO'S bare feet rush up behind the living doll, and Pinocchio is swept into the crook of the Toy Maker's arm. Madame Bucci and Stefania push their way inside the shop.

STEFANIA

We've come for my wooden gentleman.

GEPPETTO

He's not ready.

STEFANIA

You said he'd be ready today.

GEPPETTO

It's going to be today all day long. Right up until tomorrow.

MADAME BUCCI

She was hoping she would have an escort for school this morning.

GEPPETTO

Probably best not to go looking for  
things to be teased about.

MADAME BUCCI

(re: doll he's holding)

Is that him?

Stefania studies naked Pinocchio back side poking out from  
the crook of Geppetto's arm.

STEFANIA

He doesn't look like a gentleman.

GEPPETTO

He will when he's all finished,  
which is not how he is now.

MADAME BUCCI

(re: Pinocchio's pelvis)

You didn't... he's not...?

GEPPETTO

Not anatomically, no.

STEFANIA

I know what you're talking about.

MADAME BUCCI

(moving on)

Can we have a proper look?

GEPPETTO

He's a work in progress.

MADAME BUCCI

Aren't we all?

Geppetto, who has no idea what the unpredictable Pinocchio  
will do next, looks at the wooden doll and slowly turns him  
around to face Madame Bucci and horrible, little Stefania.

Stefania stares long and hard at Pinocchio, then:

STEFANIA

I suppose I like him enough.

Madame Bucci breathes an audible sigh of relief and gathers  
and guides Stefania out the door. Geppetto watches them go.

MADAME BUCCI

We'll come back later today.

GEPPETTO  
Come back tomorrow.

Before Madame Bucci or little Stefania can turn and protest, Geppetto has already CLOSED THE DOOR and locked it. Pinocchio crawls down from the crook of Geppetto's arm.

PINOCCHIO  
What's gonna happen when she comes  
back tomorrow?

Geppetto watches, still in shock, as Pinocchio toddles around the toy store and work shop, opening cupboards and exploring.

GEPPETTO  
I haven't decided.

CUT TO:

PINOCCHIO LOCKED IN THE BIRD CAGE

Geppetto twists a key in a paddle lock and SNAPS THE LOCK CLOSED, taking the key with him.

GEPPETTO  
I'm going to talk to a man about a  
block of wood. What kind of boy  
are you going to be while I'm gone?

PINOCCHIO  
A quiet boy who sits very still.

Pinocchio's nose unexpectedly SWELLS AND POPS half an inch in growth. Geppetto eyes it suspiciously:

GEPPETTO  
Say that again.

PINOCCHIO  
I'm gonna be quiet and sit still.

Another SWELL AND POP.

GEPPETTO  
Why'd it do that?

PINOCCHIO  
Do what?

GEPPETTO  
Why'd your nose grow?

PINOCCHIO  
Must happen when I'm feeling sincere.

A LEAF SPONTANEOUSLY SPROUTS from the tip of his nose.

PINOCCHIO (CONT'D)  
See. I'm feeling very sincere.

The LEAF FANS OUT, multiplying with the "sincerity."

GEPPETTO  
Stop being so sincere.

Geppetto SNIPS THE TIP OFF PINOCCHIO'S NOSE with clippers, restoring it to its original length.

The Toy Maker shrugs on his coat, placing the key to the lock on Pinocchio's cage by the door as he EXITS.

TIME CUT TO:

#### THE KEY

Pinocchio's little WOODEN HAND reaches into FRAME and takes the key. CAMERA POPS WIDE TO REVEAL:

#### A HEADLESS PINOCCHIO

The wooden boy's body crosses (albeit a little off balance) to the BIRD CAGE where its HEAD watches, too large to squeeze through the bars like his thinner parts.

The Cricket hops through the bird cage bars and lands next to Pinocchio's sweetly distracted head.

CRICKET  
He said to sit still.

PINOCCHIO  
I am sitting still. Part of me.

CRICKET  
He meant the part that commonly does the sitting that's currently walking around the room.

PINOCCHIO  
Maybe he should have been clearer.

Pinocchio's hands feel for the lock, finally getting a hold of it. As he fumbles with the key...

CRICKET  
He trusted you.

PINOCCHIO  
("not really")  
He did put me in a cage.

CLICK. The lock opens and the bird cage swings open.

CRICKET  
That is no excuse for bad behavior.

Pinocchio's body grabs his noggin, puts it on his shoulders.

PINOCCHIO  
Sure it is.  
(changing subjects)  
How are you? How's your day?

CRICKET  
You know what will happen tomorrow  
when that little girl comes back?

PINOCCHIO  
More scowling?

CRICKET  
If you don't behave yourself, the  
Toy Maker will give you to her.

PINOCCHIO  
I don't want to be given away.

CRICKET  
You're not a real boy. You can be  
given away and she'll take you home  
where unspeakable horrors await.

PINOCCHIO  
The Toy Maker made me. I'm his.  
Why would he give me away?

CRICKET  
Why would you make him want to give  
you away? Consequences.

PINOCCHIO  
What-a-whences?

CRICKET  
Not even love is unconditional.  
Those who say it is are either  
insane or they are lying. You are  
responsible for your behavior.

Pinocchio pulls the shade on the door which flaps up abruptly REVEALING a ragtag line of UNIFORMED SCHOOL CHILDREN marching in two files down the street, girls on the outside, boys on the inside, led by a PRIEST. Pinocchio watches them go.

PINOCCHIO

What are those?

CRICKET

Boys.

PINOCCHIO

I'm a boy.

CRICKET

Not really.

PINOCCHIO

What kind of boys are those?

CRICKET

Real boys.

PINOCCHIO

They already know what kind of boys they wanna be?

CRICKET

That's why real boys go to school.

A moment as the Pinocchio's wooden head calculates, then:

PINOCCHIO

I want to be a real boy.

EXT. GEPPETTO'S TOY STORE/WORK SHOP - MORNING

A SCRAWNY SCHOOL BOY lags behind the rest of the school children who have just walked past the store. The door OPENS A CRACK as the SCRAWNY SCHOOL BOY passes:

PINOCCHIO'S VOICE

Psssst.

The Scrawny School Boy stops and glances around for the source of the "Psssst." The TOY STORE'S DOOR is OPEN and a WOODEN STEGOSAURUS pokes its head out. It appears to beckon the Scrawny School Boy with a series of small nods.

The Scrawny School Boy's eyes brighten. He follows the Stegosaurus as it retreats back inside Geppetto's toy store, the door promptly shutting behind him.

The doors OPEN once more and the Scrawny School Boy walks out holding the Stegosaurus and no longer wearing his school uniform -- just Geppetto's apron. Dressed in the SCHOOL BOY'S UNIFORM, Pinocchio darts out of the Toy Store and hurries to catch up with the ragtag line of SCHOOL CHILDREN, slinging his belt-strapped books over his shoulder.

EXT. ITALIAN VILLAGE - STREET - MORNING

Pinocchio finally catches up with the ragtag line of SCHOOL CHILDREN, glancing around at the Italian Village around him with fresh, new eyes. He watches as the BUSINESS MEN in their impeccable suits, pass chattering, unaware that Pinocchio just snatched their pocket watches.

As Pinocchio swings the pocket watches around on their respective chains, he hears a voice from an alleyway:

FOX  
Excuse me, young sir.

Pinocchio stops and sees a very normal looking FOX and a very normal looking CAT standing side by side in the alleyway.

FOX (CONT'D)  
A word?

Pinocchio steps curiously into the mouth of the alley.

PINOCCHIO  
Just one? Which one is it?

FOX  
Which what?

PINOCCHIO  
Which word. With the way you're puffing it up, I hope it's something I haven't heard before.

CAT  
Usually people are more impressed.

PINOCCHIO  
This has gotta be some word.

FOX  
Impressed that we're talking.

PINOCCHIO  
Why wouldn't you be? Are you shy?

CAT

We wouldn't be talking because we  
don't talk. I'm a cat, he's a fox.

PINOCCHIO

You gonna tell me what the word is?

FOX

The word is Play.

PINOCCHIO

I've already heard that word.  
Do you have any other ones?

CAT

You've heard of the Land of Play?

PINOCCHIO

Oh, I didn't know it was a land.

FOX

Nobody does. It's a secret.  
That's why we're telling you.

PINOCCHIO

Because you don't talk.

CAT

Traditionally.

FOX

Something that doesn't talk telling  
you a secret is sort of like not  
being told a secret at all.

CAT

So it stays secret.

FOX

Do you know what a secret is?

PINOCCHIO

I do now. And I already like them.

CAT

Where were you off to?

PINOCCHIO

School. It's where real boys go.

FOX

School's where you go when you're  
not smart enough to know better.

PINOCCHIO  
I've been misinformed?

CAT  
What's dumber than working all day  
in school when you can play all day  
in a land that has play in its name?

PINOCCHIO  
This place sounds fantastic.

And then A PAIR OF HANDS SNATCH PINOCCHIO OUT OF FRAME.

MATCH CUT TO:

INT. CLASSROOM - DAY

The same PAIR OF HANDS plant Pinocchio INTO FRAME. CAMERA PULLS BACK TO REVEAL he's surrounded by SCHOOL CHILDREN facing a PRIEST. He glances out the window to see, sitting patiently outside the school yard, the CAT and FOX.

CUT TO:

EXT. WOODED PATH - DAY

Geppetto rides his STEED at a steady gallop, the trees whipping past as they charge forward. The Toy Maker's mind is poring over events when the GLINT of something metallic high in a tree catches his eye. He pulls the reigns and his horse slows so he can get a better look.

It's a STOVE dangling precariously from the highest branches by its stovepipe -- how it got there appears to be a mystery. This would be the first indication that something is horribly awry. Geppetto whips his reigns, his horse galloping toward:

EXT. MASTER CHERRY'S WOOD MILL - DAY

Geppetto and his horse emerge from the wooded path to find the entire front of Cherry's mill has been torn away. It appears as though a tornado touched down on his porch and rang the bell. The immediate grounds are littered with a smattering of logs and saw blades and chunks of wood mill.

In the clearing in front of the mill, an INCONSOLABLE WOMAN weeps and wails in fits and starts. She's ineffectively comforted by the formally dressed DRIVER of a parked CARRIAGE. An ARISTOCRATIC MAN watches from the CARRIAGE WINDOW. Geppetto climbs down from his steed and approaches the Driver and Inconsolable Woman, already anxious.

GEPPETTO  
(re: wood mill)  
How -- ?

DRIVER  
Don't know.

GEPPETTO  
(re: Inconsolable Woman)  
Who -- ?

DRIVER  
Don't know.

ARISTOCRATIC MAN  
(from the carriage window)  
She's been like this since we found  
her. Wailing jags. Then she gets  
quiet and you think she's going to  
say something then more wailing.

INCONSOLABLE WOMAN  
Fuh-fuh-fuh...

ARISTOCRATIC MAN  
Much as anyone's gotten out of her.

GEPPETTO  
Huh.

A little overwhelmed with what he's seeing, Geppetto  
nevertheless moves toward the gaping maw of Master Cherry's  
wood mill that was once its front door.

INT. MASTER CHERRY'S WOOD MILL - DAY

CONTINUOUS as Geppetto crosses the demolished threshold. The  
wood surfaces are BLACK, SPROUTING BLACK BRANCHES and LEAVES.  
In the middle of Master Cherry's presently indoor/outdoor  
workshop, behind Master Cherry's blackened toppled workbench,  
is a TWISTED TREE not unlike the one seen earlier sprouting  
from a pond... but no sign of Master Cherry himself.

GEPPETTO  
Master Cherry?

No response. Geppetto circles the tree, examining it. It  
appears to have spontaneously sprung from the floorboards,  
launching itself through the roof of the wood mill. But how?  
It wasn't here yesterday. This is all very strange.

Outside, the Inconsolable Woman and the Driver can be heard:

INCONSOLABLE WOMAN (O.S.)  
 Fuh-f-fuh...

DRIVER (O.S.)  
 That's it. Spit it out.

GEPPETTO  
 Master Cherr --

Geppetto looks closer at the tree and sees the visage of  
 MASTER CHERRY'S FACE ETCHED IN THE BARK, grimacing with one  
 eye squeezed shut and a knot where the open eye should be.  
And then the knot blinks. Geppetto's jaw suddenly goes slack  
 on its hinge, falling open as he backs away, terrified.

EXT. MASTER CHERRY'S WOOD MILL

CONTINUOUS as Geppetto backs out of the demolished wood mill  
 just the Inconsolable Woman finally gets her word out:

INCONSOLABLE WOMAN  
Fuh-fuh-f-fairies!

Geppetto goes pale at the mention of the f-word.

SMASH CUT TO:

EXT. SCHOOL YARD - DAY

Pinocchio is surrounded by boys led by a tall, thin, narrow-necked surly boy with licks of ginger hair called CANDLEWICK.

CANDLEWICK  
 What'd you call me?

PINOCCHIO  
 Candlewick. Cause your head looks  
 like a candlewick with hairy flame.

Every boy but Candlewick bursts into raucous laughter.  
 Pinocchio doesn't understand why this is so funny. He's  
 confused by their reaction as he is not intending to be mean.

PINOCCHIO (CONT'D)  
 Isn't everybody named after a  
 descriptive body part? My name  
 means Pine Eyes. Didn't occur to  
 me to be any kind of mad about it.  
 What about Lampwick or Match Stick?

Another round of raucous laughter at Candlewick's expense.

CANDLEWICK

Maybe you should repeat that and  
say something else so I can pretend  
you didn't say it at all.

PINOCCHIO

I liked Hairy Flame when I said it.

The ginger-haired boy shoves Pinocchio HARD, sending him  
skidding across the playground. Pinocchio stands and smiles.

PINOCCHIO (CONT'D)

That was fun! Do it again!

Candlewick obliges, sending Pinocchio skidding once again,  
this time a little harder. He gets up, not smiling.

PINOCCHIO (CONT'D)

Not as much fun that time.

CAMERA WHIPS TO FIND:

STEFANIA, THE HORRIBLE, LITTLE GIRL

WOMPF. She's pushed HARD, skidding across another part of  
the playground. Stefania has her own bully to contend with:  
an even more horrible big girl named FRANCA. Franca is  
surrounded by her little ladies of the yard mean girl posse.

FRANCA

(to the other girls)

She has to beat up her dolly cause  
she can't beat up anybody else.

STEFANIA

(quietly)

I haven't been beating up my dolly.

(with intent)

I've been practicing.

CAMERA WHIPS BACK TO:

PINOCCHIO HITS THE GROUND AGAIN

He dusts himself off, having had quite enough.

PINOCCHIO

No longer fun for me at all.

CANDLEWICK

I'm still having fun.

Pinocchio casually side-steps Candlewick's next push.

PINOCCHIO  
That is a very narrow view of fun.

CANDLEWICK  
What do you know?

PINOCCHIO  
I'm telling you this is not fun. I  
know fun. I live in a toy store.

ANGLE TO INCLUDE THE BACKGROUND

Franca and her little ladies of the school yard turn their backs and Stefania SPRINGS. She leaps onto Franca's back and a whirling, kicking, biting, scratching girl fight commences.

ON PINOCCHIO AND CANDLEWICK

The real one standing over the wooden one. The group of boys surrounding Pinocchio and Candlewick is steadily disbanding to watch the more interesting Stefania Vs. Franca showdown.

CANDLEWICK  
Only toys live in a toy store.

PINOCCHIO  
(getting his back up)  
You're not suggesting I'm a toy.  
What a dumb thing to suggest. Did  
you suggest that cause you're dumb?

CANDLEWICK  
Dumb is suggesting I'm dumb.

Candlewick abruptly collars Pinocchio.

PINOCCHIO  
Dumb enough to go to school. If  
you were smart we'd be having this  
conversation in the Land of Play,  
where fun actually makes you happy.

Candlewick considers that for a moment, releasing Pinocchio.

CANDLEWICK  
Never heard of the Land of Play.

PINOCCHIO  
Just because you haven't heard of  
it doesn't mean it doesn't exist.

CANDLEWICK

How'd you hear about it?

PINOCCHIO

You hear about these places when  
you are a real boy. Like myself.

POP his nose SWELLS and GROWS. Candlewick stares, disgusted:

CANDLEWICK

You're a real freak.

Candlewick violently SHOVES Pinocchio away from him.

PINOCCHIO

I don't know what that means and I  
don't like the way you said it.

Pinocchio removes one of his arms and slaps Candlewick across  
the face with it. Candlewick stares, horrified a moment,  
then he starts SCREAMING. And he doesn't stop.

CUT TO:

INT. SCHOOL - OUTSIDE THE PRINCIPAL'S OFFICE

Pinocchio sits on a bench next to a thoroughly rattled  
Candlewick. Directly across from them, sitting on their own  
bench, are a dirty and disheveled Stefania and Franca. Both  
girls stare into middle-distance, pissed. It takes a moment  
for Stefania to notice something familiar about Pinocchio.

As Stefania curiously cocks her head, trying to place him...

CUT TO:

INT. SCHOOL - PRINCIPAL'S OFFICE

Pinocchio sits opposite the HEAD MASTER, the PRIEST who  
taught the wooden boy's class stands behind him.

HEAD MASTER

Why haven't we seen you before?

PINOCCHIO

Today's the first day I've been out.

PRIEST

Out where?

PINOCCHIO

Out anywhere.

HEAD MASTER  
(trying to understand)  
You've lived a sheltered life.

PINOCCHIO  
I was in a cage.

PRIEST  
Who put you in a cage?

PINOCCHIO  
The big man who made me.

HEAD MASTER  
Your father put you in a cage?

PINOCCHIO  
Only when he goes out drinking or  
falls asleep.

HEAD MASTER  
Where's your mother?

PINOCCHIO  
He hasn't mentioned my mother.  
(off their looks)  
Should he have?

The Priest leans to whisper in the Head Master's ear:

PRIEST  
He's clearly malnourished.

HEAD MASTER  
Doesn't your father feed you?

Pinocchio stares, not sure what he's talking about.

PRIEST  
(clarifying)  
Does he put food in your cage?

PINOCCHIO  
Not that I'm aware of. Unless I  
was supposed to eat the cricket.

HEAD MASTER  
What does your father say when you  
tell him you're hungry?

PINOCCHIO

He doesn't like it when I talk. He doesn't like it when I do much of anything. He'd be so mad if he knew I escaped. Can you imagine?

HEAD MASTER

No.

PRIEST

No.

INT. GEPPETTO'S TOY STORE/WORK SHOP - AFTERNOON

The door BURSTS OPEN as a frantic Geppetto storms inside and stops abruptly short. REVERSE TO REVEAL, surrounding the empty bird cage, the Priest, Head Master and a very stern CARABINEER (the POLICE OFFICER of the day). Pinocchio sits at the work bench looking over an open school book.

PINOCCHIO

Hi, poppa.

GEPPETTO

What are you doing out of the cage?

HEAD MASTER

It's true.

GEPPETTO

Who are you?

PINOCCHIO

Why haven't you told me about mom?

Geppetto's head is spinning. This has to be a dream. Has he lost his mind? He calls out to god, God or whomever:

GEPPETTO

What is going on?

PRIEST

You put your son in a cage.

GEPPETTO

That's not my son.

CARABINEER

Whose son is he?

GEPPETTO

He's nobody's son. I carved him. Out of wood. He's not a real boy. He's a wooden puppet who all of a sudden started talking and walking. So of course I put him in a cage.

That just hangs in the air for everyone to mull, then:

HEAD MASTER  
(to Priest)  
Take the boy outside.

CAMERA FOLLOWS the Priest as he escorts Pinocchio out into:

EXT. GEPPETTO'S TOY STORE/WORK SHOP - AFTERNOON - CONTINUOUS  
The Priest shuts the door behind him, pulls out his Bible and quietly reads as Pinocchio rocks back and forth on his heels.

INT. GEPPETTO'S TOY STORE/WORK SHOP - AFTERNOON

The Head Master and the Carabineer stare at harried Geppetto.

HEAD MASTER  
You don't really think that child  
is a puppet you carved out of wood.

GEPPETTO  
You could talk to the man I got the  
wood from but... he's a tree now.

CARABINEER  
Why is he a tree now?

GEPPETTO  
Fairies. Evidently.

The Head Master and the Carabineer exchange a dubious look.

HEAD MASTER  
Fairies turned the man who gave you  
the block of wood that you carved  
your son out of into a tree?

GEPPETTO  
It sounds ridiculous when you put  
it like that. But yes. And please  
stop referring to it as my son.

CARABINEER  
I myself have never met a fairy. I  
hear you should be complimentary as  
they are generally cranky. If you  
believe in that sort of thing.

HEAD MASTER  
I don't. Fairy superstition. It's  
the religion of fools.

GEPPETTO

Go to the wood mill. You'll find behind Master Cherry's over-turned work bench a tree that looks remarkably like Master Cherry. You will also find an inconsolable woman wailing about fairies. If you do decide to head out that way feel free to take "it" with you.

The Head Master has had enough and snaps at Geppetto:

HEAD MASTER

Fairies have no bearing on the well being of your son. You, sir, are unfit to be a father.

GEPPETTO

I'm not his father.

EXT. GEPPETTO'S TOY STORE/WORK SHOP - AFTERNOON

The door OPENS and the Carabineer pulls a struggling Geppetto out of the store, followed by the Head Master. The Priest closes his Bible, but Pinocchio continues to rock his heels as Geppetto is led away by the Carabineer. He doesn't understand this is bad for Geppetto, offers a cheery:

PINOCCHIO

(with a little wave)

See you later!

PRIEST

What about the boy?

GEPPETTO

(calling back)

He's not a real boy.

A heavy-hearted sigh, then simply:

HEAD MASTER

Take him to the orphanage.

CUT TO:

A PAIR OF LARGE WOOD DOORS

They SWING OPEN REVEALING a walled-in yard filled with DOZENS AND DOZENS OF BOYS AND GIRLS, ages 6 to 16. We are --

EXT. ORPHANAGE - AFTERNOON

The Priest and Pinocchio ENTER FRAME, walking through the open gates of the penitentiary-like orphanage. Once across the threshold, the LARGE WOOD DOORS swing ominously SHUT.

A moment, then Pinocchio climbs over the wall and walks away.

INT. GEPPETTO'S TOY STORE/WORK SHOP - EARLY EVENING

Still. Dark. Nothing but a steady, rhythmic CHIRP-CHIRP-CHIRP. The door OPENS and Pinocchio ENTERS, carefree.

CRICKET

Well...

(CHIRP)

...well...

(CHIRP)

...well.

The Cricket slowly walks out of shadows for dramatic effect.

PINOCCHIO

How are you? How is your --

CRICKET

Shut up. And stay shut up until you're told to do otherwise. Do you know where your "father" is?

PINOCCHIO

Is he out drinking?

CRICKET

He's in jail because you told everyone he starved you in a cage.

PINOCCHIO

You're not supposed to do that?

CRICKET

You can't be starved in a cage. You can be inconvenienced, but not starved. You're not a real boy.

PINOCCHIO

I am so a real boy.

PUH-POP goes his nose, sprouting a new inch of nose.

PINOCCHIO (CONT'D)

See how true that was. Telling the truth helps real boys grow.

PWUP, a full couple of inches of fresh nose now. Pinocchio stares at the Cricket who only stares back. Then:

PINOCCHIO (CONT'D)  
If I'm not a real boy, what am I?

CRICKET  
You're a wooden toy.

PINOCCHIO  
A wooden toy is a thing. I'm not a thing. I'm something else. That is not as good as being a real boy.

He waits for his nose to grow and is satisfied it doesn't.

CRICKET  
You're a something else that lived that doesn't usually do that.

PINOCCHIO  
That why my dad's gonna give me to that girl to do horrible things with?

CRICKET  
He's going to give you to that girl because you don't know the difference between right and wrong.

PINOCCHIO  
Between what and what?

CRICKET  
It's very simple to understand even for a boy with a wooden head.  
Right is when you make life good.  
Wrong is when you make life bad.

PINOCCHIO  
(considers, then:)  
For who?

Before he can answer, the DOOR BURSTS OPEN behind the Cricket, followed by a GIGANTIC (in scale to the Cricket) BOOT HEEL coming down INTO FRAME and CRUSHING HIM SUDDENLY.

CAMERA CLIMBS THE BOOT, LEG AND BODY TO REVEAL it belongs to CANDLEWICK, who has just ENTERED, oblivious to the crushed cricket under his heel. He demands that Pinocchio:

CANDLEWICK  
I'm going to the Land of Play.

Pinocchio just stares at the spot under Candlewick's heel. After a moment, the ginger-haired lifts his boot to REVEAL the TWITCHING TANGLE OF LEGS, WINGS and ANTENNAE.

CANDLEWICK (CONT'D)

Did I --?

PINOCCHIO

It's okay. I saw my pop do this.  
He'll lay there like that for a  
little while and then he'll get up.

CANDLEWICK

Where is your pop?

PINOCCHIO

In jail.

CANDLEWICK

My pop's always in jail.

PINOCCHIO

Did you send your pop to jail, too?

CANDLEWICK

He'd kill me if I sent him to jail.

PINOCCHIO

My pop's going to give me away to a  
horrible little girl.

CANDLEWICK

Can't give you away if you're not  
here. Come to the Land of Play.

PINOCCHIO

What do you know about it?

CANDLEWICK

Oh, I know about the Land of Play.

PINOCCHIO

Since when?

CANDLEWICK

Since... recently.

PINOCCHIO

Who told you?

CANDLEWICK

Can't say. It's a secret.

Pinocchio gasps, he knows what that means:

PINOCCHIO  
I know that secret.

Candlewick works up the courage for a big confession as the CRUMPLED ANTENNAE and LEGS under his heel try to move:

CANDLEWICK  
A cat and fox were waiting for me after school, they told me about the Land of Play. They shouldn't be telling anybody anything, much less a secret. But they told me.

PINOCCHIO  
They told me the secret first. The cat and the fox. Just to be clear.

CANDLEWICK  
Did they tell you how to find it?

PINOCCHIO  
We were interrupted.

CANDLEWICK  
They told me how to find it.

OFF Pinocchio's curiosity piqued...

CUT TO:

EXT. GEPPETTO'S TOY STORE/WORK SHOP - EARLY EVENING

The door SWINGS OPEN and Pinocchio and Candlewick step out.

CANDLEWICK  
They said to go here.

Candlewick produces a crudely drawn map of a village, a hill, a valley, a river and the Mediterranean sea with a DIRTY KITTY PAW PRINT in a meadow serving as the spot-marking X.

CANDLEWICK (CONT'D)  
From here we'll be "whisked away to a Land of Play to do as we please with sweets up to our knees."

PINOCCHIO  
They said sweets up to our knees?!

CANDLEWICK  
Also mentioned liquor and tobacco.

PINOCCHIO

I don't know what any of those  
things are, but I want them all!  
And at knee-height or higher!

Pinocchio and Candlewick locks arms and skip down the  
cobblestone street with a song in their step:

CANDLEWICK

*Whisked away to a Land of  
Play to do as we please!*

PINOCCHIO

*Whisked away to a Land of  
Play to do as we please!*

CANDLEWICK

With sweets up to our knees!

PINOCCHIO

And liquor and tobacco!

HARD CUT TO:

INT. PRISON CELL - EARLY EVENING

Twenty feet below a round, barred window, sitting on the cold, stone floor is Geppetto. Sitting across from the Toy Maker, partially concealed in the shadows, is a scruffy, scrawny, petty criminal in his thirties named FULVIO.

FULVIO

I hear you believe in Fairies.

GEPPETTO

Oh god.

FULVIO

I believe in them, too.

GEPPETTO

It's not that I believe in them,  
necessarily, but I will say I had  
experiences and I'm open minded.

FULVIO

Sant Arcangelo di Bosco. A colony  
tucked in the shadow of the Fairy  
Forest built with Fairy wood. They  
didn't know, nobody told them.  
Then the Fairies came. Not just  
for their wood, they came for every  
signori, signorina and bambino.

GEPPETTO

What did the fairies do to them?

FULVIO

No one knows. They vanished. Sant Arcangelo di Bosco is just another abandoned borgo overrun with trees.

GEPPETTO

They turned the people into trees.

FULVIO

I think they just took them. Or ate them. I heard it both ways.

GEPPETTO

No. Those people are trees.

FULVIO

That's not how I heard the story.

Geppetto heaves a worried sigh and decides not to argue.

INT. GEPPETTO'S TOY STORE/WORK SHOP - NIGHT

A FEW CRUMPLED CRICKET LEGS stick out from between the floor boards. They CRICK and POP as they unfurl from the damage caused by Candlewick's boot heel. Two ANTENNAE dart up out of the crack FEELING the air, before climbing out.

The Cricket's feelers are suddenly ILLUMINATED by a fluttering SHAFT OF BLUE LIGHT emanating from the keyhole. The Cricket darts between warped and ruddy floor boards.

The FLUTTERING BLUE LIGHT passes through the keyhole and into the room, followed by two more similarly fluttering BLUE LUMINESCENT BALLS. Then DOZENS MORE. The room is filled with BLUE BALLS OF LIGHT, gliding over every surface.

ONE FLUTTERING BALL OF LIGHT -- within each are FAIRIES, tiny, beautiful insect-winged women, three inches in length -- finds the snipped nose-branch on the work bench and hovers above -- is TURQUOISE. The FLUTTERING OF HER WINGS whipping up glowing tendrils of light as the TURQUOISE FAIRY calls all the other BLUE FAIRIES to her. The OTHER FAIRIES SURROUND the TURQUOISE FAIRY, turning FROM BLUE TO TURQUOISE.

The BALLS OF TURQUOISE LIGHT COALESCE into one beautiful, life-size INSECT-WINGED FAIRY. A scattered few tiny glowing spheres continue to buzz about as CLOTHO THE TURQUOISE FAIRY takes shape from the dozens of tiny fairies huddled together, their SILVERY BLUE WINGS becoming scale-like skin.

CLOTHO

There was a branch here.

She glances around the room, at the wood floors and walls:

CLOTHO (CONT'D)  
 Where's the rest?  
 (no response)  
 Wood, wood everywhere yet none of  
 it speaks to me. Difficult to be  
 impressed with un-enchanted wood.

She asks the snipped tip of Pinocchio's nose:

CLOTHO (CONT'D)  
 Where is the rest of you?

There's a FLUTTERING across the room as a TINY FAIRY inside LUMINESCENT BALL fusses over the work bench.

CLOTHO (CONT'D)  
 Shavings?

Clotho drifts across the room as if floating through water, propelled by her translucent wings. She examines the tools on Geppetto's work bench and finds a curly cue of wood on the blade of a carving knife. A cold fury washes over her.

CLOTHO (CONT'D)  
 I. Could just. Spit.

The floors and ceiling and walls -- essentially every wood surface -- begins to DARKEN and SPROUT BLACK LEAVES.

#### ON THE CRICKET

He hides between the ruddy floor boards, accidentally CHIRPING his poor, bent wings as he watches the WOOD GO BLACK all around him. He reacts to his CHIRP, tucking his antennae out of sight and crouching lower in the crack -- which glows with fluttering reflective light as Clotho approaches.

The Cricket tries to back away and finds himself entrenched between floor boards and flanked by the TWO TINY, BEAUTIFUL INSECT-WINGED WOMEN -- who are essentially his size.

#### ON THE FLOOR

TWO TINY, BEAUTIFUL BLUE FAIRIES haul the Cricket out from the crack between floor boards. Clotho flutters, the SWARM OF FAIRIES she's composed over SCATTER briefly and COME BACK TOGETHER as she descends on the Cricket.

CLOTHO (CONT'D)  
 I hope I'm not interrupting.

The Cricket only CHIRPS.

CLOTHO (CONT'D)  
You wouldn't have happened to  
notice who shaved the shavings?

CRICKET  
I... there's a... let me... think.

CLOTHO  
I'd be grateful for any assistance,  
as you can see I'm terribly pissed.

The wood continues to BLACKEN AND CREEP spreading across the floor from Clotho, moving toward the Cricket.

CRICKET  
The Toy Maker shaved your shavings.

CLOTHO  
To what end? Besides his own.

The Cricket looks over the counter at the Toy Store on the other side. Clotho's eyes narrow, then go wide with horror.

#### THE TOY STORE

The TURQUOISE GLOW of approaching Clotho illuminates the wall of TOYS. She's flanked by the other Fairies as they take in marionettes, carved animals, dolls, even a jack in the box. The TWO THREE INCH FAIRIES BUZZ their shared horror.

CLOTHO  
What horrors are these? Puppets?  
Pull things? Is that a horsey?

CRICKET  
That is a horsey.

CLOTHO  
And what's this?

Two STRAGGLER FAIRIES pick up the Jack in the Box off the shelf and fly it into Clotho's waiting hand.

CRICKET  
A jack in the box.

She the musical crank on the box.

CLOTHO  
Jack in the box? Sounds filthy.

The Jack SPRINGS from his BOX, briefly riling the fairies of Clotho's hand as she stares, unimpressed.

CLOTHO (CONT'D)  
Whoever did this --

CRICKET  
The Toy Maker.

CLOTHO  
-- is mocking us. This is a  
mockery. He took what was ours, is  
ours, and mocked us with it.

CRICKET  
He's actually very self-centered.  
I'm sure it was unintentional.

CLOTHO  
Unintentional isn't the point.  
Unforgiveable is more the issue.  
(then)  
Loggers... carpenters... toy-  
makers... I didn't leave my forest  
to compile an enemies list.

CRICKET  
Why did you leave your forest?

CLOTHO  
To bring my forest back. Not a  
splinter nor a shaving left behind.  
(re: shavings and nose)  
And this is not the rest of it.

The TINY, BEAUTIFUL FAIRIES descend on the toy shelf looking  
for the rest of the missing fairy wood, not finding anything.

CRICKET  
The rest may have run away.

The TINY, BEAUTIFUL FAIRIES stop -- what was that?

CLOTHO  
Run away on what?

CRICKET  
Legs.

CLOTHO  
Did the Toy Maker give it legs?

CRICKET  
I believe so, yes.

CLOTHO

A tree isn't meant to have legs and run. A tree is meant to take root.

CRICKET

I'm sure it's not meant to do a lot of things but it's out there somewhere doing them and on two legs.

Clotho is calm but the fairies composing her BEGIN TO STIR.

CLOTHO

Where's the Toy Maker now?

EXT. GEPPETTO'S TOY STORE/WORK SHOP - NIGHT

The WOOD EXTERIOR is already GROWING DARKER and SPROUTING BLACK VINES AND LEAVES that creep across the windows. And then the WINDOWS EXPLODE OUTWARD IN A SHOWER OF GLASS.

Shortly there after, the SWARM OF TINY BLUE FAIRIES (and ONE TURQUOISE FAIRY) fly out the key hole of the creaking door. The door finally falls REVEALING the Cricket standing in the doorway watching the FAIRIES buzz away down the street.

OFF the Cricket's wide-eyed stare punctuated by a blink...

EXT. ITALIAN VILLAGE - COURT YARD - NIGHT

Candlewick and Pinocchio strut along the cobblestone streets as the ITALIAN NIGHT LIFE whirls all around them. They push through the lower halves of the PEDESTRIAN TRAFFIC, chatting:

CANDLEWICK

Of course I know the difference between right and wrong. But it's what you do with the difference. Some would say stealing is wrong.

Pinocchio is horrified -- it hadn't occurred to him.

PINOCCHIO

Oh, no, I've been stealing all day.

Pinocchio opens his coat REVEALING it's stocked with watches, jewelry, sling shots, and all a manner of buckles and toys.

PINOCCHIO (CONT'D)

Should I give it back?

Candlewick quickly closes the coat and hides the evidence.

CANDLEWICK

No, stealing is the right kind of wrong. It didn't feel bad, did it?

PINOCCHIO

It felt good. I got stuff.

CANDLEWICK

What's wrong about that?

PINOCCHIO

I don't know. You said it was wrong. Now I feel bad. Why are right and wrong so confusing?

CANDLEWICK

It's only confusing if you care.

Then something catches Pinocchio's little pine eyes.

#### MANGIAFUOCO'S MARIONETTE THEATER

CAMERA PUSHES IN ON the ornate, palace-inspired facade. On the MARQUIS, dramatic letters ILLUMINATING one at a time:

M-A-N-G-I-A-F-U-O-C-O'S M-A-R-I-O-N-E-T-T-E T-H-E-A-T-E-R.

REVERSE TO FIND PINOCCHIO staring gob-smacked as he approaches with Candlewick, who is oblivious to the theater's appeal and keeps walking, but Pinocchio pauses to take it in.

CANDLEWICK

Why're you stopping?

Almost in answer to his question, they hear a BURLY VOICE:

MANGIAFUOCO'S VOICE

Who sir? You sir! Don't be shy!

Pinocchio and Candlewick turn to see:

#### MANGIAFUOCO, MARIONETTE THEATER DIRECTOR

He's a large man with a beard as black as ink and so long it threatens to cover his belly. A large whip made of snakes and fox tails knotted together hangs from his belt. He stands next to a large podium shaped like a miniature proscenium arch complete with velvet curtains. Mangiafuoco barks the crowd, generating excitement for tonight's performance with Elizabethan stage style bawdiness.

## MANGIAFUOCO

Roll up! Roll up! I, magnificent Mangiafuoco, the master of the Gran Teatro dei Burrattini invite you to live vicariously through my marvelous marionettes. It is because of the power of my imagination and the limitations of your own that I can tell you the adventure on this stage tonight is the greatest story ever told.

Pinocchio and Candlewick push their way through the crowd as the podium's VELVET CURTAINS PART TO REVEAL:

## A WOODEN MARIONETTE NAMED ROSA

She's beautifully carved and fashionably dressed. Although her eyes are totally lifeless and her limbs are under Mangiafuoco's control, her flirtatious smile is permanent.

## MANGIAFUOCO DOING ROSA

It's just a simple love story.

Candlewick abruptly turns heel and walks away.

## CANDLEWICK

Yuch.

## MANGIAFUOCO

(correcting Rosa)

A simple love story, Signore Rosa?  
This is a violent tale of survival.

This gets Candlewick's attention again.

## CANDLEWICK

Violent?

## MANGIAFUOCO DOING ROSA

(cheerfully flirtatious)

Every story is a love story. It's only a matter of what you love and how you love it. In this case, violently. Tickets one lira.

Through the crowd of spectators and passers-by, the lifeless eyes of Rosa the marionette fall on Pinocchio. A moment, a fleeting recognition of some kind, as her eyes suddenly don't look quite so lifeless, then they return to lifelessness.

## MANGIAFUOCO

Roll up! Roll up! Tickets one lira!

As Pinocchio wonders if what happened between he and Rosa just happened, a CATHOLIC GENTLEMAN, his WIFE, and FIVE CHILDREN (ages four through twelve) approach waving lira.

CATHOLIC GENTLEMAN  
Seven tickets, per favore.

Rosa's head keeps drifting back to Pinocchio despite Mangiafuoco's best efforts to keep it on the crowd.

Mangiafuoco snatches the lira from the Catholic Man and replaces them with a fist full of theater tickets.

MANGIAFUOCO  
Blow the handsome man a kiss.

MANGIAFUOCO DOING ROSA  
I blow you a kiss.

Mangiafuoco gives Rosa's strings a graceful tug and the marionette raises her hand to her mouth and launches a kiss at the CATHOLIC GENTLEMAN in the crowd. Then it APPEARS Rosa moves completely on her own volition. It's subtle, but not even Mangiafuoco notices Rosa blows her kiss to Pinocchio instead. Pinocchio notices, too, with a curious swoon.

MANGIAFUOCO  
Roll up! Roll up! Tickets one lira!

As the Catholic Gentleman turns away, pocketing his wallet, Pinocchio pick-pockets the wallet right back out again, taking the cash and returning the billfold where he got it.

Candlewick's mischievous smile of approval goes sour when Pinocchio slaps cash on the counter:

PINOCCHIO  
Two tickets, per favore!

SMASH CUT TO:

EXT. ITALIAN COAST - NIGHT

CAMERA SOARS ACROSS CRASHING WAVES until it finds a STONE PRISON built into the side of a cliff. The FLITTERING WINGS OF THE CRICKET ENTER FRAME as it flies above the sea at a break-neck pace -- particularly for a desperate cricket.

The Cricket flies as fast as he can in an effort to get ahead of the SWARM OF TINY, BLUE FAIRIES (and ONE TURQUOISE FAIRY) approaching the prison from land. CAMERA SOARS OVER THE CRICKET AND CONTINUES toward the prison MOVING INTO A ROUND, BARRED WINDOW to find:

INT. PRISON - CELL - NIGHT

Twenty feet below the round, barred window, Geppetto paces as his cell mate Fulvio picks his teeth in the shadows. The Cricket lands in the window sill with a weary PLIP, shakes the fatigue from his wings and begins rubbing them together:

CRICKET  
CHIRP-CHIRP-CHIRP-CHIRP!  
(then clearer)  
The Fairies are coming.

Geppetto goes pale with sudden, growing anxiety.

FULVIO  
Did that cricket just say the  
Fairies were coming?

INT. PRISON - GUARD POST - NIGHT

The familiar Carabineer who arrested Geppetto reacts as a nearby WOODEN POST BLACKENS and SPROUTS VINES. He looks up as a TURQUOISE GLOW illuminates him with reflective light.

Surrounded by a DOZEN SCATTERED MINIATURE FAIRIES, turquoise Clotho floats on human-sized insect wings, towering above the Carabineer, who stares at the Fairy, jaw hinged open.

CLOTHO  
Toy Maker.

CARABINEER  
(voice-cracking in fear)  
Last cell. End of the hall.

INT. PRISON - CELL - NIGHT

Geppetto climbs the twenty foot stone wall finding the smallest foot and hand holds in the decaying mortar as Fulvio cranes his head against the barred cell door, trying to get a glance down the length of the very long corridor.

FULVIO'S POINT OF VIEW

The long corridor of cells is dark... for a moment. Then the furthest reaches brightens with an EERIE TURQUOISE GLOW.

## ON GEPPETTO

He pulls himself onto the deep stone window sill next to the Cricket. Geppetto kicks at the barred window, trying to widen the bars. Below, Fulvio has started to climb the wall.

GEPPETTO

Are you the cricket from my shop?

CRICKET

(flattered)

You remembered me.

GEPPETTO

You always been able to talk? How come you never talked to me before?

CRICKET

You didn't seem that interested.

And I might ask you the same thing.

The Toy Maker can't believe he's having this conversation.

GEPPETTO

Can everythi -- Wait. You talked to the fairies about me didn't you?

What did you tell them?

Cricket has lost its ability to communicate as it only says:

CRICKET

Chirp. Chirp-chirp.

INT. PRISON - CELL BLOCK - NIGHT

CAMERA MOVES DOWN THE CELL BLOCK as the REFLECTIVE LIGHT from CLOTHO and the SWARM OF FAIRIES that compose her (and the dozen or so stragglers) cause the VARIOUS PRISONERS to shrink into the recesses of their respective tanks and cower.

INT. PRISON - CELL - NIGHT

Fulvio dangles from the window sill as the room starts to BRIGHTEN WITH THE OMINOUS TURQUOISE GLOW. Geppetto presses himself against the bars and out of sight of whatever is coming through the doorway. Fulvio whips his head around to see the source standing just outside of their cell.

FULVIO

("holy shit")

Madonna.

## ON CLOTHO

The DOZENS OF TINY FAIRIES she's composed of briefly scatter as they FLUTTER THROUGH THE BARS to REFORM on the other side.

## ON FULVIO

The petty criminal tries to pull himself up onto the window. Geppetto reaches out to give him a helping hand and there is a sudden TURQUOISE GLOW followed by a dramatic LURCH as FULVIO IS VIOLENTLY TRANSFORMED INTO A TREE, cracking the stone wall and window sill with his SPONTANEOUSLY UNFURLING BRANCHES AND ROOTS. The WINDOW BARS are torn from the stone wall by the momentum of FULVIO'S DRAMATIC TRANSFORMATION.

## ON GEPPETTO

Unable to get out of the way, he holds onto one of Fulvio's branches as it plunges through the prison wall, stretching far out over the raging sea below.

Geppetto dangles briefly before swinging his legs up and wrapping them around the tree branch from which he hangs. He rights himself and starts to carefully pull himself in a shimmy toward the sturdier trunk of the tree. Then...

CRRRRRRRRACK.

The stone wall of the prison -- compromised by Fulvio's wily root system -- begins to crack, tipping the branch partially through the crumbling window sill. Geppetto scrambles up the tipping tree trunk coming face to face with:

## CLOTHO

She hovers on the other side of the window, inside the cell.

CLOTHO

Hello.

GEPPETTO

Hello.

CLOTHO

I was just smiting somebody. I didn't see where you came from.

GEPPETTO

I happened to be plummeting from up there somewhere. Higher than this.

CLOTHO  
How fortuitous.

GEPPETTO  
The fortuitous-ness is all mine.  
What an honor it is to be in the  
presence of such a lovely creature.

CLOTHO  
You'll have to forgive me for being  
somewhat susceptible to charm.  
I'm mostly in the company of wood.  
Enchanted wood, but nevertheless.

GEPPETTO  
How could it not be enchanted in  
your presence?

CLOTHO  
Now you got me suppressing giggles.

Gepetto slips slightly and gets hand-holds in what are now Fulvio's terrified features etched into the bark.

GEPPETTO  
Oh. Oh, that's his face.

CLOTHO  
Watch your fingers. Such a rarity,  
fairy folk making appearances.  
Shame to leave a bad impression by  
turning somebody into a tree.

GEPPETTO  
I'm sure you had your reasons.

CLOTHO  
I have a lot of them. Punishment  
fitting the crime, and the such.

GEPPETTO  
His crime was tree-related? Hard  
to imagine anyone doing anything to  
hurt a tree... I love them so much.

CLOTHO  
You do realize I am well aware that  
you're the tree carving Toy Maker.

GEPPETTO  
I didn't realize that, no.

CLOTHO

At first it was cute. You were so bold. And then it got annoying. Then it got a little sad. Here you are telling lies as you cling to the remains of an innocent man - innocent in terms of this sentence.

GEPPETTO

In my defense, I do feel bad.

CLOTHO

I should hope so. I feel horrible. If he were a fairy, I could turn him back. But this is permanent.

GEPPETTO

Also in my defense, I didn't know the wood I was carving was fairy wood or that fairy wood existed or that it was a crime to carve it. After this experience, I feel weird about carving anything anyway so I'm not planning on doing it again. If you could just find it in your heart to take your wood and go...

Geppetto clutches the tree that was once Fulvio, his grip slipping. Clotho is absolutely without compassion.

CLOTHO

Even if my heart were open to that, which it isn't because, well, it just isn't, my wood isn't yours to wager with. Mostly since it ran away on the legs you gave it.

CRRRACKING and CRRRUMBLING SOUNDS. Before either Clotho or Geppetto can entirely process their severity:

GEPPETTO

Please don't turn me into a truh --

CRR'FWOMP! Geppetto plummets abruptly OUT OF FRAME along with the barred window and some of the stone wall around it.

The DOZENS OF FAIRIES comprising Clotho SWARM briefly, REFORMING BACK TOGETHER at a better vantage point to see:

GEPPETTO CLINGING TO THE TREE THAT WAS FULVIO AS IT FALLS

Wind whistles through Fulvio's branches and past Geppetto's ears, the CRASHING SEA RAPIDLY APPROACHING from below.

The Cricket climbs out of Geppetto's pocket, spreads his wings and PARACHUTES UP AND AWAY mere moments before:

UNDER THE SEA

SPLOOOSHHH! Geppetto and the tree that was Fulvio PUNCH A FLEETING HOLE IN THE SURF in an EXPLOSION OF BUBBLES. Geppetto holds his breath as he is buffeted by the relentless tide. He reaches for something, anything and finds himself caught up in Fulvio's branches that buoy him to the surface.

ON CLOTHO

She FLOATS in the gaping hole in the side of the Prison, surrounded by dozens of GLOWING FAIRY STRAGGLERS. From OVER CLOTHO'S SHOULDER, we can see far below Geppetto and the tree that was once Fulvio BOBBING TO THE SURFACE OF THE SEA, drifting toward JAGGED ROCKS. Geppetto is very much alive.

Clotho watches as the tree that was Fulvio JAMS INTO A CLUSTER OF ROCKS allowing Geppetto to JUMP onto the rocks and LEAP FROG onto another outcropping before climbing onto a SEMI-POPULATED BEACH -- A DOZEN PEOPLE gathered around a camp fire. Geppetto runs to a ROW BOAT beached in the sand and quickly PUSHES IT OUT TO SEA. A MAN gives chase.

Geppetto loses the PURSUING MAN in the surf and rows furiously out to sea and away from the coast.

Clotho confides annoyance in the fairies that compose her:

CLOTHO

He fled to the sea. We shall let the sea claim him. Stand by while I summon the terrible dogfish.

CAMERA PUSHES IN ON CLOTHO as every FAIRY WING that comprises the surface of her skin BEGINS TO VIBRATE WITH A DEEP HUMMM.

CUT TO:

EXT. MEDITERRANEAN SEA - NIGHT

CAMERA SOARS OVER THE UNDULATING WAVES toward an ISLAND with a tall, distinctive mountain jutting out of its land mass.

There's a FLUTTERING TURQUOISE LIGHT in the distant sky beyond the islands that IGNITES the horizon with a TURQUOISE AURORA BOREALIS.

The ISLAND SHAKES SUDDENLY AND VIOLENTLY. It's MOVING. Large chunks of sand and rock and trees CRUMBLE into the Mediterranean REVEALING the distinctive mountain to be a GIGANTIC DORSAL FIN. This is THE TERRIBLE DOGFISH.

CAMERA ACCELERATES, SOARING OVER THE GIGANTIC DORSAL FIN and across the waters of the Mediterranean Sea. The BOOT OF ITALY appears under the DANCING LIGHTS OF AURORA BOREALIS.

CAMERA CONTINUES ACROSS THE WAVES toward the LIGHTS OF GEPPETTO'S SMALL VILLAGE on the coast, fast approaching:

GEPPETTO

The Toy Maker ROWS HIS STOLEN ROW BOAT FAR AND FURIOUSLY AWAY FROM THE SHORE. He paddles TOWARD AND UNDER THE CAMERA AS IT WHIPS OVERHEAD. CAMERA CONTINUES TRAVELING DIRECTLY PAST:

THE CRICKET

The poor bug is flapping its wings against whipping winds of the sea, desperate to catch up to the fleeing Toy Maker.

CAMERA CONTINUES TOWARD:

CLOTHO

She hovers in the gaping hole of the STONE PRISON, HUMMING IN SYNCHRONICITY with the VIBRATING AURORA BOREALIS above. CAMERA SOARS THROUGH THE AURORA BOREALIS OVER THE STONE PRISON and BEYOND. CAMERA finally SLOWS MARGINALLY TO FIND:

THE ITALIAN VILLAGE

CAMERA FLIES ABOVE THE ROOFTOPS TOWARD MANGIAFUOCO'S MARIONETTE THEATER. CAMERA CONTINUES through the front doors, into the lobby, through another set of doors to FIND:

PINOCCHIO AND CANDLEWICK

We are --

INT. MARIONETTE THEATER - AUDITORIUM - NIGHT

The wooden boy and the organic boy sit in the back of the theater, quietly squabbling as the AUDIENCE files in.

The ORGANIST performs a solo at the rear of the theater near the theater entrance under the ORCHESTRA BALCONY. The CATHOLIC GENTLEMAN, his WIFE and FIVE CHILDREN are getting settled in their row and finally taking their seats.

CANDLEWICK

Every minute in this theater is a minute not in the Land of Play. So this better be shockingly violent.

PINOCCHIO

I'm not here for the violence.

CANDLEWICK

You know she's not really a real girl, don't you?

PINOCCHIO

What a thing to say about someone. You're not really a real boy.

CANDLEWICK

You're not really a real boy.

PINOCCHIO

Am so.

PLI-POP. Pinocchio whips around, quickly removing his shears and his sand-paper. As he SNIPS and SANDS and SANDS, Pinocchio decides to change his tactic with Candlewick:

PINOCCHIO (CONT'D)

I know she's not really a real girl. I'm not here for her either.

Pinocchio SANDS FASTER to fight his RAPIDLY GROWING NOSE.

PINOCCHIO (CONT'D)

I'm here for stealing, the good kind.

Furious sanding now.

CANDLEWICK

What are you going to steal?

Pinocchio turns, stares, blinks, then:

PINOCCHIO

What do you think?

CANDLEWICK

(shrugs)

Money?

PINOCCHIO  
(turning away)  
Yes, I'm going to steal their money.

Another big SPROUT. Pinocchio snips it off with his SHEARS.

A DOOR MARKED PRIVATO

Candlewick boosts Pinocchio within reach of a TRANSOM WINDOW (already ajar) above the door. Pinocchio pulls himself up and slides his body into the narrow transom opening.

CANDLEWICK  
You won't fit.

Pinocchio ignores him, but his head is much too big to pass.

PINOCCHIO  
I won't fit.

Candlewick tries to adjust his grip as Pinocchio wiggles.

CANDLEWICK  
Stop fussing.

With the weight of Pinocchio's body pushing it down, the HEAVY TRANSOM ABRUPTLY SLAMS SHUT ON PINOCCHIO'S NECK.

SNAP!

PINOCCHIO'S HEAD is PINCHED OFF by the HEAVY TRANSOM slamming shut. Candlewick stares at his friend's decapitated cap dropping and bouncing onto the floor, goes instantly pale and FAINTS dead away in a heap in front of the door.

The DOOR OPENS and Pinocchio's HEADLESS SILHOUETTE appears.

CANDLEWICK'S POINT OF VIEW - BLACK

His BLINKING EYELIDS slowly open to REVEAL and FOCUS ON:

PINOCCHIO

Head back on shoulders, he gently slaps Candlewick's cheeks as he props him up against the canted metal cellar doors.

CANDLEWICK (CONT'D)  
I saw you get your head cut off.

PINOCCHIO  
 If you're seeing things that aren't  
 really there you may have a tumor.

Pinocchio quietly slips inside the DOOR MARKED PRIVATO.

INT. MARIONETTE THEATER - STORAGE TUNNEL

Pinocchio ENTERS A LONG ROOM LINED FLOOR TO CEILING WITH MARIONETTES, MORE PUPPETS OVERHEAD. Though they are made of wood not flesh, it is no less creepy. Pinocchio examines the lifeless puppets. They don't seem to be like him at all.

Pinocchio dons the costume of a stored marionette over his school clothes, dressing in the iconographic pants and vest, before continuing to investigate the recesses of the theater.

As Pinocchio makes his way deeper into the dark, MARIONETTES CREEPILY COME TO LIFE behind him, climbing down from their stands CRAFTING A WEB OF CRISSCROSSING PUPPET STRINGS, cutting him off from getting out the way he came in. With all the LIMBS MOVING, the marionettes have the shadow of a haunting spider closing in on a hapless Pinocchio.

PUPPET ROOM

Pinocchio emerges from the spider-trap tunnel of puppets into an immediate access area for puppets about to go on stage. He studies the marionettes hanging from varying lengths of string until his eyes fall upon the one who blew him a kiss:

ROSA

The beautiful marionette hangs motionless on strings fixed to a wooden handle propped up on a puppet stand. Pinocchio can't peel his eyes away from her, not only looking for any signs of life but genuinely enjoying looking at her.

Oblivious to the trap that's being woven behind him, Pinocchio leans close to Rosa, studying her, and whispers:

PINOCCHIO  
 Did you blow me a kiss?

No response. No sign of life. Nothing. He keeps looking.

A DOOR OPENS illuminating a rickety staircase behind Rosa with a narrow shaft of light. Pinocchio looks up as SOMEONE STOMPS down the stairs. Reluctantly, Pinocchio backs away from Rosa and makes a dash back under the stage and into:

## A WEB OF MARIONETTE STRING

Pinocchio YELPS as his legs get TANGLED in the string trap. There's a FLURRY OF LIMB MOVEMENT all around our wooden hero, impossible to know how many and who they're attached to.

Pinocchio struggles unsuccessfully and is quickly WRAPPED IN PUPPET STRING, PARTIALLY COCOONED, and YANKED OUT OF FRAME.

HARD CUT TO:

## MANGIAFUOCO

Large and hairy and frightening. He strikes an intimidating pose sitting opposite poor partially cocooned Pinocchio. The theater director thumbs his snake and fox tail whip.

PINOCCHIO (CONT'D)  
I was just looking for my seat.

PLIPOP. An INCH OF SPONTANEOUS GROWTH on Pinocchio's face. Mangiafuoco considers Pinocchio's nose a brief moment, then looms, simultaneously calm and threatening:

MANGIAFUOCO  
When choosing a seat, best not to  
sit so close. Ruins the illusion.

There's a WHISPERING TITTER OF LAUGHTER coming from every where. Pinocchio glances about only seeing lifeless puppets.

ROSA'S VOICE  
What does he know about illusion?

PINOCCHIO  
I know about secrets. How to keep  
them, who to tell, who not to tell.  
Nobody and everyone, in that order.

CAMERA REVEALS ROSA as she plucks off the last of her remaining puppet strings and steps down from her stand. If Pinocchio had a heart, it would have skipped a beat.

PINOCCHIO (CONT'D)  
You did blow me a kiss.

ROSA  
Tell me your secret.

PINOCCHIO  
I'm not a real boy.

More TITTERS OF LAUGHTER, louder now, a bit more oppressive.

ROSA

You have a bigger secret than that.

Pinocchio nervously eyes the HALF DOZEN LIVING MARIONETTES EMERGING FROM THE SHADOWS OF THE LIFELESS PUPPETS. They're a GROUP OF BRUISERS, taped, glued and pieced back together. Among the living marionettes are HARLEQUIN and PUNCH, who is taping his fists and joints like a CAGE FIGHTER. The air of the room is less cute and more MARIONETTE FIGHT CLUB.

PINOCCHIO

Are you like me?

ROSA

We're like you in that we are wood.  
We're not like you in that we  
haven't always been wood. We were  
flesh before we were turned.

PINOCCHIO

Can you tell me what I am?

PUNCH

You don't know?

ROSA

You're a little wooden dreamer of  
the forest. I've just never seen  
one awake before.

PINOCCHIO

That's sort of vague.

ROSA

You're a wood sprite. You're  
supposed to be wood.

PINOCCHIO

I don't want to be a wooden boy. I  
want to be a real boy. One that  
can't be given away.

PUNCH

Am I alone in finding it odd that a  
walking wood sprite tarted up like  
a boy has wandered into our midst?

MANGIAFUOCO

I thought it was strange.

HARLEQUIN

He's a spy.

ROSA  
(to Pinocchio)  
Are you a spy?

PINOCCHIO  
No.

Rosa considers Pinocchio's nose and its lack of growth.

ROSA  
Not a spy. Regardless, it's much  
too dangerous for us if you linger.

PINOCCHIO  
Why?

ROSA  
Fairies will be looking for you.

CUT TO:

#### UNDER THE SEA

The BELLY OF A ROW BOAT cuts through the waves above, OARS SPLASHING on the surface, propelling it forward. We are --

#### EXT. MEDITERRANEAN SEA - NIGHT

Gepetto rows and rows once more, before collapsing in a weary heap on the floor of the boat. He glances up at the strange TURQUOISE AURORA BOREALIS hanging across the sky, then realizes there is a PICNIC BASKET under his head.

The Toy Maker rummages through the picnic basket, finding a sandwich and a bottle of wine, and looks up to see:

#### THE CRICKET

It flutters INTO FRAME and land on the picnic basket lid. Gepetto isn't terribly pleased to see the little bug.

GEPPETTO  
No. You get out of here.

Gepetto eats and drinks hungrily as the Cricket begins rubbing it's wings together articulating:

CRICKET  
I don't have any place else to go. I  
only ever rubbed in your toy store,  
now there's little left of it.

GEPPETTO

Can you clarify "little left." I'm curious because it's my home.

CRICKET

The fairies did their part then...

QUICK POP TO:

EXT. GEPPETTO'S TOY STORE/WORK SHOP - NIGHT

The VILLAGE CHILDREN are actively LOOTING, crawling through the broken glass of the windows and the fallen door, pushing past the other children spilling out with TOYS IN HAND.

BACK TO:

EXT. MEDITERRANEAN SEA - NIGHT

Geppetto is once again furiously rowing. The Cricket stands on its hind legs on the bench opposite him.

CRICKET

Where are you paddling to?

GEPPETTO

I don't know. I'm just paddling. I've been traumatized. I want to paddle someplace trees don't grow.

(then)

Where's Pinocchio?

CRICKET

You're worried about him?

GEPPETTO

No. I want to know where he is so I can be far, far away from there.

CRICKET

He called you poppa.

Geppetto pauses briefly in his rowing to consider that, then shrugs it off and continues his stroke.

GEPPETTO

I didn't think that was earned. At all. He was only around a day. I certainly didn't get that attached.

CRICKET

You're attached to all the other  
toys you've made. You practically  
weep every time you sell something.

GEPPETTO

I'm very comfortable with my  
emotions when I don't think anybody  
is watching. Besides, this toy  
talked. And then it talked back.

CRICKET

He needs a father.

GEPPETTO

I carved a wooden marionette with  
no intention of it coming to life.  
No fatherly obligation there.

CRICKET

He's alone.

The word "alone" strikes Geppetto where the Cricket intended.

CRICKET (CONT'D)

He's as alone as you are and he  
doesn't know the difference between  
right and wrong. No one taught him.

GEPPETTO

I'm the target of fairy assassins.  
I wish him well. Am I rowing away  
from wherever he is currently?

CRICKET

Yes.

GEPPETTO

Good. What I wanted to hear.

He continues to row two more strokes, then stops. He stares,  
his head slightly twitching as if shaking it "no" at the  
notion in his head. Then a grimace. Then he says aloud:

GEPPETTO (CONT'D)

No. No.

And starts rowing again, same direction. Then stops, quickly  
and quietly turning around so that he is rowing the opposite  
direction back to shore... toward Pinocchio.

There's a small glance at the Cricket who grins and places  
his wings together about to comment.

GEPPETTO (CONT'D)  
Don't.

Before the Cricket can respond, his gaze is drawn upward just as A SHADOW FALLS OVER THE MOON. Geppetto turns to see:

AN ISLAND

It LOOMS OVER the tiny row boat that bobs in its wake. Geppetto holds onto the rim of the boat, steadyng himself..

GEPPETTO (CONT'D)  
Has that island always been there?

A moment of eerie silence then Geppetto opens his mouth and --

WHABOOM!

The Toy Maker clutches the sides of the ROW BOAT as it is PROPELLED VIOLENTLY INTO THE AIR in an EXPLOSION OF WATER.

ON THE CRICKET

The bug is pressed to the bench before briefly floating off of it as they reach the apex of their ascent. Then the ROW BOAT AND GEPPETTO DROP OUT OF FRAME.

ON GEPPETTO

The Toy Maker glances up to see the Cricket hovering mid-air as he and the ROW BOAT FALL back to the sea, toward:

THE ISLAND

Which appears to be REARING UP OUT OF THE SEA. It's GIANT HEAD AND MAW breaking the surface of the water REVEALING:

THE TERRIBLE DOGFISH

A MEGADALON SHARK, each jagged tooth is several stories in height, pokes its dogfish head out of the sea. The breadth of its gaping maw easily spans the size of a CITY BLOCK as it stretches open beneath Geppetto and the PLUMMETING ROW BOAT.

CRR'CHUNK!

The ROW BOAT WEDGES BETWEEN ICEBERG-SIZED MEGADALON TEETH like an irksome MEGASCALE BLACKBERRY SEED. The Dogfish's SNOUT AND JAWS THRASH coming out of the Mediterranean.

## ON GEPPETTO

The Toy Maker is TOSSSED out of his TINY ROW BOAT, flailing through the air only to LAND WITH A HARD SLAP on a GARGANTUAN WHITE SLAB OF SHARK TOOTH. He slides across the surface like WET SLATE, PLUNGING INTO THE SOFTER-TISSUE OF THE GUM LINE.

He glances over the edge of the tooth to see A CAVERN OF TEETH, ROWS AND ROWS, OLD ONES IN THE FRONT, NEW IN BACK. A SHADOW FALLS, then Geppetto looks up just in time to see:

A GIGANTIC ROW OF SHARK TEETH FROM THE OPPOSING JAW

ICEBERG STALAGMITES slicing GIANT PEARLY WHITE DEATH directly toward Geppetto as the MEGADALON GNASHES ITS TEETH. The TEETH BITE as Geppetto DIVES TO AVOID THEIR SHEARING FORCE.

The Toy Maker hangs onto the gum line as the Terrible Dogfish's TEETH CHOMP AND GRIND all around him, nearly rattling him loose. The JAWS OPEN WIDE AGAIN REVEALING:

## THE ROW BOAT

Still wedged between two ICEBERG-SIZED TEETH, one tooth over.

## THE TOY MAKER

He runs in a SLIPPERY MAD DASH across the tooth, legs sliding out of control as he navigates the heavily enameled surface.

He leaps across a NARROW CHASM BETWEEN TEETH, lands and in one last desperate move, DIVES FOR THE ROW BOAT.

CLPOMP!

Geppetto lands in a bone-rattling heap so jarring its impact KNOCKS THE ROW BOAT LOOSE FROM BETWEEN THE SHARK'S TEETH.

## OVER THE BOW OF THE BOAT

Geppetto watches white-knuckled as the little ship RATTLES ACROSS THE ENAMEL of ONE TOOTH, SKIPPING ONTO THE NEXT TOOTH, ONE AFTER ANOTHER like a TOBOGGAN. The ROW BOAT has enough momentum when it hits the next tooth to GO AIRBORN.

## ON THE CRICKET

Its hovering in the air on rapidly beating wings, high above the proceedings with Geppetto and the Terrible Dogfish, but below the FLUTTERING BLUE LIGHTS OF THE AURORA BOREALIS. The Cricket watches Geppetto clinging to his row boat as it sails over the giant shark's gaping toothy maw.

## THE ROW BOAT

It soars through the air as GIGANTIC JAWS RISE ALL AROUND. The OCEAN APPEARS TO DROP OUT FROM UNDER THE ROW BOAT. IT DISAPPEARS DOWN THE TERRIBLE DOGFISH'S GULLET as the shark rises almost half its body length out of the water.

## ON THE CRICKET

The flying insect desperately tries to CLIMB HIGHER, UP AND AWAY FROM THE SHARK'S LOOMING JAWS rising out of the sea as Geppetto and his Row Boat disappear inside.

CHOMP! The Terrible Dogfish's TEETH CLAMP SHUT merely inches away from the Cricket's hind legs as it continues upward.

## ON GEPPETTO AND THE ROW BOAT

The SHARK'S JAGGED TEETH CLOSE OVER the MOONLIGHT as the Toy Maker and his ship fall into the digestive track abyss.

## POP WIDE ON THE MEDITERRANEAN SEA

The Terrible Dogfish's head finally sinks beneath the surface of the sea with a COLOSSAL SPLASH that laps at the beaches of THE ISLAND ON ITS BACK. A moment as the FOAM DISSIPATES IN A SHIMMERING FIZZ. Then the FLUTTERING BLUE LIGHTS of the AURORA BOREALIS ABOVE FADE AWAY into a starry night.

ORNATE VELVET CURTAINS DROP DRAMATICALLY OVER THE SCENE

CAMERA PULLS BACK TO REVEAL we are --

## INT. MANGIAFUOCO'S MARIONETTE THEATER - STAGE - NIGHT

PLUCKY, COMEDIC MUSIC KICKS from the STRING QUARTET and WINDS TRIO accompanying the ORGANIST from the orchestra balcony.

## BACK STAGE

Behind the CYCLORAMA BACK DROP, Rosa is dolled up like a HOUSEWIFE (complete with rolling pin) mid-conversation with Pinocchio. A PUPPETEER "dresses" her with strings to complete her marionette illusion for the audience.

PINOCCHIO

What's the worst a fairy could do?  
They sound harmless. "Fairies."

ROSA

Fairies will snatch you and fly you back to their forest and bury you alive. In that living grave, you will take root and short of a stiff breeze, you will never move again.

PINOCCHIO

I've tried not moving. I didn't like it. Not one bit. Why me?

ROSA

You're why people knock wood when they knock wood as the saying goes.

PINOCCHIO

Why do people wanna knock my wood?

ROSA

To take your luck. But it seems you've kept all yours. For now.

PUNCH

He'll take all of ours if he stays.

ROSA

(to Pinocchio)

He was just leaving. Never come back. Never speak of us to anyone.

Pinocchio stares at her. The first time he's met someone like him and they are kicking him to the proverbial curb.

ROSA (CONT'D)

Wait. How did you escape the forest?

PINOCCHIO

First thing I remember was the Toy Maker and I was already escaped.

ROSA

A Toy Maker saved you from the forest and tempted the wrath of fairies?

PINOCCHIO

He did? He did. He's my dad.

ROSA

How can you not feel real when  
someone loves you that much?

Pinocchio feels a pang of guilt, missing the Toy Maker.  
Punch saunters by on his way to the stage, strings draped  
over his arm like the long tail of a robe.

PUNCH

Weren't you told to leave?

Punch shoots Pinocchio one last look as he hands his PUPPET  
STRING HANDLE to his PUPPETEER. The CURTAINS OPEN as Punch  
walks onto the stage singing a jaunty little tune:

PUNCH (CONT'D)

*My name is Punchinello! All dressed  
in red and yellow! I'm such a jolly  
fellow! Rootootootooey!  
Rootootootooey! Rootootootooeytay!*

#### ON PINOCCHIO AND ROSA

Punch EXITS TO THE STAGE, but we can still hear him SING O.C.  
Rosa turns Pinocchio's attention back to their conversation:

PINOCCHIO

I'm not leaving until you knock on  
my wood for luck.

She unceremoniously knocks head. Pinocchio is unsatisfied.

PINOCCHIO (CONT'D)

Why did you blow me that kiss?

ROSA

It was a stray kiss. You got in  
the way. You were lucky.

He studies her a brief moment looking for a "tell." Nothing.

PINOCCHIO

I was hoping you would say you  
liked looking at me and that it  
made your eyes feel good. That's  
what I'd say if you asked me.

ROSA

I did like looking at your pine eyes.

PINOCCHIO  
I'm named after them.  
(a flirtation)  
Since we're so close you wouldn't  
have to blow very hard if you  
wanted to blow another kiss.

ROSA  
(sans kiss)  
Goodbye, Pinocchio.

With that Rosa is WHISKED INTO THE AIR ON STRINGS by her  
PUPPETEER. Pinocchio watches her disappear on stage.

INT. MARIONETTE THEATER - AUDITORIUM - NIGHT

Pinocchio sits down next to Candlewick, who is completely  
engrossed in what's happening on the stage.

PINOCCHIO  
We have to go.

Candlewick notices Pinocchio is empty handed.

CANDLEWICK  
Where's the money?

EXT. MANGIAFUOCO'S MARIONETTE THEATER - TICKET WINDOW

MANGIAFUOCO, the theater director, is counting the MONEY from  
the evening's ticket sales. Then his booth starts to glow  
with an EERIE BLUE LIGHT. Mangiafuoco looks up to see:

CLOTHO

She takes shape as the DOZENS OF FAIRIES huddle together,  
floating outside the ticket booth window.

Mangiafuoco stares -- it's both awe-inspiring and awful at  
the same time, FAIRIES at his window with a serious smile.

CLOTHO  
I'm looking for a little wooden boy  
wandering around without strings.

MANGIAFUOCO  
All the wooden boys at  
Mangiafuoco's have strings.

CLOTHO

See anything like that without  
strings walking by?

MANGIAFUOCO

I only see customers.

CLOTHO

Any wooden customers?

MANGIAFUOCO

Not that you could tell by looking.

CLOTHO

If I were a wooden marionette  
walking around on legs I shouldn't  
have, I might walk those legs to  
the local marionette theater, and I  
might even take in a show.

The VARIOUS DOZEN OR SO STRAGGLER FAIRIES surrounding Clotho  
SQUEEZE IN so she's all in one tight HUB OF FAIRIES, then:

CLOTHO (CONT'D)

One please.

MANGIAFUOCO

We don't sell tickets after the  
performance has started.

The STRAGGLER FAIRIES working so hard to SQUEEZE-IN have  
given up, spreading out in a collective sigh of sorts.

CLOTHO

I'd like you to consider changing  
your policy or at the very least  
making an exception this once.

MANGIAFUOCO

There aren't any seats left.  
Packed house.

Clotho stares for a cold, hard moment. The wood floorboards,  
beams and supports of the ticket booth begin to DARKEN all  
around Mangiafuoco, SPROUTING BLACK VINES and LEAVES.

CLOTHO

If something saved your life, would  
you want to know what it was or  
would you rather live not knowing  
how close it all came to ending?

MANGIAFUOCO

I suppose I would be curious.

CLOTHO

Today I turned an innocent man into  
a tree who had done no wrongs  
against me, had never denied me  
admittance to anything. It was a  
rush to judgement and I was sloppy.  
This benefits you because I don't  
want to rush to judge you, capiche?

MANGIAFUOCO

Capiche.

CLOTHO

Even though I'm not judging, I can  
imagine how horrible you'll feel  
once you realize all I'm doing is  
trying to buy a ticket so I don't  
have to turn you into a tree.

A tense moment as Clotho lets that statement hang in the air  
in hopes that it will have some impact. Then:

CLOTHO (CONT'D)  
One ticket please.

OFF the BEAD OF SWEAT sliding down Mangiafuoco's temple...

CUT TO:

INT. MANGIAFUOCO'S MARIONETTE THEATER - ON STAGE - NIGHT

Under the proscenium, in a STYLIZED KITCHEN SET, Punch and  
Rosa are "puppeteered" from above as Rosa VIOLENTLY BEATS at  
Punch with a rolling pin. A WOODEN CROCODILE PUPPET watches.

The ORGAN PLAYER under scores the emotions on stage when the  
note he's playing HONKS to an abrupt end. Stefania and her  
mother, the Catholic Gentleman and his family, all the rest  
of the audience, turn to see what caused the sour note.

Even the BEATING stops abruptly -- with Rosa getting in one  
last whack before both marionettes suddenly GO LIMP.

REVERSE TO REVEAL:

CLOTHO

She drifts past the ORGANIST and down the aisle, VARIOUS  
STRAGGLING FAIRIES buzzing around her. The crowd stirs.

## ON PINOCCHIO

He shrinks behind Candlewick, out of Clotho's sight.

## INCLUDE THE AUDIENCE

The Catholic Gentleman and his family stand to beat a hasty retreat, but Clotho very clearly instructs:

CLOTHO

Sit. Right where you are.

The standing members of the audience take their seats. Clotho and her buzzing stragglers stop next to Stefania and Madame Bucci. The pair stare absolutely gobsmacked.

CLOTHO (CONT'D)

Except you. Move over.

Stefania and her Mother both do as instructed as Clotho sits.

CLOTHO (CONT'D)

What have I missed?

Stefania comes out of her stare quicker than her mother:

STEFANIA

He accidentally fed their baby to a crocodile and now his wife is mad.

Clotho blinks, not impressed.

CLOTHO

This is what passes for entertainment?

(to the performers)  
By all means. Please. Continue.

The ORGANIST, STRINGS and WINDS all take up instruments and hesitantly resume the now inappropriately comedic MUSIC.

## THE PUPPETEER LOFT

A MALE PUPPETEER and a FEMALE PUPPETEER exchange glances. Neither Rosa nor Punch are moving on their own accord, revealing how unskilled their Puppeteers are, particularly as they improvise Punch and Rosa's GRUNTS and SCREAMS.

## UNDER THE PROSCENIUM ARCH

Rosa and Punch are awkwardly manipulated, their limp limbs not moving nearly as precisely as before. Rosa clumsily beats at Punch, who takes the hits less enthusiastically.

## THE AUDIENCE

Although they are terrified by the MYTHICAL CREATURE(S) in the theater, they are keenly aware of the bad performance.

Clotho studies the marionettes performing on the stage. Her eyes narrow as she watches Punch, in particular.

CLOTHO (CONT'D)  
(an order)  
The wooden boy on stage.

SEVERAL FAIRY STRAGGLERS separate from Clotho's body apparent and drift toward the stage and the puppet performers.

CLOTHO (CONT'D)  
I have to say I'm not entirely  
convinced by his performance.

STEFANIA  
He was funnier before you got here.

CLOTHO  
What an interesting observation.

The TINY BLUE INSECT-LIKE FAIRIES glide over the expressionless face of marionette Punch as Rosa clubs him, also gliding up to inspect their hapless PUPPETEERS above the stage who are doing their best to "go on with the show."

## ON PINOCCHIO AND CANDLEWICK

Candlewick stares, jaw hanging open. Fairies. Pinocchio watches -- there but for the grace of god go I -- as the straggler fairies begin PLUCKING OFF PUNCH'S STRINGS ONE BY ONE until he FALLS forward, still strung up by his legs. Rosa takes a few more clumsy swings as the PUPPETEERS above continue to improvise half-hearted puppet GRUNTS and SCREAMS.

## ON CLOTHO

She locks eyes with the fallen PUNCH, who gambles a glance at the fairy at the wrong split-second.

As the corners of Clotho's lips creep up in a smile the WINGS that comprise them and the rest of her face ERUPT IN A WHIRLWIND CLOUD OF FAIRIES sweeping over the audience toward the stage.

ON STEFANIA AND MADAME BUCCI

Stefania's Mother PULLS HER AWAY FROM HARM as they both dive out of the FAIRY SWARM'S RAGING PATH.

ON PINOCCHIO AND CANDLEWICK

The real boy PULLS the wooden one OUT OF THE THEATER as ALL HELL BREAKS LOOSE inside Mangiafuoco's Marionette Theater.

ON PUNCH

He tries to flee the STORM OF FAIRIES, but is tangled in his own strings still connected to his legs. He grabs a handful of his tethers in a desperate bid to free himself and YANKS -- pulling his PUPPETEER over the fly rail and onto the stage.

ON ROSA

HIT BY PUNCH'S FALLING MALE PUPPETEER and SENT FLYING, her strings are snapped and snatched out of the Female Puppeteer's hands. Rosa lands in a jumbled pile on the stage, but stays in character as a lifeless marionette.

THE SWARM OF FAIRIES

They ENVELOP PUNCH IN A CLOUD, dragging him through the theater, pulling the terrified PUPPETEER behind him in a mad slalom across the stage and into the CYCLORAMA BACKDROP.

EXT. MANGIAFUOCO'S MARIONETTE THEATER - TICKET WINDOW

Now sprouted in the TICKET BOOTH is a LARGE TREE with a hauntingly familiar pattern in its bark reminiscent of MANGIAFUOCO'S mug. Candlewick drags Pinocchio behind him, stepping over the broken glass and splintered structure of what used to be the ticket window, running from the theater.

A moment, then Candlewick returns to the ticket booth to "pick" the wads of cash in the trees branches like paper fruit before quickly running off once again.

## INT. MANGIAFUOCO'S MARIONETTE THEATER - AUDITORIUM - NIGHT

CHAOS. The human members of the audience bolt in a terrified panic. The Catholic Gentleman hurries his Wife and five children toward an EXIT as the FAIRIES SWARM ALL AROUND THEM.

## ON PUNCH

TWO TINY BALLS OF FAIRY LIGHT drag the living marionette toward the ceiling of the theater, "PUNCHING" A HOLE IN THE ROOF WITH PUNCH, flying him on furious wings into the night.

## ON THE WOODEN CROCODILE

In a panic, it dashes from the stage in an attempt to escape, knocking down the STYLIZED SET KITCHEN DOOR DRESSING REVEALING the HARLEQUIN MARIONETTE hiding behind it.

## THE SWARM OF FAIRIES

They VERY QUICKLY ASSEMBLE INTO CLOTHO'S HUMAN-SIZED FORM as she reacts incredulously to another LIVING WOOD MARIONETTE:

CLOTHO  
It's a nest. Get them all.

She ERUPTS INTO THE SWARM OF FAIRIES, attacking HARLEQUIN and the CROCODILE MARIONETTE. FAIRIES swarm through and around the CYCLORAMA, dragging LIVING MARIONETTES from BACK STAGE.

## ON MADAME BUCCI

She reaches through the BLINDING SWARM OF FAIRIES that are SWIRLING ALL AROUND HER, dodging ROGUE TREE LIMBS AND BRANCHES, as she searching for her daughter in the PANIC THAT HAS GRIPPED THE TERRIFIED AUDIENCE.

She REACHES OUT and gets a hand on her daughter's collar and holds tight, pulling her little girl through the theater.

## EXT. MANGIAFUOCO'S MARIONETTE THEATER - NIGHT

Madame Bucci flees the CHAOTIC SCENE, little girl in tow, as ONE BY ONE, the LIVING MARIONETTES OF MANGIAFUOCO'S are dragged out of the theater -- through the front doors, the back doors and holes in the roof -- by FURIOUS FAIRY BALLS OF LIGHT and FLOWN DEEP INTO THE NIGHT toward the FAIRY FOREST.

THEATER-PATRONS run for their lives. Mangiafuoco's WALLS CRACK and SPLIT, ROOTS and BRANCHES ERUPTING through the structure as ANOTHER SOMEONE inside is TRANSFORMED. Bright ARCS OF BLUE LIGHT can be seen through the ruptured walls.

CAMERA PULLS BACK REVEALING the chaos has attracted a crowd of DOZENS OF LOOKY-LOO VILLAGERS watching slack-jawed, including the PRIEST and HEAD MASTER from Pinocchio's school.

CAMERA CONTINUES PULLING BACK OVER ROOF TOPS, THROUGH SMOKE STACKS, leaving the village behind until it FINDS:

PINOCCHIO AND CANDLEWICK

They are --

EXT. HILLSIDE - NIGHT

Overlooking the village from a safe distance away, they watch Mangiafuoco's Marionette Theater -- which can be identified by the SWARMING BALLS OF BLUE LIGHT swirling around it.

His mind reeling by what he just witnessed, Candlewick's jaw hangs open at the entertaining outrageousness of the evening.

CANDLEWICK

This is the most exciting thing  
that has ever happened to me.

He slaps Pinocchio on his shoulder, turns to his friend, whose eyes brim with a watery sap, and sobers slightly.

Pinocchio finally, reluctantly, turns away from the chaos in the distance that was once Mangiafuoco's Marionette Theater.

CUT TO:

INT. CARRIAGE - NIGHT

A well-appointed interior. The carriage door suddenly swings open and a SMALL GIRL quickly climbs in followed by Madame Bucci, both of whom are completely disheveled, body and soul.

MADAME BUCCI  
Drive! DriveDriveDriveDrive!

She slams the door shut as the DRIVER cracks his whip and sets the horse pulling the carriage into motion. Terrified, Madame Bucci glances out the rear window to make sure they're not being followed. She catches her breath, turns and:

MADAME BUCCI (CONT'D)  
You're not my daughter.

CAMERA REVEALS sitting across from Madame Bucci is NOT her daughter Stefania but INSTEAD a wooden marionette named ROSA.

OFF Madame Bucci's confusion...

EXT. MEADOW - NIGHT

Pinocchio and Candlewick make their way through the tall grass under a starry night and a fat moon. Both boys are shell shocked from the panic at the Marionette Theater.

CANDLEWICK

Those were definitely fairies. My pop told me all about them. Never make a fairy mad at you. He said if I ever come across a fairy I should just be real sweet and tell them how pretty they are.

PINOCCHIO

They were looking for somebody.

CANDLEWICK

My pop told me about this town where the fairies came and took everybody. Or ate them. He told it both ways.

PINOCCHIO

Is it because they tempted the wrath of fairies?

CANDLEWICK

They weren't telling them they looked nice, that's for sure.

CAMERA REVEALS TWIN PATHS moving through the tall grass toward Pinocchio and Candlewick, unbeknownst to them. It appears TWO THINGS have followed the boys from the theater.

PINOCCHIO

I wanna go back to the toy store.

CANDLEWICK

We're going to an entire Land that's a toy store, why would you wanna go back to a regular one?

PINOCCHIO

I should wait for my dad.

CANDLEWICK

That's a lot of waiting. If you're  
pop spends the kind of jail time my  
pop spends, your time will be  
better spent in the Land of Play.

The TWIN RUSTLING PATHS are almost upon them now.

PINOCCHIO

There fairies in the Land of Play?

VOICE

They're not allowed.

The boys turn to see the CAT and FOX emerge from the grass:

FOX

Fairies. They act like they  
invented magic.

CAT

They invented fairy magic.

FOX

Hello, boys!

CAT

We're rounding up stragglers.

FOX

Last coaches to the Land of Play  
are about to disembark.

WIDE SHOT

TWIN RUSTLING PATHS lead Pinocchio and Candlewick in a  
running gallop through the tall grass toward:

A CARAVAN OF DONKEY-DRAWN CARRIAGES

BOYS and GIRLS are piling onto the carriages, climbing over  
each other to get a seat for this glee-ticket ride.

CAMERA RACES AHEAD OF PINOCCHIO and CANDLEWICK to find:

THE COACHMAN

He stands next to the pack of donkeys leading his carriage.  
An Ice Cream Man's grin under dark, menacing eyes. His  
smoking cigar casts a glowering light against his cheeks. He  
takes one last puff and puts the cigar out on a donkey's ass.

OFF the DONKEY'S BRAY...

CUT TO:

EXT. FIELD - NIGHT

The CARAVAN OF DONKEY-DRAWN CARRIAGES hobbles along, nearly crippled by the MASSES OF BOYS AND GIRLS piled onto each one.

CAMERA FLIES OVER THE CARRIAGES to FIND:

PINOCCHIO AND CANDLEWICK

They're sitting between the COACHMAN and the FOX, the CAT is sitting on Candlewick's lap, staring curiously at Pinocchio.

CAT

Do you like being told no?

PINOCCHIO

I don't like it at all.

CAT

We don't recognize the word no in the Land of Play.

CANDLEWICK

What happens in the Land of Play if someone says "no?"

FOX

They would be misunderstood and misconstrued.

CAT

Because the word "no" is not in the dictionary.

FOX

More accurately, there is no dictionary in the Land of Play.

CAT

Because looking up a word in the dictionary would not be playful.

FOX

By definition.

Candlewick is thrilled by that prospect, but Pinocchio is distracted by the events earlier in the night. OFF Pinocchio's worry, CAMERA FLIES UNDER THE CARRIAGE TO FIND:

## A PAIR OF STOCKING CLAD LEGS

They run in a full sprint under a hiked up dress behind the carriage, finally catching up. CAMERA REVEALS it is:

## STEFANIA

She pulls herself onto the rear of the carriage, determined as ever, wedging herself between children who carry on. She remains inconspicuous as she follows Pinocchio, but studies the PACK OF DONKEYS leading the carriage behind hers.

## ON THE DONKEYS

Their gazes are almost human in their expressiveness. One of the donkeys makes eye contact with Stefania and BRAAAYS something that sounds vaguely like "RUUUUUNNN." The donkey in question is suddenly LASHED by the CARRIAGE DRIVER'S whip. Stefania has to wonder if she heard anything at all.

## EXT. LAND OF PLAY - GATES

The donkey-drawn CARAVAN OF CARRIAGES pulls up to a set of INCREDIBLY ORNATE KING-KONG SIZE GATES. They OPEN and the over-stuffed carriages, lousy with disobedient children, saunter in on wobbly wooden wheels.

## CAMERA FOLLOWS THE CARAVAN INSIDE THE LAND OF PLAY

The giant KING KONG SIZED GATES slowly close behind the caravan. The carriages unburden they're soon to be over-stimulated cargo of dozens of boys and girls into the Land of Play. Pinocchio and Candlewick can't move from their seats, staring slack-jawed, immobilized by what they see:

Enclosed by KING KONG SIZED WALLS, an amusement park the size of an entire city filled with HUNDREDS OF CHILDREN. They ride LIFE-SIZE TOY HORSES on a LIFE-SIZE HORSE RACING TRACK. STEAM-PUNK DINOSAURS stomp through streets serving as public transportation (imagine AT-AT WALKERS from STAR WARS, except fun and non-threatening) to and fro a VARIETY OF AMUSEMENT PARK RIDES from CAROUSELS and FERRIS WHEELS..

## ON PINOCCHIO AND CANDLEWICK

Pinocchio marvels at the 10-STORY MARIONETTES SWORD-FIGHTING ABOVE THE BUILDINGS, their puppet strings tethered to MASSIVE DIRIGIBLES floating over the expansive playground.

PINOCCHIO  
Rosa would like it here.

Candlewick cuts him a look and rolls his eyes.

OVERHEAD CAMERA PULLS UP AND AWAY

Pinocchio and Candlewick shrink against the Land of Play courtyard, bustling with hundreds of children milling about a virtual sea of amusement park attractions.

CAMERA CONTINUES TO PULL UP

Zipping past the LEGS OF A GARGANTUAN MARIONETTE, up its ENORMOUS BODY, over its GIGANTIC HEAD, along its THICK CABLE-LIKE STRINGS, to the DIRIGIBLES they're attached to.

CAMERA CONTINUES TO PULL UP UNTIL IT FINDS...

THE CRICKET

It FLUTTERS INTO FRAME on perpetually weary wings and makes a spiral descent into the Land of Play.

CUT TO:

PINOCCHIO AND CANDLEWICK

They ride side by side on the LIFE-SIZE TOY HORSES around a LIFE-SIZE TOY HORSE RACING TRACK. Candlewick is whooping and hollering while Pinocchio just stares into middle-distance.

MATCH CUT TO:

PINOCCHIO AND CANDLEWICK

They ride side by side in a LARGE-SCALE TRANSPARENT HAMSTER BALL resting in the scoop of a CATAPULT. THWONG! Candlewick SCREAMS WITH EXCITEMENT while Pinocchio continues to stare forlornly -- even as they are CATAPULTED out of the scoop and ACROSS THE LAND OF PLAY...

...before being caught by ANOTHER CATAPULT SCOOP and re-launched the direction they came from. Pinocchio sighs.

MATCH CUT TO:

## PINOCCHIO AND CANDLEWICK

They ride side by side in the PASSENGERS BASKETS mounted to the STEAM PUNK DINOSAUR TRANSIT BUS, wedged uncomfortably between a CROWD OF UNRULY BOYS AND GIRLS, everyone holding FOAMING, SLOSHING, MESSY MUGS OF ROOT BEER.

## CANDLEWICK

Ever experience one of those things where you think about things? I'm experiencing one of them right now.

## PINOCCHIO

Me, too.

## CANDLEWICK

I'll tell you mine first and if I'm still interested, you can tell me yours. Here's mine. Ready?

## PINOCCHIO

Sure.

## CANDLEWICK

I have peaked. I am hard pressed to think how my life could possibly get any better than this.

Pinocchio glances around at the ugly, unruly, sticky crowd.

## PINOCCHIO

Than this? Right now?

## CANDLEWICK

I've got my best and only friend at my side. And I'm over-stimulated so I have everything I want.

## PINOCCHIO

I don't have any of the things I want.

Candlewick considers that a moment, then:

## CANDLEWICK

I just need to finish my thought.

MATCH CUT TO:

## PINOCCHIO AND CANDLEWICK

They sit side by side, bellied up to a bar. We are --

INT. ICE CREAM PARLOR - NIGHT

Candlewick swills a MILK SHAKE, slamming his glass on the bar top, and sucking down a HOT FUDGE SUNDAE. Pinocchio raises his spoon as if to take a bite, then throws the scoop over his shoulder. The entire Saloon is crammed with children.

CANDLEWICK

The completion of my thought is  
this: I don't have to try anymore.  
I already had my very best day.  
Now I can just live life filled  
with sugar and milk. Worry-free.

PLUP. The Cricket lands on the bar in front of the boys.

CRICKET

Something horrible's happened --

Candlewick picks up his empty root beer mug and places it over the Cricket, trapping him and silencing him underneath.

PINOCCHIO

I think that was for me.

CANDLEWICK

I'm doing you a favor. Who wants  
that message? It just sounds like  
something to worry about.

PINOCCHIO

But what if it's about one of the  
things I want and don't have?

CANDLEWICK

Maybe you should want what you have  
right now and be done with worries,  
goals and aspirations. Like I am.

Instead Pinocchio picks up the glass imprisoning the Cricket.

CRICKET

It's your father. He was swallowed  
alive by a really big fish.

Stefania slides into the seat next to Pinocchio, placing the glass back over the poor Cricket:

STEFANIA

I know what you are.

PINOCCHIO

Why is everybody interrupting me?

STEFANIA

I saw you in the toy store. Then I  
saw you at school. Then I saw you  
at the theater. Now here you are.

CANDLEWICK

He lives in the toy store.

STEFANIA

Because he's a toy. I can prove it.  
(to Pinocchio)  
Take off your clothes.

CANDLEWICK

What a dumb thing to suggest. Did  
you suggest that cause you're dumb?

STEFANIA

Were you not there when that swarm  
of fairies attacked all the  
marionettes at the Marionette  
theater and then they came alive  
and ran for their lives?

CANDLEWICK

We left when it got weird. I  
didn't know it got that weird.

STEFANIA

They ran for their lives because  
they had lives to run for.

Candlewick gives Pinocchio a slow sidelong glance.

CANDLEWICK

I knew it. I knew it. Well, I  
knew something. You took your arm  
off. Even amputees have to  
unbuckle some straps. But  
your's... it came right off!

STEFANIA

It's his signature ball joints.

Candlewick now can't stop staring at Pinocchio who, now that  
the jig is up, wants to get to brass tacks:

PINOCCHIO

What happened to Rosa?

STEFANIA

The lady doll? Fairies got her.

PINOCCHIO

But she knocked on me for luck.

STEFANIA

Should have knocked harder.

Stefania produces from her collar a BILL OF SALE.

PINOCCHIO

What's that?

STEFANIA

It's a bill of sale. Which is  
another way of saying you belong to  
me. You were a custom order.

As Pinocchio wraps his mind around that, a series of dull FWUMP-FWUMP-FWUMPFWUMP eruptions draw their attention outside. The ENTIRE PARLOR empties out within seconds.

STEFANIA (CONT'D)

(to Pinocchio)

Don't go anywhere. You're mine.

Candlewick and Stefania EXIT leaving Pinocchio with the Cricket trapped under the overturned whiskey glass.

EXT. LAND OF PLAY - COURTYARD - NIGHT

CROWDS OF CHILDREN are lured out of every building and into the open air where they are totally exposed. The FWUMP-FWUMP-FWUMP continues above. BOYS and GIRLS look up to see:

AN ARRAY OF FIREWORKS

They EXPLODE ACROSS THE SKY immediately above the Land of Play in a SPECTACULAR DISPLAY OF SPARKLING COLORS.

CANDLEWICK AND STEFANIA

The REFLECTIVE LIGHT of the fireworks dances across the awestruck faces. Then Stefania glances down to see:

THE FOX AND CAT

Both animals are wearing state of the 1870s art DIVING GEAR (the full-body "Captain Nemo" variety), staring back nonchalantly through glass face plates.

FOX  
(tapping face plate)  
Protective goggles.

CAT  
The fireworks, they're so bright.  
They hurt our sensitive eyes.

OFF Stefania's furrowed brow...

INT. ICE CREAM PARLOR - NIGHT

Pinocchio pulls the glass off of the Cricket, ignoring the FIREWORKS lighting up the windows from the outside.

PINOCCHIO  
(re: bill of sale)  
Do real boys have a bill of sale?

CRICKET  
Not usually.

PINOCCHIO  
I deserve every horrible thing  
she's going to do to me, don't I?

CRICKET  
At least you know the difference  
between right and wrong enough to  
know you did everything wrong.

PINOCCHIO  
I met a girl. She blew me a kiss  
then said she didn't mean to but  
she was lying then fairies got her.  
(then)  
It wasn't my fault my father got  
swallowed alive by a really big  
fish, was it? Say it wasn't.

CRICKET  
No, that was your fault, too.

PINOCCHIO  
I told you not to say that. How  
can I make it right? Can he be  
unswallowed? How do we unswallow  
him? Can we do that?

CRICKET  
Sometimes wrongs can't be made  
right. Sometimes the only thing  
you can do is feel bad about them.

A moment as Pinocchio considers that thoughtfully, then:

PINOCCHIO  
That is the stupidest thing I have  
ever heard. Why would I settle for  
feeling bad when I could feel good?

Slightly annoyed, Pinocchio puts the glass over the Cricket.

EXT. LAND OF PLAY - COURTYARD - NIGHT

Candlewick and Stefania are watching the fireworks overhead  
when Pinocchio walks past, handing Stefania her bill of sale:

PINOCCHIO  
I'm going fishing.  
(looks up)  
Oooo, pretty.

THE FIREWORKS

The glowing embers flicker and decay into a GLITTERING DUST  
that descends on the children below. The boys and girls high  
in ROLLER COASTERS and STEAM PUNK MASS TRANSIT DINOSAURS are  
the first to get enveloped and totally obscured in the DUST  
CLOUD. Scattered COUGHS are followed by CRIES AND SCREAMS.

CANDLEWICK  
That's not good.

ON PINOCCHIO, STEFANIA AND CANDLEWICK

They dash across the courtyard to the nearest shelter as the  
COUGHS and CRIES above turn into haunting, horrible BRAYS.

INT. ICE CREAM PARLOR - NIGHT

The GLITTERING DUST CLOUD splashes across the surface of the  
windows as Stefania crosses the threshold first then  
Candlewick and Pinocchio, who slam the door behind them as  
the dust mists their bodies before clearing the air.

Pinocchio approaches the window as Candlewick and Stefania  
press their faces against the glass in an attempt to see  
what's happening in the streets of the Land of play.

PINOCCHIO  
I can't see anything.

EXT. ICE CREAM PARLOR - NIGHT

Pinocchio, Stefania and Candlewick -- trapped like fish in a fish bowl -- squint their eyes to see what they can outside.

As the HAUNTING BRAYS continue...

CAMERA PULLS BACK TO REVEAL

Concealed in the shadowy fog and SEEN ONLY IN SILHOUETTE, all over the park, CHILDREN ARE TRANSFORMING INTO DONKEYS.

SHADOWY SHAPE-SHIFTING BOYS and GIRLS scramble away from MEN IN CAPTAIN NEMO DIVING GEAR, moving through the crowd as if they were walking on the ocean floor. OXYGEN HOSES trail behind each of the Men, leading back to an air compressor feeding them air to breath as they corral and cage DONKEY CHILDREN in an eerily efficient sweep.

CAMERA FINDS THE COACHMAN, also wearing CAPTAIN NEMO DIVING GEAR, and FOLLOWS HIM through the DUST CLOUD toward:

INT. ICE CREAM PARLOR - NIGHT

Pinocchio, Candlewick and Stefania duck below the rim of the window sill as the NEMO DIVING GEARED COACHMAN looks inside.

OUTSIDE - COACHMAN'S POINT OF VIEW

Through his face plate, through the window at the seemingly empty saloon, his heavy breathing bounces around the helmet as he scans the interior for signs of children.

BACK INSIDE

The BELL above the door RING-A-LINGS as the COACHMAN opens it allowing the CLOUDS OF GLIMMERING DUST to spill in all around his legs like DENSE SPARKLING GROUND FOG.

ON THE CRICKET

He has the edge of the glass up enough to squeeze through, but upon seeing the Coachman tromp into the saloon, he quietly places the edge of the glass back on the counter.

POP WIDE

CAMERA FINDS Pinocchio, Candlewick and Stefania hiding behind an ARCADE GAME as the environmental suited Coachman EXITS. The door shuts creating SWIRLING WISPS in the SPARKLING DUST.

Pinocchio, Candlewick and Stefania speak in hushed tones:

CANDLEWICK  
What are they going to do to us?

STEFANIA  
I followed you here. What did they say they were going to do?

CANDLEWICK  
They promised sweets to our knees.

STEFANIA  
Strangers offered you candy?

PINOCCHIO  
And liquor and tobacco.

STEFANIA  
Didn't your mother tell you if a stranger offers you candy or money they're trying to lure you into a child slavery ring? These people are going to work us to death in salt mines and circuses.

PINOCCHIO  
No, no, no. They specifically said there would be no work. Just play.

CANDLEWICK  
They can't smuggle this many kiddy slaves without someone somewhere getting some kind of suspicious.

Stefania tries to rub the misted dust off and out of her skin, she is suddenly swatted in the face by a donkey tale. This naturally gets the boys' attention. They all glace around looking for the source. Stefania is the first to see:

STEFANIA  
Ohmygod. That's attached to me.

Pinocchio and Candlewick burst out laughing. Pinocchio feels his ears and notices they are about ten inches longer than how Geppetto carved them. The boys laugh, trying to wiggle ears as Stefania watches her hands TRANSFORM INTO HOOVES.

Pinocchio and Candlewick's laughter catches in stutter-like BRAYS. They grow suddenly somber when the teeth in their mouths SWELL AND POP, doubling in size, as their JAWS VIOLENTLY ELONGATE, SNAP AND RE-SET into DONKEY SNOUTS.

They all three stare at each other incredulously, now having the very strange and surreal appearance of what we will call "WERE-DONKEYS" -- upright jack-asses dressed in clothes.

There's a sudden, quiet FLUP-FLUP-FLUP coming from the front of the arcade. WERE-DONKEY CANDLEWICK and WERE-DONKEY STEFANIA press themselves against the back of the arcade game as WERE-DONKEY PINOCCHIO pokes around the corner to see:

#### THE CAT

Still wearing its ENVIRONMENTAL SUIT, it's standing just inside a SWINGING PET DOOR cut out of the much larger saloon door the Coachman just used. Another FLUP-FLUP-FLUP and the Fox ENTERS, also still wearing its environmental suit.

#### FOX

It's hard to take them seriously when they're braying like that.

The Fox and Cat stop short when they see Were-Donkey Stefania and Were-Donkey Pinocchio standing in front of them. They turn but Were-Donkey Candlewick is already blocking the door.

#### PINOCCHIO

Whatever you did to us, un-do it.  
I have a really big fish to catch.

#### CAT

This isn't the kind of thing that can just be reversed. Dusts are a very potent discipline.

#### FOX

That's not to say we don't understand how terrifying and confusing this must be for you.

#### CAT

Your bodies changing... all that unwanted hair growth.

#### STEFANIA

Puberty's more terrifying than anything you can do.

#### CANDLEWICK

It is?

STEFANIA

They're bullies. Just like any  
bully, they're counting on us being  
too scared to fight back.

CANDLEWICK

What do we do?

FOX

Let it happen.

CAT

Just let it happen.

PINOCCHIO

Fight back.

CAT

You already made asses of yourselves.  
No need to compound the error.

CANDLEWICK

Maybe we should concentrate on our  
own escape and less of a revolt.

FOX

You won't get past the coachmen.

CAT

Not in your current state.

PINOCCHIO

Did you just tell us "no?"

Without hesitation, Pinocchio smashes the Cat's face plate and shatters it. The Cat MEOWS and HISSES, shrinking inside its suit as the SPARKLING DUST seeps inside. The MEOWS turn to miniature BRAYS. Were-Donkey Stefania practically swoons, batting her donkey eyelashes at Pinocchio over a long sigh.

FOX

What did you do that for?

PINOCCHIO

If we can't change our current  
state, we'll change your's.

With that, Pinocchio promptly SMASHES the Fox's face plate.

CUT TO:

EXT. LAND OF PLAY - COURTYARD - NIGHT

The MEN IN CAPTAIN NEMO DIVING GEAR continue through the GLITTERING DUST CLOUD. OXYGEN HOSES trail behind each of them, leading back to an air compressor feeding them air.

## FACE PLATE POINT OF VIEW

Scanning the GLITTERING DUST CLOUD for any sign of donkey children in a slow, steady panning movement until...

## DONKEY PINOCCHIO

Darts out of the FOG WITH A JAB OF HIS HOOF, shattering the face plate. A quick GASPING SHRIEK then BLACK.

## ON ANOTHER CAPTAIN NEMO SUITED HENCHMAN

He WHIPS a DONKEY CHILD through the THICK DUST, herding it into a pack with SEVERAL OTHER DONKEY CHILDREN cowering nearby in a pen. Before the Henchman can CLOSE THE PEN GATE, there's a sudden tugging on the Henchman's air hose.

The Henchman turns to see... nothing. His air hose runs along the ground until it disappears in the dense DUST CLOUD.

## IN THE FOG

CAMERA FINDS DONKEY STEFANIA and DONKEY CANDLEWICK getting a grip on the air hose just as...

## THE NEMO SUITED HENCHMAN

He grabs the hose and tries to shake it loose from whatever it snagged on... then is YANKED VIOLENTLY INTO THE NIGHT.

The penned up DONKEY CHILDREN cautiously approach the open gate. Pinocchio appears triumphantly out of the GLITTERING DUST CLOUD, nosing the gate open to facilitate DONKEY ESCAPE.

## STEAM PUNK AIR COMPRESSOR WAGON

A beaten down donkey pulls the wagon through the MISTY DUST. Several thick AIR HOSES UNSPOOL off of the compressor like tentacles, hooking into the helmets of A DOZEN HENCHMEN -- who herd the terrified fresh batch of DONKEY CHILDREN. The wagon ROCKS slightly and briefly as if something came aboard.

## THE BEATEN DOWN DONKEY

It glances at the wagon it's pulling to see the SILHOUETTE OF A WERE DONKEY climbing on top of the air compressor.

## CLOSE ON DISTRIBUTOR CAP

DONKEY PINOCCHIO, DONKEY STEFANIA and DONKEY CANDLEWICK raise their back hooves, takes aim and commences kicking at the seal on the DISTRIBUTOR CAP, each taking a turn like they're driving stakes. KLUNK-KLUNK-KLUNK-KPOP, the cap finally POPS OFF. The THICK GLITTERING DUST pours into the mouth of the distributor, funneling into the HENCHMEN'S AIR HOSES.

## ON THE HENCHMAN

CAMERA MOVES ACROSS THE FACE PLATES of SEVERAL HENCHMAN as their helmets FILL WITH THE GLITTERING DUST. They PANIC, SCREAMING as their BODIES TRANSFORM inside the DIVING SUITS.

## ON THE COACHMAN

He STEPS INTO FRAME noticing a surprising stillness in the air. Previously ubiquitous brays are conspicuously silent. He hears a quick CLATTERING OF TINY HOOVES approaching through the fog. The Coachman turns to see:

## A CAT-SIZED DONKEY AND A FOX-SIZED DONKEY

They scurry out of the GLITTERING DUST CLOUD in a panic.

DONKEY FOX  
Help! Please!

DONKEY CAT  
Save us from the children!

## A LARGE RED BUTTON

The Coachman slams his gloved fist down on the button.

## MULTIPLE VENTS

All over the Land of Play -- in the streets, in the gutters, in the floor boards -- VENTS OPEN and BEGIN SUCKING UP THE GLITTERING DUST CLOUD that has enshrouded the entire area.

## ON THE COACHMAN

The air finally starts to clear REVEALING HE AND DONKEY-CAT and DONKEY-FOX ARE COMPLETELY SURROUNDED BY DONKEY CHILDREN. Every other HENCHMAN in the park appears to have been turned into the DONKEYS presently writhing inside their Nemo suits.

The Coachman slowly removes his helmets, taking in the scale of the threat, before quickly turning and RUNNING. He frantically climbs inside a CARRIAGE, pulling the door shut.

CAMERA PULLS BACK as the CARRIAGE IS CHARGED by the THRONG OF ANGRY DONKEY CHILDREN and ROCKED ONTO ITS SIDE.

CAMERA CONTINUES PULLING BACK OVER THE DONKEY HENCHMAN trapped in the CAPTAIN NEMO gear, still connected to their oxygen hoses tethering them to an air compressor.

CAMERA CONTINUES PULLING BACK OVER THE CHAOTIC LAND OF PLAY, completely disheveled in the DONKEY RIOTS, until it FINDS:

DONKEY PINOCCHIO AND THE CRICKET

They are standing near and on, respectively:

THE GIANT CATAPULT

Several DONKEY CHILDREN push with the their heads, turning the large scale scoop 180 degrees so it faces the SEA.

PINOCCHIO  
Which way did the big fish go?

CRICKET  
What exactly do you intend to do?

PINOCCHIO  
From one end or the other, I'm  
getting my dad out of that fish.  
(then)  
Point.

CRICKET  
See that island?

The Cricket points and the Donkey Children make a slight adjustment to the catapult's intended trajectory.

CRICKET (CONT'D)  
That's the big fish.

INSIDE THE SCOOP

Donkey Pinocchio climbs into the scoop of the catapult. Donkey Stefania and Donkey Candlewick watch from the safety of the KING KONG SIZED WALL the catapult is mounted on.

CANDLEWICK  
 (stares, then:)  
 I hope you get what you want and  
 not have to want what you get.  
 (then)  
 See you at school.

Donkey Stefania nudges Donkey Candlewick aside:

STEFANIA  
 (to Donkey Pinocchio)  
 I'm only letting you go because if  
 you love something --

PFWONG! Before Stefania can finish, DONKEY PINOCCHIO IS CATAPOULTED OUT TO SEA. Donkey Stefania, Donkey Candlewick and the Cricket watch Pinocchio growing smaller and smaller until he is only a spec on the distant horizon.

#### UNDER THE SEA

A moment of calm, undulating current rolling against a SCHOOL OF SEA HORSES as they bob along serenely. Then...

SPLOOOSHHH! DONKEY PINOCCHIO PLUNGES INTO THE MEDITERRANEAN. The SEA HORSES SCATTER in the flurry of bubbles as Donkey Pinocchio sinks briefly before starting a rhythmic donkey paddle under the water. Curious Sea Horses slowly gather around their distant quadrupedal cousin from above the sea.

#### ON DONKEY PINOCCHIO

As he settles onto the SEA FLOOR and begins hoofing it across the depths, he casually regards his legion of Sea Horse admirers and their donkey-like snouts.

PINOCCHIO  
 (distorted through water)  
 You've been to the Land of Play. I  
 just came from there. Obviously.

The SEA HORSES only stare and study as Donkey Pinocchio walks under a SPRAWLING SCHOOL OF TUNNY FISH.

PINOCCHIO (CONT'D)  
 (distorted through water)  
 I'm looking for a big fish that  
 could also possibly be an island.

A CURIOUS TUNNY FISH breaks off from the school to get a closer look at Pinocchio, almost predatory as it circles.

PINOCCHIO (CONT'D)  
(distorted through water)  
Hello. It's a really big fish.

He demonstrates by holding his hooves apart but loses his footing and tumbles over a low coral shelf landing on:

SOMETHING SLICK BLACK AND ICKY

Donkey Pinocchio is slowly sliding down what appears to be a MASSIVE BLACK YOLK roughly the size of a FOOTBALL FIELD. The ENTIRE SCHOOL OF TUNNY FISH peers over the lip of low coral wall Pinocchio tumbled over and are about to follow when:

A LARGE WHITE MEMBRANE

Slides over the MASSIVE BLACK YOLK like MUSCULAR OIL SLICK. It SLAPS into Donkey Pinocchio SQUEEGEE'S HIM ACROSS THE YOLK and we realize this is A GARGANTUAN EYELID AND ITS BLINKING.

ON PINOCCHIO

He is summarily wiped off the BLACK YOLK, looking up to see:

A GIGANTIC BLACK EYE STARING BACK AT HIM

The SCHOOL OF TUNNY FISH SCRAMBLE as CAMERA POPS WIDE TO REVEAL how tiny Donkey Pinocchio is when he says:

PINOCCHIO (CONT'D)  
(distorted through water)  
Hello. Is my father inside you?

THE TERRIBLE DOGFISH

It opens its giant mouth and the powerful current of the shark's massive suck pulls donkey Pinocchio and DOZENS OF FISH in a deadly slalom through ROWS AND ROWS OF HUNDREDS OF GNASHING AND CHOMPING GARGANTUAN TEETH, washing him through the spiracle flap-like openings of the INNER MOUTH.

ON PINOCCHIO

He's caught in a TIDAL WAVE of FISH and SEA WATER washing him down the TERRIBLE DOGFISH's CAVERNOUS MOUTH toward a grotesque MUSCULAR TUBE that would dwarf the Lincoln tunnel -- the TERRIBLE DOGFISH's ESOPHAGUS.

Pinocchio's donkey limbs kick and flail in an attempt to swim TOWARD the throat while all the terrified fish around him swim away from it.

PINOCCHIO (CONT'D)

Excuse me. Excuse me. Excuse me.  
Pardon me. Excuse me. Pardon me.

THE THROAT

Pinocchio tumbles in the wet darkness of the Terrible Dogfish's throat, searching for a hoof-hold of any kind before he's falling and falling in a RAIN OF FISH.

THE STOMACH

Donkey Pinocchio and the surrounding SHOWER OF FISH fall toward GREEN GLOWING CLOUDS OF GAS erupting below like fireballs in an inferno underworld. As each of the fish hit the surface of the stomach acid, they SIZZLE and SMOKE emitting a bright yellow haze as they are broken down.

PLOOSH! Donkey Pinocchio BELLY FLOPS into the STOMACH ACID LAKE and immediately starts to swim, even as it eats away at the wooden boy's donkey flesh with a YELLOW SMOKING FIZZLE OF TINY BUBBLES. Donkey Pinocchio dog-paddles to an undigested bowel obstruction island of SCUTTLED SEA-FARING VESSELS.

SCUTTLED SHIP ISLAND

A COUNTLESS MASS OF SAILING SHIP stacked one on top of the other like a pile of discarded bones in a feeding pit.

Pinocchio climbs out of the sea of stomach acid and notices it's more or less eaten away the submerged portion of his donkey hide, giving him the appearance of a wooden boy wearing a donkey pelt Native American style. He summarily sluffs off the donkey hide, only clad in his underwear.

PINOCCHIO

Hello? Poppa? Pop? Dad? If  
there's something you'd rather  
answer to, just tell me what it is.

He eyes the mountain of scuttled ships towering over him and starts climbing. Moving through the hole in the HULL OF ONE WRECKED SHIP, he climbs the stairs onto the deck, then crawls onto the MAST of the UPSIDE DOWN BOAT stacked on top of it.

## ON PINOCCHIO

He climbs the MOUNTAIN OF SCUTTLED SHIPS -- a MILITARY SCHOONER (complete with GUN CANNONS poking out of open cannon doors) apparently landed on its peak -- calling out:

PINOCCHIO (CONT'D)  
I hope this is the right big fish.

## A CANNON BALL

It drops from above, SMASHING THROUGH THE DECK Pinocchio is standing on, leaving a clean round hole. He looks up:

PINOCCHIO (CONT'D)  
You dropped something.

SPLANK! Another CANNON BALL SMASHES and narrowly misses Pinocchio. SPLANK! SPLANK! More CANNON BALLS fall from above as Pinocchio makes a mad dash leaping from the deck to:

## THE SAILING MAST OF ANOTHER SCUTTLED SHIP

Pinocchio scrambles up the pole to get a better look at his unseen assailant. An OFF-CAMERA GRUNT draws his gaze up at a GHOSTLY SHAPE SWATHED in remnants from TATTERED CANVAS SAILS. The GHOSTLY SHAPE has just hurled a CANNON BALL in a SPINNING SLING like an oversized shot put. The CANNON BALL arcs down SMASHING into the SAILING MAST, SPLINTERING it into two.

## ON PINOCCHIO

He holds tight riding the FALLING MAST as it plunges into the side of the MILITARY SCHOONER creating a make-shift ladder Pinocchio uses to climb aboard:

## THE MILITARY SCHOONER'S POOP DECK

Pinocchio looks down at the deck below, now having the drop on the GHOSTLY SHAPE -- who UNWRAPS its head to REVEAL it is:

## GEPPETTO

He is the GHOSTLY SHAPE swathed in the tattered canvas of scavenged sails. Pinocchio brightens, thrilled to see him:

PINOCCHIO (CONT'D)  
Poppa!

Pinocchio climbs down from the Poop Deck running toward Geppetto, wrapping his arms around his legs and hugging.

GEPPETTO  
I thought you were something that  
came out of its intestines.

PINOCCHIO  
I'm here to take you home.

Geppetto stares at the wooden boy, trying to understand why:

GEPPETTO  
You got yourself eaten by a sea  
monster so you could rescue me?

PINOCCHIO  
You rescued me from the forest.

GEPPETTO  
I picked you off a wood pile.

PINOCCHIO  
You still picked me.

GEPPETTO  
I did pick you.

The Toy Maker doesn't know what to make of this living toy, but is finding himself grateful that he is here with him. He takes off his jacket and wraps it around Pinocchio -- there's a sweet sense of a father putting his coat on his child.

GEPPETTO (CONT'D)  
I'm... so proud of you.

The words are foreign on his lips, but not to Pinocchio.

PINOCCHIO  
You should be. You made me.

GEPPETTO  
Do you have a plan for how we're  
getting out of here?

PINOCCHIO  
No. Do you?

GEPPETTO  
No. That's why I'm still here.

PINOCCHIO

I know what we can do once we get out of here. Now that I know the difference between right and wrong.

GEPPETTO

I don't think we're getting out.

PINOCCHIO

That's a form of no. Here's what I think about the word no. Nobody likes to be told no, everybody likes to say no. And the best version of no is when you say it to somebody who said it to you first, which is saying yes to yourself.

GEPPETTO

(unconvinced)

Alright. Yes to us. What'll we do once we get out of here?

PINOCCHIO

You're keeping me. We're going to live in the toy store and we'll open a school for donkey children.

GEPPETTO

In this hypothetical scenario that will never come to pass because we're both going to die here, why a school for donkey children?

PINOCCHIO

Because they'll need one. I won't. Because I'll have you. Unless you still want to give me away.

GEPPETTO

You're mine. I made you.

Pinocchio smiles. That is exactly what he wanted to hear.

PINOCCHIO

If you ate you, what would be the best way to get out of you?

GEPPETTO

I would have to upset my tummy but this thing's tummy doesn't strike me as being particularly sensitive.

Pinocchio points at the ROWS OF GUN CANNONS.

PINOCCHIO

What're those? Are those upsetting?

GEPPETTO

Would be if we could light them.

He says as he glances at Pinocchio's wooden features.

CLOSE ON - PINOCCHIO'S NOSE

It GROWS STEADILY, inches becoming feet, as a stream of lies spew from his little wooden mouth:

PINOCCHIO

Now that I think of it, you would be a horrible father. Horrible. I can't imagine you'd put much effort into making me happy and I will very likely go out of my way to make you miserable. This is a bad idea other ideas don't play with.

Geppetto stares, eyebrows raised.

GEPPETTO

Is that how you sincerely feel?

PINOCCHIO

No, my nose grows when I lie. I was hoping to keep that from you.  
(then)

Because you're stupid and you have a face like a donkey's --

Geppetto SNIPS Pinocchio's FOOT LONG NOSE off at the base even as it continues to grow with his latest lies.

CUT TO:

TWO NOSE STICKS

Geppetto rubs them together vigorously.

GEPPETTO

This is how the Cricket talks.

There's an INITIAL SPARK between his nose sticks, followed by smoke. Geppetto rubs harder and eventually there's a FLAME.

ON PINOCCHIO AND GEPPETTO

Each of them hold a FLAMING WOODEN NOSE STICK like a torch. They run simultaneously down the length of the ROW OF GUN CANNONS, lighting the FUSES on their respective sides before immediately snuffing out the flames on their nose sticks.

A QUICK SERIES OF SHOTS ON THE FUSES

They burn toward their roots with a fzzzFzzzFzzz, then:

SCUTTLED SHIP ISLAND

BOOM-BOOM-BBBOOM-BOOM-BOOM. Like an explosive arterialized cherry on top, the MILITARY SCHOONER FIRES ALL ITS GUNS. CANNON BALLS FLY across the Terrible Dogfish's tummy SMASHING INTO STOMACH LINING that ROLL AND SHUDDER on IMPACT.

ON PINOCCHIO AND GEPPETTO

They react as an ABRUPT BIOLOGICAL GURGLE SHAKES THE ENTIRE SCHOONER. The mountain of scuttled ships vibrates as wood planks SNAP under the Schooner's bow.

Geppetto and Pinocchio glance over the gunwale to see:

A WAVE OF STOMACH FLUID

It WASHES DRAMATICALLY across the Schooner's bow.

PINOCCHIO  
Looks upset to me!

Geppetto pulls Pinocchio inside the CAPTAIN'S QUARTERS just as the WAVE SPLASHES against its ABRUPTLY CLOSING DOOR.

SCUTTLED SHIP ISLAND

The SEA-FARING VESSELS are finally starting to break apart. The VARIOUS SHIPS beneath the MILITARY SCHOONER CRUMBLE sending it sliding down their broken heaps.

INSIDE THE CAPTAIN'S QUARTERS

Geppetto and Pinocchio slide from one end of the room to the other as the MILITARY SCHOONER rides over the wrecked ships.

ON THE BOW OF THE MILITARY SCHOONER

SPLASH! The big ship hits the LAKE OF STOMACH FLUID and rides the crest sailing mightily.

POP WIDE - THE TERRIBLE DOGFISH'S STOMACH

The WALLS VIOLENTLY CONTRACT forcing the TUMMY CONTENTS to RISE HIGHER and HIGHER toward the throat's back door.

ON GEPPETTO AND PINOCCHIO

They burst out of the CAPTAIN QUARTER'S DOORS grabbing the railing and surveying the direction of the ship.

GEPPETTO

I think the mouth is upstream and the... other way is down stream.

PINOCCHIO

We're going up.

GEPPETTO

Beats the alternative.

CLOSE ON TERRIBLE DOGFISH'S GIGANTIC CLENCHED TEETH

They OPEN launching the STOMACH CONTENTS TOWARD CAMERA.

THE SCHOONER

Propelled out of the Dogfish's mouth on the TSUNAMI OF GREEN FLUID, it lands in shallow water with a RATTLING BWOMPFSHHHH.

We are --

EXT. BEACH - BEAUTIFUL DAWN

THE SCHOONER slides through the shallow surf and onto the sand bank, LURCHING to a sudden halt in a beach head.

GEPPETTO AND PINOCCHIO

Thrown by the sudden LURCH TO A HALT, they tumble across the Schooner's deck, rolling to a stop on the ship's pulpit.

A thoroughly shaken Geppetto, gripping the railing for dear life, looking up at the blue sky above and the rising sun, lets out a brief but loud SCREAM of trauma, horror and gratitude. Off Pinocchio's concern, Geppetto wraps his arms around the wooden boy, hugging him with a reassuring:

GEPPETTO  
I had to get that out.

PINOCCHIO  
The scream or the hug?

As Geppetto realizes the answer is "truthfully, a little of both" and it surprises even him, he glances up to tell Pinocchio but SHRIEKS instead as CAMERA REVEALS:

CLOTHO

The SWARM OF FAIRIES tighten her silhouette as she hovers above the beach but below the ship's bow. Pinocchio cowers behind Geppetto, genuinely terrified. The Toy Maker is oddly bolstered by Pinocchio's hiding behind him, feeling fatherly.

CLOTHO  
Thank you. That will be all.

CAMERA REVEALS she is speaking to:

THE TERRIBLE DOGFISH

Some distance off the coast, the MEGADALON SHARK's snout disappears below the surface, leaving only the ISLAND on its back visible as it drifts out to the Mediterranean Sea.

Clotho turns her attention back to the deck of the Schooner and Geppetto, who instinctively pushes Pinocchio behind him as he backs toward the ANCHOR MOUNTED on the ship's railings.

CLOTHO (CONT'D)  
The fish works for me.

GEPPETTO  
You are truly stunning to behold. I never get tired of looking at you.

Then he VIOLENTLY KICKS THE RAILING, RELEASING THE ANCHOR, which SWINGS DOWN IN A DEADLY ARC TOWARD CLOTHO. In almost the same motion, he pushes Pinocchio and mouths "GO." The FAIRIES COMPOSING CLOTHO merely fly out of the anchor's way and it PLUMMETS to the beach below.

The SWARM OF FAIRIES again tighten back into Clotho's human sized shape, shaking her head at Geppetto for his clumsy attempt, then realizes Pinocchio is no longer behind him.

She glances over to see:

PINOCCHIO

He's running down the beach away from the MILITARY SCHOONER dry docked in the beach head. He glances down briefly to make sure he doesn't loose his footing only to see his FEET SUDDENLY LEAVE THE GROUND. CAMERA PULLS BACK TO REVEAL:

A PARTIAL SWARM OF FAIRIES

They have picked Pinocchio off the beach and are flying him back toward the MILITARY SCHOONER where PARTIAL HUMAN-SIZED CLOTHO scolds Geppetto as she waits for the rest of herself.

CLOTHO

I wish I wasn't obligated to turn  
you into a tree because I think I'd  
enjoy doing it out of spite.

The PARTIAL SWARM reconnects with the REST OF CLOTHO after dropping Pinocchio on the ship's pulpit almost as if he were standing trial on a witness stand. He more or less is.

GEPPETTO

Fine. Turn me into a tree. Cherry  
would be my preference. Plant me  
some place nice and pick my fruit.

CLOTHO

I don't want to pick at your fruit.

GEPPETTO

Since you're about to get yourself  
an entire non-fruit bearing tree,  
you don't need a block of wood from  
the scrap pile. Whatever it is  
you're going to do to him --

PINOCCHIO'S VOICE

(from the witness stand)

She's going to bury me alive.

GEPPETTO

Ohmygod. Just let him go. You could use someone telling people fairies are forgiving and generous of spirit now that everybody's scared of you. Scared people do scary things. Think about it.

CLOTHO

Honestly, who do you think you are?

GEPPETTO

I'm his father. He has my eyes.

CLOTHO

You may call yourself his father, but we were his mother first. And he's not supposed to have eyes. Or legs or use either one of them.

GEPPETTO

But he has them now. You can't just take them away from him.

CLOTHO

(then realizing)

Do you love him?

That draws Pinocchio's particular interest from the pulpit.

GEPPETTO

I have some affection for him.

Clotho has to consider that a moment, before continuing with:

CLOTHO

I'm not utterly without affections. I can be touched by sentiments. A lonely toy maker who loves his wooden toy is not beyond my grasp.

GEPPETTO

I'm not lonely. I'm independent.

CLOTHO

This wood doesn't belong to you.

PINOCCHIO

Why do I have to belong to anybody?

CLOTHO

You belong to the forest.

PINOCCHIO

The forest have a bill of sale?

CLOTHO

It doesn't need one. It has me.

PINOCCHIO

I belong to me. I will trade you me  
for him. You get me and he gets to  
go home. It's an incredible bargain.

Clotho has never encountered such strange resistance and has to remind Pinocchio the lay of the land:

CLOTHO

He offers himself for your freedom,  
then you offer yourself for his  
freedom and neither one of you are  
in the position to offer anything.

(then)

Nevertheless, I accept your terms.

Clotho's ENTIRE BACKSIDE ERUPTS IN A WHIRLWIND CLOUD OF FAIRIES that sweeps across PINOCCHIO as her FRONT watches.

The Toy Maker instinctively reaches for Pinocchio, but it's too late. He watches helplessly as the FAIRY SWARM flies into the night with Pinocchio crying:

PINOCCHIO

Poppa!

As Pinocchio is dragged into the air and flown away toward the forest, Geppetto stares slack-jawed for a long beat before he heaves a defeated sigh and turns to face:

CLOTHO

Like a spool of thread slowly unraveling, the REMAINING FAIRIES COMPOSING CLOTHO'S FRONT-SIDE fly one by one into the night from her BACKSIDE, trailing after the SWARM carrying Pinocchio. Her work nearly done, she considers Geppetto.

CLOTHO

I'm going to give you a gift.  
Something I've never gifted before.

Clotho's appearance is that of a LIFE-SIZE PUZZLE missing an INCREASING NUMBER OF PIECES as the individual fairies leave.

CLOTHO (CONT'D)

I will take my wood and go.

Only a FEW OF THE FAIRIES COMPOSING CLOTHO remain.

CLOTHO (CONT'D)  
Spread the word. Fairies are  
forgiving and generous of spirit.

And then they are all gone, a winding trail of BEADED BLUE LIGHTS trailing into the night toward the Enchanted Forest.

Geppetto watches the BLUE LIGHTS disappear in the distance, inscrutable as he considers a sum of events, then defiantly:

GEPPETTO  
No. I will not spread the word.

A SERIES OF QUICK SHOTS:

GALLEY DOORS swing open to the HARSH LIGHT OF DAY silhouetting Geppetto in a DRAMATIC FRAME.

LIGHT SPILLS ACROSS a TOOL RACK.

HANDS REACH INTO FRAME and grab a SHOVEL and a PICK-AX.

CAMERA PULLS BACK TO REVEAL:

GEPPETTO

PICK-AX and SHOVEL strapped to his back, he's ready to dig.

GEPPETTO (CONT'D)  
Nobody buries my boy -- my god.

CAMERA REVEALS Geppetto has just caught sight of a TREASURE CHEST hidden in the galley overflowing with GOLD COINS. Geppetto sits on the coins, running his fingers through them. His mind spins as he considers this latest temptation.

GEPPETTO (CONT'D)  
Hmmm. Mmm-mm-mm.

He shakes off the temptation then springs to his feet, then returns to fill his pockets with gold coins before EXITING.

THE MILITARY SCHOONER ON THE BEACH

Geppetto shimmies down the ANCHOR CHAIN with the pick-ax and the shovel, jumps into the sand, and chases after the retreating FAIRIES, leaking gold coins the entire way.

## ON GEPPETTO

He runs through a HEAVILY WOODED meadow, trying to keep up and notices the METAL WHEELS of TWO BICYCLE TIRES on either side of a tree -- as if the tree were riding a bike.

He glances around at the trees immediately surrounding him. Under a DENSE CANOPY OF BRANCHES AND LEAVES, CAMERA REVEALS a small township tucked in the shadow of the LOOMING FAIRY FOREST. It's completely disheveled and abandoned, totally overrun with trees. Branches and roots seemingly sprouted decades ago from every wooden structure like spore tentacles growing out of an old potato. Homes and shops are wrapped in bands of INTERWOVEN ROOTS like giant nautical rope.

GEPPETTO (CONT'D)

Oh, that's nice. I've wandered into the scary town where they turned everybody into trees.

## MAIN STREET

Geppetto walks down the center of town. Not only is the street lined with trees, but the road is filled with them, as well. Trees of all shapes and sizes, some giving the appearance of running, some huddled together, each possessing a haunting facial recognition in their twisted barks.

Geppetto digs through his pockets looking for a coin to toss.

GEPPETTO (CONT'D)

Heads I keep going. Tails I turn around. Did I lose all my coins?  
(re: his empty pockets)  
This is like having a real child.

He steps cautiously and respectfully around the trees in the street and then out of the eerie silence, a SINGLE BELL TOLL. It rings briefly, almost by accident. Geppetto looks up to see the LARGE IRON BELL in a SEMI-TOPPLED STEEPLE in the branches above Sant Arcangelo di Bosco's TOWN HALL.

## INT. TOWN HALL

Geppetto pushes a door open and steps into an INDOOR FOREST. Shafts of light pour through gaping holes in the ceiling, pews and chairs hanging from high branches, the highest of which supports the LARGE IRON BELL.

Geppetto notices several of the INDOOR TREES have been cut down leaving only splintered stumps. Sitting on one is:

MADAME BUCCI

She's perched stiff and hostage like on a tree stump. Both Geppetto and Madame Bucci startle at the sight of each other.

MADAME BUCCI  
My driver left me all alone. He  
saw the living doll and ran away.

GEPPETTO  
Was it a little wooden boy? The  
one from my toy store?

MADAME BUCCI  
No, it was a little girl. She took  
me hostage. She tried to convince  
me she was my daughter so I would  
help her. She was being so nice I  
finally figured out it wasn't her.

GEPPETTO  
Help her do what?

ROSA'S VOICE  
Same thing you want to do.

Geppetto turns as the CREAKING DOOR SLAMS SHUT REVEALING:

ROSA

She stands still in her dirty, disheveled costume from the disastrous night of theater the evening before.

ROSA  
Fight the blue fairies.

GEPPETTO  
I don't want to fight. I want to  
be sneaky and not draw attention to  
myself. Are you one of the people  
those fairies turned into trees?

ROSA  
Those fairies didn't just turn  
people into trees.  
(studies him)  
You're the Toy Maker?

GEPPETTO  
I'm looking for a wooden boy. Last  
seen flying this direction in a  
swarm of small blue fairies.

ROSA  
Pinocchio's luck finally ran out.

GEPPETTO  
All you living dolls know each other?

ROSA  
I know Pinocchio.

GEPPETTO  
Fairies are going to bury him alive  
and I'm going to dig him up again.  
Unless you talk me out of it.  
(to Madame Bucci)  
You could talk me out of it, too.

MADAME BUCCI  
Am I being punished because my  
daughter is mean to dolls?

Rosa ignores Madame Bucci, focusing on Geppetto:

ROSA  
Even if you were able to dig him up  
you'll never get out of the woods.  
The trees will tell on you. Unless  
you know how to ask them not to.

GEPPETTO  
Do you know how to ask them not to?

ROSA  
It's how I got out the first time.  
(then)  
Still. The only way you're going  
to save your little wooden boy is  
to fight fairies with fairies.

CUT TO:

DIRT

CAMERA MOVES UP THROUGH THE SOIL to find the gnarled tips of  
a ROOT STRUCTURE, FOLLOWING them to their source:

THE WOODEN CROCODILE

Along with PUNCH and HARLEQUIN, all the living marionettes of  
Mangiafuoco's Marionette Theater are buried alive in the  
fairy forest. This is their GRAVEYARD.

CAMERA CONTINUES UP THROUGH THE SOIL to FIND:

EXT. FAIRY FOREST - MARIONETTE GRAVEYARD - MORNING

Under a SPOTLIGHT OF MORNING SUNSHINE, Clotho flutters above a curious Pinocchio near a hole in the ground. All around him are the FRESH MOUNDS OF DIRT indicating the DOZENS of captured marionettes and their individual GRAVES.

CLOTHO

I don't blame you, you know. How could I? You are as much a victim of this as anybody, really.

PINOCCHIO

I didn't feel like a victim til you grabbed me and flew away with me.

CLOTHO

If we give up the tiniest sliver of the forest, our giving will never stop. We must hold with vigilance onto every splinter. Every sprite. Or legged mankind will take it all. I went lengths to bring you home.

PINOCCHIO

My home is the toy store.

CLOTHO

You're not a toy.

(then, cooler)

None of this should have happened. We are simply putting things back where they belong. Including you.

PINOCCHIO

When I'm a tree, will my dad come and visit me in the forest?

CLOTHO

That is very sweet, but no. And you've always been a tree. You're just whittled down to near nothing. But in the soil you will grow...

Frustrated, Pinocchio begins knocking on his head.

CLOTHO (CONT'D)

...what are you doing?

PINOCCHIO

Knocking on myself for luck.

Pinocchio surveys the LIVING GRAVES of the buried Mangiafuoco Marionettes, continuing to knock on himself.

PINOCCHIO (CONT'D)  
 Which one is the lady marionette?  
 I want to be buried next to her.

Pinocchio lifts his foot and side steps as A TINY SPROUT reaches for his leg, almost pleadingly.

CLOTHO  
 All the marionettes are looking forward to spending time with you.

PINOCCHIO  
 Can trees blow kisses?

Clotho stares at him a moment, what a thing to ask.

CLOTHO  
 You've had an adventure that no wood sprite in the history of forests forever has had. It's a wonderful time to lay your weary head to rest and go back to sleep.

She clears a path for Pinocchio into his open living grave.

CLOTHO (CONT'D)  
 In you go.

Pinocchio feigns cooperation briefly before seizing the opportunity to bolt. He leaps onto the nearest FAIRY and starts PARKOURING from one BALL OF LIGHT to the next, before jumping onto a large tree and skittering up the trunk.

Clotho drifts up on her fluttering wings, watching the other FAIRIES apprehend Pinocchio without too much trouble, dropping him from the tree top into his freshly dug grave. The opening in the forest floor opens a little wider before CHOMPING CLOSED and swallowing Pinocchio.

ON CLOTHO

The FAIRIES THAT COMPOSE HER slowly drift apart until a meek voice calls out from the woods, suppressing its fear.

MADAME BUCCI'S VOICE  
 Pardon me.

Clotho turns to see MADAME BUCCI standing about twenty feet away waving her arms to get Clotho's attention.

CLOTHO  
 You're trespassing.

As Clotho drifts closer and closer, Madame Bucci continues:

MADAME BUCCI

No, we've met. Remember? From earlier at the theater. You sat next to my daughter who I seem to have lost. You wouldn't by any chance have her, would you? Not that I'm accusing you of anything.

A SHOVELING NOISE gives them all pause. They turn to see:

GEPPETTO

He's calmly digging up Pinocchio's living grave as if he doesn't have a care in the world.

CLOTHO

What are you doing?

GEPPETTO

I'm just collecting my son.

He throws another shovel full of dirt over his shoulder.

CLOTHO

Stop digging.

He paws at the ground with the shovel, moving soil around.

GEPPETTO

I see an elbow. I bet he'll come out of the dirt just like a carrot.

CLOTHO

Some days I'd like to turn the entire human race into trees.

Geppetto pulls Pinocchio out of the soil like said carrot.

GEPPETTO

I was right.

Pinocchio shakes the soil from his pine eyes and wooden limbs at the opportune moment to witness:

CLOTHO

She BLOWS A BEAD OF LIGHT ACROSS HER PALM LIKE A BULLET STRIKING GEPPETTO SQUARELY IN THE CHEST, THROWING HIM ACROSS THE FOREST where he lands with a sturdy FWOMPF.

PINOCCHIO

Poppa!

Clotho hovers there a moment waiting for a tree to spontaneously grow where Geppetto landed. Nothing happens. She looks to her co-fairies for explanation and finds none.

Clotho and the other fairies float across the forest to:

GEPPETTO

He groans in the underbrush, pulling open his coat to FIND the SMOKING REMAINS OF ROSA which CRACK LIKE AN EGG before crumbling under Geppetto's touch. But out of that silvery CRUMBLED CRACKED MARIONETTE SHELL rises a GREEN BALL OF LIGHT, shaking off the ash with FLUTTERING WINGS REVEALING:

ROSA IS A FAIRY

Like the other individual fairies, she is a tiny, beautiful insect-winged woman, three inches in length. She rises out of and above her marionette remains. Sensing confrontation, the INDIVIDUAL FAIRIES COMPOSING CLOTHO drift away from her turning from her shade of TURQUOISE to their own BLUE HUE.

CLOTHO

This changes a thing or two.

PINOCCHIO

(to Rosa)

You're a fairy?

CLOTHO

A fairy who chose a village of people over her own forest.

ROSA THE GREEN FAIRY

I chose leniency. You chose crazy.

CLOTHO

Shame so much ugliness came out of one little difference of opinion.

Rosa FLINGS A GREEN BEAD OF LIGHT at Clotho before she can return the favor, but CLOTHO BREAKS INTO DOZENS OF FAIRIES. The individual CLOTHO FAIRY dodges the BEAD OF LIGHT, allowing it to STRIKE ANOTHER BLUE FAIRY -- it's lower extremities SWELL AND POP, SPROUTING BLUE VINES that slink from its waist and clutch at the SOIL, getting a grip and PULLING EXPANDING BLUE FAIRY DOWN BY ITS ROOTS.

A FLASH as Clotho hurls RETALIATORY BEAD OF LIGHT at Rosa, who SHOOTS UP out of its path allowing a clean miss.

ON CLOTHO

Pieces of her FLY APART as the FAIRIES SHE IS MADE OF BREAK FORMATION and go after Rosa in a WHIRLING, SPINNING FUNNEL CLOUD OF DOZENS OF BLUE FAIRIES led by ONE TURQUOISE FAIRY, all of whom are FIRING BEADS OF LIGHT at the GREEN ONE.

Rosa leads the BLUE FAIRIES and ONE TURQUOISE FAIRY HIGH ABOVE THE FOREST FLOOR, snaking around the TALL BRANCHES.

While the ELECTRIC DISPLAY OF FAIRY WEAPONS FIRE continues overhead through the trees, BEADS OF HOT LIGHT arcing back and forth in BLUE, TURQUOISE and GREEN STREAKS, CAMERA FINDS:

GEPPETTO AND MADAME BUCCI

They commence digging up the FRESH LIVING GRAVES, pulling the soil free of the CAPTURED MANGIAFUOCO MARIONETTES as a dazed and slightly confused Pinocchio looks on.

PINOCCHIO  
What are you doing?

GEPPETTO  
Fighting fairies with fairies.

Geppetto and Madame Bucci dig out PUNCH, the CROCODILE and HARLEQUIN from their living graves. They continue to dig up more of Mangiafuoco's Marionettes as ROSA FLIES THROUGH the GRAVEYARD, drawing FAIRY FIRE.

Geppetto, Madame Bucci and Pinocchio all dive for cover as the BLUE FAIRIES (and ONE TURQUOISE FAIRY) FIRE BEADS OF LIGHT that tear up the FOREST SOIL like artillery shells.

ON ROSA

She weaves in and around the GRAVEYARD FIRING HER OWN BEADS OF LIGHT at PUNCH, the CROCODILE and HARLEQUIN, REDUCING THEIR MARIONETTES BODIES TO SMOKING SHELLS, which CRACK AND CRUMBLE AS GREEN FAIRIES rise out of each of them in a GATHERING SWARM OF GREEN FAIRIES FIGHTING the BLUE FAIRIES.

## A CLASH OF BLUE AND GREEN FAIRIES

At the CENTER OF THE WHIRLING STORM OF FAIRIES sweeping through the forest like a localized tornado, CLOTHO and ROSA (both only three inches tall) ENGAGE ONE LAST TIME.

Rosa FLINGS A BEAD OF LIGHT STRIKING CLOTHO MID-AIR. Clotho recovers from the blast, but even as she attempts to fly, her lower extremities SWELL AND POP, SPROUTING TURQUOISE VINES that slink from her waist and clutch at the SOIL, getting a grip and PULLING CLOTHO DOWN BY HER ROOTS.

Her FLUTTERING WINGS HARDEN as she VIOLENTLY TRANSFORMS, arms TWISTING INTO BRANCHES sprouting TURQUOISE LEAVES. A hush falls over the BUZZING BLUE FAIRIES as they watch. Clotho's last SHRIEKING GASP as a Fairy ECHOES through the forest.

The BLUE FAIRIES buzz around the TURQUOISE-LEAFED BRANCHES of the FORMIDABLE TREE that sprang from Clotho, then fly off deeper into the forest, defeated. The FLUTTERING OF ROSA'S WINGS whip up glowing tendrils of light as she calls the other GREEN FAIRIES to her and they COALESCE INTO:

## ROSA THE (HUMAN-SIZE) GREEN FAIRY

Like Clotho, she's composed of the SWARM OF FAIRIES and bears more than a passing resemblance to her marionette self.

PINOCCHIO  
Do I get to go home now?

ROSA THE GREEN FAIRY  
As long as you are made of wood,  
the forest will be your home. I  
can't let you leave like you are.

PINOCCHIO  
Then can I at least have my kiss?

She smiles at him, offering this consolation:

ROSA THE GREEN FAIRY  
I will give you the perfect kiss.

PINOCCHIO  
I wasn't expecting any other kind.

Rosa kisses him on the forehead. A green glow emanates outward from her kiss, spreading over the surface of his body. The glow focuses into sharper streaks of green, becoming veins, a nervous system and finally a heart before fading under the ruddy complexion of a living, human boy.

Rosa's KISS TRANSFORMED PINOCCHIO INTO A FLESH AND BLOOD BOY.

PINOCCHIO (CONT'D)  
I wasn't expecting this.

CAMERA FINDS Geppetto, awestruck by the human Pinocchio.

GEPPETTO  
You're a real boy.

As the magic and weight of his responsibility sinks in for Geppetto, Pinocchio can't stop touching himself.

PINOCCHIO

MATCH CUT TO:

He shrugs on the jacket of his school uniform, still marveling at his own fleshiness.

CAMERA PULLS BACK TO REVEAL WE ARE NOW --

INT. GEPPETTO'S TOY STORE/WORK SHOP - DAY

The Cricket squats in the window sill rubbing his wings together in a RHYTHMIC CHIRP-CHIRP-CHIRP-CHIRP as Geppetto finishes dressing Pinocchio for school.

GEPPETTO  
What kind of boy do you want to be?

PINOCCHIO  
Yours.

OFF Geppetto's smile...

EXT. GEPPETTO'S TOY STORE/WORK SHOP

Geppetto and now human Pinocchio, dressed in his own school clothes and carrying his school books, step into the street.

GEPPETTO  
Buon Giorno.

CAMERA REVEALS he is speaking to MADAME BUCCI, who replies:

MADAME BUCCI  
Buon Giorno.

CAMERA REVEALS she's walking with DONKEY STEFANIA fully clothed, who in turn nods her donkey head to Pinocchio.

STEFANIA

Hi, Pinocchio.

PINOCCHIO

Hello, Stefania.

DONKEY CANDLEWICK, also fully clothed in school uniform, butts Pinocchio in the seat of his pants and BRAYS.

MADAME BUCCI

Fatherhood suits you.

OFF Geppetto's surprise at hearing those words...

...CAMERA PULLS BACK THROUGH THE COBBLESTONE STREETS and CONTINUES PULLING BACK OVER ROOFTOPS FINDING THE COASTLINE and eventually THE MEDITERRANEAN SEA. CAMERA CONTINUES ACROSS THE UNDULATING WAVES FLYING OVER the HIGHEST SAILS of:

A HANDSOME SCHOONER

The large ship rides the waves out to sea following the CAMERA AS IT CONTINUES PULLING BACK TO INCLUDE:

AN ISLAND

It has a tall, distinctive mountain jutting out of its land mass. As the HANDSOME SCHOONER draws near, the TERRIBLE DOGFISH rears its head and SWALLOWS THE BOAT IN ONE GULP.

CUT TO BLACK.

THE END