

THE SORCERER'S APPRENTICE

Based on a screenplay by
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July 18, 2008
Property of: Jerry Bruckheimer Films
1631 10th Street
Santa Monica, CA 90404

INT. SCHOOL BUS (MOVING) - DAY

DAVE (10), pensive and sincere, looks out the window and smiles as the bus he's riding in roars into a DARK TUNNEL.

TITLE: "WEEHAWKEN, NEW JERSEY - 10 YEARS AGO"

DAVE

Want to see some magic?

Dave's best/only friend OSCAR looks up from his Game Boy.

DAVE

Close your eyes.

OSCAR

(through absurd braces)

You're not gonna kish me, are you?

Dave shoots him a look. Oscar sighs, closes his eyes. So does Dave and so does --

BECKY (10), a brunette beauty sitting just in front of them. The coolest girl in class, she hardly knows Dave exists.

KA-CHUNG! The bus hits a grate -- Dave's cue. He counts under his breath, knows the precise number until:

DAVE

...okay...and...open your eyes!

Dave and Becky open their eyes at the exact instant that the dark tunnel gives way to the majestic, gleaming spires of --

NEW YORK CITY -- The most magical city in the world!

OSCAR

(back to his Game Boy)

Thatsh shome pretty lame magic.

BECKY (O.S.)

I thought it was cool.

Dave looks up to see Becky smiling at him. Dave smiles nervously back, then grins at a stunned Oscar.

EXT. NEW YORK CITY - DAY

QUICK CUTS -- Dave's class takes in the sights:

THE CHRYSLER BUILDING -- To Dave, those steel gargoyle EAGLES seem ready to take flight...THE STATUE OF ATLAS, massively heroic in Rockefeller Center...

INT. MUSEUM OF MODERN ART - DAY

Becky stands in silhouette in front of Chagall's "Aleko and Zemphira by Moonlight." A boy and girl levitate together in the nighttime sky -- a child's dream brought to magical life.

A second silhouette steps into frame: Dave.

BECKY

I love the way they float up like that. I come here a lot with my parents. I like all of the paintings, but I love this one the most...

Dave looks at her, falling truly, madly, deeply in love -- and feeling the sudden urge to tell her.

DAVE

Becky...

Becky turns to look at him. Dave trails off, too scared to tell.

DAVE

...never mind.

The rest of the class floods into the room. As Becky joins her FRIENDS, Dave knows he blew it.

EXT. WASHINGTON SQUARE - DAY

Dave's class gathers around their teacher, MS. ALGAR, in front of the famed WASHINGTON SQUARE ARCH.

MS. ALGAR

...this park served as a burial ground in the early 1800's. To this day over 20,000 bodies rest beneath Washington Square...

A creeped-out Dave stares at his feet as Ms. Algar points out a desolate-looking ELM TREE.

MS. ALGAR

...and this is Hangman's Elm, at 300 years, the oldest tree in Manhattan. Traitors were hanged here during the Revolutionary War...

A CREAKING in the withered branches. Just the wind.

MOMENTS LATER -- Dave watches Becky from afar.

DAVE

How do I tell her how amazing she is...?

OSCAR

Playah, everybody knowsh that. Buy her shomething exshpensive.

Dave digs his money out of his pockets. Three bucks.

Make that TWO BUCKS as a sudden GUST OF WIND blows a DOLLAR BILL out of his hand!

The bill hits the ground. Dave leans over to grab it when a BIKE MESSENGER runs over it. The bill sticks to the tire.

DAVE

Hey, stop!

The bike keeps going. Dave runs after the bike, out onto Third Street, where the bill falls off the tire...

And gets snatched up by a FRENCH POODLE!

DAVE

Ma'am, your dog! Stop!!

But the JOGGING WOMAN can't hear over her headphones.

Dave chases the dog down a brick lane lined with eclectic shops. The dog spits out the bill and keeps going.

Dave pulls up, breathing hard. He leans over to pick up the bill, then straightens up to find himself looking at --

THE RING...

...an unusual ring on display in a shop window. The band is silver, an ancient design; the "gem" is a gray stone that's been carved into a long, intricate DRAGON.

Dave notices the shop's sign: "ARCANA CABANA - ANTIQUITIES, OBSCURITIES, UNUSUAL GIFTS - BALTHAZAR BLAKE, PROPRIETOR."

The street has gone eerily quiet. Dave feels an urge to go back the way he came, but drawn by the promise of "Unusual Gifts," he walks into the store, going past --

THE CAR -- parked at the curb, a gleaming monster in black and chrome: The 1930 BENTLEY SPEED 6 CORSICA...

INT. ARCANA CABANA - CONTINUOUS

Turns out "unusual" is an understatement. The shop is narrow but deep, and packed with all manner of strange objects:

An EGYPTIAN MUMMY CASE...weird EXPRESSIONISTIC PAINTINGS... CALIGARI-ESQUE FURNITURE...a yellow-eyed STUFFED OWL that casts weird, animated shadows on the wall...

Dave FEELS SOMEONE WATCHING HIM, whirls around to see --

A MACABRE URN. Two feet tall, it looks hand-painted by Hieronymus Bosch: TORMENTED SOULS and terrifying MONSTER MEN writhe in agony in a nightmare landscape...

Dave is about to touch the urn's ornate lid when --

A HAND snatches his wrist! Dave GASPS, looks up to see...

BALTHAZAR BLAKE (40) knows how to make an entrance. Tall and grim, eyes ringed in black, he wears a long black coat adorned with cryptic ALCHEMICAL SYMBOLS. A goth-rock Lord Byron...

And as Byron himself was once described, Balthazar gives every impression of being "mad, bad and dangerous to know."

BALTHAZAR

(off the urn)

You break that one and we both buy it.

(releases Dave's hand)

Looking for something in particular?

DAVE

(freaked)

Just a gift...for someone special.

Balthazar cocks an eyebrow. He steps behind a display case and picks up a blood-colored, heart-shaped GLASS JAR.

BALTHAZAR

This jar held the hearts of Antony and Cleopatra for a thousand years...until they turned to dust.

Dave smiles awkwardly, unsure how to respond.

BALTHAZAR

What, a jar stuffed with the disembodied hearts of history's greatest lovers not romantic enough for you? Gee, I'm sorry, I'm fresh out of promise rings!

DAVE

It's not that. It's just...
 (nervous; deflecting)
 Hey, that's a cool ring!

BALTHAZAR'S RING -- is indeed cool, and very unusual: a luminous GREEN DIAMOND set in an intricate Gothic setting. Is it a trick of the light or does the ring fleetingly GLOW?

DAVE

The way it catches the light...

BALTHAZAR

(knowingly)
 Yeah...look at that.

Balthazar looks up, stares intently at Dave, appraising him.

BALTHAZAR

I do have another ring...

Balthazar goes to the front window and grabs the unusual DRAGON RING we saw earlier. He holds out the ring to Dave.

BALTHAZAR

Go ahead...try it on.

Dave stares at the ring, feels its strange pull...then sees Balthazar standing over him, staring like a madman.

Dave gasps, steps back -- right into a GLASS CISTERN that CRASHES to the floor! Water and glass go flying. Dave looks up in horror as Balthazar advances.

DAVE

Was -- was that valuable?

BALTHAZAR

The last drops of water from the Lost City of Atlantis? Gee, what do you think, Dave?!

DAVE

How'd you know my name is --

BALTHAZAR

Show me your hands.

Dave stammers, confused.

BALTHAZAR

Show me your hands!

Dave panics, shuts his eyes and holds out his hands, fearing the worst. He feels something, opens his eyes to see...

A WOODEN MOP -- lies across his hands. Balthazar heads for the stairs at the back of the shop.

BALTHAZAR

I want the floor shined, the shelves dusted and the windows spotless. The cobwebs stay.

Dave bolts for the door but the DEADBOLT has been locked with a key. He BANGS on the door in vain.

ON THE STAIRS -- Balthazar drops a KEY in his pocket.

BALTHAZAR

I'll be in my study.

DAVE

You can't keep me here! My class will be looking for me!

The door to Balthazar's study SLAMS SHUT.

DAVE

Please let them be looking for me.

Dave looks around the shop, tries hard to breathe. He is so screwed.

MOMENTS LATER -- Dave mops the floor, keeping an eye on every shadow and dark corner, of which there are many.

He sees some OLD PHOTOS taped to the wall behind a display case. He leans the mop against a shelf and walks over to the display. The DRAGON RING sits at the end of the case as Dave leans in to see --

THE PHOTOGRAPHS -- are of a raven-haired YOUNG WOMAN, alluring and mysterious. The last photo shows the woman standing in this very shop, joined by an OLD MAN.

Suddenly Dave looks down at the case, sees --

THE RING -- is in a different place. Closer to Dave.

DAVE

Weren't you just over there?

Dave stares at the ring, simultaneously repelled and attracted to it. He looks both ways, then picks up the ring. AN ENGRAVING is etched along the gleaming band:

DAVE
"Take me up..."

Dave turns the ring over. On the other side it says:

DAVE
"Cast me away..."

The ring is sitting in the palm of his hand when --

THE DRAGON'S CLAWS AND TAIL -- coil and tighten around his finger! Dave SHOUTS with surprise, grows frantic as he pulls harder and harder --

THE RING IS HAPPY WHERE IT IS.

DAVE
Come on! Come on!!!

Dave shakes his hand violently, then looks over to see --

THE MOP -- is moving back and forth in perfect sync!

Dave GASPS, freezes. The mop stops bolt upright.

Dave moves his hand to the left. The mop SWISHES across the floor to the left. He moves his hand to the right -- again, THE MOP FOLLOWS.

The world as Dave knows it has just changed. He's barely begun to process this when --

A SUDDEN KNOCKING SOUND -- spins him around. Persistent and getting louder, it's coming from the back of the shop...

A MAHOGANY BOX -- sits on an antique table. The box looks ancient, as does the PADLOCK that secures its lid.

THE KNOCKING is coming from inside the box. Dave stares at the box, wary but somehow enthralled. As he lifts his hand to touch the box --

KLINNK! The padlock POPS OPEN. Eyes wide with wonder, Dave opens the box...

A STRANGE NESTING DOLL -- sits inside. What appears to be a SORCERER of some kind is painted on the outermost doll, in a style that evokes a medieval stained glass. Creepy...

...and entrancing. Dave picks up the doll, curious what the next doll must look like. He doesn't notice as --

THE EYES -- on the DRAGON RING begin to glow.

Dave turns the top of the doll, which SNAPS into place. Then he pulls the top from the bottom and --

VOOSSHHH!!! A TONGUE OF CRIMSON FLAME explodes out of the doll and up to the ceiling. A FIGURE levitates in the bilious smoke. And as the smoke clears...

DARK FIGURE
Finally, finally...

MAXIM HORVATH (40) floats there, an evil sorcerer of the deadliest rank, and a crazy-eyed motherf**ker.

MAXIM HORVATH
...FREEDOM, BABY!!!

Dave SCREAMS, music to Horvath's ears. The eyes on his SKULL RING begin to GLOW RED, when suddenly --

WHOOM!!! A SPHERE of highly-ionized, electro-magnetically compressed matter -- what a physicist would recognize as PLASMA, the fourth state of matter -- SLAMS into Horvath and sends him flying.

As we'll learn, we've just seen what Stephen Hawking would call a PLASMOID -- and Balthazar Blake, a PLASMA BOLT.

Dave turns to see Balthazar on the stairs, his hands splayed out, his RING glowing.

BALTHAZAR
Bad news? You just freed Maxim Horvath, one of the deadliest sorcerers in history...

Dave stares in shock as Balthazar vaults the rail and grabs a large, ancient tome off the shelf -- THE ENCANTUS.

BALTHAZAR
Good news? Only a sorcerer could open that doll. In other words --

Balthazar hands the book to Dave, who buckles under its weight. Balthazar grins.

BALTHAZAR
-- I just found my new apprentice.

Dave stares in horror, unable to imagine worse news than that.

BALTHAZAR
(off the Encantus)
Your homework. Learn it.

WHAM!!! AN INVISIBLE FORCE ripples through the air, knocks Balthazar into the wall, cratering it. A CONCUSSION BLAST.

MAXIM HORVATH
Sorry, Blake. Kid's taking an incomplete on this one.

Horvath comes at Dave, who drops the book. Suddenly Horvath's eyes light up -- the NESTING DOLL lies in his path. [AN EVIL CHINESE SORCERER is depicted on the next outermost doll.]

Horvath sees it. Balthazar sees him see it.

MAXIM HORVATH
The Grimhold!

Balthazar and Horvath leap through the air. Balthazar gets there first, spins out of the way as Horvath SMASHES into a display. Balthazar hands the doll to a terrified Dave.

BALTHAZAR
Whatever you do, keep this safe...NOW GET OUT OF HERE!!!

A FAST AND FURIOUS BRAWL erupts in the shop -- and Dave is caught in the middle! As he ducks for cover we catch FLEETING GLIMPSES of PLASMA BOLTS and ANTIQUES large and small flying across the room. Dave is panicked.

DAVE
This isn't happening...

Dave blindly, reflexively throws his RING HAND out --

DAVE
GO AWAY!!!

THOOM! A SPHERE OF LIGHT rocks the shop, sends Dave flying into the wall.

When Dave finally opens his eyes, he's standing --

EXT. ARCANA CABANA - CONTINUOUS

Dave GASPS, drops the NESTING DOLL to the sidewalk.

MS. ALGAR (O.S.)
Young man, where have you been?!

Dave turns to see Ms. Algar and his class standing there. He looks back at the shop, trembling. Ms. Algar decides to have a look, but as she heads for the door --

DAVE

No!!!

Dave nearly tackles her. He is SCREAMING, out-of-his-mind scared, unsettling the class but especially Becky.

MS. ALGAR

Dave, what's the matter with you?!

DAVE

You don't know what's in there!!!

Ms. Algar brushes him aside, grabs the doorknob and pulls it open, TO REVEAL --

The shop is still and silent and exactly as Dave found it.

Dave can't believe it. His classmates look at him as if he were nuts. Suddenly he sees something on a shelf --

THE LIDDED URN -- that Balthazar warned him about, now with two new souls depicted on its painted hellscape -- BALTHAZAR AND HORVATH.

Dave gasps, turns and runs. As Becky and the others watch him take off down the street...

THE NESTING DOLL -- is snatched up by a HOMELESS MAN, who smiles as he tucks it in his ratty coat.

EXT. ALLEY - CONTINUOUS

POLICE SIRENS echo as Dave huddles against a wall, pulls on the ring as hard as he can --

IT COMES OFF! Dave runs, tosses the ring in a DUMPSTER.

QUICK-CUT MONTAGE:

- Dave runs up the steps to his modest Brooklyn house...

- Dave splashes water on his face, looks at himself in the mirror -- THE RING IS ON HIS FINGER.

- Dave stands on a train platform, drops the ring in front of an ONCOMING TRAIN...

- Dave opens his school locker. THE RING is there.

- In the school basement, Dave throws the ring into a huge FURNACE, sees the ring MELT into a small silver puddle...

INT. DAVE'S ROOM - NIGHT

Dave sleeps fitfully, opens his eyes to see --

THE RING -- is lying on his pillow, whole again. The DRAGON'S EYES glow like tiny embers in the dark.

Dave stares at the ring with fear and foreboding, as we --

SMASH CUT TO:

INT. DAVE'S ROOM - MORNING

Dave sleeps with a pillow over his head. ARCADE FIRE'S "WAKE UP" suddenly blares on the alarm as Dave groggily tosses the pillow aside, TO REVEAL --

20-YEAR OLD DAVE. He sighs, hits the alarm. Another day.

QUICK CUTS -- Dave throws on a faded t-shirt, black hoodie, Chuck Taylors. Tall and gawky, on further review he's actually inconspicuously handsome.

ON HIS WALLS -- NIKOLA TESLA and ALBERT EINSTEIN take their place alongside GOLDFRAPP, THE RACONTEURS, BUDDY HOLLY.

Dave opens a drawer to grab his watch. THE RING is there, but Dave stopped noticing it long ago. He exits without it.

INT. DAVE'S APARTMENT - KITCHEN - CONTINUOUS

Dave cradles the phone as he fishes a chunk of pop-tart from a glass of strawberry Quik.

DAVE

Of course I'm eating healthy, Mom.

He glances at the T.V., reaches for his umbrella. A MASSIVE STORM FRONT is converging on New York.

INT. SUBWAY TRAIN (MOVING) - DAY

Dave scribbles PHYSICS EQUATIONS in a notebook, his backpack sitting on his lap. The car has few RIDERS.

A STREET THUG -- suddenly appears in the aisle, lifts his shirt to reveal the butt of a GUN gleaming in his waistband.

STREET THUG

All right, listen up! Gimme your cash and you won't get hurt!

The thug moves up the aisle, grabbing cash from shaken RIDERS. The ELDERLY LADY next to Dave is terrified. So is Dave.

STREET THUG
Gimme the ring, grandma!

The elderly lady gives up her wedding ring as Dave digs in his pockets, pulls out a few bills -- AND THE DRAGON RING. His surprise lasts about a half-second.

STREET THUG
Hand it over!

Dave looks up, sees the thug eyeing his ring.

DAVE
Oh, believe me, you don't want to --

STREET THUG
You tryin' to be a hero?!

Dave hands the ring over.

DAVE
Me?! No way!

EXT. SUBWAY PLATFORM - CONTINUOUS

The doors open and the thug takes off down the platform.

BACK AT THE DOORS -- Dave, the elderly lady and the other riders step off the train to watch the fleeing thug.

ELDERLY LADY
Fifty-two years I had that ring.
Now it's gone forever.

DAVE
Oh...you never know.

The elderly lady shoots him a puzzled look.

FURTHER DOWN THE PLATFORM -- The thug has almost made it to the stairs when --

WHOOM! The thug is jerked up into the air and backward, as if an invisible chain has reached its length, then he is SLAMMED onto the platform on his back.

DAVE'S RING -- flies out of the thug's hand. WE ROLL WITH THE RING, all the way down the platform, until it finally comes to a stop.....

Right between Dave's feet. He picks up the ring, sighs as he drops it in his pocket. The elderly lady's ring has landed nearby. Dave picks it up and hands it to her.

DAVE

You have a wonderful day.

The elderly lady stares in shock as Dave walks off and heads up the stairs toward --

EXT. NEW YORK UNIVERSITY - CONTINUOUS

It's POURING on 4th Street: THUNDER, LIGHTNING, the works.

STUDENTS run for cover as Dave opens his umbrella and heads for the SCIENCE BUILDING. He's about to go inside when --

A GORGEOUS GIRL (20) comes running out, getting drenched. She runs under Dave's umbrella, catching him off guard.

DAVE

Whoa!

The girl LAUGHS. Dark hair, vintage Kinks t-shirt, plaid mini over black tights, it takes Dave all of one second to realize -- IT'S BECKY.

BECKY

Hey, I'm going to the communications building.

Dave walks right past the science building door.

DAVE

No way. Me, too.

KEN (O.S.)

Dave, where are you going?

Dave turns around to see his classmate KEN CHIN (21). Dave smiles nervously.

KEN

Lab starts in like, five minutes.

DAVE

Uhh -- what are you talking about?

KEN

What are you talking about? Hellman wants our proofs by Tuesday. Our entire grade's on the line.

DAVE

Sorry, I'm going to the communications building. I've got -- communications.

Dave glares at Ken, scoots Becky on ahead. Becky looks at him more closely now.

BECKY

Dave...Dave...wait a minute, we went to grade school together. You're that Dave.

DAVE

(nods weakly)
Becky, right?

BECKY

You transferred after fourth grade. You were the kid, that whole --

DAVE

Arcana Cabana.

BECKY

-- Arcana Cabana thing, right. Boy, that was weird.

Dave nods at the understatement of the century.

DAVE

Little bit. It was a little weird.

BECKY

Wow, I haven't seen you in years.

DAVE

Actually, we saw each other in high school, at parties and stuff.

(off her blank look)

You were mingling, you prob'ly don't remember --

BECKY

No, no, I do...oh, hey, this is me.

They're in front of the COMMUNICATIONS BUILDING, a side door marked "RADIO STATION PERSONNEL." Dave smiles.

DAVE

You work at the radio station?
That's awesome, I always wanted to check it out up there.

Awkward beat. Dave is smiling but not moving.

BECKY

You...wanna come up?

DAVE

(like it's her idea)

Really?

INT. CITY IMPOUND - DAY

Lightning flashes outside the dirty windows, illuminating CITY HALL across the street. We're in a dingy room where a seen-it-all AUCTIONEER faces an eclectic mix of BIDDERS.

AUCTIONEER

Okay, folks, next up...this junk.

THE ARTIFACTS FROM BALTHAZAR'S SHOP -- are arrayed on long tables on either side of the podium.

AUCTIONEER

These items were impounded by the city and the statutory holding period has now expired. And so, without further ado, Item One, this...thing.

A CITY EMPLOYEE hoists an EXPRESSIONISTIC URN -- The one Balthazar warned Dave not to touch.

IN THE AUDIENCE -- An eccentric-looking RICH WOMAN leans in to her BORED HUSBAND.

RICH WOMAN

That would make a lovely planter for the foyer.

The husband rolls his eyes, buries his head in the paper.

INT. COLLEGE RADIO STATION - DAY

Becky and Dave sit in the small, dark D.J. BOOTH of WNYU, its walls covered with eclectic album covers from JOHN COLTRANE to GNARLS BARKLEY to RADIOHEAD. Becky has headphones, speaks into a mic:

BECKY

...off the U.K. version of their L.P. "Bridging the Gap," here's Black Eyed Peas with "Magic."

Becky drops the needle on a VINYL L.P. and flips off her mic. Dave smiles as the MUSIC BEGINS, a funky, unexpectedly romantic reworking of "Every Little Thing She Does is Magic."

DAVE

I can't believe you're Dr. Vinyl.
I listen to you all the time...

Dave trails off as he sees Becky with her eyes closed, listening in a state of near rapture. Dave looks on, falling in love with her all over again...

Becky opens her eyes, watches the L.P. spinning, smiles at the walls of music that surround her.

BECKY

If somebody told me I had an hour
left to live, this is how I'd want
to spend it, right here.

Suddenly the MUSIC GOES DEAD and the LIGHTS GO OUT.

BECKY

Only I'd pay the power bill.

The lights flicker, come back on. Still no audio. Becky's producer, the too-cool ANDRE (24), pokes his head in.

ANDRE

Something's up with the antenna and
the engineer's out sick.

Becky slumps in her chair. Doing this show is her world.

DAVE

Where's he keep his equipment?

INT. TRANSMITTER ROOM - MOMENTS LATER

The narrow room is packed to the ceiling with transmitter panels, circuit boards, etc. Becky looks on as Dave plugs a handheld SPECTRUM ANALYZER into an antenna port.

Andre is just outside, looking on with a tinge of jealousy.

DAVE

Your return-loss is too high,
prob'ly because of a lightning
strike. Not a direct hit, 'cause
you're still transmitting, but close
enough to mess up your signal.

BECKY

How do you know this stuff?

DAVE

I'm a physics major. I'm doing a project on transducers.

BECKY

Uhh, no hablo physics.

DAVE

Oh, sorry. It's a device that converts one form of energy into another. It's what an antenna does. It takes electrical energy from your transmitter and converts it into electromagnetic energy in the form of radio waves.

(smiles)

Am I geeking you out?

BECKY

(nods)

Little bit.

Dave goes to the TRANSMITTER DECK, starts adjusting knobs.

DAVE

We just have to re-tune the transmitter...increase your gain just a bit...

MUSIC fills the room, the entire studio. Becky smiles.

BECKY

Let's just get you a cape and a big "D" on your shirt.

ANDRE

Yeah, for "dork."

Becky starts to laugh, catches herself. She glares at Andre as Dave smiles tightly. So much for his superhero moment.

BECKY

So, Dave, I should prob'ly get back to the show.

DAVE

Yeah, sure, absolutely...

Dave watches Becky as she heads for the booth.

DAVE

Hey, maybe after you're done we could grab some coffee or --

BECKY

Actually...I'm kind of busy tonight.

Andre shoots Dave a sly, triumphant grin. Dave nods to Becky, walks out shaking his head.

DAVE

Transducers. Way to go, Dave.

EXT. LUXURY HIGH RISE - NIGHT

RICH WOMAN (PRELAP)

Is the crowbar really necessary?

INT. PENTHOUSE - NIGHT

In an art-filled penthouse, the RICH COUPLE from the auction look on as a sweating, out-of-breath DOORMAN wedges a crowbar under the urn's lid. The couple is dressed for a night out.

DOORMAN

Ma'am, I've been working on this lid for an hour. If you want this thing open...

The woman looks to her husband, who taps his watch impatiently. She turns back to the doorman.

RICH WOMAN

Lock the door when you leave, George. And please...try not to scratch the enamel.

DOORMAN

I don't think a blowtorch could hurt this old pot, ma'am.

The couple exits, shutting the door behind them. The doorman strains mightily, puts his considerable weight on the bar.

DOORMAN

"Try not to scratch the enamel."
Scratch this, ya rich --

BOOM! Suddenly the lid is BLOWN OFF and --

VOOOSHHH!!! A violent GUST knocks the doorman back as the urn's lid SLAMS into the ceiling, then down onto his head.

DOORMAN

Agghh!

The doorman doubles over, holding his head as a PLUME OF BLACK FLAME shoots up out of the urn, then a billowing black MUSHROOM CLOUD.

A DARK FIGURE -- is hunched on the floor, clothes smoldering amid the strange BLACK SAND CRYSTALS that SIZZLE on the floor around him. As the figure looks slowly up:

MAXIM HORVATH

That...SUCKED.

The doorman faints, falls with a WHUMP.

Horvath hasn't aged a day. He stands, looks around, sees THE URN still smoking on the table. Horvath grins.

OUT ON THE BALCONY -- We're 50 stories above midtown. Horvath hoists the urn over his head...

MAXIM HORVATH

So long, Blake. I'll tell the kid you said hello.

...then he lets it drop. Horvath watches the urn plummet, smiles and heads back inside.

WE FALL WITH THE URN -- as the street rushes up to meet us. The urn tumbles down, down, down along the side of the building --

VOOOSHHH!!! A DARK FIGURE blasts out of the urn amid a tongue of BLACK FLAME, reaches out for a BALCONY RAILING --

BALTHAZAR

Unnnfff!!!

Balthazar hangs on as the urn SHATTERS on the sidewalk, just missing the PEDESTRIANS who now look up to see -- NO ONE.

INT. APARTMENT - CONTINUOUS

A fancy COCKTAIL PARTY. Heads spin as THE SORCERER walks in from the balcony, wiping SMOKING BLACK SAND off his long coat.

BALTHAZAR

How's it goin'?

A STUNNED MAN drops a COCKTAIL SHRIMP on his plate. Balthazar snags the shrimp on his way out the door.

EXT. LUXURY HIGH RISE - NIGHT

A FOG has rolled in as Balthazar runs out to the street, searching for a quick way out of here. He cranes his neck up the building across the street, TO REVEAL --

THE CHRYSLER BUILDING -- and one of the magnificent ART-DECO GARGOYLES that had so captured young Dave's imagination: a fierce-looking STEEL EAGLE.

INT. CHRYSLER BLDG. - 60TH FLOOR - NIGHT

PING! A CLEANING LADY exits the elevator pushing a cart. The floor is dark, the shadows pierced only by FLASHES OF LIGHTNING that flicker in the windows.

A strange CLATTERING SOUND draws the cleaning lady to --

INT. EMPTY OFFICE - CONTINUOUS

The office is dark. The CLATTERING is being caused by the blinds blowing back and forth in an open window. RAINDROPS are starting to fall on the window sill.

Puzzled and a bit spooked, the cleaning lady goes over to the window, pulls the string to raise the blinds.

She peers out the window. There's something out there in the rain and fog. Something big...

LIGHTNING FLASH!

THE CHRYSLER EAGLE -- terrifying and terrific, hovers in mid-air, raindrops splattering across its magnificent steel wings.

The cleaning lady SCREAMS and runs out of the office.

CLEANING LADY

¡Ayyyyyyyy! ¡Es un demonio!

The eagle's eyes are aglow as Balthazar sits astride it and SNAPS the "reins" -- A THICK STEEL CHAIN.

BALTHAZAR

(shakes his head)

Hechicero. [Sorcerer.]

A sight we'll never forget. The eagle rears back, makes a big arcing turn, and flies off into the foggy night...

60 STORIES DOWN -- A LITTLE BOY in a rain slicker looks up as the moonlight cuts through the fog, shines on the eagle.

BOY

Mom, look!

The soaked, annoyed MOM looks up. The eagle is gone.

MOM

Yes, dear. We call that "fog."

EXT. BROOKLYN - DAVE'S APARTMENT BUILDING - NIGHT

Dave climbs the front steps of his modest five-story building. The rain is just a drizzle here but the fog is just as thick.

INT. DAVE'S APARTMENT - KITCHEN - MOMENTS LATER

Dave puts his backpack down, sees the MESSAGE LIGHT on his answering machine and hits play.

KEN (O.S.)

Dave, it's Ken. I was wondering if you could help me with my conductivity proofs...

Dave opens the fridge, grabs a Yoohoo and shuts the fridge door, TO REVEAL --

MAXIM HORVATH sits with his feet on the kitchen table and his hands clasped nonchalantly behind his head.

MAXIM HORVATH

Boo.

DAVE

YAAAAAAAAAAAA!!!!

As Dave SCREAMS, Horvath shrieks and bites his nails like a silent movie damsel. Then he stands, glowering.

MAXIM HORVATH

I see you haven't stumbled across your spine in the last ten years. And they wonder why the House of Merlin is in ruins...

Horvath walks toward him. Dave stumbles backward, petrified.

MAXIM HORVATH
Where's the Grimhold?

DAVE
I -- I don't know what you --

MAXIM HORVATH
THE DOLL!

DAVE
I don't have it!

Horvath shoots a penetrating look. Dave's telling the truth.

MAXIM HORVATH
All right, then, give me the ring --
and don't even try to tell me you
don't have that one.

DAVE
(shakes his head)
It won't leave. It never leaves.

MAXIM HORVATH
(grins)
It will for me.

DAVE
Yeah? Well, I hope you're right!

Dave digs in his pocket, holds out THE RING. But as Horvath goes to snatch the ring from Dave's palm --

THE DRAGON -- coils around Dave's finger.

DAVE
See?!

HORVATH
(shakes his head)
That is unfortunate.

Horvath holds up his hand and a LARGE KITCHEN KNIFE comes flying out of the knife block into his hand. Horvath grins.

HORVATH
The hand, then.

Dave turns and runs out the apartment door. Horvath sighs.

INT. CORRIDOR - CONTINUOUS

Dave runs to the ELEVATOR, frantically hits the call button.

DAVE
Oh my god. Oh my god.

INT. DAVE'S APARTMENT - CONTINUOUS

As he's walking out, Horvath sees a World Wildlife Fund CALENDAR tacked to the wall. This month's animal: a TIGER.

Horvath lifts his GLOWING RING, pulls his hand slowly back...

INT. CORRIDOR - CONTINUOUS

Dave hears a SNARL, turns in horror as a REAL TIGER springs out of his apartment and bounds down the corridor!

Dave bolts for the window, grabs the handle -- IT'S STUCK!

THE TIGER is 20 feet away...10 feet! Dave SCREAMS, pulls with everything he's got. The window opens and Dave dives out onto --

EXT. FIRE ESCAPE - CONTINUOUS

Dave tumbles out the window as the tiger leaps out onto the fire escape -- BLOCKING THE WAY DOWN.

The tiger SNARLS. Dave gasps, scrambles madly up the creaking stairs to --

EXT. ROOF - CONTINUOUS

The rain has stopped as Dave runs across the roof. The tiger races after him when Dave trips -- FALLS!

Dave turns in horror as the tiger takes two huge bounds and LEAPS into the air, FANGS and CLAWS poised to rip his throat out. Dave SCREAMS...

...and catches a TINY, CUDDLY KITTEN in his arms. The kitten licks his nose. Dave SCREAMS again.

Now on the roof, Horvath looks up in shock --

WHAM! A STEEL WING slams into him, sends him flying.

Dave cowers as the giant eagle lands almost right on top of him. And just when things couldn't get any scarier...

BALTHAZAR BLAKE -- pokes his head out from atop the eagle.

BALTHAZAR

How's it goin'?

Dave SCREAMS. Balthazar sees Horvath leap into the air, cocking his ring hand back to throw a spell. Balthazar quickly throws his hand up and --

A TEMPORAL DISPLACEMENT SPELL -- wraps around Horvath, a cocoon in which TIME ITSELF SLOWS TO A CRAWL. Horvath arcs through the air at 1/20th normal speed, screaming like the teacher from a "Peanuts" T.V. special.

Dave turns to see Balthazar glaring down at him.

BALTHAZAR

Where's the doll?

DAVE

Please don't hurt me!

Balthazar shakes his head. Horvath's ring hand is coming forward, its SKULL EYES glowing forebodingly.

BALTHAZAR

All right, get on the eagle.

DAVE

But I --

BALTHAZAR

Get on the eagle, Dave!

DAVE

I'm scared of flying!

BALTHAZAR

New rule, Dave. From here on out you're scared of one thing and one thing only. Me. Now get up here!!!

Dave looks back at Horvath, sees the murder in his eyes.

DAVE

Oh god.

Dave tries to pull himself onto the eagle, arms straining like a sixth grader trying to do a pull-up.

Balthazar shakes his head, grabs Dave and hoists him up by the seat of his pants. And with that, the eagle takes to the sky, disappearing into the LOW CLOUDS...

EXT. FLYING OVER NEW YORK - NIGHT

It's 3 a.m. on the OLD CLOCK TOWER BUILDING as the eagle soars over the fog-enshrouded city, a hundred sparkling towers sitting on a pillow of CLOUDS.

The eagle circles the CHRYSLER BUILDING, touches down on its former perch. As Balthazar and Dave climb off onto the parapet, Balthazar touches the eagle as if to say thanks.

A gleam in the great bird's eye, then once again it's a LIFELESS GARGOYLE.

BALTHAZAR

A man named Denethor Maltwood first brought this eagle to life in 1928. It's helped more than one sorcerer get across town in a hurry.

(off Dave's awe)

This city is full of magic, if you know where to look.

Dave looks out on the lights of New York as if seeing the city for the first time.

BALTHAZAR

Horvath must've put a tracking spell on you, that day in my shop.

Balthazar splays his hands, his GREEN DIAMOND RING taking on a strange glow. Balthazar sees Dave staring at his ring.

BALTHAZAR

A sorcerer's ring is a conduit for his magic, but it also possesses a magic of its own. Getting a hold of your ring would make Horvath that much stronger.

A SHIMMERING AURA washes over Dave, then disappears.

BALTHAZAR

Cloaking spell. It'll throw him off our trail.

Dave shakes his head, can't believe this is happening...again.

BALTHAZAR

Look, I know you were shocked to see me back there. How 'bout I give you another chance to show me what you got? Doesn't need to be fancy. Some levitation, a little stormcasting --

DAVE

Look, I don't know who you think I am --

BALTHAZAR

Don't want to show off, huh? Okay, how about -- block this!

Balthazar sends a CONCUSSION BLAST flying in on Dave --

WHOOM!!! Dave goes sailing into a low wall and crumples. Balthazar can't believe it.

BALTHAZAR

Are you kidding me?! What have you been doing for the last ten years?!

DAVE

(trying to breathe)
...I'm okay...

BALTHAZAR

Didn't you read the book I gave you?!

Dave gets to his feet, shakes his head.

DAVE

I left it in the shop.
(off Balthazar's glare)
You know, in the confusion.

BALTHAZAR

Oh, absolutely, Dave! I'm sure the situation was very confusing!!!

DAVE

Well, I don't think sarcasm is really called for! I was ten years old, I was freaking out! I'm still freaking out! Maybe it would help if you told me WHAT THE HELL IS GOING ON!!!

Balthazar shakes his head, reaches into his coat.

BALTHAZAR

Pay attention, there will be a quiz later.

(off Dave's look)

No, seriously, there will be.

Balthazar throws a handful of BLUE DUST that ignites the air with a VOOSHHH!

BALTHAZAR

There are two kinds of sorcerers in the world. You and I are Merlineans. We can trace our lineage from sorcerer to apprentice, all the way back to Merlin Ambrosius...

The ignited dust lingers in the air like a nebula, assumes the shape of MERLIN, ancient and wise in a druidic robe.

BALTHAZAR

Then there's the Morganians...

A flick of RED DUST sparks another explosion -- and a spectral image of the treacherously beautiful MORGANA LE FAY.

BALTHAZAR

...their line runs back to Morgana le Fay, an evil sorceress who was King Arthur's half-sister and Merlin's arch-enemy.

DAVE

But -- that stuff's just a myth.

BALTHAZAR

You just rode into town on a gargoyle, Dave. Think it's time to put the ol' skepticism in check?
(continuing)

Now, every sorcerer has a duty to pass his knowledge on to his apprentice before he dies. Our pal Horvath back there was apprenticed to my old Master, a Merlinean by the name of Aurelius Flood.

A SEPULCHRAL IMAGE flits across the facade of the Chrysler tower -- AURELIUS FLOOD is an old man in a Victorian overcoat. We've seen that face before: the photos in Balthazar's shop.

BALTHAZAR

But Horvath turned traitor, joined a group of Morganians who wiped out almost every living Merlinean. They killed Aurelius while trying to steal an artifact of unspeakable power: the Grimhold.

DAVE

That nesting doll...but what's inside?

BALTHAZAR

An evil so powerful, it's all Horvath needs to kill the last two Merlineans on the face of the Earth.

DAVE

(re: the two of them)
You mean...?

BALTHAZAR

For eons we kept the Morganians in check. Now it's just you and me -- and if we don't find that doll before Horvath does, a world where the vilest kind of sorcery has free reign over mankind. Unfortunately, your training's gonna be kind of an on-the-job deal --

DAVE

Whoa, whoa, "training?" Look, I've got a life. I'm trying to graduate!

BALTHAZAR

"Graduate?" Excuse me, did you hear a word I just said?!

DAVE

I'm not a sorcerer, okay?!

BALTHAZAR

Maxim Horvath thinks you are. And I'm sorry, Dave, but that's all that matters. I'm looking at a dead man.

Dave swallows hard.

BALTHAZAR

So, you have two choices. You can go back to your life and have the highest GPA in the morgue.

(MORE)

BALTHAZAR (CONT'D)

Or you can let me teach you how not to get killed. Your call.

DAVE

This is crazy. You see that, right?! You see how crazy this is?!

Balthazar shakes his head, smiles.

BALTHAZAR

Good luck.

Balthazar turns, starts to walk off.

DAVE

Wait!

(Balthazar turns)

It's just...I'm scared.

Balthazar looks Dave in the eye, offers his hand.

BALTHAZAR

Then you just might be good at this.

Dave is pale as he raises his hand to shake Balthazar's. Balthazar grins. A look that makes Dave very nervous.

INT. CHRYSLER BUILDING - 60TH FLOOR CORRIDOR - MOMENTS LATER

As Balthazar and Dave step onto an ELEVATOR and the doors slide shut...

The doors SLIDE OPEN on the elevator next to theirs. Two COPS accompany the anxious CLEANING LADY we saw last night.

COP

Okay, let's see this "demonio" that flew off all by itself.

The cleaning lady leads them into an office where --

THE GARGOYLE EAGLE -- is in its place outside the window.

CLEANING LADY

(eyes wide)

Es brujería...

COP

(to his partner)

This is almost as good as that nut-job doorman across the street.

EXT. CHRYSLER BUILDING ENTRANCE - DAY

The morning sun breaks through the clouds as Balthazar and Dave step out onto the busy street.

BALTHAZAR

We need a place to train. Let's try my old shop.

DAVE

There's a subway stop close by.

BALTHAZAR

Please tell me you're joking.

INT. AUTO IMPOUND - DAY

A YOUNG COP leads Balthazar and Dave through an underground parking lot packed with ABANDONED CARS.

YOUNG COP

Unclaimed vehicles usually go to the graveyard after seven years. But your car...well, it's got kind of a legend around it.

Balthazar smiles coyly: 'Oh?'

YOUNG COP

Me, I think it's a bunch of bull. But some of the older guys say that when they tried to take your car to be junked, it, uh...growled at them.

Balthazar smiles as they come upon the BENTLEY, still imposing under a thick layer of dust.

YOUNG COP

I'll call for a tow. No way are you gonna get this old heap started --

THROOOM!!! The cop takes a step back as the Bentley roars to life -- an almost carnivorous GROWL. Balthazar grins at Dave.

BALTHAZAR

She missed me.

YOUNG COP

How...how'd that thing...?

Balthazar takes the CLIPBOARD from the stupefied cop, signs and hands it back to him, then starts nudging him away.

BALTHAZAR

Thanks so much for your help.

YOUNG COP

Don't...don't mention it...

MOMENTS LATER -- Dave and Balthazar sit in the idling car. Balthazar grips the wheel, in heaven. Dave SNIFFS the air.

BALTHAZAR

You are sitting in a true work of art...the Bentley Speed-6 Corsica. Six cylinder engine, overhead cam, dual carbs, dual ignition. The same engine Woolf Barnato used to win Le Mans in 1929 and 1930.

DAVE

(musters a nod)

Mmn.

BALTHAZAR

"Mmn?" That's all you can say?
"Mmn?!"

DAVE

No, it's cool, it's just --

BALTHAZAR

What?

DAVE

-- it's a little musty in here.

Balthazar stares at him.

DAVE

You know, musty? Like your grandma's closet?

(off Balthazar's glare)

It's not that bad.

Balthazar nods, subject closed. As he puts the car into gear:

DAVE

It's not good for my allergies,
that's all --

Balthazar floors it and the car ROARS ahead at incredible speed. Dave's head slams back into the seat.

DAVE

Oh boy. This car's fast.

EXT. SHERRY-NETHERLAND BUILDING - DAY

A dramatic art deco building topped by a breathtaking TOWER and a MINARET ringed by six fearsome GRIFFIN GARGOYLES.

INT. SLEEK OFFICES - ELEVATOR BANK - CONTINUOUS

Two BUSINESSMEN wait for the elevator.

BUSINESSMAN #1

So, can we deny coverage?

BUSINESSMAN #2

(nods)

Oil spills caused by acts of negligence aren't covered. We're saying the skipper was sleep-deprived, so we're off the hook on the clean-up.

BUSINESSMAN #1

(grins)

Tree-huggers must be apoplectic.

PING! The elevator doors open, TO REVEAL --

MAXIM HORVATH

A little early for lunch, isn't it?

The older Businessman SHOUTS, jumps back in shock.

BUSINESSMAN #1

MAX!!! My god, you're alive...and you haven't aged a day!

Horvath breezes out of the elevator. The businessmen stare after him in dismay.

BUSINESSMAN #2

He has definitely had work done.

Horvath heads for the lobby, all glass and black marble. Hanging on the wall is a huge ANDY WARHOL PORTRAIT of Horvath and a CORPORATE LOGO in cold, brushed steel:

"HORVATH GLOBAL INSURANCE GROUP -- FOR A DANGEROUS WORLD."

A RECEPTIONIST, pretty but not gorgeous, looks from Horvath to the portrait hanging behind her with surprise.

MAXIM HORVATH

The penthouse key, please.

The receptionist fumbles in a drawer, hands him the key.

RECEPTIONIST
Anything else?

MAXIM HORVATH
(smiles)
Lose ten pounds by Friday or you're
fired.

INT. HORVATH'S PENTHOUSE - DAY

Horvath steps out of the elevator into the stunningly atmospheric PENTHOUSE atop the tower. Huge windows arch upward toward a cathedral ceiling, allowing the afternoon sun to cast noirish shadows across the marble floor.

Horvath smiles. It's good to be home.

EXT. NEW YORK STREETS - DAY

In a city where people don't turn their heads, PEOPLE TURN THEIR HEADS to see Balthazar and Dave prowling the glass canyons in the Bentley, now gleaming and spotless.

INNER CITY KIDS working on their pimped-out rides WHOOP and HOLLER as the Bentley cruises by. Balthazar nods, smiles.

MOMENTS LATER -- The Bentley stops on Balthazar's old street. As they get out of the car, Balthazar looks up in horror.

BALTHAZAR
My god...what happened here?

A POTTERY BARN -- stands where the Arcana Cabana once did. YOUNG MOTHERS go in and out pushing strollers.

Balthazar looks down from the sign to see Dave at the store window, smiling and pointing at a POTPOURRI SAMPLER.

DAVE
Say goodbye to your musty smell!

Balthazar stalks over, glaring.

BALTHAZAR
Are you through re-decorating,
Dave? 'Cause if you are, we should
prob'ly --

BECKY (O.S.)
... Dave?

Dave and Balthazar turn around to see Becky standing there, on her way to class, looking surprised.

BECKY

Wow, I don't see you for ten years and then it's twice in two days.

DAVE

(nervous grin)
Some coincidence, huh?

BALTHAZAR

If you believe in such things.

Balthazar puts his arm around Dave, loudly CLEARS HIS THROAT.

DAVE

Oh, uh, Becky, this is, uhhh...

BALTHAZAR

Uncle Balthazar! Nice to meet you, Becky. I'm just in town visiting my faaaavorite nephew.

Balthazar grins, gives Dave's shoulder an extra-hard squeeze.

BECKY

Cool. Where are you from?

Beat. Balthazar stares at Becky in all his satanic glory.

BALTHAZAR

Wichita.

Becky smiles, nods, unsure what to make of that. Finally --

BECKY

So, thanks again for bailing me out last night.

DAVE

Hey, no problem...
(watching Becky)
Say, if you're not busy sometime --

BALTHAZAR

Actually, Dave, we're busy all week.
(off Dave's glare)
Remember? Uncle Maxim is in town?

DAVE

Oh, yeah...Uncle Maxim.
(smiles at Becky)
Never mind.

Becky smiles. What a couple of oddballs.

BECKY

Okay, well, see you around, Dave.
Nice meeting you, Balthazar.

Balthazar gives a little wave as Becky walks off. Dave sighs, watching Becky go, as Balthazar realizes:

BALTHAZAR

She was the one. That day in the shop, "a gift for someone special." And you've never had the guts to tell her.

DAVE

Yeah, well, bad things happened the last time I tried.

BALTHAZAR

So you turned your back on love and sorcery, and buried yourself in those books of yours.

DAVE

I'm still alive, aren't I?

BALTHAZAR

Yep.

Balthazar heads for the Bentley, leans in to Dave:

BALTHAZAR

And still alone.

Dave stands there for a beat, thinking about what Balthazar said. Dave makes a decision, gets in the car.

DAVE

I know a place we can train.

EXT. NYU - OLD SCIENCE BUILDING - DAY

A building made obsolete by the new science building next door. Dave leads Balthazar down some steps to a subterranean entrance.

BALTHAZAR

So why do they let you use this storage area for your project?

DAVE

It's not so much "let" as "require."
My project's kind of dangerous.
Actually, it's really dangerous.

INT. OLD SCIENCE BUILDING - CORRIDOR - CONTINUOUS

Dave leads Balthazar down a decrepit hallway, unlocks a door marked "NYU PHYSICAL SCIENCES DEPT."

INT. UNDERGROUND ROOM - CONTINUOUS

Balthazar walks in, looks around, smiles.

BALTHAZAR

It's perfect.

THE UNDERGROUND ROOM -- is big, 150' x 75', with a high ceiling and a row of opaque windows along the tops of the walls to let in light.

ALL MANNER OF EQUIPMENT -- is here: ANTENNAS, TRANSFORMERS, PHOTO-ELECTRIC DIODES, and most curious of all --

TWO STEEL COLUMNS -- set 20 feet apart, each topped by an odd-looking DISC. As we'll find out later, these are TESLA COILS.

DAVE

My project's on --

BALTHAZAR

Transducers.

DAVE

(surprised)

Yeah...how'd you know?

Balthazar turns around, smiles.

BALTHAZAR

Lucky guess.

INT. UNDERGROUND ROOM - MOMENTS LATER

Balthazar digs through his various pockets.

BALTHAZAR

First we need a spellbook. Since you lost the one I gave you, we'll have to use mine. Ah, here it is.

From his coat Balthazar pulls a TINY BOOK, not much bigger than a matchbook. Dave grins.

DAVE

Uhhh...I seem to remember it being a little bigger.

Balthazar starts to UNFOLD THE BOOK. He keeps unfolding it as Dave looks on with more and more surprise, until finally...

THUNNK! Balthazar drops a MASSIVE TOME on a table: THE ENCANTUS. (Below the title in Gothic text: "POCKET EDITION.")

BALTHAZAR

The Encantus is your textbook -- not just the art and science of sorcery, but its history, too. A history that's still being written.

Balthazar turns to the last page, a picture of Balthazar and Horvath doing battle on Dave's roof.

Dave stares at himself, amazed. Balthazar flips back a few pages, to a rendering of THE GRIMHOLD.

BALTHAZAR

Time for your first lesson.

Balthazar steps to the OPEN FLOORSPACE in the middle of the room. He raises his hands, throws them violently down --

VOOOOSHHH! Dave jumps back as a PHOSPHORESCENT FLAME shoots up from the concrete floor, then dwindles, TO REVEAL...

A LARGE CIRCLE -- 30' in diameter, has been scorched into the floor. The circle is adorned with ALCHEMICAL SYMBOLS and divided into SEVEN AREAS in an arcane geometric pattern. We can tell we're looking at something ancient.

BALTHAZAR

This is a Merlin's Circle, the crucible in which hundreds of sorcerers have been made -- and hundreds more broken. An apprentice might spend ten years training in this circle. You're gonna do it in a week.

(steps into the circle)

You step into this circle, you leave everything else outside -- everything you know, everything you've seen, everything you are. And once you enter...there's no going back.

Balthazar lets that solemn thought hang there.

DAVE

So I should prob'ly pee now, then.

Beat. Balthazar glares at Dave.

DAVE

I can hold it.

BALTHAZAR

(continuing)

The circle has seven domains, each corresponding to one of the seven arts a sorcerer is called upon to master. There's the Alchemy of the Mind...

Dave gasps as Balthazar's lips stop moving but his voice continues in Dave's head:

BALTHAZAR (TELEPATHIC)

...the domain of telepathy, second sight and psychic attack. The Alchemy of the Elements...

Balthazar steps into the next domain and a TONGUE OF FIRE ignites on his palm. A FLASH OF LIGHTNING makes Dave flinch.

BALTHAZAR

...here you'll learn to manipulate fire and water, wind and earth.

(steps one over)

The Alchemy of Motion is one of my favorites. Levitation, telekinesis, compressing air molecules to create a concussion effect...

Balthazar LEVITATES a foot off the ground, throws a rippling CONCUSSION BLAST to knock a heavy GENERATOR off a table.

BALTHAZAR

The Alchemy of Transformation...

Dave stares wide-eyed as Balthazar suddenly MORPHS INTO DAVE.

BALTHAZAR

...pretty self-explanatory.

Balthazar reverts to form, steps into the next domain.

BALTHAZAR

The last two are the most difficult to learn, and the most powerful.

(MORE)

BALTHAZAR (CONT'D)

The Alchemy of Spacetime is little understood. Astral projection, temporal displacement...

Balthazar takes some change from his pocket, throws it up in the air. The coins start to fall in SLOW MOTION.

BALTHAZAR

It took me 10 years to learn how to cast a "speed bump" like the one I put on Horvath. It's said that only Merlin himself ever fully mastered this domain.

THE COINS -- hit the floor at full speed.

BALTHAZAR

Last is the Alchemy of Matter, and the famous law of physics holds true: it can be neither created nor destroyed. A sorcerer just happens to know where the loopholes are.

Balthazar holds out his palm and a SWIRL OF WHITE-HOT ELECTRONS appears over his hand.

BALTHAZAR

If, for instance, I accelerate these oxygen atoms, then let a few electrons spin off...

As a few ELECTRONS escape orbit, the SWIRL COHERES into a DENSE SPHERE OF HYPER-CHARGED MATTER -- A PLASMA BOLT.

DAVE

(staring in awe)

Plasma...the fourth state of matter.

BALTHAZAR

And the sorcerer's weapon of choice.

Balthazar throws the PLASMA BOLT at the GENERATOR that his concussion blast already toppled over. The bolt ANNIHILATES the machine into so many shards of metal.

Dave is blown away, then realizes:

DAVE

You forgot the one in the middle.

Balthazar turns to the domain in the center of the circle. An almost imperceptible flash of regret in his eyes, then:

BALTHAZAR

The Alchemy of the Heart is the domain of emotions, love.

(dismissive)

We won't be sending Horvath any valentines. Now, here's how we're gonna find that doll.

INT. HORVATH'S PENTHOUSE - DAY

Horvath stands at the end of a long table stacked with ALCHEMICAL TEXTS. His ENCANTUS is open to a medieval rendering of the GRIMHOLD. He touches the GRIMHOLD, and as his eyes roll back in his head, we --

MATCH CUT TO:

INT. UNDERGROUND TRAINING ROOM - DAY

Balthazar stands over a table with the Encantus open.

BALTHAZAR

It's called sympathetic magic. By manipulating this image of the Grimhold, we exert magic on the doll itself, retracing where it's been since that day in my shop.

DAVE

And how do we do that?

BALTHAZAR

(isn't it obvious?)

We just covered this. Spacetime, Dave. Astral projection.

DAVE

"Astral projection?" What, like our bodies stay here but our minds go flying off somewhere?

(shakes his head)

That's completely impossible under the laws of physics.

Balthazar grabs Dave's CELLPHONE off the table.

BALTHAZAR

This device converts the sound waves created by your voice into electromagnetic radio signals. You tell me: physics or magic?

DAVE

Thank you, I know how a cellphone works. It's a transducer and it's totally within the laws of physics.

BALTHAZAR

Everything we do is within the laws of physics. You just don't know all the laws yet.

(holds up his ring)

This is a transducer, Dave. It converts the mental energy in the sorcerer's mind into kinetic energy in the physical world. First you think it, then you do it.

As Dave looks at his ring in a whole new light...

BALTHAZAR

You've spent your whole life running from the magic you saw ten years ago. Well guess what? You're still doing this stuff. You just got bumped into the slow lane.

Balthazar puts his hand on the picture of the GRIMHOLD.

BALTHAZAR

Time to get back in the fast lane.

Dave shakes his head, hesitates...

BALTHAZAR

Michelangelo said he never sculpted; all he did was free the figure buried deep inside the marble. You have a sorcerer buried in you, Dave. Let's let him out.

Dave slowly lifts his hand, puts it on the Encantus. As we TRACK IN SLOWLY on his face...

BALTHAZAR

Remember, mental energy into physical. Close your eyes and remove every other thought from your mind. There is only the doll...and when you can see it in your mind...open your eyes.

DAVE'S EYES -- pop open, and BOOM!

TIME AND SPACE -- bend around the edges of the frame as we go zooming through a highly-stylized SPIRIT WORLD...

This is ASTRAL PROJECTION. The physical bodies of Balthazar and Dave remain standing in the room as their ASTRAL BODIES fly through SPACETIME.

- We see Dave drop the Grimhold outside the Arcana Cabana...

- The HOMELESS MAN picks up the doll...

- He sells it to a THRIFT SHOP OWNER, who sells it to a MAN, who gives it to his SISTER as a birthday present...

- CRASH! The SISTER dies in a car wreck, the DOLL goes back to her heartbroken BROTHER, who sells it to --

- AN OLD CHINESE WOMAN, in an herbalist's shop. As the Chinese woman finally places the GRIMHOLD on a shelf, we --

SMASH BACK TO:

Dave GASPS, pulls his hand off the book.

DAVE
(out of breath)
Whoa...

BALTHAZAR
(grins)
Physics.

EXT. CHINATOWN - SHOP - SUNSET

The herbalist's shop we just saw in the Astral Projection.

In front of the shop, a boisterous CHINESE FESTIVAL is underway. FIRECRACKERS POP in the street, food carts are set up on the sidewalk, Chinese MUSIC fills the air.

INT. SHOP - CONTINUOUS

The OLD CHINESE WOMAN we saw in the Astral Projection turns around as the shop door opens.

OLD CHINESE WOMAN
Can I help you?

MAXIM HORVATH -- walks up to the counter, smiles.

MAXIM HORVATH
I certainly hope so.

EXT. CHINATOWN STREET - NIGHT

A 50-foot long PAPER DRAGON snakes down the street as Balthazar and Dave arrive at the shop. The door is locked. A sign hangs in the window: "BACK IN 10 MINUTES."

BALTHAZAR

We'll have to wait.

DAVE

I thought the fate of the world is at stake. Can't you just use your powers to --

BALTHAZAR

Commit breaking and entering?

DAVE

No -- well, not exactly. Just a little spell on the doorknob, just a little...you know.

BALTHAZAR

No, Dave, I don't know. Please tell me.

(Dave goes mum)

There are limits on our powers, okay? Some limits are physical: we can't raise people from the dead. We can't stop time. We can't fly. Other limits we place on ourselves. The Morganians will use their magic for any selfish thing and let right or wrong be damned. But we're Merlineans. We respect our powers and we respect our calling to use them only for good. Got it?

Dave nods.

BALTHAZAR

Good. Now come on, I haven't eaten since the Clinton Administration.

MOMENTS LATER -- Dave and Balthazar lean against a building, eating from take-out cartons.

DAVE

So is sorcery science, or magic?

BALTHAZAR

Yes. And when you can see those two worlds are actually one and the same, then you'll be a sorcerer.

Balthazar reaches into his carton for a BRIGHT RED PEPPER.

BALTHAZAR
Try this. It's delicious.

DAVE
Are you insane?

BALTHAZAR
It's not hot. Seriously, you don't know what you're missing.

DAVE
That thing'll eat through my intestines.

BALTHAZAR
I'm telling you, these aren't hot!
(then)
Aurelius had a saying: "Life shrinks or expands in proportion to one's courage." Well, let me tell you, from where I'm standing, you've got yourself a little shrinkage problem.

Dave looks down.

BALTHAZAR
Too scared to tell Becky how you feel --

DAVE
Okay, drop it.

BALTHAZAR
-- too scared to believe in something you can't reduce to an equation. Look, I can teach you every spell there is to know, but if you don't find some intestinal fortitude pretty quick, Maxim Horvath is gonna eat us for lunch.

Dave thinks about this. Balthazar's words have an effect.

DAVE
"Life shrinks...?"

BALTHAZAR
"Life shrinks or expands in proportion to one's courage."
(holds up the pepper)
So how about it?

Dave smiles, grabs the pepper and shoves the whole thing in his mouth. The reaction is instantaneous:

DAVE
AAAAAAGGHHH!!!!

Balthazar points at Dave, starts cracking up.

BALTHAZAR
I can't believe you ate that!!!

Dave doubles over, spits it out. Balthazar gathers himself.

BALTHAZAR
Wow, that was insane...

Balthazar starts to walk off when Dave spins him around, throws his best punch. Balthazar catches it, smiles.

BALTHAZAR
Now that's more like it.

Balthazar walks off. Dave realizes he's just been tested, and passed.

EXT. HERBALIST'S SHOP - NIGHT

Balthazar and Dave return to the shop to find the sign still in the window and the door still locked.

Balthazar sighs, looks left and right...then whips out a thin steel JIMMY and deftly breaks the lock. The door pops open. Dave turns to Balthazar in shock.

DAVE
What happened to "we only use our powers for good?!"

BALTHAZAR
Did I use my powers?

INT. SHOP - CONTINUOUS

There's no one at the counter. Balthazar and Dave separate and slowly make their way through the cluttered shop. Dave explores the back of the shop, Balthazar the front, when --

OLD CHINESE WOMAN (O.S.)
Did I leave that door unlocked again?

Balthazar turns, smiles at the proprietor.

OLD CHINESE WOMAN

...I was just having my tea. Can I help you find something?

BALTHAZAR

I'm looking for a nesting doll, very unusual, with a Chinese sorcerer on the outside.

OLD CHINESE WOMAN

Ah, yes, the broken doll.

BALTHAZAR

Broken?

OLD CHINESE WOMAN

You pull and you pull and you can't get it open.

BALTHAZAR

(relieved smile)

That's a good thing, ma'am.

OLD CHINESE WOMAN

Wouldn't you know, I just sold that piece an hour ago.

As the alarm registers on Balthazar's face...

AT THE BACK OF THE SHOP -- Dave has wandered to a part of the shop not visible from the front. A BEADED CURTAIN obscures our view into an adjoining room.

Dave hears a MUFFLED SOUND coming from the room. Dave pulls aside the beaded curtain, and GASPS...

THE OLD CHINESE WOMAN -- is suspended against the ceiling by an invisible FORCE OF GRAVITY.

AT THE FRONT OF THE STORE --

BALTHAZAR

...my height, about as crazy-looking as me, maybe a little more?

OLD CHINESE WOMAN

Yes, that's the man I sold it to. Perhaps I can interest you in something else...this ring perhaps?

A SKULL RING -- is on the woman's hand, red eyes glowing.

Balthazar starts to move -- too late! The old woman conjures a GIANT MYSTICAL CHAIN that wraps around Balthazar, lifts him off his feet...SQUEEZES.

BALTHAZAR

Aagh!!!

OLD CHINESE WOMAN

Oh, Blake, you are pathetic. Is this what you were looking for?

The old woman produces the GRIMHOLD from her cloak. A spectacular CHINESE SORCERER is depicted on the doll.

Balthazar strains to get free. No air in his lungs, he can't even speak. The old woman shakes her head, disappointed.

OLD CHINESE WOMAN

Hmm, something's not right. This should be more -- I don't know, painful for you.

(eyes light up)

I know!

Before our eyes the old woman TRANSFORMS into Balthazar's old Master, wracked by pain and misery.

AURELIUS FLOOD

You failed us, Balthazar. You weren't strong enough...

Balthazar struggles but it's no use. Suddenly the figure before him TRANSFORMS again...

...into the RAVEN-HAIRED BEAUTY we last saw in the old photos in Balthazar's shop. She is gorgeous in a white dress, tears streaming down her face.

RAVEN-HAIRED BEAUTY

Why, my love? Why didn't you save me...?

Balthazar SCREAMS without voice as the MYSTICAL CHAIN tightens around him. Balthazar is fading...

WHAM! The raven-haired beauty gets belted, falls out of frame TO REVEAL --

DAVE -- holding a bronze Buddha statue, looking surprised.

The mystical chain dissipates. Balthazar falls to his knees.

MAXIM HORVATH -- looks up at Dave, a cut on his brow.

MAXIM HORVATH

Why you pathetic...little...

Horvath splays his hands in a spell-casting motion and --

THE GRIMHOLD -- starts to vibrate in mid-air, emitting a SPHERE OF PULSATING ENERGY.

BALTHAZAR

No!!!

A BLINDING LIGHT -- seeps through the seam of the outermost doll, swallowing the room. And when it fades...

SUN LOK -- stands there, a 7-foot tall sorcerer whose GLOWING WHITE EYES have no pupils. A spectacular CHINESE DRAGON lurks on his shimmering robe.

Horvath scoops up the Grimhold. (An ANCIENT EGYPTIAN SORCERER is now depicted on the outermost doll.)

MAXIM HORVATH

You've met Sun Lok, haven't you, Blake? Oh, right, you're the one who put him in the Grimhold in the first place!

Sun Lok GROWLS menacingly.

MAXIM HORVATH

Awk-waaaard.

EXT. SHOP - CONTINUOUS

CRAAAASHH!!! Balthazar and Dave go flying through the store window onto the sidewalk.

The street is lined with SPECTATORS, most of them distracted by the PAPER DRAGON that's winding its way up the street.

SUN LOK -- steps out of the store, sees the paper dragon. His RING, a Chinese alchemical symbol, begins to glow...

Horvath sees what Sun Lok is doing, smiles.

UNDER THE PAPER DRAGON -- Twenty MEN shuffle along. The last one, holding the tail, falls to one knee.

CHINESE MAN

This thing's getting heavy...

The man looks up as bright red paper morphs into SHIMMERING RED SCALES. The man SCREAMS.

WHUMMP!!! All along the line, men dive out of the way as the paper dragon transforms into --

A REAL, LIVE CHINESE DRAGON! A ripple of confusion runs through the crowd. Is this part of the show?

BALTHAZAR AND DAVE -- get to their feet. With a wave of his hand Sun Lok sends the dragon flying after them.

BALTHAZAR

Move!

Balthazar and Dave take off running as the dragon flies in behind them! In front of them --

A LAMP POST -- suddenly teeters, falls...

WHAM! The lamp post lands in the street, blocking their escape. Horvath grins from the sidewalk, his ring glowing.

THE DRAGON -- skips across the facades of buildings, shooting FIREBALLS from its jaws. The crowd SCREAMS, scatters in all directions.

WHOOOM! Balthazar and Dave go flying as a fiery blast rocks the pavement just a few feet away.

A second FIREBALL detonates a PARKED CAR. The horrified OWNER looks on from several yards away.

MAXIM HORVATH

I'm sure you're well covered.
(whips out his card)
But just in case.

DOWN THE STREET -- The dragon on Sun Lok's robe flits across his body as he steers the LIVING DRAGON with his ring.

Horvath looks on, smiles. He grabs a bag of POPCORN from a terrified, fleeing KID, pops a couple of pieces in his mouth.

Balthazar and Dave stand in the street as the dragon makes a big, arcing turn in the sky, and starts to come around.

BALTHAZAR

It's all you.

DAVE

What?! No, don't do this!

The dragon SHRIEKS, flying in low and fast, 250 yards away.

BALTHAZAR

Sympathetic magic, Dave. I believe we covered it?

Balthazar grabs Dave's chin, points it toward Sun Lok. Dave looks from the DRAGON emblazoned on Sun Lok's robe to the DRAGON flying in on them like a comet.

BALTHAZAR

Remember, mental into physical.
Will them to connect...

Dave stretches his hand toward Sun Lok but nothing happens.

BALTHAZAR

Come on, I told you there'd be a quiz later. What's the first step? Clear your mind.

THE DRAGON -- zeroes in on them, flames trailing from its maw.

DAVE

Clear my mind?! Are you KIDDING?!

Desperate, Dave closes his eyes, concentrates. They have 10 seconds to live...5 seconds...

Dave opens his eyes, throws his hand toward Sun Lok.

DAVE

FIRE!

Sun Lok SCREAMS as the dragon on his robe IGNITES!

FLYING OVERHEAD -- The dragon's tail erupts in flames! The beast flies erratically, tries to put out the fire.

ON THE STREET -- Sun Lok panics, tries to pat the flames out. Horvath drops his popcorn.

The flames spread across Sun Lok's robe. Horvath sees a FIRE HYDRANT 50 feet away, lifts his hand and pulls. The valve RIPS OFF the hydrant and --

FOOSSHHH!!! A JET OF WATER shoots out, extinguishing the flames on Sun Lok's robe.

MAXIM HORVATH

I can see I'm going to have to do this myself.

Horvath and Sun Lok hear a sudden WHOOSH, look up to see --

The huge dragon is only 10 feet above them, and spiralling down in flames --

KA-BOOM!!! A fiery EXPLOSION rocks the street. Sun Lok is consumed in a HUGE FIREBALL as Horvath is catapulted into the side of a FedEx truck.

THE GRIMHOLD -- flies out of his hand, tumbles across the pavement where it finally comes to a stop...right in front of Balthazar and Dave.

DAVE

I did it...I did it!

BALTHAZAR

Calm down.

Balthazar picks up the doll as Horvath gets to his feet some 50 yards away. POLICE SIRENS suddenly echo in the streets.

A DOZEN POLICE CARS -- come screaming around the corner, with several NEWS TRUCKS just behind them.

Balthazar and Horvath exchange a stare, then a nod. They both know this isn't over.

Horvath step back into an alley, VANISHES INTO THE SHADOWS...

Dave sighs, relieved as the police cars approach.

BALTHAZAR (O.S.)

How do I look?

Dave turns, shocked to see BALTHAZAR AS A NEW YORK COP, down to the last detail of the NYPD uniform.

BALTHAZAR

I'll do the talking, Officer Dave.

Dave looks down. He's in a cop uniform, too.

The cars screech to a halt. Suddenly COPS are everywhere, some keeping CAMERA CREWS away from the scene, others running up the street toward --

BALTHAZAR

(heavy Brooklyn accent)

S'okay, fellas, situation's under control!

A POLICE CAPTAIN runs up to Officers Balthazar and Dave.

POLICE CAPTAIN

Talk to me. What happened?

BALTHAZAR

Fireworks accident. They were havin' a street festival when one of them Chinese dragons went up like a roman candle. Me and my partner saw the whole thing.

The captain grins as if something finally makes sense.

POLICE CAPTAIN

A paper dragon...we got calls saying there was a real dragon.

BALTHAZAR

'Tween you and me, Cap, I think some of these folks were hittin' the sake pretty hard.

Balthazar and the captain share a good laugh.

DAVE

Sake's Japanese, actually. Not Chinese.

BALTHAZAR

Pipe down, rookie!
(to the captain)
See for yourself, Cap.

Balthazar leads the captain to a crater where the last of the dragon's paper wings is smoldering. The captain nods.

POLICE CAPTAIN

Mystery solved...

The captain looks up. Balthazar and Dave are gone.

EXT. CHINATOWN ALLEY - NIGHT

Balthazar walks down the alley. Dave trails behind.

BALTHAZAR

"Sake's Japanese."

DAVE

Well, it is!

BALTHAZAR

I was in character!!!

Balthazar's ring glows as he waves his hand over the Grimhold.

BALTHAZAR
Tracking spell. In case you manage
to lose the doll -- again.

The Bentley is parked in the shadows. Balthazar starts to
get in, notices Dave hasn't moved.

BALTHAZAR
Get in.

DAVE
I nearly died back there.

BALTHAZAR
Get in the car, Dave.

DAVE
Not until you tell me what else is
in that doll!

BALTHAZAR
Fine. You want to know what the
doll is? You really want to know?

Balthazar plunks the GRIMHOLD down on the hood.

BALTHAZAR
Alcatraz.
(off Dave's surprise)
A prison for evil sorcerers. Every
layer holds a different Morganian,
each one worse than the one before.
And in the innermost doll -- the
spirit of Morgana le Fay, trapped
there by Merlin himself after her
physical body was destroyed.

A SPECTRAL IMAGE of MORGANA LE FAY -- is reflected in the
car's windshield. A savage, staggeringly powerful creature.

BALTHAZAR
If Morgana gets out, we're dead.
The sun will set on the Merlinean
line -- and rise on a world where
dark sorcery has free reign.
Enough chaos and destruction to
make the Dark Ages seem like the
good ol' days.

DAVE
But we have the doll.

BALTHAZAR

For now. But as long as Horvath's out there, the Grimhold isn't safe. Nobody is. He'll never stop, he'll keep coming after us. And we've got to be ready for him.

EXT. FLYING OVER NEW YORK - NIGHT

AERIAL SHOT -- We soar over the city and the WASHINGTON SQUARE ARCH, past ROCKEFELLER CENTER and the STATUE OF ATLAS that so impressed Dave as a kid, finally arriving at...

EXT. HORVATH'S TOWER - OBSERVATION BALCONY - NIGHT

Horvath stands atop the gargoyle-ringed balcony, perched dizzily high over CENTRAL PARK and Fifth Avenue. He casts a predatory gaze over all of New York...searching...

INT. UNDERGROUND TRAINING ROOM - MORNING

Dave is asleep on the floor. We hear a low peal of THUNDER and then it starts to rain -- not outside, on Dave.

Dave SHOUTS and jumps up, his head poking through the perfect tiny THUNDERCLOUD that hovers above where he was sleeping.

BALTHAZAR

Rise and shine.

DAVE

(wipes himself off)

Not cool, man.

Balthazar steps into the Merlin's Circle. Dave sags.

DAVE

We were training all night. Can't I sleep for like, five more minutes?

BALTHAZAR

Make sure you ask Horvath for five more minutes when he's about to feed you your liver. Anyway, last night was spell-casting, today we're doing counter-spells. As a great Merlinean once said, "For every action there's an equal and opposite reaction."

DAVE

Uhh, that was Sir Isaac Newton.

BALTHAZAR

Like I said.

(off Dave's surprise)

You think it's a fluke your boy
Tesla was called "the Modern
Sorcerer?" Now get in the circle.

Balthazar assumes an attack posture, his ring starting to glow. Dave steps into the circle and braces himself as we --

SMASH CUT TO:

TRAINING MONTAGE:

MERLIN'S CIRCLE - DAY

Balthazar throws a PLASMA BOLT at Dave, who tries to block it with a PLASMOID SHIELD but gets nailed and goes skidding across the floor.

BALTHAZAR

Come on, that was a low-rez bolt.
You think Horvath's gonna take it
that easy on you?

Balthazar throws another BOLT. Dave just gets his shield up to half-ass block it.

BALTHAZAR

Better.

MERLIN'S CIRCLE - NIGHT

Dave levitates a foot off the ground over and over again. Balthazar leans back in his chair, eating from a take-out carton.

BALTHAZAR

...17...18...legs straight, you look
like you're going number two.

MERLIN'S CIRCLE - DAY

Dave is now blocking the PLASMA BOLTS fairly well but looks like a clod doing it.

BALTHAZAR

Okay, there's no rule that says you
can't look good doing this. Loosen
up, will you? Breathe.

Dave exhales, starts moving more fluidly.

BALTHAZAR

There you go. You want to be a sorcerer? Start acting like a sorcerer.

UNDERGROUND ROOM - DAY

Dave is alone, browsing through the Encantus when he comes to a chapter called "THE LIVES OF THE SORCERERS." He turns to a picture of AURELIUS FLOOD, and standing behind him --

THE RAVEN-HAIRED BEAUTY from Balthazar's photos and the herbalist's shop, named here as:

DAVE

Veronica Flood, daughter of --

SLAM! The book is slammed shut. Balthazar stands over Dave.

BALTHAZAR

You prob'ly shouldn't browse on your own. You never know what might pop out.

OUTSIDE THE OLD SCIENCE BUILDING - DAY

Balthazar walks around the Bentley, meticulously wiping flecks of dust with a cloth. Dave follows him around.

DAVE

Look, I've missed three classes this week. One more and I fail my physics lab -- not good for a physics major.

Balthazar says nothing, keeps wiping the hood.

DAVE

Come on, the Grimhold's safe, Horvath hasn't shown his face in two days -- at some point I've gotta have a life!

BALTHAZAR

A misconception common among apprentices.

Dave is pissed. He turns around, starts heading down the subterranean stairs toward the training room...

Dave stops, sees Balthazar on the other side of the car, dusting the fender. Dave runs off down the street.

INT. PHYSICS LAB - DAY

Class is in progress as Dave sneaks in the back door and takes a seat beside his friend, the nervous-looking Ken.

KEN

Dude, where've you been the last two days? You said you'd help me with my proofs.

DAVE

Sorry, it's...complicated.

PROFESSOR HELLMAN (50) approaches, his superiority complex oozing out from behind the glasses at the end of his nose.

PROFESSOR HELLMAN

Glad you decided to join us, Dave.
You're up, Mr. Chin.

MOMENTS LATER -- A LARGE RECTANGULAR PAN sits on a platform at the front of the room. Ken hoists a heavy black CERAMIC DISC into the pan as Dave and the others look on.

KEN

I place the metallic oxide plate into the pan...

Ken grabs a LARGE CANNISTER marked "LN2."

KEN

...then pour liquid nitrogen over the plate.

FOOSH!!! The smoking frozen liquid is poured into the pan and almost immediately hits a HIGH BOIL.

KEN

The frozen liquid boils as it absorbs heat from the plate. When the boiling stops, the plate has hit the superconducting critical temperature.

PROFESSOR HELLMAN

Which is?

Ken swallows hard, can't remember.

DAVE

(under his breath)
91 Kelvin.

PROFESSOR HELLMAN
(reels on Dave)
Thank you, Ken!

The boiling has stopped. The plate sits in the smoking pan.

KEN
A moment ago the plate had no magnetic properties. But now that it's acquired superconductor status, I can take this magnetic disc...

Ken hoists a HEAVY METAL DISC that's the size of a discus but 6" thick. He holds it over the plate.

KEN
...and a magnetic field will cause the disc to hover, simultaneously repelled and attracted by the superconductor -- a phenomenon known as magnetic levitation.

PROFESSOR HELLMAN
Unless, of course, your math is sloppy and you've made the mass of the disc too great. Then it'll drop like a stone.

Hellman pompously holds up Ken's proof sheet.

PROFESSOR HELLMAN
Don't bother, Mr. Chin. The magnetic field won't be strong enough to overcome gravity.

Dave catches Ken's eye, nods for him to let go of the disc. Ken shakes his head, embarrassed enough already.

PROFESSOR HELLMAN
You remember gravity, don't you? It's what some of us quaintly refer to as a physical law.

The students LAUGH. Dave nods at Ken again, insistent.

PROFESSOR HELLMAN
As it turns out, Mr. Chin, they're called "laws" for a reason --

Ken lets go of the disc. Hellman GASPS, TO REVEAL --

THE MAGNETIC DISC -- is levitating a foot above the plate.

PROFESSOR HELLMAN

I...it...but...

(turns to class)

I seem to have miscalculated.

The students break out in LAUGHTER as Hellman turns pale. Dave smiles, the DRAGON'S EYES dimming on his ring.

DAVE

(sotto)

You just don't know all the laws yet.

INT. UNDERGROUND TRAINING ROOM - DAY

Balthazar enters the room.

BALTHAZAR

All right, next we're gonna try...

Balthazar looks up, sees that Dave is gone. Glowers.

INT. ELEVATOR - NYU BUILDING - DAY

Dave takes a breath as the elevator ascends.

DAVE

Breathe. You wanna be a sorcerer...

PING! The doors slide open, TO REVEAL --

INT. NYU COMMUNICATIONS BUILDING - CONTINUOUS

Becky and a couple of HIP FEMALE FRIENDS are walking out of the radio station offices, headed toward the elevator.

DAVE

(sotto)

...start acting like a sorcerer.

Dave walks toward Becky, moving differently, more confidently than before.

DAVE

Hey, Becky.

BECKY

Oh, hey. What's up?

DAVE

I wanted to see if you're doing anything tonight.

BECKY

Oh, well, actually --

DAVE

'Cause "Rock 'n Roll High School" is playing at the Angelika.

BECKY

Seriously? I love that movie.

DAVE

So how about it?

BECKY

Well, I sort've told Andre --

DAVE

Come on, I know how much you love the Ramones. You know how much you love the Ramones. It'll be fun.

Becky looks at Dave. There's something new in his eyes -- a self-assurance. She smiles.

BECKY

What time?

DAVE

Seven. I'll swing by your place...

Dave thinks for a moment, smiles.

DAVE

Tell you what, meet me at the old science building. There's something I want to show you.

Becky nods as Dave smiles and walks off. Becky's friends watch him go.

FEMALE FRIEND

Who was that?

BECKY

(beat, then smiles)
Dave.

INT. HORVATH'S PENTHOUSE - DAY

Horvath stands at his conjuring table before a sea of ALCHEMICAL TOMES. He's got one hand on a cartographer's MAP OF NEW YORK; the other, his ring hand, points outward. His body is a conduit for the --

THREE-DIMENSIONAL DREAMSCAPE OF NEW YORK -- that's being conjured in mid-air.

Horvath moves his hand to search different corners of the microcosm: inside BUILDINGS, CITY BUSES, MOVIE THEATERS, etc.

MAXIM HORVATH

Two days breaking this damn cloak...I should've paid more attention to my old Master...or maybe not killed him.

He leaves the DREAMSCAPE suspended, pores over a passage in an old book. Suddenly he looks up.

MAXIM HORVATH

Idiot.

Horvath shakes his hand, causing the DREAMSCAPE to ripple like the surface of a pond.

MAXIM HORVATH

Not all of the tracks we leave behind are physical. We leave a trail of emotions, too...like love.

BECKY'S IMAGE -- appears in real-time as she walks down the street with her friends. Horvath grins.

EXT. NEW YORK STREETS - SUNSET

Dave runs through the streets, headed toward --

INT. OLD SCIENCE BLDG. - UNDERGROUND ROOM - CONTINUOUS

Dave walks in, looks around.

DAVE

Balthazar? Hello?

Dave sees a note on the wall: "SHOPPING FOR YOUR LAST MEAL - B." Dave swallows hard, decides to worry about it later.

After two days of sorcerer training the room is a shambles: SCIENTIFIC EQUIPMENT is strewn about the SCORCH-MARKED FLOOR; Balthazar's TAKE OUT CARTONS are everywhere.

Dave looks at the clock; it's already 6:50. There's not going to be enough time before Becky arrives...unless...

Dave grins.

MOMENTS LATER -- The unforgettable DUM-DE-DUM theme of "The Sorcerer's Apprentice" from "Fantasia" is heard as Dave conducts a macabre symphony...

AN INDUSTRIAL VACUUM CLEANER -- moves about the floor with a ROAR, its single light shining like a cyclops.

TOPPLED BUNSEN BURNERS -- float back up onto their shelves in the storage area.

HEAVY ELECTRICAL TRANSFORMERS -- slide across the floor, clearing a path to the door.

A WOODEN MOP -- plops itself in a bucket, sloshes around, swishes across the floor.

THE GRIMHOLD -- sits unmoving on a table, its eerie EGYPTIAN SORCERER looking on with lifeless eyes...

Dave smiles, looking confident. Too confident.

Suddenly the MOP veers off course, nearly hits Dave before it crashes into a shelf, toppling BEAKERS.

DAVE

Hey...hey, stop!

THE MOP -- stops abruptly, prompting a grin from Dave...

A grin that quickly fades as the MOP flips over and TRANSFORMS: splintered wooden arms, notched eyes, cloth tendrils writhing like Medusa.

Dave takes a step back --

TOO LATE! The mop flies through the air like a javelin, IMPALES ITSELF in the plaster wall just inches from his head.

That nearly killed him. Dave thinks fast, pulls the mop out of the wall and SNAPS it over his knee, tossing the halves in separate directions.

THE VACUUM CLEANER -- makes a sharp turn, clips Dave's ankle.

DAVE

Owww!!!

Dave goes down -- luckily, because if he'd been standing, that FLYING TRANSFORMER would have sheared his head off.

The room is a CHAOTIC SWIRL OF SORCERY as Dave has let the magic get away from him. He casts his hands, tries to regain control but --

THE BUNSEN BURNERS -- have just ignited and come flying off the shelves like mad, sentient MOLOTOV COCKTAILS.

BOOM!!! Dave dives for cover, hits the floor hard. When he looks up there is fear in his eyes, a fear that intensifies as the door swings open and --

BECKY WALKS IN.

BECKY

Dave? Is everything --

Becky has a second of shock before an UNSEEN FORCE picks her up and throws her into the room, SLAMS the door behind her.

Becky SCREAMS as Dave catches her and they both go down. She looks up, horrified.

BECKY

What's happening??!!

DAVE

(nervous grin)

It's okay! It's under control!

Becky SCREAMS as a ALCOHOL BURNER MOLOTOV flies in at her head, EXPLODES into the wall just behind her.

ACROSS THE ROOM -- Unseen by Dave and Becky, the broken mop divides into FOUR PIECES...EIGHT PIECES...

Dave pulls Becky to the door. The lock is jammed. As Dave tries to force it, Becky turns around -- sees something.

BECKY

Oh my god...

Dave turns around, to see...

They are surrounded by what can only be called MOP DEMONS. The creatures leer at them, HISSING like cobras. Dave stands in front of Becky, ready to fight.

ACROSS THE ROOM -- A MOP DEMON levitates up beside the overhead light, rears back and --

SMASH! The room goes dark as the MOPS ATTACK.

Dave gets nailed by a mop, manages to grab it but gets WHACKED by a different mop. A third mop drills him in the leg, drops him to his knees.

ACROSS THE ROOM -- For some reason Becky isn't being attacked. She eyes Dave and THE RING, starts walking toward him when she senses something -- or someone -- and bolts.

Dave is on his knees, flailing as the MOP DEMONS pummel him without mercy. He's dazed, about to black out when --

A MASSIVE BLAST OF CONCUSSED AIR -- SLAMS into the MOPS, SHATTERS them into thousands of splinters.

Dave looks up, sees Balthazar in the doorway.

BALTHAZAR

Respect the magic, I said! This is how you respect the magic?!

Balthazar looks around frantically. Dave gets slowly to his feet, glancing nervously about for --

DAVE

Becky?

BALTHAZAR

Forget Becky!!!

DAVE

What do you mean, forget --

BALTHAZAR

WHERE'S THE GRIMHOLD, DAVE??!!

Dave looks to the table where the Grimhold was. IT'S GONE.

SMASH CUT TO:

EXT. NEW YORK STREET - NIGHT

Becky jumps in a CAB, a smile on her face.

BECKY

781 Fifth Avenue!

THE GRIMHOLD -- sits in her lap. The CABBIE hears a LAUGH, checks the rearview mirror...

Horvath grins darkly in the back. The cabbie shakes his head, could've sworn it was a woman.

INT. UNDERGROUND TRAINING ROOM - CONTINUOUS

Balthazar pulls a horrified Dave toward the door.

BALTHAZAR

Come on!

EXT. OLD SCIENCE BUILDING - CONTINUOUS

Balthazar and Dave run up to the street where the BENTLEY is waiting. As they're about to jump in --

BECKY (O.S.)

Dave?

Dave turns, sees THE REAL BECKY walking up.

BECKY

Hey, sorry, I'm late --

BALTHAZAR

Get in the car, Dave.

DAVE

(to Becky)

I'm so sorry, I have to --

BALTHAZAR

Get in the car now!!!

DAVE

-- I've got to go!

BECKY

But the movie! I cancelled plans --

DAVE

It's -- it's a family emergency! I promise I'll make it up to you!

Dave jumps in and the Bentley ROARS OFF into the night. Becky stands there, shaking her head.

INT. HORVATH'S PENTHOUSE - NIGHT

Horvath's hands are splayed out as an eerie dance of light and shadows flits across his face...

THE GRIMHOLD -- hovers in mid-air, vibrates to the point of convulsing. Finally the doll flies open, and out of the DISTORTION FIELD steps the stuff of nightmares...

MENMET-RA -- a massive sorcerer whose demonic red eyes are set in an obsidian jackal's snout, like Anubis, Egyptian god of the Underworld. His ring is a gleaming COBRA'S HEAD.

MAXIM HORVATH

Menmet-Ra of Giza...you're looking svelte as ever.

(then, darkly)

I mean to free our Queen.

Menmet-Ra's voice throbs with an other-worldly power:

MENMET-RA

You have the ring, then.

Horvath shakes his head.

MENMET-RA

But only Merlin's ring can open the innermost doll!

Horvath smiles. All according to plan.

MAXIM HORVATH

As it happens, the Merlinean Ring is on its way here right now...

INT. BENTLEY (DRIVING) - NIGHT

Balthazar's hands grip the wheel as the Bentley weaves through traffic.

BALTHAZAR

Losing the Grimhold is getting to be a real habit with you, Dave.

DAVE

Look, I'm sorry I --

BALTHAZAR

Did I ever tell you the sorcerer's creed? "To Know, To Dare, To Will -- and to Keep Silent." Why don't you work on that last part?

(Dave goes mum)

Lucky for you I put that tracking spell on the doll...

Balthazar's GREEN DIAMOND RING glows eerily as it guides his hand to the left and the right -- steering the car.

BALTHAZAR
 (off Dave's look)
 Sorcerer lo-jack.

EXT. HORVATH'S TOWER - OBSERVATION BALCONY - NIGHT

Menmet-Ra and Horvath look out on the dark expanse of Central Park. Horvath has the Grimhold; on the outer doll we see an ancient carving of a HUGE, DEMONIC FIGURE.

MAXIM HORVATH
 The spell to free Chernabog is a difficult one. I'll get started on it...you greet our friends.

Menmet-Ra nods.

EXT. CENTRAL PARK - NIGHT

We CRANE DOWN -- CLEOPATRA'S NEEDLE, a massive obelisk pocked with EGYPTIAN GLYPHS. We're in a dark, isolated grove of trees, far from any path or sidewalk.

Balthazar and Dave sprint past the obelisk toward the looming shadow of the Sherry-Netherland and Horvath's tower.

BALTHAZAR
 I'll take Horvath, you go for the doll. Hopefully he hasn't freed the next Morganian yet...

BEHIND THEM -- One of the GLYPHS steps free from the obelisk, lands on its feet with a WHUMP. Balthazar and Dave stop in their tracks, turn slowly around to see...

MENMET-RA -- massive and deadly.

BALTHAZAR
 ...or not.

MENMET-RA
 (re: Dave)
 I'll give you one chance to save his life. Give me Merlin's ring.

DAVE
 (turns to Balthazar)
 What's he talking about?

But Balthazar's eyes are locked on Menmet-Ra.

BALTHAZAR

You know I can't do that.

Menmet-Ra nods. As he raises his hands toward the obelisk, the COBRA'S EYES glow on his ring and --

TWO LARGE ANKHS -- come flying out of the side of the obelisk, where a moment ago they were mere glyphs.

Menmet-Ra catches one ANKH in each hand, holding them by the loop that sits atop each cross. He bangs the ankhs together and a layer of sediment falls away, TO REVEAL --

TWO GLEAMING, RAZOR-SHARP BLADES. The ankhs have been transformed into deadly handheld weapons.

Dave gulps. Balthazar nods, raises his hand...

A LONG OBJECT -- blasts free from the obelisk, flies into Balthazar's hand. He bangs the object on the ground, knocks off 3,000 years of sediment, TO REVEAL --

A GLEAMING PHARAOH'S STAFF. Balthazar grips the staff with both hands, takes a combat position.

This is gonna be good.

INT. HORVATH'S PENTHOUSE - SIMULTANEOUS

THE GRIMHOLD -- glows white-hot as Horvath bombards it with MYSTICAL ENERGY. A TONGUE OF FIRE subsumes the doll as a FIGURE takes shape in the light. Hulking. Monstrous. HUGE.

EXT. CLEOPATRA'S NEEDLE - SIMULTANEOUS

Menmet-Ra LEAPS INTO THE AIR, swinging the ANKH SWORDS with murderous ferocity -- not at Balthazar, at Dave!

Balthazar jumps in front of Dave just in time, somehow gets the staff up to block a FURIOUS ATTACK OF BLADES.

A JAW-DROPPING FIGHT. SORCERY meets MARTIAL ARTS as Balthazar and Menmet-Ra mix PLASMA BOLTS with scissor kicks, ANTI-GRAVITY SPELLS with good ol' fashioned roundhouse punches. And through it all, one thing is clear:

DAVE

(just ducks a blade)

WHOA!!!

Dave is the target. Balthazar fights bravely but Menmet-Ra doesn't tire. A savage blow SHATTERS Balthazar's staff, a brutal BACKHAND sends him sailing.

Menmet-Ra turns around to face Dave --

And gets nailed by a CONCUSSION BLAST. Menmet-Ra staggers back as Dave comes at him with the bravest face he can muster.

DAVE

Come on...come on!!!

Dave throws a PLASMA BOLT but Menmet-Ra throws up an ANKH SWORD, blocking Dave's bolt and sending it back at him.

WHAM! Dave flies into the base of Cleopatra's Needle and crumples. He looks up to see Menmet-Ra standing over him, MOONLIGHT GLEAMING along the edge of his blade.

MENMET-RA

So you are the Prime Merlinean.

(shakes his head)

Pathetic.

Dave has no idea what he's talking about; he just knows he's about to die.

TEN YARDS AWAY -- Balthazar looks up, sees what's about to happen. He spots the PHARAOH'S STAFF, sharp and jagged where it broke.

Balthazar raises his hand and the staff flies into his grip. He rears back, THROWS --

Dave SCREAMS as Menmet-Ra swings the ANKH down at his arm --

SHUNNKK! Dave continues to SCREAM. It takes him a good two seconds to realize his arm is intact --

And the business end of the PHARAOH'S STAFF is sticking through Menmet-Ra's chest.

Menmet-Ra looks down at the staff in disbelief...then falls over dead, TO REVEAL --

BALTHAZAR

We've got to go.

DAVE

But what about the Grimhold?!

Balthazar looks off toward the Sherry-Netherland, sees an EERIE WHITE LIGHT glowing in the penthouse window.

BALTHAZAR

We've got to go, now!

Balthazar grabs Dave and they run off, as we TILT DOWN TO...

MENMET-RA'S BODY -- turns to dust, starts to blow away in the breeze.

MOMENTS LATER -- TWO BOOTS step into frame, TO REVEAL --

HORVATH

(getting aggravated)

We've got one more comrade to free before Morgana. We'll just have to get the ring ourselves.

We hear a low, guttural GROWL. Behind Horvath a HULKING WINGED FIGURE looms in the shadows.

INT. BENTLEY (DRIVING) - NIGHT

Balthazar speeds the Bentley downtown. Dave stares at him.

DAVE

Why'd he call me the Prime Merlinean?

Balthazar grips the wheel, says nothing.

DAVE

WHY?!

Balthazar looks at Dave, sees he won't take no for an answer. Balthazar veers off the Westside Highway.

EXT. MANHATTAN WATERFRONT - DAWN

Dave and Balthazar stand beside the Bentley as the lights of New Jersey glisten across the Hudson.

BALTHAZAR

I told you how every sorcerer has an apprentice. True enough. But not all apprentices are created equal. Once a generation an apprentice comes along, the Prime Merlinean, who can wear the most powerful ring on Earth -- the ring once worn by Merlin himself.

FLASH CUT TO:

ENGLAND, A THOUSAND YEARS AGO...

A GLEAMING BLADE is embedded in a craggy STONE. LIGHTNING FLASHES reveal a dozen KNIGHTS staring in shock as TWO HANDS slowly pull the SWORD from the STONE...

The hands belong to a BOY, not much younger than Dave. And looking over the entire scene -- MERLIN.

BALTHAZAR (V.O.)

The ring's band is forged from the blade of Arthur's sword, Excalibur. Its dragon is carved from the stone from which the sword was pulled.

The boy looks at the ENGRAVING on the sword: "TAKE ME UP." He flips the sword over: "CAST ME AWAY."

SMASH BACK TO:

Dave stares in awe at the same inscription on his ring.

BALTHAZAR

Your ring is quite literally the sword and the stone. And for a thousand years it stayed in the Merlinean line.

DAVE

(dawns on him)

Until Horvath turned traitor...

BALTHAZAR

He was my generation's Prime Merlinean. Aurelius died keeping the ring out of his hands, entrusting it to me until the next Prime Merlinean could be found. For years I searched...

FLASH CUT TO:

BALTHAZAR'S SHOP...

QUICK CUTS -- KIDS of all shapes and sizes stand in the shop, trying on the ring. For the CHUBBY KIDS, the ring shrinks down; for the SKINNY KIDS, it gets bigger.

THE RING DOESN'T FIT ANY OF THEM.

BALTHAZAR (V.O.)

Until one day...

YOUNG DAVE walks into the shop, that day 10 years ago.

SMASH BACK TO:

Dave tries to absorb his place in this crazy, epic story.

BALTHAZAR

You alone have the power to lock Horvath back in the Grimhold. And that's not all. The doll that holds Morgana can only be opened with your ring. That's why they they'll keep coming after you.

DAVE

Until they kill me...

BALTHAZAR

Or you kill them. We've got one more shot at getting them back in that doll -- tonight. After that they'll be too powerful.

DAVE

Let me see if I have this straight. I'm a "Prime Merlinean," the only one in the world with the power to keep Morgana in the Grimhold --

BALTHAZAR

Or if she's released, to put her back in. Now I know this is more than you signed on for --

DAVE

Uh, yeah!

BALTHAZAR

-- but if Horvath frees Morgana from that doll tonight, it's seriously bad news for this city and everyone in it. And I mean everyone.

DAVE

(his fear rising)
Becky...

BALTHAZAR

We've got to be willing to lose everything, Dave. And by "everything," I mean --

DAVE

I know what you mean.

BALTHAZAR

So...you're ready for this?

Dave looks out on the lights of his childhood across the Hudson. MUSIC UP as the morning sun begins to rise over New York: the faint strains of "Magic" -- Becky's song.

Dave turns to Balthazar.

DAVE

Whatever it takes.

Balthazar smiles, nods. Then --

BALTHAZAR

Horvath has two more Morganians to free before he gets to the last doll. I have a feeling he's sprung one of them already.

(darkly)

These are the bad guys, Dave.

DAVE

What were Sun Lok and Menmet-Ra?

BALTHAZAR

The wannabes. The good news: each doll is tougher to crack than the one before. It'll take Horvath hours to get the last one out, and that gives us time. You go back, grab the Encantus. I'll meet you back here in an hour.

DAVE

What are you gonna do?

BALTHAZAR

There's someone I need to see.

DAVE

You're not gonna tell me who?
What, you don't trust me?

BALTHAZAR

You want to know how much I trust you?

Balthazar can't believe he's about to do this. He holds out his CAR KEYS, drops them in Dave's hand.

Dave grins, turns and heads for the Bentley.

BALTHAZAR

That smile's making me nervous,
Dave!

MOMENTS LATER -- THROOOOM!!! Dave revs the car, looking more determined than ever.

DAVE

(sotto)

I've got someone to see, too.

EXT. NEW YORK STREET - DAY

We SWOOP down from the sky and GLIDE through traffic, then veer onto the sidewalk and through a wrought-iron gate, into --

A GRAVEYARD -- nestled in the shadow of tall office towers. An unexpected island of tranquil solemnity.

We GLIDE through the graves, many of which are centuries old, finally arriving at...

A MARBLE HEADSTONE -- where BALTHAZAR is crouched down. Two GRAVESTONE CAMEOS are pictured on the stone: one is of AURELIUS FLOOD...

The other is VERONICA. Balthazar touches his hand to her oval-shaped photograph, holds it there.

BALTHAZAR

Forgive me for what I have to do.

Balthazar rises, turns and walks off. Only now do we see the inscriptions on the headstone:

AURELIUS FLOOD
1925 - 1994

VERONICA FLOOD
1967 -

Curiously, no end date for Veronica.

EXT. VINTAGE RECORD STORE - DAY

Dave runs up to "VINYL FEVER," an eclectic record shop, and peers in the window to see Becky inside. Dave starts to go in when he sees -- she's with Andre. Dave takes a breath.

DAVE

Life shrinks or expands in
proportion to one's courage.

INT. VINYL FEVER - CONTINUOUS

Becky is going through the crates when she sees Dave.

DAVE

Your roommate thought you'd be here. Are you busy?

ANDRE

Yes.

Dave feels Andre's stare, presses on.

DAVE

'Cause if you're not, there's something I want to show you.

BECKY

What about your "family emergency?"

DAVE

Family --? Oh, yeah, it's all taken care of.

Becky isn't buying this, or Dave, at the moment.

BECKY

Maybe some other time.

Becky moves on to the next crate. Dave goes after her.

DAVE

Remember what you said in the radio station, how if someone told you you had an hour left to live, this is how you'd want to spend it?

BECKY

What does that have to do with --

DAVE

Well, this is how I'd want to spend mine. Please, Becky, I said I'd make it up to you, and I will...I just need you to come with me.

Becky stares at Dave; she can't help but be stirred by his passion. She turns to Andre, who shakes his head, turns around and walks out.

BECKY

(turns to Dave)
This better be good.

INT. UNDERGROUND TRAINING ROOM - MOMENTS LATER

Dave leads Becky into the room, which is still a wreck.

BECKY

So this is where the magic happens.

Dave smiles: 'You have no idea.'

Dave hurries over to the TESLA COILS we've seen mostly in b.g. He wheels the 7-foot tall coils to an open space in the room, spaces them about 20' feet apart.

BECKY

What are those things?

DAVE

Tesla coils. Tesla was a physicist. He was way ahead of his time.

Dave turns out the lights, leaving only the glow of a laptop screen at the table where he's standing.

DAVE

You're gonna wanna stand back.

Becky grins: 'Sounds ominous.' She backs away from the coils, stands next to Dave. Dave smiles.

DAVE

Enjoy the show.

Dave hits a key on the laptop, and --

HUGE BOLTS OF ELECTRICITY -- leap between the coils! These aren't puny sparks but long tendrils of high-voltage plasma that somehow, impossibly, CRACKLE WITH MUSIC: Bach's Toccata and Fugue melds seamlessly into the theme to "Sanford & Son."

Becky laughs, SHOUTS with surprise at the incredible light and music show. These coils are loud.

BECKY

Where are the speakers?!

DAVE

There are none! The coils fire at such a high frequency, the sparks create sound waves as they move through the air!

Suddenly the tune changes again -- into BECKY'S SONG. Becky shakes her head in amazement, turns to Dave, smiles.

BECKY
It's "Magic."

Dave looks at Becky, her gorgeous smile, and he realizes:

DAVE
Yeah...it is.

As Dave turns back to the lightshow, it's Becky's turn to look at him. There's something about this guy. Something special.

INT. UNDERGROUND TRAINING ROOM - MOMENTS LATER

The lights are back on. As Dave talks to Becky there's a newfound courage in his eyes.

DAVE
Becky, there's something I've been wanting to tell you...

INT. OLD SCIENCE BLDG. - CORRIDOR - CONTINUOUS

Balthazar storms through the double doors.

BALTHAZAR
What part of "see you in an hour" wasn't clear?

INT. UNDERGROUND TRAINING ROOM - CONTINUOUS

DAVE
...something I've been feeling since that day when we were kids.

OUT IN THE CORRIDOR -- Balthazar pulls up, tenses as he listens in. He hates himself for what he has to do next.

DAVE
Becky, I think you're --

Balthazar WHISPERS something and --

BACK IN THE ROOM --

DAVE
-- a total fraud.

BECKY
(smiles, thrown off)
Gee, thanks, Dave.

DAVE

I'm serious! Sure, you act all nice as long as I'm doing you a favor, getting your little radio show back on the air --

BECKY

That's not true!

DAVE

-- but come on, I'm just a dork, right? The guy with the big "D" on his chest?!

BECKY

That is not what I think of you! Okay, maybe a little, at first. But there's something about you, I don't know what it is, but...it's special.

IN THE CORRIDOR -- Balthazar feels terrible but doesn't stop:

BALTHAZAR

Why don't you just --

DAVE

-- leave, okay?! Just go!

Becky stands there, hurt and in shock.

DAVE

It's not hard, Becky. You put one foot in front of the other.

IN THE CORRIDOR -- Balthazar hides in shadow as Becky runs out of the room, down the corridor and out the double-doors.

BACK IN THE ROOM -- Dave is still fired up when all at once he becomes aware of everything he just said.

DAVE

Oh, no...Becky, wait!!!

Dave starts to run after her. Balthazar blocks the door.

BALTHAZAR

It's better this way. Don't ask me how I know. I just do.

DAVE

You...you did that! Why?!

(steps back)

Don't come near me!!!

(MORE)

DAVE (CONT'D)

Here you are, acting like you're my friend --
you're a liar! What else have you been lying to me about?!

BALTHAZAR

Dave --

DAVE

WHAT ELSE?!

Dave sees the ENCANTUS on the table. He waves his hand and the book FLIPS OPEN, the pages turning until we see --

The "LIVES OF THE SORCERERS," the entry for VERONICA FLOOD.

DAVE

Sympathetic magic. I believe we covered it?

BALTHAZAR

Dave, don't...STOP!

As Balthazar lunges, Dave throws his hand up and Balthazar slows to 1/20th speed! SPEED BUMP.

DAVE

Took you ten years to learn that, huh?!

(points at himself)

Prime Merlinean!

Dave puts his hand on the book, closes his eyes and --

BOOM!!! Light and time bend around us in ASTRAL PROJECTION. Dave is suddenly there in the --

ARCANA CABANA -- much as we remember it, only there's a sign behind the counter: "AURELIUS FLOOD, PROPRIETOR."

AURELIUS FLOOD and VERONICA stand side-by-side, staring with grave determination as --

BALTHAZAR -- blocks the door, stares menacingly at Aurelius and Veronica. PLASMA BOLTS form around his clenched fists.

BALTHAZAR

Time for you to go, old man.

Aurelius shakes his head, smiles.

AURELIUS FLOOD

When will you Morganians ever learn?

WHAT??!! Dave stares in shock as --

Balthazar throws a PLASMA BOLT and Aurelius and Veronica take to the air, conjuring BOLTS of their own. As a full-on SORCERER BATTLE erupts in the shop, we --

SMASH BACK TO:

Dave rips his trembling hand from the page.

DAVE

Oh my god...it was all a lie...

(turns to Balthazar)

Who are you?!

Balthazar struggles against the SUPER SLO-MO that's ensnared him. It takes everything he's got to --

TEAR HIMSELF FREE! Balthazar hits the ground at full speed, rolls behind a lab console to dodge the --

SALVO OF PLASMA BOLTS -- that Dave is throwing at him.

DAVE

WHO ARE YOU??!!

BALTHAZAR

Dave, stop! --

Dave isn't hearing him. Balthazar ducks for cover, touches his hand to the floor and --

THE FLOOR AT DAVE'S FEET -- suddenly LIQUEFIES, turning into a POOL OF WATER that Dave plunges into.

DAVE

Whoa!

UNDERWATER -- Dave flails up toward the light when he sees his WATCH MORPHING on his wrist, transforming into --

A STEEL SHACKLE. And at the other end of the chain:

A CINDERBLOCK! Dave's eyes go wide as the last bubbles of air jettison from his lungs and he is dragged down toward a blackness seemingly without end.

As Dave reaches up toward the fading light -- A HAND SNATCHES HIS WRIST.

Balthazar hoists Dave out of the water, throws him to the floor against a lab console.

Dave COUGHS violently, catches his breath, looks up at Balthazar standing over him.

DAVE
I want. The truth.

Despite what just happened, there's not an ounce of concession in Dave's eyes. But the truth is something Balthazar seems unwilling or unable to go near.

DAVE
"Life shrinks or expands,"
remember? Well, from where I'm
standing, you've got yourself a
little shrinkage problem.

BALTHAZAR
You're sitting, you little jerk.

DAVE
I need to hear it. You need to say
it. So what happened?

Finally Balthazar exhales, and after years of keeping this pent up inside...

BALTHAZAR
I was a Morganian, trained in the
Dark Arts from the time I was a
boy. Fifteen years ago Horvath
sent me on a mission: to steal the
Grimhold...and kill Aurelius Flood.

DAVE
(nods)
The battle I saw in the Encantus.

BALTHAZAR
(smiles at the memory)
Only you didn't see how it ended.

FLASH CUT TO:

THE ARCANA CABANA...

QUICK CUTS -- The shop is demolished. Aurelius's shoulder is bleeding as he and Veronica stand over a battered, semi-conscious Balthazar.

BALTHAZAR (V.O.)
Let's just say Aurelius and Veronica
put a serious beat-down on yours
truly. They could've killed me...

- Balthazar lies in bed, his wrists bound to the bedposts as Aurelius and Veronica bring him some breakfast.

BALTHAZAR (V.O.)
...instead they took me in, nursed
me back to health.

- Time has passed. Aurelius talks to Balthazar late into the night, the shop illuminated by FLICKERING CANDLES.

BALTHAZAR (V.O.)
They taught me there's no such thing
as good magic or bad. The magic
is neutral -- it's what's in a
sorcerer's heart that matters. And
when my heart began to change...

- Balthazar and Veronica stand behind the display case, talking, smiling -- falling deeply in love.

BALTHAZAR (V.O.)
...let's just say my old pals
weren't so thrilled.

SMASH CUT TO:

A REMOTE COUNTRYSIDE...

FAST, BLURRY IMPRESSIONS -- A BATTLE takes place in a driving rainstorm. Balthazar, Aurelius and Veronica face off against Horvath, Sun Lok, Menmet-Ra, and others who remain obscure.

LIGHTNING flashes as Horvath and Aurelius clash.

BALTHAZAR (V.O.)
In the heat of the battle, Horvath
managed to get Merlin's ring from
Aurelius. For the first time in a
thousand years...

THE INNERMOST DOLL -- flies open and an unforgettable sight emerges -- the MONSTROUS SPECTRAL SPIRIT of Morgana le Fay!

BALTHAZAR (V.O.)
...Morgana's spirit was free.

MORGANA'S SPIRIT expands rapidly in size and energy. Veronica SCREAMS as she is caught up in this maelstrom.

BALTHAZAR (V.O.)
I've got to hand it to Aurelius.
He moved fast, before she got too
powerful...

Aurelius lifts his hand and the DRAGON RING leaps off Horvath's hand and onto Aurelius's. A wave of the old man's hand rips the Grimhold open, unleashing --

A VORTEX OF ENERGY that encircles Morgana and the Morganians. With a final surge of magic that will kill him --

AURELIUS THRUSTS THEM INTO THE GRIMHOLD!

MOMENTS LATER -- Balthazar kneels beside the dying Aurelius, who places MERLIN'S RING in Balthazar's hand.

DAVE (V.O.)
And Veronica...?

SMASH BACK TO:

Balthazar looks up, still feeling the pain of that moment.

BALTHAZAR
I lost her.

Dave can see how devastated Balthazar still is.

BALTHAZAR
As sorcerers we're supposed to lead solitary lives, to put sorcery before love, self -- everything. I tried to have both, love and sorcery. What I got is a pain I've carried since the day I lost her.

DAVE
(realizes)
You were trying to spare me from that, by driving Becky away.
(then)
Why is the Alchemy of the Heart in the center of the circle?

Balthazar says nothing.

DAVE
WHY.

BALTHAZAR
For the same reason your powers appeared on the day you fell for Becky. Love is the most powerful source of a sorcerer's magic. If he can tap it, he can't be stopped, but if he tries...he just might lose the love of his life.

Dave thinks about this, turns to Balthazar.

DAVE

Or he might win her.

Their eyes meet. Perhaps each man has now taught something, and each one learned, but a glimmer of hope -- for what, we can't be sure -- shines in Balthazar's eyes. He nods.

BALTHAZAR

Let's go find your girl.

INT. MUSEUM OF MODERN ART - DAY

Becky walks through the museum, a 1930's Modernist structure of glass and steel. She stops to gaze at a painting...

THE CHAGALL from their childhood. A boy and girl levitate magically together in the nighttime sky.

FLASH CUT TO:

YOUNG BECKY and DAVE stand before the painting.

YOUNG DAVE

Becky...

She turns to him, hoping he feels the way she does.

YOUNG DAVE

...never mind.

SMASH BACK TO:

Becky gazes at the painting, shakes her head and walks out.

MOMENTS LATER -- Becky meanders through a sculpture gallery when a VOICE comes over the P.A.

P.A. ANNOUNCER

Your attention, please. The museum will be closing in fifteen minutes.

Suddenly a PRETTY GIRL (12) runs up to Becky, looking anxious if not terrified. Her clothes give her away as a tourist.

GIRL

Can you help me? I lost my dad!
He was right next to me then all of a sudden I couldn't find him!

BECKY

Okay, don't worry...

Becky looks for a guard but there are none around. The girl is on the verge of tears.

BECKY

I'm gonna help you, okay? We'll find him together.

GIRL

Oh, thank you!

BECKY

He's prob'ly going crazy looking for you. Where was the last place you saw him?

GIRL

This way...

The girl leads Becky out of the gallery and down a corridor. She takes Becky's hand, flashes a relieved smile.

GIRL

My name's Abbie. I'm from Massachusetts.

BECKY

Don't worry, Abbie. We'll find him.

INT. MUSEUM - DAY

Dave leads Balthazar through the museum.

BALTHAZAR

How do you know she'll be here? Did you put a tracking spell on her?

Dave arrives at THE CHAGALL. He gazes at the painting, smiles at the memory.

DAVE

Something like that.

Dave scans the room, looking left and right. At the far end of the museum he sees Becky just as she and Abbie duck around a corner and disappear.

Balthazar smiles at Dave: 'Go get her.' But as Dave runs off, Balthazar spins around -- SENSES SOMETHING.

INT. MUSEUM - UTILITY CORRIDOR - CONTINUOUS

The drone of MACHINERY and the exposed conduit on the walls gives us the sense that this is a utility corridor.

BECKY

Are you sure it was this way?

ABBIE

Yeah, he was just up here!

Abbie pulls Becky around the corner, right into --

A VISION FROM HELL.

CHERNABOG -- towers over Becky, a hulking, 15-foot tall demon with glowing eyes, devil's horns and massive bat wings.

Becky gasps, too terrified to move, to speak.

ABBIE

We found him!

Becky turns to see Abbie, smiling demonically as her clothes transform from jeans and a t-shirt into a 17th century BLACK PURITAN DRESS and HEAD SCARF, TO REVEAL --

The last Morganian and the Original Creepy As Hell Little Girl -- ABIGAIL WILLIAMS.

Becky's scream dies in her lungs as Chernabog snatches her up by the throat, pulls her up to his GLOWING DEMONIC EYES.

INT. MUSEUM - MAIN CORRIDOR - CONTINUOUS

Dave runs around the corner into the UTILITY CORRIDOR, then around the next corner where Becky was just a moment ago.

At the end of the hall a STEEL DOOR swings the last couple of inches, and SHUTS. Where the heck is she going?

INT. MUSEUM - CONTINUOUS

Balthazar doesn't like what he's sensing. He runs into the UTILITY CORRIDOR -- no sign of Dave. He sees the STEEL DOOR, bolts for it and runs into --

INT. MECHANICAL ROOM - CONTINUOUS

A CONCUSSION BLAST nails Balthazar, sends him skidding across the floor into a massive BOILER -- out cold.

The MECHANICAL ROOM beneath the museum is a 70-year-old cavern of PUMPS, PIPING, BOILERS, GENERATORS and HVAC EQUIPMENT.

Dave is in agony on the concrete floor, having met the same welcome a moment before. He looks up, sees Maxim...

MAXIM HORVATH

Boy, did you guys take the bait.

...then Abigail, and finally Chernabog, holding the terrified Becky in his clutches.

Dave stares in shock. He's seen some weird sh*t in the last 72 hours, but nothing like Chernabog.

MAXIM HORVATH

You're wondering how we got here...

Horvath nods toward a shadowy corner and an ancient, out-of-service ELEVATOR, its art deco doors draped with cobwebs.

MAXIM HORVATH

A portal, installed in the thirties
by your Master's Master's Master.
It can be used to travel across the
dimensions, or within them.
(off Chernabog)
Cabs just won't stop for him.

Chernabog utters a low, monstrous GROWL.

MAXIM HORVATH

Say hello to Chernabog, Conjuror
of Souls...and this is Abigail
Williams.

Abigail smiles rather sweetly. Dave sees Balthazar starting to come to. Dave gets to his feet, trying to buy some time.

DAVE

She's the last sorcerer before
Morgana? I thought each one of you
was supposed to be tougher than the
one before.

Abigail's smile morphs into a chilling scowl.

MAXIM HORVATH

Oh, boy. Prob'ly shouldn't have
said that.

Abigail starts walking toward Dave. Dave takes a step back.

MAXIM HORVATH

You know the Salem Witch Trials?
Well, Abigail here is the little
devil who started it all...

Dave stares in horror as ABIGAIL'S MOUTH opens at a grotesque 90 degree angle and --

A SWARM OF BATS comes flying out!

Dave SCREAMS as the bats swarm him, pummelling him. He falls to his knees, conjures a FIREBALL to try and scatter them --

But the fireball MORPHS INTO a giant HELLFIRE BAT that dive-bombs Dave, sends him scrambling for cover!

Chernabog grins, his massive hand splayed out. Horvath shakes his head at Dave.

MAXIM HORVATH

I wouldn't play with fire,
scarecrow.

(off Chernabog)

Not with that guy in the room.

Horvath nods and the SWARM OF BATS and the HELLFIRE BAT disappear. Dave falls to the ground on his back, opens his eyes to see Horvath standing over him.

MAXIM HORVATH

You have something that belongs to
me.

THE DRAGON RING -- almost seems to recoil as Horvath reaches down to pluck it from Dave's finger. But Horvath is a Prime Merlinean. The dragon has no choice as Horvath takes the ring and SLIPS IT ON HIS FINGER.

ACROSS THE ROOM -- Balthazar struggles to his knees.

BALTHAZAR

No...

Horvath grins, reaches into his coat and pulls out --

THE INNERMOST DOLL. MORGANA LE FAY stares out at us, a chilling medieval rendering of the dark sorceress.

BALTHAZAR

NO!!!!

Balthazar lunges at Horvath, but Horvath -- his power magnified by Merlin's ring -- throws out his hand and sends Balthazar flying into the wall, pinning him there.

HORVATH

Relax, Blake. Enjoy the show.

INT. MECHANICAL ROOM - MOMENTS LATER

THE MORGANA NESTING DOLL -- hovers in mid-air, held aloft by tendrils of DARK ENERGY that Horvath has conjured. Abigail and Chernabog look on.

Balthazar is pinned against the wall; Dave and Becky are left to stand together. Things look bleak.

DAVE

Becky, those things I said
before...that wasn't me.

But Becky is beyond terrified.

BECKY

What've you gotten me into?

Dave looks to Balthazar. He was right about mixing sorcery and love.

THE NESTING DOLL -- starts to GROW, and buckle outward, now resembling a giant egg -- or more accurately an EGG SAC, because its outer shell is no longer hard but malleable...

AND THERE'S SOMETHING INSIDE -- TRYING TO GET OUT.

THE EGG SAC -- bends in places, stretches out in the shape of a hand, a head. We are witnessing a sickening birth. Dave and Becky cringe as a RIPPING SOUND gives way to --

A FEMALE HUMANOID FIGURE -- tears its way out of the doll, rises up and straightens...

We TILT UP the woman's body as the SLIMY MUCK that covers her flesh rearranges itself on her skin, morphing into a purple-black dress that hugs her every curve, TO REVEAL --

MORGANA LE FAY is the wickedest woman in the world, and the most seductive. A wanton smile crosses her lips as we TILT UP to her face to reveal the most shocking thing of all. By all appearances --

THIS WOMAN IS VERONICA FLOOD.

Dave gasps, in shock. Balthazar shakes with emotion. Horvath smiles at his Queen.

MAXIM HORVATH

Morgana, you're free...

Morgana smiles, draws her lips close to Horvath's -- and BITCH-SLAPS HIM. Blood trickles from Horvath's lip.

MORGANA LE FAY

It took you long enough.

Horvath wipes his lip: God, she's hot. Chernabog bows his head to Morgana. Abigail curtsies.

MORGANA LE FAY

(off Dave and Becky)

And these?

MAXIM HORVATH

She's a citizen. He's the Prime Merlinean, if you can believe it.

Morgana takes Dave's chin, examining him. Shakes her head.

MORGANA LE FAY

They don't make them like they used to.

DAVE

(in shock)

You're Veronica Flood...you died.

Morgana smiles darkly.

MORGANA LE FAY

My dear young man...

Morgana draws her lips seductively close to his.

MORGANA LE FAY

...do I feel dead to you?

BALTHAZAR

STOP!!!

Morgana turns, sees Balthazar for the first time, realizes:

MORGANA LE FAY

You haven't told him, have you?

(smiles at Dave)

You're gonna love this. Fifteen years ago, after centuries trapped in Merlin's damn little cage, I was freed. But my spirit can't exist in the open for long -- it needs a host.

Dave looks to the devastated Balthazar as the truth becomes crushingly clear. Morgana gazes admiringly at her body.

MORGANA LE FAY

I hardly got to enjoy this little filly before Aurelius put me back in the Grimhold. I can't wait to take her for a ride.

Balthazar quakes with rage. Morgana smiles.

MORGANA LE FAY

I bet that was fun...the love of your life sitting just a few feet away, right there on the shelf. And the only thing standing between you and her...is them.

CHERNABOG, HORVATH, ABIGAIL -- stare demonically as Morgana waves her hand and sends the shaken Balthazar sliding down the wall to his feet.

MORGANA LE FAY

And your job -- no, your sworn duty -- is to make sure you never see her again...

(smiles)

You've just got to love life's little twists and turns.

BALTHAZAR

Veronica...it's me.

For a moment there is a glimmer in Morgana's eyes -- of recognition and humanity. Then the moment is gone.

Morgana nods to Horvath: 'Kill them.' Horvath powers up for a spell when --

VOOSH! AN INK-BLACK CLOUD douses everyone in midnight.

BALTHAZAR

Run!!!

Dave feels Balthazar hoist him by the shirt and pull him as fast as he can toward the elevator.

DAVE

Wait! I don't have Becky!

Morgana throws a BLAST OF WIND that dissipates the cloud.

MORGANA LE FAY

Nice try.

It takes just seconds. Morgana throws an ALL-CONSUMING FIREBALL at Balthazar and Dave...

Dave looks back, sees Becky SCREAM as Chernabog snatches her in his arms...

Horvath gasps as MERLIN'S RING uncoils and the DRAGON LEAPS from his finger...

Balthazar pulls Dave into the elevator and dives for the antiquated UP/DOWN LEVER...

THE FIREBALL -- flies in on Balthazar and Dave...

THE DRAGON RING -- leaps across the floor in two big bounds, jumps into the elevator and onto Dave's finger, and then --

The fireball EXPLODES into the elevator shaft, incinerating everything in it!

As the flames subside, the Morganians stand at what used to be the elevator door. Dave and Balthazar are --

MAXIM HORVATH

Gone. And so is Merlin's ring.

MORGANA LE FAY

It doesn't matter. Its work is done.

ABIGAIL WILLIAMS

What should we do with this one?

Morgana smiles as Becky struggles in Chernabog's arms.

MORGANA LE FAY

I'm sure I'll think of something.

INT. ANTIQUE ELEVATOR - SPACETIME

Balthazar and Dave grip the walls as the elevator zooms through SPACETIME in all directions at once.

BALTHAZAR

Hang on!!!

KA-BOOM! The elevator comes to a jarring stop as Dave and Balthazar go flying out the door through some TREE BRANCHES, landing in the mud in a --

DENSE THICKET OF MANGROVES...

They look around, gather their senses. We seem to have landed in a PREHISTORIC COASTAL JUNGLE. An eerie RED LIGHT suffuses everything as Dave follows Balthazar toward the source of the light.

DAVE

Are we in another dimension?

They come out of the trees, look out on...

EXT. BERNIE'S MATTRESS SUPERSTORE - NIGHT

Bernie's is closed but its giant NEON SIGN bathes everything in red light. A two-lane road snakes around toward a 7-ELEVEN, a BLOCKBUSTER, a LAUNDROMAT.

BALTHAZAR

(shakes his head)

Staten Island. Let's go.

INT. HORVATH'S PENTHOUSE - NIGHT

The scattered halves of the GRIMHOLD sit on Horvath's conjuring table, not far from --

Becky, who is shackled to an IRON MAIDEN, one of Horvath's more bizarre antiques. She works frantically to get free, all the while looking up through the skylight toward --

EXT. HORVATH'S TOWER - OBSERVATION BALCONY - CONTINUOUS

Morgana, Horvath, Abigail and Chernabog stand on the balcony, gazing out. Beyond the lake and the park, the lights of the city sparkle in the night.

Chernabog GROWLS at Morgana's shoulder. She cuffs his head as if he were a long-lost pet.

MORGANA LE FAY

You want to play, is that it?

(off the skyline)

Go have some fun.

Chernabog flies off into the night sky.

MORGANA LE FAY

Ah, Merlin, how I wish you could've seen this. The birth of a New Age, and a New Reign...

MORGANA'S EYES -- her pupils, irises, everything -- go suddenly, hideously BLACK.

MORGANA LE FAY

...long live the Queen.

Morgana spreads her arms to the sky; her RING is a black five-pointed star that reflects no light.

MUSIC UP -- The spine-tingling strains of "Night on Bald Mountain," from the Chernabog scene in "Fantasia."

EXT. NEW YORK CITY - CONTINUOUS

A WAVE OF DARK CLOUDS -- unfurls over the city, scraping the tops of the SKYSCRAPERS.

MORGANA LE FAY (O.S.)
The light of the Moon marks the
dawn of a New Age...

EXT. FINANCIAL DISTRICT - NIGHT

THE "WALL STREET BULL" STATUE -- suddenly comes to life, bucking and kicking, SMASHING cars with its hooves and horns.

MORGANA LE FAY (O.S.)
...an age of power and
bewitchment...

EXT. WASHINGTON SQUARE - NIGHT

Not many people are here at this hour: some NYU STUDENTS heading home, a few HOMELESS PEOPLE.

MORGANA LE FAY (O.S.)
...an age of glory in the Dark Arts.

HANGMAN'S ELM -- creaks in the wind. The students look up, gasp in horror as --

CHERNABOG -- swoops down from the sky! He lands atop the WASHINGTON SQUARE ARCH, unleashes a horrific cry. His body begins to sway, seemingly possessed as he summons --

THE WRAITHS! Part specter and part corpse, they fly up through the pavement or jump down from HANGMAN'S ELM, some with NOOSES still around their necks, others riding demonic SPECTRAL HORSES.

Ghoulish traitors of the Revolutionary War, the Wraiths fire muskets that SHATTER the windows on Fourth Street.

Tonight, hell has come to Washington Square.

EXT. HORVATH'S TOWER - OBSERVATION BALCONY - CONTINUOUS

Morgana is flanked by Horvath and Abigail as an EERIE FOG enshrouds the city and distant EXPLOSIONS roll like soft thunder across the horizon. Morgana smiles darkly.

MORGANA LE FAY

The Age of Men is at an end. Let
the Age of Sorcerers begin.

EXT. GREENWICH VILLAGE - NIGHT

The Wraiths stage an onslaught, spreading chaos as they ride and hack their way down into --

INT. FOURTH STREET SUBWAY STATION - NIGHT

PEOPLE run SCREAMING, taking cover where they can, but the SPECTRAL RIDERS will not be stopped. In the midst of all this mayhem --

A SUBWAY TRAIN -- pulls into the stop. The doors open and Balthazar and Dave step out.

DAVE

See there? Public transportation.

Balthazar is unimpressed. A SCREAMING WOMAN runs by, being chased by a BRITISH REDCOAT WRAITH wielding a bayonet...

Balthazar clotheslines the Wraith out of frame, STOMPS on him to a grotesque CRUNCHING SOUND.

BALTHAZAR

Wraiths. This is Chernabog's work.

THE WRAITHS jump off the platform and disappear into the shadows of the UPTOWN TUNNEL.

BALTHAZAR

They're heading to the Park, trying to link up with Morgana.

DAVE

That must be where they've got
Becky!

Dave starts to run. Balthazar grabs his arm.

BALTHAZAR

We've gotta turn off the tap on these Wraiths first. See if we can't make this a fair fight.

EXT. FOURTH STREET - NIGHT

Balthazar and Dave run up the subway steps to the street, nailing wraiths with CONCUSSION BLASTS as they go.

DAVE

They're coming from the Square.
This way!

Balthazar stops him, shakes his head.

BALTHAZAR

I called ahead for a ride.

Dave looks up, smiles as --

THE CHRYSLER BUILDING EAGLE -- swoops down from the sky, slamming into WRAITHS as it zooms in low over the street!

Balthazar and Dave get a running start and jump on the eagle as it flies by.

EXT. WASHINGTON SQUARE PARK - NIGHT

Chernabog stands atop the arch, conjuring Wraiths. He hears a WHOOSH behind him, spins around to see --

THE EAGLE -- flies in hard and fast, steel talons flashing.

WHAM! Chernabog is blasted off the arch, goes flying into --

BOOM! -- HANGMAN'S ELM, knocking the last few Wraiths from their nooses like overripe fruit.

Balthazar and Dave jump off the eagle as it swoops in low.

A DOZEN WRAITHS -- are converging on the only people left in the park, a bunch of cowering, terrified NYU STUDENTS.

BALTHAZAR

(powers up for a spell)

Mine.

But Dave raises his hand, a living Tesla Coil as a LIGHTNING BOLT leaps from his hand and bounces from one Wraith to the next, frying them until --

KA-SPLATTT!!! The wraiths explode, showering the students in WRAITH GUTS. Dave smiles awkwardly as the freaked-out students start SCREAMING.

BALTHAZAR

I believe I said "Mine!"

A MASSIVE FIREBALL -- flies in at them. Balthazar grabs Dave and pulls him into --

THE PARK'S FAMOUS FOUNTAIN. HELLFIRE licks the surface of the water as Dave and Balthazar stay under.

TWO MONSTROUS CLAWS -- pluck them out of the water, SLAM them into each other, toss them off in different directions.

Dave lands hard near the base of the WASHINGTON SQUARE ARCH.

CHERNABOG -- stands over him, unleashes a chilling WAR CRY. He's about to stomp on Dave's head when suddenly --

IT'S HORVATH who lies there cowering, not Dave.

MAXIM HORVATH

Chernabog, don't!

Chernabog hesitates -- all the opening Balthazar needs to throw a CONCUSSION BLAST that sends Chernabog flying --

WHAM!!! -- into one of the arch's concrete supports.

Gravity does the rest. Chernabog looks up as the MASSIVE CONCRETE ARCH comes down on him -- KA-BOOOOM!!!

When the dust clears, Chernabog lies unconscious amid the rubble. Balthazar helps Horvath up.

BALTHAZAR

Not bad.

Horvath MORHPS into Dave.

No more wraiths are emerging from their graves, but the ones who've already escaped continue to wreak havoc in the square.

DAVE

Looks like no more wraiths are coming out, but the ones who are already here...

BALTHAZAR

They answer to Morgana now...

EXT. CENTRAL PARK SOUTH - NIGHT

THE WRAITHS -- emerge from the 59th street subway to raise hell: attacking cars, battling overmatched COPS.

A T.V. REPORTER ducks for cover, reporting live.

REPORTER

...the reports from Washington Square are true! They're coming up from the tunnels...I can't begin to describe what I'm seeing right now!

THE NEWS CAMERAMAN -- double-checks what his eyes are seeing against what's appearing in his viewfinder.

CAMERAMAN

What the hell?!

IN THE VIEWFINDER -- POLICE OFFICERS battle and terrified NEW YORKERS run away from --

ABSOLUTELY NOTHING. On camera, the wraiths are invisible.

EXT. HORVATH'S TOWER - OBSERVATION BALCONY - NIGHT

Morgana, Horvath and Abigail listen to the din of chaos coming closer. Horvath glances down through the skylight --

MAXIM HORVATH

The Grimhold!

EMPTY SHACKLES lie beside the iron maiden where Becky was just moments ago -- AND THE GRIMHOLD IS GONE.

MORGANA LE FAY

(eyes darkening)

She'll try to get the doll to them.
We won't let her.

EXT. CENTRAL PARK - NIGHT

Becky runs as fast as she can with the Grimhold. Above her, PALE ORANGE CLOUDS fly across an EERIE PURPLE SKY -- a scary but strangely beautiful night.

Becky runs into a TUNNEL beneath an OLD STONE BRIDGE.

ABIGAIL -- appears at the end of the tunnel, head bowed in a demonic stare.

Becky SCREAMS, runs out the way she came. Abigail levitates into the air after her.

Becky ducks into some WOODS. A CANINE GROWL stops her cold, leaves her panting with fear.

TWO RED EYES -- appear in the shadows, belonging to either the biggest wolf we've ever seen, or --

MAXIM HORVATH -- steps out of the shadows. Becky trembles as Horvath raises his hand, his SKULL RING glowing.

MAXIM HORVATH

What should I turn you into? A pig? A mule? Or maybe even...the perfect woman?

Becky tries to scream -- BUT HAS NO MOUTH. She falls to the ground with a muffled cry. Horvath moves in to pick up the Grimhold...

WHAM!!! A CONCUSSION BLAST sends Horvath flying.

Becky puts her hands to her lips, feels that they are there. Suddenly Dave is there, helping her up.

DAVE

Are you okay?

Becky smiles, holds onto him tightly.

DAVE

I've got to stop these guys.

MORGANA LE FAY (O.S.)

Oh, is that right?

Dave and Becky whirl around.

MORGANA LE FAY

You and what army?

MORGANA -- stands there, flanked by Horvath and Abigail, then we PULL BACK TO REVEAL...

A BATTALION OF WRAITHS -- their claw-like hands holding sabres and muskets, their skulls grinning murderously in the moonlight. The Wraiths have cut off Dave from the Grimhold.

Dave and Becky step back, in awe of these horrors.

MORGANA LE FAY

Ah, the proud Merlinean line.
Names like Ambrosius...Maltwood...
García de Ayala...Dave.

(shakes her head)

How the mighty have fallen. Merlin would've thanked me for what I'm about to do.

But as she raises her hand --

BALTHAZAR (O.S.)
Or he would've mopped up the floor
with you...

Morgana turns toward the voice.

BALTHAZAR
...again.

BALTHAZAR -- steps forward, flanked by the CHRYSLER EAGLE and the massively muscled ROCKEFELLER ATLAS, as epically heroic as the day Dave first saw him.

Dave and Becky smile. Surprisingly, so does Morgana.

MORGANA LE FAY
Now this is how we used to do it.

Morgana throws a PLASMA BOLT, and it's on: a clash as physical as it is magical, with our heroes having to simultaneously battle the MORGANIANS and the WRAITHS.

QUICK CUTS -- Balthazar dodges Horvath's LIGHTNING BOLTS, seizes a WRAITH'S SWORD and fights like a man possessed...

MORGANA -- summons a CYCLONE down from the skies, sends it careening toward Dave...

DAVE -- throws out his hands, then rips them apart, tearing Morgana's CYCLONE into a dozen MINI-CYCLONES, each of which flies into a WRAITH, blasting it to smithereens.

BECKY -- sees the GRIMHOLD on the ground and runs for it.

Suddenly Becky falls -- trapped in QUICKSAND! Abigail closes in for the kill.

Dave sees Becky in trouble, runs to help her.

MORGANA LE FAY
Fool.

Morgana sends a CONCUSSION BLAST rippling through the air --

ATLAS -- jumps in front of Dave, absorbing the impact.

Atlas punches Morgana with a massive STEEL FIST. Her head barely turns. She backhands Atlas, sends him flying.

ABIGAIL -- sees Dave on his way to help Becky. She opens her mouth at a horrific angle, only this time she projectile-vomits --

A SWARM OF ANGRY WASPS!

But the CHRYSLER EAGLE flies in, sends the wasps scattering. Abigail has no time to get out of the way as --

WHAM!!! The eagle clips her with its wing -- KNOCKS HER UNCONSCIOUS.

BECKY -- is about to be pulled under the quicksand when Dave lifts her out with an ANTI-GRAVITY SPELL. He levitates into the air to catch her and for a heartbeat they hang there like the boy and girl in the Chagall painting.

Dave sets the two of them down, looks into Becky's eyes.

DAVE

Becky, I --

But Horvath touches his hand to the ground, sends a RIPPLING SHOCKWAVE that uproots Dave and sends him slamming into a lamp post.

DAVE

Unnfff!!!

As ATLAS and the CHRYSLER EAGLE wade into the slashing WRAITHS, and Balthazar faces off against Morgana, Horvath casts a withering assault of sorcery at Dave...

A FIREBALL nearly incinerates him. A CONCUSSION BLAST sends him flying into --

WHAM!!! -- an aluminum TOOL SHED. Dave plows through the shed and keeps going, landing hard on his back.

Horvath walks toward him, picks up a shovel. In Horvath's hands the shovel MORPHS INTO an EXECUTIONER'S AXE.

MAXIM HORVATH

There's no magic or science that can save you now, apprentice.

Horvath stands over Dave, brings the axe back.

Dave looks over, sees Becky looking sorrowfully at him. Then unexpectedly, he smiles.

DAVE

I love you.

AN UNTAPPED POWER lights in Dave's eyes. Becky smiles through her tears as Dave looks up at Horvath.

DAVE

Objects in motion stay in motion...

Horvath pauses with the axe --

HORVATH

Boy, what are you talking about?

WHOOSH! Horvath looks up as --

A ROCK the size of a basketball nails him in the chest and sends him flying -- WHAM! -- into a TREE TRUNK.

DAVE

...unless acted upon by an opposing force.

Horvath is in serious pain as he gets up, sees Dave walking toward him. Dave looks transformed, as if a veil has been lifted, and science and magic are one within him.

DAVE

Newton's first law. Number two?
The acceleration of an object is directly proportional to the net force acting on it. For example:

Dave throws a massive PLASMA BOLT that SLAMS into Horvath, drops him like a stone.

DAVE

And my personal favorite, number three: for every action...

Dave hoists Horvath in the grip of an INVISIBLE GRAVITY and flings him -- WHAM! -- into the base of a CIVIL WAR MONUMENT, spider-webbing the marble.

Horvath staggers, teeters like a punch-drunk boxer.

DAVE

...there's an equal and opposite reaction.

WHUMP! Horvath lands hard, out cold. Dave stands triumphantly over him, a sorcerer now.

DAVE

Physics.

MEANWHILE...

Balthazar and Morgana wage FIERCE SORCERER WARFARE, mixing spells culled from all Seven Alchemies -- a Master Class.

Fighting Morgana is all the more difficult because for every PLASMA BOLT he sends slamming into Morgana, Balthazar knows it's Veronica's body he's harming.

But that doesn't stop him. Morgana goes down, winces in pain. For a moment Balthazar forgets who he's dealing with.

BALTHAZAR

Veronica, you don't want to do this.

A moment is all it takes. Morgana throws out her hand, BASHES Balthazar with an invisible force -- then brings her hand down, SMASHING him to the ground.

MORGANA LE FAY

It's Morgana. And I so do.

Balthazar lies face-down in the dirt, in agony. As Morgana approaches for the kill, Balthazar rolls over, TO REVEAL --

THE GRIMHOLD -- is in his hands, transformed to show ALL THE MORGANIANS on the outermost doll.

MORGANA LE FAY

Nice try...but you're not the Prime Merlinean.

BALTHAZAR

No...he is.

They move in perfect sync. Balthazar throws the Grimhold into the air; Dave lifts his hand, freezes it in place.

The DRAGON'S EYES glow on Dave's ring as he turns his outstretched hand to the side -- and the doll TWISTS OPEN!

MORGANA LE FAY

NO!!!

A BLINDING LIGHT -- shines in the seam of the doll, swells into a VORTEX OF LIGHT.

Morgana digs her fingers into the ground, fighting the awesome suction that pulls her toward the light.

ABIGAIL -- SCREAMS as she tumbles through the air, gets sucked into the vortex.

HORVATH -- resists for as long as he can, until he, too, vanishes into the light.

Becky ducks as the unconscious CHERNABOG comes flying through the air into the vortex.

MORGANA -- can't hold on! She slips, flies through the air --
 A HAND -- shoots out, catches her hand. BALTHAZAR'S!

DAVE
 No!!! What are you doing?!

Balthazar holds onto Morgana with all the strength he has left.

DAVE
 Balthazar, let her go!

BALTHAZAR
 (shakes his head)
 Not this time...not this time!!!

THE GRIMHOLD VORTEX -- increases in power, its outer edge now just a few feet from Balthazar and Morgana.

Balthazar's eyes meet Morgana's -- but they're not Morgana's, they're Veronica's! And then --

A MONSTROUS SPECTRAL CREATURE -- part woman, part demon, is wrenched free of Veronica's body. THE REAL MORGANA LE FAY!

VERONICA
 (human again)
 Balthazar!

BALTHAZAR
 Hang on!!!

THE SPECTRAL MORGANA SCREAMS, a hideous, defiant SHRIEK...

TOO LATE! The evil spirit is sucked into the VORTEX as a MASSIVE BOOM OF THUNDER echoes across New York. And when the echo fades...

THE SEALED GRIMHOLD -- sits in a smoking, smoldering crater.

THE WRAITHS -- are suddenly drawn up into the air, away from their battle with Atlas and the Chrysler Eagle, growing more spectral every second.

EXT. WASHINGTON SQUARE - NIGHT

As if called by the toll of an unseen bell, the Wraiths descend from the low clouds, returning beneath the pavement to the sleep of their graves...

EXT. CENTRAL PARK - CONTINUOUS

Dawn's first light appears in the sky. Balthazar looks up, wraps the unclothed, unmoving Veronica in his arms.

BALTHAZAR
Veronica...Veronica!

Veronica eyes flutter open. Balthazar holds his breath.

VERONICA
Where's father...?

Balthazar shudders with emotion, begins to weep. Veronica pulls him close, holds him tight and doesn't let go.

VERONICA
It's okay, my love. It's okay...

Dave and Becky look on, deeply moved. Behind them are ATLAS and the CHRYSLER EAGLE. Dave and Becky share a smile of amazement as the statues nod, then disappear into the mist...

DISSOLVE TO:

EXT. CENTRAL PARK - DAWN

POLICE CARS flood into the park across the 65TH STREET TRANSVERSE, as we CRANE DOWN TO...

A CENTRAL PARK HORSE CARRIAGE -- trots out of the park. Dave holds the reins, Becky is beside him. They smile.

Balthazar and Veronica are in the back. Veronica wears Balthazar's coat as Balthazar pulls her close and we --

MATCH DISSOLVE TO:

INT. NEW ARCANA CABANA - DAY

The Central Park carriage ride in now the last page of the Encantus.

Dave closes the book, smiles. He's standing in the just reopened ARCANA CABANA, as cluttered and creepy as the old one, yet Dave is strangely at home now.

A T.V. drones on the shelf.

FEMALE REPORTER
So, what did happen in Washington Square, in Central Park, in the Sixth Avenue subway tunnel? Was it a once-in-a-lifetime weather event?
(MORE)

FEMALE REPORTER (CONT'D)

A supernatural phenomenon as witnesses insist? And given the lack of photographic or other physical evidence, is it possible we may never know the truth...?

The REPORTER stands in Rockefeller Center. Dave sees ATLAS looming behind her, and smiles.

AT THE FRONT OF THE STORE -- Balthazar tries to close a sale.

BALTHAZAR

...seriously, what says Valentine's Day like human hearts stuffed in a jar?

THE CUSTOMER -- smiles awkwardly, turns and walks out.

BALTHAZAR

Fine! Go with the Godiva!

BECKY

We need to seriously think about your product line.

Becky is stacking items on shelves. Balthazar sighs as Veronica comes up behind him, drapes her arm around him.

VERONICA

I think it's romantic.

Dave looks at Balthazar, has never seen him so happy.

EXT. NEW ARCANA CABANA - DAY

One of those glorious New York days...

Dave, Becky, Balthazar and Veronica stand on the sidewalk to admire the new sign: "ARCANA CABANA - ANTIQUITIES, OBSCURITIES, UNUSUAL GIFTS - BALTHAZAR BLAKE, PROPRIETOR."

Dave puts his arm around Becky.

DAVE

Want to see some magic?

BECKY

(smiles)
Mm-hm.

DAVE

Close your eyes.

Dave smiles, is about to kiss her when Balthazar puts his hand on Dave's shoulder.

BALTHAZAR
Two o'clock. Training time.

Veronica pulls Balthazar away, nods for Dave to continue.

BALTHAZAR
(off his watch)
What? Two o'clock is training time.

Dave smiles, kisses Becky as we PULL BACK INTO...

INT. NEW ARCANA CABANA - CONTINUOUS

WE PULL BACK through the doorway, past shelves packed with arcana, past the MUMMY CASE and the ANIMAL SKELETONS, until we finally stop on...

THE GRIMHOLD -- sitting in a specially reinforced glass case, marked "DO NOT TOUCH."

THE MORGANIANS -- stare demonically out at us, rendered in the style of a medieval stained glass.

We hold on the GRIMHOLD, waiting for it to flinch, to bobble, something, but it never does as we slowly, very slowly...

FADE TO BLACK.