

Written by
Pamela Pettler

Short story by
Shane Acker

SEQ. 05 - PROLOGUE

INTO The Focus Features logo appears on screen and we slide
the "O" in Focus.

WHITE. Stock dissolves from 35mm to 16mm. BLACK &
GRAINY,
like OLD DOCUMENTARY FOOTAGE.

SCIENTIST'S VOICE

Experiment 208, day 20...

INT. SCIENTIST'S LAB - DAY

We see an early incarnation of a MACHINE (this will be
the inner brain of the FABRICATION MACHINE). We see the
scientist, in a white coat.

We pull back to see the Scientist is playing a
complicated MULTI-LEVEL 3-D chess game on a MULTI-LEVEL GAME BOARD
with the MACHINE. The Scientist makes an elaborate multi-
level move. The Machine reaches an arm out into the chess
game but then malfunctions and strews the game everywhere.

We pull back further to see the back and legs of the

The DICTATOR, with black-uniformed soldiers flanking him.
regime's emblem can be seen on the uniforms.

DICTATOR

Useless.

SCIENTIST

Please. Give it a chance.

We're on the machine, which is clicking and jerking as
it malfunctions.

DICTATOR (V.O.)

One more. That's all.

We turns to leave. We hear the clicking of boots as the
soldiers accompany him out.

We see the scientist's dejected face as he comes
towards the camera to turn it off.

CUT TO:

BLACK

2.

INT. SCIENTIST'S LAB - NIGHT

The grainy footage rolls again; we see the scientist
moving away from the camera (having just turned it on).

The lab is shadowy, late at night. We see his worktable
for the first time, covered with discarded sketches, a
furiously filled-in journal, and pieces of failed machinery (the
floor is also similarly littered). The TALISMAN sits on the

worktable. Nearby is a small old-fashioned tiny little box.

SCIENTIST

(tired, but dictating to
keep the documentary
record complete)
My last possible solution....
(muttering to himself)
It must work...

He gently brushes his fingers over the little box as though for good luck. He picks the TALISMAN up off the table. He moves over to insert the talisman into the port of the machine.

His back to us, he faces the machine. We see him putting something over his face (but only from behind).

JOLTS, There is a sudden FLASH OF GREEN LIGHT and the machine and then suddenly, starts up...lighting up, electricity crackling, parts moving in smooth coordination, etc.

The scientist waits, watching. The machine continues to run. Its arms move smoothly, almost curiously.

The scientist puts the device covering his face down and gets up and comes towards camera.

We see the camera's POV as the scientist comes towards us: CLOSE on the scientist's face, which is exhausted, cheeks sunken, eyes wide, pupils dilated.

Pull back to show the machine purring, suddenly full of a new sort of energy. Something new has happened.

The scientist switches off the camera and:

CUT

TO:

3.

INT. SCIENTIST'S LAB - A DAY LATER

The machine zips through the complex 3-D chess game at lightning speed, checkmating the scientist in seconds as the Dictator watches.

The scientist laughs fondly and pats the machine.

DICTATOR

Perfect.

SCIENTIST

(PROUDLY)

You see, it evolves.

The scientist proudly gives the machine to the dictator. A flash goes off: someone is taking a picture O.S.

The dictator exits; we hear the click of boots and see as much as possible of the soldiers flanking him.

OUT OF SIGHT OF THE SCIENTIST,

CLOSE on the machine: the dictator is gripping it with a nasty firmness. The machine seems to try to squirm away.

The director's BLACK-GLOVED HAND grasps it harder.

he machine, responding to the brutality, lashes an arm out and grabs the nearest soldier (seen from the back, we see only the uniform and helmeted head) by the back of his arm, BREAKING his ARM. The soldier falls (if possible).

he dictator CONTINUES ON WITHOUT BREAKING STRIDE.

DICTATOR

CHILLINGLY)

Yes. Perfect.

And we:

DISSOLVE

TO:

SEQ. 010 - Title Sequence

IN BLACK:

TITLE CARD #1

4.

RADIO (V.O.)

(robotic sounding)

Alert. We are in a state of
emergency...

Sounds of WAR: EXPLOSIONS, MACHINE GUNS, SCREAMS...

FADE UP

INTO:

INT. SCIENTIST'S WORKSHOP - DAY

A tiny, cluttered attic, filled with bits and pieces of
found material--burlap, door hinges, an old shoe, old
eyeglasses,
rusty scissors, pen nibs, gas masks etc. We see the
tiny
little box sitting on the cluttered makeshift
worktable.

TITLE CARD #2

RADIO (V.O.)

...the Machines have become
uncontrollable... they are shooting
at will... ALERT: stay in your
homes.

Grainy footage as we see the scientist looking around
desperately--he's obviously in hiding.

**SCIENTIST
(HEARTBROKEN)**

My invention... my beauty... beauty
was taken...

He is feverishly cobbling together a SMALL BURLAP DOLL.

frantic He labels the burlap doll on its back: "1." He makes
little notes in a journal. He brushes his fingers over the
contraption box for good luck, then moves towards a strange
on the table.

LASHES and EXPLOSIONS shake the workshop horribly.

TITLE CARD #3

RADIO (V.O.)

Reports are coming in... they've
breached the Northern walls of the
city...

The radio voice is DROWNED OUT BY EXPLOSIONS. D

ISSOLVE

TO:

5.

TITLE CARD #4

INT. SCIENTIST'S LAB - ANOTHER DAY

RADIO (V.O.)

An announcement from our
Chancellor!

DICTATOR'S VOICE

(on the radio)
Comrades, I have lost control. The
Machine is now our enemy. We need
to join forces to fight against it.

We hear EXPLOSIONS and SCREAMS outside.

BURLAP We see the scientist cobbling together another SMALL
DOLL, a little more evolved.
He labels it "5," then makes notes in a journal.

TITLE CARD #5

SCIENTIST
his voice a mere whisper
NOW)
Five so far....I can't get them
right...

ISSOLVE TO:

TITLE CARD #6

INT. SCIENTIST'S LAB - ANOTHER DAY

RADIO (V.O.)
(through static)
Gas masks are being distributed...
ALERT: beware....

We see the scientist desperately grabbing bits and
scraps for
one last doll. He is like a skeleton, almost no energy
left.

ADIO (V.O.) (cont'd)
...deadly gas....

he radio voice dies out. We hear nothing but STATIC.

TITLE CARD #7

H

H

C

(

6.

The scientist totters over, makes a note in his journal. He clutches the little box, and suspends this last doll with a rope in a strange contraption.

SCIENTIST

a feeble whisper)
My last one... this one, finally,
must work... it must....

TITLE CARD #8

The SOUND of the scientist collapsing to the floor.

DISSOLVE TO:

.....

SEQ. 020 - Attic

SEQ. 020 - INT. WORKSHOP - DAY

The thin strand of rope stretches... stretches... and

RAAAACK.

The rope SNAPS, and--

--a SMALL BURLAP FIGURE falls onto the table.

As he falls, he is yanked free from a large, circular Machine.

e had been attached with the fraying rope and a long cable,

dangles attached to him by the TALISMAN. The cable still
from the Machine, but the force of his fall pulls the
Talisman off.

shaking The little burlap figure pulls himself to his feet,
finally his head. Falling free from the connecting cable has
awakened him.

zipper, e is made up of odd patchwork items: burlap, a thick
saw big round gas-mask eyes (which we recognize as what we
before, in the title sequence).

back. We pull around to see the number "9" painted on his

We pull back further to see...

9

H

T

R

H

S

"

7.

SEQ. 020 - INT. RUINED WORKSHOP - EERIE, INDETERMINATE DAYLIGHT

.
..he is on the tabletop in the RUINS OF A SMALL ROOM.

years
Splintered BITS OF WALL jut up to the open sky. Rotted FLOORBOARDS are BENT and WARPED. The room is full of
of DUST and ROT. Dust hangs in the feeble rays of dirty sunlight.

scraps
hinges,
The table and floor are covered with the same kinds of
and raw materials from which "9" is made: burlap,
bits of Machinery.

and
"9" blinks and turns around, his head darting this way
that, trying to make sense of his surroundings.

over, and
He walks over to the edge of the tabletop. He peers
sees...

...the SCIENTIST LYING DEAD ON THE FLOOR.

lumped on the floor, we clearly see: the scientist's skeletal hand is clutching a tiny box.

He hears a clattering sound and turns to see

A
loose window shutter. He goes over to the window.
e pushes opens the window to see--

SEQ. 020 - EXT. STREET - INDETERMINATE DAYLIGHT

...AN APOCALYPTIC WASTELAND.

emptiness
usting machine carcasses, bombed-out ruins, and
stretch as far as he can see.

Terrible, life-ending destruction.

here is no other living being anywhere.

9 stares in disbelief and horror and fear. He can't
make any sense of it... or the room... or the endless miles of
lifeless wasteland stretching out in front of him.

e seems to be completely alone.

He sees a glint of something, a possible sign of life.
moves to go outside.

C

M

8.

He stops and is strangely drawn to the TALISMAN. He
turns and takes it, stowing it inside his zippered chest
before he heads out.

CUT

TO:

.....

SEQ. 029 - 9 Meets 2

SEQ. 029 - EXT. WASTELAND - DAY

9 moves warily in the dusty, grim light, along the
deserted RUINS of the outside streets. It is the remains of war.

scattered Pulverized HULKS of BUILDINGS, torn-open suitcases,
clothes, rusting cars and the grim debris of human
civilization surround him.

front He sees a dead body slouched next to a suitcase in the
seat of a car.

on Banners hang on the buildings with a three prong symbol
them.

achines lie deserted on the sides of roads.

ragged Distracted by the spectacle, 9 stumbles and lands on a
old flyer: REVOLT! He looks back at the War Machines
and Dictator flags. He sees a vandalized poster of what
appears to be a dictator/leader.

happened. 9 looks around him, trying to piece together what
Suddenly there is a clanking sound in front of him.

war 9 sees a light flicker on in the shattered hulk of a
Machine.

LOSE on 9 as the light crosses his face.

grabs a Scared, he ducks behind a huge piece of debris. 9
piece of metal lying in front of him.

him The shadow moves closer, 9 shakes nervously. The figure
emerges with spear in hand and 9 swings the weapon at
with all his might.

2. 2 9 hits him square in the chest. It is another ragdoll:
debris is propelled backwards and falls to the ground on the
behind him. 9 quickly tries to hide.

A

9.

But 2 is looking at 9 with surprise. He struggles to
get up,

2

speaking with urgency to 9.

(firmly, kindly, almost
eagerly; like trying to
soothe a wild animal)
Wait... I am a friend.

LT:

2 (CONT'D)

(GENTLY)

Friend... I am a friend.

9 now sees he has hit a ragdoll, similar to himself. He
hesitates, not sure what to make of this. 2 extends his
hand, calmly, eagerly. 9 hesitates again, then, still
timid,
to
but showing a little bravery, drops his weapon and goes
help 2 up.

We see that 2 is much older, much more decrepit, much
more
of
is
him.
2's hat.
primitively constructed: he is made from patchwork bits
OLD LEATHER SHOES. A SHOELACE stitches up his front and
tied in a bow at his neck. Bits of leather FRAY off
His feet are primitive small HINGES. Half of a pair of
eyeglasses, like an enormous MONOCLE, is attached to

9 helps straighten 2's monocle. 2 smiles at him. We see
that 2 is like a wise mentor, a kindly professor with a
contagious eagerness and imaginativeness.

2 peers eagerly at 9. He circles 9 and spots the number on his back.

(CONT'D)

(eagerly, excited, like an intrigued scholar)

Yes... yes... I always thought there'd be one more.

He nods and smiles. He extends his hand to shake 9's hand.

While doing this, he takes 9's hand and studies it, nodding with eager excitement. We see that 9's hand is more sophisticated than 2's.

2 (CONT'D)

The details... how exciting.

(FASCINATED)

Carved wood... steel bolts...
molded copper...

H

9

2

10.

2 turns slightly, and 9 sees his number and tries to say it.

But no sound comes out of his mouth.

looks at him, nodding, again, the kind mentor. He's interested, observing without judging; curious, kindly and ready to help.

2 (CONT'D)

You can't speak.

With a friendly, disarming smile, he taps 9's zipper. 9 unzips himself and 2 peers in. 2 looks up, happy that he can help.

2 (CONT'D)

Yes, yes...

2 looks around nervously and hurries over to his roller-skate cart covered with detritus - odds and ends, a broken china doll.

2 (CONT'D)

...come with me.

follows, looking around curiously.

2 finds the china doll.

2 (CONT'D)

Here!

As 2 rummages through the chest of the china doll 9 picks up a bullet casing from 2's cart and starts tapping it. 2 turns with the doll's voice box in his hand.

2 (CONT'D)

(sees 9 with the bullet;
whispers sharply)

No! Stop!

2 eases the bullet away from 9, then smiles gently at 9,

EXPLAINING:

2 (CONT'D)

(
QUIETLY)

Some things in this world are
better left where they lie.

9's e puts the bullet to one side and kneels, prying into chest. 2 begins to connect the doll's voice box.

A

9

11.

2 (CONT'D)

But if you know where to look,
these ruins are full of riches.

2 concentrates, a look of pleasure on his face as he
twists a few more wires. Static and unclear sound come out at
first,
but as 2 tunes the voice further...

9

(as his voice is "tuned
in".. starting with pure
static, then slowly
moving into a voice)
Chhhhhhh.....chhhhehhhh...

2

Wait..
(tunes him in)
...almost there...

9 gets a little panicky look on his face at the strange
sounds coming out of him. 2 puts a calm hand on his
shoulder. 9 calms down and tries again.

9

Friend? Friend?

2

(BEAMING)

Friend.

9

(more and more normal
SOUNDING)
Are we alone?

2

(REASSURING)

No. There are others.

and 2 stare at each other. 9 looks at 2 in wonderment,
then reaches out and touches 2's chest where he hit it.

2 beams at 9, happy 9 can speak, happy he was able to help,
and happy that 9, with his first words, is concerned about others.

glow beams from within 9's chest. 2 stares. 9 removes the TALISMAN from his chest.

2 has a big reaction--he draws his breath in and looks at it in ASTONISHMENT.

9

2

I

9

.

T

(

12.

He takes it and looks at it. He gives 9 a look of surprise.

(CONT'D)

But how strange....
muttering to himself as
he turns the Talisman in
his hands)
Yes, he was always drawing this...
exactly like this... how strange...

hey both stare at the TALISMAN.

Suddenly, a is heard OFFSCREEN. 2 looks up IN HORROR. He grabs his spear. He pushes 9 away almost fiercely.

ALT:

2 (CONT'D)

(firmly, to 9)

GO!

.....

SEQ. 030 - Cat Beast Attacks

SEQ. 030 - EXT. WASTELAND - DAY

2 points forcefully to an old rusted can.

2 runs into the can.
stands, ready to attack.

9 watches 2, wondering what is coming. Then from behind him,
a large claw of a mechanical figure settles softly next to
9's can. He tries to call out to 2...

And from behind 2 enters--

A HIDEOUS CAT BEAST.

cat
t is a nail and razor-studded predatory Machine with a skull-shaped head, its body laced with bones, nails and razors. 9 now understands 2 was trying to protect him.

a
GASPS as he turns and sees it. The Cat Beast lets out a roar and claws at 2, KNOCKING him over and losing his spear.

looks on with horror.

9

H

T

9

13.

him
2 attempts to reach for his spear but the Beast holds him down with its razor-sharp feet.

with
The Beast is attracted to the Talisman. It picks it up one of its jagged claws and looks at it quizzically.

teeter,
cringes. His movement makes his hiding place creaking.

struggling
to 9's
he Cat Beast WHIRLS at the sound. Picking up 2's body, the Cat Beast stalks towards the noise, right up to 9's hiding place, sniffing through its hollow nostrils. 9

cringes in terror. The Cat Beast probes with one of his
claws INTO the tin can. 9 recoils. The claws do not
find him and retreat. 9 is relieved.

A beat, then:

9 feels himself violently LIFTED UP and SMASHED.

We see the Cat Beast has picked up the entire tin can
and is smashing it to get at what's inside it. Failing, it
hurls the tin can aside.

9 is almost knocked out. Trying to stay conscious, he
struggles towards the entrance of the can.

is POV: through his haze and through the broken edges
of the opening to the can, he sees the Cat Beast GRAB the
Talisman and the struggling 2 in his sharp-toothed mouth, and
disappearing into the smoky mist.

9 can just make out, in the distance, the silhouettes
of

THREE TALL SHAPES.

(MUTTERING)

The others...

CUT

TO:

.....

POV SPYGLASS - ELSEWHERE IN THE WASTELAND - LATER

POV SPYGLASS: the spyglass searches through the city
and comes across a lone staggering figure (9).

W

(

9

9

5

14.

through Pull back to show the back of 5's head as he peers
spyglass the spyglass, then pulls away so we can see into the
again. We zoom in through the spyglass to a
CLOSE SHOT on 9--

EXT. WASTELAND - CLOSE ON 9 - CONTINUOUS

9 staggers, weary, and collapses.

into In the foreground, the feet of another ragdoll (5) step
the shot.

CUT

TO:

.....

Seq. 040 - Meeting 5

SEQ. 040 - INT. 5'S WORKSHOP - DAY

5 is finishing sewing 9 up.

It's all right. You're safe now.

9

Where am I?

5

With us.

(MUTTERING)

Yes... he told me there were
others...

5

(suddenly, urgently)

Who?

(still dazed, trying to

REMEMBER)

He was older... Out there...

5

2. Out in the emptiness?

HORRIFIED)

Alone? Was he all right?
When is he coming back?

I

1

W

1

5

T (

9

15.

9 looks at him, the whole memory suddenly coming back
to him
as though fresh.

HE--THE--
can't think of the right
WORD)

T
hing! It took him.

5 reacts with horror.

5
No... No! It can't be!

He turns away, grief-stricken.

(O.S.)
Keeping secrets from me, I see.

Another RAGDOLL pushes into the workroom. This is a
bigger
ragdoll, the most primitive one we have seen. He has
primitive wooden hinges for feet. He is very frayed and
patched together. The number 1 is painted on his back.

and 9 whirl around. 5 CRINGES.

5
I... I was coming to tell you...

1 carries himself with authority. He wears a red cloak,
and
a strange mother of pearl and wire hat bound together
as an
almost papal-like headpiece, and carries a staff made
from an

old gear, with a bell attached.

his pulls at 9 with his staff, displaying the number on
back.

1

hat's this?

cringes turns and glares at 5 like a general glaring at a new
private, expecting an explanation for a misdeed. 5
back, obviously intimidated by 1.

5

... I found him.... in the
emptiness. He saw--

speech. 1 HOOKS 5 by the neck with his staff, cutting off his

1

What? What were you doing out
there?

1

9

Y

1

16.

5

I saw him from the watchtower and I
thought...

ou'll lead The Beast straight back
to us! How many times have I told
you?

The Beast--that's what took 2! If we hurry we could save him--

1

(CURTLY)

If the Beast took him, that's the end of it.

9

But he was still alive--

5 turns with sudden hope to 9. 2 might still be alive?

1

No, we have RULES.

1 smashes his staff against the ground.

Immediately, a knife comes through the curtain revealing another RAGDOLL: a large ragdoll, with the number "8" on his arm.

(CONT'D)

(TO 8)

Our new guest seems confused.

(condescendingly, to 9)

Perhaps I can help you achieve some clarity.

8 is very large, and designed for great strength. He is almost as evolved in his design as 9, but his design favors primarily brute force.

He has armored himself with curved pieces of tin and metal. He carries the blade of a large kitchen knife, with a nail he has attached for a handle. On his back he has slung another knife--half of a scissors; the scissors handle loops up above his head.

T

T

1

C

17.

1 leaves. 8 taps his knife in his hand and motions for
9 and
5 to follow. They follow.

UT TO:

.....

SEQ. 050 - Clock Tower

SEQ. 050 - INT. CATHEDRAL - CONTINUOUS

They walk through the nave and plane up overhead.

5 taps 9 covertly.

5

(whispering, hopefully)
He was still alive? Really?

9

I think so--

8 looms forward threateningly.

8

Hmmmp!

5 quickly stops talking. 9, following his lead, stops talking also.

hard The group gets into a bucket-like device. 8 pushes 9 into the bucket.

NODS commandingly to 8. 8 begins to crank a rope that lifts them up. 5 gestures to 9 to hold on.

9
He braces himself as 8 pulls them up into a tall tower. steals a glance at 1. 1 frowns. 9 tries to smile.

to hey pass an old plane outside that has crash-landed in the Cathedral.

glass On the side wall is a round, multi-colored stained window. Shafts of different colored sunlight flicker through.

casting he bucket moves past two large church bells into-- ...the inside of a CLOCK TOWER of a once-magnificent Cathedral. We see the BACK of the CLOCK, the light shadows of the backward numbers onto the floor.

T

7

1

1

1 gestures out towards the outside and addresses 9:

When we woke in this world....

Camera drifts up to the clock... WIPE to WHITE...

.....

SEQ. 053 - War Flashback

ENTER FLASHBACK: as we see the chaotic inferno of war.

(V.O.) (cont'd)

...it was chaos... Man and Machine attacked each other with fire and metal... The earth split and the skies burned...

around
is
AROUND and

Ragdolls 2, 5, 6, 8, and 1 hide under an old helmet, frantically trying to escape the explosions BURSTING them. 7 appears with 3 and 4. We get the sense that 7 is the reckless one, the only one determined to SCOUT AROUND and see what's out there.

(TO 1)

I found others...

1, who
decides: he
underneath

They are welcomed in by the other dolls. They turn to is clearly the leader, to see what to do next. 1 points forward, and they all run a few feet while the helmet.

behind

A plane crashes in the background, causing 5 to fall (he has both eyes).

their

through a dirty MIST we see War Machines enter with weapons.

of the A RESISTANCE FIGHTER throws a Molotov cocktail at one
Machines. It turns and SHOOTS a round of gunfire.

Machine. A MUSTARD GAS BOMB is launched from the top of the
It heads straight at 5 but he runs and gets KNOCKED to
the ground, barely missing it.

T
he bomb lets out a yellow CLOUD that envelops the area
and

KILLS PLANTS ON CONTACT.

7 turns and sees 5 lying face-down on the ground. 1
urges her to stay with the others.

E

1

7

19.

But, again, brave and slightly reckless, she runs
through the yellow cloud to help him. She brings him back to the
group.

His left eye is damaged. The others cower. 2, the
gentle mentor of the group, puts a comforting hand on 5's
damaged eye. 7, always the scout, brave and fearless, points
off to the right, and addresses 1. She knows what's out
there;
she's seen it.

7 (CONT'D)

(TO 1)

There's a path ahead--

taking 1 looks around calculatngly, like Patton: the general
charge. He thinks, judiciously, then:

1

(TO 7)

Go ahead.

wait for nods and darts off. 1 turns to the others, who
their instructions.

1 (CONT'D)

(to the others)

Follow me.

CLOUD. They hurry off, increasingly enveloped by the YELLOW

The yellow CLOUD TRANSITIONS into STEAM...

(V.O.) (cont'd)

The gas killed everything.

ND FLASHBACK.

.....

SEQ. 057 - 9 Meets 6

SEQ. 057 - INT. CATHEDRAL/CLOCKTOWER - CONTINUOUS

CLOCK The steam is rising from the small thurible in the
TOWER.

1 (V.O.)

I led us here...

hand. 1 is now standing at the thurible with a torch in his

1 (V.O.) (cont'd)

...to sanctuary. And here we
waited for the war to end.

T

9

9

T

1

20.

He puts his hand around 9's shoulders and walks him
over to the other side of the room.

(CONT'D)

Slowly, the world became silent.

1 and 9 walk over to a picture of the Cat Beast hanging
on the wall.

1 (CONT'D)

The only thing that remains now is
the Beast.

1 faces 9 as the torch slowly fades.

1 (CONT'D)

So we stay hidden and we wait for
it, too, to sleep.

he torch burns out. 9 looks at 1.

But where did it come from? Why is
it hunting us?

1

Questions like that are pointless.
We need to protect ourselves. Keep
ourselves out of danger.

But one of us is in trouble... he
could still be rescued...

1

wall turns and walks to a tattered calendar page on the
with the days 3, 4, and 7 crossed off.

1

Too many of us have already been
lost.

end of 1 crosses 2's number off the calendar with the burnt
his torch.

No! You're not listening. He may
still be alive! Why won't you try
to save him? Why won't you--

1 angrily SMACKS HIS STAFF ON THE FLOOR.

5

0

(

21.

1

Enough! Enough of this madness!
(to 5, annoyed)
Go to the watch tower and take our

guest with you.

5 meekly immediately obeys, gesturing to 9 to follow him.

We hear a strange WHISPERING SOUND, and CAMERA, instead of following 5 and 9, stays behind and moves in on a shadowy little area. There, we see 6. 6 is ink-stained and has a strange quality, as though he sees and hears things inside his head that only he experiences. He has a SMALL SKELETON KEY around his neck, and his fingers are made of PEN NIBS. He is drawing on a piece of paper and WHISPERING TO HIMSELF.

6

muttering, whispering)
The source.... The source...

We see he is drawing the TALISMAN. In fact his whole area is covered with drawings of the TALISMAN.

CUT TO:

.....

SEQ. 060 - Telescope

SEQ. 060 - EXT. WASTELAND - DAY

OVERHEAD SHOT - THE CATHEDRAL

From a high angle we see the nave of the Cathedral. It has been bombed and attacked, and there is a plane intersecting through the side.

The Camera moves to the left and what seems like a prow of a boat comes into frame. We find ourselves in...

SEQ. 060 - INT. WATCHTOWER - DAY

map
2 had created a sort of LOOKOUT. A rickety, jury-rigged spyglass points out of a hole in the wall. A half-drawn map is pinned up next to the spyglass. Everything is pieced together from the sorts of bits and pieces we saw 2 scavenging. Around the space, we also see more bits and pieces that 2 has found out in the wilderness.

sighs sadly. He touches the spyglass sadly.

9

(

5

9

5

(

22.

5

This was the first thing we built together.

looking around at the map, bits and pieces, etc.)

All his work... trying to make

sense of everything.

He looks out into the wilderness.

5 (CONT'D)

Is he out there? Is he still
alive?

9

Yes. He could be.

fear
old
looks out in fear. We see the conflict on his face:
of going out there but a desperate longing to see his
friend again.

(CONT'D)

(conspiratorially; looking
around to make sure
they're not being spied

ON)

We could go after him.

(shocked; and amazed, this
is impossible)

Us?

9

No one else will.
imploring him)
We MUST go.

5 is silent, afraid.

9 looks through the spyglass.

POV spyglass: the THREE TALL SHAPES in the distance.

(CONT'D)

Look. That's where the creature
took him. Out towards those three
tall shapes.

5

5

(

9

9

23.

5

(HORRIFIED)

Ohhhh... no... we can't... not
there. We need to stay here.

(as though repeating
something he's heard from

1)

We have rules.

looks at him. He recognizes 1's words.

QUIETLY)

Why do you listen to 1?

5 looks at 9.

(repeating what he's been
indoctrinated with)

A group must have a leader.

9

looks at him for a beat.

9

(GENTLY)

But what if the leader is wrong?

5 looks a little shocked. He never thought of this. We

see

still in 5's face that he is considering 9's question, but he can't bring himself to disobey 1.

on 5. 5 hesitates again. 9 sees he is having an effect

(CONT'D)

(suddenly, firmly)

I'm going. I'm going to look for him.

He turns to 5.

9 (CONT'D)

(COAXING)

Come with me. I can't do it alone.

told. is terribly torn. He wants to, but he's never done anything like this before. He's always done as he's

He hesitates:

5

(HESITATING)

I... I...

(MORE)

9

24.

(he can't do 'd) he can't

5(c nt it,

DEFY 1)

I can't.

and 9 looks directly into his eyes. He knows how 5 loved and admired his mentor and everything he did. He understands that 5 would like to be like 2, to do what 2 would have done.

(GENTLY)

But wouldn't he have come for you?

it,
He
9 waits, hopefully. But 5 looks away. He wants to do
but he doesn't have the nerve. 9 nods, compassionately.
He
turns away. 5 hesitates, looking down, then:

5
(more determined)
Wait!

walks
5 grabs the map off the wall and rolls it up. He
towards 9.

5 (CONT'D)
You're going to need a map.

9 and 5 smile at each other.

CUT
TO:

.....

SEQ. 070 - Wasteland

SEQ. 070 - EXT. CATHEDRAL -- DAY

to
9 and 5 look behind them at the Cathedral as they start
make their journey to find 2.

CUT
TO:

SEQ. 070 - EXT. WASTELAND -- DAY

of
5 and 9 pick their way through the rubble. They have
traveled miles from the Cathedral. Mist swirls in front
them, obscuring their path.

5
Cat
and
and 9 look around constantly, on the alert for the
Beast. Piles of rusted, broken metal machines, broken
skeletal bones, exploded vehicles tipped into craters,
and
crumbling, disintegrating buildings surround them.

5

9

H

5

T

9

25.

9 looks up and 5 follows his gaze to 2's STAFF stuck in
a pile of rubble atop a hill.

5

5 hurries up the hill. 9 follows him. 5 turns to FIND
2's hat lying in the dirt. He bends down to pick it up,
brushing the dust off the top. 5 looks sadly at 2's broken hat.

(QUIETLY)

You looked out for him?

5

(SIMPLY)

He looked out for me. He taught
me.

he spoon-light falls off. 5's face is filled with
grief.

(CONT'D)

Why was he out here alone?

He slumps. 9 puts his hand on 5's shoulder,
reassuring him.

9

We can still find him.

e stands up, determinedly. 5 hesitates, but then, his
face filling with hope, gets up too. 5 puts 2's hat on his
quiver. 9 offers 2's staff to 5 but 5 gestures to 9 for
him to hold it.

A They continue on, through the debris and devastation.
storm is starting to come up. The wind howls loudly.

5

(BITTERLY)

Why was he out here alone?

A good question.

(RUEFULLY)

Yes. The ones we're not supposed
to ask.

They exchange a look. This is the first time 5 has said
something to actually challenge 1's rules. 9 notices
this and nods.

H

5

9

W

26.

The wind howls louder. 5 looks at his map uncertainly
and
tries to keep leading them forward.

They come to a field full of trip mines and dangerous
tank
trap pits. A parachute blows in the wind on a tree
branch.

5 turns the map one way and the other with growing
panic.

9

here are we?

5

(MISERABLY)

I don't know...

As he turns the map to look at it, the wind picks up
and
blows the map out of 5's hands. It blows away into the
distance and gets stuck on a pole.

5 reaches after it desperately but can't retrieve it.
He
looks in despair at 9.

(CONT'D)

It's no use. We should go back!

We can't.

9 looks around bravely, then points over towards a
trench.

9 (CONT'D)

There.

FOOTPRINT They head over to the trench. They now see a huge
OF THE BEAST.

the They inspect the footprints. 9 moves bravely towards
trench entrance. 5 resists, afraid.

No... it's too dark.

9 looks around.

9

We can use that.

e points to a lightbulb in a broken headlight.

.....

SEQ. 075 - Trench

9

5

27.

SEQ. 075 - EXT. TRENCH - CONTINUOUS

9 is pointing to the lightbulb.

out can't help himself. He pulls the lightbulb out, pulls
wire a battery and electrical wire from his chest, winds the
around the battery and places it inside the hat.

help They screw the lightbulb and it LIGHTS UP. 5 can't

9
smiling at 9.

places unwinds the wire holding the blade on 2's staff. He
2's hat on the end of 2's staff and secures it with the
blade. 5 nods, intrigued.

5
Yes... yes... good....

out: He sees that 9 now has made a LIGHTSTAFF. He blurts

5 (CONT'D)
2 will be so impressed!

remembers what A terrible grief suddenly comes over him as he
has happened to 2.

puts his hand on 5's shoulder, bracing him.

9
(FIRMLY)
Yes. He will.

IS 9 is conveying with his simple words that he believes 2
still alive and he WILL be impressed when he sees the
lightstaff.

9 shines the light to gesture "this way."

5 smiles tremulously at 9, almost more grateful for his
sympathy and support than necessarily believing him. He
follows 9 to the mouth of the trench.

a side The camera pans over to reveal catlike scratchmarks on
Beast wall indicating this is the same trench we saw the Cat
travel through earlier.

puts 5 recoils, but 9 puts a calming hand on him again, then
takes both hands on the lightstaff and enters the trench. 5
a deep breath and follows.

9

.

T

A

28.

SEQ. 075 - INT. TRENCH - LATER

9 and 5 continue down the trench, both looking around
with great caution and nervousness.

As they come around a corner they see--
The CAT BEAST.

9 AND 5

5 springs into action shooting his weapon at the Beast.
9 shines his light up to see... an old hanging gas mask.
They look at each other and LAUGH as they continue down
the trench.

9 AND 5 (cont'd)

The mask DROPS behind them and they SCREAM and run
away.

CUT

TO:

THE A SHADOW (WITH A BIRD SKULL HEAD) AT THE ENTRANCE TO
TRENCH

Someone is watching them.

.....

LATER SEQ. 075 - INT. CLIMBING UP A "HILL" OF SAND BAGS -

5 and 9 climb up a hill of sand bags..

They come around a corner.

5

(DISCOURAGED)

We've been here before... it's no
use.

they can steps over and pushes some debris aside. Suddenly
see they are right next to....

.

T

T

L

C

29.

THREE ENORMOUS SMOKESTACKS

UT

TO:

.....

SEQ. 080 - The Factory

its
metal
turbines

The FACTORY: A enormous, destroyed old stone building, caved-in ceiling revealing huge boilers, scarred old walkways and catwalks dangling, dust-covered rotting exposed to the elements.

SEQ. 080 - INT. FACTORY - CONTINUOUS

They creep into the enormous hulk of a building.

vestiges of
of
an enormous

In the center of the building are the splintered

**A
SSEMBLY LINE**

tower
dangling

Enormous metal arms lie motionless. Huge steel hooks over the belt, with sharp-edged pieces of Machinery from them.

They look around in horror.

the
moorings.

arge pieces of Machinery, pipes, and ducts dangle from ceilings. Layers of dust cover everything like eerie blankets. Bundles of wires lie ripped from their

the

ools and shards of glass and metal are strewn around floor, twisted into strange melted shapes.

hey walk through lines of large missiles lined up in rows.

5 (CONT'D)
(WHISPERING)

Why would it bring him here?

They slide down a duct and land in a pile of debris.
They now see 2, imprisoned in an old birdcage. In the
b.g., the CAT BEAST lurks, next to a pile of what seems like
debris and broken machinery. The talisman is on the floor next
to the Cat Beast. The Cat Beast seems to be looking for
something in the debris. The Cat Beast's back is to us.

.....

5

A

30.

SEQ. 081 - Factory Chase

SEQ. 081 - INT. FACTORY - CONTINUOUS

9 and 5 hurry forward towards 2.

They find 2, seemingly lifeless.

5 (CONT'D)

(deep regret)

I shouldn't have waited...

9 stands compassionately, respecting 5's grief. 5
pats 2's
shoulder.

t the pat, 2 blinks 2
awake.

(WHISPERS)

I knew you would come...

5

I thought--

2

(cutting him off)

Shhh...

He motions towards the Beast.

5 and 9 try to pry the bars open. 2 tries to help. They
just manage to pry the bars open and get 2 out when--

Suddenly a light SHINES above them. They look up and
see --

The Cat Beast beaming his light from his eye. It
GROWLS.

The three dolls run away frantically. The Cat Beast
chases
after them.

9 gets cornered but swipes the Beast and manages to
escape.

9 jumps a heap of debris but stumbles. 5 and 2 pull him
up
to higher ground.

shoots his crossbow at the Cat Beast, shattering
his eye.

2 manages to hide in a tube.

9 and 5 run away but get stuck at the end of a table.

The Cat Beast slashes his claw at them.

T

S

7

2

S

T

31.

They climb onto another piece of debris, only to encounter the Cat Beast, now in front of them.

The Cat Beast slashes a claw out and knocks them over. The Cat Beast moves closer and closer. They are doomed.

The Cat Suddenly there is a strange rhythmic moaning sound. The Cat Beast turns, distracted.

We pan over and see a mysterious creature that seems to be half ragdoll, half bird, with a bird-skull head swinging a weapon over its head. THIS IS 7. 7 releases the weapon--a strap of leather with weighted shot at either end. The weapon flies through the air with a low whooshing sound and strikes the Cat Beast, entangling it.

7, 5, and 9 now charge the Cat Beast. 5 shoots his crossbow, entangling the Beast's paw and hobbling it. 9 and 2 both

deliberately LURE THE CAT BEAST IN DIFFERENT DIRECTIONS,

the
the
The

goaded and further causing it to become entangled in
machinery. 7 now leaps up over the Beast and brings
full weight of her spear down on the Cat Beast's neck.
head of the Beast comes off and lands at their feet.
7
now pulls off her bird-skull helmet.

5

!

You weren't lost--

5

You've come back!

7

I never left. YOU finally decided
to join the fight.

he hands 5's map back to him.

9 comes over with her shield (lost during the fight).

7

looks 9 over.

7 (CONT'D)

I think I know why.

They move towards her but she turns and looks at 9.

2 and 5

nod proudly towards 9. 7 nods.

hey all look at the fallen Cat Beast.

2 is poking at it:

.

N

9

32.

2

Rusty... hacked together... shoddy
pile of scrap.

They all turn to leave. 5 and 7 support 2 on either
side of him, helping 2 along. 9 hangs back to look at the
machine again, and suddenly sees the TALISMAN, lying on the
floor.

5, 7, and 2 have continued on without him and do not
see him as he picks it up.

looks at the strange object with ENORMOUS CURIOSITY.
He turns it and see the RUNES on the side of it. He turns
and inspects it closely. He turns and discovers, on the
machine, a PORT with the SAME RUNES.

(blurting out)

Look!

The others now turn to see him. They see him holding
the talisman close to the machine's port... about to
experimentally put the talisman INTO the port.

2

No! Stop! NO!

2 tries to break free and stagger towards him but it is
too late. 9 puts the talisman into the port.

othing happens for a moment.

Then suddenly, horribly, the ground begins to SHAKE.

.....

SEQ. 082 - Fabrication Machine

SEQ. 082 - INT. FACTORY - CONTINUOUS

Suddenly the Cat Beast's dead body begins to SHIFT and MOVE... There is a rumbling from beneath it as...

... a LARGE FORM rises up from under the debris.

ANGLE on the machine awakening: movement under the cloth, a claw-like appendage rising from the rubble.

7
Quickly! Run! Get away!

A

A

A

2

33.

They try to climb to safer ground from the tumbling debris.

is thrown back and LANDS hard.

A mechanical ARM emerges and PINS 7, 9, and 5.

EYE As dust and debris rain down, we see one hideous RED begin to come up.

ragdolls, s 2 tries to scramble to safety, the other three pinned by the mechanical arm, stare in horror. We see that the "pile of Machinery" has risen to reassemble into an monstrous, towering FABRICATION MACHINE attached to the ceiling of the building.

the end It is enormous, a spherical shape with a dozen folded appendages, each with different fabrication tools at of its long spindly robotic arms.

his 2 tries to crawl away but the Machine grabs him with robotic arm.

up to **T** he Machine points the talisman towards 2 and it OPENS a sparking green glow. 2 struggles in the Machine's claw but the strange green energy SHOOTs directly into 2's mouth and eyes, painfully his soul.

of NGLE on 2 as his soul is being taken.

of 2 slumps over, his LIFELESS CARCASS smoking in the grip the Machine.

The NGLE on the green glow as it PASSES into the machine. The sound has drawn its attention. The Machine turns towards them and grabs at them with its enormous claw. 9, 5, and 7 turn and flee.

shoots The Fabrication Machine's arms chase after them. 5 his grappling hook onto a switch. 9 and 7 grab onto him.

to Frantically working together, the three of them manage

make escape the Machine's horrifying arms. [Important to
sure the Machine is understood to be tethered to the
Factory.]

They see in the distance a pipe that leads out.

In the Machine's RED POV, they run into it just as the
Machine's arm is behind them but can't fit into the
hole.

7

9

T

(

(

34.

.....

Seq. 084 - Going to the library

SEQ. 084 - EXT. FABRICATION FACTORY - DAY

9, 5, AND 7

the 9, 5, and 7 escape out a long tube that leads out from

factory and JUMP behind a small trench.

5

HEARTBROKEN)

My poor old friend...

7 puts a consoling hand on his shoulder.

7

(shaking her head)

I know.

turning on 9)

What? What on earth were you thinking?

9

(just as devastated)

I didn't know... I'm sorry...

He stares in horror at the factory.

9 (CONT'D)

What WAS that? What is it doing?

They are interrupted by a loud whirring sound from the machinery inside the factory. They whirl around, then stare at each other, horrified.

(CONT'D)

What will it do now?

5 shakes his head miserably.

7 looks at them.

Let's go.

9

(

C

35.

She strides off. 9 follows. 5 turns, grieving, towards the factory, head bowed. He hesitates, then goes after 9 and 7.

UT TO:

.....

SEQ. 090 - The twins

SEQ. 090 - EXT. LIBRARY - DAY

9, 5, and 7 enter into a building through a hole that has been put in a side wall.

SEQ. 090 - INT. LIBRARY - DAY

They enter the ruins of an old library.

Giant stacks of random, tattered, stained books, globes, and celestial devices tower over them. Dusty rays of light beam down through broken glass skylights, casting filtered light on shelves and shelves of old tomes, papers, and crumbling artifacts.

9 stops to look at a beautiful painting, showing life and the world before the apocalypse.

9

(whispering to himself)
So beautiful...

7 grabs the lightstaff from 9 and shines it towards a pile of

books. A glimmer of two sets of eyes appear and disappear.

7 holds her hand up, gesturing to 9 to hold still.

3

& 4 emerge from their globe. 5 smiles.

5

(delighted, relieved)

They've been here? The whole time?

The twins venture out.

(SURPRISED)

Twins?

A

9

T

3

36.

7

(to 5 and 9, explaining)

They've been hiding here. Lost in the past.

and 4 approach 9 with curiosity. They communicate by

beaming ideas to each other. They look at 9, sizing him up.

They beam their ideas to each other excitedly. 9 recoils. 7

puts a reassuring hand on 9.

7 (CONT'D)
(EXPLAINING)

They're cataloguing.

3 and 4 take 9's lightstaff. Their chattering and
beaming gets more intense as they take it and catalogue it,
their eyes clicking as if they're recording on film what they
are seeing.

7 stops them. She has an urgent look on her face.

7 (CONT'D)

We need you--we awakened something--

9 interrupts her to take full responsibility for the
mistake.

9

I awakened something. In the
factory. Something terrible...

3 and 4 look at each other WITH HORROR. They begin to
chatter feverishly and with great distress.

They beam an image of THE FABRICATION MACHINE on the
wall.

5 and 9 lean forward, startled.

(CONT'D)

(recognizing it)

That's it!

7

What is it?

3 and 4 now show:

NEWSPAPER PHOTOGRAPH of the Scientist and the Machine
the (which we recognize from before, in the prologue, when
the Scientist gave the machine to the Dictator and we saw
FLASH of the flashbulb).

We now push into the photo to a CLOSE UP on the
machine.

7

9

-

-

D

-

37.

Then dissolve into a NEWSREEL of the machine and see:

FABRICATION
-the original machine being wired into the

MACHINE

-

SPEECH--
-Dutch-angle shots of the Dictator, and we hear his

ICTATOR

...yes, we have entered a new
future, the age of the intelligent
machine. This remarkable invention
can adapt and evolve, creating new
machines, machines of

(a slight, chilling pause)

PEACE---

they're
--shots of the Killing Machines, marching out as

FABRICATED--

DICTATOR (V.O.) (cont'd)
--that will usher in a new era of
PROSPERITY--

--shots of the Machines ATTACKING--

--A newspaper headline "HUNDREDS KILLED AT PEACE RALLY"

DICTATOR (V.O.) (cont'd)
--and brotherhood for our nation!

Now, terrible sounds of war:

ATTACK --A newspaper headline "WAR DECLARED AFTER UNPROVOKED
BY OUR ALLIES"

more and --STILL PHOTOS showing the war, the machines getting
more more devious, chasing a mother and child down an alley,
and more machines appearing.

KILLING -SHAKY, HAND-HELD AMATEUR footage showing the GAS
the EVERYTHING. The footage ends with the camera sinking to
ground as whoever is operating it is overcome by gas.

TOTAL -ending on a STILL PHOTO that we pan across, showing
DEVASTATION.

The ragdolls stare at it. 9 turns to them.

What have I done?

turns to shakes her head sadly and impatiently. 5 suddenly
9.

.

T

9

2

S

38.

5

(TO 9)

The thing!

Show them.

9 quickly sketches out a drawing of the TALISMAN and shows it to the twins.

3 and 4 chatter, trying to analyze and catalogue the drawing of the Talisman. They shake their heads: they don't recognize it.

Seeing it as a drawing, 5 is startled.

5 (CONT'D)

Wait! 6... he always draws that.

used to keep the drawings... with his notes....

9 looks at 5.

The drawings... would they still be there? In 2's old workshop?

5

Yes.

(slightly embarrassed)

I saved everything.

hen we'll go back. Perhaps the
answer is there.

5 looks alarmed and looks over at 7. 7 shakes her
head.

7

I think the answer is there.

She points out towards the factory and strides off,
dauntless, fine, and proud. The twins chatter
unhappily,
beaming flickering lights to each other.

9 looks at 5. 5 nods and they set off in the other
direction.

CUT

TO:

.....

SEQ. 120 - Winged Beast creation

5

5

39.

SEQ. 120 - INT. FABRICATION FACTORY - SAME TIME

Inside the factory, a very quick shot of the
Fabrication
Machine reaching its arms out and gathering things. It
welds
metal pieces. It grabs an enormous black-and-red
Dictator's
flag and rips it in half. [We do not see yet what
it is

creating.]

CUT

TO:

.....

SEQ. 130 - Confrontation

SEQ. 130 - INT. 2'S WORKSHOP - NIGHT

filters
9 and 5 sneak into 2's workshop. A dirty moonlight
through the air. 9's light is off.

kept
, familiar with the layout, locates 2's stash of 6's
drawings. The pages are dotted with 2's annotations and
drawings; he was obviously trying to figure out why 6
imagining this object and what it meant.

then
and 9 bend over the drawings. They are unable to see
clearly in the murky darkness. 9 looks around warily,
switches on his light.

The light now reveals 8 LOOMING IN THE SHADOWS.

8 SEIZES them and escorts them out.

SEQ. 130 - INT. CATHEDRAL/CLOCKTOWER - SAME TIME

5 and
1, sitting on his throne, glares in righteous anger as
9 stand in front of him.

148

148

1

You awakened what?

his
He gets onto his feet angrily. 6 hunches over one of
sketches, muttering to himself.

149

149

1 (CONT'D)

You fools! I warned you!

8 is sharpening his knife on the side.

150
150

8
He warned you.

6

40.

151
151

1
Now you've put us all in
unimaginable peril. And, may I
ask, did you manage to save 2? Of
course not! By following this
witless folly, you've endangered
everything we work for!

152
152

9
Why was 2 sent out to begin with?

153
153

1
(DEFENSIVELY)
I sent him to scout.

153.5
153.5

9
That doesn't make any sense! You
don't send the oldest out to--
(trying to control
HIMSELF)
Look, we need to figure out what's
going on--

6 emerges from his shadowy corner and comes over to 9.
He
has a drawing of the Talisman and seems to want to show
it 9,
urgently.

(softly, trying to tell
him of something, but
unable to fully

articulate it)
The source... You must go back to
the source....

9

(turning to 6)
What? What is it? Where?

1 bangs his staff against the floor. 8 stands at
attention.

1

Quiet!

(TO 9)

I won't allow you to endanger us
further.

(TO 8)

Subjugate them.

8 looks confused.

S

1

5

Y

9

41.

159

159

1 (CONT'D)

(TO 8)

Take their belongings!

8

shakes

grabs 6's drawing and lifts 5 from his crossbow and
him up. 9 tries to stop him.

the
below

8 PUNCHES 9 out of the way, knocking him to the edge of
floor. A knocked chess piece FALLS down the dark abyss
them.

slowly gets up and addresses 1.

160

160

9

ou're nothing but a coward!

cracks

lets out a GASP. 8 heads towards 9 as he laughs and
his knuckles menacingly. 1 cuts in.

161

161

1

(suspicious, angry)

How dare you challenge me! I, who
kept everyone safe all these years.
Ever since you got here everything
has been unraveling. You're a
curse. A fool guided by pointless
queries.

9 stands staunch.

162

162

9

(gritting teeth, angry,
determined; effort at end
as 9 pulls the staff out
of 1's hand)

A

nd you are a blind man guided by
fear.

6 holds onto the key around his neck, looking afraid.

163

163

6

The sky... the sky is breaking....

something

A shadow comes over them with a faint sound of
outside. 1 starts to back away.

164

1

ometimes fear is the appropriate response.

The WINGED BEAST tail crashes through the stained glass window and breaks into the floor right next to 9.

42.

6 looks bewildered and doesn't move. 5 pulls him out of danger.

6

(whispering, reflexively) The source... the source...

5, 6, 8 and 9 huddle together. Suddenly the Winged Beast comes crashing in the window behind them, knocking over the thurible and splashing hot coals all over the floor.

CUT

TO:

.....

SEQ. 140 - Winged Beast Attacks

SEQ. 140 - INT. CATHEDRAL/CLOCKTOWER - CONTINUOUS

5, 6, 8 and 9 see the Winged Beast emerge from the smoke pouring out of the upset thurible.

The Winged Beast SHRIEKS at them. It catches its foot on the runner leading up to 1's empty throne. The hymnboard/calendar topples away to reveal 1 hiding behind it. 1 instinctively clutches his staff causing the bell at

the top of the staff to RING and attracting the Winged Beast's attention.

1

towards
floor
HIDDEN
brief

flees. 8 charges the Beast but it SCYTHES its wing him and knocks 8 across the floor. 8 slides across the floor to 1, who stands next to 6's picture of the Cat Beast. 1 pushed the picture of the Cat Beast away to reveal a PASSAGEWAY. 1 runs away as 8 looks at the others for a moment before also running away.

The
trips. The
9. 9

The Winged Beast turns its attention to 9, 5, and 6. ragdolls run for the bucket and bell-ropes, but 9 Winged Beast advances towards him. 5 reaches out to gestures to him to continue without him.

5
Beast is
lands

As 9 recovers himself and makes a break for the bucket, starts to lower the bucket down. Just as the Winged about to catch up with him, 9 LEAPS down the shaft and in the bucket with 5 and 6.

them,
6 is

Angrily, the Beast lashes its harpoon tail down at piercing the bottom of the bucket. The bucket rocks and sent FLYING OUT but 5 CATCHES him in the nick of time.

9

43.

Jerking
ragdolls

The Winged Beast starts reeling its harpoon tail in. back and forth, the bucket ascends, drawing the closer and closer to the Beast.

9 spots a SMALL LEDGE next to a stained glass window.

He opens the side of the bucket and gestures that they should jump.

The others hesitate, but then 9, 6, and 5 jump out of the bucket onto a swinging rope, and onto the ledge. The Winged Beast plummets down the shaft after them.

SEQ. 140 - EXT. CATHEDRAL/CLOCKTOWER - CONTINUOUS

The ragdolls squeeze through a small crack in the stained glass emerging onto a ledge overlooking the Cathedral's roof.

9 sees 1 and 8 running across the roof and points to 5 and 6 to look down there. Down on the roof, 1 and 8 see 5, 6, and 9. 1 pushes past 8 and runs farther out, towards the front of the Cathedral. 8 follows.

Suddenly, the Winged Beast SMASHES through the glass behind them. It struggles to get through the window but can't quite fit.

6 is very vulnerable out there.

9 turns to 5.

9

Take him inside.

now climbs out on the gargoyle purposefully.

The Winged Beast FLIES UP into the air, circling lazily. 1

and 8, running on the top of the roof, are very exposed.

Hawklike, the Winged Beast sails towards them.

8 steps up to defend 1. He flips his salt-shaker helmet down over his face as armor, pulls out his scissor knife and stands his ground... waiting... waiting for the Winged

Beast

to soar in closer...

scissor And then, at the last possible moment, he HURLS his
knife at the Winged Beast. It flies through the air and
catches in the Beast's propeller.

of Knocked off balance, the Beast swoops down. 1 ducks out
the way but it knocks 8 off his feet. 8 slides down the
sloped edge of the roof, towards GAPING HOLE.

.

S

44.

to Just as 8 is about to fall into the hole, he catches on
he the edge. His other blade plummets through the hole as
hangs, desperately... his grip SLIPPING...

9 catches up to where 1 is.

SEQ. 140 - INT. CATHEDRAL - SAME TIME

plane. 6 and 5 run down the banisters towards the crashed
6
seems to pull 5 in a particular direction.

EQ. 140 - EXT. CATHEDRAL - CONTINUOUS

tail to The Winged Beast circles around and sets its harpoon
backlit, shoot. 1 squints into the sun as the Winged Beast,
tin swoops down towards them. He sees a glare come from the
roof. 9 gets an idea. He gestures to 1 to help him.

1

scowls, but has no alternative but to help him.

9 peels back a piece of the roof, with 1 helping him.

The

ROOF'S

GLARE

beams right into the eyes of the Winged Beast,
momentarily blinding it.

T

he Beast flinches just as it FIRES its harpoon tail at
them.

Blinded by the glare, it MISSES and almost hits 8.

The harpoon imbeds itself into a rafter inside the
Cathedral.

.....

SEQ. 145 - Wing

SEQ. 145 - EXT. CATHEDRAL/CLOCKTOWER - CONTINUOUS

8 falls onto and then slides down the harpoon's line,
swinging into the Cathedral and landing on the wing of
the
next to
more
airplane embedded in the side of the Cathedral, right
5 and 6. 8's weight on the harpoon's line has pulled it
and more taut...

The Winged Beast is pulled hard into the roof and
slides
down, knocking into 1 and 9.

1 and 9 PLUNGE into the Cathedral and onto the plane
wing,
wing.
where 8 catches them in midair before they hit the

5

9

<

I

1

1

45.

The Winged Beast plummets after them onto the wing. It picks his bladed beak screaming.

The Winged Beast starts to charge them when suddenly-- 7 DROPS DOWN from a high parapet and leaps onto the Beast's neck.

and 8 stare in surprise. 9 stares in delight and relief.

(stunned and surprised)

7?

Immediately, the beast throws her off towards the others. She'd dropped her spear; she goes to pick it up and PFFFFFFT> immediately, her leg is IMPALED by the Winged Beast, which has fired its harpoon. She is impaled next to the guys.

7

(LIGHTLY)

I thought you might need some help.

She But as she speaks, the Beast begins to reel her in.
fights viciously.

jumps and grabs on to 7 as she's being pulled away.

7 (CONT'D)

(YELLING)

My spear!

her grabs her forked spear and hands it to her. She grabs
forked spear and stabs it into the plane. The
harpoon's cable is pulled taut 9
Beast. between her leg and the Winged

(yelling to the others)

The cable! Cut it!

as he 8 runs to recover the blade that slipped from his grasp
his slid down the roof, then runs over and SLICES with all
the air brute force through the cable. The cable flies up in
wing. and WRAPS itself around the propeller on the end of the

causing The Winged Beast jerks back, towards the propeller,
to the whole wing of the plane to tilt, and the ragdolls
slide. 5 and 6 tumble into the plane's engine room.

A

1

46.

the 7 clutches her staff. 9 slides by her and grabs on to

harpoon, still lodged in her leg.

falls
fragment
past 9.

9's staff slides by, and 9 catches it just before it
off the wing. As 8 climbs up onto the same buttress
that 7's spear is lodged in, 1 slides down the wing,

179

179

9 (CONT'D)

(to 1; holding out his
STAFF)

Grab on!

Beast

1 grabs 9's staff. Dangling, he sees that the Winged
is close behind, snapping at him with its beak.

9 sees 5 and 6 in the engine room.

9 (CONT'D)

(shouting to 5)

The propeller! Start the
propeller!

set
GROANS... then
had

6 nods. 5 points to the wires. 5 and 6 gather wires and
to work. They ZAP the propeller to life and it
whines into motion as it starts taking up the power it
generated. It goes faster... faster...

propeller, it
struggles forward and grabs 1's cape in its beak.

on to

As the Winged Beast pulls 1 closer, 9 strains to hang
1, and 7 strains with the added weight on the harpoon
sticking out of her wounded leg.

1

My... my cape!

9

Let it go!

The

1 glares furiously, hesitates, then undoes the clasp.

Winged Beast falls backwards down the wing, DIRECTLY
INTO THE
DEADLY BLADES.

It is instantly shredded.

Claws, feathers, and strange mechanical debris shower
down.

, 9, and 7 look in relief as the Beast is finally
destroyed.

After the clasp is released, 1 has meanwhile recoiled
into
9's arms. There is a brief moment of awkwardness as 1
and 9
realize how close they are physically to each other.

A

9

9

1

47.

1 begins to climb up the side of the wing, using
dangling 9
and 7 as a ladder.

Perched on top of 7's staff, 1 reaches up for 8, who is
crouched on the edge of the buttress. He grabs 8's
hand,
gesturing imperiously to 8 to pull him up.

9

looks at 7 urgently, nodding to her. She gets it
immediately and grabs 1's leg, stopping him.

86

186

1

You fool! We can still save ourselves!

look up The plane teeters down to a 90 degree angle. 5 and 6
5 is at the rest of the ragdolls from farther down the wing.
peaceful, as concerned and almost panicked. 6 is almost zen-
though he can foresee it will be all right.

looks around and sees the rope tied around 7's
waist.

(TO 7)

Your rope.

7 throws it down to 9 who ties it to his own waist. The
plane tilts... it's hanging even more precariously now...
about to fall out of the side of the Cathedral entirely...

9 suddenly jumps down into the flames just as the plane
starts to fall. 7 shouts with stress.

The plane EXPLODES as it hits the ground, smoke rising
from the crash. The rope pulls taut, and after the smoke
settles we can see 9 dangling with 5 and 6.

8 pulls the hanging chain of ragdolls up and onto the
buttress fragment.

s 1 recovers himself and straightens his hat, he
glances up... towards the smouldering clock tower...

CUT

TO:

.....

Seq. 155 - Sanctuary lost

SEQ. 155 - EXT. LIBRARY GARDENS - TWILIGHT

We can see, in the distance, the Cathedral, on fire.

8 I

9

0

1

48.

The ragdolls have come to the library. Embers from the burning cathedral drift down like burning snowflakes.

(BROKEN-HEARTED)

Oh... my sanctuary...

The others try to avoid the embers. 9 moves purposefully towards the library. 1 stands, mourning his sanctuary. His staff is charred and ruined. He lets it drop. 8 takes 1's arm and urges him to follow the others.

CUT TO:

.....

Seq. 157 - Seamstress being constructed

SEQ. 157 - INT. FABRICATION FACTORY - SAME TIME

Inside the factory, a shot of the Fabrication Machine reaching its arms out and gathering remnants and detritus that we will see later as part of the SEAMSTRESS. [The Machine is clearly tethered to the Factory.]

ne of the machine's arms discovers 2's body. The arm seems horribly interested.

DISSOLVE TO:

.....

Seq. 160 - Library

SEQ. 160 - INT. LIBRARY - NIGHT

drawing , 5, 1, 8, and 6 have come to a clearing in the debris outside the globe. 6 has dropped to the floor and is his pattern. 1 looks angrily up at the glass ceilings.

1

t's not safe here!

shakes his head, agreeing with his boss.

8

No.

7

(

5

(

7

9

6

1

1

(

49.

1

to 8, keeping his sense
of responsibility)
Stand lookout.

1 points out into the gardens.

(CONT'D)

I'll search out a safer retreat.

of a moves away, looking for what he might find in the way
safer retreat.

garden, 8, proud to receive orders, strides off towards the
laughs taking care to STEP ONTO 6's DRAWING and smear it. He
meanly.

parchment shakes his head sadly and takes another piece of
to start over. He is drawing the talisman.

(looking up at the sky; to
7)

There will be more, won't there?

7 nods grimly. 9 looks worriedly after 1's
retreating form.

looking after 1's
retreating form)
Forget him.

The twins appear in the crack of the globe. They flash
their eyes and gesture for 9 to come in. 9 moves away into
the globe. 6 sees the twins and, happily, skitters towards
them.

and 7 are left alone. 5 works deftly on 7's leg.

5

QUIETLY

You wanted us to forget you, too?

ALT:

5 (CONT'D)

(QUIETLY)

Why did you leave us?

looks around, trying to find the right words.
Finally:

7

I couldn't sit and hide, just
waiting.

(MORE)

8

A

5

50.

7 (CONT'D)
(APOLOGETICALLY)

I just couldn't. It's...
(contrite, trying to
explain herself to her
FRIEND)

It's not in my nature.

5 nods, smiling ruefully. He knows.

(CONT'D)

(GENTLY)

And perhaps, no longer in yours,
either?

her smiles and nods, almost shyly. He's finished fixing
leg. She flexes it and smiles at him. Now she looks
around, worriedly, sensing something.

CUT TO:

.....

Seq. 162 - 8 & the seamstress

SEQ. 162 - EXT. LIBRARY GARDENS - SAME TIME

8 plays with his magnet, foolishly.

FLASH of something slithering.

8 looks around, but continues to play.

Something
A FLASH again of something slithering closer.
menacing.

looks up in horror. Lights flash on his face.

CUT TO:

.....

Seq. 164 - Confrontation

SEQ. 164 - INT. THE GLOBE - SAME TIME

C

LOSE on a DRAWING OF the TALISMAN'S RUNES in ancient illuminated manuscript. Pull back to see the twins have found this and are showing it to 9. 5 and 6 crowd around. 6 is clutching his drawing of the talisman.

1

9

(

51.

7 looks out of the globe, intuitively startled, her scout's sense unhappy. She senses something.

9 looks at her, but also now studies the drawings and the writings around them that explain them. He studies the drawings of the RUNES.

9

studying the drawings,
CAREFULLY)
An alchemist's ability to draw

animus into the unanimated...

He turns the page and sees a drawing of the Talisman.

(CONT'D)

Again!

He gazes at the picture as though drawn to it.

9 (CONT'D)

What is it? What can it be?

6 comes over and recognizes his drawing.

6

(trying to help)
The source...!

9

(turns urgently to him)
What? What are you trying to say?

6

(helplessly trying to
articulate something)
The first room--

1 now appears out of the darkness. He sees the
manuscript
and the drawings of the runes.

'S VOICE

(ANGRILY)

Dark science.

We whip pan over and see 1 standing in the entrance to
the
globe.

1

(ANGRILY)

What good does this useless rubbish
do us? Forget it!

7

(

6

H

W

9

52.

He seems unusually agitated.

9 moves towards him, curiously.

What do you know?

He comes closer to 1.

(WHISPERING)

The source... the source...

1 turns and meets 9's gaze unflinchingly. We have a moment of admiration for the old soldier's toughness. But he speaks now with a strange bitterness. He gestures around at the library, at the ruins of humanity's civilization.

1

(BITTERLY)

I know enough to leave their ancient evils to moulder. Look what they have left us with. Leave it be, I say!

(ANGRILY)

But you. Always asking questions, so many pointless questions-- probing, pushing--
spitting out the words,
beginning to rant and rave a little)
like 2--he always had to know--too
MUCH--

9

(SUDDENLY)

I was right! You did send him out
to die!

5

No!

1

He was old! He was weak!

1 suddenly realizes what he's said. He collects
himself and stands tall, defending himself.

1 (CONT'D)

Sometimes one must be sacrificed
for the good of many.

LEAPS angrily at 1, pulling her blade to 1's neck.

C

C

H

9

53.

7

Coward!

Her blade flashes at 1's neck. 9 leaps forward and
blocks her.

9

Stop!

almost
anger
1 stands PROUDLY, staring down 7's blade. Again, we
admire the old soldier's fortitude. 7's reckless
blazes from her face. 9 looks at the two of them.

(CONT'D)

(IMPLORING)

We must work together. We must use
our thoughts, not our weapons.

looks
9 moves back towards the drawing of the Talisman and
down at it.

9 (CONT'D)

The answer to all our questions is
here, in some way. I can feel it.
We must follow this path...

address 9.
1 glares furiously at all of them, then turns to

1

Your path takes us to catastrophe.

e strides away.

UT

TO:

.....

SEQ. 166 - Seamstress

SEQ. 166 - INT. LIBRARY/ANOTHER AREA - MOMENTS LATER

1

himself.
picks his way through the stacks, ranting to

1

an't he see his way only brings
trouble? What good comes from his
path? I know what we need. I know
what is right--

7

T

C

54.

comes
stops,
Suddenly, he hears a sound. The twisted corpse of 2
floating out from the stacks like Banquo's ghost. 1
rigid with terror.

1 (CONT'D)
(MOANING)

No....

2's eyes click on with their hypnotic gaze.

UT TO:

INT. LIBRARY/THE GLOBE - SAME TIME

rush out
of the globe.
1's SCREAM echoes through the library. The others

INT. LIBRARY - CONTINUOUS

large
library
They race towards 1, into an area of the library with a
broken FOUNTAIN. The fountain is sunken into the
floor (with statuary reaching up into the library).

hey now see, to their horror--

THE SEAMSTRESS:

and a A hideous SERPENT-LIKE CREATURE with NEEDLE-LIKE CLAWS
HORRIFYING VACANT FACELESS HOOD.

tail in The Seamstress has sewed the carcass of "2" into her
order to lure and mesmerize the ragdolls. She emits a
GLOWING LIGHT through 2's vacant eye sockets.

see 8's She RISES UP and points her sewing needles at 1... we
limp body trapped in her belly.

The other ragdolls leap into action.

is chops off the tail and with it 2's carcass but then
fall on thrown to the side and trapped as a cascade of books
her.

9 manages to grab 1 who is partially sewn on to the
seamstress but can't free him.

The seamstress lashes out towards them.

blinding her. 5 fires an arrow and hits the Seamstress's eye,

She turns to flee, dragging 1 with her. 1 struggles in
mortal terror.

9

1

H

9

A

55.

5 pulls the blade from 2's staff from his quiver and throws it to 9. 9 catches the blade and cuts the threads away from 1's body, trying to free him unsuccessfully as 1 struggles.

But the 7, and of a drainpipe in the bottom of the fountain] with 8 still attached to her belly and disappears.

T he other ragdolls run after her but it is futile; she is gone.

9

(HORRIFIED)

No! No!

.....

SEQ. 168 - Burial and Regrouping

SEQ. 168 - INT. LIBRARY/FOUNTAIN - CONTINUOUS

The ragdolls stand in the bottom of the fountain, where remnants of water still linger, and water dribbles into the drainpipe at the bottom of the fountain [ALT: next to the fountain]. The coin in 1's crown falls to the ground. He sits down heavily.

The twins emerge, eyes wide. They've seen the whole thing. They look with alarm at everyone, and sadly, at 2's carcass.

looks in the direction of where the seamstress
disappeared.

9

I have to get her back! I have to
go after her!

1

It's too late.

e has a strange, sad look on his face. He looks in
the same direction.

(CONT'D)

(SADLY)

It killed 8... it'll kill her too.

It didn't kill him.

(THINKING)

(MORE)

C

9

T

1

56.

It's taking (cont'd) to the
9 them back
Machine.

The twins look up and nod their agreement. While the
others

have been talking, they have found a book cover and
have lain 2's body on it. They now put the sword on top of 2 like
a fallen soldier and put his hands on his chest holding
the sword.

9 (CONT'D)

(URGENTLY)

We have to go--all of us. We have
to rescue them--

5

(nodding soberly)
--and destroy the machine for once
and for all.

just bows his head. He's still mourning 8. 9
gives him a compassionate look.

They turn towards the twins, and see them pick up 1's
coin and place it on top of 2's face. They see that the
twins have prepared 2's body for burial.

They all bow their heads. The twins now slowly send 2
floating down the remnants of water in the drainpipe at
the bottom of the fountain.

5 pulls out the piece of burlap from 2's back with his
number on it. He hands it to 9.

9 looks at 5, 9, and the twins soberly.

They look at him. Slowly, they nod, as though
accepting their mission.

1 sighs heavily. Suddenly he looks so very old, so very
tired. He stares down at 2 floating away. Slowly, he
nods as well.

UT TO:

S

.....

EQ. 180 - Destroying the Factory

SEQ. 180 - EXT. OIL FIELD BEHIND THE FACTORY - DAWN

A SHOT of the tallest smokestack. It belches smoke, darkening the dusk sky.

H

5

9

1

T

9

57.

We pan down, and see SEEKER DRONES (that the newly vitalized Fabrication Machine has constructed) floating in the air around the factory, tirelessly looking for enemies. One of them floats near to camera and its searchlight fixes on something. We follow the light down.

The light reveals a PUMPING OIL DERRICK, also newly awakened. Its pump moves up and down in sinister rhythm.

The light moves away from the derrick. Camera stops following the light and keeps moving down, arriving at the ground where we now see, in the darkness--

THE RAGDOLLS. They huddle behind an oil pipe waiting for the Seeker Drone to pass. 1 is weak, but is supported by 5, who has been patching him, and is just finishing up, pulling the last thread out of the patch he's sewn onto 1. 1 is regaining his strength. The twins huddle behind 6.

looks out past the pumping derricks and sees AN ENTRANCE TO
A COAL CHUTE.

9

All right. I'll go inside. You do as we planned.

(FIRMLY)

EXACTLY as we planned.

he others nod. 9 turns to 5.

9 (CONT'D)

Take charge.

scowls. 5 nods, proudly taking the responsibility.

darts purposefully towards the factory.

looks around keenly, looking up for seeker drones, then runs out from cover, over to a huge barrel that lies half buried in the scorched earth. A painting of the Dictator's symbol is stenciled on the side.

He taps on the front. It is FULL. He looks up in the air at the seeker drones. They haven't seen him.

We gestures to the others.

e see the barrel is on top of a small hill that leads down to coal car tracks. The tracks lead to the open mouth of a

coal chute that feeds into the factory.

5 sees a bent spoon on the ground. He smiles,
remembering 2
and his ingenuity, and picks it up. He hands it to 1.

T

A

A

A

T

58.

With confidence now, he looks around. He sees a
splintered
pile of wood planks, the remains of a wooden derrick
platform. He looks at the others and gestures to the
wood.

CUT

TO:

INT. FACTORY - SAME TIME

9 darts from hiding place to hiding place inside the
darkened
factory, moving towards the Fabrication Machine.

He spots the half-blinded Seamstress and watches in
HORROR as
he sees that the Seamstress is giving 8 up to the
Fabrication

Machine. 9 is too late to do anything to stop the
Machine from sucking 8's soul.

here is a bright GREEN GLOW as 8's soul is sucked, and
in the sudden illumination, 9 sees 7. She is sewn into the
Seamstress--but is still alive!

NGLE on 9 as he realizes she is still alive and he can
still rescue her! From his hiding place he looks around for a
way to rescue her. He inspects the machinery near him. He
sees a LEVER and GEARS. He looks at his LIGHTSTAFF. He then
spots a remnant of the FABRIC used to create the Winged
hand Beast. We see he is formulating a plan. He darts his
out to drag the fabric towards him.

NGLE on the Fabrication Machine as it begins to power
back up after taking 8's soul.

NGLE on the Seamstress. She turns to get 7, and give
her to the Fabrication Machine. We see the TERROR and DEFIANT
FURY in 7's eyes, but she is immobilized and can do nothing.
Suddenly the Seamstress hears a SOUND. She whips
around.

P
OV through the Seamstress's damaged eye: a MOVEMENT in
the shadows.

he Seamstress, distracted from her morbid mission with
7,
slithers towards the movement.

In the shadow we see a RAGDOLL with GLOWING EYES. 7
sees this and registers recognition, relief, and also TERROR
at what will be 9's fate. But she is unable to move or
speak and now, just as 9 could only watch 8's soul being
sucked out, 7 can only helplessly watch as the Seamstress
slithers

closer and closer to its prey. We see the misery on 7's face.

The seamstress raises her needles and STRIKES the ragdoll, sewing wildly.

T

T

59.

The ragdoll SWINGS OUT from a string attached to a lever. The lever now moves down (because of the weight of the ragdoll) and SWITCHES on machinery. Gears start to turn and we see the ragdoll is attached and begins to drag the trapped seamstress in, arms first.

he gears CRUNCH the ragdoll. 7 FLINCHES... but then her expression turns to amazement as she suddenly sees it is not a ragdoll at all but is 9'S LIGHT-STAFF DRESSED IN FABRIC. Instinctively, she looks up, a sudden hopeful look on her face... just as

9 SWINGS IN and lands on the SEAMSTRESS, tearing a hole in her back. He slides down the length of her body, FREEING 7.

7 and 9 fall to the ground as the gears now CRUSH THE **SEAMSTRESS.**

CUT

TO:

EXT. FACTORY - SAME TIME

they
the
5, 1, 6, and the twins crouch behind the barrel. We see
have built two paths of wooden boards leading down to
entrance of the coal chute, have dug a trench under the
barrel, and have placed a long bar of metal beneath the
barrel.

5

(hoarse whisper)

PULL!

lifts
air and
crash.
They all pull down with all their weight. The barrel
and teeters, then tips and RACES DOWN THE HILL. At the
bottom, it launches off the boards, spinning into the
landing on the rails to the coal chute with a sparking

he ragdolls race down after it.

of
the coal chute.

.....
SEQ. 185 - Seeker Drone

1

5

1

5

1

W

60.

SEQ. 185 - EXT. THE FACTORY - CONTINUOUS

5, always looking around warily for the seeker drones, directs 1, 6, and the twins to conceal themselves behind the barrel. He anxiously stares down the tunnel.

5

here are they?

The twins' eyes flicker anxiously. 1 looks down the tunnel as well.

It's been too long. We should take action.

hesitates.

(CONT'D)

Are you forgetting what he said?
If he doesn't return--continue as planned.

hesitates. He peers down into the darkened tunnel.

(CONT'D)

EXACTLY as planned!

He grabs a sharp piece of metal and stabs the side of the barrel. He stuffs an old rag into the hole and grabs a match out of 5's quiver.

5

(SHOUTING)

No--stop!

Immediately a beam of bright light focuses down on them. They look up and see one of the horrible SEEKER DRONES

floating directly above them.

Its two slug-like eyes reel in recognition. The
wail of an air raid siren pierces the still night.

1

(TO 5)

Fool!

CUT TO:

(

1

1

7

T

61.

INT. FACTORY - SAME TIME

9 and 7 sneak towards the coal chute escape. They
hear the SIREN go off.

he siren alerts the FABRICATION MACHINE to their
presence.

They turn and see the Fabrication Machine's arms
bearing down on them [the Fabrication Machine is still clearly
tethered to

the factory]. Scores of small Spider Beasts emerge from the shadows towards them.

and 9 race desperately towards the coal chute escape with the Spider Beasts crawling and spinning after them.

CUT TO:

EXT. FACTORY - SAME TIME

5 instinctively fires his grappling hook at the Drone. 5, 6, and the twins try to drag the Drone down.

brandishes the match. We suddenly hear the sound of the SPIDERS. 1 looks down the tunnel.

FIERCELY)

More creatures! We have to ACT!
NOW!

1 strikes the match on the side of the oil barrel and is about to light the rag. 5 grabs his arm.

5

No! Not yet--

They tussle over the lighted match when suddenly--

9'S VOICE

What did I tell you? Light it!
Now!

7 and 9 run towards them. The eyes of the spiders can be seen right behind them. 1 looks at the burning match in his hands, thinking about what he almost did...

5

(CONFIDENT)

Now!

7

T

62.

1 sets the rag on fire. The ragdolls jump behind the barrel and PUSH it into the tunnel. 7 and 9 just make it, leaping out of the tunnel as the flaming barrel HURTLES down the tunnel--DRAGGING the SEEKER DRONE with it--crunching over the unseen Beasts--and landing in the factory and --

BLAM!!!!

THE FACTORY EXPLODES.

he dolls run from the blast. 9 and 7 look on in triumph.

.....

SEQ. 190 - The Dolls Celebrate

SEQ. 190 - EXT. WASTELAND/A RUTTED FIELD - CONTINUOUS

The ragdolls walk up to the hill away from the explosions. 6, and the twins pick up old debris along the way and study it.

T

he group turns and watches the factory as it burns to the ground.

311

311

(TO 9)

It's done.

The past is dead.

turns to 9, her face full of gratitude.

7

And some of us very much alive.

9 warmly clasps her arm. She pats his hand. They
look with great affection and appreciation at each other.

The twins chatter: they've found an old Victrola lying
in the debris, with an old warped record still on it. They
climb onto the record, tripping the needle arm onto the disc,
and begin walking on the record.

A scratchy old melody comes from the large Victrola
amplifying horn. 7 smiles at the sound of the music.
She leaps on the record, joining them. As they walk faster,
the music speeds up.

1 comes up behind them. He looks deep in thought.
He catches his hat as it begins to slip off his head.

9

9

H

9

H

(

63.

1 goes to sit down and rest, sitting on a brick. 5
heads
over towards the others. But 9, seeing 1's
contemplative
mood, stops next to 1. 1 looks up at him.

1

REGRETFULLY)

I've been a bitter old pill,
haven't I?

9 looks at 1, not sure how to respond. 1 now also sees
2's
old staff that 9 is still holding onto.
He looks over at 9.

1 (CONT'D)

I lost sight... of many things.

e looks at 9 as though to beg his forgiveness. 9
sits down
next to him.

We've both made mistakes.

e looks over at the smoldering remains of the factory.

9 (CONT'D)

What's past is past.

They look at each other for a beat, then look over to
the
others, relaxing together on the Victrola.

holds out his hand to 1. 1 gives 9 his hand and 9
helps
him up. As 1 stands, his heavy headpiece falls off and
shatters.

and looks in horror. But 1 just looks at it, shrugging slightly smiling.

1

It was always so heavy.

1 smiles.

H

he now runs his hand over his head, which we now see has a funny looking pony-tail like protuberance. 9 hesitates, then can't help CHUCKLING. 1 sees him, then starts to LAUGH as well.

9 and 1 go over together to the Victrola. 7 notices as 9 helps 1 climb up on the Victrola and starts to celebrate.

9 joins 7 near the needle and 6 sits on the crank as it spins around. Everyone is enjoying the music.

3

9

S

6

64.

5 discovers a trove of records (enormous in scale compared to

the little ragdoll). He curiously begins to go through
them.

He picks one out.

But it rolls away from him. It rolls towards the hill
and then down the hill. 5 runs after it.

Behind him, unseen by anyone, the talisman crackles and
glows slightly.

notices.

6

No... it it... it...

9 sees 6's beginning panic and whirls to see --

.....

SEQ. 200 - The Fabrication Machine Breaks Free

EQ. 200 - EXT. WASTELAND/A RUTTED FIELD - CONTINUOUS

5 running down the hillside. And suddenly--
--the enormous Fabrication Machine, RISES UP, free of
the factory, TOWERING over him like a giant monster.
THE TALISMAN is GLOWING ferociously in the Machine's
front.

NO!

He tries to run towards 5. 5 SHRIEKS, running
back towards the others.

5

Run! Run!

The other ragdolls whirl and stare, frozen, at the
hideous apparition...

and They leap off the spinning Victrola, hitting the needle
the music SCRATCHES TO A HALT.

TOWERING Before anyone can get to him, 5 is SNATCHED by the
MACHINE.

330 30

9

No!

G

65.

9 tries to run towards the Machine. 1 pulls him away
frantically, fiercely forcing 9 to allow himself to be
saved.

1

(TO 9)

There's nothing you can do!

5 faces the Machine as the green of the TALISMAN shoots
out at him, sucking his soul into its portal. The Machine's
eye turns green showing it has absorbed the soul, then back
to glowing red.

333 333

9

No! No!

The Machine again SHAKES and then seems momentarily
paralyzed as it ingests the soul, giving the ragdolls a moment to
flee, scrambling, desperately trying to get up the hill and
escape.

kick 1 looks over to the bridge. His general's instincts
back in.

1

Follow me!

after The Fabrication Machine powers back up and lumbers
them. The dolls head over to the bridge.

.....

SEQ. 201 - The Bridge

SEQ. 201 - EXT. BRIDGE - CONTINUOUS

335

335

9

o! Get across!

7 but 9 sends 1 and the twins across the bridge. He turns to
plan. they don't need to speak--they both understand the
They linger behind, luring the Machine.

1 tries to drag 6 across the bridge. 6 resists:

337

337

6

No! No! No!

1 The twins chatter. 6 is moving slower than the others.
grabs his arm and pulls him off the bridge.

338

338

1

Come on, we can't stay here!

N

3

(

T

66.

6

(protesting incoherently to
1)

339

339

No... they mustn't... they
can't.... no...

The Fabrication Machine lumbers up the hill. 9 and 7
clamber onto the bridge... get out to the center and stop. They
wave their hands and weapons trying to get the Machine to
come to the bridge.

The Machine CRASHES onto the bridge. It lumbers
ferociously after 9 and 7.

9 and 7 struggle to get to the end of the bridge.

The Machine is closing in on them... they frantically
struggle across, the Machine gets closer...
closer...and

...suddenly the floorboards GIVE WAY under the
Machine's enormous weight.

The Machine scrambles and claws at the splintering
boards but falls through.

I

It hangs on with two of its mechanical legs, one on
each side in the broken bridge. Inexorably, it begins working its
way back up...

weight 7 and 9 start sliding down the bridge as the Beast's
is making the bridge fall.

ALT:

339

339

9
efforts prying off the
Fabrication Machine)
Pry it loose!

Machine's They continue prying, hammering, pounding at the
legs with the steel scraps.

6, 1, and the twins watch with horror.

and are 7 and 9 have almost managed to pry the Machine loose,
about to send it plummeting to its destruction.

to 6 breaks free from 1's hold. 1 grasps after him, trying
the stop him. 1 only grabs onto 6's key. 6 runs out onto
bridge.

42.5

342.5

6
o, no, you must not destroy it!

6

6

B

Y

67.

He points to the Talisman on the machine.

6 (CONT'D)

We need it... they are inside...

343

343

7

Go! Get away!

9 looks in puzzlement at the Talisman. There's an astonished, questioning look on his face.

7 (CONT'D)

(screaming at 9, re 6)

He has to go --

She grabs 6 and pushes him to the side.

6

You must go back... to the First Room...

9 looks at 6, trying to understand him. The Machine twists and turns.

Behind him, the Machine begins to regain its footing.

(CONT'D)

He is there... He will show you...

6 suddenly gets a look of doomed horror on his face.

(CONT'D)

Come for us...

(his last words, urgent)

The source...

--and one of the Fabrication Machine's robotic arms grabs 6.

346

346

9

No!

9 goes for 6 but can't get to him.

The bridge starts to give way 9 and 7 run to the other side.

9's light staff slides and falls down into the dark crevice.

of the The Fabrication Machine is now hanging off of one side
bridge, still holding on to 6.

9
and 7 flee wildly across the disintegrating bridge.
They make it across to the other ragdolls at the other end
of the bridge, just in time.

9

(

9

1

9

S

68.

The Fabrication Machine tries to back up on the bridge
but ends up getting caught in the beams, which form a cage
around him. The other ragdolls yell to 6 from the other side
of the bridge.

The Fabrication Machine brings 6 up to its eye.

.....
SEQ. 202 - Disagreement

EQ. 202 - EXT. BRIDGE - CONTINUOUS

9 watches in horror as the Machine sucks 6's soul. As before, the Machine SHAKES and then seems momentarily paralyzed as it ingests the soul. It then re-animates.

1 strides over to 9.

1

We must destroy it.

9 stares at him. We can see a sudden new thought is forming on his face.

We can't.

looks at the Machine.

1

Anything can be overcome. One just needs the right weapon.

No. We can't destroy it.

TO 7)

You heard him: "Come for us."
They're still inside--

7

9, they're gone.

No. I don't think so. We can get them back. I just have to figure this out.

(trying to parse 6's

WORDS)

"The first room...."

7 tries to persuade 9.

7

9

P

I

1

W

9

69.

7

e need to get a weapon. Quickly.

(trying to parse 6's
words, completely focused
in thought)

"The source... he will show you..."

The machine screams, starting to break free.

turns, abruptly, making a decision.

1

This raving will get us nowhere.
'm going to find a real weapon.

1 turns and stalks off. The twins hesitate,
uncertainly.

7 goes over to 9 and implores him.

7
lease. Leave it. Come with us.

9, determined, certain of his path, shakes his head gently.

No. I can't.

looks sad, but she feels she has no choice. She ushers the twins away and they follow 1. The twins are carrying 6's key.

9 (CONT'D)
(MUTTERING)
The source... the First Room...

Suddenly he looks up. He gets it!

(CONT'D)
The First Room!

SMASH CUT TO:

.....

SEQ. 210 - Return to the Workshop

W

H

H

H

C

70.

SEQ. 210 - INT. ATTIC WORKSHOP - DAY

9LOSE ON THE SHUTTER banging in the Attic Workshop.
is staring at it, then looks around the Workshop.

e sees the Scientist on the floor. He recognizes
him.

He looks up and climbs up onto the table.

e sees the machine that he fell out of. He sees
diagrams.

He sees a journal, with drawings and thoughts. The
drawings
include: the original machine... the talisman...
sketches of
the dolls... the diagram that we saw in the Library
manuscript...

e looks further and sees a strip of film. Curiously,
he
picks it up, and now sees it's feeding into a rickety
old
movie projector which now TURNS ON and we see --

THE DOCUMENTARY FOOTAGE that we saw being made in the

TITLE

SEQUENCE [It can be the exact same footage, or can be
slightly altered if necessary for our uses here; if we

still
want to hear the radio it should be mixed in very low,

so we
are aware of it but it doesn't interfere with the

scientist's
dialogue. This is constructed so the scientist can be

in
V.O. only until the end, but if possible we can also

see the
back of the scientist in the first few pieces of
footage].

We HEAR the scientist's voice and we realize the
Scientist
WAS ADDRESSING THE DOLLS.

We see first, THE FOOTAGE OF THE SCIENTIST MAKING 1 and
hear
the scientist:

SCIENTIST'S VOICE

(MUTTERING)

It had such promise... my first
creation...

We see, on the table, a drawing of the original
machine, as
the Scientist assembles the raw materials of 1. Sounds
of
WAR in the b.g.

SCIENTIST'S VOICE (cont'd)

(BROKEN-HEARTED)

...but it was taken... and bent to
such evil...

We see him making 1.

(

I

71.

SCIENTIST'S VOICE (cont'd)

...so little hope remains... that
is why I create you...

The footage crackles out, then RESUMES.

Now we see the FOOTAGE OF THE SCIENTIST MAKING 5.

SCIENTIST'S VOICE (cont'd)

(much more weakly)

I am unable to reverse the transfer

process... my life force diminishes
with each one of you... it is all
right... you will thrive...

Tenderly, he puts 5 together.

The footage crackles out, then RESUMES.

with Now we see the footage OF THE SCIENTIST MAKING 9...
louder, more explosive sounds of WAR in the b.g:

SCIENTIST'S VOICE (cont'd)
...so little hope remains... that
is why I create you...

strange n the footage we now see him putting 9 into the
his machine, putting the finishing touches on 9... brushing
hand across the little box...

astonishment WE PULL OUT of the footage to see 9, looking in
at the flickering footage.

in the 9 looks over at the little box in the scientist's hand
footage, and suddenly

FLASH

9 goes into a startling FLASHBACK:

sees HIS POV as he is suspended in the strange machine... he
as the scientist, clutching the little box, from the front
his the scientist approaches him, a look of endless love on
weakened, haggard face.

SCIENTIST

tenderly, to 9 directly)
... it's up to you now...
(with his last breath of
ENERGY)
...you...you are all the pieces of
my soul...

T

9

9

C

9

9

9

B

72.

The scientist puts the strange face mask on and 9's POV is suffused with a GREEN GLOW. The talisman clicks shut, the soul transfer completed. We hear the scientist fall to the ground, his soul depleted.

ACK TO PRESENT TIME:

9 comes out of his vision. He looks over the side of the table at the dead scientist.

walks to the scientist and stares at the dead man.

(finally realizing it;
GENTLY)

You. You're the source...

then He reaches out to the skeletal hand clutching the box,
up, simply touches the Scientist's hand, tenderly. He looks
a new, resolute look in his eyes.

CUT

TO:

S

.....

EQ. 220 - Reunion

SEQ. 220 - EXT. THE WASTELAND - NIGHT

runs through the Wasteland looking for the others.

UT

TO:

EXT. THE WASTELAND - NIGHT

a sees the others through barbed wire. They're carrying
large missile towards an old cannon. 9 ducks under and
hurries towards them.

He--he's the source.

They stare at him, uncomprehendingly.

9 (CONT'D)

The Scientist! The one who made
the machine. He gave us life too.

hey stare at him.

7

73.

7

How?

9 pauses at the enormity of it. Finally:

9

He... he used his own soul.

and the twins look at him in awe and surprise. 1
seems strangely unmoved.

(CONT'D)

That's why the machine is hunting us. It was warped, reprogrammed to hunt humanity. It, and the machines it made, killed everything. Except us.

They stare at him.

9 (CONT'D)

We're all that remains.

machine Suddenly the ground starts to shake. We hear the approaching. 1, 7, and the twins run to the missile.

9 (CONT'D)

No! Don't destroy it!

What? It's hunting us! It'll never stop! You said it yourself!

9

No. First we have to get them back.

7

It's impossible!

She continues loading the missile with 1.

9

It isn't. I have an idea.

1

Enough of your ideas! We need to
load the weapon!

.....

SEQ. 222 - The machine attacks

74.

SEQ. 222 - EXT. THE WASTELAND - CONTINUOUS

The
just
The Fabrication Machine appears from BEHIND THE CANNON.
ragdolls are CAUGHT OFF GUARD and scramble to get away
as its claw SMASHES down, DEMOLISHING THE CANNON.

The dolls fly back from the blast. 9 is the only one
standing. 9 deliberately walks towards the Machine. 7
rushes over, trying to pull him away.

7

(trying to get back up)
Stop! You're a fool!

it
regroups,
The Machine swipes at 9 with its claw. 7 tries to stop
from getting 9. The Machine sends her flying. She lands
badly and can't get up immediately. The Machine
then begins to re-approach 9. 9 stays put.

INSISTENTLY)

It powers down right after it takes
a soul! Just for a few seconds.

he twins chatter frantically. 7 struggles to get up.

No it doesn't!

9

Yes, it does. You'll see. I'll
let it take my soul. Then
after.... take the device.

e points to the talisman on the machine. He
stands as the
Machine approaches.

7

But what if you're wrong?
(begging him)
Don't do this--

9

must.

The Machine raises its claw to grab 9 when suddenly 9
is
KNOCKED ASIDE and --

1 TAKES HIS PLACE.

9 (CONT'D)

No! What are you doing? Stop!

T

W

T

1

He tussles with 1 but 1 pushes him aside with surprising strength.

(TO 9)

They left us nothing. Nothing. What right did they have to burden us? Why did we have to right their wrongs? So I refused. I refused our path. But now... I see... we cannot refuse it. We are all that's left. We must complete our journey.

he Machine raises its claw again and grabs 1.
1 looks over to 9.

1 (CONT'D)

Sometimes one must be sacrificed for the good of many.

With a horrible green glow the machine TAKES HIS SOUL.
The twins look away, distressed.

7

(TO 9)

Go! Get away! Hurry!

9

NO--NO--

But the machine RISES UP TERRIFYINGLY. It looks for a moment as though 9 was wrong and they're all going to be killed. They all cringe with horror.

But then, as 9 had remembered, the Machine powers down to "digest" 1's soul.

9

darts in and GRABS the TALISMAN.

he machine, with a terrible shrieking sound, falters, then crumples, dead. Sparks and smoke spew from it. Oil bubbles down its sides. It is lifeless--just a pile of jumbled machinery.

7 and the twins approach and all of them look down at
the
Talisman in 9's hands and we:

DISSOLVE TO:

6

T

9

T

I

76.

.....

SEQ. 240 - Souls Released, Life Renewed

**SEQ. 240 - EXT. RUINED CITY, JUST OUTSIDE OF THE
SCIENTIST'S
HOUSE - NIGHT**

Smoke rises from the center of a funeral pyre the dolls
have
made.

It is a circular pyre, with spokes reaching out from
the
center.

the
pole. At the end of each spoke is the burlap skin of one of
fallen ragdolls, with its number stretched across a

In the center, a small FIRE flickers.

his
places it 9 stands in front of the last pole, holding 5's skin in
hands. He looks down at it in his hands and sadly
upon the pole, looking up towards it.

studio. he twins come in with artifacts from the Scientist's
side. The journal. The tiny box. They put them down to the

in and 7 take the Talisman and place it IN THE CENTER,
front of the fire.

finally he Talisman pulsates, vibrates, and shakes, and,
BURSTS. A huge GREEN GLOW reaches up to the sky and the
ragdolls' souls emerge.

the 8 emerges and walks to his number. He nods to 9, 7, and
twins. They nod back, acknowledging the fierce warrior.

around 2. 2 comes out with 5 close behind. 5 places an arm

and emerges from the Talisman energy. He sees his key
caresses it.

He 1 emerges and comes over to stand next to 9. He nods,
acknowledging that 9 has finally completed the mission.

looks up to the sky. The others follow his gaze.

and Together, spirits and living, they all watch together,
watch as the beam shoots up to the sky. We see THE SKY
CHANGING, HEALING, RENEWING ITSELF.

A healing rain begins to fall.

77.

into The souls of the slain ragdolls now rise and dissipate
the healing energy.

9 and 7 watch. 7 puts her arm around 9.

in the The twins chatter: they've taken 6's key and tried it
as little box's keyhole. It opens the box. 7 and 9 go over
the box is opened:

It is a music box.

word As they see themselves reflected in it, they see the

"HOPE."

green Camera pulls back slowly... revealing a tiny tendril of
grass growing.

FADE

OUT.

THE END