

PAN

Written by

Jason Fuchs

This script is the confidential and proprietary property of Warner Bros. Pictures and no portion of it may be performed, distributed, reproduced, used, quoted or published without prior written permission.

Berlanti Productions
WARNER BROS.
4000 Warners Blvd
Burbank, CA 91522

DRAFT
10.9.13
©2013
WARNER BROS.

OUT OF THE BLACKNESS SLOWLY EMERGES--

The incandescent twinkle of STARS in the night sky. Maybe our eyes are playing tricks on us, but for a second it almost seems that one star FLARES brighter than all the others--

The second star to the right.

Suddenly-- KVVWOOSH! The image SPLASHES AWAY as a WOMAN'S BOOT stomps through it and we realize we were looking at the sky reflected in a puddle of water. We rapidly TILT UP to see:

MARY (20) in a long, hooded raincoat, sprinting away from us into--

EXT. CENTRAL LONDON (1926) - NIGHT

Rain falls. The London skyline looms large on the horizon.

We TRACK the woman as she races through the eerily quiet city. We don't know who she is, we don't know what she's running from, but one thing is clear -- *she's running for her life.*

C/U -- on a sign that reads: KENSINGTON GARDENS.

Our woman races past it. After a beat-- a SECOND FIGURE, draped in shadows, quickly follows.

INT. KENSINGTON GARDENS - MOMENTS LATER

WIDE ON-- a BRIDGE overlooking a lake. In the starlight, we see the woman in silhouette as she races full speed across.

PUSH IN ON THE WOMAN-- as she begins to slow, coming to a stop in the middle of the bridge. We get a good look at her face for the first time -- fiercely beautiful with piercing blue eyes.

Breathlessly, she checks her watch, then eyes Big Ben in the distance as its massive arms tick to--

MAN (O.S.)
Midnight.

A MAN (35), ruggedly handsome, approaches.

MAN (CONT'D)
They did say you'd be prompt.

MARY
Mr. Dobkins?

DOBKINS
(nods)
We should move quickly, Miss Mary.
We don't have time. You do have it -
- don't you?

Mary nods and begins to open her coat, snap by snap. Dobkin's eyes WIDEN as if she's about to unveil the Holy Grail when--

GUNMAN (O.S.)
DON'T!

They both turn to see-- A BEARDED GUNMAN (25) WITH A REVOLVER RAISED. IN A FLASH, DOBKINS HAS PULLED A FLINTLOCK PISTOL. MARY RAPIDLY PULLS A GUN OF HER OWN.

We're in a Mexican stand-off on the bridge as the two men begin to circle around Mary.

GUNMAN (CONT'D)
Don't give it to him, Mary!

MARY
Who are you?!

GUNMAN
I'm Dobkins!

Mary levels her gun at the first man.

DOBKINS 1
Don't believe him! He's lying!

Mary sizes the situation up. One wrong move, they're all dead. She levels her gun at the second man.

MARY
What I carry will change everything! You know that! Swear to me you are who you say you are!

DOBKINS 2
I swear it, Miss! I swear it.

She levels the gun back at Dobkins 1.

DOBKINS 1
He's a liar, Mary! I'm Dobkins!

Mary can't read which one is lying. She alternates her aim between men as they circle.

DOBKINS 1 (CONT'D)
I swear on my mother's life!

MARY
What did you say?

DOBKINS 1
I said I swear on my mother's life!

She eyes Dobkins 2 then-- SWINGS THE GUN BACK TOWARD DOBKINS 1 AND -- BAM! -- PULLS THE TRIGGER, SENDING HIM OVER THE EDGE INTO THE LAKE.

SFX -- a baby beginning to cry.

Mary joins the real Dobkins, begins to unsnap her raincoat.

DOBKINS
How did you know it was me?

MARY
Because where we come from...

She opens her jacket to reveal: a crying NEWBORN BOY with
PIERCING BLUE EYES securely fastened into a wraparound sling.

MARY (CONT'D)
No one has a mother.
(then)
Let's go.

EXT. CENTRAL LONDON - MOMENTS LATER

Mary and Dobkins hurry down the street.

MARY
He knew where to find me -- how?

DOBKINS
Spies everywhere, Miss Mary. These
are dark times. *They want your boy.*
(then, points)
This way.

EXT. CHURCH - NIGHT

C/U -- a sign reads: KENSINGTON CHURCH & HOME FOR BOYS.

Mary and Dobkins arrive at the steps of the church. Dobkins
rings the doorbell.

DOBKINS
He'll be safe here, Miss. You have
my word.

Mary takes off the sling, wrapping the boy in her raincoat.
She sets her baby down gently at the foot of the church door.
She SLIPS a note in the coat pocket, then takes off her
NECKLACE, draping it around the boy's neck.

We HEAR the noises of PEOPLE awakened by the doorbell.

DOBKINS (CONT'D)
We have to leave now, Mary! Come!

ON MARY'S AGONIZED FACE-- as she gently kisses the boy's
forehead, tears rolling down her cheeks.

MARY
I love you, my son. I love you--

ON THE BOY-- as Mary whispers:

MARY (CONT'D) (O.S.)
My Peter.

We PUSH IN on the face of PETER and then IN ON his mother's necklace resting on his chest, from which we now see hangs--
A SMALL, BUT ICONIC WOODEN PAN PIPE.

The music SWELLS, drowning out the baby's cries as everything but the PIPE fades to black.

ANGLE ON THE PIPE as it ROTATES vertically and then tilts out TOWARD us, horizontally, to reveal that from this perspective the series of wooden tubes spell out, our TITLE CARD:

P A N

The letters FLARE -- not unlike that special star in our first shot -- temporarily blinding us until we--

FADE IN:

C/U -- eyes closed shut.

BOY (O.S.)
PETER!

The eyes SNAP open to reveal a pair of immediately recognizable blue eyes. Reveal:

INT. KENSINGTON HOME FOR BOYS - NIGHT

An orphanage dormitory that feels straight out of Dickens.

PETER (14), scrawny, but a heartbreaker even if he doesn't know it yet, sits up to see his best friend NIBS (13), visibly malnourished, standing at the foot of his bed.

NIBS
C'mon! You're going to miss
breakfast.

Peter nods, kicking off the sheets.

ANGLE ON PETER'S NECKLACE-- as he tucks the pan pipe inside his shirt.

INT. CAFETERIA - DAY

ON AN EMPTY BOWL-- as a spoonful of gelatinous, grey SLOP SLAPS into it.

Peter looks down at the bowl, disgusted.

WARWICK
Keep it moving then!

A rotund orphanage worker, WARWICK (35), clad in an apron, GLARES at Peter. Peter GLARES back, then moves on as we pull WIDE to see:

Peter in line with dozens of other borderline-starving BOYS as they queue to get their morning cup of gruel.

Text: London. 14 years later. November 1940.

ON A BALCONY ABOVE-- we see the cruel-faced FATHER PRATCHETT (50), watching over this sorry scene without a hint of empathy.

ON PETER & NIBS-- as they walk toward one of a series of long communal tables.

PETER
These are barely left-overs. How much you want to bet Pratchett up there is stealing rations?

NIBS
Shh!!! If he hears you-

PETER
Shh yourself. He doesn't scare me.

They find their seats-

NIBS
Oi, did you hear Nelson and Winny both got adopted? Lucky buggers.

PETER
Both of them? When?

NIBS
Don't know. When I woke up, they was gone. Adopted.

PETER
In the middle of the night? Doesn't that seem a touch odd to you?

Nibs shrugs. Peter eyes Pratchett above.

INT. WORK FLOOR - DAY

We MOVE DOWN a row of young ORPHANS, all hard at work recovering fibers from old shipping rope by hand, until we land on Peter and Nibs.

PETER
If Pratchett is stealing food, where do you suppose he's hiding it?

NIBS
His office? I guess that'd be the place. You reckon?

Nibs sees Peter's face, realizes what's up.

NIBS (CONT'D)
Peter, no! I know that look!

INT. CHIMNEY - DAY

Peter and Nibs, covered in soot, sweep the chimney.

NIBS
Even assuming Pratchett is hiding
the rations in his office, what are
we supposed to do about it?

PETER
We wait for an opportunity. Then we
make our move.

Peter smiles when-- Warwick pokes his head into the chimney.

WARWICK
Less talk, I need one of you up on
the roof, cleaning the shutters!

Peter looks to Nibs.

PETER
Do you mind? You know how I am with
heights.

Nibs nods, but before he leaves, Peter grabs his arm.

PETER (CONT'D)
Be ready.

INT. CAFETERIA - DINNER TIME

Peter & Nibs sit with the other orphans eating slop when we
hear-- the CLATTER of a bowl hitting the floor.

ON ONE PAINFULLY SKINNY ORPHAN-- who looks down to his spilt
bowl on the floor, then looks up terrified as Father
Pratchett storms toward him.

SKINNY ORPHAN
It was an accident, I swear it!

FATHER PRATCHETT
We give you this food while
children starve in the streets and
you spill it on the floor like so
much rubbish!

The kid is so nervous he trembles.

ON PETER-- angered by what he's seeing.

SKINNY ORPHAN
Please! I'm so hungry.

SFX -- the CLATTER of ANOTHER BOWL hitting the floor.

Pratchett's head shoots up to see: a spilt bowl on the floor at the feet of a defiant looking Peter. The whole room GASPS.

PETER
It looks like I'll be needing more,
as well, Father.

As Pratchett approaches, Nibs takes a deep breath and--

NIBS
Lord help me...
(then)
Oops.

--knocks his bowl to the floor, too, spilling his gruel.

FATHER PRATCHETT
What devil has possessed you
heathens?!

Another ORPHAN, following Peter's lead, "spills" his dinner, to the floor, followed by another...and another...and another.

Pratchett spins around, now engulfed by a sea of spilt bowls.

PETER
(pounds on the table)
More...more...more!....MORE!

Soon the entire room is spilling bowls and chanting with him.

Peter grins ear to ear, having the time of his life, as Pratchett CHASES him in between the TABLES, but can't catch up, slip-sliding on the spilt slop as the kids keep chanting.

Warwick steps in front of Peter, ready to grab him--

But Peter simply SLIDES on the slick floor in between Warwick's splayed legs, emerging just as--

SFX -- an AIR-RAID SIREN wails in the not so distance.

The party stops. Everyone looks frightened and begins to file out the front door.

WARWICK
You hear the siren! Not a drill!
Everybody let's go! GO!

ON NIBS-- as he begins to follow the others. Peter GRABS him.

PETER
Opportunity knocks.

EXT. KENSINGTON HOME FOR BOYS - MOMENTS LATER

C/U -- the headline of the Daily Express reads: "Battle of Britain; Royal Airforce Patrols the Skies". We PULL OUT from the newspaper box to reveal:

The ORPHANS are being evacuated to an underground bomb shelter down the street.

Pratchett counts the orphans as they file out.

FATHER PRATCHETT
Keep it moving! 47...48...forty ni-

Pratchett stops; roughly grabs the Skinny Orphan by the arm.

FATHER PRATCHETT (CONT'D)
Where's the rest of your bunk?!

SKINNY ORPHAN
I dunno, Father! Honest!

Every muscle in Pratchett's face contracts into a scowl.

FATHER PRATCHETT
Peter.

INT. HALLWAYS (KENSINGTON HOME FOR BOYS) - SAME TIME

ON PETER'S DETERMINED FACE-- as he sneaks down the hall with Nibs in tow.

NIBS
Doesn't this seem a bit dangerous?

PETER
What's the fun of it without a little danger? Besides, Pratchett won't be back with everyone until those sirens stop and that won't happen for at least another six hours.

We hear a RUMBLE from above as Nibs looks out the window to see: a PAIR OF BRITISH SUPERMARINE SPITFIRE FIGHTERS streaking across the night sky.

INT. PRATCHETT'S OFFICE - MOMENTS LATER

It's a live-in office space. The door CREAKS open as Peter and Nibs step inside.

Peter's eyes dart around when- something catches his eye.

ANGLE ON A BOOKCASE-- Peter approaches.

PETER
You ever see Pratchett actually
read a book...

He blows on the spines and a puff of dust comes up.

NIBS
Hasn't touched those in a while,
has he?

PETER
Then why's this one look brand new?

C/U -- a thick spined book that, indeed, has no dust on it.

Peter pulls the book off the shelf and-- KVOOSH! A SECRET
COMPARTMENT OPENS AT THEIR FEET to reveal:

CRATES STAMPED "MINISTRY OF FOOD" BENEATH THE UNION JACK.

WITHIN MOMENTS-- they're rifling through one of the crates.

NIBS
It's enough to feed half of London!

Nibs immediately starts chewing on a loaf of bread, ravenous
when he's distracted by something and stops, drifting toward
the window.

ON PETER-- as he takes another food ration out of the box and
then SUDDENLY he drops the food onto the floor, staring into
the crate.

Peter holds up a THICK STACK OF ENGLISH ONE POUND NOTES.
Reveal: beneath the food, the crate is FILLED with cash.

NIBS (CONT'D)
Peter, you said the sirens would
last at least six hours. That no
one would be home til then. Do you
hear that?

A beat and then Peter's face goes white as they both realize
simultaneously-- THE SIRENS HAVE STOPPED.

PETER
Put it away! We have to put it ALL
away! Now now now!

FRANTICALLY- they shove everything back in the compartment.

INT. HALLWAYS (KENSINGTON HOME) - SECONDS LATER

Peter and Nibs race down the hall as fast as they can.

NIBS
Always six hours, you said!

PETER
Well, usually it's six hours!
Sometimes it's faster!

NIBS
Yeah?! And tonight?!

PETER
Faster.

MOMENTS LATER-- Peter and Nibs race down the stairs.

PETER (CONT'D)
Don't worry, we'll blend in with
the rest of them as they come back
in! Pratchett will never even know
we were gone!

As -- BOOM! --Peter runs DIRECTLY into--

FATHER PRATCHETT
Oh -- won't he?

INT. HALLWAY (KENSINGTON HOME) - NIGHT

Nibs sits, nervously, outside of Pratchett's office as
Warwick watches over him.

INT. PRATCHETT'S OFFICE - CONTINUOUS

Pratchett sits behind his desk, opposite Peter.

FATHER PRATCHETT
Trouble has a habit of following
you, doesn't it, Peter?

PETER
Well, they say everyone has a
talent, sir.

Pratchett smiles.

FATHER PRATCHETT
You know what I think? I think, you
want me to punish you, to tell you,
again, the worse you behave, the
longer it will take to find you a
family for the same reason you
sabotage every adoption meeting --
because you don't actually want to
leave this place.

PETER
And why would I do that?

Pratchett holds up the envelope Peter's mother left him.

PETER (CONT'D)
 How did you get that?! My mother
 left that for me, give it back!

FATHER PRATCHETT
 We searched your bed, found it
 under your pillow.
 (opens the note)
 "Dearest Peter. Everything I have
 done, I have done because I love
 you. One day I will come back for
 you and this will all make sense.
 Never give up on me -- or on
 yourself."

Pratchett folds the letter back up, shaking his head.

FATHER PRATCHETT (CONT'D)
 Every orphan thinks they're
 special, Peter. They all have the
 same childish fantasy they'll be
 the one whose mother comes back for
 them. But the question you're just
 too afraid to ask yourself is...
 (he leans in)
Why hasn't she come back for you?
 And do you know the answer, Peter?
 Because you're not different,
 you're not special, and she didn't
 leave you because she loved you.
*She left you because she didn't
 want you.*

He THROWS the letter at Peter, who CLUTCHES it.

FATHER PRATCHETT (CONT'D)
 The sooner you grow up and realize
 that, the better.

Pratchett opens his drawer and takes out- a blood-stained,
 wooden YARD STICK. He sets it softly on the desk. Peter
 tenses.

PETER
 Is that how you're going to
 convince me, then? Your little
 stick?

FATHER PRATCHETT
 Oh, the stick isn't for you.
 Warwick!

Warwick appears at the door and SHOVES Nibs onto the office
 floor. He grabs Peter, pulling him out of the room.

FATHER PRATCHETT (CONT'D)
 Poor, Peter. Forever condemned to
 hurt the ones you love the most.

Peter's eyes WIDEN as the door begins to close.

PETER
No! Nibs!

We get a split second glimpse of Pratchett raising the stick into the air before the door SLAMS shut.

ON PETER-- shouting, as Warwick restrains him.

SFX -- the CRACKING sound of wood connecting with skin snaps us to--

INT. SHOWERS (KENSINGTON HOME) - MORNING

CRACK! ON A TOWEL SNAPPING-- as orphans mess around.

ON PETER-- grim faced as the water washes over him.

INT. DORMITORY (KENSINGTON HOME) - LATER

Peter walks through the boys' dorm. As he does, notices: THREE EMPTY BEDS, totally stripped. He looks up to see RILEY (15), a waif of an orphan passing by.

PETER
Arnold and the twins -- why are their beds stripped?

RILEY
Oh yeah. Pratchett told us this morning. Guess they was adopted last night.

ON PETER'S FACE-- as a chilling realization dawns.

EXT. RECESS YARD (KENSINGTON HOME) - DAY

Peter walks with purpose through the rear courtyard. He looks around until his eyes land-

ON NIBS-- sitting alone. Peter strides toward him.

PETER
I know you're angry, you deserve to be -- I am SO sorry -- but you need to listen to me right now.

NIBS
I'm done listening to you.

Nibs goes around him. Peter keeps pace.

PETER
Arnold and the twins are gone. They were "adopted". They went to bed like the rest of us and in the morning they were gone. Just like Nelson and Winny.

(MORE)

PETER (CONT'D)

(then)
*No one gets adopted at midnight,
Nibs.*

NIBS

What are you saying?

PETER

The money in Pratchett's office. We couldn't figure out how he got it, right? What does he have that's worth anything?

NIBS

I mean, nothing. All he's got is--

PETER

Orphans. He's selling us, Nibs.

Nibs mind is racing as fast as Peter's.

NIBS

It couldn't be...who'd want us?

PETER

I don't know, but we're getting out of here before we're next.

NIBS

What about your mum? If you leave--

PETER

I'm leaving one way or another, but if I'm sold to God knows who going heaven knows where, she'll never find me!

(determined)

I'm getting out of this place and then I'm going to find her. Now are you with me or not?

Nibs takes a deep breath.

NIBS

I really do hate you sometimes.

INT. PRATCHETT'S OFFICE - DAY

ON PRATCHETT-- watching Peter and Nibs from his window. He turns away as Warwick enters.

Pratchett nods to the floor, where we see one of the opened food crates; the money -- visibly -- has been disturbed.

PRATCHETT

They know.

WARWICK

Shall I advise our friends to make room for two additional guests this evening?

Pratchett shakes his head.

PRATCHETT

Take the lot of them.
(he eyes Peter below)
Goodbye, Peter.

INT. DORMITORY (KENSINGTON HOME) - NIGHT

ON A PAIR OF FEET-- carefully weighing each step, so as not to make a sound. Slowly MOVE UP to see:

Peter as he shoots a glance over his shoulder. He makes sure he isn't being followed -- then proceeds.

SECONDS LATER-- as Peter sneaks toward Nibs' bed.

PETER

Nibs. Nibs!

No response. Peter leans forward, pulling the BLANKET back to reveal: the bed is empty. Peter reacts when--

VOICE (O.S.)

Peter!

Peter JUMPS spinning around to see:

NIBS

Sorry! Didn't mean to scare you.

PETER

Warwick is asleep. We're all clear.

Peter and Nibs make their way past a series of SHUTTERED WINDOWS as-- we HEAR a THUMP.

NIBS

I thought you said Warwick was sleeping.

We hear the THUMP again.

PETER

I don't think that was Warwick.

NIBS

Maybe it was--

BAM! BAM! BAM! AT THAT MOMENT THE SHUTTERED WINDOWS BEHIND THEM RAPIDLY SLAM OPEN ONE BY ONE -- LIKE DOMINOES -- SPOTLIGHTS FLOODING THROUGH EACH, "CLOSE ENCOUNTERS" STYLE.

PETER

RUN!

Before they can even comprehend what's happening around them, Peter and Nibs make a desperate run for their lives as--

VWOOSH! VWOOSH! VWOOSH! KIDS ARE BEING RIPPED OUT OF THEIR BEDS, HOODED AND THROWN OUT THE WINDOW BY STRANGERS IN THE SHADOWS.

PETER (CONT'D)

Don't look back! Just don't look--

BAM! A SIDE WINDOW SLAMS OPEN AND--

NIBS

PETER!!!

VWOOSH! OUT THE WINDOW GOES--

PETER

NIBS!!!

Peter puts the brakes on, pivoting to the window, only to see where Nibs went out--

A MAN STEPPING IN, WITH A CUTLASS CLENCHED BETWEEN HIS TEETH. HE TAKES THE BLADE INTO ONE HAND AND SMILES, REVEALING A PAIR OF GOLD TEETH.

A LIVING, BREATHING **PIRATE** STANDING BEFORE OUR VERY EYES.

Peter backs away from the window. He doesn't see MURPHY (big, mean Irish dude) behind him who GRABS Peter, hooding him and -- in an instant -- TOSSES him kicking and screaming out the window.

OUTSIDE THE WINDOW-- BOOM! Peter lands hard on the wooden DECK of something. He frantically TEARS the hood off and his eyes widen. PULL OUT to reveal:

Peter is lying next to Nibs on the deck of a 160-FOOT, 32-GUN, HONEST TO GOODNESS 18th CENTURY, GALLEON-CLASS **PIRATE SHIP** -- somehow SUSPENDED IN MID-AIR and DOCKED in the rear courtyard along the top floor of the Kensington Home.

Peter's head swivels right to see--

HIS FELLOW ORPHANS BEING LED BELOW DECK BY THE PIRATES AND PREPARED FOR THE JOURNEY BACK.

His head swivels left to see--

WHAT MOST CLOSELY RESEMBLES A COAL-FIRED STEAM ENGINE ATTACHED TO THE STERN OF THE SHIP, EXCEPT IT'S BELCHING A SORT OF **PHOSPHORESCENT GOLD DUST** AS THE BOATSWAIN AND HIS MATE SHOVEL WHITE ROCKS WITH AMBER-COLORED VEINS INTO IT.

At which point, Peter's attention is drawn up to see--

THE BLACK & WHITE, SKULL & CROSSBONES FLAG FLUTTERING UP ABOVE.

ON PETER & NIBS-- lost in the shuffle, they scamper to hide behind a row of BARRELS.

PETER (CONT'D)
You're dreaming. This is a dream.

NIBS
We can't be having the same dream,
Peter!

Peter pokes his head over the side of the barrels to see: Murphy securing the below deck hold, trapping the orphans.

MURPHY
All in!

ON PETER & NIBS-- at the ledge of the ship.

NIBS
We have to jump! We have to!

Peter looks down at the drop and his face goes white. Shakes his head.

PETER
There's got to be another way!

ON TURK (40)-- Anatolian with the arms of a wrestler and the eyes of a killer, stands at the wheel of the ship.

TURK
Sails up! Everybody hold tight!

ANGLE ON THE FRONT OF THE KENSINGTON HOME-- from this vantage point, the ship is totally concealed. All seems calm when-- the ship slowly appears over the roof of the building, it's sails rapidly rising.

TURK (CONT'D)
And away...

Peter and Nibs prepare to jump back to the roof.

TURK (CONT'D)
We...

Nibs JUMPS first, landing safely. Peter hesitates, just can't bring himself to do it.

NIBS
Come on!

He finally steels himself to LEAP as- the sails reach full mast, catching a gust of winter wind.

TURK
GO!

WOOSH! AND WITH THAT THE SHIP SHOOTS STRAIGHT PAST US,
HURTLING UPWARD INTO THE NIGHT SKY.

NIBS
Peter!!!

ON NIBS-- standing on the roof alone, helpless as he watches Peter and the ship sail away.

As the ship flies past us, we catch its name for the first time emblazoned on its bow:

THE JOLLY ROGER.

ON PETER-- as he sneaks a glimpse over the side to see: London rapidly disappearing into miniature beneath him.

Peter begins hyperventilating. The first time we've seen him truly panicking. Can't catch his breath. He shuts his eyes.

SUDDENLY-- the BARREL he has his back to is lifted up, revealing the hidden Peter to-

MURPHY
What are you doing up here?

PETER
Catching a spot of fresh air?

Murphy's tremendous hands reach out to pounce on Peter when--
SFX -- a familiar AIR-RAID SIREN wails.

TURK
Man the guns, all of you!

Murphy turns back to Peter -- only to realize Peter is gone.

TURK (CONT'D)
(to Murphy)
I said all of you!

Murphy hesitates, then gives up on Peter, races to his post.

INT. FILTER ROOM (RAF FIGHTER COMMAND) - SAME TIME

A female OPERATOR (25) tears off a telegram, racing through an office filled with desk after desk of other women seated at telegraphs. Our Operator jogs out of the filter room into-

INT. COMMAND OPERATIONS (RAF FIGHTER COMMAND) - CONTINUOUS

The bustling nerve center of the RAF command. Our girl races through it to find--

OPERATOR
Corporal, sir!

A handsome CORPORAL (30) takes the telegram. Reads it, then--

CORPORAL
Luftwaffe aircraft inbound!

EXT. JOLLY ROGER - CONTINUOUS

We RACE along the port of the ship as CANNON AFTER CANNON rapidly poke out of the row of gun ports.

ON DECK-- we watch CREWMEN race past a LARGE CRATE. We PUSH IN on the crate until we see a pair of eyes following the action from between the wood panels.

INSIDE THE CRATE-- Peter hides, watching the commotion. The pirates hurry port and starboard, until a familiar AERONAUTIC RUMBLE draws Peter's attention aft to see--

A PAIR OF BRITISH RAF SPITFIRES INBOUND AT 240-PLUS MPH.

TURK
Incoming!!!

Just as-- BRATATATAT! A HAIL OF GUNFIRE HITS THE DECK AS A THIRD SPITFIRE STRAFES THE ROGER FROM ABOVE.

The gunfire splits the box Peter's standing in open, suddenly exposing him -- again.

PETER
Oh, for heaven's sake.

Everyone's too preoccupied to notice, though, as another wave of gunfire hits the deck. Peter DUCKS for cover.

TURK
Dive! DIVE!

VWOOSH! THE ROGER ABRUPTLY NOSE DIVES AND WE'RE SUDDENLY IN AN EPIC DOG FIGHT FOR THE AGES AS THE TRIO OF RAF FIGHTERS CHASE THE ROGER THROUGH THE SKIES OF LONDON WITH PETER HOLDING ON FOR DEAR LIFE.

INSIDE THE SPITFIRE COCKPIT- the Pilot speaks into his radio.

PILOT
Sir, the aircraft--

INT. COMMAND OPERATIONS (RAF FIGHTER COMMAND) - CONTINUOUS

Our CORPORAL and a cadre of COMMANDERS are huddled around the radar station.

PILOT (V.O.)
It-- it almost looks like a pirate ship.

There's a beat of silence.

CORPORAL
Come again?

EXT. JOLLY ROGER - CONTINUOUS

The Roger comes shooting through the twin peaks of London's Tower Bridge followed by the Spitfires seconds later, zooming over the Thames, water spraying in their wake.

ON PETER-- as he RACES starboard, desperately searching for any surface low enough to leap out onto.

Peter hesitates, can't bring himself to do it when-- the Roger BANKS hard left and Peter goes -- VWOOM! -- right OVER the ledge of the ship falling through the air until-- BAM! He GRABS onto SOMETHING, legs dangling in mid-air.

BACK ON DECK-- Turk notices Peter first.

TURK
We lost one! THERE!

We see what Turk sees:

PETER WITH HIS ARMS GRASPED ONTO ONE OF THE MASSIVE HANDS ON THE CLOCK-FACE OF BIG BEN.

Peter's POV: a 300 foot plus sheer drop down to the ground.

TURK (CONT'D)
Come around! Let's get him and get the hell out of here!

BACK ON PETER-- his arms starting to slip. He's not going to make it. Suddenly-

HIS HANDS SLIP AND WE WATCH HELPLESSLY AS PETER FREE FALLS OFF OF BIG BEN, PLUMMETING DOWNWARD, ABOUT TO DIE WHEN--

BAM! TURK CATCHES PETER, SLAMMING TO THE DECK WITH HIM.

TURK (CONT'D)
Hold on tight to something! We're not coming back for you twice!

Peter frowns, confused, as Turk races to help his crewmen ROTATE the masts.

Peter's P.O.V. - the three spitfires are inbound from three different angles, all racing toward the Roger.

As the Spitfires near, Peter watches, mystified, as the crew ROTATES and then -- using a CRANK -- TILT the sails horizontally until they're jerry-rigged at an angle off the port and starboard of the ship like makeshift sailcloth WINGS.

TURK (CONT'D)
Take us up! Let's get out of here!

And just as the Spitfire are about to converge on the Roger-
VWOOSH! The Roger SHOTS UP VERTICALLY like a rocket.

INSIDE THE SPITFIRE COCKPIT-

PILOT
Pull up! Pull up!

ON THE SPITFIRES AS THEY CRISSCROSS ONE ANOTHER, JUST BARELY
AVOIDING A THREE-WAY MID-AIR COLLISION BY INCHES.

BACK ON THE ROGER-- the Pirates are securing themselves to
the deck with THICK ROPES as the ship rockets upward.

PULL WIDE to see: a furious race to the stars as the RAF
fighters pursue the Roger vertically into the sky.

The Spitfires begin rattling violently as the air pressure
and cold begin to tear them apart.

FROM INSIDE THE COCKPIT- we see the Roger in the Pilot's
cross-hairs; about to fire when SUDDENLY- the engine stalls.

We WATCH as the Pilot's Spitfire drops out of the sky and he
EJECTS to safety.

PILOT 2
The altitude! Pull back!

The TWO SPITFIRES peel off as the Roger continues throttling
skyward. Pilot 2 SLAMS his fist into the altimeter.

PILOT 2 (CONT'D)
Damnit!

ON PETER-- as he searches for anything to hold onto and finds
a ROPE. He grabs it as-

TURK
Hold on!!!

The Roger breaks through the cloud cover and-

SUDDENLY WE'RE IN ZERO-GRAVITY AS EVERYTHING NOT TIED DOWN TO
THE DECK, INCLUDING PETER, BRIEFLY LEVITATES, WEIGHTLESS.

THE ROGER STAYS SUSPENDED THERE IN THE NIGHT SKY, THE
TWINKLING STARS ABOVE NOW INDISTINGUISHABLE FROM THEIR
REFLECTION IN THE WATER BELOW SO THAT, FOR AN INSTANT, WE
APPEAR TO BE ENVELOPED BY THEM ON EVERY SIDE, ADRIFT ON A
CELESTIAL OCEAN.

ON PETER-- entranced, he REACHES out to a star so close it
feels like he can grasp it.

As he does, our ANGLE on the Roger ROTATES 180 degrees, so,
that up is down and down is up. And just when Peter's fingers
are about to make contact with that star-

VWOOSH! Gravity KICKS BACK IN in the reverse direction, the ship PLUMMETING DOWNWARD into what we thought was night sky, Peter's grip on the taut rope the only thing preventing him from hurtling off the deck into space.

WIDE ON THE ROGER -- AS IT DROPS LIKE A STONE, SPINNING WILDLY, THE STARS A BLUR AROUND IT UNTIL THE SHIP DROPS INTO THE CLOUDS AND SUDDENLY--

THE SHIP BEGINS TO DECELERATE, THE CONDENSED WATER VAPOR SLOWING ITS FALL.

ON PETER-- as he stands, rubbing his eyes, to see the ship engulfed in a cloud cover so dense you can't see a foot past the bow.

The PIRATES lead the ORPHANS from below up onto the deck as the Roger EMERGES out of the clouds to reveal:

AN ISLAND AHEAD OF THEM UNLIKE ANYTHING WE HAVE EVER SEEN.

It's a tropical dreamland. Lush green rainforest everywhere we look. Epic waterfalls. In the far distance, a mountain range that's Tora Bora meets Everest.

ON PETER-- as he and the other orphans stare at this strange, magnificent place in abject wonder. When he hears a BUZZING noise and turns to see:

A flock of FLYING FISH, their wings vibrating rapidly like a hummingbird's, all moving in perfect harmony. In an instant--

VWOOM! The flock DIVES as one. Peter races to the edge of the bow, to see the fish are diving into:

A FLOATING LAGOON -- LITERALLY, A MASSIVE FLOATING BODY OF WATER, SUSPENDED IN MID-AIR, WITH ALL MANNER OF SEA-LIFE SWIMMING AROUND INSIDE.

The flying fish dive in and emerge with mouthfuls of smaller fish. PULL WIDE TO REVEAL:

THE ROGER DESCENDING THROUGH A FIELD OF IDENTICAL FLOATING LAGOONS, DOTTING THE SKY ABOVE AND BELOW THEM.

TURK (CONT'D)
(behind Peter)
I wouldn't think about diving in.

ANGLE ON A FLOATING LAGOON BELOW-- we see the vague outline of a flying fish as it's--

CHOMP! CONSUMED by a SILHOUETTED CREATURE that's crocodilian in shape, but dinosaur-like in scale, easily 14 feet and 7-8 tons of pure, reptilian predator.

TURK (CONT'D)
Crocs.

PETER
(eyes wide)
This is impossible...

TURK
Nothing's impossible here.

ANGLE ON-- a SHEER CLIFF FACE pockmarked by tunnel openings looming over them as the Roger approaches.

PETER
Where is 'here'?

TURK
(smiles)
Home.

The Roger, its sails returned to their vertical position, SAILS into one of the TUNNEL OPENINGS.

INT. TUNNELS - CONTINUOUS

It's pitch black and silent but for the sound of water lapping at the tunnel's sides. As the Roger moves deeper, though, our eyes adjust to see:

ALONG THE BANKS OF THE CANAL -- A FEW DOZEN CHILDREN, PICK AXES IN HAND, CHIPPING AWAY AT THE TUNNEL WALLS, THEIR FACES ILLUMINATED BY 18TH CENTURY STYLE MINER'S CANDLESTICKS JABBED INTO CREVICES IN THE STONE.

The Roger continues on toward a light at the end of the tunnel. As we reach the light, the tunnel passage opens up on one side to reveal below:

THOUSANDS OF YOUNG ADULTS OF EVERY RACE, COLOR AND CREED TOIL IN IMPOSSIBLY MASSIVE MINING PITS THAT RESEMBLE THE DIAMOND MINES OF EARTH, BUT ON AN INCOMPREHENSIBLE SCALE.

Hundreds of LADDERS protrude out of these epic terrestrial cavities. YOUNG SLAVES covered with thick MUD, their faces barely recognizable as human, scale the ladders with heavy loads on their backs.

At the top of the craters, we see even YOUNGER SLAVES sifting through the piles of dirt and rock carried out of the pit.

The brutal inhumanity of this work is a terrifying sight. Peter can't believe what he's seeing. He SWALLOWS hard.

ON THE ROGER-- as it passes into another tunnel, suddenly--

The ship ZOOMS DOWN an incline, the water SPRAYING into our faces until it shoots out of the tunnel into--

EXT. SUBTERRANEAN LAGOON - CONTINUOUS

The Roger SPITS out into a massive lagoon filled with DOZENS OF SHIPS just like it;

Galleon upon Galleon, filled with wide eyed ORPHANS like ours, trying to figure out what's going on and where the hell they are.

SUDDENLY-- a SHADOW slowly moves over them. All look up to see--

A SHIP SLOWLY GLIDING INTO POSITION OVER THE TOP OF THE CAVERN THAT MAKES THE GALLEONS LOOK LIKE TOY BOATS IN A TUB; AN 18TH, CENTURY, 100-GUN, 200-FOOT SHIP OF THE LINE.

ON THE SHIP-- as its bow passes over us we catch the name on its side: QUEEN ANNE'S REVENGE.

ON THE ORPHANS OF EVERY SHIP-- as the pirates PROD them to kneel toward the ship floating over them. Peter refuses.

PETER
I don't bow to anyone.

TURK
Oh, you'll bow to him...

ANGLE ON TWIN GLEAMING WUSHU HOOK SWORDS-- as they're both sheathed in rapid succession.

TURK (V.O.)
He's the pirate all pirates fear.

ANGLE ON AN ICONIC FEATHERED PIRATE HAT-- as it's retrieved off a hat stand.

TURK
The original nightmare.

C/U -- on the eyes of someone evil...and cunning.

We don't yet see his face. We do see his immediately recognizable flowing CRIMSON COAT and the TWO SWORDS peeking out from either side of it as he walks.

BELOW ON THE ROGER-- Turk PUSHES little Peter to his knees.

TURK (CONT'D)
The man they call-

On the Captain as he turns to reveal the face of--

TURK (CONT'D)
Blackbeard.

Who were you expecting? Meet: BLACKBEARD (42, mesmerizing features) waves to the kneeling children below, basking in their forced adulation -- *their fear.*

BLACKBEARD
Hear me, you abandoned children of another world! Where you come from, you were the missing. The unwanted. The unloved. But not here.

(MORE)

BLACKBEARD (CONT'D)
Here, you join orphans alike from
every corner of the globe in a
place where you never have to fear!
Never have to want! Never have to
be alone again!

The way he speaks, it's almost Svengali like. We can see the orphans slowly falling under his spell as the Revenge drifts over their heads.

BLACKBEARD (CONT'D)
Here we will join together in these
mines, hand in hand, as one,
digging for the Dust that allows us
to travel between your old world
and your new one. The dust that
will allow us to liberate more of
your brothers, your sisters so
never again do they have to suffer
as you have suffered! We shall
work, so that they -- like you now --
- can be free!

Blackbeard smiles, warmly -- genuinely.

BLACKBEARD (CONT'D)
Welcome. Welcome you lost souls,
now found to a place we call...
(grandly)
Neverland!

And slowly, out of fear or hope, maybe both -- who knows -- these kids start to CHEER. And Blackbeard REVELS in it.

ON PETER-- stone faced and more alone than ever.

EXT. ENTRY GATE - DUST MINES - DAY

We follow a SEA OF ORPHANS as they're herded through a narrow rocky passway into the mines as FEARSOME GUARDS watch over them.

ON PETER-- as a PICK-AXE is thrust into his hand by a GUARD before he's SHOVED forward.

EXT. DUST MINES - DAY

C/U ON A PICK AXE AS-- THWACK! It SLAMS into granite.

FOREMAN (O.S.)
For those of you just joining us...

Widen as we TRACK a FOREMAN (24), close-cropped hair, a face that might once have been sweet, as he moves down an endless row of YOUNG ORPHANS -- a tableau of bondage straight out of Exodus - as they SLAM their axes into the rock.