

THE DRAGONS OF KRULL

by

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FADE IN:

EXT. FOREST - JUST BEFORE DAWN

Mail-clad HORSEMEN gallop headlong through the dark, bent low over their saddles. A bestial scream is heard, and suddenly a saddle is empty, the rider sprawled face down in a pool of blood.

At the head of the band, COLWYN, a boy of twenty-two, raises his shield to ward off an unseen assailant. We hear a horrendous tearing sound, and Colwyn's father, TUOLD, riding beside him, looks over at the boy. Colwyn is unharmed - but his shield is deeply gouged, as if by a huge claw.

EXT. PARAPET OF WHITE CASTLE - DAWN

A GUARD sees the band of warriors emerge from the forest.

GUARD

(shouts)

Open the gate!

EXT. APPROACH TO WHITE CASTLE - DAWN

The warriors gallop toward the main gate of the castle. Though their arms and armor are reminiscent of the Middle Ages on Earth, this is not Earth ...

TWIN SUNRISE

Behind the riders, TWO SUNS rise above the horizon.

EXT. MAIN GATE OF WHITE CASTLE - DAWN

Turolld and Colwyn lead their men through the gate and dismount. Waiting for them are LORD ROWAN, a man of Turolld's age, and an elderly COUNCILOR. Rowan notices the gouges in Colwyn's shield.

ROWAN

(to Turolld)

You were attacked in the forest?

TUROLDD

Yes. We lost five.

ROWAN

You were lucky. I lost thirty there.

INT. CORRIDOR IN WHITE CASTLE - DAY

Turolld and Rowan walk down the corridor, followed by Colwyn and the Councilor.

ROWAN

I tried to reach Ynyr, the old one. I led a hundred men to his place in Granite Needle, but it was surrounded. The Dark Ones guard it by night and by day they call out the Slayers. Ynyr cannot get out and no one can get in.

TUROLDD

How many did you lose?

ROWAN

Sixty at the needle, another thirty in the forest. Only ten of us made it back.

TUROLD

We will have to try again. His knowledge is great. Without it, we cannot hope to win.

INT. QUEEN'S BEDROOM - DAY

The QUEEN is propped up in bed, eyes closed, head tilted back. Her crown, a jeweled tiara, rests in her lap. She is attended by two GIRLS-IN-WAITING, one of whom sponges her forehead with a damp cloth. The Queen opens her eyes as the elderly Councilor enters.

COUNCILOR

Lord Turol and his son, my lady.

The Queen hands her tiara to one of the girls-in-waiting, who places it on her head. Then she nods, and the Councilor admits Turol and Colwyn, followed by Rowan. The three kneel.

QUEEN

He has turned out well.

Turol stands and looks down at Colwyn with an affectionate smile.

TUROLD

Middling well.

Colwyn stands and we see that he is several inches taller than his father.

TUROLD

Though a touch too tall for my taste.

Colwyn smiles somewhat sheepishly.

QUEEN

(to Colwyn)

My daughter is in the north tower.
Go to her.

COLWYN

(flustered)

In my armor?

QUEEN

If she's to marry a warrior, she'd best get used to it.

Colwyn bows his head and leaves. The three men approach the Queen.

QUEEN

What news from our friends?

TUROLD

Barak is still strong in the north, and Tendo holds the high passes. But the great desert forts have fallen.

QUEEN

Freylag's stronghold?

TUROLD

It has been taken, Freylag and all his people slaughtered.

QUEEN

It is only a few weeks and already half our strong places have fallen.

TUROLD

The attacks are unceasing: by night, the Dark Ones; by day, those of our people who have sold themselves to them, those traitors who are called the Slayers.

QUEEN

It is the way of all invaders. Those they would conquer they divide, buying allies with promises of land and power.

TUROLD

We will hold. Their power is not unlimited.

EXT. GLOOMY FOREST ROAD - DAY

Two mounted SLAYERS ride along the road. Their horses and armor are black, as are their cylindrical, flat-topped

helmets, pierced with a T-slot for vision. Their weapons are long-swords and maces.

Two more Slayers ride out of the forest and join the black column. At a road up ahead wait three more, who swing in behind the column as it passes.

Forest noises die at the Slayers' approach; the only sounds we hear are the clink of metal and the heavy thud of the horses' hooves.

INT. TOWER STAIRCASE - DAY

Colwyn mounts a narrow, circular staircase toward a wooden door.

INT. TOWER ROOM - INTERCUT

LYSSA, the Queen's seventeen-year-old daughter, stares across the circular room at the wooden door, listening to Colwyn's approaching footsteps.

The door swings open and Colwyn enters. They stare at each other for several moments: Colwyn, dusty and disheveled in his armor, Lyssa freshly scrubbed and glowing in a diaphanous gown.

COLWYN

(nervous)

I'm Colwyn.

Lyssa nods, noncommittal. They start to circle the room, eyes fixed on each other, like a pair of nervous cats.

COLWYN

(plaintive)

Are you Lyssa?

She gives him another noncommittal nod. They resume their tentative circling.

Suddenly, Lyssa turns away, leaning on the sill of a narrow window. Her shoulders begin to heave, as if she's sobbing. Colwyn is in agony; he rushes across the room to her.

COLWYN

I don't care what arrangements were made by our parents. You don't have to go through with it!

Lyssa continues to heave.

COLWYN

They can't force you. I won't let them!

Lyssa turns around, and Colwyn sees that she's not sobbing, but laughing.

LYSSA

(trying to control her laughter)

I'm sorry. I couldn't help it.

COLWYN

(taking considerable umbrage)

I don't have to go through with it either.

LYSSA

(still laughing, touches his arm)

You don't understand. I'm just so relieved. I was sure you'd turn out to be short and fat and gimpy.

COLWYN

Oh. That.

(begins to chuckle)

I know what you mean.

(sits down on a bench)

I had nightmares all week.

LYSSA

(sits down beside him)

Me too.

COLWYN

Last night was the worst. I dreamt you had one leg shorter than the other, and walked like a penguin.

LYSSA

Mine was worse: I dreamt you picked your nose in public.

COLWYN

That's worse.

LYSSA

You're really not bad looking. Almost handsome.

COLWYN

Well, you're beautiful.

LYSSA

You might be handsome. I can't tell through all that grime. Besides, you reek of sweat and horses.

COLWYN

(pompously)

If you're going to marry a warrior, you'd best get used to it.

LYSSA

I have no intention of getting used to it.

She goes over to a small cistern and fills a wooden bucket.

LYSSA

Take off your clothes. I'm going to scrub you down.

COLWYN

(aghast)

What?

LYSSA

We're almost married.

COLWYN

We're not married yet.

LYSSA

Well, then you can go up to the parapet and I'll hand the buckets up to you.

Colwyn looks at the stone stairs leading to the top of the tower.

COLWYN

Do I have to?

(looks at Lyssa, sighs)

I have to.

He starts up the stairs.

EXT. ROAD CROSSING - DAY

A column of mounted Slayers waits at the crossing for another column to reach the intersection. The first column falls in beside the second as it passes, forming a double column.

Farther down the road waits LORD MODRED, a Slayer like the others, but distinguished by the leopard embroidered on his chest and by his lance, which bears a pennon affixed to its head: ermine, a leopard courant sable. As the double column reaches him, he wheels and leads them down the road, lance upright.

INT. QUEEN'S BEDROOM - DAY

Turolld and Rowan at the Queen's bedside.

QUEEN

Lord Rowan is one of Lyssa's godfathers. He will defend her in the ceremony. I wish that Lord Modred were here. He is a godfather of her own blood.

TUROLDD

Modred has treated with the Dark Ones.

ROWAN

Modred! Impossible!

TUROLDD

He leads a group of Slayers, under the leopard banner.

QUEEN

For some, the lure of power is stronger than the ties of blood. No matter. I had hoped to have the wedding next spring, Lord Turolld, with all the nobles of the kingdom in attendance. But Fate and this war have ordained otherwise.

TUROLDD

It is important to assure the succession.

QUEEN

Yes.

The Queen smiles and beckons Turolld closer. He kneels beside

the bed.

QUEEN

I will tell you something you did not know, Turolld. Had it been my choice, all those years ago, I would have chosen you for my king. But my parents chose otherwise.

TUROLLD

I knew.

QUEEN

You knew! You are a rude bumpkin!

TUROLLD

(smiles)

That I am, my lady.

Turolld looks out the window at the North Tower.

TUROLLD

And, it seems, so is my son.

P.O.V. - NORTH TOWER - INTERCUT

Angle from the Queen's bedroom window. A waist-high wall conceals the bottom half of a naked Colwyn, who stands atop the tower, hugging himself in the brisk wind.

EXT. TOP OF NORTH TOWER - INTERCUT

Colwyn hears Lyssa mounting the stairs and moves to the doorway, reaching around to take the bucket from her.

COLWYN

(as Lyssa pushes past him)

Just hand me the bucket! What are you doing!

He backs away, covering himself with his hands. Lyssa advances on him; tucked in her belt, like a sword, is a long-handled bath brush.

LYSSA

I don't trust you to wash behind your ears.

COLWYN

Never mind my ears! Go away!

The Queen and Turolld watch the unfolding drama from their window vantage point: a great tongue of water leaps across the tower as Lyssa heaves the bucketful at Colwyn. Dripping wet, he retreats, but is soon cornered and attacked without quarter, Lyssa wielding brush and soap with gleeful enthusiasm. At one point, Colwyn squirms free and, with his head completely enveloped in lather, tries to flee. But since he can't see, he soon fetches up against a wall, and Lyssa continues her scrubbing.

RESUME - QUEEN'S BEDROOM

TUROLLD

A girl of some spirit, your daughter.

QUEEN

A match for your son, I think.

TUROLLD

A fine match.

QUEEN

(takes his hand)

They will have the life that you and I might have had.

EXT. TOP OF NORTH TOWER - DAY

Wrapped in a long blue cape, a scrubbed and scowling Colwyn stands with arms folded across his chest. Lyssa is combing his hair.

LYSSA

(steps back)

There. Now you look like someone I might want to marry.

COLWYN

(surly growl)

Maybe you'd better look around for another candidate. I don't think my skin is tough enough to survive a lifetime of you and your brush.

LYSSA

I don't have to look around. I've found the husband I want. You can kiss me now.

COLWYN

Thank you, but I can wait.

LYSSA

I can't.

She bestows a class-A smack.

COLWYN

I lied.

LYSSA

About what?

COLWYN

I can't wait either.

They close in a passionate kiss, and begin caressing each other. We see Turolld standing in the doorway, watching them.

TUROLDD

You'll both wait. At least for five hours. The wedding is at three.

COLWYN

(acting offended)

It was a platonic kiss, Father.

TUROLDD

Of course it was.

Turolld snorts down a laugh. Colwyn and Lyssa begin to giggle. Then all three break into laughter.

EXT. COURTYARD OF WHITE CASTLE - DAY

The occupants of the castle - servants, soldiers, minor nobles, and retainers - stand in two parallel lines, forming an aisle.

Turolld and Rowan, on horseback, face each other at opposite ends of the aisle. Midway between them stand Colwyn and Lyssa, side by side, Colwyn facing Rowan, Lyssa facing Turolld. The two fathers are not armored, but they hold longswords balanced across their pommels.

Colwyn glances up toward the Queen's balcony.

EXT. QUEEN'S BALCONY - INTERCUT

The Queen lies on a couch, attended by her two girls-in-waiting. She answers Colwyn's look with a nod.

COLWYN

(shouts to Rowan)

I am Colwyn, son of Turolld, of the eagle's blood, and I am come to take your daughter from you.

ROWAN

(shouts)

You shall not!

LYSSA

(shouts to Turolld)

I am Lyssa, daughter of the Queen, of the leopard's blood, and I am come to take your son from you.

TUROLLD

(shouts)

You shall not!

The two men spur their horses toward the wedding couple, who stand perfectly still as the horses thunder down on them. Turolld and Rowan swing their swords directly above the heads of the young couple, the blades striking with a clang. Then they wheel their horses to a stop. Colwyn and Lyssa, almost obscured by the whirling dust, have not moved a muscle.

TUROLLD

Let it be done then.

He hurls his sword at the ground beside the wedding couple.

ROWAN

It is done.

He hurls his sword, which sticks in the ground beside Turolld's, crossing it. A cheer goes up from the spectators and the guards on the walls.

As Colwyn and Lyssa kiss, a crossbow bolt strikes one of the guards, who topples thirty feet to the courtyard below. Slayers appear around the walls, leaping over the parapet and attacking the guards.

TUROLLD

(shouts)

Slayers! To arms!

Men and women arm themselves as Slayers descend the walls. They mount a fierce counterattack against the Slayers, women

fighting beside their men, Lyssa fighting beside Colwyn.

But suddenly the main gate is rammed open and a dozen Slayers on horseback, led by Modred, attack the defenders from the rear. In the melee, Colwyn and Lyssa are separated.

EXT. QUEEN'S BALCONY - DAY

The Queen and her girls hear Slayers forcing the door to her bedroom within.

QUEEN

Help me up. I will die on my feet.

The two girls help the Queen to stand. She faces the door defiantly as it bursts open. A Slayer steps into the bedroom.

QUEEN

And I will not die alone.

She hurls a knife, which pierces the Slayer's throat. But even as he falls, three more Slayers enter the room and advance on the three women, who stare back defiantly.

EXT. COURTYARD OF WHITE CASTLE - DAY

Colwyn sees that his father is being pressed by several Slayers and hacks his way to his side. They dispatch their assailants, then Colwyn looks through the courtyard for Lyssa, who has just run a Slayer through with her short sword, when she is felled from behind by Modred's mailed fist. He picks her up and lays her across his saddle.

COLWYN

They have Lyssa!

TUOLD

You can't reach her!

(opens a door in the wall)

Through the door.

(as Colwyn hesitates)

Quickly!

They go through the door, and are followed shortly by two Slayers.

INT. CORRIDOR IN WALL OF WHITE CASTLE - DAY

Colwyn and Tuold back down the dark corridor, fighting the

two Slayers. They kill the Slayers but, in the exchange, Turolld is badly wounded. He leans against the wall, holding himself erect by force of will.

TUROLLD

The passage. Open it.

Colwyn pressed one of the rough-hewn stones and a door swings open in the wall: A staircase leads to an underground passage. He moves to help his father through the door.

TUROLLD

(shaking his head)

You will go alone.

COLWYN

I won't leave you here.

TUROLLD

You will do as I tell you. You will try to reach Ynyr, the old one.

COLWYN

I must follow the Slayers. They've taken Lyssa.

TUROLLD

(sharply)

You will not follow the Slayers, you will obey my command!

(softer)

You have no chance alone, boy. You must try to break through to Ynyr. He has great knowledge. Only with his help can you save Lyssa.

They hear footsteps in the corridor.

TUROLLD

Go now.

(as Colwyn hesitates)

Go! I command you!

As Colwyn enters the passage and begins swinging the heavy door shut, Modred appears, advancing on Turolld with drawn sword. Turolld places himself in front of the door, but he is weak from his wound and goes down under Modred's first blow. Modred thrusts his sword into the crack of the door, preventing it from closing. Turolld, slumped against the wall, looks up at him with pleading eyes.

TUROLD

Spare him, Modred. Have you never loved anyone?

MODRED

(after a pause)

If I spare him, they will kill me.

TUROLD

He is your godson now. He and Lyssa were married.

Modred stares at him for some moments, then withdraws his sword, allowing the door to close. Turold flashes a look of gratitude, then dies.

EXT. COURTYARD OF WHITE CASTLE - DAY

The castle is in flames, the occupants slain.

The Slayers, mounted, wait in a double column for Modred's command. Lyssa sits on a horse in the middle of the column, her hands tied behind her. Modred approaches her with a skin canteen of water, which she refuses by averting her face. He steps back and signals the column, which trots out through the main gate.

As Modred mounts his horse to follow the column, the twin suns dip below the horizon. Modred rides through the main gate, disappearing in the shadows. We hear an inhuman scream, amplified by the stone walls of the gate.

Modred's riderless horse emerges from the other side of the gate. A new angle shows Modred lying on the stone floor beneath the gate tower, his chest raked by deep gouges.

EXT. WOODS NEAR WHITE CASTLE - NIGHT

Colwyn stands beside the exit of the underground passage, tears running down his cheeks as he stares at the burning castle in the distance.

EXT. FOREST NEAR GRANITE NEEDLE - DAY

The forest ends abruptly, some distance from the edge of a steep cliff. A natural stone bridge arches from the cliff to the Granite Needle, a cylindrical formation that rises from the floor of the valley below.

Colwyn stands at the edge of the forest, looking out at a group of Slayers posted near the stone bridge. Nearby are a

pair of black tents housing more Slayers.

He hears a noise and turns to see a Slayer behind him, drawing his sword. As the Slayer rushes, Colwyn hurls his knife at the T-slot in the Slayer's cylindrical helmet, striking him between the eyes.

EXT. GRANITE NEEDLE - DAY

Colwyn, wearing the dead Slayer's helmet and armor, approaches the group near the stone bridge. The bridge leads to an opening in the side of the Needle, which gives access to a passage which extends some ten feet into the Needle before it takes a right-angle turn.

On the floor of the passage are heaped the bodies of half a dozen Slayers; though Ynyr may not be able to get out, he is clearly capable of preventing anyone from getting in.

COLWYN

The old man must sleep sometime.

SLAYER

Yes, sometime. But when?

COLWYN

Perhaps now.

SLAYER

Perhaps you'd like to stroll across the bridge and find out.

COLWYN

Perhaps I will.

2ND SLAYER

Go right ahead, brother, and let the old man put you to sleep forever ...
(nods toward bodies)
... along with them.

The Slayers laugh, but fall silent as Colwyn draws his sword and starts across the bridge.

He moves across the bridge into the passageway, stepping over bodies as he nears the right-angle turn.

INT. CAVE IN GRANITE NEEDLE - INTERCUT - DAY

Ynyr stares down the passage toward the right-angle turn. In his hand, held out before him, is a silver glaive, a cross-

shaped weapon with four equal blades.

When Colwyn rounds the corner into view, the glaive leaps from the old man's hand and spins down the passageway.

COLWYN

(pulling off his helmet)
I am Colwyn, son of Tuold!

The glaive stops in midair, inches from Colwyn's throat.

Realizing they've been tricked, two Slayers start across the bridge to attack Colwyn. But the old man projects his glaive past the boy, where it hangs in midair, spinning and glowing. The Slayers retreat.

SLAYER

There is no way out. He will die there with the old man.

In the cave, Colwyn stands in front of Ynyr.

COLWYN

The White Castle has fallen.

YNYR

Does the Queen live?

COLWYN

The new Queen lives.

YNYR

Tuold's son was to marry her.

COLWYN

We were married. Then she was taken by the Slayers. You must help me.

YNYR

I have lived in this place, like my fathers before me, guarding the old knowledge. I knew, when I had no son, that the Great War would come in my time, and that I would be the one to pass on the old knowledge to a new king. Come.

Colwyn glances toward the entrance.

YNYR

It is night. The Slayers have gone

to their tents and the bridge is guarded by Dark Ones. They will not cross, for they have no power in this place.

Colwyn follows Ynyr through a passageway to ...

INT. TRIANGULAR ROOM IN GRANITE NEEDLE - NIGHT

Colwyn and Ynyr sit beside a fire in a triangular pit in the floor. Colwyn has shed the Slayer's armor, and Ynyr holds a black onyx box in his lap.

YNYR

This is not the first time the Dark Ones have attacked our world. They came once before, a thousand years ago. A young king and queen, with extraordinary powers, were given to us then, to lead the struggle. My fore-father was their Councilor, as I will be yours.

COLWYN

I have no extraordinary powers.

YNYR

Your powers are greater than you know.

(indicates his glaive)

Have you ever seen one of these?

COLWYN

In the old books. It's called a glaive.

Ynyr opens the onyx box to reveal a golden glaive.

YNYR

This belonged to the young king who fought the Dark Ones a thousand years ago. Now it is yours.

Colwyn picks up the glaive, turns it in his hands, the blades flashing in the firelight.

YNYR

With two or three days' practice, you'll be able to use it as well as I can. Then we'll have a chance of fighting our way out of here.

COLWYN

Two or three days! While Lyssa is in their hands?

YNYR

There is no other way.

COLWYN

(looks at the fire)

But there is another entrance to this place.

Ynyr follows Colwyn's gaze and sees that he's judging from the movement of the flames.

YNYR

Yes.

INT. TUNNEL IN GRANITE NEEDLE - NIGHT

YNYR

But it opens onto the sheer wall of the Needle. There's no way down.

COLWYN

You have rope?

YNYR

I am too old to climb down a rope.

COLWYN

You won't have to.

EXT. OPENING IN WALL OF GRANITE NEEDLE - NIGHT

Colwyn inserts his glaive in a crack beside the opening, then ties a rope to the glaive and climbs down the wall.

EXT. BOTTOM OF GRANITE NEEDLE - INTERCUT - NIGHT

Colwyn reaches the ground and signals Ynyr, who unties the rope from the glaive and secures it around his waist. Then he lowers the rope over the glaive, which allows Colwyn to lower him down the side of the Needle.

EXT. NEARBY CLIFF - INTERCUT - NIGHT

A Dark One watches them from the top of the cliff, its red eyes peering over the edge. The thing moves quickly down the rock face, with only an occasional scrape or flash of claw

to mark its descent.

At the bottom of the cliff, the red eyes appear above a rock - only a few yards from Colwyn. But before it can attack, a trident flashes through the air and strikes the thing square in the face, the outer prongs of the weapon piercing the red eyes. We hear a death grunt, then the sound of a body falling.

Colwyn turns, but sees nothing. He lowers Ynyr to the ground and they set off across the valley floor.

EXT. FOREST CLEARING - JUST BEFORE DAWN

The golden glaive stands upright on Colwyn's outstretched palm. Ynyr kneels beside him.

YNYR

Focus on the glaive.

Colwyn tenses with concentration. The glaive begins to spin, at first slowly, then faster and faster until it's a golden blur.

YNYR

Reach out with your mind. Reach out to Lyssa.

Colwyn furrows his brow in concentration.

COLWYN'S TELEPATHIC SEARCH - INTERCUT

Through a translucent image of Lyssa we see stretches of terrain moving past: bizarre forests and valleys, gargoyle mountains, rainbow lakes.

COLWYN

(sweating)

There is nothing.

YNYR

Reach out farther. Call to her.

COLWYN (OVER)

Lyssa ... Lyssa ...

EXT. FORTRESS OF KRULL, IN THE MOUNTAINS - JUST BEFORE DAWN

A LONG SHOT SHOWS only a series of jagged peaks, but as we MOVE IN, we SEE the outlines of a gigantic fortress, designed to blend into the mountains.

Lyssa walks along the parapets of the fortress, a cold wind whipping at her light garments. The occasional glint of talon or beak, the quick flash of a red eye, tell us that she is closely watched and guarded.

COLWYN (OVER)
(faintly at first, then
louder)
Lyssa ... Lyssa ...

LYSSA (OVER)
Colwyn.

INTERCUT COLWYN AND LYSSA

COLWYN (OVER)
Have they harmed you?

LYSSA (OVER)
No. They watch me closely, but they
haven't harmed me.

YNYR
(to Colwyn)
Where? We must know where she is.

Colwyn's face is bathed in sweat, his hand clenched tight.

COLWYN (OVER)
Lyssa. Where are they keeping you?

LYSSA (OVER)
In a great fortress in the
mountains. Wait. Something's
happening.

As the twin suns edge above the horizon, the fortress fades and disappears. The whistle of the wind changes to ...

EXT. FORTRESS OF KRULL, IN THE JUNGLE - DAWN

... tropical bird sounds as the Fortress appears in the midst of the jungle, its walls covered with liana vines.

LYSSA (OVER)
Everything's changed. Now the
fortress is in the jungle.

Colwyn's body is shaking from the strain of maintaining contact. Ynyr grips his shoulder.

YNYR

Enough, boy.

But Colwyn continues to concentrate.

YNYR

Enough!

Ynyr slaps him sharply, knocking him backward. The boy lies exhausted, breathing heavily.

YNYR

You must break when the strain becomes too great, or you will harm yourself. And you must concentrate your powers for when they are needed most. What did she answer?

COLWYN

She was in a great fortress, first in the mountains, then in the jungle. How is that possible?

YNYR

It is the Fortress of Krull. I know it only from the stories of wars on other worlds. They did not use it on our world in the first great war, for it costs them enormous power. This time they mean to conquer, at all costs.

COLWYN

The Fortress moves?

YNYR

Yes. Each dawn it rises in a different land: sometimes in the mountains, sometimes in the jungle, sometimes the desert, sometimes the sea. Never in the same place twice.

COLWYN

Then even if Lyssa tells us where she is, we'll never be able to reach her, for they will never allow the Fortress to rise near us.

YNYR

No. They occupy the Fortress, but

they cannot control its movement. It is moved by Fate. And, sooner or later, Fate will place it near us.

COLWYN

Then we must be ready. Five leagues from here is the Eastern Tower. I know the Barons who hold it. Good men, and brave. They will help us.

YNYR

You have not slept in two days.

COLWYN

Nor will I, till my bride is beside me.

They set off through the forest.

RESUME - LYSSA

LYSSA

(calling)

Colwyn. Colwyn.

She hears the scrape of a taloned foot behind her and hurries along the parapet. She stops and looks down at a small clearing in the jungle, outside the walls.

EXT. JUNGLE CLEARING - INTERCUT - DAY

A fawn grazes in the clearing, unaware of a white leopard poised on a branch above it. As the leopard is about to pounce, it glances up and sees Lyssa staring down from the Fortress wall. As if in answer to her summons, it jumps to the ground and heads for the wall.

The leopard leaps onto the walkway in front of Lyssa, then moves obediently to her side. They set off down the walkway together.

Suddenly the leopard whirls and roars as it hears the scrape of a taloned foot behind. But other Dark Ones are in front of them. Lyssa is forced to descend a stone staircase. The leopard, acting as rear guard, roars its defiance as it backs down the stairs.

EXT. FOREST BROOK - DAY

Colwyn and Ynyr are about to cross the tiny stream, when suddenly a small white cloud materializes above the water,

bulging and gyrating, affording brief glimpses of feet and hands, as if a small man were trying to escape. As Colwyn jumps back, drawing his sword, the cloud vanishes with a POP and the small man, ERGO, is plopped on his seat in the water (which is only a few inches deep).

ERGO

Help! Help! I'm drowning!

COLWYN

I doubt it. The water is only an inch deep.

ERGO

(stands)

It could have been quicksand! I might have been sucked to my death.

(jumps out of the water)

Where is this place?

COLWYN

A forest near the Valley of Needles.

ERGO

Blast! A thousand miles off course. Well, I was rushed. There was a certain difference of opinion concerning a venison pie. The foolish man left it sitting on his windowsill. What did he expect?

COLWYN

Perhaps he expected to eat it.

ERGO

For that rudeness, peasant lout, I am going to leave you hanging by your heels when I depart. Which is right now.

>From the folds of his voluminous clothing, Ergo produces a tattered spellbook. He peers at a page, mumbles to himself, and pokes his head toward Colwyn - whereupon he vanishes. Colwyn glances around but the little man is nowhere to be seen.

ERGO (O.S.)

Get me down from here!

Colwyn turns and sees Ergo hanging upside-down from a tree limb directly behind him. He lifts him down.

ERGO

My spells always go wrong when I am observed. Be gone!

YNYR

The forest is not safe these days. You'd best travel with us.

ERGO

Me? Travel with you? I am Ergo the Magnificent ...

(flattens hand)

... short in stature ...

(points to the sky)

... tall in power ...

(opposes thumb and forefinger)

... narrow of purpose ...

(shades eyes)

... wide of vision. And I do not travel with peasants and beggars.

Goodbye!

We follow Ergo as he sets off down the forest path, heading in the opposite direction from Colwyn and Ynyr. After a few yards, the forest seems to grow darker, the sounds more ominous. Ergo glances around apprehensively. Suddenly, through an opening in the leaves, he sees a face with a single eye in the middle of it.

With a yelp, he turns and races back up the path after Colwyn and Ynyr. When he catches up, he wedges himself between them to get as much protection as possible.

ERGO

I just remembered I have urgent business in this direction.

COLWYN

What business?

ERGO

(fearful glance behind)

Staying alive.

EXT. FOREST CLEARING - DAY

As Colwyn, Ynyr, and Ergo cross the clearing, Ergo steps on a snare-trigger and is suddenly hoisted into the air by his foot. Colwyn draws his sword and turns to face five armed men who step out of the forest. They're a rag-tag bunch,

garbed in various kinds of chain-mail and armed with a bizarre variety of weapons.

TORQUIL (O.S.)

The lad is quick, very quick.

Colwyn wheels to see TORQUIL THE ROBBER leaning against a tree, his huge battle-axe resting casually across his shoulders. His cheek bulges with a wad of chewing tobacco.

TORQUIL

But also very young. Six to one is no odds, boy.

ERGO

(yelling as he hangs upside-down)

Get me down from here you louts or I'll turn you all into pigs!

Torquil glances up at Ergo, then spits a stream of brown juice at the ground and steps forward to investigate his prisoners.

ERGO

(muttering as he fumbles for his spellbook)

They'll soon learn the price of snaring Ergo the Magnificent.

Torquil walks a circle around Colwyn and Ynyr.

TORQUIL

When your enemies outnumber you, boy, craft is more profitable than courage. Smile and go along and, sooner or later, they will grow careless. And then ...

(throat-cutting gesture)

... sst!

Colwyn sheaths his sword.

COLWYN

(little smile)

I don't think you'll grow careless.

TORQUIL

(grins)

Smart as well as quick. Now what do you have to give us?

COLWYN

Fame.

TORQUIL

Fame?

(laughs)

Thank you, no. Fame is the burial ground of contentment. Eat it and go hungry; count it and go broke; seek it and grow mad. Fame is what fools yearn for and wise men shun.

COLWYN

Fame is what you leave to your sons.

TORQUIL

(taken aback)

How did you know I had sons?

COLWYN

Because you would not rob if you had no children to provide for.

TORQUIL

Hah! You don't know me, boy.

COLWYN

(fixes him with a look)

I know you.

YNYR

(to Colwyn)

You choose these?

COLWYN

Yes. They will be more help than high-born barons.

TORQUIL

They stand at the edge of the grave and make jokes.

(shouts)

Do you know who I am, sprout? I am Torquil, Lord of the forest. My men follow no man but me, and I follow no man at all.

COLWYN

You will follow me.

TORQUIL

(shifts his axe)

And in the few seconds before I dice you to crow-food, tell me why I am going to follow you.

COLWYN

So your sons will speak of you to your grandsons, and your grandsons to their grandsons.

Torquil plunks the handle of his long battle-axe into the ground, then folds his hands across the top of the blade and rests his chin on his hands. He stares hard at Colwyn, who returns his gaze calmly.

TORQUIL

And where do you lead, boy?

COLWYN

To the place where Death lives.

TORQUIL

(grins)

It should be an interesting journey, then.

COLWYN

(answering smile)

That I promise you.

TORQUIL

(to his men)

I compel no man to follow me on this journey.

KEGAN

We owe you our lives, Torquil. If you follow the boy, so also do we.

BARDOLPH, OSWIN, and RUHN nod their agreement. The sixth robber, SWEYN, back away.

SWEYN

I follow the man who follows gold. He who follows glory travels without me.

TORQUIL

Go then, and let greed be your gravestone.

Sweyn moves off into the forest. An angry oink causes the others to look up at the snare, which holds a small pig by its foot; as usual, Ergo's magic has boomeranged.

TORQUIL

What have we here?
(prods the pig with his axe)
Roast pork for dinner.

The pig squeals his objections. Torquil signals to drop the snare, and picks the pig up under his arm.

COLWYN

He needs his book.

Torquil finds the open spellbook and kneels, allowing the pig to read it. Pop, and Torquil is holding a gyrating cloud under his arm, replete with squeals and yells and pieces of pig and Ergo; pop, and the cloud disappears, leaving Ergo under Torquil's arm.

ERGO

Put me down, you lout!

TORQUIL

(sets him down)
You had better manners as a pig.

ERGO

(haughty)
I am Ergo the Magnificent, and I do not travel with thieves and robbers.

He takes two steps into the forest, then glances around anxiously.

ERGO

(backing out of the forest)
Except when necessary.

EXT. HILL OVERLOOKING VALLEY - SUNSET

As the band nears the crest of the hill, Colwyn stumbles. Torquil reaches out to steady him.

TORQUIL

When did you last sleep, boy?

COLWYN

(shaking off the help)

I'm all right.

They top the hill and look out over the valley, dotted with plumes of smoke from burning villages.

TORQUIL

They burn many villages. Even walled cities fall to them.

COLWYN

(angrily)

Why do they burn the villages?
There's nothing to gain.

YNYR

There's terror to gain. Their wealth is fear: they get it with fire, they spend it to rule.

EXT. FOREST CLEARING - NIGHT

The band has stopped in the middle of the clearing. Colwyn is swaying, barely able to stand.

TORQUIL

We'll stop here to hunt. Even those who don't sleep must eat.

Colwyn folds his arms across his chest, tries to stand up straight.

COLWYN

(eyes drifting shut)
I'm not hungry.

TORQUIL

(folding his arms across his chest)
Not sleepy, either?

COLWYN

(eyes almost closed, swaying)
No.

Torquil purses his lips and blows at Colwyn, who falls backward into the arms of Kegan, who lays him gently on the ground, fast asleep. Torquil covers him with his cape. The other robbers string their bows and prepare to hunt.

ERGO

Bring me a deer! No deer, no supper.

EXT. FOREST CLEARING - AN HOUR LATER

Torquil and Ynyr talk to several PEASANTS at the edge of the clearing while, in the center, Ergo tends the cooking fire, beside which Colwyn lies asleep. Ergo's face lights up when he sees Kegan arrive with a stag across his shoulders, and he snick-snacks his carving knife in anticipation. But Torquil has Kegan turn over the stag to the peasants, which nearly gives Ergo apoplexy.

ERGO

(galloping across the clearing)

What are you doing with my dear?
Stop! Thieves!

TORQUIL

(restraining him)

Many villagers are hiding in the forest. They need food.

ERGO

And do you think I live on air?

TORQUIL

We have plenty of hares.

ERGO

(snorts)

Food for crows.

TORQUIL

Surely a sorcerer of the sauce pan can make rabbit taste like venison.

ERGO

I am being exploited! Where are you going?

TORQUIL

(moving off with Ynyr)

I must take the old man to see some sick children. Kegan will guard you.

But Kegan spots a hare and creeps into the forest after it, leaving Ergo and Colwyn alone in the clearing.

Suddenly, Ergo hears ominous noises. He peers into the dark forest and his jaw drops as he sees a pair of red eyes

staring out of the gloom. He snatches up a carving knife and a frying pan and backs toward Colwyn, holding the pan as a shield. The red-eyed thing moves toward them through the trees, and poor Ergo is unmanned by fear: he drops his knife and ducks his head behind the frying pan in sheer terror.

But he hears the thing stop short and raises his head to look behind him, where a CYCLOPS stands with trident poised to throw. The little man assumes that both creatures are trying to kill him and faints dead away. But the trident is aimed at the red-eyed thing, which has no desire to do battle with the Cyclops. The thing retreats, the red eyes fade. The Cyclops comes over to Ergo and kneels to listen to his heart. Then he enters the forest after the Dark One.

EXT. FOREST CLEARING - LATER THAT NIGHT

The band, including Colwyn, is gathered around Ergo, who is telling his story.

ERGO

(indicating positions)

One with red eyes, the other with one eye, both trying to kill me.

YNYR

The one with red eyes was a Dark One, the other was a Cyclops, and it was not you he meant to kill.

ERGO

He was aiming a huge spear right at me!

YNYR

If that were so, you'd be dead now. He was aiming at the Dark One, for there is ancient hatred between them. Once his race had two eyes, like other men, until his forefathers bargained with the Dark Ones: they gave up one of their eyes in return for the power to see the future. But they were cheated, for the only future they were permitted to see was the time of their own death.

COLWYN

They know when they're going to die?

YNYR

(nods)

Everyone of his race is born knowing
the day of his death.

TORQUIL

Knowledge I wouldn't want.

YNYR

No. They are sad, solitary
creatures, rarely seen.

ERGO

Once is enough, thank you.

COLWYN

He saved our lives.

TORQUIL

(glance toward fire)

But not our supper.

Ergo sees smoke rising from a pot on the fire.

ERGO

(running to the pot)

Oh, my poor stew!

TORQUIL

Oh, my poor stomach.

EXT. FOREST CLEARING - NEAR DAWN

The band is asleep, Torquil on guard. As the eastern horizon
grows light, Torquil wakes Ynyr and Colwyn.

EXT. FOREST, A FEW YARDS FROM CLEARING - DAWN

Colwyn sits against a tree, brow furrowed in concentration,
the golden glaive spinning in midair in front of him. Ynyr
and Torquil look on.

COLWYN

I can't reach her.

YNYR

What do you see?

COLWYN

Darkness. Tunnels and corridors.

(pause)

Wait.

INT. CORRIDOR IN KRULL - INTERCUT

Lyssa moves down the windowless corridor with the white leopard at her side.

COLWYN (OVER)

(faintly)

Lyssa ...

LYSSA (OVER)

Colwyn ...

COLWYN (OVER)

Where is the Fortress?

LYSSA (OVER)

I don't know. It's a maze of tunnels. I can't see out.

COLWYN (OVER)

I will find you. I will be with you.

LYSSA (OVER)

I know it.

COLWYN (OVER)

(fading)

I love you, Lyssa, I love you ...

LYSSA (OVER)

Colwyn. Colwyn.

(in her own voice)

I love you, Colwyn.

RESUME - COLWYN ET. AL.

COLWYN

She can't see out. She can't tell us where the Fortress is.

YNYR

Yes, they knew of your first contact, so they drove her below.

COLWYN

She was very faint. I was barely able to reach her.

YNYR

The deeper she goes, the harder it is to contact her. Once she is below the second level, you will not be able to reach her at all.

COLWYN

(leaps to his feet, shouts angrily)

I will find her!

He hurls his glaive at a nearby tree: the weapon bores clean through the trunk, then through two more before it imbeds itself in a fourth. But anger gives way to despair; he buries his face in his hands.

YNYR

(hand on his shoulder)

We'll seek an Emerald Seer. They have great powers of vision.

TORQUIL

There's an Emerald Circle a few leagues from here.

(moves to Colwyn)

We'll find her.

COLWYN

(looks up)

Forgive me. It's childish to cry.

TORQUIL

(thumbs the tears from Colwyn's cheeks)

Those are not child's tear. A child cries for himself, a man cries for those he loves.

RESUME - LYSSA

She and the leopard are forced deeper in the Fortress, down yet another flight of stairs.

EXT. HILL OVERLOOKING STONE LAKE - DAY

Colwyn and Torquil top the hill and look down at the lake, the surface of which looks as if it had been instantly frozen in the midst of a great storm.

TORQUIL

We can save half a day by crossing the Stone Lake.

YNYR

(coming up)

Many have perished in that maze.

TORQUIL

(grin)

No maze to me, my friend. It is where we take refuge when they hunt us.

COLWYN

Lead us across.

EXT. STONE LAKE - DAY

At the edge of the lake, an enormous wave is poised to break, frozen in blue stone, even to the froth that caps it. Torquil leads the band into the maze.

ERGO

(walking beside Ynyr)

I wish you'd tell me why that foolish boy decided to join up with these thieves.

The little man suddenly lets out a yelp and jumps back: He is staring into the jaws of a huge shark frozen in the wave (as was all the marine life in the lake, including gulls with one foot touching the water). He steers around the jaws and catches up to Ynyr.

YNYR

He didn't join them. They joined him.

ERGO

And who is he that they should join him?

YNYR

He is the King.

ERGO

Well, at least I'm glad to see you have a sense of humor. That's the first smile I've seen on that gloomy face of yours ...

(Ynyr is not smiling)

... isn't it? It isn't. Oh no. Oh dear. Oh now I've gone and done it.

He scurries forward and tugs at Colwyn's jacket.

ERGO

Your kingship ... your lord high mightiness ... when I called you a ... a ... whatever I called you, I didn't realize that you were ... were ...

COLWYN

I was hoping I might be your friend.

ERGO

(staggered)
My friend.

COLWYN

I have need of friends.

ERGO

(flattered nearly senseless)
No more, my lord - my friend. With Ergo the Magnificent by your side, your enemies are dead men.

The little man pulls out a carving knife and, with a flourish, tucks it in his belt - slicing through his outer garment as he does so. Colwyn glances down and sees red liquid oozing from the cut. Ergo follows his gaze.

ERGO

(staggering)
Argh! I'm dying!

Colwyn notices seeds oozing out with the liquid and samples it with his finger.

COLWYN

Not yet, my friend. It's your tomato that's dying.

ERGO

What? Oh no! Better it was me. There isn't another good tomato within a hundred leagues.

He pulls out the stabbed tomato and kisses it tearfully.

ERGO

Oh, my poor baby.

He looks up to see Ynyr smiling broadly.

ERGO

(scowling)

I liked you better gloomy, old man.

Colwyn resumes his place beside Torquil, who gives him a sideways glance.

TORQUIL

So. You're something more than a seeker of fame.

Colwyn shrugs sheepishly.

TORQUIL

Well, I'm not impressed.

COLWYN

(smiles)

I knew you would not be. That's why I chose you.

They reach the end of the lake, which is bordered by a small scarp. Torquil hikes himself onto the scarp and reaches down to help Colwyn up.

TORQUIL

(grin)

I'm a little impressed.

EXT. EMERALD STONEHENGE - LATE AFTERNOON

A circle of stone dolmens, emerald green, in the center of which sits an old man, blind, wearing a green robe: an EMERALD SEER. Sitting across from him is TITCH, his ten-year-old assistant, similarly robed.

A green-hued holographic image appears above the emerald, showing Colwyn and his band approaching. The Seer weaves his fingers through the image, reading it by touch.

SEER

Eight come here, Brother. They have traveled far. Fetch bread and wine.

TITCH

Yes, Brother.

The boy fetches a jug of wine and a round loaf of bread, and approaches Colwyn's band as they enter the stone circle.

Colwyn waves Titch toward his men and moves with Ynyr and Torquil to the Seer.

YNYR

We seek the Fortress of Krull.

SEER

Such a vision will be opposed. Who seeks it?

YNYR

The new King.

SEER

(little smile)
With an old voice?

YNYR

(answering smile)
You know the voice.

SEER

Yes. You have left your place in the Needle. It is the time, then.

YNYR

It is the time.

SEER

I will seek the Fortress for you.

The Seer presses his fingertips against the rotating sphere, increasing the pressure and friction until small tongues of flame spurt from beneath his fingertips.

A holograph begins to form above the sphere: the Fortress in mid-ocean.

SEER

Can you see?

YNYR

Yes. It is the Western Ocean.

COLWYN

There is a prisoner there.

SEER

Yes.

The holograph dissolves, replaced by a new one which shows a

curving Arm of the Vortex, the deep, central parts of the Fortress. Lyssa and the white leopard move down the Arm, pressed by an unseen pursuer.

COLWYN

(leaning forward)

Lyssa.

As the twin suns dip below the horizon, the flames spurting from the Seer's fingertips begin to leap and lengthen, until the sphere is surrounded by fire, its color changing from emerald-green to crimson. We hear faint, hollow screams of rage.

The holograph above the sphere begins to waver and blur, then is shattered by a holographic black claw shooting upward from the sphere. The talons of the claw are blood red, its appearance accompanied by a hollow scream.

The Seer is knocked backward; the claw disappears; the emerald drops to the ground.

COLWYN

(kneeling by the Seer)

Are you hurt?

SEER

(sitting up)

No.

(grim smile)

The Dark Ones do not like curious Seers poking into their affairs.

COLWYN

Can you tell us where the Fortress will rise tomorrow?

SEER

I cannot see the future, only the present. But at dawn tomorrow, I can see where the fortress has risen that day - and every day thereafter, until Fate brings it near us.

YNYR

The Dark Ones will appose you with all their power.

SEER

They will fail for, during the day, the power of the Circle is greater

than theirs. Only at night can they
pierce the Circle.

Titch approaches Ergo with bread and wine.

ERGO

(wrinkling his nose)
Bread is for peasants, and wine
makes me sneeze. Got any gumdrops?

TITCH

No.

ERGO

Sugarballs?

TITCH

No.

ERGO

(annoyed)
What kind of a boy are you? Boys
always have candy.

TITCH

I have a cinnamon bar.

ERGO

You do?

TITCH

(producing the bar)
You can have half.

Ergo takes the bar and breaks it into unequal parts. He is about to take the bigger piece for himself when conscience gets the better of him; reluctantly, he offers the bigger piece to Titch. But the boy takes the small piece, leaving the delighted Ergo with the lion's share.

ERGO

(mouth full)
I am Ergo the Magnificent ...
(flattens hand)
... short in stature ...
(points to sky)
... tall in power ...
(opposes thumb and forefinger)
... narrow of purpose ...
(shades eyes)
... wide of vision.

TITCH
(mouth full, points to his
chest)
I ...
(bows from waist)
... am Titch.

EXT. EMERALD STONEHENGE - NIGHT

While Ergo and Titch tend the cooking fire, robbers leave to hunt and others return with small game.

Sitting against one of the stone dolmens, Colwyn tries to contact Lyssa, the glaive spinning in midair in front of him. Ynyr and Torquil look on.

COLWYN
I cannot reach her.

YNYR
She is too deep. The curved tunnel
we saw is part of the Vortex, the
place of The Beast.

TORQUIL
The leader of the Dark Ones?

YNYR
Yes.
(to Colwyn)
Like you, a King. A King of many
worlds. All enslaved.

COLWYN
The first time, when they attacked
long ago, was The Beast here?

YNYR
No. Then they were led by his
underlings. But I knew he had come
this time, from the ferocity of
their onslaught, from their use of
The Fortress. They use up much of
their strength to do these things.
They are taking great risks.

COLWYN
Why?

YNYR

(evasive)
I'm not sure.

COLWYN
But you suspect.

YNYR
You will know, in good time.

At the cooking fire, Kegan arrives with a string of small game.

ERGO
(disgusted)
Rabbits and squirrels. Where is my deer!

KEEGAN
We saw nothing but does and fawns,
and we shoot only stags.

Kegan lays down the string of game and moves off.

ERGO
(grumbling)
Nothing worse than lower-class boors
with upper-class morals.

CYCLOPS (O.S.)
Would you settle for a boar?

ERGO
(to Titch)
A boar? Those incompetent louts
couldn't catch a piglet, much less a
boar.

He realizes that the voice has come from behind him and turns to see the Cyclops with a huge boar slung across his shoulders.

ERGO
You!

CYCLOPS
Me.
(lays down the boar)
May I eat with you tonight?

ERGO
Tonight and every night, my friend,

for this is the second time you've saved my life.

(draws himself up)

I am Ergo the Magnificent, short in stature, tall in power, etcetera, etcetera.

CYCLOPS

I am Quell.

TITCH

I'm hungry.

ERGO

Smart lad.

(theatrical)

Bring me my spices!

Titch hands him a leather belt of spices.

TITCH

I must fetch my master.

(smiles at Cyclops as he passes)

I'm Titch.

EXT. STREAM NEAR STONEHENGE - NIGHT

The Seer kneels at water's edge, washing his hands with ritual motions. He hears footsteps behind him.

SEER

Is that you, Brother?

We see a CHANGELING/SEER standing behind him: an exact twin, except that his eyes are open and red. Changeling reaches down and places his hand on the Seer's neck.

CHANGELING

(hiss)

It is me, Brother.

His hand turns into a taloned claw, which tightens around the Seer's neck, throttling him. He lowers the body into the stream, then reaches into the Seer's robe and extracts the emerald, which he crushes in his claw. The green fragments drop into the water, floating downstream behind the Seer's body.

His bloody claw now reverts to human form, but the fingers remain bloody. He kneels and washes off the blood. When he

hears Titch approaching, he closes his eyes.

CHANGELING

(in Seer's voice)

Is that you, Brother?

TITCH

It is me, Brother.

He stands and places his hand on the boy's shoulder to be led back to camp. The Cyclops appears, having followed Titch to guard him.

The Cyclops glances at the Changeling, but notices nothing unusual. He takes a few steps farther down the path, to check it out - and stops just short of a point that would show him the Seer's body fetched up against a rock in the stream. He turns and follows Titch back to the campsite.

EXT. STONEHENGE - NIGHT

The band is seated around the fire, finishing a huge dinner of roast boar. The Changeling/Seer sits slightly apart, his eye-lids lifting occasionally to afford a thin slit, through which he surveys the group with red eyes.

TORQUIL

(raising a joint)

Passable, pimple, very passable.

ERGO

The greatest boon of your otherwise worthless life, blockhead, is the privilege of dining on boar roasted by the hand of Ergo the Magnificent.

TORQUIL

Your boast is a bigger mouthful than your roast, Magnificence.

He glances over his shoulder at Colwyn, who is leaning against a dolmen, staring gloomily into the darkness. Torquil gets up and goes to him, carrying the joint.

TORQUIL

You've eaten nothing.

COLWYN

(shrug, pause)

We must try to get horses.

TORQUIL

Yes. It will double our range.

(grins)

I know at least a dozen ways to get horses. All cheap.

COLWYN

(little smile)

These we'll pay for.

TORQUIL

(sigh)

Lad, you have an unnatural desire to pay for things. It stunts the mind and shrivels the imagination.

COLWYN

(thumb in his ribs)

Hand over your dinner.

TORQUIL

(hands it over)

A flicker of talent.

Colwyn's hunger comes alive as he starts to work on the joint.

TORQUIL

But I can't tell yet whether it's a talent for theft or gluttony.

Ergo, Titch, and the Cyclops, full to bursting, are stretched out together beside the fire.

ERGO

If I could wish ...

(belch)

... for anything, I'd wish for a venison pie the size of a ...

(belch)

... mountain. No, that's too greedy. I'd settle for one the size of a house.

TITCH

I'd wish for a puppy.

ERGO

One puppy? Why not wish for a hundred?

TITCH

I only want one.

ERGO

A foolish wish. And you, Quell?

CYCLOPS

(after a pause)

Ignorance.

EXT. STONEHENGE - NIGHT

Bardolph and Oswin stand guard over the sleeping band, stationed at the perimeter of the Circle, looking outward. The Cyclops broods by the fire, his expression troubled. He frowns and looks around, then gets up and moves out of the Circle into the darkness.

As soon as the Cyclops is gone, the Changeling/Seer opens his eyes and looks around. He stands and moves toward Bardolph.

BARDOLPH

(turns)

Who's there?

CHANGELING

(holding out a hand)

It's me, Brother. I am thirsty.

BARDOLPH

Here, I'll guide you.

He approaches the Changeling, who places a hand on his shoulder to be led to the stream.

EXT. PATH TO STREAM NEAR STONEHENGE - NIGHT

As they move down the path, the Changeling's hand turns into a claw and he throttles Bardolph so quickly he's unable to utter a sound. He tosses the body into the bushes and starts to wipe his bloody hand on the grass - but stands as he hears Colwyn coming down the path.

COLWYN

Where is Bardolph, Brother?

CHANGELING

He heard something and went to investigate, Brother.

Colwyn starts to move past him to the stream.

CHANGELING

(reaching out)

Lead me to the stream, Brother.

Colwyn stops and allows the Changeling to place a hand on his shoulder. A close shot of the Changeling's hand shows it still bloody, the blood running onto the cloth of Colwyn's jacket.

EXT. STREAM NEAR STONEHENGE - INTERCUT - NIGHT

The Cyclops stands near the spot where the real Seer was killed. He moves downstream a few yards - and suddenly sees the Seer's body floating in the water, caught against the rocks. He realizes immediately that the band is in great danger; he races up the path toward the camp.

As Colwn leads the Changeling down the path, we see the hand on his shoulder turn into a claw. The claw is moving toward his neck when suddenly the Cyclops bursts from the trees in front of them. Colwyn stares in disbelief as the Cyclops hurls his trident straight at him. The weapon whistles past his ear and slices off the Changeling's arm at the shoulder.

Colwyn spins, sees the red eyes, ducks backward as the Changeling swipes at him with his other hand - now become a claw. He draws his glaive as the Changeling reverts entirely to bestial form, its hideous black body bursting the seams of the emerald-green robe.

As the creature springs at Colwyn, we see, for an instant, the horrible face: teeth flashing, eyes burning. Then Colwyn's glaive strikes between the eyes. Slit by the horizontal blades of the glaive, the eyes explode in a burst of red and the thing dies with a scream.

Torquil, Ynyr, and others run up. The body of the creature has already turned to ash, forming the characteristic Vortex of the Dark Ones.

CYCLOPS

(to Ynyr)

A Changeling.

YNYR

Yes. It chose the Seer's form so it wouldn't have to show its eyes.

COLWYN

(to Cyclops)
How did you know?

CYCLOPS
I found the body of the Seer in the
stream.

They all look up the path at Titch, who is rubbing his eyes sleepily. Ergo goes up to him and puts an arm around his shoulders.

EXT. STONEHENGE - NIGHT

The band stands beside a fresh grave, outlined by stone markers. Colwyn is kneeling with his arms around Titch, whose face is buried against his chest.

COLWYN
If he had not agreed to help us,
they would not have killed him. He
gave his life for us.

TITCH
He was my only family.

COLWYN
We're your family now.

EXT. STONEHENGE - LATER THAT NIGHT

Colwyn, Ynyr, and Torquil sit by the fire while the others sleep.

YNYR
I must go to the widow. Perhaps she
will help.

TORQUIL
The Widow of the Web?

YNYR
Yes.

TORQUIL
That creature helps no one. And none
who go there return.

YNYR
She has the power of vision.

TORQUIL

She has the power to kill.

YNYR

Perhaps she will not kill me, for I know her name.

TORQUIL

Her name is Death.

YNYR

She had another name once.

COLWYN

(with finality)

No. We will find another way to locate the Fortress.

YNYR

There is no other way. You asked me why the Beast had come this time.

COLWYN

Yes.

YNYR

He has come for Lyssa.

COLWYN

Lyssa? Why?

YNYR

Like you, she has extraordinary powers. He would make her his Queen.

COLWYN

Can she be forced?

YNYR

No. She must agree of her own free will.

COLWYN

Never.

YNYR

You are young. You don't understand the attraction of great power, and you forget the pain of long waiting.

COLWYN

Then we must reach her before she

feels that pain.

YNYR

Yes.

On the other side of the fire, Ergo lies awake, watching Titch, who is asleep next to him, his face tear-stained. The Cyclops sits nearby, leaning against a stone, one hand on his trident. His eye is closed; he appears to be asleep.

Ergo sits up, takes his spellbook, and sneaks off behind a stone. The Cyclops opens his eye and watches as Ergo thumbs through the book, mumbles a spell, and disappears in a gyrating white cloud. When the cloud disappears, Ergo has transformed himself into a puppy. The puppy trots over to the sleeping Titch and licks his face. The boy stirs, opens his eyes, and hugs the puppy to his chest.

INT. ARM OF VORTEX - NIGHT

Red eyes press Lyssa and the leopard down the curving passage-way until they emerge in the center of the vortex.

INT. CENTER OF VORTEX - NIGHT

The Arms open into the top of a huge bloodstone funnel, at the bottom of which is the hole of the Beast. Lyssa and her guardian are forced along a spiral walkway that curves down the walls of the funnel to the dark hole at the bottom.

We hear a heavy, slithering sound, as of an enormous tail being dragged across stone. A pair of huge red eyes appear in the Beast's hole and we hear a husky whisper: the sound is ominous, but also attractive, in the way that enormous power is always attractive.

VOICE OF THE BEAST

Do not be afraid. You are safe here.
You are protected by my power.

Lyssa shrinks against the stone. The white leopard roars.

VOICE OF THE BEAST

I am not one of those trivial ones
who have been guarding you. They are
my slaves. They are to me as drops
to an ocean. I rule here.

The leopard leaps at the hole, but is frozen in mid-leap, suspended in the air.

VOICE OF THE BEAST

I rule all here.

The leopard is suddenly flung backward, hurled with tremendous force against the stone. Lyssa turns to see it embedded in the solid rock, mouth open and eyes glazed.

VOICE OF THE BEAST

Nature is my slave here.

A stone claw rises from the floor.

VOICE OF THE BEAST

Its laws are mine to break.

The claw bursts into flame and strikes at Lyssa with such force that the rock around her is shattered, yet she is unharmed. The flaming claw lifts her up and sets her down, then shrinks to a ball of flame and drops into her hand; she looks down to see that she is holding a rose.

VOICE OF THE BEAST

Such is my power. It can be yours.

When she looks up, the red eyes are gone. She is alone.

EXT. STONEHENGE - EARLY MORNING

Before the camp wakes, the puppy crawls out of Titch's arms and trots behind the stone. It scans the spellbook lying open on the ground, then disappears in a gyrating white cloud and becomes Ergo again. As he sneaks back to his own blanket, he sees the Cyclops watching him with a smile.

ERGO

(grumbling)

I still say it was a foolish wish.

EXT. ROAD NEAR SWAMP OF BETRAYAL - DAY

The band makes its way past the Swamp, heading for the Widow's Mountain, visible in the distance.

ERGO

(glance toward Swamp)

What is that awful looking place?

CYCLOPS

The Swamp of Betrayal. Be glad we don't have to cross it.

ERGO

I'm glad.

(glance toward Swamp)

I'm very glad.

EXT. FARTHER DOWN THE ROAD - INTERCUT - DAY

Concealed at the side of the road are ten Slayers and Sweyn, the robber who refused to go along with the band. He points down the road at the approaching band. The Chief Slayer nods, and hands him a leather purse full of gold coins, which Sweyn tucks in his jacket. They mount their horses and start down the road.

COLWYN

Slayers!

CYCLOPS

We must enter the swamp.

YNYR

Few have survived it.

TORQUIL

(indicating Slayers)

Fewer will survive them.

COLWYN

Yes, it's our only chance. They can't use their horses there.

Quickly.

EXT. SWAMP OF BETRAYAL - DAY

A mangrove swamp, with a lattice-work of gnarled roots hovering above dark waters. The band enters the swamp.

CYCLOPS

Do not let the waters touch you.

COLWYN

What will happen?

YNYR

You will be devoured by your own mind.

Colwyn and Torquil help the old man, Ynyr, while the Cyclops takes care of the two little ones, Ergo and Titch, sometimes lifting one in each hand to deposit them on the next root.

The Slayers reach the edge of the Swamp and dismount. Sweyn and the Chief Slayer lead them in.

The band is halfway across the Swamp when Colwyn suddenly slips and plunges into the water.

TORQUIL
(extends a hand)
Take hold!

But the waters of betrayal have begun their work:

COLWYN'S POV

He sees Torquil stand and embrace Lyssa, who comes from behind a tree.

TORQUIL
Let him drown.

LYSSA
Yes. Then we'll marry and you will
be my king.

They kiss.

BACK TO SHOT

Colwyn draws his sword and swings at Torquil.

COLWYN
Traitor! She'll marry you in hell!

YNYR
(to Torquil)
He thinks you betray him with Lyssa.
(to Colwyn)
Colwyn! The waters deceive you!

COLWYN'S POV

He sees Ynyr stand and talk to someone behind the tree.

YNYR
I have delivered him into your
hands. Now pay me the price we
agreed on.

A black claw appears, pouring gold coins into Ynyr's hand.

BACK TO SHOT

Colwyn lunges at Ynyr.

COLWYN

I will melt that gold and pour it
down your throat, old man!

YNYR

He sees betrayal everywhere. He will
attack us so long as he is
conscious.

They glance anxiously at the Slayers, closing quickly. Titch reaches into Ergo's voluminous coat and pulls out a soup ladle, which he throws at Colwyn. The ladle catches Colwyn in the forehead, knocking him unconscious - but also knocking him backward in the water, out of reach.

ERGO

(to Torquil)

Your axe! Lay it out!

Torquil tucks the heel of the axe handle under a root and grips it with both hands. Ergo tightropes out the handle and kneels on the axe head, directly above Colwyn.

TORQUIL

I can't hold the weight of both of
you!

ERGO

Hush!

He squinches his eyes shut and mumbles something to himself. The gyrating white cloud appears with a pop and, when it pops off, Ergo has been transformed into a snake, with its tail wrapped around the axe handle. The snake plunges into the water and wraps itself around Colwyn's chest. Torquil grits his teeth and pulls up on the axe, lifting the snake and Colwyn out of the water and depositing them on a nexus of roots.

The white cloud reappears and returns Ergo to human form, barely conscious, coughing and spitting water.

Meanwhile, the Slayers are almost upon them. The Cyclops has moved to the rear with Kegan, Oswin, and Rhu. As the Chief Slayer comes within range, the Cyclops lunges with his trident, slicing the root on which the Slayer stands and spilling him into the dark waters. Sweyn kneels to help him out.

CHIEF SLAYER

Traitor!

He stabs Sweyn in the chest, slicing through the purse of gold coins. Sweyn tumbles into the water, blood and gold pouring out of the gash in his jacket. The Chief Slayer attacks the others, wounding some, knocking several into the water - and they, in turn, attack their fellows.

The band stares in awed silence as the Slayers massacre each other. The din of battle fades; the Slayers, dead to a man, float in the water.

As Colwyn regains consciousness, the others gather round.

COLWYN

Forgive me, my friends. I saw terrible things.

TORQUIL

They do not exist, except in the waters of the Swamp, where they will remain.

EXT. OPPOSITE EDGE OF THE SWAMP - DAY

The band emerges from the Swamp, which laps at the foot of the Widow's Mountain. Ynyr faces Colwyn and Torquil.

YNYR

From here, I must go alone.

COLWYN

You will tell me her name and we will go together.

YNYR

(with peculiar emphasis)

You must never know her name.

(pause)

If more than one approaches, she will certainly kill them. Alone I may have a chance.

TORQUIL

(hand on Colwyn's shoulder)

Each to his fate, lad.

YNYR

(nods)

Each to his fate. Wait for me at the inn. If I am not back by dawn, you will know my fate, and you must go on without me.

He turns and starts up the mountain.

At the rear of the group, the Cyclops heads toward a forest, carrying Titch on his shoulder.

ERGO

Where are you going?

CYCLOPS

We'll meet you at the inn.

ERGO

(hurt)

Can't I come, too?

CYCLOPS

No.

The Cyclops moves off with Titch.

EXT. FOREST - DAY

Titch rides on the Cyclop's shoulders, straddling his neck. He holds a small crossbow at the ready.

CYCLOPS

(whispers and points)

Over there.

Titch takes aim at a great stag, bracing his arm against the top of the Cyclops's head.

INT. INN - NIGHT

Kegan, Oswin, and Rhun are downing flagons of sack and dandling pretty INN-GIRLS on their knees. Torquil eyes them enviously from the fireplace across the room, but can't bring himself to leave Colwyn, who takes no comfort from wine or women.

COLWYN

Go, join them.

TORQUIL

What kind of friend do you think I am?

COLWYN

The best. But my unhappiness is not made lighter by adding your's to it.

TORQUIL

Well, it is true that if I received a royal command I couldn't very well disobey it, could I?

COLWYN

(little smile)

Go. I command you.

TORQUIL

(grins)

Yes, my lord.

He strides across the room, seizes a pair of Inn-Girls by the waist and swings them around.

Ergo, sitting near Colwyn, stares despondently into the fire.

ERGO

Try your tricks on me and I'll turn myself back into a snake and bite you.

COLWYN

You and I will guard the fire.

ERGO

What else is left for a man without friends.

Colwyn glances out a back window and sees the body of a stag being carried past on someone's shoulders.

EXT. WIDOW'S MOUNTAIN - NIGHT

Ynyr climbs toward the hourglass opening of the Widow's cave above, lit by an eerie light from within.

INT. WIDOW'S CAVE - NIGHT

A gigantic web of crystal stretches across a vast, domed cavern, shimmering in the luminescence from below. At the center of the web is a domed cubicle, made of criss-crossed ribbons of mirror glass. Light flashes off the mirrors in such a way that it is impossible to see, through the

openings, who or what is within.

The blinding effect does not occur inside the cubicle, so that a POV SHOT from inside shows the entire web clearly. It also shows, reflected from hundreds of facets on the inside of the structure, the face of the WIDOW, the old woman who sits at the center: a hideous crone, grotesque and distorted. She sees Ynyr standing at the edge of the web.

WIDOW

(low)

Someone comes here.

She picks up an hourglass, containing only a handful of sand, and turns it to start the sand running out.

WIDOW

This is his time.

Ynyr is shouting at her from the edge of the web.

YNYR

(shouting)

I am Ynyr. I seek the Widow.

But sound does not pierce the cubicle. From inside it, one can only see his lips moving.

Ynyr steps onto the web and starts toward the center. When he's halfway across, he turns to see a giant black widow spider made of crystal, entirely translucent except for a red hourglass in the center of its crystal abdomen. As the spider approaches Ynyr and prepares to attack, the red color expands, filling the abdomen first, then spreading through the rest of the body.

Ynyr holds up his glaive. The spider stops, begins moving sideways; the redness fades. Inside the cubicle, the hourglass sand has almost run out.

The spider twitches a crystal strand, throwing Ynyr off balance and causing the glaive to fly from his hand. It sticks in a crystal strand, too far to reach. Ynyr is helpless. The spider advances, reddening.

YNYR

(desperate shout)

Lyssa!

This name has the power to pierce the soundproof cubicle: the Widow stands as she hears the name, ECHOED by the huge

cavern.

WIDOW

(calls)

Who speaks that name!

YNYR

(shouts)

Ynyr!

She watches as the spider looms over Ynyr. Then she reaches behind her and turns the hourglass, just as the last grains of sand run out. This causes the spider to back away, turning translucent again. Ynyr retrieves the glaive and makes his way to the domed cubicle.

He enters the cubicle to find the Widow facing away from him, though he can see her hideous face reflected back by the mirrors in front of her.

WIDOW

It is fifty years since I heard that name.

YNYR

It is fifty years since I spoke it to you.

WIDOW

I was beautiful then.

YNYR

The most beautiful woman in the world.

WIDOW

But you would not stay with me.

YNYR

Could not. Could not betray the girl to whom I was betrothed.

WIDOW

She was not as beautiful.

YNYR

No, she was not as beautiful.

WIDOW

She bore you many children?

YNYR

We had no children.

WIDOW

You had a son.

YNYR

(staggered)

You said nothing. You told me nothing.

WIDOW

You had left me! I kept silent out of rage.

YNYR

Where is he? My son.

WIDOW

I killed him when he was born.

(pause)

This place is my punishment.

The old man bends his head sadly. When he looks up, he sees in the mirrors that tears are coursing down the Widow's cheek. As he watches the tears, the mirrored face turns to that of a beautiful young girl. And the Widow is stunned to find that she sees the reflections as he sees them: the face of a young girl.

WIDOW

Do not try your trickery on me!

YNYR

It is no trickery.

WIDOW

Those are reflections.

(turns to face him)

This is my face!

When she starts to turn, we SEE her as old. But when she faces Ynyr, we SEE her THROUGH HIS EYES: as a young girl.

YNYR

You see?

WIDOW

(smiles)

Yes.

A REVERSE ANGLE explains her smile: she sees him as the young man who loved her.

YNYR

Memory is no trick, it is a power.
The power to see.

WIDOW

Power you have given me. What can my
power give you?

YNYR

Knowledge.

WIDOW

Of what?

YNYR

The Fortress of Krull. When will it
come near here?

WIDOW

Why must you know?

YNYR

There is a girl there. Her name is
Lyssa.

WIDOW

You lie!

YNYR

(touches her cheek)
Could I lie to you and still see
your beauty?

WIDOW

(lowers her eyes)
No.

YNYR

A young man seeks her. A young man
about the age I was when I met you.

WIDOW

Tomorrow, the Fortress of Krull will
rise with the sun in the Valley of
Reeds. But the knowledge is of no
use to you. No man has ever escaped
the Web. And soon the creature will
come for you, even here.

Ynyr touches his glaive.

WIDOW

(shakes her head)
It will not help.

YNYR

Then the other Lyssa will share your
fate. She will grow old in the
Fortress as you have grown old here.

The Widow takes a small gold hourglass from a mirrored
niche.

WIDOW

Hold out your hand.

She breaks the hourglass and pours the sand into his open
hand.

WIDOW

Those are the sands of my life. So
long as they remain in your hand,
the creature cannot harm you.

Ynyr closes his hand, but the sand trickles out through his
fingers. He tries clenching it tightly, but the sand
continues to run.

YNYR

I cannot stop the sand.

WIDOW

You cannot stop time. Go now, before
it runs out.

YNYR

You will come with me.

WIDOW

There is sand enough for only one
life. Go now, save the other.

She watches Ynyr make his way across the web toward the cave
entrance. The ANGLE is BEHIND HER, and we SEE her hands grow
gnarled and mottled, her body become that of an old woman
once again - but when we SWING AROUND IN FRONT OF HER, we
SEE that her face is still that of a young girl.

The crystal spider scuttles across the web to attack Ynyr.

But the old man holds up his clenched fist and shows the sand running from his fingers.

Stymied, the spider crouches and turns blood red. A scream of rage fills the cave.

Ynyr reaches the safety of the entrance and looks back: the blood-red spider scuttles to the center of the web and smashes open the cubicle. Ynyr looks at his hand: the sand has run out.

As the old man makes his way sadly down the mountain ...

A SHOT OF THE WIDOW

Shows her encased in a web shroud; and though her body is old, she retains, even in death, the face of a young girl.

INT. INN - NIGHT

Torquil and his men dandle INN GIRLS on their knees, laughing, leching, and guzzling. The INNKEEPER bustles about, assisted by a much-abused serving girl named VEELA, whose beauty is concealed by kerchiefed hair, frumpy clothes, and a layer of soot.

Across the room, Colwyn and Ergo sit in front of the fire, staring gloomily into the flames.

Titch comes in the back door and whispers to Torquil, who signals his men. They get up and head for the back wall, where Cyclops is swinging open a pair of large double doors.

Ergo is too glum to notice the sudden diminution of noise, but Colwyn sees Torquil and his men carrying in a giant venison pie, ten feet across and five feet high.

TITCH

(comes up to Ergo)

Ergo?

The little man hunches forward, refusing to answer.

TITCH

Sir Ergo? ... My honorable Lord

Ergo? ...

ERGO

First, you desert me, and now you mock me. Go back to your one-eyed friend.

Titch reaches out and presses the end of Ergo's nose.

ERGO

What? Now you poke me in the nose as well?

TITCH

I don't think it's working.

ERGO

Not working? This nose? This nose works day and night. This nose has never loafed an hour in its life. This nose ...

(sniffs)

What?

(sniffs again)

Impossible. This nose asleep while venison fills the air?

(seizes Titch)

Where is it, boy? Tell me where it is and I forgive you everything.

TITCH

It's right behind you.

Ergo turns and his eyes grow as big as the pie.

ERGO

(awed whisper)

A venison pie as big as a house.

CYCLOPS

A small house.

ERGO

And what do you think a small person lives in, you one-eyed fool? Leaving me here to mope while you and the boy were arranging my assassination.

TITCH

We meant only to please you.

ERGO

And do you think I'm not going to eat myself to death this very night? Huh?

The dwarf approaches the pie worshipfully.

ERGO

Look at its beauty. Look at its
grace.

TORQUIL

(holds out a knife)
Look at its insides.

ERGO

No! Not yet! Let me hug it and kiss
it a little. Let me run my fingers
over its lovely skin.

(climbs onto the pie)
Let me climb to the top and sing to
it.

He clammers up the crust and stands on top of the pie.

ERGO

Henceforth I am Lord Ergo, for now I
have an estate to rule.

He kneels and embraces the crust.

ERGO

(crooning)
Let us go then, you and I, my sweet
and hot and lovely pie ...

The crust suddenly gives way beneath him; he plunges into
the pie, disappearing completely. The onlookers laugh and
applaud. But when he doesn't reappear, they grow worried.

TITCH

(knocks on the crust)
Ergo? Are you all right?

Ergo's head pops up through the crust.

ERGO

Here lies Lord Ergo, drowned in a
venison pie. He died with a smile
and a belch, goodbye, goodbye ...

He disappears inside the pie again. The others crowd around
and begin dismembering it.

INT. INN - LATER THAT NIGHT

Colwyn and the Cyclops stand guard over sleeping robbers and

inn girls. Ergo floats half-awake in the gravy in the pie shell, a contented smile on his face. He opens his mouth and allows a piece of venison to float into it. Then he hears whimpering and peers over the edge of the crust: Titch is asleep nearby, in the throws of a nightmare.

The serving girl, Vella, is still busy cleaning up. As she passes the pie shell, she hears scrabbling and splashing, and stops to see a puppy trying to clamber out.

CYCLOPS

Lift him out.

Vella lifts out the puppy and sets it on the floor. The puppy shakes itself, then trots over to Titch. The boy hugs the puppy to his chest.

VELLA

(to Cyclops)

It's the little man called Ergo, isn't it?

CYCLOPS

Yes.

VELLA

He must care a lot for the boy.

CYCLOPS

Yes.

INNKEEPER

(coming over)

You lazy slut! I don't pay you to stand around jawing with the guests!

COLWYN

Leave her be. She's worked hard all day.

INNKEEPER

She'll work till dawn if I choose!

He cuffs the girl, knocking her to the floor, but backs away as Colwyn approaches.

COLWYN

(an order)

Her working day is over. She'll rest now.

The Innkeeper scowls, then skulks off, grumbling. Colwyn helps the girl up and sees that her ankle has been twisted by her fall. He puts an arm around her and helps her toward the stairs.

INT. CENTER OF VORTEX

Lyssa moves around the walkway, looking for escape, but all the passages leading out of the Center are blocked by red eyes.

VOICE OF THE BEAST

Have you considered?

She turns to see the gigantic red eyes in the Beast's hole.

LYSSA

I do not want your power. It is hideous.

VOICE OF THE BEAST

You know nothing of power, you foolish girl. You think power is a mighty sword, or a strong castle, or the paltry magic of an Emerald Seer. Power is none of these.

The red eyes in the hole disappear. Lyssa hears the voice behind her.

VOICE OF THE BEAST

Power is beauty.

She turns to see a Greek Adonis standing behind her. His naked body glistens with oil; he is incredibly handsome. (But his eyes are red.) She retreats. The Adonis vanishes and Lyssa feels her hand clasped gently. She turns to see a girl of her own age, smiling at her. (But her eyes are red and she speaks with the Voice of Darkness.)

VOICE OF THE BEAST

Power is friendship.

When Lyssa pulls her hand away, the girl vanishes.

VOICE OF THE BEAST

Power is joy.

Lyssa sees herself (but with red eyes) as a young mother, holding a baby and laughing.

Then she feels a hand on her cheek and turns to see Colwyn (red-eyes), smiling at her as he caresses her cheek. He speaks with the dark Voice.

VOICE OF THE BEAST

Power is desire.

She knows, from the eyes and voice, that this is not the real Colwyn. But loneliness and fear and longing are beginning to take their toll. She touches his hand, presses it against her cheek.

VELLA (OVER)

The cruelest fate is to be far from
the one you love, not knowing
whether you will ever see him again.

INT. VELLA'S ROOM - NIGHT

Vella sits dejectedly on the edge of the bed. Colwyn stands near.

VELLA

I was betrothed to a boy from my
village. We were to be married this
summer, but he traveled across the
sea and his ship was lost.

(bows her head, whispers)

They say he drowned, but I know he
is alive. I know he will come back
to me.

Moved by her grief, Colwyn sits on the bed and takes her in his arms to comfort her.

COLWYN

I know the cruelty of such a fate.

VELLA

(lifts her head)

Perhaps you think no man would
return to me.

COLWYN

I don't think that.

Vella stands and slips the kerchief from around her hair, which is long and lustrous. It tumbles loose, falling gracefully around her shoulders. She wipes the sleeve across her face and, almost magically, the smudges and dirt disappear. She steps out of her ungainly shoes, then

unfastens her ugly dress; it falls to her feet. She stands barefoot in her chemise, stunningly beautiful.

VELLA

Am I not worth returning to?

COLWYN

Yes.

VELLA

Am I not beautiful enough to be loved?

COLWYN

Yes.

VELLA

Even by you?

COLWYN

(drops his eyes)

Yes.

INT. VORTEX - NIGHT

The red-eyed Colwyn holds Lyssa's hand as he makes his proposal.

VOICE OF THE BEAST

This I tell you: our children will be princes. They will have the power of my darkness and the power of your blood. They will conquer galaxies.

Lyssa back away, shaking her head no.

VOICE OF THE BEAST

They will make you a queen. A queen of worlds uncountable.

The red-eyed Colwyn waves his hand and a stone wall cracks open.

VOICE OF THE BEAST

These are the galaxies you will rule.

Through the crack, we see galaxies moving toward us, slowly at first, then faster. We see not only the familiar galactic forms - spirals, ellipses, spheres - but shapes and colors never seen from Earth: exploding galaxies of red stars,

whirling galaxies of yellow and blue, galaxies writhing as if in pain. They move toward us, faster and faster, until they becomes blurs of light and color. Another wall cracks open.

VOICE OF THE BEAST

These are the worlds of your empire.

We see planets moving toward us: Earthlike planets of blue and green, volcanic planets spitting flame, gaseous planets, ringed planets, planets with a hundred moons. Another wall cracks open.

VOICE OF THE BEAST

These are the beings who will be your slaves.

We see crowds of living creatures, some humanoid, others with shapes never seen, prostrating themselves in obeisance, keening their pain and fear.

LYSSA

I do not want your worlds or your slaves.

VOICE OF THE BEAST

Then look!

Another wall cracks open. We see Colwyn and Vella in a close embrace.

LYSSA

It's a lie!

VOICE OF THE BEAST

These walls do not lie! He will betray you.

LYSSA

He will not!

VOICE OF THE BEAST

Then he will die!

INT. VELLA'S ROOM - INTERCUT

Colwyn and Vella in each other's arms.

VELLA

You too are lonely.

COLWYN

I ache with it.

VELLA

Let me comfort you.

COLWYN

I cannot take comfort when she has none.

VELLA

Then give me comfort. Sleep with me tonight.

COLWYN

I cannot betray my bride.

VELLA

One night is no betrayal. Have pity on me.

(begins to cry)

Please, I beg you, do not refuse me. You do not know the price.

Her tears wash the blue dye from her eyes and we see that her eyes are red.

Colwyn is in the arms of a Dark One.

COLWYN

I feel your pain, but I cannot betray her.

VELLA

You will not, then?

COLWYN

I cannot.

Vella's left hand turns into a claw. She moves it toward his neck, then stops. She begins to cry; blood-red tears run down her cheeks.

VELLA

My master told me: make him betray her; if he will not, kill him.

Colwyn steps back from her.

VELLA

(thrusts out her claw)

Yes, he is my master.

Colwyn plucks his glaive from his belt and poises it to throw.

VELLA

These talons were a heartbeat from your throat. I could have killed you in an instant.

Colwyn lowers the glaive.

VELLA

But in the hour I knew you, I loved you. That love is life for you and death for me. Remember me.

In the Vortex, Lyssa stares defiantly at the red-eyed Colwyn.

LYSSA

It is you who are betrayed.

The red-eyed Colwyn extends his left hand, which turns into a claw; the talons clutch the empty air - and in her room, Vella gasps as she is strangled.

The red-eyed Colwyn snaps his arm sideways - and Vella is flung across her room against the wall. Her body disintegrates, leaving only gray ash and an empty chemise.

COLWYN

Have faith, Lyssa. I will come.

In the Vortex, the false Colwyn has vanished. The huge red eyes have reappeared in the Beast's hole.

LYSSA

He will come for me.

VOICE OF THE BEAST (OVER)

He will not come. You will be my queen.

The eyes recede, accompanied by the heavy, slithering sound.

EXT. VALLEY OF REEDS - SUNRISE

As the twin suns edge above the horizon, the black, hulking Fortress of Krull rises majestically above the reeds.

EXT. INN - DAWN

Ynyr, having just returned from the mountain, confers with the band outside the inn.

YNYR

We must reach the Valley of Reeds before the next dawn.

TORQUIL

It's a hundred leagues from here.

COLWYN

We could reach it on fire-mares.

TORQUIL

Those beasts cannot be saddled by mortal men.

CYCLOPS

They can be saddled.

COLWYN

You have done it?

CYCLOPS

I road them often in my youth.

COLWYN

(to Torquil)
Saddles.

TORQUIL

The innkeeper.

As Colwyn and Torquil move toward the inn, Ynyr draws the Cyclops aside, glancing at the bands of white linen on his wrists.

YNYR

(low, to Cyclops)
It is dangerous for you.

CYCLOPS

It will only be a few hours. Then I will accept my fate.

EXT. MARSH - DAY

The band watches from the edge of the marsh as the Cyclops stands knee-deep in water, facing the charge of a dozen

fire-mares.

ERGO

They'll trample him to death!

YNYR

No. He will master the leader.

The fire-mares charge past the Cyclops, who disappears in a cloud of smoke and steam and spray. They wheel and charge again, circling him. He fixes his eyes on the lead mare, who pulls out of the circle and comes toward him. The Cyclops places his hand on the mare's muzzle and the horse stands quietly. The others follow suit, forming a circle around him.

EXT. MARSH - A FEW MINUTES LATER

The band is mounted, except for the Cyclops. Titch sits behind Colwyn.

ERGO

(calls)

Quell?

CYCLOPS

I cannot go with you, my friend.

COLWYN

It is today?

CYCLOPS

Yes. It is today.

The band files past him, each man reaching down to shake his hand. Ergo is next to last. His mouth works as he tries to speak, but no words come out. The Cyclops embraces him.

ERGO

My heart stays here.

CYCLOPS

And mine goes with you.

Ergo moves off, wiping his nose on his sleeve. Colwyn is last, with Titch sitting behind him.

COLWYN

(to Titch)

You're too young to come with us,
lad. Stay with our friend.

He swings the boy to the ground, then grips the Cyclops's hand.

COLWYN

Each to his fate.

CYCLOPS

Each to his fate.

The Cyclops stands beside Titch, holding the boy's hand, watching the band move off.

YNYR

(to Colwyn, as they ride)
He ran a great risk, helping us today. If he opposes his fate, his death will be terribly painful.

COLWYN

(looking back)
Let us wish him peace.

The Cyclops is sitting cross-legged on the ground, having wound a white linen headband around his forehead. Titch sits beside him.

TORQUIL

(pointing up)
We must cover a hundred leagues before sunrise.

COLWYN

(stand in his stirrups)
At the gallop!

As the mares increase their speed, their sparking hooves begin to flash, until, at full gallop, their feet and fetlocks are enveloped in flame. They thunder down the road on a carpet of fire.

EXT. RIDGE - SUNSET

In long shot, we see the fire-mares silhouetted against the darkening sky, galloping along the spine of the ridge on a thin line of flame.

EXT. FORD - NIGHT

A GATEKEEPER comes out of his hut as he hears approaching hoof-beats. A wooden gate stretches across the road, barring

the ford.

GATEKEEPER

(to himself)

If they're nobles, it'll cost 'em
gold.

The Gatekeeper's mouth drops as the fire-mares round the curve and smash through the gate, causing the stream to boil and hiss as they gallop through it. He stares at the clouds of steam that mark their passage.

GATEKEEPER

(plaintive whine)

I would've settled for silver.

EXT. LOG ROAD IN SWAMP - NIGHT

With hoofbeats audible in the distance, half a dozen THIEVES huddle on the log road, preparing an ambush.

LEADER

To your places. If they resist, show
no mercy!

The thieves kneel at the edge of the log road, weapons at the ready. The Leader stands in the middle of the road, notches an arrow, and draws his bow.

LEADER

Hold, or you are dead men!

His eyes turn to saucers as the fire-mares round the curve and bear down on him. He yelps and dives into the swamp, along with the rest of his band. The fire-mares thunder past, leaving the thieves gulping swamp-water and the log road in flames.

EXT. VALLEY OF REEDS - JUST BEFORE DAWN

The horizon shows light gray as the fire-mares streak across the valley, leaving a trail of blazing reeds.

Two dozen Slayers ride from the Fortress to oppose them.

COLWYN

(shouts to Torquil)

It's almost dawn! Flank them!

Torquil leads half the band to the right, Colwyn leads the other half to the left. They sweep past the Slayers on

either side, surrounding them with a ring of fire. The Slayers are enveloped by flames as the band reconverges and heads toward the high wall of the Fortress.

But a dismounted Slayer pierces the fiery wall, his clothes flaming, and hurls a spear at Rhun at the tail of the band. Colwyn and Torquil look back and see Rhun skewered by the spear, the point protruding from his chest. Torquil shakes his head and they continue toward the wall.

But atop the wall, hidden behind the crenellated parapet, wait another dozen Slayers with cauldrons of boiling pitch at the ready.

Colwyn reaches the bottom of the wall and swings off his mare.

COLWYN

Up the wall! Quickly!

The others dismount and follow him up the wall, which is canted back some twenty degrees from the vertical, allowing them to clamber up the stone courses. But suddenly a stream of boiling pitch pours down the wall toward them.

TORQUIL

Look out!

They dodge the hissing steam of pitch, but a second stream catches Oswin, who screams as he's enveloped by the boiling liquid.

Colwyn and Torquil look up to see a cauldron of pitch being moved into position directly above them. But Torquil points down the wall where ...

... the Cyclops is galloping along the parapet, the hooves of his fire-mare sparking against the stone. Titch stands on the saddle behind him, with a crossbow laid across his broad shoulder. The boy looses a bolt and hits one of the Slayers at the cauldron, saving Colwyn and Torquil.

The Slayers loose a hail of arrows, several of which strike the Cyclops in the chest. But he keeps coming, and Titch keeps firing bolts from behind his shoulder, felling Slayers like deer.

As the twin suns are about to rise, the Slayers overturn the great cauldron of pitch, which pours down the wall, heading straight for Colwyn ...

EXT. ARCTIC LANDSCAPE - SUNRISE

The Fortress rises out of the ice and Colwyn looks up to see the stream of pitch frozen solid, not three feet above them.

COLWYN

(shouts)

On them!

He leads the band up the wall to the parapet, where the Cyclops has dismounted and is holding off several Slayers, shielding Titch, who is still firing his deadly bolts. A brief but fierce battle disposes of the Slayers.

The band gathers around the fallen Cyclops. A dozen broken-off arrow shafts protrude from his body. He holds Ergo's small hand in one of his great paws.

CYCLOPS

(dying smile)

A man can ask nothing more than that
his death help his friends.

His hand tightens with the pain that he has brought upon himself, then his fingers open slowly. Ergo stifles a sob as the great eye closes in death.

Torquil calls Colwyn's attention to yet another group of Slayers in the distance. Colwyn leads the band across an ice bridge to a stone door encased in ice. They hack through the ice and swing open the door, which opens onto a set of stone stairs leading down.

TORQUIL

(glance toward Slayers)

I'll stay behind and keep them busy.

YNYR

It is not necessary. They will not
follow.

INT. STONE STAIRWAY - INTERCUT - DAY

The band moves down the stairs.

Above, the Slayers reach the stone door, but they're clearly reluctant to descend. One steps forward and starts down - but then hears the eerie screams of the Dark Ones below. He scurries back up and, with the others, backs away from the door.

On the stairs below, the eerie screams are deafening, echoing through the stone corridors. Ynyr leads the band, taking them down the stairs, across a landing, and down another flight of stairs.

Torquil notices mortar crumbling between the stones of the staircase.

TORQUIL

Look.

YNYR

Yes, they are weakening. It takes great power to maintain the Fortress, and they have expended much.

INT. STONE CORRIDOR

The band hurries down the corridor, pursued by dozens of red eyes.

TORQUIL

(looking back)

They're gaining on us.

(draws his sword)

We must slow them up with steel.

They are standing beneath a Romanesque arch that supports the wall.

COLWYN

(looks up at the arch)

Better stone than steel.

He draws his sword and inserts it beside the capstone of the arch, working the blade to loosen the mortar. Torquil follows his thought and begins chopping at the mortar on the other side of the capstone.

The red eyes are almost on them when they finally succeed in dislodging the capstone. They jump back as the capstone falls and the arch collapses, blocking the corridor with a wall of stone rubble.

TORQUIL

You're resourceful, my lad.

(grins)

I tell you, one year under my tutelage and I could make you the Prince of Thieves.

COLWYN

Subject to the King, no doubt.

TORQUIL

(modest bow)

Naturally.

Suddenly, a black claw bursts from the stone rubble and clutches Torquil by the neck. Colwyn quickly draws his sword and hacks off the arm, which disintegrates into gray ash.

TORQUIL

(fingering his neck)

A good thrust, my friend. Another second and there'd have been nothing between my head and shoulders but bad memories.

COLWYN

I intend to keep you alive, your majesty. So you can abdicate your throne and become my Warlord.

TORQUIL

Perhaps. If the pay is good.

Colwyn signals Ynyr, who leads the group down the corridor and then down yet another flight of stone stairs. They emerge in ...

INT. CAVERN OF AGE

A pillared cave, pitch black. We hear the rasping sound of labored breathing, as of old men close to death.

COLWYN

(calls softly)

Stay together.

They move through the cave, weapons at the ready. A feeble voice calls out.

OLD TORQUIL

Torquil ...

Torquil turns to see a wizened, hollow-eyed old man: himself at the end of his life.

OLD TORQUIL

Do not let this happen, Torquil.

A PRIESTESS OF YOUTH steps out from behind a pillar: she is eighteen, wearing a transparent garment that shows the stunning beauty of her young body. She holds a golden goblet containing a rainbow-colored liquid.

PRIESTESS

It need not happen, Torquil. Drink the rainbow. It is youth.

She reaches behind the pillar and takes the hand of YOUNG TORQUIL, pulling him into view: it is Torquil as he was at eighteen.

PRIESTESS

It is your youth, Torquil.

YNYR

(touches Torquil)

This is the Cavern of Age. Touch nothing, take nothing, or the future will be plunged into your heart.

Torquil shudders as he looks at the old man he will become, horrified by the gaping face of his own future. Colwyn takes his arm and gently pulls him away. But the Priestess of Youth slips ahead, appearing again with the Young Torquil, this time in passionate embrace. As she caresses the youth, she holds out the goblet to Torquil.

PRIESTESS

Drink the rainbow, Torquil. Youth is yours. I am yours. Take me, Torquil.

COLWYN

(guiding him past)

She lies, my friend.

Now it is Ergo's turn to confront the future. He sees himself as an old man, bald and shrunken, at the edge of death.

OLD ERGO

Ergo, save yourself. Save yourself from this.

>From behind a pillar appears a FAIRY PRIESTESS OF YOUTH, golden-haired, beautiful, holding a gold goblet. She tilts the goblet and pours some of the rainbow liquid into her hand.

FAIRY PRIESTESS

(holds out her cupped hand)
Drink from my hand, Ergo. I can save
you.

Ergo starts toward her, but Titch grabs his arm.

TITCH

(yanking him back)
Ergo!

Ergo allows himself to be pulled along, gazing back
wistfully.

ERGO

Oh, she was so beautiful - and I was
so ugly.

TITCH

Would you desert your friends?

ERGO

(shaking himself out of it)
No, no. I'm with you, boy.

Bringing up the rear of the group is Kegan. He looks to the
side and gasps in horror as he sees himself at age eighty,
writhing on the floor, wracked by the pain of a horrible
last illness.

OLD KEGAN

(gasping)
Disease and pain, Kegan. This is
your future.

A PRIESTESS OF YOUTH appears. She is very young, perhaps
fifteen, with the kind of beauty that makes a man catch his
breath. She holds out the goblet, her face full of
compassion and concern.

VERY YOUNG PRIESTESS

(pleading with him)
Oh please, Kegan, don't let this
happen. Come to me as you were.

A YOUNG KEGAN steps out beside her. He is sixteen, a golden
youth.

VERY YOUNG PRIESTESS

Come to me young, Kegan.

She steps forward, moving very close to him.

VERY YOUNG PRIESTESS

(whispers)

Your youth is in the goblet, come to
me in the rainbow.

No mortal man could resist her. She holds the goblet to his
lips and he drinks.

TORQUIL

(sees him and shouts)

Kegan!

YNYR

It is too late. He has drunk.

The Priestess embraces Kegan. As they kiss, a rainbow arches
down and envelopes them in its multi-colored light. But the
colors soon fade and the rainbow becomes an arc of white
light, growing brighter and more intense. In the blinding
light, the Priestess begins to age, turning old before our
eyes, as does Kegan himself.

The others watch, frozen in horror, as Kegan struggles to
escape her embrace. But she clutches him with bony fingers,
pressing her wrinkled mouth to his. They topple to the
floor, writhing in each other's arms, their skin turning to
parchment. The writhing stops. Two skeletons lie on the
floor, locked in fatal embrace, the white bones shimmering
in the arc of light.

As the others continue through the cave, Ergo takes Titch's
hand and places it on his arm.

ERGO

Keep a tight hold, boy, in case I
get any more crazy ideas.

INT. OUTER WALL OF VORTEX

The band approaches the curving bloodstone wall of the
Vortex. Great circular openings in the wall indicate the
terminal of the Arms.

YNYR

(to Colwyn)

They will hold Lyssa in the Center
of the Vortex, the place of the
Beast, where its power is greatest.
No man can match it there. Lyssa

must try to move toward us. For as
we enter the Vortex and move closer
...

COLWYN

(waits, then finishes the
sentence)

The Beast will kill her.

YNYR

Yes. To keep her from you. But now
that we are inside the Fortress, you
will be able to contact her.

Colwyn kneels on the floor, elbow on knee, bending his
forehead against his hand in concentration.

COLWYN (OVER)

Lyssa ...

INT. CENTER OF VORTEX - INTERCUT

Lyssa is halfway up the spiraled wall of the Vortex, midway
between the Beast's hole below and the passage above - all
of which are guarded by red eyes.

LYSSA (OVER)

Colwyn ...

COLWYN (OVER)

You must move away from the Center.

LYSSA (OVER)

All the passages are guarded.

YNYR

(hand on Colwyn's shoulder)

She must make a glaive.

COLWYN (OVER)

Lyssa, your bracelets. Bend them
straight and cross them.

Lyssa removes a pair of gold bracelets from her arm, bends
them straight, and forms a cross.

COLWYN (OVER)

Now grip them in your hand.

She wraps her fingers around the intersection of the cross,
converting the bracelets into a kind of homemade glaive.

COLWYN (OVER)
Will your power outward.

LYSSA (OVER)
I don't know how.

COLWYN (OVER)
You have the power. Will it.

As Lyssa frowns in concentration, her glaive begins to glow.

LYSSA (OVER)
Yes. I can do it.

YNYR
(to Colwyn)
West.

COLWYN (OVER)
Take the western passage.

LYSSA (OVER)
All directions are the same here.

YNYR
(to Colwyn)
The spiral begins in the west.

COLWYN (OVER)
Where the spiral begins.

Lyssa looks up to where the spiral begins.

LYSSA (OVER)
Yes.

COLWYN (OVER)
Move quickly. We are coming for you.
We are in the Fortress.

LYSSA (OVER)
(as she smiles)
I knew you would come.

At the outer wall, the band is midway between two of the Arms. Ynyr looks from one to the other, then chooses the one on the left.

And in the Center, Lyssa must make a similar choice, for the spiral begins midway between two of the Arms. She also

chooses the one on the left. She holds the shining glaive in front of her as she moves into the Arm and we hear the scrape of talons and the gutturals of frustration as the red eyes are forced to retreat before it.

INT. FIRST ARM OF VORTEX

The band moves down the curving Arm, toward the Center.

INT. SECOND ARM OF VORTEX

Lyssa moves out the adjacent Arm, away from the Center. She holds her glaive in front of her, forcing back the red eyes.

INT. CENTER OF VORTEX

The huge red eyes of the Beast rise toward the top of its hole. We hear a hideous scream of rage as the Beast discovers Lyssa gone.

We do not actually see it emerge from its hole, but we see the reaction of the lesser Dark Ones guarding the passages: they shrink in fear, fleeing up the passages as the Beast climbs out of its hole and up the side of the spiral funnel.

As the Beast moves into the west passage, we catch a glimpse of one taloned foot: it is so large that the mind can't conceive of a living creature this huge. It leaves behind a trail of black mud mixed with fragments of a bizarre seaweed: dark red, with spiral leaves.

INT. SECOND ARM OF VORTEX

Lyssa glances back fearfully as she hears the Beast coming up the Arm.

LYSSA

Colwyn. Where are you, Colwyn?

INT. FIRST ARM OF VORTEX

Ynyr leads the band down the Arm.

YNYR

(worried)

We should have reached her by now.

Colwyn stops, furrows his brow in concentration.

COLWYN (OVER)

Lyssa ...

LYSSA (OVER)
(breathing hard)
Come quickly, Colwyn. I can see the
eyes of the Beast.

Colwyn turns toward the right-hand wall of the passage.

COLWYN (OVER)
Lyssa, touch the wall of your
passage.

Lyssa presses her hand against the wall behind her.

COLWYN
(runs to the wall)
She's on the other side of this
wall. I can feel it!

YNYR
(covers his eyes)
I chose the wrong passage.

COLWYN
She can see the Beast!

YNYR
Use your sword.

COLWYN
What use is my sword? I can't reach
her!

YNYR
(points to wall)
Cut. Cut!

Colwyn stares at him for a moment, then unsheathes his sword, grips it with both hands, and swings it at the stone wall. The blade strikes the stone with a spine-shivering clang. He swings again - another clang. But on his third swing, the blade bites into the rock, sinking to a depth of several inches.

On the next swing, the blade penetrates deep into the rock, and on the next, it slices all the way through, tearing loose chunks of stone. Colwyn swings the sword back and forth like a scythe, cutting his way through the solid rock, spraying fragments behind him.

In the other passage, Lyssa presses herself against the

wall, watching the Beast's eyes come closer. Suddenly, a chunk of rock bursts out of the wall near her as Colwyn cuts through. He seizes her arm and pulls her through the hole, into the adjacent passage.

Ynyr lays a hand on Colwyn's shoulder as he embraces Lyssa.

YNYR

You must move quickly. The Beast will stop at nothing now.

COLWYN

(divines his intention)
You're coming with us.

YNYR

(shakes his head no)
It is my fate to die in the Fortress.

COLWYN

No! You cannot know that!

YNYR

I can. Because I choose it.

COLWYN

(imperious)
I forbid you!

Ynyr smiles indulgently. Colwyn shrugs in embarrassment.

COLWYN

I didn't mean it that way. But you cannot stay.

Ynyr takes Colwyn and Lyssa by the arm and moves up the passage.

YNYR

You cannot stay. You must both escape the Fortress or else this world is doomed.

INT. OTHER ARM OF VORTEX

The Beast moves toward the hole in the passage wall.

RESUME - COLWYN ET. AL.

They hear the Beast tearing at the stone wall, enlarging the

hole to allow it to pass through. Ynyr nudges Colwyn and Lyssa up the passage.

YNYR

Go now.

(turns to Torquil)

Quell was wise. He knew that a man cannot ask more of his death than it help his friends.

TORQUIL

(sadly, grips his hand)

That is true.

The wet-eyed Ergo is too choked with emotion to approach the old man. Ynyr lays a hand on Titch's head.

YNYR

(smiles)

Take care of Ergo.

TITCH

Yes, sir.

The five move up the passage.

COLWYN

Quickly, or he will waste his life for nothing.

They increase their pace. Ynyr watches them until they disappear, then backs slowly up the passage.

A section of wall explodes inward as the Beast tears his way through. Ynyr sees the red eyes and places a hand on his glaive.

YNYR

You and I were destined to meet, my friend.

He flings his glaive, which flies to a point ten feet in front of him and hangs in midair, glowing.

YNYR

And I am not so old that I can be swatted like a fly.

He thrusts his hand forward - the glaive leaps toward the Beast, giving off a blinding light. The Beast roars and retreats.

YNYR

No, not so old as that, my black beauty.

Now the red eyes narrow as the Beast focuses its power on the glaive. The weapon is pushed backwards, slowly but surely.

YNYR

Yes, you will have to attack me directly to kill me. I will cost you power, my dark friend. Much power.

He thrusts his hand out and the glaive leaps forward - but only a few feet this time. The Beast's power stops it, then continues to push it back toward the old man. He holds out his clenched fist and stops the glaive about five feet in front of him. The Beast's power is so tremendous, however, that the arms of the weapon begin bending backward.

Suddenly, one of the horizontal arms snaps off and flies toward Ynyr, grazing his shoulder. He staggers back, but manages to hold the glaive steady. The other horizontal arm snaps off and buries itself in his chest. He goes down on one knee but continues to hold the glaive steady, though the weapon is now reduced to its vertical axis.

Finally, his strength gives out. He drops his arm. The vertical blade spins toward him and pierces his throat. The beast moves past his crumpled body, up the passage.

INT. VERY WIDE STAIRCASE

The five make their way up the staircase to a landing. As Torquil starts up the next flight, Colwyn calls him back.

COLWYN

We must find a smaller passage, where it cannot follow.

They move down a corridor to ...

INT. DODECAHEDRON

They look around in confusion at the doors in each of the twelve sides of the huge room.

TORQUIL

Which one?

LYSSA

Where is the Fortress?

COLWYN

In the Arctic ice.

LYSSA

(points to door)

That way. I can feel the cold.

They move to the door, which opens onto a long stairway leading up. At the top, we can see snow blowing past the opening.

COLWYN

(pointing up)

She's right. Look.

They hear the Beast coming closer and start up the long stairway.

INT. LONG STAIRWAY - NIGHT

As the five make their way upward, a terrible noise from below makes them stop and look back: the Beast is tearing away the rock, enlarging the passage to follow them. They quicken their pace.

Along the stairs are small piles of fine powder: the mortar between the stones is crumbling and trickling down the walls.

EXT. FORTRESS - NIGHT

The five emerge from the staircase and make their way across the Arctic landscape, toward the outer wall. Colwyn looks back and sees the Beast tearing its way out of the Fortress.

COLWYN

Make for the wall. I'll catch up.

TORQUIL

Colwyn, don't be a fool. You can't do battle with that thing.

COLWYN

There's no way to outrun it. You know that. This is what Ynyr was preparing me for. It's what he died for.

LYSSA

You'll be killed.

TORQUIL

Don't worry. I'll tap him on the head with my sword hilt if I have to.

COLWYN

(quietly, but with iron authority)

You'll lead the others to the wall as I tell you. Now.

Torquil bows to Colwyn's authority; he leads the others toward the wall. Colwyn pulls off his hauberk, useless in this battle, and faces the Beast in his tunic. The wind whips the thin cloth as he advances across the ice to where the Beast waits, obscured by the thickly falling snow.

Suddenly, a gigantic chunk of ice flies straight at him. He raises his hand and the ice shatters, streaking past him harmlessly.

Now he begins to concentrate, focusing his power until his body gleams - then shimmers - then bursts into flame with tongues of white fire leaping from his body as if it had been doused in gasoline. The flame is under his power; it doesn't harm him, nor does it melt the snow he walks on. It only harms when he wills it - as when he sees a patch of Dark Ones approaching from the side. He sweeps his arm toward them and an arc of flames rolls across the ice like a wave, washing over them and leaving their charred bodies writhing in the snow.

The Beast is moving back and forth in an area of ice ridges and hummocks, dimly visible through the heavy snowfall. Near it is a stone tower, some fifty feet high. The tower is suddenly lifted from the ground and hurled at Colwyn. He makes a downward chop with his hand and the tower splits in the middle, the two pieces flying past on either side of him.

COLWYN

I am no feeble old man for you to crush with two blows.

(moves forward, grim-faced)

This is for that old man.

He sweeps his arm toward the Beast and an arc of flame rolls across the ice. As the Beast sidesteps, the flaming arc

slices off the top of an ice hummock, leaving the flat surface boiling and steaming from the heat.

Colwyn presses forward, driven by grief and rage. He launches a second arc of flame, one end of which catches the Beast's side. The Beast roars with pain and retreats, driven back by Colwyn's power. He launches a third arc, and this one strikes the Beast's head, staggering it.

The Beast is wounded now: one of its huge eyes is swollen half shut, the skin around it badly charred. Enraged, the Beast counterattacks. Huge projectiles streak toward Colwyn: first come blocks of ice, then great fragments of stone. Finally, the stone fragments begin to burn, screaming through the air like meteors.

The projectiles shatter against Colwyn's protective shield of flame, but the force of repeated impact drives him backward. Small fragments of ice and stone actually pierce the shield, tearing his tunic, cutting his skin. He is bleeding from several flesh wounds and his forehead is burned by a fragment of flaming rock.

But the Beast's power is not infinite. The hail of projectiles slows, then stops. Colwyn resumes his advance. He chops his arm downward: we hear a sharp crack and an ice hummock EXPLODES near the Beast. He chops again and an ice ridge EXPLODES, leaving a deep crack in the ice. The Beast hurls another projectile, but Colwyn brushes it aside as if it were a mosquito and sweeps an arc of flame at the Beast to back it off.

Then he resumes chopping with his arm: crack followed closely on crack as the ice around the Beast is sliced and shattered by Colwyn's power. The section of ice on which the Beast stands suddenly drops a foot or so. The Beast hurls a final projectile, then Colwyn cracks the ice again. We hear a deep RUMBLE and a huge section of ice collapses, falling into the depths of the Fortress, carrying the Beast with it.

Watching from a distance, Torquil sees the exhausted Colwyn staggering on the ice, barely able to stand.

TORQUIL

(to the others)

I'll get him. Make for the wall.

Torquil heads for Colwyn. Ergo pushes Lyssa and Titch toward the wall.

ERGO

Quickly, quickly to the wall.

But Ergo himself turns around and follows Torquil to where Colwyn is stumbling on the ice. Dark Ones flit between the ice hummocks, converging on them.

As Torquil helps Colwyn toward the wall, Ergo forms a rear guard, armed with butcher knives from his voluminous coat. As Dark Ones lunge out of the swirling snow, the little man faces them fearlessly, hurling his knives with deadly aim to protect his friends: one creature falls with a knife between the eyes, another with a knife in the neck, a third pierced through the heart.

They reach the parapet, where Torquil and Lyssa help Colwyn over the wall. The five clamber down the face of the wall and Torquil is about to jump off onto the icy ground.

COLWYN

(points to horizon)

Wait!

The two suns are about to come up. They remain on the wall - except for Ergo, who slips on a sheet of ice and slides toward the ground. Titch reaches out and grabs his hand, holding him on the wall, though Ergo's legs are buried in snow up to the knees.

EXT. FOREST VALLEY - SUNRISE

Clinging to the wall, the five look out on a green valley. Ergo's legs are still buried to the knees, but in the ground. The stones of the wall are shifting. The Fortress is collapsing.

COLWYN

(jumps to the ground)

Away from the wall!

Torquil and Colwyn haul Ergo out of the ground and move away from the wall.

They watch the Fortress crumble.

COLWYN

It's a fitting monument for Ynyr and Quell and the others.

The Fortress sinks from sight, leaving a green valley in its place.

LYSSA

That's a better one.

COLWYN

Yes.

They make their way across the glen, Colwyn and Lyssa with arms around each other, Titch riding on Torquil's shoulder, and the Ergo-puppy riding on Titch's.

LYSSA

(looks around)

Where's Ergo?

Titch hands her the Ergo-puppy, who licks her face. She laughs and sets the puppy down. It runs in front of them, frisking.

PEASANT FAMILIES come out of the forest and join them. Children chase the puppy through the grass.

FADE OUT.

THE END