

THE GUARDIANS OF GA'HOOLE

by

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based on Books 1-3 of "The Guardians of Ga'Hoole"  
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(NOTE: The early part of the movie is more stylized, more impressionistic than the rest -- as a legend being told by Noctus.)

BC 01 WHITENESS

BC 01

The white seems to be rushing -- in motion -- and we begin to make out little speckles of black and brown mixed into it... and soon the whiteness separates to reveal feathers.

The feathers are in flight, rustling in the wind -- we're above a lattice of owls, flying through the sky...

NOCTUS (V.O.)

It happened in the old ages. Well before I was a hatchling. They called themselves the 'pure ones' and they led a crusade against us. Their aim was to take control of the owl kingdoms...

SUPERIMPOSE: a MAP (with an owlish aesthetic) shows the spread of the forces of the Pure Ones spreading across the Owl lands.

NOCTUS (V.O.)

... and their methods were harsh and unyielding.

A lonely, wounded OWL looks up from his scorched hollow. He sees the skies fill with owls -- Pure Ones -- massing en route to a battle, and retreats deeper inside...

NOCTUS (V.O.)

What they didn't take, they burned to the ground; and those they couldn't enslave, they destroyed. Owls, the noblest of the birds, found themselves humbled and, soon, in despair. One by one, their lands were subjugated...

Slave owls work tilling for the Pure Ones, building their great edifices...

NOCTUS (V.O.)

Owls' feathers were torn out, wings clipped. Those who surrendered became... earthbound.

(MORE)

(CONTINUED)

NOCTUS (V.O.) (CONT'D)

All would have been lost to the pure ones but for a different band of owls who rose from the mists of the Sea of Hoolemere and from the Great Tree itself.

The Ga'Hoole tree, glorious, taking up its own small island. From its mists emerge the GUARDIANS, a formation of owls in battle finery, each leaping into flight off each of the tree's limbs. (Their feathers were in the opening image.)

NOCTUS (V.O.)

A group of warriors who had sworn an oath to make strong the weak, to mend the broken, to vanquish the evil...

SUPERIMPOSE: THE GUARDIANS OF GA'HOOLE

The Guardians fly over ocean and forests, their leader -- LYZE OF KIEL -- in front...

NOCTUS (V.O.)

... the Guardians. They followed their leader, Lyze of Kiel, to meet the Pure Ones, and their leader, Surtr, in a great battle, above the rocky coastline of the Northern Kingdom.

The Pure Ones come into sight. Their leader -- SURTR -- is a whiskered screech owl in full battle paraphernalia.

The GUARDIANS wait and bank...

War. The sky darkens as feathers and claws crush together.

NOCTUS (V.O.)

The two sides fought fiercely -- the Guardians, at least, with honor...

Wherever we look, the Pure Ones seem to be getting the advantage, unafraid to use their Battle Claws in the most brutal of ways...

NOCTUS (V.O.)

But Surtr's men were great in number. And the Pure Ones seemed to gain the advantage.

(MORE)

(CONTINUED)

NOCTUS (V.O.) (CONT'D)

(beat)

The battle grew desperate, and the Guardians' eyes turned to Lyze, and his fight with Surtr...

Lyze is engaged in claw to claw combat with Surtr.

They HIT each other full force -- Battle Claws interlocking with a stream of SPARKS.

Lyze is much smaller but holds his own. Surtr gets a Battle Claw free, SLASHES at Lyze's right foot, and Lyze's Battle Claw FLIES INTO THE AIR and STICKS into a piece of rocky cliff.

Seeing this gives the Pure Ones impetus to push forward...

Lyze disengages -- two claws of his natural talon sliced off with his Battle Claw. His flying is affected, and he wavers...

Surtr banks around to attack Lyze once more, preparing to go in for the kill.

Lyze flies lamely and Surtr DIVES down, trying to slice the top of Lyze's neck -- but at the last possible moment Lyze FLIPS OVER on his back, thrusts his good Battle Claw right into Surtr's face. Surtr SCREECHES as his helmet falls, his face sliced open by Lyze's Battle Claw. His wings fold into his body, and he drops like a stone, SCREECHING in anguish as he disappears into the clouds.

NOCTUS (V.O.)

Shall I stop?

The morning sunlight shines on three young Barn Owls looking up at their father, NOCTUS.

SOREN, the middle owlet, and his sister, EGLANTINE, a downy hatchling, SHAKE their heads vigorously; they want more story. Their older brother, KLUDD, looks skeptical and bored.

SOREN

What?

NOCTUS

I don't want to give you daymares.

(CONTINUED)

MARELLA

(gently)

Then for goodness' sake, why not tell them the end of the story?

KLUDD

Because we know how it ends. We've heard it a thousand times. It's all Soren ever wants to hear.

EGLANTINE

... I do, too.

NESTING AREA

\*

A SLIGHTLY DIFFERENT ANGLE ON the hollow as MRS. PLITHIVER, the family's blind nurse-snake, straightens out the nests for the owlet's beds. She listens with sympathetic concern for Kludd, as Noctus talks.

\*

\*

\*

\*

MRS. PLITHIVER

\*

(to herself)

\*

Oh, young owls and their stories...

\*

\*

BACK TO SCENE

\*

KLUDD

The Guardians win, la la la, they go home.

\*

NOCTUS

If the Guardians hadn't won, boy, we'd all be slaves to the Pure Ones. Because they won, we're free.

KLUDD

To listen to silly stories.

NOCTUS

... if you're scared, Kludd, there's no shame in it.

KLUDD

How can I be scared by something that never happened?

SOREN

It happened.

(CONTINUED)

NOCTUS

My father told me this story and his father told him. And above all I feel it in my gizzard.

KLUDD

I don't.

SOREN

I do.

EGLANTINE

(echoing)

So do I.

Mrs. Plithiver, sensing that Noctus is growing concerned, slithers out. \*

MRS. PLITHIVER \*

Kludd, the forest is large. All creatures need to make their path through it together! \*

KLUDD \*

Snakes don't have gizzards. \*

MRS. PLITHIVER \*

We snakes have our ways, too. \*

NOCTUS \*

A gizzard is an owl's most important asset. It tells us which way's north; it tells us which way's home. Through our gizzards, the voices of the ages whisper to us. And tell us what's right. \*

KLUDD \*

I know what's right. I won't be my gizzard's slave. And I won't be a slave to the 'voices of the ages'... \*

MARELLA \*

Noctus? Let's find a happy note to end on. It's almost first-light and we need mice. \*

Noctus and Marella leave. Mrs. Plithiver slithers over to help tuck the children in tighter. \*

MRS. PLITHIVER \*

Oh, your father loved that story when he was a hatchling, Soren. \*

(MORE) \*

(CONTINUED)

FL 01 CONTINUED:

FL 01

MRS. PLITHIVER (CONT'D)

I used to read it to him every  
night!

\*  
\*

KLUDD

How could you read it? You can't  
even see?

\*  
\*  
\*

MRS. PLITHIVER

(firmly)

I could see the truth of it!

(completely kindly)

But those are enough stories.

It's time for young owls to roost!

\*  
\*  
\*  
\*  
\*  
\*

Mrs. Plithiver kisses and "hugs" them for a moment,  
wrapping herself around them (she moves, as if she knows  
their shapes) -- and then she slides off their nests,  
Mrs. Plithiver, arthritic, CRICKS for a moment before un-  
kinking herself.

\*  
\*  
\*  
\*  
\*

MRS. PLITHIVER

The moss and down are extra soft  
for you, Eglantine.

\*  
\*  
\*

As she goes back to her part of the hollow, Kludd looks  
at the whole scene with impatience, bordering on  
contempt.

\*  
\*  
\*  
\*

FL 06 EXT. TREE BRANCH - MOMENTS LATER

FL 06 \*

Noctus and Marella pause for a moment on the branch  
outside their hollow.

MARELLA

Noctus, if he doesn't want to hear  
the story, stop telling it to him!  
It's only making him more  
frustrated --

\*  
\*

NOCTUS

I want him to understand. An owl  
without a gizzard...

MARELLA

He has one. But he's losing his  
down... and maybe now just isn't  
the time.

NOCTUS

Now is precisely the time... I  
feel as if something's wrong in  
the forest.

(CONTINUED)

MARELLA

What do you mean?

NOCTUS

... just my gizzard. But I want them to be prepared... and I'm worried. What kind of owl will Kludd be?

Marella gets Noctus' attention.

MARELLA

Noctus -- he'll be a fine owl.

Noctus takes heart. In tandem, they leap off the branch and launch into flight --

And we REVEAL the expanse of the forest. It's late summer, heading into the very beginning of autumn.

Noctus and Marella fly down to the ground, where they silently and swiftly pick a mouse up, as they fly further afield...

The younger owls are supposed to be sleeping, standing in their down-and-moss lined nests, heads dipped into their wings. Dappled sunlight filters through the branches, and reflects in their trough of water.

EGLANTINE

(whispers)

Soren! What happened next?

Soren has a book nearby to consult.

\*

SOREN

(whispers)

You remember, Lyze striking the final blow, sending Surtr spiraling to his death.

EGLANTINE

Yes, I remember.

SOREN

Well, once the 'pure ones' were vanquished, peace returned to the land and Lyze led the victorious Guardians home across the Sea of Hoole'mere and back to the Great Tree...

KLUDD

Soren, we know. You've drawn it on our wall and we've heard the story a thousand times.

Soren looks a little abashed... we TURN TO the hollow wall, and reveal the story has indeed been etched in naive owlish hand.

The reflected, dappled light almost makes the pictures come to life...

KLUDD

You have a soft head, Soren. Think about something real like flying or hunting.

SOREN

(hurt)  
... I do.

KLUDD

Prove it.

SOREN

How?

KLUDD

Just spend one day not thinking about the Guardians, for a change. Think about real things instead.

SOREN

... I'll try.

But Soren looks crushed.

EGLANTINE

(whispers)  
Soren, Da say it's in your nature to think of better things.

SOREN

I know. But maybe Kludd's right.

Eglantine goes to sleep. Soren, troubled, stays awake.

Outside, Noctus teaches Kludd to branch.

Kludd hops from branch to branch. He's quiet in the air, but not graceful: each time he lands, it's with an audible CRUNCH. He has the skill but no finesse.

\*

(CONTINUED)

NOCTUS

Kludd, owls make the best hunters  
for one reason alone --

KLUDD

I know, their silent flight.

NOCTUS

Not just in flight: in landing,  
too.

KLUDD

It doesn't matter. By the time I  
have my claws out --

NOCTUS

The mice will have run away. And  
you and your hatchlings'll go  
hungry.

Kludd focuses, angrily, and tries again.

FL 05 INT. TREE HOLLOW - NEXT NIGHT

FL 05

Soren and Eglantine are playing. Soren jumps INTO FRAME,  
channeling his father as Lyze.

SOREN

Surtr, I've given you every  
chance.

Eglantine is dressed as Surtr, but she doesn't reply.

SOREN

(trying again)  
Surtr, I've given you every  
chance.

EGLANTINE

You told me I'd be Lyze!

SOREN

Next go. Alright?

EGLANTINE

I trust you wouldn't lie to --  
Surtr!

Eglantine "strikes" -- but Soren strikes back, cutting  
off her play-beak, which is made of a curled leaf.

EGLANTINE

My beak!

(CONTINUED)

MRS. PLITHIVER  
 (sounding crisp)  
 Soren!

SOREN  
 Oh -- we were only playing, Mrs.  
 Plithiver.

MRS. PLITHIVER  
 But aren't you supposed to be  
 branching?

SOREN  
 Da said, not till there was a  
 gibbous moon.

MRS. PLITHIVER  
 Soren... isn't there a gibbous  
 moon?

Soren rushes to take off his armor and go out...

Kludd and Noctus are branching together. Kludd makes a  
 poor and noisy landing.

NOCTUS  
 Kludd. You have strength, but in  
 branching, you need grace, too.

Kludd looks frustrated.

NOCTUS  
 Don't worry. You'll get there.

Soren rushes up towards them.

NOCTUS  
 Well, young Guardian, I don't  
 think your first branching lesson  
 will be that dangerous.

Noctus gently takes the helmet off, and Soren's not a  
 little abashed.

NOCTUS  
 (to Soren)  
 Let's give your brother a rest.  
 (beat)  
 Now, don't worry how much noise  
 you make in the beginning. I'm  
 here to catch you if you --

Soren leaps to the next branch -- flying and landing silently, much better than Kludd. Soren glances back up to his father. Noctus looks proud.

NOCTUS

Well done!

Kludd looks at Soren with cold fury and, frustrated, leaps -- ambitiously, but Kludd snaps the branch he lands on. It falls to the forest floor.

NOCTUS

Kludd. Land first, then wrap your talons gently --

KLUDD

I know.

SOREN

It helps when I picture where I'm going to land --

KLUDD

I don't need your help.

Soren's momentarily hurt. Then he branches again. He loves this -- it's what he's been waiting for.

NOCTUS

You're doing very well, Soren.

KLUDD

(whispers)  
Beginner's luck.

SOREN

Can we come with you on the hunt?

NOCTUS

Not tonight.

Noctus and Marella acknowledge one another as she comes out to join him.

NOCTUS

But... when the time comes, at least you have the helmet for it.

Noctus hands the helmet back to Soren, who's lost interest in it now -- it's not flying. Noctus puts a wing on Kludd's shoulder, to try and cheer him up.

FL 02 CONTINUED:

FL 02

NOCTUS

Kludd, look after your brother and sister tonight while your mother and I are hunting, alright? They look up to you.

Kludd nods, proud Noctus has given him this responsibility.

NOCTUS

And don't worry about your branching. You just have to trust your gizzard and you'll grasp it.

Kludd shrinks. His parents watch him go inside and make sure the owlets are safe, before flying off...

FL 03 HOLLOW - MOMENTS LATER

FL 03

Soren comes back in to see Eglantine, dressed as Lyze and waiting to play.

EGLANTINE

Surtr -- are you ready to be sent to your doom?

SOREN

Oh... I'm tired of playing games, Eglantine. Wait till you --

Then Soren sees how disappointed Eglantine looks. He picks up the claw and pretends he's been playing all along.

SOREN

... you fool! To trust Surtr!

While they're playing, Eglantine looks surprised, shocked.

EGLANTINE

Ow!

SOREN

Eglantine, are you alright?

Mrs. Plithiver senses what's happening, and comes over to help.

MRS. PLITHIVER

Oh, it's alright, dear... if it wants to come out, let it!

(CONTINUED)

Soon, out of Eglantine's beak comes -- a small lumpen thing. Eglantine looks at it in horror. She stares for a moment.

EGLANTINE

... what is it?

MRS. PLITHIVER

It's your first pellet!

EGLANTINE

(horrified)

... there'll be more?

MRS. PLITHIVER

Of course! You know your brothers have them...

EGLANTINE

I just thought they were disgusting.

SOREN

(good-natured  
teasing)

Don't you recognize it, Eg? It was the mouse you ate! Its fur and bones, anyway.

Eglantine starts to cry.

MRS. PLITHIVER

You know, Eg... I think I've kept the boys' first pellets. I might even have your father's first. Maybe you'd like to see them?... Now where did I put those?

SOREN/KLUDD

(embarrassed)

No...!

But it stops Eglantine's tears. Cheekily, she nods and Mrs. Plithiver takes her to the back of the hollow.

MRS. PLITHIVER

Come on, then!

Soren waits for a moment until Mrs. P. is safely out of earshot. He looks back to the branches and, excited, whispers.

SOREN

Kludd?

(CONTINUED)

KLUDD

What?

SOREN

Want to go out and try some more  
branching?

Kludd is impressed and quite delighted by this.

KLUDD

(leading him on)  
But Da told us to stay in...

SOREN

I know, but the sooner we can fly,  
the sooner we'll be owls. You  
said I should stop playing games?

KLUDD

Yes. I did.

Kludd spreads out his wing to Soren -- after you.

FC 01 EXT. BRANCHES - MOMENTS LATER

FC 01

Kludd branches -- CRUNCH. Again, Soren branches over,  
landing gracefully.

SOREN

Could I just show you how?

KLUDD

Alright...

SOREN

Take a deep breath. Put your  
wings back, lean forward... feel  
the air, and picture how your  
talons'll curl around the branch,  
quietly --

KLUDD

(overlapping,  
increasingly  
resentful)  
Alright, alright, alright!

Kludd shoves Soren -- annoyed, but not expecting he will  
fall.

As Soren falls he opens his wings, knocking Kludd back,  
who falls too...

FC 02 EXT. THE GROUND - MOMENTS LATER

FC 02

... they both hit the ground, lifting themselves up with some difficulty.

KLUDD

... very quiet. Thank you for showing me.

The forest looks very different on the ground than it does in the hollow -- full of menace and strange shadows.

SOREN

Kludd -- we have to get home.

KLUDD

How?

Soren looks up the trunk of tree. It's a long, long way up to the hollow.

SOREN

Mrs. P...!

KLUDD

Quiet!

SOREN

Why?

KLUDD

There are strange things down here. Not just mice...

Soren lowers his voice.

SOREN

If we can fly to that branch, we could climb our way up?

Soren tries to fly -- he flaps his wings, but it just exhausts him. Kludd doesn't even try.

KLUDD

Maybe if we wait, the Guardians'll save us and take us to the Ga...

There's a NOISE. Soren and Kludd glance around. What was that? Before they have time to respond --

A TASMANIAN DEVIL leaps out of the underbrush and charges right for Kludd, fangs bared.

Kludd runs, but the Tasmanian Devil is much faster. It has him in his paws in an instant.

(CONTINUED)

FC 02 CONTINUED:

FC 02

Soren jumps on the Tasmanian Devil's back, CLAWING and PECKING at it with all his might. The distraction is enough for the Devil to let go of Kludd and go after Soren.

Kludd doesn't return the favor -- he scurries away to tend to his wound. Soren desperately tries to avoid the Tasmanian Devil's teeth.

And then, just as it looks like Soren is going to be a Tasmanian Devil's dinner, we hear a tremendous SCREECH -- making the Devil turn its head. And out of the sky --

A GREATER SOOTY OWL

SWOOPS down from the moonlit sky, and quickly attacks the Devil with its BATTLE CLAWS.

WIDER

The Devil DROPS Soren and defends itself.

Soren jumps back onto his talons and watches the Sooty Owl battle the Devil, beak agape.

Soren and Kludd are mesmerized and don't hear two other owls -- JATT AND JUTT -- silently flying towards them until they're in their shadow, and it's too late.

They lift Soren and Kludd up into the air. \*

Kludd now bears a scar on his cheek, from where the Devil clawed him. \*  
\*

JA 01 JATT AND JUTT

JA 01

are bullies -- not unfunny bullies, but still.

SOREN \*

... where are you taking us?

JUTT

To a home. Just not your old home.

JATT

We'll take better care of you than your parents did. Letting you play down in the muck like that.

SOREN

Who --

(CONTINUED)

JUTT

That's enough questions now.

JATT

Yes. Quite enough.

JUTT

No more whats. No more whys.

JATT

No more wh's at all.

KLUDD

(shakes and twists to  
get out)

Put us down then --

Jutt angles Kludd's head to look at the distance to the ground.

JUTT

... really?

Kludd shuts up.

JATT

Good owlet.

Soren tries to look for landmarks -- boulders, unusual trees, anything to guide the way home?

Soren looks back towards his home... it's receding, until finally it's no bigger than a dot... and then it's invisible. For a moment, Kludd and Soren are united in their fear.

We RISE OVER a desert. Our owlets are joined by other owls holding other kidnapped owlets...

One of the new owls comes right next to Jutt -- GRIMBLE, a long-suffering servant, a bit more humane than the others: the Ray Winstone of owls. Nevertheless, he's a large owl, and commands respect.

\*  
\*

At the same time Soren notices a baby Elf Owl (not a Tyto) in the owl's talons. This is GYLFIE. She's tiny, only 5 inches long, with brownish-grey plumage and large, bright-yellow eyes. She looks terrified.

JUTT

Grimble!

(CONTINUED)

GRIMBLE

... Jutt.

JUTT

Grimble...

(sniggers)

I don't want to alarm you, friend,  
but...

(can't stop laughing)

Looks like you dropped your owl!

GRIMBLE

I'm holding it, Jutt. A desert  
owl. They're small.

JATT

Sure it's not a hairy snail?

JUTT

Or a pellet? Wait, it blinked! A  
blinking pellet! Amazing!

Grimble looks at Jutt -- his stare is enough to shut him  
up. Soren and Gylfie are close enough to speak.

\*  
\*

GYLFIE

Did they bring you from the  
forest?

SOREN

And you from the desert...?

Gylfie nods.

GYLFIE

Who are they?

SOREN

It's so strange... it reminds me  
of a story my Da told.

KLUDD

Of course it does.

SOREN

It can't be, though...

GYLFIE

I'm Gylfie.

SOREN

I'm Soren. And this is my  
brother, Kludd --

(CONTINUED)

JA 03 CONTINUED:

JA 03

JUTT

Stop talking!

Soren looks ahead. He sees...

FROM HIS POV

They're heading for an ominous series of cracks in the earth -- a labyrinth of jagged canyons, deep ravines and scraggy trenches. It's awe-inspiring, and it's supposed to be.

BACK TO SCENE

The formation banks and heads for one of the larger canyons, where a plume of smoke emanates from some unknown source deep within the crevice.

JA 04 EXT. ABOVE THE CREVICE - NIGHT

JA 04

The formation passes through two tusk-like rock formations. On top of each tusk, SENTRIES -- Sooty Owls -- stand watch. \*

The formation flies toward an edifice carved into the face of the canyon, midway up (like Petra, Jordan for owls). It looks ancient: worn from centuries of weather.

They're flown inside...

AA 01 INT. ST. AEGOLIUS - MOMENTS LATER

AA 01

... and we SWOOP IN WITH them.

Soren takes in what's around him -- it's like a Dickensian orphanage. Soren, Gylfie and the other owlets in their formation are DROPPED, landing among other owlets, all of them trying to understand where they are and what's going on around them. \*

Soren stands, wing back aggressively, looking to strike back at Jutt -- but Jutt's gone. \*

SOREN

Gylfie? Kludd?

It's chaos. Soren makes his way through the crowd -- and so does Gylfie -- until they find one another. \*

(CONTINUED)

GYLFIE

What on earth are they doing?

Soren just shakes his head. He has no idea.

They're toward the back of the crowd of owlets, and watch as Jatt and Jutt move through the crowd, pointing the non-Tyto owlets to a little area in front of a doorway:

JATT

Go over there and wait! You'll be a picker...

JUTT

You're a picker, too! Go with him!

Some owlets panic and cry. Soren sees Jatt and Jutt reach a Tyto and say...

JATT

You'll be a soldier! Over there, if you will!

Soren realizes the Tytos and non-Tytos are being separated, just as Grimble stands on a platform and takes charge.

GRIMBLE

Quiet! You owlets have been brought to St. Aegolius! You'll be sorted! For your own good! Some will be pickers, some will be soldiers. But, in their ways, all will help serve the Pure Ones!

GYLFIE

(cries out)  
We don't want to serve the Pure Ones!

OTHER OWLETS

Let us go! (etc.)

GRIMBLE

I said, be quiet!

This shuts them up for a moment.

Jatt and Jutt keep sorting, getting closer to Gylfie and Soren -- Jatt beams when he pushes through two non-Tytos to reveal a Tyto, ASGEIR.

(CONTINUED)

JATT

You pickers -- clear a path for  
this soldier!

(to Asgeir)

Over there, if you please.

Asgeir makes his way to the little gathering area to join  
the other Tyto.

As Asgeir walks there, he manages to push past Kludd  
quite aggressively (Kludd hasn't been sorted yet, though  
he can see how this is going.)

SOREN

(to Gylfie)

We'll stay together. Alright?

She nods, just before -- Jutt finds his way to Gylfie.

JUTT

Look who it is! The talking  
pellet!

JATT

... it's the talking pellet.

GYLFIE

I want to go home.

JUTT

You'll be back at home -- as a  
picker!

GYLFIE

No!

She doesn't move. Jutt and Jatt try to manhandle  
Gylfie -- Soren gets in his way.

SOREN

Leave her alone!

JATT

Hush, owlet. You'll be a soldier!

SOREN

A soldier! And fight for what?  
No, I want to stay with my friend!

GYLFIE

Let us go!

(CONTINUED)

WHOOSH. Everyone looks up when they hear the sound of owl wings being deliberately flapped together -- and all activity stops at the sound of owl wings (deliberately) beating... Soren, Gylfie, Kludd and everyone else looks up to see --

NYRA. She glides overhead, flies through the assembled owlets, spreading her wings to show her amazing plumage and making a great entrance -- the Vanessa Redgrave of owls.

NYRA

Oh!

(flaps, majestically)

This is a sorry group. A scruffy group...

Jutt, Jatt and the others look abashed. They're all in thrall to her.

NYRA

Is there any one among them who is pure? I can barely see them! Oh, it's lost. The glorious cause is lost! The high Tyto will be very disappointed.

(beat)

And yet... and yet, you are here, our charges. I am Nyra, and I am sorry if your flight was rough! But here, orphans, you will find succor! You'll find relief! This is your home. And we will --

GYLFIE

We're not orphans!

SOREN

She's right! We aren't orphans. Let us go!

Nyra, irritated, flaps her wings and flies over to confront Gylfie.

NYRA

What is this?

(to Soren)

Tyto, don't waste your time, don't soil your feathers --

SOREN

She's my friend. Leave her be!

NYRA

Oh! A spirited little Tyto! How touching! You and your patch of felt will stay together, then...

Soren looks relieved.

NYRA

(bellows)  
As pickers!

The guards move them along.

NYRA

(to Soren)  
Perhaps when you remember your nobility, Tyto, we can make a soldier of you... until then, this misplaced concern of yours is merely offensive.

SOREN

I want to stay with my brother, too.

NYRA

Oh? Where's he?

SOREN

Kludd...!

He raises a wing and sees Kludd in the distance. Nyra swoops over towards him...

NYRA

Owlet! That one says you're his brother. Is that true?

Kludd makes eye contact with Soren and then, very deliberately, turns so his back is to him.

Soren can't believe it, but he's shoved along.

Nyra sizes Kludd up and raises her wing at him, approvingly.

NYRA

There is a soldier.

Kludd is guided towards the other Tyto-soldiers.

\*

AA 02 INT. PICKERS' PASSAGEWAY - LATER

AA 02

Gylfie looks to Soren as they march down the line for pickers. The owls around him do look much scruffier than he does; only he has some requisite nobility. It's an eerie scene.

GYLFIE

I think I got you in trouble.

SOREN

... no, I think 'trouble' began some time ago.

GYLFIE

What is this place?

SOREN

In Da's stories, the 'pure ones' stole children and made them slaves...

GYLFIE

Who?

SOREN

The Pure Ones. They needed slave power to take the owl territories... I thought it all stopped a long time ago.

They pass a moon-blinked owl, with a heavy basket on his back. He almost knocks Soren over.

SOREN

Hey...

But the owl keeps walking.

SOREN

What's wrong with him?

GYLFIE

He looks like he's been moon-blinked.

SOREN

What's that?

GYLFIE

Oh, if you'd grown up in the desert, you'd know. You should never sleep right under the moon.

(CONTINUED)

SOREN

Why would you? It's not natural!

GYLFI

It isn't. But sometimes in the desert, owls get exhausted and they end up collapsed under it. But when they wake up, something's wrong with their gizzard... and they've forgotten who they are.

Just as Gylfie finishes saying this, they reach...

MB 01 EXT. GLAUCIDIUM TWO - SAME TIME

MB 01

An open-air box canyon filled with hundreds of owlets of various breeds, colors and sizes, most lit by the warm, reddish light of a moon slightly fuller than it was the last time we saw it. Soren and Gylfie are among them.

Jutt and Jatt (among other guards) guide the owlets inside. They're trying to sound gentler, conciliatory.

JATT

Come in, owls, come in. It's been a long journey, and now it's time to rest!

They both fly and walk through the crowd.

JUTT

Yes, rest, all of you! Stand straight! Your heads up!

JATT

All up!

SOREN

No! You have to let us go. Let us out!

Quite a few of the other owlets nod and hoot in agreement.

ST. AEGOLIUS OWLET

Yes! Let us out!

JATT

Alright. But sleep first, and then tomorrow --

SOREN

Don't sleep!

(CONTINUED)

MB 01 CONTINUED:

MB 01

Jatt flies over and raises a wing to strike Soren and Gylfie -- it's Grimble who restrains him.

\*  
\*

GRIMBLE

It's alright, Jatt. I brought her in. I'll take care of her now, too.

\*  
\*  
\*

Jatt backs down, but huffily.

\*

JATT

Brought her in? Yeah, that's right, no vole for you. I brought the Tyto. Not my fault if he's soft in the head and wants to be in here.

\*  
\*  
\*  
\*  
\*

GRIMBLE

No, very true, Jatt.

\*  
\*

Jatt gives Soren a little shove, and then goes back to supervise the others.

\*  
\*

JATT

Put your heads back, owlets! Your beaks up! Turn your faces to the light of the glorious moon!

As they settle in, a few owlets look up -- and soon all the others join in. Grimble watches Soren and Gylfie for one more moment -- with a kind of focused menace -- withdraws.

\*  
\*  
\*

Gylfie directs Soren towards a spot under an overhang. It shades him, and he shades Gylfie.

\*

SOREN

... is this alright?

GYLFIE

And at least it's not full yet.

But guards are at the edges -- he pushes the owlets on the fringes closer to the center. He pushes Soren and Gylfie closer to the center, too.

Still, they manage to angle their faces away.

GYLFIE

Soren... why did they call us orphans?

SOREN

I don't know, Gylfie. Maybe they don't know what it means.

(CONTINUED)

MB 01 CONTINUED:

MB 01

Nonetheless, Gylfie looks saddened.

SOREN

Think about something else,  
Gylfie. Alright? Think about  
flying. How good it'll feel once  
we've learned.

Gylfie nods, trying.

SOREN

Think about where you'll go.

Jutt pokes in. Soren lowers his voice even more but  
keeps going.

SOREN

Think about how the air'll feel  
ruffling your feathers and running  
over your beak. With your claws  
tucked neatly underneath you...

GYLFIE

(charmed)  
You've given it a lot of thought.

Soren and Gylfie quieten down -- but stand closer to one  
another, to feel each other's warmth.

MB 03 SAME SCENE - LATER

MB 03

The moon completes its arc in the lightening sky. The  
owls are moved onwards from their places in the  
glaucidium.

JUTT

Alright, owlets. That's enough  
rest.

As they're marched out, Soren notices the other owlets --  
even the one who cried to be let out before -- look  
slower, less like themselves, Zombies.

Soren glances around everywhere, to see if there's some  
way out, but all he sees for now are levels and levels of  
rocky plateaus and ledges, all watched and guarded.

WP 08 INT. PASSAGEWAY - DAY

WP 08

The pickers are guided deeper into the Pelletorium and  
shuttled down a passageway deep inside. Soren and Gylfie  
are the only owls who haven't been moonblinked.

(CONTINUED)

A weird sound starts to echo up, into the passageway.  
Right before the passageway opens up to the Pelletorium:

SOREN  
(whispers to Gylfie)  
What's that noise?

GYLFIE  
I don't think I want to find out.

They reach the end of the passageway, and it opens out  
to...

PELLETORIUM - CONTINUOUS ACTION

Where they see a box canyon, filled with ledges.  
Standing on the ledges, hundreds of owls bob their heads  
up and down over thousands of owls' pellets. This is the  
source of the SOUND -- even weirder and sharper up close,  
as all these owls pick, pick, pick...

WP 01 PELLETORIUM LEDGE - MOMENTS LATER

WP 01

Soren and Gylfie march forward... Gylfie gets a fix on  
what they're treading on.

GYLFIE  
Pellets. Other owls' pellets.

SOREN  
... maybe it'd have been better if  
we were moonblinked.

PELLETORIUM LEDGE - MOMENTS LATER

At their station, Soren and Gylfie's boss is KLUMP --  
Cockney, greedy-seeming.

KLUMP  
I am Klump and it is my honor to  
guide you in this glorious  
Pelletorium! These marvellous  
pellets come from all over the owl  
kingdoms! We go through them, and  
we pick and we sort... and we  
separate for the Lord High Tyto!  
(gesturing to Soren,  
come forward)  
You! You've a nice strong beak, a  
leader's beak -- why don't you  
show 'em?

\*  
\*  
\*  
\*  
\*

(CONTINUED)

Soren, leery, approaches Klump -- she kicks him, so his face goes into the pellets.

KLUMP

Tell 'em, what do you feel?

SOREN

(sickened)

Teeth... bones...

KLUMP

Ah, yes. Those go over here...

(beat)

And feathers and fur go... over there...

Not too far away, a moonblinked owl picks up a Fleck, a little glowing piece of metal. There is some excitement. Klump goes over to take it, and bring it back.

KLUMP

But what you must take care to  
separate... oh, such care you must  
take...

\*  
\*  
\*

She brings it back in her talon.

KLUMP

Are these! Our Lord the High Tyto  
seeks these glorious Flecks!

\*

SOREN

Who is the Lord High Tyto? Is he  
here?

KLUMP

Wait. Was that... a question?

Klump comes closer, threateningly.

KLUMP

Well. One more night under the  
moon should put a stop to that.

(to Soren)

Take it, Tyto... and put it there.  
You all see where the Flecks  
belong?

(swivels her head  
around, so all the  
owlets can see)

You're all watching?

Klump points Soren towards the ledge. Soren carries it to...

WP 04 THE LEDGE

WP 04

Where there sits a scale, one side holding a small pile of Flecks in a leather pouch, the other with bones to measure the weight, operated by an old, gold-hued BAT.

Soren hands the Fleck to the bat, who takes it in his gnarled and disgusting hand, and places it on the scale.

This Fleck does the trick and levels the scale.

Being so close to this quantity of Flecks makes Soren reel.

The bat shoos him away, and emits a high-pitched sound. Another BAT flies in from above. It swoops down and takes the pouch of Flecks into the air, and out of the Pelletorium...

The bat dives into --

#### ANOTHER CAVERN

Where other bats are sorting Flecks by size. We FOLLOW a fruitbat as it takes a completed sack of Flecks and flies off with it -- as more Bats return with empty sacks, from wherever it is they take them.

The sky's filled with them, and we get a sense of the vastness of the operation.

#### BACK TO SCENE

Soren shakes off the effects of having been close to the Flecks and recovers himself.

GYLFIE

What happened?

SOREN

I felt... strange.

GYLFIE

After what we saw, I'd be worried if you didn't...

SOREN

No, the Flecks made me feel --

GYLFIE

Dizzy?

(CONTINUED)

WP 04 CONTINUED:

WP 04

SOREN

More than that. \*

Soren casts a glance back towards the sorting room and the Flecks, trying to work out what the Flecks do, before going back to pecking.

TS 01 INT. NYRA'S CHAMBERS - SAME TIME

TS 01

A HIGH ANGLE ON the Pelletorium, irised around the edges -- we are LOOKING DOWN THROUGH a circle cut into the floor. \*

WIDER ANGLE

The hole is carved into the floor of a chamber that's relatively luxurious by owl standards. It's decorated with tapestries woven from the fur and feathers salvaged from the pellets.

Nyra, Kludd, and the Tytos Nyra designated "soldiers" are looking down from their perches at the poor owlets in the Pelletorium.

NYRA

You see. The lower species have their uses...

(smiles)

As slaves. As workers. For too long, they have taken what's ours. Clogged our skies. Choked our lands. Well, don't worry. We'll take their feathers soon enough -- feathers they don't deserve.

The Tyto soldiers nod in agreement, particularly Kludd.

NYRA

They think they were taken. You know you were chosen.

(beat)

Rise.

Kludd and the others rise as best they can, shakily, into the air. Nyra is already teaching them how to fly.

NYRA

Higher!

The Tyto owlets all fly up, desperate to please her. Kludd, through sheer force of will, raises himself up even further.

(CONTINUED)

TS 01 CONTINUED:

TS 01

PELLETORIUM - SAME TIME

Nyra's voice echoes down here.

NYRA (O.S.)

Higher!

Soren glances up from his picking for just an instant. He catches sight of Kludd trying to fly. Gylfie sees the wistfulness in Soren's look.

WP 06 INT. PASSAGEWAY - LATER

WP 06

Their day's picking done, Soren and Gylfie march back up to the Glaucidium with the other pickers. Soren stretches his wings.

GYLFIE

Soren, I know we said we'd stick together. But you shouldn't have to stay down here with me. You could be flying with the other Tytos.

SOREN

We will stay together, Gylfie. And we'll leave together.

GYLFIE

The only way out's to fly, though.

SOREN

Then we'll learn. Every moment they're not watching, we'll stretch our wings...

GYLFIE

When aren't they watching us, though?

INT. GLAUCIDIUM - NIGHT

Soren and Gylfie are tired from working. They've wearily found their place, and are trying to avoid the moonlight.

SOREN

(whispers)  
Gylfie...

He moves: keep stretching.

SOREN

Just keep stretching.

(CONTINUED)

GYLFIE

I have to sleep.

(beat)

We both will, eventually.

SOREN

But not yet. Stretch!

Gylfie takes heart from Soren, and stretches her wings back, quite far (the guards seem to be paying less attention, now that most of the owls are moonblinked).

GRIMBLE (O.S.)

What do you think you're doing?

Soren and Gylfie look up to see Grimble, looming over them. He looks furious. Soren and Gylfie are scared. \*

GYLFIE

Now, you'll get what you deserve. \*

JATT

Grimble! What are you doing? \*

GRIMBLE

I'm taking 'em to Nyra.

Jatt grins -- good idea! \*

EC 01 INT. PASSAGEWAY - NIGHT

EC 01

Grimble marches Soren and Gylfie. But they're not going up higher, where Nyra's chambers are. They're going deeper into the maze of St. Aegolius -- towards the back of the complex but higher. They happen to be passing a guard. \*

SOREN

(afraid, stammers)

What do -- \*

Grimble shoves them. \*

GRIMBLE

Quiet! \*

They reach his quarters. Grimble shows them inside and they see the place is filled with ropes and ledges carved into the rock.

GYLFIE

... what's this place? \*

(CONTINUED)

EC 01 CONTINUED:

EC 01

GRIMBLE  
 (quietly, now, but  
 still with some  
 menace)  
 Get inside... and stop asking  
 questions.

\*  
\*  
\*  
\*  
\*

EC 02 INT. GRIMBLE'S QUARTERS - CONTINUOUS ACTION

EC 02

\*

Grimble's cavernous rooms show signs of being more  
 civilized than the Pure Ones. There are moldering books  
 strewn around, some of which Grimble's tried to arrange  
 in some order -- he's making an effort.

\*

Grimble makes sure it's private in here, which makes the  
 owlets even more afraid.

\*  
\*

GRIMBLE  
 Owlets.

\*  
\*

GYLFIE  
 (all her courage)  
 The Pure Ones won't be happy if  
 you don't let us get back to the  
 Pelletorium!

\*  
\*  
\*  
\*  
\*

GRIMBLE  
 No... and they won't be happy if I  
 teach you to fly, either.

\*  
\*  
\*

SOREN  
 (amazed)  
 Fly?

\*  
\*  
\*

Grimble flies around the room, adjusting things, getting  
 it ready for their lesson.

\*  
\*

GRIMBLE  
 It's been getting worse, here. I  
 told myself, if any came who were  
 smart enough to resist, I'd help  
 them. You did. So it's time I  
 did my bit.

\*  
\*  
\*  
\*  
\*  
\*

Grimble helps put Soren and Gylfie onto a rope to perch.

\*

SOREN  
 Was this a library? Da told me  
 about the Guardians' Chronicles,  
 with all the wisdom of the owl  
 kingdoms...

\*  
\*  
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\*  
\*

(CONTINUED)

GRIMBLE

This was a library. The Pure Ones took what they needed when they found this place, and pulped the rest...

(beat)

Alright! Stretch your wings back, little ones, as far as they can go. Have you flown at all before?

SOREN

I've been branching with my father.

Grimble lifts himself into the air and flies back and up a few feet.

GRIMBLE

Well. Branching is leaping downwards on a tree. To fly means you have to lift yourself up.

Grimble gestures, come to me. Soren and Gylfie flutter, but after a moment, both fall to the ground.

Grimble sets them back into the wall, his manner gentle.

GRIMBLE

You must keep your strokes powerful and consistent. Not just flutter!

SOREN

We have to learn before we're moonblinked.

GRIMBLE

Well. In two days' time, a new intake's coming. A large one. They'll be busy taking 'em in. That's your chance -- I know a way out of the canyon that's not as watched.

GYLFIE

Is two days enough time to learn?

GRIMBLE

It'll have to be.

Soren and Gylfie try flying across the room to Grimble again. Soren almost makes it -- and then peters out halfway. Gylfie doesn't even make it that far.

(CONTINUED)

SOREN

Even if we can fly, how'll we get home?

\*  
\*

GRIMBLE

How'll you get home? What would the great fliers do? What would Lyze of Kiel do? Close your eyes, Soren, and tell me which way you'll go.

\*  
\*  
\*  
\*

Gylfie and Soren are almost surprised when, unconsciously, viscerally, their gizzards move them to point true north. And then in a FLICKER MONTAGE almost too fast for us and for Soren to grasp each image, we --

-- SOAR OVER treetops -- fly PAST the edges of Tyto forest, and INTO plains, a landscape we haven't seen yet.

-- see flashes of OWLS we haven't met yet (majestic snowy owls, like Barran and Boron; and then we see a gnarled old thing that looks more like tree than owl -- Ezylyrb).

-- SOAR OVER the surface of the Sea of Hoole'mere, the water churning with whitecaps, fog rolling over its surface.

-- And finally, for the briefest moment, we see the Ga'Hoole Tree.

It's all too fast to process. It leaves Soren more disoriented than anything else.

SOREN

I saw...

GRIMBLE

See? Your gizzard knows your way home.

Soren's still a bit stunned by what he saw, but Grimble puts them back up.

TM 01 INT. ST. AEGOLIUS - GRAND HALL - SAME TIME

TM 01

Nyra takes a small, delicate songbird out of a wicker cage. She holds it in her talons and -- displays it to the Tyto owlets -- including Kludd -- who are her audience.

NYRA

Let's see how much you've improved.

(MORE)

(CONTINUED)

TM 01 CONTINUED:

TM 01

NYRA (CONT'D)

Let's see if you've earned your place among the chosen. The best of you, the fittest and the most brilliant, will be presented to the High Tyto.

(beat)

Now, rise.

Kludd and the others hover upwards -- better, this time, though it's still more of a struggle for the others.

NYRA

Stay...

Some fall. Most manage to stay up, though. Kludd manages to fly higher than the others.

Nyra makes a show of being impressed. She flies up, bringing the songbird with her, squirming more now. As Nyra flies, she reveals more of a long hall, like an abandoned cathedral. Columns dot it.

The bird certainly sees the window at the end of the hall. Nyra lets it go -- and it flies with all its might.

Kludd and the other Tyto owlets wait for a moment.

NYRA

... well?

TM 02 ANOTHER ANGLE

TM 02

The owlets realize they're to catch it. They fly ferociously, frantically flying over each other as they make their way through it. Nyra hovers to watch. The race comes down to Kludd and Asgeir, who bumped him earlier -- and Kludd finally, and dirtily, triumphs, grabbing the bird in his talons.

\*  
\*  
\*  
\*

TM 03 ANOTHER ANGLE

TM 03

Kludd brings it back and presents it to Nyra, who demurs -- all his.

\*  
\*

NYRA

Well done. The High Tyto will be most pleased by your progress.

Kludd squeezes.

(CONTINUED)

TM 03 CONTINUED:

TM 03

NYRA

Tell me, does your brother have similar potential as a flier?

KLUDD

(sly)

Soren? No. He was wounded as a hatchling. He's lame.

NYRA

(amused)

Oh, owlet. You mustn't confuse praise for license. Don't lie to me.

Kludd smiles, glad to be caught out lying. A perverse current passes between Nyra and Kludd.

NYRA

For the High Tyto we need as many strong fliers as we can find. Come. We'll tell him together what rewards there are for those who recognize their true family.

TM 04 INT. GLAUCIDIUM - LATER

TM 04

Jatt and Jutt are pushing more owlets into place --

JATT

Your necks straight, I said. Look up!

-- when Nyra, trailed by Kludd, swoops in, looking for Soren, and Jatt and Jutt shrink into themselves.

NYRA

Where is that Tyto? If he's not in here, I hope you haven't sent him to have his wings plucked?

JUTT

(trembling)

No, ma'am. Grimble said...

EC 07 INT. GRIMBLE'S QUARTERS - EARLY MORNING

EC 07

Soren looks grave, Gylfie disappointed. They're back on the ledge carved into Grimble's wall, across the room from the window.

(CONTINUED)

GYLFIE

It's not a matter of trying. My wings just aren't long enough yet.

GRIMBLE

They said Lyze of Kiel's wings were short, but that didn't stop him, did it?

SOREN

How do you know about Lyze?

GRIMBLE

What owl worth that name doesn't? I used to tell my owlets stories of Lyze.

SOREN

(confused)  
They're not here, though?

GRIMBLE

No. There was a famine in the West, where I'm from. I needed to provide for my family. What Nyra and them said made sense... then.

SOREN

What did they say?

GRIMBLE

That we'd make a world without want.

GYLFIE

(gently)  
I'm sure you'll see your family again.

Grimble cuts the moment short -- perhaps his family's no longer alive; perhaps, he just wants to use their time, redeem himself by helping them get out.

GRIMBLE

We've got one more night. At least you should be able to glide by then.

SOREN

Couldn't you fly us out, Grimble?

GRIMBLE

No. If they noticed I was gone --

(CONTINUED)

NYRA (O.S.)  
 What would happen then?

They turn to see NYRA at the door. Kludd is behind her, but hangs back.

GRIMBLE  
 (to the owlets)  
 Go now -- !

Before Grimble has a chance to put them on the window ledge, Nyra SCREECHES and attacks. She's possessed -- she uses her talons, her beak, every ounce of her energy. Grimble keeps her busy -- a surprisingly ferocious fighter, himself.

Soren and Gylfie flap, lift off -- and make it across the room to the window ledge.

Once they're on it, the enormity of the canyon becomes clear. Deep down -- it's pitch black.

Grimble is using all his strength and skill to stop Nyra from getting at Soren and Gylfie. As they fight they knock over an oil lamp, which sets some of Grimble's papers on fire. Kludd cowers at the door -- never having seen anything like this.

NYRA  
 Would you wound your queen,  
 Grimble?

Grimble slashes.

Soren and Gylfie may not be ready to fly, but it's now or never. They have no choice -- and teeter for a second before launching themselves into...

Soren and Gylfie are terrified. They flap their wings... harder... then harder. They lose altitude...

GYLFIE  
 Soren!

SOREN  
 Come on, Gylfie. Flap!

Gylfie does, and she rises.

EC 03 CONTINUED:

EC 03

## GRIMBLE'S QUARTERS

Grimble is losing. Nyra gets ready to strike the death blow. Grimble breathes heavily as he drags himself along the far wall (near the window). She sees that the owlets are gone and SCREECHES --

## VARIOUS SHOTS

Around St. Aegolius, various sentries (wearing battle claws) respond to her alarm...

## GRIMBLE'S QUARTERS

Nyra charges. As she does, Grimble wraps his wings around her and becomes a deadweight, so they fall out the window, together...

EC 05 THE AIR

EC 05

Grimble and Nyra plummet deep into the canyon. Even as Grimble's life ebbs away, he holds on tight to Nyra.

The owl sentries, all wearing battle claws, arrive, but their instinct is to protect their queen. Instead of chasing Soren and Gylfie, they swarm Nyra and Grimble -- as Grimble intended.

## NYRA

(as Grimble smothers  
her voice)

Follow the owlets! Follow -- !

## THE AIR

Soren and Gylfie, their lives depending on it, struggle against the powerful cross-currents, but fly as fast as they can.

## THE CANYON

Nyra finally heaves Grimble off and, rising, she flies after Soren and Gylfie, surrounded by a phalanx of sentries...

## THE AIR

Soren looks back. Nyra's gaining and, even wounded, she's formidable.

(CONTINUED)

SOREN

Gylfie -- just look forward.

A current blows them across the sky.

Soren gets his bearings as best he can -- and takes them towards an adjoining canyon filled with tall spires...

EXT. SPIRE CANYON - CONTINUOUS ACTION

As they fly through this canyon, full of needle-like stone spires, Soren and Gylfie come together, move apart ... they move into the densest area of rocky spires...

Nyra and the sentries follow -- they fly up to an altitude higher than Soren's so they can get a better view...

As Soren and Gylfie enter an area with more rocky overhangs, Soren realizes if they enter one they'll be invisible to Nyra...

SOREN

Gylfie!

Ahead of Soren and Gylfie, the canyon turns more boxy -- with a rocky overhang, walls on either side. Soren sees something: for just a fraction of a second, it's as if the air goes three-dimensional -- like Jell-O. He sees it getting sucked into a point deep in the box canyon.

\*  
\*

SOREN

Gylfie -- there!

GYLFIE

(worried)

Soren? Where?

SOREN

The air tunnel!

Gylfie shakes her head -- she doesn't see it.

SOREN

Follow me. Alright?

Soren gestures -- this way -- and he and Gylfie fly through an almost impossibly narrow kind of tunnel in the stone...

\*  
\*  
\*

Soren falls -- then flies -- but Gylfie just tumbles. She's small enough to mostly make it, but she nicks her foot against the stone.

\*  
\*  
\*

(CONTINUED)

EC 05 CONTINUED:

EC 05

The honeycombed rock make it impossible for Nyra to follow.

\*  
\*

NYRA

\*

is furious. But she sees there's no way forward. Grimble got her quite well. She flies back to St. Aegolius to tend to her wounds.

\*  
\*  
\*

EC 06 EXT. THE OTHER SIDE OF THE CANYON - CONTINUOUS ACTION

EC 06

Soren and Gylfie plummet out of the narrow rocky tunnel and practically shoot into the clouds. Soren glances back and above, anxiously. They move deeper into the fog.

\*

SOREN

We need to find a place to hide.

GYLFIE

I just can't see where we are.

Moving through the fog is a strange sensation -- almost like swimming, it's so viscous.

\*  
\*

SOREN

... does it feel the way you thought it would, under the moon?

\*

Gylfie shakes her head.

\*

And then they're pushed upward, and emerge to skim through the sky, along the top of cloud. This is real, exhilarating flight.

\*  
\*  
\*

KR 01 INT. ST. AEGOLIUS - NYRA'S QUARTERS - MORNING

KR 01

Kludd cowers before Nyra as a nurse-owl tends to her wound. She doesn't raise her voice. She's merely "disappointed."

\*  
\*  
\*

NYRA

Weak, and afraid! I might have been killed. What kind of soldier are you? I'll hardly present you to the High Tyto, now!

\*  
\*  
\*  
\*  
\*

Kludd bows his head in shame.

\*

(CONTINUED)

KR 01 CONTINUED:

KR 01

NYRA

Did you forget? An owl who turns  
his back on his breed is no  
brother to you!

KLUDD

What if I replaced the Tyto I  
lost?

NYRA

(intrigued)  
... how?

KLUDD

If I do, will you present me to  
the High Tyto then?

NYRA

I'll tell you, if you don't,  
you'll be blunting your beak on  
pellets.

FY 03 EXT. MARSHLANDS - NIGHT

FY 03 \*

Now the clouds have finished, Soren and Gylfie find  
themselves in an eerie landscape, neither forest nor  
desert -- a marshland, prone to flooding.

SOREN

Do you see anywhere to rest?

GYLFIE

Sometimes in the desert we have  
floods, but... this looks very  
different from that.

SOREN

Are you hungry?

GYLFIE

Why?

SOREN

I think I see a snack!

Soren sees a cricket on a reed -- his hunting instincts  
kick in and he flies down toward it, trying to guide his  
landing -- he moves shakily, but catches it in his talon,  
using what he learned in branching with his father.

DIGGER (O.S.)

Hey!

(CONTINUED)

Soren comes face to face with DIGGER, a burrowing owl, quick on his feet, wide-eyed and jittery from his hard-scrabble existence here, who rushes out from his concealed burrow, from which he's been watching his prey.

DIGGER

Oh! Nice hunting, to catch a cricket that's already been caught!

SOREN

You hadn't caught it.

DIGGER

I was very close! I'd been following it for --

(seeing Gylfie approaching)

An ambush? Well -- I bet you didn't count on this!

Soren braces as if Digger's going to attack. But he suddenly digs, and ends up in a little burrow. Soren is not as impressed as Digger thought he'd be. Soren peers into the burrow and offers the cricket "back."

SOREN

We didn't mean to take your cricket. We were just looking for a place to hide and rest.

DIGGER

(twitchy)

Yes -- well, we all need that out here. You could join me and my friend?

SOREN

Thank you. In the ground?

DIGGER

No, no!

Digger rushes towards a tree, brushing off the dirt as he goes. He seems alive to everything on the ground, a totally different way of seeing to Soren and Gylfie, who follow.

DIGGER

It's been so long since we've had an audience. It's fantastic! I mean quests!

FY 03 CONTINUED:

FY 03

Digger reaches a baobab tree and scampers into his hollow, at a surprising pace -- over-attuned to the dangers around him, he reacts to SENTRIES approaching in the distance.

SOREN

Quickly -- that's who we need to hide from.

Digger bustles Soren and Gylfie into his hollow...

FY 04 INT. DIGGER'S HOLLOW - MOMENTS LATER

FY 04

It's strange inside, built for two very different-sized owls. It's leaky, but it is shelter, of a kind. Whenever he hears some outside noise -- a fox or a wolf howling -- Digger's eye twitches. This is clearly a hard place to live, furnished with whatever its dwellers have scavanged.

GYLFIE

How'd you come to be here?

DIGGER

My friend and I are entertainers. We travel. Sometimes we just don't travel to the best places.

Rain drops through -- and then it's blocked. Soren and Gylfie look up to see something enormous making its way into the hollow.

DIGGER

No, no, it's alright! It's my friend.

Soren faces the glowing eyes of TWILIGHT, who is enormous.

TWILIGHT

Welcome!

SOREN

... thank you.

Gylfie can't believe Twilight's size. He's at least four times as big as her.

TWILIGHT

If you came to the marshlands looking for adventure... there might be a bit much for you out here.

(MORE)

(CONTINUED)

TWILIGHT (CONT'D)  
 Still, a hollow's where you make  
 it. Not that I mind a fight,  
 myself, if it comes to it.

GYLFIE  
 You must be at an advantage.

TWILIGHT  
 It gives me something to write  
 songs about. \*

DIGGER  
 (anxious, hungry)  
 Did you find anything out there?

TWILIGHT  
 A rich bounty!

Twilight puts out what he found, a not-inspiring mix of  
 beetles and bits and pieces.

TWILIGHT  
 (to Soren and Gylfie)  
 Which I hope you'll share with us.

SOREN  
 We don't have any way to repay  
 you.

TWILIGHT  
 Yes you do -- be our audience.

SOREN  
 (trying to be  
 impressed)  
 I've seen... the digging.

Twilight smiles, and reaches for a crude kind of lute,  
 made of horn. He tunes it as they speak. Gylfie is  
 amazed by it.

TWILIGHT  
 We do more than that. It's the  
 three of us who travel together,  
 me, Digger and this lute. And  
 anyone tries to harm any one of  
 us... \*

Twilight shakes his head: they'll get hit.

DIGGER  
 Are you planning to stay?

SOREN

Tomorrow, we're going to my home,  
the Tyto forest. It's urgent --  
we have to tell my Da about  
something awful. If you'd like to  
come with us, I could properly  
thank you for your kindness,  
there. There'll be vole...  
berries... really, anything you'd  
like.

Digger's eyes go wide -- he's really starving.

GYLFIE

To be honest, going with an owl  
your size would probably help us,  
too.

TWILIGHT

Sounds like it might be worth a  
thought. Do your parents like  
music?

SOREN

(nods)  
Very much.

Twilight, with a surprisingly good voice, leans back and  
sings a kind of Celtic owl blues (whose words we don't  
understand). He thinks it over, as he sings...

\*  
\*  
\*

EXT. TYTO FOREST - NIGHT

Sparks scatter off hot coals as a Pure One squadron flies  
through the night... a little piece falls off and spirals  
downwards to the ground.

\*

We REVEAL that Kludd is flying with this Pure One  
squadron.

\*  
\*

So are Jatt and Jutt.

\*

RH 01 EXT. SKY OVER FOREST - MORNING

RH 01

The sun rises. We're getting closer to Tyto Forest.  
Soren, Twilight, Gylfie and Digger burst through cloud.  
Digger sees a plant on the ground, and he hurtles down...

\*

ON THE GROUND - CONTINUOUS ACTION

Digger picks the leaf of a plant and carries it up to the  
others.

(CONTINUED)

RH 01 CONTINUED:

RH 01

THE SKY - MOMENTS LATER

DIGGER

It's knitbone! When we can put it  
on your foot, it'll help your nick  
heal.

\*

GYLFIE

Thank you, Digger.

DIGGER

Oh, there's all kinds of useful  
things on the ground.

SOREN

This looks familiar. We must be  
getting closer.

TWILIGHT

We are.

RH 04 EXT. THE AIR NEAR TYTO FOREST - LATER

RH 04

Soren and the others fly over a rising embankment --  
still green -- and then react to some wisps of acrid  
black smoke rising...

Soren speeds up, as he tries to fight the realization  
something awful has happened. He makes his way to the  
hollow... and sees that the whole area's been burned.

SOREN

It can't be...

Soren flies up faster. He lands on the branch outside  
his hollow and sees that it's all burned inside. He  
can't bring himself to go inside. Gylfie and Twilight  
come to join him.

\*

\*

\*

\*

RH 06 EXT. FOREST FLOOR - SAME TIME

RH 06

Digger lands to investigate at ground level. He loses  
interest in the knitbone, scratches around pockmarks in  
the earth. He picks through to find a few coals nestled  
in the burnt bits of grass...

BRANCH - AS BEFORE

\*

\*

TWILIGHT

It's the worst forest fire I've  
seen, friend.

\*

(CONTINUED)

RH 06 CONTINUED:

RH 06

GYLFIE

It doesn't look like an accident.

Digger flies up holding a coal in his talon.

DIGGER

No... coals got dropped from the sky... birds did this. Or bats.

\*

They hear a small sound coming from the hollow. Twilight signals the others to wait. He goes in to investigate and likely fight.

\*

\*

\*

RH 05 INT. HOLLOW - MOMENTS LATER

RH 05

\*

Charred. Twilight enters from overhead -- provoking Mrs. Plithiver, who's coiled up in a corner (around Eglantine's burnt doll, in fact), to HISS and rear up.

\*

\*

\*

MRS. PLITHIVER

Get out! Be gone! Haven't you done enough, already?

\*

\*

\*

BRANCH - SAME TIME

\*

Soren hears Mrs. P's voice -- and he runs inside, followed by the others.

\*

\*

SOREN

Mrs. P!

\*

\*

HOLLOW - CONTINUOUS ACTION

\*

SOREN

Mrs. P!

\*

\*

MRS. PLITHIVER

(amazed)

Soren! You're alive! Are you alright, my dear? Who are these owls?

\*

\*

\*

\*

\*

Soren pets her soothingly with his wing -- they're each others' link to their past.

\*

\*

SOREN

They're my friends, Mrs. P.

(beat)

What happened here?

\*

\*

\*

\*

(CONTINUED)

MRS. PLITHIVER

Oh, Soren. I was in the forest...  
and I heard the most terrible  
noises. By the time I got back --  
it was all burned. It was too  
late.

Soren sees that she has Eglantine's burnt doll. He picks  
it up, and the terrible weight of what's happened sinks  
in.

SOREN

They're all gone, then...?  
(can't believe it)  
They're all gone!

MRS. PLITHIVER

Oh, Soren...

The others lower their heads in sorrow, too.

MRS. PLITHIVER

You shouldn't stay here, my dear.  
What if they came back? No -- you  
mustn't.

Soren can barely take it in. The doll drops out of  
Soren's grip. It kicks up embers, still glowing, and  
their whirl makes the burnt mural glow.

SOREN

(quietly)  
... the Guardians.

GYLFIE

Soren?

SOREN

(with more resolve)  
I have to go to the Guardians of  
Ga'Hoole. It's what my Da would  
have done. They'll know how to  
stop those owls.

Soren looks up to Gylfie and the others.

GYLFIE

Of course I'll come with you.

SOREN

It's going to be a long way. I  
don't even know if our flying's  
good enough to take us there.

(CONTINUED)

RH 05 CONTINUED:

RH 05

GYLFIE

Soren, we're each other's family now. We have been since they took us to that place. I knew there, why they called us orphans. I can't go back to the desert, either. I'd like to go to the tree.

\*  
\*  
\*  
\*  
\*  
\*  
\*

Mrs. Plithiver slithers around behind Soren -- she will, too.

\*  
\*

Digger and Twilight look at each other.

\*

TWILIGHT

We'd like to help you, if we can.

\*  
\*

SOREN

(kindly)

Do you know the way to the Sea of Hoolemere?

\*  
\*  
\*  
\*

TWILIGHT

I could find it, friend. But we can only go as far as the shore. Digger's not much chop over the ocean.

\*  
\*  
\*  
\*  
\*

SOREN

I'd be honored to fly with you to the shore.

\*  
\*  
\*

KB 01 EXT. THE STONE PALACE - DUSK

KB 01 \*

At first we see a sandstone platform extending into dark space...

Nyra lands on it. She is followed by a line of other Tyto owls, including Kludd, with military precision.

As it gets dark, more bats arrive, carrying sacks of Flecks with them, forms we recognize from St. Aegolius.

\*

In the Beaks, Slave owls can be seen doing the exhausting work of enhancing large dents in the Beaks.

\*  
\*

We MOVE AROUND -- as Kludd, too, is impressed -- to take into view:

KB 02 THE STONE PALACE

KB 02

Non-Tyto slave owls are still clearing, building, embellishing an old site on the side of a mountain.

\*

(CONTINUED)

KB 02 CONTINUED:

KB 02

As she draws nearer, Nyra isn't behaving with her usual imperious manner, but more like a supplicant, something Kludd notices and is about to comment on.

KLUDD

Your Highness! --

NYRA

(terse)

Be quiet. You still have to earn favor in the lord Tyto's eyes.

Behind them, more Tyto guard owls land -- one of them holds Eglantine in its talons. She looks terrified. The whole platoon proceeds into the palace...

INT. THE STONE PALACE - LATER

Nyra and the others walk inside. The place is scaled to overwhelm.

Kludd takes it all in, mesmerized, as he follows in Nyra's wake, climbing higher and higher up the building, until they reach...

KB 03 TEMPLE/THRONE AREA - MOMENTS LATER

KB 03

Nyra bows her head as she approaches a throne...

NYRA

(to Kludd and the others)

Bow your heads.

Kludd and the other Tyto owlets follow suit. METAL BEAK, an owl sitting in grand regalia, is obliquely visible -- on a kind of throne-perch.

NYRA

Your Lordship.

Kludd's interest grows, and even from where he's standing, he tries to catch sight of Metal Beak. But Metal Beak keeps his face hidden from them, angled away in a (sort-of) Roman battle helmet.

Nyra flies up to meet Metal Beak.

NYRA

Master, I've brought you an offering with beating hearts. Your new soldiers. Tested and pure.

\*

(CONTINUED)

KB 03 CONTINUED:

KB 03

She gestures, come forward and, with military precision, Kludd and his mates march.

METAL BEAK

Are these owlets ready to fight?

Kludd is looking for a way to distinguish himself.

KLUDD

Ready to fight?

METAL BEAK

Mm?

Metal Beak looks surprised by this upstart.

KLUDD

We are ready to die.

Metal Beak gestures, come forward. Nyra looks pleased.

JG 01 EXT. ABOVE THE RIVER - GOLDEN

JG 01 \*

Twilight's lute flies through the air -- and then Mrs. Plithiver pops her head out, cautiously, and then more definitely, as she comes to enjoy the air rushing over her scales. The fliers are heading over a stunning landscape, above the River Hoole.

SOREN

Are you enjoying flying, Mrs. Plithiver?

MRS. PLITHIVER

(it's a surprise even  
to her)

I think I am, Soren!

Digger clambers down, needing to touch earth, and then flies back up. The river extends as far as they can see.

JG 02 EXT. RUINS - DUSK

JG 02 \*

Soren, Gylfie, Twilight make camp in these abandoned ruins, not far from the shore of the River Hoole. Mrs. Plithiver explores nearby. Digger scratches around looking for food, though there just isn't much around here.

(CONTINUED)

TWILIGHT

(telling a story)

And then the Guardians turned and  
saw rows of Hagsfiends coming from  
behind them, too!

GYLFI

Hagsfiends?

TWILIGHT

Horrible creatures! Half crow,  
half owl!

DIGGER

They say they roam out in the  
Beaks, still...

Digger's delivery hardly scares Soren or Gylfie.

TWILIGHT

It was Lyze of Kiel who'd learned  
the Hagsfiends' weakness! He led  
the charge and those miserable  
beasts withdrew to the canyons of  
Perrock!

SOREN

(ready to move)

We shouldn't spend too much time  
here talking about the Guardians.  
Not when we're close... not when  
we could see them!

TWILIGHT

I know, Soren. But, I'll fly  
faster at night, if I can close my  
wings for the day.

Twilight subtly glances at Gylfie and Digger, in case  
Soren didn't realize he was speaking for them.

SOREN

Of course, I'm sure even Lyze of  
Kiel had to close his wings every  
now and then.

TWILIGHT

(continuing the  
story)

And then the Guardians flew back  
through the black cloud!

SOREN

Da said they were 'mists.'

(CONTINUED)

TWILIGHT

You must stop interrupting me.

SOREN

He did mention a gate once. But  
no black cloud.

TWILIGHT

Well, we'll have our chance to see  
who's right, when the river ends.

Twilight looks up the river, which extends to the  
horizon.

TWILIGHT

But there is some time to go. And  
they say, as he led the charge  
against the Hagsfiends, this was  
the battle song that Lyze of Kiel  
sang.

Twilight starts to SING, in a language we don't  
understand.

Soren looks skeptical -- this is no song he's heard, but  
it's lovely. Digger harmonizes.

GYLFIE

(sleepy)

One day, Twilight, I'll teach you  
a song from the desert...

Gylfie, sleepy, nestles into a (momentarily surprised)  
Soren... and Twilight's song carries out over the hills  
as Soren and Gylfie drift to sleep.

The fliers are in the air again. The ground is getting  
sandy, as if they're coming closer to the sea. Digger  
clammers down to the shore, grabs a seashell, calls up --

DIGGER

We must be close to the Sea!

The shell moves -- a HERMIT CRAB scuttles out, surprising  
him.

DIGGER

Ah!

Then Digger grabs the crab -- he's got it. He flies back  
up into the sky. There is a faint dull roar that's  
audible.

(CONTINUED)

GYLFIE

Can you hear it?

TWILIGHT

We can share the crab at the  
Shore -- before we part ways.

SOREN

I'm sorry we won't get to hear any  
more of your songs, Twilight.

GYLFIE

I'm sorry you won't get to meet  
the great warriors at the tree.

Twilight looks somewhat torn, too. Up ahead, a low  
canyon grows visible.

TWILIGHT

I wonder if that's that Gate your  
Da spoke about.

They fly towards and into...

JG 03 A LOW CANYON - LATER

JG 03

Cliff shoots up on either side.

MRS. PLITHIVER

(confused)

It's cooler! Soren, is it getting  
dark, already?

Twilight sees it first. Up ahead, the sky is getting  
darker -- but in streaks.

TWILIGHT

(calmly)

It's not getting dark.

It's crows. They billow around the fliers -- not meaning  
harm. But their intention is hard (for the fliers) to  
read.

SOREN

Twilight, I don't think we have to  
fight them. I think this is the  
black cloud.

TWILIGHT

But... the black cloud is  
something we have to get through.  
And these crows...

(CONTINUED)

JG 03 CONTINUED:

JG 03

He tries to move forward but can't. \*

TWILIGHT \*

Won't budge. \*

The crows more clearly herd the fliers... \*

SOREN \*

You want us to go down there? \*

Towards a little outcrop on which sits an ECHIDNA... \*

JG 04 THE ECHIDNA'S PERCH - CONTINUOUS ACTION

JG 04 \*

Soren and the others gingerly land. \*

SOREN \*

I seek the Guardians. Are we  
near? \*

ECHIDNA \*

Sh! \*

The Echidna directs his speech to Mrs. Plithiver. \*

ECHIDNA \*

My dear! How far you've flown!  
This is not a region known for  
being kind to snakes, but welcome. \*

MRS. PLITHIVER \*

Who are you? \*

ECHIDNA \*

This is my shore. And I say who  
may pass. \*

In the b.g., Digger sets the hermit crab down. It  
scuttles a couple of inches away. He moves to catch it.  
The Echidna looks irritated -- this is not respectful --  
and Digger stands straight at attention. \*

SOREN \*

'The gate' Da spoke of. \*

ECHIDNA \*

I go by many names. But I want to  
know who you are? \*

MRS. PLITHIVER \*

I am, or was, nurse snake to this  
brave young owl. And if my words  
mean anything to you, sir, I say  
you should let these through! \*

(MORE) \*

(CONTINUED)

MRS. PLITHIVER (CONT'D)

They have good gizzards and mean  
you no harm.

GYLFIE

And we have flown some way to come  
here.

ECHIDNA

That is immaterial.

TWILIGHT

Maybe it's immaterial to you!

The Echidna gestures, stop talking.

TWILIGHT

(grumbly)  
... I have my eye on you, friend.

ECHIDNA

(to Soren)  
Tell me why you seek the  
Guardians?

SOREN

(sincerely)  
I have to tell them of a wrong  
that's been done in the owl  
kingdoms.

ECHIDNA

(pleased)  
Then you may all pass by, yes.  
And I wish you luck!

The hermit crab finally manages to scuttle away -- and  
escape over the side of the rock.

Digger looks disappointed, but it shifts his focus to the  
ocean. It looks clear as glass.

SOREN

We fly on this bearing?

ECHIDNA

Follow the whale's fin and then  
you will see Glaux.

Gylfie looks to the sky -- the stars are visible. She  
nods. She can see the way.

Soren and Gylfie look to Twilight and Digger.

(CONTINUED)

TWILIGHT

(reluctantly)

Well. This is the shore. We flew so far together, and now we'll be parting.

(to Soren)

I hope to see you again someday, friend.

ECHIDNA

(starts softly, gets louder)

All my spines cover me, yes!  
Without any one of them, I'd be food for some other creature, yes!  
As an echidna needs all its spines, so a band needs its tracker, its fighter, its leader, its navigator...

(to Mrs. P.)

And of course you, my dear. You've all come this far. That is material. So you should go further!

Digger looks over the clear sea.

DIGGER

Twilight -- I think I could reach it.

TWILIGHT

Are you sure?

DIGGER

It's so clear.

ECHIDNA

(overlapping, agreeing)

Mmm...

DIGGER

And I would like to... see the Guardians. Not just hear of them.

Twilight beams.

TWILIGHT

Alright, friend.

The crows part, and the band flies up into the sky and off towards the Tree. As they fly off, the Echidna calls.

(CONTINUED)

ECHIDNA

(faintly)  
When you've flown as far as you  
can, you're halfway there!

\*  
\*  
\*  
\*

IN THE AIR - SAME TIME

\*

DIGGER

(not quite hearing)  
... what did he say?

\*  
\*  
\*

Gylfie did hear, but she puts a brave face on.

\*

MG 01 EXT. OCEAN - LATER

MG 01

\*

The fliers head out, over the middle of the Sea. But all  
the calm has gone: the ocean's getting wilder underneath  
them. And fog is starting to obscure the stars in the  
sky.

\*  
\*  
\*  
\*

DIGGER

Ah -- how much further to go, do  
you think?

\*  
\*  
\*

Twilight glances back to the shore -- barely visible.  
They're better off flying on.

\*  
\*

SOREN

So far we reached the black cloud  
and the gate. We're in the mists.  
The tree must be on the other  
side.

\*  
\*  
\*  
\*  
\*

Digger is already tired.

\*

GYLFIE

(encouragingly)  
Digger, on his rock, the echidna  
said, when we've gone as far as we  
can, we're halfway there.

\*  
\*  
\*  
\*  
\*

DIGGER

Oh... good! We must be halfway  
there, then... as long as we're  
going by my flying...

\*  
\*  
\*  
\*

As he says the last line, Digger's breath condenses in  
the cold. He notes how the mist is thickening. He sees  
one icy flake coming towards him...

\*  
\*  
\*

MG 02 SAME SCENE - LATER

MG 02 \*

Sleet fills the sky. The fliers struggle to keep going,  
and have to yell to make each other heard.

SOREN

This must be the reason they wrote  
poems about these mists! Of  
course the Guardians' mists  
wouldn't be like normal ones!

TWILIGHT

If these are their mists, I'd like  
to see their sleet!

DIGGER

Really? I'd rather not!

TWILIGHT

(getting pelted)  
Ah! This is worse than the  
marshland!

(to Digger)

Shake your wings, friend, keep the  
water out! Too much weight, and  
you'll go right down!

Digger tries to shake them out.

GYLFIE

Just keep this way. This is the  
right bearing.

Soren, desperate, flies ahead to see if there's a way  
out. He makes out little flashes of patterns in the air  
and the rain. For just the briefest moment, he sees a  
path through the worst of the storm.

SOREN

(to Digger)

Can you fly in my wake?

Digger and Gylfie nod. At least, the two smaller owls  
don't have to fly quite as hard as they did.

TWILIGHT

But, Digger? Why are you flying  
like that?

DIGGER

You know how I fly. If there were  
somewhere I could just rest for a  
moment --

(CONTINUED)

TWILIGHT

It's not that.

\*

GYLFI

Digger, it's your wing! Look!  
It's icing up.

\*

\*

Digger sees his wing is in fact covered in shards of ice.

He tries to brush them off, but it's pointless.

He dips a little and feels how turbulent the currents are below. And he sees how violent the currents are in the water, too.

\*

\*

\*

TWILIGHT

We have to find the island.

Soren bursts forward as best he can -- or tries. He can't fly properly either.

\*

Soren feels his face freezing. He blinks, moves his beak -- anything to keep it from happening.

\*

Mrs. Plithiver is freezing up, too, getting heavier for even Twilight to carry. Then, suddenly, Digger can't take it anymore.

\*

\*

DIGGER

I think... goodbye!

Digger drops.

TWILIGHT

Digger!

Mrs. P nearly falls out and he has to catch her -- and then Gylfie, who's nearer to him, drops too -- and Twilight catches her. His talons are now full.

\*

\*

\*

There's a moment of desperate eye contact between Twilight and Soren --

\*

\*

And Soren realizes it's up to him to save Digger.

\*

The currents are fierce. Soren's blasted by gale forces. He tries hard to see Digger and, when he has made him out, catch him -- but the currents keep them further apart.

\*

A wave emerges from the ocean, separating Soren from Digger -- it seems as if Digger's been taken by the seas.

\*

\*

MG 03 CONTINUED:

MG 03

And then -- a vision -- BORON, a graceful, powerful snowy white owl, crashes through the sea spray, emerging with Digger in his talons. Boron keeps shooting past him.

\*  
\*  
\*

Soren is astonished -- and then his head turns as another GUARDIAN whooshes by his other side -- BARRAN, a female snowy.

\*  
\*  
\*

BARRAN

Can you fly with me?

\*

Soren nods -- though his vision is still obscured by sleet, in the updraft, he can.

SOREN

(gets the words out)  
There are -- five of us,  
together --

BARRAN

Yes. I know.

\*  
\*

Soren has to blink back the frost and watering in his eyes. The sun is setting, but Soren forces himself to see --

\*  
\*  
\*

AG 01 THE ISLAND OF GA'HOOLE

AG 01

The tree is magical, striking, in an unexpected, organic, ancient-looking way. Stark against the wintry sky, it almost looks like rock as much as tree.

\*

Winter means it's leafless, but little points of light -- candles -- dot some of the branches.

The tree takes up almost the whole island, a gnarly volcanic plug.

Waves crash against its rocky shore.

\*

As they approach the tree, two more Guardians emerge to form a flank.

\*  
\*

They all fly in towards the tree's entrance at its base...

\*  
\*

AG 03 INT. GA'HOOLE TREE - CONTINUOUS ACTION

AG 03

Magical and dreamlike in here, too.

\*

The tree is everything Soren would have hoped for: a city, a civilization, a whirl of activity.

\*  
\*

(CONTINUED)

Soren, despite his weakness, keeps his eyes open to see something extraordinary, wherever he looks -- whether it's the tree's power system or its inhabitants' studying or playing or practicing their skills...

Meanwhile, the tree's normal inhabitants come out and line the tree's levels, to take in these new arrivals with sympathy and curiosity.

Up ahead, Boron and the other rescuing Guardians are taking off their armor.

BORON

Healers!

SPEO -- a doctor, an old, gentlemanly burrowing owl -- flies down to join Boron. Nurse-snakes join him. He puts his wing to Digger.

SPEO

Did they land in the ocean?

BORON

We caught them in the mist!

Speo puts his wing to Digger's forehead.

SPEO

(reassuringly)  
... ah, yes. Alright. We'll just need to warm them up!

Speo gestures, and they all disappear into the healing hollow --

TWILIGHT

(protectively)  
I'll come with him.

SOREN is agape, caught in the whirl of activity. He would happily stand here and just take it all in -- matron owls surround Soren and Gylfie and groom them, their bugs and grit washing off -- but he makes himself remember why he's here. He says to everyone who passes:

SOREN

We have to report -- we have to report...

But no one is quite in charge. Then Soren raises his voice --

SOREN

We have to report a terrible injustice!

(CONTINUED)

AG 03 CONTINUED:

AG 03

Boron hears Soren speaking up, and turns to face him --  
ready to hear and take this seriously.

\*  
\*

SA 01 INT. GA'HOOLIAN PARLIAMENT HOLLOW - NIGHT

SA 01

\*

SOREN

We flew over the ocean, as far as  
we could. And then you found us.

\*  
\*  
\*

A short pause.

\*

We reveal we're in a majestic parliament hollow.

\*

Soren and Gylfie stand at the center of the room, quite  
awed by it all. Boron sits as mediator. He's surrounded  
by Barran, STRIX STRUMA, ALLOMERE, SPEO, BUBO -- about a  
dozen owls, in all. Apart from them sits EZYLRYP, quite  
weird, scratching himself (we may not even see him yet).

\*  
\*  
\*  
\*  
\*

And then -- without any warm-up period -- it begins.  
Soren and Gylfie try to contribute, but they are awed,  
and the Parliamentary crosstalk mostly happens over them.

\*  
\*  
\*

ALLOMERE

Boron, your highness, my owls and  
I returned from our broad search  
only a day ago. As compelling as  
these accounts of these horrors  
are -- I must say, we saw no  
evidence of them.

\*  
\*  
\*  
\*  
\*  
\*

STRIX STRUMA

M'lord! It beggars belief to  
think these brave owlets would  
fly, by themselves! To spin... a  
fairy-tale?!

\*  
\*  
\*  
\*  
\*

Ezylryb coughs in support of this idea.

\*

BUBO

What concerns me is -- if these  
owls do have metal -- they could  
make armor!

\*  
\*  
\*  
\*

BARRAN

What of it? We have armor, too!

\*  
\*

BUBO

Yes, the finest armor! And it's  
not that we couldn't fight them --

\*  
\*  
\*

STRIX STRUMA

Of course not!

\*  
\*

(CONTINUED)

BUBO

But how long should we wait, how  
armed should we allow them to be,  
if there is malice in the gizzards  
of these --

STRIX STRUMA

(overlapping)

Indeed! If these so-called Pure  
Ones are real, we must engage  
them, regardless of their  
trappings --

(to Allomere)

I wonder why m'lord feels they  
aren't?

ALLOMERE

(overlapping)

It must be said, Strix -- young  
owls have been known to  
embellish...

Ezylryb makes a oh-ho-ho chuckling wheeze and then  
coughs.

ALLOMERE

Does that notion strike Ezylryb as  
amusing?

EZYLRYB

What cheek! To cover yourself by  
besmirching these fliers!

ALLOMERE

Perhaps my good fellow, Ezylryb,  
wishes us to race back to a fight!

EZYLRYB

(overlapping)

No, no...

ALLOMERE

(overlapping)

Perhaps he'd write a nice poem  
about it from his hollow! While  
the rest of us... well, while the  
rest of us had our talons  
deformed, too! But I say caution!  
When the losses could be so many!

EZYLRYB

(overlapping)

For a cause such as the one the  
boy described? For a violation of  
the peace so blatant?

(MORE)

(CONTINUED)

SA 01 CONTINUED:

SA 01

EZYLRYP (CONT'D)

So powerful! Of course I'd fight!  
What other course to take!

\*  
\*

Ezylryb FLIES up to be right in Allomere's face.

\*

EZYLRYP

And if you think I'm a coward or  
I'd simply urge others on -- I'll  
fight you right now! Boron, you  
can judge the winner!

\*  
\*  
\*  
\*  
\*

Strix and Boron put up their wings and block him.

\*

BORON

Mildly, owls! We're trying to  
seek the truth --

\*  
\*  
\*

SOREN

The truth?

\*  
\*

Everyone looks at him.

\*

SOREN

Sir... the truth is, we were  
kidnapped. These owls burned my  
hollow. They killed my Ma and Da,  
and my family is gone.

\*  
\*  
\*  
\*  
\*

Soren's sincerity quiets the room.

\*

EZYLRYP

(plainly)  
And you would argue with that?

\*  
\*  
\*

BORON

I will not argue with it.  
(beat)  
Allomere -- you and your owls. Do  
a broad search of the owl  
kingdoms. You have one moon.

\*  
\*  
\*  
\*  
\*  
\*

EZYLRYP

What luxury! Good Glaux!

\*  
\*

BORON

We'll need to be thorough.

\*  
\*

EZYLRYP

M'lord perhaps a sharper set of  
eyes would do the trick --

\*  
\*  
\*

ALLOMERE

(chuckling)  
M'lord, Boron, perhaps Ezylryb  
thinks it should be his sharp eye!

\*  
\*  
\*  
\*

(CONTINUED)

EZYLRYP

No, not mine -- Strix's!

BORON

Allomere is the commanding owl of search -- and that is that.

Boron bangs his gavel -- the session is over.

Parliament breaks up, and Soren and Gylfie are swept out, too. As everyone leaves, they're surprised to note that even the most vehement opponents in Parliament now speak like friends. Soren makes an effort to approach Boron.

SOREN

Sir? Boron? Your highness, can I ask you a question?

BORON

Of course.

SOREN

We thought you might send an army to that terrible place right away.

BORON

No, we don't make haste. We never have. A search party's recommendation guides our course. That has always been our way.

Soren nods -- coming to understand it's a positive resolution. Boron smiles and addresses Soren and Gylfie.

BORON

We recognize your courage in having flown here. We hope you and your friends will stay in the tree, and study with us. We've prepared hallows for you.

Soren and Gylfie, overwhelmed, nod.

We hear Bubo as he leaves...

BUBO

(muttering)

If they're right, sounds as if there could be a lot more armor to be made...

The exception to all the politeness is Ezylryb, who brushes rudely past Allomere and the others. He wipes his talon as if trying to get rid of the aftertaste.

SA 04 EXT. GA'HOOLE TREE - BRANCH - NIGHT

SA 04 \*

A full moon over the sea. Soren and Gylfie sit outside on a branch.

Beneath them, at the base of the tree, Digger (looking healed) and Twilight PLAY a song, surrounded by an appreciative audience of owlets.

Soren and Gylfie look up to see, in full Guardian regalia, Allomere and the other SEARCHER OWLS zoom out.

GYLFIE

I know we thought they'd go to battle right away. But that search party is no small thing.

SOREN

It's not at all. In fact, I wish I were with them.

But he's too young. Soren and Gylfie look out at the beauty of the place. He taps the branch with his talon, as if to convince himself that he's really here.

SOREN

It's just as Da said it'd be!  
(beat, he smiles)  
... though he didn't entirely mention the way they talk in Parliament!

GYLFIE

And that owl who argued so strongly for us! I'm glad he did. But he was so strange-looking!

EZYLRyb (O.S.)

(coughs, then)  
Oh? I thought he was very handsome!

Soren and Gylfie turn and realize Ezylyrb's been standing there, listening to them.

SOREN

Were you... how long have you been there, listening?

EZYLRyb

Long enough. You might have spared me a thought and said something interesting sooner!

(CONTINUED)

Ezylryb comes forward. Gylfie edges away from him slightly as if he smells. Ezylryb scratches himself violently.

EZYLRYB

Ohhhh. To be a young owl with a taste for adventure, arriving at the tree for the first time! And well done to hold your own in there. Some more nice strong gizzards... the tree always needs them...

Ezylryb is talking, but he looks them up and down.

EZYLRYB

Well... excitement tomorrow!  
(drawing it out)  
Ex-cite-ment!

Soren beams as he anticipates what great things might come tomorrow.

INT. TREE OF GA'HOOLE - GA'HOODOLOGY - NIGHT

Boron underlines a word on the board. And then drones on, in front of the fliers. Everyone's bored but Soren, who's fascinated.

BORON

The first owl to come here found the tree, growing right out of the rock, under the constellation of the Great Glaux. He took it as a sign, and began to build on the knowledge the Glauxian monks had gathered!

SOREN

Are the mists around the tree always as harsh as we found them?

BORON

No, not always -- and Guardians know the ways through them. They have been helpful at times in keeping us safe, though.

TWILIGHT

(whispers)  
Hey, Digger -- he really is Borin'.

Digger laughs.

(CONTINUED)

CONTINUED:

BORON  
Twilight? What did you say?

TWILIGHT  
I said you truly were -- Boron,  
your highness. Truly, truly,  
Boron.

Digger has the giggles now. Boron raises an owlish  
eyebrow.

SOREN  
Can we read the tree's chronicles?  
Is the library really as vast? I  
want to know about the battle of  
the ice claws!

Boron simply nods.

TWILIGHT  
You know what that sounds? (Even  
more Borin')!

SOREN  
(cutting him off)  
Twilight!

EXT. SEA OF HOOLE'MERE SHORE - NIGHT

Allomere converses with the Echidna (silently) and then  
leads the other two searcher owls off and away... the  
crows all cower.

FD 02 INT. GA'HOOLE TREE - CELESTIAL NAVIGATION ROOM - NIGHT FD 02

A dome arches over the owlets. The fliers are in here.  
Gylfie is particularly interested.

STRIX STRUMA  
The mists that surround the  
Ga'Hoole tree can make it hard to  
see the skies. So, we've brought  
them inside!

Strix puts a slide in and reveals on the dome --

STRIX STRUMA  
Glaux!  
(beat)  
Owls use their gizzards to find  
home. But, to find where they're  
going, they use the stars!  
(MORE)

(CONTINUED)

STRIX STRUMA (CONT'D)

The constellations' names can be  
clear...

Strix puts in more slides to reveal:

STRIX STRUMA

The Serpent, the Whale...  
(beat)

But sometimes, it can be harder to  
see connections -- like the Eagle.  
Would someone like to try?

Strix reveals the eagle, but not the stars that actually  
constitute it. Gylfie flies up and actually points out  
the stars, flying between them.

GYLFIE

This one -- this one -- this one.

STRIX STRUMA

(impressed)  
Well done.

Gylfie lands.

GYLFIE

(modestly)  
We can see it from the desert.

Strix moves a lever, which expands the iris and reveals a  
whole new ring of outer constellations.

STRIX STRUMA

Of course, the owl kingdoms, and  
the constellations in the sky, are  
vast!

Gylfie is entranced -- the "new" constellations reflect  
in her eyes, as Strix lights the full sky up in the dome.

INT. BUBO'S FORGE - LATER

The class sits around Bubo, as he CLANKS, beating out a  
piece of metal for armor. It's from here that he lights  
the dome up, using coals and magnesium. He turns to  
address the class.

BUBO

This tree, nay, the whole island  
is powered by nice fresh coals!  
Ah? We need a constant new  
stream!

(CONTINUED)

DIGGER

... why can't you just use the  
fire you have going?

BUBO

(mild contempt)  
Ohh! To light candles... to warm  
food! Sure, any old flame will  
do. But...

(with pride)  
To make armor! To make battle  
claws! We need the hottest! The  
most bonked coals!

Bubo shuffles around in his little pile, to find the  
hottest one he has.

BUBO

Like these! The blue ones!

Bubo holds the coal up (using a modified battle claw so  
he doesn't get burnt) to impress them all.

BUBO

Ahh... our best fliers dive into  
the forest fires, to get 'em...  
and every king we've had here  
fetched coals for it, once!  
That's how important it is!

(beat)  
When the coals are brought in, I  
can get to mixing metals to make  
stronger ones... like steel!

Bubo masterfully tosses a handful of different Flecks  
into the forge. The heat singes his feathers, but he's  
so engaged, he doesn't care. He melts them down...

BUBO

(satisfied)  
Ahhh...

As the sound of a nearby landing, Bubo kicks open the  
gate to his forge to see a stream of collier owls coming  
back, including Ezylyrb -- bearing blue coals from a  
forest fire. They hold them in a kind of modified battle  
claws.

BUBO

Welcome, colliers! You'll keep me  
busy tonight!

Soren and Gylfie are both taken aback to see Ezylyrb  
among the colliers.

(CONTINUED)

FD 02 CONTINUED:

FD 02

He comes inside and tosses his fresh coals into the batch.

Bubo looks approvingly at how blue they are.

BUBO

Now I'll show ye how armor gets made! Who knows? One day you might be fitted for battle claws!

From the coals in Bubo's forge --

MATCH CUT TO:

EXT. TYTO FOREST - NIGHT

Coals here in the burnt-out Tyto forest. Allomere and the searcher owls, full of sympathy, inspect Soren's old hollow, before flying off and on.

DC 03 INT. GA'HOOLE TREE - LIBRARY - MORNING

DC 03

The library is amazing, vast. Many of the documents in here have a little red mark at the bottom (so many, in fact, that we barely notice it).

Soren sits in here, alone, burning the owl equivalent of midnight oil. He reads the chronicles of the battle of the ice claws. At its base is that little red mark. Soren looks distressed by what he's been reading though.

Ezylryb comes inside, doing his own research, shuffling rudely through papers.

EZYLRYB

Doing some wee-hours reading, eh!

SOREN

It's the battle of the ice claws. It was my Da's favorite story. And mine.

EZYLRYB

Well, you've got good taste in authors! I like his poems better, myself.

SOREN

I'm more interested in battle histories.

(CONTINUED)

EZYLRyb

(offended)

Ah! If you wish to remain a wild owl, just keep that up!

SOREN

(upset)

... maybe I will be more interested in poems now.

EZYLRyb

Why's that?

SOREN

Are these chronicles true?

EZYLRyb

Oh yes.

SOREN

Then the battle wasn't at all as my Da told it.

EZYLRyb

No?

SOREN

Da always made it out to be a great... victory. He said -- every owl in the kingdoms who knows of him thought Lyze of Kiel was a great hero.

EZYLRyb

Well?

SOREN

In these chronicles, the battle sounds...

EZYLRyb

Like hell.

Soren nods. Ezylyrb makes a sound, hard to read.

EZYLRyb

Mmh. Come on, boy. It's almost first light. Read some poems. And don't scare yourself with old stories.

SOREN

Were there really so many Guardians lost?

(CONTINUED)

EZYLRyb

(sadly)

Yes. So many. But you saw in the Chronicle, too: that battle was right and just.

SOREN

It says so. But after reading about it all --

EZYLRyb

It got rid of Surtr, didn't it? It brought the peace! The chronicler says -- it doesn't mean it was glorious to look at or live through.

SOREN

There are so many questions I wish I could ask whoever wrote this.

EZYLRyb

Ah. Me, too, boy. Me, too.

Ezylryb takes an ancient piece of lettuce from his things and offers to split it with Soren. Soren shakes his head.

Ezylryb takes the chronicle away and replaces it with poems.

SOREN

How can I read these poems now?

EZYLRyb

I find it's when I'm most shaken, that I need to read 'em most.

DC 01 EXT. GA'HOOLE TREE - TRACKING CHAW - GOLDEN

DC 01

Vegetation at the base of the tree (maybe even a cultivated garden). Soren and the rest of the chaw are gathered here, waiting...

TWILIGHT

This is where he said to meet him.

Some brown leaves blow away and unmask a little hollow -- to reveal Speo, who's blending in. Speo gives them a grin at how clever he's been.

(CONTINUED)

DC 01 CONTINUED:

DC 01

SPEO

An owl is made of parts! A gizzard, of course, and wings, and feet... but if you ask me, an owl's only as good as his eyes are sharp! Everything we do relies on observation. On seeing what others don't!

\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*

Digger, scratching around, doesn't see anything worthwhile yet, but looks up in agreement at this.

\*  
\*

SPEO

Ga'Hoole sits on black rock -- which doesn't make it easy to track, but mud is for amateurs, don't you think?

(grins)

See this rock. Look closely at it, you young owls.

\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*

Soren, Gylfie, Twilight and the others look, and just see rock. Digger calms his usual frantic gaze and sees something of note first -- the tiniest trace of a caterpillar's trail.

\*  
\*  
\*  
\*

He follows it.

\*

SPEO

Ah.

\*  
\*

Speo gestures -- follow him. Digger rushes to follow the track to the caterpillar. When he finds it, he's ready to cram it into his mouth -- but Speo restrains him.

\*  
\*  
\*

SPEO

But wait -- put it down.

\*  
\*

Digger, though skeptical, puts the caterpillar down.

\*

The caterpillar recovers, and it inches toward... a little cavern, filled with moths and many other caterpillars.

\*  
\*  
\*

Digger and the others get the message -- it's worth waiting.

\*  
\*

SG 02 INT. DINING HOLLOW - NIGHT

SG 02

The moths and caterpillars that Digger found sit on the table. Soren and the other fliers tuck in, all happy to be here.

\*  
\*  
\*  
\*

(CONTINUED)

Mrs. Plithiver, looking rejuvenated, helps to dole out food to the band.

SOREN

You look so well, Mrs. Plithiver!

MRS. PLITHIVER

Oh, Soren, the nurse snakes here are so very gifted.

She glides up and nestles around Soren comfortingly. And then unburdens herself.

MRS. PLITHIVER

... thank you for bringing me here, Soren. I'd have understood, if you'd wanted to leave me in Tyto.

SOREN

Mrs. Plithiver, I'd never have done any such thing.

MRS. PLITHIVER

It's weighed on me. If I hadn't been away from the hollow --

SOREN

Then they'd have killed you, too. Thank Glaux you were there, to tell us.

Soren pats Mrs. P gently with his wing.

MRS. PLITHIVER

Your parents would be so very proud to see you, a student at the tree! And I am proud, too.

Mrs. Plithiver slithers on, to help serve food to the others on the perch.

DIGGER

(solemnly)

And I just want you to know, Soren -- this makes up for the cricket.

Soren grins. He catches sight of the moon, midway through its cycle.

SOREN

I wonder how the searcher owls are going...?

SE 01 EXT. MARSHLANDS - NIGHT SE 01 \*

Allomere and the other searchers have landed at Digger's hollow. They alight, look around for signs of the fliers' story, and then move off. \*

SP 03 INT. STONE PALACE - NIGHT SP 03 \*

Kludd, trying to play older brother, walks Eglantine across the expanse of the Stone Palace. We MOVE WITH them. Eglantine shrinks at its size and strangeness. \*

KLUDD \*

It's overwhelming, I know. But \*

the other owls in the kingdom have \*

to see it and be overwhelmed by \*

it, too, Eg. By our strength! \*

EGLANTINE \*

I don't think I'm overwhelmed, \*

Kludd. \*

KLUDD \*

Then what? \*

EGLANTINE \*

I'm scared. \*

KLUDD \*

Don't be. You're with me now. \*

We're strong. \*

EGLANTINE \*

I miss Ma and Da. \*

Kludd looks angry. \*

KLUDD \*

Where was Da when the Pure Ones \*

came? \*

EGLANTINE \*

He wasn't far. He and Ma were out \*

looking for you. \*

KLUDD \*

Da and his stories! Now we're not \*

just hearing a story, Eg. We're \*

really living one! We're making \*

one of our own! \*

(beat) \*

I always thought Da's stories \*

never really happened. Now I just \*

think he told them wrong... \*

(MORE)

(CONTINUED)

KLUDD (CONT'D)

(beat)

It's the Pure Ones who were right.  
Who should have won. And this  
time, they will! They'll remove  
want from the kingdoms! They'll  
take hunger from forests!

From here, Eglantine can see the nearby burning forest.

EGLANTINE

Why are they burning that one,  
then? Why do they want to destroy  
everything? Everywhere they fly,  
they fly with coals!

KLUDD

Metal Beak says, 'sometimes, you  
need to destroy first. And then,  
you can recreate!'

EGLANTINE

The kingdoms don't need to be  
recreated --

KLUDD

Eglantine. We need protection!  
From the creatures who've taken  
over our air and lands. From  
animals, like the Devil that did  
this!

Kludd points to his scar.

EGLANTINE

Kludd... whose hunger do you mean  
to remove?

KLUDD

Ours.

EGLANTINE

Kludd... maybe you belong here --

KLUDD

We both belong here! We're both  
Tytos! Metal Beak will protect us  
both. You only have to  
understand --

EGLANTINE

I know where I'm from. Kludd,  
have you forgotten?

KLUDD

I've remembered. I'm a Pure One!

(CONTINUED)

SP 03 CONTINUED:

SP 03

Nyra flies overhead en route to Metal Beak. She's in full battle regalia. Kludd is overwhelmed, in love. \*

Eglantine sees the look on his face. She is terrified. \*

EGLANTINE \*

Kludd, I promise I won't tell anyone what I've seen here. I just want to go home. Please take me home! \*

KLUDD \*

Alright, Eg. \*

EGLANTINE \*

Can we go? \*

KLUDD \*

Tomorrow. But first, tonight... \*

SP 04 INT. MOONBLINKING CHAMBER - CONTINUOUS ACTION SP 04 \*

As a beam of light comes down on her, Eglantine realizes -- she's been left in a moonblinking chamber. \*

KLUDD \*

Just rest. \*

INT. GA'HOOLE TREE - BUBO'S FORGE - NIGHT \*

Bubo HUMS contentedly to himself as he CLANKS armor, rhythmically... \*

EL 02 EXT. GA'HOOLE TREE - NIGHT EL 02 \*

Bubo's clanking carries up here (faintly) and provides a rhythm as -- \*

Outside on a branch, Soren and the rest of the class watch with some awe as STRIX AND BARRAN FIGHT over and around them, playfully, acrobatically and with great relish, using kendo-like sticks. They are fearsome fighters, but do it with a great amount of wit and play. \*

When they're finished, they turn to the chaw: \*

BARRAN \*

And now -- it's your turn! \*

Beat. The chaw looks at one another, not sure how to proceed. \*

(CONTINUED)

EL 02 CONTINUED:

EL 02

STRIX STRUMA

Twilight? Boron said you've been  
waiting to fight.

TWILIGHT

(a bit humbled)  
Ah... yes... but I do usually use  
my lute!

Strix tosses her branch to Twilight. Barran tosses hers  
to Soren.

STRIX STRUMA

(to the two of them)  
Go!

SAME SCENE - LATER

As Soren and Twilight play-fight, Twilight clearly has  
the advantage in size and skill.

It's a funny exercise, as Twilight doesn't want to hurt  
his friend, and Soren juggles the branch, getting used to  
its weight and feel.

But they both come to enjoy the drills as they move  
acrobatically through the air...

SE 03 EXT. NEAR ST. AEGOLIUS - LATER

SE 03

Allomere and the other searcher owls elegantly lift up  
and away from the rocky canyons, which they've blended  
into.

They skillfully fly past the sentries and see the expanse  
of the operation. The searcher owls look sorrowful --  
how could we have missed this?

Allomere sees the line of bats moving off in the sky.  
Silently, the searcher owls follow the bats and where  
they're going. St. Aegolius looks even more ominous than  
ever before. In contrast:

CC 02 INT. GA'HOOLE TREE - LANGUAGE CHAW - NIGHT

CC 02

The class looks crazy as they practice crow with Barran.

TWILIGHT

*Cawcawcawcaw!*

(CONTINUED)

BARRAN

When you speak crow, Twilight, you  
make it sound like poetry.

TWILIGHT

(abashed)  
Caw caw caw.

The chaw laughs.

BARRAN

It might sound simple to our ears,  
but when we speak the language of  
the other birds, new kinds of  
knowledge are opened to us. They  
even have their own songs!

(recite-sings)  
Caw caw caw caw caw!

Soren and Gylfie look at each other; she sounds crazy,  
but it's charming.

EXT. THE BEAKS - DAY

A landscape at once dangerous and elegant. High rocky  
outcrops rise, covered in vegetation.

Allomere and the other searcher owls have followed the  
bats here, when they HEAR -- just faintly -- the CRIES of  
baby owlets and they expertly advance towards them...

One searcher raises his wing and points --

About a dozen owlets cry from the beaks.

Two searchers approach but, at the last moment, Allomere  
hovers mid-air, easing up, not wanting to approach.

One of the searcher owls is suddenly paralyzed mid-air.

The other owl flies to help his fellow and falls in pain,  
even as he calls back.

SEARCHER OWL

Allomere!

Allomere watches from a distance, wincing, agonized as  
his friends fall. He seems to be torn, whether to  
advance or pull back. And then --

NYRA (O.S.)

(calls)  
Yes! Allomere! Come!

(CONTINUED)

CC 02 CONTINUED:

CC 02

The searcher owl -- even though it's losing strength --  
is horrified to see --

Allomere joins Nyra. He flies with her to the Stone  
Palace...

EXT. STONE PALACE - VIEWING PLATFORM - GOLDEN

Nyra watches with some enjoyment as the Guardians  
writhe -- and equally enjoys seeing Allomere's  
discomfort.

NYRA

(mocking)

Yes, yes, you knew it would  
happen. It's just different, when  
you see the consequences of your  
betrayal!

ALLOMERE

It is true. I didn't think they  
would be in such pain.

NYRA

You didn't think they'd call your  
name as they flew in!

Allomere turns away, unable to stand it anymore.

NYRA

If you're having second thoughts,  
dear, you are welcome to join  
them.

Allomere looks down at the owls, writhing in the pit.

The flecks' connections are invisible until the moon  
rises. Its light catches and illuminates tendrils of  
energy, showing the fleck pit...

We can see now the field's been created by three enormous  
sacks of Flecks, hidden in the Beaks.

ALLOMERE

The Guardians will never fly right  
into something so visible. Even  
if it is to rescue downed owlets.

NYRA

I expect you to bring them back in  
daytime.

As the sky darkens -- BATS fly towards the Fleck  
triangle. They're all jittery.

(CONTINUED)

But some of the bolder ones approach to see if they can bite into the Guardians yet. \*

ALLOMERE \*

Must it be bats who bleed them? \*

NYRA \*

I'd do it myself. But I can hardly get closer to the Flecks than you can. Yes, it must be bats. Horrid things, but they have no gizzards to be affected. \*

ALLOMERE \*

Well? Do you have the bait, to lure the Guardians with? \*

Nyra withdraws, and Allomere follows her, into... \*

INT. STONE PALACE - MOMENTS LATER \*

Nyra, like a parody of a mother, strolls among the moonblinked owlets they have in here. She picks one, then another. \*

From his training post with another Pure One soldier, Kludd watches, interested, listening in. \*

NYRA \*

Allomere, I tell you, I'm pleased those owlets found your tree. The Flecks work! The trap is set. Why wait? \*

Nyra hands the moonblinked owlets to Allomere. \*

NYRA \*

Take these to the tree -- and let the Guardians come. \*

Nyra looks down and realizes that Kludd has flown over. \*

NYRA \*

Go back to your post. \*

KLUDD \*

Of the owlets who found the tree. Is one of them a Tyto? \*

ALLOMERE \*

Aye. He says his name is Soren. \*

(CONTINUED)

Kludd's eyes narrow. He goes through the moonblinked owlets, and picks out Eglantine, who looks completely zombified.

KLUDD

Then, take this one with you.

NYRA

Your sister?

KLUDD

Let Soren see what Pure Ones do with Tytos who forget their real kind.

Nyra is impressed by Kludd's cold-bloodedness.

Allomere has the owlets. He's ready to go. But he still hesitates.

NYRA

Well? What is it?

ALLOMERE

I only hope the Guardians will believe my story.

Nyra smiles -- she slashes his face with her talon.

ALLOMERE

Ah!

NYRA

That should help.

EXT. STONE PALACE - EVENING

Allomere, the fresh gash on his face, Eglantine in one talon and the other moonblinked owlet in the other, flies off...

EXT. GA'HOOLE TREE - BRANCH - NIGHT

Thick ropes of a pounding, driving rain lash the Ga'Hoole Tree. The chaw sits outside, all looking a little worried as thunder cracks.

EZYLRyb

Tonight, even the slowest of you should be able to feel the gutters! The currents in the rain!

(MORE)

(CONTINUED)

EZYLRYP (CONT'D)

(looking at Soren)

Some of you with better gizzards  
might've slipped into 'em on the  
way here! But I'll show you how  
to find them...

Ezylryb points at different ways the rain is bending --

EZYLRYP

A scupper!

(points)

A swillage!

(points)

Yes! Baggywrinkles!

Digger, on the branch, takes it all in -- and tries to  
withdraw into the tree, not wanting to repeat his  
experience on the way here.

EZYLRYP

Burrower! Shouldn't you know  
this, most of all?

Digger reluctantly comes back outside.

Gylfie

(whispers to Soren)

Know what? What's he talking  
about?

EZYLRYP

Young miss, I am teaching you to  
see where's the air's thicker,  
warmer, bends!

(beat)

The air currents warm in different  
ways, you see, from the sky to the  
ocean! You can't fight 'em! You  
have to feel 'em with your  
gizzards!

(beat)

Gutters are the broadest ones --

He points.

EZYLRYP

See! Find a good meaty one and  
you can fly faster, easier -- you  
just have to know what to look  
for! Ah! See that one? Great  
fliers can see currents like these  
on days that are clear as glass.

(MORE)

(CONTINUED)

EZYLRyb (CONT'D)

(beat)  
But I thought this was the best  
way to make it... come alive for  
you all!

GylfIE  
Yes... thank you!

EZYLRyb  
Well? Come up, come up! Fly out!

Soren is first. The others join him to fly deeper into  
the rain. Ezylyrb stays closest to Gylfie and Digger.

EZYLRyb  
Don't worry -- I'll guide you!

Gylfie reacts, great.

EZYLRyb  
Can you see where it's ropy?

Ezylyrb takes his focus off Soren for an instant. But  
when he glances back, he sees Soren flying headlong  
through a gutter in the rain.

EZYLRyb  
He sees it!  
(calls)  
That's it. Use your gizzard!  
Trust it! Trust it! Fly inside!

Soren flies through the raging storm, completely  
unperturbed.

EZYLRyb  
(calls to Soren)  
Keep going! Follow it all the way  
to the outlying islands, if you  
can!

As he flies, Soren sees the gutters, and we see them,  
too, but as he gets deeper, the "ropes" get knottier.  
They start to cross and make it harder for him...

Ezylyrb turns his attention back to Digger and Gylfie,  
who are soaked. He puts his wings over them, like a  
gentleman; they're so tattered, plenty of rain manages to  
get through anyway.

EZYLRyb  
Oh, Strix once let me hold my wing  
overhead, and shield her, like  
this!

(CONTINUED)

Ezylryb keeps watching Soren, who's having a far harder time of it. \*

Finally, Soren spills out, and the pattern of gutters and cross-currents seems to be spitting him out, completely disoriented, down towards the ocean. \*

Ezylryb flies over to rescue him. \*

EZYLRYB \*

The rest of you, back inside, please! \*

TWILIGHT \*

Do you need -- \*

EZYLRYB \*

No! I have it! \*

Ezylryb flies over to Soren. He picks him up and almost hoists him back while he's groggy -- surprisingly expert. \*

EZYLRYB \*

Can you get back to the tree? \*

Soren nods. \*

EZYLRYB \*

Good! Come to my hollow then! \*

INT. GA'HOOLE TREE - EZYLRYB'S HOLLOW - LATER \*

Ezylryb pours some tea out for Soren. \*

SOREN \*

I don't know what happened. We flew a great way out here, and nothing like that -- \*

EZYLRYB \*

You've got to reason to worry, boy. I confess... I guided you into that twister. I wanted to test your gizzard. Even Boron would have a tough go of it out there. I think you have the makings of a collier! Outstanding. \*

SOREN \*

Outstanding? I feel like my head was nearly wrenched off. \*

(CONTINUED)

EZYLRyb

Yah, by the way, when you see the  
rain doing that --

Ezylryb moves his talon, mimicking the tornado that Soren  
all but flew into.

EZYLRyb

Whatever you do, don't fly in!

Soren can't shake it.

SOREN

I haven't felt this strange since  
I was at St. Aegolius!

EZYLRyb

When?

SOREN

They had us picking through  
pellets for metal.

EZYLRyb

... metal gets picked up by mice,  
carried along the food chain --  
coward's way to mine it, but...

Ezylryb sees Soren is really woozy. He finds a little  
potion to steady his nerves.

EZYLRyb

Forgive me, boy! I believe in  
testing things... Ideas... owls...

SOREN

(overlapping)  
Well, at St. Aegolius, I got too  
close to a pile of the Flecks, and  
they made me feel strange.

EZYLRyb

The Flecks affected your gizzard?  
(concerned)  
Tell me more about these Flecks...  
I'm starting to wonder if  
Parliament was asking the right  
questions.

SOREN

I didn't think they were for  
armor. They were too soft, even  
if Bubo says they can melt them  
with another metal to make  
something else.

(CONTINUED)

CC 02 CONTINUED:

CC 02

As he talks, Ezylryb rummages through his miscellany, looking for some Flecks as a prop. He discards all kinds of things, till he gets to -- a little box of metallic nuggets.

EZYLRYP

Were they like these, the ones you were picking?

SOREN

No. The ones we were looking for were softer and darker.

EZYLRYP

Mmh. Bubo knows something about metals and their qualities and effects...

(beat)

But it's the Glauxian monks in the north who really study such things... I might fly out there. I wonder what the uses of these Flecks might be...? If they affect owls' gizzards, I shudder to think...

A CALL goes up inside the tree.

SOREN

What's that?

EZYLRYP

(listens)

Rescue! Downed owlets!

AR 01 INT. GA'HOOLE TREE - MAIN ENTRANCEWAY - LATER

AR 01

Soren, curious, pushes through the crush -- it echoes his arrival at the tree, but this time, of course, he is among the spectators. Mrs. Plithiver rushes out with other nurse-snakes to tend to the new arrivals.

Soren finds Boron, watching over.

SOREN

What happened?

BORON

Allomere found two owlets in the Beaks. He said he intercepted a party of raiders, such as the ones who caught you.

Soren's attention is taken by --

(CONTINUED)

MRS. PLITHIVER (O.S.)

Soren!

Mrs Plithiver is among the group of snakes who've come out to tend to the newly-arrived owlets. Her tongue flickers -- sensing something -- and then --

MRS. PLITHIVER

Soren! Come fast! It's Eglantine!

Soren's eyes go wide. This is something he never expected to hear.

SOREN

No, Mrs. P., it can't be!

MRS. PLITHIVER

I know what we thought, Soren! But I'd know her shape anywhere!

Soren pushes the owls away from crowding her.

SOREN

Let me through! Let me past! Give her room to breathe!

Soren stops short when he sees --

SOREN

Eglantine?

He is simply shocked by her appearance.

SOREN

Eglantine?

Eglantine blinks, but there's nothing behind it. Speo is standing over her, cradling her head in his wing.

SOREN

Can you do something for her?

SPEO

We'll take her to the healing room... and see.

Soren flies up with Speo and Eglantine, who's being carried.

SOREN

Eglantine. Can you hear me? Do you know who I am? Please, Eg. It's me!

(CONTINUED)

AR 01 CONTINUED:

AR 01

Eglantine doesn't. Gylfie, Twilight and Digger surround Soren to try and offer him some support, but there isn't much they can do.

\*  
\*  
\*

INT. PARLIAMENT - MOMENTS LATER

\*

A whirl -- Allomere sits in the middle of the chamber, being questioned by the Parliament.

\*  
\*

STRIX STRUMA

How many more owlets are there?

\*  
\*

ALLOMERE

A dozen in the Beaks!

\*  
\*

BUBO

And the ones you went with?

\*  
\*

ALLOMERE

(sorrowful)

I was lightly wounded, thank Glaux. But they were more gravely injured by the Raiders.

\*  
\*  
\*  
\*  
\*

STRIX STRUMA

If we make haste?

\*  
\*

ALLOMERE

I pray we can bring them back.

\*  
\*

BUBO

How did they wound them so? Their armor was superb!

\*  
\*  
\*

ALLOMERE

The cowards used the owlets to shield themselves. We got them, eventually -- but we had to protect them first.

\*  
\*  
\*  
\*  
\*

BORON

And you think further raiders will come?

\*  
\*  
\*

ALLOMERE

I do.

\*  
\*

BUBO

I've already run your claws on the whetstone for you!

\*  
\*  
\*

BORON

Good -- we'll need them sharp.

\*  
\*

(CONTINUED)

AR 01 CONTINUED:

AR 01

BUBO  
 (overlapping)  
 Sharp they'll be.

ALLOMERE  
 To arms then?

GUARDIANS  
 (one by one, rising)  
 To arms! To arms!

The Guardians put on their armor, and prepare to fly out.

EL 01 INT. EZYLRYB'S CHAMBER - MOMENTS LATER

EL 01

Quiet, by contrast. Ezylyrb was in the middle of getting ready to go to the Glauxian monks when a poem occurred to him, so he's now writing it out, not wanting to stop his flow. Soren comes in to plead.

SOREN  
 Ezylyrb, my sister's at the tree!  
 But... she's moonblinked! And I  
 just don't know... I don't know  
 what to do.

Ezylyrb puts up a wing to stop Soren from speaking for one moment, while he finishes the thought. He then rummages through his things for a red stamp. He puts the stamp on the poem and looks up.

EZYLRYB  
 Yes, Soren? What can I do for you  
 now?

But Soren is now freshly-astonished.

SOREN  
 Is that your mark?

EZYLRYB  
 Yes.

SOREN  
 So you wrote the Chronicle of the  
 Battle of the Ice Claws, too?

Ezylyrb nods.

SOREN  
 Were you there?

EZYLRYB  
 Oh yes.

(CONTINUED)

SOREN \*  
 As a... scribe? \*

EZYLRyb \*  
 As its leader. \*

Soren can hardly believe it. \*

SOREN \*  
You're Lyze of Kiel. You're Lyze \*  
 of Kiel, who defeated Surtr?! \*

EZYLRyb \*  
 The same. \*

SOREN \*  
 But -- why go by Ezylyrb? \*

EZYLRyb \*  
 All the owls at the tree know who \*  
 I am. But my days as Lyze are \*  
 well behind me. And that battle \*  
 is a distant memory. Except, \*  
 funnily enough, for young owlets \*  
 like you! \*

SOREN \*  
 Why didn't you tell me? \*

EZYLRyb \*  
 I keep telling you. \*

SOREN \*  
 What? \*

EZYLRyb \*  
 I tell you in flight. And \*  
 everywhere I can. You have to \*  
 listen to your gizzard. I tell \*  
 you because of who I am. When you \*  
 do what you think is right... even \*  
 when you're not thanked afterwards \*  
 -- and I know, you won't be -- at \*  
 least you'll know, you did as your \*  
 gizzard told you. \*

(beat) \*  
 That's how a Guardian should act. \*  
 There's nothing important I can \*  
 say. And it shouldn't matter if \*  
 my name is Lyze, or my name is \*  
 Ezylyrb. \*

SOREN \*  
 Lyze of Kiel was my hero. \*

(CONTINUED)

EZYLRyb

Fancy it must be hard meeting your  
hero and seeing what it looks like  
to've been in battle. Never had a  
hero myself. So I count myself  
lucky.

SOREN

It's not awful, exactly.

EZYLRyb

Well. I'm leaving for the monks.  
My gizzard tells me it's pressing.

SOREN

Ezylryb -- Lyze?

EZYLRyb

Yes -- yes again?

SOREN

My sister's here. She doesn't  
know who I am. She doesn't  
remember me. What can I do?

EZYLRyb

She doesn't remember you? For  
Glaux's sake! Make her remember  
you!

With that, Ezylryb flies out his hollow entrance, leaving  
Soren behind.

AR 04 INT. HEALING HOLLOW - LATER

AR 04

Eglantine lies on a mossy bed. Soren walks inside and  
puts his wing on her forehead. As he talks, he really  
pours his heart into it.

SOREN

Eglantine? Can you hear me?  
(beat)

We used to play together. In our  
hollow in Tyto forest. We told  
each other stories about the  
Guardians. I'd read them to  
you...

(beat)

This is their tree. It's their  
real tree!

(CONTINUED)

Soren focuses intently on Soren. He barely notices as, one after the other, the rest of his band, including Mrs. P, come inside and, by the end of his speech, they're all in here.

SOREN

'You fool! To trust Surtr!' I didn't think I'd see you! Eg, I'm so glad you're here! I really am!

MRS. PLITHIVER

Keep talking, Soren. Keep talking.

SOREN

Remember when your first pellet came out? It was disgusting. Mrs. Plithiver was there. You saw mine, too. It was embarrassing...

Soren cries and kisses her on her forehead. He clowns around...

SOREN

Remember? Mrs. P said -- 'I'll show you their pellets'! And Kludd and I said, 'Noo!'

Eglantine blinks.

EGLANTINE

... Soren?

The light comes back in her eyes.

SOREN

Eglantine!

Eglantine looks a bit cowed by seeing the others around her.

SOREN

It's alright. You're not supposed to remember them.

EGLANTINE

Then... we're not at home?

SOREN

No. We're at the Guardians' tree. This is Ga'Hoole.

Eglantine nods -- this does sound familiar from when Soren said it earlier.

(CONTINUED)

SOREN

Eg, you must have a real strong  
gizzard. To have made it through  
what you did. Thank Glaux  
Allomere rescued you!

Something about this jaws Eglantine.

EGLANTINE

... he didn't rescue me.

SOREN

Of course he did. Allomere  
brought you in. He took you from  
those raiders.

EGLANTINE

No... he brought me here -- but  
he's one of them! Soren -- Kludd  
gave me to him! It's a trap!  
Kludd and Allomere are part of it!

SPEO

Sh, dear. Sh. You must stay  
calm.

EGLANTINE

Soren --

SOREN

Let her speak!

SPEO

(overlapping,  
soothing)  
Shh, dear --

But Soren wants to hear what she has to say.

EGLANTINE

(to Soren)  
Soren, you have to stop them!

AR 06 INT. GA'HOOLE TREE - HALLWAY - MOMENTS LATER

AR 06

Speo puts an avuncular wing around Soren.

SPEO

It's wonderful she remembers.  
Miraculous! But... she's been  
through a great deal.

(CONTINUED)

SOREN

You heard her. It wasn't  
confused.

SPEO

No, it sounded lucid. But it can  
still be the mind, playing tricks.  
That's what I think it is.

(beat)

Soren, I know it's hard, but you  
must trust the knowledge of the  
tree.

Reluctantly, Soren nods.

Speo goes back inside the healing hollow, to tend to her,  
shutting out Soren and his little band outside.

Soren thinks. He considers it... and considers it.

SOREN

Speo might be a healer. But he  
doesn't know Eglantine, and I do.  
It's not her mind playing tricks.

(beat)

I have to go find the Guardians.  
I need to tell them it's a trap.

DIGGER

... couldn't the Guardians work it  
out themselves?

SOREN

They are the Guardians. But  
Gylfie and I, we've seen the Pure  
Ones. They're capable of  
anything.

(beat)

I have to go. It's the right  
thing to do.

TWILIGHT

Well. You won't go by yourself,  
friend.

EXT. GA'HOOLE TREE - LATER

Soren, Twilight, Gylfie and Eglantine fly out of the tree  
and over the Sea of Hoolemere. The mists today are  
relatively calm.

GYLFIE

We follow the whale fin. It's how  
they would have gone.

(CONTINUED)

AR 06 CONTINUED:

AR 06

With some trepidation but complete resolve, they fly on...

\*  
\*

GM 01 EXT. GLAUXIAN MONASTERY - NIGHT

GM 01

\*

A snowy landscape. Ezylyrb flies down to the monastery, a flat structure; Ezylyrb and the MONK standing guard exchange a glance -- like old friends.

\*  
\*  
\*

EZYLRYP

Brother, I come on business.

\*  
\*

GM 02 INT. GLAUXIAN MONASTERY - LATER

GM 02

\*

A dusty old library. Ezylyrb and the Monk corkscrew their way into here.

\*  
\*

MONK

Ha! To inquire about Flecks!

\*  
\*

EZYLRYP

And whether a weapon could be made from them.

\*  
\*  
\*

MONK

It was the brothers in Perrock who studied such things -- before Hagsfiends came upon them, may Glaux remember 'em...

\*  
\*  
\*  
\*  
\*

The Monk thinks and browses to find the right volume. He blows the dust off it, and he and Ezylyrb pore over it...

\*  
\*

TT 01 EXT. SEA OF HOOLEMERE SHORE - NIGHT

TT 01

\*

The fliers pass by the Echidna's spot on the shore --

\*

SOREN

(calls down)

Echidna -- which way did the Guardians fly?

\*  
\*  
\*  
\*

The Echidna gestures with his arm.

\*

ECHIDNA

But their bearing was not straight! They flew towards the Beaks!

\*  
\*  
\*  
\*

TWILIGHT

Did your crows see?

\*  
\*

(CONTINUED)

TT 01 CONTINUED:

TT 01

The Echidna nods. \*

TWILIGHT  
(to the crows)  
Caw caw caw? \*

The Echidna gives them his nod, and the crows rise to meet Soren and the others. \*

EXT. THE AIR - LATER \*

The crows fly for a ways with Soren and the other fliers, showing them the path. Once the fliers' course is clearly set, the crows start to get agitated, as if they don't want to go on any further. \*

TWILIGHT  
(thanking them)  
Cawcawcaw caw! \*

CROW  
(in response)  
Caw caw caw. \*

The CROWS hover for a short moment, and make sure our heroes are on the right path, before turning back. \*

DIGGER  
It's true! You do make it sound like poetry! \*

TWILIGHT  
Ah, that's enough out of you! \*

EXT. APPROACHING THE BEAKS - LATER \*

As they near the Beaks, the fliers naturally show more caution and start looking for signs of the Guardians' presence. \*

SOREN  
I don't see them. \*

GYLFIE  
The Beaks are vast. Should we have come -- \*

Digger flies out in front and around, to see little scrapes in the rock. He sees bat guano on the ground. \*

DIGGER  
You said there were bats at that awful place? \*

(CONTINUED)

TT 01 CONTINUED:

TT 01

Soren nods. \*

DIGGER \*

There are bats here, too... \*

TWILIGHT \*

So? We're looking for the  
Guardians. \*

DIGGER \*

These are the only tracks I can  
find. Maybe they're worth  
following. \*

SOREN \*

We should, but -- be careful. \*

They fly on -- the Guardians' low hooting MOANS reach  
them -- and Gylfie flies close to the ground. She's the  
first to see: \*

GYLFIE \*

(horrified) \*

Soren -- look. \*

The Guardians are trapped, pinned and flailing on the  
ground. \*

TWILIGHT \*

(ready to fight) \*

Let's go! \*

Twilight takes out his lute, and flies forward -- Soren  
does, too, but with a look of growing concern, until he  
stops, mid-air. \*

SOREN \*

(clenched whisper) \*

Twilight -- wait. \*

TWILIGHT \*

For what? \*

SOREN \*

It's not right. My gizzard says  
we should stop here. \*

The fliers hide behind a large outcropping of rock to get  
their bearings. \*

TWILIGHT \*

I don't see anything stopping us.  
There's not even a finch out  
there! \*

(CONTINUED)

SOREN

No. Not a single owl, either.

Digger looks at the rock -- the clouds -- the vegetation.

Finally, he compares the Beaks around them with the ones in front -- and sees how the rock doesn't quite all measure up -- the leather sacks of Flecks are (just) visible to the observant burrower.

DIGGER

Those three grooves in those Beaks? There are nests in them. Too big for birds.

Soren flies as close as he dares.

SOREN

I see them. They're filled with --

DIGGER

Metal.

SOREN

Those Flecks that hurt my gizzard, I'll wager...

TWILIGHT

Then we can't get any closer either?

Stunningly, the sun is setting over the mountains...

INT. STONE PALACE - VIEWING PLATFORM - SAME TIME

Metal Beak and Nyra are entranced by the sunset, too -- as well as the Guardians' pain.

METAL BEAK

Sad, that the monks of Perrock were not prepared to fend us off... they knew their business with these Flecks.

From inside the Stone Palace comes the sound of flapping and scraping -- the bats are ready.

NYRA

Now, m'lord?

METAL BEAK

It would be cruel to make them wait.

(CONTINUED)

TT 01 CONTINUED:

TT 01

Metal Beak does wait, for a moment. He gives a signal  
and a messy cloud of bats comes forth -- a messy volley.

\*  
\*

SOREN AND THE BAND

\*

See from their vantage point that about fifty bats have  
flown out of the Palace: they circle and swarm to get  
their bearings... waiting for...

\*  
\*  
\*

THE MOON

\*

peeks over the mountains... as it does, it illuminates  
the Fleck tendrils and makes them visible to --

\*  
\*

THE FLIERS

\*

who are astonished by the tendrils, which are quite  
beautiful.

\*  
\*

But the bats see them too, and start their SCREECHING  
journey towards the Guardians.

\*  
\*

SOREN

\*

They won't be affected by the  
Flecks. They have no gizzards.

\*  
\*

TWILIGHT

\*

Have you ever seen bats feed on  
downed animals? It's revolting.  
Digger and I came across a field  
of them once, feeding, on the  
plains of Lage...

\*  
\*  
\*  
\*  
\*

GYLFIE

\*

What do we do?

\*

SOREN

\*

We can't let them bleed the  
Guardians.

\*  
\*

The little band advances, to form a barrier between the  
Guardians and the bats.

\*  
\*

Soren and Gylfie snap off branches en route to use as  
weapons. Digger picks up a rock. Twilight swings his  
lute.

\*  
\*  
\*

He SINGS softly but rousingly, a kind of battle march to  
keep their spirits up.

\*  
\*

(CONTINUED)

TT 01 CONTINUED:

TT 01

FROM THE OTHER SIDE \*

approaching the Beaks, Ezylyrb flies as fast as he can with four monks. They see the trap, too. \*

EZYLRyb \*

It's up. The trap is up... \*

The monks give it their all in flight. The monks are faster fliers than Ezylyrb -- \*

EZYLRyb \*

Go to the boy! \*

SOREN'S BAND \*

Soren starts -- assuming it's an enemy -- when he sees one of the Monks approaching. \*

MONK \*

Soren, it's alright. We're here to help you. \*

SOREN \*

You're the monks. Is Ezylyrb with you? \*

Ezylyrb appears behind him a moment later. \*

EZYLRyb \*

Tonic to see you, boy! \*

(to the monks) \*

Told you he'd be here -- he's got a good gizzard, this one -- \*

(re: the Guardians) \*

Watch you don't get too conceited, though. You can lose it, too. \*

SOREN \*

(the bats) \*

Ezylyrb -- \*

EZYLRyb \*

Yes, yes -- the monks say there's a way to break the triangle. You can break it with fire! \*

The monks snap their staffs in two, to double their weaponry. \*

Ezylyrb issues orders as the bats regroup, forming them into a flank -- \*

(CONTINUED)

EZYLRYP

I'll need you around me, you lot!  
Around me!

(to Soren)  
Not you!

SOREN

What?

EZYLRYP

You're getting the coal. And  
you'll use it to burn one of those  
fleck baskets!

Ezylryb tosses Soren his "spare" battle claw.

Some bats break through -- Ezylryb and the monks hold  
them off.

EZYLRYP

Go! They'll be sending more than  
bats!

SOREN

I've never flown into fire before.

EZYLRYP

Well, no one in their right mind  
would. Go!

Soren shares a moment's heartening glance with Gylfie.

EZYLRYP

Go!

As the bats surround the others, Soren flies off.

As they fight them, the bats keep breaking up into more  
and more clouds, getting messier to attack.

VIEWING PLATFORM - MOMENTS LATER

Nyra watches -- she senses something is wrong and flies  
up to Metal Beak.

NYRA

They should be bleeding the  
Guardians by now.

METAL BEAK

Ah, if they're whetting their  
appetite on some other birds,  
first... they'll still be hungry.

(CONTINUED)

TT 01 CONTINUED:

TT 01

Nyra, though, is still concerned. She swoops towards the troops and gives her orders --

NYRA

First squadron at the ready!

She sweeps around with her wing -- it takes in a few additional Pure One soldiers who thought they'd be waiting until later -- among their number is Kludd.

NYRA

You'll join them.

KLUDD

Me? Now?

NYRA

You wanted to be a soldier, didn't you? Submit to the orders of the High Tyto and soldier --

Nyra sees Allomere, trying to hide in the shadows.

NYRA

I can see you in the shadows.  
Don't you dare think you'll turn your feathers again.

(beat)

You'll fight for us, or I'll add a deep gash to join that light one.

THE FOREST FIRE

Soren flies up around the Beaks and into the fire. On the uppermost level it's just smoke... he has to get deeper, and it gets hotter, the belches of updraft blowing him around... but he flies through and it's almost a meditation, as he flies deeper into the fire...

Towards a bed of coals so hot they burn blue.

Fighting scalding updrafts, Soren extends his claw downwards and picks one.

NEAR THE FLECK TRIANGLE

The Pure One soldiers are visible making their approach.

EZYLRyb

(to his "soldiers")

Are you listening? We're going to fight them into those Beaks!

(CONTINUED)

GYLFIE

What of the bats?

EZYLRyb

Get the ones you can. Forget the rest. We need the advantage of that landscape!

The fastest of the Pure One soldiers are approaching and Ezylryb lures them towards the mountains...

Where there are more loose rocks and other natural features they can take advantage of.

Ezylryb has only one good talon, but the old warrior is enjoying himself in the battle.

Twilight uses his lute to smash who he can.

TWILIGHT

Oh, you are a rude bunch!

Gylfie and Digger fight in tandem -- she lures a Pure One into a crevice -- and then Digger "digs" and lets loose a flurry of rocks, which take the Pure One down.

Digger and Gylfie are elated -- victory! But then their field of vision clears, and they see Jatt and Jutt. Gylfie's expression hardens.

JATT

Look who it is, Jutt. It's the talking pellet. Amazing.

JUTT

... amazing.

Jatt and Jutt fly to attack.

Gylfie and Digger lure them into a little ledge, full of weakened limestone. Jatt and Jutt wildly claw -- Digger rises above them and lets loose a volley of rocks on them.

FLECK PIT

Some bats are starting to break through. Some clamber over the Guardians like flies... Boron, weak, only just manages to tear a bat off his wing and fling it away. Even though their strength is waning, the Guardians try to protect the moonblinked owlets.

(CONTINUED)

SOREN

surveys the scene from high up on a mountainside. He holds the coal in his talon. Trying not to be seen, he follows the edge of the mountainside as best he can, flying down towards a Fleck basket...

He gets as near as he can without his gizzard failing and drops his coal into the Fleck nest -- the little twigs and kindling surrounding it catch on fire and burst into flames.

Soren is struck down by the power of the Flecks though.

He tumbles, skimming the rocky mountainside, tangling in its ferns and vines. Still dazed, he manages to fly to a little area of vegetation just outside the perimeter of the fleck towers. He flies up and further away into a nearby system of branches...

And he recovers himself, just in time to HEAR SOME LOUD FLYING. Soren reacts with a start -- he leaps to a higher branch, just in time -- as Kludd CRUNCHES the branch below him.

Almost every line is punctuated by Kludd CRUNCHING after Soren -- it echoes the branching scene.

(In the b.g. -- the fire spreads to the second Fleck nest, so it's taken care of, and two monks tossing fire to the third one to melt it, too.)

SOREN

Kludd! You don't have to fight with them.

KLUDD

I know the side I fight for.

SOREN

There weren't 'sides'! There was peace, till the Pure Ones started a war against us.

KLUDD

Is that what they did?

SOREN

Kludd, you might have moonblinked Eglantine -- but she remembered me. She remembered what her gizzard told her. Why can't you?

(CONTINUED)

KLUDD

I thought she could be saved. At  
least I found a way to use her.

SOREN

What happened at our hollow?

KLUDD

Not much, Soren. It was over  
quickly. Our parents were weak,  
like you're weak.

Soren, furious, charges Kludd. Kludd dodges, enjoying  
this. As Soren pursues, now, he and Kludd get deeper  
into the main fray -- and closer to the fire.

IN THE BEAKS

Twilight is losing it -- he attacks one Pure One soldier,  
only to find himself surrounded by others. There's no  
way out...

Until Barran, like a vision, emerges behind him. She's  
joined, a moment later, by Strix.

The Fleck towers have been melted, and the Guardians are  
rising like Phoenixes -- a great sight to behold.

Now that the Guardians have entered the fray, Ezylyrb,  
who is, after all, quite old, allows himself a moment's  
rest, nestled in a beak.

From his position, he looks over to the landing platform  
of the Stone Palace. Ezylyrb is perplexed and curious...  
Ezylyrb sees Nyra take off and fly into battle from it.

Ezylyrb musters himself to fly over towards the Stone  
Palace.

FLECK PIT

In between slashing away the last remaining bats, Bubo  
speaks kindly to the moonblinked owlets.

BUBO

Can you come towards me? Nay?  
Well, it's alright. We'll protect  
you now!

(helping them)

Ah! Mind those falling embers.

Two Pure Ones land nearby. Bubo stands to take care of  
them, while blocking the moonblinked owlets' view.

(CONTINUED)

BUBO

Best if you look away now, owlets.

Bubo matter-of-factly goes to get these nearby Pure Ones.

THE SKY

Because, up here -- Boron fights Allomere, though it pains them both. Between slashes --

BORON

To betray your trust! To betray  
your oath! What did they promise  
you?

ALLOMERE

The tree! And that I would be its  
King!

Allomere attacks --

BORON

For that, you'd sacrifice our  
hatchlings?

ALLOMERE

Hasn't the tree made many  
sacrifices? Under your kingship?  
Under Lyze's?

BORON

Allomere -- you shan't count as  
one of them.

Boron wins.

STONE PALACE

Ezylryb lands, poised to fight, cautiously advancing...  
Ezylryb sees Metal Beak's empty throne.

And Metal Beak comes out of the darkness and slashes. He  
and Ezylryb engage -- two old warriors. They push deeper  
inside as they fight. The conversation is punctuated by  
fighting.

METAL BEAK

Lyze.

EZYLRYB

Well -- you shan't be able to say  
my name in a moment!

(CONTINUED)

METAL BEAK

Don't you recognize me?

Ezylryb does.

EZYLRyb

You weren't killed.

METAL BEAK

The waters carried me to shore.

EZYLRyb

Lamentably.

METAL BEAK

See what we have built, Lyze! The stone dwarfs your tree, doesn't it?

Enough talking -- Ezylryb slashes and wounds Metal Beak well. He disappears into a dark passage. Ezylryb advances cautiously.

He peers into the blackness. There's a strange noise -- metal dragging on stone -- and then little sparks become visible. What the hell is this?

Ezylryb braces -- advancing are fruit bats with blades on their wings. They CHITTER and then surround him, slashing their wings.

EZYLRyb

Ugh! Unnatural!

They advance -- he and the bats tumble and fight. Two monks fly up to engage the bats -- as Metal Beak re-emerges to charge Ezylryb.

NYRA

is fighting Barran. Strix teams up with her -- and Nyra starts, for the first time since we've seen her, to show real fear. Nyra grabs a Pure One soldier in her talons, to use as fodder, and put it between her and Strix -- it only buys her time to escape.

SOREN AND KLUDD

fight, pushing deeper into the forest fire.

SOREN

Kludd -- the Pure Ones won't win!  
You're a fool to believe them!

(CONTINUED)

KLUDD

It's going to be glorious, Soren.  
No hunger! No want! No weakness!

Kludd charges Soren -- and then Soren pushes him back -- powerfully. A curtain of fire billows up from below -- and Kludd falls back into it. Soren's shocked by what's just happened, but it seems as if there's nothing to be done. Soren snaps out of his shock, when --

GYLFIE (O.S.)

Soren!

Gylfie points to the Stone Palace. Soren sees that Ezylyrb is flagging. He grabs a burning branch and flies through the window --

STONE PALACE

The monks are busy with the bats.

Metal Beak is looking over Ezylyrb, an old owl who is finally exhausted.

Metal Beak is about to finish Ezylyrb, when Soren rushes through a gap in the Stone Palace's architecture.

He rushes the burning branch under Metal Beak's helmet.

METAL BEAK

(in agony)

Ah!

EXT. THE BEAKS - SAME TIME

Metal Beak's cry reaches Nyra -- already wounded from her encounter with Barran.

Everywhere she looks, Pure Ones are scattering.

NYRA

Pure Ones! To me! To me!

VIEWING PLATFORM

The bats are finally defeated.

Soren and Twilight help Ezylyrb out of the Palace. Gylfie and Digger fly over to join them on the viewing platform.

(CONTINUED)

CONTINUED:

They can't believe the extent of the exhaustion and devastation. Nor can they believe that they survived it.

EZYLRYP

Boy -- we will have to emend the Chronicles.

SOREN

Can you fly, Ezylyrb?

EZYLRYP

(nods)  
... Lyze, if you will.

For a moment, Gylfie and Soren lean in to each other tenderly. Strix is so wounded that she wobbles as she flies.

EXT. TREE OF GA'HOOLE - NIGHT

The view from the tree out onto the ocean. Rolling mists obscure it.

Eglantine perches on a branch, watching above the tree's guards. Mrs. Plithiver waits next to her.

They hear Boron before they see him --

BORON (O.S.)

Healers!

And then the Guardians (and the others) emerge from the mists.

INT. TREE OF GA'HOOLE - CONTINUOUS ACTION

Speo, Mrs. Plithiver and the other snakes spring into action.

SOREN (V.O.)

As in the Old Ages, so it was in the new. The Guardians upheld their oath that night, and the nights that followed...

GO 02 EXT. ST. AEGOLIUS - NIGHT

GO 02

The moonblinked owlets look up into the skies, their eyes flickering with hope... the Guardians land, with kinds of long boats, to carry back the owlets who can't fly.

(CONTINUED)

GO 02 CONTINUED:

GO 02

SOREN (V.O.)  
They made strong the weak...

GO 03 INT. GA'HOOLE TREE - HEALING ROOM - NIGHT

GO 03

Speo and the healers bandage the broken wings of owlets  
rescued from St. Aegolius...

\*

SOREN (V.O.)  
They mended the broken...

\*

GO 04 INT. GA'HOOLE TREE - WRITING AND INSCRIPTION HOLLOW - NIGHT

GO 04

With Ezylyrb, Soren records the history. He adds his own  
stamp next to Ezylyrb's.

\*

\*

SOREN (V.O.)  
They vanquished the evil...

\*

\*

INT. BUBO'S FORGE - NIGHT

\*

Bubo HUMS to himself as he makes the new helmets, armor,  
resharpens battle claws that have been blunted... he  
CLANKS deep into the night.

\*

\*

\*

SOREN (V.O.)  
And began preparations for future  
struggles.

\*

\*

GO 05 INT. GA'HOOLE TREE - PARLIAMENT - LATER

GO 05

Parliament is hushed as Boron addresses it, as well as  
Soren's band.

\*

\*

BORON  
How are Guardians chosen? In the  
way they distinguish themselves in  
the clash of battle claws,  
certainly.

\*

\*

\*

\*

\*

Twilight leans in to Digger, and whispers.

\*

TWILIGHT  
Still Borin', alright.

\*

\*

BARRAN  
But Guardians should also be  
chosen for the size of their  
gizzard.

\*

\*

\*

\*

(MORE)

(CONTINUED)

GO 05 CONTINUED:

GO 05

BARRAN (CONT'D)  
 (to Gylfie)  
 Or rather, their quality.

Gylfie smiles, thanks.

BUBO  
 How well they listen to the  
 whispers of the ages.

STRIX STRUMA  
 How their hearts beat not just for  
 themselves, but for the sakes of  
 others.

EZYLRYP  
 (calls out from his  
 post)  
 I know how these ones were chosen!  
 We wouldn't be here without 'em!  
 Or have you forgotten?

BORON  
 No -- we haven't forgotten.  
 You're right.  
 (to Soren)  
 And so -- we hope you'll join us  
 as Guardians. It would be our  
 honor if you did.

No: the band are still honored, themselves. Soren and  
 the others step forward to receive their breast plates.

GO 07 EXT. THE BEAKS - NIGHT

GO 07

Smoky, charred, abstract. Kludd -- wounded but capable --  
 drags himself. All that's been left of the scene is  
 Metal Beak's helmet. Kludd inspects it, toys with it in  
 his talons...

GO 08 EXT. TYTO FOREST - MORNING

GO 08

But here in Tyto forest -- Spring. Leaves and shoots  
 break through the burned charcoal of the forest floor. A  
 small family of owls finds its way to the hollow where  
 Soren grew up, bringing their eggs with them -- safe once  
 more.

FADE OUT.

THE END

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