

Studio Foglio's

GIRL GENIUS  
A Steampunk Odyssey

Adapted by Clayton Emery

Based on the webcomic "Grl Genius" ([girlgeniusonline.com](http://girlgeniusonline.com)),  
adapted without permission, not for sale or production,  
reading pleasure only.

[claytonemery@comcast.net](mailto:claytonemery@comcast.net)

603 380-4849

WGA Registration # I265862

FADE IN

INT. STORM KING'S CASTLE, MAIN HALL -- NIGHT

Europa, a Victorian Steampunk Europe.

Storm King's Castle in the Clouds.

The main hall is hung with tapestries, banners, shields.

Lanterns, fireplaces, candles, and mirrors light the hall,  
but somehow it's still dark and forbidding.

Lightning and thunder crash outside continuously.

The long dining table is dedicated to war plans. Models of  
war machines, scenarios with toy soldiers, maps on easels,  
plans, blueprints, journals, a bust of Wulfenbach, etc.

Minions kneel with heads bowed. SPIDER RIDERS, LIGHTNING  
TROOPERS, MONSTER TROOPS, SPIES. Nobody dares look up.

A wanna-be dictator paces and rants. (The STORM KING,  
Martellus Von Blitzengard.) Seen in only bits and pieces.

STORM KING

... All these years, waiting,  
preparing, biding our time.

As the dictator turns, we see his black armband.

STORM KING (CONT'D)

But finally, we come into our  
heritage, our destiny.

The dictator has a mechanical lightning-hand.

It points at a black-draped portrait of his father - and  
blasts it with lightning.

STORM KING (CONT'D)

Whole armies await my command to  
attack.

The lightning-hand blasts a map with toy soldiers.

STORM KING (CONT'D)

Armadas loom just over the horizon.  
Mechanical monsters strain at their  
traces.

The lightning-hand picks up a model zeppelin and crushes it.

STORM KING (CONT'D)  
All of my enemies will be swept away.

The lightning-hand crushes a bust of Baron Wulfenbach.

STORM KING (CONT'D)  
So tonight we begin. Rise, my  
minions!

Warily the minions rise, but still don't look up.

STORM KING (CONT'D)  
Go forth. Carry the word. Sound  
the battle cry. And remember. Any  
artifact marked with this emblem is  
to be brought to me immediately.

He hurls down a drawing of a stylized trilobite.

STORM KING (CONT'D)  
What are you waiting for? Go!

The dictator blasts lightning over their heads. Minions  
scramble out of the room.

Alone, he rants. He approaches a huge map of "Europa".

STORM KING (CONT'D)  
By midsummer, all of Europa shall be  
in flames! And no one can stop me!

And he rips down the map, to segue to...

INT. AGATHA'S WORKSHOP -- MORNING

The city of Mechaniksburg.

A Steampunk blacksmith / machine shop.

Pan across the work table.

Iron and brass tools, pieces of machinery, gears and springs,  
etc are scattered about.

And a tiny clank builds another clank.

("Clanks" are steam or clockwork robots, big or small. These  
guys are toy-sized.)

EYEBALL finishes making TWO-HEAD, screwing on his legs.

Eyeball looks like a big brass watch with arms and legs, and  
one big mechanical eye.

Two-Head looks like two clanks badly screwed together.

Two-Head totters up, grabs tools, and helps make Clank 3.

AGATHA (O.S.)  
(snores)

The Clanks freeze, hear more snores, keep working.

Eyeball walks down the table to get more parts.

Passes AGATHA, asleep, head down, a mass of hair.

AGATHA (CONT'D)  
(soft snores)

Eyeball trots back. Agatha stirs, and he tiptoes.

Something squirms in her hand.

Another clank, WOBBLY, is trapped in Agatha's hand.

Wobbly is a round clank like a flying saucer, with eyes top and bottom.

Eyeball and Two-Head try to free Wobbly, but Agatha won't let go, even asleep.

A huge BOOM sounds outside.

The workshop shakes. Parts rattle and rain.

Agatha wakes. Eyeball and Two-Head run and hide, leaving Wobbly trapped in her hand.

AGATHA (CONT'D)  
(waking)  
Uh, what?

Agatha (Heterodyne) Clay is 20, female, corn-fed, bosomy, with glasses. Currently clumsy and adorkable.

She wears only a camisole and pantaloons.

Her clothes and face are smudged. Her hands are filthy and solder-burned.

A trilobite-marked locket on a choker is around her neck.

Agatha staggers up, confused.

AGATHA (CONT'D)  
How did I -- What?

A lesser BOOM sounds. Church bells toll an alarm.

AGATHA (CONT'D)  
Oh, no! I'm late!

Agatha, still in underwear and barefoot, still holding the clank, runs out the shop door.

EXT. MECHANIKSBURG STREETS -- MORNING

People run every which-way. Some look queerly at Agatha.

Another BOOM sounds down the street.

AGATHA  
(to passersby)  
I say, what's happening?

PASSERSBY 1  
Baron Wulfenbach has come to call.  
You might -- make yourself  
presentable.

AGATHA  
What? Ouch.

Agatha steps to look, hurts her feet on cobblestones.

Realizes she's in her underwear and barefoot.

AGATHA (CONT'D)  
Eep!

She runs back in the shop.

Soon she runs out, dressed but still smudged.

Agatha's clothes are Steampunk Victorian.

She still carries Wobbly, and stuffs him in a pocket.

The street is blocked by a crowd awaiting a play on a low stage. Actors mug. But the crowd looks towards the explosions.

BARKER  
Come one, come all! See "The Mystery  
of the Cast Iron Glacier"! Can even  
the Heterodyne Boys escape their  
destiny, or will the insidious  
Lucrezia Mongfish -- Whoa.

Distant blast sounds, then close-up hit.

A building top shatters. Bricks rain. The crowd scatters.

Blocked, Agatha dashes one way, rounds a corner --  
-- And recoils.

Looming over the city on the highest hill sits Castle  
Heterodyne, dark, closed, forbidding.

Agatha turns away from the sight.

AGATHA

Ooh!

Flustered, she cuts down an alley.

EXT. MECHANIKSBURG ALLEY

The alley is dim and full of garbage and junk.

Running, Agatha doesn't see a foot that trips her.

She crashes and sprawls.

AGATHA

Oof!

SGT. BLACK (O.S.)

An angel of mercy crash-landed at  
our feet.

Two soldiers, SGT. BLACK and CPL. GOMER, tripped her. Sgt.  
Black has a bottle.

Sgt. Black is a scarred veteran in a sloppy uniform.

Cpl. Gomer is young, not as sloppy.

SGT. BLACK (CONT'D)

Where bound in such a hurry, little  
darling?

AGATHA

Uh, the university. I'm late for  
class, and they'll be furious --

CPL. GOMER

If you're in a hurry, let us lighten  
your load. Got any spare change?

The soldiers "help" her rise, but hang onto her arms.

AGATHA

They hang deserters in this town.  
Or put them in jars.

CPL. GOMER

Jars?

Sgt. Black sees her gold locket, notes the trilobite.

SGT. BLACK

That looks like gold -- Hang on.  
The horseshoe crab.

CPL. GOMER

Trilobite.

Agatha panics, clutches her throat.

AGATHA

No, please, it's all I have of my  
parents --

SGT. BLACK

Your parents are derelict to let you  
wander down dark alleys.

AGATHA

(cold)  
Don't you malign my --

Sgt. Black forces her against a wall.

CPL. GOMER

What's in your pockets, then?

Cpl. Gomer fishes in her pockets and pulls out Wobbly.

CPL. GOMER (CONT'D)

Nice gold watch -- huh?

Wobbly opens one eye and glares at Cpl. Gomer.

SGT. BLACK

Brass, junk. That locket looks like  
gold --

AGATHA

It's not junk. I made it. Look.

Agatha jabs a button on Wobbly's side.

Wobbly leaps from Cpl. Gomer's hand, bangs Cpl. Gomer's face,  
caroms off the wall and bangs Sgt. Black's face.

One gets a black eye, one a bloody nose.

BOTH

Ow! Gods, hey!

AGATHA

I'll teach you to slander my parents,  
you swine!

Agatha snatches the bottle from Sgt. Black, whacks Cpl. Gomer upside the head, then swings to brain Sgt. Black.

The veteran grabs her by the throat and slams her into a wall. She's stunned.

But jams three fingers into his throat. He gags --

-- And rips loose her choker, keeping it.

Without the locket, Agatha is wracked by a blinding headache and swirling visions.

AGATHA (CONT'D)

Give that back --  
(sudden agony)  
Agghh!

Sgt. Black and Cpl. Gomer are frightened.

CPL. GOMER

You've cracked her head!

SGT. BLACK

No, I didn't, I -- Let's go.

Cpl. Gomer and Sgt. Black run off.

VISIONS -- MOUNTAINS -- SUMMER

Agatha is a child in summer mountains. Reaches into a pond for a frog, teeters, is caught by gentle hands.

Lucrezia: "Oh, my too--clever child, you're heading for trouble."

LUCREZIA MONGFISH and BILL HETERODYNE (Agatha's real, forgotten parents) picnic. Their faces are obscured by sunlight.

Bill: "Never shall we part, the three of us."

Lucrezia pats her tummy: "Four of us."

Lucrezia wears the trilobite locket. Agatha reaches for it, misses, topples --

Agatha passes out cold in the alley.



EXT. MECHANIKSBURG STREETS -- DAY

Smoke rises in spots. Firefighters shout. People run, but scamper aside as a "parade" bowls through.

BARON WULFENBACH, Ruler of Europa, marches down the middle of the street as if he owns it.

Baron Wulfenbach is 50, scowling, riddled with Frankenstein-like scars, in a severe but rich uniform.

His family crest is a winged tower. All his minions wear the symbol in some form.

Beside him is his son, GILGAMESH WULFENBACH.

Gil is 24 YO, handsome in a severe way. His clothes are expensive with some color and the winged-tower crest.

Bodyguards are huge GUARD CLANKS of brass with painted-on uniforms and winged-tower marks. They carry smoking guns big as cannons.

The entourage includes human SOLDIERS, CLERKS, a DOCTOR, OTHERS in various wild uniforms with winged-tower badges.

At the rear march JAGERMONSTERS.

Jagermonsters are shock troops: men mutated into monsters, werewolves, grotesques. They wear outlandish uniforms and wild unique hats, their trademark.

Citizens cower from the grinning, leering, fanged Jagers.

As they march, the Baron points out targets.

BARON  
(points)  
Gargoyles.

Guard Clanks blow gargoyles off a building.

Church bells clamor.

GILGAMESH  
Father, what's the point of visiting  
Mechaniksburg only to raze it?

BARON  
Think of it as impromptu urban  
renewal, Gilgamesh.

GILGAMESH

The front gates didn't need "renewal".

BARON

They were slow to open. Now they're clear. Church bells.

Guard Clanks swivel and shoot the bells down.

GILGAMESH

Is there a method to your madness?

BARON

Any building over four stories is a haven for spies and snipers. And the treble carillon was off-key.

GILGAMESH

I can't imagine a sniper would get off a shot. Couldn't you blast him with the power of your mind --

BARON

Clock tower.

Guard Clanks swivel -- but Gil jumps in front.

GILGAMESH

No, belay that order!

BANGLADESH DUPREE trots up, cutlass in hand.

Bang is a female pirate, kill-crazy, Baron's chief enforcer.

BANG

What's the hold-up? I want to see things explode.

GILGAMESH

Father, the University Clock Tower is the showpiece of the city.

The University Clock Tower is gorgeous with four clocks.

Castle Heterodyne, beyond, is a gloomy lump.

BARON

Not Castle Heterodyne?

GILGAMESH

That pile of rocks? The tower clocks were built by Von Schmeerling.

BARON

Sentimentality engenders fatality --

GILGAMESH

Look out!

Gil jumps and shoves Baron on his duff.

A bullet rips Gil's collar and smacks the wall.

Someone just shot at the Baron.

BANG

I'll burn this city to the ground!

Suddenly, in an inn opposite, shutters slam open. Guns and weapons stick out.

REVOLUTIONARIES

Death to tyranny!

Bullets, crossbow bolts, rockets rain around the Baron.

Guard Clanks close around the Baron. Missiles bounce off.

BARON

Jagers! Bangladesh! Go!

BANG

Whoo--hoo!

JAGERS

(shout for joy)

Hoo-boy!

Bang and Jagers storm the inn, howling. Screams sound.

REVOLUTIONARIES jump or are thrown out windows. More crashing, then silence.

Jagers come out with armloads of weapons, booty, liquor.

Gilgamesh absently takes a rifle, analyzes it, digs in a pocket for tools and begins disassembling it.

JAGER CAPTAIN

(thick growling accent)

Herr Baron! The building is clear!

PROFESSOR BEETLE (O.S.)

Baron Wulfenbach!

Bang comes out with severed heads. People recoil.

BANG

(holding up heads)

Your assassins, Baron. Or --  
citizens.

PROFESSOR BEETLE puffs up.

Professor Beetle is a small fussy scientist, head of  
Mechaniksburg University.

With him is PROFESSOR MERLOT and LAB ASSISTANTS.

Professor Merlot is lean and hungry, not that smart.

Professor Beetle looks at the ruins, bodies, smoking guns.

PROFESSOR BEETLE  
Herr Baron, you're -- unexpected.

BARON  
Yet some people are prepared to shoot  
me.

PROFESSOR BEETLE  
Uh, likely tourists --

BANG  
Die, you treacherous rat!

Bang comes up behind Beetle with a knife across his throat.

BARON  
Captain Dupree, kindly restrain your  
baser instincts.

PROFESSOR MERLOT  
As you see, Herr Baron, both the  
city and university are managed  
abominably --

AGATHA (O.S.)  
Professor Beetle!

Agatha runs up crying. She holds Wobbly and her aching head.

Oblivious, she clutches Beetle's lapels.

AGATHA (CONT'D)  
Professor, you must help me. Some  
beastly soldiers --

PROFESSOR BEETLE  
Agatha, we're -- Good gravy, where's  
your locket?

Baron perks up at the word "locket".

BARON  
Locket?

AGATHA

They stole it! The only artifact I  
have of my parents and now it's gone --

Professor Beetle pats her like a child.

Bang plays with her knife, eager to slice someone.

PROFESSOR BEETLE

There, there, my dear. Uh, we have  
company.

PROFESSOR MERLOT

Miss Clay, now is not the time to  
dissemble.

AGATHA

And my head pounds like a drum. I --

Unhampered by her mind-muddling locket, Agatha suddenly sees  
the world with new eyes.

AGATHA (CONT'D)

(gazing in wonder)

I -- never realized this block was  
laid out in a Thermopolitan grid...

(sees Guard Clanks)

The cosine arc on these ball-and-  
socket joints restrict their  
rotation...

Gil looks up, notes she's right about the sockets.

AGATHA (CONT'D)

And -- what's that music?

(hums eerie tune)

Agatha hums an eerie tune. ("Lucrezia's Theme", we'll learn.)

Baron startles at the tune.

Gil fumbles tools and rifle parts, dropping some.

GILGAMESH

Who...

Even Jagers quiver and sniff like hunting dogs. Who IS she?

JAGER CAPTAIN

(sniffs)

What is that smell?

BARON

Who is this rude and unattentive  
girl?

Professor Beetle pushes Agatha away.

PROFESSOR BEETLE  
No one. Just an assistant.

PROFESSOR MERLOT  
A clumsy idiot who can't even wash  
test tubes without breaking --

AGATHA  
Not so clumsy. I made something  
work.

Agatha holds up Wobbly. Jabs the button --

-- And Wobbly flies to pieces.

Gears and springs bounce off people's faces.

BARON  
Impressive.

BANG  
Shall I kill her, Baron? Please?

Gil gathers some pieces and examines them.

GILGAMESH  
Father, I think she's onto something.  
Look how this armature is dual-  
functioning --

PROFESSOR MERLOT  
She's a dual-functioning simpleton --

Gil catches Agatha's hands. Amazed, she lets him.

Close on: Agatha's hands are stained and solder--burned.

GILGAMESH  
Your hands are --

Recovering, Agatha snatches her hands away.

AGATHA  
Mine, thank you. Eh?

A THROM THROM THROM (giant mechanical footsteps) sounds.

JAGER CAPTAIN  
Attack-Clank!

Pounding down the street comes DEATH-CLANK, a giant two-legged  
steam-powered monstrosity stippled with guns, fists, and  
claws.

DEATH--CLANK  
(mechanical voice)  
Death -- to -- tyranny! Death -- to  
tyranny!

Death-Clank fires rockets, machine guns, crossbow bolts.

CITIZENS  
(screams and shouts)

Citizens bolt. Jagers wait for orders.

Guard Clanks surround the Baron like a cage.

Gil issues orders.

GILGAMESH  
Jagers, attack! Guards, escort my  
father to cover!

Howling, Jagers leap on the Death-Clank, but are carried  
along like pigeons.

Death-Clank's many arms grab Jagers and fling them away.

BANG  
(snorts)

Bang lobbs the severed heads under the Death-Clank's feet.

The Death-Clank squishes on a head, slips --

-- Baron steps outside his Guard-Clank "cage" --

-- And Death-Clank crashes into the Guard Clanks like a  
bowling ball into pins.

Professor Beetle shields Agatha.

BARON  
Beetle, if this insipid assassination  
attempt is yours --

PROFESSOR BEETLE  
Herr Baron, if I built an engine of  
destruction -- Uh!

Death-Clank clatters up. Jagers jump back on.

Unable to see, Death-Clank fires missiles in all directions.

Baron dodges missiles easily.

But a shot kills Professor Beetle.

Agatha clutches him as he dies.

AGATHA  
Professor Beetle!

PROFESSOR BEETLE  
Agatha, I must tell you. You're the  
daughter of --  
(dies)

Death-Clank is still firing. Even Bang ducks for cover.

Baron sheds his coat to fight.

BARON  
Must I do everything myself?

But Agatha, of all people, charges the Death-Clank.

AGATHA  
Murderer!

Everyone gapes as Agatha leaps on the Death-Clank.

GILGAMESH  
Stop her! Don't shoot!

JAGER CAPTAIN  
Jagers! Protect that girl!

Jagers leap to obey, but are batted aside.

Death-Clank blows away several Guard Clanks that explode.

Fires blossom all over the street.

Baron would jump in, but Gil grabs him.

BARON  
Don't insult me, son --

GILGAMESH  
No, look at the girl.

Teetering atop Death-Clank, Agatha analyzes the controls.

AGATHA  
Clutch. Secondary choke. Compression  
feed. Blow-off valve!

A metal claw grabs for her. Agatha deftly hooks it around a valve.

As the claw yanks, it rips off the valve. Steam hisses ominously from cracks.



AGATHA (CONT'D)  
 (commanding voice)  
 Jagers!

Agatha swan-dives off the Death-Clank --

-- As Jagers obediently dash and catch her --

-- As trapped steam blows the top off Death-Clank.

Holding Agatha, Jagermonsters SNIFF deeply and smile.

JAGER CAPTAIN  
 She smells --

JAGERS  
 Very nice!

AGATHA  
 If only -- my head -- didn't pound  
 so --

Agatha blacks out.

BANG  
 I say we kill her, just to be safe.

JAGERS  
 (snarl like wolves)

Jagers snarl like wolves protecting their young. Surprised,  
 Bang backs off.

GILGAMESH  
 Impressive. Hmm, so's this.

Gil starts dismantling Death-Clank.

Professor Merlot bumbles up to Baron.

PROFESSOR MERLOT  
 Herr Baron, I can assure you --

BARON  
 Merlot, you are the new Headmaster  
 of Mechaniksburg University.

PROFESSOR MERLOT  
 (false modesty)  
 Oh, sir, I'm not worthy --

BARON  
 I know. But you're all we have.  
 (MORE)

BARON (CONT'D)  
From now on, every pen nib, every  
worm gear, every florin at the  
university is your responsibility.  
Fail at your peril.

Professor Merlot looks green: he's screwed. Bang grins and  
makes a throat-cutting motion.

Jagers lay down capes and reverently lay Agatha atop. The  
surround her, just staring.

Baron looks at the guts of Death-Clank.

BARON (CONT'D)  
Any clues?

GILGAMESH  
(scoffs)  
How many mad Sparks in Europa want  
you dead?

BARON  
All of them.

GILGAMESH  
The design is very familiar...

BARON  
Jagers, round up -- Eh?

Baron sees Jagers gathered around Agatha.

BARON (CONT'D)  
Just like this girl.  
(shakes it off)  
Jagers, round up the ringleaders of  
the rebellion and execute them.

JAGER CAPTAIN  
How do we identify ringleaders, Herr  
Baron?

BARON  
Select two anybodies from the city's  
Great Houses. They're all guilty of  
something.

JAGER CAPTAIN  
We go!

JAGERS  
Death to -- whoever!

Jagers run off. Bang goes with them.

BANG

Wait for me!

Baron still stares at Agatha.

Gil comes up with an armful of greasy parts.

GILGAMESH

We need to meet with the City Council.  
Any left alive.

BARON

(points to Beetle)  
Bring that one. He might prove  
useful.

Baron points at dead Professor Beetle. Huh? Useful?

GILGAMESH

What about the girl, Father?

BARON

You can have her. Just keep her  
away from anything expensive or  
explosive.

Baron marches on. Gil looks at Agatha, perplexed.

Shrugs, signals Soldiers to pick her up too.

INT. PAWNSHOP -- EVENING

A dusty pawnshop.

PAWNBROKER works at a bench under a magnifying glass.

Bell jingles. Sgt. Black and Cpl. Gomer enter.

SGT. BLACK

You. Word is you'll buy anything  
with a horseshoe crab on it.

CPL. GOMER

A trilobite means a Heterodyne  
artifact, eh?

PAWNBROKER

It may.

Sgt. Black offers Agatha's locket.

Pawnbroker puts it under magnifying glass, picks up a tool.

SGT. BLACK  
Here, don't scratch it.

CLOSE ON: Fiddling releases a secret catch.

The locket swings open to show two portraits, Bill Heterodyne and Lucrezia Mongfish, but faded and waterstained.

The locket guts shine with gears and jewels.

Experimenting, Pawnbroker puts the locket against his hand. The gears begin to spin, the jewels glow.

PAWNBROKER  
Where did you get it?

SGT. BLACK  
Found it.

PAWNBROKER  
Here in the city?

SGT. BLACK  
What's it worth?

CPL. GOMER  
He can have it. It's bad luck.

PAWNBROKER  
I need to know the provenance.

Quickly, without words, the two explain how they stole it from Agatha.

PAWNBROKER (CONT'D)  
Ah. You'll be well-paid, then.

Pawnbroker opens a drawer with only a few coins.

He selects two fat gold coins. Lays them on a velvet cloth.

CLOSE ON: Pretending to polish them, careful, he secretly screws the coin faces around like Oreos.

Holding by the cloth, offers them to the soldiers.

SGT. BLACK  
Gold!

CPL. GOMER  
Oh.

They take the coins and dash out.

Pawnbroker examines the locket.

PAWNBROKER

(to himself)

Every Heterodyne piece, a masterpiece.

He snaps the locket shut, drops it a velvet bag, pockets it.

He dons a cloak and hat and goes out.

EXT. MECHANIKSBURG STREETS -- NIGHT

Pawnbroker swings along, humming a merry tune.

A crowd gathers in the street around something on the ground.

CROWD

... Can't imagine. They just keeled  
over. Better not touch 'em. Leave  
'em for the Watch. Etc.

Lying dead are Sgt. Black and Cpl. Gomer with ghastly  
grimaces.

Each holds a coin in a blackened hand. Tiny barbs with poison  
sprang out and stung their palms.

Pawnbroker moves on, humming.

INT. AGATHA'S CABIN -- DAY

A tiny ship-type cabin, barely room for two bunkbeds and  
built-in dressers. (Aboard a zeppelin, we'll learn.)

Agatha sleeps in the lower bunk. She's a mess, still stained  
in ratty underwear. Covers are bunched up.

Agatha tosses and turns, dreaming.

VISIONS -- FOREST -- NIGHT

A lightning-lit night in a dark rainy forest.

Lucrezia wears a cape and hood and holds a sword. Bill  
clutches a rifle, a bloody bandage around his head. They're  
hunted.

Lucrezia takes her choker-locket from a pocket, fastens it  
around Agatha's neck.

Lucrezia: "We made some adjustments. Wear this at all times until we come for you."

Child Agatha staggers as the locket muddles her thoughts and memories. Child Agatha: "Makes me... dizzy."

A coach rolls up in the rain. Bill heaves Agatha in to caretakers. Bill: "Go!"

Rolling away, hearing shots and sword fights, Agatha bleats: "Mother, father! Don't leave me!"

AGATHA  
(dreaming)  
Don't leave me!

Something (KROSP THE CAT) shoves thrashing Agatha.

She flops on the floor, waking.

CLOSE ON: Baleful (cat) eyes glare from under the covers.

AGATHA (CONT'D)  
And you are?..

The door opens. SLEIPNIR peeks around.

SLEIPNIR  
Sleipnir O'Hara. Your roomie.

Sleipnir O'Hara is a tall sturdy woman, mid-20s, in engineer overalls and tool belt.

AGATHA  
(points to bed)  
Then who...

SLEIPNIR  
Ignore him. We all do.

AGATHA  
Him?

SLEIPNIR  
Come on. You're wanted.

AGATHA  
That's a first. By whom?

Sleipnir waves a hand: Agatha stinks.

SLEIPNIR  
As if you didn't know. Shower first.  
You smell like something the cat  
dragged in.

Sleipnir drags Agatha from the cabin.

AGATHA

But, but...

INT. STUDENT COMMON ROOM

The cabin opens onto a large common room where other "guests" (CHILD HOSTAGES) of the Baron work, eat, play.

Children, teens, and young adults of all colors, shapes, and sizes wear engineer-ish clothing, some fancier than others.

Towed along in ratty underwear, (Sleipnir is strong), Agatha tries to cover herself.

AGATHA

... I'm naked!

STUDENTS

New girl! Gil's girlfriend! Saved the Baron's life! Boo, hiss! Doesn't look very smart. You should talk. Etc.

SLEIPNIR

Not to worry, we're one big happy family.

STUDENTS

We are not! I hate it here! Panty-waist! Cretin! Children, hush! Doesn't look very smart. We're hostages!

SLEIPNIR

Get back to work, you lot, or I'll tell Von Pinn you're shirking.

Immediately, terrified, everyone shuts up and gets busy.

AGATHA

Who's Von Pinn?

SLEIPNIR

Lucrezia Mongfish rebuilt better, if the rumors are true.

AGATHA

Did they say we're hostages?

SLEIPNIR

We prefer "guests of the Baron".

AGATHA  
So we can leave --

SLEIPNIR  
No.

AGATHA  
Where are we, anyway?

SLEIPNIR  
Castle Wulfenbach.

AGATHA  
But isn't that a --

SLEIPNIR  
Yep.

Sleipnir drags Agatha into a common bathroom.

INT. STUDENT BATHROOM

A small common bathroom with many pipes in the ceiling.

Sleipnir opens a shower stall door and slings Agatha in.

AGATHA  
Wait. What did you call this?

SLEIPNIR  
A "shower". Like a warm gentle rain.

Sleipnir throws a lever. Agatha is pounded by a scalding shower.

She grabs for a door handle but can't get out.

AGATHA  
(screams, mouth open)

SLEIPNIR  
Watch for the soap cycle.

The shower changes to soap-foam and Agatha gets a mouthful.

AGATHA  
(mouthful of soap)

SLEIPNIR  
And the cold rinse.

Agatha screams again as the cold rinse hits her.



AGATHA  
(screams again)

INT. MECHANIKSBURG BAR -- NIGHT

A seedy dangerous bar, very dark.

Pawnbroker enters, stumbles in the dark, spots a hooded man at the back in a booth.

Pawnbroker approaches cautiously.

SHADOW KNIGHT COMMANDER has a beer but doesn't drink.

Shadow Knight Commander is shrouded in darkness.

PAWNBROKER  
I heard you want to buy anything  
with a "horseshoe crab" sigil?

SHADOW KNIGHT COMMANDER  
I may.

SKC signals for a beer. A barman sets one before Pawnbroker, but he's leery and doesn't touch it.

He opens the sack and slides Agatha's locket across the table.

SHADOW KNIGHT COMMANDER (CONT'D)  
Explain.

Pawnbroker trips the hidden catch to show the smeared portraits and gears and glowing jewels.

He demonstrates how it starts when held to the skin.

PAWNBROKER  
Powered by body heat. Incredible  
design. I can't fathom its purpose,  
but it's unique.

SHADOW KNIGHT COMMANDER  
How?

PAWNBROKER  
A girl pawned it.

SKC stares and stares. Pawnbroker sweats.

PAWNBROKER (CONT'D)  
Two soldiers, deserters, stole it  
from a girl at the university.  
(MORE)

PAWNBROKER (CONT'D)  
Some lab assistant of Professor  
Beetle's who was carried off by Baron  
Wulfenbach.

Satisfied, SKC slides a bag of coins across the table.

Pawnbroker takes the bag and rises.

PAWNBROKER (CONT'D)  
You -- won't harm me?

SHADOW KNIGHT COMMANDER  
I will not.

Pawnbroker stumbles out of the bar.

SKC signals. SHADOW KNIGHT 1 slips out after him.

SKC rises and exits out the back.

EXT. MECHANIKSBURG ALLEY -- NIGHT

A dark alley.

SKC comes out the door.

Pawnbroker lies dead, throat slit.

Shadow Knight 1 cleans a knife.

SHADOW KNIGHT COMMANDER  
Fetch a city courier's horse and  
uniform.

Shadow Knight 1 nods, moves off.

SKC melts into shadows.

INT. AGATHA'S CABIN

Back in the cabin, Agatha is clean, if scalded and chilled.  
In new fresh underwear.

SLEIPNIR  
You can borrow my clothes until the  
seamstress visits.

Sleipnir tosses her engineer overalls.

Agatha holds up the overalls.

AGATHA

How do I...

SLEIPNIR

Never wore trousers? You'll love them. Pockets. And they don't snag in machinery. Speaking of which, quick-quick. Your swain awaits.

AGATHA

"Swain?"

Sleipnir exits so Agatha can dress.

Clumsily she puts on overalls. They're tight on her curves.

AGATHA (CONT'D)

With my luck, it'll be that son-of-a-fascist Gilgamesh Wulfenbach. Eh?

The blankets rustle. Out crawls KROSP THE CAT.

Krosp the Cat is a big white cat who can talk and walk on his hind legs. (We'll learn why later.)

AGATHA (CONT'D)

Oh.

KROSP THE CAT

Yes, "oh." And with Gilgamesh Wulfenbach, you'd better be very very careful.

AGATHA

(speechless)

INT. AIRSHIP CORRIDORS

Twisting corridors like a submarine's, full of pipes and valves and odd mechanical signs and warnings.

Sleipnir leads Agatha at a quick pace.

AGATHA

It is Gilgamesh Wulfenbach I'm to see?

SLEIPNIR

Lucky you. So much nicer than his father.

AGATHA

Like a bear is nicer than a dragon?

SLEIPNIR  
(laughs)

Agatha, always curious, marvels. But remembers.

AGATHA  
The cat talks.

SLEIPNIR  
Eh?

AGATHA  
The white cat. In our room. It  
talks.

SLEIPNIR  
Don't be silly. Cats can't talk.

AGATHA  
That's what it said.  
(beat)  
The hostages. Who are they?

SLEIPNIR  
Members of the Great Houses of Europa  
and beyond. Hostages to keep our  
families in line.

AGATHA  
Do they? Keep the families in line?

SLEIPNIR  
Most do. Larger families can spare  
an heir or two.

AGATHA  
But why me? I'm not nobility.

SLEIPNIR  
You're not?

AGATHA  
My father is a blacksmith and my  
mother an herbalist.

SLEIPNIR  
How very strange.

AGATHA  
It's been that sort of day.

INT. AIRSHIP HANGER

A small hanger and workshop in the belly of the zeppelin.

Gil, in overalls and tool belt, works on a steampunk flyer.

Next to the flyer is a large red lever marked, "DO NOT PULL (REALLY)." (Because the floor opens like a bomb bay.)

ZOING, a little weird robot-insect with many arms, helps.

SLEIPNIR

Master Gil? Your assistant is here.

AGATHA

"Assistant?"

GILGAMESH

Excellent. Zoing, put the kettle on. That will be all, Sleipnir.

Sleipnir winks at Agatha and exits.

Still dazed by events, Agatha circles the room, taking in the tools and materials.

Tools, parts, scraps litter the floor.

GILGAMESH (CONT'D)

So glad you could join us, Miss Clay.

AGATHA

As if I had a choice. You've added "Kidnapper" to your Curriculum Vitae?

GILGAMESH

No. Yes. It was my father's idea.

Agatha glares. Flustered, Gil prattles about his flyer, waving a wrench.

GILGAMESH (CONT'D)

Anyway. My latest project. Revolutionary design. Came to me in a dream. A small fleet could silently infiltrate a forest or mountain retreat --

Agatha glances at the flyer, keeps moving.

AGATHA

Rubbish.

GILGAMESH

Eh? Oh, yes, but workshops tend to be untidy --

AGATHA

I meant your design. That thing will fly like a donkey.

GILGAMESH

Oh, come now. I know it's early stages --

Agatha faces the flyer squarely, pointing out faults.

AGATHA

Heat pump, superfluous. Balance arms, wasted space. A mare's nest of coolant lines when simple vents would suffice. Extra elbows in the linkages bound to seize up --

GILGAMESH

Oh, yes, true... That would allow room for... Why don't we...

AGATHA

Give.

Agatha snatches the wrench and goes to work.

SOON.

She's grease-smeared as she tosses and moves parts. Gil struggles to keep up and help.

Funny little Zoing supplies parts before they're required.

Agatha is in the flyer and soon pulls Gil in to hold something.

GILGAMESH

... Don't we need --  
 (Agatha chucks a part)  
 Guess not. And why not --  
 (Agatha moves his  
 hand)

Here? Oh, I see. Uh, I'm sorry about Professor Beetle.

AGATHA

Are you? He was like an uncle to me. He protected me.

GILGAMESH

Protected you from what?

AGATHA

(not sure herself)

He was kind and believed I could  
accomplish great things. Unlike  
everyone else in Mechaniksburg except  
my parents.

GILGAMESH

The blacksmith and the herbalist?

AGATHA

You're a spy, too?

GILGAMESH

Castle Wulfenbach runs on black oil  
and gossip.

Still working, Agatha looks around for a part. Grabs the  
red "DO NOT PULL (REALLY)" lever.

AGATHA

Black oil?

(beat)

We need something to retard the  
flywheel. This'll do.

GILGAMESH

Don't pull that! Really!

Too late. Agatha pulls the lever.

Instantly the floor opens like bomb-bay doors.

The flyer, with Gil and Agatha and Zoing, drops like a rock.

They plummet through open air.

Far below is Bavarian-like forest.

GILGAMESH (CONT'D)

Now look what you've done.

AGATHA

I did? Where are we?

GILGAMESH

We're falling.

AGATHA

It's your stupid flyer. Fix it.

GILGAMESH

I was fixing it until miss-know-it-  
all took over.

AGATHA

Better a miss-know-it-all than a son  
of a fascist.

GILGAMESH

If you're going to be rude, I shan't  
talk to you.

AGATHA

Suits me.

They both pout. Zoing runs around in a silent panic.

AGATHA (CONT'D)

Except we're still falling.

GILGAMESH

Oh, right... This wire is loose.

Gil jams a wire in place and --

The engine kicks into life. Wings unfold and snap into place.

The flyer stops falling and soars beautifully.

GILGAMESH (CONT'D)

Whose "stupid flyer" now?

AGATHA

The motor torques rightward. The  
veins shimmy. The throttle's too  
high. But... satisfactory.

GILGAMESH

Huh.

AGATHA

For an initial test flight. How did  
we get up so high anyway?

GILGAMESH

We started high.

Gil banks the flyer upwards.

They fly into shadow as if from a cloud.

Up above, Agatha finally sees --

-- Blocking the sky is the gigantic airship "Castle  
Wulfenbach".

The airship is studded with ramparts, gun turrets, walkways,  
and more.



Dozens of smaller airships accompany the huge zeppelin.

AGATHA

(awed)

Castle Wulfenbach. So it's true.

GILGAMESH

Home sweet home.

Gil flies swoopy rings around the fleet. Agatha takes in the breathtaking view.

At the highest level are black pirate airships.

AGATHA

Do those belong to the crazy-eyed pirate queen?

GILGAMESH

Bangladesh Dupree's fleet. What's left of them. They ran into an accident a couple of years ago. Took the wrong woman hostage.

AGATHA

Why do they get the eagle's position?

GILGAMESH

Lightning sponges.

(Eh?)

The biggest threat to Castle Wulfenbach is lightning strikes. We're most vulnerable when landing, have to trail grounding wires, but in-flight we let Bangladesh ride high.

AGATHA

Pirates being cheap and plentiful?

Gil waggles the wings, testing the flyer.

GILGAMESH

I think this kite could run rings around any of those beasts, eventually. Got any more improvements?

AGATHA

Oh, we could -- Or try -- Oh, never mind. It's no use.

(Eh?)

Anything I build explodes or falls apart.

(MORE)

AGATHA (CONT'D)

I can't concentrate long enough to  
perfect inventions. I get blinding  
headaches --

Gil locks the wheel to take Agatha's hands.

GILGAMESH

You're being too hard on yourself.  
You got this rattletrap airborne.

Agatha is flustered by hand-holding.

AGATHA

I suppose.

GILGAMESH

Now look at these hands. They're  
the first thing I noticed.

AGATHA

My hands. Of course.

Little Zoing is agitated, trying to get Gil's attention.

GILGAMESH

Well, second thing. Third. But  
these are the hands of an engineer.

AGATHA

Burns, chipped nails, stains --

GILGAMESH

Lovely, just like the rest of you.

AGATHA

Lovely?

Agatha is stunned. Gil leans in for a kiss.

Zoing is frantic, tugging on Gil.

GILGAMESH

Especially those eyes. And lips --  
What is it, Zoing? Oh.

Their flyer soars toward the huge glass windows of the  
zeppelin bridge --

-- And crashes through.

INT. AIRSHIP BRIDGE

The bridge is large, with brass controls like a battleship, and ornate features like chandeliers and tea services.

Baron Wulfenbach is there along with AIRSHIP OFFICERS.

SKYPE (a spy) is navigator.

SKYPE

Incoming!

The flyer shatters the windows. Everyone scatters.

It plows to a stop in the chandelier, a wreck.

Gil falls out to sprawl on the deck.

Agatha tumbles atop Gil, in a compromised position.

Her clothes were smudged, and now are ripped.

They lay face to face, dazed.

BARON

(clears throat)

GILGAMESH

Father! I can explain.

Gil jumps up, dumping Agatha.

Skype (and spy) helps Agatha rise. She nods thanks.

BARON

Let me guess. Your revolutionary flyer works.

GILGAMESH

Yes. And no. Yes, but no. I mean -- Agatha helped.

BARON

Your new assistant?

AGATHA

"Assistant?"

GILGAMESH

Father, she's more than that.

BARON

A comely wench, I'll grant, with the  
generous proportions of quality  
breeding stock --

AGATHA

Ach!

Disgusted, Agatha exits, slamming a door.

GILGAMESH

Father, she's a spark!

Unnoticed, Skype the navigator (and spy) wanders over.

BARON

(sniffs)

A girl genius?

GILGAMESH

Lucrezia Mongfish was a girl genius.

BARON

There is something hauntingly familiar  
about her...

GILGAMESH

She redesigned the flyer when I was  
stumped. Surely you can see --

BARON

(thinking)

Yes, I can.

Oops. Gil's spilled the beans.

GILGAMESH

I mean, she's just capable...

BARON

(to Attendant)

Notify Von Pinn to keep an eye on  
her.

GILGAMESH

Father, no!

BARON

Son, oversee repairs.

Baron exits. Gil is devastated: he may have doomed Agatha.

INT. AIRSHIP CORRIDORS

Skype (the spy) walks with a roll of charts.

Nods to other Airship Officers.

Stops at a garbage chute.

Unrolls the chart. Out tumbles a CARRIER PIGEON with a note-capsule on its leg.

Skype eases the bird out the garbage chute.

SHOT OUT PORTHOLE: The carrier pigeon flutters away.

Skype goes back to his station.

INT. AIRSHIP CORRIDORS

Agatha steams as she marches through twisty corridors.

AGATHA

(to herself)

Comely. At least I'm not cobbled  
together from leftovers. Wench with  
a wrench, if you don't mind. And  
I'll breed more trouble -- Oh, piffle.

She comes to a dead end, a blank wall.

AGATHA (CONT'D)

Can't these people post signs? I've  
run out of dirigible -- No, wait.

A rivet looks loose. Agatha thumbs it flat.

A hidden hatch clicks. A secret door opens.

INT. BARON'S LAB

The Baron's private lab.

It's dark except for winking lights.

OTHAR (O.S.)

Ah, the villain's beautiful daughter.  
Just in time.

AGATHA

I am not any villain's daughter.  
Ew.

Agatha flips on the light.

Revealed is a mad scientist's lab. Centermost is a huge operating table, tilted.

Strapped upside-down is OTHAR.

Othar Tryggvassen, Gentleman Adventurer, is a brawny hunk, more lucky than bright. He wears goggles with a single big lens like a cyclops.

OTHAR

Plucky lab assistant? Fine. If you wouldn't mind loosening --

AGATHA

Sorry, who are you?

OTHAR

Othar Tryggvassen, Gentleman Adventurer.

AGATHA

The Othar? The man who defeated the wooden warriors of Doctor Krause?

OTHAR

That would be me, yes.

AGATHA

The hero who saved Lunkhauser from the Ever-Widening Moat?

OTHAR

The same.

AGATHA

The rescuer of Mount Horeb from the Rain of Brown Mustard?

OTHAR

I -- am afraid you have the advantage of me on that one.

AGATHA

I made it up. You don't seem uncomfortable.

OTHAR

Well, I'll escape eventually.  
(MORE)

OTHAR (CONT'D)  
 It's what I do. But if you could  
 just ease -- I say, you can be my  
 spunky girl sidekick.

Agatha tests straps, too tight. Picks up a scalpel.

She toys with it while thinking.

AGATHA  
 For the second time today.  
 (big fake sigh)  
 What does the Baron plan for you? I  
 presume this is his lab.

Othar worries about that scalpel.

OTHAR  
 Vivisection of the brain. Mine is  
 quite the prize. Dear, release me.  
 We'll blow up the Baron's Dirigible  
 of Doom, escape by the skin of our  
 teeth, then toast our new partnership  
 with cocoa and schnapps.

AGATHA  
 This "spunky girl sidekick" job  
 doesn't call for much smarts, does  
 it?

OTHAR  
 They tend to be more decorative than  
 functional, but --

AGATHA  
 There are children aboard this Doom-  
 Dirigible, and some are quite nice --

VON PINN (O.S.)  
 (thick German accent)  
 And so will speak kindly at your  
 funeral!

VON PINN is a towering "construct" (Frankenstein-type) like  
 a female Darth Vader on wheels with a glowing red monocle.

Swooping in, Von Pinn grabs Agatha by the throat and hoists  
 her high. Agatha is helpless.

VON PINN (CONT'D)  
 I am Von Pinn. I safeguard the  
 students. You are Agatha Clay, a  
 nuisance and a poseur and a threat --

AGATHA  
 (choked, struggling)  
 I'm not a -- threat -- yet --

Von Pinn drags Agatha around by the throat, slamming her into walls. Equipment clatters and crashes.

Othar is still strapped upside-down, watching.

A basketball-sized blue glass globe strapped with copper (energy globe) rolls off a shelf and conks Othar.

A jar crashes and two robin-sized wasps (SLAVER WASPS) escape. They zip into an air duct, gone.

Agatha points to the slaver wasps, miming "Hey," but is rattled harder.

VON PINN  
 You endangered this ship by smashing into the bridge. Thus you've recklessly attracted the Baron's attention --

OTHAR  
 Never a good idea.

VON PINN  
 And now you hope to better your position by seducing Master Gilgamesh with your slatternly ways --

Von Pinn slams Agatha elsewhere. Dangerous dissecting tools cascade onto Othar.

OTHAR  
 That's my sidekick you're -- Oh, I say.

Wagglng his tongue, Othar catches some tool in his teeth.

Tossed about, thrashing, Agatha gets a breath.

AGATHA  
 I wouldn't have your Master Gilgamesh if you stripped him naked and dipped him in cheese!

VON PINN  
 You dare insult Master Gilgamesh Wulfenbach?

AGATHA  
Put me down, you wretched machine!



Von Pinn automatically obeys and lets go, shocking herself.  
Agatha flops on the floor.

Agatha rises. Von Pinn shivers, raging, but unable to attack.

AGATHA (CONT'D)  
Touch me again, construct, and I'll  
reassemble you as a garbage disposal.

VON PINN  
(quivering with rage)  
I will deal with you later.

Von Pinn exits.

Agatha dusts off, looks for Othar.

AGATHA  
So that's the Baron's bulldog bitch --  
Othar is gone, having freed himself from the table.  
Shrugging, Agatha turns to go --  
-- And smacks into Baron entering.

BARON  
You dare trespass in my laboratory?

AGATHA  
Your butcher shop?  
(Eh?)  
A secret lab for fiendish experiments?  
Is this where you tortured Lucrezia  
Mongfish into Von Pinn?

BARON  
Von Pinn is not -- that woman.

AGATHA  
And how do you know?

BARON  
Because I loved Lucrezia Mongfish.

AGATHA  
Oh.

Baron pulls down an old notebook, flips through, shows Agatha  
a picture.

CLOSE ON: Plans for Agatha's choker-locket. Including spaces  
for the portraits.

AGATHA (CONT'D)  
My locket. But what's --

Baron snaps the book shut.

BARON  
I made that locket for Lucrezia  
Mongfish when she -- chose -- decided  
forever --  
(can't finish)

Agatha looks away, ashamed. But sees all the fiendish tools  
and devices, and hardens her heart.

AGATHA  
It's a shame you can't love Europa  
like you loved Lucrezia.

BARON  
If I'd had Lucrezia by my side... I  
had to crush Europa to save it!

AGATHA  
No. You're a spark. Perhaps the  
greatest that ever lived. You should  
have found a better way.

Enraged, stymied, speechless, Baron points for the door.

Agatha turns, boots the energy globe, idly picks it up.

CLOSE ON: It's stamped with a trilobite.

She takes it and exits.

EXT. MECHANIKSBURG ALLEY -- NIGHT

Another alley.

Shadow Knight Commander waits with SHADOW KNIGHT 2.

Clip, clop. Shadow Knight 1 rides up on an official  
Mechaniksburg Courier's horse.

A dead COURIER is slung across the saddle.

Shadow Knights pull the corpse down, strip him. Shadow Knight  
2 dons the uniform.

SKC opens the saddlebags, dumps out an official pouch, puts  
in the locket-sack tied to a sealed letter, hands to rider.

SHADOW KNIGHT COMMANDER  
Get this to the master.

Shadow Knight 2, disguised as courier, gives an odd salute and trots off.

INT. AIRSHIP CORRIDORS

Another corridor, but familiar.

Agatha reaches the door "STUDENT DORM".

AGATHA  
Home sweet home. Can't wait to try  
that "shower" again --

She opens the door.

STUDENTS (O.S.)  
Ahh! There she is! Ahh!

INT. STUDENT COMMON ROOM

Sleipnir and THEO attend the Students.

Theopholus Mongfish is a male student 20-odd, friendly and bright.

Agatha enters. Is stunned as they all cry and point.

STUDENTS  
Ahh! Not here! Keep her away!  
Help!

AGATHA  
What?

SLEIPNIR  
You riled Von Pinn.

STUDENTS  
She'll kill us! Lash us! Whippings!  
Demerits! No dessert!

AGATHA  
How did you hear --

SLEIPNIR  
Castle Wulfenbach runs on black oil  
and gossip.

STUDENTS

Render us for calcium supplements!  
Grease trap duty for life! Snakes  
in our beds!

THEO

Children, Agatha didn't know Von  
Pinn was dangerous. Now, who wants  
to hear a story?

STUDENTS

Heterodyne Boys?

THEO

Is there any other kind?

STUDENTS

Me, me, me!

Theo gathers and settles the children to tell them a story.

THEO

This is the story of how our heroes  
went ether-sailing in a rowboat.  
Prepare yourself for... "The  
Heterodyne Boys and the Dragon from  
Mars!" Starring... Bill Heterodyne!  
(Yay!)  
Barry Heterodyne!  
(Yay!)  
And Lucrezia Mongfish!  
(Boo, hiss!)

Sleipnir leads Agatha back to her cabin.

AGATHA

Who's my savior?

SLEIPNIR

Theopholus Mongfish, kissing cousin  
to Lucrezia Mongfish.

AGATHA

Who is not Von Pinn.

SLEIPNIR

Eh? You sound certain. Anyway,  
nobody's ever stood up to Von Pinn.  
And lived.

AGATHA

She's a pussycat.

INT. AGATHA'S CABIN

There's a huge trunk on the bed.

SLEIPNIR  
Oh, your stuff arrived.

AGATHA  
My stuff? Hey.

Agatha pops open the trunk.

Clothes and junk parts. And Krosp the Cat, asleep.

Agatha dumps him on the floor.

Stirring in the trunk are Agatha's little clanks: Eyeball, Two--Head, and WOBBLY II. They clutch tiny tools.

They jump for joy to see her.

AGATHA (CONT'D)  
My clanks!

SLEIPNIR  
You built those?

AGATHA  
Yes, but they never work right.

The clanks clamber out of the trunk onto the bed.

SLEIPNIR  
These seem to work fine.

Agatha fingers her throat.

AGATHA  
Yes... Ever since I lost my locket...  
The Baron's locket...

Eyeball raps on the trunk.

New clanks climb out. A dozen, all clutching tools.

SLEIPNIR  
The Baron's what?  
(gawks)  
How many did you make?

AGATHA  
One or two...

The two are bemused as Clanks scuttle to the door, waiting to be let out like cats.

Krosp the Cat bats one. It bops him with a tiny tool.

Agatha opens the door and they clatter out.

SLEIPNIR  
Dress for dinner. Von Pinn will  
preside.

Sleipnir exits.

Agatha starts to disrobe, looks at Krosp, oddly shy.

KROSP THE CAT  
Any more surprises?

AGATHA  
You mean, like a talking cat?

She signals: Turn around.

KROSP THE CAT  
Like I haven't seen you without fur.  
You're in a Heterodyne story now.  
Talking cats are background details.

AGATHA  
I am not in a Heterodyne story.

KROSP THE CAT  
Is there any other kind?

Donning a bathrobe, Agatha exits for the shower.

INT. STUDENT COMMON ROOM

Theo tells his story with grand gestures. Children are rapt.

THEO  
Roaring, the Dragon chased them 'round  
and 'round the caverns. It looked  
like curtains for our heroes -- until  
Bill laughed...

On the common table, Agatha's Clanks build more Clanks.

AGATHA  
(to herself)  
Maybe I am in a Heterodyne story...

She exits.

INT. AIRSHIP BRIDGE -- DAY

Skype the navigator (and spy) checks valves against a list.

An AIRSHIP PAGE arrives with a package. Skype is puzzled but accepts it. Holds it to his ear. Faint humming?

Nervous, he opens, peeks in, pulls out a blueprint with instructions. Reads. Is terrified.

SKYPE  
(to Airship Tech)  
Watch the helm.

Rattled, Skype scurries off with the package.

INT. AIRSHIP HOLD -- NIGHT

A dim hold under the kitchens. Many pipes in the ceiling. Crates and food are stored.

From above, through a grate, sound kitchen noises.

Skype skulks with a lantern and blueprint. Locates a pipe.

Opening the package, he takes out a canister like a beer keg with holes punched in and a pipe connector. And a hose.

Gingerly he sets it down. Disconnects an overhead pipe, screws on the hose, connects it to the keg.

Slides the keg into shadows. And runs.

Humming gets loud.

INT. STORM KING'S CASTLE, MAIN HALL -- NIGHT

The main hall is dark, gloomy. Thunder rumbles outside.

Storm King, still mostly unseen, paces by the fire.

Door opens. Shadow Knight 2, dressed as the Mechaniksborg Courier, enters, streaming wet.

Hands over the locked pouch.

Storm King slices open pouch, pulls out Agatha's locket, reads letter.

STORM KING  
A girl wore this? A girl genius?  
Find her.

Shadow Knight 2 gives the odd salute and leaves.

INT. AIRSHIP HANGER

A small blimp with a gondola hangs over the bomb bay.

Agatha works on the engine, trying to hook it to the blue-glass energy globe. It looks odd but she doesn't care.

She hums her eerie tune, happy.

On one bench, Eyeball and Two-Head make more clanks.

Gil enters with funny little Zoing.

GILGAMESH  
Miss Clay? Miss -- Agatha!  
(Oh!)  
May I call you Agatha?

AGATHA  
Uh, yes. Call me -- Uh...  
(starts over)  
Thank you again for letting me have  
a free hand.

GILGAMESH  
It's to our advantage. You upped  
the efficiency of that flyer engine  
37%. Father's aero-engineers are  
impressed.

AGATHA  
37%? My. I wish my brain could run  
at 37% efficiency.

Gil points to Agatha's clanks working.

Zoing wanders close. The constructs eye each other warily.

GILGAMESH  
Your little clanks self-replicate?  
Even Zoing can't make more Zoings.

AGATHA  
Did you make him?

GILGAMESH  
My first mad experiment. I was eight.



They're awkward together.

GILGAMESH (CONT'D)  
 (points to globe)  
 Get it working? I couldn't devise  
 how to tap it.

AGATHA  
 It's eccentric. Heterodyne design.  
 See the trilobite?

She shows him the trilobite stamp.

Their heads come together, then shy away.

AGATHA (CONT'D)  
 Umm... Where can I find a stepladder?  
 I need to reach the top of the  
 envelope.

GILGAMESH  
 Just ring.

Gil yanks a rope to summon a servant.

In BG, Zoing and Agatha's clanks get into a tussle.

DR. DIMITRI enters.

Dr. Dimitri's head is flattened and crisscrossed with scars.  
 He's slow, mentally and physically.

DR. DIMITRI  
 You -- rang -- Master Gilgamesh?

GILGAMESH  
 Fetch us a stepladder, will you, Dr.  
 Dimitri?

AGATHA  
 Dimitri? Zarathustra Dimitri of the  
 Swiss Ecole Technologique? The  
 inventor of the Ice Bear Behemoths?

DR. DIMITRI  
 (struggles to think)  
 Yes -- I am -- Dr. Dimitri. My bears --  
 my best friends.

GILGAMESH  
 A ladder, Dimitri?

Dimitri wanders out. Agatha is perplexed.

AGATHA

What happened to him? His advances  
in bio-construct reproduction were  
legendary.

GILGAMESH

And working with polar bears is dodgy.  
Father saved his life.

AGATHA

Hmm. Othar babbled about brain  
vivisection...

GILGAMESH

Othar Tryggvassen?

AGATHA

Gentleman Adventurer?

In BG, Zoing and Agatha's clanks war.

GILGAMESH

Where did you -- He's here? On the  
airship?

AGATHA

Didn't you know?

GILGAMESH

It can't be.

AGATHA

I saw Othar --

GILGAMESH

If Othar Tryggvassen were loose on  
this ship, it would careen in flames  
within an hour.

AGATHA

-- strapped to a table in your  
father's secret dissection lab.

GILGAMESH

Piffle. Balderdash. Claptrap.

AGATHA

(growing angry)

You don't believe me?

(holds up globe)

Then where did I get this? And there  
were slaver wasps, which escaped, by  
the way.

GILGAMESH

My father would never bring aboard  
slaver wasps --

AGATHA

Gilgamesh Wulfenbach, dare you call  
me a liar? Or will you admit your  
own cupidity? Or stupidity?

With her hands on hips, leaning, Gil is looking down cleavage.

GILGAMESH

I won't be slandered by a -- top-  
heavy lab assistant.

AGATHA

You are the limit. Like megalomaniac,  
like son. Keep your lab and your  
globe!

Pitching him the globe, Agatha storms out.

Gil, Zoing, and clanks watch her go. All shrug.

INT. AIRSHIP CORRIDORS

Agatha stamps along, grouching.

AGATHA

(to herself)

Who's the liar? Me? I don't think  
so. The nerve of that brute.

She marches past some Jagers who move aside, then sniff.

JAGERS

(sniffing)

That girl. She smells delicious!

Jagers move on. They pass Skype (the spy), sweating.

Skype reaches the door to the below-kitchen hold.

Listens at the door. Hears faint humming.

Holding his breath, he cracks open the door. And runs!

Loud humming sounds.

ELSEWHERE.

Agatha arrives at the Student Dorm door.

AGATHA  
Signs, people, signs! Probably Gil's  
fault. That man. He steams me so,  
I could just kill someone --

She jerks open the door "Student Dorm".

STUDENTS (O.S.)  
(scream)

INT. STUDENT COMMON ROOM

The common room is a disaster.

Students run, shriek, dive for cover.

Agatha enters. Furniture flies by her head.

THEO (O.S.)  
Agatha! Get help!

AGATHA  
What? Who's -- Ahhh!

The rampaging super-strength monster tearing up the common  
room and trying to kill the students is -- Sleipnir!

CLOSE ON: Sleipnir has a glowing red wasp welt on her neck.

Sleipnir sees Agatha and attacks.

AGATHA (CONT'D)  
Sleipnir! It's me, Agatha! Ahh!

Mindless-monster Sleipnir grabs, Agatha ducks.

Berserk, Sleipnir slams into the wall. She tears a fixture  
loose and swings to batter Agatha.

Agatha dives under the big common table.

Two Children cower under it with Theo.

AGATHA (CONT'D)  
Theo? What happened?

THEO  
We don't know! She just charged in  
like a bee-stung bull! Ahh!

Sleipnir rips the bolted-down table off its anchors.

Agatha and crowd are exposed.

Agatha and Theo grab Two Children and chuck them to safety.  
Sleipnir grabs Theo and hurls him at the wall, stunning him.

STUDENTS  
Help us, Agatha! Stop her!

AGATHA  
(ducking)  
How?

STUDENTS  
Think of something! You're the  
genius!

Sleipnir sees more Children and rushes.

AGATHA  
Sleipnir, no!

Before Sleipnir can reach the kids, Krosp the Cat leaps into  
her face snarling.

KROSP THE CAT  
(snarls, growls)

Sleipnir staggers to pull Krosp off her face.

Agatha looks for a weapon. Sees Children cowering. They've  
pulled a corner of the carpet up as protection.

AGATHA  
The carpet! Help me!

STUDENTS  
Help you what? She'll kill us!

AGATHA  
Trust me!

Agatha grabs the carpet, sending Children tumbling.

Agatha flips the carpet over Sleipnir, who still claws at  
Krosp. Knocks her down.

Children rush to help.

Together they roll Sleipnir and Krosp tightly inside the  
carpet, trapping Sleipnir.

They sit on the bucking carpet, gasping.

AGATHA (CONT'D)  
(calls)  
You can come out now.

Krosp the Cat squirms out the end of the carpet, mussed up.

KROSP THE CAT  
(gasping)  
What was I thinking?

Children goggle at a talking cat.

KROSP THE CAT (CONT'D)  
Oh. You didn't hear that.

Sleipnir, trapped in the rolled carpet, bucks furiously.  
Then stops abruptly.

AGATHA  
Uh oh.

Theo, dazed, crawls over.

THEO  
Oh, I hope I'm wrong. Help me unroll  
her.

AGATHA  
She just tried to kill us.

THEO  
That's done. The worst is yet to  
come, I fear.

Gingerly they unroll the carpet.

Sleipnir is limp, comatose, with eyes wide open.

Theo finds the wasp-sting welt on her neck.

THEO (CONT'D)  
Slaver wasp.

STUDENTS  
(hiss and whimper)

AGATHA  
Oh, no. Yes. Berserk rage, savage  
attacks, super-strength, then coma.

STUDENTS  
Then death. Save her, Agatha.

THEO  
Not always death. Survival depends  
on the strength of the victim.

STUDENTS

Why would anyone invent such a thing?  
Even a mad scientist?

THEO

It's the perfect weapon to conquer a  
city. Release the swarm, wait until  
the chaos subsides, walk in past the  
prostrate populace.

STUDENTS

But wouldn't the army --

AGATHA

The wasps die after they sting.  
(new thought)  
Oh, heavens.

THEO

Where there's one, there are  
thousands.

Everyone looks around in horror. Then to Agatha.

AGATHA

What are you looking at?  
(She's it.)  
I can't -- Don't expect. I'm not --

THEO

What shall we do, milady?

AGATHA

(deep breath)  
Very well. Put Sleipnir to bed.  
Keep her warm and flush her with  
liquids. Stop up all the air vents  
and entry points. Have the children  
don all their clothes and cover any  
skin. Lastly, bolt the door and  
don't let anyone in. Not anyone  
until I return.

THEO

Return?

AGATHA

I can't stay. I have to save the  
airship too.

Everyone gawks as Agatha rushes, jerks open the door.

Von Pinn staggers in, mussed with wasp bits stuck in her.  
(She's immune to stings.)

VON PINN  
Where are you going?

AGATHA  
Out. Von Pinn, bolt the door and  
protect the children.

VON PINN  
(amazed she obeys)  
Yes -- Mistress.

Agatha runs.

Von Pinn silently rages: Why does she obey Agatha?

STUDENTS  
Go, Agatha, go!

Door clangs shut.

INT. AIRSHIP CORRIDORS

The corridors ring with distant shouts and screams.

Agatha runs.

AGATHA  
(to herself)  
I hope I know what I'm doing.  
Whatever I'm doing. Eek!

Agatha dashes around a corner and finds SLAVER WASP VICTIM 1  
staggering.

Victim 1 sees her and rushes to kill.

Agatha snatches a fire extinguisher off the wall, whips it,  
and trips up Victim.

She jumps over Victim, keeps going, stops, grabs the fire  
extinguisher.

AGATHA (CONT'D)  
Thanks for the idea.

Running, she meets VICTIM 2, who also attacks.

Agatha squirts him/her with foam. Victim 2 staggers.

Agatha keeps running. Passes Jagers battling WORKER WASPS.

Worker Wasps are big as war dogs, with clashing mandibles  
and razor claws.



Agatha ducks under and keeps going.

Reaches an intersection, slips on wasp-goo, and tumbles --

-- Just as buckshot crashes into the wall where she stood.

Bangladesh and pirates fire huge shotguns indiscriminately down corridors.

BANG

Get low, tanglefoot!

She fires again.

SHOTGUN VICTIM (O.S.)

Ahh!

BANG

I said low!  
(laughs wildly)

Bang and pirates blaze away. Bang laughs at destruction.

Agatha slithers past and keeps going.

Rounds another corner, and leaps over Othar. Wrapped in a blanket, he struggles with Worker Wasps.

OTHAR

Ah, Spunky! A tad shy of the nick  
of time, but --

She tosses him the fire extinguisher, accidentally clonks him in the head.

AGATHA

Busy!

Agatha runs on.

INT. AIRSHIP HANGER

The airship hanger with Agatha's work bench.

The blimp bobs on its moorings.

Her Clanks are not visible.

Agatha rushes in, swiped with foam and wasp-goo, clothes torn.

Slams the door behind her.

AGATHA

Clanks!

Clanks creep from cover. All hold tools, ready to help.

AGATHA (CONT'D)

You lot, dismantle that voltmeter.  
You, fetch the energy globe. You,  
copper wire. Rip it out of the walls  
if necessary. You, find welding  
rod. Get busy!

Clanks clatter to work. Agatha rolls up her sleeves.

SOON.

Agatha works furiously at the bench.

Someone pounds on the door.

Clanks scuttle: What to do?

AGATHA (CONT'D)

(calls)  
Who is it?

GILGAMESH (O.S.)

Gilgamesh! Open up! It's urgent!

AGATHA

Why should I believe you? You don't  
believe me!

GILGAMESH (O.S.)

This is no time to be petty!

AGATHA

Better petty than conceited!

A rollicking battle sounds outside the door.

Worried, Agatha listens. Grimaces. Yanks open the door.

Gil staggers in backwards, flailing with a rapier.

Three Worker Wasps harry him.

Agatha dives for the work table.

AGATHA (CONT'D)

Don't let them in here!

GILGAMESH

(fighting)  
Anything -- to please -- a lady!

AGATHA

I thought I was a lowly lab assistant.

GILGAMESH

You can have -- any rank you like --  
if you'll only -- help!

Gil stumbles and flops. Three Worker Wasps leap to kill.

But Agatha has slung a harness holding the blue glass energy globe pulsing blue. Wires run to twin lengths of welding rod like a dual-rapier.

Agatha pokes a Worker Wasp, squeezes a makeshift trigger, and ZAPS the Wasps dead.

AGATHA

Ha, ha! Look upon my works, ye  
mighty, and despair!

Gil scrambles up.

GILGAMESH

I knew you'd find a use for it.

She squeezes the trigger. Lightning arcs across the tips.

Gil opens a locker and pulls out gas masks.

GILGAMESH (CONT'D)

Standard procedure is to hold overrun  
holds with C-Gas.

He flexes his rapier.

AGATHA

Where are we bound?

GILGAMESH

The wasps are everywhere. Too many  
to stop. Our only hope is to find  
the Queen.

AGATHA

And she'll be...

GILGAMESH

Wherever the Worker Wasps are  
thickest. They're bodyguards, mostly.

AGATHA

Wonderful. Lead on, Barry. Or are  
you Bill?

(Gil is puzzled)

We are in a Heterodyne story?

Gritting their teeth, they rush out the door.

Clanks, forgotten, look at one another.

INT. AIRSHIP BRIDGE -- DAY

Airship Officers and Techs dash about, yell orders into speaking tubes, throw levers to isolate parts of the ship.

Baron wears a black fencing outfit. Pulls on a fencing mask. Gives orders to Jagers and Soldiers. Guard Clanks wait with huge rifles.

BARON

Signalers, order the fleet to retreat to maximum range. Pilots, seal every hatch with remote control. Engineers, flush C-Gas into the lower holds and every hanger. Troops, descend level by level, sweeping every nook and cranny. Shoot any rampagers: man, woman, or child.

JAGER CAPTAIN

What about your son, Herr Baron?

BARON

If he's possessed, shoot him too. Seize the hangers and prepare to evacuate.

JAGER CAPTAIN

Sir, I meant, your son is probably trying to save the ship too.

BARON

Ah, yes. Give him universal access. Continuing: Chivvy any innocents before you. If you don't hear from me in one hour, send out all flyers and detonate the jet-ax charges.

AIRSHIP COMMANDER

Torch the zeppelin, sir?

BARON

You have your orders. Jagers, with me.

JAGERS

Whoo-boy!

Snapping down his visor, the Baron goes out to war.

INT. AIRSHIP HOLD

The dim hold heaped with crates and food.

Many crates are smashed open, the contents devoured.

The air is murky with C-Gas (like tear gas).

Gil and Agatha wear gas masks with goggles. Their clothes are rent and smeared with wasp-goo.

Gil has picked up a goofy gun.

Agatha's lightning-sword is their best illumination, but the hold is murky as a London fog.

They shuffle along, zapping and stabbing Worker Wasps.

AGATHA

(muffled my gas mask)

Do you think the C-Gas knocked out  
the Queen?

GILGAMESH

(muffled by gas mask)

We'll find out.

They kill Worker Wasps. Knock Slaver Wasps out of the air.

The blue energy globe is dimming.

GILGAMESH (CONT'D)

How much power is left?

AGATHA

We'll find out.

Kill more Wasps. They're sweaty and exhausted.

Then it's ominously quiet.

AGATHA (CONT'D)

We've killed them all?

GILGAMESH

That can't be right --

SLAVER QUEEN HISSES.

Rearing is the gigantic Slaver Wasp Queen, a hideous wasp-thing with fangs and many many clawed arms.

BOTH  
(scream)

The Queen strikes at them.

Agatha whirls to confront the Queen.

She squeezes the trigger to test, gets only a feeble arc as the blue globe dims.

AGATHA  
Uh oh.

Gil dives and shoves Agatha sprawling.

The Queen bites Gil and hauls him into the air.

AGATHA (CONT'D)  
Gil!

GILGAMESH  
(in agony)  
The heart! Her heart!

AGATHA  
Wasps have multiple hearts! They're  
a chain of interconnected nerves --

GILGAMESH  
Where her heart would be, ninnyhammer!

AGATHA  
Ah!

Lunging, Agatha drives her lightning-sword into the Queen's soft skin and squeezes the trigger. ZAP!

Sunk deep in flesh, the lightning-rod FRIES the Queen, who dies shrieking.

But the feedback FRIES the rod. The globe explodes.

Agatha is knocked down, stunned, her clothes afire.

Frantic, she rolls to extinguish the flames.

AGATHA (CONT'D)  
Help! Get some water! Anything --

Dropped by the Queen, Gil collapses atop Agatha, partly smothering the flame.

The Queen's side erupts, releasing a cascade of green goo that splashes all over them -- putting out the fire.

GILGAMESH  
Anything -- to please -- a lady.

They flop exhausted in slime. Agatha giggles, then laughs.  
Then gets Gil going.

AGATHA  
(laughing)  
We did it. We saved the ship!

GILGAMESH  
We saved everybody!

AGATHA  
Whoo!

She grabs Gil's filthy face and kisses him. He kisses back.

BARON (O.S.)  
Really, son, there's a time and a  
place for everything.

Baron arrives, torn and spattered, with his ragtag army.

Embarrassed, Agatha scrambles up and runs.

Gil pursues her.

BARON (CONT'D)  
(sigh)  
Children.

INT. AIRSHIP HANGER

The airship hanger looks mostly the same.

The small motorized blimp hovers, but the bomb-bay doors are  
wide open.

It's suspended by one cable to the big red lever marked "DO  
NOT PULL (REALLY)."

Clanks are nowhere in sight.

You'd expect Gil and Agatha to exult, but instead...

Agatha and Gil enter, filthy and frazzled. And bickering.

AGATHA  
... Give credit where credit is due.  
My lightning-sword killed the Queen.

GILGAMESH

Only because I distracted her.

AGATHA

By wedging yourself in her mouth.  
Brilliant plan.

GILGAMESH

You could stand some mouth-wedging.  
Would a simple thank you cause you  
untold agony?

AGATHA

Thank you? Thank your father for  
unleashing the slaver wasps on the  
ship. How many lives were lost --

GILGAMESH

You have no proof my father introduced  
the wasps.

AGATHA

I saw two fly out of his secret lab.

GILGAMESH

Small wasps are sterile. They can't  
breed a queen. And why would he  
sabotage his own ship?

AGATHA

(flummoxed)

Granted, it still doesn't excuse --

Tired of arguing, Gil kisses her. Agatha reciprocates.

AGATHA (CONT'D)

What are we doing?

GILGAMESH

Miss Clay. Agatha. Come with me.

AGATHA

Where?

Gil points to the small blimp.

GILGAMESH

Paris. Berlin. Vienna. Whatever  
city is down there. We can be married  
and install ourselves in the finest  
hotel --

Agatha notes the bomb-bay doors are open.



AGATHA

Who opened the bomb bay? Wait.  
Married?

GILGAMESH

I know it's sudden, but we're a  
perfect team. And clearly  
affectionate. If we're quick my  
father can't stop it. Yes, he'll be  
vexed, but give him grandchildren --

AGATHA

You'd wed me just to aggravate your  
father?

GILGAMESH

What? No. I mean --

AGATHA

(laughs and laughs)  
That's the worst marriage proposal  
I've ever heard.

GILGAMESH

Do you get a lot of marriage --

PROFESSOR BEETLE (O.S.)

Are -- they -- gone?

Professor Beetle creeps out of hiding.

Except he was dead, and now he's back, reanimated and  
lobotomized by the Baron. His head is flat with many scars.

GILGAMESH

Professor Beetle?

AGATHA

But you're dead!

PROFESSOR BEETLE

(mind fuddled)  
I didn't want -- He made me -- I  
can't --

Agatha recoils from Gil.

AGATHA

It's true. Your father vivisects  
sparks.

GILGAMESH

It, uh, appears so. But he was dead.

AGATHA  
Quibbler. Like megalomaniac --

GILGAMESH  
Wait. Beetle, "he" who?

OTHAR (O.S.)  
That would be me, you twisted fiend!

Othar swoops from the rafters on a cable.

He kicks Gil flying and grabs Agatha.

OTHAR (CONT'D)  
Our escape vehicle beckons, Spunky  
Girl Sidekick. Let us away.

AGATHA  
Let go of me, you oaf.

OTHAR  
But you're bemused. Surely Gilgamesh  
Wulfenbach means you harm --

GILGAMESH (O.S.)  
I'll harm someone!

Gil crashes into Othar. They brawl, rolling around the room.

Released, Agatha flops against Professor Beetle.

PROFESSOR BEETLE  
You -- You're the -- daughter of --

AGATHA  
Who? Professor, please think.

PROFESSOR BEETLE  
Daughter of -- Can't recall --  
Eek!

The brawling guys break something. Crash! Beetle runs away.

AGATHA  
Professor -- wait!

But he's gone.

GILGAMESH  
(fighting)  
She's my plucky lab assistant, by  
the way.

OTHAR  
(fighting)  
Nay. She's spoken for.

GILGAMESH  
Nay nay. She's my intended.

AGATHA  
I wouldn't have either of you naked  
on a bed of chocolates -- Ulp!

Dodging the brawl, Agatha trips over an anchor rope and  
tumbles out the bomb-bay doors.

She grabs the anchor rope. The guys don't notice.

AGATHA (CONT'D)  
Help! Someone!

OTHAR  
(fighting)  
Yield, you misbegotten heir to a  
tyrant's throne!

GILGAMESH  
(fighting)  
Shut up, you bloviating bully!

Agatha's Clanks come from hiding. Scamper up with tools,  
eager to help.

But stare at her hanging, unable to help.

AGATHA  
Someone -- else?

Gil and Othar crash nearby.

AGATHA (CONT'D)  
Are all men idiots?

Fending for herself, Agatha kicks, swings, and grabs --  
-- The lever "DO NOT PULL (REALLY)". Clack!

AGATHA (CONT'D)  
I've heard that sound before -- Ahh!

The blimp drops through the bomb bay.

Agatha flails and grabs a blimp rope.

Clanks jump, clattering and bouncing onto the blimp.

Most bounce off and drop away. A few latch onto the blimp.

GILGAMESH

Agatha!

OTHAR

We'll meet again, spawn of evil!

Othar dives out the bomb bay after the blimp.

EXT. BLIMP IN THE SKY -- DAY

The terrain far below is northern forest.

The zeppelin looms above, still smoking in spots.

The rest of the fleet is spread out, far back.

The blimp drops like a rock.

Agatha clings to a rope, screaming.

AGATHA

(screams)

The blimp lurches as Othar lands atop. Agatha is almost knocked loose.

The blimp motor kicks on automatically. It pumps up the envelope and starts it puttering forward. Safe.

Panting, Agatha clambers down ropes into the gondola.

Sinks, exhausted, gasping.

Her few surviving Clanks cling all over, goggling.

Othar swings down gracefully and lands in the gondola.

OTHAR

By the skin of our teeth.

(snaps fingers)

Sidekick, to the galley. Uh, you can make cocoa?

AGATHA

Likely it would explode. I'm not taking the sidekick job.

OTHAR

No? Ah, I see. You've succumbed.

AGATHA

Succumbed? Oh, no.

OTHAR  
 To the ineffable charm of Othar  
 Tryggvassen, Gentlemen Adventurer --  
 and Lover Par Excellence.

AGATHA  
 Is this --

Othar crushes her in his arms and gives her a sloppy kiss.

Agatha endures it.

Putting her down, Othar leans to scan the horizon.

OTHAR  
 Where shall we go? Paris? Berlin?  
 Vienna? We could be married by  
 sundown and spend our nuptials in  
 hedonistic decadence...

AGATHA  
 Wow. 20 years, not a peep, then  
 twice in one day.

OTHAR  
 So. Your answer is?..

AGATHA  
 No.

Agatha shoves Othar out of the gondola. He falls.

OTHAR  
 Foul, fair one, foul!

Whirling in the air, Othar shoots a wrist-line-hook at the  
 balloon. It snags the envelope, punching a hole --

-- Snugs tight so he swings --

OTHAR (CONT'D)  
 Aha! Oops! Ahhhh!

-- And snaps. He falls out of sight into the forest below.

KROSP THE CAT (O.S.)  
 You've killed him.

AGATHA  
 Please. He can land on his ego.  
 What are you doing here?

Krosp the Cat yawns.

KROSP THE CAT

There was screaming and yelling. I  
needed a quiet place to sleep.

Agatha looks up. A small hole in the blimp leaks air.

She rips a rag from her skirt, hands it to Clanks, mimes to  
patch the hole.

AGATHA

We won't be aloft long. Look for a  
place to land. A safe place.

Krosp takes the steering wheel gingerly. Agatha sets steering  
flaps and ropes.

KROSP THE CAT

We'd never sail that far.  
(Eh?)  
You're a wanted woman, Agatha Clay.

AGATHA

And why is that? I'm nobody. Poor  
Professor Beetle kept saying I was  
"the daughter of --" as if the world  
depends on it. But my parents are a  
blacksmith and herbalist.

KROSP THE CAT

Baron Wulfenbach kept you close.  
Gilgamesh took you on as a partner.  
The students accepted you as leader.  
Even Von Pinn bowed to you.

AGATHA

Yes, how strange. My only talent is  
trouble.

KROSP THE CAT

Unique trouble.

AGATHA

I need time to think.

KROSP THE CAT

Best we avoid civilization, aim for  
the wastelands.

AGATHA

Very well. Maybe we can think up  
trouble for somebody else.

They sail into the sunset.

INT. AIRSHIP BRIDGE -- NIGHT

Workers scamper at repairs. Others await orders, including Bangladesh.

Skype sweats at his navigation station. Cranes to listen.

Baron is is torn, bloodied, splashed with wasp-goo.

BARON

... Open the petcocks and flush  
universal solvent, since we can't  
cleanse with fire. Bring us up to  
3,000 feet to clear the next range  
of hills. Lash jacks and hoists to  
a secondary zeppelin --

BANG

And lash all cowards. There were  
plenty.

Gil runs in.

GILGAMESH

Father, Agatha's gone!

BARON

Agatha...

BANG

The cow.

GILGAMESH

The girl, the spark, my intended!

BARON

Oh, her. Gone where?

GILGAMESH

She was spirited away by Othar  
Tryggvassen.

BANG

"Gentlemen Adventurer" -- What am I  
saying?

BARON

And?

GILGAMESH

I want her back.

BARON

She'll have to wait. I need you  
here to oversee repairs to the gyros  
and aerilons --

GILGAMESH

No, I'm going after Agatha. And  
I'll thank you for her abduction.  
You brought Othar here for  
vivisection.

BARON

That's the drawback with human  
subjects. They talk.

GILGAMESH

At least Agatha's safe from your  
surgical experiments.

BARON

I'd learn more probing the brain of  
a poodle.

BANG

A hamster.

GILGAMESH

You don't know her, father. She's  
capable of -- well, anything. Great  
accomplishments.

BARON

A milkmaid got lucky.

GILGAMESH

She's of noble blood, father. You  
said it yourself --

BARON

She does seem familiar.

GILGAMESH

She'll be more so when I marry her.

Gil exits.

Baron watches him go. Some Engineers and Officers await  
orders. One is a Guard Captain. Another a Jager Captain.

BARON

(sighs)

Captain, throw my son in irons, but  
see he has a pad and pencil.



GUARD CAPTAIN

Begging your pardon, Baron, but Master Gilgamesh takes after you.

(And?)

If we try to restrain him, he'll only thump the lot of us and escape. Can't we dispel with the intermediate bruises and just let him go?

Baron mulls, sighs, lets him go.

BANG

You're too soft on that boy. Bamboo shoots under the fingernails while dipped in boiling oil --

BARON

Bangladesh, I have a special assignment for your dastards.

BANG

I can hear the screams already --

BARON

Search the bowels of this ship from stem to stern. A saboteur smuggled that Slaver Queen aboard. Find him or her --

Panicked, Skype slips away.

BANG

Alive?

BARON

As long as they can talk --

BANG

(squeals with glee)

Bang runs off to mayhem.

A Jager Captain salutes.

JAGER CAPTAIN

Herr Baron, may we accompany the young maiden?

BARON

The girl genius? Why?

JAGER CAPTAIN

She -- smells very nice.

BARON

No. Where was I? See the exterior skin is pegged down before it peels off. Offload passengers from the port cabins. Set a course for -- Where's my navigator?

INT. AIRSHIP CORRIDORS -- NIGHT

This corridor is dim from damaged lights.

Skype slinks along, panicked, unsure what to do.

THREE (SHADOW KNIGHTS disguised as) SOLDIERS come up behind him, eerie-silent. They carry four large duffel bags.

Clap hands on his shoulders.

SKYPE

(bleats, babbles)

Please, no, I was forced into it! I never wanted to, but they made me! I needed the money! My poor mother --

SHADOW KNIGHT 1

We are of the shadows.

SKYPE

Oh.

Small relief. These guys are scary too.

But he goes with them.

INT. AIRSHIP HANGER -- NIGHT

Gil's new flyer hangs above the bomb bay. It's suspended by a cable to the red lever.

Technicians make final adjustments as Gil packs in supplies.

Little Zoing fusses and whines.

GILGAMESH

Where's the map satchel? I need it handy. No, Zoing, you can't go --  
(sees)

Skype? What are --

(Shadow Knight) Soldiers enter with Skype.

Pulling flexible rapiers, they kill the Technicians easily.

Gil bounds out of the flyer with a sword.

Zoing panics and runs in circles.

Gil fights valiantly, but the Shadow Knights easily drive him back onto the flyer.

He tumbles into the flyer, makes to leap out.

GILGAMESH (CONT'D)

Don't think you can escape --

One SK throws the big red lever. Clack! The other SK digs in a satchel.

The flyer drops with Gil in it.

The second SK arms two grenades that fizz.

Carefully he flips them into Gil's falling flyer.

SHOT BELOW: The grenades are incendiaries. Gil's flyer burns in two places, still falling.

SKYPE

You've killed Gilgamesh Wulfenbach?

SHADOW KNIGHT 1

Such is the reach and power of the  
Shadow Knights.

They dump out duffel bags and strip off stolen uniforms.

They don flying suits with hoods and goggles, and unfold filmy flying wings. There are small rockets on the hips.

Skype dons a flying suit. Fumbles with controls.

SKYPE

How do I -- Ahh!

Shadow Knight 1 yanks him so they tumble out the bomb bay. Another Knight follows.

Shadow Knight 2 lobbs more incendiary grenades around the hanger. Fires sputter and flare.

Trapped, Zoing leaps out the bomb bay -- after grabbing a small cable.

Shadow Knight 2 leaps -- and passes Zoing, hanging by cable.

Too late to kill that witness, he soars on.

Zoing watches them fly off and Gil's flyer sink in flames.  
He whines.

EXT. AIRSHIP -- NIGHT

Falling, Shadow Knight 1 straightens Skype and sends him soaring.

Skype, panicked, flaps furiously but stays aloft.

Shadow Knight 2 and 3 flap alongside.

Far below, Gil's flyer is a fireball.

SKYPE

Which -- way?

Shadow Knight 1 points.

Igniting small rockets, they soar into the night.

EXT. BLIMP IN THE SKY -- MORNING

The blimp has sunk over forest, tipping treetops.

Agatha spins the wheel to dodge treetops while yanking ropes.

Agatha's little Clanks run back and forth uselessly.

The blimp zigzags.

KROSP THE CAT (O.S.)

(waking up)

Must you joggle us so? I'm trying  
to --

AGATHA

Oh, good, we're about to crash.

Krosp looks below. Ducks as a tree top slaps at him.

KROSP THE CAT

Aim for the meadow!

AGATHA

I'm aiming for the lake. This gondola  
should float --

But Krosp yanks a rope away, grabs the wheel and spins it.

KROSP THE CAT  
No, anything but that! The meadow!

AGATHA  
What are you -- Aggh!

The blimp snags a tree, tears, drops --  
-- Crashes and bounces across a meadow.  
Agatha and Krosp skid along with wreckage.

EXT. FOREST BLIMP CRASH SITE -- MORNING

Northern European pine forest, no signs of humanity.  
Groggy, clothes torn, Agatha lies atop Krosp.

KROSP THE CAT  
(muffled)  
Off, off! Get off!

Straining, Krosp shoves Agatha off him.  
Hurt, stunned, she surveyss the wreckage.

AGATHA  
What -- was wrong -- with the lake?

KROSP THE CAT  
I might've gotten wet. Come on.  
The Baron will probably send someone  
after us, and they'll spot the  
wreckage.

AGATHA  
Hang on. It's always a good idea to  
take inventory.

Agatha and her Clanks scavenge the wreck.

AGATHA (CONT'D)  
Ooh, looky!

KROSP THE CAT  
Food locker?

AGATHA  
Better. Weapons locker!

KROSP THE CAT  
Of course.  
(MORE)

KROSP THE CAT (CONT'D)  
Well, I'll catch something. Cats  
are natural hunters. And forest  
have animals -- right?

SOON.

Krosp has assembled a tiny backpack stuffed with whatever.

Agatha has cobbled a huge steampunk blaster-rifle. With a  
winged-tower Wulfenbach sigil on the side.

She tightens the last bolts.

KROSP THE CAT (CONT'D)  
What is it?

AGATHA  
Don't know. Haven't named it yet.

KROSP THE CAT  
What does it do?

Agatha takes aim at a huge boulder. Fires.

ZAM! A scorching blue beam blows the boulder into gravel.

Agatha and Krosp duck pelting gravel.

KROSP THE CAT (CONT'D)  
How about, "Cigar Lighter"?

SOONER.

Agatha shoulders an improvised satchel of food and gear.  
And peeking Clanks. She carries the blaster-rifle.

AGATHA  
Ready.

KROSP THE CAT  
Just one problem. Which way?

They look around at unending forest.

Agatha points back toward the wreck, then ahead.

AGATHA  
We steered that way. Might as keep  
going.

KROSP THE CAT  
Far from Castle Wulfenbach.

EXT. FOREST

They walk.

AGATHA  
What is your deal, by the way?

KROSP THE CAT  
I'm Krosp, King of the Cats.

AGATHA  
According to whom?

KROSP THE CAT  
I'm a construct, selected for my  
size as a kitten, enhanced for growth,  
then infused with hormones to inspire  
nobility.

AGATHA  
No, really.

KROSP THE CAT  
Think about it. Cats, the perfect  
spies. Go anywhere and nobody  
notices.

AGATHA  
So...

KROSP THE CAT  
They're cats! Sleep sixteen hours?  
Nod off at the drop of a hat? Get  
distracted -- Ooh, feather!

A feather blows by and Krosp leaps, snags it, thrilled.

They walk some more.

AGATHA  
There's a reason they call this the  
wastelands.

KROSP THE CAT  
A whole lot of land laid waste by  
monsters and clanks.

AGATHA  
And not a sign of --

Both freeze and SNIFF deeply.

BOTH

Bacon!

Warily they follow the smell, come to a rise --

-- And spot Master Payne's Circus of Adventure.

MPCOA is a traveling troupe of play-actors and mini-carnival. They travel in bright wagons, either pulled by horses, driven by steam engines, or walking by themselves.

At the moment they camp and cook in a meadow.

Agatha and Krosp spy and salivate.

AGATHA

Should we?

KROSP THE CAT

Dunno. They might freak.

AGATHA

But we're nice.

KROSP THE CAT

We're a ragged Spark with a hand cannon and an oversized cat prowling the Wastelands. We could be anything.

AGATHA

Mostly I'm hungry.

ZEETHA (O.S.)

Why not visit? We have plenty.

BOTH

Ahhh!!!

Sneaking up behind, silent, is ZEETHA.

Zeetha of Skifander is a tall Amazon-type with green hair and many scars. Twins swords are strapped to her back.

She carries a DEAD DEER easily.

She looks at Krosp, who stands on two legs.

ZEETHA

Did he talk?

KROSP THE CAT

Meow.

ZEETHA

What are you doing out here alone?



AGATHA

I'm not alone. I have -- my cat.

And Clanks who peek from her satchel, then hide.

ZEETHA

I'm Zeetha. Of Skifander.

AGATHA

Skifander... Of the "The Warrior  
Queen's Hidden Jewel"?

Stunned, Zeetha drops the deer and hoists Agatha by lapels.

ZEETHA

You know of Skifander? Where is it?

AGATHA

Um, in a story?

ZEETHA

Skifander is real. It's my homeland!  
Who told you about it?

AGATHA

My uncle?

ZEETHA

Where is he?

AGATHA

He disappeared years ago. Can you --

ZEETHA

(howls)

Howling with rage, Zeetha throws Agatha on her rump.

Zeetha grabs a tree branch and beats it to pieces against a tree. She draws both swords and slashes branches so they go flying. Then abruptly stops.

Sheathes her swords. Picks up the deer.

ZEETHA (CONT'D)

Of course. Always, no one knows.  
(beat)

Come. We'll feed you. Then you  
must move on. The Wastelands are a  
dangerous place.

Zeetha walks for camp. Agatha and Krosp look at the destruction and nod.

EXT. FOREST BLIMP CRASH SITE -- MORNING

All is quiet, except for...

Distant thrashing sounds, trees breaking (Crab-Clank).

Skype and three Shadow Knights glide down.

Skype is relieved to be on land again.

They examine the wreckage, find tracks.

Hear distant thrashing. Shadow Knight 1 climbs a tree and scouts with a telescope.

SHOT THROUGH TELESCOPE: Trees shatter and topple as something (a giant CRAB-CLANK) bulls along.

Never mind. Skype and two Shadow Knights strip flying suits and drop them.

They give spare rocket cartridges to third Shadow Knight.

SHADOW KNIGHT 1  
Take off. Tell the master we're hot  
on her trail and will report on  
contact.

Third Shadow Knight loads the rocket cartridges, runs to a promontory, and launches into the sky.

Shadow Knights note Agatha's tracks.

SKYPE  
When we catch her, do we --

SHADOW KNIGHT 1  
Just her. No witnesses.

SKYPE  
What if we fail?

Shadow Knight gives him a killing look.

SHADOW KNIGHT 1  
No witnesses.

(Meaning Skype.) They go.

EXT. PAYNE'S CIRCUS CAMPED -- DAY

Caravans sit in a circle. People tend chores, chat, sing.

Agatha sits by a campfire with Olga. Sets down her blaster-rifle.

OLGA is a corn-fed woman like Agatha, but with wild curly hair. A performer.

PIX serves her a plate of stew.

Pix is a bright young woman, a performer.

PIX

I'm Pix, not "Pixie". That's Olga.

AGATHA

I'm Agatha -- Oh, thank you!

Agatha wolfs her food.

Zeetha, disgruntled, uses a sword to whack the deer into chunks, whacking hard.

Pix puts a dish on the ground for Krosp. With a dirty look, he picks it up, and a chip of firewood, eats like a person.

That's weird, but they say nothing.

Also nothing when tiny Clanks creep out of Agatha's pack.

Ongoing, nearby, RIVET and BRUNO try to fix a walking wagon with mechanical chicken legs ("Baba Yaga") with no luck.

Rivet is a very short stocky woman, an African Bushman, also a performer for small roles.

Bruno is a big roustabout and performer of heroes.

RIVET

Try it again.

Bruno tries to start the walking wagon.

Gears clash, shriek. It slams to a halt.

RIVET (CONT'D)

Shades of Strumhalten, now what?

Agatha lends half an ear to repairs while eating. And Zeetha's whacking.

AGATHA

Zeetha, I'm sorry if I upset you. I wish I knew more of Skifander.

ZEETHA

(chopping hard)

So do I.

AGATHA

How is it you don't --

ZEETHA

A few years ago, Skifander was "discovered" by outsiders. The royal family decided to send an emissary to Europa. I was chosen.

#### FLASHBACK - ZEETHA'S ORIGIN

Dream-like, Zeetha kneels before her queen... Boards a ship... Falls ill... Tosses with fever... Is captured by pirates led by leering Bangladesh Dupree who ransack the ship and lift off in blimps... Is thrown in a cell... Recovers, breaks free, goes berserk. Slashes crew, smashes lanterns, sets fire to the airship, dives far and splashes in the ocean, swims to shore... And realizes she has NO idea where she is.

ZEETHA

I boarded a ship, but fell ill. Seasickness, fever, hallucinations. Pirates ransacked the ship and took me captive. I recovered, escaped, killed them all, but...

AGATHA

Didn't ask directions?

Zeetha makes a final chop: right.

ZEETHA

Stay out of the woods. Something big thrashes out there.

She stalks off to wash off blood.

PIX

You're welcome to spend the night, Agatha, but must leave come morning.

AGATHA

Oh.

OLGA  
We're a circus. We can't take in  
every stray who wanders by.

PIX  
Wandering the wastelands with just  
a cat for company?

KROSP THE CAT  
(sniffs)  
Meow.

In BG, Rivet is ready to try the walking wagon again.

RIVET  
Cross your fingers --

AGATHA  
No, wait!

Agatha hurries over.

AGATHA (CONT'D)  
Sorry to interrupt, but your gyro  
gear needs repacking.

BRUNO  
See? Told ya!

RIVET  
What does she know?

AGATHA  
I know that's a Duchy of Blenshaf  
Gyro Wheel. Your wobble plate is  
loose. And the sponge dampers are  
frozen because your tread gunk is  
too viscous.  
(gets stares)  
My dad was a blacksmith.

Bruno strips gloves, hands them and tools to Agatha.

BRUNO  
All yours.

RIVET  
Fine by me.

They walk off to other chores.

Agatha studies, picks up a tool...

Pix and Olga wander over to watch.

Agatha's Clanks come with tiny tools and pitch in.  
Agatha tinkers. Krosp burps and sleeps.  
Pix and Olga shrug and walk off.

EXT. FOREST -- EVENING

Skype and two Shadow Knights spy with the telescope.  
SHOT THROUGH TELESCOPE: Agatha works on the walking wagon.

SKYPE  
That's a lot of witnesses.

SHADOW KNIGHT 1  
We need a distraction.

SKYPE  
What kind of --

Skype looks up, but Shadow Knights are gone.

As night falls...

Circus people assemble for dinner. Murmur about Agatha's dedication.

Agatha, sleeves rolled up, smeared with grease, tightens a last bolt.

She presses the starter.

Engine starts, roars, then purrs.

Smug, Agatha tries the controls.

The walking wagon smoothly advances, backs, turns, stops, sits, shuts down.

Circus people applaud and whistle.

Agatha is flummoxed.

MASTER PAYNE (O.S.)  
No, no, no, no, no.

MASTER PAYNE dismounts a horse, returned from town.

Payne is an imposing ringmaster in a flamboyant coat or robe. He carries her blaster-rifle.

MASTER PAYNE (CONT'D)  
Agatha, is it? I'm sorry, but you  
are not welcome. If you've fled  
Castle Wulfenbach, you're in dutch  
with the Baron, and we can't afford  
that.

AGATHA  
How did you -- Oh.

Her blaster-rifle has the winged-tower sigil. She takes it.

OLGA  
Master Payne, she's a guest. And  
she's handy.

PIX  
Sir, you can't banish her to the  
Wastelands.

MASTER PAYNE  
For the good of the company, I can  
and will. The Baron has obliterated  
entire towns for harboring refugees.  
Our lives are risky enough. We wish  
you well, but please go.

Agatha is clearly hurt, but nods.

AGATHA  
I understand. Come, Krosp.

Pix hands her the satchel stuffed with food and Clanks.

With rifle and satchel, she and Krosp walk into dark forest.

Circus people watch her go, then return to chores. But...

Horses scream in fright. People dodge and yell, confused.

A tree crashes down, pushed over. Crash, bang!

The giant weather-beaten mechanical Crab-Clank claws into  
camp. It has glowing eyes, rippling lights, and hisses steam.

Designed for war, it smashes a caravan to flinders.

It snaps at a fleeing person, just missing crushing them.

Fires a sizzling beam that kills a hysterical horse.

Shoots buckshot that shreds a wagon and knocks people flying.

People scream, shout, and run away.

A woman grabs up two small children, stumbles.

Crab-Clank whirls to attack. Sizzle-ray warms up. Claws reach to crush --

-- And Agatha runs up with her blaster-rifle.

AGATHA (CONT'D)

Hey, over here!

Agatha fires a blue blast, shears off one crab arm. Zam!

The shorn claw will fall on the woman and children.

Agatha boots them away. The dropped claw thumps her shoulder, knocking her down.

AGATHA (CONT'D)

Oof!

Krosp scampers up, grabs to help her rise.

KROSP THE CAT

Agatha, for god's sake, run!

AGATHA

I'm not done!

Agatha jumps as a leg stamps down to crush her.

She runs under the machine's belly. Lines up a shot overhead --

-- And blunders into two Shadow Knights, almost invisible.

They grab her, pin her arms.

AGATHA (CONT'D)

What are -- Who are you? Let go!

Agatha elbows a Shadow Knight, lifts her rifle, snap-shoots.

Shears off two legs. But Crab-Clank will topple on her.

Shadow Knights strike her -- one, two -- with precision blows to paralyze. Her left side goes numb, her arm slack.

Krosp the Cat leaps and bites a Shadow Knight on the leg. He boots Krosp into darkness.

AGATHA (CONT'D)

Are you two insane? I'm trying to help!

ZEETHA (O.S.)

Me too!



Like a flash, Zeetha leaps with swords drawn. She engages both Shadow Knights, who pull short swords.

ZEETHA (CONT'D)

(laughs)

Battle!

Under the toppling Crab-Clank, Zeetha carves the Shadow Knights into pieces, enjoying it.

Agatha, her left arm numb, hoists the blaster-rifle awkwardly.

Crab-Clank fires another sizzle-ray.

OLGA (O.S.)

(screams, dies)

AGATHA

No -- more!

Agatha fires. Blows the guts out of Crab-Clank. Large parts rain down.

Zeetha, covered in blood, grabs Agatha and jumps. She loses the blaster-rifle.

Crab-Clank crashes atop the shredded Shadow Knights.

Agatha and Zeetha lie panting.

ZEETHA

(chuckles)

You should visit more often.

PIX (O.S.)

No! No, no!

Rising, Agatha and Zeetha see Olga lies dead, incinerated by that last sizzle-ray.

Numb and bruised, Agatha is woozy. Krosp limps up.

Pix weeps. Circus folk, some wounded, are stunned. Cry, mutter, argue.

PIX (CONT'D)

Olga, no, not you.

BRUNO

Poor Olga. But -- Agatha saved us from the Crab Monster.

RIVET

More like, she brought it here.

ZEETHA

That beast was thrashing through the woods all day. It homed on us like a bee to honey.

KRANTZ

She's a hero, like the Heterodyne Boys.

RIVET

She's a jinx. Master Payne was right.

MASTER PAYNE

I so hate to be right.

ZEETHA

Agatha, what do you say?

AGATHA

(woozy)

I say -- you're all --  
(faints)

Agatha flops in a faint.

EXT. FOREST -- NIGHT

Skype watches the disaster. Clutches his head. Now what?

SKYPE

Heterodynes!

INT. WALKING WAGON

The interior is gypsy-caravan cheery, packed, sunny.

Agatha lies in a hammock that swings as the wagon walks.

She wears a borrowed nightie and a curly wig, no glasses.

She wakes, sits, grabs the hammock. Fingers the wig.

AGATHA

What? Where -- How -- Huh?

Krosp crawls from blankets. Yawns, stretches.

Her tiny Clanks also creep out, mimicking Krosp.

KROSP THE CAT  
 You fainted. The walking wagon.  
 They disguised you. You're in.

AGATHA  
 Oh. Wait. Who undressed me?

ZEETHA (O.S.)  
 I did. Soft as butter is Agatha.  
 Not a scar anywhere.  
 (tisks)  
 We'll have to fix that.

Without her glasses, Agatha squints.

Zeetha drives the wagon.

ZEETHA (CONT'D)  
 The cat does talk?

KROSP THE CAT  
 Krosp, King of the Cats.

ZEETHA  
 (scoffs)  
 Meet Olga, your new owner.

AGATHA  
 Me? No, I --

KROSP THE CAT  
 Nobody -- owns --

ZEETHA  
 We took a vote. You can stay, in  
 disguise. Worth the risk.

AGATHA  
 But where are we bound?

ZEETHA  
 Mechaniksborg.

Agatha is still woozy, and the hammock sway isn't helping.

Clanks bustle to secure lines to the hammock to steady it.  
 She'll be wrapped in a spider web if they keep going.

AGATHA  
 But that's --

KROSP THE CAT  
 Give or take three months. The  
 Midsummer Fair.

ZEETHA  
You'll need to train for that too.

AGATHA  
Slow down, please. Oh, my head. Do  
what about what?

ZEETHA  
(laughs)

AGATHA  
Oh... I'm not ready for adventure.

KROSP THE CAT  
Says the woman who attacked a giant  
mechanical crab while everyone else  
ran away.

ZEETHA  
(laughs)  
Good times. Hey, who were those two  
clumsy blokes I killed? Why did  
they grab you?

AGATHA  
I have no idea what they were doing.  
Or what I'm doing.

KROSP THE CAT  
You're living a Heterodyne adventure.

AGATHA  
I don't want --

ZEETHA  
We don't get what we want in life,  
Agatha. We get what's given us.

KROSP THE CAT  
Destiny. Whether we want it or not.

EXT. PAYNE'S CIRCUS CAMPED -- MORNING

Another camping spot.

People go about morning chores.

Agatha sleeps in the walking wagon. Her curly wig is off.

Her Clanks stand guard.

Master Payne summons Pix, Rivet, Zeetha, and KRANTZ.

Krantz is a middle-aged man, dressed well. Musician and band leader of the troupe.

MASTER PAYNE  
I'm going into town. All of you  
keep Miss Clay busy. Too busy for  
trouble.

PIX  
What kind of trouble?

MASTER PAYNE  
She's a spark. Their principal  
product is trouble.

RIVET  
How shall we task her?

MASTER PAYNE  
Anything to run her ragged.

RIVET  
The Baba Yaga's still half a wreck.

PIX  
Potatoes to peel.

KRANTZ  
The Silverodeon.

RIVET  
That pile of junk?

KRANTZ  
What better fodder for a spark?

ZEETHA  
(chortles)  
Keep those at hand. I have exactly  
what Agatha needs.

INT. WALKING WAGON -- MORNING

Zeetha finds Agatha asleep in the walking wagon.

Zeetha holds a scrap of burlap from a potato bag.

ZEETHA  
Agatha...  
(Eh?)  
Wakey, wakey.

AGATHA  
(sleepy)  
Go -- away.

EXT. PAYNE'S CIRCUS CAMPED -- CONTINUOUS

Agatha, in her nightie, bounces on turf. Zeetha threw her out.

Krosp got tossed with the bed covers, and grumps.

Clanks fuss, not sure what to do.

Agatha covers herself.

AGATHA  
How dare you --

ZEETHA  
Who dares, wins. Agatha, upon you I place a blessing. To receive warrior training such as only the Amazons of Skifander learn.

AGATHA  
I'm not a warrior.

ZEETHA  
You will be.

KROSP THE CAT  
Hmm. Hunted by fiends, it just might keep you alive.

ZEETHA  
Don this.

Zeetha hands her the scrap of potato bag.

AGATHA  
That's not --

With a yank, Zeetha rips Agatha's nightie off her body.

AGATHA (CONT'D)  
(shrieks)

Krosp fluffs the bed covers. Lays down to sleep.

KROSP THE CAT  
Can you keep it down?

SOON.

Agatha wears the potato sack, slashed to fit, barely.

Zeetha holds a yard-long wooden rod.

AGATHA  
I cannot believe --

ZEETHA  
Believe. You and I are now bonded.  
"Kolee--Dok--Zumil".

AGATHA  
Which means...

ZEETHA  
Teacher and student. Cause and  
effect. Grindstone and knife.

AGATHA  
Grindstone?

ZEETHA  
First assignment. Avoid the stick.

Zeetha swings the stick and whacks Agatha.

Agatha shrieks and covers her head.

ZEETHA (CONT'D)  
Avoid.

Another whack. Agatha dodges badly. Another.

Agatha runs. Zeetha lopes after.

ZEETHA (CONT'D)  
Pathetic. You can't even run away.

Zeetha trips Agatha. Continues to whack her.

ZEETHA (CONT'D)  
This is painful.

LATER.

Agatha is a curled up mass of bruises. Zeetha is bored.

ZEETHA (CONT'D)  
My arms are sore.

AGATHA  
You're sore?

ZEETHA  
You can't dodge. Can't block. Can't --  
Lucky for you I like a challenge.

AGATHA  
(pained)  
Lucky?

ZEETHA  
Get up.

AGATHA  
I can't -- Ow!

Zeetha lifts Agatha by the hair. She stays on her feet.

ZEETHA  
See? Up. Come. Run!

With a smack, Zeetha sets Agatha running across country, whacking when needed.

LATER.

Agatha is a bruised exhausted blob on the turf.

ZEETHA (CONT'D)  
Pitiful. An apprentice barber could  
kill you in a trice.

AGATHA  
(groans)  
I'd welcome that.

ZEETHA  
Let's try a weapon. Can't do worse.

Zeetha tosses Agatha the rod. Spreads her arms wide.

ZEETHA (CONT'D)  
Try to hit me.

AGATHA  
I don't want --

ZEETHA  
Shall I handle the stick? Try. I  
know you can't --

Agatha makes a feeble swipe. Zeetha parries with a hand. Again. Another parry. Again, but Agatha gets closer. Hmmm... Agatha thinks, holds the stick like a rapier. Zeetha laughs.

Agatha feints with the stick, then -- Surprise! Pings Zeetha.



Zeetha is puzzled. Gestures for another shot.

Agatha thinks, feints, and pings Zeetha again.

ZEETHA (CONT'D)

No, this is -- You're cheating.

AGATHA

Thinking. Try it sometime.

Zeetha draws a sword. Before it clears, Agatha jabs her.

They duel in earnest. Agatha watches Zeetha closely, and manages to both dodge the sword and jab her.

Zeetha draws her other sword. They duel. Agatha works up a sweat, ducking and weaving. Finally lunges and jabs Zeetha on the nose.

ZEETHA

Ouch. Huh. What --

AGATHA

Observe, hypothesize, test. Note reaction, revise hypothesis, test again. And -- learn.

ZEETHA

Hmm... I'll find you a rapier.  
Dismissed.

Agatha collapses on the sword, utterly exhausted.

Krosp wanders up, munching on a squirrel.

Pix enters.

PIX

Lazing away the day? You have kitchen duty. Then Rivet and Krantz have chores.

AGATHA

Is that all?

PIX

Until dinner. Then rehearsal. Oh, and Zeetha mentioned nighttime combat. So no dilly-dallying.

Rolling over, Agatha crawls after Pix.

Krosp walks alongside her.

KROSP THE CAT  
Walking on all fours. All right for  
some.

AGATHA  
(crawling)  
If I weren't dead, I'd kill you.

Krosp tosses the squirrel's tail on Agatha's head.

LATER.

Dressed in circus clothes, Agatha delivers a huge basket of  
peeled potatoes to the cooks.

She lurches, exhausted, and yawns.

AGATHA (CONT'D)  
Now where's --

Rivet snags her elbow, tows her away.

RIVET  
This way.

AGATHA  
Are there sticks?

They come to the Agatha's walking wagon. Bruno waits.

Clanks come out to see what's up.

AGATHA (CONT'D)  
But I fixed this.

RIVET  
You're barely begun. It still turns  
like a cow.

BRUNO  
The boiler leaks. Needs water every  
three miles.

RIVET  
One piston loses pressure, so it  
occasionally tips over.

BRUNO  
And it's haunted.

AGATHA  
Why not just junk it?

Rivet reaches between the mechanical legs and pulls out a  
big mechanical egg.

RIVET  
We need the eggs.

AGATHA  
(sarcasm)  
Any other chores?

ZEETHA (O.S.)  
Catch!

Zeetha flips Agatha a lethal rapier. Agatha bobbles it and almost stabs herself.

Zeetha draws one of her swords.

ZEETHA (CONT'D)  
Defend thyself.

AGATHA  
Must we --

Zeetha flicks the rapier, forcing Agatha to defend herself.  
They duel for a short while. Click--clack.

ZEETHA  
Carry it with you everywhere.

AGATHA  
Why --

Zeetha flips Agatha's rapier into the woods.  
Agatha turns to look.  
Zeetha whacks Agatha's rump with her sword.

ZEETHA  
Because you never know.

Rubbing her rump, Agatha retrieves her rapier.

AGATHA  
I shudder to ask, but are there --

KRANTZ (O.S.)  
Yes.

Krantz enters, and tows Agatha to...

A float-wagon with an elaborate but smashed calliope.

KRANTZ (CONT'D)  
The Silverodeon. Built by the House  
of Vitmeyer of Vienna.

AGATHA

But it's --

KRANTZ

Your crab monster stepped on it.

AGATHA

It wasn't my --

KRANTZ

Master Payne requests you fix it ASAP. We need it for shows. And rehearsals. There's one tonight, so get busy.

Krantz goes to walk away, but Agatha snags him.

AGATHA

Listen, Maestro. I can build a dreadnaught out of a hay wagon, baling wire, and empty beer tuns, but I need tools!

Krantz slaps a hand on the calliope's wagon.

A panel falls down revealing a wealth of precision tools.

AGATHA (CONT'D)

Oooh.

Entranced, Agatha examines the tools, testing them.

Clanks arrive and climb over tools, examining.

Krantz, Rivet, and Bruno sneak away.

AGATHA (CONT'D)

Wait. Rehearsal for what?

EXT. STAGE -- NIGHT

The traveling stage is set up in camp. There's a working curtain and torches for light.

Chatter, tuning instruments of small band are heard.

Circus folk wear civilian clothes for a simple rehearsal.

Everyone bustles.

MASTER PAYNE

Not there, you nitwit, behind the stage! Do you expect the actors to fly? And you, dunderhead! Will you ignite the curtains or yourself?  
Etc.

Backstage, Pix gets Agatha ready for her part, lacing her into a rough corset.

PIX

See why he's called Master Pain?

Agatha wears her curly wig and glasses. She bobbles a script, flipping pages.

AGATHA

I don't -- I can't -- I've never --

PIX

It's "The Race to the West Pole".  
Everyone knows the story.

AGATHA

I've never acted before!

PIX

Ah, but now you're Olga, and she  
could charm a snake out of its skin.

Players assemble on stage.

The rest of the circus acts as audience. And some locals  
who've wandered in.

MASTER PAYNE

... I don't care! ACTION!

RIVET

(acting)  
Behold, a ship upon the horizon!

ZEETHA

(acting)  
Say thee nay! In this foul realm,  
so near the Gyre, they must be  
pirates!

AUDIENCE

Oooh...

ACTORS

(continue the play)

AGATHA  
I can't do this.

PIX  
Never say die, as we say in the  
theater.

AGATHA  
Olga died.

PIX  
But not on stage, more's the pity.

Agatha's wig falls around her face, hampering her.

AGATHA  
Why must I wear my wig? There's  
only us around.

PIX  
(scoffs)  
Locals can sniff a rehearsal miles  
off. And Lucrezia Mongfish never  
wore spectacles.

Pix plucks off Agatha's glasses.

AGATHA  
But I can't read --

ACTORS  
(continuing play)

PIX  
Your cue. Go!

Pix shoves Agatha on stage.

RIVET  
(acting)  
Milady Mongfish! We are in deadly  
danger!

AGATHA  
(long agonized pause,  
then acting)  
Fear not! For life is a great  
experiment, and we tame life with --

AUDIENCE  
(roars)  
SCIENCE!

Amazing herself, Agatha gets into it. Tosses the script.

AGATHA

Pity those paltry pirates, mired in  
ignorance. We are their masters.

ZEETHA

But science corrupts and drives men  
mad.

AGATHA

And so does madness drive us, drive  
us to explore the world, to seek out --

AUDIENCE

NEW WORLDS!

Audience applauds wildly. Agatha is stunned, but pleased.

Then applause dies. Everyone stares upward. And freezes.

Silhouetted against the moon are eerie white elven women  
riding huge spiders: SPIDER RIDERS.

They advance from the forest and bracket the stage.

Nobody breathes.

AGATHA

(whispers)

Who are --

Zeetha clamps her mouth shut.

Spider Riders converse in a strange foreign tongue.

SPIDER RIDER 1

Klibber meenak sig in plostok? Etc.

SPIDER RIDER 2

Zo--zo flooda vedik. Etc.

SPIDER RIDER 1

Wogh! Za "actors".

SPIDER RIDER 2

"Actors" bin? Donya cheeb.

Sniffing, the Spider Riders ride out of camp.

ZEETHA

Geisterdamen. Webwomen. Spider  
Riders.

AGATHA

But what did they want?

RIVET  
 Nobody knows. They ride the  
 Wastelands hunting something --

MASTER PAYNE  
 Did I say "Cut?"

Everyone jumps back into the play.

RIVET  
 Line?

AGATHA  
 (acting)  
 Bring on the villains, I say. Let  
 them cringe and cavil at our feet as  
 we crush them with --

Smash cut to...

EXT. STRONGHOLD TOWN SQUARE -- CONTINUOUS

AUDIENCE  
 SCIENCE!

Stronghold is a mountain town farmers, tradespeople, and  
 travelers.

The circus stage is set up in the town square.

MPCOA, dressed in their finest costumes, perform the same  
 play to a jammed eager audience.

Othar Tryggvassen is in the audience, yelling like a kid.

A mysterious hooded man at the back is Skype.

Agatha shines as Lucrezia Mongfish with garish evil makeup.

AGATHA  
 (acting)  
 Never shall we back down, never  
 retreat, never surrender! For all  
 that we are, or will ever be, is  
 served by the very god of --

AUDIENCE  
 SCIENCE!

AGATHA  
 And this I vow!  
 (MORE)



AGATHA (CONT'D)

When we have disposed of the pirates,  
we shall persevere, and all of the  
Heterodyne secrets shall be mine!

The curtain drops. So does Agatha in a near faint.

Pix drags Agatha back stage, strips her to change costumes.

Everyone else dashes about changing costumes and the set.

PIX

A great first act! You're a star!

AGATHA

(dazed)

I didn't expect there to be people  
in the audience. Was that Othar  
Tryggvassen?

RIVET

Oh, yeah. He's board-struck. Never  
misses a show.

AGATHA

But he knows -- Oh, I feel faint.  
I can't do this.

PIX

Not even for that?

Pix cocks an ear.

AUDIENCE (O.S.)

(whistles, cheers,  
applauds)

AGATHA

Well, maybe for science.

She's dons her new Lucrezia costume.

The curtain goes up.

Bruno, as a hero, is strapped to a table, minus his trousers.  
Fiendish cutting instruments are dotted around.

BRUNO

(acting)

You, minion! Why am I strapped to  
this table? And where are my  
trousers?

To one side, Krantz pounds the repaired calliope. Fixed, it  
sounds like an entire orchestra.

Music: Orchestral flourish, Lucrezia's theme, Agatha's earworm.

AGATHA

That music!

Stunned to hear her earworm, Agatha stalls.

BRUNO

(again, loud)

And where are my trousers?

PIX

Go!

Pix shoves Agatha on stage.

Agatha gulps. Krantz plays the theme again.

AGATHA

(acting)

Who -- who has decimated my beautiful frogs?

AUDIENCE

(points at Bruno)

HE DID!

AGATHA

Foul miscreant! There shall be --

AUDIENCE

NO TROUSERS!

ACTORS

(continue the play)

Behind the audience, in dim light...

Three bodies hang from a scaffold, hands tied behind, seemingly dead.

(DIMA, MAXIM, and OGGIE are actually Jagers, too tough to kill by hanging.)

Hooded, Skype joins a cloaked man (Storm King) before the gallows.

SKYPE

(nervous)

That's her, playing Lucrezia. Agatha Clay.

STORM KING

No accident they cast her as Lucrezia.

SKYPE

Without the Shadow Knights, it became impossible to snatch her. But I alerted you, so...

STORM KING

You will live to see another day, as they say in trashy plays -- If you wrap her up. Here in town it'll be easy to separate her from the circus. See that you do, and deliver her by dawn.

Storm King strides off.

Skype curses and slinks away.

ACTORS

(continue play in distance)

The three hanged Jagers are left alone.

DIMA

(half--throttled)

Someone is up to the hanky-panky.

OGGIE

(strangling, accent)

That girly what plays the evil lady. She seem familiar?

MAXIM

(throttled, accent)

I thought so. Even from here, I can tell --

ALL

She smells very nice.

DIMA

Time to stop with the hanging around.

OGGIE

We been punished enough.

MAXIM

Missed lunch and dinner.

Othar comes up in the dimness.

OTHAR

I say, you bounders, can you stifle your conversation while the play is underway?

(MORE)

OTHAR (CONT'D)  
(looks again)  
And how did you get balcony tickets?

DIMA  
Come closer and we'll tell you.

Othar comes closer, near their feet.

OGGIE  
We stole a horse.

MAXIM  
And ate it.

DIMA  
While the sheriff was still riding  
it.

OGGIE  
Like this!

The Jagers latch onto Othar with their boots.

OTHAR  
Can't the hijinks wait until  
intermission?

Jagers clutch tighter. Othar backs away like a bull.

Nooses tighten around the Jagers' necks.

DIMA  
(squeaky voice)  
"Hijinks?" Got that? Because we  
hang high.

OGGIE  
(squeaky)  
And jink in the air.

MAXIM  
(squeaky)  
But not for long, if Mister Cyclops  
is as strong as he looks.

Ropes thrum tight. The scaffold creaks.

AUDIENCE  
Shhhh!!!

OTHAR  
I am Othar Tryggvassen --

ALL  
"Gentleman Adventurer!"

OTHAR  
Gentle-- Yes. And I'm much stronger --  
than -- I -- look!

Straining, Othar bulls away with the Jagers in tow.

ACTORS  
(stop play)

The scaffold beam snaps. The scaffold collapses.

Othar and the Jagers pile in a heap.

Jagers yank off the nooses and gasp.

Actors and Audience are stunned into silence.

MASTER PAYNE (O.S.)  
Did I say "Cut"?

AGATHA  
(acting)  
Never fear to experiment! Etc.

DIMA  
Thank you, Mister Cyclops Gentleman.

OGGIE  
But we must be off.

MAXIM  
To see a girl what smells very good.  
Jagers scramble up, get their feet, and stumble away.

OTHAR  
(to himself)  
I can appreciate a girl who smells  
nice.

Rubbing his neck, Othar goes back to the audience.

EXT. BACKSTAGE -- NIGHT

On stage, Bruno delivers the last line.

BRUNO  
(acting)  
For there have I discovered the pole  
of my heart.

AUDIENCE  
(whistles, cheers,  
sniffles)

The curtain closes to wild applause.

BRUNO  
Another great night!

ZEETHA  
Agatha, you were --

PIX  
Curtain call! Places, everyone!

Players assemble on stage. Agatha is pushed to the middle.

RIVET  
Front and center for the star.

AGATHA  
No, please. I muffed my lines and --

The curtain parts. Everyone grins.

AUDIENCE  
(wild applause, cheers,  
whistles)  
Lu-cre-zia! Lu-cre-zia!

ZEETHA  
(whispers)  
That's you.

Agatha balks. Zeetha shoves her forward, almost toppling into the audience.

Embarrassed, Agatha bows. Then gasps: Othar is front and center in the audience!

OTHAR  
(surprised)  
Agatha! Spunky sidekick!

The curtain closes.

RIVET  
(to Pix)  
Going to permit a few rich admirers  
backstage to meet the cast?

PIX  
If everyone can keep their sticky  
fingers -- Eh?

Master Payne rushes in, agitated. Grabs Pix and points to the sky. They fret and debate what to do.

While Agatha implores Zeetha.

AGATHA

Hide me.

ZEETHA

From who?

AGATHA

Othar Tryggvassen. When last we met, I -- pushed him out of a blimp.

ZEETHA

Oho. There's hope for you yet.  
Wait. So he knows "Olga's" secret?  
Come on, then.

Zeetha hustles Agatha off the stage. Grabs a long case with a sling.

Clanks come clattering, but Agatha bids them stay.

They exit into the streets.

EXT. STRONGHOLD STREETS -- NIGHT

Still in costumes, Agatha and Zeetha slip through the streets.

Citizens peer at them curiously, but do nothing.

ZEETHA

A friendly town, for a change.

Still, Zeetha opens the case and slings her two swords.

She gives Agatha her rapier.

AGATHA

Then why do we --

ZEETHA

You never know.

Skype appears from the shadows, dons his hood, and trails.

ZEETHA (CONT'D)

Yonder is a cafe where the wine never stops flowing. We can down a few horns until Othar moves on. He's flighty as a bumblebee.

AGATHA

He can't be the only one who'll  
recognize me. I was a hostage on  
Castle Wulfenbach.

ZEETHA

No worries. Rumor is the castle is  
rectifying the Duchy of Islandia --

AGATHA

Oh, no!

Agatha halts in shock.

Pasted to a wall are several posters -- of her!

CLOSE ON: A wanted poster shows a sketch of Agatha and the  
words "Have You Seen This Spark? Reward!"

AGATHA (CONT'D)

This is terrible. What shall we do?

ZEETHA

Leave it to --

BANG (O.S.)

You there! Stand fast!

Bangladesh Dupree and a squad of Jagers block the street.

Behind, three more Jagers (Dima, Oggie, and Maxim, who've  
acquired weapons) block retreat.

Zeetha pushes Agatha at an alley. Pulls her swords.

ZEETHA

Go.

AGATHA

What about you?

ZEETHA

I'll be along, once I'm finished.

Zeetha shoves Agatha down an alley and blocks with her body.

ZEETHA (CONT'D)

Remember what I taught you!

Zeetha throws off her costume hood. Her green hair shines.

Bangladesh steps into a patch of light.

BOTH

Hey! I know you!  
(MORE)



BOTH (CONT'D)  
(both scream a battle  
cry)

Jagers rush.

JAGERS  
Hoo boy! Better and better!

Agatha picks up costume skirts and runs.

Stumbling, Agatha exits the alley, bulls past drunks who grab at her.

Without her glasses, she's already lost.

AGATHA  
Why do these things -- Where the  
devil -- If I had my glasses -- Master  
Payne will help -- Oh!

Someone trips her. She tumbles headlong.

Skype (who tripped her) helps her rise.

SKYPE  
Fie on these backwoods barbarians.  
Mistress, allow me.

AGATHA  
Thank you, kind sir. I --

Skype smiles, helpful. But up close, Agatha recognizes him.

AGATHA (CONT'D)  
Wait. You're Castle Wulfenbach's  
navigator.

SKYPE  
I, Mistress? Nay, but a simple  
tinker. My shop is --

Agatha shakes off his hand.

AGATHA  
Tonight I trust no one. Make way.

SKYPE  
Mistress, you're addled -- Ach!

Giving up, Skype grabs her arm. Pulls a knife --

Agatha instinctively whips up the rapier.

AGATHA

Huzzah!

Agatha knocks his knife flying. Skype dodges --

-- And Agatha smacks his head against a stone wall.

AGATHA (CONT'D)

Ugh!

Rattled yet amazed, Agatha runs on --

-- But skids to a halt at the last corner.

AGATHA (CONT'D)

Oh, no!

BACK IN THE ALLEY.

Zeetha and Bang have a screaming, stabbing, slicing knock-down drag-out fight that splashes blood on the walls.

Jagers hoot and holler but don't interfere.

But then Dima, Oggie, and Maxim remember and take off.

The fighters are so bloody they can barely see.

Zeetha slashes madly (taking out Bang's eye) --

-- Bang pulls a pistol and BLASTS Zeetha at close range.

(We have no idea who won. Both might be dead.)

EXT. STRONGHOLD TOWN SQUARE -- NIGHT

Circus stage is lit by blinding lights -- from above.

A small, fast Wulfenbach zeppelin hovers, shining floodlights.

Agatha watches from the alley.

Circus players stand on stage, afraid to move.

The leftover Audience is frozen with fear.

Gilgamesh and Guard Clanks descend in a basket from the zep.

Gil has one arm in a sling, bandages, and singed hair from his fiery flyer wreck.

GILGAMESH

By order of Baron Wulfenbach, nobody  
move!

AUDIENCE

Wulfenbach!

Immediately Audience stampedes in all directions.

GILGAMESH

Halt, I say! Hand over Agatha Clay  
and no one will be harmed!

Under the guns of the Guard Clanks, Circus players stay put.

Echoes ring from the furious fight between Zeetha and Bang.

Citizens rush past Agatha, jarring her. She loses her rapier.

AGATHA

Oh, what shall I do?

CITIZENS

Run for your life!

Agatha whirls and runs -- anywhere.

She keeps running, right out of the mountain town --

-- Into nearby dark forest.

EXT. FOREST -- NIGHT

The forest is black. Only the moon sheds light in patches.

Agatha stumbles on. Sits on a stump, gasping. And bawls.

AGATHA

Why, why, why? Why me? Why does  
anyone --

JAGERS

(howl like wolves)

Shocked, Agatha rises and runs on blindly.

Jagers howls behind.

Agatha runs into a clearing.

Stops because howls sound all around.

She backs, not knowing where to turn.

DIMA (O.S.)  
Find that girl! Hunt until death if  
need be!

OGGIE (O.S.)  
Girly, girly! Come out! We want to --  
talk -- to you!

MAXIM (O.S.)  
We've waited forever to hold you!

DIMA (O.S.)  
Wait! Hush! I smell her --

Agatha staggers, tries to run, and crashes into a -- sapling?

No, a giant spider leg.

Two Spider Riders loom above on giant spiders!

AGATHA  
(shrieks)

They study Agatha, still dressed as Lucrezia.

SPIDER RIDER 1  
Za--za na boo--tay. Za "actor".

SPIDER RIDER 2  
Za--za na "actor". Za Hicklo Bella  
Lucre--zi--a!

AGATHA  
What? No, I'm not -- Gulk!

Spider Riders drop webs around her neck. Throttled, she's  
hoisted to the saddle.

They race across the forest. Howls are left behind.

Agatha thumps on the spider's rump, half strangled.

AGATHA (CONT'D)  
(thumped, throttled)  
Where -- are you -- Who are --

Spider Rider brains Agatha with her whip handle.

INT. STORM KING'S GAME ROOM -- MORNING

The Game Room (of Storm King's Castle) is lined with animals  
heads, stuffed birds, and fish including a few mythical  
species.

A fire crackles in the fireplace. A table holds a silver tray with bountiful food.

The shutters are closed. Morning light peeks through.

Agatha lies on a couch under a bearskin robe.

Wakes suddenly, grabs her aching head.

Looks around in wonder. Where is she?

Quietly, wary, she sits up. She wears only a peasant's shift.

Creeping, she peeks out the shutters.

SHOT OUTSIDE: Snowy mountains in distance. Slopes running down to trees. And below that, clouds.

AGATHA  
A castle in the clouds?

Testing, she lifts the door bar. Tugs the door.

No good. Locked or bolted somehow.

She tries a window. Also locked.

Two large back doors at the rear are locked.

Her stomach rumbles. Famished, Agatha eats and drinks.

And prowls.

AGATHA (CONT'D)  
(unknowing, hums her  
tune)

Racks of crossbows, swords, and weapons are locked with bars.

She finds a wardrobe with winter coats, boots. Dons a coat.

Sees a painting of some ancestor posing with a dead elk.

CLOSE ON: The name is "Elsemere Von Blitzengard".

AGATHA (CONT'D)  
Von Blitzengard? That's -- Ahh!

Zam! A sizzling bolt of lightning flies past Agatha and ZAPS the painting.

Agatha whirls.

STORM KING (O.S.)  
The Storm King.

Martellus Von Blitzengard, the Storm King, is revealed.

Storm King is a tall barrel-chested rogue, very superior, with a mechanical right hand that can shoot lightning.

He came in through a back door. He clicks a small remote and the door swings shut, locks (magnetically).

He pockets the remote.

Oddly, the new knowledge calms Agatha.

AGATHA

(composed)

Martellus von Blitzengard, the Self-  
Styled Storm King, the putative true  
and proper ruler of Europa.

STORM KING

At your service. Except, not.

AGATHA

Everyone wondered where you were  
hiding. Now we know.

Agatha goes back to the table and resumes eating.

STORM KING

Never hiding. Planning.

AGATHA

Plotting? Assassination attempts.  
Death-clanks. Slaver wasps. All  
done by lackeys.

STORM KING

All for my triumphal return to power.

AGATHA

Have you informed Baron Wulfenbach?  
Last I heard, he ruled Europa.

STORM KING

That upstart. A baron. A cipher.

AGATHA

A cipher is a number, and numbers  
add up. Unless you've a battalion  
or three in your back pocket, you  
may as well stay here -- roasting  
chestnuts.

Agatha flicks a chestnut at Storm King. He bats it into the fireplace.

STORM KING

Last I heard, every man, woman, and  
child in Europa despises Wulfenbach.  
Once I raise my banner, millions  
will rally to my side.

AGATHA

And millions will die, no doubt.

STORM KING

No doubt at all.

AGATHA

The Baron may be a proper bastard,  
but he's brought peace to Europa  
after decades of war. You'd throw  
the continent into chaos on a whim?

STORM KING

On a plan years in the making.

AGATHA

All alike. But why kidnap me?

STORM KING

As if you don't know.

(waits)

You... don't know?

AGATHA

(shakes head)

STORM KING

Can't be. You're --

Storm King pulls her locket and tosses it on the table.

CLOSE ON: It pops open, revealing the pictures of Bill  
Heterodyne and Lucrezia Mongfish.

AGATHA

My locket! It's -- Wait. These  
are --

STORM KING

Bill Heterodyne and Lucrezia Mongfish.  
Your parents.

AGATHA

No. My parents are --

STORM KING

Adam and Lillith Clay are your foster  
parents.

AGATHA

No. No, no, no, no.

STORM KING

Evidence adds up. Baron Wulfenbach kept you close because you remind him of Lucrezia Mongfish. Headmistress Von Pinn kowtowed because she exists to safeguard the children of Lucrezia Mongfish: you. The Spider Riders were Lucrezia's minions. They hunt her eternally and picked up -- you. Jagers, made into Heterodyne bodyguards, sniffed you out and protected you instinctively. The ignorant play-actors cast you as Lucrezia, and you played to perfection. Even that insipid tune you hum was Lucrezia's favorite, played at every gala. You learned it in the womb. Even commoners see it. People love a Heterodyne story, and rally to your side.

AGATHA

It can't be...

STORM KING

That locket was fashioned by --

AGATHA

Baron Wulfenbach. I saw his blueprint.

STORM KING

A gift for Lucrezia to keep her on the straight and narrow. Then modified to slow your mind -- to hide the greatest spark of our generation.

AGATHA

No. I'm plain clumsy Agatha Clay.

STORM KING

No. You're Agatha --

Howls like wolves sound (Jagers).

STORM KING (CONT'D)

Curses!

Scorching noises (lightning guns) sound.

Agatha and Storm King run to a window.



Outside, bounding up the slope, come a hundred colorful Jagers led by Dima, Oggie, and Maxim.

Rising out of concealed bunkers under the snow are the Storm King's LIGHTNING CLANKS.

Lightning Clanks are huge robots with lightning guns and other fearsome weapons.

But the Jagers are ecstatic (to find Agatha). They rush to battle the Lightning Clanks.

STORM KING (CONT'D)  
(yelling out window)  
Stop them! No, you fools! Form a  
circle and annihilate them! Regroup!  
Etc.

AGATHA  
(to herself)  
If the Jagers fight the Storm King,  
they must be here to rescue me...

While Storm King is distracted, Agatha checks the outside doors.

Storm King opened and closed the doors with the remote, somehow.

She finds a hidden panel, opens it.

CLOSE ON: A sign, "Warning: Magnets!"

Quickly she reconfigures wires.

Outside, the battle is crazy, fast, and furious. Jagers swarm and tear the Lightning Clanks to pieces with weapons and bare claws.

Storm King rounds on Agatha.

STORM KING  
We must fall back. To be captured  
would impair my plans.

AGATHA  
"We?"

He strides towards her. His lightning hand crackles.

STORM KING  
You're integral to my plans. When  
Europa sees her future empress is  
the daughter of a Heterodyne and a  
Mongfish --

Agatha is ready to tear her hair out.

AGATHA  
Three! Three proposals! And all  
for the wrong reasons!

Jager wolf howls are closer.

Jagers rush the lodge. Yank at window shutters and doors,  
batter the walls.

STORM KING  
Animals.

AGATHA  
Jagers may fight for Wulfenbach, but  
they were created to serve the  
Heterodyne family. I'd say you're  
unwelcome at this party.

Storm King pulls his remote to magnetically lock the doors.

STORM KING  
As I said, "we" shall go.

AGATHA  
I'll go. You stay.

Storm King clicks the remote --

The window shutters SLAM shut. The doors CLACK shut.

But he's YANKED by his metal hand to the doors. And pinned,  
helpless. Can't reach the hidden panel.

STORM KING  
Curse you, woman!

AGATHA  
Foiled again?

Agatha throws a switch so the window shutters slam back open.

Howling Jagers shatter windows and pour in like wild puppies.

JAGERS  
(howl with delight)

STORM KING  
(roars, grunts)

Storm King hollers, strains, and rips his fleshy stump loose  
from the metal arm. Blood flies.

Whirling, he jabs a button on the metal hand stuck to the door, then runs.

AGATHA  
Catch him!

JAGERS  
(howl)  
To the hunt!

The metal hand explodes.

Jagers take the brunt of the blast.

Still, Agatha is knocked flying by Jagers.

Storm King escapes out the back door, which slams shut.

Dazed Jagers clamber up. All sniff the air.

JAGERS (CONT'D)  
(sniff deeply)

AGATHA  
Yes, it's really me.

JAGER CAPTAIN  
We protect you. Our sworn and solemn  
duty.

JAGERS  
(agree)

Jagers surround her.

Tall, grotesque, battle-worn and blast-damaged, they're scary.

JAGER CAPTAIN  
There are caves deep in the mountains.  
We move you there --

AGATHA  
I'm not hiding in any cave. I'm  
done hiding.

JAGER CAPTAIN  
You must be safe. We escort you --

AGATHA  
No. I'm going down this mountain.  
I've millions of lives to save.

JAGER CAPTAIN  
We can't allow you come to harm --

AGATHA  
I am the Heterodyne heir and YOU  
WILL OBEY ME!

Stunned pause...

Then every Jager drops to his/her knees. With beseeching  
claws they touch Agatha's hem as if she can't be real.

Every one weeps.

JAGERS  
(weeping)  
Yes, yes. We will. Milady, yes, as  
you say.

JAGER CAPTAIN  
We have waited so long with no hope.  
Thank you, milady, for being real.

Agatha is stunned and amazed, but pats them like dogs.

INT. STORM KING'S CASTLE, MAIN HALL -- DAY

The Main Hall seen earlier, with battle plans and maps and  
journals piled on the long table.

Terrified servants cower as the doors strain -- and shatter.

Jagers spill through.

Agatha follows, striding like a queen.

Jagers surround the servants as if to eat them.

AGATHA  
(to Servants)  
Where is the Storm King? Bring him  
to me.

HEAD SERVANT  
(terrified)  
Lord Von Blitzengard departed,  
milady. He kept an airship on  
constant standby.

AGATHA  
Departed to where?

HEAD SERVANT  
We don't know, milady. Please don't  
kill us.

AGATHA  
(sniffs)  
I shan't kill you.

JAGERS  
(drool hungrily)

AGATHA  
And neither shall my Jagers.

JAGERS  
Aww...

Agatha studies the war materiel on the table. A ton of stuff.

Agatha picks up a map, blueprints, rosters, books, a pigeonhole rack. Where to start?

AGATHA  
Can't read everything. Think, girl.

A stack of "Have You Seen This Spark" leaflets sweeps to the floor.

She finds a small chest. Locked.

AGATHA (CONT'D)  
Captain, open it.

Jager Captain swings a broad ax and SHATTERS the chest.

Journals spill out.

Agatha flips through them.

AGATHA (CONT'D)  
Three years, two years, last year --  
Aha!

She finds the latest journal, flips to the end, reads.

AGATHA (CONT'D)  
Vile... Loathsome... Diabolical...  
Despicable.

Curious, Jagers poke around. Pick up models, prototype weapons, books.

One Jager finds a spare lightning hand. He aims it like a gun, pretending to shoot.

JAGERS  
Ha! I am Storm King, and just for  
fun, will exterminate --

Zam! The mechanical hand fires a lightning bolt that fries a Jager's hat.

JAGER 2

My best hat.

Jager Captain finds a large ledger, reads.

JAGER CAPTAIN

This I grasp. Billets, pay rosters, troop movements...

JAGERS

Who we must fight?

JAGER CAPTAIN

Ach, everyone. The Vulgarian Die-Hards. Alpiners. Strumhausen Punch Regiments...

Agatha slams down the journal. Goes to the pigeonhole rack.

Pulls charts, glances, drops them... Unrolls one.

CLOSE ON: Blueprint of airship Castle Wulfenbach. Obscure annotations are in bright red.

JAGER CAPTAIN (CONT'D)

How could he get this? Must be top secret.

AGATHA

And look what's marked. Here, here, and here.

JAGER CAPTAIN

Is... red.

Agatha pulls more charts, drops them. Then studies one.  
(We don't see it.)

AGATHA

Captain, arrange transport.

JAGER CAPTAIN

What kind, milady?

AGATHA

Anything. Sleigh, steamcraft, airship, dog sled. Something to move myself and, say, a dozen Jagers far and fast.

JAGER CAPTAIN

To where, milady?

Agatha flips open the chart. A map of Mechaniksburg.

AGATHA  
Mechaniksburg.

EXT. MECHANIKSBURG STREETS -- DAY

The Midsummer Fair is in full swing.

Banners announce, "Midsummer Fair -- All Are Welcome!"

Bands play. Jugglers, fire-eaters, stilt-walkers and other performers entertain. People throng the streets.

Agatha, disguised as a farm girl, carrying a sling bag, pushes through the crowd alone.

She frets, searching the crowd and watching the sky.

Notices sinister people in windows and crowd, who may be Shadow Knights.

AGATHA  
(to herself)  
Where, oh, where -- Oh!

On a wall is a poster: "Have You Seen This Spark?"

She keeps moving.

Too late. A Shadow Knight spots her. Whistles.

Another Shadow Knight moves toward her.

She pushes on, faster.

AGATHA (CONT'D)  
Please, not now. I haven't time --

MASTER PAYNE (O.S.)  
... The boldest, the bravest, the most blood-curdling Heterodyne Boys adventure yet. "The Race to the West Pole" is fraught with thrills, chills, danger, and a dash of romance!..

AGATHA  
Eh?

Agatha whips around the corner and spots --

-- Master Payne's Circus of Adventure!

The Circus stage is set up in a small square.

Shadow Knights slide through the crowd toward Agatha.

Hurrying, Agatha rushes to Master Payne -- and hugs him.

MASTER PAYNE

See the clash of icebergs and the  
fearsome attack of the ice bears!  
Hear the cries of the damned as they  
drown in the chilly depths -- Eh?

AGATHA

Master Payne, how wonderful!

MASTER PAYNE

Agatha. Where have you been?

PIX

Agatha?

Circus folk flock: Rivet, Bruno, Krantz, even Krosp.

ALL

Where have you been? We worried you  
were dead! Why did you leave? Etc.

AGATHA

I'm fine. I'll explain shortly.  
Can we get under cover? There's --

ZEETHA (O.S.)

There's my student!

Zeetha swoops in and picks Agatha up.

Zeetha is still battered from her fight with Bangladesh:  
scarred, bandaged, but happy.

AGATHA

Zeetha! I worried leaving you with  
that Death Maiden.

ZEETHA

She's worried too, how she'll ever  
show her face again after I rearranged  
it. Are you alone?

AGATHA

Not anymore. And I have a company  
of Jagers awaiting word at Riverdale.  
They're too conspicuous to sneak  
around.

Agatha keeps looking at the crowds.



Shadow Knights slip out of sight.

MASTER PAYNE

Why are you sneaking about in disguise, may I ask?

KROSP THE CAT

And where did you get a company of Jagers?

AGATHA

I've -- news, but it must wait.

RIVET

I'll say. We've a command performance for Baron Wulfenbach's court.

AGATHA

Because Castle Wulfenbach is coming here.

MASTER PAYNE

How did you know that?

ZEETHA

Ooh, does she worry about Master Gilgamesh?

PIX

Or Othar Tryggvassen? He can't be far away.

AGATHA

Please. There's deadly danger.

PIX

On Fair Day? It's the happiest day of the year.

Agatha looks at the skyline. Highest, Castle Heterodyne looks forbidding as ever.

The tall clock tower at the University catches her eye.

Is that lightning(?) sparkling in the top windows?

AGATHA

That's about to change. I need your help to save the city. And all of Europa.

Stunned silence.

MASTER PAYNE

Miss Clay, perhaps you're confused.  
We're actors. We only play as heroes.

AGATHA

Today, you'll be both.  
(holds up sling bag)  
Now, where's the tool chest?

EXT. MECHANIKSBURG UNIVERSITY -- EVENING

The university grounds near the clock tower building are quiet. Only a few late students trot for the fair.

Revelry of the fair is distant.

Master Payne, Bruno, Krantz and other players are absurdly dressed as bumbling tourists.

One very short "person" is Krosp the Cat in disguise.

Someone steps on Krosp's tail.

KROSP THE CAT

(yowls)

ALL

Shh!

They peek around a corner at the the clock tower building.

Compose themselves, then boldly stride out.

EXT. CLOCK TOWER GROUND FLOOR -- EVENING

The clock tower building is huge, gaudy. There's no one around. The doors are closed.

The "tourists" use garbled English and nonsense words.

MASTER PAYNE

(cheesy accent)  
This is the building with the view,  
ja? Etc.

BRUNO

What you said is what he said, ja.  
Etc.

KRANTZ

Trying the door is good, ja? Etc.

They try the door.

Instantly the door SLAMS open.

FOUR hulking LIGHTNING TROOPERS, the Storm King's troops, wear (fake) Mechaniksburg Watch (Police) uniforms.

FAKE WATCHMAN 1  
Sirs, no entrance is permitted.

MASTER PAYNE  
Nein? This building is best to see  
the zeppelin, ja?

FAKE WATCHMAN 2  
No, the best place to see the zeppelin  
is somewhere else.

BRUNO  
Somes--where else, where?

FAKE WATCHMAN 1  
Anywhere else. This building is off--  
limits.

Acting dumb, circus people squirm among guards.

ALL  
(jabber absurdly)

Fake Watchman 1 blows his whistle.

Clank, clank! From doors step huge Lightning Clanks.

Lightning Clanks level huge rifles at players.

FAKE WATCHMAN 1  
Best move on, people.

Acting too dumb to be scared, the players clap with delight.

ALL  
(clap, applaud)  
Lovely! Such style! Look how sleek  
are the clanks! Will they salute  
the Baron? Etc.

Fake Watchmen are flummoxed. What to do?

Master Payne pulls a large flask, sips, and toasts them.

MASTER PAYNE  
Gallant sirs, we salute you!

He offers liquor. Shrugging, one Watchman sips. It's good!

Next distraction are CIRCUS DANCING GIRLS in skimpy outfits.

One Dancing Girl is Agatha in a wig.

DANCING GIRL 1  
There you are, darlings!

DANCING GIRL 2  
Otto said you're be here, and here  
you are!

Dancing Girls shimmy around the "tourists", as if sent to  
entertain them...

... But are distracted by Fake Watchmen.

DANCING GIRL 1  
Look, girls. Big men in handsome  
uniforms.

DANCING GIRL 2  
You mean handsome men in big uniforms.  
Etc.

MASTER PAYNE  
Our girls become their girls? I am  
incensed, ja?

BRUNO  
Ja. Etc.

Dancing Girls swirl around Fake Watchmen. So does Agatha,  
awkwardly --

Then she slips in the door.

The tiny "person" (Krosp) slips in too.

INT. CLOCK TOWER GROUND FLOOR

The ground floor has a large foyer, sweeping stairs to a  
mezzanine, statue of some professor holding a wrench.

The floor is dark, except for a lit room under the stairs  
where Fake Watchmen hung out.

Agatha rips off dancing girl gauze and geegaws. Coiled around  
her waist is a rope. She kicks off dancing slippers.

The tiny "person" sheds his clothes: Krosp.

AGATHA

One more minute of "dancing" and I'd  
have knocked someone sprawling.

KROSP THE CAT

Try it with a tail.

Running, they mount the stairs to the mezzanine.

INT. CLOCK TOWER MEZZANINE -- NIGHT

The mezzanine is dark. There are shutters at the back wall.

Agatha fumbles open a shutter. Leans out, looks up, then  
down. Krosp climbs on the windowsill.

Night has fallen. Fair noise sounds in the distance.

SHOT LOOKING UP: Upper floors are shuttered, so dark. Then  
lightning crackles at the topmost floor...

... And a huge oblong shadow passes over the city.

KROSP THE CAT

Is that --

Voom! The black shape lights up. The zeppelin Castle  
Wulfenbach!

AGATHA

The mountain comes to Mechaniksburg.

SHOT LOOKING DOWN: Behind the building is dark.

AGATHA (CONT'D)

This'll do. Down you go.

Agatha uncoils the line from her waist, ties one end to  
something, tosses it out.

AGATHA (CONT'D)

Tug when you want to come up.

Clutching the line, Krosp slithers down.

Agatha keeps one hand on line while watching the front door.

Suddenly the line tugs frantically.

Agatha leans out.

AGATHA (CONT'D)

(gasps)

Four Lightning Clanks patrol around the building.

Krosp dangles inches above them. Tugs to come up.

Agatha heaves, struggling. Krosp is heavy.

Krosp swings back and forth. Swings around the heads of the Clanks -- who are oblivious, watching for people.

Krosp bounces off one Guard's head. They keep marching.

Finally Krosp reaches the ground and scampers off.

Agatha frets. Looks down in the foyer.

SHOT: Just out the door, "tourists" and dancing girls keep Fake Watchmen busy.

Line tugs. Agatha reels in a thicker knotted rope. Ties it to something.

Rivet scrambles up the rope like a monkey.

RIVET  
We're in? We're in!

AGATHA  
Shhh!

Zeetha comes up the rope, loaded with weapons.

ZEETHA  
Anyone assault you?

AGATHA  
Not yet.

ZEETHA  
So there's hope. What are you not wearing?

Zeetha hauls up the rope, gets a large basket of gear and clothes -- and Krosp and Agatha's tiny Clanks.

ZEETHA (CONT'D)  
You couldn't climb up yourself?

KROSP THE CAT  
The basket was going my way.

Agatha pulls on clothes. Zeetha splits up gear.

They continue upstairs.

Light suddenly shines from the second floor as someone opens a door. Quiet voices sound.

LIGHTNING TROOPS  
(murmur)

The party freezes.

ZEETHA  
What's on the intervening floors?

AGATHA  
Just dorm rooms, I think. But the students should all be at the fair.

ZEETHA  
I'll go ahead.

RIVET  
Allow me.

Rivet scampers ahead. Peeks.

INT. CLOCK TOWER SECOND FLOOR

The stairs exit before the ornate doors of the dining hall.

The doors are wide open.

The hall is stuffed with Lightning Troops of the Storm King.

Keeping quiet, they sit at table or move around the room, eating and drinking, polishing weapons, preparing to fight.

Rivet peeks from the shadowed stairs. Agatha, Zeetha, and Krosp join.

ZEETHA  
It'll take me a good while to thump all of them.

AGATHA  
We can't fight every inch of the way.

RIVET  
(clears throat)

Rivet points up.

SHOT ABOVE: Directly above is a balcony on the third floor.

Rivet shucks her shoes. Mounts the banister.

Creeps up, leaps to the ornate door, climbs the carvings --  
-- Just as two Lightning Troopers step out.

Rivet hangs silent above their heads.

Agatha, Krosp, and Zeetha slink back into shadows on the stairs. Zeetha pulls a long knife.

LIGHTNING CAPTAIN  
Just to be sure, check our "Watchmen"  
are alert.

LIGHTNING TROOPER 1  
Yes, sir.

Lightning Captain turns back into the dining hall.

Lightning Trooper 1 starts down the stairs. Any second and he'll see our heroes.

Krosp bounds out and almost tangles the Trooper's feet.

He whirls to watch Krosp scamper by -- with Agatha and Zeetha inches behind him.

LIGHTNING TROOPER 1 (CONT'D)  
What the devil?

LIGHTNING CAPTAIN  
What is it, Trooper?

LIGHTNING TROOPER 1  
Just a cat, sir.

Lightning Captain goes back inside. Lightning Trooper 1, watching his feet, continues down the stairs.

Zeetha rises silently with her long knife --

-- Agatha looks away (from the throat slitting).

Rivet jumps to the balcony.

Hooking her legs around a post and hanging upside down, gestures to Agatha to tag up and climb up.

Agatha clambers up. When she almost slips, Zeetha boosts her rump.

Agatha spills on the third floor.

Zeetha lobs Krosp up. Then climbs Rivet and joins them.



INT. CLOCK TOWER THIRD FLOOR -- NIGHT

This floor is deserted and dark.

Agatha pants, catching her breath.

Zeetha has a long swathe of blood down her chest.

AGATHA  
You're dripping blood.

ZEETHA  
Shameless, yes. I'm out of practice.

Krosp licks as if to taste the blood. Agatha swats him.

AGATHA  
We're losing time.

They hustle down corridors, up more dark stairs.

Passing one window, they stop.

SHOT OUTSIDE: Not far off, zeppelin Castle Wulfenbach slows to a stop, then drops anchors.

ZEETHA  
That's one big target.

Racing on, they reach...

INT. CLOCK TOWER TOP FLOOR -- NIGHT

Top floor has solid doors with two Lightning Troopers guarding.

Agatha, Krosp, and Rivet gesture to Zeetha.

Zeetha vaults upstairs with a grin.

SOON.

Guards are dead. Heroes listen at the doors. Hear a muffled crackling of electricity.

ZEETHA  
Shall we?

AGATHA  
Hang on.

Agatha shucks her pack and pulls a big complicated gadget. She presses buttons, cranks a lever, closes a knife switch.

Her small Clanks cling to it, helping or hindering.

Hummm! The gadget lights up like a Christmas tree, warming up. Then glows green.

AGATHA (CONT'D)

And -- go!

Zeetha has twin swords. Rivet is armed with an electro-club. Even Krosp has a small mousetrap gun.

Agatha draws a rapier from her pack.

Zeetha kicks the doors open.

INT. CLOCK TOWER GEAR ROOM -- NIGHT

Most of the floor is taken up by huge spinning clockworks for the four clock faces.

Centermost is a jury-rigged lightning rod. It reaches to the very peak of the tower roof. It's cabled to controls.

Storm King and ENGINEERS fuss with last minute checks.

Gawk as our heroes enter with weapons and big glowing gadget.

STORM KING

You!

AGATHA

Me.

INT. AIRSHIP BRIDGE -- NIGHT

The bridge is busy as Officers and Crew come in low to drop anchors and disembark.

AIRSHIP TECHS

Wind holding steady at six knots  
SSE. Grounding wires register --  
100. Stabilizers tilted 37 degrees.  
Gyros at 94% efficiency. Etc.

AIRSHIP COMMANDER

And... anchors aweigh.

SHOT: The zeppelin hovers low over the city. Grounding wires trail to earth.

SHOT: Anchor chains lower anchors to hook onto clamps below.

Baron and Gil watch the routine but mostly wait.

With them is Bangladesh, now sporting an eye patch from her fight with Zeetha. She fidgets, still angry.

GILGAMESH

How long will we visit, Father?

BARON

Two days, possibly three. I have to "entertain" the city nobles to see who sweats. And I promised the crew liberty to attend the fair.

BANG

Remember this rathole staged half a dozen assassination attempts on your last visit.

GILGAMESH

Father reprimanded the dickens out of the city nobles. They're quelled.  
(beat)  
I wonder if Agatha has turned up.

BANG

And if that green-haired gibbon tags along...

BARON

Commander, why are we kept waiting?

AIRSHIP COMMANDER

Marines are securing the grounds, milord. We should get the all clear momentarily.

But Gil looks out a port window.

SHOT OUTSIDE: The clock tower sparks ominously.

GILGAMESH

Unless some fool's preparing fireworks --  
Commander! Full alert! Take us up!

BARON

Eh?

BANG

Finally, someone to kill!

SHOT: The zeppelin's graceful descent is interrupted. It lurches and bobs higher.

EXT. CLOCK TOWER GROUND FLOOR -- NIGHT

The circus folk have seduced the four Fake Watchmen.

One Watchman dances with a girl. One studies how Bruno dismantled his weapon, suggesting improvements. One is drunk and singing with Master Payne.

Lightning Clanks continue their patrol -- and point up.

FAKE WATCHMAN 1  
Eh? Go away. Patrol.

BRUNO  
Uh, oh.

SHOT UP: Lightning crackles around the clock tower top.

INT. CLOCK TOWER GEAR ROOM

Rivet, with his electro-club, waves the Engineers back.

Krosp the Cat aims his mousetrap gun.

Zeetha watches everywhere, including the stairs.

Storm King doesn't attack. Instead he reaches for a lever.

STORM KING  
This is no story where the hero wins,  
Agatha. You're too late!

Activating his lightning-hand, Storm King yanks a lever. Electricity crackles as he kick-starts the lightning rod.

Storm King flips more levers, switches, etc.

CLOSE ON: Gauges rises toward the red zone.

Electricity begins shimmering up the rod toward the roof.

Noise increases so everyone shouts.

STORM KING (CONT'D)  
(laughs)  
Nothing can stop me now!

AGATHA

We'll see! Keep him at bay!

Rivet and Zeetha round on Storm King. Rivet's electro-club counteracts his lightning-hand. Zeetha threatens with swords.

But Storm King stays close to the lightning rod. Electricity crackles around him.

STORM KING

The Storm King never fears the lightning -- Eh?

Agatha rushes to the controls, plunks down her gadget, attaches clamps and cables to the machinery.

Her tiny Clanks help.

STORM KING (CONT'D)

You're bound to fail. You were a poor student and a worse inventor.

AGATHA

Maybe I didn't have the right tools.

Agatha snaps open a panel on the gadget.

Inside is Storm King's spare lightning-hand wired in place.

STORM KING

Where did you get that?

AGATHA

You left it behind in the lodge. Same principle as your lightning rod, correct?

STORM KING

You can't --

AGATHA

Can and will. Same tech, different frequency. When it hits the right cycle --

Agatha adjusts controls, squinting as the gadget picks up electric charges and sparks ominously.

Zeetha and Rivet still hold Storm King at bay.

RIVET

(re: lightning rod)

What will this monstrosity do?

AGATHA

It'll crash Castle Wulfenbach onto the city. Gil said the one thing the airship couldn't withstand is lightning. The Baron will die along with half of Mechaniksburg. While the blame goes around, wars of independence will flare across the continent. And in the chaos --

STORM KING

The Storm King will rule all Europa!

KROSP THE CAT

(points)

Troopers coming!

Lightning Troopers are pounding up the stairs.

Zeetha laughs and runs at them with drawn swords.

ZEETHA

Hello, boys! Hyahh!

Zeetha dives headlong at the Lightning Troopers.

The building shakes as electricity pulses up the rod -- and reaches the peak.

KROSP THE CAT

Shoot, or whatever you're going to do!

Agatha throws switches, turns dials.

AGATHA

It needs time to go to ground!

STORM KING

Then it won't!

Storm King bowls over Rivet and rushes Agatha.

Krosp the Cat leaps at his face, clawing him.

Rivet dives low and tackles his ankles.

At the peak, lightning finally breaks free, shattering the clock tower roof.

Lightning pulses, each pulse getting bigger.

One by one, the four clock faces blow out.

SHOT: Citizens look up at the explosions and gasp.

Another pulse, and the first bolt zaps the zeppelin.

Down in the street, Othar Tryggvassen looks up.

OTHAR

Zounds!

INT. AIRSHIP BRIDGE

SHOT: Still rising, the zeppelin rocks from the lightning zap.

SHOT: Anchors tangle with buildings, slowing the zep's drift -- but making a crash onto the city more likely.

Lightning sizzles and leaps around the bridge. Lights and gauges explode.

Some people are hurt. Fires flare in spots. Alarms ring.

Bang runs off the bridge.

BANG

Abandon ship! Abandon --

BARON

(bawls orders no one  
hears)

GILGAMESH

That was a lightning bolt! Unchock  
the reels on the grounding wires!

AIRSHIP COMMANDER

The controls are electro-mechanical,  
milord!

SHOT: The lightning rod pulses again, zaps the zeppelin.

Zeppelin takes another jolt. More chaos. Bridge goes dark.

Gilgamesh races to the ship's wheel. The pilot struggles but can't control her.

AIRSHIP PILOT

No steerage way, sir! I can barely  
keep her level!

GILGAMESH

Go full mechanical!

Gil yanks open panels.

CLOSE ON: Gauges and controls are red hot and erratic from skipping lightning.

Gil grabs a wheel and spins it -- with great difficulty.

Baron tosses him aside and wrenches the wheel around.

CLOSE ON: Gauges slowly drop to zero.

Gil opens more panels and spins more wheels.

SHOT: The drifting zeppelin knocks the tops off buildings.

AIRSHIP PILOT

She's responding, sir -- like a sick whale!

GILGAMESH

Steer for outside the city walls!

AIRSHIP PILOT

There's no landing field --

GILGAMESH

Land her anyway!

AIRSHIP COMMANDER

Sir, the anchors!

Gil looks overside.

SHOTS: The anchor chains are catching on buildings or dragging in the streets, showering sparks.

Citizens scream and panic and run every which-way.

Othar, a real hero, scoops people out of harm's way.

GILGAMESH

Where are the anchor chain jetaxe charges?

BARON

Here!

Baron rips a panel open with bare hands, smashes glass panels, and stabs buttons.

SHOT: Small explosions sever the anchor chains. The zeppelin bobs free.

Airship Commander looks out a porthole.

SHOT: The lightning rod glows white hot.



AIRSHIP COMMANDER  
Everyone down!

INT. CLOCK TOWER GEAR ROOM

Zeetha slaughters Lightning Troopers, but is being overrun.

JAGERS (O.S.)  
(howl like wolves)

Jagers swarm up the stairs and attack Lightning Troopers.

Panicked, Troopers spill down the stairs --

-- Where they're whapped and bollixed by circus people.

Zeetha laughs and slaughters remaining Troopers.

Krosp and Rivet maul Storm King, but he kicks them away.

Agatha struggles to calibrate her gadget. It's overheating, threatening to explode.

KROSP THE CAT  
Agatha! Get away!

RIVET  
Miss Clay, you'll be killed!

AGATHA  
(struggling)  
I -- will -- not! Because -- I am --  
Agatha -- HETERODYNE!

Agatha throws a final knife switch.

A blue beam pulses from the gadget and rockets up the lightning rod, neutralizing the lightning.

SHOT: The lightning from the rod suddenly turns BLUE and FLARES outward and outward --

Storm King piles into Agatha.

INT. AIRSHIP BRIDGE

The bridge is dark and smoky.

AIRSHIP COMMANDER  
Stand by to crash!

But a blue glow washes over the bridge, bringing peace.

GILGAMESH

(laughs)

Agatha!

SHOTS: The entire zeppelin glows blue.

Citizens are amazed as the lightning stops crackling.

Othar puts down rescued people.

OTHAR

(laughs)

Agatha!

Then the zeppelin tilts dangerously.

AIRSHIP COMMANDER

We've still no power!

Gil runs, helps Airship Pilot drag the big wheel around.

GILGAMESH

Brace for collision!

SHOTS: The zeppelin drifts to the city wall. Scrappppppppes over it. Noses down --

-- And plows into fields, slowly skidding to a halt.

Everyone on the bridge is shook up but safe.

Gilgamesh lets go of the wheel. Baron struggles up.

BARON

Son, well done.

GILGAMESH

Agatha!

Gil clambers over wreckage and runs out.

INT. CLOCK TOWER GEAR ROOM

As fires flare, Storm King, berserk, pounds Agatha.

No match, she takes a beating.

Her gadget finally explodes. The lightning-rod snuffs out.

Storm King, beating her, is oblivious.

STORM KING

Interloper! Saboteur! Dream-besotted  
fool! You may have beauty, brains,  
bravery and luck, but I will -- Eh?

Many hands grab Storm King and dump him on his rump.

Looming are Krosp, Rivet, a bloody Zeetha, weeping Jagers,  
circus people, even tiny Clanks.

Agatha rises, bloodied but triumphant.

AGATHA

I don't need beauty, brains, bravery,  
or luck, Martellus. I have friends.

A clattering sounds on the stairs.

Gilgamesh and Othar rush in, trip over Storm King, and sprawl  
at Agatha's feet in a tangle.

BOTH

Agatha! Oof!

Agatha looks at all three would-be suitors.

AGATHA

Sorry, boys. I shall be otherwise  
engaged.

Everyone laughs.

EXT. MECHANIKSBURG STREETS -- MORNING

Agatha marches with the cast up the streets.

Citizens cheer her.

CITIZENS

Agatha! Heterodyne! Agatha!  
Heterodyne!

GILGAMESH

Can you finally spare some time?  
Now that nobody's trying to kill us?

OTHAR

Save your bated breath, Wulfenbach.  
Agatha shall accompany me as the  
toast of the town.

MASTER PAYNE

Nay, she shall amaze crowds as the  
star, the main attraction, of Payne's  
Circus of Adventure!

PIX

Imagine a real Heterodyne in a  
Heterodyne Boys play.

JAGER CAPTAIN

Nay. All of Europa will rally to  
Miss Agatha's banner.

ZEETHA

Agatha's not going anywhere without  
more training. And we must find  
Skifander.

Agatha spins to address them.

AGATHA

Actually, I am going -- on -- alone.

ALL

Eh?

GILGAMESH

What's left to conquer?

OTHAR

Now that you have our hearts.

AGATHA

My destiny.

Agatha turns and marches up the hill.

Forbidding Castle Heterodyne awaits.

AGATHA (CONT'D)

Castle Heterodyne - open!

The doors swing open in welcome.

Her odd music booms from within.

Agatha strides into the dark interior.

And the doors slam shut.

FADE OUT