

SHAZAM
By
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Based on Captain Marvel

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FADE IN ON

A FAST MOVING SHOT OF A LARGE BUILDING --

WE ARE LOOKING AT A WORLD CLASS SECURITY COMPOUND.

CAMERA KEEPS GOING --

-- BUT VEERS DOWN CLOSER TO THE GROUND --

-- and through some thickly barred windows now, we can see movement --

-- THE WARDEN AND A PLATOON OF GUARDS are rushing somewhere.

CUT TO

INSIDE, AND THE WARDEN --

-- his name is HACKMAN and this is a world class guy. HACKMAN has an innate sense of decency -- but you can also tell from his face that he is as tough as he has to be. You get the feeling that this is a man who has seen everything --

-- which is why the look on his face is so odd -- for clearly he is afraid --

-- of something.

We are, at the moment, in a totally sterile corridor --

-- everything barred --

THE WARDEN goes even faster, gesturing up ahead --

CUT TO

UP AHEAD, and a thick metal door -- closed and locked.

CUT TO

HACKMAN leading the PLATOON OF MEN, shouting it out.

WARDEN HACKMAN

Open it! -- open the damn thing!

CUT TO

THE OTHER SIDE OF THE HEAVY DOOR and several more GUARDS. ONE OF THEM grabs a thick key, inserts it into the lock, turns it --

-- but this door needs more than just the key --

-- now THE GUARD hits a bunch of numbers on the side of the door, a very complicated maneuver --

-- and the door slides open.

CUT TO

THE WARDEN AND THE PLATOON OF GUARDS as they race through -- and as the door slides shut --

CUT TO

THE NEW CORRIDOR WE HAVE ENTERED. It makes the old one seem like a vacation spa --

-- I mean, this corridor is small and still and dark --

-- no windows, just tiny barred squares that let in splashes of light.

CUT TO

WARDEN HACKMAN going faster than before --

CUT TO

HACKMAN, hanging a sharp right, the PLATOON OF GUARDS running with him --

-- up ahead is another closed door --

-- a much thicker closed door --

CUT TO

BEYOND THE DOOR as SEVERAL GUARDS work on the combination to this massive piece of work and

CUT TO

THE WARDEN, not even breaking stride as the second door slides open --

-- the third and last corridor is the darkest of all --

-- and the shortest --

-- steep stairs lead down --

-- we could be entering a dungeon --

-- probably we are entering the modern equivalent of a dungeon --

CUT TO

THE STAIRS as HACKMAN plunges down, the GUARDS following --
-- at the bottom of the stairs, A MAN stands. A DOCTOR.
Distinguished and brilliant.

THE DOCTOR says nothing, simply waits for HACKMAN to join him.

HACKMAN gestures for THE DOCTOR to lead the way.

CUT TO

THE DANKEST PLACE YET. A TINY SHORT HALLWAY. Scary.

At the end, a single cell.

We could be looking at the most desolate place on earth.

CUT TO

THE DOCTOR AND THE WARDEN as they enter.

There is a cot at the far end of the room.

A sheet covers the outline of a body.

CUT TO

WARDEN HACKMAN. HE glances at the DOCTOR, nods once.

THE DOCTOR reaches down, whips the sheet away and as it flies off the body --

CUT TO

A CORPSE.

The deadest man you ever saw.

Probably was pushing fifty, small, thin, bald,

Pale.

Lifeless.

Could have been dead forever.

CUT TO

THE CORPSE. CLOSE UP

Even now there is something strange and different about him.

Something brilliant.

And awful.

And more than anything, frightening.

HOLD ON THE CORPSE.

And as we watch, this: the lips begin to barely move.

CUT TO

WARDEN HACKMAN. Stunned, takes a step back.

CUT TO

THE CORPSE. CLOSE UP.

And no, it's not about to speak --

-- we are about to see something so much worse we will never
be able to forget it --

-- AN INSECT crawls out of the CORPSE'S MOUTH --

-- A GIANT BLACK INSECT. A COCKROACH.

CUT TO

WARDEN HACKMAN, as a cry escapes him, and he moves another
step away -- clearly he is no fan of BUGS.

WARDEN HACKMAN

What is that?

PRISON DOCTOR

(trying to calm THE
WARDEN)

It's nothing, he collected them, I
think they were the only things on
earth he cared for --

CUT TO

THE ROACH as THE PRISON DOCTOR reaches for it --

-- but the roach escapes, scurries underneath the corpse.

WARDEN HACKMAN
Get rid of that thing.

PRISON DOCTOR
You're not going to like this --

CUT TO

THE CORPSE AS THE PRISON DOCTOR grips his shoulders, tilts him up off the sheet and get ready now --

CUT TO

UNDERNEATH THE BODY -- AND LOTS OF ROACHES as well as countless other bugs, ants and beetles and you name it, all of them clinging together.

CUT TO

WARDEN HACKMAN, horrified, as THE PRISON DOCTOR tries for calm.

PRISON DOCTOR
Yes, it's awful, but I'm used to it
and there are good things too,
wonderful things --
(beat)
-- there are zero vital signs --
(exultant now)
-- and best of all -- I think he
died in pain. See? There is a
God.

CUT TO

WARDEN HACKMAN. CLOSE UP.

And suddenly, he is shouting --

WARDEN HACKMAN
No -- no -- wrong! --
(top of his lungs)
-- **he's alive** --
(and on that)

CUT TO

THE DEAD MAN --

-- as THE WARDEN does an incredible thing --

-- he leaps on the corpse, puts both hands to its throat,
starts to strangle it --

-- and THE DOCTOR for a moment is too startled to move --

-- then he leaps on WARDEN HACKMAN, and as he struggles to pull him off the DEAD GUY --

-- THE COT TOPPLES OVER --

-- slams into the cold cement floor --

-- the bugs scatter all the hell around --

-- and the madness goes on -- THE WARDEN still trying to kill THE CORPSE, THE DOCTOR shouting out for THE GUARDS --

-- AND HERE THEY COME, THE PLATOON OF GUARDS --

-- pouring into this tiny dungeon, and SOME OF THEM do their best with THE WARDEN --

-- but THE REST OF THEM are terrified of the bugs and roaches, and as they slap at them and try to stomp on them, the bugs run in crazy zig-zags to try and get away --

-- as the battle goes on and the shouting builds --

CUT TO

SOMETHING NEVER SEEN.

We are looking at a GIANT SCULPTED FACE, maybe twenty feet high. Maybe fifty feet up in the air.

And it is lit by fire from below.

The expression on the face is one of total arrogance.

Impossible to say where we are -- but now we hear hurried footsteps. Echoing. Coming closer, going past, growing softer.

The footsteps come to a halt, and, in the distance, voices.

THE WIZARD (OVER)
(an ancient sound echoing
off the walls)
Bring me the boy.

MYSTERIOUS MAN (OVER)
(his were the footsteps we
heard)
So soon?

THE WIZARD (OVER)
Bring him.

MYSTERIOUS MAN (OVER)
He's still very young -- what if he
isn't ready?

THE WIZARD (OVER)
If he is not...
(long pause)
...everybody dies...

Now the footsteps come closer again, back from where they
began.

CAMERA MOVES IN ON THE GIANT FACE.

Of course, it's stone, cannot change expression --

-- but as we watch, the face alters -- now the expression is
this: rage.

HOLD ON THE ANGRY GIANT STATUE...

CUT TO

A BUILDING OF GENUINE TRANQUIL BEAUTY.

This is the GATES ORPHANAGE and it is close, but not too
close, to New York City.

In the front there is a lovely lawn, gorgeous trees.
Children are playing.

CAMERA starts to move toward the building.

We go past a discrete sign saying where we are. And now, as
the building comes close, we can make out voices.

FEMALE VOICE (OVER)
Tell us your interests, Billy --
your main talent, what is it?

BILLY (OVER)
I don't think I could ever talk
about that with you.

MALE VOICE (OVER)
Now son, see, there's a big mistake
right there -- if we are going to
enter each other's lives, well, we
can't have secrets.
(and on those words)

CUT TO

INSIDE THE INTERVIEW ROOM IN THE ORPHANAGE.

It's the place where would-be parents talk to kids they might be interested in adopting.

A couple of chairs, a sofa, a desk. All very comfortable.

THE MALE AND FEMALE VOICES we have heard thus far belong to a COUPLE in their mid-forties.

THE WOMAN has clearly had some facial work done. She dresses in clothing that did not come from a thrift shop.

THE MAN is just flat out rich. Everything about his manner speaks to that. A very confident fellow.

RICH HUSBAND

I promise you can talk to me about
your talent, whatever it might be,
and I will be proud to hear
whatever you have to say.
(and on that)

CUT TO

BILLY BATSON -- and this is our guy folks. We don't know what's going to happen to him and he sure doesn't know what's going to happen to him.

But right now, what we see is plenty good enough.

We are looking at an eleven year old boy. Is he the handsomest kid you ever saw? No, but if you were his parents, you wouldn't find a lot of things wrong.

Is he the smartest kid on the block? No, again, but he's never been accused of being dumb.

Good athlete, sure, popular, sure, decent, kind, all that.

But right now, he seems reluctant to speak.

FANCY WIFE

I'm just dying to know your talent,
Billy. Just say it.

CUT TO

BILLY. CLOSE UP.

BILLY

I'm the greatest belcher in the world.

(and on those words)

CUT TO

THE RICH HUSBAND AND THE FANCY WIFE and they are stunned, yes, but more than that, they don't like it and

CUT TO

BILLY, so upset that he's upset them, and the words just tumble out now --

BILLY

I know, I know, you think I must be the most conceited kid ever born and that's why I hate talking about it but it's true, it is, I really am great -- just listen --

(and now, from BILLY, a mighty belch indeed -- and the HUSBAND AND WIFE are appalled but BILLY, he's humiliated)

-- oh that was horrible, that was a nothing belch, try this one --

(and he sucks in some air, belches again -- much louder)

-- even that wasn't close to what I can do when I'm not under pressure like I am now, because well, you guys are so great and I really wanted to impress the shit out of you --

THE RICH HUSBAND AND FANCY WIFE are on their feet now --

BILLY

(more embarrassed)

-- I don't know how that word popped out, I never use that word, I mean 'crap' sure, sometimes I say 'crap,' but hell, who doesn't? --

(he brings his bare arm up to his mouth now)

-- I'm pretty good at this too --

(MORE)

BILLY (cont'd)
(he begins making very
impressive farting sounds
-- THE HUSBAND AND WIFE
take off out the door --
and the sound of a
bouncing basketball is
heard)

CUT TO

JENNY RICHELLE practicing her through the legs dribble on the court of the orphanage.

JENNY'S just fifteen, and when we see her from a distance we think several things. We think she is clearly a tomboy, and, from the skillful way she handles the ball, also a jock. And more than likely, smarter than most.

CAMERA MOVES IN

And pay attention, please, because if BILLY is our guy, JENNY is our girl.

Her figure she keeps hidden with baggy shirts, but it's just about perfect --

-- the face though is what you can't forget.

She is simply the most gorgeous young teenager you ever saw.

The hearts that are going to break over this one --
numberless.

Now she glances over toward the path that leads from the main building of the orphanage to the courts.

BILLY is walking toward her, talking to an older man --

-- who by the way is pretty terrific himself, the orphan who became a billionaire and built the finest chain of orphanages in the country, AUGUSTUS GATES.

BILLY
They just didn't take to me at all,
Mr. Gates -- the truth is I'm kind
of bummed.
(sad)
It would have been nice being rich.

MR GATES
How much of this do you actually
expect me to believe?

BILLY
Fifty percent would be good.

MR GATES
Do my best.
(he waves to JENNY --
these are his two
favorites --)
Remember I need you both for the
field trip. Half an hour.
(he peels off down another
path as we)

CUT TO

JENNY, concentrating on her game. As BILLY walks up behind her and she hits him with a blind pass --

-- dead solid perfect it was too --

-- which he takes in for a lay up, returns it to her behind his back.

JENNY
(impressed)
You got rid of them fast.

BILLY
Oh Jenny, I was great --
(beat)
-- they were out the door before I
had a chance to fart.
(looks at her)
Can't break up a winning team,
that's what I say.

THEY begin a fast break down the court together, the ball almost never touching the ground.

And what we are looking at is this: a sensational kid with the crush of a lifetime on his dream girl.

An equally sensational budding woman-to-be who never had a little brother but who has one now.

They adore each other, annoy each other, spat with each other, cradle each other from pain.

But Life has plans for them...

CUT TO

THE ORPHANAGE CHILDREN coming up the stairs out of the subway -- MR GATES leads them, glances back down toward BILLY AND JENNY who bring up the rear.

JENNY signals all is well.

CUT TO

MR GATES nodding, leaving the subway as the kids move with him -- ahead is the enormous Museum of Natural History.

CUT TO

BILLY AND JENNY going up the stairs. He points off.

BILLY

What's that I wonder?

(as she follows where he's pointing, he tries to hip her against the wall but she senses it, moves away.)

JENNY

(Mimicking)

'What's that I wonder?'

(shakes her head)

You are puh-thetic.

(now casually, she puts her foot out, shrieks with laughter as he trips, dashes up the steps and out of sight as we)

CUT TO

BILLY, starting after her, but he doesn't have his balance, stumbles --

-- stumbles hard --

CUT TO

BILLY, as he falls, his head colliding against the concrete steps.

CUT TO

BILLY. CLOSE UP. Stunned.

He lies there. Just lies there, blinking slowly. Then --

CUT TO

A MYSTERIOUS LOOKING MAN moving into view. HE wears an overcoat, and a wide brimmed hat that totally covers his face -- his face is something we never see -- but when he speaks, we realize we have heard the voice before -- he was the man that was talking to THE WIZARD.

MYSTERIOUS MAN

Are you all right, son?

(BILLY manages a nod)

Then come with me.

BILLY

I'm not supposed to go places with strangers.

MYSTERIOUS MAN

I'm not really a stranger, we just haven't met yet.

CUT TO

THE MYSTERIOUS MAN IN CLOSE UP.

And now, when he speaks, his voice softens.

MYSTERIOUS MAN

Get up...Billy Batson...

BILLY

(surprised)

You know my name.

MYSTERIOUS MAN

The Wizard has told me more than your name, Billy -- I know you arrived at the Orphanage ten years ago during a terrible blizzard, I know your worst subject is grammar, I know your favorite food -- and your embarrassed about this -- is broccoli --

BILLY

(shocked)

-- you know about the broccoli? --

MYSTERIOUS MAN

-- I'm just warming up --

(beat)

(MORE)

MYSTERIOUS MAN (cont'd)
-- I know how much you care for
Jenny even though she's beaten you
six straight games of Horse --

BILLY
-- five straight --

MYSTERIOUS MAN
-- six -- you're forgetting late
yesterday afternoon --

BILLY
(amazed)
-- I did forget that one --

CUT TO

BILLY, watching as THE MYSTERIOUS MAN goes down the stairs
into the subway station.

A beat.

BILLY scrambles to his feet, starts to follow the MYSTERIOUS
MAN.

BILLY
(catching up)
What else do you know?

MYSTERIOUS MAN
Ask me anything.
(and from that)

CUT TO

THE SUBWAY STATION. Crammed with people hurrying and
scurrying, this way, that way --

-- THE MYSTERIOUS MAN moves quickly, BILLY doing his best to
keep up --

-- and they're making very good time because when THE
MYSTERIOUS MAN moves, the crowd seems to part, staying out of
his way.

BILLY
OK -- what did I have for
breakfast?

MYSTERIOUS MAN
(sighs)
Out of your entire life you pick
breakfast?
(beat)
(MORE)

MYSTERIOUS MAN (cont'd)

You were a few minutes late --
overslept again -- and you had the
granola but they were out of peach
yogurt, which is the only kind you
really like, so you were stuck
with plain low fat --

(BILLY nods, starts to
speak --)

-- please, you wanted to hear about
breakfast, I wasn't finished -- you
hate plain low-fat -- but you
managed to get most of it down, by
making horrible faces as you did
so, then after your repast, you
disgusted that rich couple and
then Mr. Gates needed you and Jenny
to come help on the field trip.

CUT TO

A SUBWAY PLATFORM -- many people waiting for their train.

THE MYSTERIOUS MAN keeps going along the platform, BILLY
right alongside. He's comfortable with the MYSTERIOUS MAN
now.

CUT TO

THE END OF THE PLATFORM. Nobody waiting this far out.

CUT TO

THE MYSTERIOUS MAN as he reaches the end of the platform.

A small locked janitor's closet is the only door around.

MYSTERIOUS MAN

Watch your step.

CUT TO

BILLY, doesn't get it --

-- but now THE MYSTERIOUS MAN makes a hand gesture and as he
does, you can hear a lock turning -- next he opens the
closet door, moves some mops and brooms, taps the rear wall --

-- it opens, revealing a staircase.

THE MYSTERIOUS MAN starts down the staircase, beckons for
BILLY to follow.

BILLY hesitates.

BILLY
You're sure this is the right way
and everything?

MYSTERIOUS MAN
Oh, please.

BILLY follows THE MYSTERIOUS MAN down the stairs.

As he does, the door booms shut behind them --

-- BILLY manages to stay calm.

The staircase ends.

WE ARE AT A DIFFERENT SUBWAY PLATFORM.

This one is deserted. Dark. Silent. Shadowy.

Let me also add spooky.

BILLY
(looking around)
This doesn't seem like a popular
stop.

MYSTERIOUS MAN
It only exists for you, Billy.

And then he snaps his fingers, as if summoning something --

AND TWO RED DRAGON'S EYES APPEAR OUT OF THE DARKNESS AT THE
FAR END OF THE SINGLE TRACK.

AND THEN THIS **THING** IS HURTLING TOWARD THEM.

BILLY gasps, jumps back, eyes wide --

-- because here it comes!

CUT TO

What's careening toward them and it isn't a dragon but it
sure looks like one, a metal dragon, with gleaming eyes
serving as headlights and strange paintings on the sides,
symbols from the past --

-- the noise is way past deafening --

CUT TO

BILLY, hands going to his ears --

-- but only for a moment --

-- because suddenly the DRAGONCAR stops dead.

Quiet now.

CUT TO

THE DRAGONCAR as BILLY stares at it.

Oh by the way -- no one is driving the thing.

THE MYSTERIOUS MAN gestures toward the car.

A DOOR slides open.

THE MYSTERIOUS MAN points inside.

CUT TO

BILLY. Not all that crazy about getting into this driverless machine.

BILLY

Shouldn't we wait for the engineer?

MYSTERIOUS MAN

(shakes his head)

The Wizard has everything arranged.

BILLY

I figured that.

(slowly, he enters)

CUT TO

INSIDE THE DRAGONCAR.

THE MYSTERIOUS MAN gestures for BILLY to sit in the very front seat.

BILLY walks to it, looks around. The walls are painted in the same symbols as the outside. They evoke ancient worlds.

BILLY sits.

MYSTERIOUS MAN

(behind him)

Have no fear.

He gestures.

The door slides shut.

And locks.

And suddenly the DRAGONCAR takes off!

CUT TO

A BLACK TUNNEL.

A LONG BLACK TUNNEL.

THE DRAGONCAR rockets into it.

The noise is deafening again.

BILLY turns, starts to speak to THE MYSTERIOUS MAN.

CUT TO

BILLY. CLOSE UP.

As he realizes something: THE MYSTERIOUS MAN is gone. He's all alone.

BILLY
Holey moley.

CUT TO

THE DRAGONCAR, lights piercing the black tunnel --

-- nothing can go this fast but it is --

CUT TO

BILLY, desperate not to lose control.

BILLY
(imitating the MYSTERIOUS
MAN)
'Have no fear.'
(beat)
How?
(louder)
I'm a kid --
(still louder)
-- I'm a kid trapped on a nut train
--
(belting away)
-- a train that's probably going
someplace horrible so somebody
please tell me --
(huge)
-- how can I have no fear?
(MORE)

BILLY (cont'd)
(beat -- calmer now)
There, that helped.

CUT TO

THE DRAGONCAR roaring through the endless black tunnel.

CUT TO

BILLY, as he decides to get up --

-- but he can't --

-- some unseen force is holding him helpless.

BILLY
Better and better.
(he just keeps staring
around as we)

CUT TO

THE BLACK TUNNEL WITH THE LIGHTS PIERCING THE DARKNESS.

And somehow THE DRAGONCAR'S picking up speed.

CUT TO

BILLY, holding tight to his seat.

BILLY
(shouting it out)
Hey, car, please, no more
surprises.
(and on that)

CUT TO

THE DRAGONCAR and maybe it understands, because no sooner has BILLY spoken to it when we

CUT TO

THE TUNNEL AND DOWN WE GO -- it's the steepest drop you ever saw, damn near free fall -- the DRAGONCAR still clings to the tracks, but the noise is worse than ever and

CUT TO

BILLY, holding to his seat for dear life.

CUT TO

THE TRACKS, still down, down...

...but at last, to coin a phrase, there is light at the end of the tunnel...

First just a speck.

Then more than that.

CUT TO

BILLY. And we stay with him now as he feels the train slow, then glide to a stop.

The door slides open.

He stands -- nothing keeping him down anymore.

And step by cautious step, he walks out of the car.

And looks around.

BILLY
(whispered this time)
...holey moley...

CUT TO

A SUBTERRANEAN CAVERN.

THE KING OF ALL CAVERNS.

'Gigantic' doesn't do it justice.

CUT TO

BILLY, standing there, stunned -- what is this place? Where are we now?

He glances back.

CUT TO

THE DRAGONCAR.

And as we watch, it could be getting ready to sleep. The lights go out, the door slides shut, it seems to be settling in for awhile.

CUT TO

BILLY, ok, can't get back inside the car. Now what?

At the very end of the cavern, he can make out a light.

So step by small step, he starts moving forward. And glances around, looks up, gasps suddenly as we --

CUT TO

THE GIANT SCULPTED STONE FACE we saw at the start. Twenty feet high, lit by flames, fifty feet up in the air, the expression more arrogant than ever.

AND NOW THE CAMERA MAKES AN UNEXPECTED MOVE --

-- IT PULLS SHARPLY BACK --

-- AND IT PULLS SHARPLY UP --

-- AND WE ARE STARING AT NOT ONE GIANT FACE --

-- NO, THERE ARE SEVEN OF THEM.

And beneath each of them, there is a fire -- and by the fire are their names --

First is **PRIDE**. Next comes **ENVY**. Followed by **GREED**.

And the last four: **HATRED** and **SELFISHNESS** and **LAZINESS** and last of all, **INJUSTICE**.

And high on the cavern wall, over the seven statues, are these words: **THE SEVEN DEADLY ENEMIES OF MAN.**

CUT TO

BILLY, holding his breath, and he's moving past them, staring up as he goes.

And now here's the scariest thing of all --

-- AS HE MOVES, THEIR EYES SEEM TO FOLLOW HIM.

BILLY
(moving more quickly)
This is not a nice place.

CUT TO

THE SEVEN FACES, filled with anger, their eyes still following him, as BILLY moves past the last of them.

CUT TO

THE END OF THE TUNNEL AND THE LIGHT BILLY SAW.

And sure, BILLY'S seen some out of the ordinary stuff since he fell and hit his head --

-- but nothing has prepared him for this.

CUT TO

A LARGE MARBLE THRONE. AND A MAN SITTING THERE.

To the right -- a giant globe of the world

To the left -- a permanent fire burns in a large brazier.

And above the throne -- **a gigantic marble block is suspended.**
Who knows how many tons.

Held up by a single thread --

-- that's right, a thread -- and a thin one.

And getting thinner all the time as we can see it is unravelling. Not good for much longer.

Now to the MAN ON THE THRONE --

-- he must be the oldest the earth has ever seen.

Long white beard. Flowing white robes.

When he speaks we'll recognize the voice -- this was the WIZARD we heard at the opening.

CUT TO

BILLY. Staring up at the guy.

Who just studies him.

The silence goes on. Then --

BILLY
(little wave)
Hi.

THE WIZARD
(his voice **booms**)
Welcome, Billy Batson.

BILLY
(taken aback)
You know my name too.

THE WIZARD
I know everything.
(and on that)

CUT TO

THE WIZARD. CLOSE UP.

THE WIZARD
(huge)
I am SHAZAM!
(as he says his name)

Suddenly there is a huge black cloud above him --
-- a blinding lightning flash blazes out of the cloud --
-- and from nowhere, a deafening peal of thunder.

CUT TO

BILLY, stunned, staring at the WIZARD --
-- because behind him, on the wall --
-- a curious inscription has appeared.
Six names appear on the inscription:

SOLOMON	Wisdom
HERCULES	Strength
ATLAS	Stamina
ZEUS	Power
ACHILLES	Courage
MERCURY	Speed

CUT TO

BILLY AND THE WIZARD as THE WIZARD points to the names.

THE WIZARD
Of course you know who they are.

BILLY
(embarrassed)
We haven't gotten that far in
school yet.

THE WIZARD
(for a moment, he's
worried)
You are very young for this job.

BILLY
Job? You mean like cutting grass
and stuff?

CUT TO

THE WIZARD. He looks down at the kid. More worried now.

THE WIZARD
I haven't had a decision of this
importance for so long -- what if
I'm making a mistake?
(he points to the names)
Those are immortals, Billy Batson --
I have been using their powers to
battle evil for three thousand
years --
(BILLY'S eyes go wide)
-- but my time is running out as
you can see -- soon, that --
(he gestures up to the
huge block of marble)
-- will end my days.

BILLY
You could move the throne -- I
could help you -- I'm almost sure
we could shove it out of the way.

THE WIZARD
Billy, please, thank you for your
positive thoughts but this meeting
is not about moving the throne --
the future of the world rests on
this.

BILLY
(stunned)
The future of...you're sure you
want me...Billy Batson?

THE WIZARD

I have been following you for a
very long time.

(claps his hands)

The Historama!

(and on those words)

CUT TO

THE WALL -- A GIGANTIC SCREEN HAS MIRACULOUSLY APPEARED.

We are looking at the Gates Orphanage --

-- but it's years ago, winter, a blinding blizzard, and a
BABY BOY has been dumped alone by the sign.

THE LITTLE BOY cries and cries from the shock and the cold.

Now a GORGEOUS FOUR YEAR OLD GIRL runs into view, not dressed
for the blizzard -- she wears nothing warm, no coat, nothing
to protect her -- she stops, looks around, doesn't see
anything, starts to run again -- then she spots the LITTLE
BOY, stoops down, lifts him up.

He stops crying. As she carries him inside to safety --

-- the HISTORAMA is gone.

BILLY

That was Jenny saving me, right?

THE WIZARD

(nods)

The day you met.

CUT TO

THE WIZARD, studying looking down at BILLY.

THE WIZARD

As you will soon learn, this job
changes people, it entails great
power -- some men, when they grasp
that power, become corrupted --
some men, once they have changed,
will not go back to being what they
were. Instead of fighting evil,
they end up becoming evil
themselves -- I have made choices
in the past that did not work out.

BILLY

What happened to them?

THE WIZARD

Oh, I sent them off into deep space
for the rest of eternity.

(looks at BILLY now)

But you, Billy, will never be
corrupted by power, that I know --
you are too good a person.

BILLY

(a little upset)

I know 'good's' a compliment -- but
when you say it like that it makes
me sound like the wuss of the world
-- remember, I've done plenty of
bad stuff --

(THE WIZARD just looks at
him)

-- well, I've thought about doing
plenty of bad stuff --

(THE WIZARD indicates for
BILLY to continue --

BILLY mumbles on)

-- well, I never claimed any of
them were the crimes of the century
exactly.

BILLY. And he's not as scared as he was before -- probably
because he kind of likes this ancient man.

THE WIZARD

May I continue please? Evil must
be stopped. I can't go on much
longer. That's where you come in.

BILLY

(hasn't a clue)

Good, I was wondering about that.

(beat)

How, exactly?

THE WIZARD

(the words fly out)

It's very simple -- when I reveal
my secret to you, whenever you
want, you can stop being Billy
Batson and become Captain Marvel,
the world's mightiest mortal, and
spend the rest of your days
fighting evil.

(he looks at BILLY)

I'm going too fast for you, aren't
I?

(BILLY manages a nod)

(MORE)

THE WIZARD (cont'd)
I tend to prattle on, one of the
problems of old age, just say my
name.

(HUGE)
SAY IT.

CUT TO

BILLY. EXTREME CLOSE UP. And here it comes --

BILLY
(shouting it out)
SHAZAM!

And suddenly there is a black cloud and a shimmering bolt of lightning and a deafening blast of thunder and

CUT TO

BILLY, lying where he was on the subway steps, as he slowly blinks himself back to consciousness, pulls himself to his feet.

He takes a deep breath, gathers himself, and starts quickly up the steps as we

CUT TO

AN ENORMOUS INCREDIBLY MODERN LABORATORY.

PULL BACK TO REVEAL

THREE MEN.

WARDEN HACKMAN, who we saw earlier is one -- but he is a different man now -- wildly nervous and his face bears the scratches from the scuffle in the dungeon.

THE PRISON DOCTOR is also there. He too shows signs of the scuffle.

THE THIRD MAN is tiny, thick glasses, very old. He speaks with a German accent and we will soon find, is as brilliant as any scientist around.

WARDEN HACKMAN
Thank you for coming. Doctor.
(fast)
Here is our problem -- a prisoner
who has been kept in deepest
solitary confinement for ten years
has died.

GERMAN SCIENTIST

Why, you must explain, is this our problem?

WARDEN HACKMAN

The prisoner's family has every legal right to collect his body and give it a proper funeral. They are arriving later this afternoon to take him away.

GERMAN SCIENTIST

So?

(THE WARDEN signals and)

CUT TO

A LAB DOOR opening -- TWO LAB TECHNICIANS enter --

-- pushing a wheelchair.

THE CORPSE from the dungeon is strapped into it.

And if a dead man can look even deader, well, this guy does.

THE GERMAN SCIENTIST approaches, looks at THE CORPSE carefully.

WARDEN HACKMAN

Until your retirement, sir, you were our leading expert on death and dying.

CUT TO

THE WARDEN, and he hesitates a moment -- the PRISON DOCTOR is staring at him and clearly thinks he's crazy.

WARDEN HACKMAN

I need your help -- I'm going nuts on this --

(THE DOCTOR nods, as if to say, 'you sure are')

-- but in spite of appearances --

(and he gestures to the CORPSE in the wheelchair)

-- I know he's faking. And you've got to help me prove that.

CUT TO

THE GERMAN SCIENTIST. He turns from THE WARDEN to the DEAD MAN, back and forth.

And he is not smiling.

GERMAN SCIENTIST

(enraged)

You want me to run some tests on this corpse to find out if it's dead?

(pointing to the CORPSE)

Take a peek why don't you -- that is what 'dead' looks like.

(going to the WARDEN)

I'm leaving now.

CUT TO

THE WARDEN. CLOSE UP. A final plea.

WARDEN HACKMAN

I just know one thing -- if somehow I am right, if somehow we are releasing this man to an unsuspecting world, thousands will perish --

(beat)

-- remember the slaughter of the innocents in Asia, the heartbreak epidemic in Brazil --

(big)

-- I have to be 100 percent sure before I **let Dr. Sivana out of here** --

(and on the name)

CUT TO

THE GERMAN SCIENTIST, CLOSE UP, stunned.

GERMAN SCIENTIST

This was Sivana? -- omigod, how much time do I have? --

(going to THE CORPSE)

WARDEN HACKMAN

(glances at his watch)

-- his children come for him in three hours.

GERMAN SCIENTIST
Let's hope that's enough.
(and on that)

CUT TO

A MONTAGE --

-- A FRANTIC MONTAGE if you will -- and what we concentrate on is this ancient brilliant SCIENTIST, frail as he is, running a barrage of tests on the CORPSE --

-- taking blood --

-- sticking needles under fingernails --

-- doing heart monitoring --

-- doing cardiograms --

-- brain scans --

-- every test you ever heard of --

-- and a lot more you never dreamed existed --

-- THE OLD SCIENTIST tires as the testing goes on --

-- THE WARDEN gets more and more desperate --

-- and through it all one thing remains the same --

-- THE CORPSE is clearly that, A DEAD MAN.

CUT TO

THE SUN, starting it's glide down.

CUT TO

THE MAIN PRISON GATES, starting to open.

CUT TO

THE LAB. THE WARDEN is looking out the window at the gates. A hearse can be seen coming through.

WARDEN HACKMAN
(drained)
Time's up.

CUT TO

THE GERMAN SCIENTIST studying the CORPSE.

GERMAN SCIENTIST

I have run every known test -- they
all assure me he is dead.

(and now, wiped out, he
sinks into a chair.)

But this was Sivana.

(he looks at the WARDEN
now)

Why don't we just kill him
ourselves, to make sure?

WARDEN HACKMAN

I was up all last night thinking
about that --

(beat)

-- but that makes us like him.

CUT TO

THE WARDEN walking away from the window. THE GERMAN
SCIENTIST has aged a decade in these few hours.

WARDEN HACKMAN

(shakes his head --
softly)

Pray...

CUT TO

BEHIND THE ORPHANAGE. Late afternoon.

A gorgeous thick wood, a gorgeous fast rushing stream. On the
far side, a perfect meadow with cows grazing. We can hear
BILLY AND JENNY.

JENNY (OVER)

Billy, take it easy, what are you
so scared about?

CUT TO

THE STREAM as they reach it. THEY are totally alone.

BILLY stops, JENNY right alongside, and no question, he's
frightened.

BILLY

Jen, I told you everything I remember -- and we both know it sounds nuts, right? Well, what if it didn't happen? --

(deep breath)

-- that would mean I was crazy -- and holey moley, that's very scary.

JENNY

I hate 'holey moley' -- how many times do I have to tell you? -- it is so disgustingly retro.

(ticking them off)

'Fo' shizzle' would thrill me. I can even live with 'holy crap' or 'hot damn'.

BILLY

Can we please get back to the subject of my sanity.

JENNY

We'll only find out when you say the magic word --

(BILLY nods)

-- so say it --

(HE hesitates)

-- I'm waiting --

(still hesitating)

-- say it, Billy! --

(big)

-- say shh-boom.

BILLY

(exploding at her)

Not 'shh-boom' you idiot -- you could be talking to the world's mightiest mortal, so I'd like a little respect here.

(she breaks out laughing)

What?

JENNY

I know why you won't say it -- you've forgotten it, right?

CUT TO

BILLY. Humbled, he pulls a piece of paper out of his pocket.

BILLY

I didn't exactly forget it, I just wrote it down to be sure I said it right.

(shows it to her)

You know much about these guys?

CUT TO

THE PAPER. He's written down the six names of the gods.

JENNY

We'll look them up later on google.

(big)

Now quit stalling or I'm out of here.

CUT TO

BILLY. CLOSE UP. He is so terrified -- either that it will work or that it won't.

BILLY

Woman, no one walks out on the world's mightiest mortal! -- behold!

(all he has)

SHAZAM.

And above him, suddenly the black cloud appears --

-- and through it comes the bolt of lightning --

-- along with the deafening blast of thunder and

CUT TO

CAPTAIN MARVEL. He stands there, twenty-five years old, in his famous red costume, white cape billowing in the breeze.

CUT TO

JENNY, stunned, staring at him.

JENNY

(whispered)

Holey moley.

CUT TO

CAPTAIN MARVEL. He speaks here in BILLY'S VOICE and he moves like BILLY. And when he's like this, he'll be referred to as he is here.

BILLY/CAPTAIN MARVEL

What do you think, Jen?

CUT TO

JENNY. CLOSE UP. Long pause, then --

JENNY

I'd lose the cape.

CUT TO

THE TWO OF THEM.

BILLY/CAPTAIN MARVEL

You don't think it adds a note of
mystery or anything?

JENNY

(she doesn't)

You look like the headwaiter in
that old Dracula movie we saw.

BILLY/CAPTAIN MARVEL

(tugs at it)

I think it's part of the deal.
(pulls really hard -- it
won't give)

JENNY

(she tries to get it
loose, can't, shrugs)

I'll just have to get used to it.
(she gestures for him to
turn around)

OK, let's have a look at you.

CUT TO

CAPTAIN MARVEL as he turns.

HE IS THE MOST FABULOUS LOOKING MAN IN THE HISTORY OF THE
CIVILIZED WORLD.

JENNY

(knocked out)

Billy Batson, you have turned into
some hottie.

BILLY/CAPTAIN MARVEL

You'd believe I was mighty and
everything?

JENNY

(nods)

Look at those muscles. They real?

BILLY/CAPTAIN MARVEL

I think, but I haven't had them
very long, want to feel?

(she puts her hands on his
biceps and)

CUT TO

JENNY -- CLOSE UP --

-- and this is a huge moment, folks, because even in her
baggy clothing, we know we are looking at one of the great
looking creatures on earth --

-- and she has known BILLY since he was a baby --

-- and they have been through a lot --

-- but this is different --

-- because as her fingers touch his arm --

-- sex suddenly puts in an appearance on the scene --

-- and omigod, you can see it in her enormous eyes --

CUT TO

CAPTAIN MARVEL. CLOSE UP. Staring back.

Omigod, why is she looking at me like that?

CUT TO

JENNY AND CAPTAIN MARVEL. CLOSE UP.

Eyes locked -- but only for an instant --

CUT TO

JENNY, suddenly pulling away, stepping back, taking a breath.

JENNY

(quickly changing the
subject)

Your voice sucks, you should work
on it.

(he nods)

We stay on him now as he experiments, making his voice more powerful.

BILLY/CAPTAIN MARVEL

Hello there, my name is Captain Mar

--

(shakes his head, tries
again, lower)

-- glad to meet you, I'm Captain
Marvel and --

(still lower, stronger)

-- I am the world's mightiest --

(still lower, stronger --
like an opera singer now)

-- la la la --

(deeper)

-- o solo mio --

CUT TO

JENNY, gesturing for him to keep at it.

BILLY/CAPTAIN MARVEL takes a final deep breath.

BILLY/CAPTAIN MARVEL

Do -- not -- mess -- with -- me.

And he's got it -- a deep, powerful voice that commands respect, attention, and coming from his perfect body, you know what he's just said is true -- you never want this guy angry at you.

JENNY circles thumb and forefinger.

JENNY

A definite keeper.

(looks at him)

I was just wondering --

(she opens the piece of
paper with the six name
on it)

-- what can you do?

(beat)

It says you've got the stamina of
Atlas -- he held up the world,
right? What can you hold up?

CAPTAIN MARVEL

(flustered)

Don't ask me stuff like that.

JENNY
(pointing to a rock on the
edge of the stream)
Can you hold that up?

CUT TO

THIS ROCK. And it's big all right -- nothing monstrous, but it's probably ten feet across.

It's half in, half out of the water. The stream is quietly flowing, lovely.

And on the far side is an equally lovely meadow, dozens of cows munching happily away.

CUT TO

CAPTAIN MARVEL as he approaches the rock.

CAPTAIN MARVEL
(dubiously)
Thank you so much for picking
something so feather-like my first
time out of the chute.

JENNY
Look -- if you're the world's
mightiest mortal, you should be
able to at least budge that.

CAPTAIN MARVEL
Stand back, woman.

CUT TO

THE ROCK AS CAPTAIN MARVEL takes a deep breath, squats down, hoists it up --

-- and it is like a feather.

CUT TO

CAPTAIN MARVEL, thrilled, holding it high above his head with one hand.

BILLY/CAPTAIN MARVEL
(voice high again)
Jen, watch this.

And he begins to tap the huge boulder back and forth, from one hand to the other, like it was a basketball.

CUT TO

JENNY. Just amazed.

BILLY/CAPTAIN MARVEL
Is this mighty or what?

JENNY
Don't get carried away.

BILLY/CAPTAIN MARVEL
Right, right -- I'll just dump it
back in the stream --
(which is what he does,
gives it a little toss)
Oops --

CUT TO

JENNY, shocked, staring.

CUT TO

THE ROCK, roaring through the air, crossing the stream,
landing in the meadow like a rocket just came down, rolling
across the meadow and

-- and man, the cows are terrified --

-- they moo and moan and get out of the way as we

CUT TO

THE ROCK, rolling, still rolling and

CUT TO

THE COWS, stampeding now, because their meadow has been
invaded and none of them get hurt but you can tell just
looking at them they're all a little tenser than they were
just a few seconds ago and

CUT TO

CAPTAIN MARVEL AND JENNY, watching as it finally comes to a
halt.

BILLY/CAPTAIN MARVEL
Probably I should work on my
throwing motion.

JENNY
Sounds like an idea to me.

BILLY/CAPTAIN MARVEL

(embarrassed)

I wonder, do you think maybe Atlas
had some bad days?

(Now, from them --)

CUT TO

THE HEARSE WE SAW ENTERING THE PRISON GATES as it comes to a
halt by the main office.

CUT TO

WARDEN HACKMAN AND THE PRISON DOCTOR, hurrying down a bright
hall. Up ahead A GUARD waits.

WARDEN HACKMAN

Body in the viewing room?

GUARD

Yessir.

THE WARDEN quickly opens a door, ushers THE DOCTOR inside.

WARDEN HACKMAN

Let them in.

(THE GUARD nods, leaves)

CUT TO

A TINY SPACE, dark, cramped. HACKMAN gestures for THE DOCTOR
to be silent --

-- then he lifts a small piece of wood from a wall --

-- revealing the viewing room.

DR. SIVANA lies on a high table, his body under a sheet.

WARDEN HACKMAN

(whispered)

You'll see now -- they'll give him
away...

CUT TO

THE VIEWING ROOM AS THE GUARD we just saw opens a door.

GUARD

Your father's in here.

(as he makes room for
people to pass)

CUT TO

TWO PEOPLE AS THEY ENTER.

WE ARE LOOKING AT GODS.

THE MAN FIRST -- Late twenties maybe. Just a huge guy, six-four, might hit the scale at two-thirty.

All muscle.

He wears a dark suit, but no material could easily conceal his power. He moves like a dancer. Wonderful features -- people must have been turning to stare at him all his life.

His name is MAGNIFICUS SIVANA.

And he is the mutt in the family -- for his sister, close alongside him, is just too beautiful.

Twenty-five, dressed of course in black, and she is one of those perfect blondes. What you can't tell about her yet is that she has a body that never quits and a mind on a par with her father's.

This is BEAUTIA SIVANA.

THE GUARD leaves them.

THEY are alone with their father.

Quietly, one very slow step at a time, they approach the table with the sheet over it.

One of them on each side now.

CUT TO

THE WARDEN AND THE DOCTOR, waiting. No question, this is a big moment for the WARDEN. Excitement is clear behind his eyes.

CUT TO

MAGNIFICUS AND BEAUTIA.

He reaches to pull the sheet away --

-- cannot stop his hand from trembling out of control.

His hand drops to his side.

He nods for his sister to do it.

She can't --

-- they look at each other --

-- and as we watch, we realize that this is a brother and sister who rely on each other for strength, for comfort. There is no question of the depth of caring.

Then, as we watch, her perfect face falls apart.

MAGNIFICUS

(like a child's litany)

-- I don't want him to be dead,
please, please, I don't want him to
be dead --

BEAUTIA

(her heart breaking)

-- you've got to be strong for us
both --

CUT TO

THEIR SHAKING HANDS as, together, they manage to clutch the sheet, pull it away and

CUT TO

DR. SIVANA -- and he's looking even worse now. Dead, sure, of course that, but in the past little while he's been strangled, has been tested and prodded and poked.

CUT TO

MAGNIFICUS AND BEAUTIA, staring at what was once their father -- and now the reality hits home.

MAGNIFICUS

-- but I'm not strong, not without
him, I want to die too --

BEAUTIA

(control almost gone)

-- he wouldn't want that -- he
would want us to be strong --

MAGNIFICUS

-- but we never even got the chance
to say good-bye --

BEAUTIA

-- he knew we loved him.
 -- (she looks at her brother)
 -- he did, that's true.

MAGNIFICUS

Oh please I hope so --

And it's clear -- we are watching just the most terrible
 anguish -- nothing phony, nothing false --

-- as they both do their best to somehow regain control --

CUT TO

WARDEN HACKMAN AND THE DOCTOR, staring in, almost embarrassed
 to be watching.

PRISON DOCTOR

 -- (mouthing to the WARDEN)
 Satisfied?

Even HACKMAN is touched -- he nods, his obsession over.

WARDEN HACKMAN

 -- (nods)
 ...I admit it, I was wrong...
 -- (now, from his sad face)

CUT TO

JENNY'S ROOM IN THE ORPHANAGE. A really nice place on the
 second floor. Outside, moonlight.

All kinds of famous faces decorate the walls -- Sprewell next
 to Jimmy Cagney, Elvis between the two great Hepburns, Audrey
 and Kate.

JENNY is at her desk, working her computer. BILLY sits
 alongside.

JENNY

 -- (eyes on the screen)
 Here's a winner -- Achilles knew he
 was going to die at Troy but he
 still went there. Pretty brave,
 huh?
 -- (looks at him)
 Who's left?

BILLY
(consulting the paper)
Mercury, my turn.
(they switch seats)

CUT TO

THE COMPUTER SCREEN. We are on the main page of Google.
BILLY types in 'MERCURY - GOD' and hits the search button.

CUT TO

BILLY, staring at the screen, shocked.

BILLY
Oh please -- I love google but
there's five hundred and forty-nine
thousand entries here.
(JENNY shuts her eyes,
blindly hits one of the
entries.)

CUT TO

THE SCREEN. A blizzard of words as BILLY stares.

BILLY
It says here Mercury was
the God of games and thieves.
(he sags)
How does that come in handy in my
fight against evil?
(JENNY shuts her eyes
again, hits another
entry)

CUT TO

THE SCREEN. One entry disappears, another replaces it.

CUT TO

BILLY. CLOSE UP. A BIG MOMENT.

BILLY
Jen? What if I can fly? Mercury
could fly, it says so here.

CUT TO

BILLY, leaping to his feet -- he strikes a flying pose, arms
out.

JENNY
Sorry, but you look like Mighty
Mouse that way.

BILLY
I'll figure where my arms go later.
(he heads for the door)
Wish me luck.
(and he scoots off)

CUT TO

JENNY'S ROOM as she sits at her computer --

-- now she hears the thunder, sees lightning outside, turns
away from her desk as we

CUT TO

THE WINDOW and here comes CAPTAIN MARVEL, slowly rising up
into view --

-- just hanging magically in space.

JENNY rushes to the window, stares at him.

JENNY
That is so neat.

BILLY/CAPTAIN MARVEL
(holds his powerful arms
out toward her)
Want to hitch a ride, little lady?

CUT TO

JENNY AND CAPTAIN MARVEL, just a few inches apart, her
inside, him floating in the air --

-- and yes, sex has reared it's head again.

She reaches out to him, her arms touch his massive shoulders,
and for just an instant, it looks like she's going to climb
aboard --

-- then she drops her arms, steps quickly back --

JENNY
(trying for casual)
Some other time for sure --
(MORE)

JENNY (cont'd)
(gesturing toward her
desk)
-- paper due.

CAPTAIN MARVEL
(voice deeper now)
You never mentioned to --
(makes quote marks)
-- 'the twerp' --
(beat)
-- about any paper.

JENNY
(quickly)
Billy is not a twerp --
(backtracking)
-- well he is, but it's the age.

CAPTAIN MARVEL
Chicken.
(a rakish smile)
Look what you missed.

CUT TO

CAPTAIN MARVEL -- a quick farewell salute, then he goes into
a giant gorgeous balletic spin, his body turning slowly and
perfectly in the moonlight --

-- it is something majestic to see --
-- power and grace unmatched --
-- until he crashes hard into a tree trunk --
-- and falls, humiliated, to the ground.

CUT TO

JENNY, framed in the window and she can't help it, starts to
laugh.

JENNY
(trying to stop)
Mercury probably had his bad days
too...
(now, from JENNY --)

CUT TO

A THICK WOOD.

Desolate.

CAR HEADLIGHTS PENETRATE THE DARKNESS.

Slow going.

Now the car. It's a crummy one. Old, dings and bangs, one step up from a heap.

CUT TO

INSIDE THE CAR. BEAUTIA drives.

MAGNIFICUS rides in the back seat, doing his best to hold down THE CORPSE of their father --

-- but it's incredibly bumpy --

-- now the car hits a big hole and MAGNIFICUS loses his grip and THE DEAD MAN'S ARMS flail around, slapping MAGNIFICUS in the face hard.

BEAUTIA

Sorry, sorry.

Her brother says nothing, glares at her, then grabs THE CORPSE'S arms again, pinions them against his own body.

THE CAR slows and we

CUT TO

JUST THE CRUMMIEST HOUSE YOU EVER SAW.

Totally isolated from the world.

Old, sagging, creaky, a total dump.

BEAUTIA pulls up to the broken front steps, stops the car, gets out --

-- and so does MAGNIFICUS -- alone --

-- without a word, he dashes inside.

BEAUTIA

(calling after him)

I could use some help here.

MAGNIFICUS

I can't miss my programs.

(and he is gone.)

BEAUTIA sighs, walks around the car, reaches into the back seat as we

CUT TO

THE CORPSE as she struggles to get HER FATHER out of the car -
- but it's hard for her -- his legs catch as she tries to
turn him -- his shoulders won't clear the doorway.

She lets him sink back into the car a moment, takes a deep
breath, tries again --

CUT TO

A LABORATORY IN THE HOUSE.

Remember the fabulous laboratory we saw before, with the
WARDEN and the GERMAN SCIENTIST?

This is kind of the reverse.

THE CORPSE OF DR. SIVANA lies on an obviously used operating
table. Naked except for a towel across his waist.

Shelves filled with bottles filled with liquids of various
colors line the walls. And lots of books, fat scientific
volumes in various languages, they're there too. Syringes
and scalpels are also visible.

BEAUTIA, now in white medical clothing and wearing horn
rimmed glasses moves carefully around her father.

Even in this unpleasant place, she is something to see.

The only sound is that of television violence -- somewhere
not far off; a TV set is blasting away, turned up full,
something it continues to do throughout.

We hear gunfire, screams of anguish, groans, explosions, you
name it.

BEAUTIA takes a deep breath, picks up a magnifying glass, and
starts to work.

What she is doing is this: going over her father's skin with
great care: clearly, she is looking for something.

CUT TO

SIVANA'S SCALP AS SEEN IN THE MAGNIFYING GLASS.

Verrry slow movement.

Nothing of interest.

We are looking at skin. Big deal.

CUT TO

BEAUTIA, and suddenly now, a thunderous crash -- but this one did not come from any TV set --

-- and it shakes the floor.

She's startled, takes a moment to compose herself, leaves the laboratory, walks the few steps along the hall to the kitchen.

CUT TO

MAGNIFICUS in the kitchen working out.

He wears gym shorts and his body looks even more incredible.

The kitchen is filled with two things: huge bottles of muscle building powder and a remarkable amount of weight lifting equipment.

MAGNIFICUS is a power lifter.

The walls are lined with large photographs of MAGNIFICUS practicing various kinds of martial arts --

-- but these are different -- we are not looking at plain old kung fu or karate -- these are martial disciplines we have never seen --

-- clearly, he is not just phenomenally powerful, he is also an expert in violence.

At the moment, MAGNIFICUS is into his power lifting routine.

It's almost superhuman.

As he works out, he is staring at a sci-fi monster movie on the TV set. The noise, now that we are closer, is even louder.

BEAUTIA

Some quiet would help.

CUT TO

MAGNIFICUS, looking at his sister --

-- looking through her would be closer to it.

And we realize that the loving brother and sister we saw back in the viewing room of the prison -- well, there's no love lost between these two.

BEAUTIA

What I'm trying to do is hard,
Magnificus.

MAGNIFICUS

Oh poor put upon Beautia --
(indicates his weights)
-- like this is easy?

And he moves toward her, intentionally drops the weights
right next to her.

Huge crash. The ground really shakes this time --

-- and BEAUTIA, surprised, momentarily loses her balance --

-- which makes MAGNIFICUS smile -- first smile we've seen
from him.

BEAUTIA leaves.

CUT TO

DR. SIVANA'S SKIN, as seen through the magnifying glass.

Nothing of interest. We are looking at skin.

CUT TO

THE TINY LABORATORY. It's hours later. BEAUTIA works away.

God knows how long she's been at it, but sunlight streams
past the edges of the window shades.

Same horrible violent sounds from the TV.

And BEAUTIA is starting to tire.

But she's not about to give in.

As she continues to work over the corpse --

CUT TO

THE INTERVIEW ROOM IN THE ORPHANAGE, THE SAME PLACE WE SAW
BILLY MISBEHAVING.

A DIFFERENT COUPLE sits on the couch now.

THE HUSBAND is, no question, a cute guy. Way cuter than his
wife who is far too thin.

SKINNY WIFE

Malcolm here and I, well, we put a lot of faith in love.

CUTE HUSBAND

You agree with that, young lady?

JENNY (OVER)

I believe that passion is what makes my world go 'round.
(and on those words)

CUT TO

JENNY, and yes, she is gorgeous, we've seen her, we know that, she's also a tomboy, wears baggy clothes.

Well, that lady's not in the room now, folks --

-- we are looking at a sex bomb.

JENNY wears lipstick, a stylish dress, her hair is brushed perfectly and falls beautifully down to her shoulders.

JENNY

Passion. O my yes.

One thing to be added -- she is staring dead at the CUTE HUSBAND. And she wants him. Bad.

CUT TO

THE SKINNY WIFE and she cannot believe what is going on right in front of her eyes.

SKINNY WIFE

(getting pissed)

Malcolm, say something!

CUTE HUSBAND

(totally flustered)

What do you want me to say?

JENNY

I can just tell by looking at Malcolm that he and I, well, I am going to be his little girl and he sure is going to be my daddy.

CUT TO

MALCOLM. Can't help it, starts to blush like crazy.

CUT TO

THE SKINNY WIFE. Grabbing him, yanking him up --

SKINNY WIFE

Are we ever going to talk about
this --

(as she drags him out of
the room, the sound of a
basketball is heard)

CUT TO

JENNY, on the court, back in her baggy clothes, practicing.
BILLY sits on the edge of the court reading a thick book.

MR GATES approaches, shaking his head.

MR GATES

You two have been here longer than
anybody -- I feel so failed.

JENNY

It was close.

MR GATES

Oh please.

(pointing to BILLY)

This one belches and farts and you
do your Anna Kournikova imitation
and here we still are.

(looks at them)

You know you're going to be
separated someday -- how are you
going to deal with that?

(he turns, heads away)

BILLY

Don't worry -- who would take us?

(he slams the book shut --
dramatically)

I spent all day trying to read
about the philosophy of evil --

(points up)

-- waaay over my head.

(big)

How am I supposed to spend my life
fighting something when I don't
understand what it is?

JENNY

Want to go look for some?

BILLY
(excited)
Yesss!
(beat)
I mean, it must exist, right?
(and on that --)

CUT TO

THE CORPSE OF SIVANA IN THE LAB. Night now.

A storm has hit.

Inside, the thumping from the weights being dropped, the screams from the TV.

Outside, thunder and lightning.

CUT TO

BEAUTIA. Way past exhaustion now.

The examination's almost done --

-- she's finished with the bottoms of his feet.

Now, the last thing, SIVANA'S toes.

Nothing on the tops, nothing on the bottom.

She takes the magnifying glass, spreads the big toe from the second toe, bends close and

CUT TO

THE AREA BETWEEN HIS TOES AS SEEN THROUGH THE MAGNIFYING GLASS --

-- and no question, something is scratched there.

Tiny, hard to see.

Scientific symbols?

Maybe. Hard to be sure.

CUT TO

BEAUTIA, for the first time, starting to get excited. She takes a small blackboard and chalk, copies the scientific symbols as well as she can.

Outside, the thunder is deafening.

CUT TO

THE BLACKBOARD, and it's a little later -- SHE'S propped it in a corner of the room --

-- and now it is filled with scientific symbols.

The same as what we saw between SIVANA'S TOES.

BEAUTIA studies the area between his last, smallest toes, goes to the blackboard, chalks the symbols that were written there.

Now she steps back, studies what she's put down.

CUT TO

THE BLACKBOARD. Not much empty space there now.

And it's impossible for us to figure what any of it might mean.

Not for BEAUTIA though -- because energy flows through her.

CUT TO

THE LAB. The storm still rages but it's soon going to be dawn.

Cut to

BEAUTIA, wild with excitement now, standing by a large mixing glass --

-- she's making a paste.

The thunder and lightning are louder and brighter.

SHE glances a final time at the blackboard and the paste she has made.

Then she opens a drawer --

-- takes out a giant spoon.

Slowly, she fills the spoon with the paste.

Slowly, she approaches THE CORPSE.

SHE stands over THE CORPSE, giant spoon in hand --

-- takes a very deep breath --

-- then she opens her father's mouth, forces what was on the spoon down his throat --

-- AND INSTANTLY HIS EYES ARE OPEN WIDE.

SIVANA
O my beloved child.

CUT TO

BEAUTIA. CLOSE UP, and sure, she's worked like a Trojan, getting this amazing thing to happen --

-- but you can tell from her face, it was worth it, every hour was worth it, who could ask for a greater reward?

MAGNIFICUS
(moving in behind her)
Right here.

CUT TO

SIVANA, embracing his son.

SIVANA
I knew you'd save me, boy.

MAGNIFICUS bends down, lifts his father into his arms.

SIVANA
(never for a moment does
he acknowledge his
daughter)
Sivana is alive again -- let the
suffering begin!

As MAGNIFICUS carries SIVANA out of the room, BEAUTIA, alone, sags against the operating table --

-- in despair...

CUT TO

We are in a gigantic comic book store in New York -- the kind of place that sells not just comics but also action figures, souvenirs, posters, statues, T-shirts, on and on.

JENNY is reading a comic. BILLY peering over her shoulder, is practicing arm movements for flying. One arm up, both arms up, out at the sides, whatever he can think of. JENNY finishes, looks at him.

BILLY
Definitely another keeper.

SHE hands him the magazine, he puts it on a large pile he has collected. Beside the comics is a large folded up overcoat.

JENNY
Billy, we can't pay for these.

BILLY
But this is important research -- I have to have them.

JENNY
(lowering her voice)
Does, you know, the Big Guy have any money?

BILLY
(no)
He doesn't have any pockets.
(suddenly an idea)
Mercury and games!
(we hear a bell now)

CUT TO

A park with a lot of chess tables and a lot of chess hustlers.

JENNY stands watching as CAPTAIN MARVEL -- he wears the overcoat over his costume -- is battling a FAT CHESS HUSTLER in a game of lightning chess -- the moves happen fast and after every move, the player bangs a bell which rings loudly.

As we watch -- ring -- ring -- ring -- the game ends suddenly, CAPTAIN MARVEL the winner.

FAT CHESS HUSTLER
(angry -- handing over a few bucks)
Man, nobody beats me like that.

CAPTAIN MARVEL
You're right, I was lucky --
(addressing all the CHESS HUSTLERS now)
-- and if my luck holds, maybe I could beat you all --
(THE HUSTLERS do not take this well)
-- beat you all at once I mean.
(as they get out money)

CUT TO

THE LIGHTNING CHESS CONTEST.

A DOZEN CHESSBOARDS, A DOZEN BELLS.

A DOZEN REALLY GOOD CHESS HUSTLERS TRYING THEIR HARDEST.

On the outskirts, watching it all, eyes wide, is JENNY.

And in the midst of battle, Mercury -- oops -- CAPTAIN MARVEL, overcoat flapping, as he darts from board to board, ring -- to the next board -- ring -- ring -- around and around he goes, in and out he goes, up and down he goes -- RING -- RING -- RING -- RING -- RING --

-- he manages one quick 'how'm I doing' glance at JENNY --

-- she is in heaven, watching him --

-- and now, as the battle roars to climax, one by one, the FIRST BUNCH OF CHESS HUSTLERS concede --

-- eight guys left --

-- THE CAPTAIN BEGINS going faster --

-- six guys left --

-- now four --

-- now JENNY, careful not to get in the way, reaches in, collects the cash --

-- RING AND RING AND --

-- AND IT'S OVER! CAPTAIN MARVEL victorious!

CUT TO

THE TWELVE CHESS HUSTLERS, dazed at what just happened. Heads shake, bodies sag.

CUT TO

CAPTAIN MARVEL AND JENNY crossing away through the park. SHE counts the money, puts it in an overcoat pocket.

As they round a corner, THE CAPTAIN stops, excited --

A BASEBALL DIAMOND.

A game of hardball is getting is underway -- a shorthanded one.

CUT TO

THE CAPTAIN AND JENNY starting toward it.

CAPTAIN MARVEL
Nothing says we have to make a
profit on everything, right?
(JENNY nods and we)

CUT TO

THE GAME -- mostly college kids --

-- a good sized crowd is watching.

CUT TO

THE PITCHER of the team in the field is clearly the leader.

PITCHER
You've played hardball?

CUT TO

CAPTAIN MARVEL, still in his topcoat, nodding.

CAPTAIN MARVEL
(he has never played
hardball)
All my life.

PITCHER
We need bodies, that's for sure --
(gestures to the outfield)
You played center?

CAPTAIN MARVEL
(he has never played
center field)
My favorite position.

CUT TO

JENNY watching as THE CAPTAIN picks up a glove from a small pile on the ground, trots out toward center, stops behind second base.

PITCHER
(indicating the coat)
You're playing in that?

CAPTAIN MARVEL
My lucky coat, man.
(JENNY likes that answer,
circles thumb and
forefinger)

CUT TO

THE BATTER. Looks powerful. Overweight, sure, but strong.
There is a runner already on third.

THE BATTER
(calling out to them)
Oh girls -- hello -- I'm here --
(he gestures for the
pitcher to pitch)

CUT TO

THE PITCHER, a few steps toward the CAPTAIN.

PITCHER
(gesturing)
Get way out there -- I have trouble
with this guy.

CUT TO

CAPTAIN MARVEL, he nods, takes a few more steps, stops --
-- not way out at all.

CUT TO

THE CROWD, restless, watching.

CUT TO

THE RUNNER ON THIRD. Skinny -- looks faster than hell.
Takes a good lead-off, then increases it.

CUT TO

THE PITCHER, aware of this, turns around to check his
fielders -- and is shocked to see CAPTAIN MARVEL so close.
Gestures for him to get back.

CUT TO

THE CAPTAIN. Calling out to THE PITCHER.

CAPTAIN MARVEL
I like to outrun the ball.
(he has never, in his
life, outrun a ball)

CUT TO

THE BATTER -- shouting out at THE CAPTAIN --

THE BATTER
Get ready to run your ass off then,
Coat Guy --
(pointing to the PITCHER)
-- I own him.

CUT TO

THE PITCHER. It's true. But he takes a deep breath. Gets ready to throw.

CUT TO

THE RUNNER OFF THIRD -- gets ready to race home.

CUT TO

THE BATTER, just waiting to kill the ball.

CUT TO

CAPTAIN MARVEL, ready to roll.

CUT TO

THE RUNNER OFF THIRD, waiting -- but he knows that nothing can stop him.

CUT TO

THE BATTER, so confident, just waiting to cream the pitch.

CUT TO

JENNY, edgy over what might happen and

CUT TO

THE PITCHER, as, reluctantly, he throws.

CUT TO

THE BALL. Big and fat and slow and

CUT TO

THE BATTER, in heaven and now he lets loose with this magnificent swing and

CUT TO

THE BALL, as he destroys it -- it flies off his bat --

CUT TO

THE PITCHER -- all his nightmares are coming true and

CUT TO

THE RUNNER ON THIRD, taking off and

CUT TO

THE BALL, flying into the stratosphere and

CUT TO

CAPTAIN MARVEL and there is a look on his face we've never seen before, because sure, he's the world's mightiest mortal, can do undreamed of things --

-- but he's also BILLY BATSON, and if you're eleven years old, and you like baseball, you know the glamour position is center field and if you follow baseball, you know the greatest center fielder who ever lived was WILLIE MAYS, and if you've read about WILLIE you know the greatest catch ever made was the one he pulled off in the World Series when, back to the wall, he somehow managed to catch up with the five hundred foot shot off the bat of Vic Wertz and the catch was amazing, incredible, impossible --

-- but the throw was what put this baby in the history books now and forever, the throw after the catch, the throw that is not physically possible, because no one can turn their body that fast, throw that powerfully, not while falling and if you wonder what THE CAPTAIN is thinking as he stands there, well, now you know --

CUT TO

JENNY, heart in her mouth, staring out at him and

CUT TO

THE WHOLE DIAMOND AND THE STANDS, everyone staring at this gargantuan shot and now, at last

CUT TO

CAPTAIN MARVEL as he turns his perfect body, keeping the ball in sight every second, and then he trips over his coat and falls flat on his ass and

CUT TO

THE BATTER and he can't help laughing, it is funny, the big guy sprawled out on the grass like that and

CUT TO

THE RUNNER ON THIRD, not running now, just a slow trot as he leaves third base, heads toward home and then

CUT TO

THE BALL, way past the infield now, still not losing pace.

CUT TO

THE PITCHER, an odd look on his face, as he squints toward the outfield and

CUT TO

THE CAPTAIN, UP AND MOVING --

-- feet a blur, streaking away from the diamond, eyes on the ball again and

CUT TO

THE BALL, way past him and

CUT TO

THE CAPTAIN, and maybe he's run this fast before, but we haven't been around for it and

CUT TO

THE BALL, past him still, but losing it's lead and

CUT TO

THE CAPTAIN, and from the look on his face you just know the ball has zero chance of winning this race and

CUT TO

THE BALL, beginning to arc down to earth and now a weird thing happens --

CUT TO

CAPTAIN MARVEL and he's outrun the ball --

-- he's run past the ball, it's behind him now --

-- **what is he thinking?**

CUT TO

THE BALL, as it drops to shoulder level and here he comes --

CUT TO

THE CAPTAIN and he has turned his body, changed direction, in that instant he is now charging back, charging toward the ball and

CUT TO

THE CATCH -- he grabs the ball in perfect stride and now, look out! --

CUT TO

THE THROW.

And never on this or any planet has a baseball been fired with such power and as it leaves his hand --

CUT TO

JENNY, eyes wide, staring at what she's seeing and

CUT TO

THE ROCKET, for that is what the ball really is --

-- we are watching its path from behind home plate --

-- and the first people the ball comes near are the shortstop and the second baseman, standing together near second base --

-- they both scream in terror and dive to the ground to get out of its way --

-- next comes the pitcher, on the mound, and he screams too, gets the hell off the mound and

-- home plate comes next and THE BATTER has lingered there, admiring his handiwork but now he drops to the ground hands clasped in what could be prayer and THE RUNNER AT THIRD screams, starts back toward third to get out of the way and THE CATCHER is the last to go, falling over backwards, allowing the ball to continue straight into the small fence, which it knocks down and behind the fence is the bleachers and as all the onlookers scream and run

CUT TO

JENNY AND THE CAPTAIN, leaving the baseball field behind them, strolling along the river on this glorious day. They eat ice cream cones. Pretty tasty they are too. HOLD briefly, then --

CUT TO

JENNY, standing alone outside of a crummy west side movie theatre. This is certainly not an X rated place, but it's not showing G flicks either. Some kind of foreign movie is playing -- we can't see the title but there is a drawing of a curvy woman in a slinky gown. Now --

CUT TO

CAPTAIN MARVEL, in the theatre, his overcoat pulled over his body, sitting in the rear, looking up the screen --

-- we never see the movie --

-- all we watch is THE CAPTAIN -- and he's horrified by what's going on up there -- and all we hear is this awful music that might have once been used in a skin flick.

As the music goes pounding on --

-- we hear the words of the performers -- they are clearly dubbed and terribly stilted --

-- the sound of a smooch --

SEXY ACTRESS OVER) (V.O.)

You are, you are, so much a man --

MALE STAR (V.O.)

-- yes, all my life so far --

Now comes the sound of another kiss --

CAPTAIN MARVEL is doing his best not to barf.

Now more kisses, and throw in a few groans --

-- the music grows louder --

CAPTAIN MARVEL
 (hands to his stomach)
 Oh please --
 (the loudest kiss yet)
 -- byuk --

VOICE FROM BEHIND HIM
 -- you in the overcoat -- knock off
 the chatter --
 (as CAPTAIN MARVEL turns)
 -- yeah you --
 (as THE CAPTAIN stands,
 heads for the exit --)

CUT TO

JENNY, in front, faking a pen and paper, going to THE CAPTAIN as he exits.

JENNY
 And how many stars do you give it,
 sir?

CAPTAIN MARVEL
 (kind of still in shock)
 That was disgusting.

CUT TO

THE TWO OF THEM, walking away.

CAPTAIN MARVEL
 All they did was kiss kiss kiss --
and there wasn't even one fight.
 (glancing back at the
 poster)
 She did have great boobs though.

JENNY
 (really irritated)
 Big fat flabby floppy boobs? And
 you liked that?
 (beat)
You are disgusting.
 (MORE)

JENNY (cont'd)
(as she walks on ahead of
him)

CUT TO

THE COMIC BOOK STORE a little later. BILLY AND JENNY stand in line to pay -- the CASHIER has a tabloid paper he was reading spread out on the counter as he takes money.

JENNY does the paying as BILLY looks at the newspaper.

JENNY
The only lawbreakers we've seen so
far is us --
(indicates the coat)
-- stealing Mr. Gates coat without
telling.

CUT TO

BILLY, turning the paper around so he can read it --

-- he's looking at a two page spread entitled THE WORST SPOTS
IN TOWN, with photo's of a dozen street corners.

BILLY
Look -- freedom of choice.

CAMERA SLOWLY MOVES IN TOWARD THE DANGEROUS STREET CORNERS --

-- THEN A SHOT OF JUST ONE OF THEM --

PULL BACK TO REVEAL

BILLY AND JENNY, moving into the shot--

-- it is indeed a dangerous looking place -- which makes
BILLY AND JENNY nervous -- and also excited.

CUT TO

THE SWEETEST LOOKING LITTLE CRIPPLED KID YOU EVER SAW. Mid-
teens. He leans against a building, balances himself with
crutches, reads a book.

TWO OTHER KIDS ARE WATCHING HIM.

ONE OF THEM is huge, the other just mean looking.

CUT TO

BILLY AND JENNY, watching, as the TWO OTHER KIDS move in.

JENNY

You think they're going to rob that
sweet crippled kid?

BILLY

Not while I'm around --

(beat)

-- I mean not if he's --

(whispered)

-- you know, C.M.

JENNY

Got it.

CUT TO

THE MEAN KID AND THE HUGE KID move closer to the SWEET
CRIPPLED KID -- trouble is clearly about to happen.

Now a DRUNK comes staggering along, goes to the SWEET
CRIPPLED KID, whispers something, hands over something --
might be money.

THE SWEET CRIPPLED KID gestures to the building behind him.

THE DRUNK nods, hurries into the building, hurries out
carrying a box with a cloth half covering it --

-- you can tell it's video equipment.

CUT TO

BILLY AND JENNY, moving casually to a window that lets them
see the inside of the building and as they peer in --

CUT TO

A CRUMMY LOBBY of a crummy brownstone --

-- filled with what is clearly stolen video equipment.

CUT TO

BILLY AND JENNY, still staring in as the HUGE KID AND THE
MEAN LOOKING KID grab them roughly.

HUGE KID

What're you two looking at?

BILLY

Nothing, now let her go.

(THE MEAN LOOKING KID just
smiles as we)

CUT TO

BILLY AND JENNY as they are dragged roughly into the building with the video equipment.

It has a high ceilinged lobby, all of it cracked and old.

Now THE SWEET CRIPPLED KID roars into the lobby, and a few corrections are in order --

- A) he isn't a kid, probably early twenties.
- B) he isn't sweet, not from the scary look on his face.
- C) he isn't crippled -- all part of his act -- he carries his crutches with him.

SWEET CRIPPLED KID
Who sent you to spy on us?

BILLY
(really angry and scared)
No one, and you listen to me -- I'm going to give you guys a chance you don't deserve -- you apologize to her for dragging her around, you return this video stuff from where you stole it, and I won't hurt you or anything.

SWEET CRIPPLED KID
(stunned)
An amazing speech -- we return everything, apologize to her, and you'll let us go.
(he slaps JENNY hard in the face, turns to BILLY)
What have you got to say now?

CUT TO

BILLY. CLOSE UP.

BILLY
What have I got to say?
(shouting it out)
SHAZAM -- YOU BASTARDS!
(and on those words)

CUT TO

THE CEILING OF THE LOBBY as the dark cloud descends, the lightning bolt blasts through it, then comes the last of the trinity, the thunder which has somehow never seemed as loud as now.

CUT TO

THE THREE BAD KIDS, stupefied, and first, instinctively, they look at each other -- then they turn, stare straight ahead -- and as all THREE BAD KIDS cry out at once --

CUT TO

CAPTAIN MARVEL himself, standing there, not smiling.

CUT TO

THE SWEET CRIPPLED KID. Scared. All three are.

SWEET CRIPPLED KID

Where did that little kid go? --
and where did you come from, the
circus or something?

CAPTAIN MARVEL

Yes, brilliant, I am from the
circus and you know what I do
there? I juggle. And some people
juggle balls and some juggle sticks

--

(big)

-- me, I juggle punks --

CUT TO

CAPTAIN MARVEL as he grabs the HUGE KID, spins him high toward the ceiling, then he does the same to the MEAN KID and when he's got two of them going, he spins the SWEET CRIPPLED KID toward the ceiling and

CUT TO

THE THREE OF THEM, rising toward the ceiling, almost colliding with it, then falling back to CAPTAIN MARVEL who spins them up again --

-- and they are screaming --

CUT TO

CAPTAIN MARVEL, as he grabs a quick look at JENNY.

CUT TO

JENNY. A big thumbs up --

JENNY
Ex-cellent!

CUT TO

CAPTAIN MARVEL --

-- and you ain't seen nothin' yet --

-- because now HE starts improvising, juggling the THREE OF THEM behind his back and up into the air --

-- then between his legs and up in the air --

CUT TO

THE CEILING, as they spin up close, shriek, then start to spin down toward the floor --

-- and now they are begging him to stop --

-- he spins them faster than ever --

-- and now they are terrified --

-- next they are in tears, sobbing over and over for him to let them alone.

CUT TO

JENNY as she hears a commotion out front, hurries to the door, steps out and

CUT TO

THE STREET and here come the cops -- a bunch of neighbors are pointing at the building where the cries are coming from, and as the noise increases, JENNY starts to go back into the building --

HEAD COP
Don't go in there, young lady.
(as JENNY steps aside)

CUT TO

CAPTAIN MARVEL, juggling away. But a gentle look is on his face now.

CAPTAIN MARVEL
You want me to stop?

SWEET CRIPPLED KID
(shouting it out as he
spins through the air)
Yes, yes, please, yes, we'll be
good, we'll be so good.

CAPTAIN MARVEL
OK, lesson learned, I'll stop.
(and with that he backs
away from them and)

CUT TO

THE THREE GANG KIDS screaming and crying, as they come
crashing to the floor and lie there, dizzy and damaged and
scared.

CUT TO

THE LOBBY DOORWAY -- and SEVERAL COPS standing there.

THE HEAD COP stares in for a moment, looking at the video
equipment, the sobbing THIEVES, the BIG GUY in red.

SWEET CRIPPLED KID
(running to the cops)
Don't let him juggle us no more.

HEAD COP
(more confused now)
Juggle you?
(THE SWEET CRIPPLED KID
nods 'yes, yes' -- THE
HEAD COP looks at the
others)
Gentlemen we have a first.
(now to CAPTAIN MARVEL)
I've got a lot to ask you, Mister,
so don't move --

CUT TO

CAPTAIN MARVEL as he very much does move, streaking toward
the nearest window, diving through, and as glass shatters --

CUT TO

CAPTAIN MARVEL, landing outside, looking around, spots JENNY
-- he points to the roof of the building across the street --
she nods, he takes off running as we

CUT TO

THE HEAD COP, in the doorway, gun in hand, shouting --

HEAD COP

Stop that guy in the red suit!

But no chance of that -- CAPTAIN MARVEL only picks up speed, racing around the corner and gone.

HOLD on the chaos in the street. Then --

CUT TO

THE ROOF OF THE BUILDING CAPTAIN MARVEL POINTED TO. HE opens the staircase door that leads out, looks around to see if it's safe, gestures for JENNY. They go to the edge of the roof, look down.

CUT TO

THE STREET. The stolen video equipment is being hauled away. THE SWEET CRIPPLED KID AND THE OTHER TWO are getting into a police wagon.

CUT TO

CAPTAIN MARVEL AND JENNY. He mimes holding a microphone.

CAPTAIN MARVEL

Calling all cars -- be on the
lookout for an idiot in a red suit!

JENNY

You don't think you're being just a
little hard on yourself?

CAPTAIN MARVEL

Hello? -- this was my first real
case and I end up wanted for
questioning.

JENNY

(shakes her head, laughs)
C'mon big guy -- you were great --
(starts for the door)
-- let's hit the train.

CAPTAIN MARVEL

(shakes his head)
I need some air.

CUT TO

THE TWO OF THEM as suddenly he swoops her into his arms -- she shrieks in surprise.

HOLD FOR JUST A MOMENT --

-- then they're gone, rocketing up, straight up, right up into the clouds --

-- and as we watch them from down here, it's pretty magical.

In a moment, the clouds have swallowed them up. Now --

CUT TO

THE SIVANA FAMILY IN THE KITCHEN OF THEIR HOME. A beautiful afternoon.

Not quite like Ozzie and Harriet, though. MAGNIFICUS is at his power lifting and dropping, the floor shaking, the TV blasting violently as usual.

BEAUTIA is working hard, cleaning and scrubbing everything in sight.

SIVANA himself is finishing taping something to the wall that we can't see.

SIVANA

Ahh, home.

(turns to face his children)

I missed this.

(now he snaps his fingers at BEAUTIA, points to a corner of the room.)

And you missed a spot.

BEAUTIA

(moving quickly to where he pointed)

Sorry, sorry.

(She starts to clean)

SIVANA moves away from the wall and we can see that what he has taped up are photographs of MIDDLE AGED BILLIONAIRES. We know this from the numbers he has scrawled across their faces. '2 billion.' '5 billion.' '10 billion.'

One of the men pictured is familiar: MR. GATES.

MAGNIFICUS

We going to be rich, Dad?

SIVANA

(nods)

Just a little nest egg to get us
going --

(gesturing around)

-- and maybe the house could use a
little sprucing up.

SIVANA has taken down some of MAGNIFICUS' strength powders,
begins making a mixture.

CUT TO

BEAUTIA, scrubbing away at the corner of the room her father
pointed to --

-- when suddenly she screams --

-- a giant black bug has scurried into view, runs up her arm.
She slaps hysterically at it --

CUT TO

SIVANA, angry, running to her.

SIVANA

(to BEAUTIA)

You leave Darryl alone.

(to the bug -- one hand
out)

And you, come here, right now, and
I mean it.

THE BUG jumps immediately into SIVANA'S hand -- which he
shoves into his pants pocket.

CUT TO

BEAUTIA, still shaken, but trying so hard for control. When
she has it, she stares at the billionaires -- and we realize
this: she is profoundly sad.

BEAUTIA

Why can't I ever please you?

SIVANA

If you ever do, I'll be right there
with a compliment.

BEAUTIA

I brought you back from the dead,
doesn't that count for anything?

SIVANA

And how long did it take you?

BEAUTIA

Day and a half maybe, straight, no
sleep.

CUT TO

SIVANA. Glaring at his daughter.

SIVANA

(controlling himself)

I detest bragging -- if you had
started with my toes, it wouldn't
have taken ten minutes --

CUT TO

BEAUTIA. The sadness of a lost child now.

BEAUTIA

All I remember growing up is you
and your plans. Conquer the Riviera
today, freeze the White House
tomorrow.

(Beat)

And they never worked out. And then
you'd get caught. And then we'd be
alone again.

And now, gathering all her courage, she crosses the room to
her father. Plaintively --

BEAUTIA

Do you know how much I missed you?

(beat)

I don't care about money -- but why
can't we be a family for awhile? --

CUT TO

SIVANA, and he can't help it, he's touched.

SIVANA

I don't know what you mean, 'be a
family' --

BEAUTIA

-- we could start by visiting
places together, talking about it
after, seeing what we liked and
what we didn't --

SIVANA

(and now he's starting to
get with it)
-- share experiences with each
other, you mean? --

BEAUTIA

-- yes --

SIVANA

-- have backyard barbecues if we
wanted? --

BEAUTIA

-- yes -- yes --

SIVANA

(carried away)
-- we could meet the neighbors,
invite them over if they seemed
nice, maybe -- don't laugh -- maybe
even have dancing if we felt in the
mood --

BEAUTIA

(so moved)
I've never danced with you Daddy,
not once, not in my whole life.

CUT TO

SIVANA, considering what she's said as he finishes mixing the
strength powders, hands it to MAGNIFICUS --

CUT TO

MAGNIFICUS who immediately chugs it down.

MAGNIFICUS

Different and delicious.
(to SIVANA)
You're the best.

CUT TO

SIVANA. CLOSE UP. As a terrifying look hits his face. And he reaches into his pocket, pulls out a black bug, plays with it throughout the following:

SIVANA

(to BEAUTIA)

You shame me.

(big)

Conquering the Riviera was swell,
if the weather hadn't turned bad.

(advancing on her)

I admit not all my notions are
winners -- I hadn't studied
refrigeration enough to freeze the
White House -- but if that baby had
worked, the history books would
have put me in capital letters.

CUT TO

BEAUTIA, cowering, retreating.

SIVANA

You don't know me at all -- death
is nothing, I can always come back.
Pain is nothing, I can always think
it away.

CUT TO

SIVANA, bending over her.

SIVANA

I want to be remembered, Beautia.

I want the world to realize there
has never been a genius like mine.
There was Da Vinci and there was
Newton --

(huge)

**-- but towering over them all will
be Thaddeus Bodog Sivana!**

And he whirls, slams out of the house.

CUT TO

MAGNIFICUS, hurrying after him. They stop by a large oak
tree.

MAGNIFICUS

That was great in there.

SIVANA

Have pity on your sister -- she's a woman and she can't help being second rate.

CUT TO

SIVANA, as he puts an arm around his son, points to the oak tree.

SIVANA

A favor? Get rid of that.

MAGNIFICUS

You mean chop it down?

SIVANA

No, child -- I mean throw it down.

CUT TO

THE TREE AS MAGNIFICUS approaches. Dubiously, he looks back at his father.

SIVANA

Lift it, then throw it.

CUT TO

MAGNIFICUS as he bends to the task --

-- and he lifts the tree clean out of the ground. Then he hurls it fifty yards away.

CUT TO

BEAUTIA, watching from the kitchen as the tree crashes back to earth.

BEAUTIA

(not happy)

Oh boy...

CUT TO

SIVANA AND MAGNIFICUS, smiling at each other.

SIVANA

I came up with that strength formula for you in prison -- what do you think I've been doing for ten years?

(big)

(MORE)

SIVANA (cont'd)
Making plans.
(bigger)
And this was the first.
(shouting it out)
**I have a one man army to protect me
-- this time nothing can stand in
my way -- my son is now the world's
strongest man!**
(and from the happy father
and son --)

CUT TO

THE SKIES --

And here come CAPTAIN MARVEL AND JENNY zooming along. She is in his arms and having the time of her very young life.

JENNY
This is so great.
(looks at him)
If you start getting tired, tell me.

CAPTAIN MARVEL
(shakes his head)
I don't think I get tired.
(thinks)
Damn.

JENNY
What?

CAPTAIN MARVEL
I wish the Wizard had given me an instruction manual about this so I knew more what to expect.

CUT TO

A CLOUD BANK UP AHEAD --

-- without warning, THE CAPTAIN changes direction, heads into the cloud bank.

CUT TO

JENNY, surprised by what he just did, but then she stares around, just gasps.

It's so beautiful, flying through the clouds.

JENNY

(trying to buck him up)
You'll get the hang of it --
remember how whipped you were when
you started subtraction?

THE CLOUDS are growing thicker now, sun streaking beautifully
in around them.

CAPTAIN MARVEL

(suddenly, a burst)
Jenny, what I've done so far --
it's kid's stuff and evil's a big
deal and what if I screw up on
something important or what if I
say SHAZAM and nothing happens --

But the word is spoken and something very much happens --

-- many somethings, in fact --

-- the dark cloud, the lightning bursting through, the
deafening thunder, that happens first --

-- and CAPTAIN MARVEL is gone --

-- and BILLY is back --

-- and JENNY, terrified is starting to fall through space --

-- so is BILLY --

-- and stunned she reaches out for him --

-- he's above her --

-- her hands claw the air --

-- her hands hit his throat --

-- he gags --

-- and then as we watch, this terrible thing happens -- JENNY
RICHEL IS FALLING THROUGH THE CLOUDS TO HER DEATH.

CUT TO

JENNY, spinning, one final hopeful look up toward BILLY, but
then she has dropped out of the clouds, and

CUT TO

BILLY, gasping, his hands at his throat, trying to get his mouth open, trying to speak, but the air rushes in, and no sound comes out, and he is falling through the clouds, helpless and

CUT TO

JENNY leaving the clouds and here's the shocker, here's what you couldn't have known a moment before when the two of them were in conversation --

-- you could not have known how low they were --

-- but now you can see it on her beautiful face --

-- her once beautiful face, more accurately --

-- because from JENNY'S terrified stare --

CUT TO

THE GROUND, and it is rocketing up at her --

CUT TO

JENNY, and there's no question about it now, this is it, she's about to die and

CUT TO

THE GROUND AGAIN, closer, sure, a lot closer a lot sooner than you would have thought possible, but there's something else, something a lot worse that she can make out now --

-- the ground below is made up of rocks.

Jagged and deadly.

CUT TO

JENNY, and it all hits home -- she's not just going to die, she's going to be shattered --

CUT TO

THE ROCKY GROUND, flying up toward us and

CUT TO

JENNY, and she hasn't got much time now, seconds, a few, not many and with a final look up toward the clouds she takes a last breath, tries to die as well as she can, considering she's all of fifteen and

CUT TO

THE CLOUDS, and yess --

-- yesss, dammit --

-- because there's a lightning flash up above --

-- and a roar of thunder --

-- and here he comes, CAPTAIN MARVEL himself, down through the clouds and

CUT TO

-- JENNY, maybe a foot from the rocks, maybe even less.

CUT TO

CAPTAIN MARVEL. CLOSE UP.

And now this terrible look hits his handsome face --

-- pain and despair --

-- and worse, failure --

-- because as he looks down he realizes the truth -- he cannot fly down to rescue her in time.

CUT TO

JENNY. AND FREEZE.

She is maybe all of six inches above the rocks.

CUT TO

JENNY AGAIN. AND FREEZE.

Two inches.

CUT TO

JENNY. AND FREEZE AGAIN.

And this is it -- this is the horror about to begin --
-- because the rocks are now touching her perfect skin --
-- you can see the mark already there on her perfect skin.

A red mark.

A red mark that will soon be replaced by blood.

CUT TO

JENNY. AND FREEZE.

The same as before. The sharp rocks have touched her skin.
The red mark is as before.

No, a little bigger now, a little deeper red.

CUT TO

JENNY. FREEZE.

The same as before. The red mark is as before.

No, even a little bigger than before.

But you know that this is it --

-- you know blood is going to pour.

CUT TO

JENNY. FREEZE.

Exactly the same frozen moment as before.

Well, maybe not exactly --

-- almost the same frozen moment would have been more
accurate.

Because now as we stare we see something that wasn't there
the last time --

-- a tiny bit of space is now visible between the sharp rocks
and JENNY'S perfect skin.

CUT TO

JENNY. FREEZE.

There is definitely a bit of space between the rocks and her skin.

Oh maybe, a thirty second of an inch.

HOLD.

Now a sixteenth of an inch of space.

Now a quarter inch, now a half --

-- no question, JENNY RICHIE IS RISING --

-- RISING THROUGH THE AIR and as we realize that --

CUT TO

CAPTAIN MARVEL, above her, a look of total determination on his face --

-- as he continues to inhale --

-- as he continues to bring her away from danger --

-- away from the rocks.

CUT TO

CAPTAIN MARVEL, CLOSE UP, a mighty effort, inhaling her up into the air to him --

-- but he won't stop, nothing will make him stop --

CUT TO

JENNY, away from the rocks now, far enough away for the CAPTAIN to swoop down, hold her in his arms

-- and as they float down gently to the ground, he SHAZAMS again and we

CUT TO

OUR TWO KIDS, holding each other, trying to hold together.

But there is no question that they are both more shaken than they have ever been.

BILLY

I almost killed you --

JENNY

-- I'm gonna be fine --

BILLY
-- but I almost killed you --

CUT TO

BILLY. CLOSE UP. Shattered. HOLD for a moment, then --

CUT TO

THE WIZARD, seated beneath the giant marble slab as before.
Everything is as it was before --

-- except the string is unravelling much faster now -- almost
nothing left of it.

THE WIZARD
I've been expecting you.

PULL BACK TO REVEAL

CAPTAIN MARVEL flying in, obviously upset.

CAPTAIN MARVEL
(never talked this fast)
I don't mean to seem ungrateful,
but what if I turn out to be the
world's first failure superhero?
I'm thinking maybe it would be best
if I turned in my cape right now.

THE WIZARD
It's all been bad then?

CAPTAIN MARVEL
No, no, the juggling those guys was
great, and I loved the chess, and
you should have seen my baseball
throw --

THE WIZARD
(pointing to his
Histormama)
-- I did.
(beat)
Could I speak to Billy please?

CAPTAIN MARVEL
You mean El Twerpo?
(says the word)
Shazam.

CUT TO

BILLY, after the thunder and lightning, looking up at the OLD MAN.

BILLY

I almost didn't come today.

THE WIZARD

You thought I'd be disappointed in you?

(BILLY nods)

Billy, I have no absolutely no complaints with your progress so far, considering your youth and lack of experience --

(beat)

-- and of course, not all the Gods have joined you yet.

BILLY

(stunned)

They haven't? Well, where are they? What are they waiting for?

THE WIZARD

Zeus has to feel needed --

BILLY

-- well I need him --

THE WIZARD

-- what can I tell you? -- he's been ruler of the Gods for so long, he has to feel like he's in charge. And Solomon's worse, always last -- he's so smart, he has to weigh all the pro's and con's. But I promise, they will join up.

BILLY

That's a huge plus but you've got to understand -- I haven't even figured out what evil is yet.

CUT TO

THE WIZARD. CLOSE UP.

THE WIZARD

Evil is the enemy of decency. Evil glories in causing pain.

CUT TO

THE TWO OF THEM.

THE WIZARD

You will learn all this, it just takes a little time --

(beat)

-- I want you to do me this favor -- keep your cape for now.

BILLY

But what if the next guy is stronger than me, what if the next guy is better than me? What if I lose?

THE WIZARD

You are going to be the greatest Captain Marvel ever.

(looks down at THE BOY)

If you can just manage to live through your on the job training.

(he likes the kid)

Now promise me you'll try and enjoy it more.

(BILLY nods)

Then we're still in business?

CUT TO

BILLY. As he nods again --

CUT TO

MR GATES, at the orphanage, leading BILLY into an empty classroom.

MR GATES

We both know how important this examination is -- please tell me you've been studying extra hard.

BILLY

I have to. I'm not exactly a whiz at grammar.

MR GATES

(puts a large exam on desk as BILLY sits)

Luck to you.

CUT TO

BILLY, as he sits, makes a smile. MR GATES leaves. BILLY'S alone.

CUT TO

THE EXAM, as BILLY peeks at the opening questions --

BILLY

No fair.

(he looks at the next page
-- it's worse)

CUT TO

THE CLOCK ON THE WALL as BILLY stares at it.

CUT TO

BILLY, deep breath, opening the exam, starting to work.

CUT TO

THE CLOCK ON THE WALL. Half an hour later.

MR GATES

(in the doorway)

Finishing up?

BILLY

Just a couple more minutes, OK?
(MR GATES nods, leaves)

CUT TO

THE EXAM. CLOSE UP

Mostly unanswered.

CUT TO

BILLY. CLOSE UP. In agony.

What to do, what to do?

Finally, he does it --

BILLY

(muttering)

Well, he said to enjoy myself more.
(whispered so soft you
almost can't hear)
...shazam...

CUT TO

CAPTAIN MARVEL -- or rather, what could be the ghost of CAPTAIN MARVEL, hovering alongside BILLY.

CUT TO

THE EXAM as the answers appear almost miraculously.

HOLD, as more and more of the answers are filled and

CUT TO

EXAM REPORTS on a wall.

BILLY got 100.

CUT TO

A BUNCH OF KIDS AT THE ORPHANAGE checking the results.

JENNY AND BILLY among them.

JENNY looks at the score, then at BILLY.

JENNY

Perfect? In grammar? Tell me you didn't.

BILLY

(all innocence)

Don't know what you're talking about.

(As he walks away --)

CUT TO

A CORRIDOR IN THE ORPHANAGE.

Here comes MR GATES, moving quickly --

-- a different look on his face.

He is accompanied by a MUSCULAR CHAUFFEUR. Who stays right next to MR GATES.

They reach the front door of the orphanage, go outside as we

PULL BACK TO REVEAL

BILLY AND JENNY reading comics on the front steps.

CUT TO

MR. GATES AND THE POWERFUL CHAUFFEUR moving quickly past. As MR. GATES slows --

MUSCULAR CHAUFFEUR
(still staying close)
We are late, sir.

MR GATES
(to BILLY and JENNY)
You are not allowed outside at this orphanage reading that kind of material.
(beat)
You're both new here, but rules are rules.
(he points to the door)

BILLY
(totally confused, they rise, start inside)
Yessir.
(just before the door closes, he glances back)

CUT TO

MR GATES. And you can see a look on his face -- maybe what the look says is this: help me!

It might be noted here that the MUSCULAR CHAUFFEUR is MAGNIFICUS SIVANA.

As he leads MR GATES away --

CUT TO

BILLY AND JENNY, inside now --

BILLY
I don't get it -- why did he say we were new here?
(they look at each other, totally confused and --)

CUT TO

AN UNUSUAL SIGHT -- THREE MEN are bound in chairs, arms tied behind them, eyes covered.

These are the same THREE MEN we saw in SIVANA'S kitchen.

With the same numbers: '2' '5' '10'.

THE THREE are middle aged, distinguished looking. The one with the '10' on his chest is MR GATES.

ALL THREE, it should be noted, are terrified.

Now SIVANA'S VOICE is heard, going on very calmly, very reasonably.

SIVANA (OVER)

Thank you all so much for coming.

(the sound of his happy
laughter)

As everyone knows, I was born with
more brains than anyone in history.

(beat)

Not to mention a phenomenal amount
of modesty.

(longer pause)

But alas, poor.

PULL BACK TO REVEAL

WE ARE IN A LOVELY HOTEL SUITE HIGH ABOVE THE CITY.

A terrace beckons outside, the french doors open.

There is a room service tray, coffee, tea sandwiches.

SIVANA paces as he talks. MAGNIFICUS AND BEAUTIA watch in the background.

SIVANA

(now he moves toward them)

Two hundred million, five hundred
million, and most poetically, one
billion.

(pause)

That is ten percent of what each of
you is worth and those are the
gifts you will give to me. I think
I'm more than fair, don't you
agree? In exchange for your safe
release.

OLDEST BILLIONAIRE

-- how do we know you'll release
us?

SIVANA

You have my word, sir -- and as the world knows, that is the purest gold.

(looks at them)

Are we in agreement then?

CUT TO

MR GATES, as quietly he begins to speak.

MR GATES

I want to live very badly -- I was an orphan and when I became rich, I sold my business in order to begin my dream -- to build the finest orphanages anywhere. And I have. I have made my dream come true. I am the happiest of men.

SIVANA

And the most fortunate, sir.

MR GATES

And not one cent will you ever get from me -- any money I have will go to orphans, not monsters.

SIVANA

I would tread carefully, if I were you.

CUT TO

MR GATES. CLOSE UP. A firm shake of the head.

MR GATES

You do not frighten me sir -- and I would rather be dead than help you.

CUT TO

SIVANA. A sweet smile as he goes to the other TWO BILLIONAIRES, takes the bandages from their eyes.

They are scared, sure, who wouldn't be, but their fear is about to skyrocket out of all control --

-- because SIVANA has taken two large black bugs from his pockets, puts them on the BILLIONAIRES' FACES, makes a gesture to 'stay' --

-- the bugs remain exactly where SIVANA put them --

SIVANA

I think you'll be glad you
witnessed this.

(turns to his son)

Magnificus? Mr. Gates would rather
be dead -- make his dream come
true.

CUT TO

MAGNIFICUS, so powerful. He picks up MR GATES in his chair,
flexes his muscles, and throws him through the open french
door and over the terrace --

-- where he falls from sight.

Dead silence. Then --

OLDEST BILLIONAIRE

(blind fear)

Anything you want, take it.

(THE SECOND BILLIONAIRE
nods.)

SIVANA

(happily)

Reason wins again.

OLDEST BILLIONAIRE

-- and get these things off us --
please --

CUT TO

THE FRENCH DOORS AND THE TERRACE BEYOND.

How many seconds since MR GATES died?

SIVANA

Any other requests, gentlemen?

(as BOTH RICH MEN shake
their heads, he puts the
bugs back in his pockets)

CUT TO

A SHOT FROM STREET LEVEL.

Something is falling dead at camera --

-- it's MR GATES, still bound in the chair.

And he's streaking down toward the pavement as we

CUT TO

CAPTAIN MARVEL, flying in alongside.

CAPTAIN MARVEL

Sorry, mister, but you're breaking
the speed limit --

CUT TO

MR GATES, stunned and grateful beyond telling as CAPTAIN
MARVEL brings them both safely to earth, starts to free him
from his chair.

MR GATES

(almost tears of
gratitude)

Of course you understand, any words
of mine --

CAPTAIN MARVEL

-- thank you, I understand -- but
no time for talk -- you alert the
police -- I have work to do --

(MR GATES is free now)

CUT TO

CAPTAIN MARVEL -- and he is off --

-- MR GATES runs to a nearby policeman --

CUT TO

THE HOTEL SUITE. MAGNIFICUS paces. BEAUTIA does what she
can to make the bound BILLIONAIRES more comfortable.

SIVANA is working on a stack of papers.

SIVANA

This is all totally legal, of
course -- I'm just marking the
places where you'll need to sign.

(police sirens are heard)

CUT TO

MAGNIFICUS, going to the terrace as the sirens grow louder.
He moves to the railing, looks down --

CUT TO

MAGNIFICUS, CLOSE UP.

Stunned. Crying out to SIVANA.

MAGNIFICUS
(wildly upset)
I need you!

CUT TO

SIVANA, hurrying to the terrace as there is a knock on the door and A BELLMAN enters carrying a large tray.

BELLMAN
Tea sandwiches, where do you want them?

SIVANA
(on the terrace)
I don't want them --
(starting to get flustered)
-- just wait.
(goes to the terrace)

MAGNIFICUS
Something's wrong.
(pointing to the street)
He should have gone splat, right?

CUT TO

THE STREET FROM HIGH UP. Clearly, no one has gone splat recently.

HOLD.

Now here comes this squadron of police cars, stopping at the hotel entrance, and as DOZENS OF POLICEMEN hurry inside --

CUT TO

SIVANA, worried now, going back into the suite, stops dead.

CUT TO

THE BILLIONAIRES -- THE BELLMAN is setting them free.

SIVANA
(to his son)
Magnificus -- stop him.

MAGNIFICUS races to THE BELLMAN and with one powerful move, does what he did to MR GATES -- throws him through the french doors and over the terrace railing.

THE BELLMAN falls from sight.

HOLD.

KEEP HOLDING.

NOW THE BELLMAN is in view again --

-- rising, rising through the air --

CUT TO

MAGNIFICUS, and he cannot believe it.

MAGNIFICUS
How can he do that?
(SIVANA stares out,
amazed)

CUT TO

THE REASON FOR HIS AMAZEMENT -- because now THE BELLMAN peels off his uniform --

-- it's CAPTAIN MARVEL. And he looks fabulous.

CUT TO

BEAUTIA in the suite, as she stares out at CAPTAIN MARVEL.

And this is a big moment in her life -- she is gorgeous, yes we know that, brilliant, yes, we know that too, but the men in her family have not been supportive, to say the least.

Now, as she stares transfixed at CAPTAIN MARVEL, you can feel her heart -- and it is pounding -- she has found her perfect man --

-- love comes so fast sometimes!

Behind her, SIVANA takes some vials from his briefcase, shoves them at his son who pockets them.

SIVANA
Prove your love, Magnificus -- show
no mercy --
(pointing out)
-- whoever or whatever he is, kill
him!

(MORE)

SIVANA (cont'd)
(to BEAUTIA)
You -- take your camera, go to the
roof and record his triumph.
(BEAUTIA nods, heads out
the door)

SIVANA turns, a final victory gesture to MAGNIFICUS, then he is gone.

MAGNIFICUS stands still a moment, staring out --

-- and there is joy on his face --

CUT TO

CAPTAIN MARVEL, and here he comes, his body bullet shaped as he roars in over the terrace, head first --

CUT TO

MAGNIFICUS, launching himself head first through the open french doors --

CUT TO

THE WORLD'S MIGHTIEST MORTAL colliding with THE WORLD'S STRONGEST MAN --

-- full speed --

-- head first --

-- the sound is horrible.

BOTH MEN are dazed.

CUT TO

The terrace as they come crashing down, rubbing their heads, staring at each other.

CAPTAIN MARVEL makes it to his feet first, charges --

CUT TO

MAGNIFICUS and for an instant, his body assumes a pose like the martial arts photographs we saw in the kitchen --

-- then his body uncoils in a way we've never seen --

-- his legs lash out, connecting with CAPTAIN MARVEL'S stomach.

-- CAPTAIN MARVEL gasps, surprised, and careens into the wall.

CUT TO

CAPTAIN MARVEL as he goes down --

-- but only for an instant --

-- he's up again and charging --

-- this time MAGNIFICUS goes into a different style of attack, kicks the CAPTAIN hard again, this time in the throat.

CAPTAIN MARVEL goes down again, is slower getting up.

MAGNIFICUS

If you're trying to make me
overconfident, you're doing a
wonderful job.

CUT TO

CAPTAIN MARVEL, CLOSE UP. Clearly his opponent is more experienced than he is.

But he rises again and this time, no charge -- he walks toward MAGNIFICUS.

CUT TO

MAGNIFICUS and this time, no martial arts counterattack.

He waits in the middle of the room as CAPTAIN MARVEL throws his arms around him, puts him in a bear hug.

The air starts to go out of MAGNIFICUS.

CAPTAIN MARVEL increases his pressure.

Now MAGNIFICUS arms lock around CAPTAIN MARVEL.

Double bear hug.

CUT TO

CAPTAIN MARVEL AND MAGNIFICUS, their bodies locked, their arms taut and straining --

-- now a gasp --

-- and it's from CAPTAIN MARVEL and the news is not good --

MAGNIFICUS is stronger.

They break.

CUT TO

CAPTAIN MARVEL and for just an instant it's there behind his eyes -- fear.

CUT TO

MAGNIFICUS and he sees the fear, can't help a quick smile. Now he gestures for THE CAPTAIN to come and get him and

CUT TO

CAPTAIN MARVEL, moving in.

CUT TO

MAGNIFICUS, the vials his father gave him in his hands now as THE CAPTAIN approaches. In one sudden move, he flings the stuff in the vials at the CAPTAIN --

-- at his eyes, more precisely.

CUT TO

CAPTAIN MARVEL, CLOSE UP, as the liquid hits his eyes.

And he's blind!

He cries out in shock, his hands go to his face.

CUT TO

MAGNIFICUS watching, fascinated.

CUT TO

CAPTAIN MARVEL, trying to get away.

CUT TO

MAGNIFICUS -- no chance of that --

-- he goes into a dive, his body parallel to the ground --

-- and he stomps CAPTAIN MARVEL in his unprotected face.

It's a terrible blow --

CUT TO

-- CAPTAIN MARVEL, helpless, flying off the terrace, slamming into the neighboring building --

-- he reaches out blindly, manages to find a ledge, gropes around, climbs on.

CUT TO

BEAUTIA on the roof of the building where the fight started, camera whirring away.

CUT TO

MAGNIFICUS, jumping down to the street --

-- grabbing a large metal statue, ripping it off it's pedestal and as he jumps back up --

CUT TO

THE CAPTAIN on the ledge, rubbing his eyes desperately --

CUT TO

MAGNIFICUS, swinging the statue like a club toward CAPTAIN MARVEL'S unprotected head and

CUT TO

CAPTAIN MARVEL as the blow lands --

-- and he is knocked off the ledge --

-- knocked across to the roof of another building --

CUT TO

MAGNIFICUS, swinging the statue again, cursing as it breaks apart on CAPTAIN MARVEL'S body.

CAPTAIN MARVEL stands helpless --

-- we're on an open rooftop.

MAGNIFICUS moves in, stands right in front of him.

MAGNIFICUS

Hit me.

(CAPTAIN MARVEL swings at
the sound, but MAGNIFICUS
ducks the punch, slaps
him in the face.)

What can you do?

(slaps him again)

Nothing. Not a thing.

CUT TO

THE WIZARD, sadly watching the slaughter on the HISTORAMA.

THE WIZARD

(whispering)

Oh Billy I am so sorry --

CUT TO

CAPTAIN MARVEL stands there, blind, doing his best to be
ready for the next attack.

MAGNIFICUS

No mercy now.

And with that, MAGNIFICUS takes off to the next building, one
under construction.

CUT TO

MAGNIFICUS ripping a huge girder from the new building,
turning, picking up speed, heading straight toward the blind
man, aiming the girder at CAPTAIN MARVEL'S unprotected face.

Nothing CAPTAIN MARVEL can do but wait for whatever's coming.

MAGNIFICUS grips the girder tighter, zeroes in.

The collision is awful.

THE GIRDER splits in half from the impact.

THE CAPTAIN falls to his knees.

Helpless.

MAGNIFICUS slams the girder down in frustration, goes back to
the other building for another one.

A bigger one.

He jumps toward the top of the new building.

CUT TO

CAPTAIN MARVEL on his knees.

He knows it's over, he knows he's going to lose.

CUT TO

THE WIZARD closing his eyes. He knows it's over too.

CUT TO

CAPTAIN MARVEL -- and this terrible rage and hopelessness overtakes him.

CAPTAIN MARVEL
(to himself)
How could you lose like this?
(despair)
He humiliated you -- when it
mattered, you let evil win.
(trembling)
How many will die now...?

CUT TO

CAPTAIN MARVEL. CLOSE UP.

And suddenly his face is flooded with tears.

Tears of rage...and helplessness...and failure...and...

Hmmm.

He's blinking now.

He's the world's mightiest mortal, right, so why shouldn't he have the world's mightiest tears?

Tears that could wash away acid.

He roars to his feet.

Rubs his eyes.

Now he opens his eyes.

And looks out at the world.

He can see again.

And then amazement is on his good face --

CUT TO

THE NEARBY BUILDING --

-- and a shadow. Of a powerful man.

CAPTAIN MARVEL

(stunned -- to the shadow)

Zeus? Is that you?

(THE SHADOW seems to nod)

If you need to feel needed, now's a
good time -- I could use a little
help here.

CUT TO

THE GIANT SHADOW -- it does not move.

CUT TO

MAGNIFICUS flying in with the new girder.

CUT TO

THE SHADOW. Still doesn't move.

CUT TO

MAGNIFICUS, and he is a rocket now -- a rocket with a giant
deadly weapon and he is coming closer now, and he is going
faster that he ever has now and

CUT TO

THE SHADOW. Hesitating, hesitating and

CUT TO

MAGNIFICUS, and this is it, he's so close and

CUT TO

THE SHADOW, and at last it moves --

-- and in a blink it's disappeared inside THE CAPTAIN and --

-- and just in time --

CUT TO

MAGNIFICUS, with this great look of joy on his face as he
flies in with the new giant girder aimed straight at the
CAPTAIN'S unprotected face.

Too late, baby!

CUT TO

THE CAPTAIN, grabbing the girder, flipping it over, throwing MAGNIFICUS into the air.

Now he takes off after him --

CUT TO

MAGNIFICUS, shocked at what's happening --

-- but more shocked at what happens next --

CUT TO

THE CAPTAIN, grabbing him, bending MAGNIFICUS backwards --

-- he's about to break him in two --

CUT TO

MAGNIFICUS as he screams, manages to twist free, jumps from the rooftop, trying to escape --

-- CAPTAIN MARVEL right behind him.

CUT TO

A POLICE HELICOPTER, roaring in close to the action.

CUT TO

THE HELICOPTER, as MAGNIFICUS spots it, heads for it.

CUT TO

We're close to the hotel now and BEAUTIA is still on the roof, video camera aimed at the action.

CUT TO

MAGNIFICUS, right beside the helicopter now.

MAGNIFICUS
I'll kill the pilot.

CAPTAIN MARVEL
I don't think so.

CUT TO

MAGNIFICUS, smashing the tail of the helicopter --

-- which starts to fall --

-- CAPTAIN MARVEL goes after it --

-- MAGNIFICUS takes off trying to get away --

-- CAPTAIN MARVEL grabs the helicopter, steadies it.

CUT TO

THE HELICOPTER PILOT, staring out at CAPTAIN MARVEL, and his life has just been saved, and he starts to say a very loud 'Thank you' --

-- but suddenly he is shouting something different -- 'look out' --

CUT TO

MAGNIFICUS, close behind CAPTAIN MARVEL now -- who is doing his best to keep the helicopter from falling --

-- MAGNIFICUS has a thick metal wire in his hands -- slips it around CAPTAIN MARVEL'S throat, and as he starts to strangle him --

CUT TO

BEAUTIA'S VIEW, close in now, capturing the action --

-- CAPTAIN MARVEL says 'holey moley' in surprise, and then is in the fight of his life to stop from being choked to death.

CUT TO

CAPTAIN MARVEL and with one incredible exhibition of strength, he snaps MAGNIFICUS over his head --

-- MAGNIFICUS goes spinning through the air.

CAPTAIN MARVEL brings the helicopter safely to the nearest roof top --

-- then he's off after MAGNIFICUS.

CUT TO

MAGNIFICUS, leaping from one building roof toward the next building, as CAPTAIN MARVEL comes close.

CAPTAIN MARVEL

I have a theory.

(MAGNIFICUS glares at him,
leaps to still another
building)

Tell you what it is -- I can fly
but you can't, you can only jump
from place to place. So my theory
is that if I grab you and takes you
very high up in the air and then
drop you --

(beat)

-- guess what, you'll fall, you'll
crash and burn just like everybody
else.

(smiles now)

What do you say, shall we test my
theory? If you don't want to, I
won't force you. Yes or no?

MAGNIFICUS

(screaming)

Stay away from me.

CAPTAIN MARVEL

I'm calling that a 'yes.'

CUT TO

CAPTAIN MARVEL, suddenly rocketing in at the other man,
grabbing MAGNIFICUS, heading for the sky.

CUT TO

THE TWO OF THEM, high up now.

CAPTAIN MARVEL releases MAGNIFICUS.

Who starts to fall.

MAGNIFICUS tumbles out of frame.

We stick with CAPTAIN MARVEL.

CUT TO

THE CAPTAIN, flying back toward the ground. An interested
look on his face as he follows the other man down.

CUT TO

THE GROUND -- a park.

CUT TO

CAPTAIN MARVEL as he continues his descent.

We hear a shriek from MAGNIFICUS.

Then a crunching sound.

CUT TO

THE PARK as MAGNIFICUS careens into the ground --
-- making a hole ten feet deep.

And just lies there.

CUT TO

CAPTAIN MARVEL. A last look.

CAPTAIN MARVEL
It's nice to be right some of the
time.
(as he heads for the
clouds --)

CUT TO

A POLICE HOSPITAL.

CUT TO

A SMALL ROOM, barred windows, all that.

MAGNIFICUS, unconscious, lies tied to a bed --

-- bandages and tapes and splints everywhere. He's not
moving for awhile.

Now, from his motionless body --

CUT TO

THE SMALL SIVANA DINING ROOM.

A large computer rests on the table. BEAUTIA operates it.
SIVANA paces.

SIVANA

Closer.

(Suddenly snarling)

Can't you do anything?

BEAUTIA

Sorry, sorry.

(sighs, makes a few

clicks. Then --)

This what you want?

(and on her words)

CUT TO

THE COMPUTER SCREEN.

We are looking at a tape of BEAUTIA'S coverage of the fight, when MAGNIFICUS was destroying the helicopter and CAPTAIN MARVEL was fighting to save it.

And MAGNIFICUS was strangling him.

Not the clearest picture but we can make out THE CAPTAIN, surprised as the strangling attempt begins.

His lips move. We know his words: 'holey moley.'

CUT TO

SIVANA alongside his daughter.

SIVANA

What's he saying?

BEAUTIA

(it's hard)

Hocus pocus?

(shakes her head)

Hold me? Hold up? Wholesome?

Holster?

CUT TO

BEAUTIA. All she has wanted all her life is to someday please her father but these are difficult times.

Now she slows down the tape, studies it.

CUT TO

CAPTAIN MARVEL IN CLOSE UP. 'Holey moley.'

CUT TO

BEAUTIA, and she's got it!

BEAUTIA
He's saying 'holey moley.'
(shaking her head)
But that's a child's expression.

CUT TO

SIVANA, CLOSE UP.

And we about to see why he is the most brilliant mind in history.

His eyes blaze. His voice becomes hollow, strange.

SIVANA
That's because he is a child.
(thinking back)
Do you ever remember me telling
about this evil wizard who kept
putting me in prison years ago?
He's too old to do that now, but
this --
(points to CAPTAIN MARVEL)
-- this creature must be who he has
chosen as a replacement.
(huge)
The new Captain Marvel is hidden as
a child!
(sharp command)
Make him young.

CUT TO

THE COMPUTER SCREEN.

CAPTAIN MARVEL'S FACE FREEZES.

BEAUTIA'S hands flick across the keyboard --

-- and as we watch, CAPTAIN MARVEL'S FACE CHANGES.

Morphing younger and younger.

A MONTAGE now of THE CAPTAIN as he must have looked at
twenty-two -- almost the same, but more youthful.

-- now twenty -- and younger still --

-- now at seventeen -- leaving adolescence --

-- fifteen -- good looking, but clearly not a man.

-- and now BILLY BATSON'S FACE fills the screen.

CUT TO

SIVANA studying BILLY.

SIVANA

So that is my new enemy.

(sharp)

Find out who he is!

BEAUTIA'S fingers fly even faster -- she is brilliant --

-- a blizzard of instructions --

-- then she hits a key that says 'MATCH' and --

CUT TO

THE COMPUTER SCREEN. A photo from a local newspaper. MR GATES stands proudly, his arms around two ORPHANS -- BILLY AND JENNY.

The caption reads: SPELLING CHAMPS AGAIN.

CUT TO

SIVANA AND BEAUTIA, reading the caption.

BEAUTIA

'Billy Batson' -- 'Jenny Richee.'

SIVANA

The Wizard must have given him some code word to say when he wants to become Captain Marvel.

CUT TO

SIVANA. Eyes fixated on the young pair.

SIVANA

Look at him -- see how he loves her?

CUT TO

SIVANA. CLOSE UP. HUGE. In ecstasy --

SIVANA

I love my son as much and he broke
my son's bones -- I will break him,
body and soul.

HOLD ON SIVANA'S MADNESS --

CUT TO

A SHOT UNLIKE ANYTHING WE'VE SEEN --

-- it's as if we are looking at something tiny though a very
long telescope -- and there is movement --

-- someone is coming closer --

-- who though? --

-- still can't tell --

-- but the movement is getting more frantic --

-- HOLD --

-- KEEP HOLDING --

-- and now we can make out that it's JENNY --

-- JENNY RICHELIEU is racing toward camera --

-- now her face fills the screen -- despair and shock and
pain --

JENNY

-- they adopted me Billy -- I'm
going away forever --
(and on that)

CUT TO

BILLY. It's BILLY she was running toward. Her words knock
him back a step. Despair and shock and pain here too.

CUT TO

BILLY AND JENNY. CLOSE UP.

Nothing will ever be the same.

And they both know it.

HOLD BRIEFLY, then --

CUT TO

JUST THE SWEETEST LOOKING MIDDLE AGED COUPLE YOU EVER SAW.

THEY are waving.

PULL BACK TO REVEAL

BILLY AND MR GATES, standing by the front of the Orphanage, waving back.

CUT TO

JENNY, seated in the back seat of a car, and she couldn't look happier as she smiles out at BILLY AND MR GATES.

CUT TO

BILLY AND MR GATES, smiling back at her, watching as the MIDDLE AGED COUPLE get in the car.

THE CAR begins to move.

Out of sight...gone

CUT TO

BILLY, no smile now, excusing himself, miserably racing off, runs out of sight.

WE HEAR THE SOUNDS WE HAVE COME TO KNOW.

CUT TO

Of all things, faint tire tracks in a road.

PULL UP A LITTLE --

-- these are the tracks made by the car taking JENNY away, and they look absolutely like any other. Now --

PULL WAY UP INTO THE SKY --

THE CAPTAIN is there, staring down after JENNY.

CUT TO

THE ROAD -- a million different tracks are faintly visible.

CUT TO

CAPTAIN MARVEL, and to his eyes, JENNY'S CAR TRACKS stand out from all the others, like gold.

He flies along a moment more. Then turns.

CAPTAIN MARVEL
(muttering to himself)
Jerk.

And he flies back toward the Orphanage alone.

CUT TO

INSIDE THE CAR. Late afternoon now and the MIDDLE AGED WIFE is driving.

All peaceful here as JENNY stares out the window.

CUT TO

THE MIDDLE AGED MAN in the passenger seat and he's doing something -- taking a few drops of liquid from a small bottle, squeezing the drops into a cloth. When it is moist he turns, smiles at JENNY.

MIDDLE AGED MAN
Look at this, will you?

CUT TO

JENNY, as she leans forward --

-- in a blink the cloth covers her face --

-- the MIDDLE AGED MAN holds it there firmly.

Then he releases her and she slides onto the back seat, unconscious.

CUT TO

THE MIDDLE AGED MAN, satisfied, beginning to pull the heavy make-up from his face -- it's SIVANA. And BEAUTIA is doing the driving. As she speeds up --

CUT TO

NIGHT, AND A ROOM WE HAVE SEEN BEFORE -- it's the laboratory in SIVANA'S HOUSE, the place where BEAUTIA brought her father back to life.

JENNY lies alone in the room, strapped on the operating table --

-- and she is terrified, who wouldn't be --

-- but now it gets so much worse, now it's all she can do not to scream --

-- because here comes SIVANA --

-- carrying a large glass bowl --

-- he puts it down alongside her --

-- it's filled with his bugs.

JENNY tries to get away, of course, can't.

JENNY

You are going to be so sorry.

SIVANA

Why, because of him?

(JENNY says nothing)

Captain Marvel, child -- I know all about Billy and the Captain.

(JENNY is stunned))

CUT TO

SIVANA and now JENNY'S nightmare is getting worse -- he picks up a large hypodermic needle.

And then reaches into the bowl, takes out an enormous beetle -
-

-- and crushes it over a calibrated glass tube.

Dark drops of dark liquid fall from the beetle into the tube.

JENNY

(can't help it, cries out)

What are you doing?

SIVANA

Do I frighten you, dear? Well, a word of advice -- soon you will have no mind left, so while you still control it, go somewhere wonderful, when you were brave and free. Make that your last memory.

(beat)

When was it, child?

CUT TO

JENNY'S PERFECT FACE -- her eyelids flutter and she tries to take her mind away.

JENNY

(soft)

When I saved Billy.

CUT TO

SIVANA, as he crushes more insects -- liquid from their bodies drops into the calibrated tube.

SIVANA

(impressed)

That is brave. Go on.

JENNY

(almost trance like)

There was this blizzard. I was staring out at the snow and...

(stops)

SIVANA

Staring at the snow and...?

CUT TO

JENNY. CLOSE UP.

JENNY

It doesn't make sense, but I just knew there was someone out there.

(beat)

I tried getting a grown-up.

(softer)

But no one believed me. So I just ran out myself, and I ran all over and I can still feel the snow on my dress and it was freezing but I kept on because I knew there was someone waiting for me -- then I found Billy and brought him in.

SIVANA

Wonderful, hooray for you, and now I've got a special surprise --

(he pours the dark liquid from the tube into the hypodermic needle)

The ancient Egyptians were far wiser than we ever will be -- and they worshipped the scarab beetle -- because it possessed such extraordinary powers, could do such amazing things.

(beat)

(MORE)

SIVANA (cont'd)

Now my surprise --
(he holds the needle close
to her) --
-- this is for me.

And he plunges it into a vein in his own arm, presses the
plunger down.

SIVANA takes a deep breath, puts the needle aside, goes to a
nearby mirror, looks at himself.

CUT TO

SIVANA IN THE MIRROR. CLOSE UP.

And very quickly it happens -- as we watch, his eyes don't
just blaze, no, they seem to flame.

Now back to normal.

CUT TO

SIVANA, turning back to JENNY.

SIVANA
-- look at me.

CUT TO

JENNY. She does -- and then she cries out, because his eyes
flame, then go back to normal.

CUT TO

SIVANA AND JENNY, heads close now.

SIVANA
You must have been so frightened in
that blizzard.

JENNY
(barely a whisper)
Blizzard...?
(now she is still)

CUT TO

SIVANA, looking at her.

SIVANA
(points to his eyes)
I've burned your memory away.
(in triumph)
You're just a vegetable now --
(MORE)

SIVANA (cont'd)
(he unstraps her, lifts
her)
-- and will be till you die...

He carries her body out of the room.

CUT TO

MIDDLE OF THE NIGHT.

SIVANA comes up from the basement into the kitchen, stops.

BEAUTIA waits for him, a small suitcase packed and ready.

BEAUTIA
This is as far as I go. I can't
take your contempt any more --

SIVANA
(with scorn)
You'll come crawling back to me.

BEAUTIA
(shake of the head)
I've been crawling to you all my
life.
(beat)
No more.
(THEY stare at each other.
No love lost here.)

CUT TO

THE ORPHANAGE. Morning. BILLY AND MR. GATES walk along a
corridor. MR. GATES seems upset.

MR. GATES
It's worrisome.
(BILLY gestures for him to
go on)
Every one of our children is
supposed to call when they reach
their new home. Either when they
arrive or if it's very late, the
next morning.
(shakes his head)
I'm sure there's a good
explanation, the excitement of a
new home and all -- but it's not
like our Jenny.

CUT TO

BILLY. Doesn't say a word, just breaks into a run --

CUT TO

SIVANA, staring out a window of the laboratory, looking up at the sky.

SIVANA
(happily)
Peek-a-boo-ooh, I see you-ooh.

CUT TO

What he sees -- CAPTAIN MARVEL is flying near SIVANA'S house.

CUT TO

THE TIRE TRACKS leading straight up to the place.

CUT TO

CAPTAIN MARVEL, rocketing inside -- ready for anything.

CUT TO

SIVANA and he looks totally stunned as CAPTAIN MARVEL suddenly fills the doorway to the laboratory.

CAPTAIN MARVEL
Where is she?
(SIVANA starts to protest
his innocence)

CUT TO

CAPTAIN MARVEL. CLOSE UP.

CAPTAIN MARVEL
(grabs SIVANA by the
throat)
Understand something: I want to
hurt you.

CUT TO

SIVANA. Panicked.

SIVANA
(whispering)
...basement...
(as he points to the
floor)

CUT TO

THE BASEMENT OF SIVANA'S HOUSE as SIVANA leads CAPTAIN MARVEL down the stairs.

SIVANA stops. CAPTAIN MARVEL looks around.

CAPTAIN MARVEL

Where?

SIVANA goes to a corner, points.

CUT TO

A SMALL DARK TUNNEL leading someplace. A child could fit. Probably an ordinary sized grown-up could squeeze through.

CUT TO

CAPTAIN MARVEL. He looks at the tunnel a moment.

CAPTAIN MARVEL

No way I can make that.

(to SIVANA)

You've got Jenny in there?

(SIVANA nods)

After you.

CUT TO

SIVANA, getting down on all fours, starting to crawl into the tunnel.

CAPTAIN MARVEL says SHAZAM, and as BILLY, easily fits into the tunnel, crawls quickly and

CUT TO

A ROOM AT THE END OF THE TUNNEL AS SIVANA crawls in. JENNY'S there, all right --

-- but so is a club SIVANA'S placed by the entrance.

SIVANA grabs it, and the instant BILLY'S head is visible, he hits BILLY hard --

-- there is an audible sound and quickly

CUT TO

SIVANA, smiling, sitting by the tunnel entrance.

PULL BACK TO REVEAL

JENNY, unconscious, barely breathing, in a corner.

And BILLY, groggy still, sitting beside her. His arms have been tied with ropes behind his back.

And layers of thick tape have been placed across his mouth.

He cannot talk!

CUT TO

BILLY slowly realizing the situation.

CUT TO

SIVANA, watching as the reality hits home. Huge smile --

Then he pulls a thick metal covering down over the tunnel opening --

CUT TO

BILLY, watching.

Now comes a sound from the tunnel -- of a thick lock being turned.

Trapped and tied and beaten, BILLY closes his eyes --

-- but only for a moment. He takes a breath, looks around the room --

CUT TO

THE ROOM. JENNY lies motionless, could be dead. Beyond her, nothing of interest, just the floor, not the cleanest, and the ceiling is low, but you could stand if there was some reason to fight your way to your feet, and maybe that's a piece of glass in the other corner, and --

CUT TO

BILLY. Whoa. He stares, cannot believe his luck.

CUT TO

THE DISTANT CORNER and yes, it is a piece of glass in that corner, tiny and jagged, and you can't tell from this distance, but it also looks sharp.

CUT TO

BILLY, and suddenly there is energy flowing through him and it's hard, but he makes it to his knees, then to his feet and step by small step, he goes toward what could be his salvation.

CUT TO

THE PIECE OF GLASS. And close up it's still tiny -- but it is really sharp.

CUT TO

BILLY going to his knees, and if you think this is easy, try it sometime, because his hands are roped behind his back and he has to somehow force them to get down to the sharp piece of glass.

CUT TO

THE GLASS as BILLY'S FINGERS come close, try to grip it, try to pick it up --

-- no good.

CUT TO

BILLY, perspiring now, trying again.

CUT TO

BILLY'S HANDS, so close to the piece of glass --

-- but close only counts in horseshoes --

-- no good again.

CUT TO

BILLY, and the effort is tremendous, and he's breathing heavily, no question.

He glances across the black hole.

CUT TO

JENNY. Motionless.

CUT TO

BILLY, and the sight of her like that enrages him, and once again he sends his hands on their mission --

-- and yesss. His fingers grip the glass.

And then, twisting his body, he begins to put pressure on the ropes that bind him.

CUT TO

THE ROPES. Thick, sure, and tied into many knots, yes, but so what, that's not going to stop him and

CUT TO

BILLY, and for the first time since he came to, there is hope behind his eyes.

CUT TO

THE ROPES. And the glass could be a razor and

CUT TO

BILLY, giving it all he has, because he senses now that the ropes are starting to give and

CUT TO

BILLY'S FINGERS, cramping, and he has to rest, but only for a moment as again they go against the rope faster and faster and

CUT TO

BILLY, and the ropes can't last much longer and

CUT TO

THE ROPES, beginning to tear away from his skin and

CUT TO

BILLY as he rips his hands free.

And the instant they are, he rips the tapes from his mouth.

And the instant the tapes are gone he shouts it out --

-- SHAZAM --

-- dead silence --

-- no cloud, not this time, no lightning, no thunder.

BILLY is more shocked than he has ever been. No sound came from his throat. He tries it again, and you can see the cords stand out in his neck --

-- SHAZAM!! --

Still the silence.

Now the dry sound of clapping. And the voice of SIVANA.

SIVANA
Good work, Billy.

BILLY whirls, stares at the ceiling.

CUT TO

A TINY SLIT in the ceiling. SIVANA'S eyes are visible.

SIVANA
Did you like the piece of glass? I
thought it was a lovely touch.
(beat)
And oh yes, I took away your voice
while you were unconscious.

CUT TO

BILLY, as he realizes the whole thing has been a trick, that he is more than ever at SIVANA'S mercy.

SIVANA
Rest now, I'm off. Have to destroy
eighty thousand people at Giant's
Stadium -- don't feel sorry for
them, they're all mouth breathers,
football fans, you understand?
It's just an hour away so that
gives you time to think about this:
when I return, things will get much
worse.
(The tiny slit closes)

CUT TO

JENNY. Lying as before.

Now here comes BILLY, all energy gone.

Helpless, he lies alongside her, closes his eyes.

HOLD on the motionless figures.

CUT TO

THE WIZARD, watching them on the Historama.

In despair.

CUT TO

OUTSIDE GIANT'S STADIUM.

A CRUCIAL GAME IN PROGRESS.

That sound you hear is the screaming of eighty thousand
crammed in and happy to be there nut fans.

CUT TO

A HOT DOG WITH MUSTARD IN MID-AIR.

Looks a little unusual, but pretty tasty.

PULL BACK TO REVEAL

THE HOT DOG is held out by a VENDOR --

THE VENDOR is standing like a statue.

SIVANA takes the hot dog, moves past.

SIVANA

Thank you, my good man.

(takes a bite, pitches it)

Next life, let me suggest a bit
more spice.

(as he moves on)

CUT TO

A SOUVENIR STAND. THE TWO GUYS that work it are statues now.
SIVANA takes a couple of Giants flags and a Giant T shirt,
moves along.

CUT TO

AN ENTRANCE. THE TICKET TAKER is a statue as SIVANA moves
into the stadium itself.

Behind him, a bunch of OTHER TICKET TAKERS rush to the GUY we
just saw. THE OTHER TICKET TAKERS try and shake him, get him
to react. No luck.

The noise of the crowd is louder from here.

CUT TO

SIVANA, moving along a ramp. He is higher now.

CUT TO

ANOTHER RAMP AS SIVANA moves ever upwards. He seems absolutely on top of the world.

CUT TO

A LONG HALLWAY at the top of the Stadium.

At the end is a door with these words: 'Control Room.' A GIANTS STADIUM GUARD stands by the door.

CUT TO

SIVANA, walking up to the GUARD.

GIANTS STADIUM GUARD
Sorry, only authorized personnel.

SIVANA
Spoil sport.
(his eyes flame.)

CUT TO

THE GIANTS STADIUM GUARD. He reaches out toward SIVANA -- and freezes like that.

SIVANA moves him aside, enters the Control Room, locks it.

CUT TO

THE CONTROL ROOM. Not all that big or as complicated and most we've seen. Nothing like a TV station. This room controls the Jumbotrons, the giant screens that flash pictures and information to the fans.

Just a camera, some mikes, a small window overlooking the stadium, and A TECHNICIAN along with the CONTROL ROOM BOSS.

THE TECHNICIAN looks up, sees SIVANA, starts to speak --
-- but SIVANA'S eyes flame -- THE TECHNICIAN freezes.

CUT TO

THE CONTROL ROOM BOSS, looking stunned at the TECHNICIAN. Then he stares at SIVANA -- big mistake -- SIVANA'S eyes flame and the BOSS is just another statue.

CUT TO

SIVANA, humming happily, setting to work, as we

CUT TO

THE STADIUM.

We've all seen it, or one just like it --

-- the only thing to note here is that high in each end zone, visible to all is this:

-- TWO GIGANTIC JUMBOTRONS.

And suddenly there SIVANA is -- in GIGANTIC CLOSE UP.

And he is smiling -- and selling -- all enthusiasm now --

-- it's like he's turned into the king of the infomercial.

SIVANA

And hello to you, Giants fans --
I'm Thaddeus Bodog Sivana, The
NFL's new National Sales Director
and I am here to make you happy.

CUT TO

THE STADIUM. THE GIANTS are marching down the field and no one pays the least attention.

CUT TO

SIVANA. So excited and bouncy.

SIVANA

And how, I can hear you asking
yourself, am I going to do that?

CUT TO

THE STANDS -- still no one pays attention. The Giants throw a long pass and everyone is screaming --

CUT TO

THE CONTROL ROOM as SIVANA wheels a camera into a different position.

CUT TO

SIVANA. He is in bigger close up now.

SIVANA

Let me just whisper two words --

(pause for emphasis)

-- cheap tickets.

CUT TO

THE STANDS as several things happen at once -- the pass is intercepted, the crowd groans, a time out is called --

-- and now a few people are starting to watch the TWO JUMBOTRONS.

CUT TO

SIVANA. The man is a master salesman.

SIVANA

Did I say 'cheap?'

(pause for effect)

Yes -- yes -- the cheapest seats in
Giant's history!

CUT TO

THE STANDS -- and now a lot of people are starting to pay attention and

CUT TO

UNDER THE STANDS AND ALL THE FOOD STATIONS -- the JUMBOTRONS are visible there too, and people are turning to each other, asking 'did he say cheap seats?'

CUT TO

SIVANA. So excited it's hard to contain himself --

SIVANA

This is a one time offer and in a minute, a phone number is going to flash on the Jumbotrons and if you call that number by midnight you can buy next year's seats at an amazing, a simply incredible discount --

(beat)

-- do I have your attention?

CUT TO

THE STANDS. Oh boy, does he.

CUT TO

UNDER THE STANDS as people rush away from the lines, race back into the stadium.

CUT TO

SIVANA. On a note of triumph --

SIVANA

I can hear you asking, Thaddeus Bodog Sivana, what do you mean by incredible?

(beat)

Do I mean half what you paid this year?

CUT TO

THE STANDS. Omigod, half price.

CUT TO

SIVANA, building to climax.

SIVANA

NO!

(Close to the camera now)

Half is nothing.

(huge)

-- one tenth of what you paid this year. That's all you have to pay -- but you must remember this number --

CUT TO

THE CONTROL ROOM as he moves the camera even closer and

CUT TO

THE STANDS. Not a sound -- everyone is staring at the giant Jumbotrons.

CUT TO

THE JUMBOTRONS AND SUDDENLY IN HUGE CLOSE UP SIVANA'S FACE APPEARS --

-- and his gigantic eyes flame --

CUT TO

THE STANDS and all the people are staring at his eyes and

CUT TO

SIVANA, and the close up is overpowering now --

-- his flaming eyes fill the screens!

CUT TO

THE STANDS. No one moves now. Eighty thousand vegetables is what we are looking at.

HOLD.

CUT TO

BILLY IN THE DARK HOLE, JENNY as before.

And his sense of helplessness and failure have only deepened. Now, things begin to get even worse --

-- because there is the sound from outside the thick metal covering of the tunnel which means it's being unlocked.

Now the thick metal covering is raised.

BILLY gets ready to face SIVANA.

Now, as a surprised look hits his face --

CUT TO

BEAUTIA coming through the tunnel, and even here, she seems to almost glow. She carefully holds a test tube.

BEAUTIA
(giving it to him)
Drink this.
(MORE)

BEAUTIA (cont'd)
(as BILLY hesitates)
Quickly, there's no time, father
will be back soon --
(omigod, she's SIVANA'S
daughter?)
-- I just made this for you -- it
will heal your throat.

CUT TO

BILLY, downing the contents of the test tube. He swallows,
looks at her.

BILLY
(yesss)
Oh boy, do I owe you.

BEAUTIA
(coming closer)
I have waited for you all my life
and I could not lose you now. You
are perfect --
(beat)
-- well not you, you know who I
mean, him, he is perfect.

BILLY
I'm not exactly chopped liver.

BEAUTIA
(taking his hand)
Put this on my heart.
(and as she starts to
place it on her perfect
breast)

CUT TO

BILLY. CLOSE UP.

BILLY
(hard to speak)
Whuh -- whuh -- what did you say
your name was?

CUT TO

BEAUTIA, looking at him with such emotion.

BEAUTIA
Beautia.
(beat)
Accent on the 'tee'.

Now she starts quickly back toward the tunnel.

BEAUTIA

And we will be together forever.

CUT TO

THE TUNNEL ENTRANCE. One blown kiss, and she disappears.

CUT TO

BILLY. Trying to deal with what just happened.

BILLY

(to himself)

No question about it, life can
really get interesting sometimes.

CUT TO

SIVANA, on top of the world, driving up to the house.

CUT TO

THE LABORATORY as he starts to tack up a few GIANTS flags.
Then stamps his foot loudly on the floor.

SIVANA

(shouting down)

Hello down there -- don't think
I've forgotten you --

Now, from below, we hear a blast of thunder.

CUT TO

SIVANA, confused -- he goes to the window, stares up at the
blue sky, trying to figure out where the thunder came from --

-- pause --

-- a long pause --

-- then the whole floor of the room seems to explode as
CAPTAIN MARVEL appears --

-- he carries a still JENNY in his arms, lays her on the
table.

CAPTAIN MARVEL

I need to save her.

SIVANA

(huge)

Learn to live with suffering!

CAPTAIN MARVEL

I challenge you to a battle of wits
for the cure.

SIVANA

A battle of wits? With you? That
should take all of ten seconds.

CAPTAIN MARVEL

(going right on)

Here are the terms -- If I win,
back to prison with you, forever.

SIVANA

And when I win?

CAPTAIN MARVEL

If you do, it means I could not
defeat evil -- so I will retire
forever from being Captain Marvel.

SIVANA

(as happy as we've ever
seen him -- he waves)

'Bye, Cap.

CUT TO

CAPTAIN MARVEL, grabbing a paper and pencil.

CAPTAIN MARVEL

I need to create the antidote.

(big)

Begin!

SIVANA

Fool -- that formula is my secret --

CUT TO

SIVANA. CLOSE UP. And for a a moment, his eyes become
distant and strange.

SIVANA

And it is now locked in my brain.

(beat)

I defy you to try and enter.

CUT TO

CAPTAIN MARVEL AND SIVANA as they both stare at each other --

-- with only the operating table separating them, and JENNY, so pale, lying motionless.

Silence.

Long silence. THE TWO MEN continue to stare. SIVANA is happy.

SIVANA

You have no chance -- this is death
chess and I am international
grandmaster.

CAPTAIN MARVEL AND SIVANA staring, staring.

Their eyes locked into each other's --

-- but from their faces, it's clear CAPTAIN MARVEL is losing.

THE CAPTAIN has to look away.

Triumph now on SIVANA'S FACE.

SIVANA (CONT'D)

Cheer up, O mighty one -- she won't
be dead for, oh at least, a few
more minutes.

CUT TO

CAPTAIN MARVEL and the look of failure is back in his eyes.

We have seen it already, when MAGNIFICUS was destroying him --

-- but that was before ZEUS decided he was needed.

CUT TO

CAPTAIN MARVEL. CLOSE UP. And as we watch, the look of failure dissolves and as he looks off --

CUT TO

What he's looking at -- on the wall behind SIVANA is a shadow. The shadow of an ancient wise man.

CUT TO

CAPTAIN MARVEL AND SOLOMON, for that is who the shadow is.

CAPTAIN MARVEL
(whispered)
You've come at last -- you're with
me now?
(THE SHADOW nods -- and in
a blink it's inside
CAPTAIN MARVEL.)

SIVANA
Talking to yourself already? Wait
til I'm finished with you.

CUT TO

CAPTAIN MARVEL, moving back up to the operating table,
staring across at SIVANA again.

CUT TO

SIVANA. A smirk on his face -- child's play.

CUT TO

CAPTAIN MARVEL AND SIVANA.

A long pause. THE CAPTAIN seems to be in trouble again --
Then HE quickly grabs for the pencil and paper, scribbles
something.

SIVANA
(a little surprised)
What was that you wrote down?

CAPTAIN MARVEL
(evasively)
Oh nothing, nothing, just some
stuff I forgot to buy earlier at
the drug store.

SIVANA
No man mocks Sivana --
(shouting)
-- what did you write down?

CUT TO

CAPTAIN MARVEL, showing the paper to SIVANA.

CAPTAIN MARVEL
'Start by boiling the juice of six
Egyptian Scarab beetles.'
(beat)
(MORE)

CAPTAIN MARVEL (cont'd)
I'm assuming I can snatch a few
from your collection.

CUT TO

SIVANA. CLOSE UP. STAGGERED. Pointing to his temple.

SIVANA
But that was locked in here.
(staring at CAPTAIN
MARVEL)
No one is genius enough to
penetrate there.

CUT TO

CAPTAIN MARVEL, looking at SIVANA for a moment.

CAPTAIN MARVEL
You may not be the only genius in
the room, ever think of that?
(scribbling now)
Eye of newt --

CUT TO

SIVANA and now we realize something -- each correct
ingredient is a knife in his heart.

SIVANA
-- a lucky guess on your part!

CAPTAIN MARVEL
Oh, right, like newt's eyes are on
the tip of everybody's tongue.
(writing hurriedly)
Let me concentrate -- toes of frog,
finely chopped --

You can tell it from his face -- SIVANA'S brain is reeling.

SIVANA
-- but the frog toe was my greatest
new addition --

CAPTAIN MARVEL
(scribbling away)
-- and salamanders -- ex-cellent --
(faster now)
-- and saute some cockroach legs
for added strength --

SIVANA is starting to fold now.

CUT TO

THE PAPER AS CAPTAIN MARVEL writes furiously -- more and more ingredients fill the page and he has to turn and start fresh on the other side --

CUT TO

SIVANA, grabbing the paper, staring at it.

SIVANA
(a cry of pain)
No fair -- this is my formula --

CAPTAIN MARVEL
(standing)
Got to get cracking and mix up a batch --

CUT TO

SIVANA. CLOSE UP. A terrible moment for him. All the fire leaves him. As we watch, he is turning into a shipwreck.

SIVANA
(energy going, going...)
-- but this is my worst nightmare --
(near tears)
-- **there is a genius greater than me...**

HOLD ON what was once SIVANA. Then --

CUT TO

CAPTAIN MARVEL moving outside of the house, dumping a beaten SIVANA on the ground.

THE CAPTAIN holds a tiny vessel of blue liquid.

CUT TO

CAPTAIN MARVEL IN CLOSE UP.

And you can tell from his face, something is about to happen.

He puts his hand on his chest --

-- touches the lightning bolt there --

-- and now the most blinding flash of light you ever saw! --

-- AND CAPTAIN MARVEL HOLDS THE LIGHTNING BOLT IN HIS HAND.

It quivers in the sunlight.

THE CAPTAIN dips the tip of the bolt into the liquid.

CAPTAIN MARVEL
Go now -- and save the dying!

And with all his might, he hurls the lightning bolt into the sky --

CUT TO

THE SUN

Getting late in the afternoon --

-- but the lightning bolt makes it even brighter.

CUT TO

THE SKY --

The lightning bolt flashes along.

CUT TO

THE CLOUDS.

The lightning bolt illuminates them.

And now as it starts to descend --

CUT TO

Where we are --

-- over the eighty thousand dying souls.

THE LIGHTNING BOLT begins to circle the stadium --

-- going so fast --

-- now faster and lower --

-- faster still --

-- hard to see --

-- but the quivering is greater --

-- it shines brighter and brighter --

-- now from it's tip, a mist appears --

-- the lightning bolt circles the entire stadium --
-- and now the mist covers the entire stadium --
-- it begins to drop --
-- could be a magical mist we're looking at --
-- slowly, slowly, it descends onto all the people --
-- beat --
-- for a moment, nothing changes --
-- but only for that moment --
-- then all over the stadium people blink, smile, stretch --
and start screaming 'Go Giants' as if nothing had happened --

CUT TO

CAPTAIN MARVEL AND SIVANA flying through an open window --

-- it's WARDEN HACKMAN'S OFFICE -- HACKMAN looks up from his desk as CAPTAIN MARVEL dumps SIVANA at his feet.

CAPTAIN MARVEL
Air mail special delivery.

CUT TO

THE WARDEN. Joyous.

WARDEN HACKMAN
-- it's like Christmas, thank you.
(to SIVANA)
I've got the most wonderful news --
your latest dungeon is waiting for
you -- it's super clean and
fumigated -- nothing there that
slithers or crawls.

CAPTAIN MARVEL
Don't spoil him now.

SIVANA
(shouting after THE
CAPTAIN)
I let you win, you big red cheese.

CAPTAIN MARVEL smiles, waves, moves takes off out the window
as HACKMAN leads SIVANA away. Now --

CUT TO

CAPTAIN MARVEL, an unconscious JENNY in his arms, as they land by the stream behind the Orphanage. He carefully lays her down.

Dusk -- gorgeous.

He holds the blue vessel, puts a drop of it on her forehead.

CAPTAIN MARVEL
(looking down at her)
Boo.

CUT TO

JENNY -- her eyes flutter open.

JENNY
I was thinking about the blizzard.
She glances around -- back home and so glad.
Finally she lets him go.

JENNY
Maybe I could rest here a little.

CAPTAIN MARVEL
(nods)
I'll let Mr. Gates know.

JENNY
(looks at him)
Lot of adventures to tell me about,
huh? You saved me.

CAPTAIN MARVEL
I like to think we're even.

SHE, stares out at the stream. THE CAPTAIN looks at her a moment, then heads for the woods.

JENNY
(calling out)
Hey Marv?
(he stops, turns)
One thing you might remember? --
any other woman so much as looks at
you, she's dead.

CAPTAIN MARVEL
 (muttering as he goes)
 Even Solomon can't save me now.

CUT TO

BILLY, knocking on MR GATES office door in the Orphanage.

BILLY
 Mr Gates? She's by the stream.

MR. GATES
 (Opening the door a crack)
 Be right there.
 (whispers)
 Just hiring a new teacher -- going
 to be terrific.
 (BILLY nods, heads out, as
 MR GATES closes the door)

MR. GATES (OVER)
 I hope you like it here.

FEMALE VOICE (OVER)
 I'm going to just love it.

We know that voice -- it belongs to BEAUTIA.

CUT TO

THE SEVEN DEADLY ENEMIES OF MAN. Filled with fear this time
 as they should be --

-- because CAPTAIN MARVEL is racing past.

Up ahead is THE WIZARD.

WIZARD
 I'm proud of what you've done -- I
 assume you accept the job.

CAPTAIN MARVEL
 I do. And with gratitude.
 (now he looks closely at
 THE WIZARD, doesn't like
 what he sees)

CUT TO

The WIZARD.

And sure he's old, centuries and centuries old, but this is
 different. Now he looks old. Frail. Failing.

WIZARD
Then I can leave you, Billy.

CUT TO

CAPTAIN MARVEL. CLOSE UP. CRYING OUT --

CAPTAIN MARVEL
-- NO --

CUT TO

THE REASON FOR HIS CRYING OUT -- THE GRANITE BLOCK -- the
string above it has snapped at last --

-- and the giant block falls --

-- who knows how many tons it weighs --

-- and here it comes crashing down --

-- and THE WIZARD sits calmly --

-- but not CAPTAIN MARVEL -- because in a blink he has leapt
forward, caught the gigantic block before it crushes the OLD
MAN, holds it high --

CUT TO

THE WIZARD. CLOSE UP. A final shake of the head.

WIZARD
-- let me go, son...
(looks at THE CAPTAIN)
...set me free...

CUT TO

CAPTAIN MARVEL. Soft.

CAPTAIN MARVEL
...goodbye...

And THE WIZARD smiles.

And THE CAPTAIN releases the block, steps back.

CUT TO

A BLINDING BOLT OF LIGHTNING AS THE BLOCK CRASHES DOWN.

The sound of deafening thunder.

AND CAPTAIN MARVEL, alone, blinking back tears...

HOLD FOR A MOMENT, then --

CUT TO

CAPTAIN MARVEL flying through the evening --

-- he stops for a moment, stares around at the sky --

-- his cape gets tangled up.

He laughs at himself.

Now he closes his eyes --

-- and the minute he does, JENNY comes floating toward him, arms held out -- she is wearing her sex bomb clothes and looks totally irresistible.

-- now here comes BEAUTIA, floating toward him, arms held out -
- she looks elegant, gorgeous, irresistible.

CUT TO

CAPTAIN MARVEL opens his eyes, smiles.

CAPTAIN MARVEL
Holey moley.

He leaves the ladies behind in his fantasy.

And flies into the darkening sky...

FINAL FADE OUT.