

PAN'S LABYRINTH
(El Laberinto del Fauno)

By

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(PAN'S LABYRINTH is in Spanish with English subtitles.
This is an English translation of the script.)

DARKNESS.

A female voice hums a sweet lullaby.

SUPERIMPOSITION:

SPAIN, 1944.

THE CIVIL WAR IS OVER.

**HIDDEN IN THE MOUNTAINS, ARMED MEN FIGHT THE NEW
FASCIST REGIME. MILITARY POSTS ARE ESTABLISHED TO
EXTERMINATE THE RESISTANCE.**

Then: the raw, raspy SOUND of a child struggling to breathe.

FADE IN:

EXT. LABYRINTH - NIGHT

In the foreground, OFELIA - 11 years old, skin white as snow, ruby lips and ebony hair - is sprawled on the ground.

A thick ribbon of blood runs from her nose.

But - the blood is *flowing backward* into her nostril. Drop by drop, the blood leaps up and disappears.

Ofelia's pupils dilate-

NARRATOR

Long ago in the Underground Realm...

CAMERA MOVES INTO THE DARK PUPIL-

BLACK SCREEN

NARRATOR

...where there are no lies or pain, there lived a Princess who dreamt of the human world.

The sound of muffled wind.

NARRATOR

She dreamt of blue skies, the soft breeze
and sunshine...

A dark CASTLE takes shape. Here, a tower... there, a
turret... and lighted windows.

Finally, the damp, mildewed walls of a water well come into
focus.

NARRATOR

One day, eluding her keepers, the
Princess escaped.

A woman's silhouette crosses CAMERA-

NARRATOR

Once outside, the brightness blinded her
and erased her memory...

A circular staircase leads up... toward daylight, where the
image...

NARRATOR

She forgot who she was and where she came
from. Her body suffered cold, sickness
and pain. Eventually, she died.

FADES TO WHITE:

EXT. BOMBED CITY - DAY

CAMERA TRACKS past scenes of destruction: bombed-out
buildings... cathedrals in ruins.

NARRATOR

Her father, the King, always knew that
the Princess would return, perhaps in
another body, in another place, at
another time.

On half-demolished walls, Falangist posters declare Franco's

triumph. Among the ruins, smaller, poignant traces of war: shoes, broken eye-glasses...

NARRATOR

And he would wait for her, until he drew his last breath, until the world stopped turning...

Through the ruined buildings, a SMALL CARAVAN OF BLACK BENTLEY CARS comes into view.

The shiny chrome fenders pass directly by CAMERA; they bear all the Fascist insignias and flags.

INT. MAIN CAR - SAME

Looking out the window: OFELIA.

She's dressed in plain, slightly frayed clothing. Not very dainty. On her lap is a book of fairy tales.

CAMERA studies one of the watercolors that adorn the pages: an illustration of a little girl dancing with several fairies flying around her.

At her side, a small pile of similar books in a book strap.

CARMEN

I don't understand why you had to bring so many books, Ofelia.

Ofelia turns her gaze toward the opposite seat, where her mother, CARMEN, 28, is napping, her enormous stomach evidence of advanced pregnancy. She, too, has black hair.

CARMEN

We're going to the country... the outdoors... plenty of fresh air.

She takes the book away from Ofelia.

CARMEN

Fairy tales? You're too old to be filling your head with such nonsense.

She pauses, feeling nausea.

CARMEN

Ask them to stop the car- please-

Ofelia knocks on the partition window of the sedan. The Driver stops.

EXT. WOODS - SAME

The caravan of cars stops. Carmen hurriedly climbs down and moves to the front of the main car.

Gasping for air, she battles the nausea. Ofelia timidly approaches her.

CARMEN

Ofelia, wait up.

She grabs her pregnant abdomen.

CARMEN

Your brother's not well.

Ofelia nods and moves away. SERRANO, a military man, climbs out of the car behind them and approaches Carmen solicitous.

SERRANO

Madam, are you feeling ill?

CARMEN

Water- just a bit of water-

SERRANO

(to one of his men)

Water, bring water for the Captain's wife.

Ofelia walks alongside the road, moving into the woods and further away from the caravan of cars.

CAMERA surveys the heavy forest: a tangled tapestry of moss and fog.

The trees, swayed by the wind, murmur softly around Ofelia.
She stumbles upon a strange stone by the side of the road.

Roughly the size of a fist- carved on it, the outline of a
human EYE.

Fascinated, the young girl picks it up.

She looks around and finds -amidst the shrubs- an ancient
stone monolith incised with Celtic lettering.

It's crowned with the grotesque face of a satyr- mouth open
wide.

A piece of the brutish face is missing: an eye.

Ofelia fits the piece of engraved stone in the missing area.
A perfect fit.

From inside the statue a clicking noise emerges. The wind
picks up and-

-out of the satyr's open mouth, a STICK INSECT lazily crawls
out. Ofelia smiles. The insect climbs atop the stone head
and studies the girl for a moment. Then-

CARMEN

Ofelia??

The sound of Carmen's voice startles the creature, which flies
off.

Ofelia runs to her mother's side.

OFELIA

(enthusiastic)

A fairy- I saw a fairy!!

CARMEN

Oh- look at your shoes!! They're covered
in mud!

They head back to the caravan.

CARMEN

When we get to the mill I want you to greet Captain Vidal.

That man- has been very good to us, darling. You have no idea-

So, I want you to call him "Father." Do you hear me? "Father..."

It's just a word, Ofelia.

The Stick Insect lands in a nearby tree and observes inquisitively as Mother and daughter climb into the main car and head off.

A beat later, the Stick Insect flies after them.

CUT TO:

INT. WATER MILL - DAY

CLOSE-UP: a gold pocket watch, on a heavy chain. The glass dial is cracked...

A gloved THUMB snaps the cover shut. A VOICE - CAPTAIN VIDAL - mutters in irritation.

VIDAL
Fifteen minutes late.

ANGLE WIDENS to describe a dilapidated WATER MILL.

The site consists of a pair of dark stone buildings with corrugated roofs, connected to the mill by a small stone bridge. A large water wheel hangs over the dry riverbed.

The wooden beams and columns bear sculpted Celtic motifs and here and there, small, odd, carved creatures.

The walls have been reinforced with hundreds of sand-bags and wooden pontoons, as if preparing for an attack.

CAPTAIN VIDAL and a small group of SERVANTS and SOLDIERS wait patiently outside.

SOLDIER

Captain!! They're here-

The caravan of Bentleys stops in front of the building. Vidal and his group moves in. Servants and Soldiers unload luggage with military efficiency. In charge is MERCEDES, a young but strict country woman.

Vidal greets Carmen.

VIDAL

Carmen- Welcome-

With a pleasant smile, he touches her pregnant belly and then points at a wooden wheelchair pushed to Carmen's side by a small, nervous man SGT. GARCÉS. By his side stands DOCTOR FERREIRO, a pleasant, scholarly man in his mid forties.

CARMEN

I- I don't need it- I can walk by myself.

VIDAL

Doctor Ferreiro prefers that you don't exert yourself.

CARMEN

N-no...

Vidal leans towards her and whispers -ever so softly- in her ear:

VIDAL

Then do it for me...

She obeys. As she sits, Ofelia exits the automobile, holding her books close to her chest.

CARMEN

Ofelia. Greet the Captain.

She is wheeled away. An awkward silence passes between the young girl and the Captain.

VIDAL

Ofelia-

The girl extends her hand. He grabs it, firm but cold. It is her left hand.

VIDAL

It's the other hand, Ofelia.

He turns to the servants.

VIDAL

Mercedes, take my wife's luggage to her room-

MERCEDES

Yes, sir.

Mercedes glances back to find Ofelia curiously gazing at-

-a pile of sandbags. Perched on top-

-the big Stick Insect.

It fans out its multiple wings. Twice. Ofelia runs over and tries to catch it.

But the Stick Insect takes off and escapes. The girl drops her books and goes after it.

EXT. GARDENS - FURTHER - CONTINUOUS

Ofelia follows the Stick Insect to the edge of a small rise.

She follows it with her eyes and sees, about 100 meters away, surrounded by trees, the ruins of a garden LABYRINTH.

The CAMERA glides up for a better view. The labyrinth is circular, its paths overgrown and partially blocked.

Ofelia enters the labyrinth through an archway. She ventures down one of its pathways and stops-

MERCEDES

It's a labyrinth-

Ofelia turns- the young woman stands by her side. Ofelia's books in hand.

MERCEDES

Just a pile of old stones.
They've always been there, even before
the mill. Better you don't go near it-
You could get lost.

A ray of sunlight breaks through the grey clouds and illuminates the old ruins. Mercedes hands her the books.

OFELIA

Thank you.

MERCEDES

Have you read them all?

Garcés shouts from the mill:

GARCÉS

Mercedes!
(Mercedes reacts)
The Captain's calling you.

Mercedes makes a small gesture of goodbye to Ofelia.

MERCEDES

Your father needs me.

She turns and walks away-

OFELIA

He's not my father.

Mercedes doesn't understand. The girl runs up to her.

OFELIA

The Captain- he's not my father. My
father was a tailor. He died in the war.
The Captain's not my father!

Mercedes can't help but smile at the girl's sudden vehemence.

MERCEDES

Well, you've made that clear enough.

They walk away together.

OFELIA

Did you see my mother?

(Mercedes nods)

She's pretty isn't she?

(Mercedes nods)

You saw her belly? She's sick with child.

As they go into the house, the Stick Insect - perched atop the labyrinth's archway - monitors their every move.

CUT TO:

INT. DINING ROOM - NIGHT

VIDAL

The guerillas are sticking to the woods because it's hard to track them down up there.

Vidal is standing at an enormous dining table. Serrano, Garcés and a few lower-ranking officials surround him.

VIDAL

Those pricks know the terrain better than any of us. We need to force them down -

Vidal sticks pins into one of the larger maps.

VIDAL

-let's block their access to medicine and supplies.

Mercedes enters bearing a tray of olives, cold cuts and a bottle of Orujo liquor.

VIDAL

We'll set up three command posts. Here, here and here.

Mercedes glances briefly at the maps, concealing avid

interest.

Suddenly, Vidal grabs Mercedes by the arm.

VIDAL

Have Dr. Ferreiro come see me.

MERCEDES

Yes, Sir...

Turning his attention back to his maps, Vidal takes two olives and pops them into his mouth.

VIDAL

(chewing)

Those bastards are going to starve...
you'll see...

INT. UPPER BEDROOM - DUSK

The doctor stirs some drops of medicine into a glass of water. Carmen lies back in a monumental carved bed. On her lap there are several playing cards.

DOCTOR

Just four drops at bedtime and you'll
sleep all night long.

He gives her the water and the medicine vial. Carmen drinks weakly. Ofelia stands by her side.

DOCTOR

Don't hesitate to call if you need
anything, Madame. You- or your little
nurse.

He grins at Ofelia, then exits the room. Carmen gives Ofelia the medicine vial.

CARMEN

Go. Close the door so I can sleep.

INT. FOYER/STAIRWAY - NIGHT

In the hallway, the doctor finds Mercedes waiting for him. They proceed in silence down the hallway and look down into the foyer: empty.

MERCEDES

You must come up the mountain and see him-
the leg wound- its getting worse...

The doctor nods timidly and gives Mercedes a small PACKAGE wrapped in dark paper and neatly tied in string.

DOCTOR

This is all I could get. I'm sorry.

Mercedes sighs, disappointed.

MERCEDES

He's downstairs- don't keep him waiting.

The doctor moves downstairs. Mercedes glances toward the Upper Bedroom and-

-discovers Ofelia, watching her attentively- *how long has she been there?*

The girl closes the door quietly.

INT. UPPER BEDROOM - NIGHT

Ofelia takes off her shoes and climbs into her mother's bed.

As she cuddles close to her mother-

CARMEN

Jesus- Your feet- they're frozen.

She caresses Ofelia's head. The wind picks up and the house timbers moan and creak.

CARMEN

Are you scared?

OFELIA

A little bit.

OFELIA

What's that noise?

CARMEN

Nothing, just the wind. Nights here are different from city nights. There, you hear cars, trains. Here the houses are old and creaky.

The house utters a series of deep, rumbling noises.

CARMEN

Almost like they're speaking.

Tomorrow, I'm going to give you something special.

OFELIA

A book?

CARMEN

No, something much better.

A beat of silence and then-

OFELIA

Why did you have to get married?

CARMEN

We were alone too long.

OFELIA

You weren't alone. You were never alone.

CARMEN

When you're older you'll understand. It hasn't been easy for me.

She winces in pain-

CARMEN

Your brother's- he's acting up. Tell him one of your stories so he'll calm down.

Ofelia gently leans on her mother's stomach and taps it with one finger, as if it were a telegraph key.

CARMEN

My brother, my brother...

Carmen closes her eyes and listens to her daughter's voice-

OFELIA

... a long, long time ago in a grey, sad country...

INSIDE THE STOMACH

Floating in a limbo of amniotic fluid, the BABY opens his eyes and listens.

OFELIA

There was a magic rose that made whoever plucked it immortal.

EXT. MAGICAL MOUNTAIN - SUNSET

Against a scarlet sky: a BLUE ROSE. Its thorny stem clutches the dagger-like crest of a black granite mountain.

The thorns grow around the granite like suffocating serpents.

OFELIA (V.O.)

But no one would dare go near it because its thorns were full of mortal poison.

The Stick Insect lands on one of the thorns and then flies off into the night sky-

OFELIA (V.O.)

So amongst the men tales of pain and death were told in hushed voices. But there was no talk of eternal life... because men fear pain more than they

want immortality.

-up, up and then through-

EXT. GARDENS - TWILIGHT

-the WINDOW of the Upper Bedroom.

Through the glass, the Stick Insect observes how Ofelia hugs her mother.

OFELIA

So every day the rose wilted unable to
bequeath his gift to anyone--

The Stick Insect clicks its jaws in excitement.

CUT TO:

INT. VIDAL'S STUDY - DAY

The improvised office is in one of the lower rooms, where the gigantic mill wheel and the wooden gears lie in a heap.

OFELIA (V.O.)

Alone and forgotten at the top of that
mountain. Forgotten until the end of
time...

Small steel gears shine like metallic stars on a small swatch of black velvet.

Tweezers pick them up and-

-put them into place within the workings of a watch.

Using a jeweler's magnifying glass, Vidal oils and closes up his pocket watch while he listens to *cuplé* (traditional Spanish music) on a phonograph.

The doctor comes to the door. Vidal motions for him to enter.

VIDAL

Come in-

How is she?

DOCTOR

Very weak.

Vidal closes the watch.

VIDAL

She'll rest as much as she needs to. I'll
sleep down here.

And my son?

DOCTOR

Your-?

Serrano and Garcés enter the room.

GARCÉS

Excuse us, Captain...

Vidal motions for them to be silent. Then he looks at the
Doctor again.

VIDAL

My son. How is he?

DOCTOR

For the moment, there's no reason to be
alarmed.

VIDAL

Good. That's good.

DOCTOR

Captain.

Your wife- she shouldn't have traveled
this late in the pregnancy.

VIDAL

Is that your opinion?

DOCTOR
My professional opinion, yes sir.

VIDAL
Well, a boy should be born wherever his
father is. And that's that.

He heads for the door.

DOCTOR
Captain...

Vidal stops and looks at him fixedly.

DOCTOR

One more thing, sir. What makes you so
sure it's a boy?

VIDAL
Don't fuck with me.

He exits the mill.

CUT TO:

EXT. MILL - NIGHT

The mill and the tents are silhouettes in the night.
Soldiers patrol the gravel paths.

Vidal, Garcés and Serrano walk towards the outer Water
Wheel. There, a small group of soldiers surrounds an OLD MAN
and his young SON.

GARCÉS
At 8 o'clock, we detected activity in the
southeastern sector. Gunfire. Sergeant
Bayona captured a suspect. The other
prisoner is his son, who's here from
town.

SON

Captain, my father is an honorable man.

VIDAL

I'll decide that. Take your hat off when you talk to me.

The Son quietly obeys. BAYONA hands the Captain a small gauge rifle and a leather pouch.

VIDAL

We found this weapon. It's been fired.

SON

He was hunting rabbits -

VIDAL

Shut up, damn it.

Vidal takes opens the leather pouch and finds a farmer's almanac. He reads an inscription printed on the back page:

VIDAL

"...No God, nor Government, nor Master?"

GARCÉS

Red propaganda, sir.

SON

It's not propaganda, Sir.

Vidal, impatiently motions for him to be silent.

OLD MAN

"It's an old almanac; we're farmers, sir."

VIDAL

Go on.

OLD MAN

I was in the forest hunting rabbits for my daughters. They're sick.

VIDAL

Rabbits, uh?

In the pouch, Vidal finds a half-empty bottle of wine.

SON

Captain, if my father says so- he was
hunting rabbits.

Vidal hands Garcés the pouch and moves towards the boy,
bottle in hand.

BAM!! Without warning he flattens the boy's nose with the
bottle bottom. The Father screams, horrified, but without
the guts to intervene.

Vidal lifts the Son up, bashes his nose again and again,
leveling bone and cartilage.

FATHER

No!! No!! You killed him!! You son of a
bitch!!

Vidal drops the boy, who falls to the ground spitting blood.
He turns to the Father and shoots him twice in cold blood,
then turns to the Son and shoots him once, in the head.

Then all is silence. The distant whistle of a train can be
heard. Vidal heads back towards Garcés and calmly searches
the pouch: Inside he finds two scrawny rabbits.

VIDAL

Learn to frisk these motherfuckers before
you come bothering me.

GARCÉS

Yes, my Captain.

He moves away. *And he takes the rabbits with him.*

CUT TO:

INT. UPPER BEDROOM - NIGHT

Eyes wide, Ofelia hears a dry rattle, followed by a soft
ululation at the window, which is half open. The curtains
billow.

The mill groans. Ofelia is restless.

Then- a dry clicking noise.

OFELIA
Mama, wake up-

Carmen doesn't move. A scuttling noise reaches her ears as something small and quick skitters over the floor.

OFELIA
Mother- please! There's *something in the room-*

Impossible. Ofelia gets up and carefully puts on her shoes.

Something shifts in the ceiling beams. Ofelia looks up, searching.

Nothing. Suddenly, something the size of a human hand scurries past her feet and hides under the bed.

Then, pulling at the goose down comforter, the Stick Insect climbs up into the bed. Ofelia leans over it, shocked.

OFELIA
H-hello- Did you follow me here??

The Stick Insect clicks its mandibles.

OFELIA
Are you a fairy??

The Stick Insect regards her with curiosity.

OFELIA
Look- This is a fairy-

She picks up one of her books and opens it to an illustration: a beautiful fairy.

The Stick Insect scrutinizes the illustration and sits upright. It opens and closes its wings, transforming into a GREEN FAIRY - a tiny human form with striped wings.

The Green Fairy flies to the foot of the bed, pointing to

the window.

OFELIA

You want me to go with you? Outside?
Where?

CUT TO:

EXT. GARDENS - NIGHT

The Green Fairy flies swiftly, but Ofelia follows close behind. Suddenly it stops!

They're at the ruins of the labyrinth, which is bathed in moonlight.

Trees and roots crowd the broken niches, as if fused with the stone. Some of the pathways are blocked by gnarled trees that have grown through the rock.

LABYRINTH - CONTINUOUS

Ofelia runs through the narrow, spooky pathways, but she has lost sight of the Green Fairy.

Ofelia stops and looks around until she spots it, waiting for her at-

ROTUNDA AT CENTER OF LABYRINTH - NIGHT

The Green Fairy alights on an ancient monolith at the edge of an empty stone pool. It's decorated in Celtic lettering, just like the one in the forest.

Another monolith stands at its center.

Ofelia nears the edge of the pool.

OFELIA

Hello?!

The pool returns her cry, again and again. The tree trunks creak- and a cloud covers the moon.

OFELIA

Echo! Echo!

Then, she hears the sound of something big clattering about on hooves, like a horse or a bull.

VOICE

It's you- It's you- You've returned!!

The VOICE is cold and full of sibilance. The cloud moves aside...

On its hind quarters in the shadows is the twisted and sinister figure of a FAUN. He's covered in roots and moss.

Ofelia backs away- speechless.

FAUN

No- no- don't be afraid- I beg you!!

Look!!

He opens a small wicker basket and from it emerge two more FAIRIES: one BLUE, one RED.

Ofelia smiles.

OFELIA

My name is Ofelia. Who are you?

FAUN

Me? I've had so many names. Old names that only the wind and the trees can pronounce.

The Green Fairy flies toward its colorful companions.

FAUN

I am the mountain, the forest and the earth. I am... a faun.

As he bows to her, moonlight dapples his body. His coarse hooves and the strange angle of his legs make his courtly

manner clumsy yet oddly gracious.

FAUN
Your Highness-

OFELIA
No, I'm -

FAUN
You are Princess Moanna, daughter of the
King of the Underworld.

OFELIA
No- My father was a tailor.

FAUN
You are not born of man. It was the moon
that bore you.

Look on your left shoulder and you will
find a mark that proves it.

Ofelia instinctively touches her shoulder, with a strange
expression on her face.

FAUN
Your real father had us open portals all
over the world to allow your return. This
is the last of them.

He opens his arm and gestures at the well around them.

FAUN
But we have to make sure that your
essence is intact, that you have not
become a mortal.

To insure your return, you have three
tasks to fulfill - before the moon is
full.

The Faun steps back a few paces. He deposits a large leather
bound book on the ground, as well as a leather bag.

FAUN
This is the Book of Crossroads. Open it

when you're alone and it will show you
your future - show you what must be done.

Then he and the Fairies fade back into the shadows.

Ofelia goes to the book and opens it. No matter how many
pages she turns-

-they are all blank.

OFELIA

There's nothing here-

But she is alone. Absolutely alone in the well. MUSIC starts-

CUT TO:

INT. VIDAL'S STUDY - BATHROOM - EARLY MORNING

Vidal, shirtless, shaves with a switchblade while listening
to music.

CUT TO:

INT. DINING ROOM - DAY

Now, alone in the massive dining room, Vidal shines his
boots. Methodically.

This is obviously a daily ritual for him. By his side: the
two scrawny rabbits he impounded the night before.

Mercedes brings him a cup of coffee.

VIDAL

Mercedes, prepare these rabbits for
dinner tonight.

Mercedes eyes the scrawny animals-

MERCEDES

They are too young.

VIDAL

Well, see if they'll do for a stew.

MERCEDES

Yes sir.

She turns to leave but Vidal stops her gently.

VIDAL

And- This coffee- was burnt. Taste it yourself.

She does. Vidal places a hand on her shoulder.

There is something unpleasant about this sudden contact, something too familiar. She bears it in silence.

VIDAL

You should keep an eye on it.

MERCEDES

Yes, sir.

She moves into-

INT. KITCHEN - LATER

The kitchen is enormous. The open charcoal cook stove is two meters high by five meters wide.

MERCEDES

(hands out the rabbits)

Take them to the table-

Two old, stout cooks, JACINTA and PAZ, wash the gigantic work table with boiling water.

MERCEDES

(to the others)

He didn't like the coffee.

JACINTA

Agh- He's nothing but a fussy dandy. A

dandy!

MERCEDES picks up a pail of hot water.

MERCEDES

We're going to need some beef and one more chicken. We have more guests-

Conchita, Paloma and two other GIRLS pluck chickens, peel potatoes, etc.

PAZ

Well, where are we supposed to find that?

MERCEDES

The doctor's wife and the mayor's, too.

JACINTA

Well, they eat more than a pig.

PAZ

And they don't shut up-

JACINTA

-not even underwater.

INT. BATHROOM, UPPER BEDROOM - DAY

Mercedes and Conchita empty buckets of hot water into a porcelain bathtub.

INT. UPPER BEDROOM - BEDROOM - DAY

Carmen opens one of her travel trunks.

CARMEN

Ofelia. Your father is giving a dinner party tonight... Look what I've made you.

She lifts out a beautiful green dress in shiny silk and ivory tulle.

Ofelia studies the dress as if it were a strange artifact rather than something she might wear. Mercedes enters with a breakfast tray.

CARMEN

Do you like it? What I wouldn't have given to have a dress as fine as this when I was little.

In a reverie, Carmen takes out a pair of new patent leather shoes and a green silk hair ribbon.

CARMEN

(to Ofelia)

And look at these shoes! Do you like them?

Ofelia makes an effort and smiles a weak smile.

OFELIA

Yes, they are very pretty.

But Carmen is not fooled-

CARMEN

Go on, now. Take your bath. Go-

Ofelia obeys- She enters-

INT. BATHROOM, UPPER BEDROOM - DAY

Ofelia, alone in the bathroom, opens the magical book. At first, the page is blank, but a wondrous image takes shape: Ofelia and five chestnuts. Squatting at her side, under a huge tree: a massive TOAD.

Then a KNOCK on the door-

CARMEN'S VOICE

Ofelia-

INT. UPPER BEDROOM - DAY

Alone now, Carmen readies the little green dress.

CARMEN

Hurry up. I want to see the dress on you.
I want you to be beautiful for the
Captain...

INT. BATHROOM, UPPER BEDROOM - DAY

On her right shoulder, Ofelia examines, exactly as the Faun said, a birthmark in the form of the crescent moon...

CARMEN'S VOICE

You'll look like a princess-

Ofelia smiles.

OFELIA

(to herself)

...a princess...

CUT TO:

INT. KITCHEN - LATER

Mercedes organizes the kitchen.

MERCEDES

Make sure those chickens are cleaned
properly... and the beans...

Mercedes takes out a small, sharp knife from the folds in her apron. She skillfully chops an onion.

The bustle suddenly stops. Everyone looks toward the door, where, among chicken feathers floating like confetti, Ofelia stands, dressed in green silk.

CONCHITA

You look marvelous, my girl, just
gorgeous.

JACINTA

What a dress!!

Mercedes smiles. She's pleased too, but she claps her hands together-

MERCEDES

Get back to work, stop wasting time.

They obey. Mercedes goes next to Ofelia.

MERCEDES

Do want some milk with honey?

Ofelia nods eagerly.

INT. STABLE - LATER

Mercedes puts a bucket under a huge milk cow.

MERCEDES

Step back, I don't want you getting milk on your dress, with you looking so pretty.

Mercedes begins to milk the cow.

OFELIA

Mercedes, do you believe in fairies?

MERCEDES

No. But when I was a little girl, I did.

I believed in a lot of things that I don't believe any more.

OFELIA

Well, last night, a fairy visited me. And it wasn't alone, there were lots of them - and a faun, too.

MERCEDES

A faun??

Mercedes picks up the bucket and fills a wooden bowl with milk.

OFELIA

He was very old, very tall and smelled like dirt.

MERCEDES

My mother warned me to be wary of fauns-

Suddenly, Vidal and Garcés approach them.

VIDAL

Mercedes, come with me.

CUT TO:

EXT. STORAGE BUILDING - MILL - DAY

Vidal and Mercedes walk toward the *bodega*, or storage building, adjoining the mill.

Guards unload giant sacks of provisions from trucks. A Civil Guard CAPITAN supervises the operation and greets Vidal.

CAPITAN

Captain, everything is here.

INT. BODEGA - MILL - CONTINUOUS

The men fill the enormous bodega with grain, bottles of wine, barrels of oil, salt and sugar, etc.

CAPITAN

Flour, salt, oil, medicine, olives, bacon, tobacco...

Vidal grabs a packet of tobacco.

VIDAL

Tobacco, huh? Real tobacco!

The CAPITAN hands over some papers with the Falangist letterhead.

CAPITAN
And the ration cards.

Mercedes is stunned by the quantity of food and supplies.

Vidal checks the padlock on the door.

VIDAL
Mercedes, the key-

MERCEDES
Yes, sir.

Mercedes hands over the key from her large key ring.

VIDAL
(to Mercedes)
Is this the only copy?

MERCEDES
The only one.

Vidal locks the padlock. Yanks on it: nice and strong.

VIDAL
From now on, I'll carry it.

From outside, Serrano calls him.

SERRANO
Captain!!

Vidal hurries over to Serrano who hands him a pair of binoculars and points to something on the horizon-

SERRANO
Captain, perhaps it's nothing.

Through the binoculars, Vidal sees a plume of SMOKE on the horizon.

VIDAL

It's them.

EXT. FOREST - DAY

Garcés, Vidal and a few of his men ride through the forest on horseback.

OFELIA (V.O.)

When the forest was young, a fig tree took root and grew to colossal size.

CUT TO:

EXT. WOODS - DAY

Ofelia walks away from the mill and into the woods.

OFELIA (V.O.)

When the forest was young, it was home to creatures who were full of magic and wonder...

EXT. WOODS - DAY

Vidal and his men ride through the forest.

OFELIA (V.O.)

At the heart of this forest stood a colossal fig tree. The Forest Folk slept in its shadow.

EXT. EDGE OF THE FOREST - DAY

OFELIA (V.O.)

But now, the tree is dying. Its branches are dry, its trunk old and twisted.

Ofelia finds herself under a huge FIG TREE that has twisted

into an arch reaching to a nearby crag.

OFELIA (V.O.)

A monstrous toad has settled in its roots
and won't let the tree thrive.

Ofelia opens her leather bag. Inside there are five large chestnuts.

OFELIA (V.O.)

You must put the three magic rocks in its
mouth and retrieve a magic key from its
insides. Only then will the fig tree
flourish again.

The tree roots are partly exposed. The tree itself is surrounded by a large mud puddle.

Ofelia decides to take off her fancy silk dress. She carefully hangs everything - including her hair ribbon - on the tree branches. Finally she's down to only a simple cotton slip and her shoes.

As she enters-

The wind picks up and moves her hanging dress. Then, a sudden gust sends the hair ribbon flying.

INT. GALLERY UNDER FIG TREE ROOTS - DAY

Ofelia crawls slowly; the gaps between the roots are narrow and claustrophobic.

A few big, black pill bugs are nestled in the mud.

Ofelia keeps going.

CUT TO:

INT. CAMPSITE IN THE MIDDLE OF THE FOREST - DAY

Vidal and his men probe a forest cave. Inside, they find the

remains of a campfire. Vidal removes a glove and touches the embers.

VIDAL

Less than twenty minutes, they left in a hurry.

He finds the remains of food and drink.

VIDAL

A dozen men, at most...

In the dirt, he discovers the remains of the package the doctor gave to Mercedes.

Inside he finds empty antibiotics containers.

VIDAL

Antibiotics...

Garcés comes upon a half-burnt lottery ticket.

GARCÉS

(showing him the lottery ticket)
Shit- They forgot this lottery ticket.

Vidal motions for silence.

VIDAL

They're here. Those bastards are here and they are watching us.

He stands in rapt silence. The trees sway gently. He hefts the empty package like a trophy.

VIDAL

You left this behind! And the lottery ticket! Come back and get it!! This could be your lucky day - !

Silence.

Then, they mount up and ride off.

Invisible under the trees, six GUERRILLAS are indeed watching. Among them is PEDRO, a tall and serious young man.

In a flash, they all disappear into the underbrush.

CUT TO:

INT. GALLERY UNDER FIG TREE ROOTS - DAY

Ofelia's progress is slow. Water oozes from the surrounding roots and mud.

Bugs crawl on her arms.

She hears a sudden, soggy movement up ahead. She takes out the five chestnuts - which are so large they barely fit in her hands - and works her way toward the noise.

Soon, she comes face to face with-

-an immense TOAD, as big as a boar. His golden eyes blink; his cheeks puff rhythmically in and out.

OFELIA

Hi-

The Toad's long tongue flicks out, trapping a couple of beetles and pulling them back into his mouth. Their chitinous shells crunch noisily in its slimy jaws.

Ofelia shudders and tries to stand up. As she speaks, a large red pill bug clings to her cheek.

OFELIA

I am- I'm princess Moanna and I'm not afraid of you-

The Toad observes her, unmoved.

OFELIA

Aren't you ashamed? Living down here, eating all the pill bugs and getting fat while the tree dies!

FWAPPPP!!!! The Toad sends out its soft pink tongue, which flattens against her face, then slides off, taking the pill bug and leaving a gelatinous goo.

Three of the chestnuts roll to the ground. Ofelia spits in disgust.

The Toad hunkers down, shaking violently as it croaks.

Ofelia backpedals, frightened. The Toad resumes its resting position.

Ofelia scoops up the chestnuts. Two fall back into the mud. She kneels to get them and-

-deftly palms a juicy, fat pill bug. It curls itself into a tight ball. She keeps it in the same hand as the chestnuts.

The Toad croaks again, shoots out its tongue, which wraps around her wrist. She stays calm. When the tongue retracts, covering her hand with viscous spittle, the pill bug is gone.

And so are the chestnuts.

The Toad croaks violently and suddenly burps up a gigantic pearly bubble, which floats in the air, bathed in blood and saliva.

And with this, the Toad shrivels away, like a serpent shedding its skin.

Ofelia picks up the warty, empty skin and looks at the bubble.

In its center: a GOLD KEY.

Ofelia plunges her hands into the bubble to grab it.

EXT. EDGE OF THE FOREST - TWILIGHT

Ofelia emerges from under the tree with the golden key in hand. She's filthy, sweaty and exhausted.

She nears the place where she left her dress-

-but it's not there!

After a brief search, she finds her hair ribbon. Covered in mud.

A few meters away, the dress- covered in wet, mossy mud.

It starts to rain.

CUT TO:

EXT. MILL - DUSK

A pair of BENTLEYS sweeps into the driveway. Elegant dinner guests get out of the cars: the MAYOR, his WIFE, and a parish PRIEST.

Vidal stands at the front door to greet them. He's in his formal uniform.

INT. DINING ROOM - SAME

Carmen, in a velvet maternity dress and in her wheelchair, wrings her hands in anguish. The dining room is looking its best, with sparkling crystal and china at each place setting.

CARMEN

(to Mercedes)

Have you checked in her room?? And the garden??

MERCEDES

Yes, madam.

The VOICES of the dinner guests get louder. As Vidal enters-

VIDAL

May I introduce you to my wife, Carmen.

Carmen manages a wan smile of greeting. The Mayor's wife smiles back-

MAYOR'S WIFE
Enchanted.

MERCEDES
Pleasure to meet you.

INT. DINING ROOM - NIGHT

A ration card with the Falangist stamps on it. The Mayor examines it.

VIDAL
From now on- one ration card per family.

Seated around the table are: the doctor and his WIFE, the mayor and his wife, Garcés, Serrano, Carmen, the Guardia Civil Capitan, and the Priest. Carmen is stony-faced in her distraction.

MAYOR
One?? Captain, I'm not sure it'll be enough.

PRIEST
If people are careful, it should be plenty.

He eats more potatoes.

VIDAL
What we can't allow is for anyone to send food to the guerillas in the mountains. They're losing ground - and one of them is wounded.

DOCTOR
Excuse me, Captain, how can you be so sure?

VIDAL
We almost got them today. They had this.

Vidal pulls out one of the antibiotic vials.

VIDAL

Antibiotics.

Mercedes briefly catches the Doctor's eye.

PRIEST

God has already saved their souls. What happens to their bodies, well, it hardly matters to Him.

MAYOR

We'll help you in any way we can, Captain.

We know you're not here by choice-

Vidal pauses and locks eyes with him.

VIDAL

You're wrong about that.

The guests grow silent.

VIDAL

I choose to be here because I want my son to be born in a clean, new Spain.

Because these people have the idea that we're all alike. But there's a big difference: The war is over and we won.

And if we need to kill each of those motherfuckers to agree on it, then we'll kill them all. And that's that.

He raises his glass and toasts.

VIDAL

We're all here by choice.

All the guests raise their glasses.

ALL

By choice.

Mercedes quickly leaves the dining room.

INT. KITCHEN - LATER

The kitchen door opens and Mercedes enters, trembling. On the verge of tears, she grabs a lantern and readies to leave.

MERCEDES

Put the coffee on. I'm going for more wood.

She leaves the kitchen.

EXT. MILL - BACK - NIGHT

The mill receding in the distance, Mercedes hurries uphill. She pauses next to a large wood pile and sadly gazes at the forest.

Using her hand to shield the lantern's light she signals the woods- one, two, three times. Then she turns around-

She sees-

MERCEDES

Ofelia-

Shivering, covered in mud, Ofelia climbs downhill and into Mercedes's arms.

CUT TO:

INT. DINING ROOM - NIGHT

Everyone eats with relish, impeccably attended by the kitchen staff.

MAYOR'S WIFE

And- How did you and the Captain meet?

Vidal seems uncomfortable but Carmen gently touches his

hand.

CARMEN

Ofelia's father was a tailor - he used to make the Captain's uniforms-

MAYOR'S WIFE

I see-

CARMEN

-and after he died, I went to work at the shop. A little more than a year ago, the Captain and I met again...

Vidal moves his hand away from Carmen's.

MAYOR'S WIFE

Curious, isn't it? Finding each other after such a long time.

DOCTOR'S WIFE

Curious indeed- very curious...

VIDAL

Please, forgive my wife. She hasn't been exposed to the world. She thinks these silly stories are interesting to others.

Carmen grows silent. Ashamed.

Mercedes discreetly comes over to Carmen and speaks to her. Carmen pushes back from the table.

CARMEN

Please, excuse me.

All the men get up as Carmen leaves the dining room. The Guardia Civil Capitan smiles at Vidal.

CAPITAN

Have I told you that I was acquainted with your father, Captain?

Vidal can't suppress a brief grimace.

VIDAL

No- I had no idea.

CAPITAN

In Morocco. I met him only briefly, but he left a great impression.

Vidal chews his food nervously.

VIDAL

An excellent soldier.

CAPITAN

The men in his battalion said that when General Vidal died on the battlefield, he smashed his watch on a rock so that his son would know the exact hour and minute of his death.

So he would know how a brave man dies.

All eyes turn to Vidal.

CAPITAN

Nonsense. He didn't own a watch.

CUT TO:

INT. UPPER BEDROOM / BATHROOM - MOMENTS LATER

Ofelia is floating on the warm water of the tub.

CARMEN

What you've done hurts me. When you get out of the tub, you'll go to bed without dinner.

Ofelia listens in silence, holding back.

CARMEN

Are you listening? Sometimes I think you'll never learn to behave.

You've disappointed me, and your father, too.

OFELIA
The Captain?

CARMEN
Yes- Him more than me.

The faintest trace of satisfaction is visible on Ofelia's face. Carmen leaves.

The Green Fairy flies in through the open window. Ofelia greets it.

OFELIA
I've got the key. Take me to the
labyrinth.

EXT. LABYRINTH - THE WELL - NIGHT

With the book and the key in hand, Ofelia steps to the center of the well. She is wearing a striped robe.

She examines the engravings on the monolith: the Faun, embracing a girl and a baby.

FAUN
That's me and the girl is you.

From out of the shadows comes the Faun. The Green Fairy hurries to him.

OFELIA
And the baby?

The Faun comes near Ofelia chewing a chunk of raw meat.

FAUN
I see that you got the key-

The Green Fairy lands on his shoulder. He feeds her some meat.

FAUN
She's very glad you succeeded. She's
believed in you from the very start.

Keep the key. You'll be needing it. And
this also-

Out of nowhere he produces a piece of white chalk.

FAUN
a piece of chalk-

Ofelia takes the chalk.

FAUN
There are still two tasks left and the
moon is almost full. Be patient.

He caresses her face with his dirty hands, which are covered
with creeping bugs.

FAUN
We'll soon be strolling through the seven
circular gardens of your palace.

OFELIA
How do I know that what you say is true??

As he comes closer, the Faun's face again comes into the
light. A wicked grin is revealed-

FAUN
Why would a poor little faun like me lie
to you?

Ofelia leaves the well.

CUT TO:

EXT. MILL - SUNRISE

VIDAL opens the warehouse.

A large CROWD OF PEOPLE lines up for rations.

The soldiers keep order as Vidal supervises the distribution
of wheat, cooking oil and tobacco.

VIDAL

Proceed.

SERRANO

Have your cards in hand and ready. Let's go. Your name?

In a logbook, he makes note of every handout.

Mercedes, Conchita and Paz come out of the granary carrying baskets of bread. Each piece is contained in a brown bag with a legend printed. The Guardia Civil Capitan grabs a piece and starts reciting the printed legend.

CAPITAN

This is our daily bread in Franco's Spain! Which we keep safe in this mill. The Reds lie when they say there's hunger in Spain. Because in a united Spain, there's not a single home without a warm fire or without bread.

Mercedes looks toward the mountains.

CUT TO:

INT. NORTH BEDROOM - DAWN

Ofelia wakes up next to her mother. She quietly slips out of bed; her mother sleeps on. As Ofelia reaches the middle of the room, her mother moans softly.

INT. BATHROOM NORTH BEDROOM - DAWN

Ofelia opens the special book. Impatient, she starts turning the pages-

NOTHING.

She keeps flipping through, looking and looking. But each page fades to white.

Ofelia looks at a beam of sunlight coming in from the small bathroom window. She reaches out her hand and plays with it.

She looks down at a page in the book. A small red stain has appeared. Blood.

It spreads rapidly, until it covers the whole page.

Frightened, Ofelia drops the book. The blood flows onto the next page and covers it, too.

Ofelia notices a bloodstain on her nightgown.

She steps back. Opens the door.

CARMEN (V.O.)
(weak)
Ofelia...

INT. NORTH BEDROOM - MORNING

Ofelia returns to her mother. Huge torrents of blood flow from the bed onto the floor. Carmen extends a bloody hand toward the girl.

CARMEN
(barely a whisper)
Ofelia... help me...

She gets out of bed; the lower half of her body is completely bloody.

Ofelia runs to her. Carmen disappears from her arms.

EXT. MILL - EARLY MORNING

Ofelia hurries from the building and goes to Vidal, who supervises the food rationing.

OFELIA
Captain! Come quickly!

CAMERA pulls back to follow Vidal as he runs inside the mill.

The day is just beginning.

CUT TO:

INT. MILL - DAY

It's raining. Vidal and the Doctor stand near the front entrance:

DOCTOR

Your wife needs absolute bed rest. She'll be sedated from now on. The girl should sleep somewhere else. I'll stay here until the birth.

VIDAL

Take care of her. Heal her. I don't care what it costs or what you need, make her well.

INT. ATTIC - LATE AFTERNOON

Ofelia surveys the filthy attic and the dark, low ceiling, full of holes.

Mercedes and Conchita make a bed with a large comforter and several fluffy pillows.

Conchita leaves.

MERCEDES

Don't worry. Your mother will get better soon, you'll see. Having a baby is complicated.

Ofelia shakes her head.

OFELIA

Then I'll never have a one.

Mercedes sits by her side.

OFELIA

You are helping the men in the woods,
aren't you?

This comes out of the blue. Mercedes freezes and after a long beat:

MERCEDES

Have you told anyone?

OFELIA

No, I haven't- I don't want anything bad
happening to you.

MERCEDES

Or me to you-

They embrace softly.

OFELIA

Do you know a lullaby?

MERCEDES

Only one, but I don't remember the words.

OFELIA

I don't care. I still want to hear it.

As she sings we-

CUT TO:

INT. KITCHEN - NIGHT

Mercedes is alone in the kitchen. She carries a canvas bag.
There is a low flame burning on the charcoal range.

She kneels down and removes a tile from the floor: she has hidden some food, a bottle of Orujo and some papers. She transfers everything to the canvas bag. Someone comes into

the kitchen, startling her.

DOCTOR

Don't be afraid- it's just me--

Mercedes exhales, relieved.

MERCEDES

Are you ready?

DOCTOR

Yes.

MERCEDES

Well, let's go.

EXT. FOREST / RIVER- NIGHT

Carrying the bag, Mercedes walks through the river with the Doctor.

They stop in front of a large, half-cut tree.

DOCTOR

This is sheer madness. When that man finds out about us, he'll kill us all. Have you thought about that?

MERCEDES

Are you that afraid of him, Doctor?

After a long beat-

DOCTOR

It's not fear, at least not for myself.

A noise. Then silence. The tree trunks sway and creak softly. Something moves among the trees...

Mercedes takes a couple steps... and suddenly, someone is there: it is Pedro, the young guerrilla. He hugs her.

MERCEDES

Pedro, Pedro- My brother.

He kisses her on both cheeks. The Doctor looks around with alarm as twenty more men appear from out of the shadows.

CUT TO:

INT. ATTIC - NIGHT

Ofelia is lying in bed.

FAUN
You refused the task -

Ofelia is startled: the Faun is perched on the foot rail of her bed, like a big crow.

OFELIA
N-no- my mother is sick.

FAUN
That's no excuse for negligence.

The Faun looks in a tattered bag, takes out a twisted root of MANDRAKE.

FAUN
Look, this is a mandrake root. A plant that dreamt of being human. Put it under your mother's bed in a bowl of fresh milk. Each morning give it two drops of blood.

Ofelia, revolted, takes the root.

FAUN
Now, we have no time to waste. The full moon will be upon us.
Let my pets guide you through--

He hands her his basket. The Fairies chitter-chatter inside it.

FAUN
You're going to a very dangerous place,

so be careful.

The thing that slumbers there, it's not
human...

He hands her a small, dark hourglass.

FAUN

You will see a sumptuous banquet, but
don't eat or drink anything.

Your life depends on it.

EXT. CAVE - NIGHT

Mercedes, Pedro and the Doctor arrive at a large cave mouth.
GUERRILLA sentries allow them to pass.

INT. CAVE - NIGHT

The walls are covered with soot.

A dozen more guerillas sit around an open fire in the middle
of the cave.

Mercedes opens up the canvas bag and starts handing out
letters, food, tobacco and newspapers.

MERCEDES

I've brought some Orujo, tobacco, cheese.
Some mail for "Trigo" and "Piloto."

The men divide a newspaper among themselves. One page each.

The doctor approaches a group of wounded men. One of them,
FRENCHIE, is very weak. His leg is bandaged.

DOCTOR

Let's see how that leg is doing, Frenchie-

FRENCHIE

Well, how do you think it's doing?? It's

fucked up-

STUTTER

... North American, B-b-british and C-c
canadian T-t-troops disemb-b-barked on a
small beach in the North of F-F-france-

STUTTER, a thin guy in his thirties, reads a ragged
newspaper.

TRIGO

Gimme that, you stammering piece of shit!

Muscle-bound TRIGO grabs the newspaper from Stutter.

TRIGO

More than 150,000 soldiers... under the
command of General Dwight D. Eisenhower
who said: "We will not accept anything
less than complete victory over Germany."

The Doctor cuts the bandages off Frenchie's leg. It looks
horrible.

FRENCHIE

Is it bad, doctor?

DOCTOR

Look, Frenchie- There's no way to save
it.

Everyone goes quiet-

INT. CAVE - LATER

The Doctor readies a stainless steel bone saw.

DOCTOR

I'll try to do it in as few cuts as I
can.

The men give Frenchie the bottle. He gulps down half of it.

FRENCHIE

(stoically)
Wait a second, doctor, just a second.

Frenchie looks longingly at his leg. One last time- Then, he takes hold of Trigo and Rubio's arms. Mercedes and Pedro put all their weight on the injured limb.

The Doctor touches his saw to the leg-
-and cuts.

CUT TO:

INT. ATTIC - SUNRISE

Ofelia takes the book out from under her bed. Opening it, she sees herself illustrated in a room with a lavish table full of food. In the wall are three niches. And at the far end of the table, a pale human figure.

OFELIA (V.O.)

Use the chalk to trace a door anywhere in your room. Open it and start the hourglass - let yourself be guided by the Fairies-

Ofelia draws the outline of a door on the wall... and then opens it onto a long hallway. Ofelia goes through, wearing the wicker basket around her neck.

OFELIA

Don't eat or drink anything and come back before the last grain of sand falls through...

INT. HALLWAY LEADING TO DINING HALL - SUNRISE

The girl walks down a corridor with a low ceiling and a multitude of arches. Each column represents a tree with fanning branches. An elaborate mosaic pattern spreads over the floor; the ceiling fresco depicts the lunar cycle.

INT. BANQUET HALL - SAME

In the next room, a large, wooden table overflows with a cornucopia of cakes, meat, fish, liquor, exotic fruits...

Light and warmth pour forth from a roaring fireplace.

A PALE MAN with a gaunt, featureless face and skeletal body sits silently at the far end of the table.

He's ominously still, his head hanging at an odd angle. In front of him, a small metallic plate displays two human eyeballs.

It's very hot: beads of sweat roll down Ofelia's face. Her hungry stomach growls.

She spots the three niches.

She takes out her golden key and considers the doors. Each one clad in smooth gold, with identical locks.

The wicker basket starts to shake furiously. Ofelia opens it. The Fairies fly out.

They buzz around the three niches, like flies around honey. They fan their wings repeatedly, vibrating, communicating, sniffing the gold doors.

Stepping back to let the Fairies investigate, Ofelia knocks over a platter of green grapes.

She picks them up and puts them back on the table. One of the grapes remains on the floor.

The Green Fairy stops in front of the door in the middle, announcing its decision.

Ofelia goes to the door and puts the key in the lock.

OFELIA

No- It's this one-

-she goes to the adjoining door, sticks the key in the lock

and turns it. CLACK.

She opens the door and reaches through the doorway to take whatever is there.

Her hand nears a package, about 16 centimeters long, wrapped in a dirty rag.

Ofelia looks around: nothing has happened. All is calm. The Pale Man is immobile.

Ofelia readies to exit, but then she spots a plate full of ripe grapes: so many of them!!

She looks back at the eerie, sitting figure: immobile and seemingly lifeless. The Fairies warn her repeatedly, trying to prevent her from eating any grapes. But the girl sneakily picks one up and eats it.

Unseen by her- The Pale Man lifts his head and grabs the two human eyeballs from the metallic plate in front of him.

He introduces the eyeballs into twin stigmata in his palms and uses his hands to look around, splaying his fingers like excited peacock feathers as he discovers-

-Ofelia eating yet another grape.

The Pale Man jerks toward her, in spastic, disembodied steps. He crouches like an animal ready to pounce.

Ofelia turns just in time. The Pale Man roars. The Fairies fly at him and attack!

Flailing his arms, the monster turns over the table, dumping all the food. Swatting and snapping, he eats two of the Fairies. They HOWL as he bites down...

Ofelia runs, carrying the precious package. The Green Fairy follows her.

The Pale Man comes after her.

INT. LONG HALLWAY

Ofelia gets to the end of the hallway. She pounds the blank wall where moments ago there was a door.

INT. ATTIC

Ofelia's thumping is barely audible.

INT. HALLWAY LEADING TO DINING HALL

Ofelia sees the Pale Man's silhouette coming up the hallway.

Ofelia searches her pockets for the chalk. Finding it, she stands on tiptoe and traces the outline of a door!

Ofelia pushes against it and opens-

INT. ATTIC - SUNRISE

A trapdoor in the attic floor.

INT. HALLWAY LEADING TO DINING HALL

Ofelia crawls out the new exit. Her legs dangle briefly.

The pale monster leaps at them, snarling. Ofelia pulls herself up and out just in time. The Green Fairy follows shortly thereafter.

INT. ATTIC - SUNRISE

Ofelia slams the door behind her. The marks on the floor disappear and it seals itself shut.

All the while, something directly below bumps violently, almost bursting through the floor.

When all is calm, Ofelia sits on the bed, exhausted. The Green Fairy flutters and chirps, excitedly.

CUT TO:

EXT. RIVER - SUNRISE

The Doctor, Mercedes and Pedro start down the mountain.

PEDRO

We'll soon have reinforcements from Jaca.
Fifty men or more. Then we'll go head to
head with Vidal.

DOCTOR

And then what- ? You kill him, they'll
send another just like him. And
another...

LATER - RIVER BED

The Doctor washes his bloody hands and his surgical
instruments in the stream that runs through the mountains.

DOCTOR

You're screwed, no guns, no roof over
your heads... You need food, medicine.
You should take care of Mercedes. If you
really loved her, you would cross the
border with her. This is a lost cause.

PEDRO

I'm staying here, Doctor. There's no
choice.

He moves away, towards Mercedes, who awaits him nearby. She
hands him a copy of the warehouse KEY.

MERCEDES

Here's the key- but you can't come down
now. It's exactly what he wants-

He kisses her on the cheek.

PEDRO

Leave it to me.

MERCEDES

I'm a coward.

PEDRO

No, you're not.

MERCEDES

Yes, I am- a coward for living next to that sonofabitch, making his bed, feeding him...

What if the Doctor's right and we cannot win?

Pedro looks at Mercedes, hugs her fiercely.

PEDRO

Well- At least we'll make things harder for that bastard.

A SONG starts up, full of good cheer.

INT. VIDAL'S STUDY - BATHROOM - SUNRISE

Once more, Vidal, shirtless, is shaving with his switchblade while listening to music on the Victrola.

On the sink: his father's gold and silver watch.

Vidal looks at it and then studies himself in the mirror, as if sizing up an old enemy. He places the steel blade on his own reflection and-

-cuts swiftly.

CUT TO:

INT. UPPER BEDROOM - DAY

The music drifts upstairs into the Upper bedroom.

Ofelia approaches her mother, who is asleep in bed, sweating profusely. She caresses her face.

There is a breakfast tray on the night stand.

Ofelia empties a glass of milk into a bowl and pulls the mandrake root out from under her clothing. She submerges it in the milk, then slides the bowl under the bed.

She bites her finger until a small drop of blood appears. It falls into the milk...

The mandrake twitches, sucking avidly at the pink liquid.

The root uncoils into the floor, spiralling around the legs of the bed-frame.

Ofelia hears FOOTSTEPS: somebody's coming into the bedroom. Ofelia stays down: she can see a pair of shoes.

It is the Doctor. He checks Carmen's pulse and temperature.

DOCTOR
Captain Vidal!

Vidal paces nervously, nearby-

DOCTOR
Her temperature is down...

VIDAL
But she still has a fever?

DOCTOR
Yes, but it's a good sign- her body is responding.

Vidal stares at the Doctor, not a trace of emotion in his eyes.

DOCTOR

Listen to me. If you have to choose, save the baby. That boy will bear my name and my father's name, too.

Ofelia hears this from beneath the bed.

Suddenly an explosion shakes the room. Vidal looks outside, then another explosion rattles the windows.

Bits of plaster drop down from the ceiling onto the ground near Ofelia.

Cursing, Vidal rushes from the bedroom. The Doctor follows

EXT. GARDENS - DAY

Vidal hurries out to the garden. The guards have come out of their tents and look at-

-a colossal column of smoke and fire in the distance. Another explosion shakes the ground.

INT. NORTH BEDROOM - CONTINUOUS

Ofelia comes out from beneath the bed. Tentatively, she nears her mother's belly.

OFELIA

Brother, brother, if you can hear me...

She leans her head gently on it.

OFELIA

...things out here aren't too good. And soon you'll have to come out. Mom isn't doing well.

Unexpectedly, the girl tears up.

OFELIA

I'm asking you for one thing, just one: don't hurt her.

She's very pretty, you'll see. Even though she's sad some of the time. You'll see, when she smiles - you'll love her.

So- if you do what I say, I'll make you a Prince in my kingdom...

I promise you- a Prince...

EXT. TRAIN TRACKS IN COUNTRYSIDE - DAY

Something has blown a large crater into the rural railroad track. Tipped into it is the smoking ruin of a locomotive. Vidal inspects a couple of charred BODIES by the wreckage.

ENGINEER

I sounded the whistle- but they wouldn't move. I tried to stop, but it was too late-

The long freight train has derailed in the middle of nowhere. Dozens of GUARDIAS CIVIL patrol the disaster.

The engineer and the FIREMAN walk among the burned freight cars with Vidal and his men. Some GUARDIAS CIVIL ride up and dismount.

VIDAL

What did they steal from inside the freight cars?

FIREMAN

Nothing They didn't open a single one.

VIDAL

What the hell are you talking about?

FIREMAN

This whole mess- and they didn't open any of the cars. They didn't take anything.

VIDAL

Nothing, are you sure?

FIREMAN

Nothing, who the hell knows that they
wanted- other than to make us waste our
time.

And, just as Vidal realizes he's been tricked. The sound of
DISTANT GUNFIRE reaches his ears.

CUT TO:

EXT. MILL - DAY

Rain is falling as Vidal's Bentley roars to a stop in front
of the mill.

A gunfight is raging. Staying low, the Captain runs over to
Garcés. There are several cadavers strewn on the ground.

Guards have taken cover among the trees. Some bloody,
wounded soldiers cower on the ground.

Garcés is bleeding from a wound on his forehead.

GARCÉS

(pointing)

Captain- they came out of nowhere- They
have grenades...

Vidal sees the open bodega. It has been thoroughly looted:
jugs and empty crates are scattered everywhere.

He takes special note of-

-the open lock, hanging from the door.

Serrano hurries up to him.

SERRANO

One group stayed behind - up on the cliff-
with rifles... We've surrounded them-

EXT. DEEP FOREST - DAY

Holding his gun, Vidal advances on foot through the dripping forest. He is accompanied by a squad of guards.

GUNSHOTS. A pair of GUERRILLAS jumps out from a pile of boulders, blasting away. A guard falls down dead at Vidal's feet, three bullets in his chest.

Vidal, Serrano and Garcés take cover behind a craggy outcropping. Bullets explode onto the stone.

Excited, Vidal glances at his Father's watch and smiles.

VIDAL

C'mon, Serrano, this is the only decent way to die.

He leaps out, firing. Two bullets whiz by his head and bury themselves in a tree.

Vidal keeps shooting, wounding two of the guerrillas. Garcés follows, also firing.

Vidal and Garcés get to-

-the boulders: kneeling there is a YOUNG GUERRILLA, panting, torn to pieces by the gunfire.

VIDAL

Let me see- Can you talk??

The Young Guerrilla gasps for air: a gaping wound on his neck bleeds profusely.

VIDAL

Pity.

He empties his pistol into the Young Guerrilla. Garcés is appalled. Vidal reloads and finishes off the second one with a shot to the temple.

VIDAL

(to Serrano)

This is useless- we need one alive- Just one-

Garcés spots something nearby.

Lurking in the bushes is a WOUNDED MAN, gasping for air, wounded in the leg.

His face remains hidden.

GARCÉS

Captain, this one's still alive. He's got a leg wound.

CUT TO:

INT. KITCHEN - LATE AFTERNOON

Mercedes comes down the service stairs into the kitchen. She runs to the window. All the kitchen maids are there.

MERCEDES

What's happened?

CONCHITA

They took one of them- alive. And they're taking him to the storeroom.

Mercedes darts out into the rain.

EXT. MILL - LATE AFTERNOON

CONCHITA

Mercedes!

Mercedes heads toward the old bodega. She sees the guards drag a man inside.

EXT. BODEGA - LATE AFTERNOON

Mercedes stands, in the middle of the rain not knowing what to do- where to go- where to run-

Vidal approaches her.

VIDAL
Mercedes?

MERCEDES
I-I needed to get in the bodega-

VIDAL
Not now, Mercedes.

A guard comes out. Mercedes can see-

INT. BODEGA - LATE AFTERNOON

-the prisoner is Stutter.

Stutter and Mercedes look each other in the eye-

There is a mixture of relief and pity in Mercedes' eyes.

A guard closes the door.

CUT TO:

INT. KITCHEN - NIGHT

Mercedes takes the hidden knife from her apron and peels vegetables. Rapidly and mechanically. The kitchen is bustling with activity, but her mind is miles away.

She picks up a dinner tray.

INT. VESTIBULE- MILL - NIGHT

She carries the tray upstairs.

INT. NORTH BEDROOM - NIGHT

She places the tray on the night stand. Carmen and Ofelia play card games by the light of the oil lamp.

The Doctor readies Carmen daily doze of sleeping medication into a glass of water for Carmen.

DOCTOR

This is half the dose: only one drop-

As Ofelia comes to the bedside, a weak but conscious Carmen pushes the medicine away.

CARMEN

I don't think I need it. I feel better.

DOCTOR

I don't understand it. But I'm glad.

Ofelia smiles.

CUT TO:

INT. BODEGA - NIGHT

Vidal finishes rolling a cigarette. He's standing in front of Stutter, who is tied to a concrete post.

VIDAL

Damn! This cigarette is good. Real good tobacco-

He offers him a puff.

STUTTER

F-f-f-fuck you-

Garcés enters and sets down a table and some chairs.

VIDAL

We catch one and he turns out to be a stutterer. Fuck! We'll be here all night.

GARCÉS

As long as he talks, Captain-

VIDAL

Garcés is right- You better tell us everything. Because, to make it happen, I brought along a few tools. Nothing fancy- Things you pick up along the way.

He goes over to a tool box and takes out a hammer, some needle-nose pliers and a leather-working blade.

VIDAL

At first I won't be able to trust you..
But when I use this one-

He lifts the hammer.

VIDAL

- you'll own up to a few things...

Next, he shows off the pliers.

VIDAL

When we get to this one, we'll have a closer relationship, almost like brothers. You'll see.

He picks up the blade.

VIDAL

And when we get to this one, I'll believe everything you tell me.

Vidal picks up the hammer.

VIDAL

Now- I'll make you a deal. If you can count to three without st-t-tuttering, you can go.

He approaches the shivering man, who looks around as if in search of an answer.

VIDAL

Don't look around, look at me. There's no

one above me.

Garcés- If I say this asshole can leave-

GARCÉS

Then he can leave, Captain-

VIDAL

So, there- count to three.

And Stutter tries- sweating- making a supreme effort-

STUTTER

One-

VIDAL

Good.

Again, Stutter struggles and manages a-

STUTTER

Two.

VIDAL

One more and you will be free.

And he goes for it. But-

STUTTER

T--t-t-t-

He looks up at Vidal, imploring.

VIDAL

Pity.

His arm is a blur as the hammer lands a terrible blow.

DISSOLVE TO:

INT. ATTIC - NIGHT

Thunder, lightning, it's raining again. Ofelia is asleep in her bed. A shadow passes over her body-

FAUN

Your mother is much better, Your Highness-
You must be relieved!!

Ofelia is startled awake. The Faun looms over her.

OFELIA

Yes, thank you. But things haven't turned
out so well.

FAUN

No??

She gives him the package. The Faun opens it: inside there
is a long, gold dagger. It's beautiful. The blade is
engraved with Celtic lettering and on the handle is the
figure of a satyr hugging a girl who holds a baby.

OFELIA

No. I had an accident.

FAUN

An accident??

She hands him the Fairy basket. Out of it comes the damaged
Green Fairy, who immediately perches atop his shoulder and
starts chattering and pointing at the girl.

FAUN

You broke the rules!

OFELIA

It was just two grapes! I thought no one
would notice-

FAUN

We made a mistake!!

OFELIA

A mistake?

FAUN

You failed. You can never go back.

The moon will be full in three days.

Your spirit will stay forever among humans.

You'll live among them, you'll get old like them, you'll die like them-- and your memory of us will fade.

And we'll vanish along with it!

The Faun backs into the darkest corner of the attic.

FAUN

You will never, ever see us again.

A flash of lightning briefly illuminates the corner: The Faun is gone.

CUT TO:

EXT. BODEGA - SUNRISE

Vidal calmly smokes a cigarette under an umbrella. Garcés arrives with the Doctor.

VIDAL

Good day, Doctor. Sorry to wake you so early, but I think we need some help.

The Doctor goes inside.

INT. BODEGA - MILL - SUNRISE

The Doctor comes into the bodega. Vidal stays at the door.

Stutter is curled up on the ground. His nose is flattened, one eye is bloodshot and a head wound is bleeding. Flies buzz around him.

DOCTOR

My God, what have you done to him?

VIDAL

Not much. But things are getting better.

Vidal surreptitiously removes a vial of antibiotics from the Doctor's medical bag. He wraps it in a linen handkerchief.

VIDAL

I like having you near, Doctor. It has its advantages.

He moves away along with Garcés.

VIDAL

Serrano, stay here-

Once alone, the Doctor opens up his bag and takes out some alcohol and gauze to clean the wounds.

STUTTER

I spoke. Not much- b-b-but I did-

The Doctor sees the man's hand: it's a mess of broken bones and lacerations.

DOCTOR

I'm sorry-

He glances at Serrano, outside smoking a cigarette.

STUTTER

No... Kill me, kill me now.

The Doctor looks him in the eye, unsurprised.

INT. VIDAL'S STUDY - DAWN

Vidal brings out the packet of medicine from the cave. He takes out a vial of antibiotics and compares it with the one from the Doctor's bag.

They are identical.

VIDAL

Son of a bitch-

INT. BODEGA - SUNRISE

The Doctor prepares an injection.

DOCTOR
(to Stutter, in a whisper)
It will be over soon.

Stutter gratefully squeezes his hand. After a brief hesitation, the Doctor administers the injection.

The men stare at one another. Slowly, the life ebbs from Stutter's eyes.

INT. MILL VESTIBULE - SAME

Vidal briskly leaves his study. Hearing a door click shut somewhere above- he stops-

VIDAL
(to Garcés)
Go check on Doctor Ferreiro. I'll be there soon.

GARCÉS
Yes, Captain.

Vidal goes upstairs.

INT. NORTH BEDROOM

Ofelia is crawling under the bed-

There she finds the mandrake root, bloated and immobile.

OFELIA
You're not moving- are you ill?

Suddenly, Vidal yanks her out from under the bed.

BEDROOM - CONTINUOUS

VIDAL

What the hell are you doing down there?

Vidal looks underneath the dust ruffle-

EXT. BODEGA - DAY

Garcés walks to the bodega. Serrano snuffs out his cigarette.

GARCÉS

Where is he? Call him out here-

SERRANO

Who?

GARCÉS

Who do you think, you idiot? Ferreiro!

He pushes Serrano aside, enters the bodega-

INT. BODEGA - SAME

The Doctor holds the dying Stutter in his arms. Garcés sees-
-the syringe in his hands. He understands immediately.

INT. NORTH BEDROOM - DAY

VIDAL drags out the mandrake root from under the bed. Its foul smell makes him wince.

VIDAL (CONT'D)

What the hell is this?

He rips it off the milk plate.

OFELIA

No! Nooo!

Vidal is about to hit the girl when-

CARMEN

Please, leave her be!

Vidal turns: Carmen has awakened. She motions for him to stop.

VIDAL

Look what she hid under your bed?!
What do you think of this?

He hands Carmen the mandrake root. Ashen-faced and weak, Carmen looks at the disgusting thing, trying to make sense of it.

CARMEN

Ofelia, what is this doing under the bed?

OFELIA

(matter of fact)

It's a magic root the Faun gave me!

VIDAL

This is all because of that junk you let
her read. Look what you've done-

CARMEN

Leave us alone, I'll speak to her,
Darling...

VIDAL

As you wish.

Vidal, furious, leaves the room.

OFELIA

The Faun told me you would get better -
and you did!

CARMEN

You have to listen to your father. You

have to stop all this.

Ofelia hugs her mother with all her might.

OFELIA

No- I want to leave this place! Please,
let's just go -

CARMEN

Things are not that simple.

Carmen pries her off and looks her in the eye.

CARMEN

As you get older, you'll see that life
isn't like your fairy tales. The world is
a cruel place.

She moves away and near the open chimney. The firelight
cast shadows over her sweaty face.

CARMEN

And you'll learn that, even if it hurts.

She throws the root into the fire!!

OFELIA

Noooo!!

CARMEN

Ofelia!! Magic does not exist!

She grabs the girl by the shoulders, shaking her.

CARMEN

Not for you, me or anyone else!

Then- a horrible, inhuman squeal. The dying shriek of the
mandrake!!! Ofelia watches in horror as the humanoid root
writhes and squeals in the chimney flames!!!

Carmen gasps and doubles over in pain, clutching her
stomach. Ofelia holds her as best as she can.

OFELIA

Help, help, help!

INT. BODEGA - SAME

The Doctor and Vidal study each other.

VIDAL
Why did you do it?

DOCTOR
It was the only thing I could do.

VIDAL
No. You could have obeyed me?

DOCTOR
I could have. But I did not.

From somewhere in the house, someone CRIES OUT. They hear a commotion among the servants. The Doctor stands up and collects his bag.

VIDAL
But it would have been better for you-

Vidal grips his arm, stopping him.

VIDAL
I don't understand- *Why* didn't you obey me??

A long beat. The Doctor knows that his response will seal his fate.

DOCTOR
To obey without thinking- just like that-

Well- that's something only people like you can do- Captain-

Vidal takes out his gun and shoots the Doctor, who drops to the ground. Vidal stands over him and finishes him off.

A stunned Garcés looks on. It begins to rain. Jacinta and Conchita approach Vidal- an urgent murmur.

VIDAL
Garcés!! Have the troop paramedic come to
my wife's room right away!!

CUT TO:

INT. UPSTAIRS HALLWAY MILL - LATE AFTERNOON

A stream of servants hustles up and down the stairs with steaming basins and clean towels. Some go in and out of the bedroom. The SOUND of Carmen's screams.

Vidal and Ofelia wait impatiently outside the bedroom.

Beyond the half-open door: chaos. Mercedes washes her bloody hands in a wash basin.

Ofelia listens to her mother's cries.

Carmen's screams stop, replaced by a NEWBORN'S CRY. The PARAMEDIC walks towards Vidal and whispers-

PARAMEDIC
Your wife- is dead-

Vidal hurries into the room.

Ofelia is now alone in the corridor. There's no one around. She hears the crying infant in her mother's bedroom.

A PRIEST's eulogy can be heard.

DISSOLVE TO:

EXT. CEMETERY ON A HILL - LATE AFTERNOON

A beautiful afternoon: the sun is shining, the sky is clear.

Gathered around a grave are the Mayor, his wife, the Priest, all THE SERVANTS FROM THE MILL, the guards and Vidal in a civilian black dress suit, with his newborn son in his arms.

Ofelia weeps silently. Mercedes puts her hand on Ofelia's shoulder.

They lower the coffin into the grave.

INT. NORTH BEDROOM - DAY

Ofelia closes the trunk that held her mother's dresses. She puts away her mother's make-up, letters and photographs. Various medicines and the bottle of sleeping drops are on the night stand. She puts everything into a small suitcase.

CUT TO:

INT. VIDAL'S STUDY - NIGHT

Vidal wipes a record with his shirt sleeve. He places it on the Victrola.

Mercedes lays the sleeping baby in a simple wooden cradle.

VIDAL

You knew the Doctor well, didn't you
Mercedes?

MERCEDES

We all knew him, sir. Everyone around
here.

VIDAL

The stutterer spoke of an informant here-
inside the mill. Can you imagine that?
Right under my nose.

Vidal places the needle on the record.

VIDAL

Mercedes, please.

He points at an empty seat in front of his desk. The music starts up.

VIDAL

What must you think of me, my dear young woman? You must think I'm a monster.

MERCEDES

What someone like me thinks of you- hardly matters, Sir-

He pours himself a glass of Orujo and pours one for her as well.

VIDAL

Would you go to the bodega, Mercedes? And bring me another bottle of liquor. Please.

He glances at the bottle: a quarter of the liquor still remains.

MERCEDES

Yes, sir- right away.

VIDAL

Aren't you forgetting something?

MERCEDES

Sir?

VIDAL

The key. I have the only copy, don't I?

MERCEDES

Y-yes.

VIDAL

You know? Something's bothering me. It's not important, a tiny detail- but the day they broke into the storehouse, with all those grenades and explosives, the lock itself was never forced.

But as I said- It's probably not important.

He gives her the key and hovers dangerously.

VIDAL
Be very careful.

MERCEDES
Good night, sir.

Vidal watches her leave as he sips his liquor.

INT. KITCHEN - NIGHT

The music from Vidal's study carries into the kitchen.

Mercedes pries up the loose floor tile and fills her canvas bag with letters and groceries. She hears a noise, and stops: nothing...

She hurriedly keeps packing.

INT. ATTIC - NIGHT

Ofelia, sound asleep. A shadow looms over her. She wakes up-

MERCEDES
Shh. Ofelia- I'm leaving tonight.

OFELIA
Where are you going?

MERCEDES
I can't tell you.

Ofelia puts her arms around her neck.

OFELIA
Take me with you, please.

MERCEDES
I can't, my child-

OFELIA
Take me with you.

CUT TO:

EXT. MILL - NIGHT

Ofelia and Mercedes cautiously move away from the mill. Mercedes uses an old umbrella to shelter the girl from the rain.

INT. RIVER BED - NIGHT

The two women wade the shallow end of the river. Suddenly a noise-

Mercedes pauses, agitated.

MERCEDES
I heard something-

She listens intently.

MERCEDES
Nothing- It was nothing.

When she turns, she's surprised to discover-

Vidal, Serrano and half a dozen men surrounding them. Vidal nods at them, gentlemanly.

VIDAL
Mercedes-

Then he gazes down at his stepdaughter.

VIDAL
Ofelia...

CUT TO:

INT. ATTIC - NIGHT

Vidal pushes Ofelia into the attic.

VIDAL

How long have you known about her?? Uh??

He slaps the girl- twice.

VIDAL

How you must have laughed at me, you
little bitch!!

He turns to his men, awaiting orders by the door.

VIDAL

Lock the door-

-

Keep an eye on her and if anyone tries to
get in, kill her first.

He exits. Leaving the weeping girl alone in the enormous
attic.

INT. BODEGA - DAY

Vidal takes the canvas bag from Mercedes. He opens it and
brings out a few meager items.

VIDAL

Dry meat- Tobacco - if you had asked for
it, I would have given it to you,
Mercedes-

Then, a small packet of letters.

VIDAL

I want the names of anyone named in these
letters and I want them in front of me-
first thing in the morning.

GARCÉS

Yes, Sir!

Garcés nods he finishes roping Mercedes to the exact same
wooden post where Stutter was tied.

VIDAL
You can leave, Garcés.

GARCÉS
You're sure, Captain?

VIDAL
For God's sake, she's just a woman.

Garcés leers and leaves.

MERCEDES
That's what you always thought. That's
why I was able to get away with it. I was
invisible to you.

Vidal rolls up his sleeves and unbuttons his shirt collar.

VIDAL
Damn. You found my weakness: arrogance.
How perceptive.

But we're here to find your weak points.

Vidal busies himself with his tools: the hammer, pliers, etc.

VIDAL
It's very simple: you will talk... and
I have to know that everything you say is
the truth.

Straining against the ropes, Mercedes manages reach the
knife in her apron.

VIDAL
At first, I won't be able to trust-

Suddenly- WHACK!!!

Vidal's body shudders-

-he puts his hand to his left shoulder blade. He looks at
his *bloody fingers*. He turns around and stumbles.

Mercedes holds the knife. Vidal reaches for his gun.

Mercedes stabs him again, this time deep in his upper arm. As Vidal doubles over in pain, she sticks the knife in his mouth.

MERCEDES

At first, I won't be able to trust-
I'm not some old man -! Not a wounded
prisoner- ! Sonofabitch- sonofabitch-
Don't you dare touch the girl... You won't
be the first pig I've gutted -!

With a brutal thrust - *from the inside out* - she slices open his cheek. Vidal collapses, gurgling blood. Mercedes uses the knife to cut the ropes as quick as she can.

Once free, Mercedes runs toward the door.

EXT. BODEGA - NIGHT

Outside, no one has any idea of what has just happened. Garcés, Serrano and other guards go about their business.

Garcés, in fact, is listening to a radio, tuned to the NATIONAL LOTTERY results. He holds in his hand the Guerrilla's abandoned ticket.

RADIO ANNOUNCER

... the winning numbers are...

Mercedes, surreptitious, moves away into the woods. Serrano spots her at the last minute.

SERRANO

(to Garcés)

He let her go!

GARCÉS

Shh-

He listens to the radio and finally, grunting crumples the lottery ticket and moves towards Serrano.

GARCÉS

What the fuck are you talking about??

Serrano points at Mercedes, already halfway into the woods.

GARCÉS

Hey!!

She starts to run. Garcés pulls out his gun and readies it. Vidal stumbles out of the bodega, bleeding and covering his face with his right hand.

VIDAL

(to Garcés)

Get her!!!

Garcés is shocked- an injured Vidal???

GARCÉS

Captain! What-??

VIDAL

Bring her to me, Goddamit!!!

He uncovers his slashed face.

Garcés, startled runs to comply.

GARCÉS

(to all men)

Mount up!!!

EXT. DEEP FOREST - NIGHT

Mercedes runs through the trees.

Suddenly a rumble makes her turn around: A group of TEN MEN on horses surges into view.

She stumbles, losing ground.

Mercedes gets up, limping now-

She gets to a clearing. Closing in, Garcés dismounts. Six other riders surround her. Mercedes flashes her knife. The horsemen tighten the circle around her.

GARCÉS

It'll be better if you come without
struggling. The Captain-

She puts the blade to her own throat.

GARCÉS

Don't be foolish, sweetheart, if anyone
is going to kill you-

He takes out his gun.

GARCÉS

It'll be me-

He walks up to her. Suddenly, a gunshot hits him in the
chest, and then another and another. He falls to the ground,
dead.

A series of gunshots pick off the other horsemen.

The last three soldiers try to escape. One is killed by a
furious hail of bullets; Serrano and another one manage to
get away.

A blood-spattered Mercedes sees men emerging from the
forest: Pedro now leads FORTY ARMED GUERRILLAS.

Brother and sister embrace. The Guerillas finish off the
injured soldiers on the ground.

CUT TO:

INT. ATTIC - NIGHT

Ofelia lies on the floor, motionless, defeated, when the
Green Fairy appears.

Ofelia sits up, and the Faun is there.

FAUN

I've decided to give you one last chance.

Mesmerized, Ofelia nods.

FAUN

You promise to listen, to do everything I tell you? Without question?

Ofelia nods again.

FAUN

Very well, then: Pick up your brother and bring him to the labyrinth- as fast as you can. Your Highness...

OFELIA

My brother?

FAUN

We need him.

OFELIA

Why-

FAUN

(irritated)

No more questions.

OFELIA

The door's locked.

The Faun gives her piece of chalk.

FAUN

Then, create your own door.

CUT TO:

EXT. MILL - NIGHTFALL

Serrano and the injured soldier return to the mill.

INT. VIDAL'S STUDY - NIGHT

Vidal sews his split cheek and then wraps a blood-stained bandage around it.

Ofelia steals in, past the Captain's desk.

In the cradle, the baby starts crying.

The baby's wails grow louder. The Captain turns around; Ofelia hides but leaves her magic chalk behind.

Vidal goes to a small table and serves himself the last of the Orujo. He takes a sip. The bandage soaks up in blood and alcohol. He grunts-

-and pours himself another one.

He's about to take a sip when he sees the chalk on his desk. He instinctively readies his gun... Then-

SERGEANT

Captain- Captain- Please come, quickly-

VIDAL

Now what?

SERGEANT

Serrano is back. He's wounded.

VIDAL

Wounded?

He leaves the study. Ofelia comes out from hiding and looks at the cradle, at the crying infant.

She takes out her mother's bottle of sleeping medicine and empties it into Vidal's liquor.

EXT. MILL - NIGHT

A dozen men gather around the WOUNDED GUARD.

VIDAL

What happened?? Where is Garcés??

Serrano shakes his head.

VIDAL

How many were there?

WOUNDED GUARD

I don't know, sir. The shots came from all around us. Fifty- at least-

SERGEANT

None of the watch posts are responding, Sir-

VIDAL

How many men here in camp?

SERRANO

Twenty, maybe less, sir-

Vidal does the math.

INT. VIDAL'S STUDY - NIGHT

Ofelia lifts her brother from the cradle.

OFELIA

We're leaving. Together. Don't be afraid. Nothing is going to happen to you.

She wraps him in a blanket and tries to soothe him. Halfway to the door, she hears footsteps and hides in a nook.

VIDAL

Put the remaining men on picket duty at the tree line- when another squad gets back, have it report immediately to me.

Vidal comes back in, followed by the Sergeant.

VIDAL

Call for reinforcements.

SERGEANT

Yes, sir.

The Sergeant leaves, Vidal goes to his drink. But he stops to pick up his gold and silver watch; he winds it and slips it into his pocket.

Finally, he drinks his Orujo.

In the shadows, Ofelia takes a few steps towards the door.

Outside, the sound of SHOUTING and GUNFIRE. An explosion illuminates the room, revealing Ofelia and the baby to Vidal.

Vidal takes out his gun and takes a few faltering steps.

VIDAL

Put him down-

The girl edges toward the study door. Vidal stumbles toward her. Outside, a terrible explosion shatters the window and shakes the whole house.

VIDAL

I'm warning you- put him down-

He trips on his desk, barely staying on his feet. Ofelia runs away. Vidal tries to shake himself awake and goes after her.

INT. MILL VESTIBULE - NIGHT

The girl runs toward the kitchen. Another explosion lights up the room, allowing Vidal to see her. He heads straight at her.

EXT. BEHIND THE MILL - NIGHT

Ofelia runs outside, holding her brother. She looks up. The moon is FULL.

She runs toward the labyrinth.

Vidal staggers out behind her. In the background, more explosions, flames and bursts of fire. A battle rages in the forest.

Some bullets whiz past Vidal, but he keeps going.

CUT TO:

INT. STAIRWAY TO ATTIC

Mercedes walks up the attic stairs, followed by Pedro and a few of his men.

INT. ATTIC - NIGHT

She finds the attic empty. On a wall there is a child's chalk drawing of a doorway.

CUT TO:

EXT. LABYRINTH - NIGHT

Ofelia dashes into the labyrinth. Vidal is not far behind.

The sleeping medicine makes him stumble and falter. He slumps against a wall. Ofelia gains on him.

But right away, she loses her way, but the leafy walls *move aside to guide her-!*

-first one, then another-

-and yet another.

Vidal, meanwhile, bumps into obstacles at every turn. Head spinning, he pauses.

INT. ROTUNDA IN CENTER OF LABYRINTH - NIGHT

Reaching the rotunda, Ofelia sees the Faun waiting, halfway up the stone staircase.

Ofelia calms the baby and starts down the stairs toward him.

FAUN

Quickly, Your Majesty, give him to me.
The full moon is almost here and we need
him to open the portal.

OFELIA

(seeing something)
What's that in your hand?

It's the golden dagger.

FAUN

The portal will only open if we shed the
blood of an innocent. A pin prick- That's
all. Just a drop of blood-

It's the last task!! Hurry!!

The basket shakes furiously. The Green Fairy escapes and buzzes furiously around Ofelia.

FAUN

You promised to do it, so give me the
boy. I want to leave this place, I can't
wait any longer!

The Faun comes closer to the girl. His face radiates a wicked hunger. She steps back, horrified.

OFELIA

No. My brother stays with me.

FAUN

You would give up your sacred rights for
this brat?

OFELIA

Yes, I would.

FAUN

You will give up your throne for him? He
who has caused you such misery, such
humiliation?

Vidal comes into the rotunda. He sees Ofelia, alone. He
can't see the Faun. With enormous effort, Vidal lifts his
gun.

OFELIA

I will.

FAUN

As you wish- Your Highness-

As he recedes into the darkness, Vidal shoots. The bullet
hits Ofelia in the stomach. She falls gently to the ground,
at the edge of the well, clutching her baby brother.

The book lands next to her.

Vidal picks up the infant. Ofelia reaches out for help,
tears in her eyes. Vidal ignores her, spits on the ground
and leaves.

CAMERA closes in on Ofelia's face. A ribbon of blood streams
from her nose.

INT. LABYRINTH - NIGHT

Vidal runs down the last path of the labyrinth, leading to
the exit-

EXT. LABYRINTH - NIGHT

-where Pedro and his men are waiting. In their midst:
Mercedes.

With a loud bang- gunshots tear into Vidal. Vidal falls to
his knees, hoisting his howling son in the air.

VIDAL

My son-

Mercedes walks forward. Vidal and Mercedes look at each other.

VIDAL

Tell him about his father- About the time
his father died-

Mercedes takes the baby in her arms.

Vidal understands the situation. He takes out his pocket watch and smashes it on the ground.

VIDAL

Tell him-

MERCEDES

No-

Pedro steps over to Vidal, gun in his hand.

MERCEDES

(to Vidal)

He won't even know your name.

Mercedes' words are Vidal's last and most painful wound. His face goes pale-

- and Pedro shoots him in the head.

Vidal collapses, dead.

INT. ROTUNDA IN CENTER OF LABYRINTH

Mercedes and Pedro reach the rotunda. Mercedes kneels next to the dying girl. Crying, Mercedes hums a sweet Galician lullaby.

Ofelia's pupils dilate.

Her blood runs down into the well, into the puddle at the bottom. The moon's reflection shimmers.

In the book, an image takes shape: Ofelia at a royal court,

in front of a fabulous banquet.

KING/FATHER (O.S.)

Arise, my daughter.

INT. VAST HALL - NIGHT

Ofelia stands. The labyrinth has disappeared.

This is an immense hall, in a dark, sumptuous castle. A swarm of fairies floats around her head. Before her, on a golden throne sits the KING OF THE UNDERWORLD.

At his side, an almost unrecognizable Carmen - radiant and gilded, she has transformed into a FAIRY QUEEN. Between them, there is another throne, empty, waiting.

Ofelia looks at the King-

OFELIA

(a whisper)

Father...

KING

It was your blood and not that of an innocent that made you worthy of the throne. It was the last task. The most important one...

And out from behind a pillar comes out the Faun. Smiling, surrounded by the Fairies.

FAUN

And you chose well, Your Highness...

He bows down.

QUEEN

So, come sit by your Father's side, my child? He's been waiting so long.

The Green Fairy flies around Ofelia, celebrating her return. Ofelia is cheered by a hundred voices.

Ofelia smiles-

INT. LABYRINTH - NIGHT

- and finally dies. In her eye: one frozen tear. Mercedes hugs the dead girl.

CAMERA dollies back. The moon is reflected at the bottom of the pool. Buzzing in the night air is the Stick Insect.

NARRATOR

And it is said that the Princess went
back to her father's kingdom-

And that she reigned with justice and a
kind heart for many centuries. And that
she was loved by all her subjects...

EXT. EDGE OF FOREST - SUNRISE

The sunlight emanates gradually from the darkness and shines
on the silhouette of the fallen fig tree.

NARRATOR

And, like most of us, she left behind
small traces of her time on earth.

Visible only to those that know where to
look...

The fig tree is flowering again.

FADE TO BLACK.