

WONDERSTRUCK

Written by

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Based on his illustrated novel

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BLACKNESS

Rising up WE HEAR:

The sound of a boy's panting while he runs. His footsteps crunching. Faster and faster, louder and louder.

SUDDENLY -

1

EXT. SNOWY MINNESOTA WOODS - 1977 - NIGHT

1

The roar of some terrifying creature. We are close to the BOY, age twelve, racing through the snowy dark. He is terrified. He manages to glance back behind him.

In a shaky dark swirl we catch glimpses of what appear to be animals, black against the blue snow, chasing after him. In a glimpse of light their eyes flash, revealing TWO WOLVES - tearing through the moonlit woods.

The boy tries desperately to pick up speed, dodging fallen limbs and rocks along his way. Strangely, he's barefoot, in a thin tank-top and pajama bottoms, running through a dark, eerie landscape.

Up ahead he sees a way to veer off from the path and dip down along an incline. He takes the turn, tearing through brush as he descends along the side of a hill into a slight recess, hoping to drop out of sight.

Through the black mesh of trees he spots the wolves running past. In relief, he exhales loudly, catching his breath. Then he pulls himself up. He turns - and gasps.

The two wolves have reverted course and are racing right towards him. Startled, he loses his footing, and stumbles to the ground. His foot is tangled in some roots. He starts yanking with all his might, glancing up to see:

The wolves are galloping toward him. Their sharp teeth glint in the moonlight. We see the boy from the wolves' point of view.

The boy's eyes flash with terror as we close in on him. There's nothing he can do. In the distance someone is calling a name..."Ben...Ben...Ben..."

We hear the boy's SCREAM.

2

INT. ROBBY'S BEDROOM - 1977 - NIGHT

2

BEN - the boy in the dream, a thoughtful, sullen kid - bolts up in bed. His face is covered in sweat. From across the room we hear his cousin ROBBY.

ROBBY

Ben!!

BEN

(panting, still lost in
the dream)

What?

Ben, tangled in the sheets of a fold-up cot, is wearing the same T-shirt and pajama bottoms he was wearing in the dream.

Robby, 14-years-old, with the beginning of a mustache, switches on his lamp, knocking two hunting magazines to the floor. He is sweating too and whips the blanket off him.

ROBBY

What? What's the matter? *Huh?* Can't you hear me? Are you deaf?

BEN

Stop it, Robby.

There is a knock from the other side of the wall.

AUNT JENNY (O.S.)

Go to sleep, boys!

ROBBY

(returning the call)
Sorry, mom.

BEN

Sorry, Aunt Jenny!

ROBBY

(without taking his eyes
off of Ben)
Shut. Up.

Robby makes a gun with his fingers and shoots it toward Ben, then switches off his lamp and turns over in his bed.

We can hear the crickets for the first time.

TITLE CARD: **GUNFLINT, MINNESOTA, 1977**

Ben eyes Robby's side of the room, his collection of guns and knives, fishing rods and hunting trophies.

He turns over to face the wall. A small slip of blue paper is tacked there. In the moonlight it reads:

***We are all in the gutter, but some
of us are looking at the stars.***

He glides his fingers across the words before reaching under his pillow to pull out a leather wallet. It has stitching around the edges and the silhouette of a wolf stamped onto the front.

Ben covers the wolf with his hand, opens the wallet and pulls out a folded piece of paper. It's a newspaper item that reads:

***February 18th, 1977, Local
Librarian Dies In Auto Accident***

A distant tug of MUSIC stirs up a few fleeting images:

3 FLASHBACK: INT. CHURCH - 1977 - DAY 3

Black shoes. Old people taking their seats in the pews for the funeral. A tear skidding down a woman's cheek. A photograph of the woman who died, classmates sitting several rows back with their parents.

4 FLASHBACK: EXT. SCHOOL BUS STOP - 1977 - DAY 4

An egret is being drawn in ballpoint pen in a spiral notebook. It sits perched on a branch behind which a crosshatch predator looms, a wolf or hound.

We see Ben hunched over his notebook, trying to get it just right. Three boys Ben's age stare at him.

Ben looks away from them as a yellow Gunflint bus pulls up.

5 INT. ROBBY'S BEDROOM - 1977 - NIGHT 5

Ben shakes himself out of the memory and looks again at the newspaper clipping.

There's a photograph of a pretty young woman with a ponytail, the same woman in the photograph at the funeral in the flashback.

Words and phrases from the article jump out at Ben: ***Elaine Wilson... ice... lost control... darkness... survived by her son, Benjamin...***

6

FLASHBACK - INT. BEN'S BEDROOM - 1977 - NIGHT

6

There's a small knock on Ben's bedroom door. Ben, in bed, looks up from a book on constellations. His mom, the woman from the photographs, sticks her head in the room. She has her hair in a ponytail and is wearing her favorite robe.

ELAINE

Hey, guess what? We forgot a present.

She holds up a small wrapped gift. Ben keeps reading.

ELAINE (CONT'D)

What's that?

BEN

Constellations.

ELAINE

Catch.

She tosses Ben the gift, but it bounces off the bed and falls to the floor. He sighs and goes to pick it up. A telescope with a bow on it is set up beside him, near his window.

His mom approaches, picking up some cellophane, a small rock, and a model of a whale, which she places atop his shelf.

ELAINE (CONT'D)

You really do live in a museum.

Ben's shelf is in fact his own natural history museum: rocks and pebbles and shells, bones and fossils, all organized into groups, with hand-written explanatory cards. She turns back to Ben, who is opening his last present.

ELAINE (CONT'D)

Why do you always look so sad, Benjamin Wilson?

Ben ignores the remark, a practice he has recently and selectively adopted. She takes a glance through the new telescope as he opens up a small box.

It's the wolf wallet, brand new.

BEN

Neat. Like the one we saw, on the trail. Thanks, mom.

Elaine looks up from the telescope and smiles.

ELAINE
Sure, handsome.

BEN
So...

ELAINE
Yes?

BEN
Was my dad an astronomer?

Elaine's expression immediately changes, as if a curtain has come down. Ben senses this but keeps talking, aware he's on a dangerous cliff.

BEN (CONT'D)
Maybe that's why I like outer space
so much. It makes sense...

His mom, with a forced smile, walks silently over and sits on the edge of his bed.

ELAINE
Happy birthday, Mister twelve-year
old.

She gently kisses his forehead.

ELAINE (CONT'D)
Don't stay up too long.

She exits the room, leaving Ben awake in bed, frustrated.

7 INT. LANDING/ELAINE'S BEDROOM - 1977 - NIGHT

7

Ben approaches his mom's bedroom from the upstairs landing, passing a bookshelf stuffed with old toys and science projects.

Through her partly opened door he sees her smoking a cigarette while standing beside an old portable record player. She pulls her pony tail tighter, and walks to an alcove where she has a desk. She sits. David Bowie's "Space Oddity" has begun to play.

Ben settles at the bedroom door as his mother closes her eyes for a moment, listening to the music.

BEN
(quietly)
Mom?

Elaine doesn't hear him.

BEN (CONT'D)
(louder)
Mom?

Elaine jumps.

ELAINE
Jesus - God, you scared me. What
are you doing out of bed?

BEN
(taking a deep breath)
Why won't you ever talk about him?
Other kids know their dads...

ELAINE
Not now, Ben. Go back to bed.

BEN
It's what I wished for, you know,
when I blew out the candles.

ELAINE
Another time, okay? When it's the
right time.

BEN
It's *never* the right time.

Ben turns to his mother's mirror, which is covered in postcards of famous works of art, clippings, and some of his childhood artwork.

Stuck on top with a piece of tape is the small blue piece of paper with the words: ***We are all in the gutter, but some of us are looking at the stars.***

BEN (CONT'D)
What does this mean?

ELAINE
What Ben?

BEN
This quote - "We are all in the gutter but some of us are looking at the stars." You said it the night we saw the shooting stars, and now it's on your wall. What does it mean?

ELAINE

(taking a deep breath,
wishing he'd go back to
sleep)

What do you *think* it means?

BEN

(disappointed, almost to
himself)

That's what you always say.

8 INT. ROBBY'S ROOM - 1977 - NIGHT

8

Ben, back in the cot of his cousin's room, is looking at the quote on the wall, gently tracing its edges.

We FOLLOW each word as he whispers them to himself:

BEN

*We are all in the gutter, but some
of us are looking at the stars...*

The last word: "*stars*" fills his vision and ours, as a soft swirl of MUSIC RISES...

DISSOLVE TO:

[1927. EVERYTHING IS NOW IN BLACK & WHITE AND SILENT, SAVE THE MUSIC, WHICH CONTINUES OVER. THIS IS THE CASE FOR THE ENTIRE STORY IN 1927, THROUGHOUT]

BRIEF IMAGES OF:

A GALAXY OF STARS which we slowly glide out from.

9 INT. MOVIE THEATER - 1927 - DAY

9

THE EYES OF A YOUNG GIRL, staring up at something, a movie screen perhaps.

10 INT. HOBOKEN GENERAL STORE - 1927 - DAY

10

We float out from on the word: **Stars** (white on black) but now in fancy letters to reveal...

A 1920's fan magazine, the full headline: **Our Brightest Stars.**

The featured actress is LILLIAN MAYHEW, a silent screen star with large eyes, a tiny mouth and long hair.

A girl's hand caresses the page.

Then - RIP!

We see ROSE, a twelve-year-old girl, tear the page out of the magazine. Long blonde hair, a simple light dress. Intense, determined. Sad.

The SHOPKEEPER, hearing the noise, looks up, spots Rose and starts yelling (though we do not hear any sounds).

A mother and daughter shopping nearby turn to look at the commotion.

Rose, with the torn page in her hand, runs past the mother and daughter, out of the store. The mother pulls her daughter closer, as if out of danger.

The shopkeeper yells after Rose as she runs off down the street. What a strange little girl...

11 EXT. HOBOKEN RIVER BANK - 1927 - DAY 11

Rose is now hurrying to a small clearing at the rocky edge of the Hudson river.

She rushes to retrieve paper and pencil from her bag, with the urgent need to express herself, even in her solitude.

With a shaking hand she writes across the paper: **HELP ME!**

TITLE CARD: **HOBOKEN, NEW JERSEY, 1927**

She then begins to fold up the piece of paper.

She tucks and folds the paper until she's made...a little boat.

She sets the boat onto the surface of the river.

She watches it as it floats precariously off towards Manhattan - and the Fates.

12 EXT. LAKE - DOCKS - 1977 - NIGHT 12

We see and hear boats knocking against each other in the water.

13 INT. ROBBY'S BEDROOM - 1977 - NIGHT 13

Ben lies awake in bed, listening to the sound of the boats. He sees something out the window.

Ben wiggles out of bed and grabs a red flashlight from his cousin Robby's shelf.

14 EXT. MINNESOTA WOODS - 1977 - NIGHT 14

Ben walks out of his aunt's house along a small path leading to the house next door. The house looks very much like his aunt's house, though it seems to have been abandoned. But what's drawn Ben is the strange, inexplicable fact that a light has been turned on from inside the second floor, the only interior light burning at this hour.

As we will soon learn, this is the house Ben and his mother lived in, that Ben grew up in, until his mother died suddenly and nothing in his life would ever be the same.

Ben walks silently past the knocking boats on his way toward the lit windows of his old house. On the way he also passes a small cabin that appears to have been shuttered for some time.

Leaves crunch underfoot as Ben nears his old house, approaching from the rear. He stops a moment when he sees the back door is open. He thinks he hears something buzzing from within. A voice?

He continues approaching, quietly.

15 EXT./INT. BEN'S HOUSE - 1977 - NIGHT 15

He realizes how loudly he's breathing and stops for a moment, suddenly understanding: it's a record playing inside - the song "Space Oddity."

He switches on his flashlight and continues slowly into the house. It all feels very spooky, like some sort of frozen memory.

Most of the furniture is stacked or covered, standing beside piles of sealed-up boxes and kitchenware still stacked on counters, as if someone had begun to pack up the house but never got around to finishing it.

Ben walks up the stairs.

16 INT. BEN'S HOUSE - HALLWAY - 1977 - NIGHT

16

Ben's heart is pounding as he slowly walks down the hallway, past his old room, towards the source of the light, and the music: his mother's door.

It's open slightly. He's about to give it a shove when -

A shadow moves across the floor.

He stops.

He smells something, the smoke from her cigarettes...

Through the crack in the doorway he sees something unbelievable...a blonde woman with a ponytail wearing his mother's favorite robe.

Ben's hand is trembling.

BEN
(terrified)
Mom? Are you...

He pushes open the door.

17 INT. ROSE'S BEDROOM - MOMENTS LATER - 1927 - DAY

17

Rose is clearing the surface of her cluttered desk with one swipe. She is carefully loading a brush full of rubber cement onto the back of her clipping, coating the edges. She is carefully placing it in a large bound scrapbook and pressing down the corners. We can make out part of what it says as she blows on it to dry:

Will our brightest star turn out to be a permanent fixture in the heavens, or will she be a comet, who burns brightly for a brief moment and then vanishes?

She returns a toppled post-card from its place on her window sill. The card reads: ***Feb., 1927 - Happy Birthday, Rose, Love Walter*** and is addressed to: ***Miss Rose Kincaid, 168 River Street, Hoboken NJ.***

Mostly dry, Rose begins to flip back through the pages. We see the articles and ephemera Rose has collected, the dates moving backwards through time as she flips from back to front:

Is Lillian's Career Over?

SCANDAL! A Divorce In Hollywood!***Mayhew Shocker! - Movie Star Journeys With Young Actor***

There's a small advertisement for a movie:

FORBIDDEN LOVE, Starring Lillian Mayhew***Lillian Mayhew's Seventh Hit Picture In A Row******Young Actress Marries Doctor******Lillian Mayhew Is Engaged******Mayhew Glows in Debut - A New Star On The Horizon?***

Rose closes the scrapbook and gazes out her window a moment in thought.

Out the window, through a break in the trees, is a piece of the Manhattan skyline that Rose has stared at every day of her life.

As we DRIFT back into Rose's room, past her lace curtains and across her shelves of books, we find that she too has a tiny world on display on the shelves of her room, but hers is a hand-made skyline. Countless buildings she has made from newsprint and magazine and paper line her shelves as if the city she longs for across the water has tumbled into her room.

18

INT. BEN'S HOUSE - 1977 - NIGHT

18

Light spills onto Ben's darkened face as he stares into his mother's old room -

His MOTHER, like a ghost, with her back to him, is dancing to the music. She is smoking a cigarette. She nonchalantly reaches up to pull her pony tail tighter.

Ben drops his flashlight and gasps.

His mom turns.

But it's not his mom! It's his cousin JANET, a teenage girl, with big glasses.

JANET
(startled)
Ben!

BEN

Janet!

JANET

What are you doing here?

BEN

No! What are you doing here? This isn't your house! Those aren't your clothes! You...

He wipes his eyes, feeling stupid and angry for having thought it might actually have been his mom.

JANET

(to herself, mortified)

I knew I shouldn't have turned on the light. Benji, I...

BEN

You *smoke*?

She looks down at her hand, as if noticing the cigarette for the first time, and quickly stubs it out.

JANET

No! I mean... Oh god, please don't tell my parents! They'll kill me.

BEN

I don't understand! You're wearing my mom's *clothes*!

JANET

Benji, I'm so sorry. This was supposed to be my secret place - I just needed - somewhere -

BEN

(turning)

I can't look at you like that!

Ben backs up into the record player. The arm skips across the record making a terrible noise.

JANET

You okay?

BEN

Yes. I'm fine.

JANET

Benji?

Ben turns away.

JANET (CONT'D)

I'm sorry.

Ben sits on the bed.

Janet slips off the robe she'd put on (the same one his mother wore in his birthday memory). Beneath it Janet is wearing cut-off jeans and a tank top.

Ben watches as she dutifully puts the record back in its sleeve, adjusting her glasses and pulling out her ponytail.

BEN

Are your parents going to sell this house?

JANET

I've heard them talking about it.

BEN

Why can't I just move back in? It's *my* house.

A pause.

JANET

I know. And Robby's kind of a pest.

BEN

If I knew where my dad was...I could just...

She watches him a moment.

JANET

You still having those nightmares?

BEN

Not... Sometimes.

Janet isn't sure she's making him feel any better and starts collecting her things.

JANET

Come on. We should go home probably.

BEN

I *am* home.

JANET

I know... I meant-

BEN

You go. I want to stay here a little longer.

JANET

I don't know if that's such a good idea. There's supposed to be storms-

Ben doesn't move. He just stares straight ahead.

BEN

I won't tell your parents.

JANET

What?

BEN

That you were smoking. Just let me stay a little longer.

JANET

You really won't tell? Seriously?

BEN

I swear.

JANET

Oh my God. Then I completely owe you a favor, Benji. For real.

Janet pauses a moment. Ben looks up at her then back down.

JANET (CONT'D)

(gently) We all miss her, you know.

Ben furrows his brow.

JANET (CONT'D)

Don't stay too long, okay?

19

EXT. HOBOKEN STREET - 1927 - DAY

19

MUSIC. Rose approaches a bustling downtown block. In the center of it all is a cinema.

The marquee reads: *Lillian Mayhew in DAUGHTER OF THE STORM*

20 INT. HOBOKEN CINEMA - 1927 - DAY 20

MUSIC hushes as Rose slips into the darkening theater and takes her seat.

Curtains gather as an ORGANIST, a balding man with strange tufts of hair, takes his seat.

The lights go down.

21 INT. HOBOKEN CINEMA - 1927 - DAY 21

The flickering light of a projector almost blinds us.

From the first pre-credit logo for *Artcraft Pictures*, Rose is transported.

TITLE CARD: **DAUGHTER OF THE STORM**

TITLE CARD: **Starring Lillian Mayhew**

Rose's face lights up at the name on screen.

ON SCREEN: the silent film IRISES UP on a hillside covered in tall grass. The wind is blowing fiercely and a storm is coming in. The rain picks up as two dying trees are rattled in the wind.

Into this scene comes LILLIAN MAYHEW as the terrified Young Mother, carrying her baby in a blanket.

CLOSE-UP of Young Mother, her eyes wide, the baby asleep in her arms.

TITLE CARD: **"Oh no! The storm has arrived!"**

ON SCREEN: a shriek of organ over a flash of lightning (silent movie style.)

Rose stares up at the screen.

The Young Mother sees a small cabin in the distance.

22 INT. BEN'S HOUSE - 1977 - NIGHT 22

Ben looks around the room, not sure what to do with his sudden liberty.

He opens up a drawer and examines its contents, and then the next. At first it's embarrassing, seeing his mother's private intimate things, but soon he finds himself opening every one of her drawers as if unable to stop himself.

In one, he finds an old coffee tin and lifts the plastic lid off of it. Inside he finds a wad of cash, a sort of rainy day fund his mother must have kept hidden. He lifts out the wad to see if there's anything else in the tin before replacing it with the cash and lid back inside the drawer, and resuming his meander.

Then, in the bottom drawer, Ben spots something truly strange. Something wrapped in a brown paper bag that's been wrapped up for a very long time. Just as Ben takes hold of it in his hand -

A boom of thunder crashes as Ben carefully unfolds the brown paper bag and reaches inside.

It's a very old, blue book. On the back cover he reads:

Published by The American Museum of Natural History, New York, New York

He turns the book over. Its title stamped in faded black letters:

WONDERSTRUCK

BANG - another crash of thunder makes Ben jump. He peers out through the window.

Another BOLT and FLASH throttle the room, sending the house into sudden darkness.

BEN
(Whispering to himself)
No no no no no!

Ben tries the lamp. Nothing.

He spots the red flashlight and switches it on.

He moves the beam around the room, then settles back into the bed. He waits a moment. In the quiet, he turns the flashlight towards the book.

He opens up the old blue book and reads the first passage.

BEN (V.O.)
"A curator's job is an important one, for it is the curator who decides what belongs in the museum.
(MORE)

BEN (V.O.) (CONT'D)
*In a way, anyone who collects
 things in the privacy of his own
 home is a curator..."*

As Ben continues reading we begin to DRIFT...

23 INT. BEN'S HOUSE - HALLWAY - BEDROOM - 1977 - NIGHT 23

WE FLOAT down the hallway, into Ben's old room, to his old collection of objects, left behind in the dark... as if the book were describing him.

As his V.O. continues we survey his rows of shells and strangely shaped stones and teeth and tiny animal skulls, the fossils, pinecones, leaves from local trees, all arranged with handwritten cards annotating every find...

BEN (V.O., READING)
*"But how did the very first
 curators store their collections?
 They were kept in pieces of
 furniture called Cabinets of
 Wonder. Eventually, some
 collections grew beyond the
 confines of a single cabinet and
 took over entire rooms. See figure
 9."*

24 INT. BEN'S HOUSE - MOTHER'S BEDROOM - 1977 - NIGHT 24

Ben, still reading on his mother's bed, turns the page to:
Figure 9.

Lit by the red flashlight, the double-page spread features an ancient engraving of a CABINET OF WONDERS.

BEN
 (Whispers)
 Oh...my god.

We see what he sees...a cabinet, perhaps, but of such extreme unfoldability it appears to consume an entire room, leaving little more than the edge of its checkerboard floor. The endless drawers and shelves, filled with strange and various objects - stuffed reptiles, decapitated heads, dried fish, skeleton insects, to name but a few - all unfold from an intricately carved central cabinet, crowned with a crest of sea shells and coral. A giraffe's head peeks up from one edge of the cabinet.

Ben's finger moves across the drawing, as if trying to touch everything in it. Then he turns the page.

There, pressed against the spine of the book, is an old yellow bookmark. He pulls it out for examination.

The old, dog-eared relic depicts a burnt-red sketch of a bookstore, beneath which is printed: **Kincaid Books 165 West 73rd street, New York, New York, 10024. 212 623 0723**

He turns it over.

There, on the back, in black ink, someone has written:

Elaine, I'll wait for you. Love, Danny

25

INT. HOBOKEN CINEMA - 1927 - DAY

25

[SCENES FROM DAUGHTER OF THE STORM]

TITLE CARD: ***"Where can we find shelter from the storm?"***

ON SCREEN: The Young Mother cradles a Baby in her arms.

In a murky LONG SHOT, the Young Mother runs out from under the sheltering trees into a wild forest, wracked by savage winds. Her hair whips and twists in the gale.

In CLOSE UP, the Young Mother looks around desperately for protection.

She spots something: a cabin in the distance (shot in miniature...antique special effects).

Her face brightens with hope and she begins to run towards the cabin.

But the organ MUSIC blares as the wind picks up. And the miniature cabin trembles in the terrible gust, which pulls off its roof and sweeps it away. Soon the rest of the house shakes, buckles and falls down, pulled by tiny threads.

The Young Mother screams and collapses in fright, covering her Baby for protection, raising a single hand towards god.

In the audience, Rose watches the silent film intensely.

26

INT. BEN'S HOUSE - MOTHER'S ROOM - 1977 - NIGHT

26

Outside, pounding thunder and flashing lightning.

The bookmark shakes in Ben's fingers. He looks again at the words: ***Elaine, I'll wait for you. Love, Danny***

BEN
(to himself)
Danny...

Ben turns the bookmark over and scans the address at the bottom for the phone number of the bookstore.

A powder-blue phone is sitting on the night stand, within reach.

Ben picks up the receiver and holds it against his good ear.

He dials the number printed on the bookmark. The storm grows.

Each number rolls slowly around the rotary dial - 8...7...6 - with each one Ben's heart beats faster - 8...8...9...0 ... He watches the dial pivot back around the final time.

He hears a click - then:

A headbusting BOOM OF THUNDER and BOLT OF LIGHTNING that hits the house and sears the world with electric visions.

27 INT. HOBOKEN CINEMA - 1927 - DAY 27

MUSIC peaks over

A RAPID MONTAGE of audience faces, mouths open, eyes wide, some with tears, lit by cinema light. Then blackness.

FADE-UP TITLE CARD: **The End** (and below in smaller letters):
An Artcraft Pictures Production

The curtains unfurl and the house lights rise.

Rose wipes her eyes, all-too-quickly back to earth.

28 EXT. HOBOKEN THEATER - CONTINUOUS - 1927 - DAY 28

MUSIC hangs as the theater lets out and a large truck pulls up out front. It has begun to rain. Umbrellas are opening.

Rose makes her way along the side of the truck, which reads: **Vitaphone Sound Company**. It's rear door swings open, nearly knocking her down.

Workers stream past, setting a ramp, and starting to haul wood crates out of the truck and onto dolly's.

MUSIC darkens as a THEATER EMPLOYEE, up on a ladder, unfurls a banner from the marquee which reads: ***This Cinema Will Be Closed During Installation of Hoboken's First SOUND SYSTEM! Experience 100% All Talking! See And HEAR Your Favorite Stars!***

Rose is reading: ***See And HEAR...***

HEAR...!

Suddenly stricken, rain pelting, MUSIC taunting - Rose turns and runs off the main street, as the skies open.

29 INT. BEN'S HOUSE - MOTHER'S ROOM - 1977 - NIGHT 29

Ben's eyes flutter open.

SILENCE.

He finds himself lying on the floor of his mom's room. Peaceful in the silence. The storm must have passed.

But something's wrong.

The blue receiver is lying on the floor out of reach, black and smoldering.

The old book he found, soft-cover blue, lies open behind him, face down on the ground.

With a strange slowness Ben turns his head towards the window. He sees rain still falling, shaking the trees, and lightning still flashing from the sky... yet there is still no sound. No sound at all.

30 INT. MINNESOTA HOSPITAL - 1977 - NIGHT 30

DOCTORS rush an active gurney down a long white hall, connected to other life-sustaining equipment on wheels. NURSES lean in with anxious eyes, adjusting tubes, recording figures.

Fluorescent lights flash by overhead.

31 INT. MINNESOTA HOSPITAL -ROOM - 1977 - NEXT MORNING 31

SILENCE.

Ben's face. His eyes wide open. He sits up suddenly.

AUNT JENNY is sitting on the bed, dressed in her work uniform (her name, "Jenny," stitched into her brown blouse). She looks exhausted and scared, as Janet looks on beside her. Robby sits sulking in the corner. Aunt Jenny strokes Ben's hair and speaks to him, but we don't hear any sound.

Ben looks back, and tries to reply, but the sound of his voice has been replaced by a deeply buried echo.

BEN

Where am I? What happened?

It sounds more like the memory of a voice than anything anyone could actually hear.

BEN (CONT'D)

(Mouthing the words...)

What's wrong? Hello? Hello?

Aunt Jenny puts a finger to her mouth, mouthing: "Shhh," indicating that *she* can hear *him*.

The nurse hands Jenny a clipboard with a piece of paper, and a pen. Aunt Jenny writes something down. She shows what she's written to Ben:

It's OK. You had an accident.

Ben doesn't understand.

Jenny crosses out what she wrote. She turns the pad around so Ben can see and draws a simple house - a box with a triangle on top. She adds a curly telephone line and a stick figure holding the line to his ear.

She draws a storm cloud over the house, and a jagged lightning bolt coming out of the cloud, hitting the house.

Then she traces a line from the lightning bolt, through the house, through the telephone wire, into the stick figure's head.

Ben's watches with wide, stricken eyes.

BEN (CONT'D)

(mouthing the words)

I don't remember.

He grabs the pen and paper and writes: ***I can't talk!***

Aunt Jenny writes back: ***Yes you can. You just can't hear yourself.***

Then she underlines the word: **yourself**

Ben, overwhelmed by everything, looks around helplessly as he rests his head on the pillow. Jenny kisses his temple to try to comfort him.

32 INT. ROSE'S HOUSE - 1927 - NIGHT 32

The storm has ended. Rose hurries in the front door of the house, soaked from the rain. She runs up the stairs to her room.

33 INT. ROSE'S BEDROOM - 1927 - NIGHT 33

She shuts the door behind her and turns with a start when - MUSIC striking - someone stamps their foot on the floor. It's her father, DOCTOR KINCAID, a large man in an expensive suit who has been waiting for her in the corner of her room. He is glaring.

He stands, wagging his finger and scolding her in rage (in words we do not hear but can certainly imagine):

DOCTOR KINCAID

Look at you! Just LOOK at you! Do you have any *idea* what trouble and worry you inflict on this home? *Do you?! How in God's name* do you continue to abuse the liberty I extend you - and throw it in my face? Why I have half a mind to...

He remembers the note he wrote, which he thrusts out for her ("Here - *read!*"):

You are in serious trouble, young lady! Your teacher comes tomorrow. Study his book!

He shoves a large black book into Rose's hands and storms out of his daughter's room, slamming the door behind him.

Rose looks down at the large black book, reading its full title for the first time:

TEACHING THE DEAF TO LIP-READ AND SPEAK

by Dr. T.M. Gill

Rose crumples onto her bed, as if from its sheer weight. She yanks open the book across her lap.

Its **Introduction** immediately proclaims:

A Deaf Child Must Learn To Speak!

Rose stares at the words. She turns the page again. **Chapter One: The Elements Classified**, starting with: **Mouth Cavity**, this above a lurid illustration of a splayed-open mouth, that looks as if it were screaming. The anatomical parts are all clinically labeled in white darts.

RIP!

Rose tears the lurid page from the big black book like she tore out the page from the movie magazine in the drug store: fast. She slams the book shut and looks off into space.

Upset, she cracks open her bedroom door and looks down below.

34 INT. ROSE'S HOUSE - LIVING ROOM - 1927 - DAY 34

Downstairs, PEARL, the maid, a young attractive woman with a short stylish bob, enters from the kitchen. She is carrying a large silver tray bearing a tea service into the living room. She sets it down on a central table in front of where Doctor Kincaid sits. The BUTLER stands by his side, awaiting orders.

When the Maid starts to go, Doctor Kincaid signals her back, appearing to give her further instructions while checking his watch, unaware Rose is watching from above.

35 INT. ROSE'S BEDROOM - 1927 - DAY 35

Rose slowly closes her door and retreats back into her room.

36 INT. MINNESOTA HOSPITAL - ROOM - 1977 - DAY 36

SOUND.

Blinds are being pulled, letting hot morning light rush in. A machine beeps.

Ben's eyes, squinting open. Blinking at the blurry light. Slowly remembering where he is.

37 EXT. DULUTH CITY SKYLINE - 1977 - DAY 37

Through the glass, shifting focus, the bus station across the street comes slowly into view.

The sign reads: **Duluth Station**

38 INT. MINNESOTA HOSPITAL - ROOM - 1977 - DAY 38

Ben sees the bus station outside. He gets an idea.

39 INT. ROSE'S BEDROOM - 1927 - DAY 39

It's morning, and MUSIC marks the arrival of new paper skyscrapers, perched on Rose's desk. She has made them from various screaming-talking-mouth pictures from the big black book. The result are several silent screaming buildings added to her miniature skyline.

Asleep at her desk amidst the scraps and scissors, Rose's eyes suddenly twitch - a vibration felt from downstairs - and she blinks herself awake.

40 INT. ROSE'S HOUSE - DINING ROOM - LATER - 1927 - DAY 40

Rose sits alone with her father at the breakfast table, trying to avoid his gaze.

Her father glares at her suspiciously between bites of eggs and sausage while attempting to read the paper.

Rose catches one of his steely looks and turns away, staring into her breakfast plate. He waves his hand in front of her and points to the salt. She passes it. His eyes linger, staring.

He salts his eggs and straightens the paper with a mighty shake. He turns the page of his newspaper.

An article has been cut out of the center of the last page and Doctor Kincaid glares through the telltale hole at the guilty face of his daughter.

He lowers the paper and starts yelling (though we don't hear him), unleashing far more than the minor infraction deserves.

DOCTOR KINCAID

Rose! For god's sake I can't take it any more! You cut everything to shreds! Everything! Go to your room! Now!

(he points upstairs)

GO!

41 INT. ROSE'S BEDROOM - MOMENTS LATER - 1927 - DAY 41

Rose quickly gathers her belongings - clothes, books, essentials - and begins stuffing them into her embroidered bag.

42 EXT. ROSE'S HOUSE - CONTINUOUS - 1927 - DAY 42

Down below, a black car, driven by a MAN in a black coat and hat, pulls up beneath the large tree outside Rose's window.

43 INT. ROSE'S BEDROOM - CONTINUOUS - 1927 - DAY 43

Rose moves to her desk where WE LAND on a cut-out newspaper article - an article bearing the identical shape to the piece missing from her father's paper.

Above a photo of Lillian Mayhew, the headline reads:

MAYHEW TO STAR ON NEW YORK STAGE

Famous Actress Will Shine Anew

Rose takes her postcard from her window-sill, the one that reads:

Happy Birthday Rose, Love your brother Walter

She reads it once more before resting it on top of her newspaper clipping. But then Rose stops, turning toward the window, suddenly sensing the signs of a downstairs arrival, and an unwanted one at that.

44 EXT. ROSE'S HOUSE - 1927 - DAY 44

The man exits the car and walks to the front door of the house and knocks.

45 INT. ROSE'S BEDROOM - 1927 - DAY 45

Rose stuffs the scrapbook and post-card into her embroidered bag, which she hoists over her shoulder.

She grabs her coat and hurries to open her door, but stops in her tracks once she looks down below.

46 INT. ROSE'S HOUSE - FOYER - 1927 - DAY 46

The Butler opens the front door, revealing the man in the black coat, Dr. T.M. Gill, the author of the book on lip reading, and her despised teacher. Doctor Kincaid rises from his chair to greet him.

47 INT. ROSE'S BEDROOM - 1927 - DAY 47

Rose returns to her room and looks around. She checks herself in the mirror. She's going to do something dramatic...

She grabs a pair of scissors lying on her desk, grabs a length of her hair and methodically cuts it off.

Below the mirror is an opened magazine. There is a large advertisement on the page with a photo of an attractive woman, the text: **Bobs Waved for 1¢**

Rose stares at herself for half a second more, then grabs another fist of hair and resumes cutting.

48 INT. MINNESOTA HOSPITAL - 1977 - DAY 48

DISTANT MUFFLED SOUND. Through glass windows at the far end of the floor, we can see Aunt Jenny surrounded by several NURSES. She is yelling at them, frantic and angry, with Robby and Janet in tow.

JENNY

"Sorry" is unacceptable! And you need to get the police on the phone right now. They need to be coming here!

Janet, stricken, looks back towards Ben's hospital room, through all the windows and glass doors, framed like a diorama. We see that Ben's bed is empty.

Guilt and anxiety wash over Janet's face.

49 EXT. HIGHWAY - 1977 - DAY 49

SOUND. One of the buses from the Duluth station is speeding along the highway.

50 INT. ROSE'S HOUSE - STAIRCASE/ROSE'S BEDROOM - 1927 - DAY 50

MUSIC. Rose's father and Dr. T.M. Gill walk up the stairs to Rose's room. Rose's father opens the door but is stunned when he looks inside. The room is empty.

51 EXT. ROSE'S HOUSE - 1927 - CONTINUOUS 51

The back door swings closed. Rose is gone.

52 EXT. HOBOKEN FERRY TERMINAL - 1927 - DAY 52

MUSIC rallies as Rose, with her newly shorn hair, hurries toward a swarm of people clustered outside the *Hoboken Ferry Terminal*. She adjusts her coat and before she knows it she is swept up in the moving crowd boarding the ferry to Manhattan, swallowed up by the snaking masses.

53 EXT. FERRY - MOMENTS LATER - 1927 - DAY 53

Rose finds a place amidst the crowds on the observation deck of the ferry. Huddled there among strangers she slips her hand inside her bag and carefully fishes out the newspaper clipping.

As she unfolds it a gust of wind seizes the clipping from her hand and it goes sailing. Rose looks around anxiously for the clipping and sees it settle among the small forest of legs. But when she goes to retrieve it the wind beats her to it and it goes flying again. From one passenger's leg to another she follows the sailing culprit, squeezing past bodies as she goes.

Finally, near the railing, she seizes hold of it, clutching it tightly in her hands and cupping it upright to read again:
MAYHEW TO STAR ON NEW YORK STAGE

Rose smiles to herself with great excitement, looking up.

There, through the misty skies: the beckoning New York skyline. She's on her way at last!

54 INT. BUS - 1977 - DAY

54

NEAR SILENCE. Ben has already been on the bus for a long time. He looks around the bus. There is a green army satchel wedged between his legs.

There are several conversations around him, though he can't hear them, nor can we.

A large BLACK WOMAN is sitting two rows in front of him. He looks up at her, and it's as if he's aware of the echo of her voice in the far far distance.

WOMAN ON BUS

(talking to someone across
the aisle from her.)

... Not to me he doesn't, no sir -
Can you believe that? I don't know
what he's thinking, that boy... And
I'm his *mother*...

He stares at her mouth as she continues to talk.

The bus shakes and rattles in silence. Ben sneaks his wallet out of his satchel. He peeks inside, revealing a thick wad of bills, obviously taken from his mother's rainy day fund.

Ben looks out the dirty window but can't see anything. He tries to peer through the grime to where he's headed.

55 INT. BUS - 1977 - NIGHT

55

SILENCE. Ben is sleeping. The talking woman is gone, as are most of the people from earlier on. His satchel is still on his lap.

The bus enters a tunnel. The lights inside the tunnel flash by at regular intervals, illuminating Ben, asleep.

He looks up at the blurred-out city lights swirling through the bus window. He rubs his eyes.

56 EXT. NEW YORK CITY - NIGHT - 1977

56

The bus turns into the Port Authority terminal as the city glitters around it.

57 INT. PORT AUTHORITY - BUS LOADING - 1977 - NIGHT 57

SOUND - We see the bus coming to a stop. The hissing brake, the clattering door, and then the hum behind that - a brew of blurry barking station announcements, revving engines, echoing voices.

Ben is one of the last people off the bus. He exits into the dim station, full of dark shadowy corners. There is garbage everywhere.

58 INT. PORT AUTHORITY - LOWER LEVEL - 1977 - NIGHT 58

Inside, the filthy orange tiles and brown bricks do little to warm the place up. Clumps of people sit or sleep against their bags, huddled on benches or against walls, some beneath sheets of cardboard. He sees a woman rooting through a garbage can.

A clock on the wall reads **3:46 AM**.

SILENCE. Ben tries to figure out which way to head. He wanders upstairs to a dank waiting lounge and looks around for a spot he can settle into.

He finds a dark corner, near a cigarette machine, and sinks down onto a plastic seat, clutching his bag like armor.

As he tries to close his eyes we DRIFT OFF slowly, across the sad and lonely lounge, where other clumps of lonely people have settled in for the night.

MUSIC rises like a tonic as

59 EXT. MANHATTAN FERRY TERMINAL - NYC - 1927 - DAY 59

MUSIC accompanies Rose as she moves along amid the great sea of bodies arriving in New York, clutching her bag as she goes.

60 EXT. NEW YORK CITY - 1927 - DAY 60

Rose turns and finds herself in the flow of a bustling downtown street.

A river of sharp clothes and brisk walkers, leather purses and black lunch-boxes, lead her along.

Smart stores flickering by, smart women with short bobs and tight cloches. And a stream of businessmen in flat straw-hats and fedoras.

Rose continues on, caught between the seamless flow and the constant jostle, the snaking traffic and corner venders, dwarfed and elevated by everything she sees.

She looks up - and what a sight! Buildings jutting into the sky, grande facades and streamline splendor. Chrome and steel, brick and stone. Hard sharp shadows.

In the distance, the jutting spines of new construction, shooting lines of steel into the sky.

Dizzy with the sights Rose walks headlong towards a horse and carriage making a sudden turn onto a cross-street.

Startled, Rose falls backwards into a MALE PEDESTRIAN, and hits the ground. The Pedestrian glances back with a flash of annoyance as he marches on.

Rose watches as the crowd resumes its busy pace, marching past her, oblivious.

Rose, still on the ground, looks up to see a young WORKMAN in a cap, offering her his hand. She accepts his help and he gets her to her feet again.

WORKMAN

Give me your hand, it's all right.
There you go.

As he chats with her, soundlessly, she struggles to retrieve her newspaper clipping.

WORKMAN (CONT'D)

First time in the city? Must be from the look on your face. Got to be careful out here. If it's not the horse and carriages that get you it'll be the cabs that knock you down... What's that there?

She opens up the clipping and holds it out to him, questioningly. The Workman looks back at her, not understanding her lack of response. She points to the address of the Promenade Theater, framed at the bottom of the article until he nods, finally, smiling, and pointing up and over from where they are standing.

WORKMAN (CONT'D)

Well, your best bet is probably the uptown streetcar.

(MORE)

WORKMAN (CONT'D)

Just head up over to Broadway, one
block over and two blocks up.
That's right...

Rose nods 'thank you' and smiles in return. The Workman
resumes his duties and she heads on her way.

61 INT/EXT. PORT AUTHORITY AND MIDTOWN STREET (42ND ST & 8TH
AVE) - 1977 - DAY 61

SOUND. Ben wakes up and walks through the station, coming to
the doors of Port Authority. He pushes through the doors into
the swarming, teeming fray. What does he see?

People of every shape and size and color, hurtling past him,
the swirling steaming, dirty city, a riot of bright colors
and patterns. New York is in the middle of a heat wave and
everyone sweats and burns. Ben is thrilled, overwhelmed,
frightened, but knows he has a mission...

He looks up at the nearest street sign which reads: **42nd
Street**. He steps beside a security booth, reaches into his
pocket and takes out his wolf wallet. He carefully retrieves
the old bookmark, turns it over to inspect the address of the
bookstore it came from: **Kincaid's Books, West 73rd Street**

Ben turns to look back behind him. A block away: **41st street**.

Satisfied, he turns back around, puts the bookmark and wallet
away, and sets off on his journey.

He forges past the glaring teeth of taxis and dirty buses,
joining the other pedestrians crossing the street. Suddenly
he is among their shiny stringy bodies, the clashing colors
of their skimpy clothes.

At the corner, Jazz-funk MUSIC blares from a passing car. A
newsstand is stuffed with daily papers shouting out bold-face
headlines.

He continues uptown, into the smells and haze and beating
sun.

62 EXT. MIDTOWN STREET (44TH ST & 9TH AVE) - 1977 - DAY 62

SILENCE. Ben watches as the city passes by, trying to guard
his emotions. Inside, though, he can't believe his eyes.

Crumbling tenements, graffiti covered walls, shattered
windows, garbage.

And the faces of people sitting on stoops or standing on corners, staring back at him as if he a stranger from another planet. At least that's what it feels like to him, walking uptown.

Suddenly - he is bumped hard by someone passing by - and SOUND rips in - screaming sirens, barking dogs.

Ben spots a hot dog vendor at the corner. He is starving.

He takes out his wallet and rifles for a single dollar. A HAND comes out of the crowd and snatches it.

Ben looks up in a panic, and spots the THIEF running away.

BEN

Hey! Stop! Give that back!

Ben tears off after him. He sees the thief tossing something behind him before vanishing around a corner.

Ben squeezes past an elderly couple and spots something up ahead, dropped in the gutter.

It's his wallet.

Ben snatches it up and hovers near a doorway. His money is gone but he's relieved to see that both the article about his mother and the quote about the stars have survived.

Dejected, starving, and without any money, Ben puts the wallet back into his pocket. He forges ahead into the silent madness.

63

EXT. NEW YORK CITY - STREETS - 1927 - DAY

63

MUSIC. The windows of a city trolley flicker by, cascading past faces and silvery reflections until we come to Rose, her face pushed against the window, a crack of wind in her hair.

The trolley comes to a stop and we follow as she makes her way out the door and back onto the street. She looks around for a street sign and hurries across the street.

She turns a corner, and there it is. The Promenade Theater.

She approaches the grand, arching facade and stops to read the marquee:

Lillian Mayhew in MY MOTHER'S ADVICE. Tomorrow at 8

64 EXT. PROMENADE THEATER - 1927 - DAY

64

A ticket line has formed outside the theater, along posters for the play. Rose tries the lobby doors, pushing her face up to the glass, but they are locked. People in line are hollering remarks (in silence) and pointing her to the back of the line.

Rose proceeds toward the back of the line, then spots something around the corner of the building.

A truck is unloading into the rear of the theater.

Rose makes her way up to the freight entrance, past DELIVERY MEN hauling crates into the theater.

She slips inside the stage landing and scurries into the rear of the building.

65 INT. PROMENADE THEATER - BACKSTAGE - 1927 - DAY

65

MUSIC continues as she slithers past a STAGEHAND surrounded by props and costumes, slipping into the auditorium of the theater.

Rose makes her way through a narrow corridor. Stepping out, she suddenly finds herself at the foot of the stage where a full dress rehearsal is in progress. Lights beam down from the dusty rafters setting the stage aglow. The set is a 1920's version of a garden in an 18th century French estate.

Rose suddenly stops dead in her tracks.

There, onstage, is LILLIAN MAYHEW herself. She is dressed in a 18th century costume with an adorned white powder wig, playing the young French noblewoman, ADELIS.

Onstage with her is an actor playing her young handsome suitor, VALENTIN, and a man playing the elderly tutor, MONSIEUR RAQUEU. Two additional actors stand on either side of Raqueu, dressed as Sentries.

At Adelis's command, the two Sentries have just let go of Raqueu, who brushes off his clothing, indignantly. Lillian then addresses him, moving from one beam of light to the next. Despite her heavy theatrical make-up and oversized gestures, Lillian Mayhew is every bit as beautiful in the flesh as she is in her photographs.

[The following dialogue from the play and what follows will not be 'heard' but will be performed by the actors]:

LILLIAN [AS ADELIS]

Dear Ragueu, my time with you has been long. You remember my mother, Madame Onjolie, and her quiet, good heart. You remember her death and you've watched as my father grew bitter, shutting me away on these grounds, alone. But you know not that it was dreams of my mother that led me to Valentin and his poet's heart. And it is my mother's advice that I now take.

Rose, who suddenly feels a tear come to her eye, accidentally knocks her embroidered bag into a ladder. A large light-bulb falls to the floor, shattering.

Everyone turns, startled, including Lillian Mayhew. The DIRECTOR, seated in the orchestra, hollers

DIRECTOR

What the hell was that?

Rose, shocked, stares back, unable to move.

LILLIAN

Well, who do we have here?

The Director continues barking from the orchestra as the STAGE MANAGER leaps to his feet.

DIRECTOR

How did this *child* get in here?
(to the Stage Manager)
Stan?

STAGE MANAGER

Don't look at me! Little girl, we are in *rehearsal*!

DIRECTOR

Stan, would you *please* take care of this, and right away?

Cutting him off, to the shock of everyone present, Lillian is already on her way to the girl.

LILLIAN

Now, now - haven't any of you brutes ever seen a child before?
(taking Rose by the hand)
You come along with me...

DIRECTOR

Lillian!?

And before anyone quite knows what's happening, Lillian is leading Rose back out the way she came, leaving her fellow actors and crew staring wide-eyed, though no one more wide-eyed than Rose herself.

66 INT. PROMENADE THEATER - HALLWAY - MOMENTS LATER - DAY 66

MUSIC builds as Lillian leads Rose down a shadowy hallway filled with old props, signs, and costume racks. A STAGEHAND stares. She comes to her dressing room door, bearing her name and a gold star, and pushes open the door.

67 INT. PROMENADE THEATER - DRESSING ROOM - CONTINUOUS - DAY 67

Lillian shuts the door behind them, immediately dropping the mask of kindness.

LILLIAN

What did you do to your hair? Look at you!

Rose touches her newly cut hair. Lillian steps to the mirror and removes her wig. She grabs a cigarette from her cigarette case and lights it, taking a few deep drags, and begins talking to herself in great frustration.

LILLIAN (CONT'D)

What on *earth* could be in that head of yours? What was your father *thinking*?

(to Rose, who does not understand)

Does he have any *idea* where you are? What in God's name are you *doing* here?!...

The tight skull cap under the wig makes her look even more menacing. Rose takes out a pad of paper and writes something down in reply. With great pleading eyes, she holds it up to Lillian:

I miss you, Mama.

Lillian Mayhew, the great movie star - Rose's mother - stares back. She shakes her head, speaking to herself, in reply.

LILLIAN (CONT'D)

What did I do to deserve this?

(to Rose, yelling)

(MORE)

LILLIAN (CONT'D)

I'm working! Do you *understand?!?*
You can't be running around on your
own - you're DEAF!

She gestures to her ear with the word and grabs back the pad, scrawling furiously: ***You could get hit by a car or kidnapped!***

Rose takes the pad and writes something in reply, which she holds up: ***So could anyone!***

Lillian can't take any more.

LILLIAN (CONT'D)

Now I have to find someone to take
you home!

Rose doesn't understand her. Lillian, exasperated, yells back with forced exaggeration and strong gestures.

LILLIAN (CONT'D)

(pointing out the door)
I have to *work!*
(sitting Rose down at the
vanity)
Now you stay *put!*

She drops the pad and in front of her daughter, pats her roughly on the head and hurriedly replaces her wig. Then she heads to the door, gathers her wits and leaves, closing the door behind her.

Rose waits a moment, then goes to the door. Locked. She bangs on it but she is trapped. She wipes her eyes and looks up.

She spots a small window.

68

EXT. NEW YORK STREET (73TH ST & BROADWAY) - 1977 - DAY 68

SOUND. Ben continues to walk uptown. He's starting to bake in the heat, as two BUSINESSMEN, sweating through their polyester suits, nearly knock him over.

He decides to turn off the Avenue onto a cross-street.

There, a group of shirtless BOYS, his age and older, mostly black and Latino, have opened up a fire hydrant and are playing in the wild spray.

Ben stumbles right into the water, shocked by the sudden wetness and cold. He jumps backwards and is nearly swiped by a taxi.

One of the boys at the fire hydrant watches Ben as he passes.

As Ben continues by, a rainbow is caught in the mist. A few LITTLE GIRLS stand watching, next to some bikes left on the sidewalk..

69 EXT. NEW YORK STREET -(75TH ST) - LATER - DAY 69

SOUND continues as Ben walks past a burnt-out building.

A large BLACK MAN sits out on a tangled stoop, drinking a beer from a can.

SILENCE. Ben accelerates down the street until he sees the building that matches the number on the book mark.

70 EXT. ABANDONED STOREFRONT - CONTINUOUS - 1977 - DAY 70

Debris and trash litter the street.

A broken metal grate is pulled across a window of shattered glass covered in sheets of ruined plywood.

Remnants of a sign hang from a nail, which reads:

KIN D BO KS

Ben presses his eye against a hole in the plywood. He can see inside the abandoned store, but something darts by near his feet.

A rat jumps out of a crack in the concrete, and Ben jumps backwards in disgust. He stumbles into someone passing on the street, and spins around on his heels, startled.

SOUND. Ben has bumped into a BOY, about his age, with long curly black hair and olive skin. He is wearing a striped shirt, a green backpack on one shoulder, and a POW bracelet on his wrist. A Polaroid camera hangs around his neck.

BOY

Ow! Watch it!

The boy takes a harder look at Ben and realizes he's just a kid, a kid with a very lost expression on his face.

BOY (CONT'D)

Oh - (disconcerted)... Sorry...

The boy looks from Ben to the old storefront.

Ben sees the boy is speaking to him but he can't read his lips. The boy points down the block as if giving directions.

BOY (CONT'D)

If you're looking for the bookstore, it moved around the corner, a few blocks down... On 74th...

BOY'S FATHER

Vamos Jamie, llego tarde.

Ben sees that the boy's FATHER is waiting impatiently ahead, tapping his wristwatch. The man has a black mustache and glasses.

BOY

(joining his father)
I'm just telling him...

The boy and the father hurry off down the street. He looks back towards Ben briefly before disappearing into the crowd.

BEN

Hey!

Ben catches the boy's eye, and for some reason decides to follow.

71 INT. PROMENADE THEATER - DRESSING ROOM - 1927 - DAY 71

MUSIC. Rose is climbing up a pile of hat boxes and make-up cases to reach the dressing room window, which she manages to open. She tosses her embroidered bag through to the street then shimmies her body on through.

72 EXT. PROMENADE THEATER/STORE - 1927 - DAY 72

Rose stands and straightens out her dress. She walks over to a store window next-door to the theater where she sees a WINDOW DRESSER putting the finishing touches on a window display.

The display features a cardboard replica of the city skyline, made out of cosmetics boxes, which reminds Rose of her own paper city. She smiles at the man in the window, who smiles back.

73

EXT. NEW YORK STREET/STORE - 1927 - DAY

73

MUSIC continues as we see someone spotting Rose from across the street. An attractive young woman with a bob haircut, we realize it's Doctor Kincaid's Maid, PEARL, on her day off. Shocked, Pearl recognizes Rose, alone and out of place on the streets of New York.

Rose glances up from the storefront as a door opens and the stage manager, from inside the theater, steps out for some air. She decides she better start moving, in case he spots her on the loose, so she gathers her belongings and continues on her way.

Pearl, seeing Rose go, starts to follow, when TWO POLICEMEN, on the beat, OFFICER ENGEL AND OFFICER MURTHA emerge from around the corner, walking directly into her path.

PEARL

Officers! Wait! There's a girl,
just turned the corner. I know her -
she can't hear a thing. She's
deaf...

(Taps her ear)

POLICEMAN ENGEL

So?

PEARL

She's my former boss's daughter.
She shouldn't be here. She's going
to get hurt! You've got to find
her.

POLICEMAN MURTHA

Which way did she go?

PEARL

(Pointing)

That way. She's twelve years old.
With an embroidered purse over her
shoulder.

74

EXT. NEW YORK STREET / AMERICAN MUSEUM OF NATURAL HISTORY 74
1977 - DAY

Ben dodges through the crowd, spotting glimpses of the boy ahead, his striped shirt and green backpack, walking briskly with his father.

Ben turns a corner, thinking he's lost them. Then, half-way up a huge concrete staircase, he spots the two of them. They are about to enter a building on Central Park West that looks like some kind of castle.

Ben sees a statue of a figure on horseback in the middle of the staircase. There are giant columns across the facade, and banners fluttering in the wind. People sit on the stairs. A mime entertains the crowd.

The boy turns back, just before entering the building, and catches sight of Ben. He gives Ben a smile, then vanishes through the revolving door.

Ben wonders if the boy wants him to follow.

He sees a sign at the top of the steps with the name of the building on it:

THE AMERICAN MUSEUM OF NATURAL HISTORY

75 EXT. AMERICAN MUSEUM OF NATURAL HISTORY - 1927 - DAY 75

MUSIC. We see a large brick building, with two staircases forming an arch over an entrance way, on 77th street.

But in fact, it's a photograph we are looking at, on the postcard Rose is holding.

Printed on the white border at the bottom of the postcard we can now see: ***The American Museum of Natural History, 1927.***

Rose moves the postcard away to reveal the actual museum behind it, in the exact same position as it had been in the photo.

Rose turns the postcard over. It's the one we've seen before (though we'd never seen the front image), the one with the words: ***Happy Birthday, Rose, Love your brother Walter...***

Rose, with her embroidered bag at her feet, watches people heading into the museum. She joins them.

76 INT. AMERICAN MUSEUM OF NATURAL HISTORY (AMNH) - ROTUNDA 76

SOUND. In the main rotunda, the boy with the striped shirt is speaking with his dad - in both Spanish and English.

BOY'S FATHER

Okay Jamie. *Tres en punto. En mi oficina. Yes?*

BOY

Yes, papa.

BOY'S FATHER

No se meta en problemas... I don't want another call from security.

BOY

Okay.

The boy's father shows his ID to a SECURITY GUARD and vanishes down a hallway.

The boy is on his own now. He turns and sees Ben, in the distance, coming through the revolving doors. He smiles to himself. He sees Ben look around the huge lobby of the museum, at the murals covering the walls and the quotes from Theodore Roosevelt.

The boy watches as Ben looks toward the admissions line, and takes out his wallet. He looks inside it, glumly.

He watches as Ben closes his wallet and absently returns it to his pocket - but misses it. The wallet falls to the floor with a thud - which, we understand, Ben doesn't hear. Instead he looks around the lobby without catching sight of the boy, and continues on.

The boy scurries over and snatches up the wallet, then hurries after Ben.

He taps Ben on the shoulder, who turns to see a flash of stripes and green.

SILENCE. The boy waves the wallet with a devilish grin, then runs off playfully.

Ben automatically checks his pocket, realizes it's not there, and spins around, searching for the boy.

BEN

Hey that's mine!

He spots the boy, crouched down beneath a stanchion at the far right end of the room. He's smiling at Ben, waving Ben's wallet. He beckons him to follow.

Ben runs over, but when he gets there, the boy is gone. Ben looks around, makes sure the guard isn't watching, and sneaks under the stanchion.

77 INT. AMNH - HALL OF AFRICAN MAMMALS - 1977 - DAY 77

Ben runs through a large entry-way where he finds himself facing down a herd of elephants. It's the Hall of African Mammals. The dioramas lining the walls on either side of the room glow like windows into other worlds, and herds of school children run like mad from animal to animal.

He glances around: Where did the boy go? He spots him through the forest of elephant legs in the middle of the room. He starts after him again, as the game of chase ensues throughout the museum.

78 INT. AMNH - HALL OF NORTH AMERICAN FORESTS- 1977 - DAY 78

SOUND. The boy runs past a giant mosquito in a large glass covered display. A moment later Ben runs past it as well.

They turn into silhouettes as they dash past the glowing displays of trees.

79 INT. AMNH - ENTRANCE HALL - 1927 - DAY 79

MUSIC. Rose has gingerly entered the museum as well (we see the flooding daylight from the great hall behind her.) We follow as she slips into shadow and comes to settle in front of a large glass display.

She softly strokes the glass case of the giant mosquito, which has been in the museum for decades.

She looks up to see:

80 INT. AMNH - DIORAMAS - 1927 - DAY 80

We see what Rose sees...

A pack of hyenas, a herd of elk, two bears, three leopards, ibex, buffalo...animals behind glass, looking, unmoving, waiting...

81 INT. AMNH - HALL OF ASIAN MAMMALS - 1927 - DAY 81

MUSIC escorts Rose as she continues walking past the glass displays, past a small Elephant group, and settling in front of the diorama of a monkey with a baby in its arms.

Staring close at the baby monkey and its mother, Rose feels a wave of sadness, and puts her hand on the glass. A GUARD notices her, and eyes her warily.

82 INT. AMNH - GIANT WHALE ROOM - 1977 - DAY 82

The boy passes beneath the giant whale and Ben comes running after him.

83 INT. AMNH - METEORITE ROOM - 1977 - DAY 83

SOUND. Ben follows the boy into an octagonal room and comes upon a giant black rock. He sees a sign and unconsciously whispers the words to himself as he reads

BEN

*"This meteorite fell to earth
thousands of years ago, and was
brought to the museum in 1902...
All meteorites begin their journeys
to Earth as shooting stars, burning
across the night sky."*

84 INT. AMNH - METEORITE ROOM - 1927 - DAY 84

MUSIC. In the meteorite room, Rose is reading the text on the same sign.

Rose reaches out and touches the words "*shooting stars...*"

Rose walks around the meteorite, touching the black surface...

85 INT. AMNH - METEORITE ROOM - 1977 - DAY 85

SOUND. Ben walks around the meteorite, touching the black surface...

86 INT. AMNH - METEORITE ROOM - 1927 - DAY 86

MUSIC. Rose's hand continues across the meteorite until:

A COUPLE OF BOYS run by. One reaches into his pocket and takes out a penny, tossing it to the top of the meteorite. The other boys laugh and run off. Rose looks up and sees the penny sitting on the top of the meteorite reflected in a mirror on the ceiling.

Rose sits down next to the meteorite, taking out a paper and pencil to make a quick sketch.

Opposite her, THREE SCHOOLGIRLS. One girl is rummaging through her purse looking for coins.

GIRL 1
Of course it'll come true.

GIRL 2
That's fountains, not meteorites!

GIRL 1
It said meteorites were shooting stars, which you can wish on! Do you have it or not?

GIRL 2
(Finds coin and hands it over)
Fine! Here it is! Are you going to wish he marries you?

GIRL 1
No! That's not what I'm wishing at all!

GIRL 2
Wishes don't come true on meteorites anyway!

GIRL 1
Yes they do!

Rose watches them from a sad reserve, their giggling and fooling with each other. She looks down at the first few lines of her sketch and writes:

Where do I belong?

Then she begins folding the piece of paper into a boat.

Rose steps up on the platform, and she places the paper boat atop the meteorite, as if setting it assail on a vast black sea.

Rose looks at it reflected in the mirror on the ceiling.

87 INT. AMNH - METEORITE ROOM - 1977 - DAY 87

SOUND - Museum speakers chime, ushering an announcement, striking an eerie note as Ben's eyes scan the ceiling mirror for any sign of the boy.

88 INT. AMNH - METEORITE ROOM - 1927 - DAY 88

MUSIC rattles as the same guard from before steps up behind Rose and begins scolding her, shaking his finger and pointing to the top of the meteorite.

GUARD

You again? Hello? And what is that,
anyway? Hello? I'm addressing you,
young lady!

Rose, who does not hear his tirade, appears to be once again ignoring him. The guard taps her on the shoulder with his stick.

89 INT. AMNH - METEORITE ROOM - 1977 - DAY 89

Past the strewn pennies and nickels on the roof of the meteorite we arrive at... a hand waving, the flash of a grinning face and the boy running off again.

Ben leaps back into action.

90 INT. AMNH - METEORITE ROOM - 1927 - DAY 90

Rose spins around, startled. She shrinks back from the guard and runs off.

GUARD

Come back here! Come back here at
once and remove whatever it is - !

91 INT. AMNH - HALL OF NORTH AMERICAN MAMMALS - 1977 - DAY 91

SOUND. Ben sees the boy, standing at the end of a narrow corridor lined with dioramas, waiting.

Ben catches his breath, then walks in his direction. The boy is laughing.

BOY

(Smiling, out of breath)

Anyway... I just thought you'd like
to see this one - Here! Over here -
Since you have it on your -

Ben, who is sweaty and out of breath, slowly continues to walk towards him.

92 INT. AMNH - HALLWAY - 1927 - DAY 92

Rose moves swiftly to escape the guard. Steps ahead of him, she hides behind a display case and waits.

93 INT. AMNH - HALL OF NORTH AMERICAN MAMMALS - 1977 - DAY 93

SILENCE. The boy is talking but Ben can only watch his lips move.

Ben now notices that the boy is pointing.

BOY

Hey! What?...What?...

Ben turns to see what he's pointing at...

94 INT. AMNH - HALLWAY - 1927 - DAY 94

Thinking she is in the clear, Rose stands only to come face to face with the guard. She's been caught.

95 INT. AMNH - HALL OF NORTH AMERICAN MAMMALS - 1977 - DAY 95

Ben's eyes widen in shock. He's looking at:

The Wolf Diorama.

There, behind the glass, are two wolves - frozen, as if galloping through the artificial snow, at night, bathed in blue moonlight. The aurora borealis blazes in the painted sky.

It's exactly like his dream.

Ben drops his satchel and the boy can't help but notice the shocked look on his face.

BOY

What is it? What's wrong?

Ben stares at the wolves, the moon, the snow, the footprints. He covers his eyes with his hands...

96 EXT. MINNESOTA WOODS - NIGHT 96

BRIEF IMAGES OF THE WOLVES AT NIGHT

The dream wolves, running through the forest, turn and leap, freezing at the exact moment they've become:

97 INT. AMNH - HALL OF NORTH AMERICAN MAMMALS - 1977 - DAY 97

...The wolf diorama.

The boy is trying to talk to Ben, but Ben ignores him and reads the sign to the left side of the diorama. The first line of the sign says: **Wolf (Canis Lupis)**...

And below that:

Gunflint Lake, Minnesota

Ben is in shock as he reads the display description:

"This typical December winter scene is placed at the margin of Gunflint Lake. The time is Midnight."

SILENCE. Ben, overwhelmed, stumbles backwards, leaving his satchel where he'd dropped it. He backs into the wall opposite the diorama and slides to the floor, never taking his eyes off the diorama. How is this possible?

SOUND. The boy runs over to Ben trying to help him.

BOY

Hey!

Ben doesn't hear him. The boy brings Ben's satchel to him and crouches down.

BOY (CONT'D)

What's going on? Are you okay?
What's happening? Are you sick?

BEN

(Speaking too loud)
Why did you stop *here*, in front of
this...?

The boy sits next to Ben and tries to quiet him.

BOY

Shh! I thought you liked wolves.

The boy stands and reaches into his pocket and pulls out Ben's wolf wallet. He hands it to Ben and sits back down.

BOY (CONT'D)

You dropped it in the rotunda.

BEN

(shaking his head)
I can't hear you.

BOY

Why?

BEN

Because I'm deaf.

BOY

Really? Oh! I thought you were just ignoring me when I was calling for you and you didn't answer... Okay - that makes sense...

Ben doesn't understand, so he reaches into his pocket and pulls out his spiral notebook and hands it to the boy.

BEN

Here.

BOY

(Speaking as he writes)
I...didn't know...you were deaf.

The boy points to himself.

BOY (CONT'D)

Me? Jamie.

He writes on the pad: **Jamie**

BEN
(reading)
Jamie.

Ben now points to himself.

BEN (CONT'D)
(Too loud)
I'm Ben.

JAMIE
Shh!

Jamie starts doing sign language with his hand, but Ben doesn't understand.

JAMIE (CONT'D)
I learned it in school.

BEN
I don't know sign language.

JAMIE
Why?

BEN
(quieter now, trying to
modulate his voice)
I've only been deaf for... actually
it just happened.

JAMIE
How?

BEN
(reading his lips)
Lightning.

JAMIE
Lightning??

Ben nods.

JAMIE (CONT'D)
I thought lightning kills you.

Ben doesn't understand so Jamie writes: **Lightning kills you**

BEN
(shrugs)
Not always.

Jamie thinks for a second, then writes: *Is it scary?*

BEN (CONT'D)
Being hit by lightning?

Jamie shakes his head. Writes: *Being deaf.*

BEN (CONT'D)
(shrugs)
Oh. Sometimes. Mostly it's just...
quiet.

Behind them an OLD WOMAN enters the exhibit hall. Jamie takes special notice of her, confiding in Ben.

JAMIE
See that lady over there?

BEN
What?

JAMIE
She's always here. It's so weird...
(points to Ben's satchel)
You...runaway?

Jamie makes his fingers into running legs.

Ben understands and nods.

JAMIE (CONT'D)
From where?
(writing and speaking)
Where... are... you...from?

After a moment of hesitation, Ben gets up and starts to walk forward, towards the diorama, as if hypnotized. He raises his arm and presses his finger to the sign on the wall next to the wolf diorama: "**Gunflint Lake.**"

Jamie chuckles. Ben turns to him. He isn't joking.

JAMIE (CONT'D)
Really?

Jamie stands up and moves Ben so he is directly in front of the diorama. He raises his Polaroid camera from around his neck. Jamie takes his picture. The flash goes off, blinding Ben for a moment. The sound of the photo rushing out of the camera morphs into...

98

INT. AMNH - NORTHWEST COAST INDIAN HALL - 1927 - DAY

98

MUSIC barking as the guard furiously scolds Rose. Like Rose, we watch his lips move.

GUARD

Where do you think you are, at a playground? This is a *museum!* You can't go scampering about like a wild animal, ignoring the rules! I'm this close to expelling you from the premises once and for all. Do you understand me? *Do you?*

Rose listens, nodding, backstepping - then suddenly spotting something at the front of the room:

The two Policemen from outside the theater are standing with the Museum SECURITY CHIEF, a man in his 60's, who spots Rose's Guard from across the room. The Security Chief gestures him over. He does not see Rose, who is blocked by a pillar.

SECURITY CHIEF

Otto! Over here, please.

Rose's Guard stands upright with raised eyebrows, then nods to the chief.

GUARD

Yes, sir. Right away, sir!
(to Rose, in firm but lowered tones)
Now you stay put, you understand me? I'll contend with you in a moment... Fine day this turned out to be...

He gathers himself and starts over to where the Security Chief and the two Policemen are waiting.

Rose watches him go, then slinks off out of sight.

She skulks along through the shadows, past display cabinets and carvings. She peeks back through a gap in the room and spots:

The Guard and the two Policemen, exchanging information. She sees the Guard looking back to where he left her. When he sees she is no longer there, Rose doubles up her speed, rushing along.

99 INT. AMNH - STAIRWELL - 1977 - DAY 99

SOUND. The door crashes open and Jamie leads Ben up a flight of stairs.

100 INT. AMNH - MUSEUM HALLWAY - 1977 - DAY 100

The boys sneak out and Jamie shows Ben how to slither past an open office doorway where two SECRETARIES are working - first Jamie, then Ben.

Jamie motions Ben around a corner. There Jamie approaches an old double door at the end of the hallway. The sign on the door: **PRIVATE, CLOSED TO THE PUBLIC**

Jamie motions Ben to quietly follow him inside. Jamie stops a moment, hearing the click-click of someone approaching down the hall. He holds up a finger to his mouth to Ben, warning him to be quiet. Then he very quietly turns the knob of the door and slips inside. Ben quietly follows.

101 INT. AMNH - STORAGE ROOM - CONTINUOUS - 1977 - DAY 101

Ben follows him through a dark narrow passageway with chairs and tables stacked to the ceiling along one wall. The narrow room opens up to a large open space with a tall ceiling. Old plastic tarps cover tall dusty windows overlooking a shaftway, so the light that filters in is dusty and gray.

The room appears to be about half as big as it once was due to all the masses of items stored within - half of them old diorama's, like the ones Ben and Jamie had passed between. What's left of the room is filled with crumbling boxes spilling with papers, shelves, ledgers, objects wrapped in cloth, a pile of old furniture, all piled up to the water-stained ceiling - everything coated with thick layers of dust.

BEN
(looking around)
What is this place?

JAMIE
My secret room!
(he writes)
My... secret... room -

Jamie shows Ben what he wrote, then gestures:

JAMIE (CONT'D)
You can *stay* here.

He sits, writing something down, and Ben joins him, watching as he writes it.

JAMIE (CONT'D)

This can be - (writing): *your...
hideout!*

BEN

(After reading his words)
Thanks.

JAMIE

So... (he writes it down and says):
Why... run... away?

BEN

Oh.

Ben pauses, then he takes out his wallet. He unfolds the article about his mom's death and hands it to Jamie.

BEN (CONT'D)

My mom...

Jamie reads it. He furrows his brow sympathetically.

JAMIE

Oh.

BEN

Yeah.

JAMIE

Sorry.

He hands Ben back the article.

JAMIE (CONT'D)

What about your dad?

Jamie writes on the pad: **Dad**

BEN

That's who I came here to find.

JAMIE

Are your parents...
(he writes)
divorced?

BEN

No.

JAMIE
(points to himself)
Mine are.

BEN
Hmm. Oh.

Ben takes out the Kincaid's bookmark and hands it to Jamie.

BEN (CONT'D)
I thought he might be here.

JAMIE
Oh! I tried to tell you before -
Kincaid's-
(grabs pen, starts
writing)
Kincaid's... isn't clo-

He is writing: ***Kincaid's isn't c*** - but he stops a moment. Ben glances up at his face.

Jamie resumes, turning the "c" into an "o"

JAMIE (CONT'D).
(writing and speaking)
- *open now.*

BEN
Yeah, obviously!

JAMIE
(suddenly sounding a
little guilty)
Hey, I didn't know you were deaf. I
didn't know you were looking for
your father. Otherwise I wouldn't
have told you...

BEN
What are you saying? Write it down!

JAMIE
Yeah, sorry... So, I still don't
understand...

He writes: ***How you got here alone?***

BEN
My cousin Janet helped me. She owed
me a favor, so she brought my bag
and some things with some money
from my mother's rainy day fund.

JAMIE

So... (writing and speaking):
She... knows... where... you are?

BEN

No. No one knows where I am.

JAMIE

I do.

Ben reads his lips and smiles. Ben's stomach growls.

BEN

I'm starving.

JAMIE

Oh!

Jamie happily reaches into his knapsack and, like a magic trick, pulls out a sandwich.

JAMIE (CONT'D)

Ta-da!

He gives half to Ben and keeps half for himself.

JAMIE (CONT'D)

There you go.

BEN

Thank you.

Jamie, while still a few bites into his sandwich, raises his right hand and makes a fist. Then he straightens his fingers and crosses his thumb over his palm. Next he makes the shape of a crescent moon. He's repeating the shapes he'd made earlier - the sign language alphabet.

He next touches all his fingers to his thumb except for his index finger, which he points straight up.

Jamie motions for Ben to repeat what he's doing. When Ben has trouble getting the shape right, Jamie adjusts Ben's hand, bending a finger or tightening a fist.

They continue through the alphabet, finishing their sandwich halves, as we float around the storage room, taking in all of its dusty details, its piles and boxes and antique trays. A quiet bit of MUSIC, perhaps associated with ROSE's story, filters in.

102 INT. AMNH - STORAGE ROOM - MOMENTS LATER - 1977 - DAY 102

They are finishing the alphabet.

JAMIE

Good... that's good.

(suddenly remembering)

I almost forgot! I want to show
you...

Ben doesn't understand him, but he watches as Jamie goes to a shelf and pulls out a shoe box filled with Polaroids. Ben stuffs the remaining portion of sandwich in his mouth and walks on his knees over to him.

Jamie sorts through the pictures.

Ben starts to flip through the photos. There seem to be hundreds of them. Most seem to be pictures taken around the museum, dinosaurs and lizards and birds. There are pictures of the dioramas, elks and the wolves and bears and buffalo.

There are also lots of pictures of visitors, families, close ups of shoes and coats and children, all unaware they are being photographed. One is a picture, from behind, of the old woman they'd seen earlier near the wolf diorama.

Jamie points to her.

JAMIE (CONT'D)

See! That lady! Remember her?

BEN

(still chewing)

Mm-hmm.

Jamie then pulls out a photo of a brown skinned woman with long dark hair and dark eyes. She's standing next to a brick apartment building with a tree and some taxis in the background. The image is nearly washed out by the sun.

JAMIE

My mom. *Mi Madre*. She works a lot.

Jamie writes simultaneously: **Mom**

Then: ***We live in Queens.***

BEN

Queens? You don't live in New York?

JAMIE

Queens is *in* New York.

BEN

What?

JAMIE

Forget it.

BEN

Oh... And this.

Ben presents to Jamie his treasured item - the first person he's been able to share it with yet! He hands him WONDERSTRUCK, which Jamie opens.

JAMIE

Whoa.

BEN

I found it in my mom's room. It's from here except a long time ago.

Jamie flips through the pages.

BEN (CONT'D)

...it's where I found the bookmark.
For Kincaid's. It's why I'm here.

Exhausted, Ben starts to sink and close his eyes. He yawns.

JAMIE

You okay?

BEN

Sorry. I'm really tired.

Jamie jumps up.

JAMIE

(gesturing with his words)
Take a nap!

BEN

Okay.

Jamie grabs a caveman rug off of a nearby shelf. Ben stands up and together they unfold the rug and lay it out flat on the floor. A tired Ben collapses. Jamie reaches down and wraps the bottom of the rug over him to use as a blanket. They laugh as Jamie turns off the light and heads towards the door.

JAMIE

I'll be back later.

BEN
Thanks, Jamie.

Ben looks around the room and smiles before closing his eyes and falling asleep.

103 INT. AMNH - MUSEUM HALLWAY - 1927 - DAY 103

MUSIC. Rose spots the cops and the guard returning, and she makes her retreat down the hall toward a gathering crowd of museum-goers.

104 INT. AMNH - CABINETS OF WONDER - MOMENTS LATER - 1927 104

Up ahead a crowd stands on line at the entrance to a newly-opened exhibition. Rose sneaks unseen towards the front of the line.

Rose glances back, and sees the cops, the guard and the Security Chief consulting near the stairwell. The Chief points them in the direction of the exhibition ahead.

She approaches the entry to the exhibition. The large sign stationed by the entrance reads:

Cabinets of Wonder. How Museums Began

She weaves her way into the exhibition, joining the mingling spectators. What she discovers inside is something she's never seen before.

The exhibition is a recreation of an old Cabinet of Wonders, right down to the fossils, strange fish, and thousand other magnificent and fascinating objects. We recognize it immediately from Figure 9, the engraving in Ben's book...except it's real.

Rose walks towards the free-standing cabinet in the center of the room, the one with a crown at the top made of coral and seashells. A taxidermied giraffe's head seems to peek up from one edge

Rose looks back and sees the cops arriving at the exhibition.

She quickly starts looking around for a place to hide as MISS CONRAD, a Saleswoman, informs a YOUNG MAN with glasses working near her at the souvenir stand, about the police who are after a girl in the museum.

Slipping behind the central display, Rose finds a hollow of space behind a rear cabinet and slides down to the floor. She pulls her knees up to her chin, propping her bag next to her.

WE HEAR:

JAMIE (PRE-LAP)

Ben - *Ben!*

105 INT. AMNH - STORAGE ROOM - 1977 - NIGHT

105

SOUND. Jamie flickers a flashlight on Ben as he sleeps. Ben doesn't stir, so Jamie tosses snacks on him to rouse him from his sleep.

JAMIE

Wake up! Come on!

BEN

No.

JAMIE

I told my father I was staying over at a friend's house. So we have the whole museum to ourselves!

BEN

I can't hear you!

JAMIE

Follow me! Come on!

Jamie beckons for Ben to follow him into a dark hallway. Ben, groggily follows.

106 INT. AMNH - CORRIDOR - 1977 - NIGHT

106

Jamie leads Ben down a long hallway. Most of the interior lights have been turned off so they follow the beam of the flashlight.

Jamie suddenly stops. Both of them startled.

107 INT. AMNH - CABINETS OF WONDER - 1927 - DAY 107

Music. Rose peeks out from behind the cabinet but doesn't notice the shadow of an outstretched hand that is coming towards her.

108 INT. AMNH - CORRIDOR - 1977 - NIGHT 108

Jamie and Ben press their bodies flatly against the wall as a SECURITY GUARD enters the hallway.

109 INT. AMNH - CABINETS OF WONDER - 1927 - DAY 109

The shadow of the hand extends towards Rose, then suddenly grabs her shoulder and she jumps, terrified.

110 INT. AMNH - STAIRWELL - 1977 - NIGHT 110

Jamie leads Ben up a dank stairwell.

111 INT. AMNH - CABINETS OF WONDER - 1927 - DAY 111

Rose looks at the person who has caught her. It's not the guard or the cops...

It's the young man with glasses from outside the exhibition. He sternly gestures for Rose to follow him.

112 INT. AMNH - WORKSHOP - 1977 - NIGHT 112

The boys go through a maze of hallways, smaller now and more cluttered with old things in storage.

They come to a sign that says **Workshop** and inside they explore the place where all the exhibitions are made.

There are walls of metal tools and jars of mysterious liquids and sinks and chairs. Cabinets with molds and display stands line the walls. Animal forms hang from the ceiling.

Jamie leads Ben through a series of storage rooms and work rooms, and the boys run their hands across shelf after shelf of old dinosaur bones and rows of little birds in boxes and seashells, bugs, ancient clothing, spear heads, turquoise jewelry, ivory buttons and a thousand other fascinating things. Ben breathes deeply. He's thrilled.

BEN

Wow.

Ben plays with some of the objects.

JAMIE

Hey, look. See? The light goes through.

Jamie shines the flashlight through a glass eye as Ben places another pair of glass eyes over his own eyes like a monster.

Jamie laughs. The boys continue through the room, touching everything from clay masks to plaster wings as they pass.

They stop at a butterfly mounted on a branch.

JAMIE (CONT'D)

Wow.

Jamie blows a breath of air against the butterfly's wings. The wings flutter.

Ben looks around and touches a wax sculpture of a bird and a runs his fingers through the fur of a taxidermied mountain goat up above.

BEN

Hey. Check this out.

Jamie emerges and approaches Ben with his flashlight.

JAMIE

Ben! Come on. Let's go!

Jamie leads Ben to another hallway lined on both sides as far as they could see with black filing cabinets, five drawers high.

Ben stops and opens one of the filing cabinets. It's stuffed completely with papers and files and photos.

Ben opens a drawer at random, reaches into a file, and pulls out a large black and white photo of the museum in the 1920's. It's the entrance that we've seen Rose go into.

BEN

Jamie. What is all this stuff?

JAMIE

(putting his finger to his
lips)

Shh. Secrets!

Ben puts the photo back.

He looks down the endless hallway at all the filing cabinets. An idea starts to form in his mind, but...

JAMIE (CONT'D)

Come on!

Jamie leads Ben away from the cabinet at which he was looking. The label: **Hall of North American Mammals**

114 INT. AMNH - MUSEUM HALLWAY - 1927 - DAY 114

MUSIC. The young man with glasses has Rose firmly in hand as he speaks to Miss Conrad, the saleswoman from the souvenir counter. Rose looks around, anxiously, before settling on the pile of books in front of her, on display.

They are brand new copies of the catalogue book from the exhibition titled: **WONDERSTRUCK**.

The saleswoman nods and takes the man's place at the counter. Then the young man shuffles Rose off to a nearby office.

115 INT. AMNH - OFFICE - CONTINUOUS - 1927 - DAY 115

The young man closes the door behind them.

Inside, along the narrow office wall, there are paintings and photographs related to the museum, collections of butterflies, pinned inside frames, and portraits of past museum Presidents staring down at Rose.

The young Salesman sits Rose down and grabs a piece of paper and pencil from a desk, leaning down to write.

He turns the page to show Rose what he has written. It reads:
What are you doing here?

This is WALTER, Rose's brother.

116

INT. AMNH - STORAGE ROOM - 1977 - NIGHT

116

SOUND. Jamie and Ben are hurrying back into the storage room, switching on the lights and catching their breath.

JAMIE

Open it!

BEN

What?

The boys fall to the floor huddled over a green folder they've taken. There's a small plastic tab at the top of the file and inside is a piece of paper that says: ***WOLF: Gunflint Lake, Minnesota***

JAMIE

Come on, the file! Open it up.

They flip through the pages and see photographs of birds, animals and trees that Ben knows from home. Photographs of the sky and clouds and stones and wide expanses of snow.

BEN

The wolves.

JAMIE

Whoa. That is so cool.

On the bottom of most of the photos it says "1965."

BEN

(reading)

February, '65... That's the year
before I was born.

Ben and Jamie uncover several drawings of wildlife, egrets, etc. But mostly more wolves in every possible position. Ben marvels at the way they run and sit and jump across the pages. He and Jamie look at each other.

JAMIE

Whoa.

Ben picks up the sketch of the wolves.

BEN

Wow.

JAMIE

Yeah!

They look at an illustration of a greenish night sky.

BEN

Aurora.

JAMIE

Nice.

Ben finds drawings of Gunflint Lake. Pictures of the lake and trees.

He comes upon a drawing of his own house, which he stares at in shock.

JAMIE (CONT'D)

Ben? What is it?

Ben doesn't hear him. Jamie taps him on the shoulder and repeats: "*What?*" Ben can see his lips.

BEN

It's my *house*.

He and Jamie look at each other. Ben searches intensely through the file.

Next come a small group of legal papers, contracts, letters, receipts, charts and tickets.

A letter on museum stationery has the date **November 27th, 1964** typed on it. Ben reads:

BEN (CONT'D)

Miss Elaine Wilson. That's my mom.

We scroll down the letter as Ben reads it. Jamie looks over Ben's shoulder...

BEN (V.O.)

"Dear Miss Wilson... I will be spending a few months in Gunflint Lake, researching a new diorama for the museum. As the town librarian, I hope you can help me with this research. Please contact me at the address above... Thank you very much... Daniel Lobel"

The title below his name reads: ***Exhibition Preparator, The American Museum of Natural History.***

BEN
"Daniel. Lobel"

Ben is holding the letter from Daniel Lobel. His hands shake.

BEN (CONT'D)
This has to be my dad. Your
father...maybe he still remembers
him! You have to ask him in the
morning!

JAMIE
Yeah. I will.

Jamie, with great seriousness, lifts his camera. Ben holds the file to the side of his face and Jamie takes another picture of him, documenting the moment. The flash is bright and seems to linger in the air.

Then he solemnly hands the camera to Ben who takes a picture of Jamie.

Jamie shares his view of the note-pad with Ben and writes:

BEN
(reading as he writes)
"I've... never... shown...
anyone... the museum... before."

Jamie, continues talking casually, as if Ben could understand:

JAMIE
But I like it here. I don't have a
room at my dad's place.
(suddenly remembering
something)
Oh - Hold on! I think you'll like
this one.

Jamie gets up and lifts a cardboard hood off a plastic battery-operated record player.

He chooses a record from a nearby stack and puts it on the turntable.

He lowers the arm and smiles, then stops and smacks his head, indicating he'd done something stupid.

Jamie points to his own ears.

JAMIE (CONT'D)

Oh. I forgot.

BEN

It's okay. Keep it on. My mom had one like that.

The bold tinny intro to The Sweet's hit, "Fox On The Run," rings out. And Ben puts his hand on the black fabric stretched across the speaker.

BEN (CONT'D)

I can feel the vibrations.

Jamie and Ben start bopping their heads to the music. They look at each other and smile. Ben makes a shape with his hand. He is going to spell something...

JAMIE

("Reading" the letter)

F.

Ben struggles to remember the next correct shape, then makes the letter R.

JAMIE (CONT'D)

R.

Ben makes the letter I.

JAMIE (CONT'D)

I.

Ben makes the letter E.

JAMIE (CONT'D)

E.

Ben makes the letter N.

JAMIE (CONT'D)

N.

Together they make the letter D.

JAMIE (CONT'D)

D.

The boys smile. The music continues to play.

JAMIE (CONT'D)

(Whispers)

Friend. Cool.

117 INT. TAXI CAB - TIMES SQUARE - 1927 - NIGHT 117

MUSIC shimmers as dazzling rows and arcs of lights flare and fog through the window of the taxicab - a glorious idealized vision of Times Square, sparkling and glowing, like an exquisite miniature in an old movie.

Rose glances over at her brother Walter, who is very annoyed. He glances back at her and rolls his eyes.

She's happy though, and she looks back out at the lights of the city.

118 INT. WALTER'S APARTMENT - 1927 - NIGHT 118

Walter leads Rose into his unlit apartment and flips on some lamps, revealing a sparsely decorated, single bedroom apartment - many books and little furniture: a student's apartment.

He sits down and pours himself a finger of brandy as Rose remains standing by the door.

Finally Walter bursts, shaking his head in disbelief mouthing:

WALTER

I can't believe I had to hide you
from the cops!

Rose shakes her head, indicating: "what?"

Walter grabs a pad and pencil and writes: **THE COPS!!**

He and Rose laugh as he folds the pad and writes another note: **You know Mom - she'll find you sooner or later.**

Walter gets up and grabs a sleeping roll from the front closet, indicating he'll sleep on the roll and she can take the bedroom. But she grabs the roll, to let him know that she'll sleep on it. They have a playful game of tug of war until Walter tosses the roll aside and pretends that he and his sister are in a boxing match, a game they've played before. She deals him a mimed knock out punch and Walter collapses in slow motion to the ground, much to her delight.

119

INT. AMNH - STORAGE ROOM - 1977 - NIGHT

119

SOUND: Somewhere pigeons coo. Ben is asleep, wrapped in the caveman blanket. Jamie is next to him, watching his friend sleeping. There's a wistfulness in his expression. He opens the "WONDERSTRUCK" book for diversion and grabs the flashlight. He turns a page, and stops, staring at something.

He has turned to figure 9, which intrigues him. Something crosses Jamie's mind, and he turns the flashlight onto the room, sweeping the beam of light across its cluttered walls and piles of stuff.

He looks down and sees the checker-board pattern on the floor which is not unlike the floor in the drawing. Then...

Jamie, as if in a trance, gets up and notices a dangling rope above the area where Ben is sleeping. He pulls on the rope. A cloth comes tumbling down, unleashing a cloud of dust. Jamie coughs. He shines his flashlight up high, illuminating a large giraffe head wrapped in plastic that's been revealed. The giraffe's black glass eye glimmers in the light.

Jamie stares in wonder. He runs over to jostle Ben, who jumps.

JAMIE

Ben! Ben! Wake up. Come on!

He shines the flashlight in his eyes. Ben stands.

BEN

What - what is it? What - what is it?

Jamie hands Ben the book and flashlight, open to **Figure 9**.

JAMIE

Look!

Jamie then shifts the flashlight onto the unearthed cabinet standing before them. Ben stands, stunned, taking it all in.

BEN

It's the same. It's the *same!* We're *in* the Cabinet of Wonders! How did this happen?

He looks at the book in his hand.

BEN (CONT'D)

Why did my father have this book?
Why was there a picture of my house
in that file?? What is going on?

Jamie does not respond. Ben can tell something is wrong.

BEN (CONT'D)

WHAT?

Jamie grabs the note pad and writes something down and shows Ben. It says: **Kincaids**.

BEN (CONT'D)

What do you mean - the *bookstore*?
It's gone...

Jamie drops his head and writes something more. He shows it to Ben, who reads it back, aloud.

BEN (CONT'D)

"I tried to tell you it just moved.
I didn't know you were deaf yet."

Ben looks at Jamie, completely confused.

BEN (CONT'D)

But... what do you mean? You knew I
was trying to find my father.
That's why I went to Kincaid's in
the first place. Why would you wait
until now?

Jamie just drops his head, deeply ashamed.

JAMIE

(angry at himself,
confessing something he
knows Ben can't hear)
Because I don't have any friends.

BEN

What?

Jamie writes something in response. He shows it to Ben.

BEN (CONT'D)

(reading out loud)
"I wanted to show you" - *what?*

Jamie corrects a letter with his pen.

BEN (CONT'D)

(reading the corrected
word)
"*stuff*" ?
(he looks at Jamie)
"I wanted to show you *stuff*"? What
does *that* mean?

JAMIE

(in defeat, another
outburst Ben won't
understand)

I was afraid if you found your
father he'd take you away and if
you didn't find him you'd just go
back to Gunflint Lake and...

BEN

WHAT? I can't *understand* you!

JAMIE

(right to Ben)
I was going to tell you!

BEN

(reading his lips)
You were *going to tell* me?

JAMIE

Yes! I swear-

BEN

How long were you going to take?

JAMIE

(writing his reply)
I'm *sorry!... Okay?!*

He holds up the pad where he's written: ***I wanted you to be my friend***

Ben starts gathering his things.

BEN

Yeah, well... If you wanted to be
my friend you would have helped me
find my father!

JAMIE

I AM helping you! I'm helping you
now! I'm helping you now!

Ben grabs his satchel and heads for the door, without looking
back. He slams the door behind him.

Jamie looks after him, heartbroken. His only friend, lost.

120 INT. WALTER'S APARTMENT - BEDROOM - LATER - NIGHT - 1927 120

On Walter's bedside table sits a photo: a baby girl and an older boy...Walter and Rose. The same photo was visible in the dining room of Rose's house, back in Hoboken.

Walter turns off a lamp and approaches Rose below, in bed, all tucked in. He playfully sticks out his tongue at his sister.

WALTER
(mouthing)
Good night.

Rose waves good night and Walter exits.

Rose looks around as she lays in bed. Through Walter's bedroom window she looks out at a slice of the shimmering Manhattan skyline (it almost looks like something Rose herself might have made from paper and cardboard).

121 EXT. KINCAID'S BOOKS - LATER - 1977 - MORNING 121

SOUND. It's early morning in the city but a hazy cloud of heat still hangs in the air. Ben stands staring from across the street at the **OPEN** sign in the window of Kincaid's Bookstore. Somewhere, birds are already chirping.

Ben makes his way across the street, barely avoiding a rushing car.

122 INT. KINCAID'S BOOKS - MOMENTS LATER - 1977 - MORNING 122

SOUND. A bell rings. Ben enters. Music from the 1920's is playing on a tape machine behind the counter.

OLD MAN (V.O.)
I'll be right with you!

Of course Ben doesn't hear this, or the radio, or the bell.

BEN
Hello?

Sunshine is pouring in through the front windows. Shelves with books extend floor to ceiling. Ladders and boxes everywhere. Posters on the ceiling. And that chocolatey smell of old books.

In the center of the store a wood staircase rises to a second level. Every step is lined with more books.

There are no customers. And no employees in sight.

Suddenly Ben sees a small dog barking at him from the top of the stairs.

Ben takes a step toward the dog to calm him down but the dog goes running off out of sight.

BEN (CONT'D)
Hello? Hello?

Ben, not hearing anything, wipes his forehead with the inside of his shirt and saunters in further, seeing no one. He starts up the stairs.

Upstairs he sees no one either. He sits down on a bench at the top and decides to wait. He places his satchel beside the banister and puts his head down on one arm. He yawns.

He doesn't see (or hear) an OLD MAN approaching from the rear of the store with an inventory book.

OLD MAN
(calling out)
I'm sorry... she can be a little
high strung first thing in the
morning... Hello?

The Old Man doesn't see anyone, and shrugs. He squeezes through the front counter and grabs a stool.

OLD MAN (CONT'D)
(absently, to the dog
upstairs)
You're scaring off the customers...

The Old Man reaches over and presses a button on a stereo on a shelf behind him. The 1920's music stops. He removes a cassette then roots through a stack of other cassettes next to the player. He picks something out, pops it into the stereo and presses play.

Very quietly, MUSIC begins... hissing through the cassette recording but very slowly taking hold of the room and, seemingly, of Ben, whose eyes grow heavy, resting on the stairs just above.

The music is ALSO SPRACH ZARATHUSTRA by Deodato, the jazz-funk version of the classical piece of music.

And then, like a dream...

123 EXT. NEW YORK CITY - DAY - 1977 123

MUSIC continues over the otherwise silent city scape - cars whizzing by, the street beginning to come alive with people - but all we hear is MUSIC.

Through the crowd we begin to notice an OLD WOMAN with long greying hair, some of which is tied up in a bun at the top of her head. She is dressed smartly in a top with a little bohemian edge to it. She has a large purse with her.

The Old Woman is weaving her way through the crowd.

She nears her destination, turns a corner. And there it is:

124 EXT. KINCAID'S BOOKS - 1977- DAY 124

The Old Woman pushes open the front door as the MUSIC peaks.

125 INT. KINCAID'S BOOKS - 1977 - DAY 125

The MUSIC SOFTENS. For the first time we can see that it's the same Old Woman from the museum. She is smiling. But we can tell that there's a lot of history, a lot of careful watching, in that face.

She addresses the Old Man at the counter, who looks up from his book, and stands.

They begin to communicate in sign language, their hands moving gracefully through the air.

OLD MAN
(in sign language)
*What took you so long? I was
getting worried!*

OLD WOMAN
(in sign language,
smiling)
Sorry! A lot to do before I left.

OLD MAN
(in sign language)
Are you still free to help me with -

The Old Man is interrupted by the phone. He raises a finger indicating the Old Woman should wait, then picks up the phone and begins to talk.

OLD MAN (CONT'D)

Hello, Kincaids... Yes, of course.
We have lots of Dickens... Oh yes,
four or five copies I believe...
Yep - open 'til five every day. You
can ask for me, Walter.
(he hangs up phone,
continues signing)
*You can still help me with the
inventory?*

OLD WOMAN

(in sign language)
*Yes. You know I love making order
out of your chaos.*

OLD MAN

*I like you too - you're cheap
labor!*

They both laugh.

The two old people continue to sign (about how he fixed the A/C, and just in time, etc.)

All the while, the store has become invaded by a strange presence, a softly rising shimmer of anticipation.

Suddenly the small dog comes tearing past Ben, scrambling down the stairs.

Ben, startled, gasps, jolting himself awake - which makes the OLD MAN below suddenly look up. This makes the OLD WOMAN turn as well and Ben, seeing them both looking up at him, leap to his feet. He grabs the banister for balance, letting his bag go sliding down the banister rail before it topples, overturning -

SOUND - The satchel lands with a thud, its contents spilling out all over the floor.

The Old Man and Woman look from fallen bag back up to Ben, startled and confused, standing at the top of the stairs.

OLD MAN (CONT'D)

Oh - Hello. I didn't see you there.
Are you... Did I wake you?

Ben stares down at him, disoriented. He shakes his head, pointing to his ear.

OLD MAN (CONT'D)

(Speaking and signing)
Oh!... You can't hear?

Ben looks at them, shaking his head.

BEN
I... I don't know sign language.

OLD MAN
(signing to old woman):
He doesn't know sign.

BEN
You can hear?

The Old Man nods.

OLD MAN
Yes.

BEN
But she's deaf?

OLD MAN
Yes.

The Old Man nods again. He translates this into sign for the old woman. Ben, still making sense of his sudden companions, takes a step toward them, gingerly.

BEN
I had an accident recently. That's why I can't hear.

The Old Man translates this to the Old Woman.

OLD MAN
You scared us!

The Old Man holds up a finger to the boy, grabs a pad and pen from his desk, and starts writing.

Ben continues slowly down the stairs as the Old Man holds up his message: ***Can we help you?***

OLD MAN (CONT'D)
(then, to Ben, enunciating his words)
Are you okay?

Ben understands and nods.

BEN
Yeah, thanks. I'm sorry I just... fell asleep for a second.

He goes to collect his fallen belongings and put them back into his satchel.

The Old Woman kneels down to help Ben collect his things. She picks up an old book that had fallen out, and turns it over, revealing Ben's copy of **WONDERSTRUCK**.

She stops, staring at the cover of her book, then tilts it in the direction of the Old Man. He stiffens when he sees it and turns to look the Old Woman in the eye. Then they both look at Ben.

Ben stops, realizing they are staring at him with the oddest expression. In the eyes of the Old Woman he sees confusion and wonderment and sadness, all rolled into one.

She glances down again at the drawings and photos that Ben had taken from the museum. When she looks back up at Ben, tears have flooded her eyes. She sways, losing balance, and the Old Man grabs ahold of her. She wipes the tears from her eyes. To the Old Man:

OLD WOMAN
(in sign language)
Do you realize who this boy is?

OLD MAN
(in sign language):
Is it possible? Can it be true?

He helps her to her feet and she steps back, regaining her balance. Overwhelmed. Almost afraid. Then, urgently:

OLD WOMAN
(signing to old man):
How did he end up here? How?

The old man gestures to indicate: *I have no idea!*

Ben stares back, confused and perplexed. He feels a strangeness in his body he can't explain.

The Old Woman takes the pen and notebook. She writes with trembling fingers and turns the paper towards him so he can read it. It says:

Ben?

Ben looks at her in shock.

BEN
How do you know my name?

The Old Man translates Ben's words into sign, but the Old Woman, who can lip read well, stays fixed on Ben. She writes in the notebook: **Where is your mother?**

Ben, unsure how to answer at first, takes out his wallet and hands her the article about his mom's death.

She gasps, sharing it with the Old Man.

BEN (CONT'D)

Did you know her?

She hands Ben back the article.

The Old Man writes: **How did you find us?**

Ben roots around in his pockets and finds the Kincaid's book mark. He points to the note on the back, handing it to the Old Woman.

Rose looks at the bookmark and reads: **Elaine, I'll wait for you. Love, Danny.**

Her eyes well with tears, she turns to Walter and shows him.

BEN (CONT'D)

I came here trying to find my father. Do you know him?

The Old Man translates for the Woman.

BEN (CONT'D)

Who are you? How do you know my name?

Rose writes a note for Ben: **I'm Rose. This is my brother Walter.**

Rose signs their names. Walter, the Old Man, nods, smiles gently. Ben is confused.

BEN (CONT'D)

I saw you at the wolf diorama in the museum!

Walter signs Ben's words to Rose.

BEN (CONT'D)

What is going on? Tell me!

Rose's face looks sad and complicated.

She gets an idea.

ROSE
 (in sign language, to
 Walter)
*I need to take him to the museum.
 He deserves to know his story but I
 can't tell him here.*

Walter nods, in agreement.

Rose writes a note and stands, showing it to Ben: **Come with me**

BEN
 Where?

She reads his lips but signs to Walter instead:

ROSE
I'll find you later...

WALTER
 (mouths)
 You want me to come with you?

Rose reads his lips and shakes her head, heading to the front door. They exchange signs that mean *I love you*.

She gestures for Ben. And Ben follows her out the door, glancing back to Walter at the last moment, confused but undeterred.

126 EXT. NEW YORK CITY - STREETS - 1977 - DAY 126

SILENCE. She leads him through the crowded streets briskly, with a strange urgency.

127 EXT. BUS STOP - 1977 - DAY 127

Ben follows as she leads him to an empty bench and sits, motioning him to join her. There she pulls out the notebook and pen, opens to a clean page - and pauses. Ben stares at the side of her face.

Then Rose looks down and starts to write.

When Ben glances down at the page, she keeps writing but turns slightly away so he can't read it yet.

A crowd slowly gathers, awaiting the next bus. The bus arrives but Rose keeps writing.

128 EXT. BUS STOP - LATER - 1977 - DAY 128

More crowds. Lonely faces. More buses.

Finally, just as another bus approaches, Rose clicks her pen, tears some pages out of her notebook and puts them in her pocket. Then she grabs Ben's hand, hurrying them onto the bus.

129 EXT. FLUSHING MEADOW CORONA PARK, IN QUEENS - UNISPHERE - 129
1977 - DAY

SOUND. Ben and Rose are walking by the Unisphere, the giant silver globe from the 1964 World's Fair. Lightning flashes in the distance.

They come to a large building and find the entrance. Lettering over the door reads:

THE QUEENS MUSEUM

The museum is closed today, but Rose reaches into her bag and pulls out a key. She puts the key in the door and they enter.

130 INT. QUEEN'S MUSEUM - LOBBY - 1977 - DAY 130

The lobby is large and cool.

Rose leads Ben down a short hallway and into a dark cavernous space.

131 INT. QUEEN'S MUSEUM - PANORAMA - 1977 - DAY 131

She opens a panel in the wall and presses a few buttons on a control panel.

Light suddenly floods the room.

Ben's eyes adjust to the light and he gasps.

He can't believe what he's seeing.

The Panorama. A scale model of the five boroughs of New York City. 895,000 buildings, 10,000 square feet. Ben looks into the miniature city, glimpsing the hand-painted windows and the paper facades glued to the tiny wood buildings.

It's glorious.

Rose leads him onto the Panorama.

BEN

What *is* this? Where are we?

Rose sits on a bench at the edge of the Panorama and indicates Ben should sit too. She takes out her pad and turns to the beginning of the story she'd written on the subway. She hands it to Ben.

As he begins to read, we zoom across the Panorama.

BEN (V.O.)

"I need you to be patient with this story and read it slowly. I've worked in the Queens Museum for fifteen years now, but the story I need to tell you begins a long time before that.

We come to the tiny Unisphere and the model of the Queens Museum itself on the Panorama...

BEN (V.O.)

"When I was a little girl, in 1927, I came to New York for the very first time..."

We fly to the model of the American Museum of Natural History on the Panorama.

BEN (V.O.)

"It was my brother Walter who finally rescued me. I found him at The Museum of Natural History where he was working..."

We continue to fly across the Panorama...

BEN (V.O.)

"I begged him to help me, to get me away from our mother and father. I wanted to stay in New York, I wanted to learn things!"

We come to a stop in front of the model of a school, a tiny wooden structure with a paper facade.

Ben continues to read.

BEN (V.O.)

"The first thing Walter did was help me find a school for deaf children. I didn't even know such a thing existed!"

[What follows are a SERIES OF FLASHBACKS, using miniature dioramas, all built by hand out of objects from Ben's life. These dioramas show us how Ben is imagining the scenes that Rose is describing in her notes.

First, we find ourselves in a miniature recreation of a school for the deaf.]

132 INT. PS 176 - CLASSROOM - 1930 - DAY -(DIORAMA) 132

MUSIC. We push into a window of the school and float into the all-girl classroom with miniature figures of deaf students learning sign language:

BEN (V.O.)

"My parents divorced when I was very young. It was a big scandal back then because my mother was famous..."

A miniature figure of Rose sits with two girls, one of whom shares a movie magazine with Lillian Mayhew on the cover.

Through the door to the hall, Rose spots the miniature figures of boys coming out of the printing press room, their hands black from typesetting.

One handsome boy, (BILL), a little older than Rose herself, is sharing a hand rag with a schoolmate. He smiles at her, sweetly, in his rolled-up shirtsleeves.

The miniature figure of Rose smiles back.

BEN (V.O.)

"It was there at school I met my Bill, who was training to be a printer. We married and before we knew it had a baby boy."

WE SWEEP across the streets of Manhattan.

133 EXT/INT. BILL AND ROSE'S APARTMENT - 1940'S - DAY -(DIORAMA) 133

We glimpse the tiny family as we enter through the miniature window into their apartment

BEN (V.O.)

"The times as they were, everyone worried about us raising a hearing child..."

We see the miniature figures of BILL and ROSE, with a baby on Rose's lap, posing for a self-portrait that Bill snaps with a push of a button on the camera. A light flashes.

BEN (V.O.)

"...But our boy managed to handle his lack of deafness just fine..."

134 INT. AMNH - EXHIBITIONS DEPT. - 1950'S - DAY - (DIORAMA) 134

Another miniature memory. We see miniature figures of people sitting at endless desks working on displays, fossils, models, etc...

BEN (V.O.)

"Soon after I had married, Walter helped me get a job at the museum, in the exhibitions department. I'd always loved making models so it suited me well."

135 INT. AMNH - FOREST DIORAMA - 1950'S - DAY - (DIORAMA) 135

A miniature Rose working on a forest diorama, replete with wild animals. On the floor, her young son creates a replica of his own.

BEN (V.O.)

"I worked there for many years, along side my son."

136 INT. QUEEN'S MUSEUM - PANORAMA - 1977 - DAY 136

Ben continues to read.

BEN (V.O.)

"But soon *planning began for the 1964 World's Fair...*"

Ben looks up at Rose. She gestures to a TV built into the exhibition, which Ben turns to.

On the screen WE SEE:

137 MONTAGE: ARCHIVAL FOOTAGE OF THE WORLD'S FAIR 137

MUSIC. We see the World's Fair being built, different pavilions, buildings.

We see posters advertising it, talking about how it'll have rides and exhibitions from around the world. We see flag poles rise, fountains turned on, streets paved.

138 ARCHIVAL FOOTAGE: AERIAL VIEW OF NYC - 1963 138

The camera soaring over the actual city of New York, as Ben continues reading:

BEN (V.O.)

"One of those attractions was going to be *the Panorama*, a scale model of the entire city of New York, all five boroughs, all 895,000 buildings, the largest architectural model ever built. It was an opportunity I couldn't pass up so I left the Museum of Natural History to work on the Panorama in Queens."

The AERIAL view of Manhattan dissolves into:

139 INT. QUEENS MUSEUM - PANORAMA - 1977 - DAY 139

The Panorama. We move across the miniature city.

BEN (V.O.)

"Sadly, my Bill had passed away by then. So it was just my son and me."

Now the Panorama turns into:

140 INT. QUEENS MUSEUM - WORKROOM - 1963 - DAY -(DIORAMA) 140

The Panorama in miniature, being worked on and installed by a hive of miniature women workers. We finally arrive at the miniature figure of Rose.

BEN

"When the World's Fair ended, the Panorama was so popular they decided to keep it open. But they needed someone to maintain the model, so they hired me for the job."

141 INT. AMNH - WORKROOM CORRIDOR - DAY -(DIORAMA) 141

We move through a miniature corridor of the museum, lined with tiny filing cabinets, approaching the figure of a man from behind who stands looking over several of his drawings.

BEN (V.O.)

"Around that time, our son was appointed the lead designer on a new diorama at the Museum of Natural History, the youngest person to ever have that honor. But you already know this part.

The figure of the man turns. He is smiling.

BEN (V.O.)

The job would send him up to Gunflint Lake..."

Ben stops reading suddenly.

142 INT. QUEENS MUSEUM - PANORAMA - 1977 - DAY 142

SOUND.

BEN

Your son is... Danny?

Rose reads his lips. She nods, signing his name, the letter 'D' pointed to her heart.

Ben realizes what this means. He stares at Rose.

BEN (CONT'D)

(in wonder)

You're my *grandmother*?

Rose reads his lips and nods, instinctively signing the word for *grandmother*. Tears come to her eyes.

BEN (CONT'D)

Where is he? I came all the way from Minnesota to find him! *Where is he??*

Rose gets up and leads Ben out onto the Atlantic Ocean.

They carefully walk up towards Manhattan, like giants.

They step over the Verrazano Narrows Bridge.

Their feet clear the tiny cables of the bridge.

Rose leads Ben up the narrow stretch of the East River, stepping over the Brooklyn Bridge, the Manhattan Bridge and the Williamsburg bridge.

Ben looks across the model, like Gulliver in Lilliput.

Rose points to the writing pad, indicating he should keep reading. Of course the answer is already in his hands.

Ben looks at the page...

BEN (V.O.)

"...The librarian he'd contacted to help him with his research happened to own a small cabin, and he rented it from her..."

143

EXT. CABIN - MINNESOTA - 1965 - NIGHT -(DIORAMA)

143

Headlights of a miniature truck (in fact it's a toy truck from Ben's room) approach Ben's old street, revealing a figure silhouetted in the door of the house, waving in the headlights.

DANNY

(From the truck)

Miss Wilson? Is that you? Am I at the right place?

The miniature figure of Elaine emerges into the light. Her hair is in a ponytail. She is young and beautiful.

ELAINE

You are indeed, Mr. Lobel - not an easy feat this time of year. The cabin is right over there.

The miniature figure of DANNY (early 30's, handsome), calls out again from the window of his truck.

DANNY

It's Danny.

LATER, Danny and Elaine are enjoying themselves, skating on ice in a miniature recreation of the woods of Minnesota beneath a shimmering sky.

DANNY (CONT'D)

Whoa! I don't like the ice. I don't trust it.

Elaine laughs.

ELAINE

Come on, Danny. It's not gonna break. It's two feet thick. Don't you trust me?

DANNY

(Laughing)
I'm not sure right now!

144 INT. CABIN - MINNESOTA - 1965 - NIGHT -(DIORAMA) 144

Another evening, the miniature figure of Danny seated at his miniature desk as he writes to Rose.

DANNY (V.O.)

Dear Mom, the research is going well. Very helpful staff, especially this librarian...

145 INT. QUEENS MUSEUM - PANORAMA - 1977 - DAY 145

Ben looks up to Rose then back down. He continues to read.

146 AMNH - HALL WITH WOLF DIORAMA - 1965 - DAY -(DIORAMA) 146

A miniature of the hallway with the wolf diorama, just as the rear painted sky and horizon of the actual diorama is being carefully slid into position by Danny's hand.

Danny and his crew observe the process with acute attention, taking in the final result: the wolves leaping, the blue snow, the stars, the aurora borealis...

BEN (V.O.)

"...Eventually he completed the diorama of the wolves. I still go visit it whenever I can. It's the only one he got to make."

147 INT. ELAINE'S HOME - 1965 - NIGHT -(DIORAMA) 147

The miniature figure of Elaine spots a brown paper package that's been left for her on her desk.

Inside is a tiny copy of *WONDERSTRUCK*, She sees the bookmark and turns it over: ***Elaine, I'll wait for you. Love, Danny.***

148 INT. QUEEN'S MUSEUM - PANORAMA - 1977 - NIGHT

148

Ben has come to the end of the writing. He turns to Rose, who pulls the last few pages from her pocket. She's been holding on to them. She hands them gently to Ben.

BEN (V.O.)

"Your dad was ill Ben, he had a heart condition, the same one his father had. It kept him out of the war. But a few years after he returned from Gunflint Lake, his heart..."

Ben looks up at Rose.

Night is falling in the Panorama and the fluorescent lights are coming up again across the city.

Ben looks away. Rose takes his hand. He lets her take him in her arms and he starts to cry.

Soon the lights start to come up across the city. Rose has been crying too.

She points again to the notebook. Ben doesn't want to keep reading, but Rose insists...

BEN (V.O.)

"...This Panorama is not just a model of New York City. It's also the story of your father's life."

Ben looks up at Rose who smiles. She points. Keep reading.

149 INT. PANORAMA - 1963 - DAY -(DIORAMA)

149

The miniature figure of Rose is busy fitting a model of PS 176 onto the panorama.

BEN (V.O.)

"When I took the job, I thought it would be fun to secretly personalize the Panorama. I hid little mementos from your father's life inside the buildings..."

Just before setting it into place she slips a bitten pencil stub beneath the model of the school. MATCH DISSOLVE TO:

- 150 INT. PANORAMA -(DIORAMA) 150
 The miniature figure of Rose is placing another building onto the panorama, and slips a charm bracelet underneath this one.
- 151 INT. PANORAMA -(DIORAMA) 151
 Finally, we see the miniature figure of Rose placing another building onto the panorama and slipping the tiny family photo (taken earlier) underneath this one.
- 152 INT. QUEENS MUSEUM - PANORAMA - 1977 - EVENING 152
 Ben and Rose are standing on the East River.
 Rose leads Ben around the southern tip of Manhattan, stepping over the bridges again. They head up the other side of the island, along the Hudson River, until they are standing on the blue painted water that separates Manhattan from New Jersey.
 Rose carefully leans over the Panorama, grips the American Museum of Natural History and pulls upward. There is a little resistance but the entire city block gives way.
 Rose turns it over and picks out a piece of paper folded long ago. She opens it and hands it to Ben.
 It's a child's drawing of two wolves running through the snow.
 Ben thinks Danny must have drawn it, but then he looks at the signature on the drawing and is shocked.
 It's signed: **Ben**.
 He looks up at Rose.
- 153 INT. AMNH - WHALE ROOM - 1970 - DAY -(DIORAMA) 153
 SOUND. A crowd of miniature figures, dressed in black, is gathering beneath the blue whale - which we might recognize as the same toy whale that had been in Ben's room earlier.
 We see the miniature figure of Rose, standing with the other mourners. She turns to see:
 The miniature figure of Elaine, standing apart from the others, with a miniature figure of 4-year-old BEN at her side, who holds a piece of paper.

BEN (V.O.)

"I knew everyone at Danny's funeral except for two people, a woman and a little boy. She introduced herself and I recognized her name from Danny's letters. She told me she'd brought her son earlier and showed him the diorama Danny had made."

The figure of Elaine holds little Ben's hand. He shows Rose the paper. It's his drawing of the two wolves in the diorama.

154 INT. QUEENS MUSEUM - PANORAMA - 1977 - NIGHT 154

BEN

I don't remember any of this...

Ben and Rose look out across the Panorama. In the distance we hear something that Ben and Rose can not: THUNDER. But something else catches Rose's attention.

A slight vibration.

She pauses.

We see the tiny flags on the model of the Queens Museum, far out on the Panorama, vibrate ever so slightly with each crash of thunder.

155 EXT. QUEENS MUSEUM - 1977 - NIGHT 155

We look out, over Queens, with Manhattan lit up in the distance, and from somewhere very far away, we hear thunder and see distant bolts of lightning moving towards the city.

156 INT. QUEENS MUSEUM - PANORAMA - 1977 - NIGHT 156

There is rumbling, a terrible crash that Ben and Rose don't flinch at.

But there's something strange that Rose is aware of.

BEN

...that's why I dreamed of them,
the wolves... I saw them!

Rose looks at Ben, reminding him she can't understand him if he's facing away from her. She points to the paper. She wants him to write it.

Ben starts to write, a smile on his face...

Then, another much louder crash of thunder, the lights flicker for a moment.

The flags on the model of the Queens museum vibrate again.

Then...

A TREMENDOUS CLAP OF THUNDER AND -- BLACKOUT!

We watch as lightning hits the city and sections of New York flicker off, the lighting grid going black, until the entire city is without power, and it stands in silhouette against the night sky.

157 INT. QUEENS MUSEUM - PANORAMA - 1977 - NIGHT

157

The miniature city is plunged into darkness as well. We hear breathing and unsteady footsteps and gasps. We hear the sound of the pen dropping.

After a few tense moments...

BEN
(yelling)
Hello? What happened? Help!

Rose makes a strangled sound that might be the word "come," but it's hard to tell...

In the dimmest dark we spot Rose taking a step toward Ben - grabbing his hand. More breathing. The Panorama creaks beneath their feet.

After several more tense moments: A flash of light with a brief bursting sound.

SILENCE.

In the brief illumination, we see Rose and Ben holding each other, terrified.

A few more seconds of blackness then -

Another flash of light with a noise: we see Ben turn his head towards the exit of the Panorama.

Blackness

Another flash with a noise: Ben is leading Rose slowly down the Hudson River.

Blackness

Another flash with a noise: Ben is stepping over a bridge.

Blackness

Another flash with a noise: They exit the Panorama.

158 INT./EXT. QUEEN'S MUSEUM LOBBY - 1977 - NIGHT 158

SILENCE. They are heading towards the door...

Blackness. But a figure now seems to be visible outside the door up ahead.

Another flash with a noise: But this time we see the source of the light.

It's Jamie, holding his Polaroid camera. There are photos at his feet. He is relieved to finally spot Ben and Rose.

When Rose opens the door:

SOUND. The noises of cars, honking.

They stand outside the door.

Ben is shocked to see Jamie.

BEN

Jamie? How did you get here?

JAMIE

I followed you!

159 FLASHBACK - AMNH - STORAGE ROOM - 1977 - NIGHT 159

Ben, has just left the secret room with his satchel. Jamie has grabbed his camera and starts to follow him out.

160 FLASHBACK - EXT. KINCAID'S BOOKS - 1977 - DAY 160

Ben has entered Kincaid's, and then we move aside slightly to reveal Jamie looking on from across the street.

161 FLASHBACK - EXT. QUEENS MUSEUM - 1977 - DAY 161

Ben and Rose walk up the steps and enter the museum's front door. Jamie looks on, peeking out from behind a tree.

162 EXT. QUEENS MUSEUM - 1977 - NIGHT

162

All the streetlights in the parking lot are dark. The only light outside is the moon. Strange distant sounds. Breaking glass. Ben is trying to lip-read what Jamie is saying...

JAMIE

Wait. I don't understand!

BEN

What?

JAMIE

She's the lady from...

A screech of brakes from somewhere far off and Jamie turns.

163 EXT. QUEENS MUSEUM - 1977 - NIGHT

163

From an adjoining street a van is screeching crazily along a dark empty block. We can hear the radio from inside the van, (and just make out the name painted on the side: *Klein Gutter Service*) in the middle of a report about the blackout. The van careens out of sight, followed by the rise of an approaching police siren.

Rose instinctively pulls the boy closer to the door of the museum. Then she gets an idea. She brings the boys back inside the museum and locks the door behind her.

But we remain outside, watching as they vanish into the dark building.

We begin to float upwards, coasting along the side of the museum, a movement that feels as if we're caught on a gentle breeze.

The steadiness of the movement, however, is in contrast to the sounds we hear, the indications of violence and danger somewhere in the darkness.

But as we continue our ascent up the side of the building, the sounds begin to diminish.

We find ourselves at the roof of the museum with the round skeleton of the Unisphere silhouetted against the night sky. Trees shake.

We travel onwards, across the roof now, past the ducts and air vents and flag poles, the debris gathered along the gutter of the roof.

The sounds are almost all gone now.

And finally, we reach our destination.

We've caught up with Rose, Ben and Jamie, who have come to the roof for refuge.

They are standing in the gutter, looking down over a low wall.

Rose squeezes Ben's arm, then she points to Jamie, wanting to know who he is.

Unnoticed by Rose are more sounds in the background. A crash, a shout.

Rose repeats herself, signing: *Who is this?*

Ben looks at Jamie, who looks back at him. A kind of understanding passes between them.

Ben touches his palm to his chest (indicating: *my*) then raises his right hand and begins to fingerspell:

BEN
F. R I. E. N. D.

Jamie's eyes shift from Ben's hand to his face. He mouths his reply in silence, affirming what Ben has finger-spelled:

JAMIE
Friend.

Rose takes Ben's hand. He looks up at her with love. He turns to Jamie, with the same dazzled look, and takes Jamie's hand.

Their faces, lit by moonlight, shine with surprise.

They turn to the unlit skyline of Manhattan: quiet, dark, mysterious.

Above it, hovering in the sky, a canopy of stars as clear and bright as any in Gunflint Lake. The big dipper shines like diamonds vaulting through the night.

At this distance, in the strange silence, the city has become a place of peace.

And at this moment the three of them are happy, looking at the stars.

Jamie points up. Ben and Rose look.

A meteor blazes across the sky.

THE END