

SEQ. 125 - ALONE IN THE WORLD

DARKNESS

JACK (V.O.)
Darkness. That's the first thing I
remember. It was dark, and it was
cold. And I was scared.

The silhouette of a body appears as it drifts into a ray of
light, refracted through water, which turns into...

A MOON - SEEN IN REFLECTION ON A SHEET OF ICE

The moonlight intensifies almost magically, and the ice above
begins to spider-web and crack.

EXT. FROZEN POND - NIGHT

Snow-covered trees in every direction. The ice in the pond
continues to crack, until finally a hole splinters open. A
young man floats out of the water, bathed in the intense
moonlight. This is **JACK FROST** - thin, pale, barefoot, his
tousled hair frosted white.

JACK (V.O.)
But then...then I saw the moon. It
was so big and it was so bright,
and it seemed to chase the darkness
away. And when it did...I wasn't
scared anymore.

Jack floats back down onto the ice as the hole closes up
underneath him.

JACK (V.O.)
Why I was there, and what I was
meant to do - that I've never
known. And a part of me wonders if
I ever will.

Jack looks around, confused, then turns toward the moonlight
as it dims a bit.

Jack carefully treads across the ice until he hits something
with his feet. He looks down, and at his feet is a wooden
staff. Curious, he picks it up. Almost immediately the
staff begins to glow a cold blue in his hands. Odd.

Jack almost drops it as the base of the staff comes in contact with the ground. Frost shoots out and spreads across the ice. Jack is visibly confused.

He touches a few trees with his staff sending frost up their trunks. Then he swings the staff again, more confident, as he begins to run across the frozen pond.

Another swing, and a gust of wind swirls him high up into the air. Jack floats for a moment only to fall back down to earth and into the trees. Jack grabs hold of a tree branch and pulls himself up to see a small town off in the distance.

EXT. BURGESS SETTLEMENT - TOWN CENTER - CONTINUOUS

A collection of simple timber houses with thatched roofs. Jack comes in for a landing, and it's a rocky one. He stands up, still elated, and brushes himself off.

As Jack makes his way into town, settlers are warming their hands by campfire. Jack doesn't recognize anyone.

JACK
(to the townsfolk)
Hello. Hello. Good evening,
ma'am.
(beat)
Ma'am?

The settlers walk past Jack, not noticing him. Jack crouches down as a **YOUNG BOY** runs toward him.

JACK
Oh, ah, excuse me, can you tell me
where I am?

The boy runs right through Jack, as if he were a ghost. Jack staggers back in shock. He's speechless, as if the wind had been knocked out him. His emotions causing it to snow.

JACK
Hello! Hello!

Townsfolk continue to pass through Jack, unaware of his presence. Shaken, Jack turns and retreats into the forest.

JACK (V.O.)
My name is Jack Frost -- how do I
know that? The moon told me so.
But that was all he ever told me.
And that was a long, long time ago.

We pan up as the moon shines down over the snow covered trees.

CUT TO:

SEQ. 175 - INTRO TO NORTH

EXT. NORTH POLE - DUSK

FIERY GYPSY VIOLIN MUSIC as we move through clouds to reveal a MASSIVE ICE CANYON, and just around a bend, the incredible hidden fortress of NORTH, aka SANTA CLAUS.

INT. NORTH'S WORKSHOP - DUSK

We glimpse a familiar-looking RED JACKET and CAP with white trim on a coat hanger just as a pair of tongs SLAM a block of ice onto a stone work table--

IN QUICK CUTS: A CHAINSAW shears the block in half, spraying ice. North lifts up the chainsaw revealing a massive tatoo on his arm, the word NAUGHTY clearly visible.

Three ELVES huddle in a doorway around a plate of cookies, each licking their own tasty morsel.

NORTH (O.S.)
Still waiting for cookies!

As North crosses the background, the elves lower the cookies from their mouths, their faces frozen in fear.

The elves duck out of the way as North launches himself across the floor on his rolling chair -- CLOSE as his huge HAND gropes furiously among his WORK TOOLS, finally grabbing a miniature HAMMER. As North's humming along with his music, delicately CHISELING into the ice, we see a second arm sleeve tatoo, the word NICE clearly visible--

His INTENSE BLUE EYE magnified in a JEWELER'S EYEPIECE -- a delicate SCULPTING TOOL cuts fine details into the ice--

His hands place the finished piece on a curving ICE TRACK: An ice LOCOMOTIVE. It belches ice vapor and chugs down the track, picking up speed--

NORTH
Yes!

North's hand grabs a cookie from a plate held up by the two Elves.

One of the elves gives his cohort a look and points to the plate as it chews with a mouth full of food, to which it then unfurls its tongue and lets the half eaten morsels spill out onto the plate.

NORTH
Ah, finally!

He takes a bite and leans toward the ice track. He chuckles as the train hits a loop, and launches off a ramp into midair -- then WINGS unfold -- JET ENGINES sprout and ignite and the train lifts off the track--

Suddenly, the DOOR is thrown open by one of North's concerned YETIS, sending the flying ice locomotive skidding across the floor in pieces.

YETI
Arghbal...

NORTH
Ach!

The yeti cries out covering his mouth in shame. North cries out, devastated. The yeti, equally emotional, lets out another whimper. North looks down at the broken toy and takes a moment to collect himself.

NORTH
How many times have I told you to knock?

YETI
Warga blarghgha!

NORTH
What...? The Globe?

North leaps up -- draws a HUGE SCIMITAR from its sheath and heads out--

INT. NORTH'S GLOBE ROOM - CONTINUOUS

A sea of tiny BELLS on the heads of panicking elves part as North's huge boots stomp through.

NORTH
Shoo with your pointy heads. Why are you always under boot?

He pushes his way past a couple of his YETI WORKERS -- they're looking up in fear at -

THE GLOBE OF BELIEF

Covered with LIGHTS blanketing the continents. But North notices that all at once, HUNDREDS OF LIGHTS suddenly go out.

NORTH
What is this?

Now MORE LIGHTS, in GREATER NUMBERS, as if something is snuffing them out by the thousands. North's concern grows.

NORTH
(to Yeti)
Have you checked the axis? Is rotation balanced?

YETI
(shrugs shoulders)
Wardle bawddrel.

Before the Yeti can finish, a WIND whips up from out of nowhere -- North stares in outrage as a blanket of SWIRLING BLACK SAND, crawls over the lights, and shrouds the ENTIRE GLOBE in inky DARKNESS--

The elves scurry in a panic, then all at once the BLACK SAND WHOOSHES UP off the Globe -- rushes up through the ceiling as the remaining sand bursts into a puff of smoke and dissipates into the air --

As the wind dies, the scattered pieces of debris settle to the ground, and the globes lights come back on, North whirls to see a HUGE SHADOW flash across the floors and curving walls of his fortress. It quickly disappears, leaving nothing but the distant ECHO of...LAUGHTER?

North is frozen, looking up into the darkness, gravely:

NORTH
Can it be?
(then calls off)
Dingle!

A group of elves step forward gleefully pointing to themselves, as if they're all "Dingle". The excitement quickly turns to confusion.

NORTH
Make preparations! We are going to have company.

North reaches out for a large EMERGENCY LEVER, TWISTS and PRESSES IT--

The Globe pulses with ENERGY, which lights up and ZOOMS UP the AXIS SHAFT toward the roof--

EXT. NORTH POLE - CONTINUOUS

From the tallest spire of North's fortress, NORTHERN LIGHT ENERGY radiates outward: for the first time in decades, the GUARDIANS' CALL GOES OUT!

CUT TO:

SEQ. 225 - GUARDIANS GATHER

INT. CHILD'S BEDROOM - NIGHT

A little fairy, carrying a coin, flies above the head of a sleeping child. She quickly ducks under the pillow and comes out the other side with a tooth in hand.

EXT. TOOTH'S PALACE - DAY

Hundreds of fairies fly toward a hollowed out mountain, this is Tooth's palace and it's a majestic site.

INT. TOOTH'S PALACE

Dozens of tiny **FAIRIES** flit about. Teeth are filed away in tiny wooden drawers. Coins are handed out.

TOOTH (O.S.)
Chicago, Sector 6 -- 37 molars, 22
bicuspid, 18 central incisors.
Moscow, Sector 9 -- 22 incisors, 18
premolars: Uh oh, heavy rain
advisory!
(beat)
Des Moines, we've got a cuspid at
23 Maple. Head out!

A hive of activity, and at the center a winged figure barks out orders like a harried air-traffic controller. This is **TOOTH**. A Mini Tooth Fairy flies up to Tooth as thousands of tiny MINI TOOTH FAIRIES continue their work behind them.

TOOTH (O.S.)
Wait!

And suddenly everything stops. Tooth whips around, and we finally see her beautiful FACE.

She's holding up a little tooth, and gazing at it with dreamy adoration. The surrounding fairies tweet with excitement.

TOOTH (CONT'D)

It's her first tooth. Have you ever seen a more adorable lateral incisor in all of your life?!

(gasps)

Look how she flossed!

The fairies' tweets turn to concern, turning Tooth's attention to North's AURORA SIGNAL stretching across the sky. She gasps, and flies off like a rocket toward the source of the signal, accompanied by a few of her ranking fairies.

NORTH (V.O.)

My fellow Guardians - It is our job to watch over the children of the world, and keep them safe - to bring wonder, hope and dreams. And so, I've called us all here for one reason, and one reason only - the children are in danger.

Much of this we hear over the following...

EXT./INT. CHILD'S BEDROOM

We pull out from the face of a sleeping child to reveal a stream of sand swirling overhead. It's a dream and it's taken the shape of a child playing soccer.

We FOLLOW the Dreamsand stream out his window and up into the sky where we see DOZENS of strands of sand descending to earth. Keep following up, through majestic CLOUDS...

...to reveal a small, GLOWING GOLDEN CLOUD of Dreamsand shimmering among the clouds, trailing the golden threads.

The strands are being controlled by a small portly figure, THE SANDMAN. Suddenly, North's emergency signal zips by. The Sandman turns to look and his eyes narrow, visibly concerned.

Sandy closes his eyes and in an instant the Dreamsand cloud suddenly SWIRLS around him, changing form into a small BIPLANE, with Sandy in the cockpit. He BARREL ROLLS the plane into a dizzying dive through the spectacular cloudscape and flies off into the distance.

NORTH (V.O.)

An enemy we have kept at bay for centuries has finally decided to strike back. We alone can stop him.

Much of this we hear over the following...

INT. EGG TUNNEL

A few EASTER EGGS pop up out of the ground; their little legs carry them out of the way of a fast approaching object.

Speeding along through a subterranean tunnel, we can barely keep up with a DIMLY-LIT FIGURE as it races at blinding speed, leaping and zigzagging through a series of TUNNELS --

EXT. A SNOWY EXPANSE IN THE NORTH POLE

A hole opens in the snow, and a pair of rabbit ears pops out. A huge rabbit climbs out and brushes off the snow, annoyed. The six foot tall figure is **BUNNYMUND**.

BUNNYMUND

Ah, it's freezing.

He shivers with cold, then goes slogging through the snow.

BUNNYMUND (CONT'D)

I can't feel my feet! I can't feel my feet!

In the distance is North's ornately decorated and dimly lit palace built into the side of a mountain of ice.

CUT TO:

SEQ. 250 - THE CEREMONY

INT. GLOBE ROOM - NIGHT

Sandy's biplane circles the massive chamber, leaving trails of Dreamsand.

NORTH (O.S.)

Cookies? Eggnog, anyone?

BUNNYMUND (O.S.)

Oh, this better be good, North.

TOOTH (O.S.)
(to her fairies)
Montreal, sector six: ten
premolars, eight incisors and
twelve canines. Steer clear of the
wild goose migration.

NORTH
Sandy, thank you for coming.

Sandy descends from the plane and floats to the ground. He joins North, Bunny and Tooth as they walk through the Globe Room. Sand glyphs appear above Sandy's head communicating that he is busy and has a lot of work to do.

NORTH
(to Sandy)
I know, I know, but I obviously
wouldn't have called you all here
unless it was serious.

North, Bunny, Tooth and Sandy reach the center of the room. Tooth does her best to shush her mini-fairies.

NORTH (CONT'D)
The Boogie Man was here - at the
Pole.

North points to the globe. The other Guardians turn to look.

TOOTH
(shocked)
Pitch? Pitch Black? Here?!

NORTH
Yes! There was black sand covering
the globe.

BUNNYMUND
(confused)
What, what...what do you mean *black*
sand?

NORTH
And then a shadow!

BUNNYMUND
Hold on, hold on, I thought you
said you saw Pitch.

NORTH
Well, ah, not exactly...

BUNNYMUND

Not exactly? Can you believe this
guy?

Bunny turns to Sandy, who shrugs while forming a Dreamsand
question mark above his head.

BUNNYMUND

Yeah, you said it, Sandy.

Bunny goes back to painting one of his Easter eggs.

NORTH

Look, he is up to something very
bad. I feel it, in my belly.

BUNNYMUND

(his eyes narrow)
Hang on, hang on, you mean to say,
you summoned me here THREE DAYS
BEFORE EASTER - because of your
belly? Mate, if I did this to you
three days before Christmas--

TOOTH

(to her fairies)
Argentina. Priority alert! A
batch of bicuspid in Buenos Aires.

NORTH

Please. Bunny. Easter is not
Christmas.

BUNNYMUND

Here we go...

North grabs Bunny's painted egg, casually juggling it in his
hand as he walks off. Meanwhile Sandy, who is being served
eggnog by a yeti, suddenly notices something high above.

BUNNYMUND (O.S.)

(laughs)
North, I, I don't have time for
this. I've still got two million
eggs to finish up.

The moon rises into view, high up in the ceiling; its rays of
light begin to shine brightly through as they cascade down
the walls of the globe room.

NORTH (O.S.)

No matter how much you paint, is
still egg!

Sandy points to the moon unsuccessfully to get the others' attention.

BUNNYMUND

Look, mate, I'm dealing with
perishables. Right. You've got
all year to prepare.

TOOTH

(to her fairies)
Pittsburg, boy eight, two molars.
Saltwater taffy.

Sandy puts his fingers in his mouth to whistle, a silent musical note forming above his head.

NORTH

(to Bunny)
Why are rabbits always so nervous.

BUNNYMUND

And why are you always such a
blowhard!

TOOTH (O.S.)

(to her fairies)
Ontario, sector nine: five canines,
two molars, and fourteen incisors.
Is that all in one house?

Sandy waves a sand flag above his head, pointing and jumping up and down as the moonlight continues to fill the room.

NORTH

(turning his attention)
Tooth! Can't you see we're trying
to argue.

TOOTH

Sorry, not all of us get to work
one night a year. Am I right,
Sandy?

Sandy tries to signal with a golden arrow, pointing toward the ceiling, but to no avail as the others continue their bickering. Sandy thinks Tooth has noticed for a split second, but then -

TOOTH

(to her fairies)
San Diego, sector two! Five
incisors, a bicuspid and a really
loose molar on stand-by.

BUNNYMUND

(mocking)

Come on, mate, Pitch went out with the dark ages. We made sure of that - remember?

NORTH (O.S.)

I know it was him. We have serious situation!

BUNNYMUND (O.S.)

Well, I've got a serious situation with some eggs.

TOOTH (O.S.)

Hey, I hate to interrupt the, "We work so hard once a year club" but could we concentrate on the matter--

Sandy can't take it anymore, grabs an elf by his hat, and vigorously shakes it's bell. The other Guardians are finally silenced and all turn to look at Sandy, who points up, a sand crescent moon forming above his head. The dizzy elf staggers away. Finally the others turn to see the shaft of moonlight as it concentrates on the circle between them.

NORTH

Aah! Man in Moon! Sandy, why didn't you say something?

Sandy gives him a deadpan stare, Dreamsand smoke shoots out his ears.

NORTH

(to Man in Moon)

It's been a long time old friend!
What is big news?

Everyone looks to the center of the intense spot of moonlight, the light ebbs away, leaving a dark spot --

-- which resolves into the shadowed silhouette of PITCH. The Guardians look on, stunned.

BUNNYMUND

It *is* Pitch.

North pats his belly and gives Bunny a look.

NORTH

(back up to the moon)
Manny...what must we do?

In answer, the shadow of Pitch disappears and the circle of moonlight intensifies and SHRINKS, concentrating further illuminating an ORNATE SYMBOL on the floor, at the center of their circle. The symbol rises out of the ground revealing a large gem at the head of a pillar.

TOOTH

Ah, guys, you know what this means?

The moons light suddenly refracts through the gem casting light all over the chamber.

NORTH

(awed)

He's choosing a new Guardian.

BUNNYMUND

What?! Why?

NORTH

Must be big deal! Manny thinks we need help!

BUNNYMUND

(annoyed)

Since when do we need help?!

TOOTH

I wonder who it's gonna be?

A Dreamsand Four-Leaf clover forms above Sandy's head.

TOOTH (CONT'D)

Maybe the Leprechaun?

BUNNYMUND

Please not the groundhog, please not the groundhog.

Then A BRIGHT FLASH, a rush of WIND - and a FIGURE resolves over the central pillar: slight, hooded, bearing a familiar hooked STAFF.

NORTH

Jack Frost.

The Mini-Teeth all sigh and swoon as the Guardians stand there, stunned.

BUNNYMUND

Ah, I take it back! The Groundhog's fine!

TOOTH

(caught admiring Jack)
Well, ah, as long he helps to
ah...to protect the children,
right?

BUNNYMUND

Jack Frost!? He doesn't care about
children! All he does is freeze
water pipes and mess with my egg
hunts. Right? He's an
irresponsible, selfish...

NORTH

Guardian.

This stops Bunnymund in his tracks.

BUNNYMUND

Jack Frost is many things, but he
is not a Guardian.

As we turn toward the face of the hooded figure.

DISSOLVE TO:

SEQ. 600 - SNOWBALL FIGHT

EXT. ST. PETERSBURG - NIGHT

A hooded figure with a familiar looking staff rests atop a Post Office box on the opposite end of the street. The man touches the staff to the ground, sending a streak of frost across the street.

A **RUSSIAN BOY** approaches a water fountain, turns the handle and moves in for a sip. But as he does, the water freezes magically, and the boy's tongue is stuck to the frozen water. His friends can't help but laugh.

RUSSIAN BOY

(tongue stuck to frozen
ice)
Aahhhh...!

A mail man walks across the street and a PATCH OF ICE magically appears under his feet. He scrambles, and BOOM! - lands on his butt. Just behind the man, we see the TRAIL OF FROST climb up the side of a building. We stay on the frost as it moves up along a rain pipe, and through the windows we see...

A boy try to feed his gold fish, but a layer of ice suddenly forms along the water surface and prevents the fish from reaching its food. We move along the side of the building...

A writer in his study sits next to stacks of papers. The window suddenly swings open and a gust of wind sends the pages flying out the window. We move along the building, across clothes lines and power lines as they freeze.

We continue to move up, and finally discover the culprit. Jack Frost makes his way atop a cathedral spire and takes in the view; the full moon bathes the city in moonlight.

JACK
(amused)
Ah, now that, that was fun.
(beat)
Hey wind...

Jack chuckles as he calls the wind. The trees begin to sway and leaves fly into the air. Jack grabs hold of the spire, smiling as the wind blows past.

JACK
Take me home!

Jack lets go and the wind carries him into the air and through the clouds. Night turns to day as Jack flies from one horizon to the other.

JACK
Wooooooohoooooooooooo!

EXT. BURGESS - DAY

Jack falls through the clouds, smiling, toward the town of Burgess.

JACK
SNOOOOOWWWW DAAAAYYYYYY!!!

Jack continues on down and zooms through the streets. Pedestrians clench their jackets and reach for their hats as gusts of wind, snow, and streaks of frost are left in Jack's wake.

EXT. FROZEN POND

Jack flies in, and with the wind behind him skates across an all too familiar pond. As the wind zips across the pond it knocks a BOOK out of the hands of a little boy walking alone, this is JAMIE.

JAMIE

Whoa, whoa.

Jamie goes to pick up the book and we get a glimpse of the cover - "THEY'RE OUT THERE! - MYSTERIES, MYTHICAL CREATURES AND THE UNEXPLAINED PHENOMENA." Jack flies into frame and lands beside Jamie.

JACK

Huh, that looks interesting. Good book?

Suddenly twins CLAUDE and CALEB, come barreling past them, rough-housing and laughing as they slam each other into drifts (all the boys are 8).

CLAUDE AND CALEB

Alright! Yeah! Waahoo! Snoow daaaay!!!

Jack calls after the boys...

JACK

You're welcome!

JAMIE

(goes running after them)
Hey guys, wait up! Are you guys coming to the egg hunt Sunday?

CALEB

Yeah, free candy!

CLAUDE

I hope we can find the eggs with all this snow!

Caleb stuffs a handful of snow down his brother's Jacket

EXT. JAMIE'S BACKYARD - DAY

The kids arrive at the fence of Jamie's house. Jamie opens up a secret plank, and heads into his yard. Claude and Caleb are still messing with each other. Meanwhile, Jack walks unseen along the top of the fence.

CALEB

(walla)
Stop!

CLAUDE

(walla)
No, you stop!

JAMIE

Whoa, it says here that they found Big Foot hair samples and DNA, in Michigan. That's like, super close!

CLAUDE

Here we go again.

Jamie arrives at his front gate, sled in hand while **SOPHIE** (Jamie's 2-year-old sister in fairy wings) sits down on their Greyhound as it lies in the yard.

JAMIE

You saw the video too Claude, he's out there!

CALEB

That's what you said about aliens.

CLAUDE

And the Easter Bunny.

JAMIE

(grabs his sled)
Wow, the Easter Bunny is real!

JACK

Oh he's real alright. Real annoying, real grumpy, and really full of himself.

Jack hops off the fence and walks amongst the kids, peering over their shoulders as they play in the yard.

CLAUDE

(laughing)
Come on, you guys believe anything.

SOPHIE

(giggles)
EASTER BUNNY! HOP-HOP-HOP!
(falls over)
Ow!

Sophie begins to cry.

JAMIE

Mom! Sophie fell again!

JAMIE'S MOM comes outside. Caleb, alongside his brother, stands at the front gate and calls out to Jamie.

JAMIE'S MOM
You okay, Soph?

CLAUDE
Are we sledding or what?

JAMIE'S MOM
Jamie, hat? We don't want Jack
Frost nipping at your nose.

Jamie's mom plunks the hat on his head, tweaks his nose.

JAMIE
Who's Jack Frost?

JAMIE'S MOM
No one, honey. It's just an
expression.

JACK
(smile drops - offended)
Hey.

Jack jumps down from the fence as the boys head off.

JACK
(miffed)
Who's Jack Frost?

Jack reaches down and grabs a hand full of snow from off the ground. With his palm open, Jack uses his magic to form the perfect snowball.

He then puckers his lips, and blows onto it with his icy breath. The snowball turns a light shade of blue. There's something going on here.

EXT. SNOWY HILL

WHOOSH! - the snowball goes flying through the air and -
BOOF! - the snowball hits Jamie smack in the back of the head. Jamie looks up, peeved, and turns.

Then we watch as his face changes...a mischievous sparkle comes into his eyes. A big smile. Make no mistake, something magical has just happened.

JAMIE
(laughing)
Okay, who threw that?

Jack flies in and lands amongst the group of kids.

JACK

Well, wasn't bigfoot kiddo.

Jamie scans the horizon for the culprit. His eyes land on a couple kids making snow barricades.

MONTY (oddball with big glasses) with his back turned suddenly gets a snowball to the back of the head, knocking him face first into the ground.

MONTY

Ow!

PIPPA (brainy, pigtails, pink hat) steps forward and - BOOF! A magical snowball from Jack hits her, knocking her back. Pippa's face changes - a mischievous sparkle.

PIPPA

Jamie Bennett! No fair!

JAMIE

(laughs)
You struck first!

CLAUDE

Oh!

Suddenly we see Caleb struck in the side of the head with one of Jack's snowballs; Claude can't help but laugh.

JACK

Free for all!

And just like that we find ourselves in a take-no-prisoners snowball fight, the kids pummeling each other mercilessly.

JACK

Alright, who needs ammo?

Jack supplies the kids with more snowballs. The kids are loving this.

JACK

(walla)
Look at that.

The mayhem continues as Jamie, using his sled as a shield, is knocked backward into a snowman, crushing it underneath him. A snowball flies overhead and hits CUPCAKE, a tough third grader as wide as she is tall, in the back of the head.

Dread sets in amongst the other kids, Cupcake squints - gunslinger eyes.

CUPCAKE
Grrrrrrrrrrrrr...

PIPPA
Crud, I hit Cupcake.

MONTY
She hit Cupcake.

CLAUDE
You hit Cupcake?

Jamie is flat on his back, terrified. He looks up to see Cupcake standing over him. Then, BOOF! Jack hits Cupcake with a magical snowball. The kids gasp in horror.

CLAUDE
Oh!

CALEB
Did you throw that?

MONTY
No.

PIPPA
Wasn't me.

A moment, and then Cupcake starts laughing as Jack's magic takes hold.

Cupcake chases the kids down the hill, holding the head of her snowman in her hands. Jack, all the while, runs along side taking pleasure in the excitement.

JAMIE
(walla)
Hey, come on. Stop!

CLAUDE
(walla)
You can't catch me.

JACK
Ooh, little slippery!

Jack jumps ahead, blasting a sheet of ice behind him. The kids fall to the ground, except for Jamie, who lands on his sled, and slides head first down the sheet of ice into town.

JAMIE
Whooaooah!!!

KIDS

(walla)
Whoaaa. Jamie, watch out! Stop!

JAMIE

(walla)
Aha, whoa!

KIDS

(walla)
Jamie! Turn, turn! That's the
street! What are you doing? Stop!
There's traffic!

Jamie suddenly shoots out between the trees and careens past a set of parked cars.

Jack's path of ice covers the street. As Jamie turns, his speed only escalates, sending him directly into traffic. Jamie barely misses a moving truck, spinning it out of control, sending furniture out the back, and causing a four car pile up.

JAMIE

Whoa!

JACK

Whoa, don't worry kid, I gotcha.

Jamie looks back, then quickly ahead as terror comes into his eyes. Jack can't help but smile.

JACK

Hold on. It's gonna be alright.

JAMIE

Ahhhh. No, no, no, no...

JACK

Keep up with me kid! Take a left.

Jamie rockets through a pedestrian intersection, narrowly missing those in the crosswalk.

DOG WALKER (O.S.)

Hey, slow down!

JAMIE

Whoa, no, no, no, no...

Jack flies over to the far side of the street, sending the streak of ice and Jamie up onto the sidewalk.

JACK

Yeah!

PEDESTRIAN #1 (O.S.)

Is that Jamie Bennett?

JAMIE

Whoa, whoa, whoa, whoa...

PEDESTRIAN #2 (O.S.)

Hey! Watch it!

JACK

There you go!

JAMIE

No! No!

PEDESTRIAN #3 (O.S.)

Look at that dude!

Jamie flies off the sidewalk and back into the middle of the street, almost knocking over a postman. As Jack flies by Jamie's side he sees the look of excitement come into Jamie's face. Jack smiles, knowing he's responsible.

Jack sees an oncoming snowplow and quickly jumps ahead, carried by the wind, to divert the ice trail.

JACK

Whoa.

Jamie's sled suddenly turns, narrowly missing the oncoming truck and barrels toward Jack's newly formed ice ramp...

JAMIE

AAAAHHHHHHHH!

Jamie closes his eyes as the ramp launches Jamie over the street, high into the air, and toward the statue of Thaddeus Burgess, colonial settler - 1680. Jamie's friends stand in awe, mouths wide open, as he sails through the air.

Jamie opens his eyes and the look of fear suddenly turns to joy. Jack looks on smiling.

Jamie lands safely in a large mound of snow. Jack jumps onto the Statue of Thaddeus Burgess.

PIPPA (O.S.)

Oh my gosh!

JACK

Yeah!

Jamie's friends all come running to Jamie's aide, scared.
But Jamie gets up.

KIDS

(walla)
Wow, that looks serious! Jamie!
Jamie, are you alright? Is he
okay?

JAMIE

Whoaaa! Did you guys see that? It
was amazing! I slid - I did a jump
and I slid under a car--ERF!!

A sofa from the moving van suddenly knocks Jamie down...

JACK

Whoops.

KIDS

(cringing)
Ooooh!

There's a moment of silence as the kids wait to see if Jamie
is okay. Then, Jamie rises up from behind the sofa grinning,
a new gap in his smile. He holds up a tooth.

JAMIE

Cool! A Tooth!

KIDS

(walla)
Dude, that means cash! Tooth Fairy
cash! I love the Tooth Fairy!

JACK

(his fun cut short)
Oh, no...

KIDS

(walla)
That's totally awesome. You lucky
bug! Lucky!

JACK

No!

JAMIE

I gotta put this under my pillow!

KIDS

(walla)
I wish I lost my tooth.

JACK

Ah, wait a minute! Come on, hold on, hold on! What about all that fun we just had? That wasn't the Tooth Fairy, that was me!

KIDS

(walla)

I lost two teeth in one day once - remember that?! What are you gonna spend your money on? What are you gonna buy? How much do you think she's going to leave?

As Jack looks down from the statue his frustration grows. Storm clouds overhead rumble and darken. Flurries of snow begin to intensify.

KIDS

(walla)

Let's go...I'm coold! My ears are freezing. I can't feel my toes. Ah, it's hot cocoa time.

Jack jumps down from the statue, trying to engage the kids. But it's too late, the kids take off. Jack blocks Jamie's way as the boy comes running at him.

JACK

What's a guy gotta do to get a little attention around here!

WHOOOSH! Jamie runs through Jack, as if he where a ghost. Jack is left momentarily shaken, then...

CUPCAKE

(walla; mocking her friends)

"Oh, I'm cold, I'm cold, I'm co-old."

KIDS (O.S.)

(walla)

Somebody take a picture. Hey, stop! That was really awesome.

They're gone. Jack is alone again. His temper subsides.

He whips up a little wind and disappears.

CUT TO:

SEQ. 700 - NIGHT FALLS IN TOWN

INT. JAMIE'S BEDROOM - NIGHT

Jamie plays with a TOY ROBOT as DRAWINGS AND CHARTS of mystery creatures hang on the wall behind him: UFO's, aliens, Bigfoot, you name it. There's even a drawing of Jamie flying in midair on his sled.

JAMIE (O.S.)
...I did this jump and it was amazing and I slide under a car and it was awesome! Then I was flying down this hill and I was like whoosh, whoosh, whoosh through all these cars, and then the sled hit this, this thing, and I was like way up in the air.

He mimes flying in the air with his robot, then CRASHING to the bed as Sophie and their dog sit listening--

JAMIE
-- and then BAM! The sofa hit me, and, and see?
(opens mouth, tries to say 'my tooth came out!')
Ah hoo hay ow!

We reveal JAMIE'S MOM in the room. Sophie LAUGHS and tries to stick a finger in the gap in his gums.

JAMIE'S MOM
Alright you, tooth under your pillow?

Jamie sets the TOY ROBOT on his nightstand, then grabs a stuffed rabbit next to his pillow to reveal a CAMERA AND FLASHLIGHT.

JAMIE
Yeah. I'm ready.

JAMIE'S MOM
Now don't stay up trying to see her, Jamie, or she won't come.

JAMIE
But I can do it this time! You wanna help me, Soph? We can hide and see the Tooth Fairy!

SOPHIE
(crazed)
Hide, hide, hide, hide!

Jamie's Mom picks Sophie up off the bed and lifts her over her shoulder. Their dog gets up and begins licking Jamie's face.

JAMIE'S MOM
Uh uh, straight to bed now, mister.

JAMIE
Mom...

...We see Jack Frost, outside, hanging upsidedown watching them through the window. A pang. The glass frosts over.

EXT. ROOF OF JAMIE'S HOUSE - CONTINUOUS

Jack flips onto the roof, a little pensive. He makes his way toward the roof's peak and looks up at the MOON, in full view. It lights up the night sky.

JACK
If there's something I'm doing
wrong, can you, can you just tell
me what it is?
(no response)
Because I've tried everything, and
no one ever sees me.
(no response)
You put me here, the least you can
do is tell me, tell me why.

A beat. The Moon shines silently down. Jack turns away in frustration.

Jack leaps off the roof, onto a telephone pole, and begins walking across some telephone wires. A stream of Dreamsand suddenly zips by behind him, then another, which swoops around in front of him. Jack turns and looks up, a smile now on his lips.

JACK
Right on time, Sandman.

The Dreamsand descends from the sky, and drifts into windows around the town. Jack runs along the telephone wire until he can reach out and intercept one of the passing streams. An adjacent stream takes the shape of a dolphin which turns toward Jack, before continuing on its way to a waiting child.

Then, we follow one of the streams into a window...

INT. CUPCAKE'S BEDROOM - BURGESS - CONTINUOUS

Dreamsand floats into a window, where CUPCAKE is in bed, hugging a stuffed unicorn in her sleep. The Dreamsand swirls over her head, and morphs into a little girl riding a unicorn. The girl smiles at the lovely dream as it flies around the room.

Then the room darkens as a wispy, shadowy figure with a familiar laugh crawls out from under the bed, and rises up. It's Pitch. He notices Cupcake's dream.

PITCH
Ohhhh, I thought I heard the
clippity-clop of a unicorn. What
an adorable dream!

His face softens, seemingly moved...

PITCH
(leans down to Cupcake)
And look. At. Her. Precious
child. So sweet, so full of hope
and wonder. Why, there's only one
thing missing...a touch of fear.

Pitch reaches into Cupcake's dream, and touches a bony finger to the unicorn. It turns ashen and black, and disintegrates. Cupcake flinches in her sleep. Pitch snickers, delighted.

PITCH
Hahaha! That never gets old!

Pitch swirls the Dreamsand around and it all turns into black corrupted Nightmare sand.

PITCH
Feel your fear. Come on. Come on,
that's right.

The black sand morphs into a horrific, shadowy bucking horse - a **NIGHTMARE**.

PITCH
Yesss. What a pretty little
Nightmare.

Gleefully, he grabs the Nightmare's mane --

PITCH
Now, I want you to go tell the
others the wait is over.

-- and sends it out the window, where it joins a posse of other Nightmares coursing through the streets. They take off and fly into the night sky.

EXT. BURGESS - NIGHT

Pitch steps out into the street from an adjacent alley, avoiding the rays of moonlight. He looks up to the sky and stares at the MOON.

PITCH

Don't look at me like that, old friend. You must have known this day would come. My Nightmares are finally ready. Are your Guardians?

EXT. BURGESS - NIGHT

Jack walks along a telephone wire as the Dreamsand disappears from the sky. Suddenly a shadowy figure and an unfamiliar noise zips by behind him.

JACK

Whoa!

In the background, residents get ready for the night.

RESIDENTS (O.S.)

(walla)

Did you leave the windows open again? The garage door is wide open.

Jack leaps over a house to an adjacent tree to investigate and again, something zooms behind him. Jack jumps down from the tree and onto a truck in a nearby alley.

EXT. STREETS OF BURGESS - NIGHT - CONTINUOUS

Suddenly: WHOOSH! The SHADOW flashes by, knocking over a trash can.

Jack jumps down from the truck and backs up out of the alleyway into a clearing...

BUNNYMUND (O.S.)

Hello, mate.

Jack turns around, ready to strike. He squints, as into the light steps...

BUNNYMUND

Been a long time. Blizzard of 68, I believe? Easter Sunday, wasn't it?

Jack is completely bewildered --

JACK

Bunny? You're not still mad about that...are yah?

BUNNYMUND

Yes.

Bunny whips out his boomerang and casually looks at it as he holds it in his hands.

BUNNYMUND (CONT'D)

But this is about something else.

(beat)

Fellas...

Before Jack realizes what's happening a HUGE HAND reaches into frame and lifts him off his feet.

JACK

Hey!

YETI

Durbha wahla.

Jack has been snatched up by two huge **YETIS**.

JACK

Put me down! What the...

Jack is shoved head first into a sack. A yeti whips out a snow globe, and smashes it on the ground.

YETI

Durtal bardla burdlew.

A MAGIC PORTAL opens in front of them. The yetis make way for Bunny to leap in, but he demurs --

YETI

Dwbard urghwetee.

BUNNYMUND

Me?

(laughs)

Not on your nelly. See you back at the pole.

He STAMPS HIS FOOT twice on the ground which SWIRLS OPEN -- a RABBIT HOLE magically appears. Bunny leaps into it and disappears along with the rabbit hole. In its place, from out of the ground grows a small green plant.

YETIS
Bwardla arghl.

The yetis throw Jack through the magic portal.

JACK
Ahhhhhhhhh!

The yetis then charge in after and disappear into the portal.

CUT TO:

SEQ. 900 - JACK MEETS GUARDIANS

INT. NORTH'S LIBRARY - DAY

TOOTH (O.S.)
(to a fairy)
Tangiers! Incivie du haut, 421 rue
de Barat! Allez!

The sack flies out of the portal and lands on the floor. In the darkness, Jack hears --

NORTH (O.S.)
He's here.

Jack struggles out of the sack to see two elves staring at him.

TOOTH
(to another fairy)
Walla Walla, Washington. We've got
a trampoline mishap at 1340 Ginger
Lane.

NORTH
Quiet.

He then looks up to see North and Sandman looking down at him. The Tooth Fairy is surrounded by a dozen hovering tiny fairies who come and go as she blurts out orders.

TOOTH (CONT'D)
Canine, lateral and central
incisor. Ouch!

North clears his throat. They all turn to a bewildered Jack.

NORTH
Hey, there he is! Jack Frost!

As North holds out his arms to welcome Jack, a Dreamsand snowflake appears above Sandy's head.

JACK
Wow, you gotta be kidding me.

Two Yetis suddenly grab Jack by the shoulders and lift him up onto his feet.

JACK
Hey, hey. Whoa, put me down.

NORTH
I hope the yetis treated you well?

JACK
Oh, yeah. I love being shoved in a sack and tossed through a magic portal.

NORTH
Oh, good! That was my idea! You know Bunny, obviously.

JACK
Obviously.

Bunny stands off to the side, grumbling with his arms crossed. Jack suddenly notices the MINI TOOTH FAIRIES hovering near him, staring and twittering.

NORTH
And the Tooth Fairy?

Before Jack can answer, she's gliding toward him.

TOOTH
Hello, Jack. I've heard a lot about you. And your teeth.

JACK
My, my what?

TOOTH
(moves in way too close)
Open up! Are they really as white as they say? Yes!
(gasp)
(MORE)

TOOTH (cont'd)
Oh, they really do sparkle like
freshly fallen snow.

Several swooning Mini Teeth flutter around a confused Jack,
batting their lashes and screaming like crazed Beatles fans.
Tooth collects herself, and...

TOOTH
Girls, pull yourselves together...
Let's not disgrace the uniform.

NORTH
And Sandman.
(sees Sandy is snoozing)
Sandy! Sandy! Wake up!

Sandy bolts up awake and steps up to Jack, smiling.

JACK
Hey! Ho! Anyone wanna tell me why
I'm here?

The WISP OF DREAMSAND above Sandy's head morphs into a
BARRAGE OF IMAGES.

JACK
That's not really helping. But
thanks, little man.
(to others)
I musta done something really bad
to get you four together.

Jack walks away from the group, frosting an elf with a tray
of cookies as it marches past, then turns around.

JACK
Am I on the naughty list?

NORTH
(chuckles)
On naughty list? You hold record!
But no matter. We overlook. Now
we are wiping clean the slate.

JACK
How come?

BUNNYMUND
(more to North)
Ah, good question.

NORTH
How come? I tell you how come!
Because now...you are Guardian!

Off Jack's confusion, yetis light CEREMONIAL TORCHES with a WHOOSH. Elves leap from columns, unfurling homemade, celebratory BANNERS as they descend. Jack brushes off a few baby teeth who try to present him with a necklace made of paper snowflakes.

JACK

What are you doing! Get, get that offa me!

Jack's voice is drowned out by the sounds of horns and drums.

NORTH

This is the best part!

AN ELF MARCHING BAND strikes up, marching into the room. Two yetis move Jack on to a designated spot on the floor.

Jack looks down to find an elf pointing at his bare feet. The elf then directs his attention to two approaching elves, carrying a pair of ceremonial boots. Jack's confusion escalates.

JACK

Huh?

A Yeti hands North an old large book. North blows off the dust, opens it, and begins clearing his throat. Jack clenches his jaw as he scans the room: The Mini Teeth continue to fawn, Sandy's smiling, Bunny's apathetic, and North looks on with pride.

Jack suddenly SLAMS his staff down, sending a blast of FROST and WIND across the room. The torches go out and everything stops.

JACK

What makes you think I want to be a Guardian?

North bursts out in laughter holding the book in his hands then stops and looks to Jack, stone faced.

NORTH

Of course you do!
(to the elves)
Music!

The elves blare the trumpets again. Celebration!

JACK

No music!

The music peters out again. An elf throws his trumpet to the ground and storms off. North, displeased, glowers.

JACK

Look, this is all very flattering, but ah...you don't want me. You're all hard work and deadlines, and I'm snowballs and fun times. I'm not a Guardian.

BUNNYMUND

Yeah, that's exactly what I said!

TOOTH

Jack...I don't think you understand what it is we do.

Tooth swoops in and turns Jack's attention to the massive globe behind him.

TOOTH

Each of those lights is a child.

Jack looks up at the Globe, taking in the enormity of this. North suddenly moves to Jack's side.

NORTH

A child who believes. And good or bad, naughty or nice, we protect them.

(beat)

Tooth...fingers out of mouth.

We cut back to discover that Tooth is examining Jack's teeth.

TOOTH

(removes fingers)

Oh, sorry. They're beautiful.

Jack moves away from the Globe and back toward the center of the room.

NORTH

Okay, no more wishy-washy! Pitch is out there doing who knows what!

JACK

(scoffs)

You mean the Boogeyman?

NORTH

Yes! When Pitch threatens us, he threatens them as well.

North points to the lights on the globe.

JACK

All the more reason to pick someone more qualified!

NORTH

Pick? You think we pick? No, you were chosen like we were all chosen. By Man in Moon.

Jack turns and looks to the group.

JACK

(stares, dumbstruck)
What?

TOOTH

Last night, Jack. He chose you.

BUNNYMUND

Maybe.

JACK

The Man in the Moon, he talks to you?

Jack looks up to the skylight, taking in the awesome sight of the moon as it shines down on Earth.

NORTH

You see, you can not say no. It is destiny.

Jack is still confused by the news. What does it mean?

JACK

But why, why wouldn't he tell me that himself?
(exasperated exhale)
After 300 years this is his answer? To spend eternity like you guys cooped up in some, some hideout thinking of, of new ways to bribe kids? No no, that's not for me. No offense.

Jack turns to leave, the Guardians are stunned.

BUNNYMUND

How is that not offensive?

Except for Bunny, who is relieved by this turn and looks to the others.

BUNNYMUND

You know what I think? I think we just dodged a bullet. I mean, what's this clown know about bringing joy to children anyway?

Jack turns back. A little pissed.

JACK

Uhh, you ever hear of a snow day? I know it's no hard-boiled egg, but kids like what I do.

BUNNYMUND

But none of 'em believe in you.
(leans in to him)
Do they? You see, you're invisible, mate. It's like you don't even exist.

TOOTH

Bunny! Enough!

Silence. Jack tries not to look stung by this.

JACK

No, the kangaroo's right.

BUNNYMUND

(glares)
The, the what -- what'd you call me? I am not a kangaroo, mate.

JACK

Oh. And this whole time I thought you were. If you're not a kangaroo, what are you?

BUNNYMUND

I'm a bunny. The Easter Bunny. People believe in me.

Sandy nudges North, who acknowledges the tension in the air.

NORTH

(to Jack)
Jack. Walk with me.

CUT TO:

SEQ. 1000 - NORTH'S WORKSHOP

INT. TOY FACTORY - NORTH POLE - DAY

Jack and North ride an elevator, bearing the resemblance of a Christmas ornament, down to the factory floor.

JACK

It's nothing personal, North. What you all do, it's just, it's not my thing.

NORTH

Man in Moon says it is your thing. We will see!

North storms through factory floor, Jack trying to keep up. An amazing place.

JACK

Slow down, wouldja? I've been trying to bust in here for years, I want a good look.

NORTH

(peevied - still rushing)
What do you mean, "bust in?"

JACK

Oh, don't worry, I never got past the yetis.

Jack looks over his shoulder; an angry yeti pounds his fist into his palm.

YETI

Rwwarrrrrrr.

JACK

Oh, hey Phil.

NORTH

Keep up, Jack! Keep up!

North charges ahead.

North's factory is bustling with activity: Yeti's are building toys, moving packages, while Elves are test piloting the various flying toys.

As Jack walks behind North, surveying the factory, a duck toy suddenly flies over Jack's head. Jack ducks just in time and continues after North.

JACK

Whoa!

(beat)

I always thought the elves made the toys.

NORTH

(whispers)

We just let them believe that.

Jack looks over to see a group of elves eating Christmas ornaments and another electrocuting himself with Christmas lights. North smiles and calls to them.

NORTH

Very nice! Keep up good work!

North continues through the factory floor. He passes a yeti putting the finishing touches on a blue toy robot.

NORTH

(to yeti)

I don't like it. Paint it red.

The yeti reacts in dismay as we reveal hundreds of finished blue robots.

NORTH

Step it up, everybody.

As North and Jack move to the opposite end of the chamber, we finally glimpse the orchestrated chaos of the entire workshop, in all its magic and splendor.

INT. NORTH'S OFFICE - A MOMENT LATER

Jack follows North into his office. There are shelves filled with toys. Sketches and prototypes everywhere.

North dusts his hands and turns to Jack. His sleeves are rolled. Jack notices that on one of North's forearms is tattooed the word NAUGHTY, and on the other, NICE. North grabs a plate from a nearby elf.

NORTH

Fruit cake?

JACK

Ah, no, thanks.

North hurls it - crash! A pause as North looks at Jack.

NORTH

Now we get down to tacks of brass!

JACK

(to himself)

Tacks of brass?

As North cracks his knuckles, Jack stands silent. The wind suddenly slams North's office door behind them. Jack looks to the door, it locks itself, and he turns back. North moves in close to Jack, backing him up against the door.

NORTH

Who are you, Jack Frost? What is your center?

North pokes Jack in the chest.

JACK

My center?

NORTH

If Man in Moon chose you to be a Guardian, you must have something very special inside.

North stands up straight and begins to stroke his beard as he gives Jack a curious look.

NORTH

Hmmmm?

North is standing in front of a shelf of Russian nesting dolls. One is carved to look like North himself.

NORTH (CONT'D)

Here. This is how you see me, no? Very big, intimidating. But if you get to know me a little--

(hands the doll to Jack)

Well, go on.

Jack gives North a curious look, then sets down his staff. He twists the doll in half, and inside is another carved North doll, this one is a more typical Santa Claus - red cheeked and cheery.

JACK

You are downright jolly.

NORTH

Ah, but not just jolly...

The dolls get progressively smaller as he twists them open, all versions of North, but all slightly different.

NORTH (CONT'D)

I am also mysterious.

(twist - smaller doll)

And fearless.

(twist - smaller doll)

And caring. And at my center...

Twist. As North approaches, Jack looks down and drops the final Russian doll into the palm of North's hand. It's the size of a jelly bean.

JACK

There's a tiny wooden baby?

NORTH

Look closer. What do you see?

Jack holds it up to examine it.

JACK

You have big eyes?

NORTH

Yes! Big eyes. Very big. Because they are full! Of wonder! That is my center. It is what I was born with. Eyes that have always seen the wonder in everything!

North raises his hands, and the toys on the shelves suddenly spring to life. Jack-in-the-boxes pop, toy trains speed around the room, soldiers march about, toy planes fly overhead. An elf gets carried aloft by a balloon.

A flying toy plane glides by and we follow it as it makes its way around the room. A Christmas tree is ablaze with bright lights. Two double doors suddenly open as the flying car enters the factory floor.

NORTH

Eyes that see lights in the trees,
and magic in the air!

As it crosses the frame, dozens of other toys are now flying around the massive chamber. It's a truly magical moment. North now stands outside his office, with Jack at his side.

NORTH

This wonder is what I put into the world,
and what I protect in children.

(MORE)

NORTH (cont'd)

It is what makes me a Guardian. It
is my center. What is yours?

JACK

(beat)
I don't know.

Jack looks down into his open palm, the wooden baby stares
back at him. North closes Jack's hand. They exchange a look.

Then, something suddenly jets past a window outside. Almost
simultaneously, Bunny and Sandman come running down the
hallway toward North and Jack.

BUNNYMUND

We have a problem, mate! Trouble
at the Tooth Palace.

CUT TO:

SEQ. 1204 - SLEIGH LAUNCH

INT. LAUNCHING SHED - A MOMENT LATER

North shoves open a set of double doors, followed closely by
Bunny, Sandy, and Jack. Several Yeti's rush by as they
prepare the hangar for launch.

NORTH (O.S.)

(to Yetis)
Boys, ship shape. As soon as
impossible.

JACK

North, North! I told you, I'm not
going with you guys! There is no
way I'm climbing into some rickety
old...

Suddenly: the SOUND of POUNDING HOOVES. BEASTLY SNORTING.

SANTA'S INCREDIBLE SLEIGH comes into view. It's a huge,
shiny, tricked out, jaw-dropping hot-rod of a sled.

JACK

...sleigh.

Jack is understandably gob-smacked, so much so that he almost
gets knocked over by one of the reindeer.

JACK

Whoa!

NORTH
(to reindeer)
Hey! Moi deti, moi deti. Quiet,
quiet.

The sleigh comes to a standstill as the Guardians prepare to climb inside. Several Yetis are still running around making last minute preparations.

JACK
Okay, one ride, but that's it.

Jack jumps aboard. North smiles knowingly, and climbs inside. Sandy hops up into the back seat.

NORTH
Everyone loves the sleigh.

North grabs the reigns, wrapping them around his arms. He turns to see Bunnymund standing there, frozen and unnerved.

NORTH (CONT'D)
Bunny, what are you waiting for?

BUNNYMUND
I think my tunnels might be faster,
mate. And um, and safer.

NORTH
Ah, get in.
(hoists Bunnymund up)
Buckle up!

Bunny desperately looks around his seat.

BUNNYMUND
Whoa, whoa, whoa, where are the
bloody seatbelts?!

NORTH
(laughs)
That was just expression!

North turns to one of the Yetis .

NORTH
Are we ready?

The Yeti throws his hands up in a fit shaking his head no.

NORTH
Good! Let's go! Clear!
(cracks the reigns)
Hyah!

The sleigh is off. Elves and yetis scatter out of its path. Sandy, Bunny, and Jack fly back into their seats. Bunny clutches the edge of his, terrified. Jack can't help but laugh.

NORTH
Out of the way!

The sleigh heads down a luge-like track. North and Jack are enjoying the ride.

NORTH
Hyah!

BUNNYMUND
Ohhhhhh no!

North cracks the reins, the sleigh plummets, an almost vertical drop. Sandy grins calmly. Jack loves this. Bunnymund - not so much.

BUNNYMUND
(walla)
Slow down, slow down!

North pulls a lever, kicking the sleigh into overdrive. He looks back as the sleigh enters a corkscrew.

NORTH
I hope you like the loopy loops!

BUNNYMUND
(nauseous)
I hope you like carrots.

NORTH
Here we go!

WIDE SHOT as the sleigh reaches the bottom of the ramp, and shoots upwards, launching them into bright blue sky.

JACK
WOOO-HOOOOOO!!!!!!

EXT. SLEIGH - FLYING THROUGH THE SKY - CONTINUOUS

North, reins in hand, leans into the wind as the reindeer climb higher.

NORTH
Klasno!

Jack, in his element, leaps up onto the rear of the sleigh to watch the North Pole fade into the distance.

JACK
(laughs)
Whoa!

Bunnymund peaks off the side of the sleigh, then leans back, and holds on for dear life.

JACK
Hey, Bunny--

Bunny turns to see Jack standing on the back edge of the sleigh.

JACK
Check out this view--
EEEEYAAAAGGHGHH!

Jack is SWEEPED OFF the sleigh and disappears! Bunny gasps in horror and looks over the side...only to see Jack lounging on the sleigh's skid.

JACK
Awww...you do care.

BUNNYMUND
Ah, rack off you bloody show pony!

Bunny glowers as Jack makes his way back into the sleigh.

NORTH
Hold on everyone, I know a shortcut.

BUNNYMUND
Oh strewth, I knew we should have taken the tunnels.

North holds a snow globe up to his face.

NORTH
I say, Tooth Palace.

An image of the Tooth Palace appears inside the snowglobe. North throws the globe into the air and a giant vortex opens.

NORTH
Hyah!

EXT. SKY - SLEIGH JETTING THROUGH THE SKY

A surreal light surrounds the sleigh as it hits HYPERDRIVE and gets sucked through the snow-globe portal with a WHOOSH.

CUT TO:

SEQ. 1300 - TOOTH PALACE DESTROYED

EXT. SKY - NEAR TOOTH'S PALACE

The sleigh suddenly comes out of HYPERDRIVE at the outskirts of the Tooth Palace. Streaks of black rapidly approaching.

NORTH

What!?

Suddenly our heroes find themselves in the midst of mayhem, as hundreds of Nightmares and terrified Tooth Fairies jet past. It's like a meteor storm. North yanks the reins, and the sleigh veers sharply, dodging the oncoming Nightmares.

NORTH

What are they!?

Sandy and Bunny duck the onslaught.

BUNNYMUND

Whoa!

Jack now sees that the Nightmares are actually GULPING DOWN the fleeing fairies and flying off with them. It's chaos.

JACK

They're taking the tooth fairies!

Jack looks up to see a lone fairy with a Nightmare snapping at its heels. Jack leaps into the air and rescues it before the Nightmare can snatch it away.

Jack lands back in the sleigh. He opens his hand to reveal Baby Tooth, who's shaking with fear.

JACK

Hey little Baby Tooth, you okay?

As Baby Tooth nods, North steers the sleigh forward through the storm toward the entrance of Tooth's Palace.

INT. TOOTH PALACE - A MOMENT LATER

A vast chamber supported by pillars containing millions of tiny wooden deposit boxes from floor to ceiling. North spots a Nightmare up ahead and hands Jack the reins.

NORTH
Here, take over!

BUNNYMUND
Huh?

Jack, though surprised, quickly grabs the reins and smiles as he snaps them.

JACK
Hyah!

North readies his sword and SLICES the Nightmare in half --

NORTH
Yah!

SEVERAL TOOTH BOXES spill out of the split Nightmare and rain down into the sleigh at the Guardians' feet. The Nightmare disintegrates into black sand.

BUNNYMUND
They're stealing the teeth!

Sandy looks at his hands and sees the Nightmare sand take shape and drift away. He and Bunny exchange a look.

The Guardians turn -- they're headed straight for a pillar.

NORTH
Jack, look out!

Jack pulls the reins --

JACK
Aaaahhhh!

-- the sleigh nearly misses the pillar and skids to a rough stop on a platform. They see Tooth up above.

NORTH
Tooth! Are you alright?

Tooth is flying around, visibly frustrated. This is bad.

TOOTH

They, they took my fairies! And
the teeth! All of them!
Everything is gone! Everything.

Only then does it hit her. Tooth's wings drop in defeat. She's completely lost amidst the devastation. The Guardians rush to comfort her. Jack stays behind as Baby Tooth pops out from the hood of his tunic and flies over toward Tooth.

TOOTH

Oh thank goodness! One of you is
alright!

PITCH (O.S.)

I have to say, this is very, very
exciting.

Pitch's voice echoes across the open chamber. They look up to see Pitch, standing high above them with a satisfied smile.

PITCH

The Big Four, all in one place.
I'm a little star-struck.
(beat)
Did you like my show on the globe,
North? Got you all together,
didn't I?

Tooth darts after Pitch, but he escapes into the shadows.

TOOTH

Pitch, you have got thirty seconds
to return my fairies!

PITCH (O.S.)

Or what?

Tooth follows the sound of Pitch's voice and finds him near one of her tooth box columns.

PITCH

You'll stick a quarter under my
pillow?

NORTH

Why are you doing this?

PITCH

Maybe I want what you have. To be
believed in.

Jack takes this in. Pitch moves along the walls and shadows of the chamber and emerges from behind a column.

PITCH

Maybe I'm tired of hiding under beds.

BUNNYMUND

Maybe that's where you belong.

PITCH

Ah, go suck an egg, rabbit!

Bunny looks down past the edge of the platform to find Pitch upside down, staring him in the face. Pitch disappears again.

PITCH (O.S.)

Hang on, is that...Jack Frost?
(laughs)
Since when are you all so chummy?

JACK

We're not.

PITCH

Oh good.

Jack turns and sees Pitch standing in the middle of a column.

PITCH

A neutral party. Then I'm going to ignore you. But, you must be used to that by now.

BUNNYMUND

Pitch! You shadow sneaking rat-bag! Come here!

Bunny goes after Pitch, but he disappears and reemerges on an opposite column. Tooth spots him, grabs one of Bunny's boomerangs and flies at Pitch in a rage...

TOOTH

Ahhhhhhhhhhhhhh!

Pitch looks at Tooth with a smile and before she can reach him, a huge Nightmare darts out of hiding and rears up at her. Tooth falls back. Baby Tooth hides in Jack's tunic.

PITCH

(soothing)
Whoa! Hey, easy, girl. Easy.

Pitch draws a wisp of black sand from Onyx's mane, twirls it in his palm, and turns toward Sandy.

PITCH

Look familiar, Sandman? Took me a while to perfect this little trick. Turning dreams into Nightmares.

Pitch notices the shocked Guardians.

PITCH

Don't be nervous, it only riles them up more. They smell fear you know.

BUNNYMUND

What fear? Of you!? No one's been afraid of you since the Dark Ages!

Pitch's eyes flash with anger. But then he smiles.

PITCH

(nostalgic)
Oh, the Dark Ages.

EXT. VILLAGE - NIGHT - FLASHBACK

A parent and her two children, huddled around a campfire, scream as a shadow, resembling Pitch, washes over them. It makes its way up the side of a mountain to reveal Pitch, smiling as he stares up at the moon.

PITCH (V.O.)

(nostalgic)
Everyone frightened. Miserable. Such happy times for me. Oh, the power I wielded!

EXT. VILLAGE - NIGHT - FLASHBACK - CONTINUOUS

PITCH (V.O.)

But then the Man in the Moon chose you to replace my fear with your wonder and light!

North's sleigh flies in front of the moon. Tooth and her fairies flit by while SANDY's Dreamsand dances across the sky and Bunny leaps across rooftops.

PITCH (V.O.)

Lifting their hearts! And giving them hope!

Pitch, thinner and weaker than he is now, slips back into the shadows after children run through him while playing in the streets, laughing as they go.

PITCH (V.O.)
Meanwhile, everyone wrote me off as just a bad dream! "Oh, there's nothing to be afraid of! There's no such thing as the Boogeyman!"

BACK TO THE TOOTH PALACE

Pitch leans toward the Guardians, showing nothing but contempt.

PITCH (CONT'D)
Well that's all about to change.

A SOUND behind Pitch: one of the COLUMNS of the Palace begins to crack and crumble, as if decaying. Tooth is stunned...

PITCH
Oh look, it's happening already.

JACK
What is?

Tooth's eyes widen in shock.

VIGNETTES OF CHILDREN AROUND THE WORLD

PITCH (V.O.)
Children are waking up and realizing the Tooth Fairy never came.

Lifting pillows and finding their BABY TEETH still there.

PITCH (V.O.)
I mean such a little thing, but to a child...

PULL OUT from the last VIGNETTE, all the way out of TOOTH'S WIDE-OPEN EYE, and BACK TO SCENE. Jack, mystified, moves closer to Tooth as the palace continues to crumble.

JACK
What's going on?

TOOTH
They, they don't believe in me anymore.

PITCH

Didn't they tell you, Jack? It's great being a Guardian -- but there's a catch. If enough kids stop believing, everything your friends protect - wonder, hopes and dreams - it all goes away. And little by little, so do they.

Jack's realizes now the magnitude of Pitch's plan.

PITCH

No Christmas, or Easter, or little fairies that come in the night. There will be nothing. But fear and darkness and me! It's your turn not to be believed in!

Bunny throws his boomerangs at Pitch, who quickly ducks out of the way as they fly around the chamber columns. Pitch then jumps onto the back of Onyx down into the depths of the Palace. The Guardians dive after him, followed by Jack.

Bunny grabs a set of egg bombs and launches them at Pitch, exploding seconds before Pitch hits the ground.

CUT TO:

SEQ. 1325 - JACK'S DECISION

INT. TOOTH PALACE - LAGOON - MOMENTS LATER

The Guardians land --

NORTH

He's gone.

LATER

Tooth, deflated, sits on the ground with an empty tooth box in her hands. Baby Tooth, resting on a nearby broken tooth box, looks to Tooth with concern. Jack walks up and crouches down alongside Tooth.

BUNNYMUND (O.S.)

Okay, alright I admit it, you were right about Pitch.

NORTH (O.S.)

This is one time I wish I was wrong. But he will pay.

JACK
I'm sorry, about the fairies.

TOOTH
(not her bubbly self)
You should've seen them. They put
up such a fight.

JACK
Why would Pitch take the teeth?

TOOTH
It's not the teeth he wanted. It's
the memories inside them.

JACK
(beat)
What do you mean?

Tooth leads Jack across the pond, the water freezing under
his feet as he walks.

TOOTH
That's why we collect the teeth,
Jack. They hold the most important
memories of childhood.

Tooth directs him to a MURAL, which illustrates this.

TOOTH (CONT'D)
My fairies and I watch over them
and when someone needs to remember
what's important, we help them.

Jack takes a second to admire the immense beauty of the mural
before him.

TOOTH (CONT'D)
We had everyone's here. Yours too.

JACK
My memories?

TOOTH
From when you were young. Before
you became Jack Frost.

JACK
(beat)
But, I wasn't anyone before I was
Jack Frost.

TOOTH

Of course you were. We were all
someone before we were chosen.

JACK

What?

NORTH

(chuckles)
You should've seen Bunny.

BUNNYMUND

Hey, I told you never to mention
that!

Jack, confused, is trying to process all this.

JACK

That night at the pond...I just,
why I assumed...Are you saying, are
you saying I had a life before
that? With a home? And a family?

TOOTH

You really don't remember?

Jack's expression says it all. Finally the key to all his
questions.

JACK

All these years, and the answers
were right here. If I find my
memories, then I'll know why I'm
here.

(to Tooth)

You have to show me.

Jack, using his control of the wind, lifts up off the ground
and flies across the pond.

TOOTH

I...I can't, Jack. Pitch has them.

Jack floats down onto a rock, overlooking the Guardians.

JACK

Then we have to get them back!

Suddenly, a patch of Tooth's feathers fall out, and
disappears. The Guardians eyes fill with worry.

TOOTH

Oh no!

Jack is stricken. He looks back -- the ancient MURAL begins to disintegrate--

TOOTH (CONT'D)
The children. We're too late.

NORTH
No! No! No such thing as too late!
(gets idea)
Wait, wait, wait, wait, wait, wait, wait. Idea!! HAHH!!

He's gleeful. The others look at each other as if he's nuts.

NORTH (CONT'D)
We will collect the teeth!

TOOTH
What?

NORTH
We get teeth! Children keep believing in you!

TOOTH
We're talking seven continents!
Millions of kids!

NORTH
Give me break! You know how many toys I deliver in one night?

BUNNYMUND
And eggs I hide in one day?

North turns to Jack.

NORTH
And Jack, if you help us, we will get you your memories.

Jack looks to Tooth, who gives him a reassuring smile. Sandy gives to enthusiastic thumbs up while Bunny groans. Jack looks back to North with a smile.

JACK
I'm in.

CUT TO:

SEQ. 1350 - TOOTH COLLECTION

EXT. SHANGHAI ROOFTOPS - NIGHT

We transition to the SHANGHAI SKYLINE as North BOOMS up out of a chimney, dashing along the rooftops.

NORTH
(laughs)
Quickly! Quickly!

North BOOMS down another chimney as Bunnymund races into view a rooftop away.

BUNNYMUND
Here we go, here we go...

Jack zips into view, calling out to Bunny.

JACK
Hop to it rabbit, I'm five teeth ahead!

BUNNYMUND
Yeah right, look, I'd tell you to stay outta my way, but really what's the point -- because you won't be able to keep up anyway.

JACK
Is that a challenge, cottontail?

BUNNYMUND
Oh, you don't wanna race a rabbit, mate.

As we pan across the rooftops, BOOM! North bursts up out of a nearby chimney.

NORTH
A race? Is it a race??

North jumps into one chimney, then shoots out of another across the way.

NORTH (CONT'D)
This is going to be...

North disappears down yet another chimney only to emerge with a bang out the top of another.

NORTH (CONT'D)

EPIC!!

As North leaps out of frame, Tooth darts into view, in hummingbird overdrive, dazzled by the lights and traffic. Baby Tooth struggles to keep up.

TOOTH

Four bicuspid over there! An incisor two blocks east! Is that a molar? They're EVERYWHERE!

Tooth, overwhelmed, jets off without paying attention and suddenly --

THOOMP -- she smacks into a TOOTHPASTE BILLBOARD.

TOOTH

Ow!

Jack jumps up to the billboard to check on her.

JACK

Ah, you okay?

TOOTH

Fine...sorry, it's been a really long time since I've been out in the field.

JACK

How long is a long time?

TOOTH

Ah, four hundred forty years...give or take.

Tooth jerks to attention: suddenly her VIEW ZOOMS IN thru a LITTLE GIRL'S BEDROOM WINDOW: a tiny GLOW under her pillow marks a freshly planted TOOTH.

Tooth gasps and her eyes go wide -- she FLIES to the window, excited. Jack reacts, looks to Baby Tooth: it's gonna be a long night.

JACK

Hmm...

INT. BOY'S BEDROOM - NIGHT

Jack, cocksure, arrives outside an open window. His smile suddenly disappears when he sees a RABBIT HOLE open up in the bedroom floor and Bunny hops out.

EXT. BOY'S BEDROOM - NIGHT - CONTINUOUS

Bunny, now holding the tooth in his paw, turns to Jack and laughs. Jack, not amused, zaps Bunny with burst of frost from his staff.

BUNNYMUND (O.S.)
Aaahhh!

EXT. MIDDLE EAST - NIGHT

The Guardians fly over a Middle Eastern city in North's sleigh as the full moon lights up the night sky.

INT. KID'S BEDROOM - NIGHT

North pulls TWO teeth, one with each hand: TWINS.

NORTH
Twins
(beat)
Yipa!!

INT. BOY'S BEDROOM - NIGHT

Bunny pulls out his hand from under a pillow revealing SEVERAL TEETH.

BUNNYMUND
Jackpot!

Pull out wider to reveal HOCKEY TROPHIES, POSTERS and PARAPHERNALIA EVERYWHERE. Bunny grins.

BUNNYMUND
Looks like you're a bit of a
brumby, hey mate.

INT. BOY'S BEDROOM - NIGHT

North stands at the side of a boy's bed.

NORTH
(laughs)
Is piece of pie!

He falls into a rabbit hole, finding himself face to face with Bunny. He growls. SANDMAN enters and takes the boy's tooth for himself.

BUNNYMUND

Ow!

NORTH

(loud whisper)

That's my tooth! Sandy! Sandy!

EXT. BEDROOM - NIGHT

Jack parkours between two buildings and into a window.

INT. BEDROOM - NIGHT - CONTINUOUS

Jack flies in through the window when suddenly, a rabbit hole appears. As Jack disappears through the rabbit hole, Bunny appears through an adjacent hole laughing to himself.

INT. BEDROOM NIGHT

Tooth reaches under a pillow and pulls out a Tooth with a mouse attached to the other end. Baby Tooth tackles the mouse.

TOOTH

Whoa, whoa, whoa! Take it easy
there, champ! He's one of us!
Part of the European division.
(to the mouse)
Ca va?

The mouse gestures back angrily.

EXT. SKYLINE - NIGHT

North and the Guardians, riding North's sleigh, exit a wormhole. North laughs as they fly over the city.

INT. BEDROOM - NIGHT

Bunny pulls a note from under a pillow instead of a tooth.

BUNNYMUND

Huh?

The note shows an arrow, pointing toward the window. He looks up to the window: North holds up a tooth as he grins, then leaps off the ledge laughing.

EXT. ROOFTOP - NIGHT

Bunny lands on a rooftop, holding a tooth in his paw, and proud of himself. Then, Bunny hears the sound of ice and frost--

BUNNYMUND

Crikey!

--and disappears from view. Bunny is now sliding down the side of a roof on a sheet of ice. Jack grabs the tooth from Bunny's paw as he slides past and holds it high in the air.

JACK

(laughs)

Yes!

Jack holds up the tooth, but within moments a hand snatches it. Jack looks to see Sandy waving 'bye-bye' as he flies off on his Dreamsand cloud.

JACK

No!

EXT. ROOFTOP - NIGHT

North dances across a rooftop and quickly drops into a chimney to enter a house -- we DROP FAST THROUGH THE ROOF AND CEILING...

INT. HOUSE UNDER ROOFTOP - CONTINUOUS

...to see BUNNY'S PAW as it LIGHTS THE FIREPLACE. Bunny grins demonically in the firelight.

BUNNYMUND

Haha! Ho, ho, ho!

EXT. PARIS - SKLYLINE - NIGHT

A large burst of fire shoots out the top of a distant chimney.

NORTH (O.S.)

Ahh!

EXT. ROOFTOP - NIGHT

Jack, North, Sandy, and Bunny stand proudly. Each one of them revealing their own bag filled with teeth to Tooth. Tooth is overwhelmed by their collective effort.

TOOTH

Wow! You guys collect teeth and
leave gifts as fast as my fairies.

Their eyes widen and Tooth is suddenly panic stricken.

TOOTH (CONT'D)

You guys have been leaving gifts,
right?

The rest of the group turns to each other, sinking their heads and biting their lips in embarrassment.

EXT. LAUNDROMAT - NIGHT - CONTINUOUS

The Guardians stand in line, waiting their turn to put dollar bills into a coin dispenser.

A SERIES OF CLOSE SHOTS, VERY FAST

- Baby Tooth puts a COIN under a pillow.
- Now Jack puts a coin under a pillow.
- North's hand pulls a Tooth from under a pillow. He replaces it pair of CANDY CANES and a few COINS.
- Bunny stomps his feet and falls through a rabbit hole to reveal a pair of Easter Eggs atop a child's bed.
- Sandy walks through a doggy door with a coin in his hand. In shock, he sees North laughing while arranging Christmas decorations in the child's bedroom.

INT. BOY'S BEDROOM - NIGHT

A young boy, holding a stuffed animal and a sippy cup to his mouth, looks out his bedroom window. The Guardians, cast in moonlight, bound across the adjacent rooftops. The young boy, dumbfounded, drops his juice.

EXT. SKYLINE - NIGHT

The Guardians fly across the night sky only to disappear through a snowglobe portal. Nearby, a Nightmare observes as the sleigh vanishes. It leaps off the roof, through a drain, and down into the sewers.

CUT TO:

SEQ. 1650 - PITCH'S LAIR

INT. PITCH'S LAIR - NIGHT

The SPY NIGHTMARE flies down into a dark cavernous space. Large STEEL CAGES hang all around and trapped inside are the MINI TEETH.

The Nightmare heads toward Pitch, standing at his own GLOBE, which is conspicuously covered in lights.

PITCH

The lights...why aren't they going out?

The Nightmare approaches from behind and lets out a soft whiney; Pitch stiffens at the news.

PITCH

They're collecting the teeth?

The MINI TEETH perk up at this, and start twittering excitedly, which echoes throughout the lair.

PITCH

Oh pipe down, or I'll stuff a pillow with you!

The Mini Teeth begin to settle down. PITCH looks at the Nightmare, frustrated, and scowls. The Nightmare winces and disperses into tiny particles.

A strand of NIGHTMARE SAND from the Nightmare twirls in the air, and Pitch twists it with his fingers, turning it into a crude image of the SANDMAN.

PITCH

Fine, have your last hurrah. For tomorrow, all you pathetic scrambling will be for nothing.

And he crushes the image in his fist.

CUT TO:

SEQ. 1575 - IN JAMIE'S BEDROOM

INT. JAMIE'S BEDROOM - CONTINUOUS

A cool looking ROBOT TOY rests on Jamie's bedside table. Jamie is sound asleep in bed. A smile across his face reveals the recently formed gap between his teeth.

TOOTH (O.S.)
Left central incisor, knocked out
in a freak sledding accident. I
wonder how that could have
happened, Jack?

Jack laughs as he looks at JAMIE'S DRAWING of himself during the SNOWBALL FIGHT on the wall. He's midair, blasting his friends with snowballs. He smiles and then turns to Tooth.

JACK
(laughs)
Kids, huh?

He watches as Tooth reaches under the pillow. She hovers over Jamie as he stirs in his sleep. A dreamy smile comes over her as she gazes down at the sleeping boy.

TOOTH
This was always the part I liked
most - seeing the kids.
(beat)
Why did I ever stop doing this?

A beat; Jack sees how much it means to her.

JACK
It's a little different up close,
huh?

Tooth gives him a look: he's right.

TOOTH
Thanks for being here, Jack. I
wish I had known about your memory,
I could've helped you.

JACK
Yeah, well, look let's just get you
taken care of. Then it's Pitch's
turn, huh?

A sudden COMMOTION. They both turn to the window.

NORTH
Here you are!

North, carrying a large sack over his shoulder, struggles to
climb in through the small window. Sandman and Baby Tooth
climb in after. Everybody whispers.

TOOTH
SSHHHHHHHHH!!

NORTH
Oh, what gives slowpokes!?

Jamie is still sound asleep.

NORTH
How you feeling, Toothy?

TOOTH
Believed in.

NORTH
(laughs)
Haha! That's what I want to hear.

BUNNYMUND (O.S.)
Oh I see how it is...

Bunny comes in through a rabbit hole in the floorboards.

BUNNYMUND (CONT'D)
All working together to make sure
the rabbit gets last place.

North now holds his index fingers up to his lips.

NORTH
SSSHHHHHHHHHH!!!

JACK
You think I need help to beat a
bunny? Check it out, Peter
Cottontail.

Jack lifts up his sack of teeth.

BUNNYMUND

You call that a bag of choppers?
(lifting larger sack)
Now that's a bag of choppers.

NORTH

Gentlemen! Gentlemen! This is
about Tooth. It's not a
competition! But if it was --
(reveals even larger sack)
I win. YEEEEEEHAAAHH!

And he strikes a Russian dancing pose as...

Suddenly a bright circle of light is cast on the Guardians.

NORTH (CONT'D)

Oh no...

JAMIE (O.C.)

(surprised)
Santa Claus?

They all turn slowly to see Jamie sitting up in bed, holding
a flashlight, wide awake and beaming in disbelief.

JAMIE (CONT'D)

The Easter Bunny?...Sandman...The
Tooth Fairy! I knew you'd come!

TOOTH

Surprise!
(giggling)
We came!

JACK

He can see us?

Jamie looks around, amazed, he sees everyone but Jack.

BUNNYMUND

Most of us.

TOOTH

Shhh! You guys, he's still awake.

BUNNYMUND

Sandy! Knock him out!

They all look to him, scandalized. Jamie looks concerned.

JAMIE

Huh?

BUNNYMUND

With the Dreamsand, ya gumbies.

But then Jamie's GREYHOUND rises up into frame, fully awake, its nostrils flaring at the scent he's picked up.

JAMIE

No, stop that's the Easter Bunny.
What are you doing, Abbey? Down!

The dog is nose to nose with Bunnymund.

BUNNYMUND

Alright, nobody panic.

JACK

(enjoying this)
But that's a um, that's a
greyhound. Do you know what
greyhounds do to rabbits?

BUNNYMUND

I think it's a pretty safe bet he's
never met a rabbit like me -

While Sandy forms a Dreamsand baseball, Jack rolls his eyes and notices an alarm clock on the bedside table.

BUNNYMUND (CONT'D)

Six foot one, nerves of steel,
master of tai-chi and the ancient
art of--

Jack can't resist: he reaches over stealthily and SETS OFF THE ALARM CLOCK with his staff. RRRRRRIIIING!

BUNNYMUND

Crikey.

Bunny is off like a shot, the greyhound right on his tail, running laps in the small room, the dog barking like crazy.

JAMIE

Stop! Sit!

Sandy, amused, makes a Dreamsand baseball to stop the dog, but bobbles it as the dog brushes past.

JAMIE

Down girl, down!

The others stand out of the way as Bunny and the dog run up the walls and over the bed.

As Tooth tries to silence the alarm clock, Jack can barely contain his laughter. Sandy takes aim as Bunny and the dog run circles around him--

NORTH
Sandy, Sandy!

The dog jumps past North, knocking him back.

NORTH
Ah!

As Sandy winds up, the dog suddenly SMACKS right into him. The Dreamsand goes flying.

TOOTH
Hey, this is not proper Tooth Fairy behavior!

North ducks out of the way as the Dreamsand sails toward him. The Dreamsand baseball smacks Tooth right in the face and explodes into golden dust. Tooth and her fairy fall to the ground as a golden tooth takes shape above their heads.

Streams of Dreamsand make their way around the room.

BUNNYMUND (O.C.)
Ah, this thing's rabid! Get this dingo off me!

Bunny gets a whiff of the golden sand. The image of a carrot quickly takes shape in front of his face.

BUNNYMUND
Oh no.

THUD! Bunny falls over asleep. THUD! So does the dog. North tries to scramble out of the way, but there's no escape in this tiny room.

NORTH
Candy canes...

He teeters for a moment as Dreamsand candy canes appear before him, then falls like a giant Sequoia, landing - THUD! - on the end of Jamie's bed, which sends Jamie catapulting through the air.

JAMIE
Whoaaaaaaaaaaa!

Luckily he lands -- OOF! -- in Sandy's arms. He starts to wake up AGAIN, but Sandy is there with a fistful of sand -- BOOF! -- and Jamie too is out cold.

Jack and Sandy look down at the sleeping boy, relieved. Then they look around -- a heap of sleeping, snoring bodies.

JACK

Whoops...

Bunny is snuggled up next to North. A carrot and candy canes, made of Dreamsand, hold hands as they dance above Bunny and North's head.

Jack comes down off the dresser and turns to Sandy, who has put Jamie back in bed. Sandy lifts North's arm and lets go, it's completely limp and falls flat. Sandy smiles at Jack, who chuckles.

JACK

Oh, I really wish I had a camera right now.

Sandy eyes suddenly widen. There's a Nightmare behind Jack. Jack turns to see A NIGHTMARE staring through the window. Without hesitation, Jack jumps out the window after it.

JACK (O.S.)

(shouts)

Sandy, c'mon! We can find Pitch.

Sandy pauses for a moment, then follows Jack's lead.

BACK IN JAMIE'S ROOM - INTERCUT

The sleeping Guardians are where we left them. Jamie's bedroom door opens, and Sophie toddles in. She takes in the scene, amused. She toddles over to North, giggling.

She pokes at his rotund belly. Then she notices something. She reaches into his pocket and pulls out a snow globe.

SOPHIE

Pretty!

She looks over to see the Easter Bunny, sound asleep on the floor.

SOPHIE

Bunny! Hop! Hop! Hop!

Suddenly the snow globe lights up. Sophie's eyes widen as she looks at the beautiful vista inside the globe. It's Bunny's warren.

She takes the globe and toddles off for the door, when she trips - again - and the snow globe smashes on the floor.

SOPHIE

Ow!

BOOMF!! A flash of LIGHT. She looks up to see a magical portal open in front of her. A GUST WIND comes blowing out of the portal. Sophie giggles, and toddles through the portal.

North's bleary EYES pop open mid-snore.

NORTH

Whuh-huh...?

CUT TO:

SEQ. 1600 - SANDMAN ATTACKED

EXT. BURGESS NEIGHBORHOOD - NIGHT

TWO NIGHTMARES zigzag along the rooftops, searching for victims. Jack, loving the chase, is in hot pursuit with Sandy, who's riding along on a streak of Dreamsand--

JACK

Wahooo!

(beat)

Haha! Yes!

One of the Nightmares splits off, angling for a BEDROOM WINDOW. Sandy calmly follows--

The Nightmare flies right through the WINDOW and SANDY does the same -- the OTHER ONE angles up over the house's ROOF to evade Jack, who PARKOURS over the roof after it--

JACK

Waaahahoooo!

Through the WINDOWS BELOW, FLASHES OF GOLDEN and SICKLY GREEN LIGHT race through the house as Sandy battles the Nightmare--

The Nightmares and Jack ZOOM away from the house just as Sandy and the FIRST NIGHTMARE blast out of the window, Sandy wrestling it until -- POOF! It explodes into golden DREAMSAND which he quickly transforms into a Sting Ray for him to ride--

EXT. DOWNTOWN BURGESS - CONTINUOUS

Jack flies through town on the heels of the Nightmare. It makes a sharp turn down an alleyway and Jack is quick to follow.

The Nightmare then veers up the wall of the alley and onto a ROOFTOP. Jack whips a blast from his staff and HITS the Nightmare before it disappears from view.

JACK
(jazzed)
HAAA! I got it!

Jack jumps up onto the roof and prods the frozen Nightmare with his staff.

JACK
Sandy! Sandy, did you see that?!?
Look at this thing!

Jack can barely contain his excitement as he calls out to Sandy -- but suddenly Pitch lurches out from behind an air conditioning unit on the rooftop.

PITCH
Frost?

Jack blasts a WAVE OF FROST across the rooftop, but Pitch easily dodges it, reappearing behind Jack on the adjoining rooftop.

PITCH
You know, for a "neutral party" you spend an awful lot of time with those weirdos.
(beat)
This isn't your fight, Jack.

Jack's eyes narrow. He holds out his staff, ready to strike.

JACK
You made it my fight when you stole those teeth.

Pitch regards him curiously.

PITCH
Teeth? Why do you care about the teeth?

When he notices something and turns to find Sandy calmly standing on the rooftop next to him. Pitch quickly sidesteps, moving away from Sandy.

PITCH
(chuckling)
Now this is who I'm looking for--

Before Pitch can finish a DREAMSAND STREAM whips around him, forcing him to duck and dodge Sandy's sudden attack.

PITCH
Whoa--??

Pitch DISPERSES a stream of NIGHTMARE SAND, turning it into a gigantic sickle and swings it back at Sandy. Jack ducks, avoiding injury as Sandy's pushed back against a ledge.

Sandy quickly grabs Pitch with another DREAMSAND STREAM and yanks him off his feet, slamming him repeatedly against the tops of the buildings until finally throwing him off the rooftop.

Pitch bounces off the ground as he crashes into an EMPTY STREET. As Sandy dusts his hands and calmly steps off the rooftop to follow, Jack looks on, astonished.

JACK
Remind me not to get on your bad side.

EXT. EMPTY STREET - CONTINUOUS

Pitch shakes off the crash, trying to back up as Sandy touches down and moves toward him, Jack following. Pitch cowers on the ground in fear as they approach.

PITCH
(looks up, pleading)
Okay, easy! You can't blame me for trying, Sandy. You don't know what it's like to be weak and hated. It was stupid of me to mess with your dreams. So I'll tell you what-

Sandy continues forward, grim faced...but suddenly Pitch stops cowering and stands up. His tone changes.

PITCH (CONT'D)
You can have 'em back!

Before Jack and Sandy can react, a Nightmare shoots up through a storm drain as several other Nightmares gather in the alley behind him.

Jack and Sandy look around as hundreds of Nightmares descend from the surrounding rooftops to encircle them. This doesn't look good. Jack, worried, looks to Sandy and mutters...

JACK

You take the ones on the left, I'll
take the ones on the right?

Meanwhile, Pitch rises up from off the ground as Onyx takes shape underneath him.

Pitch grabs onto Onyx's mane as it snorts and snarls. He then leans forward.

PITCH

Boo!

Pitch's army of Nightmares begin to charge. Then suddenly, the sound of BELLS and REINDEER echo in the distance--

NORTH'S SLEIGH bursts through the clouds. Jack and Pitch look up into the sky as it circles overhead. The sleigh turns toward Pitch, only to fly a few feet over his head. Pitch turns as it passes over him, slightly confused.

NORTH'S SLEIGH

North's asleep at the wheel, along with Bunny and Tooth. Suddenly, the sleigh clips one of its skis as it flies over City Hall, jolting North to attention.

NORTH

Ah!

Bunny awakes with a fright from a bad a dream.

BUNNYMUND

Get outta my warren!
(realizes he's awake now)
Huh?

EXT. EMPTY STREET - CONTINUOUS

Still battling Nightmares, Sandy propels himself and Jack into the air with a stream of Dreamsand and launches Jack away from the Nightmares. Jack quickly orients himself and knocks an oncoming Nightmare with his staff.

Tooth quickly jumps off the side of the sleigh toward Jack and Sandy.

Jack, knocks away a few more Nightmares with his staff, and looks up. Tooth suddenly flies into view through the swarm of Nightmares, slicing them apart with her wings, causing them to EXPLODE into BLACK SAND.

PITCH

Pitch gives a signal and leaps into the air, leading another wave of Nightmares after the Guardians.

SLEIGH

Back in the sleigh, Bunny jumps out and lands on a nearby roof.

Bunny quickly tosses his boomerang which disintegrates every Nightmare in its path. Bunny catches the returning boomerang, leaps off the roof, and grabs the skids of the sleigh as it passes by.

THE SLEIGH

North stands, drawing both his scimitars, and dices the oncoming Nightmares to bits as they attack.

NORTH

Ha. Ha. Ha. Come on!

Jack heads back to the sleigh by dodging two Nightmares as they attack. As he continues his descent, Jack is suddenly blind sided by another Nightmare, which knocks the staff from his hands.

For a moment, Jack is in a state of panic as he finds himself in free fall.

JACK

Aaaaaaaah!

He finally manages to hook onto the staff, control his descent, and land on the sleigh as it flies past.

BUNNYMUND

(coolly, to Jack)
You might want to duck.

Jack DUCKS as a Nightmare rears up behind him, but one of Bunny's BOOMERANGS blasts through it and zips back to Bunny's waiting paw.

SANDY

Sandy high up in the clouds, does his best to contain the MASS OF NIGHTMARES that are swirling around him.

PITCH

Pitch rises from behind a group of Nightmares. He stretches his arms as an ARROW of NIGHTMARE SAND forms behind him.

SLEIGH

Jack and the Guardians watch as more Nightmares speed away to join their herd. Sandy looks overwhelmed by the onslaught.

JACK
We gotta help Sandy!

NORTH
Hyah!

North cracks the reins, turns the sleigh, and heads toward the swirling cloud of yellow and black sand.

PITCH

Pitch takes aim and releases the arrow. It flies through the air and into SANDY'S back, exploding on impact.

SLEIGH

The Guardians look on, horrified.

JACK
Noooo!

Jack leaps ahead of the sleigh and flies toward Sandy.

NORTH
Jack!

PITCH

Sandy feels the shock and turns around. A patch of blackness starts slowly spreading across his body. Pitch laughs as he and Sandy lock eyes.

PITCH
Hahahahaha!...Don't fight the fear,
little man.

THE SLEIGH

The Guardians continue to speed toward Sandy, but Nightmares begin colliding with the sleigh, slowing their progress.

NORTH
Hurry, hurry!

PITCH

Pitch relishes this moment of triumph.

PITCH
I'd say sweet dreams, but there
aren't any left.

Sandy, his eyes filled with terror, falls to his knees as the patch of blackness continues to spread.

JACK

Jack presses on, trying to reach Sandy as fast as he can.

SANDY

Sandy stands up, accepting his fate, and closes his eyes as he and his Dreamsand cloud are consumed by the writhing blackness of the Nightmare sand.

THE SLEIGH

NORTH
Sandy...

JACK

Horrified, clenches his staff as he flies toward Pitch.

JACK
No...NOOOOOO!!!!

SANDY

Sandy's gone. His beautiful Golden Dreamsand, now black, merges with the rest of Pitch's Nightmare sand.

PITCH

Is beyond delighted. His plan actually worked!

Pitch then notices Jack flying towards him, glowing energy emanating from Jack's staff. Pitch raises his hands and sends a massive wave of Nightmares toward Jack.

THE SLEIGH

The Guardians are stunned.

JACK

Jack quickly realizes that's he's in over his head as the attacking Nightmares begin to overtake him. He's engulfed by Nightmares and there is nothing but silence.

PITCH

Pitch looks on with a smile until a bolt of lightning suddenly erupts from within the writhing black sand.

JACK

JACK
Ahhhhhh!!!!

A gust of wind blows past Pitch, quickly followed by a massive wave of ice and frost that rockets back up the stream of Nightmare sand toward him, culminating in an explosion of ice and snow.

PITCH
AAAHH!!!!

EXT. BURGESS - NIGHT

Jack free falls back to Earth, unconscious.

NORTH
Jack!

Tooth quickly rescues him and sets him back down in the sleigh.

TOOTH
Jack, how did you do that?

JACK
(regaining consciousness)
I, I didn't know I could.

EXT. BURGESS FOREST - NIGHT

Pitch pulls himself laboriously from the mud and weeds amongst the trees where he's crash-landed, oddly, he seems delighted.

He looks up to see a BRIGHT GLOW -- North's SNOWGLOBE PORTAL. The sleigh zooms into it and it WINKS OUT.

Pitch shakes the FROST from his arms as scores of Nightmares swarm behind Pitch, regrouping after the blast. Pitch, at the center, seems as pleased as can be.

PITCH
Finally! Someone who knows how to
have a little FUN!

CUT TO:

SEQ. 1700 - GUARDIANS REGROUP

INT. NORTH POLE - GLOBE ROOM - DAY

We're in the midst of a somber ceremony, marking the passing of Sandy. Burning candles line the perimeter of Sandy's stone emblem.

Tooth sets down a candle and stands shoulder to shoulder with North and Bunny. The three hold hands in solace.

The ringing of somber bells can be heard echoing throughout the chamber, as we reveal the elves and a yeti ringing the elf bells as part of a ceremonial dirge.

INT. NORTH POLE - GLOBE ROOM - DAY - MOMENTS LATER

Jack, facing a window, FROSTS OVER THE GLASS with his finger to form a symbol of Sandy. North slowly walks up behind him.

NORTH
Are you alright?

Jack remains still, his eyes fixed on the image of Sandy.

JACK
I just, I wish I could've done something.

NORTH
Done something? Jack, you stood up to Pitch. You saved us.

JACK
But Sandy wo--

NORTH
(putting his hand on Jack's shoulder)
Would be proud of what you did.

Jack pulls back his hoodie and stands up.

NORTH (CONT'D)
I don't know who you were in your past life, but in this life you are Guardian.

JACK
But how can I know who I am, until I find out who I was?

NORTH
You will. I feel it, in my belly.

Jack and North approach the globe which is losing lights at an alarming rate.

TOOTH
Look how fast they're going out.

JACK
(getting it)
It's fear. He's tipped the balance.

Jack drifts up closer the globe. He looks at the lights going out, then back to the Guardians. There's a nervous tension in the room.

BUNNYMUND
(twirling his boomerang)
Hey, buck up ya sad-sacks. Come on! We can still turn this around!
(MORE)

BUNNYMUND (cont'd)
Easter is tomorrow and I need your
help. I say we pull out all the
stops and we get those little
lights flickering again!

CUT TO:

INT. NORTH POLE - FACTORY FLOOR - DAY

A massive wooden door swings open; North leads Jack and the Guardians through the doorway, into an elevator, and through his factory.

NORTH
Bunny is right.
(to Bunny)
As much as it pains me to say old
friend, this time Easter is more
important than Christmas!

BUNNYMUND
Hey! Did everyone hear that?!

NORTH
We must hurry to the Warren.
Everyone, to the sleigh!

BUNNY
Ohh no, mate. My warren my rules.
Buckle up.

Bunny directs the groups attention to the ground. He taps his foot and a rabbit hole opens up under their feet.

NORTH
Shostakovich!

CUT TO:

SEQ. 1775 - PREPARATION FOR EASTER

INT. BUNNYMUND'S TUNNELS - DAY

The Guardians plummet through Bunny's tunnels.

INT. BUNNYMUND'S WARREN

Jack, Bunny and Tooth arrive gracefully in the warren's antechamber, while North and the yetis comes to a crashing halt.

NORTH
(chuckles)
"Buckle up." Is very funny.

BUNNYMUND
Welcome to the warren--

Bunny stands before them when suddenly, he shifts his attention. He turns, his ears perk up and his nose sniffs the air.

BUNNYMUND
Something's up.

Something's amiss. A faint scream begins to echo from within the depths of one of Bunny's egg tunnels. Tiny eggs come scuttling out from the tunnel.

Bunny grabs his boomerang, North draws his sword, and Jack readies his staff as the sounds of booming footsteps, screams, and the rustling of foliage grows louder.

BUNNYMUND
Ahhhh!

Bunny begins to charge toward the tunnel. At his side are the Guardians, yetis, and sentinel eggs all bellowing their loudest battle cries until...Sophie bursts out. All momentum comes to a halt.

JACK
Sophie?

They immediately withdraw their weapons, mildly embarrassed. Sophie giggles and immediately runs after one of the elves.

SOPHIE
Elf, elf, elf!

BUNNYMUND
What is SHE doing HERE!?!?

North looks down at his coat pocket - oops.

NORTH
(embarrassed)
Ah, snow globe.

BUNNYMUND
Crikey! Somebody do something!

JACK
Don't look at me, I'm invisible, remember?

Sophie giggles as she drags the elf by the bell atop its uniform.

TOOTH
(confident)
Don't worry, Bunny. I bet she's a
fairy fan.
(flies up to Sophie)
It's okay little one.

SOPHIE
(to Tooth)
Pretty!

TOOTH
Awww! You know what, I got
something for you. Here it is.
(she pulls something out)
Look at all the pretty teeth with
little blood and gum on them.

Sophie runs away screaming.

JACK
(laughs)
Blood and gums? When was the last
time you guys actually hung out
with kids?

Meanwhile, Sophie is running around the warren, exploring and playing. Sophie pokes her head into a small tunnel.

SOPHIE
Peek-a-boo.

NORTH
We are very busy bringing joy to
children! We don't have time...
(embarrassed)
...for children.

Jack walks toward her, forming a SNOWFLAKE, which floats over toward Sophie. She tries to grab at it.

JACK
If one little kid can ruin Easter,
then...we're in worse shape than I
thought.

Sophie follows the snowflake as Jack leads it over to Bunny.

SOPHIE
Weeee! Weee, weee, weee!

The snowflake lands on Bunny's nose and his concerns suddenly seem to slip away. Jack's magic is taking affect.

INT. BUNNYMUND'S WARREN - DAY - MOMENTS LATER

Close up on a flower, that opens to reveal an egg. The egg stands up wobbly on its spindly little legs. We pull out to reveal Sophie and Bunny's faces looking on, Sophie amazed, Bunny proud.

BUNNYMUND
You wanna paint some eggs? Yeah?

SOPHIE
Okay!

BUNNYMUND
Come on then!

We pull out further to reveal a massive stone spire, covered in moss, as thousands of unpainted eggs stream down the side of it toward a green meadow. North and Jack stand in the midst of it all, slack-jawed, as the eggs rush towards them.

NORTH
Rimsky Korsakov! That's a lot of eggs.

JACK
Uh, how much time do we have?

A GREEN MEADOW

SOPHIE
Weeeeeee!

BUNNYMUND
Woooohoooo!

Bunny hops into view, Sophie clinging to his back smiling, leading a huge mass of eggs down a wide PATH. As he passes, FLOWERS BLOOM on either side in his wake, BLASTING the passing eggs with color as they go.

BUNNYMUND (V.O.)
Alright troops, it's time to push back. That means eggs!
Everywhere!

THE SORTING STONES

North looks out over the eggs as they get sorted.

NORTH
(walla)
Single file!

Sophie, on her back, is carried by the eggs through the sorting stones. She giggles as North waves at her while she passes by.

BUNNYMUND (V.O.)
Heaps of you in every high-rise,
farm house and trailer park!

Baby Tooth flies across the screen, diverting our attention to a multicolored stream off in the distance.

BUNNYMUND (V.O.)
In tennis shoes and cereal bowls!

Baby Tooth joins an elf, who stands alongside an egg at the edge of a cliff. The elf pushes the egg over the cliff, into the stream, and celebrates with a victory dance.

BUNNYMUND (V.O.)
Oh, there will be bathtubs filled
with my beautiful googies!

The elf turns just in time to see a stampede of colored eggs come barreling toward him. They knock him off the cliff as he and the eggs spill into the multi-colored stream below.

A SPARKLING STREAM

Colored eggs wade through the water, emerging with SECONDARY COLORS and intricate PATTERNS of all kinds.

An unlucky egg veers off and gets stuck in a WHIRLPOOL. We see a hand fish it out to reveal North, who looks at the egg curiously. It's now got a SPIRAL PATTERN on it and its little LEGS kick madly.

NORTH
Okay, that's little strange.

BUNNYMUND
Naw, mate --

Bunny's surrounded by butterflies and cute little eggs.

BUNNYMUND (CONT'D)

That's adorable.

As a technicolored elf climbs out of the stream, North sets the egg down and lets it rejoin the herd.

A GREEN MEADOW

As Sophie leads a parade of eggs, Bunny jumps to an adjacent rock and sits up to address the eggs as they walk in stride. Meanwhile, Jack rides atop a group of sentinel egg that are marching in the back ground.

BUNNYMUND

There will be springtime! On every continent! And I'm bringing hope with me!

A GREEN MEADOW - CONTINUOUS

CLOSE ON: a line of eggs running down curled vines as yetis sprinkle them with glitter. They continue on down various vine corkscrew-like shoots, decorating the eggs with stripes.

A confused elf emerges from the vines, striped with paint and walks off.

A GREEN MEADOW - CONTINUOUS

The striped elf walks past a Yeti, painting a mound of eggs red. Bunny enters frame and hops across the screen.

BUNNYMUND

Too Christmas-y, mate, paint 'em blue.

The Yeti throws its arms up in defeat and tosses the eggs.

A GREEN MEADOW - MOMENTS LATER

A beautifully painted egg hides in the grass.

BUNNYMUND (O.S.)

Oh, what's over there?

Sophie appears, spots the egg, and delicately lifts it out of the grass. She holds it close to admire the intricate detail of its shell. Sophie brings the egg to Bunny for him to inspect.

BUNNYMUND (CONT'D)

That's a beauty!

Bunny takes Sophie by the hand and leads her through a stone archway.

BUNNYMUND (CONT'D)

Now all we gotta do is get him and his little mates through the tunnels, to the top, and we'll have ourselves Easter.

THE STREAMS OF COLORED EGGS

Bunny looks out proudly at the eggs gathered in front of the TUNNELS in the distance.

Jack approaches from behind and makes his way alongside Bunny, who holds Sophie in his arms. It's our first real vista of the whole warren. It's a spectacular sight.

JACK

Not bad.

Sophie yawns and begins to fall asleep. Bunny turns to Jack with a smile.

BUNNYMUND

Not bad yourself.

JACK

Look, I'm sorry about that whole, you know, the "kangaroo" thing.

BUNNYMUND

It's the accent, isn't it?

North comes up from behind with Tooth at his side. They turn toward Bunny, marveling at the sight of Sophie, fast asleep. It's touching. Bunny's face softens, as if remembering a distant memory.

BUNNYMUND

Ah, poor little ankle-biter. Look at her, all tuckered out.

TOOTH

I love her!

They look up from the sleeping toddler toward Jack. He's taught them something today.

TOOTH

I think it's time to get her home.

Bunny hands the sleeping Sophie over to Tooth.

JACK

How about I take her home?

TOOTH

Jack, no! Pitch is--

JACK

--no match for this.
(twirls his staff)

BUNNYMUND

Which is why we need you here, with us.

The Guardians look at Jack with concern.

JACK

Trust me, I'll be quick as a bunny.

CUT TO:

SEQ. 1804 - RETURNING SOPHIE

INT. SOPHIE'S BEDROOM - NIGHT

Jack tries to lay a sleeping Sophie down in her bed, but she won't let go of his neck. Finally, she releases her grasp only to roll over and fall out of bed. Baby Tooth gives Jack a scornful look.

JAMIE'S MOM (O.S.)

Sophie? Is that you?

Jack and Baby Tooth's eyes widen. Sophie, asleep on the floor, is quickly covered with a blanket and given a squeaky stuffed animal.

EXT. SOPHIE'S BEDROOM WINDOW - CONTINUOUS

Jack closes the window and looks to Baby Tooth with a sign of relief.

JACK

We should get back.

Baby Tooth nods, when...

VOICE FROM A MEMORY (O.S.)
(laughing)
Jack...

Jack stops, confused. Where is that voice coming from? He looks out across the town, toward the woods, and the sound of the echoed voice.

JACK
That voice, I know that voice...

Baby Tooth looks to him, worried.

VOICE FROM A MEMORY (O.S.)
Jack...

With that, Jack leaps off the window ledge.

EXT. BURGESS - A MOMENT LATER

Jack, carried by the wind, flies across town toward the sound of the eerie voice. Baby Tooth follows, trying to keep up.

Jack takes a moment to orient himself and lands, settling on a rotating vent; as the momentum slowly spins him around, the voice calls out to him again.

VOICE FROM A MEMORY (O.S.)
Jack...

Jack turns, looks to the woods, and takes off.

EXT. WOODS - BURGESS - A MOMENT LATER

Jack and Baby Tooth land in the middle of a thickly wooded area. It's spooky. Jack scans the forest when again he hears...

VOICE FROM A MEMORY (O.S.)
Jack...

Jack gives chase. He sprints through the thickets and enters a clearing only to find the decrepit remains of a rotting frame from a child's bed. Very creepy. What would that be doing in the woods, and how long has it been here?

JACK
Don't worry, there's still time.

Baby Tooth desperately tries to get Jack's attention by tugging at his tunic, and tweeting desperately.

Jack takes his staff, and breaks through the damaged frame, revealing a hole leading deep underground.

VOICE FROM A MEMORY (O.S.)

Jack...

What to do? Jack jumps down the hole, reluctantly followed by Baby Tooth.

CUT TO:

SEQ. 2100 - PITCH TRICKS JACK

INT. PITCH'S TUNNELS

Jack continues along a long dark tunnel with Baby Tooth close behind. Eventually the labyrinth opens up to reveal a huge underground cavern. Baby Tooth continues to tug at Jack's tunic.

JACK

(waving Baby Tooth off)
Baby Tooth, Baby...come on!
(beat)
I have to find out what that is.

INT. PITCH'S INNER SANCTUM - CONTINUOUS

Jack can't believe his eyes. Dozens of huge bird cages hanging from the ceiling, and in them are the mini tooth fairies. They see Jack, and immediately perk up, tweeting and flitting like crazy.

Jack jumps up onto one of the cages, then quickly leaps and holds onto the side of another one.

JACK

(whispers)
Shhhh! keep it down.
(leaps to another cage)
I'm gonna get you out of here, just
as soon as I --

VOICE FROM A MEMORY

Jack...

Jack turns away from the fairies, distracted.

VOICE FROM A MEMORY

Jack...

JACK

(under his breath)

As I can --

Jack looks down and sees the tooth drawers from Tooth's Palace. Mounds of them heaped to the ceiling. And inside the drawers are the missing baby teeth. He drops down to a mound and begins rummaging through the drawers, looking at the names on the boxes.

In an instant he forgets his duties, and the fairies, and the Guardians and everything except those teeth, and the chance to finally get his memory back.

The cavern suddenly goes darker than it already was. Jack finally looks up, as a shadow of Pitch crawls up a nearby column.

PITCH (O.S.)

Looking for something?

Jack swings around with his staff, shooting off a blast of ice, but Pitch isn't there. Jack takes off, following the sound of Pitch's cackle as it echoes throughout the chamber.

Jack rounds a corner as he sees Pitch's shadow glide across the walls into a shadowed corridor.

PITCH (O.S.)

Don't be afraid, Jack. I'm not going to hurt you.

Jack continues along a shadowed corridor.

JACK

Afraid?

Jack sees Pitch on a bridge across the cavern and heads after him.

JACK (CONT'D)

I'm not afraid of you!

PITCH

Maybe not. But you are afraid of something.

Jack steadily approaches, cautious and alert.

JACK

You think so, huh?

PITCH

I know so. It's the one thing I
always know.

Pitch finally turns to face Jack.

PITCH (CONT'D)

People's greatest fears. Yours is
that no one will ever believe in
you.

Panic flashes in Jack's eyes. As he backs away, the chamber
fills with shadows, and Jack is spun around. He's
disoriented as he thuds into a wall, which flips to reveal
that it's actually the ground.

Pitch, unseen now, chuckles.

Jack's unsure of where he is. He looks back to see the
cavern entrance -- he's right back where he started.

PITCH (O.S.)

And worst of all, you're afraid
you'll never know why. Why you?
Why were you chosen...to be like
this?

Jack discovers that the entrance has been blocked with bricks
as Pitch's shadow encroaches on him.

PITCH

Well fear not, for the answer to
that...

Pitch is now directly in front of Jack, holding out a tooth
box.

PITCH (CONT'D)

Is right here.

Jack's eyes widen at the sight - the face of a young boy
etched into the box, and under it is the name "Jack Frost."

PITCH

Do you want them, Jack? Your
memories?

He holds them out to Jack. Jack stares, fighting the impulse
to grab them. He closes his eyes, struggling to make a
decision, but when he opens them again, Pitch has
disappeared.

Pitch's shadow moves across the pillars of the cavern.

Jack heads down a corridor, cast shadows from the Mini Tooth cages everywhere.

PITCH (O.S.)
Everything you wanted to know...

Pitch's face moves in and out of the shadows over the following.

PITCH
...in this little box.

Every time Jack turns, Pitch disappears. It's like Jack's trapped in a fun house.

Multiple Pitch shadows have appeared on the wall around Jack. They're closing in on him.

PITCH
Why did you end up like this?
Unseen. Unable to reach out to
anyone.
(beat)
You want the answers so badly. You
want to grab them, and fly off with
them. But you're afraid of what
the Guardians will think.

Jack's breath quickens. He's been pushed into a corner.

PITCH
You're afraid of disappointing
them.
(smiles)
Well let me ease your mind about
one thing. They'll never accept
you. Not really.

The shadows have overcome Jack.

JACK
(trying to scramble away)
Stop it! Stop it!

Almost reluctantly, the shadows back away and Pitch appears before Jack.

PITCH
After all, you're not one of them.

Jack aims his staff at Pitch.

JACK
You don't know what I am!

PITCH

Of course I do. You're Jack Frost.
You make a mess wherever you go.
Why, you're doing it right now.

Pitch tosses the box to Jack, who instinctively catches it. Jack looks up. Terror comes into Jack's eyes, as he realizes...

JACK

What did you do?

PITCH

More to the point Jack, what did
you do?

Pitch begins to back away, becoming one with the darkness, laughing as he disappears. Jack charges towards him only to be swallowed whole by one of Pitch's black holes.

CUT TO:

SEQ. 2200 - GUARDIANS BREAK WITH JACK

INT. EGG TUNNEL - DAY

Jack flies out of Pitch's shadow, ready to strike. Suddenly, Jack realizes he's forgotten something.

JACK

Baby Tooth!

He turns to re-enter the hole in the wall only to find himself face to face with one of Bunny's stone emblems.

PITCH (O.S.)

Happy Easter, Jack.

Jack turns around. Suddenly, his eyes fill with dread as he realizes where he is. Thousands of broken egg shells lay strewn about, forming a path toward the light at the end of the tunnel.

JACK

No.

EXT. PARK - ENGLAND - DAY

Bunny peaks through the bushes to take in the scene - an Easter Egg hunt.

BRITISH KIDS

(walla)

There are no eggs. There's none
anywhere. I give up. Come on,
let's go. I don't understand.

Bunny checks the eggs in his basket, then looks back toward
the kids.

BRITISH GIRL

Maybe he just hid them really well
this year.

Bunny, egg basket in hand, approaches a group of kids who
seem to be wandering around searching halfheartedly,
disappointed and listless.

BUNNYMUND (O.S.)

Kids! Oi!

BRITISH BOY

I checked everywhere! There's
nothing!

BUNNYMUND

(steps towards them)

Yes there is! There is! I mean
these aren't my best lookin'
googies, but they'll do in a pinch!

He holds out a broken Easter egg. The kids just stare.

BRITISH GIRL

I can't believe it.

BUNNYMUND

I know.

BRITISH GIRL

There's no such thing as the Easter
Bunny.

The girl turns to leave.

BUNNYMUND

What?

BRITISH KIDS (O.S.)

(walla)

Easter's over. Forget this.

It's only then that we realize he's too late. The spark of
childhood has already been extinguished in all of them.

BUNNYMUND

No! Wrong! Not, not true! I'm
right in front of ya, mate!

BRITISH KIDS

(walla)

There's no such thing. I know.

The kids walk through Bunnymund as if he were a ghost. Bunny
is stunned by this, and finally realizes...

BRITISH KIDS (O.S.) (CONT'D)

(walla)

Now come on. I don't understand.
Why wouldn't he come? Let's get
out of here. Easter Bunny, where
are you? This is the worst Easter
ever.

BUNNYMUND

They don't see me.

(beat)

They don't see me.

JACK's watching this all unfold and it's heartbreaking,
because he knows it's his fault. Tooth flies to Bunny's
side. Jack hears a rustle in the bushes behind him.

NORTH (O.S.)

Jack, where were you?

Jack sees North, with his scimitars drawn and having just
come from battle. He's exhausted, wild-eyed, distraught.

NORTH (CONT'D)

The Nightmares attacked the
tunnels. They smashed every egg,
crushed every basket. Nothing made
it to the surface.

TOOTH (O.S.)

Jack!

Tooth rejoins the group from off screen.

TOOTH (CONT'D)

(gasps)

Where did you get that?

Jack looks down at the tooth box in his hand, then back to
Tooth.

JACK

I was...it's...

TOOTH
Where's Baby Tooth?
(feeling betrayed)
Oh Jack, what have you done?

NORTH
That is why you weren't here?

North steps forward to confront Jack.

NORTH (CONT'D)
You were with Pitch?

JACK
No, listen, listen...I'm sorry. I
didn't mean for this to happen.

BUNNYMUND (O.S.)
(to others)
He has to go.

Jack turns to see Bunny, disheartened.

JACK
(stunned beat)
What?

BUNNYMUND
We should never have trusted you!
(forlorn)
Easter is new beginnings, new life.
Easter is about hope.
(beat)
And now it's gone.

Bunny turns away and moves toward the park, looking at the sign that reads, 'Easter Egg Hunt.'

This is like a punch in Jack's gut. He looks back to Tooth and North, both of whom look away, too hurt by Jack. He looks at them with a pained expression. This is exactly what Pitch said would happen.

Jack reaches into his pocket, pulls out the tiny Russian nesting doll that North had given him, drops the doll to the ground, and takes off.

As Jack leaves, carried off by the wind, we see the tiny Russian nesting doll laying on the ground.

CUT TO:

SEQ. 2600 - JAMIE STILL BELIEVES

EXT. JAMIE'S HOUSE - DUSK

Jamie, atop a ladder, strains for what looks like an Easter egg, hiding in the rain gutter. The ladder totters and Jamie loses his balance, beginning to fall.

JAMIE
Whoaaa, whoa, whoa...aaaah!

Jamie grabs the gutter but it breaks loose, sending Jamie crashing down into a mound of snow.

As Jamie gets up off the ground, he sees that the Easter egg was in fact a dirty old tennis ball. Jamie stands up, bewildered, and dusts himself off as his friends LAUGH. A few have empty EASTER BASKETS.

JAMIE
Let's check the park again.

CALEB
Really?

CLAUDE
(annoyed)
For what, the Easter Bunny?

JAMIE
Guys, I told you - I saw him! He's way bigger than I thought, and he's got these cool boomerang-things-

CALEB
Grow up, Jamie.

CLAUDE
(sighs)
Ah man, seriously.

JAMIE
What's happened to you guys?

CALEB
It was a dream. You should be happy you still get dreams like that and not...

They begin to turn away from him.

CUPCAKE
(haunted)
Nightmares.

Pippa's the lone straggler. She looks tired, depressed, and hands Jamie her basket as she leaves.

PIPPA
Forget it, Jamie. There's just no
Easter this year.

CALEB (O.S.)
I can't believe this.

JAMIE
He really is real!

Pippa walks away, trailing the others. Jamie doesn't know what to believe. He hangs his head and looks into the Easter basket, it's empty.

JAMIE (CONT'D)
I know he is.

INT. NORTH POLE - GLOBE ROOM - DAY

Yetis stare at the globe of belief, in shock as more and more lights begin to fade away. We push in toward Antarctica as we-

DISSOLVE TO:

SEQ. 2304 - JACK IN ANTARCTICA

EXT. ICEBERG - ANTARCTIC CIRCLE - DAY

Jack runs to the edge of a floating iceberg, ready to throw his tooth box into the ocean. He resists, looking down at the box as he clutches it in his hand. He's never been more alone in his life.

PITCH (O.S.)
I thought this might happen.

Pitch is revealed, standing not far behind Jack.

PITCH (CONT'D)
They never really believed in you.
I was just trying to show you that.
But I understand.

Jack whips around and shoots a burst of frost at Pitch, but it's quickly deflected by the Nightmare sand.

JACK
You don't understand anything!

Jack continues to attack, lashing out with his staff. Pitch blocks the attacks of ice and frost -- his control over the Nightmare sand has gained considerable strength.

PITCH
(shouting)
No? I don't know what it's like to
be cast out?

Pitch strikes back, putting Jack on the defense. Jack jumps in the air. Their show of force escalates until they're shrouded in a blanket of snow, ice, and wind. As the wind and snow settle, Jack looks around stern and alert.

PITCH (O.S.)(CONT'D)
To not be believed in. To long for
a family.

Jack turns around to find Pitch. There's a look of compassion on Jack's face as he listens.

PITCH (CONT'D)
All those years in the shadows I
thought, no one else knows what
this feels like. But now I see I
was wrong.

They lock eyes. A moment of true connection between them.

PITCH (CONT'D)
We don't have to be alone, Jack.

This isn't a trick Pitch is making a real offer here.

PITCH (CONT'D)
I believe in you. And I know
children will too.

JACK
In me?

PITCH
Yes! Look at what we can do!

Pitch gestures to a fantastical ice and nightmare "sculpture" that was created (off-screen) when Jack attacked him.

PITCH (CONT'D)

What goes together better than cold
and dark?

Jack looks at the fractured reflections of themselves cast in
the icy sculpture.

PITCH (CONT'D)

We can make them believe. We'll
give them a world where everything,
everything is...

Jack turns to face Pitch.

JACK

(deadpan)
Pitch black...

Pitch, realizing how this looks, clarifies...

PITCH

And Jack Frost too. They'll
believe in both of us.

Jack stares at him, considering the offer. Then finally...

JACK

No, they'll fear both of us. And
that's not what I want.

Jack turns and walks away.

JACK (CONT'D)

Now for the last time, leave me
alone.

Pitch looks confused and hurt. This is not the response he
was expecting. Then...his eyes flame with anger. He made
himself vulnerable, and Jack rejected him. No more
negotiating now.

PITCH

Very well. You want to be left
alone? Done. But first...

Suddenly Jack hears a familiar twitter. Pitch reaches into
his coat to pull out...

JACK

Baby Tooth!

Jack charges forward. There's terror in Baby Tooth's eyes.
She squeaks as Pitch clenches her tight with his fist.

PITCH
The staff, Jack.

Jack settles and the winds and snow subsides.

PITCH (CONT'D)
You have a bad habit of
interfering. Now hand it over.
(beat)
And I'll let her go.

BABY TOOTH
(twitters - Don't give it to him!)

Baby Tooth struggles to get loose, but Pitch only tightens his grip. She can hardly breathe. Jack has no choice. Jack...hands over...the staff.

Pitch twirls the staff.

JACK
(re: Baby Tooth)
Alright, now let her go.

PITCH
No. You said you wanted to be
alone.
(beat)
So be alone!

Baby Tooth squirms until she's finally able to peck Pitch in the hand with her beak. Pitch shrieks and throws Baby Tooth in the air and down into the mouth of a crevasse.

JACK
No!

Jack, enraged, can't believe what he's seeing. Pitch lifts the staff, and breaks it over his knee, cracking it in two. Light EXPLODES from the staff and terror comes into Jack's eyes, clutching his chest as if in pain.

Suddenly, Pitch sends a burst of Nightmare sand, blasting Jack and slamming him into the iceberg wall behind him. As the ice cracks, Jack comes loose and falls forward into the chasm below.

Pitch looks down into the ice fissure chuckling. He throws the broken shards of Jack's staff down into the crevasse and casually walks away, disappearing on the horizon.

CUT TO:

SEQ. 2308 - JACK'S MEMORY

EXT. ICE FISSURE - NIGHT

It's cold and dark down here, and Jack is more alone than he's ever been. Battered from the fall, Jack slowly looks up and notices Baby Tooth, lying lifelessly on the ground.

JACK
Baby Tooth!

He pulls himself to her and cradles her in his hands.

JACK
You alright?

Baby Tooth nods, but she's hurt, and cold. Jack does his best to shield her from the cold.

JACK
Sorry, all I can do is keep you cold.

Jack sits up and holds Baby Tooth in his hands.

JACK
Pitch was right - I make a mess of everything.

Jack is devastated. Baby Tooth's never seen him like this; it's heart breaking...then she gets a thought. Her expression hardens with determination.

She wriggles deep into his pocket.

JACK
Hey?

Jack leans back and begins to close his eyes when he hears something --

VOICE FROM A MEMORY
Jack... Jack...

-- and then he FEELS something. Looks down: There's a SOFT, GOLDEN GLOW coming from his pocket.

Jack jumps, taken aback. He reaches in and pulls out the TOOTH BOX -- it's pulsing with light.

VOICE FROM A MEMORY
Jack...

Baby Tooth gives him a reassuring look.

Baby Tooth motions to the box, then looks back at Jack. Jack reaches to touch the box, but as he does its top magically UNFOLDS to reveal a handful of BABY TEETH - then the box and everything else glows BRIGHT WITH INTENSE LIGHT -

The WALLS of the fissure seem to suddenly fall away. In brief FLASHES we see: The COLONIAL SETTLEMENT Jack visited. Children running playfully down a hill.

JACK'S MOTHER

Come on Jack, you can't have fun
all the time.

CHILDREN'S LAUGHING FACES as a familiar BOY hangs upside down from a tree limb.

JACK'S SISTER

Jack, get down from there!

A HAPPY FAMILY at a roaring fire as the same boy jokes around with antlers on his head.

COLONIAL BOY (O.S.)

You're funny, Jack.

Jack walks toward the woods with his sister. His mother, face unseen, calls out to him.

JACK'S MOTHER

Be careful.

Jack shakes his head like he's heard it a million times but never pays it any mind.

JACK

(laughing)
We will.

And then--

START JACK'S MEMORY

We are on an eye, a familiar eye but this one is brown not blue. PULL BACK to reveal young JACK, brown hair, brown eyes. He is staring directly at the camera, a look of...what is it? It's hard to read but it's VERY intense. We keep pulling back to reveal him dressed as we first saw him in 16th century clothes. Behind him, dark winter trees and snow come in to focus.

EXT. FROZEN POND - BURGESS - DAY

JACK
(calm, serious)
It's okay. It's okay. Don't look
down, just look at me.

Jack reaches slowly down and removes the second of two rudimentary ice-skates, leaving him BAREFOOT on the surface of a familiar FROZEN pond. And now we see what he sees, a girl of about FOUR (with an uncanny resemblance to Jamie's sister Sophie) stands in her skates, rooted to the spot. A spider's web of cracks emanates from where she stands.

JACK'S SISTER
Jack, I'm scared.

CRACCKKK! The ice below her splinters more. She wobbles as it starts to separate.

JACK
I know, I know...but you're gonna
be alright. You're not gonna fall
in. We're gonna have a little fun
instead.

JACK'S SISTER
No we're not!

JACK
Would I trick you?

JACK'S SISTER
(fighting back tears)
Yes! You always play tricks!

JACK
(chuckles)
Well, alright. Well, not, not this
time. I promise. I promise,
you're gonna be...you're gonna be
fine.

Jack fixes her gaze...holds it...there's nothing but the two of them.

JACK
You have to believe in me.

Jack's sister pauses a moment, then smiles through her fear.

And just like that, Jack's demeanor changes. A light is switched on inside him and the last thing that could be happening is what is actually happening.

JACK (CONT'D)
(casual, playfully)
You wanna play a game? We're going
to play Hopscotch! Like we play
every day!

Jack's sister looks more reassured.

JACK (CONT'D)
It's as easy as...one...whoaaaa...

And Jack shows his sister the first leap, but mugs for her, almost losing his balance then catching himself. She laughs.

JACK (CONT'D)
Two...
(the next jump)
Three!

He turns toward her with his arms spread out.

JACK
Alright...

He reaches down to pick up a familiar-looking stick lying on the ice. He extends it towards her --

JACK (CONT'D)
Now it's your turn.

Jack's sister looks down. She is trying to gather her courage. Jack, never breaking his gaze with her,

JACK (CONT'D)
(softly)
One...

She hops, wobbling, but catching her balance.

JACK
That's it, that's it...two...

She's almost there, Jack's staff just beyond her reach.

JACK
Three.

She grabs hold of Jack's staff and in one massive effort he slings her with all his might to safety. But the movement propels him into the cracked ice. He looks up to see his sister safe - smiles - and then plunges into the dark cold water.

JACK

Whoa...

JACK'S SISTER

Jack!

Jack falls back into the icy water. SPLASH!

UNDERWATER

We're looking up at the hole in the ice, descending into the dark icy depths...then THE FULL MOON appears from behind the clouds as Jack's hands claw through the water towards it, but it's helpless. The MOON glows bright...brighter...

Jack's BODY begins to glow, bathed in MOONLIGHT. PUSH IN on his FACE, becoming brighter and brighter until his brown hair turns white and JACK'S BRIGHT BLUE EYES flash open --

EXT. MOUNTAIN FISSURE - NIGHT

The icy walls rush back in as we pull out from Jack, reeling from the memory. He sees Baby Tooth.

JACK

Did you -- did you see that?

She shakes her head 'no', tweets 'of course not'!

JACK

It -- it was me! I had a family!
I had a sister!

His excitement suddenly turns to realization.

JACK

I saved her!

He looks up at the opening above. The MOON peeks out from behind the clouds.

JACK

(whispers up to Manny)
That's why you chose me.
(to himself)
I'm, I'm a Guardian.

The Moon seems to shine a little BRIGHTER. Baby Tooth tries to take flight but she sputters and lands back in the palm of Jack's hand.

JACK

We have to get out of here.

Jack looks down at the two halves of his staff, and picks them up. He tries to fit them back together, but nothing happens. He tries again, this time using every ounce of strength left in him. Baby Tooth watches, her eyes widening as, a SPARK of blue light shoots off the staff.

Jack continues to push, until a the icy blue light spreads and melds the two ends of the staff back together. Jack smiles.

EXT. ICEBERG - DAY

Suddenly Jack, with Baby Tooth tucked safely in his tunic, SHOOTS UP out of the fissure, high into the sky and through the clouds.

JACK

Come on Baby Tooth! I owe you one.

CUT TO:

SEQ. 2500 - THE LAST LIGHT

INT. PITCH'S LAIR - NIGHT

A SERIES OF QUICK CUTS: The Mini Teeth TWITTER as Jack jumps from CAGE to CAGE, opening them as he goes. Jack opens another cage and notices the fairies standing still.

JACK

Come on, let's go.

Jack looks around and notices that all of the Minis are still in their cages.

JACK (CONT'D)

What's wrong?!

The fairies are just standing around, listless.

JACK (CONT'D)

None of you can fly?

Baby Tooth directs Jack's attention to the Globe at the base of Pitch's lair.

JACK

The lights...

INT. NORTH POLE - FACTORY FLOOR

A Yeti very carefully sets the last of a group of newly painted red robot dolls on a shelf. He breathes a sigh of relief.

Suddenly, the entire factory begins to shake, knocking the robot doll to the ground. He dives after it, juggles it in the air, and catches it just before it hits the ground.

Suddenly, streaks of BLACK SAND whoosh up into and around the factory. The dark sand snakes its way up and around the globe, causing the Yetis and Elves to scatter and knocking TOYS to the floor.

The Yetis and Elves look up in horror as the black sand, now covering the globe, gives rise to Pitch, who stands before them cackling.

PITCH

You're all free to go! We won't be needing any Christmas toys this year, thank you! Nor ever again!

The yeti with the robot dolls sinks his head and sighs in defeat.

INT. PITCH'S LAIR - NIGHT

Jack lands on the ground, now standing before PITCH'S GLOBE -- and it looks almost completely devoid of light.

JACK

They're all going out...

INT. NORTH POLE - DAY

Pitch is practically dancing across North's globe, he's so giddy, counting down as the last few lights go dark.

PITCH

Only six left! Six precious children who still believe in the Guardians with all their h--

(a lights blinks out)

Make that, five.

(another)

Oo! Four!

(mounting)

Three!

(ecstasy)

TWO!

His eyes widen as he snaps his fingers with anticipation and glee. All of his hard work and planning - finally paying off!

Pitch stares down at the one last light, waiting for it to go out. He snaps his fingers a few more times. Still nothing. His smile fades. His face goes cold as he realizes...

PITCH
(to himself)
One.

INT. PITCH'S LAIR - NIGHT

Jack jumps up onto the globe to closely inspect the last light. The light is brought into full view. Jack smiles.

JACK
Jamie!

We're tight on the globe, where the LAST LIGHT flickers. We PUSH IN to the light and...

EXT. BURGESS - NIGHT

...down onto the streets of Burgess. We race over the town until we land on Jamie's house, a single light shining from his bedroom window.

DISSOLVE TO:

SEQ. 2000 - JACK AND JAMIE

INT. JAMIE'S ROOM - CONTINUOUS

Jamie is sitting up in bed, talking to an old stuffed rabbit, and whispering.

JAMIE
Okay look, you and I are obviously at what they call a crossroads, so here's what's gonna happen -

Jack appears outside Jamie's window and moves closer to get a better look.

JAMIE (CONT'D)
If it wasn't a dream and if you are real, then you have to prove it. Like right now.

Jamie waits. He looks around expectantly. Jack looks on from outside the window, wondering if anything will happen.

JAMIE
(desperation creeping in)
I've believed in you for a long time, okay? Like my whole life in fact. So you kinda owe me now.

Jamie picks up his stuffed rabbit and holds it close.

JAMIE (CONT'D)
You don't have to do much, just a little sign so I know. Anything.
(beat)
Anything at all.

He waits. It's excruciating.

JAMIE
(a whisper)
I knew it.

Jamie lets the stuffed animal fall to the floor. Jack comes into the room and watches as the light slowly fades from Jamie's eyes, disbelief setting in.

Jack doesn't know what to do. He takes a moment to concentrate, then enters the room.

Then, Jamie notices the window as the panes of glass freeze over. The image of an Easter egg suddenly appears...

JAMIE
(seeing the window)
Huh?

Jamie looks down at the stuffed rabbit on the floor. He can barely comprehend what he's seeing. Jamie looks back to the window as more of the window panes frost over. Jamie's eyes get huge with amazement.

JAMIE
He's real.

Jack, excited, continues to exert himself trying to bring life to his drawing. And when he does, the frost rabbit comes leaping off of the window.

JAMIE
Whoa...

The rabbit hops around Jamie's room, bursting like a snowball over Jamie's head, the snowflakes sprinkling down on him.

JAMIE

Whoa!

Jack is as amazed as Jamie. But Jamie's amazement turns to confusion.

JAMIE

Snow?

A snowflake lands on the tip of Jamie's nose. The snowflake glows a magic blue. And in that moment a light comes into Jamie's eyes - an idea starts to take hold.

JAMIE

(whisper)
Jack Frost?

JACK

(a stunned beat)
Did he just say--?

Jamie stands up on his bed.

JAMIE

Jack Frost.

JACK

(disbelief)
He said it again. He said --
(beat)
You said...

Jamie turns around and suddenly his eyes go wide...

JAMIE

Jack Frost.

JACK

That's right! But-but that's me!
Jack Frost! That's my name! You
said my name!

Jamie's mouth drops open. Only then does Jack realize...

JACK

Wait, can you hear me?
(Jamie nods)
Can you... Can you see me?
(Jamie nods)
He sees me. He sees me!

Jack leaps for joy, and the room suddenly explodes with snow. Jamie can't believe it.

JAMIE
You just made it snow.

JACK
I know!

JAMIE
In my room.

JACK
I know!

JAMIE
You're real?

JACK
Yeah! Who do you think brings you
all the blizzards and snow days,
and you remember when you went
flying on that sled the other day?!

JAMIE
That was you?

JACK
That was me!

JAMIE
Cool!

JACK
Right?!

JAMIE
But what about the Easter Bunny and
the Tooth Fairy I mean--

JACK
Real-real-real! Every one of us is
real!

JAMIE
I knew it!

Jamie's mom calls from down the hall...

JAMIE'S MOM (O.S.)
Jamie, who are you talking to?

JAMIE
Um...Jack Frost.

JAMIE'S MOM (O.S.)
(a little chuckle)
...okay.

Suddenly, the sound of thunder and North's sleigh as Jack and Jamie look to the open window.

SMASH CUT TO:

SEQ. 2800 - JACK AND GUARDIANS REUNITE

EXT. STREETS OF BURGESS - NIGHT

NORTH (O.S.)
Whoa, whoa, whoa...

NORTH AND TOOTH arrive on the sleigh completely out of control, and crash land outside Jamie's house.

The reindeer are separated from the sleigh and run into the woods. A disheveled Tooth and North emerge from the wreckage.

NORTH
Ah, moi deti! Come back!

As North stands, his back suddenly gives out.

TOOTH
North! Are you okay?

NORTH
Is official. My powers are kaput.

TOOTH
Look!
(gasp)
Jack!

Jack comes flying toward them.

TOOTH
(flies to him)
Jack--!

Tooth falters and falls to the ground.

JACK
You okay?

They greet each other with a smile as North draws near.

NORTH
What are you doing here?

JACK
Same as you.

Jack looks off to the side as Jamie appears from out of his backyard.

NORTH
The last light!

JAMIE
(to North and Tooth)
Wow! It is you! I mean it is you!
I knew it wasn't a dream.

NORTH
Jack! He sees you!

Jack puts a protective hand on Jamie's shoulder. Jamie looks up at him and smiles. Jack and North exchange a look.

JACK
Wait, but, where's Bunny?

NORTH
Losing Easter took its toll on all
of us. Bunny most of all.

Jack's face goes pale. North lowers his head in sadness. Then a twitchy-nosed LITTLE BUNNY appears on the sleigh.

JACK
Oh...no...

JAMIE
(chuckles)
That's the Easter Bunny?

BUNNYMUND
Now somebody sees me! I mean,
where were you about an hour ago,
mate?

JAMIE
What happened to him? He used to be
huge and cool! And now he's cute.

Jamie gently tickles Bunny under his chin. Bunny begins involuntarily thumping his paw.

BUNNYMUND
Oh, that's good.

Bunny catches himself and pushes Jamie's hands away.

BUNNYMUND (CONT'D)

(to Jack)
Did you tell him to say that?
(hops over to Jack)
That's it! Let's go! Me and you!
Come on!

JAMIE

No! Actually he told me you were
real. Just when I started to think
that maybe you weren't.

Bunny stops. Did he just hear that right?

BUNNYMUND

He made you believe? In me?

A moment of reconciliation between them, broken by the sounds of THUNDER. The Guardians look to the sky to see Pitch enveloped by dark clouds as he stares down at them from atop a writhing mass of Nightmare sand.

JACK

(to the others)
Get Jamie out of here.

NORTH

Be careful, Jack!

Jack leaps into the air, and goes flying directly at Pitch. Meanwhile, the Guardians take Jamie to find shelter.

ON PITCH

His eyes flash with anger at see Jack coming toward him.

PITCH

Jack Frost! Let's end this, shall
we?

Pitch sighs as he rolls his eyes and flies down to meet Jack head on.

EXT. STREETS OF BURGESS - NIGHT

Jack sends a blast of ice and frost at Pitch as he barrels toward him. Pitch easily absorbs the attack with his Nightmare sand.

PITCH

That little trick doesn't work on
me anymore.

Jack's plan backfires as Pitch charges ahead and unleashes a roaring fury of Nightmare sand that knocks Jack out of the sky.

EXT. STREETS OF BURGESS - MOMENTS LATER

Jamie and the Guardians do their best to avoid the patrolling Nightmares. North struggles to keep up.

BUNNYMUND

Quick, this way this way!

Bunny leads them down an alley, but it's no use.

BUNNYMUND (CONT'D)

Dead end. Other way other way!

Jack suddenly falls from the sky, lands on a dumpster, and falls limp to the ground. THUD! The others turn their attention and wince.

JAMIE

Jack!

They rush to Jack and help him to his feet.

NORTH

That was good try, Jack! A for
effort!

JACK

(groaning in pain)
He's stronger. I can't beat him.

North and Tooth trade looks of concern. Then, a menacing chuckle. The Guardians keep a watchful eye as Nightmare shadow streaks across the alley.

PITCH (V.O.)

All this fuss over one little boy.
And still he refuses to stop
believing.

A CRACK of Thunder reveals the shadow of an approaching Nightmare as the sounds of hooves clacking against the ground echoes from the opposite end of the alley.

PITCH

Very well. There are other ways to snuff out a light.

Bulbs start bursting as the arm of a shadow moves across the remaining lights in the alley. Terror in Jamie's eyes. What does that mean?

BUNNYMUND

If you want him, you're gonna have to go through me!

With a finger raised, the shadow arm glides along the floor, curling around the back of Bunny.

PITCH

(laughing, genuinely)
Look how fluffy you are! Would you like a scratch behind the ears?

Bunny jumps back into North's arms.

BUNNYMUND

Don't you even think about it!

Pitch comes into view, riding atop Onyx. A gleeful smile strewn across his face.

PITCH

I can't tell you how happy it makes me to see you all like this. You look awful.

They are weak and defenseless. But still the Guardians gather around Jamie, to shield him from whatever may come.

JAMIE

Jack, I'm scared.

There's a sudden moment of realization. Jack has heard these words before.

JACK'S SISTER (V.O.)

Jack, I'm scared.

CUT TO:

EXT. FROZEN POND - FLASHBACK - DAY

We pan up from the ice to find his sister as he saw her in his memory. She is smiling.

JACK (V.O.)
I know, I know. But you're gonna
be alright...

CUT TO:

EXT. STREETS OF BURGESS - NIGHT

Jack, wide eyed.

JACK
We're gonna have a little fun,
instead.
(beat)
That's it. That's my center.

Jamie gives Jack a questioning look. What does Jack have in mind? Pitch gets closer.

PITCH
So what do you think, Jamie? Do
you believe in the Boogiema...

BOOF! A snowball suddenly hits Pitch in the face. Two Nightmares look at each, unsure how to react. Jamie can't help but snicker and North lets out a chuckle.

Jack looks around the alley. He spots a wooden crate, a trash can lid and a discarded wok amidst a pile of trash.

JACK
Now let's go get your friends.

Pitch wipes the snow from his face and looks up to see a track of ice leading out of the alleyway. Jack, Jamie and the Guardians are gone.

SMASH CUT TO:

EXT. THE STREETS AND ROOFTOPS OF BURGESS - NIGHT

An aerial view of Burgess. The streets are empty and the city is quiet. Suddenly a streak of blue begins to materialize, making its way through the tranquil suburb.

A man walks his dog across an empty street when suddenly a cold wind blows behind him. Jack and Jamie come flying past, leaving a trail of ice in their wake. And on that ice - the Guardians careen along in make-shift sleds. They are scared and thrilled, but they're having fun.

JACK
Yeah! Come on!

JAMIE
Whoa! Cool!

INT. CUPCAKE'S BEDROOM - NIGHT - MOMENTS LATER

A terrified Cupcake lies in bed awake. The Guardians' reflections streak across the window when suddenly, BOOF! A snowball strikes the pane of glass.

Cupcake pulls the covers down to find that it's suddenly SNOWING inside! As the snow circles around Cupcake's head, she sits up and smiles.

EXT. PIPPA'S HOUSE - CONTINUOUS

Pippa sits in bed amazed as it snows in her room. She hears a KNOCK at her window and moves toward it to find Jamie floating outside.

She throws open her window and looks down to the ground to reveal that they are two stories up.

PIPPA
Jamie, how are you doing that?!

JAMIE
Jack Frost! Come on, we need your help!

Jamie takes off flying down the street, and as a snowflake lands on her nose she suddenly sees him.

PIPPA
Hey is, is that?

MONTY (O.S.)
Jack Frost!

Pippa looks up to see Monty across the street with his head out the window and snow coming down in his room, a gaping smile across his face.

EXT. CLAUDE AND CALEB'S HOUSE - NIGHT - CONTINUOUS

Caleb and Claude sit up in bed in amazement, staring at the snowflakes as they stream down from the ceiling.

CLAUDE

Huh?!

THUD! The twins look down to find neatly wrapped gifts at the feet of their beds as a jolly voice bellows in the distance.

NORTH (O.S.)

Merry Christmas!

The twins open their window, amazed to see their heroes sled past.

BUNNYMUND

Happy Easter!

TOOTH

Don't forget to floss!

Caleb looks to his brother, dumbfounded. Suddenly Cupcake skids past, laughing and screaming on her own sled.

CLAUDE

Cupcake?

And so it goes through the town.

CLAUDE

(walla)
Yeah!

PIPPA (O.S.)

Jamie you were right!

CALEB

The Easter Bunny's real!

PIPPA (O.S.)

And the Tooth Fairy!

CLAUDE

And Santa!

MONTY (O.S.)

They're all real!

CUT TO:

SEQ. 2900 - SHOWDOWN

EXT. STREETS OF BURGESS - MOMENTS LATER

Jack, the Guardians, and the children all come to gliding halt on their sleds. They look up to see Pitch standing atop a building with a confident smile, while the clouds stir behind him.

Monty, late to the party, comes running joyously past Jamie and the Guardians who stand in silence as they stare up at the sky.

MONTY

Whoa, yeaaaaaaaah!!!

(sees Pitch, makes U-Turn)

Ahhhhhhhhhhhh!

PITCH

You think a few children can help you? Against this!

The Nightmare sand storm descends from the sky. North draws his sword, but the weight of the blade pulls him down. He can barely stand. Jack moves to North's side as they look back to Jamie, noticing the concern on his face.

JACK

They're just bad dreams, Jamie.

BUNNYMUND

And we'll protect you, mate.

PITCH

Aww, you'll protect them.

(smiles)

But who will protect you?

Jamie takes a moment to reflect while his friends look up at the sky in fear. Jack looks down, surprised, to see that Jamie has taken a position in FRONT of him.

JAMIE

I will.

Suddenly, Jamie's friends move to join him.

CUPCAKE

I will.

CALEB AND CLAUDE

I will.

PIPPA

And me.

MONTY

(reluctant)

I'll try.

The Guardians, amazed, watch as the kids squeeze past them.

PITCH

Still think there's no such thing
as the boogeyman?

Pitch's wave of Nightmare sand snakes its way through town causing destruction wherever it goes and converges toward a single point as it heads straight toward the kids.

JAMIE

I do believe in you. I'm just not
afraid of you.

Jamie thrusts out his hand toward the Nightmare wave. His friends follow suite, just as the Nightmare sand smashes into them. As it makes contact, the black sand...bursts into streams of GOLDEN DREAMSAND.

KIDS

(walla)

Whoa...whoaaaa!

Everyone is amazed, hardly believing their eyes. Streams of Dreamsand swirl around the children. And then it's pandemonium. The Nightmares buck and jump as the sand makes its way past them.

ON PITCH

He watches, aghast, as his precious Nightmares transform back into golden Dreamsand and makes its way across town.

EXT. STREETS OF BURGESS - NIGHT

Tooth, amazed, watches as her wings suddenly flutter with a resurgence of strength and energy. She takes off and flies past the kids who cheer her on.

CUPCAKE

(walla)

Yeah, Tooth Fairy! Whoaaaa!

North's eyes widen. He straightens his back and unsheathes his scimitars.

MONTY
(walla)
Whoa, yeah!

ON PITCH

PITCH
No! Get them!

Pitch gives a signal and sends another wave of Nightmares toward the Guardians.

PITCH (CONT'D)
Do your jobs!

ON BUNNY

The petite rabbit looks at himself, waiting to be transformed.

BUNNYMUND
Oh yeah, come on, come on!

When suddenly he's pursued by a snarling Nightmare.

BUNNYMUND (CONT'D)
Oh, crikey!

Bunny takes off running.

ON NORTH

North throws two snowglobes down to the ground, through which an army of yetis and elves emerge.

CALEB AND CLAUDE
No way!

ON BUNNY

Bunny tries to scurry under a parked car in order to evade the attacking Nightmare, but he is snatched by his tail before he can get away.

BUNNYMUND
I'm just a bunny!

Suddenly, Bunny transforms back to his normal size and whips out his boomerangs while being held upside down.

BUNNYMUND (CONT'D)

G'day, mate!

Bunny kicks the Nightmare, flips into the air, and throws his boomerangs which slice through two more Nightmares, turning them to dust.

Bunny drums his feet on the ground and an army of sentinel eggs suddenly rise up out of the earth. Caleb finds himself riding on top of one as they join the yetis and elves in battle.

CALEB

(walla)

Whoa!

BUNNYMUND

(walla)

Come on! Wooooohoooo!

Elves riding toy ducks and planes come flying in overhead like bombardiers, turning Nightmares into puffs of black sand as they fly through them.

The kids look to see a Nightmare charging toward them, only to stop in it's tracks once the kids turn to face it.

CUPCAKE

Let's get 'em!

KIDS

Aaaaaahhhhhh!

The kids, accompanied by two elves in a bike and side car, charge an incoming Nightmare. The elf behind the wheel lunges toward it, biting at its haunches.

CUPCAKE

(walla)

Come on guys, we can do it!

The kids put their hands on the Nightmare, turning it to Dreamsand.

CUT TO:

EXT. BUILDING ROOFTOP - NIGHT

Pitch looks down with a smile at the chaos in the streets below. Suddenly, a THUD! Pitch turns toward the noise to see Jack on the roof.

Jack quickly sends a streak of frost toward Pitch's Nightmares, disabling a few of them.

CUT TO:

EXT. STREETS OF BURGESS - NIGHT - CONTINUOUS

The Guardians turn toward the explosions of ice and snow taking place atop the surrounding buildings.

CUT TO:

EXT. BUILDING ROOFTOP - NIGHT - CONTINUOUS

Pitch begins to charge and responds with an attack of his own. Jack jumps to an adjacent roof and lets out another blast of ice.

CUT TO:

EXT. STREETS OF BURGESS - NIGHT - CONTINUOUS

BUNNYMUND
(to North)
All yours, mate.

Bunny taps his foot on the ground and creates a rabbit hole for North and himself to travel through.

CUT TO:

EXT. BUILDING ROOFTOP - NIGHT - CONTINUOUS

Jack runs into Pitch as he rounds the corner of a chimney. Pitch let's a Nightmare arrow fly, which is suddenly deflected by Tooth as she flies through the area and takes out a few Nightmares of her own.

JACK
Thanks, Tooth!

Suddenly, Bunny comes flying out of a nearby chimney, drawing his boomerang as he lands.

BUNNYMUND
(throwing boomerang)
Ho, ho, HO!

The Nightmares surrounding Pitch explode into dust as the boomerang tears through them.

CUT TO:

EXT. BUILDING ROOFTOP - NIGHT - CONTINUOUS

North shoots out of a bunny hole, his scimitars at the ready, only to have landed on a roof some distance from the Guardians.

NORTH

Hyah!
(looks around)
Wrong roof.

CUT TO:

EXT. BUILDING ROOFTOP - NIGHT - CONTINUOUS

Pitch tries to escape the attacking Guardians and slips into a nearby shadow, emerging through the side of the building. North jumps off the roof to greet him mid-air with his scimitars.

CUT TO:

EXT. STREETS OF BURGESS - NIGHT - CONTINUOUS

Pitch is knocked to the ground. As he gets to his feet he forms a scythe with his Nightmare sand and begins crossing swords with North.

In an instant Pitch finds himself surrounded by the Guardians. Each of them take their turn to deal Pitch a few humiliating blows.

EXT. STREETS OF BURGESS - NIGHT - CONTINUOUS

Jamie looks over Caleb's shoulder as a wisp of Dreamsand leaves his palms and rises into the air.

CALEB

Look at that!

JAMIE

(gets an idea)
I got it.
(off their confused looks)
(MORE)

JAMIE (cont'd)

I know what we have to do! Guys,
come on!

Jamie leads his friends as they follow the streams of Dreamsand down the street toward the growing mass of golden sand.

CUT TO:

EXT. STREETS OF BURGESS - NIGHT - CONTINUOUS

The Guardians advance toward Pitch.

JACK

It's over Pitch! There's no place
to hide.

Pitch give them a wry smile and quickly descends into the shadows, casting multiple versions of himself along the alley walls.

Suddenly, in their moment of distraction, Pitch rises up behind Jack, his Nightmare sand AXE in hand.

BUNNYMUND

Jack, look out!

The other Guardians look on in horror as--

A golden whip wraps itself round Pitch's hands. We follow the whip to reveal Sandy, coalescing from the funnel cloud of Dreamsand. He gives Pitch a look, wags his finger, and then uppercuts him into the air.

KIDS (O.S.)

(walla)

Whoa! The Sandman!

Sandy looks off to the side to where Jamie and his friends have gathered. He forms a Dreamsand hat and tips the cap to Jamie. Jamie, gleeful, waves back to Sandy as his friends stand behind him in awe.

KIDS

(walla)

Man, this is so cool! Yeah,
alright! Wahoo! Wow!

Sandy then looks to his whip and tugs on it, slamming Pitch into the ground and knocking him out. The Guardians cheer as they welcome Sandy's return.

NORTH
Welcome back, old friend!

JACK
(stunned)
Sandy.

TOOTH
Oh, Sandy. You're alright!

BUNNYMUND
Sandy, come here!

JACK
Yeah!

BUNNYMUND
Mate, you are a sight for sore
eyes!

Sandy floats into the air, and shoots streams of Dreamsand in every direction.

INT. BEDROOM - NIGHT - CONTINUOUS

A wisp of Dreamsand floats into a child's bedroom and touches his forehead while he sleeps. Suddenly, a Dreamsand figure forms above the child's head, it's the Tooth Fairy.

INT. PITCH'S LAIR - CONTINUOUS

Lights begin to appear on the globe. Baby Tooth notices this, and perks up. Her wings start to flutter.

Other fairies begin to fly. They shoot down to the tooth boxes and begin opening them. We see one of the faces on a box, and transition to the actual child who she goes from sad to happy as her fondest memories flood back. We zoom out of her face to see thousands of fluttering fairies and...

CUT TO:

EXT. STREETS OF BURGESS - NIGHT

Sophie peers out of her bedroom window, watching as streams of Dreamsand dance along the Burgess skyline.

SOPHIE
Pretty!

CUT TO:

EXT. STREETS OF BURGESS - NIGHT

More and more windows begin to shine bright with gold as swirls of Dreamsand fill the night sky. We pull back to reveal the globe in North's sleigh, now decorated with spots of yellow light.

CUT TO:

EXT. STREETS OF BURGESS - NIGHT - CONTINUOUS

A Nightmare comes barreling towards Cupcake. It screeches to a halt, inches from the girl's face. She gently taps the creature on the nose and turns into a Dreamsand Unicorn.

CUPCAKE

Whoa...

A gigantic Dreamsand dinosaur foot comes down revealing a Dreamsand brontosaurus. As Dreamsand creatures fill the streets, the Guardians and children rejoice.

MONTY

(walla)

Yeah!

Jamie stands in awe of a school of beautiful Dreamsand fish as they float by. Suddenly, he's hit in the head with a snowball. He turns to look and sees Jack, smiling. Jamie picks up a snowball and throws it at his friends. Almost instantaneously, a snowball fight ensues.

CLAUDE

(walla)

Oh yeah? Bring it on!

Sandy salutes Jack and North, who are standing off to the side while the snowball fight escalates.

NORTH

Your center?

JACK

It took awhile, but I figured it out.

North tosses Jack a small item. Jack catches it and looks to his open palm, it's a Russian nesting doll in the image of Jack, similar to those found in North's workshop. Jack smiles and North gives him a wink in return.

BOOF! North is suddenly hit by a snowball and turns. He sees Claude, Caleb, and an elf; they immediately point fingers at each other.

CALEB AND CLAUDE

Ooohhh.

A beat, until North bursts out in laughter.

NORTH

(laughing)

You're all on naughty list.

(to Bunny)

Bunny, think fast!

He throws a snowball, which hits Bunny smack in the face.

Pitch groans in pain, and rises up to see the town crawling with Dreamsand creatures, snowballs flying and yetis playing.

PITCH

(to himself)

No.

He whips around to see the kids - having the time of their lives - and no fear in their eyes. He rises up, his entire body shaking with rage, and screams at them.

PITCH (CONT'D)

You dare have fun in my presence!

I am the Boogeyman! AND YOU WILL

FEAR ME!

He lunges at Jamie who come running toward him, Pitch's hands outstretched as if he's going to grab him by the throat. But Jamie runs right through him, laughing, joyous.

PITCH (CONT'D)

Noooo!

Pitch gasps, realizing that he no longer has any power over the children. The devastation plays across his face.

PITCH (CONT'D)

(under his breathe)

No.

He sees the Guardians approach, standing side by side with one another. Pitch turns and flees into the forest.

EXT. POND - NIGHT

Pitch runs through the shadows in terror. He comes crashing through the trees of the forest, and out onto the ice of the pond. He looks over his shoulder to see if the Guardians are on his tail, when BOOM! He runs smack into North's chest.

Pitch slips on the ice, and falls backwards. He looks up to see North smiling down at him.

NORTH

Leaving the party so soon?

TOOTH

You didn't even say goodbye.

Tooth tosses something to Pitch which he catches. He looks down. It's a quarter.

PITCH

A quarter?

BLAM. A fist punches him right in the jaw, and a single tooth goes skittering across the ice. Tooth shakes out her hand.

TOOTH

And that's for my fairies.

PITCH

(scowls)

You can't get rid of me! Not forever! There will always be fear!

NORTH

So what? As long as one child believes, we will be here to fight fear!

PITCH

Really? Then what are they doing here?

Hundreds of Nightmares emerge from the woods, surrounding the pond. It's terrifying, but the Guardians seem unphased.

NORTH

They can't be my Nightmares, I'm not afraid.

JACK

Looks like it's your fear they smell.

Suddenly, Pitch's eyes get huge with terror as the Nightmares move in on him. He begins to back away, but the Nightmares pick up speed as they charge toward him.

PITCH

Ahhh, no...AAAAHHHHHH!!

He tries to run, but it's impossible to get his footing on the ice. He falters, and is swept up in the stampede of Nightmares. The streaks of black whip and latch themselves onto Pitch as the black cloud carries him through the forest.

PITCH (CONT'D)

No, no, nooooooo!

Pitch struggles to escape, but the mass of black sand pulls him deep into the forest, under the frame of the broken bed, and back down into the dark depths of the underground. He looks up at the moon as he disappears and the hole in the earth seals itself up.

CUT TO:

SEQ. 3200 - THE OATH

EXT. POND - THE MOON

Pale and faint in the day, but oddly close and welcoming. It can't be, but -- is that the barest hint of a FACE on the Moon? Jack smiles as he looks up at it. He hears Tooth's laugh and turns to find North, Tooth, Bunny and Sandy, their faces shining with pride.

Tooth comes flying in to give Jack a hug. She lifts him off the ground as they embrace. They share a moment and she soon recoils with giddy embarrassment as Baby Tooth interjects.

Jack acknowledges Baby Tooth and gently pats her on the side of her face as North steps forward.

NORTH

Are you ready now, Jack?

(beat)

To make it official.

Jack looks over, a stern elf is hitting a horn against his palm. A Yeti hands North the book we saw when Jack and the Guardians first met. Sandy and Bunny share a boastful look.

NORTH (CONT'D)

Then is time you take Oath.

North opens the book, flips through several pages, and takes a moment before he speaks.

NORTH (CONT'D)

(to Jack)

"Will you, Jack Frost...vow to watch over the children of the world?"

Jamie and his friends along with a crowd of yetis, elves, and eggs all make their way across the pond to the rest of the group. As they approach we see settle on Jamie, who stands at the center of the group.

NORTH (CONT'D)

To guard them with your life - their hopes, their wishes, and their dreams? For they are all that we have, all that we are and all that we will ever be."

Jack takes a second to look back at Jamie, then back to North.

JACK

I will.

NORTH

Then congratulations, Jack Frost - for you are now and forevermore...a Guardian.

Jamie and the kids erupt in a CHEER, as do the Yetis and Eggs.

KIDS

(walla)

Oh man! Woo! Yeah, Jack! Yeah, Jack! Yeah! Woo!

NORTH

(walla)

Yippa!

BUNNYMUND

(walla)

Yeah! Woo! Good job, mate. Good job!

KIDS

(walla)

Alright! Yeah! Go, Jack!
Alright! Woo. Alright!

NORTH

Klasno!

North picks up Jack, gives him a hug, and kisses him on both cheeks. Jack winces, then looks up to North with a smile.

BUNNYMUND

(walla)

That's my boy! Woo!

KIDS

(walla)

Alright Jack. Yeah! Awesome!

Imitating North, an elf picks up the elf standing next to him and gives him a big kiss. After an awkward pause, the affectionate elf is punched in the face.

Jack looks to see several fairies hovering nearby, forming the shape of a heart. One of the swooning fairies faints and falls to the ground.

TOOTH

Keep it together, girls.

KIDS

(walla)

Jack! You did it Jack! Wooo!
You're in the Guardians! Yeah,
Jack! Yay! Yeah! You earned it!
You're Jack Frost! Yay! Awesome,
yay!

CALEB

(walla)

You guys, look!

MONTY

(walla)

That's Santa's sleigh.

The group looks up to the sky as North's sleigh comes in for a landing. The tie-dyed elf rescues a lone egg from the skis of the sleigh as it glides across the icy pond.

KIDS

(walla)

Wow, it's real. That is wicked!
Whoa, that was awesome! Ohh...can
you believe this? Whoa, did you
guys see that? That's awesome!
Wow! Whoa!

BUNNYMUND
(to North, wryly)
Everyone loves the sleigh.

KIDS
(walla)
Wow! Look at that! So totally
insane!

North turns away from Bunny and puts his hand on Jack's
shoulder.

NORTH
Time to go.

As the kids look on in wonder, Sandy throws up his hands
creating a shower of Dreamsand, which drifts down on the
children.

KIDS
(walla)
Whoa! It's beautiful. Wow, that
was awesome!

Meanwhile, Bunny hands an egg to Sophie who giggles and pats
the brim of his nose.

BUNNYMUND
Happy Easter ya little anklebiter.
I'm gonna miss yah.

SOPHIE
Bye, bye, bunny.

Jamie realizes what's about to happen.

JAMIE
You're leaving? But, what if Pitch
comes back?

Jack looks back at Jamie, who seems wistful and worried.

JAMIE (CONT'D)
What if we stop believing again?
If I can't see you --

Jack kneels down to look Jamie in the eye.

JACK
Hey, hey, slow down, slow down.
You telling me you stop believing
in the moon when the sun comes up?

JAMIE
(considers, then)
No.

JACK
Okay, well do you stop believing in
the sun when clouds block it out?

JAMIE
(smiles)
No.

JACK
We'll always be there, Jamie. And
now...we'll always be here.
(points to Jamie's heart)
Which kind of makes you a Guardian
too.

Jamie smiles. Jack stands up and heads toward the sleigh.
Jamie's friends stand off to the side rubbing their eyes as
they become drowsy.

KIDS
(walla)
I can't keep my eyes open. I think
I gotta go home. Let's go home.
What time is it? I'm sleepy.

JAMIE
Jack!

Jamie runs over and wraps his arms around Jack. For a
moment, Jack's astonished and then gives Jamie a warm
embrace. Jack stands up and gets in the sleigh with the rest
of the Guardians.

NORTH
Hyah!

Jack and the Guardians look toward the kids as the sleigh
takes off. Jamie RUNS behind the sleigh, following Jack. In
spite of it all, he doesn't want to let go. The sleigh takes
off into the sky. Jamie stops unable to follow.

KIDS
(walla)
Woooo! Yeah! Yay!

IN SLEIGH

JACK (V.O.)

My name is Jack Frost. And I'm a
Guardian. How do I know that?
Because the moon told me so. And
when the moon tells you something,
believe it.

Jack moves to the back of the sleigh as the Guardians pat him
on the back. Jack smiles...and forms a snowflake in his
hand. For Jamie, for all of us in the theatre. It glides
off his fingertips and flies toward camera as we...

FADE TO WHITE