

Drew's
Script-O-Rama



"HELLBOY"

by

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PRODUCTION DRAFT

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OMIT

INT. DARKROOM - INTERVIEW 1

In a photographic DARKROOM: old optical enlargers, porcelain trays, timers, and stills hanging out to dry.

GEORGE MATLIN, a slightly obese, nearsighted man in his seventies.

OLD MATLIN

Is he real? Oh yeah -- Absolutely.

Super: CPL. GEORGE MATLIN, combat photographer.

OLD MATLIN

I haven't talked about it for years,
you know?

(looks at the camera)

Everyone called me crazy...

Matlin smiles as he paws through a box of old negatives.

OLD MATLIN

But I have the negative.

Someone turns on the darkroom's red safety light for an eerie, dramatic effect.

TECHNICIAN'S VOICE

Get ready, 3-2-1... Roll tape.

OLD MATLIN

It all started back in '44. I was a
Corps photographer aboard an allied
submarine...

CUT TO:

INT. SUBMARINE HALLWAY - NIGHT

YOUNG MATLIN'S hands again paw through a bunch of negatives, again under a red light. Now, at 21, he's wedged in a submarine corridor, a crowded maze of pipes and gauges.

35mm still cameras dangle from his neck. He shrinks back as a squad of MARINES hustles past him, loading weapons.

OLD MATLIN'S VOICE

...off the coast of Scotland.
Classified mission. I was 21...

SGT. WHITMAN, 44, tough as nails, pushes through, his uniform soaked in sweat.

OLD MATLIN'S VOICE

We had an English civilian on board.
Not much older than me but already
an advisor to President Roosevelt.
"Paranormal" advisor, I kid you not --

Whitman continues down the passageway until he reaches a small...

INT. SUBMARINE STATEROOM - NIGHT

Within, an incongruously proper young Englishman "reading" an ancient set of Tarot cards.

OLD MATLIN'S VOICE

His name was Trevor. Profesor Trevor --

WHITMAN

-- Broom! Topside, now.

TREVOR "BROOM" BRUTTENHOLM is a gaunt, olive-skinned man in his late twenties. In his hands, a tarot deck. He turns the cards face up: THE FOOL, THE MOON...

WHITMAN

The sooner we're done, the better.

Broom grabs a worn-down wooden box full of books and amulets. It has a leather strap that allows him to carry it, much like a carpenter's tool box.

BROOM

This is an important mission, Sgt.
Whitman. I hope you realize that.

WHITMAN

Oh -- you don't wanna know what I
think. Topside, now.

He moves away. Broom takes a small box and a few amulets.

Before exiting, he pauses and tensely turns the last TAROT CARD: THE DEVIL.

CUT TO:

OMIT

INT/EXT. SCOTLAND - TUNNEL - NIGHT

Super: OCTOBER 9, 1944, SCOTLAND.

It's raining like hell now. Soldiers move through a short tunnel carved into the mountain.

Whitman signals his men to spread out, then comes alongside Broom.

BROOM

Sgt. Whitman!! Sgt. Whitman!! May I have a word??

WHITMAN

(impatient)

What is it?

BROOM

In private, if you don't mind...

EXT. SCOTLAND CHAPEL REMAINS

They enter the remains of a small chapel. Broom produces the small box. It's full of rosaries.

BROOM

Your men -- They'll need these --

Whitman scowls and huffs. A life-sized wooden Christ contemplates the scene from above.

WHITMAN

You are a Catholic??

BROOM

Amongst other things, yes -- but that's hardly the point.

Whitman locks and loads an automatic.

WHITMAN

Here. You'll need one of these.

BROOM

I abhor violence.

(Whitman moves away)
Sergeant Whitman, I hope you don't
think me mad --

WHITMAN
Three days too late for that one,
"professor."

He moves away. Broom looks up to the wooden Christ: It has
no eyes.

EXT. DITCH

MATLIN hauls his tripod and gear and joins the troops on the
move. Broom catches up with Whitman.

WHITMAN
You're wasting our time: There's
nothing on this island but sheep and
rocks.

BROOM
Ruins. Not rocks. The remains of
Trondheim Abbey. Built on an
intersection of Ley Lines, the
boundaries between our world and the
other --

WHITMAN
(interrupts him)
What a load of crap. Hell, a week
ago I hadn't even heard the word
parabnormal --

BROOM
"Paranormal"
(Whitman moves on)
But -- you read the transmission.

WHITMAN
Half transmission. Nonsense -- German
ghost stories!

BROOM
I have seen ghosts, Whitman.

WHITMAN
Oh, I'll bet you have.

Reaching a slope, Matlin sets down his camera. Turning, he
sees lights.

MATLIN
Sweet Jesus.

Drenched, Broom and Whitman look down upon an impressive

ROMANESQUE RUIN. Under worklights, dozens of NAZI SOLDIERS swarm among thick stone walls and archways.

BROOM

They must be here for the sheep.

OMIT

EXT. AMONG THE RUINS - NIGHT

A dozen German soldiers swiftly assemble a large steel MACHINE. The work is monitored by a spindly Nazi in BLACK LEATHER, his face covered by an odd gas mask: KROENEN.

WHITMAN

The freak in the gas mask --

BROOM

Karl Ruprecht Kroenen, one of the Reich's top Scientists. Head of the Thule Occult Society.

EXT. NEARBY - BROOM - NIGHT

He lowers a pair of binoculars and passes them to Whitman.

BROOM

If he's here, this is worse than I thought.

WHITMAN

(to the radio man)

Air and sea backup. What's closest?

The RADIOMAN cranks a transmitter to life.

RADIO MAN

Londonderry, sir. Forty minutes away.

BROOM

We don't have forty minutes.

EXT. ABBEY RUINS - ALTAR AREA - NIGHT

Kroenen throws a switch: On the machine, dozens of gears respond!

Steam pistons thrust copper rails upright, lifting two mighty metal rings, not unlike a gyroscope. Kroenen grunts and signals for more floodlights to be turned on.

EXT. BEHIND THE ALTAR - NIGHT

The lights flood an ancient sacristy lined with eroded stone saints. GRIGORY, tall and gaunt, stands naked, arms fully extended.

GRIGORY

No matter what happens to me, you
must carry on with the work.

ILSA, a severe, ageless Aryan beauty, reverentially drapes
an embroidered robe over his bony shoulders.

ILSA

I will not leave you.

GRIGORY

Yes, you will... Leave me. Deny me.

ILSA

Never --

He hands her a small LEATHER-BOUND BOOK. It contains hand-
drawn notes and illustrations.

GRIGORY

This will guide you back to me.

He pulls her close, the clouds of their breath mingling.

GRIGORY

I grant you everlasting life, youth
and the power to serve me.

He dips his fingers in a wooden bowl full of blood, then
wipes her tears away with a crimson thumb, both a consolation
and a ritual.

VON KRUPPT, an acrid German General, wearing dark SCARLET
glasses and LEATHER GLOVES, appears. Looks at his pocket
watch. On the gold lid: a SWASTIKA.

VON KRUPPT

It's time.

OMIT

EXT. ABBEY RUINS - ALTAR AREA - CEREMONY - NIGHT

Grigory walks towards the machine, its colossal steel and
copper clockworks gleaming in the floodlights.

VON KRUPPT

Five years of research and
construction, Grigory. Five years!!

He strides alongside Grigory and Ilsa, who holds an umbrella
to shield her master from the pouring rain.

VON KRUPPT

The furhrer doesn't look kindly on

failure.

GRIGORY

There will be no failure, General. I promised Herr Hitler a miracle. I'll deliver one.

Kroenen mutters excitedly as he opens a polished oak box containing a massive gold and copper MECHA-GLOVE.

Grigory extends his hand so that KROENEN may fit him with the contraption, which is attached to cables and hoses.

EXT. THE HILLTOP - ALLIED SOLDIERS - NIGHT

The Americans fan out, unseen.

Broom and Whitman dive into a ditch barely in time to avoid a German foot patrol.

Other GI's take up positions below a machine gun nest.

EXT. ABBEY RUINS - ALTAR AREA - NIGHT

Grigory walks to the top of the altar, cables trailing behind him.

GRIGORI

Tonight, We will open a portal and awaken the OGDRU JAHAD: The seven Gods of chaos.

(beat)

Our enemies will be destroyed. In an instant, all impurity in this world will be razed and from the ashes a new eden will arise.

He looks down at the machine and whispers --

GRIGORY

Ragnarok, Anung Ia Anung.

He flexes his fingers and in response --

-- the two metal rings swing around the machine's central axis. TCHINK!!! WHIRRR!!! STEAM escapes from the ducts and pipes. An invisible blast of energy forces the falling rain to swerve momentarily away from Grigory's body.

Ilsa signals TWO NAZI SCIENTISTS standing at a control panel.

ILSA

More Power!! Don't let the level drop!!

One of them inserts a 20 inch SOLID GOLD CYLINDER into the

machine. Two openings remain vacant next to it.

A blade of light opens in the air!

Burning symbols slash the air, like living serpents of fire.

EXT. COSMIC SLIT - NIGHT

The edges of the cosmic slit sizzle with color; an ALIEN GALAXY sparkles on the other side. Suddenly, a work light tears loose and flies in.

EXT. COSMIC SLIT - FROM THE OTHER SIDE - NIGHT

The six-foot work light tumbles by the massive OGDRU JAHAD: seven egg-like monoliths of unholy origin.

Within their translucent walls, horrible creatures lie slumbering. As the light sweeps by, one of the giants opens a filmy eye, and then another, and another, and another...

Fleshy tentacles move lazily within their crystalline prison.

EXT. ABBEY RUINS - ALTAR AREA - NIGHT

Grigory screams as his body rises. Veins swell in his neck, his face distorted by ecstasy and pain.

CLICK. Someone shoots a photograph.

EXT. RUINS - IN THE UNDERBRUSH - NIGHT

It's Matlin, snapping for all he's worth. Whitman pulls him down and pulls out a large bayonet blade.

WHITMAN

Listen to me, you moron: you do that again, I'll carve you a new --

Too late. One of the NAZI SCIENTIST has heard them.

EXT. RUINS, IN THE UNDERBRUSH - NIGHT

The Nazi SCIENTIST approaches. Pauses next to the box with the GOLD CYLINDERS.

BROOM

(fierce whisper, to
WHITMAN)

Listen to me!!! The portal is open!!!
We have to stop them!!!

EXT. ABBEY RUINS - ALTAR AREA - NIGHT

Grigory dangles like a marionette in a new surge of energy. Even the skeptical Von Krupt is in thrall.

The NAZI SCIENTIST reaches for a second GOLD CYLINDER. But something else lands next to him: A GRENADE!!!

The explosion blows him to pieces. In a few seconds, the squad of Allies storms the area.

A hail of bullets cuts down a dozen Nazis. The Allies overrun the machine gun nest as grenades explode everywhere.

VON KRUPT shoots wildly, hitting Broom in the leg. But Whitman's bullets rip into the old Nazi's chest.

Leaving a trail of blood, Broom crawls to a dead G.I. and grabs a grenade from his belt.

TCHKKK!!! Kroenen extends two gleaming blades from twin steel bands on his wrists and takes on an entire group of soldiers, mowing through them with swords spinning like deadly rotors. The steel chops clean through their weapons.

Broom pulls the pin and throws the grenade at the generator.

CLICK-CLACK!! It wedges itself between two moving tie rods.

Kroenen squeals and -- retracting his blades -- lunges after it. The gyrating rails slice through his leather jacket. As his fingers reach the grenade, it EXPLODES!!!

Kroenen flies through the air, hitting a stone wall, where two long pieces of shrapnel pin him like an insect.

Another rail plunges -- FFFFT!!, like a javelin -- into the earth right next to MATLIN.

ILSA

Grigory!

EXT. ABBEY RUINS - ALTAR AREA - NIGHT

Grigory's face is distorted, pulled like ectoplasmic taffy, his body contorting and breaking. The cosmic portal suddenly implodes! Nothing is left but a few burnt rails and the metal glove, empty and smoking.

As the Allies approach, the fighting rages on.

Grigory and Ilsa are gone. And for now, so is Kroenen. Embedded in the wall where he was pinned, two bloody rails, nothing more.

OMIT

EXT. INSIDE THE CHURCH - NIGHT

Allied SOLDIERS penetrate the ruins. Matlin helps Broom up.

MATLIN

It's almost over!!

BROOM

No. It's not.

He picks up a sample of white, viscous goo from the outer rings of the smoking machine. Whitman approaches.

BROOM

Cordon off the area. Something came through.

WHITMAN

From where??!!

Broom glances at a 13th century FRESCO depicting heaven and hell.

EXT. INSIDE CHURCH RUINS - NIGHT

Still raining. A group of soldiers spreads out, using flashlights to scour through the rubble. Every one of them has a rosary hanging from the bayonet.

OMIT

EXT. INSIDE CHAPEL RUINS - NIGHT

Broom hastily bandages his bleeding leg. Matlin and Whitman roam over the debris. Rain POURS through the broken roof.

MATLIN

Do you believe in hell?

BROOM

There is a place -- a dark place where evil slumbers and awaits to return. From there it infects our dreams. Our thoughts. Grigory gave us a glance tonight --

MATLIN

Grigory -- That's Russian, right?

(Broom nods)

Thought they were on our side...

BROOM

Grigory Yefimovich Rasputin --

MATLIN

C'mon -- Rasputin??

BROOM

Spiritual advisor to the Romanovs.

(beat)

In 1916, at a dinner in his honor,
he was poisoned, shot, stabbed,
clubbed, drowned and castrated.

MATLIN

That makes him more than a hundred --

A rustling sound reaches their ears. Matlin readies a handgun as Broom scans the walls with his flashlight. Something moves, accompanied by a loud scrape.

Matlin cocks his pistol and nervously approaches a crumbling statue. SCREEEECH!!!! A RED THING jumps into the air!! Instinctively, Matlin shoots at it.

The RED THING leaps from arch to arch, followed by a trail of bullet hits. Whitman and other soldiers join them --

MATLIN

(to Broom)

What the hell was that? An ape?

BROOM

No. It was red. Bright red.

WHITMAN

What are you two talking about??

MATLIN

A red ape.

BROOM

It's-not-an-ape --

They hear the labored breathing of a living creature.

MATLIN

It's got a big stone -- in its hand --

BROOM

I think that is its hand.

Hissing, the thing cowers between a gargoye and a stone saint.

WHITMAN points his gun at the scarlet shape above. Broom stops him from firing.

BROOM

Wait --

In deep shadow, the RED THING observes with bright, golden eyes veined with streaks of burnt sienna.

Broom slowly fishes a BABY RUTH candy bar from his pocket.

Peeling back the wrapper, he slowly waves the candy. The RED THING shrinks back.

Broom bites into the candy and chews, noisily smacking his lips. Offers the candy again. This time, out of the dark comes a small FACE, not very different from the stone demons around it.

The creature extends its right arm: it's solid stone with tiny runes engraved around the thick, cylindrical wrist. Four articulated stone fingers wiggle, reaching for the chocolate.

YOUNG SOLDIER

Jesus! would'ya look at the size of
that whammer!

Whitman moves closer. On the wall behind him, a shadow shows the RED THING climbing into Broom's arms.

Broom tenderly covers it with a blanket. The stubby fingers snatch the candy. Broom smiles.

BROOM

It's a boy. Just a baby boy.

EXT. CHAPEL RUINS - NIGHT

The soldiers cluster around, curious to see it. Matlin prepares his camera and directs them into a group shot. Broom smiles like a proud new father and embraces the creature, patting him gently. CLICK!!!

OLD MATLIN'S VOICE

Best photo of my career --

CUT TO:

INT. DARKROOM - BACK TO INTERVIEW 1

OLD MATLIN

and no one has ever seen it. They
keep saying he's not real, but I
want to set the record straight before
I go.

Matlin finally pulls an old 8x10 from a battered portfolio. He smiles, full of memories.

OLD MATLIN

Here. The real picture, not the
retouched one in LIFE magazine.

(hands over the
photograph)

This is him. The very same night we
found him. The night Broom gave him

that name.
(beat)
Can I say it on TV? He called him --

EXT. INSIDE THE CHURCH - BACK TO '44 - NIGHT

BROOM
(smiles at the creature)
HELLBOY.

Inside the blanket, Hellboy blinks his bright golden eyes and chews candy, his devilish red tail twitching happily.

CUT TO:

HELLBOY - MAIN TITLE

Montage: Tabloid covers and news clippings screaming HELLBOY SIGHTING IN RENO!! GOVERNMENT DENIAL!!! etc.

TV Newscasters read lurid copy. SPRINGER excerpts (fist fight included) feature the show's theme: I WAS HELLBOY'S BRIDE!!

Some blurry, grainy footage depicts Hellboy crossing an alley. Much like Bigfoot in the woods.

TOM MANNING (V.O.)
Look at that. That's a costume. These people amaze me.

INT. STUDIO T.V. HOST SHOW - INTERVIEW #2 - DAY

MANNING is a balding, official-looking guy in a suit.

MANNING
With their conveniently blurry footage of their beloved "Hellboy." And they claim that he works for the FBI-?

SUPER ON TV:

TOM MANNING, F.B.I.

HEAD OF SPECIAL OPERATIONS.

Manning on a TV SHOW a la Regis Philbin.

TV HOST
As the head of your division, you --
You have seen dozens of pictures like this!!!

MANNING
Exactly -- so, why is it that they're all out of focus? C'mon!! God knows, people manage to get good pictures

at a wedding!!

He shows a blurry picture.

MANNING

That's the alleged best man -- ?

The audience applauds.

EXT. HIGH MOUNTAINS, EASTERN EUROPE - DAY

In the thick of a snowstorm, THREE FIGURES climb the icy steps of a massive rock formation.

Super: BIRGAU PASS, MOLDAVIA, PRESENT DAY.

EXT. HIGH MOUNTAINS (SET), EASTERN EUROPE - DAY

The THREE FIGURES move through a narrow passage until they reach a DEAD END.

FIGURE 1 stops at a symbol carved in the rocky ground and consults Grigory's LEATHER-BOUND BOOK. The symbol matches an illustration in the book.

Before them, a thick wall of ice. Using a heavy steel hammer, FIGURE 1 breaks through.

PEASANT GUIDE

I will guide you no further.

Figure 2 produces two small GOLD INGOTS. Hands one to the guide. Keeps the other one.

The Guide examines his pay greedily: engraved in it: a SWASTIKA.

INT. ICE CAVE - SMALL CORRIDOR - DAY

The ice curtain collapses, revealing a rough-walled corridor. FIGURE 1 spots a glowing firefly. They follow it into --

INT. ICE CAVE - MAIN NAVE - DAY

A cathedral-like vault that could easily hold a stadium. From an opening somewhere above, eerie blue light streams down on a magnificent labyrinth.

A few more fireflies speckle the air, winking on and off.

INT. ICE CAVE - LABYRINTH - DAY

The THREE FIGURES move past cyclopean statues guarding the inhuman architecture. The humans are dwarfed by the monumental scale of the walkways and ramparts.

INT. ICE CAVE - CENTRAL LABYRINTH AREA - DAY

At the center of the labyrinth the stone floor is covered in grooves radiating from a shallow stone basin.

FIGURE 3 uncovers his face: he's a PEASANT GUIDE.

PEASANT GUIDE

(in Romanian)

We shouldn't be here --

FIGURE 1 exchanges a meaningful look with FIGURE 2. FIGURE 1 throws two solid gold pieces at the feet of the Sherpa. On them, an embossed SWASTIKA. After a greedy moment of thought, the Peasant kneels to pick up the gold.

TCHKK!!! A long, shiny blade pierces the Peasant's chest from behind. He blinks twice and slumps forward.

FIGURE 2 steps out from behind him, a long, bloody blade in his hand.

The figures uncover their faces. ILSA has not aged and KROENEN, still wears the same tight gas mask. He cleans his blade in the snow and takes back the gold.

Ilsa watches the Sherpa's blood as it runs in a steaming rivulet, tracing a glyph in the grooves and filling the basin.

A FIGURE RISES FROM THE BLOOD. A naked human shape, haloed by fireflies.

ILSA

Your eyes. What did they do to your eyes?

CUT TO:

INT. DOCTOR'S OFFICE - DAY

Mechanized rollers transport X-Ray films over a backlit screen. A group of 4 DOCTORS studies the pictures and exchanges somber looks. Rain spatters the windows.

Doctor 1 glances at the others.

DOCTOR 1

Have you told him yet?

Doctor 2 looks through a glass partition at an aged but dignified BROOM, 72, who slowly buttons his shirt. Hanging from his wrist, his rosary.

INT. DOCTORS OFFICE - EXAMINATION ROOM - DAY

DOCTOR 2

Malignant sarcoma. In the lungs...
the spine, liver...

BROOM

Approximately... how long??

DOCTOR 2

Maybe -- six weeks.

Broom impassively takes in the information.

DOCTOR 2

I can arrange for hospitalization,
pain management. Make the time more
bearable --

Broom pensively shuffles his tarot cards.

BROOM

(shakes his head)

I'd rather... stay home, you know.

I'll be making arrangements --

(beat)

For my son.

DOCTOR 2

You can always get a second opinion.

Broom looks down: first card off the deck: DEATH.

BROOM

That won't be necessary.

EXT. N.Y. - MANHATTAN STREET - DAY

Leaves stir on the pavement. All the stores are decorated
for Halloween. Two kids dressed as SKELETONS run in front of
Broom, carrying a JACK-O-LANTERN.

Leaning on a cane, Broom exits the building and walks toward
a waiting black Mercedes. The DRIVER (Agent Lime) opens the
door.

Broom pauses to buy a dozen BABY RUTH candy bars from a street
vendor.

In an ELECTRONICS STORE, a wall of TV's. The image of a RED,
BLURRY SHAPE (HELLBOY) fills the screens.

BROOM

(seeing this)

Son...

TV HOST

Mister Manning, what about the "Bureau
for Paranormal Research and Defense?"

The FBI has been known to conceal --

TOM MANNING

That word -- conceal --

TV HOST

from the American public --

TOM MANNING

Phil -- Phil -- hold your little
green horses. Let me tell you and
the American public one thing --
this "Bureau for -- what was it?

TV HOST

Paranormal Research and --

TOM MANNING

-- Defense, right, well -- I'm here
to clear up this once and for all.
(he looks at the camera)
There-is-no-such-thing.

Broom smiles.

OMIT

EXT. B.P.R.D. BUILDING COMPLEX - DAY

On a wooded, new jersey hill, a low-slung, high-tech complex
rests at the edge of a bluff, its foundation fused with the
rock below.

SUPER: BUREAU FOR PARANORMAL RESEARCH AND DEFENSE, NEWARK,
N.J.

EXT. B.P.R.D. COMPLEX - GATE ENTRANCE - DAY

A dolled-up MOD-STYLE moped stops at the massive gate.
Strapped to the luggage rack are two cheap suitcases. The
driver, a very wet YOUNG MAN named MYERS, touches an old
fashioned buzzer under a sign reading "WASTE MANAGEMENT"

A crackling INTERCOM VOICE answers.

INTERCOM VOICE

Yes?

MYERS

(shivering)

John Myers, F.B.I. Transfer from
Quantico.

A beat, then -- WHIRRR!!! An EYEPIECE and an LCD screen
scanner pop out.

INTERCOM VOICE

Look at the birdie, son.

Myers looks into the eyepiece. On the screen, Myers' cornea is scanned. TWO VIOLET FLASHES. His ID and badge numbers appear. CLACK! The gate opens.

EXT. UPHILL ROAD - THE MOPED - DAY

The moped putt-putts towards the building in the distance.

INT. B.P.R.D. LOBBY - DAY

Seated at a dramatic circular desk is a solitary guard. Myers approaches.

MYERS

Hello, I'm --

LOBBY GUARD

-- Late. Five minutes late.

MYERS

Yes, I --

LOBBY GUARD

-- Section fifty-one. Step back.

MYERS

Pardon?

LOBBY GUARD

Two steps back, please.

Confused, Myers picks up his suitcases and complies. He realizes he's DEAD CENTER on a giant B.P.R.D. Logo: A HAND HOLDING A SWORD.

LOBBY GUARD

Watch your hands and elbows.

Immediately, the floor under Myers' feet starts down. He's on a small elevator.

INT./EXT. OPEN ELEVATOR - ON THE WAY DOWN - DAY

The panel overhead slides shut. A row of safety lights comes on.

INT. OPEN ELEVATOR - DAY

He's in a vast underground area with other elevators moving up and down in the distance.

INT. B.P.R.D. - CONCRETE CHAMBER 51 - DUSK

The elevator stops in a narrow, dark space. Neon lights flicker on, illuminating a circular chamber. PAINTED on the floor is a huge number: 51.

Right in front of Myers: a magnificent oak door.

Myers knocks on it. No answer. Myers enters.

INT. BROOM'S OFFICE (FULL AQUARIUM)- DUSK

Myers looks around, fascinated: books. An office made of them. The soft glow of green-shaded reading lamps bathes everything in an intimate, warm light.

One entire wall is a thick pane of glass, the wall of a huge tank of water. A VOICE crackles through an intercom next to the tank.

VOICE

Turn the pages, please.

Myers jumps, then moves closer to the glass.

VOICE

Over here... if you don't mind?

In the tank, ABE SAPIEN, a FISH-MAN glides in and out view.

MYERS

Jesus Christ!

Myers looks at four BOOK STANDS facing the glass. Each supports an open volume. He leans close to the glass, peering intently.

Abe reappears. He is slender, dolphin gray, with dark patterns streaking his soft skin. Bright blue eyes shine with intelligence. Behind a thin wound-like mouth, gills are bubbling.

MYERS

(points at the books)

These -- ? You're reading these -- ?

Abe nods. Through a side door, Broom enters.

BROOM

Four books at once. Every day -- as long as I'm here to turn the pages.

(smiles)

My name's Broom. Professor Trevor Broom.

Myers extends his hand in greeting --

MYERS

Sir, I'm --

BAM! Abe presses his webbed hand against the glass, closes his eyes -- all three lids.

Abe's voice surges from the speaker.

ABE

Agent John T. Myers, Kansas City,
76. "T" stands for Thaddeus, mother's
older brother. Scar on your chin
happened when you were ten, you still
wonder if it's ever going to fade
away.

MYERS

How did it --

BROOM

-- He. Not "it."

BROOM

Abraham Sapien. Discovered alive in
a secret chamber at St. Trinian's
Foundling Hospital, Washington.

Points at a small piece of antique paper, framed on the wall.

BROOM

They took his name from this little
inscription that was stuck on his
tank.

MYERS

(reads)

Ichthyo Sapiens, April 14, 1865.

BROOM

The day Abraham Lincoln died. Hence
"Abe" Sapien.

Broom uncovers a tray by the tank: Four greenish eggs. Myers
gags and reels back.

BROOM

Rotten eggs, a delicacy. Abe loves
them.

Abe smiles and takes a subaquatic bow, gracefully nabbing
the eggs as they float through the hatch.

MYERS

How does he know so much about me?

BROOM

Abe possesses a unique frontal lobe.

(beat)

"Unique." That's a word you'll hear quite a bit around here.

MYERS

Where am I -- exactly, Sir?

BROOM

As you entered the lobby there was an inscription --

MYERS

On the desk, yes. In Latin.

BROOM

Impressive. Do you remember what it said?

MYERS

(sighs)

"In absentia luci, tenebrae vinciunt..."

BROOM

"In the absence of light, darkness prevails." For there are things that go bump in the night, Agent Myers.

(smiles)

We are the ones who bump back.

OMIT

CUT TO:

INT. B.P.R.D. - FREAK CORRIDOR "A" - NIGHT

Myers and Broom walk down a corridor. The walls are lined with glass cases containing occult artifacts. Myers eyes a MUMMIFIED HAND, a CLAY GOLEM, a sumptuous PAGAN ALTAR...

BROOM

1937: Hitler joins "The Thule Society" -- a group of German aristocrats obsessed with the occult.

He points to an ANCIENT, BROKEN LANCE.

BROOM

1938: he acquires the Spear of Longinus, which pierced the body of Christ. He who holds it becomes invincible.

He gestures at an ancient LANCE. Next to it: a silver and gold reliquary.

BROOM

Hitler's power increases tenfold.

They go through a series of pneumatic doors.

BROOM

In 1943, President Roosevelt decides to fight back. THE BUREAU FOR PARANORMAL RESEARCH AND DEFENSE is born.

Workmen are replacing two of the doors. Big dents from an oversized fist have deformed the 2-inch thick metal plates. Myers stares.

BROOM

1958, the occult war finally ends when Adolf Hitler dies.

MYERS

1945, you mean. Hitler died in '45.

BROOM

(enigmatic smile)

Did he, now?

They reach a FINAL DOOR. Stainless steel, like a BANK VAULT. Waiting there is AGENT CLAY, a burly guy in a suit, with a cartful of BEEF AND MASHED POTATOES. A dinner pile at least 4 feet high.

BROOM

Agent Myers, this is Agent Clay. Follow his lead.

Broom hands Myers two BABY RUTH bars and walks away.

MYERS

You're not coming?

Broom signals "no."

BROOM

I hand-picked you from a roster of over seventy academy graduates. Make me proud.

The door closes behind him.

CLAY

They're not speaking. Professor Broom had him grounded.

MYERS

Grounded? Who's grounded?

CLAY

Okay. You saw the fish man, right?

Myers nods.

CLAY

Well, come on in and meet the rest
of the family.

Clay uses an odd-shaped ELECTRONIC KEY to unlock the door.
Three solenoid locks turn. Two steel vertical PISTONS open
up.

INT. HELLBOY'S DEN - NIGHT

Clay pushes the cart into a solid concrete bunker, windowless,
austere except for a few SAMURAI suits of ARMOR and WEAPONS.
Dozens of CATS wander around; others are curled up on the
furniture.

There are Zippo's everywhere, from every era.

On a sofa (made from the bed of a pickup truck) is a heap of
blankets and comic books. All in all, a MEGA BACHELOR PAD.

CLAY

(sotto voce)

He gets fed six times a day. He's
got a thing for cats. You'll be his
nanny, his keeper, his best friend.
He never goes out unsupervised --

MYERS

Who?!

Clay points at a torn comic book: HELLBOY, THE UNCANNY. Myers
picks it up, looks at the cover: it shows Hellboy -- in a
U.S. Uniform, fighting a monstrous ape.

Myers watches, amazed, as a bright red TAIL waves in and out
of a pool of light about ten feet away. One of the cats
playfully paws at it.

MYERS

(sotto voce)

You're kidding --

HELLBOY

Those comics -- They never got the
eyes right.

The voice is a deep baritone, chesty and powerful.

MYERS

(to Clay, sotto voce)

Oh, Jesus!! Hellboy -- ?? Is real --

CLAY

(sotto voce)

Yup. Sixty years old by our count.
But he doesn't age like we do --
think dog years: He's barely out of
his teens.

Myers gasps, seeing a monumental figure in the shadows,
exercising with a 300 lb. Stainless steel DUMBBELL. Crimson
biceps like cooked hams. Chomping an unlit CIGAR stub.

HELLBOY

What's with the hair, Clay?? Finally
got those implants??

Agent Clay blushes as he hides his scalp.

CLAY

It'll fill in. Where do you want
your dinner, Red? By the couch?

On a nearby pile of junked TV sets, a loop of Fleischer
cartoons and home movies cycles endlessly. One subject appears
over and over: an ATTRACTIVE YOUNG WOMAN with a pale face
and raven-black hair.

HELLBOY

Who's the squirt?

CLAY

Agent Myers is your new liaison.

HELLBOY

Got tired of me?

CLAY

Nah. I'll be around, Red, just back
in the field.

BANG!!! Hellboy lets the dumbbell drop. Instinctively, Myers
jumps.

HELLBOY

I don't want him.

CLAY

Manning says I'm too soft on you --
(sotto voce, nudging
Myers)

The candy. Give him the candy.

Myers remembers he's holding the Baby Ruths.

MYERS

Oh. Uh. Hello. I -- I have these.

For you.

HELLBOY

(realizing)

Father's back?

(Clay nods)

Still angry?

CLAY

Well, you did break out --

HELLBOY

I wanted to see her.

(grunts)

It's nobody's business.

CLAY

It is. You got yourself on TV again.

HELLBOY

"Myers", huh? You have a first name??

CLAY

(sotto to Myers)

Try not to stare. He hates when people stare.

MYERS

Uh-oh -- John.

(sotto)

Staring at what?

CLAY

His horns. He files 'em. To "fit in."

MYERS

His what??!!

Hellboy finally enters the light. He's awe-inspiring, with chiseled features, patterned red skin and deep-set golden eyes. Involuntarily, Myers recoils.

In spite of himself, Myers is staring at the horn stumps.

HELLBOY

Whatcha looking at, John??

MYERS

Oh-n-no -- I --

An ALARM sounds, and a red light blinks on the wall. Myers looks around, bewildered.

HELLBOY

(to Clay)

Hey, hey, hey. They're playing our
song.

CLAY

We're on the move.

HELLBOY

(to Myers)

C'mon, Champ! Happy Halloween!!!
You're taking me for a walk!

CUT TO:

EXT. MACHEN LIBRARY - NIGHT

An imposing four-story structure, all pillars and pediments.
A HALLOWEEN BANNER advertises: MAGICK: THE ANCIENT POWER.

Super: THE MACHEN LIBRARY, MANHATTAN

Chaos near the entrance: policemen, TV reporters, MOUNTED
POLICE.

Loud protests from the reporters as a line of black sedan
cars are waved through.

BLONDE REPORTER

The NYPD has yet to issue a statement.
We've got SWAT vans, paramedics, you
name it... and now here's -- a
garbage truck --
(double take)
-- a garbage truck?

Trailing behind the cars, a GARBAGE TRUCK. On its side a
mirrored sign reads: SQUEAKY CLEAN INC. Waste Management
Services.

INT./EXT. GARBAGE TRUCK - LIBRARY STREET ENTRANCE - NIGHT

AN AGENT is driving the truck, with MYERS at his side.

EXT. MACHEN LIBRARY - STREET ENTRANCE - NIGHT

The crowd parts like the Red Sea for the garbage truck. Dozens
of faces are reflected in the truck's mirrored logo. A MOUNTED
POLICEMAN rides past the mirrored sides of the truck.

INT./EXT. GARBAGE TRUCK LAB - LIBRARY CROWD - NIGHT

The MOUNTED POLICEMAN is visible as he rides by. The mirrors
are see-through. The back of the truck is a fully-equipped
crime lab, crammed with hi-tech gear and low-tech talismans.

ABE fits a respirator over his face. It looks like a
mechanized Elizabethan collar. Valves bubble and hiss as he

inhales liquid through his mouth and out his gills.

Hellboy looks out onto the CROWD.

HELLBOY

Look at them ugly suckers, Blue. One
sheet of glass between them and us.

ABE

Story of my life.

HELLBOY

I break it, they see us, Happy
Halloween. No more hiding.
(nostalgic)
Outside. I could be outside --

ABE

You mean, outside... with her.

Hellboy straps on a huge utility belt heavy with amulets,
rosaries, horseshoes. From an ashtray he grabs a handful of
stogie stubs. Lights one, puts the rest in a pouch.

HELLBOY

Don't get psychic with me.

ABE

Nothing psychic about it. You're
easy.

Hellboy unlocks a STEEL BOX (STENCILED ON ITS LID: "THE GOOD
SAMARITAN") and extracts the meanest-looking, custom-built,
double-barrel, blue-finished, handgun ever made. A veritable
cannon.

HELLBOY

How am I ever gonna get a girl?? I
drive around in a garbage truck

ABE

Liz left us, Red. Take the hint.

HELLBOY

(hefting the gun)
We don't take hints.

EXT. COURTYARD / LOADING DOCK MACHEN LIBRARY - NIGHT

The GARBAGE TRUCK pulls into an interior courtyard and stops.

FBI/BPRD teams spread through the area, expelling uniformed
cops and securing the doors.

THREE AGENTS -- QUARRY, STONE and MOSS -- close a gate,
sealing off the area.

STONE

All areas secured.

From a nearby roof, Agent Lime signals all clear.

CLAY

(into a handheld radio)

Seal the doors. Red and Blue are coming in.

The truck stops, Clay pulls a lever. Myers watches as the dumpster loader hinges down like a drawbridge, revealing HELLBOY and ABE.

CLAY

Okay, boys, let's synch up our locators.

Abe, Clay and Hellboy activate lights on their belts. They BEEP and blink. Hellboy starts walking.

OMIT

INT. MACHEN LIBRARY, MAIN LOBBY - NIGHT

As BPRD agents clear the area, Clay, Myers, Abe and Hellboy march through the main lobby. On view, various display cases. Two BANNERS flank the marble staircase.

CLAY

(reading a report)

At nineteen hundred hours an alarm tripped. B&E. Robbery. Six guards dead --

HELLBOY

Hold on -- hold on -- I thought we checked this place. Fakes, and reproductions.

BROOM

Apparently not everything was fake.

Broom stands at the base of the marble staircase.

HELLBOY

(surprised to see him)

Father...?

Myers observes as the red Goliath sheepishly averts his gaze from that of the fragile old man.

INT. MAIN CORRIDOR / MACHEN LIBRARY (SET) - NIGHT

They approach an oversize set of brass doors.

Abe removes a leather glove from his hand. FWAP!! he spreads his webbed fingers on the door. He closes his three eyelids and concentrates.

Two agents arrive with a rolling munitions case. Myers observes as Hellboy opens it and looks over a potpourri of bullets of all colors and shapes.

BROOM

A 16th century statue was destroyed.
Saint Dionysius the Aeropagite.

HELLBOY

Who wards off demons.

BROOM

Smuggled into this country by an
overzealous curator. The statue,
however, was hollow --

HELLBOY

Reliquary --

BROOM

A prison. The Vatican deemed its
contents dangerous enough to include
it on the List of Avignon. Of which
we hold a copy.

Hellboy selects a clip full of bullets and a speed loader.

HELLBOY

Would'ya look at this babies? Made
'em myself. Holy water, silver
shavings, white oak: the works.

ABE

(pulling his hand
away)

Behind this door. A dark entity --
Evil, ancient and hungry.

Abe quickly starts scanning a few leather-bound volumes of ancient magic.

HELLBOY

Oh, well. Lemme go in and say "hi".

As HELLBOY opens the big doors, a flickering amber glow illuminates him. He steps inside.

INT. "MAGIK EXHIBITION" HALL - NIGHT

BLUE emergency lamps are on. The exhibits are destroyed; piles of debris are burning. Hellboy walks past a fallen

display case.

He moves around cautiously. A couple of large carvings and statues startle him.

On the floor: boots, half chewed. Bitten belts and shreds of uniforms and hats.

HELLBOY

(whispers into radio)

Blue: It stinks in here -- Finely aged roadkill.

The sickening sound of snapping bones and mastication reaches his ears. Hellboy reacts to a smell, raises his eyes to discover --

A huge pale CREATURE hangs from the ceiling, chewing slowly. SAMMAEL: equipped with powerful arms, a head full of tentacles and two well-muscled hind legs. Most of its face is hidden, but the jaws are shiny with blood.

HELLBOY

Hey. Stinky. Kitchen's closed.

(beat)

Whatcha havin'? Six library guards, raw? Plus belts and boots? Man, you're gonna need some heavy fiber to move that out --

ABE

(in earphone)

Red, I found something --

INT. MAIN CORRIDOR / MACHEN LIBRARY (SET) - NIGHT

Abe has found a small, medieval engraving of Sammael in one of the books.

ABE

There's not much here: the entity's name is Sammael, the desolate one, son of Nergal --

INT. "MAGIK EXHIBITION" HALL - NIGHT

Sammael releases himself, lands on the floor. Part of the neck is exposed: white, slimy skin, cracked like old marble and criss- crossed with blue veins.

HELLBOY

Hold it --

(beat)

Hey, Sammy, whaddayasay we work this out?? Peacefully. I'm not a great shot, but --

(raises his gun)
"The Samaritan" here, uses really
big bullets, so whadyasay we work
this out?

Sammael stands and turns around -- CRACK-KKK!!! His waist
twists him 360 degrees!!

Screeching, Sammael leaps away!!!

Hellboy shoots. The high-caliber ammo rips a few columns
apart and finally catches Sammael. The bullet goes through
it and destroys a statue and a large window behind him. The
monster squeals and goes down. With a rattling cough, it
grows still.

OMIT

INT. MACHEN LIBRARY - MAGIK EXHIBIT HALL - NIGHT

HELLBOY

That's all for you, Sammy.

ABE'S VOICE

(in earpiece)

Red -- you need to hear the rest of
the information --

Hellboy turns away for a moment. Puts his gun away, like a
gunslinger.

HELLBOY

Nah -- he's taken care of.

INT. MACHEN LIBRARY - EXHIBIT CORRIDOR DOORS - NIGHT

ABE

No, listen this: Sammael, the desolate
one, lord of the shadows, son of
Nergal --

INT. MACHEN LIBRARY - MAGIK EXHIBIT HALL - NIGHT

ABE'S VOICE

hound of resurrection --

HELLBOY

See? I don't like that --

ABE'S VOICE

-- Hound of resurrection?

Hellboy looks back at the corpse: it's gone!

ABE'S VOICE

harbinger of pestilence, seed of

destruction --

HELLBOY

Skip to the end, willya? How do I
kill it -- ?

ABE'S VOICE

It doesn't say --

BAMMM!! From out of nowhere, Sammael appears and swings an
arm!! Hellboy CRASHES into the brass doors!

INT. MACHEN LIBRARY - EXHIBIT CORRIDORS - NIGHT

The doors bulge and crack under Hellboy's impact.

Abe and Broom backpedal fast. Myers pulls out his gun, and
starts looking for another way in. Broom observes this,
pleased.

INT. MACHEN LIBRARY - MAGIK EXHIBIT HALL - NIGHT

Sammael lashes out with a massive punch.

HELLBOY goes K-KKRASH!!! K-KKRASH!!! through SIX glass
cabinets, then hits a window, falling --

EXT. AN ALLEY - BEHIND MACHEN LIBRARY - NIGHT

-- two stories down, landing sideways in an industrial garbage
bin. Hellboy fights to stay conscious. Blood drips from his
mouth

GRIGORY'S VOICE

Child...

Hellboy looks up: standing in the alley, like an apparition,
is Grigory, in a black suit and overcoat, his eyes shielded
by pitch-black sunglasses

GRIGORY

All grown up, I see.

Hellboy's in shock, confused.

HELLBOY

That voice --

GRIGORY

I sang the first lullaby you ever
heard, my child. I ushered you into
this world.

(beat)

I alone know your true calling, your
true name.

HELLBOY

Don't tell me, it's Zeppo.

Hellboy catches sight of his big gun, lying on the ground. He goes for it but, BAMMM!!!! SAMMAEL lands before him.

GRIGORY

I can see that you're still young
and don't know your place.

(turns to Sammael)

Teach him.

Before Hellboy can reach the weapon --

WSHHHP!!! A 7-foot tongue lashes out from Sammael's mouth like a whip. It's arm-thick, with yellow sacs billowing from its sides. It wraps around Hellboy's right arm.

Hellboy falls to the ground, writhing, grinding his teeth. The tongue squeezes and pulls. Smoke pours from Hellboy's skin.

EXT. AN ALLEY - BEHIND MACHEN LIBRARY - NIGHT

Then -- BANG! BANG! BANG! Myers appears at the end of the alley, firing round after round into Sammael's tongue. AMBER BLOOD explodes in the air. The tongue recoils with an infernal SQUEAL!!

Hellboy manages to roll away.

Myers goes for HELLBOY's gun... and grabs it! He takes cover behind the trash container. HELLBOY is there.

HELLBOY

What do you think you're doing??

Myers proudly shows him the gun.

MYERS

Helping you -- I just --

HELLBOY

No one ever helps me. It's my job.

He grabs his gun and tries to reload, but his arm hurts too much.

HELLBOY

Damn -- Okay. Here --

He hands him the gun and a fresh clip. Reaching into his belt, Hellboy extracts a vacuum-sealed packet.

HELLBOY

(throws it at Myers)

-- Then load this.

In the packet: A SINGLE BULLET.

HELLBOY

It's a tracking bullet. Crack the
pin. Load it.

KLANG!!! The tongue punches through the steel like a ramrod.
Again and again... Hellboy and Myers can barely dodge it.

Myers cracks a safety pin. The glass head on the bullet glows
like a chemical flare.

MYERS

Jeez... What the hell is that?

He's looking at Hellboy's smoking arm. Inside a bloody gash,
a big, black stinger is gleaming.

Hellboy pulls it out, then steps on it. It pops like a ripe
grape.

HELLBOY

Lemme go ask --

Hellboy steps from behind the container. Sammael's tongue
instantly wraps around the gun's muzzle.

BAM! BAM! Hellboy shoots repeatedly. His face lit weirdly
green as the tracking bullet lodges within the gun. Then --
BAM!!!!

INSIDE GUN SHOT

The glowing bullet flies through the barrel and out towards --

EXT. ALLEY

-- Sammael, still in mid-air.

It hits him square in the chest: an explosion of green goo!!

With a shriek, the thing leaps over a wall. Hellboy scrambles
after it.

EXT. LOADING ALLEY - NIGHT

On the empty sidewalk, Hellboy sees a trail of GLOWING GOOP.

He hits full stride, following it around a corner. Myers
lands a second later, cradling his arm, chasing after him.

MYERS

Wait! No, what are you doing?

LOADING DOCK / ALLEY

Sammael dashes by, followed closely by Hellboy, running full tilt.

A ten-wheeler backs up, effectively blocking their way. A few workers load pumpkin boxes in it.

WORKER 1

What the hell is that??

Without slowing down, Sammael jumps onto the trailer, denting the roof then jumping off and into a CROWDED CARNIVAL area.

A small carrousel and refreshment stand flank a pumpkin patch.

Full of curiosity, Sammael pauses a second to inspect a Trick-or-treater dressed as a GOLDEN DRAGON.

Hellboy catapults himself onto the trailer's roof.

3 WORKERS

(chorus)

Whoa-whoa-whoa-

Hellboy jumps and lands heavily on top of the driver's cab: CRASH!!!

The driver is almost crushed under the steel. He screams, showered by thousands of glass shards.

Myers is a few steps behind.

MYERS

(into headset)

We'll hit the street in a minute.
We're heading towards civilians...

He squeezes between the vehicle and the alley wall. The vendors are yelling at him.

MYERS

Yeah, yeah, crazy costume, uh? Trick
or treat!!

EXT. WEST SIDE STREET - NIGHT

Sammael runs past a group of trick-or-treaters, and jumps straight into the street. Cars swerve, avoiding a collision as Sammael lands on the opposite sidewalk. The TRICK OR TREATERS scream.

Hellboy appears. He too dives straight into the traffic as Myers follows --

He runs into the road... and a 4X4 speeds straight at him!

Seeing this, Hellboy runs back, and lands next to Myers, holds out his STONE HAND and stops the 4x4 dead in its tracks.

The impact somersaults the car over them both. It lands with a thud on the street, air bags exploding. Myers almost faints.

Other cars stop, tires squealing and horns blaring. A major traffic jam.

HELLBOY

Are you okay?

Myers opens his eyes, nods.

HELLBOY

Good. Stay here.

He moves after Sammael.

OMIT

EXT. ALLEY - NIGHT

Hellboy follows the GLOWING GOOP into an adjacent alley. At the far end he sees a metal grate has been moved. Sammael's gone.

He comes up to the opening, then jumps in.

EXT./INT. STUNT TRACKS TUNNEL - NIGHT

He lands on a subway track. Sammael is a few yards away. Seated.

HELLBOY

Waiting for me, Sammy?

A train horn blares. A headlight approaches!! Hellboy smiles and puts away his gun.

HELLBOY

Uh-oh -- between a rock and a hard place --

But Sammael sprints towards it!

HELLBOY

Aw, crap --

Sammael unhinges a long, scythe-like bone from his forearm, then jumps at the front car --

OMIT

INT. STUNT TRACKS / FRONT 1/4 CAR - NIGHT

smashing through glass and steel and raining sparks. Landing inside with a ROAR!!! --

EXT./INT. THE SUBWAY - 2 TRAIN CAR SET - NIGHT

SAMMAEL's tongue punches through the doors as he races through one -- two -- passenger cars and out the --

STUNT TRACK REAR 1/4 CAR

-- rear of the train, back onto the tracks.

INT. STUNT TRACKS - NIGHT

Landing there safely.

INT. THE SUBWAY TRACKS (STUNT TRACK) - NIGHT

Now the train hurtles at Hellboy, who grimaces and does his best --

INT. STUNT TRACKS FRONT 1/4 CAR

He leaps, but HUMPF!! He's hit! His legs rattle over the tracks.

INT. UNDERCARRIAGE - STUNT TRACKS - FRONT 1/4 CAR - NIGHT

Inches from the wheels, he punches his stone hand through the steel floor and grabs a handhold. Steam and sparks explode everywhere.

The TRAIN DRIVER grabs a fire extinguisher and starts slamming it against Hellboy's head.

HELLBOY

Hey! Hey! I'm on your side!!

BAMMM!!! He goes under!!!

INT. STUNT TRACKS FRONT 1/4 CAR

The train whizzes overhead, grazing his horn stumps, making sparks fly!! After the train passes, Hellboy sits up, forehead smoking. Sammael is gone. A trail of GOOP is glowing. He follows it, until it ends abruptly.

He looks ahead: no trace of Sammael... Then a fat drop of glowing goop hits his hand.

HELLBOY

Aw, I forgot --

He looks up. Sammael hangs from the ceiling, then drops. Then the creature lifts Hellboy in a ferocious bear hug.

Hellboy twists around and cracks open the jaws of the creature, like King Kong and the T-Rex.

Sammael staggers back and -- in an impossible maneuver, re-knits his jaws together! Then he uses his bone scythe to tackle Hellboy and -- TCHAKKKK!! -- pin his shoulder down. A deep wound.

Sammael's mouth starts to open! Hellboy looks at the sparking THIRD RAIL a few feet away.

Sammael's tongue rears back, a snake ready to strike.

HELLBOY

Screw you.

Hellboy grabs the rail. An electrical discharge consumes both creatures and burns the frame like flashpaper. Hellboy lets go, his hand and body smoking. Sammael -- very crispy -- is convulsing in a cloud of smoke. He grows still.

Wreathed in smoke, Hellboy shakes off the shock and uses a flame on his arm to light a cigar.

HELLBOY

I'm fireproof.
(puffs smoke, kicks
the body)
You weren't.

OMIT

EXT. WESTSIDE HIGHWAY - NIGHT

A huge traffic jam clogs the highway. The totalled 4X4 is being TOWED AWAY. Several TV CREWS interview witnesses.

Myers -- his arm freshly bandaged -- signs a police form. His radio beeps.

HELLBOY (V.O.)

Myers??? How's your arm?

MYERS

My arm is fine. Where are you??

Myers moves away from the POLICE OFFICERS.

MYERS

(sotto voce)
Where are you???

INT. SUBWAY TRACKS (STUNT TRACK)

Hellboy walks away from the smoking Sammael carcass.

HELLBOY

I just fried Stinky. Tell Father
I'll be home. He shouldn't wait up.

EXT. WESTSIDE HIGHWAY - SAME

MYERS

Wait -- Wait -- You can't go anywhere --
I gotta go with you --

INT. SUBWAY TRACKS (STUNT TRACK)

HELLBOY

No, no, no, it's fine: I do my job,
I take a break.

MYERS (V.O.)

No. Stop. Don't do this -- Listen to
me -- Tell me where you are --

HELLBOY

Myers?

MYERS (V.O.)

Yes?

HELLBOY

Goodbye.

He turns off his belt locator and moves away into the darkness
of the tunnel.

In the foreground: BLACK light escapes from Sammael's charred
body.

INT. MAIN ABANDONED BATHS ALCOVE - NIGHT

An abandoned shower room. A series of sinks and stalls, lined
with dirty white tile. A phonograph nearby plays Wagner.
Kroenen stands next to it.

ILSA is nearby, a straight razor glinting in her hand. She
stands over Grigory -- his back to us -- lovingly shaving
her master's scalp. She grabs two GLASS EYES from a table.
Places them in Grigory's sockets -- his back to us -- as he
turns, a glass eye shifts lazily into position. He opens his
hand: in it the pale BLACK light that escaped from Sammael's
body. He cradles it like a precious stone.

GRIGORY

(smiling)

Sammael has fulfilled his destiny...
Die in peace and be reborn again and
again...

He closes his fist.

ILSA

Only seven more days to the eclipse,
Grishka...

Rasputin stands, his neck and shoulders rising, engorged by moving flesh beneath his human skin. Ilsa stares in fascination.

GRIGORY

The child will be there. And so will
we all -- Won't we?

Behind him, in the darkness of a tunnel: TWO SAMMAEL silhouettes appear.

CUT TO:

OMIT

EXT. MACHEN LIBRARY ENTRANCE - NIGHT

A sleek black limo drives past the crowd and stops outside. FBI agent TOM MANNING emerges.

INT. "MAGIK EXHIBIT" HALL - NIGHT

Manning and Broom walk through the mess. A crew is cleaning up. The dead guards are carried out.

MANNING

Every time the media get a look at
him, they come to me. I'm running
out of lies, Trevor.

BROOM

I thought you liked being on TV.

MANNING

I do.
(beat)
How many escapes? This year alone:
five!

BROOM

Tom -- he's our guest, not a prisoner.

MANNING

Your "guest" happens to be six foot
five, bright red, and is government
funded.

BROOM

He's just going through a phase --

Manning moistens and lights a fine cigar, using a kitchen match.

MANNING

A "phase"? What do you think this is, "The Brady Bunch?" These... freaks --

ABE SAPIEN listens while pacing the exhibition hall, palm open.

MANNING

(lowers his voice,
tense)

These freaks, Trevor, they give me the creeps. And I'm not the only one. You're up for review. You and your petting zoo.

BROOM

I know where to find him. I'll get him back.

Manning watches as Abe finds a sharp dagger embedded in the floor.

MANNING

Hey, fishstick -- don't touch anything --

Abe silences him.

ABE

I need to touch it to "see"...

MANNING

See what??

ABE

The past, the future, whatever this object holds.

MANNING

(eyes Broom)

Is he serious??

ABE

Don't worry about fingerprints. I never had any.

Abe holds the dagger in his hand, turns to Broom.

ABE

They were over here, Professor.

MANNING

Ooh!! Who was here? Nixon? Houdini?
You mind sharing your mystic insights?

Broom examines the dagger: a RAGNAROK symbol crowns the hilt.
The dragon and swastika.

BROOM

Show me, Abe... show me.

He solemnly extends his hand. As soon as Abe takes it, the
room...

MORPHS TO:

INT. "MAGIK EXHIBIT" HALL - FLASHBACK

Hours earlier: the place is intact. Both ABE and BROOM witness
spectrally as --

A GUARD CHECKS AN ALARM MONITORING UNIT. HEARING A ticking
sound, he shines his light into a dark corner: no one's there.
But after the guard moves on, a spidery form emerges from
the pool of shadows on the floor.

It's KROENEN, encased in shiny BLACK LATEX from head to toe.
On his chest, a close-fitting harness comprised of softly
ticking gears.

He approaches a glass case which holds an ancient WOODEN
STATUE of an Eastern Orthodox SAINT.

Then, on the glass, a reflection: ILSA.

ILSA

Move.

She uses her hammer to destroy the glass case.

The ALARM shrieks. Warning lights come on.

Kroenen pulls out a double-ended BLADE. It spins, like a
giant bone saw, slicing across the statue.

No apparent damage until: CRACKKKKK!!! a diagonal line appears
and the top half falls.

KROENEN reaches for a small crank embedded in his chest and
winds himself up.

Ilsa reaches into a hollow portion in the wooden statue and
removes a large reliquary jar containing Golden sand.

Six guards hurry in. They point their flashlights and guns
at Kroenen.

GUARD 1

You! Don't move! Hands up!

Kroenen starts shaking, as if in a seizure and readies two TWIN BLADES.

bullet tears into Kroenen's arm, spewing forth an explosion of dust. He turns. The guards shoot again. Kroenen maneuvers the steel, deflecting the bullets which --

-- ricochet wildly -- and finally hit three of the guards. They fall silently to the floor.

Kroenen dispatches two more in a flurry of knives.

The last guard raises his gun.

GUARD 6

Don't --

Something is clearly stopping him. His hand breaks, twisted by an unseen force!!

The flesh on his neck pushes upwards, held by an invisible force. He starts floating in mid-air.

The blinking lights of arriving police cars tint the windows red and amber. They outline a figure formerly submerged in shadows. GRIGORY. He gestures with both hands, as if holding an imaginary doll.

His arm muscles twitch under his skin, shifting, changing, gaining strength.

With a quick gesture Grigory twists the lower and upper parts of the guard's body in opposite directions.

With a wet CRUNCH, the guard's shadow on the wall goes limp. Grigory looks at Ilsa.

GRIGORY

Ready the welcome, my love --

Ilsa opens the reliquary jar and pours a circle of sand onto the floor.

GRIGORY

Salt. Gathered from the tears of a thousand martyrs. Restraining the essence of Sammael, the hell hound, the seed of destruction.

Grigory slices the air with his open hand, creating fleeting glyphs... and a small BLACK flame dances on his open palm. He deposits it in mid-air, at the center of the circle.

Then, the sand begins to move, like liquid mercury. Lines fuse into a pile. It melts and bubbles, growing and foaming. Bones are formed, tendons and ligaments join together,

GROWING, GROWING, INTO SAMMAEL.

It roars!!!

CUT TO:

OMIT

INT. MACHEN LIBRARY - NIGHT

Abe snaps out of it. Broom is pale. He steps away, wincing, enduring a bolt of pain in his side. Abe holds him. Motions for the others to stay back.

He extends his open palm and "feels" the air near the old man's back.

ABE

Professor..? You -- are very sick --

BROOM

I don't want Hellboy to know --

Broom turns around, gently pushes Abe's hand away.

BROOM

Sixty years ago Abe, they tried to destroy the world. And they are back -- in my lifetime, they are back. To finish the job.

CUT TO:

EXT. CENTRAL PARK - NIGHT

A small nighttime Halloween celebration. Lanterns hanging from the trees, couples drinking and listening to Pop music on picnic tables.

On a bench, A YOUNG GUY pulls out a cold SIX PACK of beer and passionately kisses his GIRLFRIEND. As he shuts his eyes, a bright, red tail neatly snatches the six-pack.

Behind the bench, HELLBOY smiles.

EXT. BELLAMIE MENTAL HOSPITAL - NIGHT

Dry leaves fly up in a gust of wind. A small army of EMERGENCY VEHICLES roars down the deserted streets, right past a...

...brick 1940's HOSPITAL, behind a high wall topped with barbed wire. The mesh-covered windows are decorated with paper skeletons and jack-o'-lanterns. A topiary garden surrounds the building.

Watching from atop the wall is HELLBOY. One sleeve of his

overcoat is soaked in blood. He keeps an eye on the SECOND FLOOR windows. Hanging from his tail: THE SIX PACK OF BEER.

INT. BELLAMIE MENTAL CORRIDOR - NIGHT

DOCTOR MARSH, a female psychiatrist, moves down a line patients, distributing pills.

Behind her, a lithe young woman in a patient's gown carries the medicine tray. This is LIZ SHERMAN, age 26, her pale skin contrasting with her raven-black hair and piercing dark eyes. A scar mars her forehead. Three thick rubber bands circle her wrist.

Near a window, a Down's Syndrome PATIENT senses something.

DOWN'S PATIENT

(pointing)

There's a big red guy down there!

DOCTOR MARSH

(readying more pills)

That's fine, darling, Santa's not here for another month.

DOWN'S PATIENT

Not Santa. Big and red. With gold eyes. And he has beer!

Hearing this, Liz stops. She closes her eyes, tugs at one of the rubber bands on her wrist and lets it snap against her skin. She winces and peers out the window. The garden below seems empty.

EXT. BELLAMIE MENTAL HOSPITAL - GARDEN AREA - NIGHT

Liz steps out a side door into the hospital garden. Hanging from her neck: an old POLAROID CAMERA. She follows a trail of blood to a large, thorny bush. As she circles it...

LIZ

Back so soon?

Visible in the branches, a leg and part of Hellboy's overcoat. His tail emerges, dangling the six-pack.

HELLBOY

Uh, I brought beer.

Liz shoots a Polaroid.

LIZ

To wash down my lithium pills?

(beat)

I may get a few perks, H.B. But I'm still a patient.

Shyly, he climbs out from the bush. She sees the bloody arm.

LIZ

You better have that looked at.

HELLBOY

Just a scratch.

(shrug)

I wanted to see you.

Liz sighs.

EXT. BELLAMIE MENTAL HOSPITAL - GARDEN AREA- NIGHT

Hellboy's sitting on a bench, next to Liz.

HELLBOY

We miss you at the Bureau. Abe's crazier every day. And Father's still mad at me --

(Liz smiles)

Come back, Liz. Come back. I --

LIZ

No. Not this time, H.B. It's been months since I've had an episode. And you know what? I'm learning to control it.

Around her right hand a faint BLUE AURA of fire blooms, crawling over her fingers like a velvet haze. She stares at the pale flame.

LIZ

I'm learning where it comes from.

(beat)

And for once in my life I'm not afraid.

She clenches her fist and puts the flame out.

LIZ

Looks like your ride is here.

The garbage truck and the two black sedan cars have pulled into the hospital grounds. A dozen agents climb out of the vehicles.

HELLBOY

The Nanny Squad.

ANGLE - THE CARS - CONTINUOUS

Clay starts towards Hellboy, but Myers stops him and turns to Broom:

MYERS

Sir, may I go first??

CLAY

(to Broom)

Not so fast. He barely knows him --

BROOM

(cuts him off)

Then he should make it his business
to change that.

ANGLE - THE BENCH - CONTINUOUS

Liz stands up, puts her hand on his shoulder.

LIZ

Listen, H.B. I've got a chance out
here. If you truly care about me,
don't come back anymore.

Hellboy smiles sadly. She walks away.

HELLBOY

Goodnight, then.

LIZ

Goodnight.

She doesn't turn back.

HELLBOY

Yeah, I gotta go, too. Lots to do --

Feeling light-headed, he stands up. On the bench and at his
feet, a pool of his own blood.

He sees Myers tentatively approaching.

HELLBOY

What took you so long?

MYERS

C'mon, time to go home. Tape you up.

HELLBOY

What are you, a Boy Scout?

MYERS

No. I never was.

HELLBOY

(weak)

Could've fooled me. Go away.

Hellboy drops to his knees. Clay, Quarry and Moss reach him.
Help him up.

CLAY

C'mon, champ. You look a little woozy,
there.

HELLBOY

This -- ? This is nothing. You know
what'll kill me?

(points at the doorway)

Her.

Liz stands at the hospital door and sees Hellboy keel over.
A few of the agents help him to the vehicles.

Myers looks back at Liz. They hold each others' gaze, their
unfamiliar faces filled with curiosity. Eventually, she goes
inside.

OMIT

INT. B.P.R.D. MEDICAL BAY "A" - NIGHT

In the depths of the B.P.R.D infirmary, Hellboy lies flat on
a stainless steel table. Broom sits alongside him.

Abe peers through a magnifier at Hellboy's wounded arm.

ABE

You were burned by some organic acid.

HELLBOY

I'm lucky that way.

Using a scalpel, Abe probes the gash. Hellboy lets out a
GRUNT.

BROOM

Son. About Rasputin --

HELLBOY

Don't worry. I'll get him soon enough --

BROOM

Listen to me. This time is different.
There's more at stake than ever
before.

HELLBOY

How hard can it be? I punched the
crap out of that thing that he sent --
ouch!!

BROOM

I worry about you.

HELLBOY

Me?? C'mon --

BROOM

Well, I won't be around forever, you know?

HELLBOY

Oh, stop that --
(grimaces in pain)
Damn! Be careful, there --

ABE

Red. How long was it latched onto you?

HELLBOY

I dunno, maybe five seconds -- ow!

MYERS

You want me to hold him down?

HELLBOY

(snickers)
That's right, Stud, hold me down.

ABE

Professor...

Broom moves to Abe's side of the table. Abe is poking at the depths of the wound.

BROOM

(sharp, to Hellboy)
Don't look! Turn around.

HELLBOY

Is it bad?

Broom comes closer, eyes wide: inside the wound on Hellboy's forearm, nestled like ticks, are 3 translucent EGGS.

Hellboy jumps as Abe plucks the first one out. Abe deposits it in a glass container.

ABE

Touched you five seconds. Laid three eggs.

HELLBOY

Didn't even buy me a drink.

INT. MEDICAL BAY. EXAMINATION TABLE - LATER

The computer beeps having finished an analysis. On a monitor,

an enlarged color image of one of the throbbing eggs.

ABE

The eggs are very sensitive to heat and light. They need a humid, dark environment to breed.

Abe picks up an egg with a pair of tweezers, passes it on to Hellboy, who sports a bandage on his arm.

MYERS

Down there. Did you ever loose track of him?

HELLBOY

Well, let's see -- there was that moment, when I had a train on top of my head --

Broom frowns, worried.

BROOM

(to Hellboy)

We can't risk it: You'll go back to the tracks tomorrow with a group of agents, search the area, top to bottom.

Myers observes, repelled, as inside the egg a small foetal THING wiggles.

INT. BROOM'S OFFICE - NIGHT

Myers stands by Broom's desk as the old man places a new set of books on the reading stands in front of the fish tank.

MYERS

I'm in way over my head, I know that much.

BROOM

You're doing fine.

At the last book stand, Broom glances at Abe, who is sitting in the shadows near the door.

MYERS

No, I'm not. He respects Clay. Not me. I don't know why you chose me, Sir. But I'm not qualified.

Discouraged, Myers heads for the door.

BROOM

(very quiet)

I'm dying Agent Myers.

Shocked, Myers looks over at Broom.

BROOM

And as a father, I worry about him.

(directly to Myers)

In medieval stories, Agent Myers,
there's often a young knight,
inexperienced but pure of heart...

MYERS

Oh, please. I'm not "pure of heart."

ABE

Yes, you are.

BROOM

What I ask from you is -- Have the
courage to stand by his side after
I'm gone. Help him find himself. Who
he must be.

(beat)

He was born a Demon... You will help
him become a man.

OMIT

INT. B.R.P.D. ARCHIVE / CONFERENCE ROOM - NIGHT

Dozens of HELLBOY clippings flash by: tabloid headlines along
with intimate images of Hellboy as a KID. H.B. at 7, at 12,
dressed as a human for Halloween, Broom by his side.

Myers works at a computer workstation.

He brings up a small photograph in an old issue of The
Enquirer. The headline: "ARSON SUSPECT NOW WORKING FOR SECRET
GOVERNMENT AGENCY" There's a photo of a woman, taken with a
telephoto lens.

Another clipping: young LIZ, 11, and a photo of a tenement
building burned to the ground: TRAGIC EXPLOSION.

A QUICKTIME interview pops up. LIZ, in her early twenties. A
caption reads: ELIZABETH SHERMAN, first interview, BPRD,
PYROKINETIC. She has a POLAROID camera in her hands. Shoots
one at the lens.

LIZ

I don't like the term "firestarter."
I just don't. And "Pyrokinesis" sounds
like psychosis or something. I dunno --
maybe that's right. Not being able
to let go --

(shrug)

Scary. Sometimes you hear so-and-so

lost control and just exploded.
(beat)
They're lucky it isn't true.
(looks at the camera)
With me -- it is.

OMIT

INT. BELLAMIE MENTAL HOSPITAL - CORRIDOR - NIGHT

Two strolling ORDERLIES shine their flashlights inside the rooms on both sides of a long corridor.

INT. HOSPITAL - LIZ'S ROOM, MIN. SECURITY WARD - NIGHT

A flashlight beam sweeps Liz's room. It illuminates a CORKBOARD covered with hundreds of Polaroids depicting scenes of everyday life.

When the beam of light crosses her face, she turns slowly, still asleep.

As the light fades, the shadows in the room grow deeper. Grigory emerges from a dark corner. He gazes down on the bed, extending his right hand.

GRIGORY

The Master is calling your name now,
my girl. We are all part of his plan.
You must return to the child... So,
once again...

He gently caresses the scar on her forehead. Under his skin, a hideous movement, a writhing rearrangement of muscles. His fingers start to glow.

GRIGORY

...dream of fire.

Liz convulses. A small ripple of heat rises from her forehead.

FLASH BACK TO:

EXT. TENEMENT BUILDING COURTYARD - DAY

Somewhere in a smokestack city, grown-ups and kids hang banners and prepare a ragged birthday party in a cement courtyard.

ANGLE - LIZ - CONTINUOUS

Sitting on some tenement steps, LIZ, age 11. Sullen, alone, a gold CRUCIFIX hanging on her chest.

A WOMAN -- Liz's MOTHER -- comes down the courtyard steps, carrying a basket of apples.

MOTHER

(to Liz)

Liz!! Liz!! Come on, darling, give
Mummy a hand.

Nearby, under a balloon archway, munching candy-coated
apples... three KIDS giggle and point at her.

BLONDE KID

Freak!

Liz turns to see them.

BLONDE KID

(to his friend)

See? She knows her name.

Liz shies away from them.

BLONDE KID

Go home, you freak. We don't want
you here.

They start throwing stones. One hits the steps. Another misses
her by inches. A third hits her in the shoulder.

Scared, Liz turns but a rock catches her full on the face.
She falls down, blood trickling from her forehead, splattering
the pavement. She starts sobbing. Another rock sails across,
but this time, in mid-air, it catches fire and turns to ash.

A ripple of heat starts crawling up Liz's hands. Soon a pale
blue flame rings her entire arm.

LIZ

(sobbing)

Not again, please, not again...

Firelight glints off the crucifix.

EXT. TENEMENT COURTYARD - DAY

MOTHER is dunking the apples in a pot of caramel. A
heartbreaking cry reaches her ears.

LIZ

Mommy! Mommy!

Mother sees...

EXT. TENEMENT COURTYARD - STEPS - DAY

Liz: outlined by licking flames!

LIZ

(panicked)
Mommy! Help me! I'm burning!

Mother screams, horrified.

LIZ
Help meeee!!!

She then explodes. A white-hot supernova engulfs the courtyard. Her mother's body burns like flash paper. Then the rest of the people are --

THE ENTIRE TENEMENT COURTYARD

-- devoured by an explosion of atomic proportions. Benches, people, trees. Everything. The four surrounding apartment blocks collapse as a shock wave hits like a wrecking ball.

The frame whites out. And at ground zero there is but one figure left standing:

Liz... a little girl, still crying.

FLASH FORWARD TO:

INT. BELLAMIE HOSP. - LIZ'S ROOM, MIN. SEC. WARD - NIGHT

Liz screams, her back arching, her body now in flames. Her chest glows, silhouetting organs and ribs.

The rubber bands on her wrist vaporize.

INT. BELLAMIE MENTAL HOSPITAL - MIN. SEC. WARD - NIGHT

The glow from Liz's room streams into the corridor.

INT. BELLAMIE MENTAL HOSPITAL - SECURITY ROOM - NIGHT

In their glass kiosk, two ORDERLIES are listening to the radio and sharing a pizza. A red light flashes repeatedly on a panel.

They silence the radio, grab their batons and get up. A low rumble shakes the room.

Through the VIBRATING glass window they see...

CORRIDOR MINIATURE / COMPOSITE

...A BALL OF FLAME pushing inexorably through the corridor. The inside of the glass booth is absolutely silent, making the vision both terrifying and strangely serene.

ORDERLY

Oh my --

INT. BELLAMIE MENTAL HOSPITAL - SECURITY ROOM (SET)- NIGHT

As the glass explodes, the fire ROARS, drowning everything.
The orderlies hit the floor, taking cover under a shelf.

EXT. BELLAMIE MENTAL HOSPITAL (MINIATURE) - NIGHT

The top floor blows up. Flame pours out of every window,
showering glass into the streets below.

OMIT

INT. B.P.R.D. - FREAK CORRIDOR "A" - DAY

Myers pushes the breakfast cart. On it, three dozen pancakes
and a mound of bacon and toast.

He opens the door to Hellboy's den.

INT. HELLBOY'S DEN - DAY

Inside, Hellboy is leaning over Broom, glaring at the old
man.

HELLBOY

How many buildings does she have to
burn? She belongs here!

BROOM

That's not how she feels. She may
never feel it.

Myers enters, deliberately clearing his throat. They ignore
him.

BROOM

It's her choice --
(beat)
She's human --

HELLBOY

Oh, as opposed to -- ?

Broom grows silent.

Hellboy stomps over to a mirror and -- using a hand-held
belt sander -- savagely shaves his horns. Sparks fly every
time he goes at the round stumps.

HELLBOY

Mmmh -- "Pamcakes." We're going out --

MYERS

Professor, that girl you were talking
about --

HELLBOY
(whirls around)
Hey. You: think twice --

MYERS
I think I can help -- Talk to her --
I can bring her back.

HELLBOY
(chuckles)
What landed you this job, pushing
"pamcakes"? Punctuality? What was
your area of expertise?

Myers murmurs --

HELLBOY
What was that??

MYERS
Hostage negotiations.

Hellboy's face lights up.

OMIT

EXT. BELLAMIE MENTAL HOSPITAL - DAY

Part of the building is demolished. Repair crews and firemen
are still hosing down smoldering piles of debris.

Myers arrives in a taxi cab.

INT. BELLAMIE MENTAL HOSPITAL - MAX. SECURITY WING - DAY

Myers looks at LIZ through a see-through mirror. She sits on
a bench inside a padded cell. A security CAMERA AND MONITOR
records her constantly.

A worried-looking Dr. Marsh stands alongside him.

DOCTOR MARSH
She's been like this since it
happened. There were no casualties.
But it's put a big dent in our
Thorazine supply...
(dubious look at Myers)
Are you sure you want to go in?

Myers nods, loosens his tie and enters.

INT. BELLAMIE MENTAL HOSPITAL - PADDED CELL - DAY

Liz doesn't acknowledge Myers' presence. He kneels and looks
up at her.

MYERS

Miss Sherman? I'm Agent Myers, FBI.

Liz turns away.

MYERS

Miss Sherman? I'm Agent Myers, FBI.

(no response)

The hospital called us. They don't feel they're capable of caring for you any longer, and --

Silence.

MYERS

Liz -- can I call you Liz? It's a beautiful name --

LIZ

(sighs)

60% OF THE WOMEN IN THIS WORLD ARE NAMED "LIZ".

MYERS

It's still impressive by my standards: My name's John.

She looks at him. He offers his hand. She looks away.

MYERS

Dr. Broom asked me to invite you back to the Bureau. No special precautions, no security escorts. You and me in a taxi. Like regular folks.

LIZ

Doesn't sounds like him.

MYERS

Miss Sherman, he's asking you back, but it's entirely your choice.

Liz turns to the 2-way mirror. Both their reflections are there.

LIZ

Choice, huh? That's cute. I've quit the Bureau thirteen times. I always go back.

(snaps two rubber bands)

Where else would I go?

CUT TO:

OMIT

INT. BEAM TUNNEL AREA - BENJAMIN INSTITUTE - DAY

An explosion of sound and light as a subway train passes through a dank tunnel. Then, light beams sweep the encrusted walls and steel columns.

Clay and some B.P.R.D. agents hold flashlights. Two of them -- MOSS and QUARRY -- carry FLAMETHROWERS.

Hellboy and Abe bring up the rear.

INT. STORAGE ROOM - DAY

They enter a store room piled high with filing cabinets, typewriters and school desks. A turn-of-the-century mural depicts happy boys doing charitable acts. A Latin phrase ("VIRILITER AGE") encourages them to behave like men.

QUARRY

(reads a map)

We're in the cellar of the Benjamin Institute. Turn-of-the-century orphanage. Closed since they moved the sewers in '51.

Abe removes his gloves, hyperextends his palm and senses the air. Then the surface of the water.

ABE

There's a pulse. And it's coming from --

Debris and dust seem to float from the water's surface and towards Abe's hand.

ABE

there --

They point their flashlights at a bulkhead.

ABE

cistern on the other side. Most of the eggs are there --

They move some filing cabinets and stare at a blank concrete wall.

AGENT QUARRY

No way in.

CLAY

We should go back and request permission to --

BAMMM!!! Hellboy's stone hand cracks the concrete. He starts pounding, again and again, like a jack hammer.

CUT TO:

INT. (SET/LOCATION BUILT SUGAR FACTORY) FURNACE ROOM - DAY

Makeshift living quarters tucked below a maze of furnace ducts. Scores of old clocks fill the room with TICKING.

At a desk, Kroenen calmly repairs a mechanical hand: his own.

His face is partly exposed. Under his leather mask, horrible lidless eyes glitter over a skull-like grin, made of raw gums and taut skin.

As Hellboy's pounding reaches his ears, he rises, like a spider whose web has twitched. The mechanical hand rattles blindly on the table.

He opens an ancient leather folder and extracts an engraving depicting Sammael. Carefully places it on the table. Then he opens a drawer and, from an envelope, takes two torn pieces of paper. He puts them in a pouch in his belt.

INT. STORAGE ROOM - DAY

The wall collapses under Hellboy's attack.

HELLBOY

Are you coming or not?

Clay smiles uncertainly back. Hellboy moves in.

CLAY

(to Quarry and Moss)

You two, check this dump, then join us --

INT. ABANDONED SHOWER ROOM (SET) - DAY

A large oval room of rusting metal, with pipes spilling water through a large GRATE on the floor.

Abe studies it, senses something, and nods. With superhuman effort, Hellboy lifts it. Hundreds of roaches pour out.

ABE

I'm glad I'm not human. This place would be an embarrassment.

Below, a vast cistern. Abe drops in two CHEMICAL FLARES.

INT. UNDERWATER - CHAMBER (SET TANK) - DAY

The flares sink, illuminating floating office furniture and torn paper...

INT. UNDERWATER CHAMBER 2 (LOCATION: R. WAREHOUSE CELLAR)

In the lower depths, they pass shadowy industrial ruins. Settling on the bottom they reveal the hulk of a waiting SAMMAEL.

OMIT

INT. ABANDONED SHOWER ROOM (SET) - DAY

Abe pulls off his breathing apparatus. Activates the locator on his utility belt. Hellboy does likewise. BEEEP! The devices synchronize.

Hellboy extends a metal reliquary containing a small bone.

HELLBOY

There you go, Doctor. This should cover your tailfin -- On loan from the Vatican, a bone from Saint Dionysius. Ugh. Looks like a pinky.

Abe ties the reliquary around his hand.

ABE

Remind me why I keep doing this.

HELLBOY

Rotten eggs and the safety of mankind.

ABE

Oh, right --

As transparent nictomembrane lids cover his eyes, Abe dives.

INT. UNDERWATER CHAMBER 2 - (LOCATION R.WAREHOUSE) - DAY

Underwater, ABE finds an entire control room. 1940's magazines float by, like paper jellyfish. The amber light of the chemical flares gives the room an eerie other-worldly feel.

INT. ABANDONED SHOWER ROOM (SET) - DAY

Waiting above, Hellboy chews a Baby Ruth and pokes around. Finds a pile of children's shoes covering some yellowing albums. In the albums, a myriad of sad faces, the orphans from the past.

Some of the faces have been cut out. There's an unfinished letter to Father Christmas, dated 1866.

Clay stands below a grate, admiring his hair implants with a hand mirror.

CLAY

See? It's thicker. Isn't it? It's
not that doll-hair thing --

Suddenly, something moves. Hellboy shines his light into an adjoining tunnel. Kroenen is standing there, like a deer caught in headlights.

HELLBOY

Son of a -- !

The figure darts away. Hellboy tears after it, gun in hand.

CLAY

Red, wait!

Clay tries his radio. Static.

CLAY

Red's on the move!! I'll cover him!!

He pulls out his gun and runs after Hellboy.

INT. TUNNEL LABYRINTH (SET) - DAY

Clay arrives at an intersection of sewer tunnels. The glow of Hellboy's flashlight is visible somewhere ahead, his booming footsteps rapidly receding. A veritable labyrinth.

CLAY

Damn it, Red.

INT. UNDERWATER CHAMBER 2 (LOCATION R. WAREHOUSE) - DAY

Abe nears the bottom of the cistern. As his feet touch bottom, a cloud of silt fogs the water. He picks out a translucent egg!

Suddenly, something big glides by. Abe turns: sees nothing.

He places the egg in a glass canister. Now eggs are floating everywhere, undulating in the water like amber fireflies. Abe swims slowly, collecting them one by one.

Some of them are snugly wedged between two rusty machines.

Abe's reliquary gets caught in a lever and snaps loose!! It lands --

on a grate on the floor. Abe swims down and tries to grab it, but it falls through. Abe curses and stands up --

-- only to find himself FACE TO FACE with Sammael!!

The monster rakes Abe across the chest; dark blue blood begins

to flow. Abe shoves himself into a long, concrete fissure.

Sammael can't fit through, but the tongue darts out, missing Abe by inches. Sammael scratches at the walls, trying to reach deeper, screaming in rage.

Abe screams too, emitting a trail of bubbles.

INT. ABANDONED SHOWER ROOM - DAY

The bubbles burst on the surface. Watching them is a SECOND SAMMAEL.

INT. INTERSECTION (LOCATION /BUILT SUGAR FACTORY) - DAY

Hellboy stops, disoriented. No trace of KROENEN. He sniffs the air, then steps through a non-descript portal.

INT. (LOCATION/BUILT SUGAR FACTORY) FURNACE ROOM - DAY

Hellboy stands in Kroenen's quarters. An array of gas masks dangle from ducts overhead. Glued next to the walls are dozens of old photos of children.

He discovers the Sammael engraving.

HELLBOY

"Sammael: seed of destruction. Death becomes the fertile ground."

Suddenly: drool drops from above: Sammael hangs from a beam.

HELLBOY

(turning)

Didn't I kill you already?

Sammael lunges, hurling Hellboy through an open service shaft...

...and it's a long way down.

When Sammael leaps, Hellboy throws him over the edge. Sammael, however, grabs Hellboy's tail and pulls him over the side.

OMIT

INT. SERVICE SHAFT (NEW LOCATION SET) - DAY

They crash through pipes, wiring and ducts and slide off down a duct and into --

INT. SERVICE SHAFT 2 (SET) - SAME

another passage. There they bounce off of dripping water pipes and jutting steel I beams, until they finally break through a mesh/insulation ceiling and directly onto --

INT. SUBWAY PLATFORM STATION - DAY

A subway platform. Full of people.

The two fighting creatures land on the ticket booth -- in an explosion of coins, glass and steel!!! Some bold New Yorker in the crowd start picking up handfuls of change.

The dust clears, revealing a large crater in the platform floor.

Sammael hits Hellboy. The Red Giant lands on a line of turnstiles, uprooting them all.

Sammael flies through the air, unfolds its bone scythe. Hellboy rolls away. Sammael misses: the tip imbeds itself in the floor and then -- TCHAKKK!!! -- in a concrete column. Sammael pulls, bringing down part of the ceiling. More SCREAMS from the fleeing public.

A mezzanine above Hellboy collapses, bringing the ceiling, steel cables and office furniture down onto the Red Giant.

Sammael takes a step towards the crowd and roars --

Then, BAMMMMMM!!! A desk flies up into the air. Hellboy's stone hand emerges, triumphant.

HELLBOY

Hey, Chunk-face!

He climbs out of the crater. Sammael growls.

HELLBOY

You can do better than that. Big monster like you.

Hellboy rips off one of the turnstile bars and hits Sammael again and again.

HELLBOY

See? It hurts! You shouldn't hit people!

Sammael blocks the last hit and throws the bar away. It embeds itself in the tile wall.

Sammael punches Hellboy, a hard uppercut.

Hellboy flies up, crashing through the plate glass of a second mezzanine above the platform. He skids on the tile floor, scraping a jagged line with his stone hand.

He slides past a group of BYSTANDERS and into a row of backlit subway ads. He lands in a shower of glass and debris on a

wooden bench, breaking it in two.

Sammael climbs up into the mezzanine.

Hellboy gets up -- his back bristling with glass shards -- and hears a WAIL: a YOUNG GIRL is pointing at A BOX OF KITTENS abandoned on a bench.

YOUNG GIRL

My kittens!! My kittens!!!

HELLBOY

Aw, crap.

Sammael charges!!! Hellboy scoops up the box, holds it high!! Using his bone blade, Sammael pulverizes the bench.

Next, Sammael slashes at Hellboy, scattering a dozen shrieking citizens.

Illuminated by sparks and shorting lamps, Hellboy advances, blood dripping from his forehead and nose.

Hellboy starts to reload, but -- Sammael's tongue shoots out. Hellboy throws the kitten box in the air and -- traps the tongue with his stone hand --

HELLBOY

Second date. No tongue!!

-- while catching the box with his tail. The kittens are fine.

Using the tongue, he throws Sammael out a glass window.

Sammael dangles above the tracks, but he re-joints himself and grabs a handhold on the train wall above the tunnel. From here, he pulls on Hellboy, sliding him toward the jagged glass.

Sammael pulls harder, enters the tunnel.

Hellboy fights to free himself, but his sweaty face is millimeters away from being sliced by the glass. All seems lost, when...

WHAAAAA!!!!!! A train appears out of nowhere heading straight for Sammael.

It splatters the thing against the tunnel wall and plows on. Sammael's body sprawls motionless at the side of the tracks.

OMIT

INT. SUBWAY PLATFORM - SAME

HELLBOY

I hope that hurt.

He gives the cats to the young girl --

YOUNG GIRL

Thank you --

HELLBOY

My job.

OMIT

INT. SUBWAY TRACKS (NEXT TO STATION) - SAME

Hellboy approaches Sammael, whose remains are wreathed in BLACK flame. A huge CROWD looks on from the end of the platform.

HELLBOY

(a whisper)

This time. Stay dead, willya??

He moves away. The BLACK flame flickers out.

INT. UNDERWATER CHAMBER 2 (LOCATION R.WAREHOUSE) - DAY

Under the water, BLACK light blooms within TWO OF SAMMAEL'S EGGS as a fantastic metamorphosis starts. The embryos burst out, gyrating in the water, swelling and distending.

INT. UNDERWATER CHAMBER 2 (LOCATION R.WAREHOUSE) - DAY

Badly wounded, Abe peers from his hiding spot. Sammael's not there.

He quickly swims to the surface, his weird blue blood trailing behind him. The water boils with energy and BLACK LIGHT.

INT. ABANDONED SHOWER ROOM (SET) - DAY

Abe staggers out of the pool and hides behind a crumbling shower stall. Behind him, two SHAPES come to the surface.

Shaking, Abe pushes his belt locator and collapses.

CUT TO:

INT. SUBWAY TRACKS (NEAR THE STATION) - DAY

Hellboy's locator belt crackles to life. BLUE.

HELLBOY

Abe -- ?

INT. BEAM-SUPPORTED UNDERGROUND TUNNEL/ STORAGE ROOM - DAY

Back in the tunnel, Quarry and moss move filing cabinets and rotten boxes full of files. One of them gives out and papers spill all over.

MOSS

Jesus --

Their locators light up.

QUARRY

Abe --

Suddenly -- a noise! The agents leap up and sweep their flashlights over the columns... Nothing there.

QUARRY

Moss, what the hell was that?

Then, TWO SILHOUETTES cast long shadows. Powerful footfalls boom like thunderclaps.

Agent Quarry raises his gun and fires at the dark shapes. Useless: the things plow on.

Moss hurriedly straps on his flame thrower. After a few seconds, a green light beeps, READY.

The muzzle of the flamethrower vomits a 30 feet long gout of fire into the blackness.

The men pause: silence!

Quarry turns on his flashlight, hand trembling.

QUARRY

Whatever it was --

BAM!!! SAMMAEL'S TONGUE uncurls from the shadows and lands on Quarry's face, pulling him into the dark. His flashlight bobbles and strobes, lighting up a nightmare:

TWO SAMMAELS stand in the tunnel. One of them gleefully squeezes Quarry. The man's screams are muffled by the creature's fleshy lips wrapping around his head.

Moss runs as fast as he can, jumping and tumbling through an obstacle course of beams. Turning, he readies the flamethrower. The SECOND SAMMAEL lands on Moss's back, breaking his spine.

CUT TO:

INT. ABANDONED SHOWER ROOM (SET) - DAY

Hellboy enters to find Abe, bleeding but alive, leaning

against the tile, blue blood all around him. Hellboy tries his walkie-talkie. Turns on his locator. It sparks. It's damaged and broken.

HELLBOY

(into his walkie-talkie)

We need an ambulance. Now!! Over!!

INT. CENTER OF THE TUNNEL LABYRINTH (SET) - DAY

Clay stumbles around, lost. He stops under a grate.

HELLBOY'S VOICE

(on the walkie-talkie)

Who's there? Clay? Come in, someone.

CLAY

Clay, Code 30, this is Clay, over...

Behind Clay, Kroenen drops down from an overhead pipe, through shafts of gray light. He brings forth his customary long blade. Clay turns in time to see Kroenen coming at him. He fires. Kroenen stabs.

Twin rivulets of blood run from Clay's nostrils.

INT. TUNNEL LABYRINTH - CONNECTING SHOWER ROOM (SET) - DAY

Hellboy hears the gunfire, starts running.

INT. CENTER OF THE TUNNEL LABYRINTH (SET)

Clay falls to the floor.

Kroenen stands there, unfazed by Clay's bullets in his chest. Dust pours from his wounds and piles up neatly at his feet. He hears Hellboy coming. He places the knife on the floor, then lies down and plays dead.

Hellboy appears at the end of the tunnel. He glances at Kroenen's body, then quickly checks for a pulse on Clay.

Hellboy looks demolished.

SMASH CUT TO:

INT. TAXI CAB (MOVING) / EXT. BPRD ADJACENT AVENUE - DAY

An ethnic pop song blasts from the taxi radio. Liz pokes her head out of the window and shoots a Polaroid snapshot. She passes it to Myers:

LIZ

It feels good to be outside!! It's been so long...

He can't hear her over the music. Myers knocks on the bulletproof acrylic divider.

MYERS

Hey!! The music!! Turn down the music!!

DRIVER

Yeah, yeah, music!!

He merely changes the radio station; the music stays at the same volume. Myers looks back at Liz.

She is halfway out the window, sitting on the door.

MYERS

Jesus! That's not -- That's not safe, Miss Sherman -- Miss Sherman?

She takes another Polaroid and passes it down to him. Myers looks at the Polaroid, then smiles. He climbs out of the other window, hands her the photograph.

MYERS

Nice view --

He waves at her. For the first time, she smiles.

MYERS

A smile, huh? That's good.

She takes his picture. With the cold morning wind blowing Liz's hair and the sun on her face, she looks beautiful.

LIZ

Don't get used to it.

Myers taps his fingers on the roof, to the beat of the music. He can't take his eyes off her. They drive towards the BPRD.

INT. B.P.R.D. MEDICAL BAY - DAY

Unconscious, Abe floats in a special tank. LED strips read water temperature, pH level, etc. He's encased in a bio-cast: a cybernetic healing unit wrapped around his thorax and right arm. A web of tubes and hoses keeps him in place.

SHIRTLESS and bandaged, Hellboy sits and studies him, as if in a trance.

MANNING'S VOICE

He'll make it --

Hellboy turns, Manning is there:

MANNING

But not everyone was so lucky.

(beat)

Two agents died today. Clay probably won't survive the night. You're reckless.

HELLBOY

I knew those men better than you did --

MANNING

Ah, I see. That makes it all alright then.

He turns to leave. Hellboy gets up.

HELLBOY

No, it doesn't make it right, but I stopped that creature, didn't I?

MANNING

That's what you do. That's why we need you. You have an insight.

(beat)

You know monsters.

HELLBOY

What are you trying to say?

MANNING

In the end, after you've killed and captured every freak out there -- there's still one left: you.

HELLBOY

(a deep sigh)

I wish I could be more gracious but --

BAMMMMM!!!! He smashes a metal LOCKER with his stone hand and raises it above his head.

Manning cowers, realizing that Hellboy's rage is a dangerous thing.

INT. B.P.R.D. - MAIN HALL AREA - DAY

A new space. Office corridors radiate out from a brass B.P.R.D. logo on the floor. A few agents monitor computer stations and tactical glass boards.

Liz and Myers walk in, carrying her suitcases. She looks around and sees BROOM coming down the hall.

BROOM

Welcome back.

LIZ

It's only for the weekend, Professor
Broom. Then I'll be on my way --

BROOM

(impeccable courtesy)

Come and go as you please.

(beat)

Find your way back. We've made quite
a few changes --

CRASH!!! Liz screams and Myers draws his gun. Smashing through
a glass partition, the mangled steel LOCKER lands in the
middle of the hall in a rain of glass and aluminum studs.

Next, Manning appears, retreating but unharmed.

MANNING

(gaspng)

I want that thing locked up, starting
now -- Now!!! You hear me??!!

He flees.

LIZ

(to Broom)

Nothing's changed. Home, sweet home.

Mortified, Broom hurries after Manning. Hellboy calmly steps
through the hole in the wall.

HELLBOY

(seeing her)

Liz? Liz!!

She spins on her heel and walks off. Hellboy turns to Myers.

HELLBOY

You!!! You did it, buddy --

Myers holsters his gun and follows Liz. Hellboy is all alone
now.

HELLBOY

(oblivious)

Woo hoo!!

INT. B.P.R.D. - LIZ'S ROOM - DAY

A familiar cell. Fireproof insulation covers the walls. Liz
throws her bags on the bed. Myers lingers in the doorway.

She reflexively pulls on one of the rubber bands on her wrist,
then lets it snap.

LIZ

A little something I learned in

therapy. I'm depressed --
(snaps a rubber band)
One rubber band. I'm impatient: two
rubber bands...

He sits by her side on the bed.

MYERS

I'll get you a fresh pack.

INT. HELLBOY'S DEN - DUSK

A cat bats at a ball of paper. On it, two words are visible:
DEAR LIZ. Hellboy's tail scoops up the paper and throws it
in a brimming wastebasket.

He's sitting at a stainless steel desk, deep in concentration,
writing with evident difficulty. The floor around him is
covered with more crumpled pages. In the background, the
projector is showing DUCK SOUP. Myers pushes in a cartload
of CHILI.

MYERS

Where do you --

HELLBOY

Shh! Just a second.

Myers sets the tray on the table.

HELLBOY

Myers, you're a talker. What's a
good word -- a solid word for "need" --

MYERS

"Need" is a good, solid word.

HELLBOY

Nah, sounds too "needy."

MYERS

Start in, you got nachos coming.

As he goes out, Liz appears in the doorway. Hellboy quickly
stops writing.

LIZ

(notices the small
feline army)

Oh, my God... Look at them all! Who
had babies? C'mere, Tiger...!

Liz plays with a cat. Hellboy lifts the piece of paper, which
looks like a postage stamp in his stone hand.

HELLBOY

Um... Liz -- I -- there's something
I'd like you to -- something I need
you to hear.

LIZ

Well. Is it long?? I'm going out,
but --

HELLBOY

Out? Out out?

LIZ

For a cup of coffee, but go ahead,
read.

HELLBOY

You're going alone?

LIZ

No. Myers is taking me.

Hellboy stands up, walks towards her.

HELLBOY

Him!! Why him? Why not me?

Myers walks back in pushing a tray of nachos.

MYERS

(to Hellboy)

Hey, your chili's getting cold --

HELLBOY

(sits back down)

Not hungry.

LIZ

What did you want me to hear -- ?

Hellboy folds the paper.

HELLBOY

It's nothing. Just a list -- It's
not finished --

LIZ

Oh, okay then. Maybe later then.

She leaves. Myers smiles.

MYERS

Anything else you --

HELLBOY

(snappy)

Not from you.

MYERS

Well good n-

HELLBOY

(furious)

Good night.

CUT TO:

INT. B.D.R.P. MEDICAL BAY - NIGHT

Under a sheet, Kroenen's cold, naked body lies on a slab.
Broom talks into a tape recorder.

BROOM

The subject: Karl Ruprecht Kroenen --

The visible areas of the body make us grateful for the sheet
covering the rest.

BROOM

Suffered a masochistic compulsion
known as surgical addiction.

The silver hand and harness lie on a table.

BROOM

Both eyelids were surgically removed
along with his upper and lower lips,
making speech impossible. The blood
in his veins dried up decades ago.
Only dust remains.

(looks at an X-ray
film)

Four pulverized vertebrae. A steel
rod inserted into his pelvis held
him up.

(beat)

What horrible will power could keep
a thing like this alive?

He finds the small pieces of paper Kroenen planted in his
pouch.

INT. B.P.R.D. HALLWAYS - NIGHT

Under the gaze of high-security cameras, AGENT LIME rolls
Hellboy's food cart down the corridor and into the domed
intersection. He whistles a happy tune. Opens the high
security door.

INT. HELLBOY'S DEN - NIGHT

Lime's jaw drops.

Across the room, one of the walls has been completely demolished, revealing a SERVICE SHAFT.

No sign of Hellboy.

LIME

Jesus.

Lime peeks into the SERVICE SHAFT.

OMIT

EXT. NEWARK, N.J. - STREETS - NIGHT

Myers and Liz leave a coffee shop, strolling down the street. Myers hands Liz her coffee. They chat and laugh. He pushes his Moped. She has her Polaroid with her.

EXT. BUILDING ROOFTOP - NIGHT

HELLBOY

What are you two talking about. What's so fascinating?? So important??

EXT. NEWARK N.J. STREETS - NIGHT

Liz and Myers pause at a corner, waiting for the light. The shops are closing.

MYERS

I admire him. He's a force of nature.

LIZ

He's just pushy.

MYERS

No... He's determined. Unstoppable --

LIZ

Cocky.

MYERS

Strong.

LIZ

A brute.

MYERS

My uncle used to say... we like people for their qualities but love them for their defects.

Liz half-smiles, sips her coffee.

MYERS

He -- loves you.

LIZ

I know.

MYERS

What about you?

LIZ

Don't know. Really. I grew up with him.

(beat)

I've missed him too, but now, every time I see him, I get confused. Hardly a day goes by he's not in my mind. Even now, I feel he's here --

As they walk down the street. A red streak jumps over roof tops.

EXT. ROOFTOP - NIGHT

Hellboy lands neatly on the adjacent roof. He looks down at Myers and Liz --

Myers offers her cream and sugar.

HELLBOY

No cream and sugar, moron. She takes it black.

She takes the coffee, waves off the half and half.

HELLBOY

Toldya.

Trying to feel superior, Hellboy chuckles. As they walk, Liz gestures vigorously. His smile fades.

EXT. NEWARK N.J. STREETS - NIGHT

MYERS

It's freezing, isn't it?

LIZ

Coffee's warming me up.

By now, all the shops are closed. They approach a small park near a train track.

MYERS

What do we do now? Newark, New Jersey, entertainment capital of the world.

She cleans off a wet, dirty bench, sits down.

LIZ

You offered me a cup of coffee. I've got one, so just sit down.

Myers is falling for her.

EXT. BUILDING ROOFTOP - FIRE ESCAPE - NIGHT

Hellboy leaps off a building.

EXT. BUILDING ROOFTOP - NIGHT

Two red hands appear over the rooftop parapet. Cursing, Hellboy hauls himself up. He finds himself next to a pigeon coop where a YOUNG KID is feeding the birds.

HELLBOY

Hi...

The kid stares at him.

KID

You're Hellboy.

HELLBOY

Shh. I'm... on a mission.

He watches as Liz and Myers sit on the bench.

HELLBOY

Don't tell anyone, huh?

CUT TO:

INT. HELLBOY'S DEN - NIGHT

Broom examines the damage to the wall. He turns to see Hellboy's locator belt hanging on the wall. Broom shakes his head.

LIME

Should we send out some scouts?

Broom motions for him to stop. It's useless,

BROOM

No. Enough. He will never change -- always a child. Always.

INT. B.P.R.D. MEDICAL BAY - NIGHT

Kroenen's body lies on the table. Slowly, his chest starts to rise and fall. He sits up.

His arm stump docks into the prosthetic hand -- Click! He flexes the shiny fingers.

Kroenen's hideous cranium is visible for an instant before he zips up his mask. He takes the sharp Ragnarok knives and turns one over. It reflects a figure standing behind him: Grigory.

EXT. BUILDING ROOFTOP - NIGHT

The pigeon kid walks towards Hellboy, carrying two glasses of milk and a plate of cookies.

KID

My Mom baked 'em.

He sits by Hellboy's side as he watches Liz and Myers chatting and laughing.

HELLBOY

That's it: she's laughing. I'm done.

Hellboy grabs three cookies off the plate and scarfs them down.

KID

They don't look like spies.

HELLBOY

Come on! Look at him, those shifty eyes, that -- phony grin...!!
(seeing the last cookie)
You gonna eat that?

Below, Myers yawns. Hellboy slaps his forehead.

HELLBOY

Oh, the yawning trick. That's so 1950's! Watch his arm --

He looks around, picks up a pebble, hefts it.

EXT. NEWARK N.J. STREET - LIZ AND MYERS - NIGHT

MYERS

We all have a side that we try to hide...

Myers stretches and places his hand and arm behind her back. Something hits him in the head.

MYERS

Hey! What the hell?

He gets up, annoyed. No one in sight.

EXT. BUILDING ROOFTOP - NIGHT

Hellboy snickers, hiding and chewing a cookie. The Kid "gives

him five".

INT. BROOM'S OFFICE - NIGHT

Kroenen's two pieces of paper are joined together under a MICRO-SCANNER. Broom watches as computer enhancement fills out a couple of missing areas.

Cyrillic letters are now legible.

BROOM

(pensive)

SEBASTIAN PLACKBA #16... Moscow.

Broom pulls out a few old photos. Finds one of Grigory in German uniform, and in a book, another of Grigory in an Orthodox priest's black cassock.

He pulls out his old wooden box, pulls out a dusty book from it. His fingers scan the text, finding Rasputin's date of birth, date of death. They pause at a particular line: "His mausoleum is at SEBASTIAN PLACKBA #16".

BROOM

It's Rasputin's mausoleum.

TCHK!! A noise -- Broom turns in time to see Kroenen delicately descending a spiral staircase, blade in hand. In spite of all his experience, Broom is shaken.

BROOM

I see the puppet. But -- where is...
the puppet master?

In the dark, a voice hisses --

GRIGORY

Very good, Professor Broom.

Broom turns. Grigory steps from the shadows.

BROOM

It was you: The scraps of paper,
Liz's sudden relapse and return...

GRIGORI

(nods)

Bread crumbs on the trail. Like in a
fable. They both distract him and
guide him exactly where I need him.

BROOM

Moscow.

GRIGORY

His destiny.

He touches Broom's forehead, lightly --

GRIGORY

You raised the child. Nurtured him.
So, In return... Would you permit
me? A brief, brief glimpse? Of the
future --

FLASH!!

A nightmarish tableau...

EXT. RUINS OF N.Y. - DUSK

The ruins of New York, charred, smoldering. Human remains
litter the landscape. Monstrous shapes lumber in the
distance... an army of apocalyptic beasts outlined against
the blood-red sky.

Dominating the horror is a mountain of festering skeletons
and skulls. At the top, a figure: HELLBOY, transformed. His
horns are in full bloom, his eyes and mouth stream unearthly
fire.

INT. BROOM'S OFFICE - NIGHT

Startled, Broom snaps out of it --

GRIGORY

If only you had him destroyed sixty
years ago, none of this would come
to pass. But, then, how could you
have known?

Broom is speechless.

GRIGORY

Your God chooses to remain silent.
Mine lives within me.

Rasputin stands, the flesh of his neck and shoulders heaving
and twitching beneath his human skin.

GRIGORY

In the frozen waters of the Malaya
Nevka, in the darkness of the void:
every time I died and crossed over,
a little more of the Master came
back with me. He disclosed to me the
child's true name... Would you like
to know it??

BROOM

I know what to call him. Nothing you
can say or do will change that. I

call him son.

Discreetly, Broom removes his rosary and places it on the book. Kroenen settles in behind him.

BROOM

I am ready.

GRIGORY

Good. Now, I'll add two crumbs more:
(Kroenen displays his
knives)
Grief and revenge...

Kroenen's knife goes in.

CUT TO:

EXT. BUILDING ROOFTOP - NIGHT

The pigeons flutter on the rooftop.

The pigeon kid sits by Hellboy's side.

KID

Just go down there and tell her how
you feel!
(Hellboy shakes his
head: no)
My mom says --

HELLBOY

It's not that easy, okay?
(beat)
Plus, you're nine. You're not old
enough to give me advice.

KID

(shrugs)
Who are those guys??

Hellboy turns and sees --

TWO of the black B.P.R.D. Sedan cars rounds the corner.

Agent Lime bounds out of one of the vehicles, grabbing Myers,
talking rapidly. Liz screams, covers her ears.

HELLBOY

Something's wrong --

OMIT

INT. B.P.R.D. HALLWAY - NIGHT

Agents and Bureau employees are crammed into Broom's office

doorway. Hellboy, face contorted by grief, pushes through.

INT. BROOM'S OFFICE - NIGHT

The room is full of forensics people taking pictures, picking up evidence, etc. Tom Manning is there. Seeing Hellboy, he respectfully steps back.

Broom's fragile body lies slumped in his chair. At his feet, a pool of blood. Liz enters, then stifles a whimper.

With tears in his eyes, a disbelieving Hellboy looks at Liz, then at his dead father. He holds Broom's body close to his chest.

HELLBOY

Father -- I'm back. I'm back. I'm
back.

Manning herds everybody out. From the door, Liz blinks back tears as the red giant kneels by the body: a dog with a lost master.

HELLBOY

I wasn't here. You died alone --

DISSOLVE TO:

OMIT

EXT. BPRD BUILDING - DAY

It's raining like hell.

The PALLBEARERS, Manning and Myers among them, load Broom's casket into a HEARSE. Flanking it are two rows of BPRD agents.

The hearse doors close and the vehicle pulls away.

Watching like a gargoyle from a distant roof: Hellboy. Rain bounces off his wet overcoat.

Liz observes him, worried.

LIZ'S VOICE

He hasn't spoken to anyone in three
days. Not a word. He doesn't eat, he
doesn't sleep...

INT. MEDICAL BAY - DAY

Abe, conscious now, but still in the cast, floats upside down, solving a RUBIK'S CUBE. Liz stands by the tank.

LIZ

I've never seen him like this. Never.

(beat)

Should I stay? With him, I mean?

She smiles faintly.

ABE

Listen -- I'm not much of a problem solver...

(displays the cube)

Three decades and I've only gotten two sides.

(beat)

But I know this much: if there's trouble -- all we have is each other. And I'm stuck here.

(beat)

So -- Take care of the big monkey for me, will you?

Their hands almost touch, separated only by the glass.

OMITTED

INT. B.P.R.D. CONFERENCE ROOM - DUSK

A PROJECTION SCREEN shows the enhanced image of the piece of paper with Cyrillic characters.

MANNING

We've collected and destroyed thousands of eggs. No trace of this "Sammael" or this "Rasputin" character. But we have this address --

In a meeting room, Manning stands at a polished obsidian desk. A group of agents -- Myers among them -- listens attentively.

MANNING

Sebastian Plackba #16. Volokolamsk fields, fifty miles from Moscow. We leave as soon as we get clearance and equipment --

MANNING

Hellboy's coming --

(beat)

But I'll be in charge this time. Either we wrap this up or I'm closing this freak show for good.

Myers spots Liz walking past the conference room.

INT. BROOM'S OFFICE - DUSK

Hellboy stands before Broom's desk, pensive, his naked chest

bandaged.

Liz watches him from across the room. He finds Broom's rosary on top of the book. Reads the underlined phrase on the page.

LIZ

Hi --

He turns to her. She slowly comes towards him.

HELLBOY

Hi.

LIZ

I've changed my mind. I'll come to Moscow. If you -- are still going --

Hellboy nods, then clears his throat.

HELLBOY

I am.

(beat)

But -- I have something to say, too.

(beat)

I never had the guts before -

He looks her in the eye.

HELLBOY

But I understand what you don't like about me. I do. What I am makes you feel out of place -- out there --

LIZ

Red, I --

HELLBOY

Listen. I'm not like Myers. He makes you feel like you belong. And -- that's good. It really is. I -- wish I could do something about this --

(points at his own face)

But I can't.

(beat)

I can promise you only two things...
One: I'll always look this good.
Two: I won't give up on you. Ever.

LIZ

I like that...

HELLBOY

Good.

CUT TO:

EXT. MOSCOW WAREHOUSE - DAY

Super: TOPOCKBA STEEL MILLS, MOSCOW A wasteland of rust and decay. Rotting warehouses line the street like dead steel watchdogs. No one's around but a few lonely sentries.

A limo and motorcycle caravan are waved through the security gates.

INT. MOSCOW WAREHOUSE - DUSK

A metal door trundles back and the limo and escort motorcycles enter.

Fleshy Russian General -- LAPIKOV -- gets out of the limo. Then Ilsa and Grigory.

GENERAL LAPIKOV

I have accumulated many objects of great interest. Preserving our heritage.

The warehouse contains a world of bric-a-brac: a towering marble LENIN HEAD, Old Master paintings, tanks, warheads, missiles, etc.

GENERAL LAPIKOV

Many -- like me -- believe Mother Russia to be very close to a historic rebirth.

They stop before a cargo container. With a butane torch, a soldier melts away the lead Kremlin seal, then open the doors.

GRIGORY

Rebirth? I like that.

INT. MOSCOW WAREHOUSE - THE CONTAINER - SAME

A massive stone monolith of polished MARBLE.

LAPIKOV

Twenty tons of stone. This thing fell from the sky into Tungaska forest.

GRIGORY

June 30th, 1908. It burned hundreds of square miles of forest. The Romanovs took possession of it immediately. The Czar guarded it jealously -- I have wanted it for ages.

Grigory's fingers brush over its smooth, perfect surface. At

the center --

-- TWO CIRCULAR IMPRINTS that match Hellboy's four-fingered stone hand.

GRIGORY

Now, finally, it's mine.

GENERAL LAPIKOV

You are aware, of course, there's no way you'll get it out of Russian territory.

ILSA

(curtly)

He is aware.

Ilsa brings out a chrome box, full of gold.

GENERAL LAPIKOV

It's a pleasure doing business with you. Perhaps you have other interests.

Grigory's voice drips with serene brutality.

GRIGORY

Enjoy the bright metal you've earned.
There will be no further transactions.
(beat)
Only closure.

CUT TO:

EXT. THE NIGHT SKY (MATTE SHOT) - NIGHT

A massive CARGO PLANE slices the white eye of a full moon. A map details the plane's journey over the Black Sea.

Super: RUSSIAN AIRSPACE - BLACK SEA.

INT. CARGO PLANE - NIGHT

As the plane engines DRONE, Myers supervises BPRD agents Lime and Stone, who stencil a large crate: FRAGILE! LIVE CARGO.

Hellboy and Liz stand around a brightly-lit work table.

Hellboy shows them the medieval illustration of Sammael.

HELLBOY

"One falls, two shall arise." So:
you pop one, two come out. You kill
two, you get four. You kill four,
you're in trouble. We have to nail
'em all at once. And the eggs.

MANNING

When we do: No mumbo-jumbo. Double-core Vulcan-65 grenades.

MANNING shows them a set of GRENADE BELTS.

MANNING

We've installed a very handy timer. Set it, walk away. Cable pulls the safety pins, K-boom! Easy to clean, easy to use...

HELLBOY

(interrupts)

Those things never work. Never.

MANNING

Each of us gets a belt.

HELLBOY

(shrugs it off)

I won't take 'em. They never work.

Manning looks at Hellboy, irate.

MYERS

I'll carry his --

Hellboy wraps Broom's rosary on his wrist.

HELLBOY

Boy Scout.

CUT TO:

OMIT

EXT. COUNTRYSIDE - DAY

Two gleaming black vans and a truck move through snow-covered Soviet roads.

Super: VOLOKOLAMSK FIELDS, MOSCOW.

EXT./INT. COUNTRYSIDE - IN THE TRUCK CAB - DAY

Myers and LIZ struggle with a Moscow map.

LIZ

(into a radio)

Sparky to Big Red...

Popping her head out of the window, Liz looks back at the truck bed.

EXT. COUNTRYSIDE - THE TRUCK BED - DAY

Fastened to it, the crate labelled: LIVE CARGO. Small breathing holes have been drilled in the sides.

HELLBOY'S VOICE

Sparky?? Who came up with that? Myers?

EXT./INT. COUNTRYSIDE - THE TRUCK CAB- DAY

Liz snickers.

MYERS

We're almost there.

INT. INSIDE THE CARGO BOX - DAY

Hellboy, sitting on the floor, in the dark.

LIZ'S VOICE

(on radio)

We're leaving the main road, so hang on --

They hit a series of bumps. The box rattles and shakes. Hellboy bangs his head. The vehicle lurches to a halt.

HELLBOY

(on the radio)

This better be the place or I'll puke.

Motors are turned off. The crate is opened. Liz peeks in.

LIZ

Come out and see.

EXT. 19TH CENTURY CEMETERY - DAY

Hellboy steps out. Takes a moment to adjust his eyes to the light.

HELLBOY

Sebastian Plackba #16...

19TH CENTURY CEMETERY (MATTE SHOT / COMPOSITE)

Broken spiked fences succumb to rust and dead vines. Endless rows of crypts and tombstones poke through wild foliage.

Our group plus TWO AGENTS (Lime and Stone) venture into the labyrinthine lanes of the dead. Each carries a backpack, a flashlight and a gun.

DISSOLVE TO:

EXT. CEMETERY - MAUSOLEUM SECTION (LOCATION) - DAY

Later. The group gathers in frustration in an area of baroque funerary monuments. Myers -- carrying the explosive belts -- looks around.

MANNING

Forget it. This is practically a city. And it stinks, and it's muddy. We'll go back, check into a hotel, regroup after breakfast. We'll have to make a grid, go by quadrants. Maybe satellite photography.

He gestures and all the agents head for the vans.

HELLBOY

Let me ask for directions.

EXT. OPEN GRAVE - DAY

The group surrounds a grave. Hellboy raises the broken stone cover and then jumps in.

EXT. OPEN GRAVE (SET) - DAY

-- and lands on a rotten coffin. In it, a mummified corpse lies in a miserable black suit.

HELLBOY

(whispers)

Animam edere, animus corpus...

He presses the amulet on the cadaver's forehead. For a moment, nothing, and then...

...a brutal spasm!! The corpse gasps, breathes... and mutters something in tongueless Russian. SUBTITLE: WHAT DO YOU WANT?

EXT. MOSCOW CEMETERY (LOCATION) - DAY

The group gawks as Hellboy climbs out, carrying the CORPSE on his back. With an ear-to-ear grin, he approaches the team.

HELLBOY

Sixty feet further, comrades, and three rows in...

The corpse fidgets on Hellboy's back. Its bony hand weakly points, as if in confirmation.

HELLBOY

This here is Ivan Klimentovich: Say "hi" Ivan.

The corpse mutters again. SUBTITLED: GO THAT WAY, RED MONKEY.

EXT. CEMETERY - YEFIMOVICH MAUSOLEUM (LOCATION) - DAY

A miniature black marble castle. Using a crowbar, Myers pries open the ancient steel door. Hellboy, still carrying the desiccated abomination on his back, walks in.

OMIT

INT. YEFIMOVICH MAUSOLEUM STAIRS - LATER - DAY

Two agents stand guard in the mausoleum, while the group descends carefully. The walls are dotted with yellowed skulls.

INT. YEFIMOVICH MAUSOLEUM - UNDERGROUND - STAIRCASE

Myers' flashlight flickers. He shakes it back to life.

INT. UNDERGROUND - UNDERGROUND INTERSECTION

They reach the bottom of the staircase: three corridors branch off in different directions. Hellboy deposits the CORPSE atop a pile of coffins.

HELLBOY

We'll be alright... as long as we
don't separate --

INT. UNDERGROUND CORRIDOR AND INTERSECTION - DAY

TCHKANGGG!!!!!! large spiked metal plates shoot up from below, blocking both their way out, demolishing the staircase and ramming Stone: he's gone.

Wicked spikes cover the metal surface. Hellboy still bangs on it, but to no avail: it's at least six inches thick. Liz and Myers are on the other side.

HELLBOY

(into his walkie-talkie)
Okay, someone's expecting us. Turn
on your locators -- Anyone sees
anything...

LIZ

Marco...

HELLBOY

...Polo.

On the other side of the panel, Myers takes the radio from Liz.

MYERS

(into radio)
Are you sure about this?

HELLBOY

On a scale of one to ten: two. But --
(beat)
-- she'll take care of you, Myers.
She's a tough one.

Liz and Myers move off. Hellboy shines his light down the tunnel on the left. Agent Lime picks up the corpse and follows.

INT. TUNNEL "A" / CHAMBER - DAY

Hellboy and Manning come into a vast chamber: Slavic motifs crown the rugged stone pillars and archways. Water runs down the walls.

Across a small stone bridge, light pours from a hexagonal structure.

They step onto the bridge. KLANGGG!!! two gears release a steel door from above, forcing them to forge ahead.

Somewhere, a massive clockwork is TICKING.

MANNING

What's that --

Hellboy motions for silence. The CORPSE mutters: "IT'S SOMETHING BIG"

They stare into the darkness.

MANNING

We should go back -- you -- you could tear that door apart --

HELLBOY

Don't move. We --

MANNING

-- should go back. Now!

HELLBOY

No. Don't --

MANNING

I'm in charge. We go back!

Hellboy yanks Manning just in time. BAMMM!!!! A gigantic metal pendulum swings past and demolishes one third of the bridge a few feet from their feet. It takes Lime and the CORPSE with it.

Another door on the far end of the bridge shudders downward.

HELLBOY

Son of a --

Whoosh! The PENDULUM swings back. It destroys more of the bridge. Manning sprints for all he's worth and crawls under the door.

Hellboy runs, but chunks of stone disintegrate under his feet.

The pendulum swings back taking out the final piece of the bridge just as Hellboy rolls under the door --

-- and makes it into the hexagonal building.

INT. STONE CORRIDOR - DAY

Hellboy and Manning find themselves in a very narrow, arched stone corridor. Its walls are lined with endless rows of rusty steel blades.

Faint traces of WAGNER can be heard. They cautiously proceed...

INT. HEXAGONAL STONE LAB - DAY

There. In yellow gaslight, Kroenen nods attentively as a phonograph plays the love duet from TRISTAN UND ISOLDE.

Above him, ropes, hooks and pulleys.

INT. STONE CORRIDOR - DAY

Manning rest his hand too close to a blade.

MANNING

Ouch!!

INT. HEXAGONAL STONE LAB - DAY

Kroenen comes alert. He scans the room, quietly winds himself up.

INT. STONE CORRIDOR - DAY

Hellboy shoots a dirty look at Manning and then looks back into the chamber --

-- Kroenen is gone.

HELLBOY

(to Manning)

Crap. This guy moves like a cockroach --

Hellboy readies his gun and then creeps toward the lab.

INT. HEXAGONAL STONE LAB - DAY

Hellboy's footsteps elicit soft creaks from the wooden floor. Manning moves along behind him.

The record finishes playing. Silence --

SWISH!!! Kroenen's whirling blades slice the air, ripping into Manning's arm. As Kroenen goes in for the kill --

-- Hellboy thrusts out his stone fist as a shield. Kroenen bears down but Hellboy fends him off with powerful, deliberate blocks.

Kroenen hauls out one of his long swords.

HELLBOY

Screw that.

Hellboy yanks it away and bends it like a twig. BAMMMM!!!! He punches Kroenen in the face, crumpling the steel mask, smashing its lenses.

HELLBOY

You killed my father --

BAMMM!!!! another hit.

Kroenen staggers back with each blow. Finally, the mask falls off.

HELLBOY

Give your soul to God, Your ass is mine.

An asthmatic wheeze erupts from his scarred face. Kroenen is laughing.

INT. HEXAGONAL TRAP DOOR PIT - DAY

BAM!!! Under his feet, a huge trapdoor falls open. He and Manning drop through, along with the phonograph.

Hellboy grabs a rope. It spins through a copper pulley, but a large knot jerks him to a stop. Hellboy snatches Manning's hand, but loses his backpack.

He looks down. The phonograph hits the ground with a crash.

MANNING

(panting, whispers)

Well, it's not that big a fall...

KLANGGGG!!!! The entire bottom bristles with six-foot, sparkling steel blades.

INT. ABOVE THE HEXAGONAL TRAP DOOR PIT - DAY

Kroenen cautiously leans over the pit. He can't hear a sound.

As he peeks -- SWISH!! A loop of the rope wraps around his neck and yanks him forward! Before he goes over, he frantically digs his blades into the floor, anchoring himself.

INT. HEXAGONAL TRAP DOOR PIT - DAY

Hellboy has used the rope hanging below him as a lasso. MANNING clings to his powerful back as he climbs up, hand over hand.

INT. ABOVE THE HEXAGONAL TRAP DOOR PIT - DAY

Kroenen goes to cut the rope...

INT. HEXAGONAL TRAP DOOR PIT - DAY

HELLBOY
(reaching the top)
Oh, no you don't --

Hellboy wraps the rope around his stone fist and, with a brutal stone-fist yank, pulls KROENEN into the pit!

With a horrible scream, Kroenen drops headfirst past them and onto the spikes. He wriggles like a fish caught on a hook, only making it worse, as he slides further down the blades.

INT. ABOVE THE HEXAGONAL TRAP DOOR PIT - DAY

Hellboy climbs out and sits. Sees Kroenen's blade embedded in the floor. Holding it: the prosthetic hand, still ticking.

INT. ABOVE THE HEXAGONAL TRAP DOOR PIT - DAY

Hellboy peers down. Still alive, Kroenen frees one arm, slicing through his own ropy bicep.

HELLBOY
You like playing possum, you Nazi
pinhead?
(beat)
Then try playing dead.

INT. BOTTOM OF HEXAGONAL TRAP DOOR PIT - DAY

Hellboy tips a massive cogwheel over the edge. Kroenen emits a horrid scream as it crushes him.

INT. ABOVE THE HEXAGONAL TRAP DOOR PIT - DAY

Manning sits down, bandaging his injuries. Hellboy kneels

down.

HELLBOY

Are you okay?

Manning nods weakly. Hellboy brings out a cigar and fires up his Zippo.

HELLBOY

You'd better stay here. I'll find a way out. We'll come back for you.

MANNING

You call that thing a cigar??

HELLBOY

Yup.

MANNING

You never, ever light a cigar that way.

He digs out one of his fine cigars, cuts it and hands it to HELLBOY.

MANNING

Use a wooden match. It preserves the flavor.

He lights it for him. Hellboy grins.

MANNING

Thank you.

HELLBOY

(smiles)

My job.

OMIT

INT. TUNNEL "B" - UNDERGROUND NARROW TUNNEL - DAY

A narrow tunnel. Liz and Myers advance carefully.

Just ahead, a cave-in. Pieces of ceiling, timber, coffins and corpses form a chaotic barrier. As they squeeze past...

MYERS

So, he thinks that you and I... That's why he's mad at me --

A few bones roll by. Wet earth drops onto their shoulders. They draw their arms close to their bodies, pointing their flashlight beams straight down. A moment of strange intimacy.

MYERS

But it's not true, is it?

LIZ

What -- ?

MYERS

That you feel that way about me.

LIZ

You want to know -- Now -- ? Here?
Red, white, whatever -- Guys are all
the same.

INT. TUNNEL "C" - UNDERGROUND TUNNEL - STEEP SLOPE - DAY

Hellboy labors up a steep slope, using rocks and roots for handholds. He reaches a dead end and collapses, out of breath.

Light filters through a crack in the ground; he can faintly hear Liz and Myers.

INT. TUNNEL "B" - UNDERGROUND TUNNEL - CAVERN AREA - DAY

Liz and Myers reach a wider section of Tunnel "B". They find themselves calf-deep in brown water.

Myers lights Liz's path as she steps onto a large stone.

MYERS

Watch out. It's slippery...

His light shorts out. She shines her light past him.

LIZ

Oh, my God...

Myers turns. His flashlight comes back on, revealing a complex natural cavern. An entire WALL IS COVERED with translucent eggs.

SAMMAEL is there, gnawing on a dry arm bone, with the hand still attached. When the light hits his face, his milky pupils constrict. A snarl...

A SECOND SAMMAEL emerges from the water. It shakes itself off. A THIRD ONE raise its head.

Myers and Liz try to back away, but a metal wall rises right behind them KLANKKKKK!!! They are trapped!!

Myers goes to grab a set of explosive belts. Tries to set up the timer. Zipp! -- one Sammael snatches them away. Myers falls to the ground, clothes torn, injured.

LIZ

(into the radio)

Marco, Marco, Marco... Get your Big
Red butt over here!

Something stomps on the ceiling directly above them. Again
and again.

INT. TUNNEL "C" - UNDERGROUND TUNNEL FLOOR - DAY

Hellboy pounds the floor with his rock hand. Furiously.

HELLBOY

Hang on kid, I'm coming for you!!

The rocks below him start to crumble.

EXT. ANTHILL VIEW OF UNDERGROUND TUNNELS AND PITS - DAY

In an "ANT FARM" view of the complex, we see Hellboy above,
pummeling and -- in the cavern below -- Liz and Myers.

INT. TUNNEL "B" - UNDERGROUND TUNNEL CAVERN AREA - DAY

Dust and rocks fall from above. The four identical creatures
move in on Liz and Myers. Myers shoots one in the head three
times. The creature shakes off the hits as if pelted with
pebbles.

One of them springs. As it flies through the air, Hellboy
crashes through the ceiling. He lands on top of it along
with a ton or two of stone. The creature is crushed.

Two eggs glow, metamorphosing. Presto -- two new Sammaels
are born. The first two Sammaels growl, joined by the two
new ones. Liz sprints to safety.

HELLBOY

Sorry. Just couldn't leave you two
alone.

Hellboy scoops up Myers and deposits him next to Liz.

Lit by Myers' flashlight, two of the creatures jump. One
clamps onto Hellboy's back, the other onto his leg. Hellboy
howls. The third one joins in, like lions dragging down a
zebra. This time, though, the zebra fights back.

Hellboy pulls out his gun and fires a round into the chest
of a Sammael. Two eggs glow -- two new Sammaels are born.
They're FIVE.

Hellboy's torso is covered in blood. He falls to the ground.
A fourth and a fifth creature spring onto him, biting. Hellboy
is in trouble.

Liz watches and shivers. A ripple of heat shimmers over her
body.

LIZ
(at Myers)
Hit me.

MYERS
What?

Liz is desperate, crying.

LIZ
Hit me --
(beat)
All of my life I've run away from
it... Now I want it to happen! Do
it.

Hellboy screams. Water explodes under the fighting bodies.
Two of the Sammaels turn their attention to Liz and Myers.

MYERS
I can't, I --

Liz slaps him.

LIZ
I know now: I love him. I've always
loved him.

A beat of silence, then Myers slaps her across the face,
once. Hard. The heat ripple builds. The air vibrates around
her. Her pupils kick back light, like an animal's.

LIZ
Go now.

Myers ducks behind a rock as Liz's arms blaze with fire.

The two approaching Sammaels are ready to pounce.

On top of Hellboy, one of them turns its head, like a lion
hearing the hunter's gunshots. A staggering Hellboy sees
Liz's body shake in a surge of white-hot energy.

HELLBOY
(weak)
Liz...

The water at her feet blows away as a concave shockwave of
fire expands.

The fire engulfs the creatures. Devours them all.

INT. TUNNEL "B" - UNDERGROUND TUNNEL CAVERN AREA - DAY

The screen FADES TO WHITE and then...

Silence, then a pulse. A high ringing tone. A heartbeat.

Hellboy pushes away the half-cooked remains of two Sammaels. The other creatures are little more than blackened bones. He stumbles forward. No water left. Everything is half-buried in a cracked, bone-dry bed of mud. Liz lies on the ground, on her side, unconscious.

Myers is alive, but too groggy to even acknowledge it. Weakly, Hellboy turns around: In the eerie silence of his deafness, he sees Grigory -- LAUGHING noiselessly, witness to an absurd comedy.

Ilsa approaches. And -- in a simple, brutal move -- hits him with a hammer --

FADE OUT / FADE IN

OMIT

INT. THE CATACOMBS - NIGHT

Hellboy slowly comes to. He is chained to a massive wooden yoke. He takes notice of his surroundings: a large church-like space, surrounded by funeral niches and statues holding swords. High columns flank huge mechanical gears. An SOLAR SYSTEM MODEL takes the place of an altar.

Off to one side, Ilsa uses a hammer to destroy the timers on the explosive belts.

Next to the main nave, Myers is tied to a stone pillar. Under his feet, a blood channel, leading to the immense stone slab bought from Lapikov.

Liz lies at Grigory's feet. He's dressed in a ceremonial robe and holds his leather book open. His back to Hellboy, he faces a mural of the angel Abbadon holding a key.

GRIGORY

"And I looked and beheld an Angel,
and in his hand the key to the
bottomless pit..."

Hellboy tenses, rage building. The yoke creaks, but doesn't bend.

GRIGORY

(gestures at the stone
piece)

These were the words I heard as a
peasant boy in Tobolsk. And now, the
door -- Sent by the Ogdruh Jahad so
that they might at long last enter
our world.

ILSA
(to Hellboy)
You are the key! The right hand of
doom!

Hellboy studies the stone sculpture, its three HAND IMPRINTS --

ILSA
(triumphant)
What did you think it was made for?
Open the locks.

Hellboy stares at his huge right arm, as if for the first
time.

MYERS
Don't do it!! Don't do it!!

Ilsa kicks Myers in the face.

ILSA
Silence!!

The open dome above reveals the moon. An eclipse is beginning.
The altar's clockworks monitors its progress.

ILSA
Imagine it: An eden for you and her --

HELLBOY
No.

Grigory turns to Hellboy.

GRIGORY
No?
(reasonable)
In exchange for her life then, open
the door.

In torment, Hellboy, shakes his head: no.

GRIGORY
As you wish.

He leans over Liz, whispers in her ear: Her body arches, her
mouth emits a plume of energy. Grigory greedily inhales it.
Then she goes limp.

GRIGORY
She's dead.

HELLBOY
Noooo! Noooo!!!

He struggles again. One of the cuffs snaps. He swats Ilsa with his free hand. She stumbles backwards. Now Hellboy fights to free his other hand. Indifferent, Grigory watches the eclipse.

GRIGORY

Her soul awaits on the other side.
If you want her back...
(beat)
Open the door and claim her.

His head and heart racing, Hellboy struggles for an answer. Can't find one... the moon is almost totally eclipsed.

He drops his gaze. His voice a hoarse whisper.

HELLBOY

For her.

Grigory moves close to Hellboy. Rips the rosary off his wrist. It lands near Myers.

GRIGORY

Names hold the power and nature of things. Mine for example. Rasputin:
"The crossroads."
(beat)
And crossroads I have become.
(beat)
Your true name: Anung-un-Rama. Repeat it. Become the key.

HELLBOY

(closing his eyes)
Anung-un-Rama...

INT. CATACOMBS - NIGHT

Hellboy's stone arm glows. Ancient symbols of fire burn the stone. Flames momentarily engulf his body.

INT. CATACOMBS - NIGHT

Hellboy roars as his HORNS majestically burst forth! Out of his mouth, energy and light boil like condensing breath on a winter's night.

Inebriated with power, the new PRINCE OF HELL smiles with supreme arrogance. His shadow falls on the white marble of the slab and mysteriously spreads over it until the stone turns black as obsidian.

MYERS

No!! Don't do it!! Listen to me!!

HELLBOY inserts his enormous paw into the FIRST IMPRINT on

the stone slab -- CLACK!! He turns it, like a lock.

A beam of crimson light shoot upwards into the sky.

EXT. VIEW FROM THE CITY - NIGHT

Visible from all over Moscow, the beam blazes to the moon! The same phenomenon as in the prologue, but this time it's more intense, with ripples and haloes.

INT. THE OTHER SIDE - NIGHT

Again, the infinite, starry space. Again, the OGDRU JAHAD. The ruby beam pierces the darkness.

INT. CATACOMBS - NIGHT

Hellboy watches as the FIRST IMPRINT disappears. In its place: a burning glyph.

Myers struggles with his bindings. The rough hemp cuts his skin, but he manages to free one hand.

EXT. ON THE OTHER SIDE - NIGHT

OGDRU JAHAD shifts, suddenly breaking free. Gelatinous limbs uncurl, expand. Its enormity puzzles the eye, obscuring the frame.

INT. CATACOMBS - NIGHT

Hellboy thrusts his hand into the SECOND IMPRINT. CLACK! He turns it.

Myers spots the broken rosary and reaches for it --

INT. THE SKY - NIGHT

IN THE STORM CLOUDS, LIGHTNING ILLUMINATES GARGANTUAN TENTACLES REACHING INTO THE EARTHLY PLANE.

INT. CATACOMBS - NIGHT

Grigory drinks in the first signs of the arrival and laughs.

GRIGORY

The final seal. Open it!

Hellboy puts his hand inside, CLACK!!! Before he can turn it, Myers reaches the rosary. Ilsa lunges at him. He clobbers her full in the face. She staggers back and down.

MYERS

(to Hellboy)

Remember who you are!!!

He throws the rosary at Hellboy. Instinctively, Hellboy catches it. It smokes in his hand.

He tosses it away. It lands next to the explosive belts.

Hellboy opens his palm, seeing the smoking, charred imprint of the cross and beads. He looks over at Grigory.

With a blood-curdling scream, Hellboy grabs his horns with both hands, brutally snaps them off. Energy spews from the stumps.

He stabs Grigory with one of them. Grigory drops to his knees, holding his stomach. Hellboy drops the blood-stained horn.

The final lock disappears into the stone. The light flickers and the connection with the moon is broken.

Ilsa, licking her bloody lips, looks up. The sky is silent. The thunderclouds are parting. The eclipse has ended.

Grigory crumples in agony.

The burning glyphs in Hellboy's stone hand dim down, his features and body resume their usual shape. All is quiet.

GRIGORY

You will never fulfill your destiny.
You will never understand the power
inside you.

HELLBOY

I can live with that.

He breaks Myers' chains, helps him up.

INT. CATACOMBS - NIGHT

Hellboy painfully takes Liz's limp body in his arms. Myers stands by his side.

He kisses her forehead, caresses her hair, then walks down the steps.

Myers steps on something. He looks under his foot: A smashed GLASS EYE. Then... out of the silence, a WHISPER.

GRIGORY

Child...

Hellboy turns. Grigory, on his knees, smiles.

GRIGORY

(dying)
Look what you've done --

He looks up. In his empty eye socket, fleshy tendrils shift lazily.

GRIGORY

You've killed me -- an insignificant man... but you have brought forth a God.

He uncovers his abdomen. Long, fleshy pseudopods spill out of the wound, like intestines.

A large entity erupts from Grigory's torso and claws the air.

GRIGORY

Behold, my master, Behemoth. Guardian of thresholds, destroyer of worlds.

Covered in steamy slime, a seven foot, multi-tentacled shape -- BABY BEHEMOTH -- lands on the stone slab. The squirming flesh surges up like greasy pink foam. Growing exponentially by the second.

Ilsa kneels and embraces Grigory's corpse. Kisses him on the mouth. A gargantuan tentacled shadow looms above them.

ILSA

Hell will hold no surprises for us.

A tower of flesh disdainfully crushes them both.

INT. CATACOMBS - ADJACENT TUNNEL - NIGHT

In a passageway, Hellboy carefully hands Liz's body over to Myers.

HELLBOY

Keep her safe. No matter what. I'll deal with whatever's back there.

MYERS

Alone?

HELLBOY

How big can it be?

As if in response, a massive tentacle fills the tunnel, reaching for him. Oil lamps hanging from the ceiling smash onto HELLBOY'S head as he is pulled back at breakneck speed, finally confronting --

INT. THE CATACOMBS - NIGHT

BEHEMOTH!!! The size of a house --

Hellboy -- head smoking -- writhes in the grip of the

tentacle. It suddenly throws him toward the ceiling.

As he arcs back down, ABM!! -- he cracks the floor wide open. Next to him: the rosary and the EXPLOSIVE BELTS. He tries to grab them. The tentacle slams down, blocking his way.

The vibration sends the belts down into the crack. They bounce off a small ledge and land further down. Far below, grinding cogwheels and gears.

Hellboy manages to pull a steel sword from the closest marble statue.

Hellboy stands up and swings the sword for all he's worth. FWAP! He cuts clean through the tentacle. The tip hits the floor, rolling into the crack.

From out of Behemoth's stump... a mass of wriggling tentacles replaces the cut-off section! They squirm around Hellboy's face as he slashes, again and again, fighting his way forward.

He leans into the crack, stretches his arm, struggling to grab the belts. A few inches short. He jumps into the crevice, onto the first ledge. It crumbles!!

The gears below grind a few falling bricks. The belts slide away.

A tentacle captures Hellboy, pulls him up. At the last second, he grabs the belts with his tail.

The beast raises Hellboy high. A multi-layered mouth opens in the body of BEHEMOTH. The most horrible proboscis ever seen.

Hellboy's tail passes him the belts.

The timers on them are crushed. A spark spurts: Useless.

HELLBOY

They never work --

He wraps them around his stone arm.

HELLBOY

Ugh -- Now, this is gonna hurt --

He pulls the pin on all the explosives. BEHEMOTH drops him into a squid-like beak and gulps him down.

After a moment, a weird gurgle emanates from the creature's innards. Then --

INT. CATACOMBS - NIGHT

A surge of light roils within the thing, outlining the pulpy

organs. The creature starts to burn.

OMIT

INT. CATACOMBS - NIGHT

A chain reaction yields a cacophony of explosions as Behemoth is enveloped in a cloud of fire, goo and soft flesh.

Hellboy lands with a sickening, bone-crunching THUD!!!

With a bellow, Behemoth goes down, the limp tentacles missing Hellboy as they vanish in a blaze of energy and light. Finally, just a few cinders of flesh float in the air.

INT. CATACOMBS - NIGHT

Hellboy stands, covered in goo. Two final shockwaves of light ripple over the ground.

HELLBOY

Ouch -- It did hurt.

INT. ADJACENT TUNNEL

Hellboy lurches into the passageway and spots Myers. Painfully drags himself over. Liz's body is on the floor.

Manning limps in from an adjacent room. Hellboy cradles Liz's head in his huge hand. Holds her against his powerful chest and whispers in her ear.

A beat or two, then a moan.

LIZ

In the dark -- I heard your voice --
What -- did you say -- ?

He looks at her, lovingly caressing her hair.

HELLBOY

"You, on the other side: let her go.
Because for her, for her -- I'll
die. I'll cross over."

(beat)

"And you'll be sorry I did."

Myers smiles. Liz looks at Hellboy for the first time as what he is: the man she loves. A warm, gentle fire rims her body.

Manning watches. Agent Myers smiles a sad smile, illuminated by the flames.

Hellboy and Liz kiss. The fire haloes them and builds as Tom Waits' CINNY'S WALTZ fills the air.

FADE OUT:

THE END

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