"SOMETHING WICKED THIS WAY COMES"

based on the book by

RAY BRADBURY

Prod. 0233

SCREENPLAY by
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Revised 8/24/81
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FADE IN:

MAIN TITLES OVER

INT. SCHOOL CLASSROOM - GREEN TOWN - DAY

A big, almost empty schoolroom in a small American town in a timeless age between the late 1920's and the early 1930's. The SILENCE is underlined by the breathy TICK of a schoolroom clock and the SCRATCHING of two pens.

We SEE TWO YOUNG BOYS sitting at their desks writing. Their names are WILL HALLWAY and JIM NIGHTSHADE. Will is as fair as Jim is dark. The only other person in the room is MISS FOLEY, the schoolmistress. She is about forty, very plain indeed, with a dress buttoning up to her neck and an expression of sadness. On the blackboard behind her, in copperplate handwriting, is the line that the boys have to write out as a punishment: "We must not whisper to each other in class."

ANOTHER ANGLE

We SEE Will, his paper covered with the lines, writing out the last of them.

Then we SEE Jim. He is drawing on an odd sheet of paper, a cruel caricature of Miss Foley, her beaky nose, her jutting chin. As Jim finishes drawing, he HEARS a step behind him and, opening the lid of his desk a crack, slides the drawing in.

ANOTHER ANGLE

Miss Foley has left her desk and is standing behind the boys.

TITLES END

MISS FOLEY

Finished?

JIM AND WILL

Yes, Miss Foley.

CONTINUED
MISS FOLEY
Then you may leave. Quietly. And let this be a lesson to the both of you. I will not have whispering.

WILL
(getting up)
Thank you, Miss Foley.

They CLATTER out of the room, gathering speed as they reach the door.

JIM
(as he goes)
Sweet dreams, Miss Foley!

They are gone. Miss Foley opens the lid of Jim's desk and looks down at the caricature of herself, her plain face set and expressionless.

She looks up as she HEARS the door open o.s.

ANOTHER ANGLE

The SCHOOL JANITOR enters carrying a bucket and brush. He hesitates seeing Miss Foley.

JANITOR
Oh, 'scuse me - I thought -

MISS FOLEY
No, it's quite all right. I must be off anyway.
(as she goes to collect her hat and coat)
My little nephew's coming to stay. Haven't seen him since he was a baby...

JANITOR
(bored)
That's nice.

He starts sweeping up, as:

EXT. SCHOOLHOUSE AND STREET - GREEN TOWN - DAY

We SEE Will and Jim, one light, one dark, both good friends, each smart enough not to beat the other, running, leaping fire hydrants, vaulting iron railings, THUNDERING on pavement lids.
CONTINUED

A vast WIND blows through the town and around the boys, sending leaves and odd bits of paper swirling up from the gutters, BANGING windows. It seems to lift the boys as they run, arms out, leaping and turning like young ponies galloping free in the swirling air.

JIM
(jumping)
Jump higher'n you!

WILL
Never!

JIM
Of course I can. I'm older!

WILL
(runs)
Not older! We were born the same night.

JIM
(running, breathless)
Yeah, but I was born one minute to midnight and you weren't born until a minute after.

ANOTHER ANGLE

Will runs at a low wooden fence, tries to vault it, misses and ends rolling in the dust. Jim looks down at him, triumphant.

JIM
You see?  

Will gets up, scowls at Jim darkly, furious.

WILL
I won't always be younger than you!

JIM
Oh yes you will. Until the day you die. Two minutes younger! Race you to the library!
EXT. MAIN STREET - GREEN TOWN - DAY

The POUNDING FEET of the two boys run in a cloud of leaves down the Main Street.

ANOTHER ANGLE - THE BOYS run past:

MR. CROSETTI'S BARBERSHOP with its revolving pole. And then run by:

MR. TETLEY'S CIGAR STORE outside which TWO MEN are delivering crates of cigars down a chute through an open grille. The wind is rocking the carved wooden figure of an Indian outside on the street. They race on past:

A FUNERAL PARLOR and -

A SMALL BAR outside which they almost collide with:

ED, a one-armed, one-legged young man who wears a singlet. His chest is massive, as is his still-good right arm. The boys look at him as they run, their faces lit with hero-love. Jim waves at Ed. Ed winks at them and LAUGHS as they run on toward:

THE LIBRARY outside which TOM FURY, a lightning rod salesman, an untidy, bright-eyed man, is holding a lightning rod and has a bag of rods at his feet. A few TOWNSPEOPLE are listening to his sales talk and we HOLD him in b.g. as Jim and Will go into their final spurt towards the library.

TOM FURY
Hell fire storm's a'comin'. An electric storm. To clean your streets and wash away your troubles.

The boys race up to the library doors, imposing doors between two carved stone lions. They hit the door handle simultaneously.

WILL and JIM Tie!

CONTINUED
They turn for a moment and watch Tom Fury as he continues:

TOM FURY
I can sniff out which of your old homes is in danger! Some folks draw lightning to them as a cat sucks in a baby's breath! I got the only lightning rods in the world that can sass back any storm.

The boys turn away, push open the doors into:

INT. LIBRARY - DAY

Long aisles of mysterious stacks of books. A notice says: "SILENCE". In the stacks, a man stands, checking books from a list he is holding. He is CHARLES HALLOWAY, a man in his early fifties. He looks up at the SOUND of a book being dropped.

ANOTHER ANGLE

as he sees Will trying to tiptoe past in the small space between two book racks.

HALLOWAY
Hello, son.

WILL
(disappointed)
You saw me.

Halloway folds up his list and moves towards his son. He is smiling, as if anxious to make contact with someone whose reactions to him he's not sure of.

HALLOWAY
What can I find you that you'll want to read all night under the covers?

(Will pulls down a book from the shelves)
What're you after, eh? Travelers to the North Pole? Arctic explorers. Wild West, eh? Zane Grey! Adventure...

WILL
(looks at him)
I don't think so, Dad.
HALLOWAY
I thought all boys liked adventure.

WILL
I don't know. Do all fathers?

A shadow flickers across Halloway's face. Then he looks up as:

ANOTHER ANGLE

Jim appears from a high, book-lined gallery.

JIM
Mine sure does. He's in Africa right now. But he's coming back real soon.

HALLOWAY
(courteously ignoring what he knows to be Jim's lies)
Young Jim Nightshade. What can I find you?

He looks along a shelf as:

JIM
My father's bringing me a parrot. The letter said a green and yellow parrot. And a war drum. Oh, yes, and a shrunken head. You ever seen a shrunken head?

WILL
Only yours.

HALLOWAY
(still looking along the shelf)
"Drums of Doom"? "The Saga of the Thunder Lizards?"

JIM
No thanks, Mr. Halloway. Something about headhunters - they're my father's friends right now.

EXT. ENTRANCE TO LIBRARY - DAY

the boys, carrying their books, come out onto the stone steps. Will looks at Jim.
WILL
You didn't get no letter at all, Jim. I never saw a mailman at your house.

JIM
So? Sailors don't get all that time for writing! He's sailed ten times round the world!

WILL
Look, who're you fooling? Your father doesn't ever write.

JIM
That's better than a father who's afraid to swim.

WILL
My father's not afraid of anything! He's a bit old, that's all. That doesn't mean he's afraid...

JIM
Doesn't it?

WILL
Anyway, my father's here. Yours ain't coming back, is he? Not ever.

JIM
(to himself)
One day. You'll see...
(pause)
Sssshh!... Listen. Can you hear?

WILL
What is it?

JIM
Listen! Why don't you ever listen?

WILL
I am...

JIM
Like music.

We HEAR it now. Just an instant - the very faint SOUND of Fair music. A CALLIOPE. Then it's gone.

CONTINUED
WILL
Don't hear no music. It's that old wind again.

JIM
(shakes his head)
Oh, come on.

Jim has taken a whistle from his pocket, puts it in his mouth and runs off, blowing a PIERCING BLAST. Will, also blowing a WHISTLE, runs after him full pelt.

EXT. HALLOWAY AND NIGHTSHADE HOUSES - DAY

Two houses side by side, their roofs almost touching. Old houses with trees and ivy covering them. Tom Fury is standing with his bag of lightning rods outside the Nightshade house; he is sniffing the air.

Will and Jim, still carrying their books, come running round the corner of the sidewalk. They reach Tom Fury.

FURY
You live hereabouts, boys?

WILL
These are our houses.

FURY
One of which, as I listen to it, has murmuring timbers. Can't you hear it? There's a dry old attic here which calls out to drink the lightning. Who tells you? Tom Fury tells you. Fury! Ain't that a fine name for a storm fire? Did I choose the name or did the name fire me to my occupation?... Your house needs protection.

JIM
Which house?

Fury sniffs the air, points to Jim's house.

FURY
This one!
WILL  
(disappointed)  
It's his house...  

FURY  
Your names, gentlemen?  

WILL  
Will Halloway.  

FURY  
Then you go right on in, Mr. Jim Nightshade, sir, and tell your father Mr. Tom Fury of the lightning rods presents his compliments and this house is in the need of very urgent protection.  

JIM  
All right. I'll tell my father that.  

WILL  
(looks at Jim, appalled by his lie)  
Jim!  

JIM  
(looks at Will coolly)  
You want to say something, Will Halloway?  

During this, MRS. HALLOWAY has appeared on the porch. She is a quiet, peaceful-looking woman, a good deal younger than her husband. She calls to Will:  

MRS. HALLOWAY  
Will! What kept you so late? Your supper's ready.  

Will turns reluctantly and goes. Jim heads for his own front door, opens it and lets himself in.  

INT. MRS. NIGHTSHADE'S BEDROOM - DAY  

MRS. NIGHTSHADE, a once pretty middle-aged woman grown plump and lazy, is lying in bed drinking tea and feeding a fat and idle cat, who is snoozing on her eiderdown, with bits of biscuit.
CONTINUED

She HEARS the front door open o.s. and calls wearily through the open bedroom door:

MRS. NIGHTSHADE
Jim? Is that you, Jim?

JIM O.S.
Yes, Mom.

Mrs. Nightshade strokes the cat who is stirring and MEWING.

MRS. NIGHTSHADE
Tyb... Tyb... Tyb... My darling Tybalt. What's the matter, beautiful?
(she feeds biscuits to the cat and calls out to Jim)
Can you find yourself something to eat, Jim? I'm just tired out.

No answer from Jim. Mrs. Nightshade calls again:

MRS. NIGHTSHADE
What're you doing, Jim? Cat got your tongue?

INT. KITCHEN - NIGHTSHADE HOUSE - DAY

Jim is by the sideboard - an untidy sideboard in an untidy room. He looks behind the clock and calls out through the open doors:

JIM
We're buying a lightning rod, Mom.

MRS. HALLOWAY O.S.
(wearily)
Don't make jokes, Jim. Please. You know my nerves can't stand it if you make jokes.

Jim pulls some dollar bills out from behind the clock.

EXT. NIGHTSHADE HOUSE - DAY

Tom Fury is waiting. Jim comes out with money in his hand.

CONTINUED
11 CONTINUED

JIM
My father says yes...

TOM FURY
Well done, boy.
(he offers a rod
covered with
strange marks)
Which'll you have? This one's
got old Chinese hentracks on her!
A rod invented to catch the sizzling
lightning...

JIM
(interrupts;
pointing to
another rod)
We'll have the one with the
beetle on there. Like an Egyptian
scarab.

TOM FURY
Good boy! Once the lightning rod
on the Pyramids of Egypt. Trained
for three thousand years to pitch
the lightning back to high heaven!
She's yours for... how much you got
there, boy?

12 EXT. LIBRARY - DAY

Mr. Halloway is locking up the library door. The WIND
is blowing hard. He pats one of the stone lions on
the side of the library steps as he walks down them,
putting the big bunch of keys in his pocket and moves
off across the street.

13 EXT. MAIN STREET - CIGAR STORE & BARBERSHOP - DAY

Standing outside his store, MR. TETLEY has just
bought a numbers game ticket from a passing seller.
He is looking at it lovingly as Mr. Halloway comes
up and picks a cigar from the ten cent cigar tray in
front of Mr. Tetley's store.

TETLEY
Eight seven zero! Which
surely has to be lucky! You
ever play the numbers, Mr.
Halloway?

CONTINUED
Mr. Halloway pulls out ten cents and throws it down on the counter, puts cigar in his pocket, as:

HALLOWAY
Never take risks.

TETLEY
You should, sir. One day I'm going to hit that hundred thousand dollar number! It won't be ten cent cigars for us then, Mr. Halloway! It'll be the big imported Havana specials. Rolled on the plump brown thighs of Cuban ladies, Mr. Halloway. Oh, the difference money'll make to me.

HALLOWAY
(smiling)
No doubt it will, Mr. Tetley.
No doubt it will.

ANOTHER ANGLE

MR. CROSETTI, by his lit-up barber's pole, is locking up his shop and sniffing at the WIND which is blowing again. Halloway raises his hand to him in greeting.

CROSETTI
(sniffing)
You can smell it, can you, Mr. Halloway?

HALLOWAY
Smell what?

CROSETTI
Powder. Lady's powder and perfume! The sweet smell of rustling petticoats. Smells to me like we're going to have visitors. Elegant people! Beautiful ladies!

HALLOWAY
You'll have to make do with the ladies we've got here, Mr. Crosetti.   (MORE)

CONTINUED
HALLOWAY (CONT'D.)
This town doesn't get any visitors. Not in October. Not much any other time of year, come to that.

Halloway walks away.

CROSETTI
(calling after him)
You know what you need, Mr. Halloway? A touch of Crosetti's Color Restorer. Make you look years younger!

HALLOWAY
(thoughtfully as he goes)
I wish it were that easy.

INT. ED'S BAR - DAY

Ed, the one-armed, one-legged bartender, slaps the sports page on the counter.

ED
Boy, you see what Notre Dame did?

Halloway enters. With ritual promptness, Ed pours a shot glass, hands it to him. Halloway, lifting the glass, nods to Ed and, beyond him, down the bar to an older man with grey hair, DR. DOUGLAS.

HALLOWAY
Ed... Doc...

ED
You know what Northwestern's gonna do tomorrow...?

DOUGLAS
(nods, lifts his glass)
Remember your heart. Just one drink. And one cigar.

ED
...Boy, don't I wish I was out there!... Throw! Run! Grab! Touchdown! God, oh God, man!

HALLOWAY
(smiles, nods, raises his glass)
To your health, Doc.

CONTINUED
CONTINUED

Halloway drinks, Ed tosses a football to him. Halloway catches it, eyes it.

CLOSE SHOT - FOOTBALL IN HALLOWAY'S HANDS

It is inscribed with the signatures of Ed's former teammates.

BACK TO HALLOWAY

He eyes Ed. This is obviously a daily ritual... Ed grins at him expectantly. Halloway tosses the ball. Ed catches it easily.

HALLOWAY
(admiring him)
Aren't you something!

ED
(beams)
Always was!

INT. HALLOWAY HOUSE - LIVING ROOM - DUSK

Mrs. Halloway is sitting by the fire, mending. The room is full of books, globes, maps, etc. Will is standing on a chair searching on a top shelf.

MRS. HALLOWAY
(not looking up from her mending)
What you want, son?

WILL
Dad's old "Atlas of the Stars". For my homework.

He pulls down a dusty book revealing a small metal object behind it on the shelf - an old harmonica.

WILL
(picks it up)
Whose is this?

Mrs. Halloway looks at him.

MRS. HALLOWAY
That's your dad's. However did it get put up there?

WILL
(looking at it, incredulous)
My dad... used to play the harmonica?
CONTINUED

MRS. HALLOWAY
Your dad used to do a lot of things.
(a small sigh)
I thought, son, you said you had homework.

Will puts the harmonica in his pocket, takes the Atlas and goes.

INT. WILL'S ROOM - HALLOWAY HOUSE - DUSK

Will is struggling to do his homework at a table by the window, his "Atlas of the Stars" open. He takes the harmonica out of his pocket, blows off the dust, tries, and fails to blow a TUNE. Then he HEARS hammering from outside the window, pushes it open and looks out.

EXT. NIGHTSHADE HOUSE - ROOF - DUSK

WILL'S POV THROUGH WINDOW

Jim has got up onto the roof of his house and is fixing the new lightning rod to the chimney with a hammer and nails.

EXT. HALLOWAY AND NIGHTSHADE HOUSES - DUSK

Will calls across the narrow space between the houses to Jim.

WILL
Jim!

Jim doesn't answer, but Will is already starting to climb out of the window and into the tree which will get him to Jim's roof.

EXT. ROOF - NIGHTSHADE HOUSE - DUSK

BANG! Jim strikes a nail with a hammer. The WIND is blowing as Will comes up onto the roof and joins him. Jim is trying, ineffectively, to fix the lightning rod and its earthing wire.

JIM
I got half a mind to throw this darned thing away!

WILL
And get yourself burned!?  CONTINUED
Jim straddles the roof, feeling the wind, joyful with menace.

JIM

...yeah!

A great gust interrupts. Leaves fly. A pink paper throw-away frolics, catches on the lightning rod. The boys grab it.

ANOTHER ANGLE - THE THROWAWAY - OVER BOYS' SHOULDERS

We can read: "DARK'S PANDEMONIUM CARNIVAL. Arriving OCTOBER 24TH."

WILL
Hey! A carnival! October 24th!

JIM
Why, that's tomorrow!

WILL
Carnivals don't come in October. Can't be!

JIM
Is! Look!
(point)
A Dust Witch!

WILL
(snorts)
What kind of witch is that?

REVERSE ANGLE - THE TWO BOYS

holding the paper between them.

JIM
(thinks, eyes shut)
A witch that was born in the dust, raised in the dust and some day...

WILL
And look! Wild animals!

JIM
(opens eyes, looks)
And The Most Beautifulest Woman in the World!

Jim peers at the paper, which glows a fever on his cheeks. His eyes gleam. Will sees this.
WILL
No dirty old carnival has that!

JIM
Hey!

For Will has torn the paper and tossed it to the wind.

WILL
Lies! Who'd go to a dumb thing like that, anyway?

CLOSER ON JIM

He watches the paper cavort away and turns very calm. He turns to look at his friend. His cheeks are feverish.

JIM
...Me.

EXT. MAIN STREET - ED'S BAR & FUNERAL PARLOR - DUSK

Halloway comes out of Ed's Bar, strolls down the street. A gust of WIND blows a piece of paper against his legs. He picks it up casually - and at the same moment his attention is distracted by the SOUND of a door slamming o.s. He looks up to see:

The dark figure of a MAN crossing the street, now and again throwing handbills to the window.

Intrigued, Halloway moves nearer to the faintly illuminated window of a neighboring Funeral Parlor, looks down at the flimsy pink throwaway in his hand. It reads:

"DARK'S CARNIVAL.
ARRIVING IMMEDIATELY!
SEE! THE MOST BEAUTIFUL WOMAN
IN THE WORLD!"

Halloway's gaze shifts, fixes, is amazed.

HALLOWAY'S POV

Glowing in the dark, inside the shop window, a long clear block of ice lies like a snow-funeral.

ANOTHER ANGLE - OVER HALLOWAY'S SHOULDER

Halloway steps closer. Inside the crystal we can almost SEE the phantom shape of The Most Beautiful Woman. The ice is hollowed by her ghost, her flow of limbs. On one finger, a red bloodstone ring is glowing darkly through the ice.

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REVERSE ANGLE - ON HALLOWAY

His face remembers a past dream. He is distracted by the dark FIGURE in b.g. throwing leaflets. When he turns back to the block of ice, it is no longer there in the shop window -- Instead, the trestles that supported it now hold the pale shape of a coffin.

EXT. CLOCK TOWER - GREEN TOWN - NIGHT

The church clock STRIKES.

INT. LIVING ROOM - HALLOWAY HOUSE - NIGHT

Will is sitting in a chair by the fire, reading. Mr. Halloway stands in front of the fire, a ball of pink paper, one of the throwaways, in his hand. Mrs. Halloway is at the table adding up household accounts under the lamp. WE feel that Mr. Halloway's doing his best to keep a conversation going in his silent family.

HALLOWAY
Pretty big wind blowing today, wasn't it, Will boy? One of the old stone lions blew off the library steps. Prowling round the town now. Looking for some juicy tender young Christian to eat, I don't wonder.

Mrs. Halloway smiles. Mr. Halloway LAUGHS. As does Will - but then he stops short as he sees the pink paper in his father's hand.

WILL
You got something there, Dad?

Mr. Halloway opens his hand. Looks at the bit of paper as if he's never seen it before.

HALLOWAY
What? Oh, nothing...

He throws the bit of pink paper into the fire. Will turns to look at:

INSERT: THE FIRE

As the paper burns, odd words stand out on it for a moment - "DARK... CARNIVAL... WITCH... MOST BEAUTIFUL WOMAN..." before the flames consume them.

INT. WILL'S BEDROOM - NIGHT

Will, in his pajamas, switches off the light. As he does so, he HEARS:

CONTINUED
HALLOWAY'S VOICE O.S.
Most beautiful...

MRS. HALLOWAY O.S.
(laughs softly)
You know I'm not.

HALLOWAY'S VOICE O.S.
To me you are. Always will be.

Silence. Will scrambles into bed. Then:

MRS. HALLOWAY'S VOICE O.S.
You seem... sad, tonight...

INT. HALLOWAY'S BEDROOM - NIGHT

Mrs. Halloway is in bed. Halloway, still fully dressed, sits on the bed beside her.

HALLOWAY
It's Will. He makes me feel so damn old. A man should be able to play baseball with his son.

MRS. HALLOWAY
Playing baseball's not necessary. Not with a heart like yours. He'll forgive you for that.

HALLOWAY
Maybe so.

INT. HALLOWAY HOUSE - WILL'S BEDROOM - NIGHT

Will, lying in bed, eyes open, HEARS -

HALLOWAY'S VOICE O.S.
I feel restless. Must be a storm coming.

ANOTHER ANGLE

Will's window is RATTLING in the wind. He gets up and sits at it looking out at:

EXT. SKY - NIGHT
Thunderclouds gathering, racing across the moon.

EXT. HALLOWAY AND NIGHTSHADE HOUSES - NIGHT
The front door of Halloway's house opens as Halloway leaves. ANOTHER ANGLE - SHOOTING UP AT WILL asleep at his window. He wakes suddenly, looks down, SEES -

CONTINUED
CONTINUED

WILL'S POV - THROUGH WINDOW
his father moving away, lost in darkness. THUNDER mutters.

INT. NIGHTSHADE HOUSE - JIM'S BEDROOM - NIGHT
Jim, in bed, reading with a flashlight. He turns to a page illustrated with head-hunters, holding ghastly shrunken heads. He looks up as he HEARS:

EXT. ROOFTOP - NIGHTSHADE HOUSE - NIGHT
The lightning rod JINGLES faintly in the wind.

EXT. MAIN STREET - GREEN TOWN - NIGHT
A similar JINGLING o.s. as:
LOW ANGLE SHOT - TOM FURY'S FEET
move along the concrete downtown sidewalk, his bag TINKLING in his hand. The feet stop. CAMERA PULLS UP AND BACK to reveal:
TOM FURY staring in at:
THE OBLONG OF ICE in the shop window, with the shape of beauty in it. Faint MUSIC stirs. The red bloodstone ring seems to pulse with life.

CLOSE ON TOM FURY
He stands hearing VOICES from other days, a GIRL LAUGHING calling, "Goodbye, goodbye!" His face is haunted.

FURY'S POV
We almost SEE a beautiful face within the ice, eyes closed in sleep.

ANOTHER ANGLE
Fury quickens for: the shop door opens, slowly, all by itself.

INT. UNDERTAKER'S SHOP - NIGHT
Tom Fury, inside, looks down, quickens, because:
ANOTHER ANGLE
The ghost of an eyelid within the ice stirs.
Fury puts out his hand to the ice. It begins to melt, dripping to the floor. He stares.
The ice melts, fast!
The front door shuts, quietly.

EXT. MAIN STREET - GREEN TOWN - NIGHT
The church clock STRIKES midnight. As it does so, we SEE the empty Main Street.

CONTINUED
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We catch a glimpse of the Wooden Indian inside the cigar store... of the barber's pole, illumined, turning, lighting the empty street... And the stone lion on the outside of the library - beyond which:

INT. LIBRARY - NIGHT

SHOOTING THROUGH WINDOW we SEE CHARLES HALLOWAY, stacking books on shelves. He turns his head suddenly towards the window as though reacting to some o.s. sound.

EXT. GREEN TOWN OUTSKIRTS AND COUNTRYSIDE - NIGHT

We SEE in LONG SHOT the rooftops of the town and, beyond them, the trees and dark sky. And HEAR the CHUFF of an approaching train.

INT. HALLOWAY HOUSE - WILL'S BEDROOM - NIGHT

Will pops his eyes open, in bed.

INT. NIGHTSHADE HOUSE - JIM'S BEDROOM - NIGHT

Jim does the same. The o.s. train SOUND is nearer.

EXT. HALLOWAY AND NIGHTSHADE HOUSES - NIGHT

At their windows, the boys lean out simultaneously, give each other a stare, then look off at:

EXT. COUNTRYSIDE - NIGHT

BOY'S POV - THE HORIZON

A small storm cloud of steam rises.

EXT. HALLOWAY AND NIGHTSHADE HOUSES - NIGHT

The boys, at their windows, stare.

EXT. COUNTRYSIDE - NIGHT

THE BOYS' POV - THE TRAIN

appears, tossing up sparks. There is a faint rumble of THUNDER, o.s.

EXT. HALLOWAY AND NIGHTSHADE HOUSES - NIGHT

THE BOYS AT THEIR WINDOWS:

Jim hisses, a gleeful whisper.

CONTINUED
JIM
(whispering)
The carnival! The carnival's come!

WILL
(whispering)
At three in the morning? No!

JIM
(whispering)
Hell, yes! C'mon.

Jim pulls in. We SEE him through the window as he jigs around, pulling on clothes.
Will sees this, does the same.

ANOTHER ANGLE

Jim scampers down the side of his house. Will, at his window, half-dressed, whispers down.

WILL
(a whisper)
Jim, wait!

Jim looks up, grins and runs.
Will slides down the side of his house, using hidden rungs. He lands, runs, still hoisting his pants, lacing shoes.

EXT. OUTSKIRTS OF GREEN TOWN - NIGHT

The boys race together, leaping bushes, clipping hedges - finally reaching meadow-country, with the train SOUND drawing them.

EXT. RAILROAD TRACK - EMBANKMENT AND GRAVEYARD - NIGHT

The boys reach the shadow of an embankment. The train THUNDERS above... The windows are empty... The boys' heads and eyes follow, looking up, as:

THEIR POV - THE TRAIN

passes, carved circus car after car, cage after cage, with shadows pacing in them, beasts carved and glaring from every cornice.

ANOTHER ANGLE - THE BOYS

run. O.s. the train WHISTLE SCREAMS with a billion human voices in misery. Will stops, hands to his ears. Jim, riven, stops with him, amidst that WAILING torment.
40A EXT. GRAVEYARD

THEIR POV

From the SOUND, as of a thousand dead souls, stone angels weep dust from their eyes and mouths.

40B EXT. RAILROAD - EMBANKMENT - NIGHT

Will unplugs his ears. Jim relaxes. Both leap and run again.

41 EXT. FIELD - NIGHT

The boys run INTO SHOT - stop short, in open-mouthed disbelief as they see:

THEIR POV

The railroad track comes to an abrupt end in a writhing, tortured jumble of rusty iron, embedded in a tangle of grass and weeds.

BACK TO THE BOYS

They stare at each other in open-mouthed amazement. Turn to look at the track again - and see:

THEIR POV

In the distance, a puff of smoke.

BACK TO THE BOYS

They start to run towards the smoke.

42 EXT. HILL AND MEADOW - NIGHT

The boys reach the crest of the rise and pause, looking down at:

ANOTHER ANGLE - THE MEADOW

A carnival is laid out there, complete, dark, entire, whole, its reptilian skin breathing, sighing... From one of the tents mirrors swarm and flash.

ANOTHER ANGLE - THE BOYS

Jim stands a long moment, transfixed, staring, the flicker-flash of the mirrors in his eyes. Then he turns to Will:

JIM

(triumphant)

See? It was true! I told you!

WILL

But...

He stops, shivers suddenly.

CONTINUED
CONTINUED

JIM

Come on!

He starts down the hill toward the carnival. Will hesitates a moment, then follows.

EXT. CARNIVAL - MIDWAY - NIGHT

The boys enter the midway, dark, deserted, silent. They SEE the flashes of light as the Mirror Maze reflects distant lightning. And HEAR a strange soughing breathing SOUND from the tent canvases billowing around them in the darkness as though sucking in the night air.

ANOTHER ANGLE - THE BOYS

move down the midway, glancing from side to side nervously. They jump as they HEAR a sudden CREAKING NOISE o.s. - turn to SEE:

The door of one of the caravans is ajar. It moves on its hinges, rustily. Will and Jim look at each other, then approach and hesitantly enter.

INT. CARAVAN - NIGHT

It is quite empty. Dust and cobwebs everywhere. Will shivers again.

There is a sudden RUSTLE from one corner, and a large, hairy spider, looking almost like a human hand, scuttles across the floor.

The boys simultaneously turn and run out, almost in panic.

EXT. MIDWAY - NIGHT

The boys come hurtling out of the caravan. At the same moment, we HEAR the CALLIOPE start up. They pause, look towards it and SEE:

THE CALLIOPE

It seems to be playing its jangling TUNE all by itself. There is no one there.

ANOTHER ANGLE - THE BOYS

run hot-foot down the midway out of the carnival. The CALLIOPE MUSIC continues o.s.

EXT. LIBRARY - MAIN STREET - NIGHT

CHARLES HALLOWAY, coming out of the door, hears faint CALLIOPE MUSIC o.s., turns, peers, shakes his head, locks the door.
EXT. UNDERTAKER'S SHOP - MAIN STREET - NIGHT

Faint CALLIOPE MUSIC continues o.s. as Halloway, walking along the night street, stops, looks in at:

HIS POV

The undertaker's window, dimly lit. The empty sawhorses. No coffin. No ice block.

BACK TO HALLOWAY

His eyes, startled, glance down.

HIS POV

The melted ice on the floor. And then he SEES the red bloodstone ring lying in a pool of water on the floor, and a few strands of long, lovely hair.

CLOSE ON HALLOWAY

eyes wondering, in the dark. CALLIOPE MUSIC continues over:

DISSOLVE TO:

INT. HALLOWAY HOUSE - HALL AND STAIRWAY

Halloway lets himself in, closes the front door softly behind him. Starts up the stairs in the dim light from the street lamp outside. Pauses, startled, as he looks up and sees:

ANOTHER ANGLE

the small figure of his son, clad in pajamas, sitting at the top of the stairs. Halloway mounts the remaining steps, pauses beside him:

HALLOWAY

What is it, son? Can't sleep?

Will shakes his head "no".

HALLOWAY

(continuing)

Thought I heard a train. Couldn't have been. Not at this time of night.

CONTINUED
WILL
No, it couldn't've been.
   (he looks at his father)
Couldn't be a carnival, could there?
Not in October. I mean, you never
saw no little scraps of paper, did
you? Not about any carnival
coming?

ANOTHER ANGLE

Halloway doesn't answer. We HEAR the clock strike three.

HALLOWAY
Three o'clock. They call it the
soul's midnight.

WILL
Do they? Why?

HALLOWAY
I don't know. I guess it's a time
when a lot of folks die.

Will looks frightened for a moment; Halloway tries to
reassure him.

HALLOWAY
(continuing)
Only old people. I only meant
old people.

WILL
(repeats slowly)
Old people...

HALLOWAY
Will, we should have a talk some-
time. Just you and I...

WILL
(nervously)
What about?

HALLOWAY
Oh, about when you were small.
That time we took a picnic down
by Indigo River. Look, son, I
know you got a fright and...

Will stands up suddenly. He appears nervous as he moves
away upstairs.

CONTINUED
48 CONTINUED - 1

WILL
Better get back to bed now. Mom wouldn't like us to be up this late. Talking. She'd say we got to think of tomorrow.

He moves up the last step into the darkness. Mr. Halloway watches him disappear.

HALLOWAY
Guess you're right, son. Trouble is... this time of night, tomorrow seems a long way off...

We HEAR a faint RUMBLE OF THUNDER in the distance.

DISSOLVE TO:

49 EXT. HORIZON ABOVE GREEN TOWN - MORNING

The sun rises. The sky is blue, blue. The sun is yellow, my God, yellow!

50 EXT. HALLOWAY AND NIGHTSHADE HOUSES - MORNING

The boys' windows fly open. They glance out at each other, then at:

51 EXT. THE MEADOW - MORNING

THEIR POV
The meadow where the carnival still lies.

52 EXT. HALLOWAY AND NIGHTSHADE HOUSES AND BACKYARDS - DAY

Mrs. Halloway is standing among the fallen leaves in the garden with a rake in her hand. She looks up and calls:

MRS. HALLOWAY
Will!

ANOTHER ANGLE - HALLOWAY HOUSE

SHOOTING UP at Will's window. Will looks down and calls to his mother:

WILL
Coming, Mom.

CONTINUED
ANOTHER ANGLE - NIGHTSHADE HOUSE

SHOOTING UP at Mrs. Nightshade's window. Mrs. Nightshade, in a frilly and rather grubby negligee, her cat in her arms, is leaning out of the window. We HEAR the SOUND of an axe chopping wood as she calls down:

MRS. NIGHTSHADE

Jim!

JIM O.S.

Yes, Mom.

MRS. NIGHTSHADE

Nice lot of logs for the store, remember! Your Uncle Sydney's coming for supper.

ANOTHER ANGLE - BOTH HOUSES AND BACKYARDS

We SEE Jim chopping logs in the Nightshade backyard, and Will raking up leaves in b.g. in the Halloway backyard. Jim calls up to his mother:

JIM

Who's my Uncle Sydney? Did I ever get to meet him?

MRS. NIGHTSHADE

What did you say, son?

JIM

Oh, nothing, I guess.

He crashes his axe into a log. Mrs. Nightshade smiles at her window and disappears from view with her cat, Tybalt, saying:

MRS. NIGHTSHADE

Good boy, Jim. We want a nice cozy fire for our visitor.

We HEAR the distant SOUND of the CALLIOPE at the carnival, which continues over:

ANOTHER ANGLE - FAVORING WILL

still raking leaves. We SEE Jim chopping up logs in the b.g. A group of CHILDREN, one RATTLING a stick against the fence, passes by. They pause to watch Will at work.

BOY

You coming to the carnival?
WILL
Already seen it.

GIRL
Know-it-all!
The children run on.

ANOTHER ANGLE

Mrs. Halloway puts her head out of the kitchen window and calls to Will:

MRS. HALLOWAY
You finished those leaves, Will?

WILL
(calls back)
So long as no more don't fall down.

MRS. HALLOWAY
Run along, then. Only don't you dare be late for supper, do you hear me?

She closes the window.

Will drops his rake. We SEE Jim drive his axe into a log and leave it there.

ANOTHER ANGLE

The two boys running out of their backyards.

53 EXT. FIELDS - DAY

In a SERIES OF SHOTS we SEE the boys running, sometimes in tandem stride for stride, sometimes racing, sometimes tumbling, sometimes leaping, heading at full stretch towards the meadow and the o.s. SOUNDS of the carnival.

54 EXT. HILL ABOVE MEADOW - DAY

Will and Jim reach the top of the hill, blink, then run on down the hill towards:

55 EXT. CARNIVAL - DAY

At the edge of the carnival, the boys pause. Will looks round, relieved.

CONTINUED
CONTINUED

WILL
Why, gosh darn, it's just a plain ordinary old carnival!

BOYS' POV - PANNING THE CARNIVAL

We SEE what they see: an ordinary carnival with ordinary colors of lemon and brass and cotton candy and sideshows, with boring - instead of mysterious - CALLIOPE MUSIC. The first CROWDS are gathering.

JIM'S VOICE O.S.
No, it can't be! It can't be ordinary!

BACK TO THE BOYS

Jim strides along the midway, Will following, happily.

WILL
'Course it is. Good and ordinary. We just couldn't see last night in the dark!

They pause at a 'Test Your Strength' machine. One of the TOWNSMEN has just completed his try, unsuccessfully; the onlookers JEER.

TOWNSMAN
It's fixed.

A huge, redheaded, blue-eyed man (COOGER), in charge of the machine, picks up the hammer as though it were a feather, crashes it down - and the BELL CLANGS. Slight GASPS from the onlookers.

ANOTHER ANGLE

Pushing through the small crowd on his crutch, we see Ed, the barman. He picks up the hammer with his one hand.

WILL
(at front of crowd)
Go on, Ed!

Ed glances at him, grins.

ED
Hold this.

He hands his crutch to Will. Balancing on his one leg, he swings the hammer with his one arm.

CONTINUED
And, CLANG, the bell rings. The onlookers APPLAUD and Will and Jim embrace him. Ed's triumphant smile makes up for a lot of his past.

Cooger eyes him thoughtfully a moment, then reaches behind him, hands him a card.

**COOGER**

Your prize, sir - free pass to our fabulous mirror maze.

Ed takes it, moves off with the boys.

**INT. THE ASSYRIAN FORTUNE TELLER'S TENT - DAY**

**CLOSE ON - THE FORTUNE TELLER**

Her face is hidden by a dark, lacy veil.

**FORTUNE TELLER**

I see your place of work, my good sir. And a red and white pole turning...

**CAMERA PULLS BACK** and we SEE Mr. Crosetti facing her, amazed and sweating slightly, his luxuriant hair, beard and moustache shining with pomade. She holds one of his hands between hers, reading his palm. On one of her fingers glows the red bloodstone ring.

**MR. CROSETTI**

It's a miracle! Your eyes see everything!

**FORTUNE TELLER**

Only I think something is missing from your life. Something that could make you so happy...

(a whisper)

Ladies! You have lived long time without the scent of ladies' skin...

(Mr. Crosetti gasps)

They are waiting for you, my good sir. Can you not hear their dresses rustling? Call them. They are longing to comfort you and bring you contentment.

Crosetti's gaze lifts to the Fortune Teller's face. Shadows stir under the veil. Her eyes seem to burn through the lace; her smile reminds us of THE MOST BEAUTIFUL WOMAN IN THE WORLD.
EXT. ANOTHER PART OF MIDWAY - DAY

The boys and Ed move along the midway, looking at the various stalls and sideshows. Then suddenly:

JIM
Hey, look! Wild animals!

We see cages in which typical, ordinary fairground beasts prowl. Jim and Will march past, pulling faces at the animals, growling, pointing. Then:

WILL
(glancing around)
Where's Ed?

Jim looks around also, and they SEE, some way away:

THEIR POV
Ed standing looking into the mirror maze.

EXT. MIRROR MAZE - DAY

The boys run towards him, but before they reach him he hobbles in. They pull to a stop at the entrance and see him standing just inside, his expression rapt, transfixed.

THE BOYS' POV FX

By some juxtaposition of the mirrors, Ed's reflection is that of a whole, normal man, all his limbs intact. He moves as though to throw a football. Then, grinning,

CONTINUED
CONTINUED

hobbles further into the maze of mirrors, the many reflections fading, disappearing, until he's almost gone from sight.

ED'S VOICE O.S.
(diminishing)
Throw! Run! Grab! Touchdown!
God, oh God, man!

BACK TO SCENE

The boys turn away. As they move off, their attention is attracted by a large tent, decorated with pictures of various freaks.

JIM
(pointing at a particularly grotesque picture)
When did you pose for that, Will Halloway?

LAUGHING, he runs off, Will in pursuit.

EXT. A TENT - "TEMPLE OF TEMPTATION" - DAY

Jim darts in at the tent to fit his eye to a hole in the canvas. Will looks up to read the sign above the tent - "TEMPLE OF TEMPTATION".

CLOSE UP - JIM

His eye to the hole, from which comes flesh-colored illumination. We HEAR lascivious MUSIC o.s.

INT. "TEMPLE OF TEMPTATION" - DAY

JIM'S POV - THROUGH HOLE

We SEE a belly dancing show. At first the DANCERS seem like any ordinary fairground sideshow, but then, through Jim's eyes, they appear as erotic fantasies. Their long limbs seem to stretch out towards him across the AUDIENCE. In the audience we can see Mr. Crosetti sweating, watching wide-eyed.

EXT. "TEMPLE OF TEMPTATION" - DAY

Jim's eyes glint. His cheeks glow. His mouth drops wide. Will, seeing this, suddenly hits him. But Jim ignores him, as the MUSIC from inside the tent grows.

INT. "TEMPLE OF TEMPTATION" - DAY

CLOSE ON JIM'S EYE

seen through the hole in the canvas. The flesh-colored light seems to shine on his eyeball.

CONTINUED
62 CONTINUED

REVERSE ANGLE - JIM'S POV

One of the BELLY DANCERS comes close, closer, closer...

CLOSE ON MR. CROSETTI

He is sweating and staring as the belly dancers now come
dancing nearer and nearer to him. His mouth is open and
he starts to speak.

CROSETTI

Come close to me, ladies! Let
me smell your perfume. Let me
into the sweet-smelling skin of
you.

His voice cracks on a high note. His lips seem to have
become fuller and redder, his hair longer, and Mr. Crosetti
is beginning to take on the appearance of a lady. Then we
see the belly dancers dancing even closer and more sensu-
ously. They wind their diaphanous veils around him...

63 EXT. TEMPLE OF TEMPTATION - DAY

Jim is still watching through the hole in the tent when:

CRACK! A cane bangs the tent near Jim's cheek. He jumps.

ANOTHER ANGLE - A GROTESQUE DWARF

LAUGHING at him.

DWARF

Sorry, boys! Too young! Come
back in ten years!

A small group gathered around LAUGHS, ROARS.

ANOTHER ANGLE

The two boys skulk off, Will ahead, head down, blushing,
Jim following hang-dog. CAMERA MOVES WITH THEM as:

JIM

Well, I just saw -

WILL

Shut up! I don't wanna hear!

JIM

Okay, you dimwit Episcopalean
holy-roller!
EXT. MIRROR MAZE - DAY

The boys see their schoolteacher, Miss Foley, standing, staring in at the mirrors.

JIM and WILL
Hey, look - it's Miss Foley!

Miss Foley moves into the maze out of sight. The boys approach and they too peer in at the mirrors.

JIM
Wanna go in?

WILL
No...

For Will is looking deep. Jim looks with him.

THEIR POV - THE MAZE

which is subterranean, which is deep and filled with ancient shadows and WHISPERS.

BACK TO SCENE

Jim squints and asks:

JIM
No?

Will studies the maze, listens to it, and feels an Arctic wind blowing out from it. We can faintly HEAR that wind. His face is pale.

WILL
Those mirrors are like... last night.

ANOTHER ANGLE - THE MIRRORS

dissolve coldly, darkly, and the WIND blows softly.

ANOTHER ANGLE - THE BOYS

Both stand with their hair ruffled by the WIND, peering.

MISS FOLEY'S VOICE O.S.

Oh yes... yes... yes. Please...

The boys stare at each other - then back at:

The maze where shadows run, half seen.

CONTINUED
CONTINUED

The boys dart to the entrance.

MISS FOLEY'S VOICE O.S.

Please...! Oh yes... please...!

Miss Foley blunders forth. They catch and retrieve her balance for her. She blinks around, stunned, and at last recognizes them.

WILL
Miss Foley! What's wrong, Miss Foley?

JIM
Hey! Here we are, Miss Foley. You okay?

MISS FOLEY
Jim...! Will! My two whisperers! I'm all right now. Of course I am.

She peers back into the maze.

MISS FOLEY
Silly... I must be tired out, I guess. Why, it's so bright in there, and beautiful. So brilliant. It must have dazzled me! I can't quite remember...

Miss Foley looks into the maze as if her memory had failed. The two boys look at her.

MISS FOLEY
(blinks, tries to pull herself together)

I must get home... my little nephew...

She moves away, still in half a trance.

WILL
Is she ill?

JIM
Hell, no. Must be a shock, though, staring in all them mirrors. 'Specially if you have a face like they use to scare the birds away.
EXT. BY FERRIS WHEEL & "WHEEL OF FORTUNE" - DAY

Beside the ferris wheel is a "Wheel of Fortune" which is being whirled by Mr. Cooger (the same man we saw in charge of the 'Test Your Strength') under a sign which reads: "THE WHEEL OF FORTUNE. BUY YOUR TICKETS HERE AND WIN A THOUSAND DOLLARS. HOW TO GET RICH IN FIVE MINUTES." The wheel has just finished spinning, and Mr. Cooger holds up a ticket. In the crowd we see Mr. Tetley, sweating and eager, as he pushes forward, waving his own ticket, almost speechless with joy.

TETLEY
It's my number! At last! It's my number! Look! Look at this!

COOGER
(taking ticket)
Why, so it is, sir. No need to agitate yourself, so it is!

He counts out money into Mr. Tetley's sweating palm.

COOGER
(continuing)
And may I offer you a cigar, sir?
(takes one out of his vest pocket)
A Genuine Havana Special rolled for you on the plump thighs of Cuban beauties. And, of course, a free ride on our magnificent ferris wheel with the management's compliments.

Mr. Tetley kisses the money, pockets it, goes to the ferris wheel. He is about to take an empty seat when he notices a woman sitting alone in the seat in front wearing a flowered hat secured by a veil. She smiles and beckons to him to sit beside her. Surprised but pleased, Mr. Tetley does so, lights his long Special cigar, puffs out smoke luxuriously. As Mr. Cooger pulls a lever and the ferris wheel starts to turn, Mr. Tetley looks around proudly, SEES something o.s., waves towards:

EXT. BY CARAVAN - DAY

The boys wave back, then turn to look at the caravan - the same one, dusty and deserted, which they saw the night before. They stare at a big padlock on the door.

WILL
Locked up now.

CONTINUED
JIM
It wasn't last night. It didn't seem such a plain ordinary carnival then, did it. Look!

He points to a sign tacked up on a post near the caravan at the edge of the carnival. It reads: "WEEKDAYS ONLY - SUNRISE TO SUNDOWN ONLY."

JIM
I bet something goes on after sundown. We gotta stay and see!

WILL
We can't stay after it closes. They'll chuck us out.

JIM
Not if they can't find us, they won't!

He gets down on his hands and knees, starts to crawl under the caravan wheels. Will reluctantly follows suit.

ANOTHER ANGLE - UNDER CARAVAN

Will, crawling, encounters an obstacle which JINGLES as he does so. He lets out an "OUCH" of pain, which halts Jim in his tracks. The boys sit up and peer at... a familiar, scuffed old leather bag. Will upends it and a jumble of lightning rods falls out between them. Will touches them wonderfully.

WILL
The lightning rod salesman!

JIM
Mister Fury!

WILL
It's his bag! He wouldn't just leave it around...

They stare at each other a moment. Jim puts a hand on Will's arm.

JIM
Will... we gotta wait...

WILL
No!

He jerks loose and, in doing so, catches his hand on one of the lightning rods, cutting himself. He CRIES out.

CONTINUED
CLOSE TWO SHOT - THE BOYS

Jim looks down at the finger, the blood. He takes the hand, gives Will a look, sucks the finger, smiles, LAUGHS.

JIM
Now we're blood brothers. You gotta stick with me!

He wipes his mouth. They both crouch down.

EXT. BY FERRIS WHEEL - DAY

The big fairground wheel has almost come full circle. Mr. Cooger helps out a courting couple who walk away, kissing. He turns the wheel to the next place. The woman in the lovely flowered hat sits there alone; the seat next to her is empty except for the luxurious half-smoked cigars lying there. Mr. Cooger picks it up, puffs at it, smiles at the woman. When she smiles back we seem to recognize The Most Beautiful Woman in the World...

DISSOLVE TO:

EXT. BY CARAVAN - DUSK

Beneath the caravan, peering through a wheel, two shadows.

WILL
I can't be late for supper. Anyways, I'm dying of hunger.

JIM
Sssshh! C'mon.

Jim and Will wriggle out from under the caravan and run into the carnival, now again seemingly deserted.

EXT. CAROUSEL TENT - DUSK

They pause at a curiously designed tent at the edge of the midway - look at:

CLOSE UP - A SIGN

on the tent reads: "CAROUSEL" and, under that another sign: "OUT OF ORDER. KEEP OUT!"
INT. CAROUSEL TENT - DUSK

The boys wriggle in under the canvas. As they get to their feet, we SEE the carousel. Jim leaps, lands on the carousel, which rocks. He runs wildly among the horses.

WILL
Jim, for cri-yi!

But he follows his friend, as Jim leads him round and round through the animals, quietly, CAMERA TRAVELING with them. Jim leaps up on one saddle, then jumps to another, and another, like a cat. Then he slides down to sit on a galloping horse with fright-colored eyes and panic-colored teeth, looking as if it could feel the brass pole through its spine.

Will climbs onto the next beast over. He can only watch, astounded at his friend, as Jim plunges himself into a private fever dream.

CAMERA MOVES IN ON JIM as he 'rides', HUMMING to himself, eyes shut, moving off into his own world. Until, suddenly:

He is lifted off the beast by a sudden ARM AND HAND, which yank him like a tooth! He YELLS.

CLOSE ON WILL

Simultaneously, Will YELLS. He is yanked off his horse.

CAMERA PULLS BACK and we SEE that both boys are suspended among the poles, held up by two branches of a tree, which turn out to be two arms, two gripping hands. The boys look down...

THEIR POV

... at the face of their captor (Mr. Cooger).

MR. DARK'S VOICE O.S.
Put them down, Mr. Cooger. Bring them down to Earth!

ANOTHER ANGLE

In the middle of the forest of brass poles stands MR. DARK. The red-haired man drops the boys.

ANOTHER ANGLE - BOYS IN F.G.

They look up at: Mr. Dark on the edge of the carousel, dressed in a hairy dark suit that gleams, glistens, moves on his lithe body.

CONTINUED
MR. DARK
Sign says 'Out of Order', boys, or don't they teach you reading in this town's academy?

The boys stare at:

THEIR POV - CLOSER ON DARK

The strange suit which crawls and itches its hairs. His pale face has lunar pockmarks on it. His brows and hair are licorice black, like the suit. His vest is blood red. His bright eyes stare only at Jim as he speaks.

DARK
Introductions all around?
My name is Mr. Dark. I advise you to respect it!

ANOTHER ANGLE - TO INCLUDE ALL

The vast tent around them SIGHS and WHISPERS as the boys, somewhat startled, glance about.

Jim looks at Mr. Dark with audacity.

JIM
Of Dark's Pandemonium Carnival?

Dark nods, pleased.

DARK
Well, isn't he brave!

Dark's hand snakes out to seize Jim's wrist. Jim doesn't flinch.

DARK
(continuing)
What's his name, I wonder?
Your silent friend?

Jim is about to answer, when:

WILL
(quickly)
Simon.

Jim glances toward him, surprised that his friend should also be capable of lying when necessary - then to Dark.
Dark stares at Jim. CAMERA MOVES IN CLOSER as Jim's gaze travels down to Dark's WRIST, where we can SEE bright green, red, purple worm-snake-beast tattoos.

DARK'S VOICE O.S.
Want to see more... Mister Simon?

ANOTHER ANGLE - WILL
straining, but unable to see.

WILL
No thanks!

ANOTHER ANGLE - DARK AND JIM
Mr. Dark shoves his sleeve up to his elbow, clenches and unclenches his fist, working his muscles, showing the hidden tattoos to Jim.

CLOSE UP - JIM
staring.

CLOSE UP - WILL
apprehensive at what he cannot see that Jim sees.

CLOSER ON JIM'S FACE
staring, filled with the kind of light that we saw coming out of the "Temple of Temptation", a faint fever of lust. Faintly, we can almost HEAR a WOMAN LAUGHING somewhere. There is a whisper of BELLS, MUSIC.

CLOSE ON DARK
who, pleased at his 'pupil', nods, works his arm.

ANOTHER ANGLE - TO INCLUDE WILL
who tries to cry out. Jim is dreadfully fascinated at the lovely, forbidden sights drawn on that rippling arm.

DARK
Show's over. All that's fit for you to see.

Brutally, he jerks down his cuff. Jim GASPS and shuts his eyes, stunned.
72 CONTINUED - 2

Dark flourishes an empty hand. Tickets appear on it. He hands them toward Will.

DARK
Come back later, for free rides on these exotic animals! See the fun of the fairground... What do you say? Go on. Take them!

Will won't take the tickets. Dark nudges Jim, who opens his fevered eyes. Both boys stand undecided, riven, numb. Dark leans forward and gently blows his breath at them.

Jim grabs the tickets, runs. Will follows. HOLD ON DARK and COOGER, watching them go, silent.

73 EXT. MEADOW - DUSK

At the edge of the meadow, Will stops, turns, grabs the tickets from Jim, tears them up despite Jim's YELL of protest, throws them away and runs on. Jim follows. Only the meadow at dusk remains, quietly blowing in the wind.

74 INT. LIVING ROOM - HALLOWAY HOUSE - NIGHT

Mr. & Mrs. Halloway are seated by the fireplace drinking coffee. Will has just come in at the door. Mrs. Halloway is berating Will while her husband sits in silence.

MRS. HALLOWAY
It's that Jim Nightshade! He's a bad influence.

WILL
But, Mom...

MRS. HALLOWAY
Don't you "But, Mom" me! You just march straight upstairs, young man - and starve yourself till breakfast.

Will looks at his father in silent appeal.

HALLOWAY
You'd best go up, son.

Will turns reluctantly and goes.
INT. NIGHTSHADE LIVING ROOM - NIGHT

An old wind-up gramophone is PLAYING something like, "You're the Cream in my Coffee." Mrs. Nightshade is
dancing a foxtrot with "UNCLE SYDNEY". She looks at
Jim, who is standing in the hall looking at them.

MRS. NIGHTSHADE
Supper's over. Well, it's got late,
Jim, and we've had our supper.

Jim looks at her.

MRS. NIGHTSHADE
(continuing;
without enthusiasm)
You hungry? You want me to get
you something to eat, Jim?

Jim turns away and goes upstairs as:

JIM
No, it's all right, I guess.

Mrs. Nightshade goes on dancing.

EXT. CLOCK TOWER - GREEN TOWN - NIGHT

The church CLOCK STRIKES seven thirty.

INT. NIGHTSHADE HOUSE - JIM'S BEDROOM - NIGHT

We SEE Jim in his bed, fully dressed. We HEAR the MUSIC
from downstairs o.s.

INT. HALLOWAY HOUSE - WILL'S BEDROOM - NIGHT

...and Will, in bed, in his pajamas, as the CLOCK SOUND
fades. He HEARS the bedroom door open o.s. A glass of
milk appears beside him, placed by a quiet hand on his
bedside table.

ANOTHER ANGLE

Mr. Halloway looks at Will, then sits on the edge of his
bed. There's a long pause. Then he says:

HALLOWAY
I guess I didn't like my father
much, a lot of the time.

Will looks at him, doesn't speak.

HALLOWAY
Everyone said he was a good man,
though. A great preacher.

(MORE)
HALLOWAY (CONTD.)
He thought a lot of book learning. Swimming and dancing, he
guessed they were evil - the
work of the devil. That's why
I never learned to swim in the
river like the other boys. I
wasn't ever allowed even to play
with them. So I just read every
darn book I could put my hand
to...

WILL
You don't have to tell me all that.

HALLOWAY
No... But I'd like to, Will...
I'd surely like to...

WILL
(thinking of
something else)
Granpa was a good man?

HALLOWAY
Oh sure. Everyone thought so.

WILL
And he knew about evil. Really
knew...?

HALLOWAY
He sure talked a lot about it.
We had devils for breakfast,
lunch and supper in our house.

WILL
I believe in devils.

Halloway looks at him, puzzled.

WILL
(continuing)
But if you're a good person they
can't hurt you, can they? Am I
a good person?

HALLOWAY
Well, I wouldn't count on your
mom's answer right now. But I
think you are.

CONTINUED
CONTINUED - 1

He looks at Will and smiles at him. Will is unsmiling.

HALLOWAY
Drink your milk, then. Maybe
we'll talk tomorrow...

WILL
Maybe.

Halloway gets up and moves to the door but is stopped by Will saying:

WILL
Dad...

Halloway looks round.

WILL
(continuing;
serious)
Be careful, Dad. Something's
going on.

HALLOWAY
Something...?

WILL
Just be careful. Okay?

HALLOWAY
Okay.

He goes. The door shuts. Will slowly rises, looks at:
the glass of milk - so white, so lovely, so filled with
summer, it is almost a tumbler full of sun and running
and laughter. Will greedily gulps it down.

DISSOLVE TO:

EXT. GREEN TOWN - NIGHT

The town CLOCK STRIKES nine. The town is dark.

INT. HALLOWAY HOUSE - WILL'S BEDROOM - NIGHT

Will's eyes open. He HEARS MUSIC far away - the
CALLIOPE... and a SOUND outside. He gets up, goes to
window, looks out and SEES:
80A EXT. NIGHTSHADE HOUSE - NIGHT
Jim - moving off across the lawn.

80B INT. HALLOWAY HOUSE - WILL'S BEDROOM - NIGHT
Will, stunned, whispers half-aloud.

WILL
Jim! You're ditching me!

He grabs for his clothes.

81 EXT. FIELD OUTSIDE GREEN TOWN - NIGHT
Jim, running, turns, HEARING Will pursue. Jim stands
and waits. Will, PANTING, walks up.

JIM
Will, you'll spoil everything!
Go home!

WILL
No, sir. Blood brothers -
remember?

JIM
Be quiet, then. C'mon.

82 EXT. CARNIVAL - NIGHT

The boys advance into the shadowy carnival. They walk
among WHISPERS of tents. Jim looks one way, uneasily.
Will the other. The carnival is not a nice place to
walk at night - even Jim feels this.

83 EXT. CAROUSEL AREA - NIGHT

A light flashes on somewhere within the carousel tent,
with a blast of CALLIOPE MUSIC. VOICES sound, with
FOOTSTEPS hurrying near, o.s.

JIM
Quick!

He grabs Will and together they squirm under the canvas
of the tent.

84 INT. CAROUSEL TENT - NIGHT

Mr. Dark steps out into the light, Cooger with him.

CONTINUED
CONTINUED

ANOTHER ANGLE

The boys, hidden, watch as Dark nods to Cooger, who, robot-like, climbs onto the carousel. Dark touches a control box nearby. Sparks leap. The box HUMS. The great carousel stirs.

Jim fevers with this, fascinated. Will is startled.

DARK

Right, Mr. Cooger.

Cooger, on the carousel, swings up to a beast.

CLOSE TWO SHOT - THE BOYS

Jim and Will squinch tight.

ANOTHER ANGLE - THE CAROUSEL

Dark nods and throws the switch.

DARK

Now!

The CALLIOPE SCREAMS, the brass poles slide... backwards.

ANOTHER ANGLE - BOYS IN F.G.

Jim and Will, hidden, stare.

WILL

My gosh, look!

The carousel whirls about, the wrong way. Will whispers, astounded. Jim stares.

WILL

(continuing)

It's going the wrong way!

JIM

Backwards.

ANOTHER ANGLE - MR. DARK

jerks his head, as if hearing this.

CONTINUED
CONTINUED - 1

TWO SHOT - WILL AND JIM

hunch up, tight, eyes shut, then look again.

THEIR POV - THE CAROUSEL

turns back, back, back.

ANOTHER ANGLE - THE BOYS

WILL

The music... hey... listen!
It's going backwards, too!

Jim, incredulous, widens his eyes. His head swivels.

JIM

And that Mr. Cooger. He's going backwards!!

ANOTHER ANGLE - THE CAROUSEL

Around and around, indeed, goes Mr. Cooger.

BACK TO THE BOYS

Jim knocks Will's arm and points, but Will already sees.

THEIR POV - THE CAROUSEL

As Mr. Cooger comes around, his face is melting, changing.

ANOTHER ANGLE - BOYS IN F.G.

Their heads and eyes follow as:

Cooger comes around and is thirty-nine years old.
Around again and he is thirty-eight.

SEQUENCE OF QUICK SHOTS

Dark... the boys... the carousel... Here comes Cooger thirty years old...

Around comes Cooger, twenty years old, his hands younger on the pole, and now sixteen and getting shorter, and now thirteen, shorter still, his face melting to smallness, happy with change...

CONTINUED
CONTINUED - 2

THE HANDS are very small on the brass pole now...

THE LEGS hang short in the stirrups.

ANOTHER ANGLE - THE CAROUSEL

stops. Dark reaches up, grabs Cooger's small hand. Cooger-aged-eight is yanked off, like an acrobat. Lands lightly in the dust, in perfect balance.

ANOTHER ANGLE - THE BOYS

appalled, incredulous, stare.

ANOTHER ANGLE - COOGER - AGED EIGHT

His face a small and perfect boyish duplicate of the older man.

ANOTHER ANGLE

Jim and Will hold tight.

DARK

(snaps)

It's late! Go about your business!

Cooger-as-child jerks, runs, vanishes. Dark turns and leaves the tent. Silence. The boys look at each other and then wriggle out from under the canvas.

EXT. CAROUSEL TENT - NIGHT

JIM

Did you see -- ?

WILL

Ohmigosh!

They take off after the tiny, disappearing figure of Child/Cooger.

EXT. PARK - OUTSKIRTS OF GREEN TOWN - NIGHT

Jim and Will run through the park. Ahead of them, the Child/Cooger reaches the town limit. The boys race now, GASPING, running, leaping.

CONTINUED
CONTINUED

At the edge of town they see:

THEIR POV - LONG SHOT

Far off, the Child/CooGER vanishes around the Main Street corner.

EXT. MAIN STREET - GREEN TOWN - NIGHT

Jim and Will run around that same corner and pass:

EXT. BARBERSHOP - NIGHT

where Will freezes, startled. He sees:

WILL'S POV - A SIGN

in the shut-down-curtained window.

"CLOSED ON ACCOUNT OF ILLNESS"

JIM'S VOICE O.S.

For cri-yi! Come on!

BACK TO WILL

The barberpole light shines for an instant, warmly, on Will's face. He touches it gently, quickly, spins, runs.

EXT. STREET AND MISS FOLEY'S HOUSE - NIGHT

The boys advance past unlit houses, under lonely street-lights, peering right and left. Jim stops in front of one house, looks.

WILL

This is Miss Foley's house!

JIM

Look!

At a lower window they see the shadows of Miss Foley and a SMALL BOY.

JIM

(continuing)

There.

WILL

Who's that kid she's got in there with her?

CONTINUED
CONTINUED

THEIR POV

For a second the small boy passes close to the window.

JIM'S VOICE O.S.
Don't you know, Will?

BACK TO SCENE

Will peers at his friend, who looks hypnotized as he starts up the steps to the front door.

WILL
What're you playing at?

JIM
Want to warn Miss Foley.

WILL
(angry)
Don't you lie to me, young Jim! That's not what you want! You want to meet that... that...

Jim, ignoring him, presses the doorbell.

WILL
(continuing)
No. Ohmigosh. Run! I...

ANOTHER ANGLE

The door opens. Miss Foley, in a dressing gown and nightdress, peers out, startled.

MISS FOLEY
Land sakes, who is it? Will Halloway! Jim Nightshade! My two little whisperers. What's this? More of your tricks and mischief making?

CONTINUED
WILL
We wanted to see if you were quite all right, Miss Foley.

JIM
When we saw you down the carnival you didn't look any too good, Miss Foley. We were kind of worried.

MISS FOLEY
Well, that's very considerate of you boys! I was just a little faint, I guess... Why don't you both step inside the door.

INT. MISS FOLEY'S HOUSE - HALLWAY AND PARLOR - NIGHT

Jim steps in, Will follows, stunned.

MISS FOLEY
My young nephew Robert just arrived and I've made a whole load of cookies and...

Jim's and Will's eyes are on:

THEIR POV

A beaded curtain that hangs across the parlor entry like a rainfall of color. The CAMERA SHIFTS DOWN to find a pair of dusty shoes peeking out below the curtain as Miss Foley gabbles on:

MISS FOLEY O.S.
Who says 'yes' to a nice slice of pumpkin pie and a glass of homemade lemonade?

BACK TO SCENE

Jim and Will both answer swiftly, confusedly.

JIM
Yes!

WILL
No!

Miss Foley blinks at them, confused, then turns to call at the curtain.

MISS FOLEY
Robert! Come help me entertain these difficult boys!

CONTINUED
The beaded curtain blows like a strange rainfall, silent.

MISS FOLEY

Robert?

She pokes her hand through the "rain".

The boys stare as:

THEIR POV

She gently pulls forth a tiny pink-candy hand. She pulls more. An arm comes out, attached to the hand. Now, following the arm, a shiny pink face of a SMALL BOY with red hair and fierce blue eyes shoves through the glass-bead rain.

BACK TO SCENE

Will pulls back away, because the small boy stares terribly at him! Miss Foley runs on:

MISS FOLEY

Boys, I want you to meet —

WILL

Miss Foley!

Will has blurted it out; half a warning. Jim shoots him a glance. Will sees it and clams shut. Miss Foley blinks at him, waiting. Robert cuts across the silence by extending his hand, which Will pretends not to see. But Jim seizes the pink-candy hand, shakes it.

JIM

Swell! Hi! Glad to meet you.

Will glares at Jim. Robert stares at Will. Jim fidgets. Will sweats under that stare, then lifts his head bravely, at last.

WILL

Miss Foley... we came... to warn you.

MISS FOLEY

Warn?

Robert stares fixedly at Will, who, his mouth trembling, stares back. Jim leaps in.

CONTINUED
90 CONTINUED - 1

JIM
He won't be in school Monday.

MISS FOLEY
Oh?

Will watches Jim for the next surprise. Robert stares.

JIM
He's sick.

Miss Foley looks at Will with compassion. Robert stares. Jim sweats, waiting to be backed up.

WILL
Yeah. I'm sick. He's taking me home.

Will backs off toward the door. Jim grabs Robert's hand again, pumps it.

JIM
See you.

Robert looks at him with interest.

WILL'S VOICE O.S.
Miss Foley!

They all turn, startled.

ANOTHER ANGLE

at the door, holding it open, Will can only repeat:

WILL
I... I...

JIM
He's sick.

Jim hustles him out.

91/ EXT. MISS FOLEY'S HOUSE AND STREET - NIGHT 91/ 92

The last thing the boys see is Robert staring at them. He takes and holds Miss Foley's hand. Then the door, swinging shut, shadows them. SLAM.

The boys walk down the steps, talking in fierce whispers.

CONTINUED
WILL
What you up to, young Jim! You
touched his hand. His horrible
hand. A devil's hand and you
touched it! You...

JIM
Sssshhh!

They are interrupted by the SOUND of the front door opening
quietly behind them. They turn to see:

ANOTHER ANGLE

The small figure of Robert stands in the shadow of the
porch. Jim takes a hesitant step towards him, pauses.
Will stands motionless. A light goes on in an upstairs
window, its beam shining directly down upon him. He
stares at Robert, whose eyes burn and flare hate.

Suddenly, Robert stoops, picks up a rock and raises it,
his fiery, Cooger-eyes fixed on Will's face. Will stands
transfixed, terrified but unable to move. Then:

In one swift movement, Robert turns and hurls the rock
directly up at the lighted window. It CRASHES through
the glass - and Robert is gone, vaulting lightly over
the porch rail and disappearing silently into the shadows.
Only Will can be seen, motionless, bathed in the light
from the broken window.

Miss Foley appears at it, astonished, staring down at
him.

MISS FOLEY
Will Halloway! You wicked, wicked
young hooligan.

WILL
(stammers,
aghast)
But I - I didn't -
(then, desperately)
That boy ain't no boy, Miss Foley.
That nephew ain't no nephew.

MISS FOLEY
(cuts in)
Little liar! You stay right there!
I'm coming down.

The boys run off, as:

MISS FOLEY'S VOICE O.S.
Come back here! Come back this
minute!

CONTINUED
ANOTHER ANGLE

Jim runs down the street with Will in hot pursuit, calling:

WILL
Jim! Jim!

INT. MISS FOLEY'S HOUSE - PARLOR - NIGHT

Miss Foley is by the telephone which is on a table by the mirror. As she puts down the receiver, she calls:

MISS FOLEY
Robert? Where are you, Robert?

She sees a ticket beside the phone, on which she reads: "FREE CAROUSEL RIDE"... She picks up the ticket, and as she does so, we HEAR the faint distant SOUND of a CALLOPHONE. As Miss Foley hears it, the mirror seems to glow brighter - an almost dazzling light is shining from it.

MISS FOLEY
(continuing; a whisper)
Oh yes... yes... yes, please...

She looks up and into the mirror.

MISS FOLEY'S POV - THE MIRROR

Standing in it we SEE a beautiful YOUNG GIRL, dressed exactly as Miss Foley is, in Miss Foley's dressing gown and nightdress, holding the free ride ticket in her hand - it is Miss Foley young and beautiful as she has always wanted to be; her dearest wish has been fulfilled. As we watch the mirror it becomes even brighter, more dazzling, unbearably bright - and then there is a moment's complete darkness. In it the MUSIC stops, and then:

We SEE Miss Foley in the hall. She has become the beautiful young girl, exactly like her reflection in the mirror. She drops the ticket which flutters to the floor. She puts her hands across her eyes. Then she puts out her hands, holds them out, can't see them. She feels for the mirror and the telephone, which she knocks off its stand. She moves, feeling her way, bumping against the furniture - and we realize that, in becoming beautiful, Miss Foley has also become blind. A little VOICE says:

CONTINUED
ROBERT'S VOICE O.S.
Take my hand, my dearest dear. How beautiful you are. What a pity you will need little Robert to lead you wherever you go.

We SEE Robert holding out his hand to lead Miss Foley.

EXT. FIELD - NIGHT

The boys run toward us across the field. Suddenly, Will tackles Jim, brings him down.

WILL
Where you going?

JIM
Back to the merry-go-round!

WILL
Oh, no, you ain't! He'll be there! That Mr. Cooger! Making himself so big and tall... and strong, so he can kill us...

Jim starts to get up. Will pulls him down again.

JIM
Leggo! Leggo! Or so help me, I'll remember this when...!

WILL
What?

JIM
When I'm older, darn it, older!

Jim hocks, spits. Will, shocked, falls back.

ANOTHER ANGLE - SHOOTING UP - WILL IN F.G.

Jim leaps up, GASPING, almost in tears at what he has said. His eyes are full of anger and sorrow at the same moment. Will's voice is drained of color. He can't believe it. He looks up at his lost friend.

WILL
When you're... older?

They stay for one heartbeat, one looking down, tall, the other looking up, short. Then:
JIM
I didn't mean...

WILL
Yes, you did... If that darn merry-go-round can make Mr. Cooger younger, why, you think you'd be older if you got on it and went the other way around! Is that what you figured out in your little mind, Jim Nightshade? You'd be two feet taller, looking down at me and... and ditch me!

From the carnival o.s., the CALLIOPE MUSIC starts again. Jim turns and walks off across the field towards the SOUND. Will rises, follows, as:

WILL
(continuing)
You're nuts. Someone's gotta watch out for you.

They move on towards:

EXT. CARNIVAL - NIGHT
The boys, walking, stare around. The carnival tents are silent and dark, like great boats quietly afloat on silver tides of grass that blows. The tents breathe and flap their canvas lips in the dark.

EXT. MIRROR MAZE - NIGHT
As the boys pass, the cool wind ruffles their hair. The maze half-light illumines their faces. They move on to:

EXT. MAIN (FREAK) TENT - NIGHT
The entrance to the main tent flaps and MUMMERS like a great mushroom creature with immense lips in the night. They enter:

INT. MAIN (FREAK) TENT - NIGHT
The boys peer left and right and see, on either side, strange platforms on which weirdly contorted figures wait. Jim HISSES, nudge, passes along with Will as they peer to either side.

CONTINUED
WILL
(whispers)
It's a wax museum.

JIM
No... listen...!

They listen, and from all around them we HEAR the soft BREATHING of the people standing here in darkness waiting to be summoned awake. The boys stare at the different faces of the freaks, from whose mouths we HEAR the quiet SUSSURUS, the tide of life flowing out and in.

The boys, frightened, pass among the figures, listening. The BREATHING is LOUDER all about them; otherwise there is absolute silence. Suddenly there is a GASP from Will. He tugs at Jim's arm and points. And we SEE:

ANOTHER ANGLE

There, among the weird figures, stiff and motionless as the others, but strangely changed, Mr. Crosetti the barber, still bearded and moustached but otherwise changed into a woman with a womanly figure, wreathed in belly-dancer's veils, a notice round his neck which reads: "MADAME CROSETTI THE INCREDIBLE BEARDED LADY."

And Mr. Tetley, in an Indian headdress and clothing, standing as rigid and stiff as his own wooden Indian.

With a great BANG, the tent WHUMPS itself like an immense blanket shaken into booming!

ANOTHER ANGLE

The boys panic, duck and hide. They peer out from their hiding place and see:

THEIR POV

The freaks' eyes spring wide, pop open. And the figure of a huge MAN enters the tent. For a moment he is silhouetted in the flap opening. It is Mr. Cooger, fully grown and restored to himself again.

ANOTHER ANGLE

The terrified boys pull further back into the shadows as Mr. Cooger walks between the freaks toward a raised platform, shrouded in darkness, from which we HEAR:

CONTINUED
DARK'S VOICE O.S.

Well?

COOGER

All arranged.

Out of the darkness:

DARK'S VOICE O.S.

Good.

COOGER

I had some trouble. Those two boys. Should we...?

DARK'S VOICE O.S.

We need their innocence to fuel our carousel.

ANOTHER ANGLE

We see Will and Jim in their hiding place reacting to what they've heard Dark say. They move, fearfully, further into the shadows. There is a curious BABBLING SOUND from somewhere on the platform and we hear:

TOM FURY'S VOICE O.S.

Doom! Damnation! Death and destruction! Who tells you? Tom Fury tells you!

ANOTHER ANGLE

In the darkness, we dimly make out a figure seated in a strange contraption in the center of the platform, holding a lightning rod like a sceptre in one hand. The dim outline of Mr. Dark looms close to him in the gloom, as:

DARK

Tell me when, you old fool! When's the lightning due?

TOM FURY'S VOICE

I am Tom Fury. Did I take the name? No, sir! The name took me!

DARK

I must know!

CONTINUED
TOM FURY’S VOICE
What color is lightning? Where
does the thunder go when it dies?
What country does the rain come
from? What tongue does the wind
talk? Who knows? Who but Tom
Fury.

DARK
If I show her to you... you will
tell me when the storm is coming!

There is a MOAN from the chair. The shadowy figure of Mr.
Dark raises an arm.

ANOTHER ANGLE

A strange light glows to one side of the platform and we
SEE the amorphous figure of THE MOST BEAUTIFUL WOMAN IN THE
WORLD - or is it the DUST WITCH? - take shape. She moves
forward sinuously, and in the light, we can now SEE Mr.
Dark standing beside what appears to be an electric chair,
with wires running from it. And seated in it, the lightning
rod salesman Tom Fury, a lightning rod clasped in his hand.
His face is that of a madman. As he stares at -

TOM FURY’S POV

The Most Beautiful Woman in the World, her large, luminous
eyes, her sensual mouth, her creamy skin, her long, silken
hair, her incredible figure clad in a lovely flowing robe...

TOM FURY’S VOICE O.S.
... Most... Beautiful...

ANOTHER ANGLE

TOM FURY
(continuing)
More beautiful than Pocohontas...
than Helen of Troy...

DARK
When comes the lightning, you
old idiot?!

TOM FURY
Tom Fury says lightning shall jump
the world and make men hop and skip
like scalded cats!

CONTINUED
DARK

(snarling)
You fool! Lightning shall make you hop and make you tell.

His hand slams a switch beside the chair.

CLOSER ANGLE - FX

Fire sizzles, flashes around the chair, to halo Fury's hair, swarm his flesh, quiver his face, mouth, eyelids. Fire dances along the lightning rod in his hands.

DARK'S VOICE O.S.
When?

TOM FURY
Storm to...to...to...

ANOTHER ANGLE

Jim flinches, half-hidden, staring. Tom Fury tries to speak again.

TOM FURY
Some...some...sometime!

Will half-rises, panicked, terrified.

Dark leans close. Fury controls his mouth, gasps.

TOM FURY
Tom Fury has a secret... so has the lightning... and the thunder!

Dark, outraged, slams the switch harder. The fire ROARS in the chair. Fury's arm, hand, rod, fling up in spite of himself.

Will leaps to his feet, unable to contain himself.

WILL
Stop! Stop it!

Dark freezes, his hand still on the switch. Light swarms around Tom Fury, illuminating the scene on the platform. ** Beside him, the Most Beautiful Woman slowly starts to turn and...

TWO SHOT - THE BOYS

stare in horror as...

THEIR POV

They see - not the Most Beautiful Woman in the World, but the DUST WITCH...
CONTINUED - 4

She has no face! No eyes, no nose, no mouth... nothing but a ghastly blankness... Her beautiful gown seems alive with toads, spiders, cockroaches.

We HEAR the boys SCREAM O.S.

ANOTHER ANGLE

as they spin about, bolt, vanish. Tom Fury slumps in his chair as Dark's hand releases the switch and:

DARK
Hunt them, Mr. Cooger.

Cooger blunders out of the now once-again darkened tent.

EXT. MAIN (FREAK) TENT AND MIDWAY - NIGHT

Fear on the faces of Will and Jim as they race off down the midway in panic. They disappear around a corner.

ANOTHER ANGLE
Cooger, leaping through the tent flap, stares, stops.

HIS POV
Nothing. No one in sight.

EXT. CARAVAN - NIGHT

We can just SEE two huddled shapes, two pairs of frightened eyes peering out.

ANOTHER ANGLE - UNDER CARAVAN - BOYS IN F.G.

Beyond them we see the FEET of Mr. Cooger as he turns to look around him. They move away. After a moment, the boys start to wriggle out.

EXT. MIDWAY - NIGHT

The boys run pell mell down the midway.

ANOTHER ANGLE

as they run past the guillotine, with its dummy figure stretched out on the block. As they pass, the mechanical executioner drops his arm. The blade HISSES down - CHOP!

The shock causes the boys to stop in their tracks.
They look down as:

CONTINUED
CLOSER ANGLE - BOYS' POV

The dummy head falls into the basket. Its waxen face looks exactly like Will's!

ANOTHER ANGLE

Wild with panic, the boys take to their heels again.

INT. TENT - NIGHT

Waxlike figures, breathing and with their eyes open. **

On the platform, Tom Fury still lies slumped, but we can HEAR his harsh BREATHING. Dark turns toward the shadowed figure of the Dust Witch/Most Beautiful Woman - in the dimness, we cannot make out which. With his BACK TO CAMERA, Dark raises his hands, the palms turned upwards.

DARK
Find them.

She stretches her hands out into the glow of light - long, beautiful hands with elongated fingernails. ** They touch Dark's hands, tracing an invisible picture on his palms, sifting dust...

OMITTED

INT. SHERIFF'S OFFICE - NIGHT

The door BANGS wide. The two boys skid to a stop, as the SHERIFF, calmly adjusting his cards, not even looking up, speaks.

SHERIFF
Took you two long enough to get here.

WILL
Sheriff, we gotta -
Will and Jim watch as the Sheriff flips down a card.

**SHERIFF**
Miss Foley called. Seems you broke a window.

**JIM**
(blurts out)
It wasn't -

**SHERIFF**
(cutting in)
Lucky she's a nice lady. You broke my window, I'd have you in jail.

**WILL**
The carnival - you gotta - something terrible...

**SHERIFF**
Carnival's closed nights. You been down there you been trespassin' too.

**WILL**
But - Mr. Crosetti... he's...

**SHERIFF**
(laughs)
Sick? Don't you believe it. Ol' Louis Crosetti brings that sign out ever' time he sneaks off to go fishin'. Ain't that right, Doc?

**DOUGLAS**
Every time.
(laying down cards)
Gin!

**WILL**
You gotta listen! The lightning rod man - Tom Fury! He's down there with - with all those... freaks!

**SHERIFF**
(gathering up cards)
Just where the damn idiot fool belongs. (MORE)
SHERIFF (CONTD.)
He's crazier 'n a coot - walkin' round the state yellin' dooms an' damnations.
(shuffling)
Don't belong to this town any-ways. Don't cut no peachfuzz with me.

WILL
But...

JIM
We...

ANOTHER ANGLE

The Sheriff puts down the cards, rises, strolls over to a cell door, pauses, looks at them.

SHERIFF
Breakin' windows. Trespassin'. Disturbin' the peace. You boys is doin' fine.

He swings wide the cell door, gestures:

SHERIFF
(continuing)
Come on in.

ANOTHER ANGLE

Dr. Douglas looks up as there is a SOUND of pelting FOOTSTEPS O.S. The doorway is empty - the boys gone. The Sheriff closes the cell door, grinning at Douglas.

EXT. SHERIFF'S OFFICE AND MAIN STREET - NIGHT

The boys gallop down the street, then slow down as they put distance between themselves and the Sheriff's office.

JIM
I told you! Grownups don't ever believe no one except grownups.

ANOTHER ANGLE

Will pulls his father's old harmonica out of his pocket,
looks at it as if for comfort, and blows a few DISCORDANT NOTES. Jim makes a face.

JIM
What's that? The tune that made the cat sick?

WILL
I was trying to cheer us up.

JIM
Well, you ain't succeeding.
You can't play that thing any-

Will, disappointed, puts the harmonica away.

He looks up; as they both become aware of a figure inside the funeral parlor. And suddenly:

The grotesque face of the Dwarf is pressed against the glass, staring at them. Terrified, they take off down the street.

104 EXT. HALLOWAY AND NIGHTSHADE HOUSES - NIGHT

The boys come pelting down the street in full panicked flight. Jim turns off to the Nightshade house and we FOLLOW Will as he runs fast towards his own house.

ANOTHER ANGLE - WILL

running. We SEE a dark bush and a shape that looks like part of the bush looming up in front of him.

As he runs towards it, a pair of arms come out of the darkness, hands are around Will, gripping him, holding him tightly.

Will SCREAMS in sudden terror, not knowing what terrible danger has attacked him now. He looks up and SEE:

WILL'S POV - HIS FATHER'S FACE

looking down at him.

HALLOWAY
You in some sort of a hurry, boy...?
ANOTHER ANGLE

WILL
(enormously relieved)

Dad!

Halloway looks at his son and then across at the Nightshade house at which Jim runs, leaps and scampers up the side of the house and into a window.

HALLOWAY

Doesn't your friend ever use the front door?

WILL

Don't want any trouble with his mom, I guess.

HALLOWAY

Will...

WILL

Nor do I with mine. (breaks away from his father)

I better go in.

HALLOWAY

No, son. Not till we're finished.

WILL

Finished what?

HALLOWAY

The talk we were having last night. The talk we should have had a long time ago.

Will is moving away still. Halloway stops him, saying:

HALLOWAY

(continuing)

Just now. You seemed kind of glad to see me.
WILL
Well, at least you weren't...

HALLOWAY
(quietly)
I wasn't the devil, was that it?

WILL
(also quiet)
I guess.

Halloway looks at his son, smiles.

HALLOWAY
I just want to smoke one extra
cigar out here, Will. Just one
more than the doctor ordered...

Halloway moves with his son towards the porch.

ANOTHER ANGLE - THE PORCH

Will sits on the rail looking at his father, who searches in
a hanging basket of geraniums to find his secret hoard of
ten cent cigars kept hidden for special emergencies.

HALLOWAY
About that picnic... down by the
Indigo River.

Will gets off the rail as if he's about to go.

HALLOWAY
(continuing)
No, you sit, son. We've both got
to sit till this is done with.

Halloway lights a cigar. Will sits back on the rail.
Halloway sits in a rocking chair, smoking his cigar,
and looks out along the lawn towards the hills, brooding.

HALLOWAY
(continuing)
We've never talked about it, have we?
Not about that strong old current
that knocked you off your feet when
you were paddling in shallow water
and swept you way out in the middle
of the river.

(bitterly)
And I stood there watching, tied to
the riverbank and helpless, because
I had a dad who never thought it right
to teach boys to swim.
Will is listening, expressionless. There is a silence between them, and then Halloway forces himself to go on:

HALLOWAY
(continuing)
Well, there was a man standing drinking liquor out of a stone bottle on the other side of the river and he dove in after you. Dove in without even taking his boots off and pulled you out of danger. I suppose you must've been all of four years old at the time...

He looks at Will, who says, very quietly:

WILL
I knew someone caught hold of me.

HALLOWAY
Someone? Someone who wasn't me! No one else knows who it was.

(pause)
It was Harry Nightshade, son. That was your friend Jim's dad, coupla years before he lit off across the seas and wasn't ever seen in this town again.

Will is still looking at his father, still expressionless, almost unbelieving.

HALLOWAY
(continuing; bitter again)
Mr. Nightshade did your father's work for you. Can't forgive myself for that. Nor him either, I guess!

CLOSER ANGLE - HALLOWAY AND WILL

Halloway throws his cigar away, watches its bright path into the darkness.

HALLOWAY
Only I tell you something, when you see the end of things coming close and staring at you, Will...

(MORE)
HALLOWAY (CONTD.)
...It's not what you've done you regret...
it's what you didn't do... All those
cool, glitzy rivers I never swam
in, and the summer dances I never
got to, and the peaches we were
never allowed to eat. Most of all,
that afternoon at the town picnic
when there was nothing I could do,
Will. Blame my father, if you like,
blame me. We've got to stop blaming
sometime... Can't go on drinking each
other's tears forever. Tears quench
no one's thirst.

Pause. Will is looking at his father with the beginning
of sympathy.

WILL
I wish...

HALLOWAY
What do you wish for, Will? Should
be a good wish. If you make it.

WILL
I wish you could be happy. I hear
you some nights. You groan...

HALLOWAY
(a small, rather
bitter smile)
Just tell me I'll live forever.
Then I'll be happy.

ANOTHER ANGLE

Halloway stands, stretches. The wind ruffles the trees.
Shadows swiftly cover, uncover their faces. Will slides
off the rail, comes towards him, anxious and looking
round nervously.

WILL
Oh, Dad, don't talk death! Someone'll hear you and come running!
And shake bones at you with one
hand and... offer you candy with
the other and - and tempt you to...
(a beat, then passionately)
Dad -- you will live forever!

Halloway looks at his son and says:
HALLOWAY

Shouldn't've kept you so late, I guess. Up you go. We'll try not to wake your mom...

Will looks at his father, jumps off the side of the porch and goes to the side of the house where the climbing rungs are hidden.

ANOTHER ANGLE

Will at the hidden 'escape route' clings to the first rungs, then looks at his father.

WILL

Dad? You wanna come up this way?

Halloway comes down from the porch, shakes his head "no". But the way he looks at the ivy and the side of the house, he hungers to climb like his swift son.

WILL

(continuing; shyly)
Because, you're welcome.

HALLOWAY

(gentler, slower)

No...

Will climbs. Halfway, he looks down at:

WILL'S POV - SHOOTING DOWN - MR. HALLOWAY

small on the ground.

CLOSE ON WILL

He looks at his father so far away there, and is touched, and saddened.

WILL

(whispers to himself)
I don't want to...ditch you.

ANOTHER ANGLE - WILL IN F.G. - SHOOTING DOWN

His father waves up, slowly. Will has a sudden inspiration and whisper-shouts:
WILL
Dad! You ain't got the stuff!

That does it! Halloway seizes the rungs, jumps, climbs.

REVERSE ANGLE - HALLOWAY IN F.G. SHOOTING UP

Will climbs, Halloway after him, hand over hand, CAMERA FOLLOWING. Halloway slips, scrabbles. Then, suddenly:

REVERSE ANGLE - WILL IN F.G. SHOOTING DOWN

HEARING this, Will draws in his breath, looks down as: his father almost falls, holds, slips. Will seizes down, grabs his father's shirt-cuff, pulls!

WILL
Oh, please...!

Halloway sucks in, holds, grips, regains, starts up again. Will swings over his windowsill. His eyes are full of tears.

INT. WILL'S BEDROOM - NIGHT

Halloway swings in swiftly, and he and Will sit half in, half out. Halloway gently touches the tears on his son's cheek, smiles at him.

HALLOWAY
We did it, son. I mean we talked about it, didn't we?

Will says nothing, but smiles tremulously.

HALLOWAY
(continuing)
That's all right, Will. A smile's the best answer to everything.

CAMERA MOVES between them and we SEE the distant carnival - a faint flash of mirrors, as we:

DISSOLVE TO:

INT. NIGHTSHADE HOUSE - JIM'S BEDROOM - NIGHT

Jim, in bed, quickens, looks up startled, at a SOUND, a strange, muted inhuman CRY.

ANOTHER ANGLE - JIM IN F.G.

A shadow rises, looms.

CONTINUED
And then we SEE that it's the shadow of his mother, in her nightdress with the cat, Tybalt, in her arms. It is Tybalt that has cried, and Mrs. Nightshade SHUSHES him. She looks down at her son, and then around the room. She sees the window open, crosses to it and closes it. She turns around and sees Jim with his eyes closed.

MRS. NIGHTSHADE
Why do boys want windows open all the time?

JIM
(still with his eyes closed)
Warm blood...

MRS. NIGHTSHADE
Warm blood! That was your father's trouble.

At this, Jim opens his eyes.

MRS. NIGHTSHADE
(continuing)
You go to sleep now, Jim.

She moves to him, suddenly stoops and kisses him good-night.

JIM
Do I look like him? Do I look like my father?

She doesn't answer at once but goes to the door. At it, she turns and says:

MRS. NIGHTSHADE
Too like! The day you leave home, my Harry will be dead forever.

INT. HALLOWAY HOUSE - WILL'S BEDROOM - NIGHT

WIND gusts in Will's window, wakening him in bed.

ANOTHER ANGLE - WILL F.G. - FX

A great SHADOW flies by his window, immense. He leaps up, runs, looks out at:

EXT. SKY - NIGHT
WILL'S POV
Nothing. Empty.
INT. NIGHTSHADE HOUSE  -  JIM'S BEDROOM  -  NIGHT

Jim, in his bed, sits up at a sudden NOISE.

EXT. HALLOWAY AND NIGHTSHADE HOUSES  -  NIGHT  -  FX

The lightning rod falls, skitters, almost topples off the roof.

ANOTHER ANGLE

Both boys at their windows look up, as the shadow returns. Will climbs out, swinging from tree boughs and branches, across to Jim's window.

CLOSER ANGLE - WILL

looks up in terror at the shadow - freezes.

JIM'S VOICE

Quick, Will, quick.

WILL'S POV

SHADOWS drip down through the tree limbs. Strange shapes melt and fondle, probe and scurry through the leaves, knocking them off. The leaves change color as the shadows probe, from red and yellow they cringe and become brown.

The shadow hovers and changes shape, with flexing mouths and great amorphous eyes of steam and mist and rain and fog.

ANOTHER ANGLE

Will heaves, GASPS, recovers, swings himself in through Jim's window.

INT. JIM'S BEDROOM  -  NIGHT

The two boys huddle, GASPING, listening. There is absolute silence. Then, o.s., at the top of the house, there is a tiny NOISE of SCRATCHING. A SCRAPE. Something passes over the house. The boys look up at the ceiling.

WILL

(whispering)

It's them! The devils! They're searching for us!

Slowly, the shadow of an arm appears on the window. It is strangely elongated.

CONTINUED
110 CONTINUED

CLOSE TWO SHOT - JIM AND WILL

They SEE:

THEIR POV

A long HAND, long fingers, long nails, snakes down, touches the window, the pane, the sill.

CLOSER ANGLE

The FINGERNAILS scrape the glass, pouring whispers of dust, of sand.

ANOTHER ANGLE

Will GASPS.

**

JIM

Sshhhh...!

*  

He pulls Will back into the shadows by the bed and they squinch down, trying to make themselves invisible, as:  **

ANOTHER ANGLE

***

A second elongated arm and ghost hand appear in the other window, scratching at the pane as though seeking to get in.

ANOTHER ANGLE

***

The boys shrink further back in the shadows, almost whimpering with terror.

The ghastly searching hands scrabble again at the window-panes - then pull up, are gone. Nothing... Silence... After a moment the boys creep to the window, peer out.

110A EXT. SKY - NIGHT

FX SHOT - BOYS' POV

The shadow going away in the sky like a titanic spider.

WILL'S VOICE O.S.

They're trying to find us...

111 INT. JIM'S BEDROOM - NIGHT

WILL

(looks at Jim)
I'm scared.

**

JIM

Me too!

**

DISSOLVE TO:
INT. CHURCH - GREEN TOWN - MORNING

We see Will, in his Sunday suit, with his parents - and Jim, also in his best clothes, with his mother. The CONGREGATION is in mid-song:

CONGREGATION
"So when that morn of endless night
is waking
And shades of evil from its splendors
flee..."

Will and Jim look at each other across the church.

EXT. STREET AND MISS FOLEY'S HOUSE - DAY

The boys are walking towards Miss Foley's house as:

JIM
Who's gonna explain to her - about her window?

WILL
Why don't you? You're the old one.

JIM
She's not gonna believe us anyway.

They walk on a few steps, then:

JIM
(continuing)
I had this weird dream last night...

Will looks at him strangely, seems about to speak, but Jim continues:

JIM
(continuing)
There was these two coffins - only they wasn't on a hearse but on two kinda little handcarts...

WILL
(excitedly)
Yeah, I...

JIM
(immersed in his story)
...and there was two dwarfs pulling one of them...  (MORE)
...and the other was being pulled by a little donkey, all done up with funeral plumes... only the plumes were...

WILL
... not black but...

JIM
... bright yellow! And... and the coffins... the coffins...
(he hesitates, swallows)

WILL
... were small! Kid size!

JIM
(stares at him)
You mean - you had the same dream?

By this time they have climbed the steps to Miss Foley's house, and now Will's attention is distracted by the front door which drifts wide open.

WILL
That's funny...

118 INT. MISS FOLEY'S HOUSE - HALLWAY AND PARLOR - DAY

The boys enter, stare around. Silence. Emptiness.

WILL
She's not here.

JIM
Let's be sure.

Jim runs up the stairs, calling:

JIM
(continuing)
Miss Foley... Miss Foley...
About that window... It wasn't us. Honest, Miss Foley.

No response.
ANOTHER ANGLE

Will, alone, looks around and SEES: The mirror, swarming with shadows. For a moment, he thinks he can SEE the figure of Miss Foley. But the next moment she is gone. And Jim comes running back down the stairs, shaking his head:

JIM

No one!

EXT. STREET - GREEN TOWN - DAY

THE BOYS

WILL
She went back to the carnival.
She listened to that - that nephew! He promised her...

A SOUND galvanizes them.

THEIR POV - TOP OF STREET

A PARADE of carnival FREAKS passes the top of the street. The BAND blares, pulses, bangs. The freaks turn their heads this way and that.

BACK TO SCENE

Jim blinks, shouts:

JIM
Hey, a parade!

Will pulls him back into a doorway, his face pale.

WILL
No. A search! For us...!
(points to Jim, then himself)
We can't go home. They'd follow and... and kill our folks?!

They stare at each other as the BAND MUSIC blares o.s.

CLOSER ANGLE - THE BAND

BRASSES and PULSES and BANGS.
EXT. MAIN STREET - GREEN TOWN - DAY

The sidewalks fill with curious PEOPLE as the parade passes by.

INT. HALLOWAY HOUSE - LIVING ROOM - DAY

Mr. Halloway is sitting in a rocking chair reading the Sunday paper. SOUND of washing up and of Mrs. Halloway (o.s.) HUMMING to herself from the kitchen. The tele-
phone RINGS. Mr. Halloway curses it under his breath,** drops the paper, turns, picks up phone.

EXT. MAIN STREET & TETLEY'S CIGAR STORE - GREEN TOWN - DAY

We SEE and HEAR the parade turn into the main street. The CAMER A PANS to disclose, in f.g., a phone inside the store. Will on the phone, a tense Jim beside him.

WILL
(into phone)
Dad!

INT. HALLOWAY LIVING ROOM - DAY

Halloway at phone hears the terror in his son's voice and stiffens.

HALLOWAY
Will - where are you?

EXT. CIGAR STORE - DAY

Will casts a terrified glance toward the street, as:

WILL
(overlap)
They're after us!

INT. HALLOWAY LIVING ROOM - DAY

HALLOWAY
Who? Look, son, come home and...

EXT. CIGAR STORE - DAY

WILL
I can't! They'll... Dad, be careful...

Jim yanks Will half out of the booth as:

WILL
(desperately)
Tell Mom... Please...
127 **INT. HALLOWAY LIVING ROOM - DAY**

CLOSE ON HALLOWAY as:

WILL'S VOICE  
(over phone)  
I... I don't want...  

Halloway looks at the phone.  
HALLOWAY  
Will?

Silence.

128 **EXT. CIGAR STORE - DAY**

Empty, the phone hanging abandoned and suspended. As the BAND POUNDS, BANGS, BRASSES by.

129 **INT. HALLOWAY LIVING ROOM - DAY**

Halloway, the receiver still in his hand, can hear the BAND over the phone.

130 **EXT. MAIN STREET - GREEN TOWN - DAY**

FULL SHOT. The parade marches. CHILDREN run on the sidewalks accompanying the march.

131 **EXT. MAIN STREET - CIGAR STORE - DAY**

The trays of cigars are open to the street, but in the window hangs a notice which says, "JUST SLIPPED OUT." THE CAMERA PANS DOWN TO:

132 **EXT./INT. IRON GRILLE - BELOW STORE**

where we can just distinguish the pale frightened faces of Jim and Will, crouched there in hiding.

133 **EXT. MAIN STREET - DAY**

The parade, Dark at its head, in all his tall magnificence. Followed by the BAND, blaring. And the freaks, looking around, scanning the windows, the rooftops, the church steeples.

CLOSER ANGLE - THE FREAKS

Among them we SEE people we recognize: Mr. Tetley, the "Wooden Indian", being wheeled on a small platform by TWO DWARFS; Mr. Crosetti, the bearded lady, and Tom Fury, borne aloft in his electric chair.

CONTINUED
And near him we see the beautiful blind girl Miss Foley has become, carrying a white stick and being guided along by her little nephew Robert, the child with Mr. Cooger's face.

ANOTHER ANGLE

Halloway turns into the Main Street, running, out of breath, searching for his son.

ANOTHER ANGLE - DARK

striding, stares, scowls, glares his vision at the sky, the horizon, the street, the houses.

ANOTHER ANGLE - THE PARADE

and we see, passing in the parade, two small coffins, each borne on a handcart, one pulled by two dwarfs and the other by a small donkey with funeral plumes of bright yellow.

INT./EXT. BELOW GRILLE

The boys look at each other, wide-eyed at seeing their mutual dream become a reality.

EXT. MAIN STREET - OUTSIDE ED'S BAR - DAY

Halloway, slowed now, is threading his way through the sidewalk crowd outside Ed's bar. He passes a poster stuck on the wall for "DARK'S PANDEMONIUM CARNIVAL," then:

DR. DOUGLAS VOICE O.S.
Hey, Charlie!

Halloway sees Dr. Douglas standing at the closed door of the bar, beckoning to him.

DR. DOUGLAS
What d'ya think? Bar's shut. First time in twenty years! Ed must've just took off.

Despite his anxiety, Halloway is intrigued, frowns.

HALLOWAY
He wouldn't do that. That's not like Ed.

He pushes the door. It drifts back in darkness. Halloway and Douglas look at each other, puzzled, then enter.
136 EXT. MAIN STREET - CIGAR STORE - DAY

The parade marches by. Among the sidewalk ONLOOKERS, we SEE Mrs. Nightshade, Jim's mother.

137 INT./EXT. BELOW GRILLE

The boys crouch away from the blare of o.s. BAND MUSIC. Will glances up and suddenly tugs at Jim's arm, points.

THEIR POV (THROUGH GRILLE)

Jim's mother has paused to watch the parade.

138 EXT. STREET AND PARADE

The Dwarf suddenly leaves the procession, comes up to Mrs. Nightshade and hands her a "Free Ride" ticket. She takes it, unsmiling. But now the Dwarf seems to want to say something to her. She stoops down to hear what he says. And as he whispers in her ear, she slowly starts to smile.

139 INT./EXT. BELOW GRILLE

They GASPI, seeing this. Jim is about to cry out when, o.s., the BAND MUSIC STOPS. Will swiftly claps his hand over Jim's mouth.

140 EXT. STREET ABOVE GRILLE

Mrs. Nightshade nods her head as though in decision and moves away, ticket in hand. As she does so, we SEE the parade dispersing in b.g., and the freaks moving among the crowd passing out handbills.

141 INT. ED'S BAR - DAY

Dr. Douglas, behind the bar, is dispensing drinks. He pushes a shot glass toward Halloway as:

DOUGLAS
Your ration for today.

He pulls open the cash drawer to drop some coins, frowns.

DOUGLAS
(continuing)
That's odd.

Halloway cranes over the counter to look.

CONTINUED
The drawer is full of cash, obviously the previous day's takings. The two men stare at each other. At which moment the door behind Halloway darkens. Both turn as Mr. Dark enters.

**INT./EXT. BELOW CIGAR STORE GRILLE - DAY**

The boys jump as something falls through the grille at their feet. They both look down to see a much chewed dog biscuit. At the same moment, there is a WHINE O.S.

**EXT. STREET ABOVE GRILLE - DAY**

A TEENAGE GIRL, with a mongrel DOG in tow, is flirting with a TEENAGE BOY. The dog WHINES again, BARKS, tugs at its leash but the girl ignores it. In b.g., we see the freaks, threading through the crowd, coming nearer.

**INT. ED'S BAR - DAY**

Dark stands with his hands on the bar as:

**DARK**
Stranger to this town, sirs.
Name of Dark. Perhaps you could help me. I'm on the lookout for two boys...

**HALLOWAY**
Town's full of them.

**DARK**
No doubt, sir. I have no doubt of it. But these boys I'm looking for - two of a kind I should judge them. Much of a height. One towheaded, the other black as pitch. Blood brothers by the looks of them.

Halloway reacts slightly. Douglas glances quickly at him.

**DOUGLAS**
What've they done?

**DARK**
Done, sir? Why nothing wrong, surely.

Halloway stares in fascinated revulsion at:

**CLOSE SHOT - DARK'S HANDS**
on the bar, their backs covered with silky, almost animal like hair.
DARK'S VOICE O.S.
(continuing)
They are a pair of lucky boys who have won prizes at our carnival...

ANOTHER ANGLE

DARK
(continuing)
I only wish to give them the valuable rewards they richly deserve. Can you not help me, gentlemen?

Halloway puts his shot glass carefully on the bar counter and exits. Dark turns to stare thoughtfully after him.

EXT. MAIN STREET - CIGAR STORE - DAY

The teenage girl GIGGLES at some witticism of her boyfriend's, while the frantic dog tugs at its leash, scrabbling at the bars of the grille.

INT./EXT. BELOW GRILLE

Will stoops, picks up the dog biscuit, thrusts it up through the grille. The dog immediately snaps at it, GROWLING with pleasure.

EXT. STREET ABOVE GRILLE

The dog cavorts with pleasure on the end of its leash. The Dwarf, passing, suddenly turns back toward the grille as the girl gives the leash a tug, walks off with her boyfriend.

OMITTED

***

INT./EXT. BELOW GRILLE

As the Dwarf's face appears through the bars, the boys squinch back in the shadows.

EXTREME CLOSE UP - THROUGH GRILLE - THE DWARF'S EYES

Click, blink rapidly, for all the world as though they were camera shutters. Suddenly we HEAR CHILDREN'S VOICES O.S.

EXT. STREET ABOVE GRILLE

A swarm of CHILDREN suddenly surrounds the Dwarf, pulling him away, as:

CONTINUED
CHILDREN
Hey, shortie - tag, you're it!
Tag, tag, you're it.

They hustle the Dwarf off down the street - as we SEE
Halloway approaching the cigar store. He pauses for a
moment on the grille, puzzled by the absence of Mr. Tetley.

ANOTHER ANGLE

Will's HAND pokes up through the slots of the grille and
closes around Halloway's shoe. Halloway, startled, looks
down and SEES:

152 EXT./INT. GRILLE

HALLOWAY'S POV THROUGH IT -

The pale faces of Jim and Will peer up at him. Will pulls
his hand back, shakes his head violently, puts a finger
to his lips as:

MR. DARK'S VOICE O.S.
Lose something, sir?

153 EXT. STREET ABOVE GRILLE

Dark looms up. Halloway quickly steps onto the center
of the grille, smiles pleasantly at Dark, then selects
two cigars from the tray marked 'Specials' and throws
some money onto the counter.

HALLOWAY
Folks around here all seem to be
taking a holiday. It must be the
carnival.

Dark watches speculatively as Halloway calmly unwraps one
cigar, drops the wrapper through the grille at his feet.

DARK
These boys I'm looking for, sir.
Perhaps you know them?

He looks eagerly at Halloway, then turns his hands up, **
palms towards him. To reveal:

Tattooed there, the likenesses of Jim and Will. **

Dark thrusts his palms almost into Halloway's face. Hallow-
way merely lights his cigar, puffing smoke at Dark who **
flinches back.
HALLOWAY
Won prizes I think you said?
Lucky fellas.
(smiles pleasantly,
proffers second
cigar to Dark)
Have a cigar?

Dark shakes his head violently, flinches further back, as Halloway slips the cigar into his pocket, continues calmly:

CONTINUED
153 CONTINUED

HALLOWAY

(continuing)

Well now, guess I wouldn't want
a couple of kids to miss out on
their good fortune.

154 INT./EXT. BELOW GRILLE

The boys pull back, their eyes wide.

155 EXT. STREET ABOVE GRILLE

DARK AND HALLOWAY

Dark looks eagerly at Halloway, again extends his palms.
Halloway taps Jim's picture with the wet end of his cigar.

HALLOWAY

Now, let me see -- That one...
I know him well! His name's er --

ANOTHER ANGLE - DARK

DARK

Yes?

HALLOWAY'S VOICE O.S.

Milton Blumquist.

Dark's face contorts with rage. He shuts his fist on
Jim's picture, hard.

ANOTHER ANGLE

Halloway taps the other tattoo.

HALLOWAY

And that, why, that's Avery
Johnson. Fine boys, fine! Both
of them, quite a credit to our
little town. If you want to know
the truth.

He restores the cigar to his mouth, puffs, smiling cheer-
fully.

156 INT./EXT. BELOW GRILLE

THE BOYS

JIM

(whispers)
He's tall, your Dad!

CONTINUED
WILL
(whispers, proudly)
Very tall.

EXT. STREET ABOVE GRILLE
HALLOWAY AND DARK

Dark, incensed, has clenched the other fist. He almost spits.

DARK
I do want to know the truth, sir. And the truth is that you are lying! I already have their names from a blind girl that used to be a teacher hereabouts. A poor creature called Foley.

INT./EXT. BELOW GRILLE

The boys react, stunned. Something splashes on Will's face. He looks up, as:

DARK'S VOICE O.S.
Will is the fair-haired...

WILL'S POV - THROUGH GRILLE

We see Dark's clenched fists at his sides, dripping blood as they shut tight, tight.

DARK'S VOICE O.S.
...and Jim the Dark.

BACK TO THE BOYS

Blood drips on Jim's shirt.

EXT. STREET ABOVE GRILLE

Halloway puffs a great cloud of cigar smoke straight into Mr. Dark's face. Dark backs away, grimacing.

DARK
Now tell me, old man. What is your name?

He stares fixedly at Halloway's chest. Halloway starts instinctively to put his hand up there, as if he felt a brief pain, then drops it.

CONTINUED
HALLOWAY
Halloway, sir. Charles William Halloway.

DARK
Ah yes. The town's librarian.

HALLOWAY
I have that honor, sir.

DARK
And have had for many years, I believe.
(sighs regretfully)
All that time spent living only through other men's lives, dreaming only other men's dreams. What a waste!

HALLOWAY
Sometimes a man can learn more from other men's dreams than from his own.

INT./EXT. BELOW GRILLE
Will, anguished, shakes his head "no" as he HEARS:

HALLOWAY'S VOICE O.S.
(continuing)
Come visit me, sir. If you would wish to improve your education.

EXT. STREET ABOVE GRILLE
Dark glares at Halloway, nods curtly.

DARK
I will, sir. And I may improve yours.

He whirls, strides. Halloway stands looking after him.

ANOTHER ANGLE - THE STREET

The parade has re-formed. Dark takes up his position at its head. Shoots one final glare toward Halloway - raises his hand. BANG! BRASS! THUMP! The BAND blares. The parade moves off.

ANOTHER ANGLE - HALLOWAY

watches them move off. His eyes narrow as he SEES:
HIS POV - THE STREET

A young boy straggles at the end of the parade. He looks like a small edition of Ed, the barman, and wears a football sweatshirt like Ed's. He carries a football. As he nears camera, the boy pauses, looks back at Ed's Bar as though struggling to remember something. Then moves on towards Halloway.

ANOTHER ANGLE - TO INCLUDE HALLOWAY

The boy hesitates again, looking at him. Then suddenly tosses the football to him. Halloway catches it, looks at it. It is inked with the signatures of Ed's team-mates. Without looking down, he speaks to Jim and Will below.

HALLOWAY
(softly)
Boys, what the hell is going on?

EXT./INT. GRILLE

SHOOTING DOWN THROUGH IT - WILL

Standing directly below now, puts a finger to his lips. "Ssshhh!"

HALLOWAY (softly)
All right, boys.

He throws the ball back to the boy, who catches it in one arm - exactly as Ed did earlier in the bar. He blinks at Halloway, shakes his head as if to clear it, then wanders off in the wake of the parade.

HALLOWAY
(murmurs to boys, without looking down)
Come to the library tonight.

He drops his dead cigar on purpose, bends.

LOW ANGLE CLOSE SHOT

Halloway's face, the cigar on the grille. FINGERS come up through the grille to grip his own fingers tightly. Halloway closes his eyes.
163 CONTINUED

HALLOWAY

Good luck, son...

He rises up OUT OF FRAME and moves off. The small FINGERS, still on the grille, pull slowly back down.

164 EXT. STREET - GREEN TOWN - DAY

The Dwarf, playing happily with children, suddenly pauses.

CLOSE ON THE DWARF'S FACE

Again his EYES click, blink, click - as he remembers something. O.s. BAND MUSIC blares.

ANOTHER ANGLE

The parade marches down the street. The Dwarf scuttles alongside, reaches Dark, pulls him down, whispers.

165 EXT. MAIN STREET - CIGAR STORE - DAY

Dark and the Dwarf reach, bend, lift the iron grille trapdoor and stare down at:

166 EXT./INT. BELOW GRILLE

CLOSE SHOT

The small, empty airway beneath the grille. Pause. Then: the iron grille SLAMS down, shut, BANG!

DISSOLVE TO:

167 EXT. MAIN STREET - LIBRARY - NIGHT

OVER DISSOLVE, we HEAR the church clock start to STRIKE SEVEN - as CAMERA MOVES UP along the ivy stones of the library to PEER IN at the windows among slithers and WHISPERs.

168 INT. LIBRARY - NIGHT

LONG SHOT

CAMERA PEERS DOWN a long corridor of books towards a pool of light in the distance, as we HEAR the BOYS' VOICES, indistinct, breathless - catch an occasional word only: "Miss Foley..." "...nephew...", "Dark...", "Crosetti...", "lightning rod...", "Free rides...", etc.

During this, CAMERA SLOWLY MOVES ALONG the corridor toward the light until we SEE and HEAR:

HALLOWAY AND THE BOYS

by a table strewn with books, as:

CONTINUED
WILL
(finishing up, his
voice dwindling,
breaking)
...and... so we had to hide be-
cause... because... well, who'd
ever believe us?

He GULPS, dries up. Silence. Then:

HALLOWAY
I believe you.

The boys look at him a moment, incredulous. Then Will sinks
into a chair.

JIM
You do? But we're not grown-
ups!

HALLOWAY
That's why I believe you.

Halloway picks up an old diary from the table in front of
him; it's handwritten and with the binding coming apart.

HALLOWAY
Diary of my father, Charles Herbert
Halloway, Minister of this town.
(reads from diary)
"October 1891... We have had no
good fortune since there arrived
here the Autumn Carnival. It seems
strange to speak of such things in
these enlightened days, but..."

EXT. MAIN STREET - OUTSIDE LIBRARY - NIGHT

CLOSE ON THE DUST WITCH

We recognize the incredible elongated HANDS as she lifts
them and points to the library - and SEE over her shoulder
Mr. Dark standing, watching. Dust sifts from her fingertips.

INT. LIBRARY - NIGHT

Halloway is reading from his father's old diary:

HALLOWAY
"A poor, lame servant girl went to
the fortune teller to inquire how
she might run. (MORE)
HALLOWAY (CONT.)
"Her leg mended, and she then ran mad. It seems they destroy people by granting their dearest wishes, as has been the way of the devil since God created the world. Old folks of this town say they remember such a carnival of evil visiting many autumns past, in the days of their youth..."

A SOUND jerks the boy's heads. The lights flicker as Halloway goes on reading:

HALLOWAY (continuing)
"The traveling people swore that they would return, some other autumn. Their visit ended with a most unusual storm..."

ANOTHER ANGLE

The library door flings wide. CAMERA MOVES IN CLOSE as a soft bloom of ancient dust falls in and plumes itself out on the floor. Silence. Then:

ANOTHER ANGLE

Will looks at his father, terrified.

WILL
Mr. Dark!

HALLOWAY
(whispers)
Hide! Quick!

The boys RUN OUT OF FRAME. Halloway listens to the o.s SCUTTLING, as they hide themselves away. He gathers his emotions, sits himself down, looks around at the dark stacks. A floor CREAKS.
HALLOWAY -
(murmurs)
"By the pricking of my thumbs
Something wicked this way comes..."

THE CAMERA FOLLOWS a track of dust to the FEET of someone standing in the stacks. And Halloway SEES:

HALLOWAY'S POV - MR. DARK

quietly standing leaned against a stack, idly turning over the pages of a book.

DARK
(reads)
"Then rang the bells both loud and deep;
God is not dead, nor does He sleep..."

ANOTHER ANGLE - TO INCLUDE HALLOWAY

who finishes it for him, quietly.

HALLOWAY
"The Wrong will fail, the Right prevail,
With Peace on Earth, Good Will to Men."

DARK
It's a thousand years to Christmas,
Mr. Halloway.

Dark slams the book shut and back into the shelf. Halloway looks at him steadily, calmly.

HALLOWAY
You're wrong. It's here in the library tonight and can't be spoiled.

DARK
Did Jim and Will bring it with them on their shoes? We shall have to scrape them.
(calls softly)
Will? Jim?

CLOSE UP - SIDEWAYS - WILL'S EYES

stare, wherever he lies hidden.

DARK'S VOICE O.S.
Free rides on the merry-go-round?

CONTINUED
CLOSE UP - THE SAME - JIM'S EYES

DARK'S VOICE O.S.
Jim, boy, how'd you like to be
King of the Carnival, Ruler of
the Rides?

CLOSE UP - WILL
terrified, listens as:

DARK'S VOICE O.S.
How'd you like to be a grownup,
Jim? How'd that feel, do you
fancy?

ANOTHER ANGLE - DARK

as he calls at the shadows:

DARK
Not to be looked down at,
not to be told to run away
and play. To be trusted. To
be feared. To know what grown-
ups do behind locked doors when
children are asleep...

CLOSE UP - JIM

his eyes and face fevered, sweating, as:

DARK'S VOICE O.S.
Come out to me, Jim. I am the
father you're waiting for, my
son!

ANOTHER ANGLE - HALLOWAY AND DARK

Dark, smiling, moves a step forward. Halloway
holds his ground, as:

HALLOWAY
I know who you are. You are
the Autumn People. Where do
you come from? The dust.
Where do you go to? The
grave...!
DARK
(smiling,
nods)
We are the hungry ones. Your
torments call us like dogs in
the night. And we do feed, and
well.

He takes another step. Halloway still holds his ground.

HALLOWAY
You stuff yourselves with other
people's nightmares!

ANOTHER ANGLE - DARK AND HALLOWAY

DARK
And butter our plain bread
with delicious pain. You do
understand a little.

Dark lounges casually against the table.

HALLOWAY
You are known in this town...
My father knew you.

Halloway picks up a Bible from the table, holds it as:

DARK
(with contempt)
Your father the preacher. That
half-man!

HALLOWAY
He lived on goodness.

DARK
Tasteless fare! Bad marriages, funerals,
lost loves and lonely beds.
That is our diet. We suck
that misery and find it sweet!
We search for more always.

He moves nearer to Halloway, who holds the Bible out
between them, like a shield against evil.
CLOSE ON WILL AND JIM

listening, as:

DARK'S VOICE O.S.
We can smell boys ulcerating to be
men, a thousand miles off...

ANOTHER ANGLE - HALLOWAY AND DARK

Halloway thrusts the Bible out toward Dark who, still
smiling, continues:

DARK
And hear a middle-aged fool like
you groaning with midnight despairs,
from half around the world!

With this, unexpectedly, Dark snatches the Bible from
Halloway's hand. Halloway can only stare as Dark handles
the book, shaking his head.

DARK
(continuing)
Books cannot hurt me, old man.

He moves towards Halloway, points at his chest.

DARK
(continuing)
Yes, old - because your heart is -
old. Listen to it...

Halloway, despite himself, puts his hand to his chest, shakes
his head as though to rid himself of the SOUND of his heart
beating, beating...

DARK
(continuing)
Tell me where the boys are hiding
and I'll make you young again.

Halloway shakes his head 'no'. Dark calmly proceeds, opening
the Bible, as:

DARK
(continuing)
I'll turn your years back for you
to... let's say 30? Speak, or
you've missed it!

Halloway doesn't speak.
DARK
(continuing)
Gone!
(tears a page from
Bible, crumples it and
throws it on the floor)
31 then?
(tears out another
page, crumples and
drops it)
32? A year of a man's prime, loved
by many women. What do you say, you
might still learn to swim. No...?
32 gone!
(tears out another page)
33, 34, 35. Time to make a fortune
and father a family, a year when you
could still run upstairs without
panting. Going... Gone! 36, 37.
Where are they?
(with each count, he tears
a page from the Bible,
crumples it and throws
it to the floor)

INSERT
The pages on the floor.

DARK’S VOICE O.S.
(continuing)
Hear your heart. Hear my count.
Thirty-eight...

BACK TO SCENE

DARK
(continuing)
Thirty nine, now, thirty nine -
a fine, a youngish year...

CLOSE ON HALLOWAY
He HEARS his heart, shuts his eyes.

DARK’S VOICE O.S.
...Oh, forty - and hear your old,
old heart!
(rips another page)

CLOSE ON WILL
Unable to restrain himself, he calls out, anguished:

CONTINUED
WILL
Dad! No! Don't listen!

BACK TO DARK AND HALLOWAY

The ECHOES in the library leap about. Dark smiles, nods, pleased as Halloway stiffens at the SOUND of his son's voice.

DARK
And is that the voice of sunlight and green grass, sweet Eden's child, the innocent young Will.

He rips out several more pages as:

DARK
(continuing)
Where are they?... Forty three?

CLOSE ON HALLOWAY

DARK'S VOICE O.S.
Forty four, forty five, getting old!

ANOTHER ANGLE - DARK AND HALLOWAY

Dark finishes with swift, hard contempt:

DARK
Fool! Forty seven, forty nine, fifty two - you're lost!

He sends the Bible careening down the table in an avalanche of books, their pages tumbling open revealing pictures, demons...

HALLOWAY
Damn you!

He leaps forward, striking at Dark. Dark seizes his fist, crushing it. Halloway melts because:

CLOSE SHOT - HIS FIST

crushed by Dark's hand. We HEAR the bones CRACK - A CRY of pain.

ANOTHER ANGLE

Dark hurls Halloway back against the shelves. Books cascade down on him as he lies there, unconscious. Dark turns to call into the silent stacks.

CONTINUED
DARK
Jim...? Will...?

CLOSE UP - WILL

DARK'S VOICE O.S.
Time to go...

CLOSE UP - JIM

DARK'S VOICE O.S.
Jim Nightshade... What a good, what a proper name to put on our carnival...

ANOTHER ANGLE - DARK
moves in the stacks, looking up left and right at the titles as:

DARK
Dark and Nightshade's Pandemonium Carnival...

CLOSE ON JIM

His mouth trembles with desire to reply.

DARK'S VOICE O.S.
Your name, Jim... Mister Nightshade...

BACK TO DARK

prowling the stacks as:

DARK
Will, then. Will? Your mother was at the carnival tonight...

CLOSE UP - WILL
terrified, hears: tears start to his eyes.

DARK'S VOICE O.S.
We put her on the merry-go-round...

Will GASPS in a breath, faintly. A SOB escapes him.

ANOTHER ANGLE - DARK

hears it, moves in its direction as:

CONTINUED
DARK
...and rode her backwards and forwards until she was quite mad.

Another SOB, o.s.

DARK
(continuing)
Oh, fine, yes, fine. Keep it up.

ANOTHER ANGLE - HALLOWAY
lies on the floor, still unconscious. He MOANS slightly.

ANOTHER ANGLE - DARK
begins to climb the stacks slowly, steadily, softly.

CLOSE SHOT - FX
Dark's SHADOW passes over the books. As it does so, the illuminated gold title letters fade, die, give up their fire.

DARK'S VOICE O.S.
Now where would you be filed, I wonder?

ANOTHER ANGLE - DARK'S HAND
comes over the edge of a shelf, like a tarantula.

DARK'S VOICE O.S.
Under F for Frightened?

His tarantula-hand crawls higher...

DARK'S VOICE O.S.
(continuing)
Or T for Terrified?

CLOSE ON DARK
shutting his eyes with quiet pleasure as he reaches higher and SIGHS.

DARK
Yessss...

CLOSE ON JIM
His eyes blink wide; he peers back down along his body...
ANOTHER ANGLE

...where Dark's spider-fingers creep along his legs, up over his rump, to caress along his spine to his neck. And grab! Jim lets out a YELP.

CLOSE ON WILL

He starts up at the SOUND, and at the same moment Dark's other HAND seizes him.

ANOTHER ANGLE

Dark yanks the two boys off their shelves. Books tumble like an avalanche.

ANOTHER ANGLE - HALLOWAY

He stirs, MOANS again.

BACK TO DARK AND THE BOYS

Dark regards them almost with affection, as they struggle ineffectually.

DARK
Well, here's a couple of fine new books.

(he gives Will a sudden, savage jerk)
I'll enjoy cutting this one's pages.

He half-drag, half-carries the struggling boys through the stacks.

ANOTHER ANGLE

as they arrive at a big window overlooking the Main Street and the church opposite. Will suddenly stops struggling. His eyes widen as he SEES:

EXT. STREET AND CHURCH - NIGHT

his mother coming out of church, tugging at her gloves.

WILL'S VOICE O.S.

Mom! Oh, Mom!

She glances up, as though sensing the call, looks around. Then moves off, talking to a NEIGHBOR.
INT. LIBRARY - NIGHT

DARK
Seems I made a little mistake.
It must have been your mother,
Jim, riding the merry-go-round.

Jim GULPS, struggles, as:

DARK
(continuing)
But you won't need her any-
more. You have a new mother
now.

He twists the boys round, nods his head at:

ANOTHER ANGLE - A CLOUD OF DUST

which floats out from the stacks. Through it, we SEE
the DUST WITCH - THE MOST BEAUTIFUL WOMAN IN THE WORLD -
waiting there in the half-dark. The boys WHIMPER, HALF-
SHOUT, seeing her. Dark's black, furry hands tighten
around their necks, as the Dust Witch approaches them,
isinuously. Her long hands reach out on the air, wisping
small clouds of dust.

MR. DARK
Time to quiet these two
chatterers. Time to still
these two whisperers. Lose
their tongues until I choose
to find them again.

ANOTHER ANGLE

The Dust Witch puts her long fingers on the boys' lips,
closing them, as:

WITCH
Quiet, you two chatterers...
Still, you two whisperers.

The boys stand quietly. The Witch drops her hands.
Something STIRRS in the stacks. Dark whirls.

DARK'S POV

Halloway is there, in great pain, trying to move,
to act, GASPING. He crawls towards Mr. Dark, reaching out for him. Supporting himself on the stacks, he is getting slowly, painfully to his feet.

ANOTHER ANGLE

DARK
(to the Dust Witch, gesturing towards Halloway)
Give him a brief taste of death. So that he may recognize it when it comes again, soon.

Dark taps the boys on the neck to start them. They drift off ahead. Dark follows. We HEAR the door SLAM shut.

ANOTHER ANGLE

The Dust Witch, in half shadow, turns towards Halloway who is leaning against the books.

EXT. MAIN STREET AND CHURCH - NIGHT

As Dark and the boys reach the foot of the library steps, the Dwarf emerges from the shadow of a stone lion and joins them. They move along the night street, passing Dr. Douglas who stands outside the church talking to the minister. He turns his head and sees the small cavalcade.

DOUGLAS
Why hello there, boys!

No reply. He looks curiously at them. Dark smiles at him.

DARK
We're going to collect our prizes.

The boys move on steadily, flanked by Dark and the Dwarf. Douglas looks after them, calls:

DOUGLAS
Have a good time.
INT. LIBRARY - NIGHT

The Dust Witch stands near Halloway who waits, staring. She lifts her right hand toward him. It's a beautiful hand, glowing with a red bloodstone ring, as she first touches him.

WITCH

Old man, hear your breathing...
Old man, hear your heart.

Her hand, her fingers, exhale dust. With each intonation, the hand becomes uglier until it is a hair-covered claw. And with each intonation, Halloway slides a few inches down the stacks.

WITCH

(continuing)
Stop your heart... stop all...

Halloway sinks to the ground; she kneels over him, still strokes his chest.

WITCH

(continuing)
Slow now... slower... slowest...

We HEAR his heartbeats slowing, slowing...

EXT. MAIN STREET - BARBERSHOP - NIGHT

The boys, Dark and the dwarf on each side, move steadily forward. As they approach the spinning, lighted barber-pole, its rosy light illumines Will's face. He lifts it as though to the sun, eyes still closed. His mouth works desperately as though to cry out, but no sound comes.

INT. LIBRARY - NIGHT

Halloway is lying on the marble floor of the library, still and quiet as in death. In the b.g. we SEE the Dust Witch gliding across the floor and out of the door, which BANGS SHUT after her.

EXT. MAIN STREET - BARBERSHOP - NIGHT

Dark looks at Will, who is still trying to cry out. Dark's eyes flare; he reaches up a hand and closes it around the barber's pole. The light dims, almost out. The WIND starts to rise, MOANING and ruffling the captive boys' hair.
INT. LIBRARY - NIGHT

SOUND of the wind, which blows open a window not fastened properly. The window BANGS and CLATTERS.

The WIND blows round the stacks and the CAMERA MOVES DOWN to the crumpled pages of the Bible Dark left on the floor.

We SEE the crumpled pages start to move, skittering with a dry SOUND across the great marble desert of floor. The pages gain speed as the WIND gains strength.

ANOTHER ANGLE

We SEE Halloway lying as though dead. A crumpled page of the Bible blows against his face. Then another, and another page blows against him... He slowly opens his eyes.

EXT. CARNIVAL MIDWAY - NIGHT

Dark and the two boys, with the Dwarf, move along the midway. Dark, his head bent, murmurs softly:

DARK
And what times we'll have, Jim, you and I. Dark and Nightshade... Nightshade and Dark... And Will? We'll ride him backwards, shall we? Turn him into a baby - a plaything for our friend here?

The Dwarf, hearing this, GIGGLES, pinches Will's arm, his cheek.

INT. LIBRARY - NIGHT

Halloway has struggled to his feet. He stands leaning on the table, panting, BREATHLESS. He looks around at the empty aisles, empty air with filtering dust between the stacks. He feels his heart, shakes his head incredulously. Then, clutching his crushed and swollen hand, he moves painfully towards the door.

EXT. NIGHTSHADE HOUSE - NIGHT

Mrs. Nightshade comes out of the house and starts off down the street. She's carrying her 'Free Ride' ticket and is dressed in her best and smiling happily.
182 INT. MAIN (FREAK) TENT - NIGHT

Dark, with Jim immobile at his side, watches as the Dwarf gleefully seats Will with the waxyenlike figures, among whom we recognize...

Mr. Tetley, Miss Foley, Crosetti and the boy Ed.

DARK
(to Will)
Wait... sleep...

183 EXT. OUTSKIRTS OF GREEN TOWN - NIGHT

Halloway stumbles along, clutching his injured hand.

184 EXT. CARNIVAL - CAROUSEL TENT - NIGHT

Dark and the Dwarf flank Jim, who moves like a sleep-walker, as they approach the carousel tent.

DARK
(softly)
And now, Jim, your turn. To ride. To grow. And be my son - my partner. Our carnival needs innocent young blood.

They enter the tent.

185 INT. MAIN (FREAK) TENT - NIGHT

Will sits quite still, eyes closed, among the row of figures, facing the opening to the mirror maze, illuminated by the strange, almost personally alive light from the mirrors beyond. The only SOUND is the soft breathing of the warlike figures. Then something moves at the main entrance to the tent.

ANOTHER ANGLE

The Dust Witch stands there, her eyes gleaming catlike in the shadows. She sees Will and moves sinuosly towards him, around him, caressing his face with her extraordinary long hands. He remains still. Behind him, she leans forward, her long, silky hair veiling his face. Dust sifts from her fingertips, as she begins to wind the hair around his throat. There is a strangled MOAN o.s. and we SEE:

ANOTHER ANGLE - TOM FURY

The lightning rod salesman, in his electric chair, rod in hand. He MOANS again. In the faint light his eyes rotate madly, saliva trickles from his mouth.
EXT. CARNIVAL - ENTRANCE TO MIDWAY - NIGHT

As Halloway approaches the entrance to the carnival, we see in f.g. the figure of a woman standing staring towards the dark tents. It is Mrs. Nightshade, her 'Free Ride' ticket in her hand. Hearing Halloway's FOOTSTEPS, she turns, peers toward him.

MRS. NIGHTSHADE
Harry! Is that you, Harry?

Halloway moves towards her.

MRS. NIGHTSHADE
I'm sorry... I was expecting...
I mean, I got a message...

Halloway reaches her, sees the ticket and, with his good hand, wrenches it from her grasp, crumples it, hurls it from him, as:

HALLOWAY
Whatever you were expecting, they'll deceive you! Whatever the messages, they'll be lies!
Believe me and go home.

MRS. NIGHTSHADE
I can't. I must wait here for Harry.

HALLOWAY
Go home, Mrs. Nightshade. Go home, for God's sake. The man coming for you isn't your husband.

Mrs. Nightshade hesitates, puzzled, then turns and goes away towards the meadow as Halloway moves away from her, calling:

HALLOWAY
Will! Will...!

INT. CAROUSEL TENT - NIGHT

Dark, his hand on the carousel switch, freezes as he hears:

HALLOWAY'S VOICE O.S.
Will! Where are you, Will?

Jim, standing quietly beside Dark, makes no move.

CONTINUED
187 CONTINUED

DARK
The old man!
(hisses to Dwarf)
He didn't learn his lesson! This
time stop his heart forever.

He gestures towards the Dwarf, who scuttles quickly away.
Dark removes his hand from the switch, lays it on Jim's
shoulder.

DARK
Wait, son. Soon... very soon now...

188 INT. MAIN (FREAK) TENT - NIGHT

The Dust Witch has wound a silken hair collar around
Will's throat. It seems to pulse like a great snake
as her long hands stroke it. Eyes closed, lips parted,
she weaves her head almost orgasmically as she begins to
pull the gleaming strands tight... tighter... Suddenly
she pauses, lifts her head as she hears:

HALLOWAY'S VOICE O.S.
Will...!

189 EXT. MIRROR MAZE - NIGHT

Halloway stumbles along midway, calling:

HALLOWAY
Will...! Will...!

As he reaches the mirror maze, he SEES the squat figure
of the Dwarf standing in the entrance, beckoning, nodding
his grotesque head. Halloway swerves, pushes past the
Dwarf.

190 INT. MIRROR MAZE - NIGHT

Halloway enters the corridor of glowing mirrors. Ahead
of him flow sluices of silver light and, at the far end:

HALLOWAY'S POV

The distant figures of Will, seated, still as a statue -
and the Dust Witch behind him, her hands at his throat.
She stares back at Halloway down the corridor of mirrors.

ANOTHER ANGLE

Halloway stumbles towards them, but as he does so the
mirrors seem to shift and move, blocking his progress.
And in those mirrors, reflected and re-reflected, are
images of himself, seeming to stride towards him.

CONTINUED
DUST WITCH'S VOICE O.S.
Old man, see yourself... old
man, see your death...

Halloway blindly stumbles on, but wherever he goes, more
mirrors confront him. An army of Halloways seem to converge
on him - IMAGES of himself at 60, 70, 90... He calls
desperately:

HALLOWAY
Will...!

HALLOWAY'S VOICE O.S.
...Help me, son!

Will's eyes spring open. For a moment he sits there
dazed as:

HALLOWAY'S VOICE O.S.
(continuing; croaking
now, like an old man's)
... Help me!

Will struggles desperately to rise, but the Witch's hands
hold him firmly, her long nails digging into his small
shoulders. He cries out, frantically:

WILL
Dad!

Halloway, SOBBING now, blunders among the mirrors like
an old man, his face drawn and becoming lined as the
faces of the myriad IMAGES that confront him on every
side. Suddenly, he falls to his knees, crouches there,
SOBBING, GASPING for breath as the army of ancient men
shambles forward. He gives one final, despairing CRY
of pain and terror.

WILL
Dad! Oh, Dad - please! I...love you!

CONTINUED
The Dust Witch thrusts Will aside and moves swiftly into:

INT. MIRROR MAZE - NIGHT

Halloway, still on his knees, seemingly about to be engulfed by the ghastly senile squadrons of IMAGES, raises his head and looks towards a mirror and sees:

HIS POV

Will reflected, standing with his hands out towards his father. His voice sounds a little louder - and then louder again as the phrase is repeated.

WILL'S VOICE
I love you! I love you!

The words seem to bounce and reverberate from the mirrors... "Love you. Love you." And Halloway sees the ancient army hesitate, pause. The mirrors begin to shift and shake... and the small, shining figure of Will stands among them, still holding out his hands.

WILL'S VOICE O.S.
(continuing)
I love you! I love you!

There is a RUMBLE OF THUNDER O.S.

ANOTHER ANGLE - HALLOWAY

His dimmed eyes brighter, the ageing lines seem to smooth out on his face. He starts to rise.

ANOTHER ANGLE

The Witch is gliding towards Halloway among the mirrors. She approaches him, her eyes bright with rage and frustration as the dim figures of the old men VANISH as though in a mist.

WILL'S VOICE
(louder and more insistent)
I love you!

The Witch halts in her tracks.

EXT. MAIN TENT AND MIRROR MAZE - NIGHT

The sky above is dark with thunder clouds. A great streak of lightning CRACKS down from the sky, illuminating the scene, seeming to strike straight down on:
INT. MAIN (FREAK) TENT - NIGHT

Tom Fury, as though galvanized by the lightning, springs to life. Sparks dance around him - blue flames leap along the lightning rod in his hand. His eyes are fixed on the entrance to the mirror maze. He moves towards it. Another CRACKLE of lightning - and a SCREAM from the Dust Witch o.s. Tom Fury plunges past Will and into:

INT. MIRROR MAZE - NIGHT

The mirrors shift and revolve as we see:

TOM FURY'S POV

The Dust Witch enclosed in the misted mirrors, which press in on her from every side, holding her fast. Rime seems to gather on the mirrors...

And it is as though she were once again back in the long floe of ice we saw in the undertaker's parlor - once again the MOST BEAUTIFUL WOMAN IN THE WORLD, sleeping in eternal frost.

ANOTHER ANGLE

Tom Fury lets out a bubbling, gurgling CRY:

FURY

...Most... Beautiful...

And as though in a desperate effort to break the ice and release her, he plunges the flaming lightning rod through the frosted ice glass.

The rod, piercing the glass, impales the Dust Witch.

CLOSER ANGLE

For one second we SEE her eyes open, terrified... Then she begins to dissolve, melt as though to water, fading, fading... Until we SEE, within the mirror ice block only her phantom shape, the ghost of her flowing limbs... The red bloodstone ring drips blood...

ANOTHER ANGLE

Tom Fury falls to his knees, crouches there, SOBBING. Around him the other mirrors shiver, crack, disintegrate, tumble, collapse.

CONTINUED
ANOTHER ANGLE

Across the crouched figure of Tom Fury, Will and his father stare at each other. Will hurls himself at Halloway, embraces him. His father's arms fold around him. For a moment they stand there. Then: the SOUND of the CALLIOPE starting up o.s. Will raises his head.

WILL

Jim!

Together, they run from the maze.

LONG SHOT

The shattered maze. Tom Fury crouched, SOBBING. Beyond him from the recesses of the freak tent we HEAR, o.s., a strange MOANING chorus, a STIR and RUSTLE.

EXT. CAROUSEL TENT - NIGHT

Dark thunder clouds hover over the lighted tent as Halloway and Will run toward it. The sound of CALLIOPE MUSIC O.S.

INT. CAROUSEL TENT - NIGHT

The carousel is turning. Jim watches fascinated as the brass poles, the prancing beasts flash by. The fever color flushes his face and eyes as Dark urges him forward.

DARK

King of the Carnival. My son.

Jim takes a step toward the carousel, then:

WILL'S VOICE O.S.

(calling)

Jim!

Dark grimaces with rage, again urges Jim forward, as:

DARK

My son... my partner... forever...

ANOTHER ANGLE

Halloway and Will burst into the tent. Dark, seeing them, leaps onto the carousel and, reaching down, literally hauls Jim aboard.

CONTINUED
Halloway and Will run toward the carousel.

**

JIM'S POV
Will, below, running alongside - soon to be lost.

WILL'S POV
looking up at the face of his friend, his blood brother, Jim, alight with summer passion.

ANOTHER ANGLE

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JIM
(cries desperately to Jim)
Jim... don't... don't ditch me!

ANOTHER ANGLE
As Jim swings by him, Halloway dives in a football tackle - grabbing Jim's legs, yanking him off the carousel. Jim flies through the air like a rag doll, falls to the ground.

199A EXT. CAROUSEL TENT - NIGHT

A roar of THUNDER envelops the tent. A great fork of lightning CRACKLES down through the canvas. A huge, jagged tear appears in the roof and side of the tent.

199B INT/EXT. CAROUSEL TENT - NIGHT

The lightning strikes the control box. Sparks fly from the controls. The carousel bucks, goes mad. The CAL-LIOPE MUSIC screeches dementedly as it whirls forwards, hurling Dark among the prancing animals.

ANOTHER ANGLE
Jim lies as though dead. Halloway stands PANTING, GASPING, as Will kneels beside his friend. Tears pour from his eyes.

ANOTHER ANGLE - THE CAROUSEL
Dark tries to rise - is struck by the flying hooves of one of the beasts, who seem to move of their own crazed volition.

ANOTHER ANGLE
Will, now sobbing uncontrollably, is suddenly yanked to his feet. Halloway's hand slaps him across the face, jolting the tears from his eyes.

CONTINUED
HALLOWAY
Stop that, do you hear? Stop it!

Will gulps, unable to believe his father has struck him.

HALLOWAY
Tears! That's what they like! My God, they love tears. The more you bawl the more they drink the salt from your chin. That's no way to save young Jim. Jump around! Whoop and holler!

ANOTHER ANGLE
Will stares in amazement as Halloway begins to cavort wildly, in time with the now frenzied CALLOPPE MUSIC.

HALLOWAY
Look at me! I'm the dancing stork! The great whooping crane!

Despite himself, Will's mouth trembles in a grin, as:

WILL
Dad, you're crazy!

In B.G., we see the spinning carousel - and Dark, who tries to rise again but the momentum is too great - as:

HALLOWAY
Sure I'm crazy! Come on, darn you! Jump!

WILL
I... I can't!

HALLOWAY
(jeers)
You ain't got the stuff!

And, like father like son, that does it! Will's eyes blaze. He starts to jig up and down wildly.

HALLOWAY
That's it, son! Keep it up!

They jig wildly together, as -

ANOTHER ANGLE - THE CAROUSEL

Dark, panicked, gropes for the brass rod, fumbling, trying to pull himself upright. He whirls by once, and again - and we see that he is ageing fast.

ANOTHER ANGLE
THUNDER RUMBLES again, very close now. A few drops of rain fall through the torn roof, now open to the elements.

CONTINUED
ANOTHER ANGLE

Will has joined his father in his mad dance. The rain increases. Halloway lets out a bellow -

HALLOWAY
(singing)
"Camptown ladies sing dis song...

WILL
"Dooh-dah! Dooh-dah!"

HALLOWAY
You sound like a sparrow in a tin can!
"Camptown racetrack's five miles long..."

ANOTHER ANGLE - THE CAROUSEL

HALLOWAY & WILL O.S.
(continuing)
"Oh, dooh-dah, day!"

Dark, clinging desperately to the carousel, SCREAMS as:

CLOSER ANGLE

He SEES his hands, his fingers shriveling. He puts one withered hand to his face, feeling the flesh prolapse under his touch. OVER this, above the SOUND of the mad CALLIOPE MUSIC -

HALLOWAY & WILL (O.S.)
(continuing)
"Come down dah wid my hat caved in.
Dooh-dah, dooh-dah,
I go back home wid a pocket full of tin,
Oh, dooh-dah day!"

ANOTHER ANGLE

The rain becomes more persistent, splashing on Halloway and Will and on Jim's face. Will pauses, looks down at him. Halloway jerks his arm, pulls him back into the dance as:

HALLOWAY
No, don't look at him! Sing,
darn you, sing!

ANOTHER ANGLE - THE CAROUSEL

The rain pours down. The SOUND of Halloway & Will's SINGING continues -

CONTINUED
HALLOWAY & WILL (O.S.)
"Gwine to run all night, Gwine to run all day,
I bet my money on de bob-tail nag
Somebody bet on de bay..."

And, during this, we SEE Dark's old, old face contort as he feels something dreadful. His bleared eyes peer down and SEE that his right leg has cracked, the bone is dusting away to shrapnel and papyrus. He sinks in wild outrage and despair. His skeletal fingers loose their hold. His hair blows about his face in a milk-white bloom. One eye gums shut.

There is another RUMBLE of THUNDER - another flash of lightning illumines the scene. The carousel spins faster and faster. And Dark lets out a last horrifying SCREAM as of a thousand dead souls - the same SOUND we heard from the graveyard as the train passed by.

ANOTHER ANGLE

Hearing this, Halloway and Will stop in their tracks and look toward the carousel.

HALLOWAY & WILL'S POV

The carousel gives a final buck and begins to slow, SOUGHING and WEEPING itself to death. It stops, lurches, tilts. And the ghastly bundle of mummified flesh and old, old grey bones which once was Mr. Dark slides from it to the ground - still alive but PULING like a baby and shriveling fast towards death.

ANOTHER ANGLE

Will buries his face against his father's chest, unable to look. And a great wind rises, WHISTLING, ECHOING that final dreadful cry. The walls of the carousel tent tear apart, tatter, rip free. Will raises his head and SEES -

200 EXT. CARNIVAL GROUNDS - NIGHT

HALLOWAY & WILL'S POV

The tattered remains of the tent, fragmented, flying away like clouds on the wind. And all over the carnival grounds freaks, as though brought back to life, scuttle and run in every direction. Among them we recognize the huge, distinctive figure of Mr. Cooger.

ANOTHER ANGLE

Will shrinks back against his father, eyes wide with fright. ** Halloway pulls him around.

CONTINUED
HALLOWAY

No! Come on, sing! Dance! Look happy! Happiness makes them run.
The night people can't stand it.

And he goes into his dance again, whirling Will around so that his feet almost leave the ground, while in B.G., we see the fleeing freaks - tents rippling, fluttering, ripping away from their poles. Tent pegs pop - tent ropes snap - wires fly upward, as:

HALLOWAY

(sings loudly)
Someone's in the kitchen with Dinah..." *

Will picks it up, joins in as:

**

HALLOWAY & WILL

"Someone's in the kitchen I know,
Someone's in the kitchen with -
(a crescendo)
Di-NAH...!"

And in the tiny pause after the crescendo they freeze, as:

**

JIM'S VOICE (O.S.)

(faintly)

"Strummin' on the..." *

ANOTHER ANGLE - JIM IN F.G.

They stare down at Jim, who smiles up at them weakly, as:

**

JIM

"... old banjo..." *

And they fall on him, LAUGHING, YELLING, capering. CAMERA PULLS BACK as Jim gets to his feet and they leap about, pushing, pummeling, tickling, whirling him around.

ANOTHER ANGLE

Unseen by them, the Dwarf waddles out of the shadows towards the pile of cloth and bone that is all that remains of Mr. Dark. Strange BUBBLING SOUNDS emerge from its parchment mouth as the Dwarf gathers it in his arms and scuttles off, CROONING over his obscene burden as though it were a child. In B.G. the last tattered remnants of the carnival vanish towards the horizon. The rain diminishes, the wind drops.

ANOTHER ANGLE - HALLOWAY & THE BOYS

as they let out a great SHOUT OF LAUGHTER and fall together ** in one great, swooping move, embraced, one person, in wondrous release and love.

CONTINUED
ANOTHER ANGLE

The rain stops. The dark clouds seem to roll back, back, away from them. Jim looks around, then at the others. Halloway smiles at him, hugs him close.

HALLOWAY
Welcome back... son.

Jim looks from him to Will; his mouth trembles.

WILL
(smiles at him)
He did it! My... our Dad did it!

HALLOWAY
We all did it. Together. With love. Remember that, boys. That's what defeats them every time. Love and laughter.

A moment. Then:

WILL
Gosh, look!

ANOTHER ANGLE

The sky has cleared. The sun is rising over the distant town.

WILL
(continuing)
It's dawn!

JIM
(suddenly, as though inspired)
Last one into Main Street is an old lady!

He starts off at a run.

WILL
Oh, no you don't!

He hares after him. Halloway hesitates briefly, grins, calls:

HALLOWAY
No, sir!

He runs after the boys, gaining on them.
201  **EXT. HILLTOP ABOVE MEADOW - DAWN**

The figures of Halloway and the boys break over the rise, running in tandem, their faces bright with laughter.

As they run OUT OF FRAME, CAMERA HOLDS on the hill crest and we SEE, beyond, in the distance, a puff of smoke and HEAR the CHUFF-CHUFF of a train engine receding. The carnival is leaving town - heading for a distant horizon where dark clouds still hover far away.

202  **EXT. MAIN STREET - DAWN**

Barber pole in F.G., motionless, only a very faint, dim light - as Jim, Will and Halloway race toward it, increasing speed. Arrived, their hands reach out simultaneously to touch, slap, hold it, as -

HALLOWAY & BOYS
(in unison)

Tie!

MAIN MUSIC THEME starts as, at their touch, the pole suddenly lights up and begins once again to spiral its red and white stripes upwards. For a moment they stand there, grinning at each other, their faces bathed in the rosy glow.

Will suddenly thinks of something. He fishes the harmonica out of his pocket, hands it to his father. Halloway looks at it, then at Will, grins, puts it to his mouth and picks up the THEME MUSIC, as he and the boys, CAMERA PANNING to HOLD THEM, walk away in warm companionship down the leaf-strewn early morning street...

END TITLES - begin to rise - and UNDER THEM we SEE:

203/  **A SERIES OF DISSOLVES - MORNING**

207

MISS FOLEY - in her nightclothes, opening her front door to pick a milk bottle off her step. She is her old self...

TOM FURY - with his bag, standing at the end of Main Street, thumbing a lift out of town...

MR. TETLEY - hauling his Wooden Indian from inside his store...

MR. CROSETTI - in his barber shop, donning his overalls...

ED THE BARMAN - sweeping the sidewalk outside his bar...

CAMERA PANS to the poster on the wall, tattered now, for DARK'S PANDEMONIUM CARNIVAL. And, across it, a sticker which reads: "RETURNING SOON BY POPULAR DEMAND"...

FADE OUT.

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