

HOCUS POCUS

a screenplay
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based on a story
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FADE IN:

EXT. SALEM VILLAGE - ESTABLISHING - NIGHT

The CAMERA LOOKS DOWN ON the village, nestled in the valley below. Simple wood-framed houses. Smoking chimneys. Lighted windows. The night is chilly, thick, spooky. The DOGS of the village are heard BARKING and HOWLING, upset by something that they understand, even if we don't.

LETTERS READ... "Salem, Massachusetts. 1692."

Under a full moon a spooky-looking high-eaved little house glowers down at the village from the top of a hill. Smoke rises up out of its chimney, twisting and turning in a very unnatural fashion. This is no ordinary smoke, and this is no ordinary house.

The CAMERA FINDS something moving through the bushes just below the house and FOLLOWS the source of the motion. Suddenly, the shivering bushes part, and two heads appear. They belong to a pair of local farm children, THACKERY and ELIJAH BINX. Thackery, thirteen, is the older. Elijah, his brother, is ten. Both wear homespun, simple clothing. They peer up at the house, frightened.

THACKERY

They conjure. Look!

He points at the chimney smoke in which the shapes of little demons and beasts can be seen forming and unforming in the vapors. Elijah is really scared. Thackery starts crawling toward the house.

ELIJAH

Thackery!

But he follows him...

CAMERA FOLLOWS the two children, as they crawl through the bramble-filled yard toward the lighted windows of the spooky-looking house. They reach the window and peer in.

THEIR POV

The main room of the house is lit only by the fire in the broad hearth and by candles placed in a circle around the room. The CAULDRON BOILS on the fire as the three Sanderson sisters, WINIFRED, MARY, and SARAH stand around it. Very old, and dressed in the heavy black woolen clothing of the era, they look like exactly what they are... witches.

Winifred is the eldest and by far the most powerful.

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Once beautiful, her beauty has been corrupted by evil (her fingers have grown talons, her teeth have sharpened), but she is still vain, and she hates children for their youth and prettiness.

Winifred has a nasty temper; when she gets really angry, her hair stands on end, and she possesses an ability to discharge jolts of electrical energy. Winifred has great skill with potions and spells. She is a very dangerous witch.

Mary, the middle sister, is obese and gluttonous. Obsessed with food, she possesses the outward manner of a sweet as sugar kindly aunt. Mary loves little children. She loves them because she loves to eat them. Mary's sense of smell is incredibly keen; she can follow the scent of a child like a bloodhound.

Sarah, the youngest, is the idiot sister. She's also beautiful and sexy. She likes to torture things: small animals, children, bugs, you name it. Any suggestion of cruelty (to somebody else) sends her into a fit of idiotic cackling laughter, while any fear for herself sends her into a fit of terrified screaming. She's a mess.

The children watch as Winifred reads from the recipe in her ancient spell book.

WINIFRED

(reading)

Oil of boil...

(puts in a drop)

And a dead man's toe...

Drops one in. Suddenly, Sarah's nose catches a whiff of something. She sniffs.

SARAH

I smell...

(licks her lips)

Children.

BACK TO SCENE

Thackery and Elijah duck for cover as Sarah, Winifred, and Mary step up to the window and gaze out.

ANGLE FROM OUTSIDE

Thackery and Elijah hide right below them, motionless, as Sarah sniffs and Winifred's evil eyes scan the darkness for their favorite prey... children.

(CONTINUED)

CONTINUED:

Suddenly, a ghostly white form can be seen approaching through the darkness.

WINIFRED

Sisters, our guest is here.

The witches share an evil laugh of pleasure and move back into the room. The kids are terrified, as the white form approaches and becomes identifiable as... a LITTLE GIRL dressed in a long white night shirt.

ELIJAH

(in a whisper)

'Tis our sister, Emily!

The Little Girl's eyes are closed. She is walking in her sleep.

THACKERY

(in a whisper)

Emily... Emily!

But she walks right past them and into the house.

ELIJAH

She is bewitched!

THACKERY

Run to town. Fetch the elders.

ELIJAH

But --

THACKERY

Go, Elijah. Run like the wind.

Elijah crawls away, then gets to his feet and sprints off down the hill toward the village.

BACK IN HOUSE - MOMENT LATER

Emily sits on a stool next to the bubbling cauldron. Winifred continues reading from her spell book.

WINIFRED

'Finally when 'tis nearly done,
Add a bit of thy own tongue...'

CLOSE ON WINIFRED

as she bites her own tongue, then spits into the cauldron.

CLOSE ON CAULDRON

as it bubbles up, changing to a dark sickly purple color and giving off a menacing curl of vapor.

WINIFRED

'Tis ready for tasting.

Mary is about to take a taste, but Winifred gives her a painful backhand, knocking her away from it. She dips a spoon into the potion, then holds the steaming spoon out to Emily.

WINIFRED

One drop of this, and her life will be mine.

The witches cackle. The entranced little girl opens her mouth wide as Winifred leans in with the spoon. But suddenly the door to the house flies open, and Thackery races in.

SARAH

A boy!

Thackery flings a stool at Winifred; she jumps clear, flicking the contents of the spoon on Mary, whom it SIZZLES. Thackery grabs a long iron pot hook off the wall. He swings it at the witches, who recoil from him. Winifred snatches up her spell book and holds it protectively.

WINIFRED

Get him, you fools!

MARY

Get him, you fool!

Mary shoves Sarah at Thackery, and Thackery gives her a good bop on the head.

As Winifred, getting furious, starts gathering power for a major electrical discharge, Thackery hooks the edge of the cauldron with the pot hook and dumps it over. The BUBBLING GOO spills all over the dirt floor.

ON WINIFRED

as she shrieks in rage at the sight of her ruined potion. Her hair is now standing out straight in the air.

Thackery bolts for the door, but Winifred nails him with a massive jolt of electricity and he goes down.

THACKERY'S POV - FROM FLOOR - MOMENT LATER

as he comes to and sees the witches' three ugly faces
staring DOWN AT him.

BACK TO SCENE

Thackery tries to struggle, but they've tied him up.

MARY

See how bravely he struggles.

They cackle.

WINIFRED

What shall we do with him,
sisters?

MARY

Roast him with potatoes!

SARAH

Put hornets in his ears!

WINIFRED

No no, he's such a brave little
boy, his punishment must be more
... inventive... Let's find
something in my book.

She pets the book.

SARAH

The book! The book!

Sarah and Mary cackle with glee as Winifred lovingly
opens and peruses her spell book.

WINIFRED

Let me see... Warts... Itching...
Crib death --

MARY

(gleefully)
Crib death! Crib death!

WINIFRED

(smacks her)
I have it! His punishment will
not be to die, but to live
forever...

MARY

(cackling)
As what, Winnie?

(CONTINUED)

CONTINUED:

SARAH

As what? As what?

Winifred reads from the book.

WINIFRED

Twist the bones and bend the back;
Trim him of his baby fat.
Give him fur, as black as black,
And pointy claws with which to spat!

Winifred hisses at him.

THACKERY'S POV OF WITCHES

DROPS TO the floor. The witches poke cruelly AT CAMERA with their broomsticks. The door flies open. Torchlight fills the house.

EXT. SALEM VILLAGE - NIGHT

The witches are set to be hanged over a pyre. Emily and Elijah stand with their FATHER.

FATHER BINX

Confess your crimes. Where be the boy, Thackery Binx?

MARY

We are innocent!

SARAH

Victims we are! Let this madness stop! No last meal?

FATHER BINX

Silence, hag! The boy?!

WINIFRED

Mortal ignorant fools! Hang us, burn us, what ye will! But our spirits abide here in this hill, that one Hallow'd Eve when the moon is round, a virgin will summon us from the ground!

The townspeople toss torches to pyre. Flames leap at the ever-laughing witches.

(CONTINUED)

CONTINUED:

WINIFRED

We will be back! You have not
seen the last of us, Salem
Village!

(Mother Goosey)

Mind ye children well... mind ye
childr --

CAMERA PANS UP TO AND HOLDS ON the full moon as the
WITCHES SHRIEK WITH LAUGHTER. But their shrieking is
suddenly cut short, as we hear the PLANK TUMBLE to
the ground.

DISSOLVE TO:

ANOTHER ANGLE

Nearby, something small and sad watches from the bushes.
Watery marble eyes blink slowly. When they open, they're
looking up at...

INT. HIGH SCHOOL CLASSROOM - DAY

Among the students in the classroom are ALLISON
WILLIAMSON (15, prettiest girl in town) and BEN and ALAN
(14, town's geeky outcasts).

A witch-like face:

MISS OLIN

Could anyone explain for us how
the cultural significance of
Halloween and our own local
history might perhaps share some
common ground?

A tarantula secretly crawls among the feet of the
students. It crawls towards Allison's feet. Ben knows
about it, so Alan diverts the class.

MISS OLIN

Yes... Mr. Schotznick?

ALAN

Thank you. Halloween, or more
properly, Allhallows Eve, in
medieval times was a holy evening.
It took place on October 31st, the
eve of All Saints Day when the
souls of the dead rose and walked
the Earth again.

(MORE)

(CONTINUED)

CONTINUED:

ALAN (CONT'D)

Which is exactly what Salem's own most diabolical ancestors vowed to do on this very night.

(beat)

The Sanderson sisters, before being hanged by a town full of most righteous and, if you ask me, most improperly dumped-on witch hunters, swore they'd come back to avenge themselves on Salem's children... that would be us.

(beat)

There are those to this day, Mr. Corwin and myself included, who believe that every Halloween night a black cat still guards the old Sanderson house, warning off any who might bring the witches back from the grave.

ALLISON

Ahhhhh!

The tarantula's on Allison's foot. She flips it away. It lands on its back -- legs wrigglin' -- exposing its electronic innards. The BELL RINGS. The class exits. Allison glares at Ben. He shrugs, points to Max. She looks at him. He smiles, gratefully. But, shaking her head, she leaves. Max's crest falls.

EXT. HIGH SCHOOL - LOCKER ROW -- DAY

Ben and Alan's lockers are altars to superstitious protectives. Max collects his stuff from his locker nearby. He can't stop looking at Allison down the hall. Ben consults his "locker-rolodex."

BEN

Williamson, Allison. 15.
 Birthdate June 20, 1976. Freshman.
 'A' student. Took over finest
 babe throne from Christi Klipenger
 upon arrival. Family assets
 exceed 7 digits. Lives 397
 Chestnut Street. Social calendar
 full to the 12th of never.

ALAN

Put her from ye mind, lad, she's
 way out of your league.

(CONTINUED)

CONTINUED:

MAX

Yeah, now that you guys made me look like such an idiot!

ALAN

You should thank us for breaking the ice for you.

MAX

With an R.C. tarantula? Now she thinks I'm a geek!

BEN

No, now she thinks you're a clever geek. Big difference.

MAX

Don't do me anymore favors, okay? I can break my own ice.

Max starts after Allison. Turns back, heads out of school past Ben and Alan:

BEN

Good call, Max! It's Friday the 13th, Halloween and a full moon all at once! Unluckiest day of the current millennium!

ALAN

Prediction.

BEN

Predict on.

ALAN

Our young apprentice shall crash 'n' burn.

BEN

Agreement. The night grows near. We must prepare.

ALAN

Prepare on.

They finger "garlic butter" on their faces as war paint. They head off -- parting gagging students in the hallway like corpses.

INT. SALEM MALL - BANK OF SALEM - ATM - DAY

Max rides up on his mountain bike to get money out of the Versateller.

(CONTINUED)

CONTINUED:

Turns to leave: Duh! Allison is there. He just stares and stares at her.

ALLISON

Are you done?

MAX

(missing cue)

What? Sorry. I wasn't staring.

ALLISON

That's not what I meant, but since you mentioned it, ever since you started at Cromwell High you've been staring at me. Is there something wrong with you?

MAX

What?! No, I mean, ya know, no. I guess I can't help myself.

ALLISON

Oh. You're just immature. I should've guessed with the spider in social studies.

MAX

I didn't do that! Ben Corwin did, he was trying to break the ice for me.

ALLISON

Break what ice?

MAX

The ice. Ya know. With you.

ALLISON

For what?

MAX

Wull, to meet you, of course.

ALLISON

For what?

MAX

Wull, I don't know.

ALLISON

Then why'd you have them do it?

MAX

I didn't! They did it on their own.

(CONTINUED)

CONTINUED:

ALLISON

What's your name?

MAX

Max.

ALLISON

Well, Max, you should tell them to stop doing things for you, they're making you look like a jerk. 'Bye.

EXT. SALEM STREET

Max rides out of the mall under an anvil of teenage angst, looking back at Allison getting into her mom's car. Wham! He runs into JAY and ERNIE (17, town jerks emeritus -- an Axl Rose apostle and a white rap fanatic), on their moto-cross bikes. Their bags of Halloween prank supplies scatter.

MAX

Oh man! Jay, Ernie, man, I'm sorry!

Ernie yanks Max off his bike. Sticks his head in Max's face. The word I C E! is shaved into his short hair.

ERNIE

Can't you read?! My name is Ice!
Cold-hearted like a cube. Get it!
Huh?! Ice! Get it?!

MAX

Yeah, I get it, I'm sorry.

ERNIE

Not yet you ain't, buttshine!
Don't move, newboy!

(to Jay)

Come on! Pick it up for the whole town knows who did all the stuff tonight tomorrow after it's all done!

JAY

Ouh, too many words, Ice -- What?

ERNIE

Pick up the stuff, braindead!

Jay hurries. Ernie grabs Max.

(CONTINUED)

CONTINUED:

ERNIE

You're dead, Max E. Pad!
(msec, att-span)
Whoa, cool crosstrainers. Lemme
check 'em out.

MAX

What, my shoes?

ERNIE

No, your jockstrap. Yeah, your
shoes! Gimme. I wanna see if
they fit me.

Max is about to protest, Ernie unpockets a knife. Max
loses the shoes. Ernie tries 'em on. Too small. He
slices the heels out.

ERNIE

Perfect. Here, trade man, don't
say I never gave you nothin'.

Ernie stuffs his crusty tennies in Max's arms.

ERNIE

If you tell anyone you saw us --
(confidential)
-- shopping...

MAX

(confused)
Ah, yeah, yeah I got it.

Ernie and Jay take off for the top of the mountain.

EXT. MOUNTAIN BIKE PARK - OUTSIDE TOWN - DAY

A ski resort that's a mountain bike park in the off-
season. Max rides by an old cemetery and up to the
ticket booth with purpose. He takes the ski lift.

EXT. MOUNTAIN TOP - "SUICIDE GORGE" - DAY

Max suits up: helmet, gloves, pads. Rides to the edge
of the expert run -- vertical deathtrap; rocks, moguls...
Max breathes deep. Cinches down his toe straps. Death-
grip on bars. Is just about to pedal over the edge,
when...

... he chokes. Frustrated, he backs away from the edge
just as Ernie and Jay fly by him -- jetting down the run.
Their bikes are agile horses. Max rides off, at once
scared and disappointed.

EXT. MOUNTAIN BIKE PARK - DAY

Max rides down the bunny slope and out of the park.

OLD TICKET TAKER

Maybe next time.

MAX

It's always the next time.

EXT. MAX'S HOUSE - DAY

Max rides up his walkway.

INT. MAX'S HOUSE - KITCHEN - DAY

DAVE

Hey, champ.

TERRY

Hi, sweetpotato pie.

MAX

Mom. Dad.

DAVE

How was school?

MAX

Bad grades, cutting class, no friends. Basically, it sucked!

DAVE

Hey, language!

JENNY

Max? What happened to your shoes?

Max looks down at Ernie's stinky sneakers.

MAX

Um... that new industrial fungus thing. You guys going trick or treating?

JENNY

There's a Salem Professionals Halloween dance at the town hall. We'll be out late, so look after your sister, Max, okay?

(CONTINUED)

CONTINUED:

MAX

What if I've got a date?
 (as all turn
 anxiously)
 I mean, I don't, but if I did.

All resume.

DAVE

Then we'd cross that bridge if we
 came to it. She's your
 responsibility for the night, Max.
 Understand?

MAX

Yeah. I think it stinks. But, I
 understand.

JENNY

We've all got our crosses to bear,
 Max, you should be thankful you
 have a sister to share the best
 things in life with. You'd feel
 pretty bad if you didn't.

MAX

She's seven years old, Mom... I'm
 in high school.

JENNY

Which makes you the mature one.

Max grabs a Coke from the fridge and heads upstairs.

EXT. MAX'S BEDROOM - DAY

The woodshop project skull 'n' bones reads: "MAX ONLY!"

INT. MAX'S BASEMENT ROOM - DAY

Max rifles through the CDs. Oh no, Neil Diamond. Oh
 yes, "SOLITARY MAN." As the lachrymose lyrics lilt
 through his private teenage cave (Bud Light babe posters,
 et al...), Max goes eye to advisorly eye with a poster
 of his big time hero:

NEIL DIAMOND (V.O.)

'A solitary man... That's what I am,
 a solitary man...'

MAX

Oh, man, that's me. That is me.
 That's so true, Neil.

(CONTINUED)

CONTINUED:

Max opens a copy of The Crucible, Cromwell High's paper:
a picture of Allison leading cheers.

MAX

Whadda I do, Neil? I mean, do I
just walk up and say, 'Hi, I'm
totally in love with you, be my
girl friend'?

(a thought)

Cool, I'll write her a song. Roses
'er red, violets 'er blue, I'm
to-tal-ee in love with you. Man,
Neil, just I don't know, forget
it, she thinks I'm a geek anyway...
But, I mean look --

Max shows the pic of Allison to the pic of Neil:

MAX

See? Am I lyin'? Is she
beautiful or what?

Max is suddenly entranced by the picture. He brings it
up to his face. He's gonna kiss it! Suddenly, his
little sister, DANI, appears behind him from the closet.

DANI

Boo!

MAX

Ahh!

DANI

I scared you!

MAX

I'm gonna kill you!

Max leaps for her. Dani jumps on the bed (7 years old)
face to face with Max. He reaches for her -- she puts
her hand up in power-witch manner:

DANI

Halt! If you touch me I'll tell
everyone what you were doin'!

MAX

You better not say nothin', Dani.

DANI

What'll you give me?

(CONTINUED)

CONTINUED:

MAX

A fat lip if you don't shut up.
Mom and Dad told you to stay out!

DANI

Nut uh, only till you adjusted to
your new environment because
moving in high school is
tramlaktic on a teenage boy,
that's what Mom said. So, let's
go.

MAX

Traumatic. And I'm not going
anywhere.

DANI

You're taking me trick 'er
treating.

MAX

Guess again.

DANI

You are.

MAX

I ain't.

DANI

Uh-huh.

MAX

Ut-uh.

DANI

Mom and Dad said you have to.

MAX

Guess they don't know everything.

DANI

You're taking me, Max!

MAX

Wanna bet?

Dani runs in a spontaneous lather up the basement
stairs, screaming at the top of her lungs:

DANI

Mooooommmmm! Daaaadddd!

INT. MAX'S HOUSE - DAVE'S WORKSHOP - DAY

DAVE

You haven't done anything except hang around the house every weekend we've been here so far, Max. Listen, ya know, we moved here for your and Dani's benefit.

MAX

Thanks, but that doesn't mean I have to like it.

DAVE

No, I guess not, but life wouldn't be so miserable if you tried to.

MAX

Who said I was miserable?

Dave just "looks" at him.

MAX

Dad, I didn't wanna move here. All that stuff you said about a safe rural atmosphere? Well guess what, I got my cross trainers ripped off on the way home from school! Which I hate! I don't have any friends. They bumped me ahead 'cause they said I was smart, but now everybody I'm supposed to be equals with drives a car and I ride a bike. I had to get a five dollar haircut that sucks because nobody knows how to cut hair right here.

DAVE

You, my man, have got a serious case of the screaming knee bucklers for some lucky girl. Don't you?

MAX

Oh man! She told you! I can't believe it! She blabs her fat mouth about all my personal stuff and I'm supposed to take her trick or treating! Forget it, Dad!

DAVE

You better suit up, it's about time.

(CONTINUED)

CONTINUED:

MAX

What?

DAVE

It's Halloween, get into it.

MAX

(horrified)

You're kidding, right?

DAVE

Serious as a tax audit, Max. Because if you don't, or if you foul up in any way, you can forget about getting your driver's permit this year. Listen, Max, it's her big night and you're gonna make sure, as her big brother, that she has a great time, understand?

MAX

Yeah, I understand. I think it sucks, but I understand it.

DAVE

Life ain't fair, Max. But it's always the guy who goes above and beyond the call of duty that makes all the difference. Dismissed.

(beat)

Oh, don't scare Dani too bad. She'll have nightmares.

MAX

My life's a nightmare.

EXT. MAX'S HOUSE - DUSK

Costumed kids roam the streets. Dave (laden with still camera and video 8) and Jenny look proudly at their kids.

JENNY

(from the door)

Honey, fix your nose, it's falling off! Have a good time! Don't stay out too late!

Dani waves gleefully. Max's costume: baseball cap and Wayfarer IIs.

DANI

I've got our route all planned. We're going to clean up... Where's your costume?

(CONTINUED)

CONTINUED:

Max puts on his sunglasses.

MAX
I'm a dope dealer.

DANI
Unacceptable.

MAX
I'm Christian Slater.

Jenny and Dave walk over to the kids.

DAVE
What are you supposed to be
anyway?

Max puts on a baseball cap.

MAX
I'm a baseball player. Let's go.

DANI
Take your mitt.

MAX
(angrily)
Don't push me, Dani!

Dani looks hurt. Max and Dani walk away.

DAVE
Kids, wait up!

DANI
He's got the cameras.

MAX
Crap. Pump it!

Max and Dani bolt away under a full moon. Below it on
a nearby hill... The Sanderson house.

EXT. NEIGHBORHOODS - VARIOUS SHOTS - EVENING

A skeleton sits up and waves; killer front-yard diorama
(Halloween's big in Salem). Max and Dani come down the
street. Max is praying he won't be noticed.

DANI
If you'd worn a real costume
nobody'd know who you were.

(CONTINUED)

CONTINUED:

MAX

Just hurry up.

EXT. HOUSE - EVENING

Dani rings the doorbell. The DEVIL answers. Red light and goofy smoke issues out. Max yawns. Dani freaks, ducks behind him:

DANI

Ahhhhhh

DEVIL

Save yourselves! Abandon all hope ye who ring my bell! Boy, tremendous reaciton.

DANI

Tr-tr-tr-trick 'er treeeat.

DEVIL

Well, well, what have we here, a little witch and a... a kid wearing sunglasses...

MAX

I'm a rap star.

EXT. NEIGHBORHOOD - VARIOUS HOUSES - NIGHT

Max drags along as Dani runs from house to house. At various doors, Max explains:

MAX

I'm a blind centerfielder... I'm a dysfunctional teenage zombie... I'm an illegal alien from Lapland... I'm an illegal alien... I'm an alien... I'm Jack Nicholson's son... I'm the ghost of James Dean... I'm a RayBan factory test pilot... I'm Ray Charles' back-up singer... I'm her brother.

EXT. NEIGHBORHOOD STREET - NIGHT

Dani struggles under the weight of her haul. Max is bored.

DANI

Mine's too heavy. Carry it for me, Max.

(CONTINUED)

CONTINUED:

MAX

Your night. Your candy. You carry it.

DANI

Fine, I will! I liked you better when you were a kid.

MAX

I liked me better when I didn't live here. Oh shit. Come on, we're done.

DANI

There's more houses!

But Dani ignores him and keeps right on walking toward Jay and Ernie, who ride their BMX bikes up, blocking her way.

ERNIE

Ding ding. Ding ding.

JAY

Stop and pay the toll, kid.

ERNIE

Ten chocolate bars. No licorice!

JAY

Dump out your sack. We'll pick 'em.

DANI

Drop dead, moron.

ERNIE

Yo, twerp, how'd you like to be hung off that telephone pole?

DANI

I'd like to see you try it, jerk, 'cause my big brother's with me. And if you don't gimme back my candy I'm gonna tell him to beat you up. Max!

Max comes forward. Jay and Ernie bust up.

ERNIE

What're you supposed to be anyway, a 'New Kid On The Block'?!

Ernie and the other kids crack up.

(CONTINUED)

CONTINUED:

DANI

He's a little leaguer!

Jay, Ernie, and the other boys howl with laughter. Max is mortified.

MAX

(trying to leave)

Later.

ERNIE

Wait a moment. Everybody pays toll.
Lemme check out your Swatch.

Max hands his Swatch to Ernie.

DANI

What're you doing?! Max, aren't those your crosstrainers.

MAX

Shut up, Dani.

DANI

You can give him your stuff, but he ain't takin' mine!

Dani snatches her candy sack away from Ernie. Ducks behind Max. Ernie chases her into Max's face.

ERNIE

You got a death wish or what, 'Maxipad'?

Max hands Ernie his own sack.

MAX

Here, Ernie, help yourself.

ERNIE

My name is Ice! Cold like a cube!

DANI

Dumb, like a brick.

Max slaps a hand across her mouth.

ERNIE

I'll just keep the bag.

MAX

Sure, go ahead. I gotta get her home now, ya know bedtime.

(CONTINUED)

CONTINUED:

Max leads Dani away. Halfway down the block she bites his hand:

DANI

Social misfits! Degenerates!
Thieves!

Dani struggles with her 1/2 ton of candy. At a cross street, Max turns back:

MAX

What did you want me to do? There were two of them!

DANI

You didn't have to roll over completely!

MAX

I didn't wanna take you trick or treating, but I did. And if I didn't give him my Swatch he would've beat the crap out of both of us. I saved your butt! So just collect your candy and shut the hell up, Dani!

DANI

(bawling)

I'm telling Mom and Dad that you ruined my Halloween!!

MAX

Go ahead. See if I care.

DANI

You don't care about anything, anymore!

MAX

I got nothing to care about.

Dani sits on the curb, bawling. Max sits with her.

MAX

Sorry...

DANI

You're just scared Dad won't sign your driver's hermit --

MAX

-- permit. It don't matter anyway, I'm not going anywhere.

(CONTINUED)

CONTINUED:

DANI

How come you don't have any friends yet, Max? I got lots so far.

MAX

You're a kid, it's easy for kids.

DANI

Oh yeah, and you're such a big man, you don't even shave yet.

(beat)

Sorry. Have some candy.

Max splits a chocolate bar with his little sister.

MAX

It's boring here.

DANI

It's not really. There's lots of cool stuff. Look.

A full moon hangs over the Sanderson house far away.

DANI

I think full moons are good luck.

MAX

Come on, I'll take you ho --

Max notices the street sign under which they've been sitting: "Chestnut Street."

MAX

-- over to this street and then we'll go home.

DANI

(as they go)

No, that's just rich people down there, they'll make us bob for apples and drink cider... Max!

EXT. "397 CHESTNUT STREET" - NIGHT

Allison's house. Impressive. Party inside. Max rings the doorbell.

DANI

How come this one?

MAX

I don't know.

(CONTINUED)

CONTINUED:

Allison answers. Space Princess costume, "Too sexy for my shirt..."

DANI
Trick or treat. I ain't bobbin'
for apples --

MAX
(duh)
-- Oh. Hi, Allison.

DANI
Oh, brother.

INT. ALLISON'S HOUSE - NIGHT

A catered party -- all adults. Allison's bored.

ALLISON
It's my parents' annual party.

MAX
Great.

ALLISON
It's completely boring.

MAX
Great, great.

ALLISON
Want some cider?

DANI/MAX
No. Sure.

Allison gets some.

DANI
So, I guess we know why you've
been such a jerk lately.

MAX
What're you talking about?

DANI
You want her to be your girl friend
and she doesn't even know your
name.

MAX
Yes she does.

Allison returns.

(CONTINUED)

CONTINUED:

ALLISON

Here you go, ah -- What was your name again?

MAX

Max.

Dani just rolls her eyes.

DANI

Just tell her and let's go, Max.

MAX

Shut up, Dani.

ALLISON

Tell me what?

MAX

Nothing --

DANI

-- My brother's got the hots for you.

Max chokes. That's bad, but how Allison looks at him, well...

ALLISON

I like your costume. Very authentic.

DANI

Thanks. My mom made it for me. I helped.

ALLISON

I'm really into witches.

DANI

Really? Me, too. We just learned about those sisters in school.

ALLISON

The Sanderson sisters? I know all about them. My mom used to run the museum.

DANI

There's a museum about them?

ALLISON

They shut it down. A lot of spooky things happened here.

(CONTINUED)

CONTINUED:

DANI

Where was it?

ALLISON

At their house. I think they were wrong to close it. It's a piece of history.

Dani's suddenly best friends with Allison:

DANI

Neat. I'm really into witches, too.

ALLISON

(to Dani)

Would you like to see it?

MAX

(interrupting)

See wha -- what?

ALLISON

The Sanderson Museum. I'll get my mom's keys, they'll never know I'm gone.

Allison moves off.

DANI

Just take her to the movies like a normal person. My friend said that those witches ate kids!

MAX

There's no such thing as witches and even if there was they been dead 300 years.

EXT. HILLSIDE WOOD - NIGHT

Max, Allison and Dani trudge Emily Binx's hill. Full moon.

ALLISON

What's your costume supposed to be?

DANI

He's too cool for a costume. He was just taking me around.

ALLISON

That's really nice.

(CONTINUED)

CONTINUED:

MAX

I always do it, ya know.

DANI

My parents made him --

Max nudges Dani again.

DANI

Ouh! If you hit me one more time,
Max, I'll tell her you listen to
Neil Diam --

Max slaps his hand over her mouth. Too late:

ALLISON

I dont' believe it, you listen
to Neil Diamond?

(beat)

I love Neil Diamond --

Dani gags.

EXT. HILLSIDE - NIGHT

The old Sanderson house looms at the top of the hill, as Max, Allison, and Dani climb the hillside in the ghostly moonlight. Max leads the way. It's very spooky.

DANI

(to Allison)

They found the bones of a hundred
children buried in this hillside.

MAX

(picking something
up)

Look, a thigh bone.

He tosses it at them. Dani and Allison squeal.

DANI

It's a stick. I hate him.

EXT. SANDERSON HOUSE - NIGHT

Sign: "The Sanderson House, circa 1642. Home of Winifred, Sarah and Mary Sanderson, hanged as witches, Halloween night 1692. 12 to 5 M-Sat. Donation \$3.00." The sign is rotting. The place is overgrown. A newer sign been nailed over the old, "CLOSED! NO TRESPASSING!" Dark clouds cross the moon:

(CONTINUED)

CONTINUED:

ALLISON

The witches' ashes are supposed to be buried under the house. The Sanderson sisters were just misunderstood eccentrics, persecuted by ignorant people in an ignorant time.

MAX

Yeah, geez, Dani --

Something bolts by Max's feet -- he leaps four feet:

MAX

-- Ahhhhhh!

DANI

Oh yeah, big man.

The black CAT sits 'twixt the gang and the house. Its eyes shine in the dark. It "MEOWS," strangely.

DANI

It's a cat!

The CAT "MEEOOOWSS."

Max chucks a stone at the kitty. WHAP! It disappears.

DANI

It was talking. Didya hear it?!
It said 'Get out!'

MAX

-- It said meow.

ALLISON

I hope you didn't hurt it.

MAX

No way, they got nine lives.

INT. SANDERSON HOUSE - NIGHT

Darkness. Stumbling. Max flicks on a mini-mag.

DANI

I'm scared. Aren't you scared?
I am, I'm scared. Are you?

(CONTINUED)

CONTINUED:

ALLISON

My friends and me used to sneak in after hours all the time when we were little and play Ouija board and stuff, but... it was never like this... it's weird now.

The displays are cobwebbed. Rainwater catch-buckets. Velvet ropes form a guided tour past display signs, potions, strange devices, dried animals and the cauldron. The gang screams.

ALLISON

Oh my God, I forgot about those.

Wax witch effigies wearing talisman necklaces. They're huddled o'er the cauldron. Max ventures forward. Dani clings to his arm -- he wrenches free.

MAX

'The spellbook of Winifred Sanderson. Given to her by the Devil himself. Bound in human skin, it contains the recipes for spells of destruction and life.' Human skin, right.

ALLISON

Unless you believe in this stuff, it seems goofy.

Max feels his oats here, he ain't afraid of nothin'.

MAX

Definitely. Check this out.

The black candle display. A box of old matches nearby.

MAX

'The Candle of the Black Flame. Made from the tallow of a still born calf -- gross -- and the fat of a hanged man -- no way -- This candle was used by --

The mini-mag dies, he strikes a wooden match.

MAX

-- the sisters to illuminate the pages of the spellbook while they conjured. Legend has it that it will also raise the dead when lit by a virgin on Halloween night.'

(beat, macho)

Guess I'm out then.

(CONTINUED)

CONTINUED:

ALLISON

Oh, right.

DANI

That's what she meant!

MAX

Meant who what?

ALLISON

Before they hanged her, Winifred Sanderson cast one last spell, 'One Halloween night when the moon is round, a virgin will summon us from the ground...'

In the b.g., through the window, the clouds drift away, revealing the full round moon. The room is suddenly illuminated with moonlight. It's very spooky. Allison and Dani are afraid.

MAX

Cool. Let's light the thing and meet the hags.

(offering Alison his lighter)

Would you like to do the honors?

ALLISON

We shouldn't be fooling around with this.

DANI

No kidding!

MAX

What are you afraid of? It's all just a bunch of hocus pocus.

Suddenly, with a PANTHER-LIKE YOWL, the BLACK CAT leaps out of the darkness and lands on Max's back. For a moment it hangs on, clawing him viciously.

MAX

(freaked)

Get him off! Get him off me!

Ahhhhh!

As suddenly as it attacked, the cat drops off of Max and disappears into the shadows. Allison nervously laughs at Max's freaked out state. Max, embarrassed, picks up a piece of firewood, and brandishes it like a weapon.

MAX

Stupid cat!

(CONTINUED)

CONTINUED:

Sneezes. From the shadows, a very HUMAN-LIKE CAT YOWLING can be heard.

ALLISON

He says that's what you get for hitting him with a rock -- Oh my God, I can hear him now, too!

MAX

What?

ALLISON

He talks!

DANI

I told you!

More YOWLING from the shadows.

ALLISON

He says if we don't get out of here right now, we'll never get out!

MAX

So why can't I hear him?

More YOWLING.

DANI

Only those who believe in magic can hear him speak!

MAX

You guys are overreacting!

ALLISON

Let's get out of here!

DANI

Great idea!

They start for the window.

MAX

Wait a second, where's your candy?

DANI

Who cares?

ALLISON

Forget it, Max. Let's go!

(CONTINUED)

CONTINUED:

MAX

No way. My dad'll kill me if I bring her home with no candy. I'll never get my learner's permit.

DANI

I knew that was the only reason you took me!

Allison helps him look. The CAT MEOWS at them menacingly.

MAX

Shut up, Morris!

Sneezes. The moon slips behind the clouds again, darkening the room. Max flicks his lighter lit.

ALLISON

I can't see a thing! Let's just split!

Max looks at the black flame candle. Without thinking, he lights it. Dani sees him.

DANI

Max! No!

The CAT YOWLS in horror. But it's too late...

CLOSE ON CANDLE

as Max's lighter ignites the flame, but instead of giving off light, the flame literally sucks in the light around it, like a black hole.

ON MAX'S REACTION

as he realizes he's just made the blunder of his life.

MAX

Uh-oh.

But it's too late. With a sudden IMPLOSION/EXPLOSION, all the light in the room is sucked into the candle, while at the same time a strange HOWLING WIND emanates out of the flame and blows around the room. Hellish LAUGHTER and SCREAMING are heard as the WIND GUSTS, blowing around dust and objects...

CAT

Oh no...

EXT. UNDERNEATH SANDERSON HOUSE - NIGHT

Light erupts from the ground, carrying the buried ashes of the witches in streams up through the floorboards.

INT. SANDERSON HOUSE - NIGHT

The light 'n' ashes stream up into the wax dummies -- lighting them from the inside out. Melting the wax...

CAT

No no no...

The EFFIGIES MOAN like the undead. Wax drops off them in luminous thick lugies. The PLASTER EXPLODES from the mannequins! Waxy plaster dust fills the room. Moonlight filtered in the trillion particles clears slowly. The kids duck behind the spellbook display. They stare and shudder at what has impossibly manifest before them:

SANDERSON SISTERS

skinny, fat and ugly. Unchanged and pissed. They are slow to realize their good fortune. As they pinch themselves to verify their freshness:

WINIFRED

Sisters, we have returned!

They howl and cackle with delight.

CLOSE ON MAX AND ALLISON

in hiding --

MAX

(sotto voce)

What happened?

ALLISON

A virgin lit the candle.

Max is embarrassed.

BACK ON WITCHES

WINIFRED

But who brought us back?

The witches scan the room and see the three witch effigies. Winifred approaches them.

(CONTINUED)

CONTINUED:

WINIFRED
Sisters?

She puts her hand on one, and it falls over. Winifred examines them, puzzled. Suddenly, Sarah's nose starts twitching.

MARY
Do you not smell them, sisters?

WINIFRED
What?

MARY
(licks her lips)
Children.

SARAH
Let's pluck their eyes out!

Winifred whacks Mary with the back of her hand, sending her slamming into a rack of potions. Winifred turns on the charm.

WINIFRED
Come out, my dears. We will not harm you.

MARY
We love children.

Winifred suddenly flips over the table, revealing Dani, who is petrified. Dressed as a witch, she thinks fast and pretends to be one.

DANI
Greetings, sisters.

WINIFRED
Greetings, little one.

DANI
It was I who brought you back.

WINIFRED
(not buying it)
I see.

The three witches gather closely around her, pawing and poking her with their sharp fingers.

WINIFRED
(menacingly)
Such a pretty little girl.

(CONTINUED)

CONTINUED:

SARAH
Pretty fingers. Pretty eyeballs.

MARY
(squeezing her
arm for plumpness)
And she's so well fed.

WINIFRED
Tell me, my sweet, what is the
date?

DANI
(terrified)
Octo -- to -- tober 31.

WINIFRED
Allhallow Eve. My curse worked
just as planned. And the year?

DANI
1992.

WINIFRED
Sisters, we have been dead... three
hundred years.

MARY
How time flies...

SARAH
When you're dead!

The witches howl with laughter.

DANI
Guess I'll be going.

MARY
(blocking her way)
Stay for supper.

DANI
I'm not hungry.

MARY
But we are!

The witches howl with evil laughter and seize Dani with
their talon-like hands. They are about to tear her to
pieces when a voice shouts...

VOICE (O.S.)
Hey!

(CONTINUED)

CONTINUED:

The witches turn and see... Max, holding one of the buckets of rainwater. He hurls the water, scoring a direct hit on Winifred, and soaking her thoroughly... Everything stops, as everyone looks at Winifred to see what happens.

CLOSE ON WINIFRED

as she gets so mad that the WATER literally SIZZLES off her face.

MAX

(sheepishly)

It worked in The Wizard Of Oz.

Back to Winifred as her rage increases; her electricity charges up, her hair stands straight on end. Suddenly, she throws out her hands and zaps Max with a stream of CRACKLING ELECTRICAL ENERGY.

Mary and Sarah cackle with delight as Max is literally lifted off the ground, writhing in the electrical field.

SARAH

Burn him to a cinder!

MARY

Roast him, Winnie!

Now Dani gets mad.

DANI

You leave my brother alone!

She picks up a small pot and beans Winifred with it. The electrical charge is broken, Max slumps to the ground, and Winifred goes down to the floor, momentarily stunned, but in an instant she has regained her senses. She snatches up Dani with both hands and lifts her off the ground...

When Allison attacks her, but Winifred easily knocks her aside with a blow from her hand. Winifred is about to wring Dani's neck...

When suddenly, there is a ferocious YOWL, and the black CAT leaps out from its hiding place high on a shelf and lands on Winifred's head, scratching and clawing her savagely. Winifred releases Dani, and all hell breaks loose...

(CONTINUED)

CONTINUED:

Mary tries to grab Allison, who punches her in the nose... Winifred tears the cat off her and throws it against the wall. Max comes to his senses, sees what's happening, then spots the sprinkler system on the ceiling... Mary cackles like an idiot...

MARY

Here, kitty kitty kitty!

Dani finds her candy bag. Winifred is about to grab her again, when Max suddenly leaps up on the table.

MAX

Hey!

He clicks the lighter, which flames. That catches the witches' attention.

MAX

You have messed with the Great and Powerful Max, and must now suffer the consequences! I summon... the Burning Rain of Death!

Max (who has positioned himself perfectly) lifts his hand and holds the flame under an old sprinkler head on the ceiling.

For a beat nothing happens, and then an old FIRE ALARM BELL starts SOUNDING and all the SPRINKLER HEADS on the ceiling start gushing water.

The witches scream in horror, as they imagine they are about to die an agonizing death.

SARAH

The Burning Rain of Death!

Screams. While the kids scramble to escape, the black cat, who is of course Thackery Binx, leaps up onto Max's shoulder, putting his face right up to Max's. Three hundred years have turned Binx into a tough, very worldly cat.

BINX

Get the spellbook.

Max instinctively reaches to pry the cat off -- Binx bites his hand.

MAX

Oh, God, you talk!

(CONTINUED)

CONTINUED:

BINX

I do lots of other things, too.
You listen to me, boy, get that
book or there'll be hell to pay!

Max is paralyzed. Whap! Whap! -- couple quick paw-
shots 'cross Max's cheeks.

BINX

Hurry!

Max grabs the spellbook. He runs out past the writhing
witches. Binx scrambles after them.

BINX

Hey! Heel! Heel!

EXT. WOODS - NIGHT

BINX

Follow me.

Max stops. Allison and Dani stop. Look back at him.

MAX

Wait a minute! I wanna know
what's goin' on?!

Binx turns 'round and leaps back up in Max's face again.

MAX

Stop doin' that!

Binx stuffs a paw in Max's mouth.

BINX

Shut up. I'm a cat. I'm talking
to you. You understand what I'm
saying. Some 300-year-old witches
wanna kill you. Anymore questions?
Good. More later. Right now,
who's in charge?

MAX

Woo war.

BINX

(pats Max's forehead)
Fine boy. This way.

Binx dashes away. Dani follows. Allison next. She
leaves Max with a sudden disapproving look.

BACK ON HOUSE - SAME TIME

The witches, still screaming in imagined agony, are getting soaked.

CLOSE ON WINIFRED

as she tastes the water streaming into her mouth and realizes...

WINIFRED

Water! It is but water!

Sarah and Mary stop screaming and lap up the droplets.

MARY

Most refreshing.

WINIFRED

(smacks her)

The boy has tricked us!

(sees broken case)

My book! They have stolen it!

After them, sisters!

EXT. SANDERSON HOUSE - NIGHT

... lead down the hill by Mary's "life-of-its-own" nose -- like Toucan Sam to the Fruit Loops. They stop suddenly at a black river.

SARAH

The river styx?... Winnie, have we truly gone to --

MARY

-- What is that?

They view a beat-up sedan nearby.

WINIFRED

'Tis is most strange vessel...

(emblem)

Ah... a vessel for Fording this river.

SARAH

So clever, sister. Mayhaps 'tis not too deep...

Winifred shoves Sarah on to asphalt.

SARAH

Sister, I can't swim!

(CONTINUED)

CONTINUED:

Sarah stumbles onto the road and stands there drowning in oxygen.

WINIFRED

'Tis firm as stone! It is a road.

MARY/SARAH

(a goofy jig)
Just like bone, 'tis firm as stone! A little road, let's kick a toad!

WONK! Huge headlights cut out of the darkness. They barrel straight for Sarah and Mary. The witches scream:

SARAH

Dragon!

They leap for the bushes and hide there watching as a FIRETRUCK speeds by, SIRENS BLARING. It stops at the Sanderson house.

MARY

Witch-hunters!

EXT. FIELD OUTSIDE GRAVEYARD - NIGHT

Binx leads the way -- Dani, Allison and Max hurry after him. They approach the gates of the "Salem County Cemetery."

MAX

This is a graveyard!

BINX

Brilliant, someone told you?

MAX

Why're you talkin' us in here?

DANI

Just do what he says, Max!

ALLISON

Really. You got us into this anyway!

MAX

Me?! You're the one that wanted to go up there --

ALLISON

-- I didn't light the candle --

(CONTINUED)

CONTINUED:

BINX

Kids, kids, knock that stuff off
or I'll turn this car around right
now!

Binx squeezes through the iron gates. The gang follows.

BINX

Step lively, 'tis hallowed ground,
the vile witches cannot set foot
upon it.

EXT. SANDERSON HOUSE - NIGHT

The FIREMEN kill the sprinklers and head for the truck.

FIREMAN #1

Kids again.

FIREMAN #2

Man, I hate Halloween.

The FIRETRUCK RUMBLES away. As the witches emerge from
the bushes:

SARAH

The crimson vessel of witch
hunters, sisters. Did ye see the
tools of torture?

(lites, tires,
hoses, axes)

A witch is blinded first, then
crushed 'neath the rollers, hanged
by the nooses and tortured with
the axe of confession!

WINIFRED

Aye, 'tis a different world.
Hurry, we must get back the book.

Mary snatches a burly wood-beetle off the house. She
eats it.

MARY

(munching)
What book, sister?

WINIFRED

My spellbook!

SARAH

Why, sister? Pray, tell.

(CONTINUED)

CONTINUED:

WINIFRED

I need it to perform a spell!

MARY

What spell, sister?

WINIFRED

(crowns them)

Sisters, consider thy arms.

They do. Winifred digs a finger into hers. She gets wax. Sarah gets wax. Mary hurts herself.

MARY

Ouh! Are we not flesh, sister?!

WINIFRED

'Tis only thy girth which slows
they fate.

SARAH

(blubbering)

But I don't want to be a dummy,
Winnie!

WINIFRED

Little help for that, sister.

(hypothesis)

I fear the hourglass is pouring.
See too how we move about now?
We do not walk as flesh, we float
as spirit, neither alive nor dead.
We must get the spellbook and
conjure for our lives this night!
Come, the hours are numbered...

Winifred spins grandly -- her witch-togs twirling --
heads for the house. The dunces follow:

WINIFRED

... and we are dead by dawn.

INT. SALEM COUNTY CEMETERY - NIGHT

The kids follow Binx through the graveyard. Past
tombstones. A skeleton wielding a scythe appears from
nowhere, they scream. Just a sculpted gravemarker. Binx
leaps atop it.

MAX

William Butcher. Murderer.
Thief. Drunkard.

(CONTINUED)

CONTINUED:

BINX

A versatile guy, he was, Billy the Butcher.

MAX

Oh right, like you knew him.

BINX

'Like totally' I knew him. That's right, junior, I did. I knew Napoleon B., Mark Twain, Tom Edison, Davy Crockett, Chuck Lindbergh, Babe Ruth and Walt Disney, too.

MAX

Really?...

BINX

Really. I knew Billy before and after he was strung up... The witches stole his body from the gallows and brought him back to life to raise a little hell, if ya know what I mean. To keep their secrets, they cut out his tongue and sewed his mouth shut with a dull needle.

The kids react -- hands to lips. Stark silence.

BINX

Now you know what we're dealing with. It ain't Elizabeth Montgomery. There, now, since I've got your attention, boys and girls, let me just say that we are in one 'grave' situation. Sorry, couldn't help myself.

DANI

Are you the little boy who was turned into a cat.

BINX

Yes. I am. Thackery Binx, at your service.

INT. SANDERSON HOUSE - NIGHT

The place is wrecked. Winifred whistles -- a classic twig broom flies to her. Sarah whistles -- a modern-type nylon-bristle angle broom skitters over to her.

(CONTINUED)

CONTINUED:

(NOTE: When she flies then, her broom is always out of alignment -- she flies at an "angle.") Mary whistles -- a 30-year-old chrome-railed Electrolux vacuum chugs out of the closet to her, and...

... unceremoniously slaps her in the forehead with its chrome handle. With an impressive flurry of cape, Winifred mounts her broom.

WINIFRED

To the sky!

EXT. SKY ABOVE SLAEM - WITCHES, AIRBORNE - NIGHT

The witches fly across the full moon. They consider Salem Village far below. The city lights seem like pyres.

WINIFRED

Salem Village is a change'd world.
Many witches burning regular now.

BACK AT GRAVEYARD - FEW MOMENTS LATER

Dani and Allison listen intently as Binx tells his tale. Max is still feeling peeved.

DANI

Do you like being a cat a lot?

BINX

At first I enjoyed myself. Being a cat was a highly sensuous experience. I slept all day, prowled around at night... My family took me in; I slept by the fire, and everybody petted me. But then... the years started to pass. I watched my parents grow old and die, and my brothers and sisters... And their children, and their children. But I was always left behind.

The kids are stunned and saddened.

MAX

Why didn't you kill yourself?

BINX

Don't you think I tried?

(MORE)

(CONTINUED)

CONTINUED:

BINX (CONT'D)

But I always survived. I feel into deep despair. I couldn't die, but I had no reason to live. Then one day I realized... Immortality was a curse, but it gave me a purpose... The Sanderson sisters had vowed to return from the grave, but I'd always be here to stop them. They'd never harm another child, as long as I was here. So for three centuries I've guarded that house, especially on Halloween night...

(pointedly at Max)

When I knew some airhead virgin might light that candle.

ALLISON

What're we gonna do?

BINX

Make sure the hags don't get the spellbook.

MAX

This?

BINX

Yes, that. The devil's spellbook. It contains all of witch Winifred's most powerful and heinous spells.

(to Max)

Don't let it out of your sight, and remember this, all of you, it is evil and only evil can come of it. Is that clear?

All nod.

BINX

Good.

DANI

They did magic at their house, how come they need it?

BINX

Good point. As near as I can figure, they have minor magic at their beck and call. Ya know, unseen force, fireballs from the palms, bewitchments, cetra cetra.

(CONTINUED)

CONTINUED:

ALLISON

If they get it back, what would they do with it?

BINX

I only saw them conjure with it once. They'd cooked a potion that, as near as I could ever figure out, they planned to give to the children of Salem Village.

MAX

For what?

BINX

I don't know.

MAX

Well, we're just talking about three old ladies versus the 20th century, right? I mean, how bad could it be?

Suddenly, an electric cord drops, dangles from the sky in front of Max. Binx looks skyward:

BINX

Bad.

WINIFRED

Book be mine!

The spellbook leaps!

BINX

Get it!

Max intercepts. Allison and Dani take cover -- hide their eyes. Binx leaps to the tombstone.

BINX

This is hallowed ground. Whisk off, wretched hags!

WINIFRED

Thackery Binx? My, my, still alive?

BINX

Till the end of eternity if it means vexing the likes of you, vile wench!

WINIFRED

Enjoying your 9 millions lives?

(CONTINUED)

CONTINUED:

That strikes a cord in Binx. He's a taut ball of fur.

SARAH

Catch the kitty. Bind him with wire. Skin him alive. Set him afire!

MARY

Children, give us the book, and we'll be gone.

DANI

No way, fatso!

MARY

(evil)

Fatter still when I'm through with you!

Mary dive-bombs Dani. She flattens to the ground. The Electrolux zooms inches above.

WINIFRED

Enough! Give me the book or die!

BINX

Land here and take it, evil sow.

Winifred and her sister "air-huddle."

BINX

I don't like this.

MAX

But you said they can't touch us here, right?... Right?!

BINX

'They' cannot.

ALLISON

Whadda you mean 'they'?

Winifred unpockets the black flame candle. Holds it ready:

WINIFRED

Souls at peace, remain at rest;
Tortured spirit, join our quest.
Smell with nose, see with eye;
Twist your fingers toward the sky;
Push aside your earthen sheet;
Stand upon your good dead feet.
Life is sweet; be not shy-sleeping
slave, arise! Arise!

(CONTINUED)

CONTINUED:

Winifred snaps her craggy fingers and lights the candle. Binx is thrown off William Butcher's tombstone -- the gravemarker rolls. Rotted coffin planks erupt from the grave. Then...

... BILLY THE BUTCHER climbs out. A zombie. His mouth sewn shut. He blinks the dirt from his eyes -- which are somehow miraculously intact. Nothing else about him is though. Dani, Allison and Max are struck dumb and frozen stiff. Binx leaps onto Max's chest once more.

BINX

Hey!

(slap-slap)

Ever see The Night of the Living Dead?

(as Max nods)

Well, it's all true. Zombies eat people. We're gone like the wind. Follow me.

WINIFRED

(to Billy)

After the children!

Billy moves on Allison and Dani who run after Binx making tracks out of the graveyard.

MAX

But, you said we can't leave the cemetery!

BINX

Fine, fine! You stay here then!

Billy growls. Max splits. Billy runs into a low branch -- knocks his head off -- fumbles around for his noggin. Finds it. Sets it back. Chases on. The kids sprint for the cemetery wall. Billy closes. Suddenly, the witches appear -- hovering right in front of them.

WINIFRED

Peek-a-boo, we see you! Give me the book!

Binx barrels headlong toward the witches.

BINX

This way!

With total trust, Dani and Allison run after Binx. Max slows a bit -- skeptical. Mary hovers lowest, hands out, ready to catch Binx.

(CONTINUED)

CONTINUED:

MARY

Here, kitty kitty!

Binx leaps, right into Mary's waiting hands! No! He soars over her and disappears into a bramble patch along the wall. Dani and Allison follow him -- sliding under Mary, who's looked after Binx -- into the bushes and vanish as well.

Max sees the escape -- runs faster. Suddenly, Sarah is hovering in front of him -- he looks back -- Billy's right on top of him! As Billy's bony phalanges reach for him, Max screams, dashes forward, and...

SARAH

Come to momma, you fresh young thing!

... rips a momentous slide under Sarah and vanishes into the bush patch. Billy plows full-body into Sarah, knocking her into a dizzying series of crazy aerial loops.

Billy recovers and tears away bushes. He rips at them so hard, his arm comes flying off on the back-rip. He runs to get it, revealing that he's uncovered a large hole in the ground.

WINIFRED

Damn child! Damn Thackery Binx! Damn him to the dogs for eternity!

SARAH

It was your idea to turn him into a cat, Winnie.

WINIFRED

Sister, puncture thyself and let the air out of thy brain.

(to Billy)

Down the hole! After them, rotting beast! Bring them to me dead or... 'dead'!

Billy crawls down the hole.

Mary air-tumbles back to her sisters -- she's dizzy and disheveled. Just as she takes a deep breath -- her nose tears her off in some direction.

MARY

Sisters! I have a bearing! This way!

INT. SEWER TUNNEL - COMPLETE DARKNESS - NIGHT

A match striking, then: illumination. Max grabs a length of rotting cloth and wraps it around an equally rotting length of wood.

DANI

Where are we?

DANI

I really scared, Max. I wanna go home.

MAX

It'll be alright, just lemme get this torch lit --

He lights the makeshift torch, revealing they're underneath the graveyard. Corners of long-buried coffins stick through the dirt. Bits of corpses and skeletons hang down. Dani hides her eyes. Max screams.

ALLISON

It's creepy down here!

BINX

Excellent hunting ground. Moles and shrews aplenty.

DANI

Moles... Ick.

BINX

It's not like I can roll up to a drive-thru and order a burger, ya know. I got no pockets. Can't carry money.

FOOTSTEPS in the muck down the tunnel. Binx perks an ear:

BINX

Billy. His touch will rot you where you stand. Let's go.

EXT. SKY ABOVE SALEM - WITCHES, AIRBORNE - NIGHT

The witches fly in formation. Mary leads the way -- her nose pulls her herky-jerky. It yanks her downward toward Salem. It's zero'd in. She rockets toward earth.

WINIFRED

They be a million million lanterns, not pyres. The world has grown.

(CONTINUED)

CONTINUED:

MARY
(doplerin')
I've got them, Winnie! I've got
them!

EXT. NEIGHBORHOOD STREET - NIGHT

Mary-the-spiraling-meteor crash lands like a model rocket
in a front lawn. Winifred and Mary land nearby. They
stow their brooms and consider the street in horror:

MARY
My nose never lies! I smell
children!

"Costumed" tricker treaters everywhere.

SARAH
Hob goblins! Hundreds of them!

MARY
There are children here! I swear
it!

WINIFRED
But, where?

MARY
Everywhere!

Ghoulies, ghosties, jawas, run by. Mary shudders:

SARAH
I wanna go back to hell...

WINIFRED
Quiet. I must think. This is very
strange...

A group of ghouls ring a doorbell. An adult answers.
He drops something in the ghouls' upheld bags.

EXT. MR. NOONAN'S HOUSE - NIGHT

The witches hold their skirts as bags. Winifred figures
out the doorbell. Rings it. The door opens.

DEVIL
Welcome to hell!

The witches are aghast. Sarah and Mary cringe abjectly.
Winifred is skeptical.

(CONTINUED)

CONTINUED:

MARY

Master...

SARAH

We beg pardon, we did not know
you lived here, master...

DEVIL

You're the hottest hags I've
seen all night!

SARAH/MARY

Oh, master, you are too kind.
You're not bad yerself, sire!

They giggle. Winifred silences them with a sharp eye.

WINIFRED

We seek three children and a cat.

DEVIL

This'll hold ya till you find 'em.
Some for you...

(for Sarah)

One for you. Some for you. Love
your schnoz.

Tweaks it.

MARY

A gift... Willst master come sport
with us?

DEVIL

Later when the Mrs. is asleep.

SARAH

Master has taken a wife?!

DEVIL

I still fool around.

The Devil wags his tongue at them and closes the door.

MARY

Thank below, master is his old
self.

SARAH

Riches!

Winifred and Sarah consider Mary's discovery.

(CONTINUED)

CONTINUED:

SARAH

Look! 'Tis the candy-covered
finger of a man named Clark!

Mary inhales the petite-fors. Expecting flesh, she gags.

SARAH

'Tis but caramel!

MARY

Why would master give us candy?

Winifred clues in. A little zombie approaches. She
whips the kid's mask off.

WINIFRED

Because he is not our master. And
these are not hob goblins!

ZOMBIE KID

Hey, butthead, lay off my latex!

MARY

A child! I knew it!

Sarah tries to grab the morsel. The Kid blindsides her
with his candy sack. Splits.

ZOMBIE KID

Freaks.

Winifred hauls her sisters by the ears as she floats to
the sidewalk.

WINIFRED

All Hallows Eve has become a night
of frolic when everyone wears
costumes and runs amuck! See them
collecting candies 'n' treats?
See how many children now in Salem
Village? Sisters, we must brew
up some spells at once!

SARAH/MARY

But your spellbook, Winnie, I
thought.

WINIFRED

-- Yes, yes, we need the book.
But this is too much to pass by.
We can kill two crows with a
single stone this night! Don't
ye see?!

(CONTINUED)

CONTINUED:

SARAH/MARY

No.

Winifred draws them painfully across the street to the brooms. They mount up.

WINIFRED

You will, sisters. You will. The book will wait while we gather children. If it's candy they desire, then candy we will give them freely.

Winifred gets an itch. More wax.

WINIFRED

Time grows short. I fear the worst. Lead on, sister Sarah, quickly, to the sweets!

The witches take to the sky.

INT. SEWER TUNNEL - NIGHT

Binx and the kids crawl through an offshoot pipe...

INT. BINX'S DIGS - NIGHT

... emerging here, in Binx's 300-year-old subterranean home. Fascinating. Everything's cat-scale. The joint's self-contained and harbors the treasures of three centuries. Thousands of books, home entertainment... The kids are in awe. Binx goes to the kitty kitchen. Retrieves a can of food.

MAX

You live here?

BINX

Be it ever so humble.

DANI

But, how'd you get all this stuff down here?

BINX

Couple Brit friends of mine helped, Eddy and Winston, bulldogs. Work like animals.

(MORE)

(CONTINUED)

CONTINUED:

BINX (CONT'D)
 (nudges can 'n'
 opener to Dani)

Would you mind? I can do it, but
 it'll take an hour. That's what
 I miss the most, ya know?

DANI

What?

BINX

Thumbs.

Dani opens the can. Binx munches.

BINX

Lemme just refuel and we're outta
 here.

The kids watch Binx eat with a spoon. He looks up
 slowly:

BINX

What?

DANI/ALLISON/MAX

Sorry, sorry, sorry.

ALLISON

What're we gonna do?

MAX

I got it! They want the book,
 right? So --

Max drops the book on the floor. Lights a match. Binx
 disinterestedly hops up on his "little tykes"
 barcalounger.

MAX

-- we just torch it!

All watch as Max lays the flame to the book. The book
 blows the flame out with dust 'twixt its pages.

BINX

'Tis protected by magic. The
 book cannot be destroyed.

Allison scoffs at Max's attempt. Max grows frustrated:

MAX

You coulda just told me that.

(CONTINUED)

CONTINUED:

BINX

No substitute for experience,
junior.

(beat)

Hey, kid... I'm sorry. It's just
that I've been around the world
more times than I can remember,
always a year a time, always making
sure I was back here every Halloween
to prevent all this, ya know? So
naturally you sort of put a bug in
my biscuit, ya know? I just
didn't want to see what happened
to Emily occur again.

ALLISON

Who was Emily?

BINX

My little sister. After I
disappeared, she was never the
same.

(pause)

She died a year later.

The kids are struck silent.

DANI

We can't never really let 'em
get the spellbook then, huh?

BINX

We need help. Who do you trust
most in the world to believe
you?

MAX

My dad.

A CLAMORING ECHOES in the entrance tunnel to Binx's home.

BINX

It's Billy the Bonesman. Come
on, we gotta move.

EXT. SALEM MALL - GROCERY STORE - NIGHT

... blasts out of the sky... rockets across the parking
lot... into the store at Mach-1...

INT. GROCERY STORE - NIGHT

... slaloms late night shoppers... aisles of foods, and ... finally comes to a broom bending halt at a Halloween candy display: NEW! & IMPROVED! "Little Candy Voodoo Crows!" Relieved, Mary lets her broom handle go. SNAP! It slaps the "keystone" box. The whole display tumbles.

MARY

(mouthful)

Thweets.

WINIFRED

Quickly!

The witches stack their broom bristles with boxes. They speed out the door...

EXT. GROCERY STORE - DONUT SHOP - NIGHT

... take to the sky once more... and zip like comets through a 3-story French Crueller on a donut shop.

EXT. SALEM STREET - DOWNTOWN - NIGHT

Nightowl teenaged Halloweeners tappin' keggers in their mini-trucks. A manhole is pushed open by Max. Binx springs out -- immediately caught in a set of headlights.

BINX

Ut oh.

Max ducks. A loud CARN HORN doplers by overhead. THUP!-THUP! DOOF! UGH! and a SQUEALING YELP. Then, silence. Max, Dani and Allison climb out -- stand looking down with saddened faces (We don't see Binx). Dani cries. Allison's hand jumps to her mouth. Max's eyes widen.

POP! -- a stuck plunger pulled off smooth glass. Allison's hand comes down. Dani stops crying. Max's eyes widen even more. Then, THOWOPOOF! Binx springs to his feet. Shakes his little head like a cartoon character after a good steam rolling:

BINX

I hate it when that happens.

DANI

But -- but -- but --

MAX

-- That car just totally flattened you!

BINX

It hurt too.

(CONTINUED)

CONTINUED:

ALLISON

That's impossible.

BINX

Improbable, not impossible.

Binx leaps atop a newspaper rack. The kids keep their spooked distance. Binx explain under the glow of a street lamp:

BINX

When the witches curse'd me they gave me nine million lives. It wasn't until after the first fifty when my family all passed on that I realized what the wretched sisters had really done... I cannot die...

EXT. SALEM STREET - DOWNTOWN - NIGHT

Billy the Butcher's fingers lift the manhole cover. A COP'S BIKE ROARS over it. Billy's fingers snip off and tumble away. The zombie moans.

EXT. SALEM WATERFRONT - DOWNTOWN - NIGHT

The kids are making their way towards the waterfront.

BINX

Okay... alright, let's get moving, we can't stand in one place like this --

Billy the Butcher's approaching slowly, with those long, scary, dead-guy, wobbly strides.

ALLISON

This is all your fault!

MAX

What?! Don't blame me for everything?! I didn't make that guy rise from the dead!

BINX

Um, kids...

ALLISON

No, but you brought the witches back and they did, so you're responsible!

(CONTINUED)

CONTINUED:

MAX

But it was your idea to go up to their house in the first place!

BINX

'Scuse me, guys...

ALLISON

God, you're immature! I didn't tell you to light the candle!

MAX

Yes you did!

BINX

Ah, boys and girls! We're up to out necks in...

ALLISON

It was just a dare, you didn't have to do it! If I dared you to jump off a bridge, would you?!

MAX

If you dared me... Yeah, I would.

BINX/ALLISON

You would?

MAX

Uh-huh.

ALLISON

You're crazy!

MAX

You're impossible!

BINX

Ah... true love.

Binx looks back -- Billy cometh. Checks the area. They're stuck.

Billy is about to grab the kids... when BAM! a telephone pole erupts from a corner and blindsides Billy, knocking him into the ocean. Alan and Ben appear, shouldering a big wooden cross. They're wolwing candy.

MAX

Ben! Alan!

BEN/ALAN

Maxwell. Maximillian.

(CONTINUED)

CONTINUED:

MAX

Thanks, man, we were dead meat.

BEN/ALAN

What're you talkin' about, man?

MAX

For knockin' that zombie out with, what is this anyway, this cross?

BEN

The ultimate fetish. The night grew dark. We grew scared. We built a cross. The most powerful talisman, renders all demons powerless. Heavy though. You want it?

ALAN

You gotta get some of this crow candy! I can't believe how good this is!

Binx's ear perks to this. He's suddenly extremely suspicious:

BINX

Where did you get these sweets?

MAX

Where'd you get it?

ALAN

Some hags are giving it out at the Haunted House extravaganza.

BEN

They're given out it free.

(to Alan)

I'm out, let's go get more.

ALAN

Lead on, Dartanian!

Alan and Ben turn to leave, draggin' their cross. They halt. Turn back.

ALAN/BEN

Wait a minute...

They look 'twixt Max and Allison.

(CONTINUED)

CONTINUED:

BEN/ALAN

We hallucinate.
(shocked at their
mind-meld)

Jinx.
(shocked more)

Ahhhhhh!

BINX

Oh no... I hope this isn't what
I think it is.

EXT. HILL ABOVE SALEM COUNTY ANNUAL HAUNTED HOUSE -
NIGHT

The gang meets Binx, crouched low, looking down at the
old warehouse converted for the night.

BINX

Keep your tails down.

Down below, the Sanderson Sisters are handing out candy
to the hundreds of kids in line at the Haunted House.
The kids run 'round and get back in line for more. Two
LITTLE KIDS come up the hill suckin' dah crows.

KID #1

I'm out, gimme another.

Binx springs onto the Kid's shoulder.

BINX

Hi. Drop it, kid!

The Kids drop their candy and run off in terror:

KIDS

Rabid cat! Rabid cat!

Max picks up the candy and studies it. It's a crow shaped
every-lasting-gob-stopper.

BINX

A crow?

MAX

Yeah, it's a 'Little Candy Voo-doo
Crow,' they're a big deal this
season.

BINX

Damn!

(CONTINUED)

CONTINUED:

DANI

Lemme see.

ALLISON

It's just candy --

BINX

-- It's a bewitchment! A crow does evil's bidding. The witches enchant the sweet, give it to a child, the child sleeps and on the morn, he is gone. Never to be seen again.

MAX

Well, where do they go?

BINX

To the witches where they perform some heinous curse!

Binx scans the many kids taking candy. An answer is coming to him. His eyes narrow. His ears are rigid cones.

ALLISON

Dani!

She's eaten the candy!

MAX

Dani, no! Spit it out!

ALLISON

Just say no, Dani!

Max grabs her and gives her a jolt to the back with his palm. Instead of spitting it out, she swallows it!

DANI

Ut oh.

BINX/ALLISON

What did you do that for?!

MAX

I was tryin' to make her spit it out!

BINX

You have sealed her fate.

(CONTINUED)

CONTINUED:

MAX

What?! What?! What did I do?!

But, Binx is already racing down the hill.

BINX

We must stop them!

EXT. SALEM COUNTY ANNUAL HAUNTED HOUSE - NIGHT

Forget the set-up, Binx just comes flying out of the shadows and lands square on Winifred's face. He goes to town, attacking like a rabid animal. Winifred reels. Halloweeners spread out and watch! They think it's part of the Haunted House act!

Max, Allison and Dani collect the scattering candies. Stuffing them in Dani's candy bag.

MAX

(to Kids)

Gimme all the crows! They're poison!

Some of the kids obey, others scramble off -- fervently suckin' on the candies. Sarah and Mary grab Dani.

SARAH

(big sniff)

Sweet, like fresh meat!

MARY

Guess who's coming to dinner?!

... WHOMP! Allison crowns Sarah with a smilin' jack-o-lantern bucket. Candy corn EXPLODES like a dynamited pinata! Sarah and Mary flail forward. Their sharp teeth pierce the corrugated metal siding of the warehouse. Sparks fly as dentin meet aluminum. They're stunned and stuck. Allison hands the bucket back to the KID she took it from.

ALLISON

Thanks.

KID

Cool. This is way better than last year!

Winifred flings Binx at the wall. He bounces off, hits the ground, rolls and springs to his feet once more. Winifred's a gruesome sight. But, the audience of Kids love it -- they applaud! She changes as did Sarah -- a hellhag!

(CONTINUED)

CONTINUED:

WINIFRED

You'll die 8 million times; each
the worse than last; little kitty
-- with fire blast!

Winifred hurls a palm-flame at Binx and sets him afire.
Binx SCREECHES! Max grabs dunks him in a "Bobbin'-for-
apples" tub -- putting him out. He sizzles.

BINX

We can't hold 'em, let's get out
of here!

Allison grabs Dani. The kids split. The haunted house
audience applauds.

WINIFRED

Get up you fools! After them! To
the brooms!

Sarah and Mary rouse themselves. They're "normal" selves
again -- dopey. The brooms fly over. The witches mount-
up. Winifred considers all the children still munching
the little candy voo-doo crows:

WINIFRED

(sweet as pie)
See you all real soon, kids!

BR-ZOOM! They're off.

EXT. WOODS - NIGHT

The gang slows to a walk, Binx stops.

BINX

When I saw all those kids, all
those innocent kids eating the
crows... I thought about... I
just saw my little Emily in all
their faces.

Binx wipes at his eyes with his paw.

BINX

They have bewitched the children
of Salem and now they mean to
take their lives.

MAX

They're gonna kill all the kids
in town?!

(CONTINUED)

CONTINUED:

BINX

Yes. The bewitchments bring the children to them, once there, with the spellbook, the witches conjure a potion to drain children's lives.

MAX

What're we gonna do? Just hide the book from them, like forever?!

BINX

No. With the bewitchments given out, I would say they mean to take it back tonight.

DANI

I don't feel good, Max.

BINX

The enchantment has begun. To your parents, hurry!

The kids start through the woods. A moment later, overhead...

EXT. SKY ABOVE SALEM - WITCHES, AIRBORNE - NIGHT

... the witches fly slowly, scanning the treetops.

MARY

I see no children, only birdies and squirrels! That reminds me, Winnie, I'm hungry!

Winifred smacks her. Mary spins 'round and 'round in the air, clutching her Electrolux hose.

MARY

My nose does not lie! They are down there, I can smell them!

EXT. TOWN HALL - NIGHT

The town's annual Halloween party is in progress. The place is packed. Adults in elaborate costume hang outside smoking cigarettes and drinking beers. Max, Allison, Dani, and Binx approach at a jog.

INT. TOWN HALL - CONTINUOUS ACTION

Max, Allison, Dani, and Binx stand taking in the noisy, crowded room which is filled with adults dressed in bizarre costumes. An Elvis zombie dances with a two hundred pound geisha. CHRIS ISAK is playing on the SOUND SYSTEM. This is the one night of the year when the adult population of Salem gets to act out their wildest fantasies, and they make the most of it.

BINX

And I thought cats were weird.

MAX

They're around here somewhere.
Let's split up and find them.

Max and Allison go one way. Dani and Binx another.

ON MAX AND ALLISON

moving through the crowd. Suddenly, a pair of white hands clamp around Max's neck. Max and Allison jump. CAMERA PULLS BACK to reveal a white-faced vampire, in fact, Max's dad, costumed as Dracula.

MAX

Dad!

DAVE

(speaking in an
over-baked
Lugosi accent)
I am not dad. I am Dad-Cula!
(sees Allison)
And who is this charming young
blood donor.

MAX

Dad -- Allison -- Allison -- Dad.

DAVE

(kisses her hand)
Ummm. Type O, my favorite.

MAX

Dad, something terrible has
happened.

DAVE

(instantly)
Your sister!

(CONTINUED)

CONTINUED:

MAX

She's fine!... Dad, I know I'm an incredible wise-ass, but I really need you to trust me on this one.

DAVE

Shoot.

ON DANI AND BINX

moving through the crowd with Binx in her arms. She hears somebody call her name, looks up and sees a heavily-made-up woman wearing an absurdly tight dress, a frightful looking blonde wig, and bright red lipstick. A huge crucifix dangles between two homemade, very pointy, pink cellophane breast projections. Dani is horrified.

DANI

Mom!

JENNY

Hi.

DANI

What are you supposed to be?

JENNY

Madonna. Obviously.

EXT. OUTSIDE TOWN HALL - CONTINUOUS ACTION

The witches, following Mary's nose, approach through the parking lot. The folks outside pay little attention to them, taking them for fellow partiers.

BACK INSIDE - ON MAX, DAVE, AND ALLISON

DAVE

The Sanderson sisters?

MAX

Yes!

DAVE

(as Dad-cula)

I see.

MAX

You've got to believe me.

(CONTINUED)

CONTINUED:

DAVE
I believe you, Max.
(as Dad-cula)
But why is your nose getting longer?

ON DANI AND HER MOM

JENNY
How much candy have you had,
honey?

DANI
I haven't O.D.ed! This is really
happening!

JENNY
I believe you -- I believe you.

BINX
No she doesn't.

DANI
I know.

JENNY
What?

DANI
(indignantly)
I'm talking to the cat.

JENNY
Oh.

BINX
(sees something)
Uh-oh. The girls are here.

Dani looks up and sees... The witches entering the hall.

JENNY
Let's share this with your father.

But when she looks back, Dani is gone.

JENNY
Dani?

The witches split up and move through the crowd, looking for the kids. A middle-aged woman, costumed as GLINDA from The Wizard Of Oz approaches Sarah.

(CONTINUED)

CONTINUED:

GLINDA

Are you a good witch, or a bad witch?

Mary glowers at her for a beat, then lets out with the biggest, juiciest, smelliest fart in movie history. Miss America, standing directly behind her, passes out, while an Indian chief and Fidel Castro scurry for air space.

MARY

Does that answer your question?

BACK ON MAX, DAVE, AND ALLISON

ALLISON

It's the truth, Mr. Dennison!

MAX

We swear it, Dad.

ALLISON

Swear to God.

ON DAVE

starting to believe them.

The MAYOR, dressed as Long John Silver, steps up to the microphone on the podium. A line of contestants in elaborate costumes stands behind him.

MAYOR

Har har! Shiver me timbers! It be time for our annual costume contest. Har har!

Dani moves through the crowd, looking for Max.

DANI

(in a whisper)

Max... Max...

MAYOR (O.S.)

Har! Our contestants be right here behind me. Yer applause will determine our winner.

Dani looks up and sees that... Winifred has spotted her.

MAYOR (O.S.)

So without further ado... Let's hear it for... Saddam Hussein!

(CONTINUED)

CONTINUED:

As the audience applauds mildly, Winifred gives a sharp whistle. Sarah and Mary spot Dani.

MAYOR (O.S.)
The Hunchback of Notre Dame!

As the witches close in on her, Dani backs up toward the podium...

MAYOR (O.S.)
Julia Child.

Dani leaps up onto the stage, and grabs the mike from the Mayor.

DANI
Max! They're here!

The crowd gets quiet, as they turn their attention to Dani.

MAX
Oh shit.

Max and Allison push their way up to the stage, leaving Dave very bewildered.

DAVE
Max, what the heck is...?

Max takes the microphone from Dani.

MAX
Ladies and gentlemen, this is an emergency!

The crowd becomes hushed and very concerned.

MAX
The kids in this town are in great danger.

ALLISON
The Sanderson sisters have returned from the grave!

DANI
And there they are!

She points to the sisters, who are closing in on the stage.

(CONTINUED)

CONTINUED:

The audience, still not sure what's going on, turns their gaze on the Sandersons, who, assuming they're caught, bare their teeth and hold out their talons, threatening the crowd like cornered rats. They are very scary, and the crowd instinctively pulls back.

But when Winifred starts CRACKLING with ELECTRICITY, the crowd, taking this for a spectacular Halloween put-on, "ooohs" and applauds appreciatively.

CLOSE ON DAVE

as he relaxes, laughs, and starts applauding.

ON KIDS

realizing no one believes them.

Winifred looks at the stage. But the kids and Binx are gone. She snarls with frustration -- But suddenly, with a ferocious roar, Billy rushes up onto the stage. There is a beat as the audience stares at him. The Mayor puts his hand over Billy's head, and the audience gives him a thunderous round of applause.

MAYOR

That's first place, son!

The Mayor claps Billy on the back... And both his arms fall off.

ON AUDIENCE'S SHOCKED REACTION

... And then they applaud even harder.

ON DAVE AND JENNY

applauding proudly.

DAVE

(nearly in tears)

Do we have a couple of creative kids, or what? Gosh!

EXT. MAIN STREET - MOVING ANGLE - MOMENT LATER

ON Max and Allison as they run for it. Dani has fallen behind.

EXT. SALEM TOWN HALL - NIGHT

The witches mount up.

WINIFRED

Our time grows short. Hurry,
Sister Sarah, sniff them out!

EXT. SALEM - MAIN STREET - NIGHT

The kids rush back through town. Binx pads along a
brick wall -- head height with the gang.

BINX

So much for the townspeople. I
think it's safe to say we're now
officially on our own.

MAX

We gotta just destroy this thing!

ALLISON

It's indestructible. Don't you
ever listen?

MAX

Then what are we gonna do?

BINX

Destroy the witches.

The kids look to one another. They're scared.

MAX

How do you destroy a witch?

ALLISON

You drive a wooden stake through
its heart, of course.

DANI

Gross.

BINX

No disrespect, but this is reality!
If it was that easy everybody'd do
it. There are only two ways, hang
them or burn them.

MAX

How're we supposed to get nooses
around their necks?

BINX

Unlikely.

(CONTINUED)

CONTINUED:

MAX

Then we have to burn them?

BINX

And the flames must be as hot as
the fires of hell.

MAX

They'll find us wherever we go,
right?

(pause)

Then I know where to lead them.
Allison, take Dani home. Binx and
I will take care of this.

DANI

Don't be so macho!

ALLISON

(same time)

We're in this together!

BINX

One thing I learned as a cat, when
it comes to a fight, you want the
females on your side.

MAX

Okay. We're a posse.

They share a group hug.

DRIVE-IN MOVIE THEATER

playing Night Of The Living Dead! The dead are overtaking
the town. The sisters fly close to the screen.

WINIFRED

An encouragement, sisters. Our
brethren are prepare'd the way for
us even as we speak!

(meaning the hundreds
of moviegoers)

And they are defenseless! See,
they merely sit and watch!

EXT. MOONLIT FIELD

The kids run AWAY FROM the CAMERA WHICH PULLS UP to
reveal that this is the high school athletic field. The
school looms in the distance. The kids are running
towards it.

EXT. SALEM STREET - DOWNTOWN - NIGHT

Billy's put his arms back on, right to left and back to front. He's at a "DON'T WALK" signal. He just stands there.

EXT. CROMWELL SCHOOL

The witches follow the kids' scent across the field toward the school, which looks ominous in the moonlight.

SARAH

(frightened)

What is this place? It stinks of
... children.

Mary points to several outdoor basketball hoops, looming up in the dark.

SARAH

What are those?

MARY

Gallows.

Sarah and Mary gulp and rub their necks. They are scared.

WINIFRED

This is a prison for children.

MARY

You're right, Winnie.

Sarah follow the scent to a window, which has been smashed and opened.

MARY

This is where they entered.

SARAH

(scared)

I'll wait here.

Winifred and Mary share a look, then grab Sarah and shove her, shrieking, in.

INT. BOYS' LOCKER ROOM - MOMENT LATER

The witches creep cautiously past lines of lockers.

MARY

Look.

(CONTINUED)

CONTINUED:

Opens a locker.

SARAH

'Tis for the little ones. They hang them off these hooks, then close the door. These vents let them breathe.

Sarah and Mary cackle.

INT. SWIMMING POOL - MOMENT LATER

The witches and Billy move past the school's indoor pool.

MARY

'Tis a drowning pool.
(points to diving board)

The victim is forced to walk that plank, then they shove him in!

Sarah cackles. Mary sticks her finger in the water and tastes it.

SARAH

The water has been poisoned.

Sarah titters.

INT. WEIGHT ROOM - MOMENT LATER

The witches move past the weights and exercise equipment.

MARY

This must be the torture chamber!

SARAH

(points to bench)
See, the victim is strapped to this bench...

(points to heavy weights)

Then these weights are put on his chest, until the bones break!

They cackle with delight. Winifred suddenly grabs them both by the throat.

WINIFRED

Dawdling idiots! We must find my book before the sun comes up...

(CONTINUED)

CONTINUED:

CAMERA FINDS Binx, crouched just outside the door to the gym, listening in on the witches.

WINIFRED

Or we're dust!

Binx finds this piece of information curious.

BINX

Hmmm.

BACK ON WITCHES

WINIFRED

(furious)

Do you understand?

SARAH

(terrified of her)

Oh yes, Winnie, and you've explained it so succinctly.

MARY

Explained what?

Winifred jolts them. But a voice suddenly says.

BINX

Meow there.

Binx is sitting in the door to the gym, blinking at them languidly.

BINX

Are you bow-wows up for a little chase?

WINIFRED

Get him!

Binx scats as the witches mount their brooms and go flying after him.

INT. CORRIDOR OUTSIDE GYM - CONTINUOUS ACTION

as the witches come flying out into the corridor. But Binx is nowhere to be seen. The green school corridors stretch out in several directions. The witches are baffled.

WINIFRED

Where did he go?

(CONTINUED)

CONTINUED:

SARAH

Who?

Bop!

MARY

(sniffs)

That way.

Her nose points into the ceramic shop.

SARAH

They be in here.

The kids' (and Binx's) voices come out of the brick room.
The witches rush...

INT. CERAMIC SHOP - NIGHT

... inside and spring upon the kids.

WINIFRED

Now we have you!

Oops. The voices come from a Walkman. The source of
Mary's smellment is a sock from each of the kids.

BINX (V.O.)

(from recorder)

But seriously, girls, if you haven't
realized by now, I'd just like to
say, things are about to heat up
around here!

Just as they realize they've been tricked... Binx and Max
appear in the doorway outside:

MAX

(clutching the
spellbook)

Looking for this?!

Binx leans against the kiln door. It slams shut just as
the witches rush for it. They press their faces up against
the inside of the portal.

WINIFRED

You will die 8 million ways, cat!
You will rue the day! Wretched
snotlings, woe will you rue the
day!

Binx swats the "IGNITE!" button. WHOOOOSH! An ocean
of flame fills the kiln.

EXT. CROMWELL HIGH SCHOOL - ATHLETIC FIELD - NIGHT

They pull up and stop, seeing smoke rising from the kiln chimney. Binx hangs his head... 300 years of weighty purpose lifts from his shoulders. His eyes well up.

MAX

Binx, you okay?

BINX

Yeah, I'm fine. I'm good. It's just -- it's finally over.

Binx sees the chimney smoke forming 3 sinister shapes.
The Sanderson Sisters are reforming.

ALLISON

Binx?! What's happening?! We just cremated them!

BINX

I should have guessed! I should have known! I should have known!

DANI/MAX/ALLISON

Known what?!

BINX

They cannot die.

MAX

What?!

BINX

They can't die, because they're not alive! They're in transient form on All Hallows Eve. Not alive, not dead. Spirit only! Winifred's curse said they'd come back when a virgin lit the Black Flame Candle. You did. Back they came. For this night only. They seek the book to conjure a potion of life.

MAX

What happens if they don't get the book?

BINX

By the morn they perish... forever. So said Winifred Sanderson. But we cannot destroy them.

The witches have reformed fully now. They plummet.

(CONTINUED)

CONTINUED:

MAX

Then we gotta hide!

BINX

There is no place where Sarah's nose will not follow.

MAX

Then we gotta throw her off the scent till dawn!

EXT. SALEM STREET - DOWNTOWN - NIGHT

Billy's still here. "WALK!" Billy strides into the street. "DON'T WALK" flashes. Billy stops in the middle of the street.

EXT. NEIGHBORHOOD STREET - NIGHT

DANI

I'm getting sleepy, Max.

MAX

Just stay awake for a little while, Dani, we're almost there.

ALLISON

Where are you taking us?

MAX

You don't wanna know, oh no.

JAY AND ERNIE

are shave creaming a car. They step in front of Max.

ERNIE

Ain't it past your bedtime?

MAX

You're a real witty guy, Ernie.

ERNIE

Hey, buttsweep, read my head! My name is Ice! Gimme candy.

Max gives him Dani's bag. Dani's horrified.

BINX

Max, are these the morons that stole your shoes?

(CONTINUED)

CONTINUED:

MAX

Yeah. Ice, ya know, those cross trainers look a lot better with this jacket. Trade me and I'll throw in my Red Socks cap, my wayfarers, and this one sock I got left.

DANI

Max, what are you doing?

Initially surprised, Allison smiles and nudges her.

ERNIE

Throw in the babe, and I'll think about it.

Jack cracks up.

ALLISON

I'll give you each a hug.

JAY/ERNIE

(instantly)

Deal!

Max switches with Ernie. Allison gives Jay a hug and rubs all over him.

JAY

Yoouuh! Babe, do it!

Ernie shoves him away. Allison hugs him real quick. Binx rubs Ernie's leg. Dani shakes hands with them.

DANI

Nice to meet you both.

The kids continue down the street.

ALLISON

Where are we going now?

BINX

My favorite restaurant.

EXT. BEHIND SEAFOOD RESTAURANT - ANGLE ON SIGN - NIGHT

that reads "PARKING FOR CAP'N CRABB'S SEAFOOD PALACE ONLY! All others will be towed. This means you, Sailor!"

The kids, led by Binx, come INTO VIEW and approach a large green dumpster in a corner right behind the restaurant.

(CONTINUED)

CONTINUED:

Fish tails, heads, and bones litter the ground around it. Binx laps his chops. Dani holds her nose.

BINX

Deee-lish!

DANI

Pee-yew!

Two alley cats leap up out of the dumpster. They sit on its rim and lick their paws clean. They've just had a good meal.

BINX

These are my friends, Half Tail and Love Bite.

(confidentially)

Love Bite and I used to have this thing but some French Tom wooed her... ya know the old story.

(leaps on the dumpster)

Last one in is a smelly dog.

DANI

Do we have to?

MAX

Think of it as a seafood jacuzzi.

Binx plunges in, and the kids follow. CAMERA HOLDS ON the dumpster as the kids AD-LIB grossed out reactions.

BINX (O.S.)

Ummm. The scrod is fabulous.

Love Bite, still licking her paws, hears something and looks up.

HER POV

the shadows of the witches and Billy can be seen approaching, and the murmur of their voices is heard.

Love Bite meows a warning.

BINX (O.S)

The witches!

Inside the dumpster the kids can be heard scurrying around, as the witches, following Mary's nose, come skulking INTO VIEW. She follows the scent of the children right up to the dumpster.

MARY'S POV

looking straight down into the dumpster, which is filled with fish parts, napkins, lobster claws. (The kids have completely buried themselves in the goop).

ON MARY

as she reaches into the dumpster and comes up with...

A fish head, which she nibbles on.

WINIFRED

Well?

MARY

I've lost them.

WINIFRED

(whacking fish head
out of her hands)

Idiot!

But then she sees Love Bite and turns instantly charming.

WINIFRED

Hello, puss puss.

Love Bite just blinks at her.

WINIFRED

Tell me, my pretty, would you
like...

Winifred puts her hand in her magic sack, and pulls out...
a living mouse.

WINIFRED

A nice mouse.

She dangles it by its tail in front of Love Bite, who licks her chops. Mary would like to eat it herself. And Sarah eyes it greedily; she'd like to pull its legs off.

WINIFRED

Have you seen three children and
a black cat?

Love Bite MEOWS in the affirmative.

WINIFRED

Where did they go?

(CONTINUED)

CONTINUED:

Love Bite points her tail in the direction the witches came from. Returning to her old evil self, Winifred hisses at Love Bite, frightening her, then drops the mouse, which Mary and Sarah both dive for.

SARAH/MARY

(AD-LIB)

It's mine... It's mine!

They bash together, and the mouse escapes under the dumpster.

WINIFRED

Imbeciles! The children have doubled back! After them!

The witches jump on their brooms and fly off.

A moment later the kids' fish covered heads peer over the rim of the dumpster.

CLOSE ON BINX AND LOVE BITE

rubbing against each other affectionately.

BINX

Thanks, L.B.

The kids climb out of the dumpster and stand picking fish bones off themselves. Dani is whiny, really miserable, a seven-year-old who needs to go to bed.

MAX

It worked.

ALLISON

Now what?

BINX

We need a place to hide until the sun comes up.

DANI

(miserable, whiny)

Can't we just go home?

MAX

(after a beat)

Yes. That's exactly where we are going.

(CONTINUED)

CONTINUED:

ALLISON

Are you crazy? But what will you tell your parents?

MAX

The usual. Nothing.

EXT. STREET - LONG SHOT - MOMENT LATER

of the Dennison home lit by the moon, as the kids and Binx run down street towards it. CAMERA PANS UP TO the full moon... then PANS DOWN TO...

EXT. WOODSY AREA - LITTLE LATER

Jay and Ernie are walking down a moonlit path, eating candy from Dani's bag.

JAY

Wanna smash some pumpkins?

ERNIE

Nah.

JAY

Wanna look in windows, watch babes undress?

ERNIE

Nah.

JAY

Well you make a suggestion.

ERNIE

I don't feel so good.

JAY

You ate too much candy, you oinker.

Suddenly, they look up and see... Winifred, Sarah, and Mary, straddling their brooms, standing in front of them, blocking their path.

JAY

Whoa, those are the three ugliest babes I have ever seen.

ERNIE

If they were any uglier, I'd need an eyeball transplant.

(CONTINUED)

CONTINUED:

Jay and Ernie crack up. The witches just stare at them.

MARY

Naughty boys taste the best.

JAY

Hear that?

(sarcastically)

I guess these are like... real
witches.

JAY/ERNIE

Whoa!

Jay and Ernie both make a cross with their forefingers and hold it up in front of themselves. They crack up at their own hilariousness.

JAY

Out of the way, bags.

As one, Winifred, Mary and Sarah lift six feet off the ground and just hover there, staring at them.

ON JAY AND ERNIE'S REACTION

as their jaws drop in unison. They share a take, then turn and bolt...

ANGLE ON FULL MOON - MOMENT LATER

as the shrieking witches fly across the moon with Jay and Ernie dangling from the broomsticks, wailing.

ERNIE

Mommy!

CAMERA PANS DIRECTLY DOWN TO the Dennison house.

SERIES OF SHOTS - IN HOUSE

Max and Allison close and lock windows...

Dani takes a container of milk out of the fridge and fills a bowl for Binx...

Max closes his basement window, pulls the shade shut...

Allison seals the cracks with wet paper towels...

Max selects his favorite baseball bat as a weapon.

INT. MAX'S ROOM - LITTLE LATER

Dani is asleep. Binx is lapping milk from a bowl. Allison sits staring at Max's room. Max sits staring at Allison.

MAX

Now all we have to do is lay low until the sun comes up.

BINX

You know, Max, you're okay, for a dog person.

MAX

Thanks.

BINX

Hey, give me some face.

Max leans in and Binx playfully swats him with his paw.

BINX

Sucker.

MAX

I hate cats.

BINX

Yeah, sure.

(yawns)

That moo juice hit the spot... Mind if I catch ten on your pillow?

MAX

Go for it.

Binx crawls up next to Dani. Binx kneads his paws, then curls up on the pillow. Max pets him.

BINX

Oh man, you guys are gonna turn me into one of those fat stupid contented cats... Have to change my name to Muffy, or Fluffy.

BINX PURRS loudly.

MAX

Can I ask you a personal question?

BINX

Sure, kid.

MAX

How many have you used up so far?

(CONTINUED)

CONTINUED:

BINX

What, lives, you mean?

MAX

Yeah.

BINX

Including the Buick back there, and
the fire thing, 321.

MAX

That's all?

BINX

Even if you try, there's only so
many ways to go? Sure would like
to, though. See my family again...
see Emily... Just sleep... forever...

Max stares at the cat. Binx falls fast asleep and only
his PURRING resonates in the room.

ALLISON

(awkwardly)

Nice room.

They stare at each other... alone for the first time.

DAVE (O.S.)

Max? You up there?

The moment shattered, Max moves to the heating duct grate.

MAX

Yeah, Dad.

DAVE (O.S.)

Where's Dani?

MAX

Down here. She's asleep.

DAVE (O.S.)

Oh, good. Thanks for taking her
out, son. I know you didn't want
to, but you did the right thing.

MAX

No problem, Dad.

DAVE (O.S.)

And hey, that new girl friend of
yours? Hubba-hubba. Way to go.
'Night.

(CONTINUED)

CONTINUED:

Max whips a look over to Allison. She's heard it.

MAX
(sheepishly)
Sorry.

INT. DAVE AND JENNY'S ROOM - NIGHT

JENNY
Honey?

DAVE
Huh?

JENNY
Do you smell fish?

EXT. SKY ABOVE SALEM - WITCHES, AIRBORNE - NIGHT

The witches are circling. Sarah's nose is plumb tuckered.

WINIFRED
Find them! Find them!

SARAH
I've lost them! The scent is
vanished!

INT. MAX'S ATTIC BEDROOM - NIGHT

Allison stares forlornly at Binx. Max's eyes divide their
time twixt Binx and Allison.

ALLISON
He must be so lonely. I wish we
could help him.

MAX
I'll keep him when this is over.

ALLISON
For one lifetime.

Max falls asleep. Allison's eyes drift to the spellbook
on the floor. After a considerable amount of indecision,
she opens it. Max stirs. Binx rolls over.

ALLISON
There must be a spell to turn Binx
back into a human. Open.

(CONTINUED)

CONTINUED:

The spellbook opens. Pages riffle. The words are in flux.

ALLISON

That's why they need the book. The spells change...

The words come together. Allison's hair streams upward -- as if some invisible hairdryer were upturned 'neath her. She is clueless to this. An orange flame'd force rises from the book... collects around the ceiling searching for a way out.

ALLISON

A Spell for Spreading the Black Death. A Spell for Controlling of minds. A Spell for Pestilence. Demonic Possession. Raising an Army of the Dead to do Thine Bidding.

The flame-force streams into a heater duct.

ALLISON

A Spell of Protection, 'When malice is fear'd, a circle of salt protects all who stand inside it from all flesh, living and dead...'

EXT. SKY ABOVE THEM - WITCHES, AIRBORNE - NIGHT

... the witches see across Salem City, a homing beckon!

WINIFRED

Sisters! We have them!

BACK TO KIDS

as Allison turns the pages. Suddenly, there is a YOWL, and a black paw slams the book shut. Binx leaps upon the closed book, keeping it shut.

BACK OUTSIDE - ANGLE ON HOUSE

as the orange and black flame suddenly goes out.

BACK TO BINX

standing on the book.

(CONTINUED)

CONTINUED:

BINX

I can't even take a cat nap around here!

ALLISON

We were just trying to help you.

BINX

Well, you've sealed our fate now!

INT. DAVE AND JENNY'S BEDROOM - CONTINUOUS ACTION

Jenny is asleep. Dave snuggles against her.

JENNY

Not now, honey.

DAVE

(still Dad-Cula)

One little bite is all I ask.

CAMERA PANS OFF them TO the window, which is open...

JENNY (O.S.)

You have to go to work tomorrow.

DAVE (O.S.)

Work? In the daylight? Don't be ridiculous.

EXT. MAX'S HOUSE - WITCHES

land gently. A bony finger pokes through the screen in the window, and slowly, silently tears it open.

INT. DAVE AND JENNY'S ROOM

(Through the following in the b.g., the witches are seen sneaking like mice into the room through the torn screen.)
Dave is kissing her.

JENNY

Please let me go back to sleep.

DAVE

(singing in Lugosi voice)

Like a virgin, bitten for the very first time...

JENNY

Dave --

(CONTINUED)

CONTINUED:

DAVE

With a blood type, close to mine...
Think of the child we could make.
Little... Madonnacula!

Jenny giggles.

INT. MAX'S ATTIC ROOM - NIGHT

Binx looks out the window.

BINX

The Sanderson Sisters...

MAX

Great, now whadda we do?!

BINX

We make a stand here, till dawn.

ALLISON

Then we need salt.

BINX/MAX

Right!

EXT. MAX'S BEDROOM

CLOSE ON the door to the attic as it opens, and Max (armed with his baseball bat) and Allison step out. Suddenly, she clutches his arm.

MAX

What's the matter?

ALLISON

The hairs on the back of my neck
are going crazy.

They pass Mom and Dad's closed door and disappear in kitchen.

INT. DAVE AND JENNY'S BEDROOM

The witches hide at the foot of Dave and Jenny's bed.

CLOSE ON WINIFRED

gazing out at the full moon.

(CONTINUED)

CONTINUED:

WINIFRED

(a whisper)

Spirits of the moonlit sky, make
them sleep, until they die.

INT. KITCHEN

Max takes a box of salt from the shelf. Allison is still
very nervous and scared.

MAX

(reads from box,
kidding)

It says right here, 'Form a circle
to protect from zombies, witches,
and tele-marketing surveys.'

(a beat)

Sorry, I'm cracking dumb jokes
again.

ALLISON

(very scared)

Hey, keep 'em comin'.

MAX

You okay?

ALLISON

I dunno.

Max takes Allison in his arms and holds her. Allison is
reassured; this is not the little boy she was with earlier
in the evening.

MAX

Come on.

He takes her by the hand and leads her up the stairs to
the attic.

INT. MAX'S ROOM - MOMENT LATER

Max and Allison enter.

ALLISON

Oh my God, Max! The spellbook's
gone!

He goes to the bed to wake Dani.

MAX

Dani? Dani, wake up --

(CONTINUED)

CONTINUED:

He pulls the covers back and Winifred's there.

MARY (O.S.)

Trick or treat!

The closet door blasts open. Mary comes out clutching the spellbook.

WINIFRED

Looking for this?!

Sarah comes out behind her with a bewitched Dani by the arm and holding a squirming sack -- Binx is in it.

ALLISON

Dani!

Max charges Winifred with the bat. She opens the spellbook. Unseen force erupts from it -- it knocks Max out cold. Allison straddles his unconscious form. Spins 'round, ensconcing them in a protective circle of salt. Salt splashes Mary's outstretched hand -- it sizzles and burns.

WINIFRED

Been reading I see... How clever.
But it will not save your little
friends!

She whistles. The brooms soar in. The witches whisk off CACKLING damnably.

EXT. SANDERSON HOUSE - ROOF - NIGHT

The witches land too fast.

INT. SANDERSON HOUSE

WINIFRED

Get them prepar'd. We're having
guests for dinner.

SARAH

We are?

WINIFRED

(belts Sarah)
The children are coming, idiot!

Winifred opens the spellbook, lights the black flame candle and holds out her little sack:

WINIFRED

Evil'd things that peck and fly.
The hour has come to fill the sky!

(CONTINUED)

CONTINUED:

She opens her sack -- hundreds, thousands! of spectral "Little Candy Voo-Doo Crows" fly out. They are come alive. The crows are whisked along in the rivers of conjur'd smoke from the black flame candle.

EXT. VARIOUS HOMES AND ROOMS (SALEM) - NIGHT

The smoke streams carry the crows into homes (including Alan & Ben's). The crows flutter above the children's beds. The children stir in their sleep, but do not wake.

WINIFRED (V.O.)

Little ones, asleep so sweet, I
have more for thee to eat.

The children lick their lips in their sleep. The crows dissolve into their dreams: Without waking, the children leave their rooms.

INT. MAX'S BASEMENT ROOM - NIGHT

MAX

(comes 'round)
Where's Dani?!

ALLISON

They took her.

MAX

I gotta get my dad.

INT. MAX'S HOUSE - DAVE AND JENNY'S ROOM - NIGHT

Dave and Jenny are there ghostly white... like corpses.

MAX

Dad! Mom! Wake up!

ALLISON

This isn't sleep, Max. They're
cursed. Look.

The window with the screen ripped out. The kids walk to the window.

In the street, walking like little pajama-zombies are the sleepwalking children of Salem.

ALLISON

They're summoning the kids...

(CONTINUED)

CONTINUED:

MAX
They've gotta be going to the
Sanderson house. We gotta stop
'em!

EXT. MAX'S HOUSE - NEIGHBORHOOD STREET - NIGHT

Max and Allison grab kids and shake them:

MAX/ALLISON
Wake up! Wake up! It's a trap!
Stop!

The kids reel and spin and continue on.

ALLISON
What're we gonna do?!

MAX
Don't ask me, I can't make the
sun rise!

ALLISON
Yes you can... come on. Can you
drive??

MAX
Absolutely!

EXT. MAX'S HOUSE - FEW MINUTES LATER

Max and Allison get in the family's station wagon.

INSIDE CAR - CONTINUOUS ACTION

Max sits behind the wheel. Allison is in the passenger
seat. Max turns the ignition key, but nothing happens.

MAX
It won't start!

ALLISON
Put it in neutral.

MAX
Right.

He does, and this time it STARTS UP perfectly.

ALLISON
Lights.

(CONTINUED)

CONTINUED:

Max looks around for them. She reaches over, turns them on.

ALLISON
We're a good team.

MAX
Yeah. Buckle up.

They buckle their seat belts. Max puts the car in reverse. It bucks.

ALLISON
Parking brake.

MAX
Right.

He releases it.

INT. SANDERSON HOUSE - NIGHT

Binx is still in the sack, hung off a utensil hook. The witches conjure. The cauldron is once again aboil. Sarah stirs. Winifred consults the spellbook and adds ingredients. Mary takes testing pokes at Jay and Ernie who're suspended in a cage.

MARY
Ye need fattening. Eat!

Wrappers et al, they wolf candies. Dani is strapped to the chair near the cauldron exactly as was Emily Binx.

MARY
Soup's on. Prepare her.

Sarah and Mary fit the funnel over Dani.

EXT. ROAD APPROACHING SANDERSON HOUSE - NIGHT

Max cuts a wild swath across forest and asphalt. Bewitched children march up the road.

INT. DAVE'S CAR - DRIVING - NIGHT

Max's eyes are Frisbees!

ALLISON
Max, watch out!

EXT. ROAD - NIGHT

Billy sees the impending doom:

BILLY
Nooooo!

INT. DAVE'S CAR - TRAVELING - NIGHT

BOOM! Billy's a bug on the windshield. Max hits the wipers. SLAP-SLAP! Billy's face goes left/right.

INT. SANDERSON HOUSE - NIGHT

The cauldron BUBBLES and SPLATTERS.

WINIFRED
'Tis ready.

Winifred ladles up a spoon of the glop and steps toward Dani. Bypasses her and moves toward...

WINIFRED
You for dessert.

... Jay and Ernie. Sticks the ladle in the cage.

WINIFRED
Drink.

JAY
(beyond bewitchment)
I cannnnnn't, I'll like blow
chunnnnnks...

MARY
This will perk your appetite!

Mary takes a red-hot poker out of the fire and starts moving it toward the boys' feet.

Jay's empty eyes register this -- opens his mouth. Winifred spills a single drop into his mouth. Then Ernie. They instantly start to glow. The Sanderson sisters gather 'round -- in awe.

WINIFRED
The light of life.

The witches purse their gruesome lips and inhale. Streams of the light course into their mouths. The light and life drains from Jay and Ernie. They age, and age, and age... 90 years each. The witches get younger.

(CONTINUED)

CONTINUED:

ERNIE
(geezer)
Bummmmmmeerrrrr.

WINIFRED
It works! I have stolen their
life! Their years are mine!

Winifred points out the window, where children can be
seen sleepwalking toward the house.

WINIFRED
Look! The children are coming!
We will give them the potion and
suck the life from all of them.
When the sun comes up, they will
all die of old age, but we will
live for a thousand years!

WINIFRED
The last great spell will come to
pass. And from the mouths of
babes shall we leech the life of
eternity.

SARAH/MARY
(the big deal)
Immortals...

The droplet is just about to fall... when:

EXT. SANDERSON HOUSE - NIGHT

Max slides toward the house. Kills the lights. Billy
flails off the hood like a stunt dummy...

INT. SANDERSON HOUSE - NIGHT

... crashes through the front door -- out cold. The
witches spin to see Max in the darkened doorway. Beyond
him, the children of Salem are almost to the house.

MAX
Prepare to die. Again.

WINIFRED
You have no power, you are just a
clever little boy.

MAX
There's a power greater than magic,
and that's knowledge. And I know
something you don't.

(CONTINUED)

CONTINUED:

WINIFRED

Oh ho ho, and what is that,
sproutling?

MAX

Daylight savings time...

An almost imperceptible furrow of worry in Winifred's brow.

MAX

It's complicated, but basically
what it means is... the sun comes
up earlier than normal.

A BIRD is SINGING outside. Out the window, the sun is rising! The witches turn away from the light in horror.

SARAH/MARY

We are doomed! We're melting!

Max grabs Binx and Dani. Kicks the cauldron over and grabs the spellbook.

EXT. SANDERSON HOUSE - NIGHT

Allison's playing the dimmer switch on the car lights, focused at the house window. A "Nature" soundtrack from the STEREO. The gang splits.

INT SANDERSON HOUSE - NIGHT

Mary and Sarah are clutching Winifred's legs in terror.

SARAH/MARY

Please, Winnie, save us! We're too
old to die!

WINIFRED

Let go, apes! That way is west,
the sun riseth in the east!

The "sunrise" goes out. Winifred floats quickly to the window.

WINIFRED

Damn the boy! He has trick'd us
once more! After them!

The witches take to the sky. Billy rouses and follows.

ON OLD JAY AND ERNIE

totally out of it.

JAY

Hey, man, what's going on?

ERNIE

Whoa! These hags are bad news!

EXT. ROAD TO SANDERSON HOUSE - NIGHT

This time Allison speeds the car down hill. The witches dive bomb it. Mary crash lands on the roof like a 300 pound anvil, denting the...

INT. DAVE'S CAR - MOVING - NIGHT

... inside all the way to the seat backs. Dani screams. Max struggles to maintain control.

In the moonlight Dani sees a hundred pajama clad kids, sleepwalking up the hillside.

DANI

It's a zombie pajama party.

Allison hits the brakes! SCREECH! The car stops on a dime. Mary vaults into the darkness over the hood. Max guns it. Another landing. Mary sticks her head in the window right next to Dani. Dani hits the electric window and wedges Sarah's nose tightly. Mary can't pull it free.

Binx jumps into Dani's lap.

SARAH

Nice kitty...

BINX

You wish.

Swat! Binx claws the tremendous nose. Mary bellows. Her nose slips free. She flails into the woods. Mary's suddenly in the headlights.

ALLISON

Hang on!

Allison guns it. BOOM! The car drives over some enormous speed bump. Just as they're all feeling alongside the car (like the famous Wizard Of Oz shot). She launches a flame-ball at the tires. They go flat. The car swerves. Winifred shoots ahead.

EXT. ROAD - NIGHT

Allison brodies the wagon to a stop. The gang jumps out.
Max flies open the hatchback.

MAX

Where are we?!

BINX

Near the cemetery, I know a short
cut, this way.

MAX

Binx, take 'em there, I'll keep
her busy.

ALLISON/DANI

Max, no!

MAX

Binx, get 'em outta here!

BINX

You heard the man.

Max lifts his mountain bike outta the trunk. Helmet,
jacket, gloves, goggles. Straps the spellbook to the
rack.

MAX

I'll meet you there. Go!

Binx leads them off. Allison dashes back for a second.
She grabs Max and kisses him good.

MAX

Wha -- wha -- wha -- what --

ALLISON

Be careful.

MAX

(full of it now)

Hey! Witch! I got your book!

At the end of the road, Winifred cuts a neat Top Gun
U-turn ripping back toward the kids -- riding Mary's
Electrolux.

EXT. FOREST - CHASE (SKYCYCLES IN JEDI) - NIGHT

Max tears along narrow trails. Winifred tracks him. Max
pumps faster. Winifred comes neck and neck -- swings at
him with the vacuum hose -- connects -- Max wobbles,
rides on, ducking tree limbs and jumping logs. Then,
suddenly... Max peels off, shoots down a ravine.

(CONTINUED)

CONTINUED:

Winifred follows.

Max bunny hops a stream, along the stepping rocks, working his bike like a horse. Winifred jets over it -- SONIC-BOOMING the water! Max hits the other side and climbs toward the forest's crest.

Winifred negotiates the trees at 150 mph. She closes the gap.

Max rides the ridge. Winifred is a hundred yards back and closing like a bullet. He sees her. He brings his bike to a stop. Guess where?

TOP OF SUICIDE GORGE

Max's pulse soars. He sweats the decision. His fingers grip the bars. His thighs grip the seat padding. His hand cinches up the pedal straps. Winifred's 50 yards back, she'll be here in seconds. Max flips his mountain light on. It illuminates the killer drop off: sheer and treacherous. Max swallows.

MAX

Come on. Come on. Okay. Okay.
Okay --

Off he goes! (The Man From Snowy River.)

Winifred arrives, pulls 6 1/2 G's in a 90 degree midair turn and rockets down the ravine after Max.

Max slides through 60 degree slopes of loose dirt, jumps off rock faces, slots narrow pass-thrus, and hits the hardpack forest ground. He tears like a madman down the hill. Winifred tracks him. Max splits left -- slaloms the trees. Winifred goes right, joy sticks her vacu-broom like Chuck Yeager.

Max breaks through and hits the open slope. At the bottom, approaching fast, a mountain of fill dirt piled against a wall.

Winifred directs the vacuum thrust backward and overtakes Max. Makes it to the end of the hill and waits there for him, hovering at the top of the dirt rise.

WINIFRED

Book be mine!

Max hits the dirt hill, races up it and jumps over Winifred! He sails through the air, knocking through the pines.

INT. SALEM COUNTY CEMETERY - NIGHT

Max comes out of the sky. Crash lands in a clearing. Skids up to Binx, Dani and Allison who're standing safe in a circle of salt next to Emily Binx's grave.

MAX

(goggles up)

Hi, honey, I'm home.

The witches buzz the kids in formation. Allison swipes at them with Max's baseball bat.

ALLISON

This is hallowed ground!

Billy the Butcher appears, runnin' full bore and wobbly at them. The second his foot hits the salten circle... he howls in pain and ignites like a pile of kindling. Hoppin' 'round, he dissolves from the feet up, until finally he is just a head, and then... he is a memory.

DANI

It really works!

The witches hover overhead. Max unstraps the book and belts it to his back like a fanny pack.

WINIFRED

Boy, give me the book and I will give you everything you desire. Power! Wealth! Women!

ALLISON

He's already got all that!

MAX

Really?

WINIFRED

Silence, tart! Prepare to die!

SARAH

But, sister! Flesh cannot harm them in the circle --

WINIFRED

-- No, 'tis true, flesh cannot.

Winifred and her sister are huddle. Max snaps a big limb off a tree. Max and Allison, back to back. Winifred consults her cribbed spellbook. Lights the black flame candle.

(CONTINUED)

CONTINUED:

WINIFRED

The worms are finished. The
maggots done. All that is left,
Arise as one!

The kids watch the graveyard... skeletons arise.

BINX

Oh man, where's a dog when you
need one.

WINIFRED

Bones, fetch my book!

The CLATTERING SKELETONS surround the kids. They blitz!
Max swings! Connects! A skeleton blasts into 216
pieces. Another reaches for Allison, she swings!
Connects! The skull goes flying. Easy! But they keep
coming -- reaching, clutching.

Binx pounces a skull. The skeleton reels. Falls against
a tombstone. Blows into several sections. One arm
clutch-crawls toward Dani. She screams. Binx pounces it.
Tosses it. The other grabs him by the tail. Swings him
around. Max steps on it and 9-irons the fibula. It
shatters. Binx goes flying. He scrambles back to the
fray.

Max and Allison blast skeleton after skeleton into
shattering rains of bone fragments. How do they keep
coming back?! Well, they're reassembling themselves!
And not always in the right config. Skulls on arm
sockets. Hands to necks, pelvises to clavicles...

A set of phalanges grabs Binx's throat. He struggles.
Dani tries to pry them off. No good. She does the
only thing she can think of, she bites the arm. The
SKELETON WAILS!

Binx scrambles up a tree.

Max reaches back to swing at the skeletons holding
Allison. Another skeleton rips his bat away. The
skeleton army thoroughly infiltrates the salten circle.
One of them grabs Dani and lifts her high above head.
Another secures Max.

DANI

Lemme go, bonehead!

Winifred and sisters howl in victory. A skeleton
takes the spellbook, tosses it up to Winifred. All
goes quiet as the CLATTERING OF BONES STOPS. Winifred
looks down with evil superiority at Max:

(CONTINUED)

CONTINUED:

WINIFRED

Who will have the last laugh now,
little boy?

MAX

Go to hell!

WINIFRED

Been there. And I like it.

Suddenly, a ROAR from the tree tops. Binx attacks Winifred in a flying whorl of gnashing teeth and claws. Winifred howls. She rips Binx off her face. With an inhuman scream, she hurls him to the ground. Binx hits Emily's gravestone and lies still in a broken heap on the ground.

MAX

Binx! No!

Winifred rifles through the spellbook.

MARY

Eat them now, kill them later!

Max tears away from his skeleton. Another steps in front and boogies him. Beyond fear Max snatches the skeleton's skull by the eye and nose holes and cracks it off its vertebrate base. The headless body staggers 'round.

Max reaches back for all he's worth. Chucks the skull at ... Winifred. Brains her! The skull shatters! She plummets.

SARAH/MARY

Winnie!

Winniefred hits hallowed ground. A beat. Nothing happens.

WINIFRED

And now you die a hundred
thousand horrid deaths at once,
baby boy! And I will wallow in
each and every one...

Winifred takes one step toward Max... somewhere close, a WINDSHIELD "spiders" into a million tiny fractures. Winifred looks down at her dress, the fabric is turning to stone. The affliction runs from her feet up in a rapid crawl. Something sprouts from her back -- she strains her rockening head 'round to see...

(CONTINUED)

CONTINUED:

... stone wings. Winifred's talony claws clasp together involuntarily. Just before her terrified shrieks fade from her lips and she is lost to stony death altogether...

... Max flips her off.

Winifred has become a sepulchral angel engraved with this inscription: "Winifred Sanderson. Born 1617... Hanged 1692... Died 1992."

SARAH/MARY

Bones, kill the children! Kill them!

The skeletons crumble into piles. All of them, one by one, disincorporate and stack up.

The witches grow fearful. A BIRD SINGS. The sun is rising. Sarah and Mary open their mouths to scream, but they are cut short by the first ray of dawn breaking through the trees. They both turn instantly to dust and are blown away on a passing gentle breeze.

Two brooms and the Electrolux drop harmlessly to the ground next to the spellbook, which vaporizes in a dusty cloud.

The kids look down at Binx.

MAX

Binx?... Binx, we did it.
They're gone. Binx?

Allison lays her hand on the cat.

ALLISON

He's gone, Max.

DANI

(crying)
But he can't die!

MAX

Right, he can't die, that's what he said... I don't want him to die!

Allison comforts Dani. Max runs his hand over Binx's still form.

MAX

(teary eyed)
Come on, Binx... you got eight million more to go. You said. Come on, don't die.

(CONTINUED)

CONTINUED:

VOICE (V.O.)

Hey, guys.

The kids look up to see the transparent figure of a boy, floating in the air. Dressed in the same clothes he was on that fateful night in 1692, he is the spirit of --

Thackery Binx who has finally gotten his wish.

MAX

Binx?

THACKERY

Thackery Binx. Hey, what am I doing down there? My paws... they're hands!

He tries to clasp them together but they pass right through one another.

DANI

Did you see that?! He's a ghost!

THACKERY

Oh my gosh! Oh my -- I am, I am a spirit! I can't believe it!
The curse is broken! I'm dead!
I'm dead!

The spirit-Binx whisks and jets about the treetops. He soars back and hovers before his friends:

MAX

What happened?

THACKERY

When the witches were destroyed, so too were all their spells and cruses!

(as they're crying)

Hey, guys, come on, don't cry for me!

DANI

But you're dead!

THACKERY

Well, I've never felt more alive! I'm free! I'm finally free! I can't wait to see my families!

(beat)

I'll tell them all about you, I promise.

(CONTINUED)

CONTINUED:

ALLISON

We're gonna miss you, Binx.

Thackery holds still a moment.

THACKERY

This is the only hard part about
the whole thing... saying good-bye.
(pause)

I'll miss you all too... very much.
I hope you don't think this is too
weird to say, but don't feel sad,
because someday we'll all see
each other again. You can count
on it.

Thackery floats down to Max. Thackery's smaller.

MAX

I can't believe I got all that
advice from a guy younger than me.

THACKERY

Here's one last thing... He that
leaveth nothing to chance will
do few things ill, but he will
do very few things. Live life,
Max. Don't be afraid of anything.

MAX

I won't.

THACKERY

Oh, one last thing... love
conquers all.

MAX

I know.

Thackery extends his hand. He and Max shake, as best
they can.

THACKERY

Good-bye...

The spirit shoots quickly into the morning sky and
vanishes FROM VIEW. Dani looks back down and finds...
the cat is alive.

DANI

Binx?

MAX

Guess he still had one left.

(CONTINUED)

CONTINUED:

DANI
Can you talk?

The CAT MEOWS.

DANI
(hugs him)
That's okay.

Allison grabs Max and hauls him close.

MAX/ALLISON
(simultaneous)
Thanks for saving my life back
there --
(beat, both)
Pinch-poke, you owe me --

They kiss.

EXT. SANDERSON HOUSE - DAWN

A hundred sleeping kids yawn, rub their eyes, wake up and react to the fact that they don't know where they are or how they got there. Several kids burst into tears. Many more cry, "Mommy!"

Alan and Ben seize the opportunity.

ALAN/BEN
Everything's alright, come on kids,
we'll get you home. This way.

INT SANDERSON HOUSE - DAWN

Jay and Ernie, their youth restored, hang in the cage.

JAY
The last thing I remember is, like,
this really big spoon or something.
A really ugly babe. And a vacuum
cleaner. What's it all mean, man?

Ernie suddenly bursts into tears.

ERNIE
I dunno, I wanna go home, I
promise take candy from kids or
shave names in my head no more!

EXT. NEIGHBORHOOD STREETS (SALEM) - DAWN

Alan and Ben shepherd the children of Salem down from the hill and back to their homes.

(CONTINUED)

CONTINUED:

They stride slow and dignified, like prophets. Parents rush from homes and hug kids.

ALAN

We have delivered them unto you from the mountain.

BEN

That's Ben Corwin and Alan Schotznick! Remember the names, Ben Corwin and Alan Schotznick.

INT. MAX'S HOUSE - LIVING ROOM - DAY

The front page of the Salem Daily Prodigal: a photo of a stone angel. Various headlines read:

NIGHT OF THE PAJAMA-ZOMBIES!
 Hundreds of Sleeping Kids Gather at Witch House
 Mysterious Gravestone Appears
 Traumatized Local Boys Found in Cage
 Hoax or Hysteria?
 Parents Baffled

DAVE

It's a cult thing

JENNY

There are no cults in this town.

Max, Allison, Binx and Dani lounge watching TV news reports:

MAX

Every station. I can't believe those guys. They're taking credit for everything!

ALLISON

So what, who's ever going to believe them?

Ben and Alan are all over the television:

ALAN

Yes, that's true, Ben Corwin and I, Alan Schotznick did deliver the children of Salem from the clutches of evil.

BEN

The stories are true, the Sanderson Sisters did come back from the dead. And we did banish them.

(CONTINUED)

CONTINUED:

ALAN

Luckily, Salem had Ben Corwin and I, Alan Schotznick, to do battle with the ultimate forces of darkness...

BEN

Yes, our lives hung in the balance. However, for the children, we carried on valiantly, under powerful fetish protection...

ALAN

For the immediate future, I plan to be on the talk show circuit promoting my new book, Prepare Thyself. The End is Near, by Alan Schotznick.

BEN

I plan to run for office...

Binx looks up. He winks.

FADE OUT.

THE END