



KILLER KLOWNS FROM OUTER SPACE

KILLER KLOWNS

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TRANS WORLD ENTERTAINMENT

FADE IN:

1 EXT. ROADSIDE OVERLOOK - NIGHT

1

A couple is sitting in the front seat of a car, they appear to be making out, passionately. We move closer and see CATHY, fighting off her drunken boyfriend JOE LOMBARD. She tries to slap him, but he stops her and kicks her out of the car.

JOE

If you don't like it, get out and walk.

Joe closes the door and starts the car.

CATHY

Go ahead, get out of here. I don't want to drive with a drunken bum like you anyway.

Joe peels out, kicking dirt and dust on Cathy. She curses under her breath as he leaves her in the darkness.

In the distance behind her, a pair of headlights appear and move forward. Cathy turns and sees the lights approaching.

2 EXT. MOUNTAIN ROAD - NIGHT

2

Joe is driving down a winding mountainous road, negotiating the precarious curves recklessly. He is slightly intoxicated.

Joe lights up a cigarette and continues his sloppy driving.

From the darkness behind him a pair of headlights appear.

They loom up very quickly and begin to flash.

Joe gets annoyed and speeds up. The headlights speed up and tailgate threateningly close. Joe waves the mysterious driver to pass.

Instead the driver speeds up and rams Joe in the rear.

JOE

Hey, what the hell you doin' man?

CRASH !! The mysterious driver rams into him again. Joe is furious and continues to wave the driver to pass. The pursuing car speeds up and begins to pass.

The mysterious driver is pulling up along side. Joe picks up a beer bottle. He is ready, waiting to see who the driver is.

JOE

Pass me now.

The mysterious driver pulls up along side. Joe turns and sees the MANIACAL SMILING FACE of a HORRIBLE KLOWN driving next to him.

JOE

Oh, shit!

The klown is racing alongside Joe's car in MID-AIR with two floating headlights leading the way.

The klown lets out an eerie laugh and begins to swerve his non-existent vehicle into Joe's car.

Joe is jarred by the impact, narrowly avoiding driving off the road.

JOE

Hey man, what are you doing?

The klown is trying to push Joe's car off the road. Panicking, Joe accelerates.

A high speed chase ensues, with the klown slamming his body into Joe's car.

They approach a hairpin turn above a thousand foot drop. The klown and the car are racing side by side.

With an evil smile, the klown smashes into Joe, sending his car careening over the edge, bursting into flames as it hits the bottom.

From above, the klown looks down at the fiery wreck. Orange flames light up his evil face. His frozen maniacal smile opens revealing a set of nasty, sharp teeth as he laughs.

Main title appears: KILLER KLOWNS FROM OUTER SPACE

3 EXT. BIG TOP BURGER - NIGHT

3

We move down from the night sky to a colorful neon sign with a Happy clown face; BIG TOP BURGERS. We move down the sign to a crowded hamburger joint with a tacky circus motif. The inside is crowded with college students talking and eating; it's a popular hangout.

4 INT. BIG TOP BURGER - NIGHT

4

Inside, OFFICER CLIFFORD MOONEY a member of the local police force, is carrying a cup of coffee; slowly working his way through the crowd of kids.

5 EXT. BIG TOP BURGER - NIGHT

5

Mooney exits through the side door. He's a forty-five year old Vietnam veteran with a persecution complex. Abusive of his authority, he has a self-righteous attitude that makes him difficult to deal with. Now free from the commotion inside, he pauses to sip his hot coffee.

A group of students wildly run past him, causing Mooney to almost spill the hot liquid all over himself. He looks back at them disdainfully.

Mooney gets into his police car. A group of four bikers rev up their bikes and peel out of the parking lot. Mooney pulls out.

6 INT. POLICE CAR - NIGHT

6

Mooney picks up the mike and calls in to the station.

MOONEY

This is Mooney calling in.

RADIO

Read you, what's doing Cliff.

MOONEY

Nothing yet Dave, but Friday night's just starting. I'm heading across town to the park. I'll check in later. Over.

7 EXT. DOWNTOWN Crescent Cove- NIGHT

7

*

Mooney pulls out of Big Top's parking lot and cruises through the town of Crescent Cove. It's a small seaside community with not too much happening until the local state school, Crescent Cove College, is in session.

*

*

*

As Mooney patrols downtown we see the streets alive with college students.

8 EXT. INTERSECTION - NIGHT

8

Mooney stops at a red light. He turns and watches BOB MC DEVITT, a Crescent Cove student with stylish WHITE DESIGNER GLASSES, cross in front of him. He is carrying a brown paper bag with a couple of six packs of beer in it.

*

As Bob passes Mooney he suspiciously tries to hide his parcel.

9 EXT. INTERSECTION - NIGHT

9

Mooney watches him closely. The light turns green and Mooney drives off.

10 EXT. DOWNTOWN MYERS DRUG STORE - NIGHT

10

We follow Bob as he walks to his Ford BRONCO parked in front of Myers Drug Store.

At the Bronco he meets another male student with two co-eds.

BOB

Did you see that? Mooney the jerk
staring me down.

From his bag, Bob tosses a beer to his pal.

BOB

That's all I need to start the Fall
semester. Let's get going the
party's waiting.

Bob hops in the front seat and drive off toward the hills
outside of town.

DISSOLVE TO:

11 EXT. TOP OF THE WORLD - NIGHT

11

A huge harvest moon is rising over Top of the World, the
college students favorite "lover's lane".

The Bronco drives up, honking. We follow it as it pulls into
a secluded overlook where a group of college kids have parked
to party and makeout.

The music cranks up. Kids pile out and toss beers to their
pals in other cars.

BOB

Hey, anybody seen Mike?

VOICE FROM CAR (O.S.)

Yeah, I think he's around here somewhere.

We move across car after car of couples in various stages of
love making. Two lovers are sitting arm in arm on the wall.
Another couple are making out in their car.

We move to a more secluded section of the overlook and see a
RED PINTO STATION WAGON.

12 INT. RED PINTO - NIGHT

12

In the front seat are MIKE TABACCO and DEBBIE HAYWOOD; Pierce students on their first date.

Mike is twenty and majoring in graphic arts. He a charming kind of guy, always flirting with the girls on campus. Debbie is twenty and a transfer student to Crescent Cove in art education. She's an attractive young lady, smart, sharp and eager to experience anything new and exciting. Mike is in the middle of kissing Debbie. She isn't fighting him off, but she is the one who breaks the kiss.

DEBBIE

Hummmmmmm - You've got me making out like some high school girl.

(smiling)

You are really something.

Mike sneaks a glance at his watch.

MIKE

(pleased with himself)

What can I say, we were talking for so long, getting closer and closer.

(Mike moves closer)

Until our lips were so close, they just had to meet.

Mike moves toward Debbie, his lips puckered. They kiss. From the radio "I'm in the Mood for Love" begins to play. The DJ begins to speak over the intro;

DJ

(from radio)

We're going to have a change of pace here with a dedication for someone special under the starry night sky up at Top of the World. Here's an old time classic from Mike to Debbie.

Debbie breaks the kiss and smiles at Mike.

DEBBIE

I was wondering why you kept looking at your watch. Pretty impressive.

MIKE
(innocently)
I don't know what you're talking
about.

Debbie imitates Mike.

DEBBIE
Oh yeah I don't know what you're
talking about.
(normal)
I can't wait to see what happens
next.

Mike turns away and then does a double take. Mike pretends he
sees a shooting star.

MIKE
(excited)
Oh look! A shooting star.

Debbie turns to look but misses it.

MIKE
(cont)
Did you see it? Let's make a wish.

DEBBIE
(suspiciously)
No, I didn't. You saw it.
(coaxing Mike on)
You make a wish.

Mike sits back, thinks and smiles.

MIKE
Humm, you know what I'd wish for?
Something to top off this evening.
Something to make it special, a
night we both would remember for a
long time.

Debbie is smiling. Mike leans towards Debbie, opens the glove
compartment and pulls out two crystal glasses. He acts
surprised. Debbie doesn't know what to think. Then Mike
magically produces a chilled bottle of champagne and a lit
candle.

MIKE
A perfect way to spend a romantic
evening under the stars with you.

Mike pops the champagne, and pours into Debbie's glass. The atmosphere is complete. Debbie aware of Mike's intentions, is charmed to death by his romantic flair.

DEBBIE

Charming. I bet you do this with all the new co-eds.

MIKE

No, that's not true.

Mike pours the champagne into his glass.

MIKE

(cont)

Not all the new co-eds would think this is charming.

They laugh and awkwardly move around in the front of the car. Debbie shifts around uncomfortably, she's cramped.

MIKE

(cont)

You okay?

DEBBIE

Sure, just wish I could stretch my legs.

Mike's eyes widen, smirks, he has another idea.

MIKE

I can fix that.

He reaches back, pulls a cord, a curtain opens and reveals an inflated RUBBER RAFT lying in the back of his car. There are heart shaped satin pillows in raft. Debbie spits out a mouthful of champagne and cracks up laughing.

DEBBIE

(amused)

You've got to be kidding me? This isn't a car, this is a sleazy adult motel on wheels.

Mike starts climbing into the back. Debbie follows.

13 INT. REAR OF RED PINTO - NIGHT

13

DEBBIE

I can't believe all this. You're crazy.

MIKE

(defending himself)
Hey, me and this raft have been through a lot together.

They settle down into the raft.

DEBBIE

I bet.

MIKE

No, I mean out in the ocean. This past summer me and my friends, the Terenzi Bros. went sailing on this stupid raft we bought at K-Mart. We loaded up with cold cuts and beer and paddled a couple of miles out to sea. Suddenly, a dense fog rolled in and we lost sight of shore. The waves started tossing the raft around.

Debbie listens intently. Mike starts to toss the raft around.

Debbie giggles. Mike moves around more violently knocking over the ice bucket.

MIKE

(seriously)

We were taking on water, so we started bailing out the raft with our plastic cups.

He begins to bail out the raft with a cup.

MIKE

(cont)

Well somebody, I won't say who...punctured the raft. Tsssssssssss!! We were sinking. We were all going to drown, if the sharks didn't get us first.

DEBBIE

(amazed)

What did you guys do?

MIKE

Besides screaming. Not much, except I grabbed a slice of baloney and slapped it on the puncture.

DEBBIE

Why baloney?

MIKE

Coz we ate all the salami. Anyway, it kept us afloat until the Coast Guard came and saved us from a watery grave.

Debbie looks closer at the raft, it is covered with make-shift patches. She laughs realizing the story is probably true.

DEBBIE

That sounds pretty incredible, do you always have such death defying exploits, Mr. Adventure?

MIKE

They don't always start out to be death defying, but somehow...more champagne?

Mike throws his hands up in the air. Mike continues, Debbie hears some faint music, her eyes widen as she sees...

Cut To:

14 EXT. Top of the World - NIGHT

14

Coming from the darkness a huge shape rises over the hill towards the Pinto.

It is a HUGE CLOWN. It's head bobbing back and forth, menacingly approaching the couple.

The music gets louder as the clown continues it's approach.

The clown is now closer.

15 INT. RED PINTO - NIGHT

15

Debbie grabs Mike. Mike turns and sees:

16 EXT. Top of the World - NIGHT

16

Below the clown head are two blaring headlights. The head bobs forward and from the mouth:

CLOWN

I'm Bobo the ice cream clown, with
the bestest ice cream in town.
We'll give you the stick, you give
it a lick and it will tickle you
all the way down.

17 INT. RED PINTO - NIGHT

17

Debbie is puzzled, she doesn't know what to make of it. Mike starts to laugh.

MIKE

Those guys! What the hell are they
doing up here?

DEBBIE

What's going on? Who are those
idiots?

MIKE

Those aren't idiots, that's the
Terenzi Bros.

18 EXT. Top of the World - NIGHT

18

The clown is on the roof of the Bobo Happytime Ice Cream truck. Inside are RICH and PAUL TERENZI, Pierce students and all around mischief makers. They are dressed in their white ice cream uniforms. Paul hangs out the side with the microphone in his hand. Rich drives the truck toward the other cars in the lovers lane.

CLOWN/PAUL

(v.o.)

Ice cream, ice cream. We brought
our goodies here to you. A tasty
treat for while you screw.
(From the back of the truck we
hear female giggles.)

Headlights sweep across the parked cars. One by one, the disrupted lovers raise their heads annoyed at the interruption. The truck stops and Paul gets out.

CLOWN/PAUL

(v.o.)

Let's take a break, cool off those
hot lips with our tasty frozen
fruity bars, icy wiceys, fudgey
wudgey bars, and everyone's
favorite frozen delight, the Big
Stick.

(More giggles from the truck.)

The lovers start screaming obscenities at the ice cream
vendors. Some heads pop up from the cars.

VOICE FROM CAR

Get outta here you morons!

CLOWN/PAUL

(v.o.)

Oh yeah.

Paul turns to Rich, pleased with himself.

RICH

That's telling him Paul.

More obscenities from the crowd.

VOICE FROM CAR

Get lost you assholes!

Paul gets bombarded with beer cans.

PAUL

(v.o.)

So you don't want any ice cream...

(spiteful)

Well you're not getting any!

VOICE FROM CAR

We were getting it before you
showed up.

Paul dodges a beer can. He steps inside the truck, he leans
out.

PAUL

(v.o.)

This is your last chance, does
anybody want any ice cream?

The response is a storm of beer cans and obscenities.

19

INT. ICE CREAM TRUCK - NIGHT

19

RICH

Great idea Paul, everybody loves
ice cream.

PAUL

What do you mean, it was your idea.
(whispers)
Why don't we park here for a while?

Two fat but cute girls emerge from the rear of the truck
holding popsicles. TRACY and STACY the pork chop twins.

TRACY

Hey, what are you guys trying to
pull here?

RICH

Oh, well, we thought we'd park
here for a while?

STACY

You said we could have all the ice
cream we wanted but you didn't say
anything about parking.

TRACY

Yeah, hey, what kind of girls do
you think we are?

Rich and Paul look at each other and wiggle their eye brows.
With wide grins;

RICH

I told you they weren't that
stupid.

TRACY

We want you boys to take us home
right now.

STACY

Yeah!

PAUL

Take it easy, Keep your shirt on.

TRACY

Don't worry, we intend to.

The brothers look at each other and give in to the girls
demands.

20

EXT. TOP OF THE WORLD - NIGHT

20

The truck begins to pull away. Through the loudspeaker we
hear;

RICH (v.o.)
This worked out just great.

PAUL (v.o.)
Well don't blame me, I didn't want
to come here.

RICH (v.o.)
Ahh, we drove all the way up here,
we didn't sell any ice cream. How
we gonna pay for gas?

PAUL (v.o.)
Uh, I don't know. Do you want to
try the Drive-In? They love ice
cream at drive-ins.

RICH (v.o.)
Naw, that's dumb...maybe we could
sell some ice cream...What's
playing?

The ice cream truck drives away and heads back towards town.

21 INT. PINTO - NIGHT

21

Mike and Debbie have been watching the entire scene from the
back of the Pinto. Mike is laughing, Debbie is strangely
amused.

MIKE
(laughing)
Those guys.

DEBBIE
You hang out with them?

MIKE
They're my best friends at school.
Whenever I wanna go out and have a
good time, I call Rich and Paul. A
night out with them is a total
adventure.

Mike stops. He looks at Debbie, deeply, and moves closer.

MIKE
(cont)
But why am I talking about the
Terenzi Bros. when I would much
rather be kissing you.

Mike leans over and kisses Debbie. They break, embrace and ease down into the raft. They kiss deeply. They stop for a breather and look up at the stars.

DEBBIE

This is excellent.

A light streaks across Mike's and Debbie's face.

22 EXT. NIGHT SKY - NIGHT

22

A huge SHOOTING STAR streaks across the sky above them and lands with a tremendous crash over a hill nearby.

23 EXT. TOP OF THE WORLD - NIGHT

23

Inside the back of the Bronco truck Bob McDevitt pops his head up and puts on his white rimmed designer glasses.

BOB

Wow! Check this out!

A pair of female hands come up and pull Bob's head back down.

24 INT. RED PINTO - NIGHT

24

MIKE

(really surprised)

Did you see that?

DEBBIE

(excited)

Yeah I saw that one, I couldn't miss it, it was tremendous. I can't believe how close it was. Let's check it out.

MIKE

No way, it's a waste of time. It's thousands of miles away. We'll be blowing the entire night.

DEBBIE

(challenging)

Don't give me that. You saw it, it landed over the hill near the water tower. That's not "thousands of miles away".

Mike realizes the romantic moment is lost and he might not have a choice. Debbie challenges Mike.

DEBBIE

(daring)

Come on, let's find it,... Mr. Adventure.

Mike makes one final attempt.

MIKE

You don't want to finish the champagne?

Debbie chugs the champagne.

DEBBIE

Finished. Let's go.

MIKE

(unwillingly game)

We're off.

Mike downs his drink. He and Debbie hop into the front seat of the car and go racing off in the direction of the crash site.

25 EXT. BACK WOODS FARM HOUSE - NIGHT

25

Farmer GENE GREEN is standing on his front porch with his dog, Pooh-Bear. He has just seen the shooting star streak by over head. He's got a National Geographic magazine with Halley's Comet on the cover in his hand.

GREEN

Well I'll be guddamned! Did you see that ol'sky jockey zip down over there, Pooh?

(looks at magazine)

Halley's comet has landed in our backyard. We are gonna be rich.

Green runs in the house for a moment and comes out with a shovel, a couple of buckets and a lantern. Farmer Green and Pooh-Bear walk off into the darkness.

26 EXT. WOODS - NIGHT

26

Green and his dog are working their way through the under brush. A mechanical whirring sound is heard up ahead. Pooh-Bear starts barking.

GREEN

What's that? You hear that too
girl? Sounds like something's going
on up there.

Green and Pooh continue.

27 EXT. FIELD - NIGHT

27

They come upon a clearing in the woods. Green looks out into the field, shocked, he can't believe what he sees. Standing before him, lit by the full moon is a multicolored BIG TOP TENT about twenty feet high and three hundred feet around.

GREEN

Well I'll be greased up and fried!
What in blue blazes is the circus
doing up in these parts.

(he looks down at Pooh)

I loves the circus. Come on, maybe
we can get some free passes.

Green happily walks towards the tent. Green gets closer and comes upon a cable of purple lights that stretches from the ground to the tent.

GREEN

(cont)

Where is everybody? There's nobody
around. I don't know Pooh, something
is a bit peculiar around here.

Green approaches the tent.

28 EXT. CIRCUS TENT

28

He walks around the perimeter of the tent. Pooh follows behind.

GREEN

There's got to be some kind of
entrance here somewhere. Where's
the god damned ticket booth? How's
a person supposed to see the show?

As Green walks around, a shadow appears inside the tent and follows him. Pooh looks back, curious. A YELLOW STREAK OF LIGHT appears on the tent's surface and a slit mysteriously appears.

Funny klown hands holding a huge DOG CATCHERS NET slowly emerges. Pooh-Bear looks up, whimpers and is swept up in one quick swipe. The slit closes. Farmer Green continuing his search, notices Poch-Bear is missing.

GREEN

Pooh! Pooh-Bear! Where is that dog?

He backtracks to look for Pooh and notices her kercheif by the tent.

He looks for some kind of opening in the tent. No luck. He begins to bang on it, it clangs like a hollow steel drum.

GREEN

Something mighty funny's going on here.

He bends over and tries to go under the tent flap. He can't seem to find the bottom of the flap. Green digs down into the soft dirt and discovers the tent continues below the surface.

GREEN

What in tarnation is going on here?

Green kicks the tent with his foot. The tent echoes with an empty tone and Green hops around in pain.

GREEN

Well goddamn, this thing is like no tent I've ever seen. Where's my dog? Where's my Pooh-Bear? Well I'll rip this dang thing apart with my bare hands!

Green is angry now. He grabs one of the support cables and pulls it. It emits large PURPLE SPARKS on contact. Farmer Green is tossed about until he can break free.

GREEN

Shoot! This thing is wired!

His hands are smoking and he blows on them. Suddenly, a large klown appears in the foreground. Green, a little surprised, sees the klown and approaches him. As he comes closer Green's eyes fill with fear. Something is horribly strange. The klown snarls. Green opens his mouth to scream as an eerie PINK LIGHT shines on him with haunting caliope music.

29 EXT. WOODS BACKROAD - NIGHT

29

Mike and Debbie are driving through the woods on back dirt road. They are looking for familiar landmarks.

DEBBIE

Try down there. Isn't this near
Farmer Green's field?

MIKE

Yeah, how did you know that?

DEBBIE

During Summer Orientation,
(proudly)

I had some adventures of my own.
The water tower is down there. I
think.

30 EXT. ROADSIDE WOODS

30

The Pinto drives up to gate stretched across the road and stops. Mike and Debbie get out of the car, their passage is blocked, they must continue on foot.

MIKE

We'll have to walk from here.

Mike scans the area, sniffs the air like an Indian tracker. Debbie is amused by Mike's antics.

MIKE

(injun talk)

Huh, if my instincts are correct;
(beat)

our path lies that way.

(Mike points)

We must travel many moons. Many,
many, many,....

DEBBIE

(interrupts)

Enough already with the moons.
Lead the way, Chief Running-at-the-
mouth.

Mike and Debbie begin to walk into the woods. Mike stops and turns back.

MIKE

Oh, wait a minute I forgot
something...

Mike opens the trunk and reaches in.

DEBBIE
More champagne?

MIKE
I think this will come in handy.

Mike pulls out a HIGH TECH FLASHLIGHT.

DEBBIE
You certainly are prepared for anything, Mr. Adventure.

MIKE
I used to be a cub scout...
(sadly)
Till I got kicked out.

DEBBIE
Really, why?

MIKE
I got caught eating brownies.

Mike grabs Debbie and gives her a sexy bite on the neck. Debbie takes a swing at him. Mike runs and they disappear into the woods laughing.

31 EXT. WOODS - NIGHT

31

They are walking in the woods, Mike is leading the way.

DEBBIE
It's a good thing we have this flashlight, otherwise it would be real scary.

They walk a few more steps and the light goes out. They are left standing in the dark.

DEBBIE
What are you doing? Stop fooling around.

MIKE
(teasing)
Don't tell me you're afraid of the dark.

DEBBIE
Okay I won't. I'm allergic to it.

The light pops on and begins to flash, on and off. Debbie pleads.

DEBBIE

Mike, cut it out!

MIKE

Damn! It's this stupid flashlight, it's stuck in the emergency flasher mode.

DEBBIE

Oh great! Why now!

The couple stumbles through the darkness, only making progress when the light is on. They laugh a bit but Debbie soon gets annoyed.

DEBBIE

(cont)

Great flashlight! Did you buy that at K-Mart too?

MIKE

Well at least we have a light. Can you imagine how dark it would be without any light at all.

DEBBIE

Oh no...

The light goes out and doesn't come back on. They stop walking. Silence.

MIKE

Uh oh.

DEBBIE

Mike, don't be an idiot! Stop jerking around with the flashlight.

MIKE

It's really dead now! Don't worry, I'm over here. Take my hand.

Debbie reaches for him. We hear a slap in the darkness.

DEBBIE

You little jerk! That's not your hand. I'll kill you, when I can see you.

Mike doesn't answer, Debbie is alone.

DEBBIE

(cont)

Mike, don't do this to me.
(trying to maintain composure)
Get back here.

It's pitch black, suddenly Mike appears behind Debbie,
underlit by his flashlight.

MIKE

(deep spooky voice)
Good evening! Ha, ha, ha.

Debbie turns, startled.

DEBBIE

(annoyed)

You just lost major points, mister.
(she turns her back on him)

MIKE

Aw come on Deb. It was a dumb joke.

Debbie doesn't respond. Mike throws his arms up in surrender
and walks toward Debbie.

MIKE

(cont)

Look, I'm sorry, it wasn't funny.

Mike goes to embrace her. Debbie whirls around with a Hulk
Hogan maneuver and puts Mike in a head lock, forearm smashes
to the jaw and noogies to the head.

DEBBIE

(Mr. T style)

Don't be messing with my head,
sucka.

She throws Mike down and pins him with her knees on his
chest.

DEBBIE

(Mr. T style)

You ain't gonna get off so easy
next time. Fooool!

MIKE

Okay, okay, I give up.

Mike laughs. Debbie kisses him deeply. Once, twice. Mike is ready. Debbie is distracted by a sound beyond the trees. A pulsating HUMM. She stops.

MIKE

Don't stop now. I'm hot.

DEBBIE

Do you hear that?

MIKE

It's only the beating of my heart.

DEBBIE

No really, there's something over there.

Mike rises quickly, looks toward the sound.

DEBBIE

(cont)

Could be our shooting star.

They look at each other, get up and go towards the sound. The couple work their way through the woods.

32 EXT. CLEARING - NIGHT

32

Mike and Debbie emerge from the underbrush to a clearing and stop, amazed. Their mouths drop open. eyes widen and they stand motionless. Before them looms the Big Top tent.

MIKE

That's no shooting star. It looks like a...

DEBBIE

(she finishes his thought)
Circus tent!

MIKE

What is a circus doing all the way out here? This is a bad location for a show.

DEBBIE

(visibly upset)

Let's get out of here. Something is wrong, this doesn't feel right. Weren't we looking for the shooting star.

MIKE

Forget the shooting star, this looks neat. Let's check this out. Come on.

Debbie doesn't move.

DEBBIE

No, let's go back. I've seen enough.

MIKE

There's nobody around. I'm gonna take a closer look. You can stay here.

DEBBIE

Alone?

MIKE

Well, would you be more scared if you came with me or I left you here?

DEBBIE

(pauses)

If you left me here. Let's go.

They walk towards the tent.

33 EXT. TENT - NIGHT

33

Mike and Debbie arrive at the tent. They walk around, looking for an entrance.

MIKE

This reminds me of the night, me and the Terenzi Bros. tried to sneak into the Dingling Bros. Circus last fall. Rich crawled under the tent flap and all of a sudden we heard these dogs growling and Rich screaming for help. We lifted the flap and saw Fifi and the dancing dogs doing the dirty boogie on him. Everytime Rich tried to get away the dogs growled and snapped at him. It was hysterical.

Debbie starts to smile.

DEBBIE

What happened?

MIKE

They had their way with him.

(beat)

Rich has very fond memories of the circus.

Walking around the tent, they laugh together quietly so they won't be discovered.

On another side of the tent, a YELLOW STREAK of light traces a doorway in the canvas, revealing an opening.

A clown carrying a FISHING POLE exits from the tent.

Mike and Debbie come around just in time to see the clowns walking away.

MIKE

(excited)

Wow, did you see that clown? This is great.

DEBBIE

(reluctantly)

Yeah right.

Debbie feels uneasy. Mike jumps to opening.

MIKE

No one is around, you want to check it out.

Mike enters. Debbie hesitates.

DEBBIE

No! We better not, he might come back.

Mike pops his head out.

MIKE

(excited)

Debbie, you're gonna love this.

(taunts)

Come on. Don't be a baby. Clowns are funny. What are they gonna do? Tickle us to death?

Debbie moans, not wanting to be a killjoy, she reluctantly follows.

DEBBIE

(under her breath)

Oh shit.

Mike takes Debbie by the hand and they disappear into the darkness.

34 INT. BIG TOP CORRIDOR - NIGHT

34

The couple is walking cautiously through a darkened corridor, in and out of pools of colored lights. The corridor gradually brightens as they proceed.

DEBBIE

What kind of circus is this?

As they continue the light gets brighter and we see the walls have a multi-colored candy striped pattern on them.

DEBBIE

Looks like Liberaci's playroom..

MIKE

No, no, this is that new wave
European circus fantastique.

Mike is into it, he plays a sideshow barker in this bizarre circus. He dances around.

MIKE

Hurry, hurry step right up, see the
Circus Bizzaro.

Debbie begins to relax, she nervously giggles at Mike's antics. She follows. As the circus barker, Mike continues.

MIKE

(cont)

Come one, come all, step right up,
little lady don't be shy, don't be
stupid, come see the Tina the
talking Turnip. See the living
Mickey Mouse. See the incredible
Ms. 50/50; half man half women, the
perfect double date.

Debbie can't help but laugh at Mike's insanity.

MIKE

(cont)

That's it my little lady, step right up and see GUMBO, the Toothless Elephant; and folks, right over here, See Belinda, the Bulimic Wonder. Watch her binge and purge before your very eyes.

Debbie tries to stifle her laughing.

DEBBIE

Mike, keep it down somebody will catch us.

Mike quiets down.

MIKE

Okay, okay. Isn't this place great! It must have been decorated by Bozo the Clown.

DEBBIE

I don't know, that clown, it gives me the creeps.

MIKE

Didn't you want to run away and join the circus when you were little.

DEBBIE

Not me, I wanted to run away FROM the circus.

Mike listens intently.

MIKE

(curiously)

Really, how come?

Debbie takes a deep breath and reflects seriously.

DEBBIE

I was five years old. My mom and dad took me to the circus for the first time.

(nervously)

The lion tamers, the acrobats, the tight rope walkers. I guess it was okay.

(more)

DEBBIE

(pause)

But then, this little car drove up and stopped right in front of me. Out came this huge clown! He jumped over to me and lifted me out of my seat. Everybody was laughing.

Mike listens intently.

DEBBIE

(cont)

He threw me on his shoulders and ran out into the center ring. I was petrified. Then other clowns began to dance around, honking horns, squazaking their noses at me. Their caky white faces with yellow eyes and dingy teeth, tormenting me.

(pause)

It was terrifying. I'll never forget those horrible smiling faces as long as I live.

Mike is watching Debbie's face. She is genuinely disturbed about clowns.

MIKE

Don't worry, nothing in here is going to hurt you.

DEBBIE

How much further do you want to go?

Mike turns and looks down the corridor.

MIKE

Let's just go to the end of this hall, to those doors.

They walk a little further and come to three doors; one in front and one door on either side of the corridor. Mike goes into another routine.

MIKE

(ala "Let's Make a Deal")

Okay Debbie which door do you choose? Door #1 or Door #2 or Door #3 ?

Mike's fooling around eases Debbie's fear, she plays along.

DEBBIE

Oh gee Monty, I think I'll take
door number 2 no 1 ... no 4 no 2.
Oh Monty, Monty, Monty.

They both laugh, Mike fumbles, looking for a way to open the door.

MIKE

Perhaps you should have gone for
what was in the box.

Mike hits a button. WHOOSH. A rush of air surges as the door suddenly opens. Their expression changes from laughter to awe. They step through.

Cut To:

35 INT. SPACESHIP POWER CHAMBER - NIGHT

35

Mike and Debbie are standing in the doorway overlooking a cavernous power facility that spirals hundreds of feet below them. From the depths, spinning turbines powered by what seems to be a HUGE GUMBALL MACHINE generate an enormous amount of energy. The couple is dwarfed by the vastness of the interior. They are dumfounded. Debbie grabs Mike's arm as they peer out over the edge.

MIKE

(seriously)

This is no funhouse.

DEBBIE

Yeah and it's no circus either.

MIKE

I can't believe it, so what is it a
nuclear power plant?

DEBBIE

No!

MIKE

Military base?

DEBBIE

No!

MIKE

Missile Silo?

DEBBIE

No!

MIKE

Recycling plant?

Debbie pulls Mike back through the door.

36 INT. BIG TOP CORRIDOR - NIGHT

36

Debbie throws Mike against the wall.

DEBBIE

No, Mike, The shooting star!

MIKE

What are you talking about?

Debbie grabs Mike shoulder and holds him close.

DEBBIE

The shooting star we were looking
for... we're in it!

The sound of footsteps. Mike and Debbie freeze, someone is
coming.

DEBBIE

What's that?

They look down the corridor.

MIKE

I don't know but it's coming our
way.

Shadows stretch across the corridor floor approaching them.
In a panic, they search for a way out.

MIKE

Debbie, door number 1.

Mike opens the door and pushes Debbie into the next room. The
door slams shut behind them.

37 INT. COCOON ROOM - NIGHT

37

Mike and Debbie enter a long meat locker type room.
Everywhere are Doctor Suess type contraptions. A weird
storage facility.

Suspended from the ceiling are a number of FOUR FOOT PINK COCOONS. They seem to be made of a pink fibrous material reminiscent of cotton candy. The couple relaxes safe from immediate danger. They move through the room.

DEBBIE

How we gonna get out of here?

Mike surveys the situation. He notices a sweet syrupy scent permeating the air.

MIKE

What kind of place is this?

Mike sniffs.

MIKE

(cont)

It smells like candy in here. I don't know what we saw out there but this looks like a cotton candy factory.

Debbie looks at him. She can't believe he would think of anything so stupid.

DEBBIE

(serious)

No it's not. Don't you realize where the hell we are? I've never seen anything like this before, you've never seen anything like this before. No one has! I don't believe in UFO's, but if they are real, we're trapped in one now!

Mike

That's too weird. That's National Enquirer stuff. Just calm down, there's got to be a logical explanation for this.

DEBBIE

This isn't what you think it is.

Debbie walks over to the cocoon and takes a closer look.

DEBBIE

This isn't cotton candy. Nobody stores cotton candy like this.

Mike, in an effort to calm Debbie's fears, reaches over and tears a chunk from the cocoon.

MIKE

Look, Debbie ya see.
(holding it to his lips)
I'll show ya.

Mike is about to put the pink substance into his mouth when Debbie looks at where he tore the piece from.

Inside the cocoon, frozen in a death grimace, is a CANDY COATED FARMER GREEN.

Debbie screams. Mike sees Green and spits the stuff from his mouth. They huddle together. Scared.

Sounds of something at the door. The couple run and hide behind some weird machinery.

The door opens and an EIGHT FOOT KLOWN lumbers in. Debbie is about to scream when Mike hushes her with his hand over her mouth.

The clown is carrying a cocoon suspended from a futuristic FISHING POLE. He hoists the cocoon up with the others.

Mike and Debbie are trapped.

The clown moves to the opposite side of the room and begin to operate one of the odd machines.

Mike and Debbie watch in horror as the clown picks up a Dr. Suess space age POPCORN GUN and begins to fill it with a popcorn like substance.

Mike and Debbie take this opportunity to work their way out the door, keeping the cocoons between themselves and the clown. As they get closer to the entrance they pass the freshly hung cocoon.

Mike glances at it and recognizes the contorted body within. Mike is shocked.

MIKE

(whispers)
That's Joe Lombardo.

The clown perks his ear up and turns to them. They've been discovered.

Debbie jumps up and races for the door. Mike is right behind her.

The clown lets out a horrifying SCREECH, picks up his weapon and moves toward them.

38 INT. BIG TOP CORRIDOR - NIGHT

38

Mike and Debbie clear the doorway and bolt down the corridor. They run for their lives.

Behind them, the clown leaps into the corridor, RAMBO-STYLE aims his wacky weapon and fires.

A barrage of POPCORN SPORES blasts down the corridor.

Mike turns around and sees the cloud overtaking them. He pushes Debbie faster.

The POPCORN SPORES are gaining on them. Mike and Debbie are getting closer to the entrance. SPORES closer.

39 EXT. BIG TOP ENTRANCE - NIGHT

39

As Mike and Debbie burst from the tent / spaceship they are hit with a deluge of popcorn spores and knocked to the ground.

MIKE
Are you alright?

DEBBIE
I think so. What is this Stuff?
Popcorn?

MIKE
Popcorn? What the hell are they
doing to us with popcorn!

DEBBIE
I don't want to know.

The couple quickly get back on their feet and race for the woods with popcorn all over them.

Two clowns emerge from the entrance, looking around for their prey. They look left, right, then down and notice a trail of popcorn leading to the woods.

One clown pulls out a long thin balloon, twists it around in his hands and creates a BALLOON DOG. They lumber after them with the balloon dog leading, sniffing the way.

40 EXT. WOODS - NIGHT

40

Mike and Debbie are stumbling their way through the woods. They're scrapping and scratching the popcorn off themselves as they go. The balloon dog raises his head, sniffs, howls then follows.

41 EXT. ROADSIDE WOODS - NIGHT

41

The couple reach Mike's car and pause for a moment. They hear the strange howling of the balloon dog in pursuit. They look at each other.

DEBBIE

Mike, get me out of here!

They get into the car, brushing off as much popcorn as they can.

42 INT. CAR - NIGHT

42

Mike quickly starts the car. Klowns are seen approaching through the back window.

Mike pops the car in gear and accelerates in REVERSE. The car slams into the klowns. Mike and Debbie scream. Mike slams the car into drive and peels out.

A clown leaps out in front of the car. Mike bowls him over, smashing the clown into the windshield.

Debbie screams as Mike takes off, leaving klowns scattered on the ground behind them.

43 EXT. ROADSIDE - NIGHT

43

Mike's Pinto races down the road. The klowns on the ground, suddenly spring up and watch the car disappear into the night.

44 INT. RED PINTO - NIGHT

44

Mike and Debbie are frantic, Mike is hunched over the steering wheel driving wildly, he glances behind them to see if they are being followed. Debbie scrapes the remaining popcorn spores from her body.

MIKE

Get this stuff off me.

DEBBIE

This is insane. Popcorn, why popcorn? What did they think they were gonna do with popcorn?

MIKE

Clowns! They were clowns, that's why.

DEBBIE

They're not clowns.

MIKE

Sure they're clowns.

DEBBIE

No! Not real clowns. That wasn't a circus! You saw the inside. Remember the shooting star. These things are from outer space and they're killing people.

MIKE

Yeah Joe Lombardo, I saw him he was ... dead, ... gone. He was gone. What are we gonna do? We gotta tell somebody!

DEBBIE

That's it Mike, we've got to tell the police.

MIKE

Oh yeah right, we run into the police station and tell them there are clowns running around in the woods killing people with cotton candy. You know what they're gonna do? They'll throw me in the slammer, just for the hell of it. I'm not too popular with the police department.

DEBBIE

No, I'll be with you. I have a friend at the police station. He'll believe us!

MIKE

I don't know. I wouldn't believe it!

DEBBIE

Mike, we have to. Trust me.

MIKE

Okay, I dunno, I guess so. I hope you're right.

45 EXT. ROADSIDE - NIGHT

45

A clown enters and stands on the hill that overlooks town. In the distance, Mike's car races down the hill, towards town. He pauses, turns and begins walking towards town. Other clowns enter and march into town.

46 EXT. POLICE STATION - NIGHT

46

A small town's police station. There is a CRESCENT COVE POLICE STATION sign out front. A police car pulls up and stops.

47 INT. POLICE STATION - NIGHT

47

Inside, we move through the station house. We see the disorganized mess of Officer Mooney's desk. It's cluttered with forms and reports. Up on his wall, a "Ronbo" poster, American flag and a girly gun calendar.

We move further to another desk which is tidy and organized. Above hangs a police academy diploma and several citations of valor.

Officer DAVE HANSEN enters and sits at the second desk. Dave is a twenty six year old police academy graduate. He's a conscientious young man who works hard and believes in his profession. He pours a cup of coffee and settles down to a quiet evening of police paper work.

WHAM, the front door is kicked open. In come two punkers with Officer Mooney right behind them.

Dave's work is interrupted by Mooney's entrance.

DAVE

What's going on Cliff?

MOONEY

Same old shit, I caught them boozing it up in the park.

PUNK #1

We didn't do nothing, we were walking through the park on our way to the dorm and we ah, had a bottle of wine.

PUNK #2

Yeah, it's a beautiful night, we were just walking around. We didn't do nothing.

MOONEY

Walking through the park. What are you two homos on drugs, booze or both?

DAVE

Whoa Cliff, cool down.

MOONEY

Don't tell me to cool down. Who do you think you are? The chief.

DAVE

Don't start that, he left us both in charge.

MOONEY

I'm tired of this shit! What do we have to do, wait till these homos go on a alcohol-drug induced sex murder rampage.

Dave tries to calm down the situation.

DAVE

It doesn't sound like they've done anything serious.

He turns to the punkers;

DAVE

(cont)

You go to Crescent Cove right? Why don't you just stay on campus and do your drinking there? Why do you have come into town?

PUNK #1

We don't have to just stay on campus, we live in this town too.

Mooney gets furious, grabs punk #1 by the collar and smashes his head onto the desk.

MOONEY

Yeah and it's scum like you that
are killing this town.

Dave rushes over and breaks Mooney's hold on the kid. Mooney
leers at Dave motions him to back off. Dave stands firm
between the punks and Mooney.

DAVE

Cliff, take it easy. They're just
college kids.

MOONEY

What's the matter Dave, you gotta
thing for these little boys.

PUNK #2

We just had a little wins. What's
the problem?

MOONEY

You're the problem, you little
shits.

DAVE

Just lighten up.

MOONEY

(righteous)

Back off Dave.

Mooney counts off on his fingers.

MOONEY

(cont)

Open container, public
intoxication, disturbing the peace,
littering and resisting arrest.
They're history. Unless you wanna
rewrite the laws, Mr. Police
Academy.

DAVE

(threateningly)

Look, you've got this problem about
my training. I don't care. But when
you bring somebody into this
station I don't want to see you
beating them up.

Mooney eases up and looks scornfully at Dave. The two punks are quaking in their boots.

DAVE

(cont)

If your going to book em, do it according to procedure. Or I swear Cliff, you and your badge will be history.

There is a stand-ff between the two officers.

MOONEY

I'll tell you what's history, these kids.

Mooney shoves the punkers into the backroom. Dave is upset by Mooney's behavior and sits at his desk. SCREECH! Car breaks, and screams from outside. Dave bolts for the door.

48. EXT. POLICE STATION - NIGHT

48

Dave runs to the outside stops and sees:

SCREEEECH! Mike's car smashes into a newspaper machine before it stops in front of the police station.

Debbie burts from the car and runs to Dave. Mike follows.

DEBBIE

Dave, Dave something horrible's happened on the crest. Somebody's been killed.

Dave is surprised. He grabs Debbie.

DAVE

Wait, wait, slow down, are you okay? Calm down, tell me what happened.

Debbie begins to gain control of herself. Mike stays behind her.

DEBBIE

(settling down)

You have to help us, something horrible is happening. Two people are dead, maybe more, I don't know.

DAVE
Who Debbie? Who's dead?

Mike steps forward.

MIKE
Joe Lombardo, he's dead!

DEBBIE
And some old guy too!

DAVE
Wait a second here, hold on. What
makes you think they were dead?

MIKE
They were hanging there, wrapped up
in these cotton candy things...

Mike fumbles, hesitates to speak the truth.

MIKE
(cont)
...ah cocoons.

DAVE
Cocoon?

MIKE
Yeah cocoons.

DEBBIE
You know cocoons.

Dave turns to Debbie.

DAVE
Debbie, come inside and explain
this to me. I want to help you but
first I have to understand what's
going on.

Dave leads Debbie then Mike into the station.

49 INT. POLICE STATION - NIGHT

49

Dave seats Debbie by his desk, Mike stands quietly behind
her. Dave sits at his desk.

DAVE

Now slowly, from the beginning.

DEBBIE

Okay, let's see, we were at top of the world. We saw a shooting star and we went to find it. Instead we found this circus tent and went inside. That's where we saw those people wrapped up in cotton candy cocoons. Dave, it's not a circus tent it's something else.

Debbie slows down, afraid to reveal the unbelievable details.

DEBBIE

(cont)

It was like a giant factory, or power plant, something strange...

MIKE

(interrupts, excited)

It was a spaceship and these things, these killer klowns came after us and shot popcorn at us. We barely got away.

Mooney steps into the room. He has heard most of the conversation.

MOONEY

Killer Klowns from outer space?? Sounds pretty incredible. Pretty unbelievable. Kid.

Mike is aghast. Mooney approaches. He is the one person Mike wanted to avoid. Mike steps behind Debbie.

DEBBIE

Dave please believe us. We're telling the truth.

MOONEY

We'll let me tell you something honey. I was just up there and there's nothing going on...

Debbie interrupts politely.

DEBBIE

Excuse me, we were talking to Dave.

Mooney is about to say something but shuts up. Dave looks at Mooney sternly.

DAVE

Hold on, they say some people are dead, let's hear them out.

MOONEY

Right Dave, clowns, cotton candy, flying popcorn. That's it, make a fool of the police department. I told you, I was up there. Who you gonna believe me or this little tramp?

Dave loses it when Mooney insults Debbie.

DAVE

(angry)

You're out of line. I'm handling this.

He turns to Debbie.

DAVE

(cont)

Okay, Debbie who's your friend.

Debbie hesitates for a moment, she's a little embarrassed.

DEBBIE

Oh, this is Mike. He ...ah goes to Crescent Cove too.

DAVE

You two were up there at Top of the World. Together.

Debbie feels awkward, as though Dave is prying. Mooney has been eyeing Mike. Suddenly it dawns on Mooney.

MOONEY

I know you, you little shit.

He points to Mike.

MOONEY

(cont)

YOU hang out with those Terenzi Brothers.

(more)

MOONEY

(cont)

Clowns, I get it. This is another one of their stupid stunts to sell ice cream from that truck those hoodlums are running around in. Oh now I really believe this.

(confident & sarcastic)

You better go now Dave, go before the clowns take over.

(threatening)

And when you get back from saving the world; I want a full written report, so I can show it to the chief when he gets back here Monday.

Dave is furious. Mike looks at Dave.

MIKE

It all happened just like we said.

DEBBIE

It's true.

Dave hesitates, thinks for a moment, then bursts into action.

DAVE

Okay, you two come with me.

Mike and Debbie are relieved. Dave gathers his gear and escorts them out. Mooney watches. As Dave exits, Mooney pokes his head over the counter.

MOONEY

Go ahead Dave, make a dummy of yourself but you're not gonna make a dummy outta me.

50 OMITTED

50

51 INT. POLICE CAR - NIGHT

51

Dave gets in the front with Debbie, and Mike gets in back. The car pulls away. Dave is behind the wheel, fuming.

DAVE

Okay, we're going up there to check this out.

(turns to Debbie)

But first I'm taking you home.

Mike is speechless. Debbie is put off by Dave's order.

DEBBIE

(spoiled child)

No way, I'm going with you. You
can't tell me what to do.

Mike perks up and nervously leans forward. Dave takes
control.

DAVE

Debbie listen to me.

DEBBIE

(angry)

Don't tell me what to do. I'm going
back up there with you!

DAVE

No you're not! If there's any
trouble I want you to be safe.

Mike is confused by their argument. Why is Debbie acting this
way to a police man?

DEBBIE

Stop babying me. I can take care of
myself. Look, I don't want to get
into this again. I don't have to
listen to you. You're not my
boyfriend anymore! Alright? So stop
trying control my life.

Mike falls back into his seat and feels like crawling under a
rock.

MIKE

(to himself)

Boyfriend?

Dave is embarrassed. He continues quietly.

DAVE

(sadly)

You're right, I'm not your
boyfriend anymore, but that doesn't
change the way I feel about you.

DEBBIE

(annoyed)

Dave. Not again. We've been over this before. You know how I feel about...

(grits her teeth)

...marriage right now. Please!

(steaming)

Don't do this to me.

DAVE

You go home or I'll take you back to the station and lock you up for safe keeping.

DEBBIE

(frustrated)

I hate you!

Dave turns to Debbie and smiles.

Debbie hates being told what to do but is forced to give in. Mike is feeling extremely uncomfortable.

52 EXT. DEBBIE'S APARTMENT - NIGHT

52

The police car pulls up in front of Debbie's house. A two bedroom townhouse just off campus. Dave leans over and begins to speak to Debbie. Debbie cuts him off.

DEBBIE

Can I speak to Mike, outside...

DAVE

(obligingly)

Okay.

Mike feeling awkward, gets out and walks Debbie to her door.

MIKE

Your old boyfriend? Now I'm in for it. He'll kill me up there!

53 EXT. DEBBIE'S FRONT STEPS - NIGHT

53

They reach the front steps.

DEBBIE

No Mike, I'll follow you up there.

Mike frightened but stern.

MIKE

You don't want to go up there.
I don't want to go up there. Look,
do what he says. Stay here and lock
the doors. I'll come over
later...if I'm still alive.

Dave sees the two huddled talking. Debbie notices. She grabs Mike and gives him a very "theatrical" kiss good-bye. Mike glances over to the car.

MIKE

(hopeless)

Great timing, Debbie.

Mike walks down path and stops halfway and looks back to Debbie, then continues towards the police car. He moves to get in the front seat, but changes his mind and gets in the back seat. The police car pulls away and heads up the hill.

54 EXT. DOWNTOWN DISTRICT - NIGHT

54

Klown feet hitting the pavement.

Distorted reflections in windows and on surfaces as the klown moves through town.

The klown stops at MYER'S DRUG STORE. He acts like a ROBOT DISPLAY KLOWN.

Two pretty girls walk by and giggle as they enter the store.

The klown does a funny little turn and follows them in.

55 EXT. PARK - NIGHT

55

Downtown Crescent Cove Memorial Park, with a bandstand in the center.

A college student is finishing a Big-Top Burger as he walks around the bandstand.

He carelessly tosses the remains up into the bandstand.

He continues, and gets the mess tossed back at him.

He stops, looks up at the bandstand - no one.

He walks up the stairs and sees a KLOWN standing in the bandstand.

Amused, the kid walks into the handstand and watches.

The clown places his hands behind his back. He fumbles around, pulls out one hand and surprise!

On it, is a cute little GIRL HAND PUPPET. He reveals his other hand and it has a cute little BOY PUPPET on it.

The puppets kiss. She pushes him away and says no. He says yes. She says no! He says yes and advances.

She screams and runs. A puppet chase ensues.

The kid is entertained.

The girl hides behind the clown's head and when she comes out she is armed with a toy RAY-GUN.

The boy puppet stops with his arms up. The girl puppet pulls the trigger and blows him away.

ZAP. All that remains is the smoking sleeve.

The clown's hand pops back up.

The kid is relieved.

The girl puppet points the ray-gun at the clown. He shakes his head, "Oh no".

The puppet turns the gun toward the kid and fires.

ZAAP! A pink ray shoots out and the kid is enveloped by a pink fibrous material. The kid is now encased in a pink cotton candy cocoon.

The clown blows away the pink smoke from the barrel of the little ray-gun.

56 INT. MYERS DRUGSTORE - NIGHT

56

The clown works his way through the store tossing items about and gathering various other items in his arms. He turns the corner and knocks over a huge rotating display case. CRASH! MR. MYERS, the elderly pharmacist peers out from behind the counter.

57 EXT BIG TOP BURGER - NIGHT

57

A Big Top Burger sign is flashing in the background as a clown enters frame.

Big Top Burger is a fast food hamburger joint with a distinctive circus decor. A clown motif is evident throughout the restaurant and the adjoining playground.

58 INT. BIG TOP BURGER - NIGHT

58

Inside, families are enjoying the food; three ring burgers, high wire fries and flying burritos.

At one table, two families are catching a bite after an evening of miniature golf. A mother enters and puts down a handful of ketchups.

MOM #1

Here's some more ketchup. Now sit sit still and eat your hamburger.

A little girl is fidgeting around, not too interested in eating. She grabs a few ketchup packs, tears them open and puts way too much ketchup on her burger. She scrapes off some with a french fry, pops it into her mouth and begins to munch feebly on her burger. She's not very hungry, having already finished the best part of her meal, a chocolate shake. The mothers are preoccupied with their conversation about their miniature golf game.

MOM #1

This isn't as much fun as it use to be.

MOM #2

It is if you're the winners. Well you know the rules, the losers pay for the meal.

She takes a big bite of her burger.

MOM #2

(food in her mouth)

Let's see we've beaten you at ping pong, bowling and now golf. How would you like to beaten next? Shuffleboard, monopoly? We certainly do enjoy our victory feasts.

Mom #1 look at her overweight friend, notices her rolls of flesh under her sweats.

MOM #1

Yeah, and it's beginning to show.
Maybe you should think about losing
a little, Lorraine. You know what I
mean?

MOM #2

(good natured or stupid)
Ho, ho, come on now. Let's not be
sore losers. You'll have your day
sometime, maybe. But I doubt it.

The little girl continues to play with her food. She looks up
and sees;

59 EXT. PLAYGROUND - NIGHT

59

In the playground of the restaurant is a killer clown. He's
sitting on a hobby horse, slowly rocking back and forth. He
waves at the little girl.

She gently waves back.

The clown begins to play PEEK-A-BOO with the girl.

She plays along, amused.

The clown then motions her to come out.

60 INT. BIG TOP BURGER - NIGHT

60

The girl turns to her mom, who is engrossed in conversation.

GIRL

Oh mommy, can I go out to the
playground. I want to see the
clown.

MOM #1

No honey not now, I want you to
finish your hamburger first.

The little girl is disappointed. She takes a bite of her
burger but can't finish.

The clown is coaxing her out.

She turns and looks at her mom, then back to the clown. She
takes her burger, slides it under her napkin, looks to her
mom.

The klown gets up from the horse, a big, broad smile stretches across his face.

The mom's are still gabbing away, we see the little girl's empty seat.

The little girl is walking toward the doorway to the playground.

The klown is leaning forward, gesturing the girl toward him. Behind his back, the klown is holding a formidable CANDY STRIPED Mallet. The klown is drooling at the mouth with anticipation.

The little girl is moving toward the door, getting closer and closer.

The klown is waiting.

The little girl is at the door. She pulls on it but is not quite strong enough to open it. A man nearby reaches over and let's her out.

The klown smiles.

The door is closing behind her, when a HAND comes in and pulls the girl back.

The mother has the little girl by the shoulder, dragging her back into the restaurant.

MOM #1

I told you to finish your hamburger, not hide it. What's gotten into you young lady. When I tell you something I expect you to obey me.

61 EXT. PLAYGROUND - NIGHT

61

The klown is furious at this near miss. His smile breaks into a toothy grin. His eyes burn with anger.

A SOUND diverts the klown's attention. He turns and walks to the back of the building.

62 EXT. BACK OF RESTAURANT-NIGHT

62

A Big Top employee is dumping trash into a huge dumpster, banging and clanging the trash can. He goes back into the restaurant.

The clown approaches the dumpster. He looks into it and sniffs. WEEEEEEEEOOOOOOOHHHHH. The clown screeches out and steps back. What a stink. The clown opens his MAGIC BAG. It is full of POP CORN SPORES. He reaches in and pulls out a hand full. He sprinkles the spores inside the dumpster. His task completed, the clown turns and sneaks away into the darkness.

63 INT. MRS. FRANCO'S FRONT DOOR - NIGHT

There is a knock at the door. MRS. FRANCO a middle aged housewife opens the door and comes face to face with a killer clown holding a large HEART SHAPE BOX OF CANDY. She turns her back to the clown and says:

MRS. FRANCO

Oh Jim. Is this from you? How sweet.

64 INT. POLICE STATION-NIGHT

Back at the police station, reading his Soldier of Fortune magazine, Officer Mooney is fixing himself a strong drink from his hidden stash. The phone rings. Mooney answers.

MOONEY

Greenlawn police station, Mooney speaking. Yeah, what.....calm down I can't understand you. Hum.....what? (pause)

Mooney is listening to a frantic phone call. His expression changes from concerned to annoyed.

MOONEY

Clowns huh.....Yeah, yeah, and
now they're at your door. Alright,
who is this? (CLICK)

There is an abrupt hang up on the other end. Mooney looks at the receiver.

MOONEY

Stupid kids with their pranks. I'll shoot 'em all.

Mooney returns to his seat, takes a long swig of his drink.

MOONEY

Rich little bastards. Daddy sends them to fancy schools so the police department can babysit the brats.

Mooney takes another drink. The phone rings. He breaks, mid-drink and fumbles for the phone. As he reaches for the receiver he spills his drink all over the magazine and papers on his desk. He's agitated.

MOONEY

Police station, hold a second.

Mooney tries to clean the mess, shakes off his magazine. Then continues.

MOONEY

What's the problem?

(pause)

Wait a minute. Who is this? Oh, Mr. Myers.

65 INT. MYERS DRUGSTORE - NIGHT

65

The klown has a huge stack of candy on the counter. Mr. Myers peeks his head over the top. He is talking on the phone.

MYERS

Oh Cliff, I think I have a bit problem here.

66 INT. POLICE STATION - NIGHT

66

Mooney is on the phone. Another phone rings.

MOONEY

Wait a minute. Not you too Mr. Myers? Hold on!

Mooney grabs the other phone. Answers.

MOONEY

Yeah, police station. Mooney here...What you too?...On they took your wife away in a balloon. You don't need the police pal, you need a psychiatrist.

Mooney slams the phone down and goes back to Mr. Myers line. There's no voice just weird CALLIOPE MUSIC over the phone. He slams the receiver down.

MOONEY

Do the Terenzi brothers have the whole town in on this? The hell with'em all. If they want to play games they're messing with the wrong guy. I'll make them sorry they ever thought of this stunt.

67 EXT. OPEN FIELD - NIGHT

67

Dave and Mike are walking to the edge of the woods where the Big Top spaceship is.

MIKE

It's right here through these trees.

Mike is leading the way and points to the clearing.

MIKE

Wait a minute. Where is it?

Mike is shocked when he sees an empty field with a HUGE HOLE where the tent had been.

DAVE

That's what I want to know. Where is it?

MIKE

I don't know! It was there. Where that hole is. I swear it. Me and Debbie saw it.

DAVE

(patiently)

So you're saying that hole is where the tent was. The tent made that hole. Is that what you're telling me?

MIKE

(hesitating)

Yeah, yeah it was here, its gone and left a hole. We saw it, that's a fact.

Dave is angry, taken for a fool.

DAVE

I'll tell you what the facts are, you said people were being killed. Where are the bodies?

Mike is mortified.

MIKE

I don't know. I saw Joe Lombardo dead. I can only tell you what I think I saw.

DAVE

Oh, so now you just "think" you saw.

MIKE

No, I know what I saw, I just can't prove it. My proof is gone.

DAVE

Yeah. Turn around.

Dave puts handcuffs on Mike. Mike begins to resist.

MIKE

Hey, what are you doing?

DAVE

Shut up, I don't want to hear anything more out of you.

Mike shuts up.

DAVE

(cont)

You kids! Mooney was right, got nothing better to do but cause trouble. Well, you're not gonna get away with it this time.

MIKE

Get away with what? Debbie saw the same thing.

DAVE

(upset)

Yeah, she did, didn't she.

Dave pushes Mike back toward the car.

68 INT. DEBBIES LIVINGROOM- NIGHT

68

Scantily furnished, collage type decor, cinder block end tables, milk crate bookshelves, overall neat with a feminine touch.

Debbie enters from the kitchen holding a glass and a bottle of wine. She stands nervously, reflecting on the evenings events and Mike whereabouts. Helpless. Debbie impatient, picks up the phone and dials.

PHONE

(v.o.)

Greenlawn Police Dept. Officer
Mooney here.

Debbie doesn't say anything. She has second thoughts.

PHONE

(v.o. cont)

Who is this? ... Come on who is
this?...

Debbie gives up, talking to Mooney is useless, she hangs up.
She takes a drink of wine directly from the bottle. She
stands and ponders. She slowly looks up and sees her
reflection in the mirror. She's a mess, dirty and drained
from her experience.

DEBBIE

What a night!

She goes upstairs.

69 INT. POLICE CAR DRIVING - NIGHT

69

Silence, Dave is steaming, he is reflecting on the events;
facing Mooney and Debbie's betrayal.
They drive past Top of the World. Dave glances over and notices
something isn't quite right. He drives by then stops. Dave
looks back, pauses then backs into Top of the World.

70 EXT. TOP OF THE WORLD - Night

70

The police car pulls up and stops.

MIKE

What's wrong?

DAVE

Just stay here.

Dave gets out with his flashlight and walks towards the cars.
Everything seems normal except no kids.

Silence. He looks into a car, the door is locked and the keys
are in the ignition.

Dave is puzzled. No radios, no lovers. He shines the
flashlight around, a glint off of a Bronco truck catches his
eye.

He walks over and notices pink strands hanging from the aerial. He touches them, they are sticky like a spider's web.

He follows the strands around the truck to the other side. He looks in but the windows are fogged. He reaches for the handle and slowly opens the driver's door.

The interior is a tangled web of pink cotton candy. Dave is shocked.

He leans in and notices something on the seat. He pulls it from the pink mass. He holds them in the light to inspect them, a pair of EYEGLASSES (Bob McDevitt's).

Suddenly, a noise behind Dave, he whirls around and shines his light. It's a raccoon rummaging through the garbage.

Dave is relieved. Urgently, he returns to the police car.

He opens the back door. Mike is worried about police brutality.

DAVE

Get out, turn around.

MIKE

Hey, what's going on? You're not gonna hit me, are you?

DAVE

Turn around. I said.

Mike turns his back to Dave.

MIKE

Look, I'm sorry about Debbie. I didn't know she was your girlfriend!

DAVE

(angry)

Just drop it, okay?

Dave uncuffs Mike and shows him the glasses.

DAVE

Take a look at this.

Mike recognizes the pink cotton candy fibers.

MIKE

(excited)

That's the stuff! That's the stuff
that was wrapped around Joe
Lombardo. Where did you find this?

DAVE

Over on that Bronco.

MIKE

That's McDevitt's truck.

DAVE

Who?

MIKE

Bob McDevitt! He was up here with
us and those are his glasses.
They've got him, he's dead.

DAVE

(urgent)

Come on.

They hop into the front seat of the car.

71 INT. POLICE CAR - NIGHT

71

MIKE

So do you believe me now? It's like
I said. Everything I told you was
true, you see...

DAVE

Hold on Mike, I found some pink
fibers, that doesn't verify your
story.

(pause)

I believe something's happened. Now
tell me EXACTLY what went on here
tonight.

72 EXT. TOP OF THE WORLD - NIGHT

72 *

Dave peels out and they head back for town quickly.

73 INT. BATHROOM - NIGHT

73

Debbie enters the bathroom, reaches into the tub and turns
the shower on.

She begins to undress. As she pulls off her sweater we notice a few spores fall to the ground.

She tosses the sweater into the hamper, with several spores still clinging to it. She shakes her hair out, scattering spores around the bathroom.

She takes off her shirt and pants, as they hit the floor we see a popcorn spore start creeping under the sink.

Debbie hops into the shower, the camera moves across the floor to the hamper where we hear the strange springy sounds of popcorn spores.

DISSOLVE TO:

74 EXT. BEHIND BIG TOP BURGER - NIGHT

74

The dumpster is emitting the same kind of SPRINGY SOUNDS.

At the restaurant, a door opens and the night manager shouts out orders as an employee drags two giant plastic bags of trash toward the dumpster.

The kid hates this job. The boy lifts up the lid and tosses one bag in. The springy sounds start popping louder and attract his attention.

He pauses looks around then toward the dumpster. He heaves the second bag in, closes the lid and walks away.

BOING, the springing sounds are louder and greater in number. He hears it, pauses then continues to walk away.

A louder BOINGG!! He stops, turns and walks back to the dumpster.

Slowly, he opens the lid. He cautiously leans his head into the dumpster and peers in.

SPPROOONG!!! Swish, in a flash SPRINGY THINGS zip out of the darkness attach themselves to the boy.

He struggles, kicking for an instant then is pulled into the dumpster with amazing speed.

The lid snaps shut. We hear the muffled screams of the boy mingled with the curious springy sounds.

75 EXT. ROADSIDE - NIGHT

75

Dave is racing Mike back to town.

76 INT. POLICE CAR - NIGHT

76

Mike has just completed a calm, detailed account of his "klown adventure".

MIKE

Look we thought the police were the only ones that could help.

DAVE

It's okay, you did the right thing. We'll head back to Pierce and see if we can track down your friend McDevitt.

MIKE

(excited)

Why? He's dead! His girlfriend's dead! The klowns got them all!

DAVE

We don't know that for sure...I'll call the State Police in Marlborough, they have a lab. Maybe someone up there can tell us what this stuff is, because it's not cotton candy.

Mike is relived, he settles back into his seat.

MIKE

Yeah, finally. That's what I've been telling you.

Mike and Dave are quiet for a while. Dave glances at Mike. He has something to say.

DAVE

Look I'm sorry I was a little rough on you back there. It's been one hell of a night for me.

Mike feels very awkward.

MIKE

Gee, What can I say? I didn't know. About Debbie.

DAVE

Look, it's got nothing to do with you, really. It's me.

(pause)

It's obvious she goes for laughs, not stability.

Mike smirks, then wonders if he's been insulted.
Dave looks blankly at Mike.

MIKE

Forget it. Just take me home.

DAVE

Home, no way. We have to follow this up.

MIKE

I just told you everything I know.
It's dangerous. This is your job.
You got the gun. I'm no hero.

DAVE

I'm no hero either. I have a job to do.

77 EXT. TOWN BUS STOP - NIGHT

77

A group of five people are waiting for a bus. There's a pair of college students, a black nurse, a fast food employee and an old man. Some are sitting on the bench, others are standing nearby.

A bus zooms by without stopping. Magically, a Klown's standing at the bus stop.

The klown comes over and stands by the nurse.
She looks at him, he tips his hat and squeaks like a squeaky toy.

She glances at the other people. Some are amused, others are uninterested.

The klown picks up his bag and steps away from the crowd.

He spreads his hands out wide with large theatrical movements.

The crowd watches curiously, waiting with anticipation.
What's he going to do?

The clown brings his hands together and magically creates HUGE ANIMAL SHADOWS on the wall in front of him.

A twelve foot bunny shadow hops across the brick facade. The clown peers over to the crowd of spectators.

The old couple turn and look from their bench and the Pierce students huddle closer for a better look.

The clown manipulates his hands into a different position creating a little horse which gallops along the wall. Some of the spectators clap. One boos.

The group slowly gathers together, commenting on the performance.

The clown flexes his arms, throws them around wildly and finally clasps his hands together to create a phenomenal interpretation of Washington crossing the Delaware.

CROWD

Ooohh, aahhhh.

The crowd reacts enthusiastically.

78 INT. POLICE CAR - NIGHT

78

Mike is still trying to get out of helping Dave. Pleading to have Dave take him home.

Mike is looking around outside.

MIKE

Just drop me off here, I'll take the bus home.

DAVE

You're the only lead I have.
Remember you're the one who has seen these things.

Mike looks across the road. His eyes widen, his mouth drops open. He stammers.

MIKE

Look over there! A clown!!

Dave turns to look and slows down.

79 EXT. BUS STOP - NIGHT

79

Dave's police car pulls up and stops across the street from the clown, who is doing a marvelous Statue of Liberty shadow.

80 INT. POLICE CAR - NIGHT

80

Mike is frantic.

MIKE

There he is, a clown. I told you.
Go out there and shoot him. Get him
Dave. Kill him!

DAVE

Calm down, will you? Let me check
this out.

81 EXT. BUS STOP - NIGHT

81

The clown continues performing his shadow miracles. He turns with an evil sneer toward the spectators.

They are looking up, engrossed in the visuals.

The clown slowly changes the shadow from a HULA GIRL in motion to a HIDEOUS SERPENT with fangs. It hisses and rears back, tossing it's head side to side.

The crowd shudders. The clown emits an evil laugh.

The serpent shadow leaps off the brick wall and devours the group of spectators in one fatal swoop. They scream and kick as they are swallowed by the huge shadow monster.

It retreats to the wall, where it turns back into the clowns hand.

82 INT. POLICE CAR - NIGHT

82

Dave and Mike are in complete shock at what they have just seen.

MIKE

Holy Shit!!!

DAVE

Oh my God. I can't believe it!

83 EXT. BUS STOP - NIGHT

83

The clown turns. From his clenched clown claw we hear the muffled cries of the devoured spectators. They are trapped by some deranged alien magic. He opens his bag and empties the contents of his hand into it.

84 INT. POLICE CAR - NIGHT

84

Mike loses it.

MIKE

Shoot'em. Shoot'em. Kill the clown.

Mike panics. He grabs the wheel, puts his foot on the gas and race toward the clown.

MIKE

Run him over. Kill'em.

Dave tries to stop Mike, but he is overpowered by Mike's panic. They struggle at the wheel.

DAVE

What are you crazy? Let go of the wheel!

The police car comes screeching from across the street, zig-zagging towards the clown.

MIKE

Hit'em, kill'em!

85 EXT. BUS STOP - NIGHT

85

The clown straightens up and stands motionless, watching the approaching car.

Inside, Mike and Dave are fighting at the wheel careening toward the clown.

The clown face smiles with teeth glaring. HISSSSSS!
Mike and Dave scream. The police car races for the clown.

The split second before the impact, the clown JUMPS straight up and out of sight.

The police car slams into the bus stop, knocking over garbage cans and the bench before stopping.

86 INT. POLICE CAR - NIGHT

86

Mike and Dave are a little dazed, but recover quickly.

DAVE

What are you doing? You could have gotten both of us killed. Don't ever...

MIKE

I'm sorry I freaked out. Where is he? Did we get 'em?

They look forward at the front of the car. Nothing. They look at each other. They slowly move to the side windows.

87 EXT. BUS STOP - NIGHT

87

Looking down on the police car, Dave and Mike pop their heads out the windows and look up.

DAVE

I don't know. I don't see him anywhere.

MIKE

He's gone. He went straight up.
He's gone.

88 INT. POLICE CAR - NIGHT

88

They pull their heads in.

DAVE

I've seen enough.

Dave grabs the microphone and calls in.

DAVE

One baker 5 calling. This is Dave.
Cliff do you read me. Over.

RADIO

(static)

One baker 5. Mooney speaking. I was a little worried, thought the big bad clowns got ya. Over.

DAVE

Mooney, I want you to listen. Don't say anything. I want you to call the State Police and get help. There ARE clowns and they ARE killing people. Over.

89 INT. POLICE STATION - NIGHT

89

Mooney is at the radio desk talking to Dave.

MOONEY

Let me get this straight. There are clowns and YOU'VE seen them. That's it Dave! Screw you and your college flunkies. I've had enough of this from you and everyone else. I know what you guys are trying to do. Break me down, drive me out of the force. Well, it'll take more than this lame prank to get Clifford Mooney to throw in his badge. Fuck you, over.

Mooney slams the mike down and turns the radio off.

90 INT. POLICE CAR - NIGHT

90

Dave is furious. Cut off.

DAVE

Mooney, this is an emergency.

Mooney. He cut me off.

(turns to Mike)

That son of a bitch, cut me off!

Dave tries to start it up again.

DAVE

I've gotta get to the station. I don't know what I'm gonna say, but I've got to get through to the State Police.

A scream rips through the night. Mike and Dave turn to the sound.

91 EXT. ALLEY - NIGHT

91

From an alley, two young girls run screaming.

Behind them, bursting from the darkness, a HUGE KLOWN SHAPE pursues them. They split to the sides as the thing tears out of the alley.

Mike and Dave are shocked at this new clown horror.

The KLOWN DEMON races across the intersection.

It is the BOBO Happy Time ice cream truck, with no one driving. Close behind race two figures clad in white uniforms. It's Rich & Paul Terenzi.

92 INT. POLICE CAR - NIGHT

92

Dave reaches for his gun. Mike restrains him.

MIKE

No wait. That's no killer clown,
that's the Terenzi Brothers.

DAVE

The Terenzi Brothers?

MIKE

Look, get to the police station and
radio for help. I'll catch up with
my friends and try to warn people.

Dave agrees

DAVE

Okay, but tell everyone to stay
indoors. Don't do anything stupid!

93 EXT. ALLEY/INTERSECTION - NIGHT

93

Dave starts the car, Mike jumps out. Dave peels out and races
away.

Mike runs down the street. He rounds a corner. he hears a
CRASH. Pauses then continues.

94 EXT. INTERSECTION - NIGHT

94

The runaway ice cream truck has been stopped by a pile of
trash bags and garbage cans. The two brothers are standing by
the truck yelling at each other.

RICH

You idiot, you left the truck in
gear.

PAUL

Don't yell at me. You were driving.

RICH

What, I gotta do everything.

PAUL

Can't you do just one thing right.

RICH

This whole ice cream thing was your idea.

PAUL

My idea? Your the one that said we could get girls this way.

RICH

No I didn't. You did!

PAUL

No, you did!

Mike enters.

MIKE

(out of breath)

Hey Rich, Paul. Am I glad to see you guys.

PAUL

Hey Mike, how you doing? Want some ice cream? We got lots of Dip Cicles left.

Mike grabs them by the shoulders.

MIKE

No, no. Something horrible has happened. I need your help.

The brothers are surprised at Mike's urgency.

RICH

What are you talking about?

PAUL

Something wrong?

MIKE

There's no time to explain. There are klowns going around killing people.

Rich and Paul look at each other, dumfounded.

RICH & PAUL

HUH?

MIKE

Look, me and Debbie were up at make out point tonight and we followed this spaceship and saw these klowns carrying cotton candy cocoons and shooting popcorn. There's this circus tent spaceship that isn't there anymore but we were there and we saw the whole thing.

Rich and Paul look at each other.

RICH

(to Paul)

And they say we're crazy.

Rich looks at Mike.

RICH

So?

Paul smiles then thinks.

PAUL

(seriously)

Who says we're crazy?

Mike is pissed and grabs the two of them.

MIKE

I'm not fooling around guys this is serious. You gotta believe me. You're my friends.

PAUL

What do you want us to do? We have ice cream to sell.

MIKE

Paul this is more important than ice cream. There are klowns killing people. We're all in danger.

Rich and Paul look at each other.

PAUL

Well we haven't sold that much ice cream tonight.

RICH

We haven't sold any.

Mike releases his hold on the two. It seems hopeless.

MIKE

Look guys, help me. Just take me to Debbie's house. I think she's in danger.

RICH

Does she have any roommates?

Mike thinks of a lie to fool them.

MIKE

Yeah, two beautiful roommates.

(pause)

With big tits.

PAUL

Do they like ice cream?

Mike is losing his patience.

MIKE

THEY LOVE IT!!!

The brothers look at each other, smile.

RICH & PAUL

What are we waiting for?

The brothers hop into the truck, Mike follows. In the cab of the truck Rich and Paul start arguing about who will drive. Rich takes the wheel and Paul argues as they drive away.

95 INT. DEBBIE'S BATHROOM - NIGHT

95

Debbie is in the shower. She soaps herself and reaches up and takes the shower massager and moves the pulsating stream of water across her body.

96 INT. POLICE STATION - NIGHT

96

Mooney is sitting back in his chair, sipping his booze and smoking a stogie. Phones are ringing all around him. He pays no attention to them.

MOONEY

Fuck ya's all. You ain't gonna get the best of me. I it made through Mei Ping in Nam and I'll make it through this bullshit!

A loud DOOR BELL rings. Mooney turns and sees an EIGHT FOOT KLOWN walk into the police station. It walks right up to Mooney and stops at his desk. Motionless. Mooney is surprised but pleased.

MOONEY

Well, whoop-de-god-damn-de-do!!

What do we have here?

Mooney looks closely at the clown. He stands up and leans forward, inspecting the clown from head to toe.

MOONEY

Well boy, I think you made a big mistake. You're in my territory now.

The clown magically produces a colorful bouquet of flowers and thrusts it into Mooney's face. He looks at the flowers suspiciously. Mooney looks back at the clown with contempt. A stream of BLACK LIQUID comes squirting from the flowers, hitting Mooney in the face. Mooney lurches back. He is pissed.

MOONEY

(flustered)

Why you...ah...I oughta shoot you right now.

Mooney wipes his face, walks around the desk, pulls out his cuffs. He turns the clown around.

MOONEY

I'm supposed to inform you of your rights. Well, you ain't got no rights in Mooney's jail.

Mooney slaps the cuffs on the clown's wrists and spins him around to face him.

Mooney needles the clown.

MOONEY

I want to introduce you to my friend, BILLY the CLUB.

Mooney pushes the clown forward holding onto the cuffs around it's wrists. The clown moves forward. Mooney is left holding the clown's hands. Mooney curses, throws the cuffs down. He grabs for his gun and stalks after the clown.

97 INT. POLICE STATION, JAIL CELLS - NIGHT

97

The clown shuffles in, Mooney follows, gun drawn. The clown turns to face him.

MOONEY

Alright, get your hands up.

The clown raises his arms. Sleeves empty. Mooney is steaming. Clown hands pop out. Mooney is furious now. The clown is making fun of him.

Mooney opens the cell door and shoves the clown in. Before Mooney closes the cell he whacks the clown on the back of it's head.

The clown doesn't react. Mooney is scared. The clown's head spins around on it's shoulders, 180 degrees facing Mooney. It smiles.

Mooney is shocked. He slams the cell door on the clown and steps back. The clown rotates it's body to right it's head.

MOONEY

I don't know who you are, but
before this night is over you'll be
begging for mercy.

The clown pulls out a PARTY FAVOR. Puts it to his lips and blows. It unfolds and shoots through the cell bars towards Mooney. The tip turns into two CANDY STRIPED HANDS that grab Mooney by his shirt collar. Mooney is shocked. The hands tear Mooney forward slamming him into the cell bars, knocking him out. The punkers in the next cell watch horrified.

98 EXT. BAR BACK ENTRANCE - NIGHT

98

A group of four bikers and their biker chicks are parked behind a sleazy bar. They are just hanging out, drinking beer and revving their bikes.

Suddenly a bright light blares on the group. They shield their eyes to see what's coming. There's the sound of a powerful motorcycle approaching. A single headlight moves toward them.

Into the group rides a small clown atop a CHILD'S TRICYCLE. He sweeps by and stops.

The clown slowly climbs off the bike.

The bikers are laughing their heads off, making comments.

Black Biker
Hey look at what we have here.
OOOOhh, it's Big Bad Bozo coming to town.

One especially large biker, SLUG, is watching with his old lady, SHEILA. Slug gets off his bike and makes his way toward the klown pushing through the other bikers.

SHEILA
Get'em Slug.

SLUG
Watch this.

Slug steps up to the klown.

SLUG
Hey clowny, mean bike you got there.

The klown reaches out and honks the little horn on his handlebars. BEEP BEEP.

Slug looks back at his gang with a mocking sneer. He turns back to the klown and runs his hand gently on the tricycle.

SLUG
You know bud, you sure are one ugly clown, but this is one fine machine you got here. Bet you tear up the road with this beauty. Can I take a ride pal?

The klown shakes his head no. It rattles.

SLUG
Oh please, pretty please. I'll take real good care of it.

The klown shakes, No. Slug turns to his gang, sad. Then back to the klown.

SLUG
(disappointed)
If I can't ride it can I beep the horn?

The klown nods, Yes. Slug rears up, hands clasped.

SLUG

Oh, thank you.

Slug reaches down slowly, grabs the handlebars and wildly smashes the tricycle on the pavement. The gang hoots and cheers madly.

The clown stands by, passively watching Slug bash his bike into a tangled heap.

Slug drops the mess down in front of the clown.

A black biker from the crowd whispers to an associate.

BLACK BIKER

Shoulda let the man ride his bike.

SLUG

Oh I'm sorry. I seem to have broken your bike.

The clown looks down at the mess. The bikers laugh.

:

From the back of the crowd Sheila yells.

SHEILA

Tweek his nose, why don't cha.

Slug smiles, loving the center ring attention.

SLUG

Why I think I will tweek that big ol' red nose of yours.

Slug reaches down for the nose.

The clown quickly grabs his wrist, holding it still, right in front of his nose.

Slug grimaces in pain, surprised by the little clown's strength. Slug can't back down with his gang watching. He musters all his strength and breaks free. Slug pulls out his switchblade.

SLUG

Ok clowny face. I'm gonna cut that nose off and give it to my girl.

Sheila smiles.

Slug tosses the knife back and forth between his hands. The clown jumps out of frame.

The clown lands back in frame wearing CARTOON BOXING GLOVES. He bops around in a zany sparring routine, poking, jabbing and sometimes hitting himself in the head.

The gang is amused. Slug becomes bold again, edged on by the crowd.

SLUG
What are you going to do?
(turns to his gang)
Knock my block off?

Slug turns back to the clown. SPROOOONGG!! The clown's glove shoots from his sleeve and smashes Slug in the face.

The gang screams and is splattered with blood. SLUG'S HEAD bounces, hits the wall and comes to rest by a trash can.

The clown is standing quietly while Slug's decapitated body quivers and flops to the ground.

The gang panics. They hop on their bikes and race away. Sheila can't get the big bike started, it falls. She screams and runs away with her fat ass bouncing in her stretch pants.

The little clown sneers an evil, toothy smile.

99 INT. DEBBIE'S BATHROOM - NIGHT

99

Debbie is just finishing her shower. Turns off the water and reaches out through the curtains for her towels. She grabs it, wraps it around her body and steps out. She grabs another towel and begins to dry her hair.

We move around the bathroom, focusing on the hamper. It is bulging in and out. We hear the eerie SPRINGY SOUNDS. Something in it is ALIVE.

100 EXT. POLICE STATION - NIGHT

100

Dave pulls up in his police car and screeches to a stop.

101 INT. POLICE STATION - NIGHT

101

Dave bursts into the station. The lights are all out. Dave turns on his flashlight. The phones are ringing off the hook. He picks one up.

DAVE
Hello, Crescent Cove Police
department,...

Dave is interrupted by screams on the line. Glass is breaking, things getting smashed all with CALLIOPE MUSIC in the background. The line goes dead. Dave slams the phone down.
He looks around. No one.

DAVE
Mooney. Mooney, where the hell are
you?

Dave notices something on the floor. GIANT ORANGE FOOTPRINTS lead a winding path to the jail cells in the back. He draws his gun and cautiously approaches the door.

Grabs the knob and slowly turns it. Dave is sweating. He throws the door open and jumps to the side. He peers in. Nothing. He relaxes for a moment, his head down.

Dave raises his gun and walks slowly toward the back.

102 INT. JAIL ROOM - NIGHT

102

Dave carefully opens the door and walks into the jail room. His eyes follow the prints up and around, his face distorted with fear and amazement. The floor and walls are covered in MULTI-COLORED FOOTPRINTS.

DAVE
Mooney. Are you back here?

Dave walks to the second cell, it's open.

The flashlight beam falls on a large pink mass stuffed into the corner. It is a cocoon like the one Mike described. He moves toward it.

He needs to know if there's a body inside and who's body. Dave touches the fibrous material and tears some from the cocoon.

It's the same stuff he removed from the car at Top of the World. We hear (not Dave) a SOFT SQUISHY SOUND. Dave looks more closely at the cocoon.

He can faintly see a figure inside. He reaches for it. A squishy tearing sound. Dave hears it, turns and looks behind him.

He looks up and SQUARSH, the candy coated corpse of a punker comes sliding down. It is hanging half out of a cocoon stuck to the ceiling.

Dave startled falls back and scurries out of the cell. He backs up against the wall, repulsed. He takes a breath, stands and staggers into the front office.

103 INT. POLICE STATION - NIGHT

103

Dave staggers through the office, we see the EIGHT FOOT KLOWN sitting at the desk behind him.

The clown slowly spins his chair around to face Dave. SQUEAK. The chair squeaks. Dave freezes, he's afraid to turn around.

He turns slowly and sees the clown sitting, smiling at him. Mooney sits up in his lap. His eyes are glazed his expression one of sheer terror. Mooney speaks;

MOONEY

Hey Dave, who was that lady I saw you with last night?

Mooney is dead; being manipulated like some deranged ventriloquist dummy. Dave is in TOTAL GROSSED OUT SHOCK. He stands there dumfounded.

MOONEY

Don't be afraid, Dave. We only want to KILL YOU!

The clown pulls his hand out of Mooney's back, shaking entrails from his hand. It lifts Mooney off his lap and drops him to the floor.

Mooney's dead face hits the linoleum.

The clown rises, Dave stands helpless. The clown moves toward Dave, it pulls out a PUPPET RAY GUN and points it at Dave.

Dave pulls out his gun and fires at the clown.

The clown squeaks with each bullets impact and continues to advance. It shoves the desk out of it's way like a toy. Dave shoots again and again at the clown's body.

Dave sees it's useless, raises his sights to the clown's BULBOUS RED NOSE. He pauses then fires. BANG!

The nose shatters in a RED BLOODY MASS, confetti shooting out of it's nose. It goes into convulsions as it emits ear splitting shrieks. The clown spins like a TOP.

Dave stands back amazed.

Faster and faster it spins until it bursts in a fireworks like explosion.

Dave collapses, sits down trying to regain his composure. He can hardly believe what he has just witnessed.

STATIC from the radio snaps Dave from his trance.

RADIO

(static)

This is Marlborough State Police Station HQ calling, come in Greenlawn. Dave, Mooney please check in, is anyone there? Do you read me? Over.

Dave perks up, races to the mike and answers.

DAVE

Marlborough State P.D. this is Greenlawn P.D. calling. Emergency! Do you copy? Over.

RADIO

Jesus Christ! Dave is that you? We've been trying to get through to you for the last hour. What's going on down there? Over.

DAVE

Jack! Thank God, we need your assistance. The towns gone crazy, people are being killed. Do you copy? Over.

RADIO

Yes, we copy. What is the nature of the emergency? Over.

Dave hesitates. What can he tell them?

DAVE

Jack there are maniacs dressed up as clowns on a killing spree. Over.

RADIO

Maniacs, clowns, who are these people? Over.

DAVE

Jack you've known me for three years, you gotta listen to what I'm going to tell you. They're not people, these clowns are some kind of creatures, things...things from another planet. You've got to believe it. There are people being killed, Officer Mooney is dead. Killed by one of these things. I know, I saw it. Send all available units with riot gear immediately. Over.

Silence, no response. Dave calls back. Serious.

DAVE

Jack, believe me. Please believe me. Over.

Static.

RADIO

Dave, we copy. You sit tight buddy, calm down, assistance is on the way. Over.

Dave sits down relieved help is on the way. He tries to collect his thoughts what to do next, who to contact...

DAVE

Debbie!!

Dave jumps up, races over to the gun rack. He pulls out a couple of rifles. He dashes to ammo cabinet. Piles stacks of cartridges in his pockets. Dave races out of the police station.

104 INT. ICE CREAM TRUCK - NIGHT

104

Mike is sitting in the front cab with the Terenzi brothers, on their way to Debbie's house. Rich is driving. Mike is still trying to convince the guys that there are killer klowns.

PAUL

Klowns from another planet? Sounds pretty weird to me. Tell me more about Debbie's roommates.

MIKE

Aww come on you guys. You're beginning to sound like Mooney.

RICH

Oh now I'm insulted, I never been
so insulted in all my life.

PAUL

Sure you have.

RICH

Look, cocoons, popcorn guns,
monster shadows. What do you think
we are?

PAUL

We're not as stupid as we look.

Mike gives up.

RICH

This isn't the first wild thing
you've tried to put over on us.

PAUL

Remember Hidden Lake.

MIKE

Forget Hidden Lake. This is
different.

RICH

We would have to be total morons to
believe this clown invasion crap.

PAUL

Yeah, if there are killer clowns
running around, then I'm Porky Pig.

The ice cream truck turns the corner. Screeches to a halt.
All three look and see:

105 EXT. STREET - NIGHT

105

In the street before them, a large VACUUM TYPE MACHINE is
moving down the center of the street. It is a wanky, bulbous
machine with a clown perched on top operating a swinging arm
with a huge vacuum hose.

Clowns emerge from the buildings, carrying cocoons and
balloons. The cocoons are placed in the street to be sucked
up while the balloons are placed in racks on the back of the
vacuum machine. The clowns continue with their ghastly task
in a methodical manner.

A middle aged man bolts out of hiding and makes a mad dash down the street away from the machine.

A clown turns, sees the fleeing victim, pulls out it's puppet ray gun and blasts the man.

Mike, Rich and Paul see the man hit with a pink ray and enveloped in a COTTON CANDY COCOON. It falls to the ground in front of their truck.

106 INT. ICE CREAM TRUCK - NIGHT

106

Mike, Rich and Paul look at each other with blank stares.

PAUL

(stuttering ala Porky Pig)
Th.. th... that's all folks!

MIKE

Let's get the hell out of here.

The guys scream, as Rich whips the truck into reverse, rips the gears into first and peel out down the dark street.

107 INT. DEBBIE'S BATHROOM - NIGHT

107

Debbie walks into the bathroom, dressed. She brushes her hair. Debbie sips some wine. She is worried about Mike. Her eyes begin to tear. She can't grasp what is happening. She doesn't want to be alone. The fear is creeping up on her again. She hears noises through out the house.

She hears a springy sound come from the cabinet behind her. She turns to it.

In a flash something bursts toward her out of the hamper; two small abhorrent KLOWN JACK IN THE BOXES with dripping snapping jaws.

Debbie jumps backwards, barely evading the slashing fangs. She slams into the sink, immediately the medicine cabinet bursts open and another JACK IN THE BOX creature lunges.

This one digs it's teeth into Debbie's shoulder. She screams but the thing is amazingly strong and she can't free herself. She struggles in agony to reach the aerosol can on the counter.

Just as she is about to grab it, a second clown leaps from the cabinet and bites into her shoulder. She falters for a moment.

In desperation, she grabs the can and sprays it in the eyes of the klowns. They release her and emit an unearthly shriek and spring wildly about in agony.

Debbie slams the cabinet doors closed on them. The hamper klowns hop toward her. She kicks the hamper and it falls in front of the door. Her escape is blocked by the HAMPER KLOWNS. She looks for another escape.

Slowly behind her, the toilet lid begins to open. Rising menacingly behind her is a larger, even more gruesome JACK IN THE BOX DEMON.

It snarls, revealing its corroded dripping fangs. It recoils on its spring like some huge cobra preparing to strike.

Debbie whirls around and comes face to face with the thing.

It lunges. She falls backwards into the tub.

The thing snaps at her. She cowers back, looks up and sees the shower massager.

It snaps at her again. She cowers back.

With lightning speed, Debbie grabs the massager and shoves it down the things throat.

She reaches for the faucets and turns the shower on.

The force of the water whips the creature around wildly.

She grabs the shower curtain, runs at the creatures blocking her exit, throws the curtains over them and leaps out the door.

108 INT. DEBBIE'S APARTMENT - NIGHT

108

Debbie runs, and falls at the door.

She's dazed for a moment, then hears a knock.

109 INT. LIVING ROOM - NIGHT

109

Debbie hears Mikes voice.

MIKES VOICE

Debbie, Debbie, Debbie it's me...

DEBBIE

Mike, thank god...

The voice continues to repeat her name.

Relieved, Debbie throws open the door.

She is confronted by a leering 8 FOOT KLOWN saying;

KLOWN
(Mike's voice)
Debbie, Debbie, Debbie it's me,
it's me.

Debbie slams the door in terror. She is about to lose her mind. She throws her back to the door.

BANG! BANG! SLAM! The klowns are trying to break down the door.

Debbie backs away from the door.

Sounds of drills and jack hammers are heard. The door is starting to give way.

Debbie is freaking out. She backs into the livingroom, looking for an escape.

She dashes to a window and climbs up onto the ledge.

110 EXT. DEBBIE'S HOUSE - NIGHT

110

Outside are 4 KLOWNS dressed in FIREMENS GARB. They are holding a net yelling;

FIREMEN
Jump, Jump, Jump...

111 INT. DEBBIE'S APARTMENT - NIGHT

111

Debbie screams and falls back inside.

A CRASH is heard as the door breaks open in a CUT OUT shape of a clown.

Debbie turns and backs right smack into an EIGHT FOOT KLOWN.

It picks her up by the shoulders and holds her face to face.

Debbie screams. The clown smiles.

The clown throws her down on the couch. She turns to the clown.

Two more klowns have entered the room.

Debbie huddles back into the couch screaming.

The largest clown throws a colored fireball at Debbie. There is a blinding flash. Debbie screams and is now encased in a YELLOW BALLOON.

112 INT. ICE CREAM TRUCK - NIGHT

112

The guys are racing to Debbie's house, Mike barking out directions.

MIKE

Take a left.

They screech around the corner.

MIKE

And now make the first right.

The truck races through the neighborhood, Mike sees Debbie's house.

MIKE

LOOK!!

They look forward and see,

113 EXT. DEBBIE'S HOUSE - NIGHT

113

Debbie's front door has been cut through and her house is covered with colorful, shiny streamers. A big clown is getting into a MIDGET CAR carrying a giant YELLOW BALLOON. The clown car pulls away with the balloon dangling outside. Debbie is inside the balloon screaming. The ice cream truck stops in front of the house.

RICH

Wow, look at that.

MIKE

Don't stop, they've got Debbie.

PAUL

What about her roommates?

MIKE

They're getting away Rich. We can't lose them they've got Debbie.

The truck peels out in pursuit.

114 EXT. STREET - NIGHT

114

In another part of town, Dave is racing to Debbie's house. As he approaches an intersection, he hears a strange siren and comes screeches to a stop. The clown car races past with the DEBBIE BALLOON whipping behind.

115 INT. POLICE CAR - NIGHT

115

Dave is momentarily startled. He snaps out of it when the BOBO ice cream truck speeds by in pursuit. Dave recognizes the vehicle.

DAVE

Mike!!

Dave jams his car in gear, peels out and chases after the group.

116 EXT. STREET - NIGHT

116

The clown car races by followed by the ice cream truck.

117 INT. ICE CREAM TRUCK - NIGHT

117

The boys are racing.

MIKE

Rich, we're losing them. Can't you go any faster.

RICH

What do you want? This is an ice cream truck not a Formula one racer. But here goes.

118 EXT. STREET - NIGHT

118

The truck surges forward. Dave's police car closes the gap.

119 INT. ICE CREAM TRUCK - NIGHT

119

They're racing along. Paul looks in the side mirror and sees the police car with sirens blaring.

PAUL

(frantic)

Hey Rich, The cops. Stop the truck!

Mike reacts.

MIKE

Dave!

Rich slams on the brakes, hard.

120 EXT. STREET - NIGHT

120

The Ice Cream truck stops in the middle of the road. The police car comes screeching and smashes into the rear end of the truck.

121 INT. ICE CREAM TRUCK - NIGHT

121

The boys recover from the impact.

PAUL

Oh shit! Rich, now you did it!

RICH

I did it? What do you mean? You told me to stop!

PAUL

I told you to pull over.

RICH

No you didn't, you told me stop, so I stopped.

PAUL

I meant pull over.

RICH

If you meant pull over, you shoulda said pull over!

Mike ignores the brothers and hops out of the truck.

122 EXT. STREET - NIGHT

122

Mike runs to the police car, it is smashed into the back of the ice cream truck. The front end is crumpled and steam rises from the engine. Dave is behind the wheel, dazed.

MIKE

Dave, Dave, you alright.

Dave straightens up recognizing Mike's voice and gets out of the car. He looks at the damage then at Mike.

DAVE

What the hell are you guys doing?

From the back of the ice cream truck Rich and Paul's eyes peer out from the windows. They look around, then disappear.

MIKE

They've got Debbie!

Dave grabs his shotgun.

DAVE
Get in the truck!

They rush to the cab of the ice cream truck. Dave hops in the drivers seat.

123 INT. ICE CREAM TRUCK - NIGHT

123

Rich and Paul emerge from the rear. Rich has his license and registration in hand.

RICH
Gee I'm really sorry officer, I was
feeling a little queasy. I have
a...

Dave abruptly interrupts.

DAVE
Which way were they heading?

MIKE
(frustrated)
Down this way. We've lost them now!
I don't know where they went.

Dave looks down, thinks. Looks back up. Starts the truck.

DAVE
I do.

The truck peels out.

124 EXT. ROAD SIDE - NIGHT

124

A winding cliff-side road leading to an abandoned amusement pier way off in the distance. The ice cream truck zips over the hill and races into the distance.

125 EXT. AMUSEMENT PIER BOARDWALK - NIGHT

125

A elderly security guard is at the entrance of the FUN HOUSE making his rounds. He stops, eases down on one of the benches to have a midnight snack. He pulls out a bag and begins to eat a sandwich.

He is distracted by a PUTT PUTT sound. He is in mid bite when the clown car pulls up beside him. The guard swallows hard and stares at the car.

A CIRCUS FANFARE begins. The door of the car swings open and before his disbelieving eyes, ONE, TWO, THREE, FOUR, FIVE, SIX klowns appear. Four from the interior, one from the trunk and one from under the hood. They all stand facing the guard.

GUARD

The park is closed boys. I'm going to have to ask you to leave.

Miraculously, FLUFFY CREAM PIES pop into each clown's hand.

GUARD

(cont)

Hey, whatcha gonna do with those pies, Boys?

In the blink of an eye, the guard is smacked against the wall and hit with a barrage of pies. (more pies than anyone has ever been hit with) They stop. The guard, covered with cream slides down the wall into a mass resembling a disgusting banana split.

One clown grabs the Debbie balloon as the group parades into the funhouse. The last clown plops a BIG MARASCHINO CHERRY on top of the dissolved guard and scurries after the group.

Headlights streak across the funhouse entrance and creamed outline of the guard.

The ice cream truck pulls up. The guys jump out, Dave grabs the shotgun and turns to the group.

DAVE

Now, stay together.

The Terenzis wander over to the mass of goo. Rich yells:

RICH

Hey, look at this stuff!

Mike and Dave join them.

PAUL

Looks like a wad of melted ice cream.

Dave notices a flashlight with a gnarled skeleton hand attached.

DAVE

It's not.

Dave looks to Mike. They're both worried.

DAVE

Let's go!

126 INT. FUNHOUSE - NIGHT

126

They enter the funhouse, it's pitch black with shafts of colored light cutting through the eerie darkness. Dave turns to Mike and gives him a flashlight.

DAVE

Take this, I'll go first.

(to Terenzis)

You guys, no fooling around. Stay together. We don't know what the hell is in here.

They proceed down the narrow, winding passage. Grotesque, painted funhouse faces loom out of the darkness.

PAUL

(fooling around)

OOOHHH, scary!!

MIKE

Dave, did you get through for help?

DAVE

Yeah, help is on the way.

MIKE

Did you tell them it's an invasion?

DAVE

(puzzled)

I told them...

(beat)

...but I don't really believe it myself. Where did they come from? Why are they here? Why clowns?

MIKE

They're not clowns. They're some kind of animal from another world that just to look like clowns. Maybe their race were the ancient astronauts that visited our planet centuries ago and our idea of clowns comes from these creatures.

PAUL

Then how come they're not funny?

RICH

(thinking aloud)

Maybe they're from a dying planet.
Maybe their sun pooped out and they
need a new place to live.

MIKE

Maybe they're using us for
experiments, to dissect and study.

DAVE

Then they're intelligent. Why don't
they communicate with us? Talk to
us instead of slaughtering us.

PAUL

Maybe they're just cruising through
the galaxy and stopped here for a
bite to eat.

The group stops in their tracks and looks at Paul. Maybe Paul
is right. Dave breaks the spell.

DAVE

Okay, quiet down. Let's not give
ourselves away. We've got to find
Debbie.

They continue, quietly and cautiously.

127 INT. MIRRORED CORRIDOR - NIGHT

127

The group walks through a corridor filled with wanky mirrors.
Their reflections bend and contort with every step.

Mike and Dave do not react to their reflections. Rich and
Paul are amused, watching their distorted reflections
metamorphosing.

Behind one mirror a killer clown can be seen watching their
every move. It sneers an evil grin.

128 INT. SMOKE ROOM - NIGHT

128

The group enters another room, this one has a stream of smoke
floating above their heads with shafts of light beaming
through. They feel their way along the wall, slowly.

Paul sees a LARGE RED BUTTON on the wall. He looks at it
inquisitively, then presses it.

A blast of COLORED SMOKE shoots up from the floor under Mike,
lifting him in the air. He screams, dropping the light.

They all scream. Mike hits the ground, they all gather around him. Dave asks Mike.

DAVE

What happened? What did you do?

PAUL

I didn't do anything.

They all look at Paul, suspiciously. Paul cringes, innocently.

DAVE

(orders)

Don't touch anything, okay. This place is probably booby-trapped.

They move ahead cautiously. At the end of the corridor there is a door. Dave reaches for the knob. He turns back to the group.

DAVE

I want everyone to stay close, stick together. I don't want to have to run around and save you guys too.

RICH

No problem, we can handle it.

Dave throws the brothers a dubious glance. He turns to the door, pauses then throws the door open. SWISHHH, The Terenzi brothers drop from sight through the floor. Dave and Mike turn to see the brothers gone.

DAVE

Where the hell did they go? I thought I told them to stay close. Now we gotta find them.

MIKE

Don't worry about them, they do this all the time. The Terenzi Brothers are like cats. They always land on their feet.

129 INT. FUNHOUSE SOMEWHERE - NIGHT

129

Rich and Paul land hard in a sea of multi-colored foam balls. They shake themselves off. Look up, then around to get their bearings. They look at what they've landed on then at each other.

In front of the guys, two pairs of clown feet slowly descend.

The boys look up.

Standing before them are two UGLY FEMALE KLOWNS with big tits, they smile at the boys. Rich and Paul sit there helpless. Paul smiles.

PAUL

Are you Debbie's roommates?

130 INT. BIG TOP CORRIDOR - NIGHT

130

Dave and Mike continue down a corridor, following a low humming sound. Things begin to look familiar to Mike, like the interior of the big top tent he was in earlier.

MIKE

Hey, this looks like the tent Debbie and I were in. And that sound.

Mike sees a door.

MIKE

Over there, That door. Go inside.

The two slip into the room.

131 INT. COCOON ROOM - NIGHT

131

The door shuts behind them. Inside are cocoons and balloons arranged neatly in rows. There are hundreds of them. Mike and Dave are stunned at the number of victims.

MIKE

This is where we were before. Where we saw Joe Lombardo's body. Looks like they've got the whole town.

DAVE

This is incredible. We've got to find Debbie. What color balloon was she in?

Mike thinks.

MIKE

Ahh... it was yellow.

DAVE

Well let's get to it.

They race around the room, looking through the rows of cocoons for Debbie's balloon.

Suddenly, the door opens and a clown enters. Mike and Dave freeze, then sneak behind the cocoons.

The clown closes the door behind him and stands blocking the exit. It searches the room, darting it's head around. Listening, sniffing. The clown walks toward the guys. It stops at a cocoon, sniffs it and squeezes it. He moves to another one and repeats the routine. Mike and Dave are scared, confused.

The clown is inspecting the cocoons and coming closer to them.

Dave slowly reaches for his gun.

The clown stops. He seems to have found one to his liking. The clown looks around to check if the coast is clear, then pulls out a large TWIRLY STRAW.

Mike and Dave watch curiously as the clown pokes the straw into the cocoon.

He places it to his lips and begins to suck. A bright red liquid comes spiraling up the twisting straw into the clown's mouth.

Mike and Dave are totally disgusted. The clown is sucking the juices of the victims encased in the cocoons. UHGG!! The clown sucks until there is no more. He smacks his lips and burps.

Mike and Dave understand the clowns motives. They are speechless.

The clown exits through a door on the far side of the room. opens.

Mike and Dave follow and look through a port hole on the door.

DAVE

Oh God!

They both look and are shocked.

132 INT. FOOD PROCESSING PLANT - NIGHT

132

Through the porthole is a huge Dr. Suess-like machine. Klowns are loading cocoons onto a conveyor belt that take them into the spinning and churning contraption. At the opposite end, neat pink wafers emerge with klowns sifting powdered sugar on them. Other klowns are stacking and carting them away. There are thousands of wafers.

133 INT. COCOON ROOM - NIGHT

133

Mike and Dave pull back from the porthole, shocked and drained.

MIKE

Paul WAS right. They are hungry.
They're going to eat everyone.

Dave grabs Mike, trying to calm him down.

DAVE

Calm down, we have to find Debbie
before it's too late.

They jump into action, searching wildly through the cocoons and balloons. Row after row of cocoons. Blue, red, orange, green balloons. Then WHAMMO, there it is. The big yellow balloon.

DAVE

Hey, here it is. Is she in here?

Mike runs to him. Looks into the balloon. Inside we can faintly see Debbie screaming to them.

MIKE

That's her. She's alive.

He turns to Dave.

MIKE

How do we get her out?

Mike pounds on the balloon. His fists bounce off, no effect. They try to rip at it, but nothing seems to break it. Dave steps back and draws his pistol.

DAVE

Stand back.

MIKE

What are you doing?

DAVE
I'm going to shoot it.

MIKE
You can't, you might kill her.

DAVE
She'll be dead anyway.

Mike steps back. Dave points the gun to one corner of the balloon.

DAVE
Get ready to run! Debbie get over to the side.

Dave jams the pistol into the balloon, pulls the trigger and BLAAMMO!! The balloon shatters and Debbie falls to the floor. Debbie gasps for air as Mike and Dave reach for her. Debbie embraces Mike, Dave stands by comforting her.

MIKE
Debbie are you okay?

DEBBIE
Oh God, I was suffocating. I thought I was going to die.

A SCREECHING ALARM is sounded.

134 INT. PROCESSING PLANT - NIGHT

134

A clown's head is rotating around and around on it's shoulders, emitting the ear splitting sound. Klowns are being alerted. They rush about.

135 INT. COCOON ROOM - NIGHT

135

A red light is blinking on and off as the screech alarm blares. Mike, Dave and Debbie get up and start for the door. Dave stops, looks at all the other balloons.

DAVE
Wait, I can't leave. There might be other people still alive in these balloons.

Mike and Debbie are at the entrance when a hatch opens at the far end of the room and klowns see them. They've been discovered. Dave races to the door.

DAVE
We're too late for the others. Get
going!

136 INT. CORRIDOR - NIGHT

136

Dave, Mike and Deboie pause for a brief moment at the door. They look down the corridor to the direction they came in. Two klowns are racing toward them, their escape route is blocked.

MIKE
Look !! What do we do?

Dave tosses Mike a revolver, points his shotgun toward the oncoming klowns.

DAVE
Mike, SHOOT THE NOSE, kill the
klown.

Dave opens fire, Mike follows. The klowns explode in a whirlwind of confetti.

Our group dashes in the another door and head deeper into unknown territory.

137 INT. FIREPOLE CORRIDOR - NIGHT

137

They run to the end of the corridor, DEAD END. No doors, no hallways, just a FIREMAN'S POLE extending through the ceiling and floor. Mike and Debbie stand there, dumfounded.

MIKE
What now?

DAVE
Down, everyone, go down.

Mike looks down, hesitates.

MIKE
Hey, we don't know what's down
there.

Debbie pushes him out of the way. She leaps onto the pole.

DEBBIE
Nobody is going to put me in a
balloon again.

Debbie slides down the pole into the darkness below. Mike is about to follow. Dave sees a clown round the corner.

DAVE

Go Mike go!!

Dave shoves Mike down, turns fires at the clown then slides after the others.

138 INT. TILT-A-ROOM - NIGHT

138

Dave slides down, he is grabbed suddenly by four hands and yanked abruptly off the pole. Mike and Debbie stand at the pole holding onto Dave.

DAVE

Hey, why'd you stop here?

Debbie points down the pole hole and sees; a TOOTHY HORRIBLE CREATURE, waiting in the depths below.

DAVE

Good reason. Is everyone ok?

They look around, they're in the middle of a long dark corridor.

MIKE

Which way?

Dave

Does it matter? That way!

With their first step, the corridor becomes alive. Tilting and swaying back and forth knocking them around.

DEBBIE

What the hell!! The hallway's alive!!

DAVE

Keep going, quickly. We can't stay here!

The group runs as quickly as possible stumbling and falling through the churning corridor. They slowly make their way down to the end.

139 INT. TIGHT ROPE ROOM - NIGHT

139

The tilting room ends. Mike, Debbie then Dave stop at the entrance of another room. Stretched out before them is a YELLOW TIGHT ROPE suspended across a dark room. They run across it with no difficulty. (the rope is a visual gag for the film audience)

140 INT. TILT-A-ROOM - NIGHT

140

Meanwhile, klowns are running through the wacky corridor in pursuit.

141 INT. TIGHT ROPE ROOM - NIGHT

141

The rope begins to angle upwards like a staircase. They walk with no effort. At the top of the steps there is a door. Mike is about to open it.

DAVE

Careful, open it slowly and stay to the side.

Mike opens the door and proceed cautiously. The door is verticle on this side;

142 INT. ROOM OF DOORS

142

But opens up from the floor on the other side. This disorients the group as they enter one by one. They are now in a small room with four doors surrounding them.

DAVE

This is impossible. There's got to be a way out of this.

MIKE

This isn't getting us anywhere.

DEBBIE

Where do we go from here. Which door do we pick.

DAVE

Well let me figure this out.

MIKE

Figure what out. You don't where the hell we are. We could be running around in circles.

DEBBIE

We can't be sure of anything in this place.

DAVE

Hey look everybody, just shut up. I'm in charge here. I don't want anymore people getting killed. We have to be careful which door we pick.

MIKE

What are you talking about. One door is as good as another.

Mike grabs a doorknob and swings a door open. Standing in the door frame are three LARGE KLOWNS listening at the door. They straighten up and start to move toward them.

Mike jumps to the side, yells to Dave who blasts at them with his shotgun. Mike slams the door, sounds of klowns disintegrating. They're safe.

A fist breaks through and grabs Debbie's foot. She falls to the ground, kicking and screaming. Mike and Dave run to her. Dave can't shoot for fear of hitting Debbie. Mike tugs on Debbie, trying to free her. Debbie is kicking wildly.

DEBBIE

Get your god damn gloves off me you red nose freak!

Debbie kicks the clown in the nose and BLAM, it shatters and the clown falls back. Debbie gets up and grabs Mike.

DEBBIE

I hate klowns!

Dave points to the door where he just killed the klowns.

DAVE

Open the door.

MIKE

What?

DAVE

Just open the door.

Mike obeys and opens it. Nothing on the other side but some confetti floating down.

The group run out as another clown enters and looks around the now empty room.

143 INT. FISH ROOM - NIGHT

143

The group runs into a GIANT FISH HEAD thing, right down it's gullet.

144 INT. FISH BELLY - NIGHT

144

They run through a narrow room of hundreds of balloons. They pop their way through.

145 INT. FISH ROOM - NIGHT

145

The group run out of another GIANT FISH HEAD. Balloons rise from the mouth like bubbles, as they exit.

146 INT. CANDY STRIPPED CORRIDOR - NIGHT

146

Our group is walking down a CANDY STRIPPED corridor when they reach the another door at the end.

DEBBIE

Damn, I can't take this anymore.

MIKE

Not another door! What more can happen?

Behind them they hear HORNS honking. They turn to see a hoard of klowns on the hunt, running down the candy stripped hall toward them.

MIKE

HOLY SHIT!

Mike tears open the door.

MIKE

HOLY SHIT!!

There's another door behind the first door. He flings the second door open.
Klowns are racing toward them.

MIKE-DEBBIE-DAVE

HOLY SHIT !!!

Mike tears open a third then a fourth door. Dave fires his shotgun, CLICK. Out of bullets.

Klowns coming.

Mike rips opens the fourth door and it opens up into a dark room. Our group runs through and close the door behind them, just in time.

Klowns bang on the door.

147 INT. FUNHOUSE PLAYGROUND - NIGHT

147

Dave is holding the door closed. He takes his shotgun and wedges it against the door, blocking it shut. Mike and Debbie turn around, shocked. We pull back and reveal, they are standing in an immense PLAYGROUND ARENA.

DEBBIE

Where do we go now?

DAVE

Run to the other side.

The group run across the playground floor. From behind some CRAZY ABSTRACT SHAPES, klowns appear and cut them off.

Mike, Dave and Debbie stop and run to the right. More klowns pop up, holding strange weapons.

They run to the left, cut off by more klowns. They are TRAPPED.

The klowns are slowly corralling them toward the center. Mike, Debbie and Dave have backed up into a lighted area on a GIANT TIERRED PLATFORM in the center of the room.

The klowns move in on them, closer and closer.

They come to the edge of the platform and stop.

DAVE

What are they going to do now?

MIKE

Shoot'em Dave! Shoot'em!

DAVE

(sarcastically)

Yeah okay, I'll take the two on the right. You take the rest of them.

Mike, Debbie and Dave look at each other with despair.

DEBBIE

This certainly has been a night to remember.

All around them are klowns. Twenty of them with guns and clubs, bats with nails in them, catchers mitts; all in all a rather formidable clown army.

The klowns climb up after them.

CRASH !! A loud rumble is heard from the playground wall.

The klowns turn to the sound.

Something is bursting through the wall.

Mike, Debbie and Dave look to the wall.

Through the wall bursts the BOBO ice cream truck. Inside, clothes ripped to shreds, lip stick all over them, the TERENCEZ BROS. to the rescue. The truck stops mid way through the wall with the giant Bobo head rocking back and forth.

The klowns have been momentarily distracted.

Mike, Debbie and Dave can't believe what they are seeing.

MIKE

The Terenzi Bros.

Bobo speaks.

BOBO (v.o.)

Stop! Leave them alone.

The klowns are confused. We hear the Terenzis arguing over the loudspeaker.

BOBO (v.o.)

Paul: Um, um, I ah...

Rich: Give me the mike.

I am the great and powerful Bobo. I command you to stop. Do not hurt them, let them go! You will obey me. Let them go!

Paul: Hey, give me back the mike.

Rich: No way, it was my idea.

Paul: What do you mean, it was my idea.

The klowns back off. Seizing the opportunity; Mike, Debbie and Dave race down the platform, through the klowns to the truck. They greet the Terenzi Bros.

MIKE

Am I glad to see you. How did you know we were here?

The brothers look at each other.

RICH
We didn't.

PAUL
We thought we were breaking out.

Dave interrupts.

DAVE
We're not out of here yet.

Spotlights shine down on the huge center platform. The Klowns mysteriously disappear behind the abstract playground pieces. Our group is confused.

MIKE
What the hell is going on?

Debbie points upward.

DEBBIE
Look!

The group looks up. Descending from the ceiling, comes a huge dark shape.

DAVE
Everybody in the truck! Let's get out of here!

Mike and Debbie get into the truck and Dave goes to the rear to remove debris. Rich pops the truck into reverse, slams on the gas. The tires burn rubber, but the truck won't move. It's wedged solidly in the hole in the wall.

The huge shape continues its descent from the ceiling.

Mike yells from the truck.

MIKE
It's no use. We're stuck!

DAVE
Try again.

The truck rocks back and forth, then stalls. Mike and Debbie hop out.

DEBBIE
We're stuck.

DAVE
Keep trying!

Rich attempts to restart the engine but the truck won't turn over.
Debbie and Mike look at the platform as the huge shape touches down. Dave joins them.

DAVE
What the hell is that?

Slowly the huge mass straightens up. Mike grabs Debbie. The thing rises to it's terrifying full height. They shudder as the FIFTEEN FOOT MARIONETTE MONSTER KLOWN stands on the platform.

Debbie embraces Mike. It is the end.

148 INT. ICE CREAM TRUCK - NIGHT

148

Inside the truck the Terenzi brothers have seen the giant.

PAUL
I don't want to play here anymore,
let's go home.

Rich tries to start the stalled truck again.

149 INT. FUNHOUSE PLAYGROUND - NIGHT

149

The monster clown sees them, emits a ghastly screech and lumbers towards the truck.

DAVE
(to Terenzis)
Forget it. It's hopeless. Get out
of the truck.

Mike, Debbie and Dave run away from the truck. Rich is still trying to start the engine, Paul is honking the horn at the beast as it reaches the truck.

The giant clown looks at the clown head perched on the truck's roof and draws back it's fist.

Rich and Paul see the on coming danger and fall into the back of the truck.

The clown smashes the figure down into the cab and proceeds to pummel the vehicle to bits.

Mike, Debbie and Dave turn to their friends. The giant rips the truck free from the wall and tosses it like a toy across the room.

The truck slams into the opposite wall and bursts into flames. Mike, Debbie and Dave scream, horrified by the death of their friends.

The clown sets his sights and starts for them.

Dave checks his pistol. Reloads. He looks to the wall, the hole is no longer blocked by the truck, leaving an escape route. He grabs Mike.

DAVE

Run for it. I'll keep it busy.

Debbie is shocked. She protests.

DEBBIE

No Dave, don't! We can all make it.

Dave grabs Debbie. For one brief second, they look deeply into each others eyes. Debbie doesn't want to lose Dave.

DAVE

I've gotta do something.

DEBBIE

There's nothing you can do...

Dave kisses Debbie and throws her into Mike.

DAVE

(orders)

Mike, get her out of here! NOW !!!

Dave runs across the path of the giant, firing his gun to divert it's attention.

The giant lumbers after Dave.

Mike pulls Debbie back and runs toward the hole. Dave is firing at the giant, trying to hit it in the nose.

DAVE

You damn clown. I'll blast your fucking nose off!

Dave fires and shoots the line operating the giants left arm. It screeches in pain and holds it's useless arm.

Dave fires, he's out of bullets. He looks down to reload. The giant lunges for him. Dave is smashed to the ground and picked up.

Mike and Debbie reach the hole in the wall turn and see Dave being held in the giant's claws.

DEBBIE
(screams)
DAVE !!!

She tries to run back, Mike holds her tight. They watch as Dave is brought closer to the giant's gaping mouth.

Dave wrestles in the clutches of the beast, trying to free his wedged arms.

Teeth glaring, closer. Dave struggles. Mike and Debbie screaming. Dave looks to his badge. Pops one arm out.

He is at the giant's nose. Dave rips the badge from his chest points the pin outward and plunges it into the giant's huge red nose. BLAMMM !

Mike and Debbie are thrown back by a tremendous red flash and rush of wind.

The room is swirling with a FIFTEEN FOOT WHIRLWIND of CONFETTI. The whirlwind grows larger and larger. Debris and confetti being swept all around. The entire room is a catastrophe.

Mike and Debbie run out in despair, Dave is gone.

150 EXT. FUNHOUSE - NIGHT

150

Mike and Debbie run away as electrical flashes and sparks grow behind them.

151 EXT. AMUSEMENT PIER PARKING LOT - NIGHT

151

Mike is pulling Debbie along side of him as they run.

MIKE
Come on. We got to get out of here.

Debbie stumbles and they both fall to the ground. They scramble behind a bench.

DEBBIE
Look!

152 EXT. AMUSEMENT PARK - NIGHT

152

SNAP, SNAP. The support cables and lights hanging from the tent are released from the ground and drawn in towards the center of the tent/ship. It begins to rotate slowly. From inside, lights are flashing as the whirlwind is continuing.

153 EXT. PARKING LOT - NIGHT

153

Head lights sweep across the bench where Mike and Debbie are hiding. It is the State Police. Mike and Debbie run over to them.

Mike and Debbie look back, astonished. The ship rotates and slowly rises out of the ground. The ship is shaped like a huge diamond. Like a iceberg, nine tenths of it's mass is hidden beneath the surface.

154 EXT. AMUSEMENT PARK - NIGHT

154

There's a loud whirring sound as the glowing diamond ship rises over the pier and moves into the night sky. The alien ship takes off in full view of everyone and disappears into the night sky.

155 EXT. POLICE CAR - NIGHT

155

Mike and Debbie are standing by one of the police cars. Debbie is leaning on the car sobbing. The state troopers walk over to them.

OFFICER #1

What the hell's been going on here?

MIKE

I don't want to go through it all again.

Mike consoles Debbie as they lean on the car. The trooper looks on, unable to help. Everyone is quiet. The silence is broken by unearthly sounds, weird yells and screams. Two police men turn toward the amusement pier.

OFFICER #2

Over there! What the hell are those things?

The state police burst into action. The officers draw their weapons and head for cover behind the car doors.

Two ghastly figures run towards the group, screaming like banshees.

OFFICER #1

Get ready men. On command...Shoot
to kill...Ready...

The things are almost in range. Mike raises his head, and hears familiar voices. Debbie looks up. The police are about to fire. Mike screams.

MIKE

STOP! Don't shoot.

Mike runs to the front line. He focuses on the two wailing figures approaching. His face brightens. The formidable figures come into the light of the headlights.

MIKE

They're not clowns. That's the
Terenzi brothers.

It's Rich and Paul, covered from head to toe with melted ice cream. They have colored streamers and sparkles plastered all over them.

OFFICER #1

Hold your fire men!

Mike breaks through the firing line and rushes to them. Debbie follows after him. Mike, Debbie and the Terenzis all huddle together.

MIKE

You crazy bastards, you made it!
You're alive!

DEBBIE

We saw the truck burst into flames.

RICH

Oh that. We hid in the freezer.
With 200 lbs of dry ice...

PAUL

Froze our asses off.

RICH

If it weren't for the fire, we'd be
two dead popsicles.

Mike grabs the Terenzis and holds them close.

MIKE

The Terenzi Bros. you guys are like cats.

The Terenzi Bros. soak up the attention. They look at each proudly.

DEBBIE

I've heard a lot about you two.
Nice to meet you.

They shake hands. Debbie gets ice cream all over her hands. She smiles, looks to Mike. Mike looks at Debbie. He feels inadequate, less of a hero than he'd like to be. He's afraid Debbie feels that way too. She looks lovingly at Mike. She reaches for him, they embrace. She says;

DEBBIE

Come here Mr. Adventure.

Mike and Debbie embrace as the police move toward the group, the camera pulls back, Mike casts a glance up at the sky.
FADE OUT.

THE END

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