

NIGHTCRAWLERS

by

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FADE IN:

EXT. THE LAND OF SHADOWS - ETERNAL NIGHT

MUCK. Black, SLIMY muck FILLS the FRAME. The CAMERA MOVES AROUND what seems to be a HUGE, DARK SHAPELESS OOZING MASS. Whatever it is... it's pretty darn creepy.

SHAPELESS MASS
(evil inhuman laugh)
Ha-ha-ha-ha...

TILT UP. WAY UP. THROUGH subterranean caverns, miles of undiscovered fossils and dank, uninviting sewers. Until...

EXT. QUINN AND SMUDGE'S HOUSE - ESTABLISHING - NIGHT

A nice, normal if bland SUBURBAN HOUSE.

INT. HOME OFFICE - CLOSE ON A SHELF - NIGHT

full of tiny stuffed animals. They are each individually wrapped in cellophane and still have the tag attached. These are valuable "SOCK BUDDY"-brand animals.

CLOSE - A PAIR OF SMALL, GRUBBY HANDS

push an ottoman toward the shelf. The hands then place a paper shredder on the ottoman. Then an inverted wastepaper basket is put on the paper shredder. Finally, a thick telephone book is set on the wastepaper basket.

The grubby hands begin to climb the tower of furniture. It TEETERS precariously, ready to fall over at any moment.

ON THE DOOR TO THE OFFICE

An intelligent, mature-looking 11-year-old boy, QUINN, walks by the door. Then does a DOUBLE TAKE at what he sees inside his mom's home office.

QUINN
Smudge, just what do you think
you're doing?

QUINN'S POV

The owner of the grubby hands, Quinn's brother SMUDGE, 8, is dubiously balanced atop the tower.

(CONTINUED)

CONTINUED:

Compact, unruly and full of beans, Smudge reaches desperately to the shelf of sock buddies. He has been caught by his brother.

SMUDGE

Nothin'.

BACK TO SCENE

QUINN

You know how Mom feels about anyone playing with her sock buddies.

SMUDGE

I just wanted to exanim...
exanim... I just wanted to see
'em.

QUINN

You can examine them fine from
right there. Or, better yet...

Quinn gives the ottoman the gentlest of TAPS. The entire tower WOBBLES uncontrollably before COLLAPSING, bringing Smudge CRASHING to the floor around him!

QUINN

... from here.

Smudge scrambles to his feet and gets in Quinn's face.

SMUDGE

What'd you do that for!? I wasn't
doing anything!

QUINN

Except disobeying Mom's rules for
no good reason other than '*it's
fun to disobey the rules!*'

SMUDGE

How would you know what's fun?
You've never had any!

Just then, the boys look up to find their MOM, 40, looking down at them. She is attractive, but businesslike and has the no-nonsense air of a single mother with two fighting boys. She frowns at the mess in her home office and awaits an explanation. Instantly, the boys point at one another.

(CONTINUED)

CONTINUED:

QUINN Mom, I came in here and Smudge was building a tower to --	SMUDGE This mess is Quinn's fault! I was minding my own business when --
---	--

MOM

Zip it.

QUINN AND SMUDGE

But --

MOM

Now. I don't care whose fault it
is. You're working my last nerve.
I warned you, now it's no TV. Go
to your room.

INT. UPSTAIRS HALLWAY - NIGHT

Over the boys' VOCAL PROTESTATIONS, their Mom prods them
up the stairs like a world-class sheepherder. The kids
continue to complain as she ushers them into their room.
But as Quinn passes through the doorway, Mom notices
something.

MOM

Hold on a minute.

She grabs Quinn and leans him up against the doorframe
where there are little LINES and DATES indicating the
boys' height. She takes out her pen and makes a new mark
for Quinn.

MOM

My gosh, Quinn. That's another
half inch in less than a month.
You're growing like a weed.

Oddly, this seems to greatly ANNOY Quinn and delight
Smudge.

SMUDGE

That's right, big brother. You're
growing up real fast. Not gonna
be a kid much longer, are ya?

QUINN

Shut up!

MOM

Okay, enough! That's enough. You
two boys are going to have to
learn to get along because you are
working my last nerve and --

(CONTINUED)

CONTINUED:

Quinn and Smudge's attention is drawn away from their mother's TIRADE by a BEEPING ALARM coming from their room.

ZOOM IN ON a kid's NIGHTLIGHT plugged into the wall. It is in the shape of the NIGHTCRAWLERS LOGO and it's FLASHING!

Reacting like they've seen the Bat Signal, the boys are suddenly desperate to get in their room and be rid of Mom.

MOM

-- and Quinn I've never seen a boy upset to learn that he's growing taller. It's not like you want to be a jockey --

SMUDGE

Yeah, yeah, we know the score, Mom. We gotta get along better, gotta behave --

QUINN

-- confining us to our room without television is a completely just and reasonable response. So, we'd better get to it, huh?

They RUSH into their room and shut the door, leaving their baffled Mom out in the hall.

INT. QUINN AND SMUDGE'S ROOM - CONTINUOUS ACTION - NIGHT

It is a regular kids' room. Quinn's half is neat. Smudge's half is, of course, a mess. But it is also overflowing with Smudge's ASTRONOMY STUFF. The wall above his bed is plastered with star charts, posters of the Hale-Bopp comet and the Hubble Space Telescope. A glossy calendar features the beautiful Interamerican Observatory Dome in Chile. Clearly, he is a serious space nut.

As they enter, they are suddenly all business.

QUINN

Where?

Smudge picks up a VIEWMASTER and throws a hidden switch. A BEEPING antenna extends automatically as Smudge looks inside.

(CONTINUED)

CONTINUED:

SMUDGE

Willow Lane and Fourth. They'll
be there any minute.

Quinn turns a wall-mounted coat hook which activates the boy's overflowing toy chest. All the toys RETRACT into a hidden space behind the wall, and a ROBOTIC ARM extends baring TWO UNIFORMS, one Quinn-sized and one Smudge-sized.

QUINN

No heroics tonight, Smudge. Just
follow orders!

They both quickly suit up into the uniform. Quinn is using a REMOTE CONTROL made of LEGO to summon... something.

SMUDGE

Javol, mein Kapitan! Enjoy it
while it lasts, Fearless Leader.
You're getting older by the
minute!

Smudge hits another HIDDEN SWITCH, this one on the football lamp on his nightstand. By the window, Smudge's TELESCOPE slides off to the side and the window and shades open.

QUINN

Can we just drop it, please? And
concentrate on more important
things... like destroying
monsters.

The boys climb out onto their roof.

QUINN (O.S.)

Smudge, you did change the
batteries, right?

SMUDGE (O.S.)

Yeah, yeah. Let's just go.

PAN TO the NIGHT SKY THROUGH the window as we...

DISSOLVE TO:

VIDEO GAME MASTERS

Stupid-looking, fake CGI monsters.

A green BULL'S-EYE locks on to one, then another. They are rapidly being BLOWN AWAY in a series of EXPLOSIONS.

(CONTINUED)

CONTINUED:

HARRIET (O.S.)

Gotcha.

PULL BACK to reveal that we're in...

INT. HARRIET'S ROOM - NIGHT

HARRIET, an 11-year-old little girl in her PJs, sits on the floor right in front of her TV playing a video game. With a plastic infrared RAYGUN ATTACHMENT, she BLASTS the monsters with astounding accuracy. Suddenly, her monitor goes BLACK.

HARRIET

Hey!

Harriet's DAD, 44, leans in the door. He's just unplugged the X-Box power cord.

HARRIET

I can't play my game? I went to my stupid lesson. I cleaned my room.

The room is bright, cheerful, colorful. And very, very neat. Harriet holsters her gun in a slot next to the game console.

HARRIET'S DAD

First off, I didn't ask you to clean your room. You always clean your room. Secondly, Bloodbath 2 after 10:30 gives you nightmares. Go to bed, sweetheart.

Harriet SIGHS and climbs into her bed, resolutely.

HARRIET'S DAD

And sweet dreams... for once.

He turns off the light and EXITS. The room suddenly becomes extremely SINISTER and quiet save for the howling WIND.

HARRIET

I'll try.

She closes her eyes. Just then, from under her bed, a BLACK, SHAPELESS SHADOW emerges. It moves across the floor, then crawls up the wall over her bed. Harriet's eyes SNAP OPEN.

(CONTINUED)

CONTINUED:

The Shadow has taken the form of a TREE outside her window. The branches look like long skinny arms, ready to grab her.

HARRIET

It's a shadow. Of a tree. No big deal. Just go to sleep.

Two small SLITS of EYES appear. The shadow CREEPS down the wall, towards Harriet. She puts her hand over her eyes.

HARRIET

Harriet, you are asleep. You are dreaming. Why don't you dream about something nice? Like flying?

The seven-foot-tall tree shadow PEELS ITSELF OFF OF THE WALL! Terrified, Harriet runs for the door, stepping on a STUFFED TURTLE. The Tree Shadow darts across the room, jumping down onto the floor, BLOCKING Harriet's exit.

Harriet LEAPS back into bed and pulls the covers over her body. The Tree Shadow head-butts Harriet, but can't get to her. She seems COMPLETELY SAFE UNDER THE SHEETS.

There's a GENTLE TAPPING on the window. The stuffed turtle comes to life! It picks itself up, RUNS for the window.

Tree Shadow sees Harriet's foot protruding from the covers. Tree Shadow's face forms a wicked grin. He GRABS Harriet by the ankle, WHIPPING her into the air.

Across the room, the Stuffed Turtle FLINGS the window open.

WHOOSH! A TOILET PLUNGER fastened to a rope shoots in the room through the open window and sticks to the wall. Harriet and Tree Shadow look to each other, confused.

A beat, and then Quinn ZIPS into the room on the rope. With a flourish, Quinn grabs a flashlight from his packed utility belt, aims it at the Shadow.

QUINN

Put the civilian down. Now.

(off Shadow's hesitation)

I said now.

Quinn AIMS and FIRES the FLASHLIGHT, just as...

(CONTINUED)

CONTINUED:

Smudge BURSTS THROUGH THE WOOD FLOOR directly behind the creature. He wraps his hands around the Shadow's ankles.

SMUDGE

Gotcha!

The Tree Shadow LURCHES and Quinn's flashlight beam ends up shining harmlessly in Harriet's face.

QUINN

Smudge! I told you to wait!

Smudge wrestles with the creature's legs as the Tree Shadow DROPS Harriet.. right into Quinn's arms.

SMUDGE

Shadow-boy done lost his little fishy --

Tree Shadow turns to Smudge. He GRABS and SHAKES the burly little tyke, who flails around like a rag doll.

Quinn and Harriet LOCK EYES. Instant connection. Surprise? Mutual respect? Or... something else?

QUINN

Don't worry, Miss. Everything is going to be --

(voice cracking)

-- just fine.

(to Smudge)

SMUDGE, SO HELP ME, WE HAD A PLAN!

SMUDGE

I think he's getting tired!

Quinn pulls the flashlight from his holster again and shoots. Wherever he hits the Tree Shadow's body, it seems to MELT away into NOTHINGNESS. But suddenly, Quinn's flashlight FLICKERS and then goes dead.

QUINN

Uh-oh. Smudge! You said you changed t--

The Tree Shadow GRABS Quinn with his free hand and grins. Now the creature turns to Harriet.

Harriet spots the VIDEOGAME RAYGUN by her TV and DIVES into a ROLL. She grabs the toy laser and STARTS BLASTING TINY HOLES into the creature. She FANS the laser like an Old West gunfighter and has soon put a line of holes through the shadow's arm holding Smudge.

(CONTINUED)

CONTINUED:

QUINN

Whoa.

The Shadow's arm FALLS OFF, freeing Smudge.

SMUDGE

I coulda done that!

QUINN

A little help here!

Smudge draws his flashlight and aims for the Shadow. His bulb lights, then quickly fades out, doing no damage.

SMUDGE

Uh, this ain't good. Reload!

ISABELLE, a 7-year-old African-American girl in pigtails and wearing a Nightcrawlers uniform and fuzzy pink backpack, is suddenly standing in the window.

ISABELLE

Boys. Never send them in without backup.

Isabelle tosses Smudge four DURACEL "D" BATTERIES.

SMUDGE

Thanks.

He swaps them out like a CIA agent reloading clips.

Meanwhile, from under the bed, a STRANGE CREATURE watches the action unseen. It looks like some kind of sinister RODENT made entirely of TRASH, HAIRBALLS and LINT.

Reloaded, Smudge shines the FLASHLIGHT at the creature, the stream of light SLICES the creature's free arm off, it falls to the floor, dissipates, freeing Quinn.

The Tree Shadow's arm SWATS at Smudge. Harriet pulls him out of its path. The arm MISSES Smudge but reduces his flashlight to junk.

The Shadow prepares to strike --

-- as ENZO, a TWO-FOOT-TALL STUFFED BEAR with the personality of SARGENT ROCK and armed to the teeth, SWINGS up to the window, sitting atop a LARGE DISCOVERY KIDS ZONE PLANETARIUM which seems to be dangling from... where?

ENZO

Party's over said the bear.

(CONTINUED)

CONTINUED:

Enzo SWITCHES on the PLANETARIUM.

QUINN
EVERYONE CLOSE YOUR EYES!

They all shut their eyes tight. An INCREDIBLY-BRIGHT galaxy of stars illuminate the room. The shooting star projections reduce the Shadow creature into nothingness.

Smudge stumbles around the room, half-blind.

SMUDGE
I can't see! I can't see!

ISABELLE
Smudge?

SMUDGE
("Gotcha")
I got my eyes closed.

Smudge laughs stupidly at his own joke. Isabelle whacks him.

While no one is looking, the hidden Litter Rodent (DUST BUNNY) throws itself at Smudge's foot and attaches to his boot. The animal MORPHS into an ordinary CLUMP of DUST (or dust bunny).

QUINN
What took you so long?

ENZO
Don't get lippy. I was driving.

Isabelle crouches and puts her arms out to HUG Enzo.

ENZO
Nice try, kid. You know I'm not a hugger.

Quinn examines the hole in the floor caused by Smudge's entrance. He looks to Smudge, angry.

QUINN
You are so suspended. Back aboard. Now.

SMUDGE
Say hey what?

Smudge clearly ain't gonna win this one. Smudge sighs, leaves through the window. Harriet is still in shock.

(CONTINUED)

CONTINUED:

HARRIET

I can't believe it...

QUINN

No need to thank us, miss.

HARRIET

I can't believe what an incredible mess you made! Look at my room!

Not what Quinn was expecting. Harriet pulls a hand-held DUSTBUSTER from its charger and starts vacuuming the debris.

ISABELLE

I'll take care of the floor.

Isabelle retrieves an ETCH-A-SKETCH from her backpack. She pulls it from all sides, widening it, and uses it to cover the whole in the floor. She turns the dials on the Etch-A-Sketch, DRAWING the ruined floorboards.

HARRIET

What if it, er, they, whatever they are... come back?

Enzo unwraps what looks like a cigar and puts it in his mouth. He then CHEWS it, as it is made of CHEWING GUM.

He grabs a cable hanging outside the window next to the light. He clips the cable to his belt.

ENZO

That one ain't coming back. Trust me.

Quinn clips Isabelle onto the cable.

QUINN

Don't worry, if anything scares you again, we'll be here. Besides...

(really taking her in for the first time)

You know how to handle yourself. Quick reflexes. Levelheaded. Tell me, how did you know the toy gun would work?

HARRIET

You were using flashlights.

Quinn SHRUGS. Enzo clips the end of the cable to Quinn's belt. The Toy Turtle looks to Enzo. He wants to come along.

(CONTINUED)

CONTINUED:

ENZO

Back where you belong, citizen.

The Turtle resumes its place on the floor, goes back to being inanimate.

HARRIET

Would anyone mind very much
telling me what's going on here?

QUINN

You're having a dream.

(smiles)

That's what you're going to think
in the morning, anyway.

Isabelle finishes drawing in the floorboards on the Etch-A-Sketch. She presses a button and the red frame of the Etch-A-Sketch disappears, the floorboards appearing good as new.

ISABELLE

Done and done, let's go!

Enzo presses a button on a remote control. The cable goes taut. He's YANKED out the window! Isabelle is YANKED out the window. Quinn is next.

HARRIET

Wait, wait! Who -- who are you?

QUINN

Didn't I say? Sorry. We protect
kids from everything that goes
bump in the night. We're the
Nightcrawler-rrrrrrraaaaaahhhhhh.

As Quinn is YANKED through the window.

EXT. STAR-FILLED SKY - NIGHT

Harriet rushes to her window to see Enzo, Isabelle and Quinn dangle above her house on the cable. Then she looks above them to see what they're dangling from.

A HUGE SKYSHIP -- big and boxy, is hovering in the sky, silently lifted by four HELICOPTER-TYPE GYROS on each of its corners. The propeller blades appear to be RECTANGLES.

The cable slowly winches them in through a hatch on the bottom of the ship. As they get closer, we see why the ship has so many right angles... it is made entirely of LEGO!

(CONTINUED)

CONTINUED:

The hatch closes and the ship disappears into the clouds.

INT. THE LEGOLIATH - NIGHT

Inside is a mess of wires and machinery, with a wall of television screens off to the side. Most of the structure is composed of TINY, PLASTIC BRICKS.

Suddenly, a bank of lights FLASHES and an important-sounding BEEPING fills the cabin. Enzo checks the READOUT.

ENZO

Incoming message. It's the Professor.

QUINN

Attention formation!

The assembled toys and kids quickly scramble into a straight line before the plastic view-screen (except for Smudge, who takes his own sweet time about it).

QUINN

Nightcrawlers, salute!

All the Nightcrawlers SALUTE as Quinn switches on a monitor and picks up a plastic, toy microphone. On the screen REGINALD PHEEBS, 75, materializes. A kindly, absentminded professor-type, he is brilliant and grandfatherly but retains a childlike innocence. He's disconcerted by all the fuss.

PHEEBS (V.O.)

(on screen)

What's all this? Stop it, you're embarrassing me. Back to what you were doing.

(spotting Quinn)

Ah, Quinn! How did your patrol go?

The other Nightcrawlers go about their business.

QUINN

All good, Professor. Vaporized a Shadow, no Nightmares generated. Too easy.

PHEEBS (V.O.)

(on screen)

I wish I could say the same for the rest of the world.

(MORE)

(CONTINUED)

CONTINUED:

PHEEBS (V.O.) (CONT'D)

Several Shadows slipped through
our fingers tonight, Quinn. I
fear they caused dozens of bad
dreams and collected abundant
Nightmare Energy for their Dark
Lord.

Meanwhile, passing a pouting Smudge, Enzo takes the
driver's seat, removing THE CLUB from the steering wheel
(also Lego). The DUST BUNNY CLUMP is still attached to
Smudge's boot.

SMUDGE

You didn't have to lock it. I
wasn't going to fly it.

ENZO

Sure you weren't.

As Quinn and Isabelle remove their gear and drop it
sloppily into brightly-colored TOY CHESTS, Smudge
approaches and SLAPS Quinn on the back, old buddies.

SMUDGE

Look, I realize things got a
little heated back there. Some of
us might have said some stuff we
didn't mean, like about me being
suspended or whatever --

QUINN

Smudge. You. Are. Suspended.
Off the team until further notice.
How many times have I got to tell
you? To take care of a problem,
you got to come up with a plan and
stick to the plan! You disobeyed
my orders, ignored the rules --

SMUDGE

-- freed you! I hadda take care
of business while you were all
like *'you're so cute'* to that
civilian --

QUINN

I was not!

SMUDGE

Were too! You were all *'I'm Quinn
and I think your kooties are
awesome'!*

(CONTINUED)

CONTINUED:

QUINN

Shut up! Little hard to be a
super-secret fighting force when
you BURST through the floors! Now
we're gonna have to sneak some
carpenter Barbies in to repair the
floor before Isabelle's etch-a-
hologram wears off.

Behind them, Isabelle is releasing Barbie dolls from a
Malibu Dream House and equipping them with WOODWORKING
TOOLS.

SMUDGE

(to Quinn)

It's called making an entrance!
And it's not like the Shadow got
away! Lights! Action! He dead!

QUINN

You gotta learn to stop playing
around on the job, Smudge. This
isn't a game!

SMUDGE

Oh, yes it is! The minute you
stop treating it like a game, you
grow up.

Isabelle looks up from her work. Them's fightin' words.

SMUDGE

And then it's bye-bye
Nightcrawlers for Quinn. Game
over. You won't even remember us.

Quinn bites his lip.

EXT. QUINN AND SMUDGE'S HOUSE - DAWN

The surface of the Legoliath hovers over Quinn and
Smudge's very normal-looking suburban home. Along the
bottom of the ship, tubes spew out a SMOKESCREEN. From
below, the ship appears to be just a cloud. Two figures
slide down a rope and into their open bedroom window.

INT. QUINN AND SMUDGE'S BEDROOM - DAWN

The ASTRONOMY TELESCOPE, as if activated by their
approach, SLIDES off to the side on its tripod.

(CONTINUED)

CONTINUED:

Smudge angrily zips in through the window followed by Quinn. Quinn rumples the sheets of their twin beds to make them look slept in. Smudge keeps his back to his brother, still livid. Smudge's telescope automatically slides back into place by the window. Smudge looks through it.

The DUST BUNNY CLUMP is still attached to his foot.

QUINN

Look, Smudge. It's nothing personal. But this is war. We're not just kids, we're the key players in the only thing keeping the world from falling into the hands of darkness! If those Shadows collect enough Nightmare Energy for you-know-who --

SMUDGE

(ignoring him, re:
telescope)

You can really see Venus this morning.

QUINN

Seriously, someday when you're older, and more mature, you'll thank me.

SMUDGE

(nodding fake
agreement)

Hmm. You know, Quinn, for a big brother --

(suddenly venomous)

You suck! I can't wait for you to grow up and forget that any of this was ever real. Good riddance!

This is clearly a sore spot for Quinn. He bites his lip and tries to ignore the comment.

QUINN

You're so immature. I'm not even going to respond to that.

SMUDGE

That's because you suck.

QUINN

No, you suck!

(CONTINUED)

CONTINUED:

SMUDGE

No, my friend, clearly you are the one who is full of suckiness.

MOM (O.S.)

Neither of you suck. And watch the potty mouth.

The boys look up to find their Mom scolding them from the doorway.

MOM

You boys are seriously working my last nerve! I swear if you don't stop the bickering --

Just then, Smudge's Batman ALARM CLOCK goes off.

MOM

Saved by the bell. Now go to your neutral corners and get ready for school.

Seeing Mom, Smudge instantly formulates a plan.

SMUDGE

Mom, Quinn and I are field operatives of Nightcrawlers, a super-secret international organization of kids who defend other kids from the Shadow Monsters who emerge from the darkness every night to give kids nightmares and feed off the energy.

(whining)

And he won't let me play!

For just a moment, Mom thinks about Smudge's crazy story. A GLINT of RECOGNITION comes to her eye. Then she folds her arms. She's had enough of this.

MOM

Okay, three quick thoughts. One, you're going to be late for school. Two, Quinn, let your brother play with you. Three, Smudge, nobody likes a tattletale. Now, come and eat your Nature's Choice Sugar-O's.

She heads downstairs. The boys make faces at each other.

INT. BREAKFAST NOOK - DAY

Quinn and Smudge shovel down spoonfuls of Nature's Choice Sugar-O's. The DUST CLUMP hops off of Smudge's shoe and NESTLES IN at the base of his chair.

QUINN

You're such a baby! You know Mom's grown-up brain is totally unable to process the truth. She could stare right at the Legoliath and not even notice it.

SMUDGE

Whatever. She said you have to let me play!

QUINN

Okay, smart guy. You could've sat out a couple nights and looked at your stupid constellations. Now you're on play duty. Two weeks.

SMUDGE

Quinn!

QUINN

Care to make it three?

MOM

Boys! Stop it! Now!

Mom enters dressed for the office. The brothers glare at one another over their cereal bowls.

MOM

I cannot play referee for you every minute of the day! I'm going to implode! Now, you guys ready for school?

(off their nods)

Is Isabelle ready?

They shrug. Their Mom opens the kitchen window and SHOUTS over to the TREE HOUSE in the next-door neighbor's yard.

MOM

Isabelle! Are you ready for car pool?

Isabelle pokes her head out the window of the tree house and waves in the affirmative.

(CONTINUED)

CONTINUED:

MOM
 (exasperated,
 to self)
 Cook, chauffeur, breadwinner...
 (spotting something
 on floor)
 ... and maid.

She picks up the DUST CLUMP from the floor.

MOM
 Why do we get dust bunnies? We
 don't even have a dog.

NEW ANGLE

FROM inside the cupboard under the sink. Mom tosses the
 DUST BUNNY into the overflowing trashcan.

MOM (O.S.)
 Come on, fellas. Let's roll.

As Mom and the boys EXIT, we STAY ON the wastepaper
 basket. The DUST BUNNY starts to MOVE. It forms itself
 into the SHAPE of an ACTUAL BUNNY; a ratty, ugly bunny
 made of hair and lint, but a bunny. It talks in a
 SINISTER FEMALE VOICE.

DUST BUNNY
 Sounds like Cry Babies in Toyland
 to me.

DUST BUNNY leaps from the trashcan and races O.S. into...

INT. QUINN AND SMUDGE'S ROOM - CONTINUOUS ACTION - DAY

The Dust Bunny dashes across their room and under their
 BED where she is SWALLOWED UP by the DARKNESS.

INT. DARK, ENDLESS TUNNEL - DAY

Dust Bunny races down a winding and corkscrewing shaft.
 FASTER and FASTER, we feel as though we're on a roller
 coaster ride to the bowels of the Earth. Finally...

INT. THE CASTLE OF SHADOWS - DAY (NOT THAT YOU CAN
 TELL)

Dust Bunny SHOOTs out of a pipe which hangs off the
 ceiling of a DARK, CAVERNOUS SPACE.

(CONTINUED)

CONTINUED:

It's hard to tell what's there, but the whole thing is all very BLACK and OMINOUS. Dust Bunny seems afraid. Then... a LOW, MALEFIC VOICE.

DARK SHAPE (O.S.)
(inhuman echo)

Who...?

The tiny Dust Bunny immediately begins to CHANGE SHAPE. She MORPHS into a HUMAN WOMAN, but icky. White skin. Too much eyeliner. All Halloweened out. She wears what seems to be a short cocktail waitress dress made entirely of DUST. She also has a garbage cotton tail and dust bunny ears.

BIG DUST BUNNY
It is I, Dark Lord.

DARK SHAPE (O.S.)
(inhuman echo)
Dust Bunny.

The Dark Shape speaks O.S. His GIANT, OMINOUS presence is only FELT, looming like a shadow at the edge of FRAME.

BIG DUST BUNNY
I have news, sire. It concerns the Nightcrawlers.

A LOW RUMBLE shakes the unseen fortress.

DARK SHAPE (O.S.)
Nightcrawwwwwwwlllllerrrrrrsssss.
You dare speak their accursed name?

BIG DUST BUNNY
I infiltrated Squadron B-545, as you ordered, Prince of Shadows.

DARK SHAPE (O.S.)
Quinnnnnnnnnnnnnnnn. Tell me more.

BIG DUST BUNNY
The brothers fight, oh King of Nightmares. Same as always.

The very bottom of the Dark Shape's cape-like "legs" pace THROUGH the FRAME, dwarfing Dust Bunny, even in her human form.

DARK SHAPE (O.S.)
The Nightcrawlers have been a thorn in my side since the dawn of time.

(MORE)

(CONTINUED)

CONTINUED:

DARK SHAPE (O.S.) (CONT'D)
Each evening's nightmare harvest
brings us closer to victory... but
I must take my revenge on Quinn.

BIG DUST BUNNY
Yes! Yes, Mogul of Malevolence!
Now is the time to strike! I will
lead a team of Shadows to their
home and --

DARK SHAPE (O.S.)
Silence! A thousand Shadows are
useless against the brothers. I
have something more diabolical in
mind. But for my plan to work, I
must get my hands on the mighty
Quinn. Return to them. Find... a
weakness.

BIG DUST BUNNY
A 'weakness,' sire?

DARK SHAPE (O.S.)
Even Quinn has a weakness. Find
it.

BIG DUST BUNNY
And if I find no such weakness?

DARK SHAPE (O.S.)
I strongly suggest you do.

Dust Bunny suppresses a TERRIFIED LOOK as we...

DISSOLVE TO:

EXT. GRAMMAR SCHOOL - DAY

ESTABLISHING. A typical, suburban grammar school.

MR. DELGROSSO (V.O.)
Earth to Samuel Thompson.

CUT TO:

INT. MR. DELGROSSO'S CLASSROOM - DAY

Smudge stares out the window, obviously daydreaming,
while the rest of the class, and their teacher, MR.
DELGROSSO, 40, waits for him to notice them. Finally,
Smudge looks up with a start.

(CONTINUED)

CONTINUED:

SMUDGE

Huh? What?

MR. DELGROSSO

Everyone's waiting, Mr. Thompson.
Do you know the answer to the
equation?

Mr. Delgrosso gestures to the CHALKBOARD. There is a
very large SUBTRACTION PROBLEM on the board. Smudge
GULPS.

SMUDGE

Uh... that would be a 'no.'

MR. DELGROSSO

I see. And tell me, just what is
so fascinating outside that
window?

Clearly, the teacher expects Smudge to shrug. But
instead...

SMUDGE

Well, it's a simultaneous daytime
appearance of both Venus and
Jupiter, which, you know, is a
rare astronomic occurrence, as
they're on opposite trajectories
relative to the Earth.

Mr. Delgrosso SIGHS and hangs his head.

INT. GRAMMAR SCHOOL - CAFETERIA - CONTINUOUS ACTION -
DAY

In the crowded cafeteria, Quinn and Isabelle are in the
lunch line. The ancient Lunch Lady fills their trays.
Looking down, Isabelle nearly goes apoplectic. She
SHAKES and AVERTS HER EYES.

ISABELLE

(controlled terror)

Quinn...

QUINN

What?

Quinn looks down at her tray. There, next to the
Salisbury Steak they sit: BRUSSELS SPROUTS.

QUINN

Oh. Right, sorry.

(CONTINUED)

CONTINUED:

ISABELLE
(uncharacteristically
panicked)

Get them off! Get them off!

Quinn rolls the Brussels Sprouts off her tray and onto his. Isabelle tries to collect herself. Quinn spots something O.S.

QUINN
Come on, pull yourself together.
There she is.

Isabelle rolls her eyes and follows him.

QUINN
She's the perfect recruit. Great
instincts, cool under pressure and
a perfect shot.

THEIR POV

It is HARRIET, sitting with her friends at a table, the sun shines in her hair through the window.

BACK TO SCENE

ISABELLE
And this has nothing to do with
the fact that she's pretty?

QUINN
I'm going to pretend you didn't
even say that.

ISABELLE
You know what the Nightcrawlers'
Manual says about boys liking
girls. It's the first sign of --

QUINN
I said drop it.

Harriet's friends get up and EXIT with their trays.

QUINN
She's alone. Let's move in.

ISABELLE
Smudge isn't going to like this.

(CONTINUED)

CONTINUED:

QUINN

It's not my job to make Smudge happy.

ISABELLE

Good. Because if it were your job, you would suck at it.

They approach her and take her friends' vacant chairs.

ISABELLE

Hi.

HARRIET

Hi.

Harriet innocently spears a BRUSSELS SPROUT with her fork and prepares to pop it in her mouth. Isabelle quickly looks away.

ISABELLE

Quinn!!

QUINN

Harriet, would you mind not eating that in front of Isabelle? She's got a morbid fear of Brussels Sprouts.

HARRIET

(confused)

Okaaaaaaaaaaaaa-y.

Harriet covers her plate with a napkin. Isabelle relaxes.

HARRIET

Hey, how do you know my name?

She looks dumbfounded, trying to place them.

HARRIET

You... you're from my dream.

ISABELLE

This is a complete waste of time. She's too mature to be an agent. She's already convinced herself that it was all a dream.

QUINN

Wait.

(to Harriet)

Are you sure it was a dream?

(CONTINUED)

CONTINUED:

HARRIET

Yes. It must have been.

Isabelle's suspicions are confirmed. Quinn isn't so sure. He reaches into Harriet's book bag and...

QUINN

If you're so sure it was a dream...

He pulls out the videogame ray gun from the night before.

QUINN

Why are you packing this?

HARRIET

Just in case... it wasn't a dream.

Quinn shoots Isabelle a triumphant glance. She's the one.

HARRIET

You're the Nightcrawlers. It's all real, isn't it?

QUINN

We think you might have what it takes to be one of us.
Interested?

Harriet just RAISES her EYEBROWS. "Maybe."

ISABELLE

Meet us at the playground right after school.

HARRIET

I'm busy from four to seven.

QUINN

Doing what?

Harriet immediately GETS IN QUINN'S FACE.

HARRIET

None of your business! Even if I do join your club, you can never ask me about that! Understand?

QUINN

Okay, okay! Sheesh! We'll just have to meet after that. Seven-fifteen in the parking lot.

(CONTINUED)

CONTINUED:

HARRIET

On a school night? With my
parents? Not likely.

Quinn glances at Isabelle, who immediately pulls out a NIGHTCRAWLERS CELL PHONE from her backpack and speed-dials a number. When she speaks on the phone, she instantly turns her voice into that of a TRUSTWORTHY, MATURE ADULT.

ISABELLE

(Isabelle's Mom voice)

Hello, Mrs. Taylor? This is Mrs.
Beamis. My daughter Isabelle is
having a study group sleepover
tonight and she was wondering if
Harriet could... Oh, wonderful!
No, no. we'll drop her off. Bye!
(hangs up, back to
normal voice)
We're covered.

Harriet looks impressed.

EXT. GRAMMAR SCHOOL PARKING LOT - NIGHT (LATER)

Harriet walks up to the parking lot. It's dark and spooky.

QUINN

Harriet, over here.

Quinn and Isabelle wait by an oversized three-wheeler BIG WHEEL BIKE. It's made of plastic, like a typical kid's ride, with two rear wheels much smaller than the one in front.

QUINN

Hop on.

HARRIET

A Big Wheel? So, you know I'm
eleven, right?

QUINN

This baby may not be a status
symbol, like a Razor Scooter or
whatever, but she's a sweet ride
and she's got it where it counts.
She's a classic.

Harriet looks to Isabelle for help.

(CONTINUED)

CONTINUED:

ISABELLE

Boys are always really weird about their transportation.

HARRIET

I hope they grow out of it.

Harriet gets on behind Quinn, motorcycle-style.

QUINN

You'd better... uh, hang on tight.

Harriet hesitates, then grabs Quinn around the waist. It is an EMBARRASSING MOMENT for both of them. PULL BACK TO a SINISTER TRASH CAN looming in the f.g. In her RODENT FORM, the Dust Bunny watches this meeting.

DUST BUNNY

Ahhh, Quinn cares for this one. A weakness. The master will be pleased.

Also, a CHUBBY PATROLMAN watches them from a nearby corner. He smiles an "Awww, isn't that cute?" smile.

Quinn flicks a button on the handles. The pedals RETRACT, a plastic platform EXTENDS for his feet.

QUINN

(to Patrolman)

Better hold on to your hat.

Quinn presses another button. The Big wheel ZOOMS OFF in a blur, creating a SONIC BOOM. The Patrolman's HAT is BLOWN OFF his head, and he is KNOCKED onto his BIG BUTT. He gets up and shakes it off, certain that he must've imagined it.

ISABELLE

(rolling her eyes)

Boys.

Isabelle hits the WHEEL EXTENDERS on her PLATFORM SKATE SNEAKERS. She hurls one of those new STICKY RUBBER YO-YO THINGS at the disappearing BLUR of Quinn's Big Wheel. It sticks. A second later, Isabelle is YANKED into the SPEED BLUR after them.

EXT. HYPER-PEDAL SPACE - NIGHT

The world WHOOSHES by Quinn and Harriet in a psychedelic kaleidoscope of colors and shapes. Harriet is amazed.

(CONTINUED)

CONTINUED:

HARRIET

(shouting over wind)

How fast does this thing go?

QUINN

How fast can you imagine it going?

HARRIET

Why are you being such a snot?

QUINN

I'm not being a snot. All our stuff? Powered by imagination.

SMASH CUT TO:

EXT. TREE HOUSE - DAY

The Big Wheel INSTANTLY STOPS. It is parked under the Tree House in Isabelle's yard established earlier. There's no screech, no nothing, they're just suddenly THERE.

QUINN

We're here.

HARRIET

Wow. All this stuff. It's to fight those Shadows? What are they? Where do they come from?

QUINN

Well, the limitless imagination of children that runs our equipment? It's got a flip side. Nightmares. The Shadows are mindless parasites that feed off imagination power, but the part that creates Nightmares. Bummer, huh?

Isabelle's latex yo-yo pulls her to the base of the fort.

QUINN

Basically, they ooze into kids' rooms from under their bed, cause 'em to have Nightmares, then absorb the energy.

HARRIET

They don't seem so 'mindless.'

(CONTINUED)

CONTINUED:

QUINN

Well, they're controlled by an evil intelligence who exists only in darkness. He sends the Shadows to fetch the Nightmare Energy back to his lair. When he's collected enough, he'll emerge to engulf the world in eternal night.

HARRIET

Who is he?

QUINN

As he has reappeared again and again through the ages, he's been known by many names --

ISABELLE

(interrupting)

The Bogey Man.

HARRIET

The Boogie Man?! Are you kidding me?! Are you trying to tell me we're afraid of the Boogie Man?!

QUINN

That's Bogey Man.

ISABELLE

Bogey Man is just our name for him. It's easier than saying Ancient Hate-Fueled Entity Who Wants to Plunge the World into Eternal Darkness.

Harriet is about to start climbing the knotted rope up to the fort when Quinn stops her. He presses the stump of a branch and a door in the tree trunk slides open. There is a clear, pneumatic tube inside like a bank.

QUINN

Here. The tube is faster.

Quinn helps her inside. They close the door and SHOOT up the tube a la "THE JETSONS." They are awkwardly close.

INT. TREE HOUSE - CONTROL CENTER - DAY

Quinn and Harriet exit the tube, embarrassed by the hug. She looks around the room. It is HUGE! Inside the tiny tree house is an ENORMOUS HIGH-TECH CONTROL ROOM. Computers and various machines of unknown function line the walls. Uniforms hang in cubbyholes.

(CONTINUED)

CONTINUED:

Though sleek and modern, many of the devices are BRIGHTLY COLORED and seem to have been made out of RECYCLED TOYS.

There are also dozens of monitors displaying the goings-on of NIGHTCRAWLER UNITS from ALL OVER THE WORLD. Clearly, this is a highly organized GLOBAL OPERATION.

HARRIET

Wow... cool. Messy, but cool.

Quinn grabs a Nightcrawler uniform from a cubby and hands it to Harriet.

QUINN

Here. One size fits all.

HARRIET

This place is so awesome! It's bigger on the inside than on the outside! It's impossible.

DR. POP-UP (O.S.)

It's child's play.

Harriet turns to face DR. POP-UP, a jack-in-the-box, wearing a lab coat and spectacles. He speaks with such a dignified British accent you almost don't notice how his spring neck causes his head to bob back and forth.

DR. POP-UP

And I mean that literally.

HARRIET

What?

DR. POP-UP

It's called 'pretendynamics,' how the physical laws of the universe can be bent by children's highly augmented capacity for make-believe.

Dr. Pop-Up uses his nose to activate one of the view-screens. The screen shows closeup footage of TOY CAVEMEN being played with by BIG KID HANDS (like a toy commercial).

DR. POP-UP

Since before recorded time, children have secretly protected the world from the Bogeyman and his army of shadows.

(CONTINUED)

CONTINUED:

ON SCREEN: Another pair of kid hands pour BLACK SLIME out of a plastic cup onto the cavemen. The little plastic CAVEMEN KIDS push the slime away. The image DISSOLVES to one of TOY ROMAN KIDS protecting their parents from the slime. And then, toy MEDIEVAL KNIGHT KIDS fighting against the slime.

DR. POP-UP

Today's Nightcrawlers are just the latest incarnation of an ancient alliance of children who have instinctively used pretendynamics to fight against the powers of evil.

HARRIET

But grown-ups can't do it.

It displays a USA Today-style GRAPH featuring a CARTOON CHILD with a PIE-GRAPH BRAIN. As the cartoon child MORPHS to adulthood. The pie chart indicates his brain shrinkage.

DR. POP-UP

Of course not. As you can see, as a child matures, he or she goes from using 90 percent of their brain as a kid, to just ten percent as an adult.

QUINN

Once you start to grow up, your tiny, rational mind can't accept things we kids take for granted. You forget.

They're joined by Enzo and a living MR. T DOLL from the 80s. He speaks exactly like the real Mr. T.

MR. T DOLL

I pity the fool who grows up!

ENZO

Kids grow up, Mr. T Doll. Them's the breaks. Happens to the best of 'em.

Quinn LOOKS AWAY, upset at being reminded.

HARRIET

But how can you be alive? A teddy bear and a... uh, black punk rock doll?

(CONTINUED)

CONTINUED:

MR. T DOLL
I'm a Mr. T Doll!! What's wrong
with you kids today? First name
Mister, middle name T, last name
Doll! I'm a hero! Wise up,
sucka!

Harriet goes to pick up Enzo, as he is so cute.

ENZO
Hands off, babyface! I may look
snugly, but I am all Grizzly.

QUINN
Our imagination rubs off on the
toys when we play with them.
That's why all Nightcrawlers are
required to do mandatory Play
Time.

Quinn escorts Harriet to a corner of the room where
Smudge sits at a tiny table, having a TEA PARTY with
living stuffed animals and a BARBIE DOLL and a KEN DOLL.

BARBIE DOLL
Would you like more tea, Smudge?

SMUDGE
There's no tea in there, Barbie.
If there were hot tea, it would
melt right through the plastic
cup. Come to think of it, it
would melt you, too.

KEN DOLL
Hey, what kind of tea party is
this?

SMUDGE
Get a pee-pee, Ken.

QUINN
Smudge. Play nice.

Smudge turns and finds Quinn and Harriet there. He sees
she's wearing a uniform and his cheeks turn red with
rage.

SMUDGE
You replaced me?!?!?

QUINN
'Til you learn to stick to the
plan --

(CONTINUED)

CONTINUED:

SMUDGE

With a girl!? You replaced me
with a girl?!

HARRIET

Hey! I resent that!

SMUDGE

(to all)

Hello? Can you say 'kooties'
anyone? Quinn's gone all soft on
girls! That's the first sign that
you're getting too old for this!

QUINN

I'm not soft on girls! I picked
her 'cause she's good, not 'cause
she's pretty.

HARRIET

That's right!

(turning to Quinn)

You think I'm pretty?

SMUDGE

(as Quinn)

*'You're pretty. I like you.
Wanna be a Nightcrawler and hold
hands?'* Yeeeeeeeeee-uch!

QUINN

Okay, that's insubordination.

SMUDGE

You suck!

QUINN

Insubordination, plus you suck!
You're on play duty for a month!

Smudge shuts up, but glares at Quinn.

SMUDGE

Fine. But you are dead to me. We
are no longer brothers.

QUINN

What are you talking about?

SMUDGE

I'll obey your orders as a
Nightcrawler, but that's it.
Quincy Mordecai Thompson is dead
to me.

(CONTINUED)

CONTINUED:

QUINN

Fine! You're doing me a favor.

Smudge doesn't speak.

QUINN

Oh, the silent treatment? From
you? Some punishment! You might
as well torture me with ice cream
and videogames!

Still nothing from Smudge. An awkward moment for
everyone.

QUINN

Who wants to talk to you anyway?
You're such a baby!

Even that doesn't bait Smudge into talking to Quinn.
Frustrated, Quinn marches out of the play area through a
high tech door to the outside.

EXT. TREE HOUSE - DECK - EVENING

The reverse side of the door is a typical kid-built,
slap-shod tree house door. Quinn steps out onto the
ordinary-looking tree-fort balcony and broods. Harriet
follows him.

HARRIET

Maybe I ought to just go home.

QUINN

Too late. Thanks to Smudge, we
need you. You don't want to go up
against the Shadows shorthanded.

HARRIET

Those things are pretty scary.
Maybe we should bring
flamethrowers or something.

Quinn looks shocked.

QUINN

No, no, no. That's the first,
most important rule of the
Nightcrawlers.

(gravely)

We never play with fire. We only
use toys.

(CONTINUED)

CONTINUED:

HARRIET

Well, I just hope I can do it.

From inside, the NIGHTCRAWLER ALARM starts BEEPING and FLASHING. He's instantly all business.

QUINN

Looks like you're about to find out.

Quinn shoots her a meaningful glance. She GULPS.

INT. LITTLE GIRL'S BEDROOM - NIGHT

A crying EIGHT-YEAR-OLD GIRL hugs her MOM as a big PILE OF CLOTHES sits across from her. There's an open window at the other side of the room and a COAT RACK with too many jackets.

EIGHT-YEAR-OLD GIRL

It tried to eat me!

TIRED MOM

It's just your clothes, honey.
Maybe you should clean up your
room once in a while. G'night.

EIGHT-YEAR-OLD GIRL

I didn't do it. A monster did.

Her Mom shuts off the light and closes the door behind her. Suddenly, the Pile of Clothes SPRINGS to life, trudges towards the Eight-Year-Old. The shirts and pants in the pile crease to give the PILE OF CLOTHES a MENACING FACE.

EIGHT-YEAR-OLD GIRL

Eeeeeeeeeeeeeeeeeeee!

Quinn springs in through the window, aims a large tube at the Pile of Clothes. Harriet follows him with Enzo and Isabelle close behind.

QUINN

'Clothes but no cigar,' fella!

Quinn laughs at his own joke. Harriet stares at him, blankly. The Pile of Clothes growls, lunges for Quinn, who squeezes the tube. CLEAR LIQUID squirts across the room, dousing the Pile of Clothes.

QUINN

Insta-Starch. Hardens on contact.

(CONTINUED)

CONTINUED:

Sure enough, the Pile of Clothes HARDENS, has trouble moving. Behind them, a formless SHADOW oozes out from under the bed, crawls up the wall behind a COAT RACK, and takes its form.

The SHADOW OF THE COAT RACK pulls itself off the wall and jumps at Enzo. Harriet PUSHES Enzo out of the way. The Coat Rack Shadow JUMPS for her, but BOUNCES off her uniform. She stands there, stunned she wasn't hurt.

HARRIET

Wow! What are these uniforms made of? Some kind of high-tech shadow-proof microfiber?

The Coat Rack Shadow darts across the room. Isabelle and Enzo try and get it with their flashlights.

ISABELLE

They're bed sheets. Kids all over the world instinctively know to hide under the covers. Monsters are powerless against bed sheets.

HARRIET

(examining the material)
That would explain the Scooby-Doo characters.

The Coat Rack Shadow DARTS for Harriet. Enzo slings a bazooka-shaped device over his shoulder, takes AIM and --

POOF! A blanket-sized piece of cloth with ball bearings in every corner POP OUT, wrap around the Coat Rack Shadow, and instantly tie around him, keeping him bagged and sealed in the blanket. It kicks and struggles to no avail.

HARRIET

(to 8-Year-Old)
No offense, but your room is seriously gross. Would it kill you to clean it every once in a while?

Harriet pulls out her DUSTBUSTER and starts VACUUMING.

EIGHT-YEAR-OLD GIRL

I didn't do it. I didn't mess up my room. The wind did.

Quinn, Isabelle and Enzo look to each other.

QUINN, ISABELLE AND ENZO

Mary?!

(CONTINUED)

CONTINUED:

QUINN

Harriet, get away from the bed!

Suddenly, the sheets and blankets SWIRL into the air in a gust of wind. From under the bed comes TYPHOON MARY, a ten-foot-tall high-speed cyclone that tears through the room. We can almost make out a FACE in the center of the whirlwind.

The 'Crawlers hit the floor. It's like a HURRICANE has hit.

ISABELLE

Typhoon Mary. Agent of the Bogey Man, trashes kids' rooms so they get in trouble with their parents. No way to stop her, just stay outta her way.

Mary swirls her way toward the prone girl menacingly. Harriet tires to get up and run, but she keeps getting BLOWN OVER by the HURRICANE WINDS that surround Mary. Quinn sees Typhoon Mary whirling in on Harriet to strike.

QUINN

Harriet! No!

Instinctively, he somehow manages to PULL himself up to his feet and LEAPS towards the action. Quinn THROWS his body in between Typhoon Mary and Harriet and takes the impact meant for her!

Instantly, Quinn is SWEPT UP into the CYCLONE of Mary's "body." She LAUGHS MANIACALLY as he is WHIPPED around in mid-air. Quinn SCREAMS as the others react in terror.

HARRIET, ENZO AND ISABELLE

Quinn!/ No!!/ Grab his feet!

But it's TOO LATE. With Quinn in tow, Typhoon Mary ZIPS back under the bed with the Pile of Clothes at her heels.

Harriet yanks the tangled sheets off the bed. The Nightcrawlers look beneath the bed, it's EMPTY. The Nightcrawlers exchange devastated looks.

HARRIET

Where is he?!

ISABELLE

He... he's gone.

(CONTINUED)

CONTINUED:

EIGHT-YEAR-OLD GIRL
What happened? Is everything going
to be alright now?

ENZO
(gravely)
I hope so, little girl. I hope
so.

EXT. SPRINKLES - NIGHT

A HIGH, MOODY ANGLE LOOKING DOWN ON Sprinkles. Its
outdated neon sign FLICKERS. It looks kind of like a
rundown saloon in a FILM NOIR movie. But it isn't.

PUSH IN. In the window, a sign reads "NIGHTCRAWLERS
WELCOME."

ISABELLE (V.O.)
Hit me.

INT. SPRINKLES - CONTINUOUS ACTION - NIGHT

It looks like a cross between an old-fashioned BAR and an
ICE CREAM PARLOR, which is what it is.

Instead of a BOXING MATCH on TV, we see a CARTOON BOXING
MATCH. SHORTY, 10, a little kid with a seasoned barman's
world-weary squint, stands behind the counter (on a
crate).

SHORTY
That bad, huh?

Shorty slides a small dish of VANILLA ICE CREAM across
the bar to her as if it were a shot glass. She looks at
it with disgust.

ISABELLE
What's this? You know what I
want.

Shorty grabs a squeeze bottle of CHOCOLATE SAUCE and
pours it over the ice cream.

SHORTY
Back on the sauce, huh? What
happened out there?

ENZO
We lost Quinn, Shorty.

(CONTINUED)

CONTINUED:

SHORTY

What? Quinn!? Oh, man. Never
thought I'd see the day.

Shorty makes himself a tiny Hot Fudge Sundae and downs
it. Several other Nightcrawlers from OTHER TEAMS walk by
and pat our guys on the back. One of them, Aki, says...

AKI

Dark days, man. If they can get
Quinn, what hope do the rest of us
have?

MR. T DOLL

Never give up! Never give in!
Nightcrawlers fight!
Nightcrawlers win!

AKI

I know, man. I'm just sayin'...
dark days.

Harriet puts her arm around Smudge, who silently broods
and drinks his ice cream soda.

HARRIET

Oh, Smudge...

SMUDGE

WHAT!? What's the big deal here?
He knew the risks. He got sloppy.
He got nailed. But it's not like
he croaked or something!
Boogerman nabbed him, I say we go
down there and take him back!

ENZO

It's not that simple, Smudger.

ISABELLE

How would we even do it? Only
monsters and Shadows can travel
the dimensional wormholes under
kids' beds.

SMUDGE

Oh, great. So, let's just give
up, right? No way!! Quinn may be
a rule-quoting goody-two-shoes
who, by the way, technically, is
dead to me, but he's family! And
nobody messes with my family!

(CONTINUED)

CONTINUED:

Everyone looks up, impressed. Smudge is the very picture of defiant determination. He's like a tiny John Wayne. His speech rouses the kids from their melancholy.

SMUDGE

Are you gonna just roll over and let the Boogerman win?! What are you?! A bunch of sissy girls?

(aside to Isabelle)

No offense.

(to all)

Or are you Nightcrawlers?!

A HUGE CHEER rises up from the Nightcrawlers! They are stoked and ready to get back to business!

SMUDGE

I say we march down into the Land of Shadows and *get my brother back!!*

The crowd rallies around grimly determined Smudge.

INT. SHADOW CELL - ETERNAL NIGHT

Quinn's eyes OPEN. Quickly taking in his surroundings, he finds he is sitting in a DENTIST'S CHAIR surrounded by a seemingly endless BLACK SPACE.

QUINN

Ugh. Where am I?

Quinn uses the DIRECTIONAL LIGHT on the dentist's chair to search the area. He is perched atop a HUGE COLUMN, a massive pedestal in a sea of DARK EMPTINESS. Were he to fall off the edge, it looks as though he would fall FOREVER.

He searches his prison for some means of escape. He finds a pile of books are all math textbooks. He shudders and drops the books to the ground. There is a bathtub, ready for use. Closer inspection reveals shark fins circling on the surface.

Quinn points the Dentist Light toward the edge of the platform. He creeps to the ledge and, taking a small MIRROR out of his pocket, he reflects the light down into the pit.

The bottom seems to be WRITHING and SLITHERING. Finally, he can see it. He is surrounded by a sea of slimy EARTHWORMS.

(CONTINUED)

CONTINUED:

QUINN

Worms. Why did it have to be worms?

DUST BUNNY (O.S.)

Because you have a secret fear of worms, Quinn.

Quinn turns to find Dust Bunny MORPHING into her HUMAN FORM.

QUINN

Dust Bunny. Long time no hay fever.

DUST BUNNY

A brave act, Quinn, but I know inside you tremble. This place has been designed to give you dire nightmares.

QUINN

No duh. The dark. Heights. The dentist. Math. Worms. They've got every kid phobia covered here except public speaking in your underwear.

DUST BUNNY

That's your field trip this Wednesday. The Master has plans for you, Quinn. Be very afraid.

QUINN

I'd fear the Bogey Man if I could, but I have trouble quivering at the thought of anyone whose initials are BM. Do you know what BM is?

Suddenly, a LOUD CLANG ECHOES through the Underworld. Dust Bunny looks up, frightened. So does Quinn.

DUST BUNNY

He comes!

Dust Bunny points to a DOOR OF LIGHT opening far away in the blackness. A massive, imposing SHADOWY SILHOUETTE stands in the doorway. A GANGPLANK begins to extend from the doorway, making its way through the air to the platform jail.

DUST BUNNY

I wouldn't try that BM line on him, if I were you!

(CONTINUED)

CONTINUED:

The approaching figure is imposing indeed. Step-by-step, the BOGEY MAN approaches, growing ever larger as he crosses the bridge through the darkness.

PUSH IN. Quinn steels himself for the confrontation.

EXT. PUBLIC STREETS - DAY

A strange vehicle descends from the sky. At first glance, it appears to be a jet fighter, but as it HOVERS in for a landing on the sidewalk we see that it is small and made of PURPLE SPARKLY FIBERGLASS. It is a KIDDY RIDE; the kind that wait outside supermarkets. A female DOG-WALKER watches as Smudge, Enzo, Harriet and Isabelle clamber out. Shocked, she shakes her head, then walks blissfully along, the image rejected by her adult mind.

HARRIET

(to Smudge)

You owe me a quarter. Now, who is this guy, again?

ISABELLE

The only person who might possibly know how to get to the Land of Shadows: Our leader, the Great Reginald Pheeb, the keenest, most brilliant mind of our time.

HARRIET

And he's... here?

REVEAL -- The team now stands before a peaceful RETIREMENT HOME. Doddering old coots are playing horseshoes, hampered by their walkers and their inability to lift the metal horseshoes. Ancient pensioners shuffle across the lawn. Above the door of the building hangs a sign: "HAPPY ACRES RETIREMENT COMMUNITY - A Super Place for Seniors."

ISABELLE

He likes their Jell-O.

HARRIET

If he's old, how come his mind doesn't, you know, reject all this Nightcrawler stuff?

SMUDGE

Pheeb is nuts.

(CONTINUED)

CONTINUED:

ISABELLE

Pheebbs is not nuts! But there is part of his mind that works on a childish level. He never really grew up.

SMUDGE

They say Pheebbs' been fighting the Booger Man since he was our age, about a million years ago. He's like the oldest Nightcrawler in history.

INT. HAPPY ACRES RETIREMENT HOME - DAY

Smudge resolutely leads the others through the lobby to the NURSE sitting at a RECEPTIONIST DESK.

SMUDGE

We need to see --

The Nurse looks down at him, suspiciously. Smudge has to force himself to be overly cute in order to charm the Nurse.

SMUDGE

'Scuse me, nice lady. You're pretty, we're here to see our Gran'pa, Reginald Pheebbs.

RECEPTIONIST

(suspicious)

Mr. Pheebbs has a new 'grandchild' visiting him every week. Some have been black, others Asian or --

SMUDGE

Gramps was a swinger. Get over it. Now, is he in, or what?

The Receptionist FROWNS at the impudent Smudge.

INT. SHADOW CELL - ETERNAL NIGHT

The Bogey Man's sinister, amorphous shape looms over Quinn.

THE BOGEY MAN

At last. Quincy Mordecai Thompson, Nightcrawler Squadron B-545. The Great Quinn. Helpless at my feet.

(CONTINUED)

CONTINUED:

Strange TENDRILS emerge from under the HUMP of Bogey Man's enormous, hunched body. They GRAB Quinn and LIFT him.

THE BOGEY MAN

I now realize it is not enough to bathe the world in eternal darkness and feed off the nightmares of all humanity. Evil dictates that I must use the Nightcrawlers as part of my plan!

QUINN

Oh, right. I'd like to see that.

TENDRILS place Quinn in the dentist's chair and STRAP HIM IN.

THE BOGEY MAN

You'll have a front row seat. For the Nightcrawlers are going to be betrayed... by you!

QUINN

Up yours! I'll never betray the Nightcrawlers!

THE BOGEY MAN

Oh, but you will. You will.

QUINN

There's no way I'll crack, Bogey Man. Do your worst!

He SNAPS his shadowy fingers. Dust Bunny rolls the old school, wood cabinet TELEVISION directly in front of Quinn.

THE BOGEY MAN

I know just what buttons to press.

He PRESSES the "POWER" button on an old, TV remote in one of his tendrils. The television screen warms up and CARTOONS appear. Iconic CARTOON MUSIC PLAYS.

Quinn braced for the worst, sees harmless Hanna-Barbera-style shorts on the TV. He looks VERY CONFUSED.

INT. HAPPY ACRES - PHEEB'S ROOM - DAY

Half of Pheeb's room is a crazy-looking mass of toys, geriatric aids and stuffed animals. Childish sketches of weapons and fantastic vehicles cover the walls. He argues with Smudge, Isabelle, Harriet and Enzo.

(CONTINUED)

CONTINUED:

PHEEBS

Absolutely out of the question!

SMUDGE

But we've got to!

PHEEBS

You are not going to the Bogey Man's realm! It's too dangerous!

SMUDGE

This is so unfair! I hate you!

Smudge takes a deep breath, filling his cheeks with air. He then HOLDS HIS BREATH in defiance. Smudge's face ACTUALLY TURNS BLUE. Pheeb's in unimpressed.

PHEEBS

It's a very striking shade of blue, Smudge, but it won't work.

Smudge EXHALES deeply and returns to his normal color.

SMUDGE

Yeah, well it was worth a try.

PHEEBS

Smudge, you know that the Bogey Man's minions travel to our world via hidden dimensional wormholes located under children's beds --

SMUDGE

Yeah, we all know that. And they can only be used by monsters and shadows. But there must be some other way to get down there!

Pheeb's looks uncomfortable. He shifts on his feet.

PHEEBS

Uh, no... no, not really... I mean --

SMUDGE

You wouldn't lie to us, would you, Pheeb's?

(a beat)

You're one of the only grown-ups we totally trust. You're not a dirty liar are you?

This is a charged moment. All the Nightcrawlers look to Pheeb's.

(CONTINUED)

CONTINUED:

PHEEBBS

(sighs)

No. I'd never lie to my
Nightcrawlers. Except for once...

Pheebbs walks over to a large STUFFED ALLIGATOR and opens its mouth. Inside the alligator mouth, a hidden TV SCREEN is mounted. He switches it on.

ON SCREEN: A child's SANDBOX with a hole in it. There is a NIGHTCRAWLERS' version of POLICE TAPE cordoning off the hole.

SMUDGE

My sandbox. Big deal.

PHEEBBS

And the hole?

ENZO

That's that dumb tunnel Smudge was
diggin' to China.

ISABELLE

You told him it was a waste of
time. Had him call off the
project. Said it would've never
worked.

PHEEBBS

I lied. Dig through the center of
the Earth, China's on the other
side. Of course it would've
worked!

SMUDGE

I knew it!

ENZO

Then why put the kibosh on
Project: Beijing Shortcut?

Pheebbs calls up another image on the screen. It is a cut away view of the Earth. There is a shaft going almost a third of the way through the planet labeled "SMUDGE'S TUNNEL" and a gray area identified as "LAND OF SHADOWS."

PHEEBBS

As you can see, Smudge's Tunnel
came perilously close to the Land
of Shadows. It's Bogey Man's
Realm Adjacent, if you see what I
mean.

(CONTINUED)

CONTINUED:

HARRIET

Why keep this from the
Nightcrawlers?

ISABELLE

To protect us.

PHEEBS

I'm sorry I wasn't honest with
you, but I was afraid that if you
knew, you'd want to attack the
Bogey Man directly.

SMUDGE

And that was real nice of you.
But now let's go get Quinn.

PHEEBS

No.

All heads turn. The Nightcrawlers look baffled.

SMUDGE

What about Quinn? Are we just
going to leave him down there with
that monster?

Pheebbs looks upset, but resigned. It is a somber moment.

PHEEBS

I -- I can't risk any more of you.
I can't send children into that
kind of danger. I'm sorry,
Smudge. I'm so very sorry.

He means it. All the other Nightcrawlers look on.
Smudge is overwhelmed. PUSH IN ON his face as he
realizes that Quinn is being written off... and there's
nothing he can do.

This is the first time Smudge has really looked like a
LITTLE BOY. Everyone in the room is too emotional to
speak as we...

FADE OUT.

FADE IN:

INT. NIGHTCRAWLER ARMORY - NIGHT (LATER)

In a DARKENED TOMBLIKE ROOM, a DOOR CREAKS open. The
tiny shaft of light which pours in illuminates an endless
array of Supersoakers, dart guns, popguns and every
fiendish toy weapon ever devised for the pleasure of
little children.

CLOSE ON A PAIR OF FEET

as they ENTER and stealthily tiptoe through the arsenal, finally stopping in front of a weapons locker. The DARK FIGURE quickly picks the lock with the speed and assurance of a seasoned cat burglar. All is silent... until the Dark Figure KNOCKS one of the toy guns and the entire ARSENAL comes CRASHING DOWN to the floor.

SMUDGE

(the Dark Figure)

Awww, fudge!

Suddenly, the LIGHTS are switched on. Smudge looks up from the pile of toy weapons and gear. There, in the doorway, with her hand on the light switch is Harriet.

HARRIET

Going somewhere?

SMUDGE

I was just... tidying up a bit.

Harriet shoots him a doubtful glance. Him? Tidy up?

SMUDGE

Okay! Fine! I'm borrowing this gear so I can go get Quinn back! There! Happy now, Sherlock Neatfreak?

Harriet enters and sits on the pile of gear.

HARRIET

I kinda figured you'd do this.

SMUDGE

Like it's not bad enough I've got to go to the stupid Underworld to save my jerk of a brother, but I've got to disobey Pheebs and throw away my career as a Nightcrawler to do it!

He looks up at Harriet, suddenly nervous.

SMUDGE

(pleading)

That is, if you don't blow the whistle on me and have me stopped.

Harriet considers for a moment.

HARRIET

I won't tell on one condition.

(CONTINUED)

CONTINUED:

SMUDGE

(dubious)

I won't have to hold hands with
you or anything, right?

HARRIET

What? No! Yuuuuuuuuuuck! No, I
won't tell on you... if you take
me with you.

Smudge is impressed, but...

SMUDGE

Look, Harriet. You don't want to
go to the Land of Shadows. It's
probably a mess! Besides, if I
take you, someone else might find
out and then --

ENZO (O.S.)

-- then we'll all want to go.

WIDER -- Isabelle, Enzo and Mr. T Doll are now standing
at the door. They're determined. They won't take no for
an answer.

SMUDGE

So that's the way it's gonna be,
huh?

MR. T DOLL

That's the way it's gonna be.

Smudge is deeply touched, but doesn't let on.

SMUDGE

Well, don't just stand there,
gimme a hand with this gear. Who
knows what crummy stuff Quinn is
going through even now...

INT. SHADOW CELL - ETERNAL NIGHT

Dust Bunny watches in confusion as Quinn watches the TV.
The iconic CARTOON MUSIC continues to PLAY.

DUST BUNNY

No disrespect, Dark Lord, but I
thought you'd have something more
sinister in mind than... cartoon
programs.

(CONTINUED)

CONTINUED:

THE BOGEY MAN

Not 'program,' my Rabbit of
Refuse, re-program. Though barely
perceptible to the human eye,
these cartoons are rife with
subliminal messages designed to
bend Quinn to my will. Observe...

Quinn STRUGGLES to keep his eyes off the TV, but he is
weakening. His gaze is continually DRAWN BACK to the bad
animation. He fights to stay in control of his mind.

QUINN

Don't know... what your game is...
but... must fight... look away...

THE BOGEY MAN

You cannot fight the evil
influence of my cartoon.

ON SCREEN

Every few seconds the cartoon is replaced by an obvious,
easy-to-read title card. They say things like "OBEY!"
and "EVIL IS COOL!" AND "THE BOGEY MAN RULES!"

BACK TO SCENE

DUST BUNNY

Our brainwashing appears to be as
powerful as the kind they use on
ordinary children's television!

THE BOGEY MAN

Even now, your will slips away.
You'll be doing my bidding without
even realizing it! My mind
control is so hidden, you'll have
no idea that you, yourself will be
leading your precious
Nightcrawlers to their DOOM!

CLOSE ON QUINN

He knows the Bogey Man is right. He's woozy, slipping
into a trance. He must do something! Thinking quickly,
he attempts to program himself!

QUINN

(to self)

*'I love you, Smudge. Ya know,
you're the bestest brother in the
whole wide world!'*

(CONTINUED)

CONTINUED:

The Bogey Man TURNS UP THE VOLUME on the TV. Quinn must struggle harder to stay in control.

QUINN
(with great effort)
*'I love you, Smudge. Ya know,
you're the bestest brother in the
whole wide world!'*

The Bogey Man hits the remote again. The VOLUME LOUDER, Quinn goes under the spell of the evil cartoon.

CLOSE ON THE IRISES OF HIS EYES

As they transform into PINWHEEL SPIRALS.

BACK TO SCENE

QUINN
(as programmed zombie)
I hear and obey the will of the
Lord of Shadows...

PUSH IN ON Quinn's blank eyes. The pinwheels are gone, but Quinn's eyes are now vacant and black. Finally, one of his eyes FILLS the SCREEN.

EXT. SMUDGE'S SANDBOX - NIGHT

As we PULL BACK, we find the black hole of Quinn's eye has been transformed into the ACTUAL HOLE in Smudge's sandbox. He stands at its precipice with Harriet, Isabelle, Enzo and Mr. T Doll.

SMUDGE
Of course, I can't order any of
you to come with me. It's a
dangerous mission and... we may
not be coming back.

The faces of the others all show due concern.

SMUDGE
So, if any of you want to be big
babies and chicken out... well,
that's fine. For you. Anybody?

The others murmur in agreement. Smudge nods, satisfied. He reaches into Isabelle's backpack and pulls out two TOY FISHING RODS.

(CONTINUED)

CONTINUED:

He plunges the GRIP of each rod into the ground near the hole. He ties the other end of the "fishing line" around his waist and tosses the other line to Harriet.

SMUDGE

Hairy-armpit... catch. You carry
Enzo. I'll carry Mr. T Doll.

ISABELLE

What about me?

SMUDGE

Somebody's got to cover for us
when our parents and Pheeb's start
wondering where we are, and I need
my best man on that. No offense.

Smudge grabs Mr. T Doll and STUFFS him into his back pocket. Harriet finishes with her line and picks up Enzo.

SMUDGE

Okay, ladies and bears, it's play
time.

Smudge picks up a little plastic BEACH SHOVEL and LEAPS into the hole. The toy reel UNSPOOLS as he rockets down the tunnel. Harriet takes a deep breath and jumps in after him.

ISABELLE

Good luck, Smudge.

INT. REALLY, REALLY DEEP TUNNEL - CONTINUOUS ACTION

The two kids, and their toy companions, FREE FALL down a seemingly endless tunnel.

SMUDGE & HARRIET

Aaaaaaaaahhhhhhhhhhhhhh!

The tunnel is so deep, they RUN OUT OF BREATH for screaming. Still falling, Harriet WHISPERS something in Smudge's ear.

SMUDGE

Well, you should've thought of
that before we left!

Suddenly, their lines CATCH and they are abruptly stopped. Their tethers STRETCH like the end of a BUNGEE CORD and they pull some serious "G's"... before bouncing to a stop. They dangle by the rock wall. Smudge starts digging into the side of the tunnel.

(CONTINUED)

CONTINUED:

SMUDGE

It should be right through here.
Remember, Booger Man's turf, his
advantage. We sneak in, find
Quinn and scoot. Let's stay
focused.

Smudge's digging unearths a tiny, metal TOY CAR.

SMUDGE

Hey, one of my Hot Wheels! I lost
this in the sandbox about --

He looks up to find Harriet and Enzo staring at him. He
keeps digging. Finally, he can PUSH THROUGH to an
adjoining chamber. He SHUSHES them with a librarian
finger to the lips, then they CRAWL into the opening.

EXT. ALLEYWAY OF DOOM - ETERNAL NIGHT

The kids stumble through the hole into what looks like
the GLOOMIEST CORRIDOR ON EARTH. Shadow alley CATS
SCREECH as they scurry between what look like overflowing
trashcans. It's RAINING and at the end of the alley,
black MUCK gushes from a gutter pipe into a HUGE PUDDLE
on the ground.

The kids put down Enzo and Mr. T Doll as they explore the
corridor. They are duly apprehensive.

HARRIET

What an awful place.

MR. T DOLL

Yeah, this is what my nightmares
have nightmares about.

SMUDGE

(brave front)

If this is as bad as it gets, we
oughta be just fine. Come on.

Smudge bravely leads the band down to the end of the
corridor where they turn a corner...

EXT. THE LAND OF SHADOWS - ETERNAL NIGHT

It now becomes clear that they had arrived in a tiny
alleyway, but now bear witness to the HORRIFYING, AWESOME
VISTA of the Land of Shadows which unfolds before them in
all its terrible glory!

(CONTINUED)

CONTINUED:

It is an INDUSTRIAL CITYSCAPE constructed entirely of shadows, slime and volcanic ash. Shadow boats sizzle into oblivion on a river of molten lava which runs through the landscape giving a reddish cast to the surroundings. Black smoke chokes the "sky" which is brightened only by the incessant flashes of LIGHTNING. Even Smudge is overwhelmed.

SMUDGE

Holy crud...

MR. T DOLL

I pity the...

(sighs)

I pity... me.

SMUDGE

What do we... I mean... look,
Harriet, girls are smart. If you
were Booger Man --

HARRIET

If I were the Bogey Man, I'd keep
my prisoners right... there.

Harriet points to the SHADOW CASTLE. The most INTIMIDATING STRUCTURE in a city entirely made up of intimidating structures, the castle is built onto the side of the volcano which serves as the focal point of the town. Shadow PTERODACTYLS fly in circles around it.

ENZO

The question is: how do make it
through an entire city made up of
shadows and monsters?

SMUDGE

I've got an idea.

(to Harriet)

But I don't think you're going to
like it.

HARRIET

Why? 'Cause I'm a girl'?

SMUDGE

'Cause you're a girl. And a neat
freak.

HARRIET

Oh, yeah? Try me.

Smudge nods, then PUSHES Harriet over, into the huge PUDDLE. Harriet splashes out of the black muck, covered head-to-toe.

(CONTINUED)

CONTINUED:

HARRIET

You little jerk!

She lunges at him and the two are quickly immersed in a MUCK FIGHT as they wrestle and roll around in the slimy puddle.

ENZO

Hold it! Hold it! This isn't solving anything!

SMUDGE

Wrong again, care bear.

Smudge grabs him and submerges him in the muck as well. Enzo comes up looking as though he was smothered in oil. Harriet uses the time to climb to her feet.

HARRIET

You little brat! Look at me!
Look at me!! I look like, like --

Harriet takes it all in. The only thing visible on her are her teeth and eyes. The rest of her is COMPLETELY BLACK.

HARRIET

Oh. I look just like a shadow.

SMUDGE

Right. Same for you, Fur Face.

ENZO

Pretty smart, kid. That's three of us.

They all look over to Mr. T Doll. It's his turn now.

MR. T DOLL

Un-unh! Now way! Aaarrrrrrrrgh!

The three muddy Nightcrawlers approach him menacingly.

EXT. SHADOW CASTLE - CLOSE ON MR. T DOLL - ETERNAL NIGHT (LATER)

Walking. He, too, is now covered in black goo. All four Nightcrawlers are crossing the drawbridge over the FIRE MOAT. They pass several SHADOWS on each side of them, but none seem to pay them any notice.

(CONTINUED)

CONTINUED:

HARRIET

We've passed thousands of these things and they haven't even noticed us.

SMUDGE

Have you looked in a mirror lately? You're not much to look at.

HARRIET

Ha. Ha.

ENZO

We've been lucky so far. Real lucky.

SMUDGE

Think so? These are shadows we're dealing with here. They really raise the bar in terms of stupidity. I mean... lower the bar. In terms of smartness, they lower the bar. Right?

Smudge waves at the GUARD SHADOWS stationed at the castle entrance. The Guards wave back as the Nightcrawlers enter.

INT. SHADOW CASTLE - CORRIDOR - ETERNAL NIGHT

The group makes their way down a hallway. It is super creepy.

SMUDGE

I told you. Shadows are idiots.

ENZO

The shadows may be brainless ghosts, but monsters aren't. Check it out, twelve o'clock.

It is the DUST BUNNY, hopping down the hallway in her DIRT RABBIT form. She seems to notice our group. She stops.

DUST BUNNY

Halt! Who goes there?

SMUDGE

(aside to Enzo)
What do we do?

(CONTINUED)

CONTINUED:

ENZO

(whisper)

If she sounds the alarm, we're
done for. Listen very carefully.
I want you to act exactly like you
do in school, okay?

SMUDGE

But --

ENZO

Okay!?

Smudge nods, worried. As Dust Bunny approaches, she
transforms into her creepy HUMAN FORM.

DUST BUNNY

Identify yourselves.

SMUDGE

(instantly stupid)

What?

DUST BUNNY

State your business.

SMUDGE

Uh... I don't know.

DUST BUNNY

Let me see your papers.

SMUDGE

Huh? I don't have my papers.

DUST BUNNY

And why not?

SMUDGE

My dog ate 'em.

Dust Bunny looks down at Enzo, now on all fours.

ENZO

Woof! Woof!

Dust Bunny becomes annoyed at his stupidity. She sighs.

DUST BUNNY

Shadows! All right, carry on.

As she exits, she shakes her head in disbelief of how
stupid the shadows are.

(CONTINUED)

CONTINUED:

HARRIET

You make a very convincing
brainless creature.

SMUDGE

Huh? Hey!

As they continue down the hall, past dozens of cell doors, like a prison. Mr. T Doll cocks his head, listening to something above the MOANING.

MR. T DOLL

Shut up, fool! Listen. You hear
that?

There is the sound of SILLY MUSIC in the air, punctuated by the sounds of CRASHING and BREAKING THINGS.

HARRIET

What is that?

MR. T DOLL

That's a cartoon.

HARRIET

You sure?

MR. T DOLL

'Kids, stay in school.' Sound
familiar? I'm an action figure
based on a toon, that was based on
Mr. T! I know my toons, girl.

ENZO

Shadows are not big TV watchers --

SMUDGE

What with the dissolving in the
light and everything.

HARRIET

But kids are. Let's find that
set.

Their spirits buoyed by a possible clue, the gang continues their search with renewed vigor. Harriet looks through the small barred window on one of the doors.

HARRIET

Guys! Over here!

Smudge can just peek over the bottom of the window.

HIS POV

Far off in the "mesa" in the Huge Black Room, Quinn sits watching TV with his back to them. His posture is perfect.

BACK TO SCENE

SMUDGE

Yeah, that's him all right. Quinn is the only kid I know who sits straight up while watching cartoons.

(shouting to Quinn)

Quinn!! Hey, Quinn!!

Quinn doesn't seem to hear.

ENZO

Let's get this door open.

MR. T DOLL

Ain't a door been made that can stop Mr. T!

(to Smudge)

Lift me up there, will you, kid?

Smudge lifts Mr. T Doll up to the door's CONTROL PANEL. He takes a mighty swing and SMASHES the panel with his fist, very impressively. The cell door slides open.

ENZO

Nice work, T.

The huge CHASM stretches out before them. It appears impossible to reach the plateau.

SMUDGE

There must be some kind of drawbridge.

HARRIET

There is. Mr. T Doll just smashed its control panel.

ENZO

(sarcastic)

Nice work, T.

HARRIET

(to Smudge)

Do you have your line?

(CONTINUED)

CONTINUED:

SMUDGE

Yes, of course I have my line!
Jeeze! Duh! What do you think?
(recalcitrant)
But I left the grappling hook in
Isabelle's backpack.

MR. T DOLL

No hook? Looks like Quinn's outta
luck.

The others exchange a glance as we...

SMASH CUT TO:

SAME SCENE - LATER

Mr. T Doll is tied to the end of Smudge's line. He is
being spun AROUND and AROUND in giant circles, acting as
the substitute grappling hook.

MR. T DOLL

Whoooooooooooooooooah!!
Whoooooooooah!!

Smudge LETS FLY the line. Mr. T Doll HURDLES through the
air and loops over the dentist's chair SPOTLIGHT and then
SPINS AROUND IT, hooking it securely.

ENZO

(a la Mr. T)
I pity the fool who has to be a
human grappling hook.

Quickly, the three Nightcrawlers throw their belts over
the rope and use it as a ZIP LINE to cross the black
ravine.

INT. SHADOW CELL - ETERNAL NIGHT

They land on the plateau with a THUD. Smudge rushes over
to his brother, frozen and immobile in front of the
eternally playing cartoons.

SMUDGE

Quinn! Wake up! Snap out of it!

Smudge ends up standing in between Quinn and the TV set.
The hypnotic wheels vanish from Quinn's eyes. The first
thing he sees coming out of his trance is Smudge's GRIMY
FACE.

(CONTINUED)

CONTINUED:

Quinn's instantly irritated. In other words, back to normal.

QUINN

You're blocking my show, turd-brain! Get out of the way!

SMUDGE

Sanity to Quinn, come in! You're not at home, clueless leader, you're in the Booger Man's rec room!

Quinn takes in his surroundings.

QUINN

Nightmarish surroundings. Eternal blackness. You may be right.

HARRIET

At least you're all right.

Quinn now notices that Harriet is there, too.

QUINN

Oh, hey. Hi. How's it goin'?

HARRIET

Pretty good. We're disguised as shadows. That's why we're, you know, covered in gook and everything --

QUINN

No, no, it looks good on you. I mean, it's a brilliant disguise.

SMUDGE

Arrrrgh. Enough with the mush already! Sheesh!

HARRIET

That wasn't mush, it was just --

QUINN

Just making polite conversation --

MR. T DOLL

(still acting as hook)

Shut up, fools! Time to go!

ENZO

T Doll is right. It's been a cakewalk so far. But our luck could change at any moment.

INT. SHADOW CASTLE - SPOOKY CORRIDOR - ETERNAL NIGHT

Dust Bunny imperiously passes another group of Shadows. Suddenly, a look of concern crosses her face.

DUST BUNNY

'My dog ate it'?!?

(realizing her error)

Aaaaaarrrrrgh! Shadow guards!

Come!

(to Tooth Fairy)

You! Fairy! Sound the alarm! We have intruders!!

The Shadows bump into one another as they scramble to obey her orders.

INT. SHADOW CELL - ETERNAL NIGHT

The Nightcrawlers scramble to release Quinn from the straps binding him to the dentist's chair. Suddenly, the air is pierced by a SHRILL, eerie ALARM SIREN.

ENZO

So much for our cakewalk.

INT. SHADOW CASTLE - SPOOKY CORRIDOR - ETERNAL NIGHT

One-by-one, Harriet, Smudge, Enzo and Quinn drop off the line and land in the hallway. Harriet looks out the CORRIDOR WINDOW and sees that the entire Shadow City is full of commotion.

HARRIET

The whole city is mobilized.

We'll never make it back to the tunnel. What's our backup plan.

MR. T DOLL (O.S.)

(shouting from
other room)

Hey, a little help here!

SMUDGE

What's a backup plan?

QUINN

Argh! No plan! That's so typical!

MR. T DOLL (O.S.)

(from the cell)

Don't forget about T!

(CONTINUED)

CONTINUED:

Standing in the middle of the corridor, Enzo's eyes suddenly go wide. An entire squadron of SHADOW GUARDS has spotted the Nightcrawlers and is headed toward them.

ENZO
Let's roll, people!

The Nightcrawlers race down the hall in the other direction. Harriet snatches the end of Smudge's zip line from where it was tied at the doorframe and runs after the others.

INT. SHADOW CELL - ETERNAL NIGHT

Mr. T Doll is still tangled up on the end of Smudge's line.

MR. T DOLL
(muttering to self)
... just left me here,
disrespecting me...

Suddenly, the LINE GOES TAUT.

MR. T DOLL
Uh-oh.

T Doll is SPUN around his mooring a few times before being YANKED toward the cell door on the other side of the CHASM.

MR. T DOLL
Aaaaaaaaaaahhhhhhhhhh!

INT. SHADOW CASTLE - SPOOKY CORRIDOR - ETERNAL NIGHT

T Doll is dragged along the passage floor behind the others.

MR. T DOLL
Aaaaaaaaaaaaaahhhhhhhhhh!

QUINN
Do you at least have your shovel?
(off Smudge's nod)
Well, that's something. Come on.

ENZO
Where we goin', boss?

QUINN
Down.

Quinn leads the others around a corner to a STAIRWELL.

INT. NEARLY ENDLESS STAIRWELL - ETERNAL NIGHT

They race down the stairs, dragging Mr. T Doll behind them. The pursuing Shadows are growing in number and trail Mr. T Doll, now "water skiing" on his line, by only a few steps.

MR. T DOLL

Less jibba jabba! More running
away!

The stairs end abruptly in a cavernous cellar-like space. At the far end lies an open door. An eerie GREEN LIGHT pulsates within the chamber.

ENZO

End of the line.

SMUDGE

Come on! In here!

The others follow Smudge in through the huge double door.

INT. NIGHTMARE ENERGY BATTERY CHAMBER - ETERNAL NIGHT

As soon as Mr. T Doll clears the doorway, Enzo and Harriet slam the double doors shut, right in the faces of the Shadows, who immediately begin to POUND AWAY at the doors.

SMUDGE

What now, genius?

Quinn grabs the plastic shovel from Smudge's utility belt and THROWS it into the ground in the middle of the room.

QUINN

Dig. There. Go down, take a
left, then up to the surface.

SMUDGE

Are you kidding me? It took me
days just to dig to the core of
the Earth! You think I can
just --

QUINN

I know you can. You're the best
digger I know. Now, shut up and
shovel.

Smudge shrugs and STARTS DIGGING. He does, in fact, DIG
VERY, VERY FAST.

(CONTINUED)

CONTINUED:

Meanwhile, Harriet and Enzo successfully use the rope (still connected to T Doll) to tie the door handles together, keeping the Shadows out... for now. Momentarily safe, Harriet takes in her surroundings.

The GLOW emanates from what appears to be a GIGANTIC DIE-HARD CAR BATTERY. It's twenty feet tall and, on its side is a poster of a LARGE THERMOMETER.

Harriet is baffled by the room. She takes out her pink, kid-friendly DISPOSABLE CAMERA and grabs a FEW SHOTS of the room.

MR. T DOLL

What're you doing, girl?

HARRIET

Grabbing a few shots. We might not ever get back this way, you know?

ENZO

We might not get out of here at all!

HARRIET

Then it'd be stupid not to use up the roll while I have the chance.

Suddenly, the LINE around the door handles SNAPS! A DOZEN SHADOWS roll into the room ready to rumble!

QUINN

Smudge!

ECHO, from deep in hole...

SMUDGE (O.S.)

I'm hurrying!

Harriet looks down at her CAMERA and has a revelation. She raises it, points it at the Shadows and SNAPS a picture.

In the dim light, the FLASH looks like a blinding sun! The Shadow Soldiers REEL BACK from the light.

ECHO, from deep in hole...

SMUDGE (O.S.)

Okay! Let's go!

Enzo DIVES into the hole, headfirst.

(CONTINUED)

CONTINUED:

As the Shadows approach again, Harriet's camera cycles. Finally, she hits the FLASH and sends them staggering.

HARRIET

Get in! I'll hold them off here!

QUINN

I really think I ought to --

She FLASHES them again.

HARRIET

We came all this way to rescue you!
I'm fine! Go! T Doll, move!

Quinn sighs and leaps into the hole. Mr. T Doll unwraps his line from the door handles. Harriet goes to take another picture, but this time THE FLASH GOES DEAD.

HARRIET

Uh-oh. Hang on, T!

MR. T DOLL

Huh?

Harriet DIVES into the hole. The ROPE connecting her to Mr. T Doll goes TAUT. He's dragged past the Shadows.

MR. T DOLL

Outta my way, suckas!

Just before he gets to the hole, he GRABS onto the GROUND.

Then, Harriet's weight becomes TOO MUCH and T is DRAGGED down the hole, still gripping the DIRT, which CAVES IN the hole behind him, effectively SEALING IT from the Shadows.

Instantly, Dust Bunny stands next to the mound of dirt where the hole was. She speaks to something BEHIND HER.

DUST BUNNY

They've made their escape... just
as you ordered, sire.

PULL BACK to reveal The Bogey Man LOOMING behind her. He LAUGHS his INHUMAN laugh.

INT. AN ALMOST BOTTOMLESS PIT - LOW ANGLE - NIGHT

As T Doll tumbles forward TOWARD us, the tunnel behind him is collapsing in on itself!

ALL

Ahhhhhhhhhhhh!

EXT. TREE HOUSE - DAY

All is still. Then, suddenly, the LAWN in front of the tree house POPS up in a BULGE, as though hit from below. The lawn parts. Smudge POKES his dirty face out.

DISSOLVE TO:

EXT. TREE HOUSE - SAME ANGLE AS ABOVE - NIGHT (LATER)

The lawn has been hastily repaired. OVER this we hear, via phone, Quinn and Smudge's Mom:

MOM (V.O.)

(over phone)

I just can't believe this, Dad!
What were you thinking.

As we TILT UP the tree, we hear an OLD MAN'S VOICE, presumably Quinn and Smudge's unseen GRANDFATHER.

"GRANDDAD" (O.S.)

Look, Susie, I thought this was my weekend with the boys. That's all. I guess I got a little confused.

MOM (V.O.)

(over phone)

I was going out of my mind with worry until you called!

The TILT ENDS ON the window of the tree house. Inside, we see Isabelle speaking on a headset. She is speaking in the pitch-perfect voice of the boy's never-seen Granddad.

ISABELLE

(as "Granddad")

Honey, I'm so sorry. My memory just isn't what it used to be. Can we just drop this whole thing and agree never to bring it up again?

INT. QUINN AND SMUDGE'S HOUSE - CONTINUOUS ACTION - NIGHT

Quinn and Smudge's Mom is exasperated as she paces and talks to "her Dad" on the cordless phone. Quinn is already in bed. Smudge gazes through his telescope at the night sky.

(CONTINUED)

CONTINUED:

MOM

(into phone)

It's okay, Dad, I understand. But keep taking the Gingko Biloba, okay? Nite.

(to boys, as

she hangs up)

Your Granddad is not getting any younger. Honestly, sometimes talking to him, it feels like I'm talking to an eight-year-old boy!

SMUDGE

Nope. But you're pretty close.

QUINN

Uh, yeah. Sorry about the confusion, Mom. Won't happen again.

Mom sits on the edge of Smudge's bed.

MOM

It better not. Until your Granddad called last night I was half-crazy worrying about you two.
(gruffly, to Smudge)
You. In bed. Now.

SMUDGE

But, Moooooooooom, several planets are coming into alignment!

MOM

Now.

Smudge drags himself into bed. Mom tucks him in.

QUINN

We're not babies anymore, Mom. I mean... Smudge is, obviously. But I'm not.

Mom switches out the light by the door.

MOM

You're both still my babies. Sleep tight. But if you can't do that, pretend to sleep for the next eight hours.

... and she EXITS, leaving the boys alone. After a beat.

(CONTINUED)

CONTINUED:

QUINN
Hey... uh, Smudge?

SMUDGE
Yeah?

QUINN
About the whole 'saving me' thing?
Smudge nods. He's been waiting for this.

SMUDGE
Uh-huh?

QUINN
Well, it's just that... journeying
to the Land of Shadows, finding
me, busting me out of the Bogey
Man's dungeon? That was...

SMUDGE
Forget it. No big deal.

QUINN
... incredibly stupid!

SMUDGE
You woulda done the same for... What?

QUINN
You disobeyed a direct order from
Pheebz. You risked the lives of the
entire team with a reckless rescue
mission almost certain to fail.

SMUDGE
Hello? We didn't fail! You're here!

QUINN
That's beside the point! If it
had failed, it would've put the
entire Nightcrawlers Organization
at risk, thus imperiling the
entire world!

We now see the scene from...

QUINN'S POV

SMUDGE
'Thus'? Let me get this straight.
You're yelling at me for rescuing
you?

PULL BACK TO:

INT. CASTLE OF SHADOWS - BOGEY MAN'S THRONE ROOM -
ETERNAL NIGHT

We PULL BACK to find that this scene is being observed as an IMAGE on the formless black wall of the Bogey Man's chamber, through an EYE-SHAPED HOLE. Make that TWO eye-shaped holes. Quinn's eyes. Dust Bunny, in her evil, female form and the looming shape of the Bogey Man watch the boys bicker.

QUINN (V.O.)

(filtered)

That's right.

SMUDGE (V.O.)

(on screen)

That's insane!

Their bickering continues under the following:

DUST BUNNY

Your mind control works
astoundingly well, my lord.

THE BOGEY MAN

I have not yet activated my
influence. This is just them.

INT. QUINN AND SMUDGE'S ROOM - CONTINUOUS ACTION

LIVID, Smudge THROWS the covers onto the floor and stands on the bed.

SMUDGE

You total butt-wipe!! You're just
mad 'cause you're growing up!

QUINN

You're undisciplined, immature and
can't be trusted to stick to a
plan! You'll never be able to
lead the --

MOM (O.S.)

Shut up!

Their quickly escalating argument is cut short by the sudden arrival of their Mom at the door. She looks angry, in a very Mom-like way.

MOM

You two are working --

SMUDGE

Your last nerve?

(CONTINUED)

CONTINUED:

Mom shuts him down with a glance. Then softens.

MOM

You know, when I was your age, I wasn't always fighting! I was having fun, pretending with my friends! We'd spend hours imagining we were superheroes saving the world from scary monsters! We had something called 'fun'!

The boys ROLL THEIR EYES, but get into their beds.

MOM

Believe it or not, someday, you're going to miss each other, and wish you could play together like you can now.

Smudge and Quinn make DUBIOUS NOISES.

MOM

Well, it's true. Now, go to sleep or I swear, no court in the country will hold me responsible for what I do to you.

She slams the door shut, leaving SILENCE and DARKNESS.

SMUDGE

Poor Mom. She's such a grown-up.

QUINN

I don't think she was ever a kid.

Smudge hunkers down into bed and CLOSES HIS EYES.

SMUDGE

(bitterly)

Good night!

QUINN

Good night, Smudge. I love you.

He says this without any irony or attitude, very matter-of-factly. Smudge's eyes pop wide open. He is in shock. He can't believe what he just heard. He doesn't like it.

SMUDGE

What did you just say?

(CONTINUED)

CONTINUED:

QUINN

(matter-of-factly)

I love you, Smudge. Ya know,
you're the bestest brother in the
whole wide world!

He says it just as he programmed himself to do in Bogey Man's lair. Smudge's face is a mask of concern. Something is seriously wrong here.

Quinn settles down to sleep without noticing that he's said anything strange. Soon, his eyes close and he drifts off to sleep. Smudge continues to worry.

SMUDGE

(puzzled and
concerned)

Okay...

Smudge's eyes stay open, staring nervously through the darkness in the direction of Quinn's bed. The room grows ever DARKER, until all we can see are Smudge's worried EYES.

DISSOLVE TO:

INT. QUINN AND SMUDGE'S ROOM - MORNING

Quinn's eyes pop open at the sound of a BLARING ALARM! He bats at the snooze button on the alarm clock, but the noise continues.

SMUDGE

Hey, genius leader. Over there.

Smudge, already up and dressing, indicates their NIGHTCRAWLER NIGHTLIGHT which is doing all the flashing and BLARING.

QUINN

The Emergency Alarm! This can't
be good.

SMUDGE

You so brainy. Look out Middle
School.

EXT. TREE HOUSE - SHORTLY

Quinn is just climbing into the hidden pneumatic tube of the tree house when Harriet arrives. Quinn and Harriet smile.

(CONTINUED)

CONTINUED:

HARRIET

Hi.

QUINN

Oh, hi. Um... here. Ladies first.

He YANKS Smudge out of the tube. Harriet gets in and VOOSHES away. Smudge looks at his brother in disgust.

SMUDGE

And I'm the bad Nightcrawler?!
Why don't you just smear her
kooties on your face with a big
wet kiss?

QUINN

Shut up!

Smudge pantomimes kissing in a repulsive manner before Quinn tosses him in the now-empty tube.

INT. TREE HOUSE - CONTROL CENTER - DAY

Smudge pushes through the LARGE CROWD of Nightcrawlers in order to get to Pheebz before Quinn catches up.

SMUDGE

Pheebz, Pheebz, hold up! I gotta talk to you.

PHEEBZ

Oh, Smudge. Yes, yes, don't worry. You did disobey orders, but Quinn is your brother so I can see why you --

SMUDGE

Is he my brother? Are you sure?

PHEEBZ

What are you getting at?

SMUDGE

All's I'm saying's that Quinn has been acting... weird ever since we got back. And I've been thinking, why'd they take Quinn, anyway?

DR. POP-UP

(interrupting)

Professor! It's time.

(CONTINUED)

CONTINUED:

Pheeb makes his way to a microphone in the middle of the room. Harriet, Quinn and Smudge join Isabelle and all the Toys gathered around the VIEW SCREEN where Pheeb is speaking. On the other screens, we can see MANY INTERNATIONAL NIGHTCRAWLER PLATOONS listening attentively from their own headquarters.

QUINN

Wow, a general assembly. That must be major.

ISABELLE

Shhhhhhhhh!

PHEEBS

(on screen)

Thank you all for coming. It's not good news, I'm afraid. Dr. Pop-Up?

Dr. Pop-Up bounces his jack-in-the-box body over to another VIEW SCREEN and starts punching buttons with his nose.

DR. POP-UP

I'd just finished some routine photo processing for one of our operatives: pictures she'd taken in the Land of Shadows when I came across... this.

He punches a button and an IMAGE of the GIANT CAR BATTERY appears on the screen.

DR. POP-UP

This is the Nightmare Battery. As you know, for years the Bogey Man has been sending his Shadows to harvest the Nightmare Energy of helpless children.

Smudge TWIRLS his flashlight like a six-shooter.

SMUDGE

Who you calling 'helpless,' Mr. Just-a-head?

He high-fives Mr. T Doll. Pop-Up advances the slide show, showing the "pep rally" signs.

PHEEBS

Are you know, when B.M. saves enough Nightmare Energy, he'll be able to walk the surface of the Earth, creating eternal darkness and feeding off everyone's nightmares for all eternity.

(CONTINUED)

CONTINUED:

SMUDGE

Pheeb's, no offense but, duh! We've been kicking his Shadows' butts for years. It ain't gonna happen.

PHEEB'S

We're not so sure about that, Smudge. Look at this.

The image changes again. It is now the BIG THERMOMETER banner on the side of the battery.

PHEEB'S

It appears that, over the ages, the Bogey Man's minions have slowly collected a massive amount of energy.

PUSH IN. ON the thermometer image, the red "mercury" portion (labeled "How Much We Got") is perilously close to an indicator line (labeled "How Much We Need").

PHEEB'S

If I'm reading this indicator correctly, the Bogey Man's almost ready to make his move.

MR. T DOLL

What fool move is that sucka Bogey Man gonna bust?

PHEEB'S

Invasion.

A CHILL runs through the room. This sounds GRIM. A British Nightcrawler on one of the screens, TREVOR, 9, chimes in.

TREVOR (V.O.)

'Scuse me. Trevor Wainscotting, Nightcrawlers UK. Are you saying we lost?

DR. POP-UP

No, no, Trevor. Not at all. Er... Yes, that is what we're saying.

PHEEB'S

The Nightcrawlers have delayed this invasion for a long time. But all we could do is slow him down. Eventually, he'd have enough Nightmare Energy.

(CONTINUED)

CONTINUED:

All the Nightcrawlers, those present as well as those on screen, exchange forlorn, hopeless looks. Quinn looks around in frustration. Finally, he can stand no more. He jumps up on the PLAY TABLE.

QUINN

So, that's it?! We're just going
to go sit in a corner and cry?!
Look at yourselves! You're
Nightcrawlers, not kindergartners!

On one screen, Nightcrawler BOBBY, age 4, clears his throat.

BOBBY (V.O.)

Ahem.

QUINN

No offense, Bobby.
(rallying troops)
Wake up! This is no time for a
time out! This is time for a time
in!

Smudge leaps up next to Quinn. And faces the crowd as we...

PULL BACK TO:

INT. CASTLE OF SHADOWS - THE BOGEY MAN'S THRONE ROOM

The Bogey Man and Dust Bunny watch the scene through Quinn's POV on the EYE-SHAPED SCREENS.

SMUDGE (V.O.)

(on screen)

Quinn's right! What are you going
to do when the Bogey Man comes for
you? Sit at your desk with your
hands folded? No! We're going to
ACT OUT! I say we show the Bogey
Man a tantrum he'll never forget!

The Bogey Man smiles an evil grin.

THE BOGEY MAN

Now. Dust Bunny, activate the
Mind Control device.

She quickly switches on an old-fashioned, 1930's
TRANSMITTER. As its VACUUM TUBES WARM UP, she drops the
needle onto a 45-RPM RECORD. The CARTOON MUSIC from the
dungeon scene immediately starts to PLAY.

INT. TREE HOUSE - CONTINUOUS ACTION

Quinn and Smudge's speech has reinvigorated the Nightcrawlers. Many cheer. But some grumble.

MR. T DOLL

That Bogey Man has hassled us for too long! I say, payback time, sucka!

A loud CHEER rings out to Quinn's satisfaction. Suddenly, the CARTOON MUSIC ECHOES in Quinn's ears mysteriously. His EYES GO BLANK. However, no one seems to notice.

INT. THE BOGEY MAN'S THRONE ROOM - CONTINUOUS ACTION

The Bogey Man picks up an old-fashioned MICROPHONE from the radio set. He presses the key and speaks...

THE BOGEY MAN

Quinn, listen to me. This is your brain. You've just had a brilliant idea...

INT. TREE HOUSE - CONTINUOUS ACTION

Quinn remains frozen as "his idea" comes to him. There is still much hubbub going on in the room. On one of the screens, MARIA PEREZ, 10, pipes up.

MARIA (V.O.)

Maria Perez, Mexico City Chapter. I'm all for standing up and resisting El Hombre Bogey, as he is known in my country, but we need a fighting chance --

Quinn instantly SNAPS OUT of his trance, unnoticed.

QUINN

You'll have it!

There's been a change in Quinn. He is not only determined. He is cold, certain. He speaks with a clear, emotionless directness. All heads turn. The Nightcrawlers are silent.

QUINN

Down in the Bogey Man's realm, I dreamed up a way to destroy them. Not one at a time, with flashlights and glowing Yo-Yos. No. Something... more efficient. An Ultimate Weapon.

(CONTINUED)

CONTINUED:

From his bag of gear, Quinn unveils his weapon. It is a CARDBOARD CYLINDER, about the size of a relay baton.

QUINN

It doesn't look like much, but it just may save the world.

Everyone is interested, HANGING on his every word. But they are also a little put-off by his manner.

PHEEBS

You've intrigued us, Quinn. What is it? Where did you get it?

QUINN

I could tell you, now. But that would ruin the surprise. I propose to distribute this secret weapon to each and every Nightcrawler. And then, on Wednesday the seventh, at 5:00, New Jersey time, all Nightcrawlers everywhere will test their weapon.

SMUDGE

What are you talking about?! What weapon?! This is nuts!!

PHEEBS

It is rather unorthodox. But we are facing the greatest crisis we've ever known. And this is Quinn, after all!

DR. POP-UP

Quinn, where will you get the money to buy and distribute this secret weapon?

QUINN

Duh. Hello? I'm eleven. I have a paper route!

SMUDGE

Hold on, here! You can't be serious! Don't any of you find this at all strange?

MR. T DOLL

Strange times call for strange deeds.

PHEEBS

Indeed. All in favor of Quinn's plan?

(CONTINUED)

INT. TREE HOUSE - CONTROL CENTER - DAY

In the far corner of the control room, Smudge eyes Quinn suspiciously.

At his workstation, Quinn is working on a MAP made up of GLOWING PEGS on his LITE BRIGHT. He lectures Isabelle, Harriet, Enzo and Mr. T Doll along with some others.

QUINN

The blue pegs represent
Nightcrawler squadrons. Why are
there so few?

MR. T DOLL

This showdown against the Bogey
Man's got a lot of kids scared. A
lot of Nightcrawlers are forcing
themselves to grow-up quickly.

In the b.g., Smudge approaches Dr. Pop-Up and whispers something in his ear. Then Smudge SLINKS away unseen.

QUINN

We'll just have to fill in the
gaps with Junior Nightcrawlers.

HARRIET

Quinn! They're just little kids!

QUINN

Little or not, they'll have to
pull their own weight. I'm sick
and tired of toddlers thinking
they can get by on baby talk and
charm. And by the way, we had a
drill last night at six o'clock
last night. Where were you?

HARRIET

(angry)

I told you! I'm never available
from four to seven. What part of
'never' don't you get?

QUINN

You'd think with the world at stake
you could free up some time --

All are relieved when Quinn is interrupted by Dr. Pop-Up, who bounces up to him.

DR. POP-UP

I say, Quinn, speaking of
scheduling conflicts we've hit a
bit of a muddle for the group
test.

(MORE)

(CONTINUED)

CONTINUED:

DR. POP-UP (CONT'D)
Looks like the third will be
impossible.

QUINN
(distracted)
What?

DR. POP-UP
Well, it is a global operation,
after all. Thousands of kids.
What say we hold the group test on
the tenth? Say around 12:30 or so?

QUINN
Huh? Yeah, whatever. That's fine.

DR. POP-UP
Splendid. Cheers.

Dr. Pop-Up hops off to his chores.

ISABELLE
Quinn, we've been at this for a
long time now. Maybe we ought to
take a snack break?

QUINN
A snack break? A snack break?!
When the Bogey Man takes over, you
know what you'll be having for
snack break? Brussels Sprouts!
And for breakfast? Brussels
Sprouts! And for lunch? And
dinner? That's right, Brussels
Sprouts!

Isabelle tries to push back the tears as she runs O.S.

ENZO
Weren't you being a little hard on
the kid, Q?

QUINN
No. We've been going too easy.
On all of you. Now, shape up!

The assembled Nightcrawlers stare at Quinn in shock.

INT. CASTLE OF SHADOWS - THE BOGEY MAN'S THRONE ROOM

Through the EYE-HOLE SCREENS, Dust Bunny and the Bogey
Man observe the team's disbelief.

(CONTINUED)

CONTINUED:

THE BOGEY MAN

(chuckles)

Delicious. My evil influence has made Quinn unpleasant and paranoid even when I'm not controlling him directly.

Dust Bunny looks out the window. THROUGH it, we see a thousand Shadows MARCHING and DRILLING. By now they have become an unstoppable FIGHTING FORCE. Terrifying.

DUST BUNNY

I know you are brilliant, my Dark Lord of Despair, but how will your army of Shadows survive in the surface world on the daylight side?

THE BOGEY MAN

All in good time, my cotton-tailed comrade. My evil genius will be revealed to you just as it is to Smudge and all the other accursed Nightcrawlers.

DUST BUNNY

Unless he's figured it out already.

THE BOGEY MAN

Hmmmm. You may be right about the small one. If he suspects something, he may threaten our plans. I must remove him.

The Bogey Man goes to an old-fashioned, rip pad-style CALENDAR on the wall. It reads, October 3rd.

THE BOGEY MAN

In only a few days, we shall finally plunge the surface world into an unending nightmare!

PUSH IN ON calendar as we start the...

TIME PASSAGE MONTAGE

-- The pages of the calendar RIP OFF and BLOW AWAY one-by-one.

-- Nervous-looking Nightcrawlers prepare their equipment and prepare for their showdown with the Bogey Man.

(CONTINUED)

CONTINUED:

-- In the Land of Shadows, endless lines of Shadows march PAST CAMERA, disciplined, unstoppable.

-- Smudge looks through his telescope at the moon in a field of stars.

-- The Bogey Man looks down upon his Shadow Army, cruelly satisfied.

-- The last page of the calendar blows off. It's October 10th.

INT. QUINN AND SMUDGE'S ROOM - DAY

PULL BACK FROM the calendar reading the 10th. Quinn and Smudge are getting dressed in their room. Tension is heavy. Smudge pretends it's not.

SMUDGE

So, brainless leader, today's the big day, huh? The big test of your secret weapon. That oughta be something to see.

QUINN

Not for you.

SMUDGE

What are you talking about?

QUINN

I knew you'd want to horn in on this. I couldn't take the chance of you ruining it somehow.

SMUDGE

Yeah, well, too bad. Nothing, I repeat, nothing could keep me in here today. Sorry, brother.

Smudge, finished dressing, pulls open the bedroom door and is blocked by the LIVID, FUMING FORM OF HIS MOTHER.

QUINN

(extremely guilty)

I had to take drastic action.

MOM

Samuel. Morgan. Thompson. Where do you think you're going?

SMUDGE

Out. You know, play.

(CONTINUED)

CONTINUED:

MOM

Oh?

Mom holds out a L'IL SOCK BUDDY. It's out of its plastic. The tag is crumpled. The fur is disheveled. It has clearly been PLAYED WITH. Mom has an IRRATIONAL RAGE in her eyes.

SMUDGE

Uh-oh.

MOM

This 'collectable' used to be Prince Rainer the Weimaraner. Now what is it!? Can you tell me?

SMUDGE

A sock?

MOM

Yes! A sock! And not a very good one! You are in so much trouble!

SMUDGE

But, Mom! I didn't --

MOM

Don't. Even. Start. You are neck deep in hot water, mister. And you are not going to see the light of day for some time...

Quinn guiltily SLINKS out of the room. Although compelled to do it, setting up his own brother does not sit well with him.

SMUDGE

(to himself)

Yeah. That's just what I'm afraid of.

EXT. SCHOOL PLAYING FIELD - DAY

In the middle of the Middle School field, Quinn sets up shop with his crew of local Nightcrawlers: Pheeb, Harriet, Dr. Pop-Up, Aki, Isabelle, Bobby, and a group of neophyte JUNIOR NIGHTCRAWLERS (who are even younger than our usual group).

Everyone is holding the CARDBOARD CYLINDERS that have been distributed to them.

QUINN

Any sign of grown-ups?

(CONTINUED)

CONTINUED:

On the edge of the field, Enzo and Mr. T Doll keep a sharp lookout.

ENZO

All clear, chief!

MR. T DOLL

I pity the grown-up who --

ENZO

Oh, put a cork in it.

Harriet has set up a kind of MOBILE BROADCAST CENTER with colorful kid-sized monitors and a PLAYSCHOOL CAMERA on a tripod aimed at Pheeb's. On the screens, leaders of the dozens of worldwide Nightcrawler teams look on.

HARRIET

12:15. We're ready for you.

Quinn joins Pheeb's. The SCREENS CRACKLE TO LIFE, showing groups of Nightcrawlers all over the world. Harriet points at them. They're on.

PHEEB'S

Nightcrawlers of the world, this is Pheeb's. As you know, we face the greatest threat the world has ever known. But thanks to Quinn, we may just have a fighting chance.

Pheeb's hands the yellow plastic microphone to Quinn. From a GYM BAG he's brought with him, Quinn pulls out one of the CARDBOARD CYLINDERS, his secret weapon.

QUINN

Uh, hi. We've been dreading this day since, like, forever, but here it is. The tube you hold in your hand is not a toy, but it may be our only defense. So, let's learn how to use it.

Quinn PLANTS the butt of the cardboard tube in the ground, AIMING the tip of it toward the sky.

INTERCUT WITH:

VARIOUS GROUPS OF NIGHTCRAWLERS

All over the world, watching Quinn on screen.

(CONTINUED)

CONTINUED:

QUINN

First of all, let's put aside your utility belts and toys. They could snag or block the weapon.

Just as Quinn does, thousands of kids toss their weapons, belts and flashlights out of harm's way, into a BIG PILE.

QUINN

Don't worry. It's so simple, a child could do it. A child better be able to do it, anyway. Step one, bury the base.

Nightcrawlers everywhere likewise STAKE their cylinders into the ground.

QUINN

Step two, and don't do it yet, light a match.

Just then, Quinn LIGHTS A MATCH. All eyes turn to him. A GASP erupts from the assembled team. It's as if he's just broken the ONE UNBREAKABLE NIGHTCRAWLER RULE.

ENZO

What... are... you... doing?

PHEEBS

Quinn, you know the Nightcrawler policy on playing with matches!

QUINN

Desperate times call for desperate measure. Besides, I'm not playing.

PHEEBS

Quinn, you're playing with fire! It's much too dangerous and I can't allow --

Quinn LIGHTS the end of the cylinder. They all watch as the cardboard starts to GLOW red.

Before Isabelle can say anything, FOOM! The tip of the CYLINDER EXPLODES into LIGHT and COLOR!

It now becomes clear that Quinn has brought a ROMAN CANDLE. The Nightcrawlers watch, amazed, as the formidable FIREWORK BLASTS across the sky before BURSTING IN BLINDING FLASH.

MR. T DOLL

Whoa.

(CONTINUED)

CONTINUED:

PAN ACROSS the faces of the observing Nightcrawlers, illuminated by the FIREWORKS. They are AMAZED.

QUINN

As you can see, this oughta take
care of a whole lotta the Bogey
Man's soldiers. Get the picture?

The Nightcrawlers all smile and nod. They get it. Quinn has given them a fighting chance. They burst into APPLAUSE.

QUINN

Okay, okay. Enough. These aren't
going to work unless you can do
it, too. So, let's try.

He lights another match. Nightcrawlers everywhere
HESITATE.

QUINN

Look, I know you're not supposed
to, but you all know how, so, come
on.

The sound of THOUSANDS OF MATCHES STRIKING ECHOES all
over the world.

INTERCUT WITH:

THE NIGHTCRAWLERS OF THE WORLD

Imitate Quinn. The kids LIGHT their Roman Candles.
Then...

FOOM!!!

A SINGLE BLAST of GUNPOWDER sends a FIERY SPHERE flaming
across the sky. A moment later, THOUSANDS OF ROMAN
CANDLES from every corner of the Earth ROCKET into the
sky.

INT. QUINN AND SMUDGE'S ROOM - DAY

Smudge watches the rockets FILL THE SKY WITH FIREWORKS
through his telescope. He checks his watch, rubs his
chin, then throws open his window and pulls out a HIDDEN
ROPE LADDER from his window seat and hurls the end out
the window. But just as he's about to climb out, he is
GRABBED...

(CONTINUED)

CONTINUED:

MOM (O.S.)
Not so fast, young man!

He turns to see his irate mother grabbing his shirt.

CUT BACK TO:

EXT. SCHOOL PLAYING FIELD (AND ALL OVER THE WORLD) -
DAY

Our Nightcrawlers, as well as Nightcrawlers everywhere watch the sky in wonder. Even in the daylight, the bursting flares are impressive.

ISABELLE
Wow.

But then... something unexpected happens. HUGE PLUMES of BLACK SMOKE begin to BILLOW OUT of the sparkling flares.

ENZO
What the stuffing?!

Nightcrawlers watch with concern as GARGANTUAN BLACK CLOUDS quickly spread across the sky. Soon there is no blue left!

PHEEBS
This... is not good.

ETERNAL NIGHT MONTAGE

-- From OUTER SPACE, we can see the oceans and continents of Earth vanishing under the spreading, malevolent cloud cover.

-- In London, Trevor and his UK Nightcrawlers watch the darkness grow.

-- Baghdad traffic is gridlocked as people watch the sky.

-- In China, Weh's family fearfully huddles together in the corner as he leans out the window, looking at the sky.

INT. QUINN AND SMUDGE'S HOUSE - MOM'S HOME OFFICE - DAY

PULL BACK FROM the darkening sky. Smudge is looking out the window of his Mom's HOME OFFICE. It is a stark, businesslike affair, except for the shelf of precious, collectable SOCK BABIES. Smudge tries the door, but it's LOCKED. It's beginning to look like NIGHT in the room. Smudge has to turn on a lamp.

EXT. SCHOOL PLAYING FIELD - ETERNAL NIGHT

The ARTIFICIAL NIGHT deepens. Quinn's eyes are WIDE with HORROR.

QUINN

No! No! They're not supposed to work that way! This wasn't supposed to happen!

PHEEBBS

I'm not so sure. I think this is exactly what was supposed to happen.

INTERCUT WITH:

VARIOUS SCENES

It's finally DARK ENOUGH. From underneath a DOZEN different KIDS' BEDS an endless line of SHADOWS emerge and race out through the bedroom windows and into the street! Shadows also come out from under QUINN and SMUDGE'S BEDS!

The local Shadow Invaders quickly converge on our Nightcrawlers. Harriet's the first to snap out of her shock.

HARRIET

The flashlights! Quick! Get to your gear!

The kids rush, en masse toward the pile of equipment.

TOO LATE! A group of Shadows beats them to it and forms a RING around the kids' precious weapons.

ISABELLE

We have to do something! We don't get those weapons, we're sunk!

HARRIET

Quinn?

Quinn can't seem to act, he's STILL IN SHOCK.

QUINN

This is my fault. My fault!

INT. QUINN AND SMUDGE'S HOUSE - MOM'S HOME OFFICE -
CONTINUOUS ACTION

Smudge reacts as two Shadows crawl under the door of his Mom's office.

(CONTINUED)

CONTINUED:

He quickly stuffs his Mom's SUIT JACKET in the crack to block any more from entering. Outside the office door, an already-formed Shadow begins to POUND at it. It won't hold for long. The two Shadows inside approach him menacingly. Smudge looks around for a weapon, there's nothing but...

THE SHELF OF MOM'S SOCK BUDDIES.

SMUDGE

(a deep breath)

Okay. You may be collectables,
but deep down you're toys. Get
ready for a new experience, 'cause
it's Play Time!

Quinn picks up a SOCK BUDDY SPIDER, rips the plastic off and holds it up --

SMUDGE

*'Hey there, I'm a spider, and oh
yeah, oh yeah, I'm gonna do spider
things --'*

(scolding self)

C'mon, Smudge, you know how to
play!

Smudge grabs a SOCK BUDDY LION. He makes them FIGHT.

SMUDGE

*'Hey, Spider, it's your brother,
the Lion. I'm like an evil Bogey
Man zombie or whatever, but
everyone still likes me better.'*

The Shadows get closer and closer... A beat, then the Sock Buddies SPRING UP off the floor, POUNCE on the Shadows, hugging them, kissing them --

LION SOCK BUDDY

I love you!

SPIDER SOCK BUDDY

More arms means more arms to hug!

SMUDGE

Man, I'd give my right arm for a
G.I. Joe right about now.

-- On the plus side, the other Sock Buddies have come to life and are SMOTHERING and OVERWHELMING the monsters with their love. The Shadows fight back, ripping them off of each other and eating the Beanie Babies, shredding them, etc.

(CONTINUED)

CONTINUED:

The Shadow in the hall finally KNOCKS THE DOOR IN!
Smudge throws a shelf of Sock Buddies at him and RACES
OUTSIDE!

EXT. SCHOOL PLAYING FIELD

Quinn is still REELING with guilt and confusion, until
something BITES his leg! It's ENZO.

ENZO

Snap out of it! We need you!

QUINN

(coming to his senses)

Right. We have to break their
line. We need those flashlights
or we're sunk. Pincer formation!

The Nightcrawlers quickly scramble into two lines.
They're just about to attack when... the Shadow ring
pulls back.

The pile of weapons and flashlights behind them suddenly
TURNS BLACK. An amorphous black GLOB seeps through its
gaps, COVERING IT. The black glob then proceeds to GROW
and GROW, ultimately taking the form of...

QUINN

Oh, no...

The Bogey Man. It LOOMS over them. The Nightcrawlers
look so small, so helpless.

THE BOGEY MAN

Looking for something?

The Bogey Man SPITS something at their feet. It is a
CHEWED-UP and useless FLASHLIGHT.

THE BOGEY MAN

(inhuman laugh)

Ha-ha-ha-ha-ha-ha-ha!

INT. QUINN AND SMUDGE'S HOUSE - CONTINUOUS ACTION

Smudge's Mom comes down the stairs...

MOM

Smudge, does it seem kind of dark
t--

... just in time to see Smudge RUSHING OUT the front
door.

(CONTINUED)

CONTINUED:

MOM

Smudge, you get back here this instant!

Just then, she notices something in the hall. As she looks down, WE see the ferocious Shadows tossing the battle-ravaged Sock Buddies onto the floor.

MOM'S POV

ZOOM IN ON the damaged COLLECTABLES (she doesn't see the Shadows).

BACK TO SCENE

MOM

(bloodcurdling scream)
Eeeeeeeeeeeeeeeeeeeeeeeeeeeeeeeeeeeeeee!

She races out into the street after him in a blind fury.

EXT. SCHOOL PLAYING FIELD - CONTINUOUS ACTION

All of the local Nightcrawlers are virtually shaking in their boots at the Bogey Man's feet. Enzo steps forward and points his little paw at Bogey.

ENZO

You picked the wrong Garden State town to invade, Slime Bucket!

THE BOGEY MAN

Oh, but I'm not just invading your insignificant New Jersey town, silly bear. Thanks to you Nightcrawlers, I'm invading the entire world!

The Nightcrawlers exchange confused and horrified looks.

THE BOGEY MAN

I simply came here because I wanted to see the look on Pheeb's withered old face as his premier team of meddlers suffered its ultimate defeat!

From the empty void of his "body," several other MONSTERS emerge: Dust Bunny, Typhoon Mary and...

(CONTINUED)

CONTINUED:

THE BOGEY MAN

Since you have been a particular nuisance to me, I wished to witness your destruction personally.

ISABELLE

We're not afraid of you!

THE BOGEY MAN

Is that what you think?

... THE MONSTER BRUSSELS SPROUT rolls out as well -- a giant GREEN LEAFY BOULDER with a MEAN FACE that stays stationary even as it rolls forward. Isabelle goes PALE with fear.

THE BOGEY MAN

Ha-ha-ha-ha-ha-ha-ha!

(to Monsters)

Now... Destroy them! And find Pheebz!

Quinn comes to his senses just as the enemy attacks...

QUINN

Nightcrawlers! Scatter!

CHAOS ERUPTS as the Nightcrawlers instantly deploy, running in several different directions at once, forcing the Shadows and Monsters to split their attack. THE BATTLE IS ON.

EXT. NEW JERSEY STREETS - ETERNAL NIGHT

Smudge races down the street toward the brouhaha at the school field. Somewhere behind him, his mother chases after.

MOM (O.S.)

Smuuuuuuuuuudge.

Then, Smudge spots it. Some kind of disturbance coming his way. Leaves, newspapers and debris are hurled through the air in a WHIRLWIND. He stops cold.

SMUDGE

Mary.

She's there. Typhoon Mary, grinning cruelly at Smudge with revenge in what pass for her eyes. She WHIRLS toward him.

(CONTINUED)

CONTINUED:

SMUDGE

Ahhh... fudge!

Smudge is LIFTED into the CYCLONE of her body and WHIPPED AROUND helplessly. Mary tosses him around then THROWS him into a pile of dirt at the side of the street where they're doing some road construction. Before Smudge can shake it off, she SCOOPS HIM UP AGAIN for another thunderous ride.

Just then, his Mom catches up.

MOM

Smudge?

FROM HER POV

Typhoon Mary is INVISIBLE. All Mom can see is Smudge being tossed around through the air by some unseen force.

BACK TO SCENE

She kind of BLANKS OUT, confused and baffled by the sight. Is she seeing things?

EXT. SCHOOL GROUNDS - ETERNAL NIGHT

Amid the chaos, the Bogey Man commands his legions. A huge group of Shadows heads for Quinn and Harriet.

QUINN

Come on! Let's head for the school. We've got to find something to take him on with!

HARRIET

Like what? We can't even fight these shadows!

Nearby the MONSTER BRUSSELS SPROUT menaces a screaming Isabelle. It ROLLS toward her like the BOULDER in RAIDERS OF THE LOST ARK.

T Doll leads the Junior Nightcrawlers away from the advancing Shadows. Bobby finds something in his breast pocket.

BOBBY

Dr. T! Look!

(CONTINUED)

CONTINUED:

MR. T DOLL
It's just 'mister.'

BOBBY
A penlight! I forgot I had it.

Bobby hands him a miniature PENLIGHT from his pocket. T Doll switches it on and SLICES the closest Shadow into pieces.

MR. T DOLL
Tell your friends. More where
that came from.
(to the kids)
Everybody, form a circle. Bobby,
hold me over your head.

The kids formation-up against the surrounding throng of Shadows. From his perch atop Bobby, Mr. T Doll slices away at them with the tiny penlight.

MR. T DOLL
Take that, sucka!

But the kids' enthusiasm quickly fades as the penlight begins to FLICKER and FADE OUT. The Shadows grow CLOSER.

BOBBY
The battery's dying!

MR. T DOLL
It ain't the only thing dyin'...

EXT. NEW JERSEY STREETS - CONTINUOUS ACTION - ETERNAL NIGHT

Mom watches confused and overwhelmed by what she sees, or rather, can't see: her helpless son fighting Typhoon Mary.

PHEEB'S (O.S.)
You've got to help him, Susan.

Still dazed, Smudge's Mom finds Pheebs standing right there next to her. She almost seems to recognize him.

MOM
You... I feel like I should know
you.

PHEEB'S
I'm too old to fight Typhoon Mary.
You're going to have to do it.

(CONTINUED)

CONTINUED:

MOM

Pheebz. Your name is Pheebz.
I... thought you were a dream.

PHEEBZ

Try to remember, Susan. You were
the best Nightcrawler we ever had.
And now your son needs you.

A strange change comes over Mom.

IN HER POV

Typhoon Mary suddenly MATERIALIZES.

BACK TO SCENE

She is amazed.

MOM

Smudge... and Typhoon Mary?

PHEEBZ

She's one of the toughest monsters
he's got. You've got to help him.

MOM

What...? What can I do?

PHEEBZ

Well, you're the only Nightcrawler
in the world with a driver's
license.

Her mouth becomes set in grim determination. In her Mom
voice...

MOM

Put the civilian down this
instant!

Mary looks concerned for a moment, then starts off down
the street with poor Smudge in tow.

EXT. SCHOOL - CONTINUOUS ACTION - ETERNAL NIGHT

They've almost reached the door to the school when
another group of shadows spring up before Quinn and
Harriet.

HARRIET

Quinn!

(CONTINUED)

CONTINUED:

Too late. They're surrounded. Stopped cold. The Shadows grow closer. This looks like the end.

HARRIET

Umm, Quinn. I just wanted to say, before, you know, the end of the world, or whatever, that I think you're...

QUINN

Stomp your feet!

Though confused, Harriet STOMPS her feet up and down a bit. She's wearing the kind of SNEAKERS with the HEELS that FLASH on impact! The Shadows RECOIL.

QUINN

If there was only some way to move your feet fast enough...

Harriet considers before answering. She bites her lip.

HARRIET

There is. But you have to promise never to tell a living soul what you are about to see.

Quinn nods. Then Harriet STRAIGHTENS her back and starts... TO DANCE. Not just ordinary dancing, however. She is TAP DANCING! And she's good!

As her heels strike the ground, the lights in her heels pop on and off, radiating red light at the surrounding enemy. Most Shadows are DISINTEGRATED by Harriet's flashing feet!

QUINN

So that's where you went from four to seven every night!

Harriet chases after the Shadows, her heels sparking like machine gun fire a la Fred Astaire.

HARRIET

Tap Lessons. Remember, you swore you wouldn't tell anyone!

More and more Shadows bite the dust.

QUINN

You're great! Check out your audience!
(indicates Shadows)
You're blowing them away!

(CONTINUED)

CONTINUED:

Harriet stops and looks around her. The Shadows that have been chasing them are gone. She's saved them.

HARRIET

You really think I'm great?

Quinn smiles and nods. But suddenly, the huge form of the Bogey Man looms over the gloom.

THE BOGEY MAN

You've been a very naughty boy,
Quinn. Tonight I'm giving you a
time out. A permanent time out.

Harriet instantly starts to TAP away, but the red flashes seem tiny and useless against the enormous form.

EXT. UNDER THE SCHOOL BLEACHERS - ETERNAL NIGHT

Isabelle desperately races away from the rolling Monster Brussels Sprout. As the huge VEGGIE CRASHES THROUGH the BLEACHER SUPPORT BEAMS, she TRIPS. It's almost upon her.

ISABELLE

Ahhhhhhhhhh!

Just as the monstrous side dish is about to CRUSH HER, Enzo LEAPS INTO FRAME with a groundskeeper's PITCHFORK. Jamming the butt of the pitchfork into the ground, Enzo aims the prongs at the approaching creature.

ENZO

Watch it, leftover! It's not
polite to play with your food. As
food, you'd think you'd know that!

The Brussels Sprout IMPALES itself on the fork. It's unharmed but enraged. Isabelle's about to scurry away, thanks to Enzo.

GIANT BRUSSELS SPROUT

Rrrrrrrrrr!

Isabelle attempts to HUG her rescuer, but he pushes her away.

ENZO

No time for mush, sweetheart! Now
get out of here while I hold him
off!

ISABELLE

But --

(CONTINUED)

CONTINUED:

ENZO

This is a Brussels Sprout we're talking about! Run!

The Brussels Sprout is on the move again. Her overwhelming dread forces Isabelle to flee. But as she runs, she looks back over her shoulder to see Enzo and the Giant Sprout locked in a desperate MORTAL STRUGGLE.

EXT. NEW JERSEY STREETS - ETERNAL NIGHT

Mary continues to toss the helpless Smudge around as she makes her way up the street. Mary cackles with malicious glee as she spins Smudge by his ankles. When...

MOM (O.S.)

I said... put the boy down.

Mary looks over her "shoulder" at the sound of the voice. Mom is standing on the running board of her MINIVAN, posed like the Road Warrior. Mary seems to chuckle at her and turn away. Mom's eyes narrow...

MOM

(a la Clint Eastwood)

You... are really working my last nerve.

Quickly, she slips into the minivan and GUNS its ENGINE. The vehicle RACES down the street and HURLS itself off the construction site's dirt ramp, and FLIES through the air.

WHUMP! The minivan lands on top of Mary, effectively SQUASHING HER and EXTINGUISHING her wind. As the last of the dust and debris dissipates, Smudge finds himself sitting on the street, stunned. Looking up, he sees the last thing he'd ever expect: his Mom emerging from her totally demolished minivan looking like an action hero.

SMUDGE

Mom...?

MOM

(all business)

Susie Becker. Nightcrawler
Platoon 832. Glad to be of
service, civilian.

PHEEBES

(calling from
sidewalk)

She was the best Nightcrawler we
ever had!

(CONTINUED)

CONTINUED:

Smudge runs into his Mom's arms and HUGS her. His hug brings Mom halfway back to her senses.

MOM

Smudge? What --
(half-remembering)
Smudge. You have a job to do.
Go.

Smudge pulls open the crumpled HATCHBACK of the minivan. Smudge rummages through a cardboard box labeled "EMERGENCY." In it are the jack, a tire gauge, reflective triangle and...

TWO LIQUID CHEMICAL LIGHT STICKS, used as safety flares.

Smudge grabs the light tubes and runs off in the direction of the school. Pheeb's hobbles behind him, trying to keep up.

SMUDGE

Oh, and, Mom?
(smiles)
Thanks.

EXT. SCHOOL PLAYING FIELD - ETERNAL NIGHT

As Mr. T Doll's penlight FADES, the Shadows creep CLOSER. The Junior Nightcrawlers inch backward, TRAPPED.

MR. T DOLL

Bobby, this is running out of juice fast. I use the same kind of battery. You're gonna have to take mine out and put it in the flashlight.

BOBBY

What?! No way!

MR. T DOLL

Don't gimme no backtalk! No time to argue. You got to do this.

Bobby knows there's no arguing with him.

MR. T DOLL

Good boy. Let's turn this sucka on!

NEW ANGLE

From behind the group of attacking Shadows.

(CONTINUED)

CONTINUED:

The slashing penlight ahead DIMS. The Shadows advance. It looks like the end of these littlest Nightcrawlers. When...

Suddenly, a BLINDING beam of light SLASHES through the Shadows. Row after row of the caliginous shades are cut down, revealing their opponent. It is Bobby, brandishing his flashlight like Conan the Barbarian wields his sword.

BOBBY

Back off, suckas! Don't make
Bobby mad, fool!

The other little kids huddle behind the newly confident Bobby. At his feet, the lifeless form of Mr. T Doll.

EXT. UNDER THE SCHOOL BLEACHERS - ETERNAL NIGHT

Enzo is on his back, helpless under the weight of the Giant Sprout. Though the tiny bear valiantly pummels the creature with his tiny, furry paws, the monster is clearly winning.

ENZO

(brave till the end)
Bring it on, Lettuce Head!

GIANT BRUSSELS SPROUT

(evil, triumphant
laugh)
Heh-heh-heh-heh.

It looks like the end. When suddenly...

ISABELLE (O.S.)

Ahhhhhhhhhhhhhhhhhh!

Isabelle DIVES through the air and lands on the Sprout's back. Surprised, the monster looks over his shoulder.

GIANT SPROUT'S POV

ZOOM IN; around Isabelle's neck, she's tied a NAPKIN! She TAKES A BITE out of him!

GIANT BRUSSELS SPROUT

Iiaaaaaeeeeeeeeeeeeeeeeee!

The Brussels Sprout looks TERRIFIED. It whimpers and ROLLS AWAY as fast as possible, leaving Isabelle and Enzo behind. Isabelle wipes her mouth as she pulls Enzo to his feet.

(CONTINUED)

CONTINUED:

ISABELLE
(speaking with her
mouth full)
Not bad, really. Needs butter.

ENZO
Wow. Kid. That was -- I mean...
thanks.

She smiles at him GREEN TEETH. Then...

ENZO
(to self)
Aw, what the heck.
(calling to Isabelle)
Hey, Isabelle...

Enzo stretches his arms out to the little girl, the universal pose for "hug." Isabelle runs to him and lifts him off the ground, squeezing and cuddling him. Enzo smiles.

ENZO
Hey, this isn't so bad either.

EXT. SCHOOL PLAYING FIELD - ETERNAL NIGHT

Smudge races through the fog-shrouded gloom until he sees the Bogey Man's form emerging from the darkness.

SMUDGE
(defiantly)
Hey! Booger Man! Where's my
brother?!

The Bogey Man sees Smudge and an attitude of malicious glee radiates from his shapeless inhuman form.

THE BOGEY MAN
Ah, Smudge. Nice of you to come.
I feared I wouldn't get to witness
your obliteration personally.
(to Shadow platoon)
Eradicate him!

A MASSIVE number of Shadows race down on Smudge. Smudge calmly pulls the CHEMICAL LIGHT STICKS out of his pocket, breaks the seal, shakes them and watches them GLOW to life.

The Shadow HORDE speeds toward Smudge in a berserker rage!

(CONTINUED)

CONTINUED:

Slowly, methodically, Smudge takes a PIECE OF STRING from his pocket and ties the light sticks TOGETHER. Just as the monstrous legion is upon him, Smudge SPRINGS INTO ACTION!

Using the light sticks as NUNCHUCKS, Smudge rips into the Shadow throng like Bruce Lee in ENTER THE DRAGON. Smudge is like a human Cuisinart as the glowing nunchucks chop row-after-row of Shadows into confetti.

Finally, it's just the two of them; Smudge and the Bogey Man.

THE BOGEY MAN

Impressive. But let's see how you fare against an opponent with three dimensions.

The Bogey Man pulls the vintage MICROPHONE out of his own darkness and speaks into it. The CARTOON MUSIC PLAYS.

THE BOGEY MAN

Come to me, slave.

Out of the cheerless mist, a figure appears. It is Quinn. He has the blank, soulless look of a zombie in his eyes.

THE BOGEY MAN

Smudge is your enemy! Destroy him!

Quinn stalks his way toward his brother.

SMUDGE

Quinn, you don't want to do this.

Quinn pulls something out of his jacket, as though it were hidden in a shoulder holster.

QUINN

(monotone zombie state)

But I do. Seriously.

The "gun" is actually a BeyBlade launcher (a BeyBlade is a kind of Japanese attack top). Quinn pulls the ripcord and the BeyBlade SPINS toward Smudge at a dangerous speed.

Smudge jerks his arms and sends a can of SILLY STRING out of each sleeve and into his hands. He BLASTS the BEYBLADE with the Silly String and the MANO-A-MANO TOY DUEL begins.

(CONTINUED)

CONTINUED:

Quinn's YO-YO streaks out of his hand and wraps its string around Smudge's ankle. Quinn YANKS him to the ground. Smudge shoves his hand onto his pocket and pulls it out with a toy WOLVERINE glove on. He SLASHES the string and counters with a WRIST-MOUTHED SUPER SOAKER BLAST at Quinn's head. When the water is spent, we see Quinn has blocked it with an UMBRELLA HAT. Quinn's novelty JOY BUZZER is swatted away by Smudge's TELESCOPING CHINESE YO-YO.

For every childish weapon, there is an EQUAL and OPPOSITE DEFENSE. It is a ballet of STRIKE and PARRY, where the two brothers are equally armed and matched. STALEMATE.

THE BOGEY MAN

Enough of these toys! Quinn!
Strike him down! I command you!

Quinn DROPS his toys. Smudge drops his. Now it's serious.

SMUDGE

(childishly
baiting him)

He commands you! Better get to it. Teacher's pet.

Quinn throws himself at his brother and they begin to fight furiously. The best Nightcrawlers in the world, theirs is a super-heroic battle for the ages. They toss each other around a la CROUCHING TIGER HIDDEN DRAGON. It is EPIC.

Finally, Quinn, older and stronger, uses his size to his ADVANTAGE. He grabs Smudge in a wrestling hold. The younger brother can only SQUIRM and try to prolong the fight.

SMUDGE

(in a mocking
little girl voice)

*'Look at me! I'm Quinn, Boogie
Boy's little teacher's pet!'*

Quinn finally gets him in a headlock. It's all over.

QUINN

Shut up.

SMUDGE

(little girl voice)

*'Shut up! I'm busy doing whatever
Booger Man says... because I WUX
him!'*

(CONTINUED)

CONTINUED:

QUINN

(angry)

Shut up!

THE BOGEY MAN

Hey, what are you doing? Stop that!

SMUDGE

'Boogie the bestest big blobby buddy a boy like me ever had!'

The blank void has vanished from Quinn's eyes, replaced by the intense irritation he feels for his little brother.

QUINN

I said shut up, puke-face! You are the most annoying little Uber-brat on the face of the Earth!

Quinn's senses have COMPLETELY RETURNED TO HIM.

SMUDGE

Welcome back, dork. We got to stop meeting like this.

Quinn immediately RELEASES Smudge from the headlock and helps him to his feet. Quinn TURNS triumphantly on the Bogey Man.

QUINN

You failed, Bogey Man! Your mind-control ray is nothing compared to the power of Smudge's... annoyingness!

SMUDGE

Thank you.

QUINN

Face it, you lost!

Suddenly, TWO GIANT HAIRY HANDS emerge from the depths of the Bogey Man's darkness! Each hand GRABS one of the boys.

THE BOGEY MAN

I've escaped the Land of Shadows, smashed the Nightcrawlers and created an artificial night where I will rule for all eternity!!

(CONTINUED)

CONTINUED:

Bogey's body GROWS! It becomes DARKER and MORE POWERFUL!
Quinn and Smudge are raised high in the air, about to be
crushed and dashed to the ground.

SMUDGE

Oh, jeeze! You're so full of poop
on a Popsicle stick.

Smudge manages to get his left arm free from Bogey's
grip. He checks his watch.

SMUDGE

Dude, you've got like ten seconds
left, so live it up.

THE BOGEY MAN

You're bluffing. I've won.

SMUDGE

No, you've lost. Thanks to my
genius brother over there. He
made sure I knew something was up.

QUINN

You got the message?

THE BOGEY MAN

Message? What message?

SMUDGE

Quinn's so brilliant he was able
to outsmart your mind control.
Said something so crazy, so nuts,
I knew something was wrong.

PHEEBS

Yes, when Smudge told me his
suspicions, we checked into his
'secret weapon.' Your plan became
clear.

DR. POP-UP

That's when we replaced your
ingenious 'smoke-shield'
fireworks, which would cover the
atmosphere with impenetrable black
clouds, with ordinary Roman
Candles, which, well... don't.

THE BOGEY MAN

You lie! Look around you! I've
brought eternal night!

(CONTINUED)

CONTINUED:

SMUDGE

Well, actually, I did that. Or
actually, my old friend the moon.

QUINN

(getting it)

An eclipse!

THE BOGEY MAN

What?

QUINN

That's why you changed the date of
the test! So it would fall on the
date of the lunar eclipse!

THE BOGEY MAN

What? What are you talking
about --

Enzo and Isabelle silently point their fingers up at the
sky. The Bogey Man looks up.

THE SKY

The perfect disc of the MOON slowly moves out of the way
of the sun. Immediately, LIGHT begins to increase. The
night is over!

THE BOGEY MAN

Oh..... fudge!

As the shadow of the moon recedes, brilliant SUNLIGHT
creeps across the town. Each of the remaining Shadows
DISINTEGRATES as soon as the daylight reaches them. They
evaporate by the dozens, leaving the battling
Nightcrawlers foe-less.

QUINN

Game over, Bogey Man. You lose.

The beaming edge of the SUNLIGHT finally reaches the huge
gelatinous form of the Bogey Man. The LIGHT instantly
REACTS with his body, VAPORIZING into SMOKE every part it
touches.

THE BOGEY MAN

No! NO! I can't lose! It's not
fair! I was so close! So
cloooooooooooooo!

(CONTINUED)

CONTINUED:

The boys, still gripped by the Bogey Man's grip, finally emerge from the moon's shadow. The Bogey Man's scaly hands likewise DISCORPORATE into smoke. Quinn and Smudge fall to the ground, landing with a SPLASH in a residual BOGEY SLIME PUDDLE on the ground.

MONTAGE - THE PLANET EARTH - VARIOUS

-- Trevor and his Nightcrawlers UK are in the thick of fighting, when suddenly all their Shadow foes VANISH.

-- Weh is leading the Chinese Nightcrawlers in their battle against the Shadows, when their 2-D foes DISSOLVE as well.

EXT. SCHOOL PLAYING FIELD - DAY

Only the ECHO of the BOGEY MAN'S VOICE remains. He is GONE. In the Bogey Slime, Quinn and Smudge help each other to their feet.

Unseen by the others, Dust Bunny has CREPT up upon the scene. She GASPS in horror when she sees that the Bogey Man is DESTROYED. She eyes Quinn and Smudge with intense hate.

SMUDGE

Yeee-uck!

QUINN

Yuck, but better yuck than dead.

SMUDGE

Yeah, but still... yuck!

Pheeb's is making his way to the middle of the residue slime. He helps the boys to their feet.

PHEEB'S

I've waited seventy years for this day. Let me just say... thank you, my Nightcrawlers.

Enzo, meanwhile, is being affectionately squeezed by Isabelle. The Dust Bunny silently creeps closer to the brothers. She hides behind the nearby goalpost.

ENZO

I wouldn't underestimate the power of hugging if I were you.

(CONTINUED)

CONTINUED:

Meanwhile, Bobby has dismantled his flashlight. He SNAPS the battery back into place in Mr. T Doll's back. Immediately, the life returns to T Doll's eyes.

MR. T DOLL
What the jibba-jabba...?

At this, the Junior Nightcrawlers are all smiles.

BOBBY
Mr. T Doll! You're okay!

MR. T DOLL
'Course I'm okay. I'm one baaaaad
dude!

BOBBY
You're not bad! You saved us.
You're our hero! Right, guys?

The Junior Nightcrawlers ERUPT into CHEERS, shouting Mr. T's name in joy. The kids lift Mr. T Doll onto their shoulders (which, as he's only 14 inches tall, isn't very hard) and laud him noisily. A tiny tear comes to Mr. T Doll's eye.

MR. T DOLL
Aw, ain't nothin' to it but to do
it.

Smudge notices that the Bogey slime is oozing off of him.

SMUDGE
Quinn. The slime.

The slime is rolling off Quinn's uniform as well, like a LIVING BLOB. The PUDDLES of sludge MEET up on the ground.

QUINN
It's on the move. Pheeb's, quick!
How do we destroy it?

PHEEB'S
The Bogey slime is a basic evil
element of the world. It's been
around since the beginning of
time. I'm afraid it can't ever be
totally destroyed.

QUINN
But, it's going to take him a
looooooong time for him to rebuild
an army. If he even can.

(CONTINUED)

CONTINUED:

SMUDGE

And even if it does, the
Nightcrawlers'll be ready for him!

DUST BUNNY (O.S.)

You won't be around to do anything!

A SUPERNATURAL WIND begins to BLOW as Dust Bunny emerges from her hiding place. Her face is a mask of rage. Lint, litter and hairballs FLY to her from under the bleachers, out of the kids' pockets and from the bottom of every trashcan on the field. She GROANS and GROWS, taking her evil, scary MONSTER RABBIT FORM, but this time she's a ten-foot HULKING, MUSCULAR BUNNY BEAST made of trash!

SMUDGE

That's a lotta trash.

QUINN

Someone really ought to talk to
the school janitors about this.

Monster Dust Bunny BELLOWS a deafening ROAR at the boys! The boys inch back away from the terrifying monster. This time they have no defense. The Bunny Beast smiles an evil grin of triumph as she opens her gaping, buck-toothed jaws...

Suddenly, the HIGH-PITCHED SOUND of an ELECTRIC MOTOR can be heard. Bunny Beast's expression changes to PAINED CONFUSION.

DUST BUNNY

Huh?

Her monstrous body starts to COME APART in CHUNKS and then DISCORPORATES into a thick cloud of dust. The dust cloud, in turn, dissipates as it's SUCKED into...

A HAND-HELD DUSTBUSTER. The miniature vacuum cleaner is held by Harriet, who has snuck up behind the creature and TIDIED her into oblivion. All the Nightcrawlers watch, impressed as the last of the dust cloud vanishes into the Dustbuster.

HARRIET

Finally! That mess was driving me
nuts!

SMUDGE

I gotta hand it to her. Not only
is that vacuum cleaner really
annoying, but it really sucks.

(CONTINUED)

CONTINUED:

There is an eerie silence as Quinn walks over to the MOBILE BROADCAST CENTER and picks up the microphone. He speaks directly into the PLAYSCHOOL CAMERA.

QUINN

Attention, Nightcrawlers of the world. This is Quinn. Guess what --

(a long pause)

We win.

There is an EXPLOSION OF CHEERS from all over the world!

SERIES OF SHOTS

-- In London, Trevor parties with the Nightcrawlers UK.

-- In China, Weh and his team celebrate with firecrackers (but no Roman Candles!).

-- At Sprinkles, Shorty and Aki have an ice cream soda FOOD FIGHT.

-- At home, Mom cleans up her Sock Buddies and smiles wistfully at the window as she hears the CHEERS from...

THE SCHOOL FIELD

where Bobby and the Junior Nightcrawlers triumphantly dance and posture like the real Mr. T with Mr. T Doll on their shoulders! Enzo hugs Isabelle while she stuffs victory potato chips in her mouth! Pheebies tries to shake hands with Dr. Pop-Up (who has a Carpenter Barbie bouncing on his head), but must settle for turning his crank. Quinn and Harriet smile awkwardly at each other until, finally... they hug.

Then, Smudge and Quinn look at one another. There is a long beat while the Nightcrawlers of the world continue to cheer. Finally... Smudge holds out a grimy hand for Quinn to shake.

Quinn looks at his brother, beaming with pride, and SHAKES his HAND. The pan-global OVATION continues as we...

FADE OUT.

FADE IN.

INT. QUINN AND SMUDGE'S ROOM - NIGHT (THAT NIGHT)

Smudge is looking through his telescope at a grapefruit moon while Quinn dons his pajamas in bed.

(CONTINUED)

CONTINUED:

Their Mom places a big plate of MILK AND COOKIES on the dresser. All is calm.

MOM

I'm so proud of you boys.

(suddenly baffled)

I don't exactly remember why, but
I do know that I'm extremely proud
of you. Good night, boys.

She EXITS with a warm smile as the boys say "good night."

SMUDGE

I can't believe Mom doesn't
remember a thing.

QUINN

It's probably for the best. How
could her tiny adult brain cope
with the fact that she'd been like
the greatest Nightcrawler, ever?

Smudge looks at his brother with a newfound respect.

SMUDGE

Not the greatest. I'd say that
title belongs to someone else.

Quinn smiles, flattered. Somewhere O.S., the PHONE
RINGS.

QUINN

Hey, you were the one who figured
out how to trap the Bogey Man.
You made a plan and stuck to it.
You're going to be a great leader.

SMUDGE

Yeah, right.

QUINN

Seriously. Who knows how long I'm
even going to be in on this stuff?
The truth is: you're the new
leader of Nightcrawlers Squadron
B-545.

SMUDGE

No way. Quinn, you're the leader.

QUINN

Okay, then here's my last order:
you are to take over the squadron
and be the best commander it's
ever had. Understood?

(CONTINUED)

CONTINUED:

SMUDGE

Quinn, I --

QUINN

That's an order!

MOM (O.S.)

(calling from
downstairs)

Quinn! Telephone!

QUINN

Saved by the bell.

SMUDGE

Yeah, any more mush and we need to
break out the barf bags.

Quinn EXITS. Smudge continues looking through his
telescope. Moments later, Quinn returns with a STRANGE
LOOK on his face.

SMUDGE

What's wrong?

QUINN

Nothing. That was Harriet. Her
school's having a Sadie Hawkins
Dance. She asked me to go.

SMUDGE

What? To the dance? Like a date?

QUINN

I guess.

SMUDGE

Can you even do that? Isn't it
against the rules?

QUINN

What rules?

SMUDGE

The, uh, Nightcrawler Rules. Duh.

QUINN

The what?

SMUDGE

The strict code we Nightcrawlers
live by and swear to --

(CONTINUED)

CONTINUED:

Then it hits him. From the blank stare on Quinn's face, Smudge knows. It's over. Quinn's memories are WIPE CLEAN. Before he can stop himself, Smudge TEARS UP. He GRABS Quinn and gives him a GOODBYE HUG. Quinn is very confused.

QUINN

Uh, are you okay, Smudge?

SMUDGE

Yeah. Yeah, I'm fine. I'm just going to miss ya. That's all.

QUINN

Uh, I'm not going anywhere.

SMUDGE

I know... I know.

Unsure what to do, Quinn hugs Smudge back. Then, Smudge looks out the window. He's determined, confident. Whatever the world has in store for him. He'll be ready.

EXT. QUINN AND SMUDGE'S HOUSE - NIGHT

CRANE BACK OUT OF Quinn and Smudge's window, THROUGH their yard and DOWN TO the STREET OUTSIDE.

There in the GUTTER, oozing out of the GRATE at the base of the curb, is... a little dollop of Bogey Slime, tiny, but still active.

BOGEY SLIME

Heh-heh-heh-heh-heh.

FADE OUT.

THE END

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