

"SOMETHING WICKED THIS WAY COMES"

based on the book by

RAY BRADBURY

Prod. 0233

FOR
BOB ELISBERG
- Ray Bradbury
2/24/83

SCREENPLAY by
RAY BRADBURY

Revised 8/24/81

"SOMETHING WICKED THIS WAY COMES"

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FADE IN:

MAIN TITLES OVER

1 INT. SCHOOL CLASSROOM - GREEN TOWN - DAY

1

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

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

ANOTHER ANGLE

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

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

ANOTHER ANGLE

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

TITLES END

MISS FOLEY

Finished?

JIM AND WILL

Yes, Miss Foley.

CONTINUED

1 CONTINUED

1

MISS FOLEY

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

WILL

(getting up)

Thank you, Miss Foley.

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

JIM

(as he goes)

Sweet dreams, Miss Foley!

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

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

ANOTHER ANGLE

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

JANITOR

Oh, 'scuse me - I thought -

MISS FOLEY

No, it's quite all right. I must be off anyway.

(as she goes to collect her hat and coat)

My little nephew's coming to stay. Haven't seen him since he was a baby...

JANITOR

(bored)

That's nice.

He starts sweeping up, as:

2 EXT. SCHOOLHOUSE AND STREET - GREEN TOWN - DAY

2

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

CONTINUED

2 CONTINUED

2

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

JIM
(jumping)
Jump higher'n you! *

WILL
Never!

JIM
Of course I can. I'm older!

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

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

ANOTHER ANGLE

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

JIM
You see? *

Will gets up, scowls at Jim darkly, furious.

WILL
I won't always be younger than
you!

JIM
Oh yes you will. Until the day
you die. Two minutes younger!
Race you to the library!

3 EXT. MAIN STREET - GREEN TOWN - DAY

3

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

ANOTHER ANGLE - THE BOYS

run past:

MR. CROSETTI'S BARBERSHOP

with its revolving pole. And then run by:

MR. TETLEY'S CIGAR STORE

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

A FUNERAL PARLOR and -

A SMALL BAR

outside which they almost collide with:

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

THE LIBRARY

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

TOM FURY

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

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

WILL and JIM

Tie!

CONTINUED

3 CONTINUED

3

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

TOM FURY

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

The boys turn away, push open the doors into:

4 INT. LIBRARY - DAY

4

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

ANOTHER ANGLE

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

HALLOWAY

Hello, son.

WILL

(disappointed)

You saw me.

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

HALLOWAY

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

(he pulls down a book
from the shelves)

What're you after, eh? Travelers
to the North Pole? Arctic explorers.
Wild West, eh? Zane Grey! Adventure...

WILL

(looks at him)

I don't think so, Dad.

CONTINUED

4 CONTINUED

. 4

HALLOWAY

I thought all boys liked ad-
venture.

WILL

I don't know. Do all fathers?

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

ANOTHER ANGLE

Jim appears from a high, book-lined gallery.

JIM

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

HALLOWAY

(courteously ignoring
what he knows to be
Jim's lies)

Young Jim Nightshade. What can
I find you?

He looks along a shelf as:

JIM

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

WILL

Only yours.

HALLOWAY

(still looking
along the shelf)

"Drums of Doom"? "The Saga
of the Thunder Lizards?"

JIM

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

5 EXT. ENTRANCE TO LIBRARY - DAY

5

the boys, carrying their books, come out onto the stone
steps. Will looks at Jim.

CONTINUED

5 CONTINUED

5

WILL

You didn't get no letter at all, Jim. I never saw a mailman at your house.

JIM

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

WILL

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

JIM

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

WILL

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

JIM

Doesn't it?

WILL

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

JIM

(to himself)

One day. You'll see...

(pause)

Ssshhh!... Listen. Can you hear?

WILL

What is it?

JIM

Listen! Why don't you ever listen?

WILL

I am...

JIM

Like music.

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

CONTINUED

5 CONTINUED - 1

5

WILL

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

JIM

(shakes his head)

Oh, come on.

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

6/7 OMITTED

6/7

8 EXT. HALLOWAY AND NIGHTSHADE HOUSES - DAY

8

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

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

FURY

You live hereabouts, boys?

WILL

These are our houses.

FURY

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

JIM

Which house?

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

FURY

This one!

CONTINUED

8 CONTINUED

8

WILL
(disappointed)
It's his house...

FURY
Your names, gentlemen?

WILL
Will Halloway.

JIM
Jim Nightshade.

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

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

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

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

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

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

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

9 INT. MRS. NIGHTSHADE'S BEDROOM - DAY

9

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

CONTINUED

9 CONTINUED

9

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

MRS. NIGHTSHADE
Jim? Is that you, Jim?

JIM O.S.
Yes, Mom.

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

MRS. NIGHTSHADE
Tyb... Tyb... Tyb... My darling
Tybalt. What's the matter,
beautiful?

(she feeds biscuits
to the cat and calls
out to Jim)
Can you find yourself something
to eat, Jim? I'm just tired out.

No answer from Jim. Mrs. Nightshade calls again:

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

10 INT. KITCHEN - NIGHTSHADE HOUSE - DAY

10

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

JIM
We're buying a lightning rod,
Mom.

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

Jim pulls some dollar bills out from behind the clock.

11 EXT. NIGHTSHADE HOUSE - DAY

11

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

CONTINUED

11 CONTINUED

11

JIM

My father says yes...

TOM FURY

Well done, boy.

(he offers a rod
covered with
strange marks)

Which'll you have? This one's
got old Chinese hentracks on her!
A rod invented to catch the sizzling
lightning...

JIM

(interrupts;
pointing to
another rod)

We'll have the one with the
beetle on there. Like an Egyptian
scarab.

TOM FURY

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

12 EXT. LIBRARY - DAY

12

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

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

13

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

TETLEY

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

CONTINUED

13 CONTINUED

13

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

HALLOWAY

Never take risks.

TETLEY

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

HALLOWAY

(smiling)

No doubt it will, Mr. Tetley.
No doubt it will.

ANOTHER ANGLE

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

CROSETTI

(sniffing)

You can smell it, can you,
Mr. Halloway?

HALLOWAY

Smell what?

CROSETTI

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

HALLOWAY

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

CONTINUED

13 CONTINUED - 1

13

HALLOWAY (CONTD.)

This town doesn't get any visitors. Not in October. Not much any other time of year, come to that.

Halloway walks away.

CROSETTI
(calling after him)

You know what you need, Mr. Halloway? A touch of Crosetti's Color Restorer. Make you look years younger!

HALLOWAY
(thoughtfully as he goes)

I wish it were that easy.

14 INT. ED'S BAR - DAY

14

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

ED
Boy, you see what Notre Dame did?

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

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

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

HALLOWAY
Ed... Doc...

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

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

CONTINUED

14 CONTINUED

14

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

CLOSE SHOT - FOOTBALL IN HALLOWAY'S HANDS

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

BACK TO HALLOWAY

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

HALLOWAY
(admiring him)
Aren't you something!

ED
(beams)
Always was!

15 INT. HALLOWAY HOUSE - LIVING ROOM - DUSK

15

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

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

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

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

WILL
(picks it up)
Whose is this?

Mrs. Halloway looks at him.

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

WILL
(looking at it,
incredulous)
My dad... used to play the har-
monica?

CONTINUED

15 CONTINUED

15

MRS. HALLOWAY

Your dad used to do a lot of things.

(a small sigh)

I thought, son, you said you had homework.

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

16 INT. WILL'S ROOM - HALLOWAY HOUSE - DUSK

16

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

17 EXT. NIGHTSHADE HOUSE - ROOF - DUSK

17

WILL'S POV THROUGH WINDOW

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

18 EXT. HALLOWAY AND NIGHTSHADE HOUSES - DUSK

18

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

WILL

Jim!

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

19 EXT. ROOF - NIGHTSHADE HOUSE - DUSK

19

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

JIM

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

WILL

And get yourself burned!?

CONTINUED

19 CONTINUED

19

Jim straddles the roof, feeling the wind, joyful with menace.

JIM

...yeah!

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

ANOTHER ANGLE - THE THROWAWAY - OVER BOYS' SHOULDERS

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

WILL

Hey! A carnival! October 24th!

JIM

Why, that's tomorrow!

WILL

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

JIM

Is! Look!
(points)
A Dust Witch!

WILL

(snorts)

What kind of witch is that?

REVERSE ANGLE - THE TWO BOYS

holding the paper between them.

JIM

(thinks, eyes shut)

A witch that was born in the dust,
raised in the dust and some day...

WILL

And look! Wild animals!

JIM

(opens eyes, looks)

And The Most Beautifullest Woman
in the World!

Jim peers at the paper, which glows a fever on his cheeks. His eyes gleam. Will sees this.

CONTINUED

19 CONTINUED - 1

19

WILL

No dirty old carnival has that!

JIM

Hey!

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

WILL

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

CLOSER ON JIM

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

JIM

...Me.

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

20

Halloway comes out of Ed's Bar, strolls down the street.
A gust of WIND blows a piece of paper against his legs.
He picks it up casually - and at the same moment his
attention is distracted by the SOUND of a door slamming
o.s. He looks up to see:The dark figure of a MAN crossing the street, now and
again throwing handbills to the window.Intrigued, Halloway moves nearer to the faintly illumi-
nated window of a neighboring Funeral Parlor, looks down
at the flimsy pink throwaway in his hand. It reads:"DARK'S CARNIVAL.
ARRIVING IMMEDIATELY!
SEE! THE MOST BEAUTIFUL WOMAN
IN THE WORLD!"

Halloway's gaze shifts, fixes, is amazed.

HALLOWAY'S POV

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

ANOTHER ANGLE - OVER HALLOWAY'S SHOULDER

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

CONTINUED

20 CONTINUED 20

REVERSE ANGLE - ON HALLOWAY

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

21 EXT. CLOCK TOWER - GREEN TOWN - NIGHT 21

The church clock STRIKES.

22 INT. LIVING ROOM - HALLOWAY HOUSE - NIGHT 22

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

HALLOWAY

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

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

WILL

You got something there, Dad?

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

HALLOWAY

What? Oh, nothing...

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

22A INSERT: THE FIRE 22A

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

22B INT. WILL'S BEDROOM - NIGHT *** 22B

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

CONTINUED

22B CONTINUED

*** 22B

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

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

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

Silence. Will scrambles into bed. Then:

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

23 INT. HALLOWAY'S BEDROOM - NIGHT

23

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

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

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

HALLOWAY
Maybe so.

24 INT. HALLOWAY HOUSE - WILL'S BEDROOM - NIGHT

24

Will, lying in bed, eyes open, HEARS -

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

ANOTHER ANGLE

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

24A EXT. SKY - NIGHT

24A

Thunderclouds gathering, racing across the moon.

25 EXT. HALLOWAY AND NIGHTSHADE HOUSES - NIGHT

25

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

CONTINUED

- 25 CONTINUED 25
WILL'S POV - THROUGH WINDOW
his father moving away, lost in darkness. THUNDER mutters.
- 26 INT. NIGHTSHADE HOUSE - JIM'S BEDROOM - NIGHT 26
Jim, in bed, reading with a flashlight. He turns to a page illustrated with head-hunters, holding ghastly shrunken heads. He looks up as he HEARS:
- 27 EXT. ROOFTOP - NIGHTSHADE HOUSE - NIGHT 27
The lightning rod JINGLES faintly in the wind.
- 28 EXT. MAIN STREET - GREEN TOWN - NIGHT 28
A similar JINGLING o.s. as:
LOW ANGLE SHOT - TOM FURY'S FEET
move along the concrete downtown sidewalk, his bag TINKLING in his hand. The feet stop. CAMERA PULLS UP AND BACK to reveal:
TOM FURY staring in at:
THE OBLONG OF ICE in the shop window, with the shape of beauty in it. Faint MUSIC stirs. The red bloodstone ring seems to pulse with life.
CLOSE ON TOM FURY
He stands hearing VOICES from other days, a GIRL LAUGHING calling, "Goodbye, goodbye!" His face is haunted.
FURY'S POV
We almost SEE a beautiful face within the ice, eyes closed in sleep.
ANOTHER ANGLE
Fury quickens for: the shop door opens, slowly, all by itself.
- 29 INT. UNDERTAKER'S SHOP - NIGHT 29
Tom Fury, inside, looks down, quickens, because:
ANOTHER ANGLE
The ghost of an eyelid within the ice stirs.
Fury puts out his hand to the ice. It begins to melt, dripping to the floor. He stares.
The ice melts, fast!
The front door shuts, quietly.
- 30 EXT. MAIN STREET - GREEN TOWN - NIGHT 30
The church clock STRIKES midnight. As it does so, **
we SEE the empty Main Street.

- 30 CONTINUED 30
- We catch a glimpse of the Wooden Indian inside the cigar store... of the barber's pole, illumined, turning, lighting the empty street... And the stone lion on the outside of the library - beyond which:
- 30A INT. LIBRARY - NIGHT 30A
- SHOOTING THROUGH WINDOW we SEE CHARLES HALLOWAY, stacking books on shelves. He turns his head suddenly towards the window as though reacting to some o.s. sound.
- 31 EXT. GREEN TOWN OUTSKIRTS AND COUNTRYSIDE - NIGHT 31
- We SEE in LONG SHOT the rooftops of the town and, beyond them, the trees and dark sky. And HEAR the CHUFF of an approaching train.
- 32 INT. HALLOWAY HOUSE - WILL'S BEDROOM - NIGHT 32
- Will pops his eyes open, in bed.
- 33 INT. NIGHTSHADE HOUSE - JIM'S BEDROOM - NIGHT 33
- Jim does the same. The o.s. train SOUND is nearer.
- 34 EXT. HALLOWAY AND NIGHTSHADE HOUSES - NIGHT 34
- At their windows, the boys lean out simultaneously, give each other a stare, then look off at:
- 35 EXT. COUNTRYSIDE - NIGHT 35
- BOY'S POV - THE HORIZON
- A small storm cloud of steam rises.
- 36 EXT. HALLOWAY AND NIGHTSHADE HOUSES - NIGHT 36
- The boys, at their windows, stare.
- 37 EXT. COUNTRYSIDE - NIGHT 37
- THE BOYS' POV - THE TRAIN
- appears, tossing up sparks. There is a faint rumble of THUNDER, o.s.
- 38 EXT. HALLOWAY AND NIGHTSHADE HOUSES - NIGHT 38
- THE BOYS AT THEIR WINDOWS:
- Jim hisses, a gleeful whisper.

CONTINUED

38 CONTINUED

38

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

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

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

Jim pulls in. We SEE him through the window as he jigs
around, pulling on clothes.

Will sees this, does the same.

ANOTHER ANGLE

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

WILL
(a whisper)
Jim, wait!

Jim looks up, grins and runs.

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

39 EXT. OUTSKIRTS OF GREEN TOWN - NIGHT

39

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

40 EXT. RAILROAD TRACK - EMBANKMENT AND GRAVEYARD - NIGHT

40

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

THEIR POV - THE TRAIN

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

ANOTHER ANGLE - THE BOYS

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

- 40A EXT. GRAVEYARD 40A
 THEIR POV
 From the SOUND, as of a thousand dead souls, stone angels weep dust from their eyes and mouths.
- 40B EXT. RAILROAD - EMBANKMENT - NIGHT 40B
 Will unplugs his ears. Jim relaxes. Both leap and run again.
- 41 EXT. FIELD - NIGHT 41
 The boys run INTO SHOT - stop short, in open-mouthed disbelief as they see:
 THEIR POV
 The railroad track comes to an abrupt end in a writhing, tortured jumble of rusty iron, embedded in a tangle of grass and weeds.
 BACK TO THE BOYS
 They stare at each other in open-mouthed amazement. Turn to look at the track again - and see:
 THEIR POV
 In the distance, a puff of smoke.
 BACK TO THE BOYS
 They start to run towards the smoke.
- 42 EXT. HILL AND MEADOW - NIGHT 42
 The boys reach the crest of the rise and pause, looking down at:
 ANOTHER ANGLE - THE MEADOW
 A carnival is laid out there, complete, dark, entire, whole, its reptilian skin breathing, sighing... From one of the tents mirrors swarm and flash.
 ANOTHER ANGLE - THE BOYS
 Jim stands a long moment, transfixed, staring, the flicker-flash of the mirrors in his eyes. Then he turns to Will:
 JIM
 (triumphant)
 See? It was true! I told you!
 WILL
 But...
- He stops, shivers suddenly.

CONTINUED

42 CONTINUED

42

JIM

Come on!

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

43 EXT. CARNIVAL -MIDWAY - NIGHT

43

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

ANOTHER ANGLE - THE BOYS

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

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

44 INT. CARAVAN - NIGHT

44

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

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

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

45 EXT. MIDWAY - NIGHT

45

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

THE CALLIOPE

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

ANOTHER ANGLE - THE BOYS

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

46 EXT. LIBRARY - MAIN STREET -NIGHT

46

CHARLES HALLOWAY, coming out of the door, hears faint CALLIOPE MUSIC o.s., turns, peers, shakes his head, locks the door.

47 EXT. UNDERTAKER'S SHOP - MAIN STREET - NIGHT

47

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

HIS POV

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

BACK TO HALLOWAY

His eyes, startled, glance down.

HIS POV

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

CLOSE ON HALLOWAY

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

DISSOLVE TO:

48 INT. HALLOWAY HOUSE - HALL AND STAIRWAY

48

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

ANOTHER ANGLE

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

HALLOWAY

What is it, son? Can't sleep?

Will shakes his head "no".

HALLOWAY

(continuing)

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

CONTINUED

48 CONTINUED

48

WILL

No, it couldn't've been.

(he looks at his father)

Couldn't be a carnival, could there?

Not in October. I mean, you never saw no little scraps of paper, did you? Not about any carnival coming?

ANOTHER ANGLE

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

HALLOWAY

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

WILL

Do they? Why?

HALLOWAY

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

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

HALLOWAY

(continuing)

Only old people. I only meant old people.

WILL

(repeats slowly)

Old people...

HALLOWAY

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

WILL

(nervously)

What about?

HALLOWAY

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

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

CONTINUED

48 CONTINUED - 1

48

WILL

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

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

HALLOWAY

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

We HEAR a faint RUMBLE OF THUNDER in the distance.

DISSOLVE TO:

49 EXT. HORIZON ABOVE GREEN TOWN - MORNING

49

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

50 EXT. HALLOWAY AND NIGHTSHADE HOUSES - MORNING

50

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

51 EXT. THE MEADOW - MORNING

51

THEIR POV

The meadow where the carnival still lies.

52 EXT. HALLOWAY AND NIGHTSHADE HOUSES AND BACKYARDS - DAY

52

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

MRS. HALLOWAY

Will!

ANOTHER ANGLE - HALLOWAY HOUSE

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

WILL

Coming, Mom.

CONTINUED

52 CONTINUED

52

ANOTHER ANGLE - NIGHTSHADE HOUSE

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

MRS. NIGHTSHADE

Jim!

JIM O.S.

Yes, Mom.

MRS. NIGHTSHADE

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

ANOTHER ANGLE - BOTH HOUSES AND BACKYARDS

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

JIM

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

MRS. NIGHTSHADE

What did you say, son?

JIM

Oh, nothing, I guess.

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

MRS. NIGHTSHADE

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

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

ANOTHER ANGLE - FAVORING WILL

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

BOY

You coming to the carnival?

CONTINUED

52 CONTINUED - 1

52

WILL
Already seen it.

GIRL
Know-it-all!

The children run on.

ANOTHER ANGLE

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

MRS. HALLOWAY
You finished those leaves, Will?

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

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

She closes the window.

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

ANOTHER ANGLE

The two boys running out of their backyards.

53 EXT. FIELDS - DAY

53

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

54 EXT. HILL ABOVE MEADOW - DAY

54

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

55 EXT. CARNIVAL - DAY

55

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

CONTINUED

55 CONTINUED

55

WILL

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

BOYS' POV - PANNING THE CARNIVAL

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

JIM'S VOICE O.S.

No, it can't be! It can't be
ordinary!

BACK TO THE BOYS

Jim strides along the midway, Will following, happily.

WILL

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

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

TOWNSMAN

It's fixed.

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

ANOTHER ANGLE

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

WILL

(at front of crowd)
Go on, Ed!

Ed glances at him, grins.

ED

Hold this.

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

CONTINUED

55 CONTINUED - 1

55

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

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

COOGER

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

Ed takes it, moves off with the boys.

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

56

CLOSE ON - THE FORTUNE TELLER

Her face is hidden by a dark, lacy veil.

FORTUNE TELLER

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

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

MR. CROSETTI

It's a miracle! Your eyes see everything!

FORTUNE TELLER

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

(a whisper)

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

(Mr. Crosetti gasps)

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

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

**
*

**

57 EXT. ANOTHER PART OF MIDWAY - DAY

57

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

JIM

Hey, look! Wild animals!

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

WILL

(glancing around)

Where's Ed?

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

THEIR POV

Ed standing looking into the mirror maze.

58 EXT. MIRROR MAZE - DAY

58

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

THE BOYS' POV FX

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

CONTINUED

58 CONTINUED

58

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

ED'S VOICE O.S.

(diminishing)

Throw! Run! Grab! Touchdown!
God, oh God, man!

BACK TO SCENE

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

JIM

(pointing at a particularly grotesque picture)

When did you pose for that, Will Halloway?

LAUGHING, he runs off, Will in pursuit.

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

59

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

CLOSE UP - JIM

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

60 INT. "TEMPLE OF TEMPTATION" - DAY

60

JIM'S POV - THROUGH HOLE

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

61 EXT. "TEMPLE OF TEMPTATION" - DAY

61

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

62 INT. "TEMPLE OF TEMPTATION" - DAY

62

CLOSE ON JIM'S EYE

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

CONTINUED

62 CONTINUED

62

REVERSE ANGLE - JIM'S POV

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

CLOSE ON MR. CROSETTI

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

CROSETTI

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

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

63 EXT. TEMPLE OF TEMPTATION - DAY

63

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

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

ANOTHER ANGLE - A GROTESQUE DWARF

LAUGHING at him.

DWARF

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

A small group gathered around LAUGHS, ROARS.

ANOTHER ANGLE

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

JIM

Well, I just saw -

WILL

Shut up! I don't wanna hear!

JIM

Okay, you dimwit Episcopalean holy-roller!

64 EXT. MIRROR MAZE - DAY

64

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

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

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

JIM
Wanna go in?

WILL
No...

For Will is looking deep. Jim looks with him.

THEIR POV - THE MAZE

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

BACK TO SCENE

Jim squints and asks:

JIM
No?

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

WILL
Those mirrors are like... last night.

ANOTHER ANGLE - THE MIRRORS

dissolve coldly, darkly, and the WIND blows softly.

ANOTHER ANGLE - THE BOYS

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

MISS FOLEY'S VOICE O.S.
Oh yes... yes... yes. Please...

The boys stare at each other - then back at:

The maze where shadows run, half seen.

CONTINUED

64 CONTINUED

64

The boys dart to the entrance.

MISS FOLEY'S VOICE O.S.
Please...! Oh yes... please...!

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

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

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

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

She peers back into the maze.

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

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

MISS FOLEY
(blinks, tries to pull herself together)
I must get home... my little nephew...

She moves away, still in half a trance.

WILL
Is she ill?

JIM
Hell, no. Must be a shock, though, staring in all them mirrors. 'Specially if you have a face like they use to scare the birds away.

65 EXT. BY FERRIS WHEEL & "WHEEL OF FORTUNE" - DAY *** 65

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

TETLEY

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

COOGER

(taking ticket)

Why, so it is, sir. No need to agitate yourself, so it is!

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

COOGER

(continuing)

And may I offer you a cigar, sir?
(takes one out of his vest pocket)

A Genuine Havana Special rolled for you on the plump thighs of Cuban beauties. And, of course, a free ride on our magnificent ferris wheel with the management's compliments.

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

66 EXT. BY CARAVAN - DAY 66

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

WILL

Locked up now.

CONTINUED

66 CONTINUED

66

JIM

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

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

JIM

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

WILL

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

JIM

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

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

ANOTHER ANGLE - UNDER CARAVAN

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

WILL

The lightning rod salesman!

JIM

Mister Fury!

WILL

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

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

JIM

Will... we gotta wait...

WILL

No!

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

CONTINUED

66 CONTINUED

66

CLOSE TWO SHOT - THE BOYS

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

JIM

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

He wipes his mouth. They both crouch down.

67/

68 OMITTED

67/

68

69 EXT. BY FERRIS WHEEL - DAY

69

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

DISSOLVE TO:

70 EXT. BY CARAVAN - DUSK

70

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

WILL

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

JIM

Sssshh! C'mon.

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

71 EXT. CAROUSEL TENT - DUSK

71

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

CLOSE UP - A SIGN

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

72 INT. CAROUSEL TENT - DUSK

72

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

WILL

Jim, for cri-yi!

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

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

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

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

CLOSE ON WILL

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

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

THEIR POV

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

MR. DARK'S VOICE O.S.

Put them down, Mr. Cooger. Bring them down to Earth!

ANOTHER ANGLE

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

ANOTHER ANGLE - BOYS IN F.G.

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

CONTINUED

72 CONTINUED

72

MR. DARK

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

The boys stare at:

THEIR POV - CLOSER ON DARK

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

DARK

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

ANOTHER ANGLE - TO INCLUDE ALL

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

Jim looks at Mr. Dark with audacity.

JIM

Of Dark's Pandemonium Carnival?

Dark nods, pleased.

DARK

Well, isn't he brave!

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

DARK

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

Jim is about to answer, when:

WILL

(quickly)
Simon.

Jim glances toward him, surprised that his friend should also be capable of lying when necessary - then to Dark.

CONTINUED

72 CONTINUED - 1

72

Dark stares at Jim. CAMERA MOVES IN CLOSER as Jim's gaze travels down to Dark's WRIST, where we can SEE bright green, red, purple worm-snake-beast tattoos.

DARK'S VOICE O.S.

Want to see more... Mister Simon?

ANOTHER ANGLE - WILL

straining, but unable to see.

WILL

No thanks!

ANOTHER ANGLE - DARK AND JIM

Mr. Dark shoves his sleeve up to his elbow, clenches and unclenches his fist, working his muscles, showing the hidden tattoos to Jim.

CLOSE UP - JIM

staring.

CLOSE UP - WILL

apprehensive at what he cannot see that Jim sees.

CLOSER ON JIM'S FACE

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

CLOSE ON DARK

who, pleased at his 'pupil', nods, works his arm.

ANOTHER ANGLE - TO INCLUDE WILL

who tries to cry out. Jim is dreadfully fascinated at the lovely, forbidden sights drawn on that rippling arm.

DARK

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

Brutally, he jerks down his cuff. Jim GASPS and shuts his eyes, stunned.

CONTINUED

72 CONTINUED - 2

72

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

DARK

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

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

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

73 EXT. MEADOW - DUSK

73

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

74 INT. LIVING ROOM - HALLOWAY HOUSE - NIGHT

74

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

MRS. HALLOWAY

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

WILL

But, Mom...

MRS. HALLOWAY

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

Will looks at his father in silent appeal.

HALLOWAY

You'd best go up, son.

Will turns reluctantly and goes.

75 INT. NIGHTSHADE LIVING ROOM - NIGHT

75

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

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

Jim looks at her.

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

Jim turns away and goes upstairs as:

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

Mrs. Nightshade goes on dancing.

76 EXT. CLOCK TOWER - GREEN TOWN - NIGHT

76

The church CLOCK STRIKES seven thirty.

77 INT. NIGHTSHADE HOUSE - JIM'S BEDROOM - NIGHT

77

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

78 INT. HALLOWAY HOUSE - WILL'S BEDROOM - NIGHT

78

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

ANOTHER ANGLE

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

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

Will looks at him, doesn't speak.

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

CONTINUED

78 CONTINUED

78

HALLOWAY (CONTD.)

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

WILL

You don't have to tell me all that.

HALLOWAY

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

WILL

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

HALLOWAY

Oh sure. Everyone thought so.

WILL

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

HALLOWAY

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

WILL

I believe in devils.

Halloway looks at him, puzzled.

WILL

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

HALLOWAY

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

CONTINUED

78 CONTINUED - 1

78

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

HALLOWAY

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

WILL

Maybe.

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

WILL

Dad...

Halloway looks round.

WILL

(continuing;
serious)

Be careful, Dad. Something's
going on.

HALLOWAY

Something...?

WILL

Just be careful. Okay?

HALLOWAY

Okay.

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

DISSOLVE TO:

79 EXT. GREEN TOWN - NIGHT

79

The town CLOCK STRIKES nine. The town is dark.

80 INT. HALLOWAY HOUSE -WILL'S BEDROOM - NIGHT

80

Will's eyes open. He HEARS MUSIC far away - the
CALLIOPE... and a SOUND outside. He gets up, goes to
window, looks out and SEES:

80A EXT. NIGHTSHADE HOUSE - NIGHT 80A

Jim - moving off across the lawn.

80B INT. HALLOWAY HOUSE -WILL'S BEDROOM - NIGHT 80B

Will, stunned, whispers half-aloud.

WILL

Jim! You're ditching me!

He grabs for his clothes.

81 EXT. FIELD OUTSIDE GREEN TOWN - NIGHT 81

Jim, running, turns, HEARING Will pursue. Jim stands and waits. Will, PANTING, walks up.

JIM

Will, you'll spoil everything!
Go home!

WILL

No, sir. Blood brothers -
remember?

JIM

Be quiet, then. C'mon.

82 EXT. CARNIVAL - NIGHT 82

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

83 EXT. CAROUSEL AREA - NIGHT 83

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

JIM

Quick!

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

84 INT. CAROUSEL TENT - NIGHT 84

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

CONTINUED

84 CONTINUED

84

ANOTHER ANGLE

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

Jim fevers with this, fascinated. Will is startled.

DARK

Right, Mr. Cooger.

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

CLOSE TWO SHOT - THE BOYS

Jim and Will squinch tight.

ANOTHER ANGLE - THE CAROUSEL

Dark nods and throws the switch.

DARK

Now!

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

ANOTHER ANGLE - BOYS IN F.G.

Jim and Will, hidden, stare.

WILL

My gosh, look!

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

WILL

(continuing)

It's going the wrong way!

JIM

Backwards.

ANOTHER ANGLE - MR. DARK

jerks his head, as if hearing this.

CONTINUED

84 CONTINUED - 1

84

TWO SHOT - WILL AND JIM

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

THEIR POV - THE CAROUSEL

turns back, back, back.

ANOTHER ANGLE - THE BOYS

WILL

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

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

JIM

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

ANOTHER ANGLE - THE CAROUSEL

Around and around, indeed, goes Mr. Cooger.

BACK TO THE BOYS

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

THEIR POV - THE CAROUSEL

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

ANOTHER ANGLE - BOYS IN F.G.

Their heads and eyes follow as:

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

SEQUENCE OF QUICK SHOTS

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

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

CONTINUED

84 CONTINUED - 2

84

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

THE LEGS hang short in the stirrups.

ANOTHER ANGLE - THE CAROUSEL

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

ANOTHER ANGLE - THE BOYS

appalled, incredulous, stare.

ANOTHER ANGLE - COOGER - AGED EIGHT

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

ANOTHER ANGLE

Jim and Will hold tight.

DARK

(snaps)

It's late! Go about your business!

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

85 EXT. CAROUSEL TENT - NIGHT

85

JIM

Did you see -- ?

WILL

Ohmigosh!

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

86 EXT. PARK - OUTSKIRTS OF GREEN TOWN - NIGHT

86

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

CONTINUED

86 CONTINUED

86

At the edge of town they see:

THEIR POV - LONG SHOT

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

87 EXT. MAIN STREET - GREEN TOWN -NIGHT

87

Jim and Will run around that same corner and pass:

88 EXT. BARBERSHOP - NIGHT

88

where Will freezes, startled. He sees:

WILL'S POV - A SIGN

in the shut-down-curtained window.

"CLOSED ON ACCOUNT OF ILLNESS"

JIM'S VOICE O.S.

For cri-yi! Come on!

BACK TO WILL

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

89 EXT. STREET AND MISS FOLEY'S HOUSE - NIGHT

89

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

WILL

This is Miss Foley's house!

JIM

Look!

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

JIM

(continuing)

There.

WILL

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

CONTINUED

89 CONTINUED

89

THEIR POV

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

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

BACK TO SCENE

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

WILL
What're you playing at? *

JIM
Want to warn Miss Foley. *

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

Jim, ignoring him, presses the doorbell.

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

ANOTHER ANGLE

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

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

CONTINUED

89 CONTINUED - 1

89

WILL

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

JIM

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

MISS FOLEY

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

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

90

Jim steps in, Will follows, stunned.

MISS FOLEY

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

Jim's and Will's eyes are on:

THEIR POV

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

MISS FOLEY O.S.

Who says 'yes' to a nice slice of pumpkin pie and a glass of homemade lemonade?

BACK TO SCENE

Jim and Will both answer swiftly, confusedly.

JIM

Yes!

WILL

No!

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

MISS FOLEY

Robert! Come help me entertain these difficult boys!

CONTINUED

90 CONTINUED

90

The beaded curtain blows like a strange rainfall, silent.

MISS FOLEY

Robert?

She pokes her hand through the "rain".

The boys stare as:

THEIR POV

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

BACK TO SCENE

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

MISS FOLEY

Boys, I want you to meet --

WILL

Miss Foley!

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

JIM

Swell! Hi! Glad to meet you.

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

WILL

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

MISS FOLEY

Warn?

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

CONTINUED

90 CONTINUED - 1

90

JIM
He won't be in school Monday.

MISS FOLEY
Oh?

Will watches Jim for the next surprise. Robert stares.

JIM
He's sick.

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

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

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

JIM
See you.

Robert looks at him with interest.

WILL'S VOICE O.S.
Miss Foley!

They all turn, startled.

ANOTHER ANGLE

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

WILL
I... I...

JIM
He's sick.

Jim hustles him out.

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

91/
92

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

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

CONTINUED

91/ CONTINUED
92

91/
92

WILL

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

JIM

Ssshhh!

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

ANOTHER ANGLE

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

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

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

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

MISS FOLEY

Will Halloway! You wicked, wicked young hooligan.

WILL

(stammers,
aghast)

But I - I didn't -

(then, desperately)

That boy ain't no boy, Miss Foley.
That nephew ain't no nephew.

MISS FOLEY

(cuts in)

Little liar! You stay right there!
I'm coming down.

The boys run off, as:

MISS FOLEY'S VOICE O.S.

Come back here! Come back this
minute!

CONTINUED

91/ CONTINUED - 1
92 ANOTHER ANGLE

91/
92

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

WILL
Jim! Jim!

93 INT. MISS FOLEY'S HOUSE - PARLOR - NIGHT

93

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

MISS FOLEY
Robert? Where are you, Robert?

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

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

She looks up and into the mirror.

MISS FOLEY'S POV - THE MIRROR

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

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

CONTINUED

93 CONTINUED

93

ROBERT'S VOICE O.S.

Take my hand, my dearest dear. How beautiful you are. What a pity you will need little Robert to lead you wherever you go.

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

94 EXT. FIELD - NIGHT

94

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

WILL

Where you going?

JIM

Back to the merry-go-round!

WILL

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

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

JIM

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

WILL

What?

JIM

When I'm older, darn it, older!

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

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

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

WILL

When you're... older?

They stay for one heartbeat, one looking down, tall, the other looking up, short. Then:

CONTINUED

94 CONTINUED

94

JIM

I didn't mean...

WILL

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

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

WILL

(continuing)

You're nuts. Someone's gotta watch out for you.

They move on towards:

95 EXT. CARNIVAL - NIGHT

95

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

96 EXT. MIRROR MAZE - NIGHT

96

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

97 EXT. MAIN (FREAK) TENT - NIGHT

97

The entrance to the main tent flaps and MURMURS like a great mushroom creature with immense lips in the night. They enter:

98 INT. MAIN (FREAK) TENT - NIGHT

98

The boys peer left and right and see, on either side, strange platforms on which weirdly contorted figures wait. Jim HISSES, nudges, passes along with Will as they peer to either side.

CONTINUED

98 CONTINUED

98

WILL
(whispers)
It's a wax museum.

JIM
No... listen...!

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

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

ANOTHER ANGLE

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

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

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

ANOTHER ANGLE

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

THEIR POV

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

ANOTHER ANGLE

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

CONTINUED

98 CONTINUED - 1

98

DARK'S VOICE O.S.

Well?

COOGER

All arranged.

Out of the darkness:

DARK'S VOICE O.S.

Good.

COOGER

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

DARK'S VOICE O.S.

We need their innocence to fuel our carousel.

ANOTHER ANGLE

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

TOM FURY'S VOICE O.S.

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

ANOTHER ANGLE

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

DARK

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

TOM FURY'S VOICE

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

DARK

I must know! *

CONTINUED

TOM FURY'S VOICE

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

*

DARK

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

*

*

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

ANOTHER ANGLE

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

TOM FURY'S POV

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

TOM FURY'S VOICE O.S.

... Most... Beautiful...

ANOTHER ANGLE

TOM FURY

(continuing)

More beautiful than Pocohontas...
than Helen of Troy...

*

DARK

When comes the lightning, you
old idiot?!

TOM FURY

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

CONTINUED

98 CONTINUED - 3

98

DARK

(snarling)

You fool! Lightning shall
make you hop and make you tell.

His hand slams a switch beside the chair.

CLOSER ANGLE - FX

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

DARK'S VOICE O.S.

When?

TOM FURY

Storm to...to...to...

ANOTHER ANGLE

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

TOM FURY

Some...some...sometime!

Will half-rises, panicked, terrified.

Dark leans close. Fury controls his mouth, gasps.

TOM FURY

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

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

Will leaps to his feet, unable to contain himself.

WILL

Stop! Stop it!

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

TWO SHOT - THE BOYS ***

stare in horror as...

THEIR POV ***

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

CONTINUED

98 CONTINUED - 4

98

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

We HEAR the boys SCREAM O.S.

ANOTHER ANGLE

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

DARK

Hunt them, Mr. Cooger.

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

99 EXT. MAIN (FREAK) TENT AND MIDWAY - NIGHT

99

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

ANOTHER ANGLE

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

HIS POV

Nothing. No one in sight.

99A EXT. CARAVAN - NIGHT

99A

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

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

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

99B EXT. MIDWAY - NIGHT

99B

The boys run pell mell down the midway.

ANOTHER ANGLE

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

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

CONTINUED

99B CONTINUED

99B

CLOSER ANGLE - BOYS' POV

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

ANOTHER ANGLE

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

100 INT. TENT - NIGHT

100

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

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

DARK

Find them.

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

101 OMITTED

102 INT. SHERIFF'S OFFICE - NIGHT

102

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

SHERIFF

Took you two long enough to get here.

WILL

Sheriff, we gotta -

CONTINUED

102 CONTINUED

102

Will and Jim watch as the Sheriff flips down a card.

SHERIFF

Miss Foley called. Seems you
broke a window.

JIM

(blurts out)
It wasn't -

SHERIFF

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

WILL

The carnival - you gotta - some-
thing terrible...

SHERIFF

Carnival's closed nights. You
been down there you been tres-
passin' too.

WILL

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

SHERIFF

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

DOUGLAS

Every time.
(laying down cards)
Gin!

WILL

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

SHERIFF

(gathering up cards)
Just where the damn idiot fool
belongs. (MORE)

CONTINUED

102 CONTINUED - 1

102

SHERIFF (CONTD.)

He's crazier'n a coot - walkin'
round the state yellin' dooms
an' damnations.

(shuffling)

Don't belong to this town any-
ways. Don't cut no peachfuzz
with me.

WILL
But...

JIM
We...

ANOTHER ANGLE

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

SHERIFF

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

He swings wide the cell door, gestures:

SHERIFF
(continuing)

Come on in.

ANOTHER ANGLE

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

103 EXT. SHERIFF'S OFFICE AND MAIN STREET - NIGHT

103

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

JIM

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

ANOTHER ANGLE

Will pulls his father's old harmonica out of his pocket,

CONTINUED

103 CONTINUED

103

looks at it as if for comfort, and blows a few DISCORDANT NOTES. Jim makes a face.

JIM

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

WILL

I was trying to cheer us up.

JIM

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

Will, disappointed, puts the harmonica away.

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

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

104 EXT. HALLOWAY AND NIGHTSHADE HOUSES - NIGHT

104

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

ANOTHER ANGLE - WILL

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

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

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

WILL'S POV - HIS FATHER'S FACE

looking down at him.

HALLOWAY

You in some sort of a hurry, boy...?

CONTINUED

104 CONTINUED

104

ANOTHER ANGLE

WILL
(enormously
relieved)

Dad!

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

HALLOWAY
Doesn't your friend ever use
the front door?

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

HALLOWAY
Will...

WILL
Nor do I with mine.
(breaks away
from his
father)
I better go in.

HALLOWAY
No, son. Not till we're
finished.

WILL
Finished what?

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

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

HALLOWAY
(continuing)
Just now. You seemed kind of
glad to see me.

CONTINUED

104 CONTINUED - 1

104

WILL

Well, at least you weren't...

HALLOWAY

(quietly)

I wasn't the devil, was that it?

WILL

(also quiet)

I guess.

Halloway looks at his son, smiles.

HALLOWAY

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

Halloway moves with his son towards the porch.

ANOTHER ANGLE - THE PORCH

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

HALLOWAY

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

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

HALLOWAY

(continuing)

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

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

HALLOWAY

(continuing)

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

(bitterly)

And I stood there watching, tied to
the riverbank and helpless, because
I had a dad who never thought it right
to teach boys to swim.

CONTINUED

104 CONTINUED - 2

104

Will is listening, expressionless. There is a silence between them, and then Halloway forces himself to go on:

HALLOWAY

(continuing)

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

He looks at Will, who says, very quietly:

WILL

I knew someone caught hold of me.

HALLOWAY

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

(pause)

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

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

HALLOWAY

(continuing;
bitter again)

Mr. Nightshade did your father's work for you. Can't forgive myself for that. Nor him either, I guess!

CLOSER ANGLE - HALLOWAY AND WILL

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

HALLOWAY

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

(MORE)

CONTINUED

104 CONTINUED - 3

104

HALLOWAY (CONTD.)

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

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

WILL

I wish...

HALLOWAY

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

WILL

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

HALLOWAY

(a small, rather
bitter smile)

Just tell me I'll live forever.
Then I'll be happy.

ANOTHER ANGLE

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

WILL

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

Halloway looks at his son and says:

CONTINUED

104 CONTINUED - 4 .

104

HALLOWAY

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

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

ANOTHER ANGLE

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

WILL

Dad? You wanna come up this
way?

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

WILL

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

HALLOWAY

(gentler, slower)
No...

Will climbs. Halfway, he looks down at:

WILL'S POV - SHOOTING DOWN - MR. HALLOWAY

small on the ground.

CLOSE ON WILL

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

WILL

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

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

His father waves up, slowly. Will has a sudden inspiration
and whisper-shouts:

CONTINUED

104 CONTINUED - 5

104

WILL

Dad! You ain't got the stuff!

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

REVERSE ANGLE - HALLOWAY IN F.G. SHOOTING UP

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

REVERSE ANGLE - WILL IN F.G. SHOOTING DOWN

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

WILL

Oh, please...!

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

105 INT. WILL'S BEDROOM - NIGHT

105

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

HALLOWAY

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

Will says nothing, but smiles tremulously.

HALLOWAY

(continuing)

That's all right, Will. A smile's the best answer to everything.

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

DISSOLVE TO:

106 INT. NIGHTSHADE HOUSE - JIM'S BEDROOM -NIGHT

106

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

ANOTHER ANGLE - JIM IN F.G.

A shadow rises, looms.

CONTINUED

106 CONTINUED

106

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

MRS. NIGHTSHADE

Why do boys want windows open
all the time?

JIM

(still with his
eyes closed)

Warm blood...

MRS. NIGHTSHADE

Warm blood! That was your father's
trouble.

At this, Jim opens his eyes.

MRS. NIGHTSHADE

(continuing)

You go to sleep now, Jim.

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

JIM

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

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

MRS. NIGHTSHADE

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

107 INT. HALLOWAY HOUSE - WILL'S BEDROOM - NIGHT

107

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

ANOTHER ANGLE - WILL F.G. - FX

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

107A EXT. SKY - NIGHT

107A

WILL'S POV

Nothing. Empty.

108 INT. NIGHTSHADE HOUSE - JIM'S BEDROOM - NIGHT 108

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

109 EXT. HALLOWAY AND NIGHTSHADE HOUSES - NIGHT - FX 109

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

ANOTHER ANGLE

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

CLOSER ANGLE - WILL

looks up in terror at the shadow - freezes.

JIM'S VOICE

Quick, Will, quick.

WILL'S POV

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

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

ANOTHER ANGLE

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

110 INT. JIM'S BEDROOM - NIGHT 110

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

WILL

(whispering)

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

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

CONTINUED

110 CONTINUED

110

CLOSE TWO SHOT - JIM AND WILL

They SEE:

THEIR POV

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

CLOSER ANGLE

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

ANOTHER ANGLE

Will GASPS.

**

JIM

Sshhhh...!

*

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

ANOTHER ANGLE

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

ANOTHER ANGLE

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

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

110A EXT. SKY - NIGHT

110A

FX SHOT - BOYS' POV

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

WILL'S VOICE O.S.

They're trying to find us...

111 INT. JIM'S BEDROOM - NIGHT

111

WILL

(looks at Jim)

I'm scared.

*

JIM

Me too!

*

**

DISSOLVE TO:

112/			112/
115	OMITTED	***	115
116	<u>INT. CHURCH - GREEN TOWN - MORNING</u>		116

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

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

Will and Jim look at each other across the church. **

DISSOLVE TO:

117	<u>EXT. STREET AND MISS FOLEY'S HOUSE - DAY</u>		117
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The boys are walking towards Miss Foley's house as:

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

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

JIM
 She's not gonna believe us anyway.

They walk on a few steps, then:

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

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

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

WILL
 (excitedly)
 Yeah, I...

JIM
 (immersed in his story)
 ...and there was two dwarfs pulling
 one of them... (MORE)

117 CONTINUED

117

JIM (CONTD.)

...and the other was being pulled
by a little donkey, all done up with
funeral plumes... only the plumes were...

WILL

... not black but...

JIM

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

WILL

... were small! Kid size!

JIM

(stares at him)

You mean - you had the same dream?

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

WILL

That's funny...

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

118

The boys enter, stare around. Silence. Emptiness.

WILL

She's not here.

JIM

Let's be sure.

Jim runs up the stairs, calling:

JIM

(continuing)

Miss Foley... Miss Foley...
About that window... It wasn't
us. Honest, Miss Foley.

No response.

CONTINUED

118 CONTINUED

118

ANOTHER ANGLE

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

JIM

No one!

119 EXT. STREET - GREEN TOWN - DAY

119

THE BOYS

WILL

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

A SOUND galvanizes them.

THEIR POV - TOP OF STREET

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

BACK TO SCENE

Jim blinks, shouts:

JIM

Hey, a parade!

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

WILL

No. A search! For us...!
(points to Jim,
then himself)

We can't go home. They'd follow
and... and kill our folks?!

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

CLOSER ANGLE - THE BAND

BRASSES and PULSES and BANGS.

120 EXT. MAIN STREET - GREEN TOWN - DAY 120

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

121 INT. HALLOWAY HOUSE - LIVING ROOM - DAY 121

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

122 EXT. MAIN STREET & TETLEY'S CIGAR STORE - GREEN TOWN - DAY 122

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

WILL
(into phone)

Dad!

123 INT. HALLOWAY LIVING ROOM - DAY 123

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

HALLOWAY
Will - where are you?

124 EXT. CIGAR STORE - DAY 124

Will casts a terrified glance toward the street, as:

WILL
(overlap)
They're after us!

125 INT. HALLOWAY LIVING ROOM - DAY 125

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

126 EXT. CIGAR STORE - DAY 126

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

Jim yanks Will half out of the booth as:

WILL
(desperately)
Tell Mom... Please... *

- 127 INT. HALLOWAY LIVING ROOM - DAY 127
 CLOSE ON HALLOWAY as:
 WILL'S VOICE
 (over phone)
 I... I don't want... *
- Halloway looks at the phone.
 HALLOWAY
 Will?
 Silence.
- 128 EXT. CIGAR STORE - DAY 128
 Empty, the phone hanging abandoned and suspended. As the BAND POUNDS, BANGS, BRASSES by.
- 129 INT. HALLOWAY LIVING ROOM - DAY 129
 Halloway, the receiver still in his hand, can hear the BAND over the phone.
- 130 EXT. MAIN STREET - GREEN TOWN - DAY 130
 FULL SHOT. The parade marches. CHILDREN run on the sidewalks accompanying the march.
- 131 EXT. MAIN STREET - CIGAR STORE - DAY 131
 The trays of cigars are open to the street, but in the window hangs a notice which says, "JUST SLIPPED OUT." THE CAMERA PANS DOWN TO:
- 132 EXT./INT. IRON GRILLE - BELOW STORE 132
 where we can just distinguish the pale frightened faces of Jim and Will, crouched there in hiding.
- 133 EXT. MAIN STREET - DAY 133
 The parade, Dark at its head, in all his tall magnificence. Followed by the BAND, blaring. And the freaks, looking around, scanning the windows, the rooftops, the church steeples.
 CLOSER ANGLE - THE FREAKS
 Among them we SEE people we recognize: Mr. Tetley, the "Wooden Indian", being wheeled on a small platform by TWO DWARFS; Mr. Crosetti, the bearded lady, and Tom Fury, borne aloft in his electric chair.

CONTINUED

133 CONTINUED

133

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

ANOTHER ANGLE

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

ANOTHER ANGLE - DARK

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

ANOTHER ANGLE - THE PARADE

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

134 INT./EXT. BELOW GRILLE

134

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

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

135

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

DR. DOUGLAS VOICE O.S.

Hey, Charlie!

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

DR. DOUGLAS

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

Despite his anxiety, Halloway is intrigued, frowns.

HALLOWAY

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

He pushes the door. It drifts back in darkness. Halloway and Douglas look at each other, puzzled, then enter.

- 136 EXT. MAIN STREET - CIGAR STORE - DAY 136
The parade marches by. Among the sidewalk ONLOOKERS, we SEE Mrs. Nightshade, Jim's mother.
- 137 INT./EXT. BELOW GRILLE 137
The boys crouch away from the blare of o.s. BAND MUSIC. Will glances up and suddenly tugs at Jim's arm, points.
THEIR POV (THROUGH GRILLE)
Jim's mother has paused to watch the parade.
- 138 EXT. STREET AND PARADE 138
The Dwarf suddenly leaves the procession, comes up to Mrs. Nightshade and hands her a "Free Ride" ticket. She takes it, unsmiling. But now the Dwarf seems to want to say something to her. She stoops down to hear what he says. And as he whispers in her ear, she slowly starts to smile.
- 139 INT./EXT. BELOW GRILLE 139
They GASP, seeing this. Jim is about to cry out when, o.s., the BAND MUSIC STOPS. Will swiftly claps his hand over Jim's mouth.
- 140 EXT. STREET ABOVE GRILLE 140
Mrs. Nightshade nods her head as though in decision and moves away, ticket in hand. As she does so, we SEE the parade dispersing in b.g., and the freaks moving among the crowd passing out handbills.
- 141 INT. ED'S BAR - DAY 141
Dr. Douglas, behind the bar, is dispensing drinks. He pushes a shot glass toward Holloway as:

DOUGLAS
Your ration for today.

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

DOUGLAS
(continuing)
That's odd.

Holloway cranes over the counter to look.

CONTINUED

141 CONTINUED 141

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

142 INT./EXT. BELOW CIGAR STORE GRILLE - DAY 142

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

143 EXT. STREET ABOVE GRILLE - DAY 143

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

144 INT. ED'S BAR - DAY 144

Dark stands with his hands on the bar as:

DARK

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

HALLOWAY

Town's full of them.

DARK

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

Halloway reacts slightly. Douglas glances quickly at him. *

DOUGLAS

What've they done?

DARK

Done, sir? Why nothing wrong, surely. *

Halloway stares in fascinated revulsion at:

CLOSE SHOT - DARK'S HANDS

on the bar, their backs covered with silky, almost animal like hair.

144 CONTINUED

144

DARK'S VOICE O.S.

(continuing)

They are a pair of lucky boys who
have won prizes at our carnival...

ANOTHER ANGLE

DARK

(continuing)

I only wish to give them the
valuable rewards they richly de-
serve. Can you not help me,
gentlemen?

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

145 EXT. MAIN STREET - CIGAR STORE - DAY

145

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

146 INT./EXT. BELOW GRILLE

146

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

147 EXT. STREET ABOVE GRILLE

147

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

**

148/149 OMITTED

*** 148/149

150 INT/EXT. BELOW GRILLE

150

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

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

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

151 EXT. STREET ABOVE GRILLE

151

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

CONTINUED

151 CONTINUED

151

CHILDREN

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

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

ANOTHER ANGLE

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

152 EXT./INT. GRILLE

152

HALLOWAY'S POV THROUGH IT -

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

MR. DARK'S VOICE O.S.

Lose something, sir?

153 EXT. STREET ABOVE GRILLE

153

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

HALLOWAY

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

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

DARK

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

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

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

Dark thrusts his palms almost into Halloway's face. Hallo-
way merely lights his cigar, puffing smoke at Dark who **
flinches back.

CONTINUED

153 CONTINUED

153

HALLOWAY

Won prizes I think you said?
Lucky fellas.

(smiles pleasantly,
proffers second
cigar to Dark)

Have a cigar?

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

CONTINUED

153 CONTINUED 153

HALLOWAY

(continuing)

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

154 INT./EXT. BELOW GRILLE 154

The boys pull back, their eyes wide.

155 EXT. STREET ABOVE GRILLE 155

DARK AND HALLOWAY

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

HALLOWAY

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

ANOTHER ANGLE - DARK

DARK

Yes?

HALLOWAY'S VOICE O.S.

Milton Blumquist.

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

ANOTHER ANGLE

Halloway taps the other tattoo.

HALLOWAY

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

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

156 INT./EXT. BELOW GRILLE 156

THE BOYS

JIM

(whispers)

He's tall, your Dad!

CONTINUED

156 CONTINUED

156

WILL
(whispers, proudly)
Very tall.

157 EXT. STREET ABOVE GRILLE

157

HALLOWAY AND DARK

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

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

158 INT./EXT. BELOW GRILLE

158

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

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

WILL'S POV - THROUGH GRILLE

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

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

BACK TO THE BOYS

Blood drips on Jim's shirt.

159 EXT. STREET ABOVE GRILLE

159

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

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

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

CONTINUED

159 CONTINUED

159

HALLOWAY

Halloway, sir. Charles William
Halloway.

DARK

Ah yes. The town's librarian.

HALLOWAY

I have that honor, sir.

DARK

And have had for many years, I
believe.

(sighs regretfully)

All that time spent living only
through other men's lives, dream-
ing only other men's dreams. What
a waste!

HALLOWAY

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

160 INT./EXT. BELOW GRILLE

160

Will, anguished, shakes his head "no" as he HEARS:

HALLOWAY'S VOICE O.S.

(continuing)

Come visit me, sir. If you would
wish to improve your education.

161 EXT. STREET ABOVE GRILLE

161

Dark glares at Halloway, nods curtly.

DARK

I will, sir. And I may improve
yours.

He whirls, strides. Halloway stands looking after him.

ANOTHER ANGLE - THE STREET

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

ANOTHER ANGLE - HALLOWAY

watches them move off. His eyes narrow as he SEES:

CONTINUED

161 CONTINUED

161

HIS POV - THE STREET

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

ANOTHER ANGLE - TO INCLUDE HALLOWAY

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

HALLOWAY

(softly)

Boys, what the hell is going on?

162 EXT./INT. GRILLE

162

SHOOTING DOWN THROUGH IT - WILL

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

163 EXT. STREET ABOVE GRILLE

163

Halloway still holds the ball. The boy stands quite still, staring at him, waiting.

HALLOWAY

(softly)

All right, boys.

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

HALLOWAY

(murmurs to boys,
without looking down)

Come to the library tonight.

He drops his dead cigar on purpose, bends.

LOW ANGLE CLOSE SHOT

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

CONTINUED

- 163 CONTINUED 163
- HALLOWAY
Good luck, son...
- He rises up OUT OF FRAME and moves off. The small FINGERS, still on the grille, pull slowly back down.
- 164 EXT. STREET - GREEN TOWN - DAY 164
- The Dwarf, playing happily with children, suddenly pauses.
- CLOSE ON THE DWARF'S FACE
- Again his EYES click, blink, click - as he remembers something. O.s. BAND MUSIC blares.
- ANOTHER ANGLE
- The parade marches down the street. The Dwarf scuttles alongside, reaches Dark, pulls him down, whispers.
- 165 EXT. MAIN STREET - CIGAR STORE - DAY 165
- Dark and the Dwarf reach, bend, lift the iron grille trapdoor and stare down at:
- 166 EXT./INT. BELOW GRILLE 166
- CLOSE SHOT
- The small, empty airway beneath the grille. Pause. Then: the iron grille SLAMS down, shut, BANG!
- DISSOLVE TO:
- 167 EXT. MAIN STREET - LIBRARY - NIGHT 167
- OVER DISSOLVE, we HEAR the church clock start to STRIKE SEVEN - as CAMERA MOVES UP along the ivy stones of the library to PEER IN at the windows among slithers and WHISPERS.
- 168 INT. LIBRARY - NIGHT 168
- LONG SHOT
- CAMERA PEERS DOWN a long corridor of books towards a pool of light in the distance, as we HEAR the BOYS' VOICES, indistinct, breathless - catch an occasional word only: "Miss Foley..." "...nephew...", "Dark...", "Crosetti...", "lightning rod...", "Free rides...", etc.
- During this, CAMERA SLOWLY MOVES ALONG the corridor toward the light until we SEE and HEAR:
- HALLOWAY AND THE BOYS
- by a table strewn with books, as:

CONTINUED

168 CONTINUED

168

WILL
 (finishing up, his
 voice dwindling,
 breaking)

...and... so we had to hide be-
 cause... because... well, who'd
 ever believe us?

He GULPS, dries up. Silence. Then:

HALLOWAY
 I believe you.

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

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

HALLOWAY
 That's why I believe you.

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

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

169 EXT. MAIN STREET - OUTSIDE LIBRARY - NIGHT

169

CLOSE ON THE DUST WITCH

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

170 INT. LIBRARY - NIGHT

170

Halloway is reading from his father's old diary:

HALLOWAY
 "A poor, lame servant girl went to
 the fortune teller to inquire how
 she might run. (MORE)

CONTINUED

170 CONTINUED

170

HALLOWAY (CONT.)

"Her leg mended, and she then ran
mad. It seems they destroy
people by granting their dearest
wishes, as has been the way of
the devil since God created the
world. Old folks of this town
say they remember such a carnival *
of evil visiting many autumns
past, in the days of their
youth..."

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

HALLOWAY

(continuing)

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

ANOTHER ANGLE

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

ANOTHER ANGLE

Will looks at his father, terrified.

WILL

Mr. Dark!

HALLOWAY

(whispers)

Hide! Quick!

The boys RUN OUT OF FRAME. Halloway listens to the o.s
SCUTTling, as they hide themselves away. He gathers his
emotions, sits himself down, looks around at the dark
stacks. A floor CREAKS.

CONTINUED

170 CONTINUED - 1

170

HALLOWAY -

(murmurs)

"By the pricking of my thumbs
Something wicked this way comes..."

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

HALLOWAY'S POV - MR. DARK

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

DARK

(reads)

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

ANOTHER ANGLE - TO INCLUDE HALLOWAY

who finishes it for him, quietly.

HALLOWAY

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

DARK

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

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

HALLOWAY

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

DARK

Did Jim and Will bring it with them
on their shoes? We shall have to
scrape them.

(calls softly)

Will? Jim?

CLOSE UP - SIDEWAYS - WILL'S EYES

stare, wherever he lies hidden.

DARK'S VOICE O.S.

Free rides on the merry-go-round?

CONTINUED

170 CONTINUED - 2

170

CLOSE UP - THE SAME - JIM'S EYES

DARK'S VOICE O.S.

Jim, boy, how'd you like to be
King of the Carnival, Ruler of
the Rides?

CLOSE UP - WILL

terrified, listens as:

DARK'S VOICE O.S.

How'd you like to be a grownup,
Jim? How'd that feel, do you
fancy?

ANOTHER ANGLE - DARK

as he calls at the shadows:

DARK

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

CLOSE UP - JIM

his eyes and face fevered, sweating, as:

DARK'S VOICE O.S.

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

ANOTHER ANGLE - HALLOWAY AND DARK

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

HALLOWAY

I know who you are. You are
the Autumn People. Where do
you come from? The dust.
Where do you go to? The
grave...!

CONTINUED

170 CONTINUED - 3

170

DARK
(smiling,
nods)

We are the hungry ones. Your
torments call us like dogs in
the night. And we do feed, and
well.

He takes another step. Halloway still holds his ground.

HALLOWAY
You stuff yourselves with other
people's nightmares!

ANOTHER ANGLE - DARK AND HALLOWAY

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

Dark lounges casually against the table.

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

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

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

HALLOWAY
He lived on goodness.

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

He moves nearer to Halloway, who holds the Bible out
between them, like a shield against evil.

CONTINUED

170 CONTINUED - 4

170

CLOSE ON WILL AND JIM

listening, as:

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

ANOTHER ANGLE - HALLOWAY AND DARK

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

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

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

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

He moves towards Halloway, points at his chest.

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

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

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

Halloway shakes his head 'no'. Dark calmly proceeds, open-
ing the Bible, as:

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

Halloway doesn't speak.

CONTINUED

170 CONTINUED - 5

170

DARK
(continuing)

Gone!

(tears a page from
Bible, crumples it and
throws it on the floor)

31 then?

(tears out another
page, crumples and
drops it)

32? A year of a man's prime, loved
by many women. What do you say, you
might still learn to swim. No...?

32 gone!

(tears out another page)

33, 34, 35. Time to make a fortune
and father a family, a year when you
could still run upstairs without
panting. Going... Gone! 36, 37.
Where are they?

(with each count, he tears
a page from the Bible,
crumples it and throws
it to the floor)

INSERT

The pages on the floor.

DARK'S VOICE O.S.
(continuing)

Hear your heart. Hear my count.
Thirty-eight...

BACK TO SCENE

DARK
(continuing)

Thirty nine, now, thirty nine -
a fine, a youngish year...

CLOSE ON HALLOWAY

He HEARS his heart, shuts his eyes.

DARK'S VOICE O.S.
...Oh, forty - and hear your old,
old heart!

(rips another page)

CLOSE ON WILL

Unable to restrain himself, he calls out, anguished:

CONTINUED

170 CONTINUED - 6

170

WILL
Dad! No! Don't listen!

BACK TO DARK AND HALLOWAY

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

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

He rips out several more pages as:

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

CLOSE ON HALLOWAY

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

ANOTHER ANGLE - DARK AND HALLOWAY

Dark finishes with swift, hard contempt:

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

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

HALLOWAY
Damn you!

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

CLOSE SHOT - HIS FIST

crushed by Dark's hand. We HEAR the bones CRACK - A CRY of pain.

ANOTHER ANGLE

Dark hurls Halloway back against the shelves. Books cascade down on him as he lies there, unconscious. Dark turns to call into the silent stacks.

CONTINUED

170 CONTINUED - 7

170

DARK
Jim...? Will...?

CLOSE UP - WILL

DARK'S VOICE O.S.
Time to go...

CLOSE UP - JIM

DARK'S VOICE O.S.
Jim Nightshade... What a good, what
a proper name to put on our carnival...

ANOTHER ANGLE - DARK

moves in the stacks, looking up left and right at the titles
as:

DARK
Dark and Nightshade's Pandemonium
Carnival...

CLOSE ON JIM

His mouth trembles with desire to reply.

DARK'S VOICE O.S.
Your name, Jim... Mister Nightshade...

BACK TO DARK

prowling the stacks as:

DARK
Will, then. Will? Your mother was
at the carnival tonight...

CLOSE UP - WILL

terrified, hears: tears start to his eyes.

DARK'S VOICE O.S.
We put her on the merry-go-round...

Will GASPS in a breath, faintly. A SOB escapes him.

ANOTHER ANGLE - DARK

hears it, moves in its direction as:

CONTINUED

170 CONTINUED - 8

170

DARK
...and rode her backwards and
forwards until she was quite mad.

Another SOB, o.s.

DARK
(continuing)
Oh, fine, yes, fine. Keep it up.

ANOTHER ANGLE - HALLOWAY

lies on the floor, still unconscious. He MOANS slightly.

ANOTHER ANGLE - DARK

begins to climb the stacks slowly, steadily, softly.

CLOSE SHOT - FX

Dark's SHADOW passes over the books. As it does so, the
illuminated gold title letters fade, die, give up their
fire.

DARK'S VOICE O.S.
Now where would you be filed, I
wonder?

ANOTHER ANGLE - DARK'S HAND

comes over the edge of a shelf, like a tarantula.

DARK'S VOICE O.S.
Under F for Frightened?

His tarantula-hand crawls higher...

DARK'S VOICE O.S.
(continuing)
Or T for Terrified?

CLOSE ON DARK

shutting his eyes with quiet pleasure as he reaches
higher and SIGHS.

DARK
Yessss....

CLOSE ON JIM

His eyes blink wide; he peers back down along his body...

170 CONTINUED - 9

170

ANOTHER ANGLE

...where Dark's spider-fingers creep along his legs, up over his rump, to caress along his spine to his neck. And grab! Jim lets out a YELP.

CLOSE ON WILL

He starts up at the SOUND, and at the same moment Dark's other HAND seizes him.

ANOTHER ANGLE

Dark yanks the two boys off their shelves. Books tumble like an avalanche.

ANOTHER ANGLE - HALLOWAY

He stirs, MOANS again.

BACK TO DARK AND THE BOYS

Dark regards them almost with affection, as they struggle ineffectually.

DARK

Well, here's a couple of fine new books.

(he gives Will
a sudden, savage jerk)

I'll enjoy cutting this one's pages.

He half-drags, half-carries the struggling boys through the stacks.

ANOTHER ANGLE

as they arrive at a big window overlooking the Main Street and the church opposite. Will suddenly stops struggling. His eyes widen as he SEES:

171 EXT. STREET AND CHURCH - NIGHT

171

his mother coming out of church, tugging at her gloves.

WILL'S VOICE O.S.

Mom! Oh, Mom!

She glances up, as though sensing the call, looks around. Then moves off, talking to a NEIGHBOR.

172 INT. LIBRARY - NIGHT

172

DARK

Seems I made a little mistake.
It must have been your mother,
Jim, riding the merry-go-round.

Jim GULPS, struggles, as:

DARK

(continuing)

But you won't need her any-
more. You have a new mother
now.

He twists the boys round, nods his head at:

ANOTHER ANGLE - A CLOUD OF DUST

which floats out from the stacks. Through it, we SEE
the DUST WITCH - THE MOST BEAUTIFUL WOMAN IN THE WORLD -
waiting there in the half-dark. The boys WHIMPER, HALF-
SHOUT, seeing her. Dark's black, furry hands tighten
around their necks, as the Dust Witch approaches them,
sinuously. Her long hands reach out on the air, wisping
small clouds of dust.

MR. DARK

Time to quiet these two
chatterers. Time to still
these two whisperers. Lose
their tongues until I choose
to find them again.

ANOTHER ANGLE

The Dust Witch puts her long fingers on the boys' lips,
closing them, as:

WITCH

Quiet, you two chatterers...
Still, you two whisperers.

The boys stand quietly. The Witch drops her hands.
Something STIRS in the stacks. Dark whirls.

DARK'S POV

Halloway is there, in great pain, trying to move,

CONTINUED

172 CONTINUED

172

to act, GASPING. He crawls towards Mr. Dark, reaching out for him. Supporting himself on the stacks, he is getting slowly, painfully to his feet.

ANOTHER ANGLE

DARK

(to the Dust
Witch, gesturing
towards Halloway)

Give him a brief taste of death. So that he may recognize it when it comes again, soon.

Dark taps the boys on the neck to start them. They drift off ahead. Dark follows. We HEAR the door SLAM shut.

ANOTHER ANGLE

The Dust Witch, in half shadow, turns towards Halloway who is leaning against the books.

173 EXT. MAIN STREET AND CHURCH - NIGHT

173

As Dark and the boys reach the foot of the library steps, the Dwarf emerges from the shadow of a stone lion and joins them. They move along the night street, passing Dr. Douglas who stands outside the church talking to the minister. He turns his head and sees the small cavalcade.

DOUGLAS

Why hello there, boys!

No reply. He looks curiously at them. Dark smiles at him.

DARK

We're going to collect our prizes.

The boys move on steadily, flanked by Dark and the Dwarf. Douglas looks after them, calls:

DOUGLAS

Have a good time.

174 INT. LIBRARY - NIGHT

174

The Dust Witch stands near Halloway who waits, staring. She lifts her right hand toward him. It's a beautiful hand, glowing with a red bloodstone ring, as she first touches him.

WITCH

Old man, hear your breathing...
Old man, hear your heart.

Her hand, her fingers, exhale dust. With each intonation, the hand becomes uglier until it is a hair-covered claw. And with each intonation, Halloway slides a few inches down the stacks.

WITCH

(continuing)

Stop your heart... stop all...

Halloway sinks to the ground; she kneels over him, still strokes his chest.

WITCH

(continuing)

Slow now... slower... slowest...

We HEAR his heartbeats slowing, slowing...

175 EXT. MAIN STREET - BARBERSHOP - NIGHT

175

The boys, Dark and the dwarf on each side, move steadily forward. As they approach the spinning, lighted barber-pole, its rosy light illumines Will's face. He lifts it as though to the sun, eyes still closed. His mouth works desperately as though to cry out, but no sound comes.

176 INT. LIBRARY - NIGHT

176

Halloway is lying on the marble floor of the library, still and quiet as in death. In the b.g. we SEE the Dust Witch gliding across the floor and out of the door, which BANGS SHUT after her.

177 EXT. MAIN STREET - BARBERSHOP - NIGHT

177

Dark looks at Will, who is still trying to cry out. Dark's eyes flare; he reaches up a hand and closes it around the barber's pole. The light dims, almost out. The WIND starts to rise, MOANING and ruffling the captive boys' hair.

178 INT. LIBRARY - NIGHT

178

SOUND of the wind, which blows open a window not fastened properly. The window BANGS and CLATTERS.

The WIND blows round the stacks and the CAMERA MOVES DOWN to the crumpled pages of the Bible Dark left on the floor.

We SEE the crumpled pages start to move, skittering with a dry SOUND across the great marble desert of floor. The pages gain speed as the WIND gains strength.

ANOTHER ANGLE

We SEE Halloway lying as though dead. A crumpled page of the Bible blows against his face. Then another, and another page blows against him... He slowly opens his eyes.

179 EXT. CARNIVAL MIDWAY - NIGHT

179

Dark and the two boys, with the Dwarf, move along the midway. Dark, his head bent, murmurs softly:

DARK

And what times we'll have, Jim,
you and I. Dark and Nightshade...
Nightshade and Dark... And Will?
We'll ride him backwards, shall we?
Turn him into a baby - a plaything
for our friend here?

The Dwarf, hearing this, GIGGLES, pinches Will's arm, his cheek.

180 INT. LIBRARY - NIGHT

180

Halloway has struggled to his feet. He stands leaning on the table, panting, BREATHLESS. He looks around at the empty aisles, empty air with filtering dust between the stacks. He feels his heart, shakes his head incredulously. Then, clutching his crushed and swollen hand, he moves painfully towards the door.

181 EXT. NIGHTSHADE HOUSE - NIGHT

181

Mrs. Nightshade comes out of the house and starts off down the street. She's carrying her 'Free Ride' ticket and is dressed in her best and smiling happily.

182 INT. MAIN (FREAK) TENT - NIGHT

182

Dark, with Jim immobile at his side, watches as the Dwarf gleefully seats Will with the waxenlike figures, among whom we recognize...

Mr. Tetley, Miss Foley, Crosetti and the boy Ed.

DARK
(to Will)
Wait... sleep...

183 EXT. OUTSKIRTS OF GREEN TOWN - NIGHT

183

Halloway stumbles along, clutching his injured hand.

184 EXT. CARNIVAL - CAROUSEL TENT - NIGHT

184

Dark and the Dwarf flank Jim, who moves like a sleep-walker, as they approach the carousel tent.

DARK
(softly)
And now, Jim, your turn. To ride. To grow. And be my son - my partner. Our carnival needs innocent young blood.

They enter the tent.

185 INT. MAIN (FREAK) TENT - NIGHT

185

Will sits quite still, eyes closed, among the row of figures, facing the opening to the mirror maze, illuminated by the strange, almost personally alive light from the mirrors beyond. The only SOUND is the soft breathing of the warlike figures. Then something moves at the main entrance to the tent.

ANOTHER ANGLE

The Dust Witch stands there, her eyes gleaming catlike in the shadows. She sees Will and moves sinuously towards him, around him, caressing his face with her extraordinary long hands. He remains still. Behind him, she leans forward, her long, silky hair veiling his face. Dust sifts from her fingertips, as she begins to wind the hair around his throat. There is a strangled MOAN o.s. and we SEE:

ANOTHER ANGLE - TOM FURY

The lightning rod salesman, in his electric chair, rod in hand. He MOANS again. In the faint light his eyes rotate madly, saliva trickles from his mouth.

186 EXT. CARNIVAL - ENTRANCE TO MIDWAY - NIGHT

186

As Halloway approaches the entrance to the carnival, we SEE in f.g. the figure of a woman standing staring towards the dark tents. It is Mrs. Nightshade, her 'Free Ride' ticket in her hand. Hearing Halloway's FOOTSTEPS, she turns, peers toward him.

MRS. NIGHTSHADE

Harry! Is that you, Harry?

Halloway moves towards her.

MRS. NIGHTSHADE

I'm sorry... I was expecting...
I mean, I got a message...

Halloway reaches her, sees the ticket and, with his good hand, wrenches it from her grasp, crumples it, hurls it from him, as:

HALLOWAY

Whatever you were expecting,
they'll deceive you! Whatever
the messages, they'll be lies!
Believe me and go home.

MRS. NIGHTSHADE

I can't. I must wait here for Harry.

HALLOWAY

Go home, Mrs. Nightshade. Go home,
for God's sake. The man coming for
you isn't your husband.

Mrs. Nightshade hesitates, puzzled, then turns and goes away towards the meadow as Halloway moves away from her, calling:

HALLOWAY

Will! Will...!

187 INT. CAROUSEL TENT - NIGHT

187

Dark, his hand on the carousel switch, freezes as he hears:

HALLOWAY'S VOICE O.S.

Will! Where are you, Will?

Jim, standing quietly beside Dark, makes no move.

CONTINUED

187 CONTINUED

187

DARK

The old man!

(hisses to Dwarf)

He didn't learn his lesson! This
time stop his heart forever.

He gestures towards the Dwarf, who scuttles quickly away.
Dark removes his hand from the switch, lays it on Jim's
shoulder.

DARK

Wait, son. Soon... very soon now...

188 INT. MAIN (FREAK) TENT - NIGHT

188

The Dust Witch has wound a silken hair collar around
Will's throat. It seems to pulse like a great snake
as her long hands stroke it. Eyes closed, lips parted,
she weaves her head almost orgasmically as she begins to
pull the gleaming strands tight... tighter... Suddenly
she pauses, lifts her head as she hears:

HALLOWAY'S VOICE O.S.

Will...!

189 EXT. MIRROR MAZE - NIGHT

189

Halloway stumbles along midway, calling:

HALLOWAY

Will...! Will...!

As he reaches the mirror maze, he SEES the squat figure
of the Dwarf standing in the entrance, beckoning, nodding
his grotesque head. Halloway swerves, pushes past the
Dwarf.

190 INT. MIRROR MAZE - NIGHT

190

Halloway enters the corridor of glowing mirrors. Ahead
of him flow sluices of silver light and, at the far end:

HALLOWAY'S POV

The distant figures of Will, seated, still as a statue -
and the Dust Witch behind him, her hands at his throat.
She stares back at Halloway down the corridor of mirrors.

ANOTHER ANGLE

Halloway stumbles towards them, but as he does so the
mirrors seem to shift and move, blocking his progress.
And in those mirrors, reflected and re-reflected, are
images of himself, seeming to stride towards him.

CONTINUED

190 CONTINUED

190

DUST WITCH'S VOICE O.S.

Old man, see yourself... old
man, see your death...

Halloway blindly stumbles on, but wherever he goes, more mirrors confront him. An army of Halloways seem to converge on him - IMAGES of himself at 60, 70, 90... He calls desperately:

HALLOWAY

Will...!

191 INT. MAIN (FREAK) TENT - NIGHT

191

HALLOWAY'S VOICE O.S.

...Help me, son!

Will's eyes spring open. For a moment he sits there dazed as:

HALLOWAY'S VOICE O.S.

(continuing; croaking
now, like an old man's)

... Help me!

Will struggles desperately to rise, but the Witch's hands hold him firmly, her long nails digging into his small shoulders. He cries out, frantically:

WILL

Dad!

192 INT. MIRROR MAZE - NIGHT

192

Halloway, SOBBING now, blunders among the mirrors like an old man, his face drawn and becoming lined as the faces of the myriad IMAGES that confront him on every side. Suddenly, he falls to his knees, crouches there, SOBBING, GASPING for breath as the army of ancient men shambles forward. He gives one final, despairing CRY of pain and terror.

193 INT. MAIN (FREAK) TENT - NIGHT

193

Will wrenches himself free from the Witch's grasp and runs, stumbling, toward the maze entrance. He stares blindly into the confusion of mirrors - seeing his father distantly through row upon row of horrifying aged IMAGES. He batters his small fists against the mirrors, calling, his voice cracking with the effort - so quiet that at first it's little more than a whisper.

WILL

Dad! Oh, Dad - please! I...love you!

CONTINUED

193 CONTINUED

193

The Dust Witch thrusts Will aside and moves swiftly into:

194 INT. MIRROR MAZE - NIGHT

194

Halloway, still on his knees, seemingly about to be engulfed by the ghastly senile squadrons of IMAGES, raises his head and looks towards a mirror and sees:

HIS POV

Will reflected, standing with his hands out towards his father. His voice sounds a little louder - and then louder again as the phrase is repeated.

WILL'S VOICE

I love you! I love you!

The words seem to bounce and reverberate from the mirrors... "Love you. Love you." And Halloway sees the ancient army hesitate, pause. The mirrors begin to shift and shake... and the small, shining figure of Will stands among them, still holding out his hands.

WILL'S VOICE O.S.

(continuing)

I love you! I love you!

There is a RUMBLE OF THUNDER o.s.

ANOTHER ANGLE - HALLOWAY

His dimmed eyes brighter, the ageing lines seem to smooth out on his face. He starts to rise.

ANOTHER ANGLE

The Witch is gliding towards Halloway among the mirrors. She approaches him, her eyes bright with rage and frustration as the dim figures of the old men VANISH as though in a mist.

WILL'S VOICE

(louder and more insistent)

I love you!

The Witch halts in her tracks.

195 EXT. MAIN TENT AND MIRROR MAZE - NIGHT

195

The sky above is dark with thunder clouds. A great streak of lightning CRACKS down from the sky, illuminating the scene, seeming to strike straight down on:

196 INT. MAIN (FREAK) TENT - NIGHT

196

Tom Fury, as though galvanized by the lightning, springs to life. Sparks dance around him - blue flames leap along the lightning rod in his hand. His eyes are fixed on the entrance to the mirror maze. He moves towards it. Another CRACKLE of lightning - and a SCREAM from the Dust Witch o.s. Tom Fury plunges past Will and into:

197 INT. MIRROR MAZE - NIGHT

197

The mirrors shift and revolve as we see:

TOM FURY'S POV

The Dust Witch enclosed in the misted mirrors, which press in on her from every side, holding her fast. Rime seems to gather on the mirrors...

And it is as though she were once again back in the long floe of ice we saw in the undertaker's parlor - once again the MOST BEAUTIFUL WOMAN IN THE WORLD, sleeping in eternal frost.

ANOTHER ANGLE

Tom Fury lets out a bubbling, gurgling CRY:

FURY

...Most... Beautiful...

And as though in a desperate effort to break the ice and release her, he plunges the flaming lightning rod through the frosted ice glass.

The rod, piercing the glass, impales the Dust Witch.

CLOSER ANGLE

For one second we SEE her eyes open, terrified... Then she begins to dissolve, melt as though to water, fading, fading... Until we SEE, within the mirror ice block only her phantom shape, the ghost of her flowing limbs... The red bloodstone ring drips blood...

ANOTHER ANGLE

Tom Fury falls to his knees, crouches there, SOBBING. Around him the other mirrors shiver, crack, disintegrate, tumble, collapse.

CONTINUED

197 CONTINUED

197

ANOTHER ANGLE

Across the crouched figure of Tom Fury, Will and his father stare at each other. Will hurls himself at Halloway, embraces him. His father's arms fold around him. For a moment they stand there. Then: the SOUND of the CALLIOPE starting up o.s. Will raises his head.

WILL

Jim!

Together, they run from the maze.

LONG SHOT

The shattered maze. Tom Fury crouched, SOBBING. Beyond him from the recesses of the freak tent we HEAR, o.s., a strange MOANING chorus, a STIR and RUSTLE.

198 EXT. CAROUSEL TENT - NIGHT

198

Dark thunder clouds hover over the lighted tent as Halloway and Will run toward it. The sound of CALLIOPE MUSIC O.S.

199 INT. CAROUSEL TENT - NIGHT

199

The carousel is turning. Jim watches fascinated as the brass poles, the prancing beasts flash by. The fever color flushes his face and eyes as Dark urges him forward.

DARK

King of the Carnival. My son.

Jim takes a step toward the carousel, then:

WILL'S VOICE O.S.

(calling)

Jim!

Dark grimaces with rage, again urges Jim forward, as:

DARK

My son... my partner... forever...

ANOTHER ANGLE

Halloway and Will burst into the tent. Dark, seeing them, leaps onto the carousel and, reaching down, literally hauls Jim aboard.

CONTINUED

199 CONTINUED

199

WILL

NO!

Halloway and Will run toward the carousel. **

JIM'S POV

Will, below, running alongside - soon to be lost.

WILL'S POV

looking up at the face of his friend, his blood brother,
Jim, alight with summer passion.

ANOTHER ANGLE

JIM **

(cries desperately to Jim)
Jim... don't... don't ditch me!

ANOTHER ANGLE

As Jim swings by him, Halloway dives in a football tackle -
grabbing Jim's legs, yanking him off the carousel. Jim
flies through the air like a rag doll, falls to the ground.199A EXT. CAROUSEL TENT - NIGHT

199A

A roar of THUNDER envelops the tent. A great fork of
lightning CRACKLES down through the canvas. A huge, jagged
tear appears in the roof and side of the tent.199B INT/EXT. CAROUSEL TENT - NIGHT

199B

The lightning strikes the control box. Sparks fly from
the controls. The carousel bucks, goes mad. The CAL-
LIOPE MUSIC screeches dementedly as it whirls forwards,
hurling Dark among the prancing animals.

ANOTHER ANGLE

Jim lies as though dead. Halloway stands PANTING, GASPING,
as Will kneels beside his friend. Tears pour from his eyes.

ANOTHER ANGLE - THE CAROUSEL

Dark tries to rise - is struck by the flying hooves of one
of the beasts, who seem to move of their own crazed volition.

ANOTHER ANGLE

Will, now sobbing uncontrollably, is suddenly yanked to his
feet. Halloway's hand slaps him across the face, jolting
the tears from his eyes.

CONTINUED

199B CONTINUED

*** 199E

HALLOWAY

Stop that, do you hear? Stop it!

Will gulps, unable to believe his father has struck him.

HALLOWAY

Tears! That's what they like! My God,
they love tears. The more you bawl
the more they drink the salt from your
chin. That's no way to save young Jim.
Jump around! Whoop and holler!

ANOTHER ANGLE

Will stares in amazement as Halloway begins to cavort wildly,
in time with the now frenzied CALLIOPE MUSIC.

HALLOWAY

Look at me! I'm the dancing stork!
The great whooping crane!

Despite himself, Will's mouth trembles in a grin, as:

WILL

Dad, you're crazy!

In B.G., we see the spinning carousel - and Dark, who tries
to rise again but the momentum is too great - as:

HALLOWAY

Sure I'm crazy! Come on, darn you!
Jump!

WILL

I... I can't!

HALLOWAY

(jeers)
You ain't got the stuff!

And, like father like son, that does it! Will's eyes
blaze. He starts to jig up and down wildly.

HALLOWAY

That's it, son! Keep it up!

They jig wildly together, as -

ANOTHER ANGLE - THE CAROUSEL

Dark, panicked, gropes for the brass rod, fumbling, trying
to pull himself upright. He whirls by once, and again -
and we SEE that he is ageing fast.

ANOTHER ANGLE

THUNDER RUMBLES again, very close now. A few drops of rain
fall through the torn roof, now open to the elements.

CONTINUED

199B CONTINUED - 1

*** 199B

ANOTHER ANGLE

Will has joined his father in his mad dance. The rain increases. Halloway lets out a bellow -

HALLOWAY

(singing)

"Camptown ladies sing dis song..."

WILL

"Doooh-dah! Doooh-dah!"

HALLOWAY

You sound like a sparrow in a tin can!
"Camptown racetrack's five miles long..."

ANOTHER ANGLE - THE CAROUSEL

HALLOWAY & WILL O.S.

(continuing)

"Oh, dooh-dah, day!"

Dark, clinging desperately to the carousel, SCREAMS as:

CLOSER ANGLE

He SEES his hands, his fingers shriveling. He puts one withered hand to his face, feeling the flesh prolapse under his touch. OVER this, above the SOUND of the mad CALLIOPE MUSIC -

HALLOWAY & WILL (O.S.)

(continuing)

"Come down dah wid my hat caved in.
Doooh-dah, dooh-dah,
I go back home wid a pocket full of tin,
Oh, dooh-dah day!"

ANOTHER ANGLE

The rain becomes more persistent, splashing on Halloway and Will and on Jim's face. Will pauses, looks down at him. Halloway jerks his arm, pulls him back into the dance as:

HALLOWAY

No, don't look at him! Sing,
darn you, sing!

ANOTHER ANGLE - THE CAROUSEL

The rain pours down. The SOUND of Halloway & Will's SINGING continues -

CONTINUED

HALLOWAY & WILL (O.S.)

"Gwine to run all night, Gwine to run all day,
I bet my money on de bob-tail nag
Somebody bet on de bay..."

And, during this, we SEE Dark's old, old face contort as he feels something dreadful. His bleared eyes peer down and SEE that his right leg has cracked, the bone is dusting away to shrapnel and papyrus. He sinks in wild outrage and despair. His skeletal fingers loose their hold. His hair blows about his face in a milk-white bloom. One eye gums shut.

There is another RUMBLE of THUNDER - another flash of lightning illumines the scene. The carousel spins faster and faster. And Dark lets out a last horrifying SCREAM as of a thousand dead souls - the same SOUND we heard from the graveyard as the train passed by.

ANOTHER ANGLE

Hearing this, Halloway and Will stop in their tracks and look toward the carousel.

HALLOWAY & WILL'S POV

The carousel gives a final buck and begins to slow, SOUGHING and WEEPING itself to death. It stops, lurches, tilts. And the ghastly bundle of mummified flesh and old, old grey bones which once was Mr. Dark slides from it to the ground - still alive but PULING like a baby and shriveling fast towards death.

ANOTHER ANGLE

Will buries his face against his father's chest, unable to look. And a great wind rises, WHISTLING, ECHOING that final dreadful cry. The walls of the carousel tent tear apart, tatter, rip free. Will raises his head and SEES -

200 EXT. CARNIVAL GROUNDS - NIGHT

200

HALLOWAY & WILL'S POV

The tattered remains of the tent, fragmented, flying away like clouds on the wind. And all over the carnival grounds freaks, as though brought back to life, scuttle and run in every direction. Among them we recognize the huge, distinctive figure of Mr. Cooger.

ANOTHER ANGLE

Will shrinks back against his father, eyes wide with fright. **
Halloway pulls him around.

CONTINUED

200 CONTINUED

200

HALLOWAY

No! Come on, sing! Dance! Look
happy! Happiness makes them run. *
The night people can't stand it.

And he goes into his dance again, whirling Will around so
that his feet almost leave the ground, while in B.G., we SEE
the fleeing freaks - tents rippling, fluttering, ripping away
from their poles. Tent pegs pop - tent ropes snap - wires
fly upward, as:

HALLOWAY

(sings loudly)

Someone's in the kitchen with Dinah... *

Will picks it up, joins in as: **

HALLOWAY & WILL

"Someone's in the kitchen I know,
Someone's in the kitchen with - *
(a crescendo)
Di-NAH...!"

And in the tiny pause after the crescendo they freeze, as: **

JIM'S VOICE (O.S.)

(faintly)

"Strummin' on the..." *

ANOTHER ANGLE - JIM IN F.G.

They stare down at Jim, who smiles up at them weakly, as: **

JIM

"... old banjo..." *

And they fall on him, LAUGHING, YELLING, capering. CAMERA
PULLS BACK as Jim gets to his feet and they leap about, **
pushing, pummeling, tickling, whirling him around.

ANOTHER ANGLE

Unseen by them, the Dwarf waddles out of the shadows towards
the pile of cloth and bone that is all that remains of Mr. **
Dark. Strange BUBBLING SOUNDS emerge from its parchment
mouth as the Dwarf gathers it in his arms and scuttles off,
CROONING over his obscene burden as though it were a child.
In B.G. the last tattered remnants of the carnival vanish
towards the horizon. The rain diminishes, the wind drops.

ANOTHER ANGLE - HALLOWAY & THE BOYS

as they let out a great SHOUT OF LAUGHTER and fall together **
in one great, swooping move, embraced, one person, in wondrous
release and love.

CONTINUED

200 CONTINUED -- 1

200

ANOTHER ANGLE

The rain stops. The dark clouds seem to roll back, back, away from them. Jim looks around, then at the others. Halloway smiles at him, hugs him close.

HALLOWAY

Welcome back... son.

Jim looks from him to Will; his mouth trembles.

WILL

(smiles at him)

He did it! My... our Dad did it!

HALLOWAY

We all did it. Together. With love. Remember that, boys. That's what defeats them every time. Love and laughter. *

A moment. Then:

WILL

Gosh, look!

ANOTHER ANGLE

The sky has cleared. The sun is rising over the distant town.

WILL

(continuing)

It's dawn!

JIM

(suddenly, as though inspired)

Last one into Main Street is an old lady!

He starts off at a run.

WILL

Oh, no you don't!

He hares after him. Halloway hesitates briefly, grins, calls:

HALLOWAY

No, sir!

He runs after the boys, gaining on them.

201 EXT. HILLTOP ABOVE MEADOW - DAWN 201

The figures of Halloway and the boys break over the rise, running in tandem, their faces bright with laughter. **

As they run OUT OF FRAME, CAMERA HOLDS on the hill crest and we SEE, beyond, in the distance, a puff of smoke and HEAR the CHUFF-CHUFF of a train engine receding. The carnival is leaving town - heading for a distant horizon where dark clouds still hover far away.

202 EXT. MAIN STREET - DAWN 202

Barber pole in F.G., motionless, only a very faint, dim light - as Jim, Will and Halloway race toward it, increasing speed. Arrived, their hands reach out simultaneously to touch, slap, hold it, as - **

HALLOWAY & BOYS
(in unison)

Tie!

MAIN MUSIC THEME starts as, at their touch, the pole suddenly lights up and begins once again to spiral its red and white stripes upwards. For a moment they stand there, grinning at each other, their faces bathed in the rosy glow.

Will suddenly thinks of something. He fishes the harmonica out of his pocket, hands it to his father. Halloway looks at it, then at Will, grins, puts it to his mouth and picks up the THEME MUSIC, as he and the boys, CAMERA PANNING to HOLD THEM, walk away in warm companionship down the leaf-strewn early morning street... **

END TITLES - begin to rise - and UNDER THEM we SEE:

203/ A SERIES OF DISSOLVES - MORNING 203/
207 207

MISS FOLEY - in her nightclothes, opening her front door to pick a milk bottle off her step. She is her old self...

TOM FURY - with his bag, standing at the end of Main Street, thumbing a lift out of town... ***

MR. TETLEY - hauling his Wooden Indian from inside his store...

MR. CROSETTI - in his barber shop, donning his overalls... **

ED THE BARMAN - sweeping the sidewalk outside his bar...

CAMERA PANS to the poster on the wall, tattered now, for DARK'S PANDEMONIUM CARNIVAL". And, across it, a sticker which reads: "RETURNING SOON BY POPULAR DEMAND"...

FADE OUT.