

THE FUNHOUSE

THE FUNHOUSE

FADE IN:

- 1 EXT. CLOSE ON A SWIRLING STREAM OF ORBITING COLORED LIGHTS - NIGHT (THE MIDWEST, SUMMER, 1979) 1

We WIDEN to REVEAL a large carnival ferris wheel, then TILTING DOWN, begin TRACKING TOWARDS the adjacent inoperable octopus ride, where a downed bucket, the strobing red beacon of an ambulance, its paramedics, the gathering crowd of carnie types and curiosity seekers, tells us there has been an accident...

We continue TRACKING, CUTTING ACROSS the midway, its "games of chance," concession booths, ENTERING the exhibition area, where we finally STOP ON an...

- 2 EXTREME CLOSEUP OF A TREMENDOUS, GROTESQUELY PAINTED, BOBBING PLASTER WOMAN'S FACE 2

its mocking shrill LAUGHTER echoing throughout. We HOLD for several beats... then PULL BACK SLOWLY to REVEAL the funhouse.

Would-be patrons, mostly teenagers, ponder the degree of terror to be found inside, as the BARKER, a tired-looking, greasy-haired Cockney, makes his pitch from inside the ticket booth...

BARKER

Terror-fying! Terror-fying!
Goblins, ghosties and ghoulies!
Is the creature that stalks the
funhouse man... or is he beast?
Terror-fying! Terror-fying!
Terror-fying!

Sights and SOUNDS of the CARNIVAL bombard our senses, as we continue to PULL BACK, GLIDING OVER the fairgrounds, until ALL DISSOLVES into a group of swirling, flickering, colored lights...

The slightly distorted IMAGE leaps into the B.G. as we EMERGE from the eyepiece of a tripod-mounted astronomical TELESCOPE, and find ourselves in eight-year-old JOEY HARPER's second-story bedroom, facing the window, which overlooks the fairgrounds...

We WIDEN, TRACKING messy kid's stuff... including a six-foot-tall, glow-in-the-dark, color poster of Frankenstein's monster, and a complex, maze-like, clear plastic pet habitat, complete with living mouse, as Joey, in pajamas, reads aloud to himself in bed, from a book of illustrated Grimm's Fairy Tales...

(CONTINUED)

2 CONTINUED:

2

JOEY

(whispering to self)

Once upon a time, by the edge of a forest, there lived a poor woodcutter with his two children and their stepmother. The little boy's name was Hansel and the little girl's name was Gretel. They never had much to eat and once, when there was a terrible famine throughout the land, they were close to starving...

Joey's voice fading, as, still TRACKING, we EXIT his room, WINDING our way DOWN a hallway, until we STOP before a closed bathroom door, ENTERING the keyhole...

3 INT. THE BATHROOM - ANGLE ON A GLASS SHOWER STALL 3

Seventeen-year-old, attractive AMY HARPER sings to herself as she showers. We play peekaboo for several beats, as the steaming water cascades down her youthful body...

BACK TO:

4 INT. JOEY HARPER'S BEDROOM - CLOSE ON JOEY 4

still reading to self, play-acting...

JOEY

(deepening voice)

'No, wife,' said the woodcutter,
'I won't do such a horrible thing!
How could I leave my own children
all alone in the forest? Wild
animals would come and tear them
to pieces...'

BACK TO:

5 INT. THE BATHROOM - ANGLE ON THE SHOWER 5

Amy rinsing off the soap from her body...

6 ANGLE ON HER BATH TOWEL 6

hanging from a hook on the nearby wall. A large boa constrictor snake sits waiting patiently on top of her towel... If we look carefully, we see that it is inanimate, made of realistic-looking rubber.

BACK TO:

7 INT. JOEY HARPER'S BEDROOM - CLOSE ON JOEY 7

reading to self, waiting...

JOEY

And when his parents had gone to
bed, he got up, put on his jacket,
and slipped out the window into
the night...

He grins diabolically, as we HEAR the O.S. SOUND of
the SHOWER WATER BEING TURNED OFF...

BACK TO:

8 INT. THE BATHROOM - ANGLE ON THE SHOWER 8

We dread the reaction, as Amy's dripping hand gropes
along the bathroom wall, searching for her towel...

Finding the snake, she screams momentarily, as fear
quickly turns to anger.

AMY

(shouting)

Joey, you little shit... When I
get my hands on you!

BACK TO:

9 INT. JOEY HARPER'S BEDROOM - ANGLE ON HIS BED 9

now empty, no sign of Joey or his book...

10 AMY 10

still dripping, wrapped in a terrycloth bathrobe, ap-
pears in the doorway, carrying the rubber snake...

AMY

(shouting)

Creep!

11 INT. JOEY'S BEDROOM 11

Scanning the empty room for a beat, she makes a beeline
for a closed closet door in the far corner of the
room...

A beat... She throws the door open...

Inside the closet, Joey, cringing with fear, clutching
his book, anticipating retaliation of the worst kind...

(CONTINUED)

11 CONTINUED:

11

JOEY

It wasn't me!

AMY

(grabbing him by
the arm)If you ever do that again... You
know what I'll do? I'll...Grinning diabolically, Amy whispers into her brother's
ear...

A beat...

12 INT. HALLWAY

12

A panicked Joey, holding his crotch, escapes the bed-
room, running for dear life down the hallway...

JOEY

(shouting)

Papa, Papa... Amy said a dirty
word!

13 INT. JOEY'S BEDROOM - ANGLE ON AMY

13

glancing momentarily at the poster of Frankenstein's
monster...

AMY

(grinning to self)

Little shit...

She exits the room, as the eyes on the gigantic poster
stare at US for several beats...

CUT TO:

14 INT. THE FAMILY ROOM

14

Amy, dressed nicely in jeans and blouse, plays nervous-
ly with her hair, half watching TV, sharing the sofa
with MR. HARPER... Joey sits on the floor before them,
whining, as MRS. HARPER, nursing a tall bourbon on the
rocks, casts dirty looks at him from her separate,
oversized easy chair.(NOTE: Mrs. Harper is an extremely attractive woman,
with an obvious drinking problem.)

JOEY

(whining)

Well, I still don't see why I can't
go along. I wanna go to the spook
house and ride the roller coaster.

(CONTINUED)

14 CONTINUED:

14

MRS. HARPER

(annoyed)

I already told you... Amy's going
out on a date tonight.

JOEY

I know... I know. With Buzz Dawson.
Big deal! Just 'cause he's got
muscles, she's all hot in the pants.

MRS. HARPER

What did you say, young man?

JOEY

I didn't say nuthin'.

15 CLOSE ON AMY AND MR. HARPER

15

MR. HARPER

(glancing at large
electric clock on
wall, time: 8:55 PM)

I still don't see why he can't
pick you up at a decent hour.

AMY

I already told you, Daddy. Buzz's
got this job at the gas station...

MR. HARPER

I know you told me... But, I still
don't like it. I don't see why
you want to waste your time with
a high school dropout to begin with.

AMY

It's only a date, Daddy. We're not
getting married. Besides, we're
doubling with Liz and Richie... I
wonder what's keeping him?

O.S. the DOORBELL RINGS...

AMY

(continuing; jumping
up)

I'll get it!

Joey tries to follow Amy, as she exits the family room.

MRS. HARPER

You stay right here, young man!
And button your fly!

CUT TO:

16 INT. THE FOYER

16

Having been introduced to the Harper family, extremely handsome rugged-looking BUZZ, obviously on his best behavior, tries to make it out the front door with Amy...

MR. HARPER

Buzz, I hear you work in old man
Potter's Sunoco station.

17 ANGLE ON AMY

17

cringing awkwardly inside...

BUZZ

Yes, sir.

MR. HARPER

I've known old man Potter for a
long time. He's a good man.

BUZZ

Yes, sir.

MR. HARPER

You plan on making a career out
of it? I mean, pumping gas?

An awkward beat...

BUZZ

I don't know. I've been thinking
about joining the army...

18 CLOSE ON JOEY

18

still whining...

JOEY

I still don't see why I can't go!

Mrs. Harper shutting him up with her eyes...

MR. HARPER

Well... You both have a good time.
And remember, Buzz... I want her
back by midnight. She's still my
little girl.

BUZZ

Yes, sir. Uhh... Nice meeting
you all.

Opening the door.

(CONTINUED)

18 CONTINUED:

18

MRS. HARPER
(extremely saccharine)
Nice meeting you, Buzz. Be sure
to say hello to Liz and Richie
for us!

AMY
We sure will, Mama.

JOEY
And don't forget my cotton candy
and shrunken head! Don't forget!

AMY
We won't.

19 WE FOLLOW BUZZ AND AMY

19

going to an EXTERIOR, as they finally close the door
behind them...

Muffled, from within...

MRS. HARPER (O.S.)
(shouting angrily
to Joey)
What the hell do you want with a
shrunken head?!

20 CLOSE ON BUZZ

20

His ordeal over, he sighs deeply with relief, immedi-
ately reverting back to his tougher street voice...

BUZZ
(to Amy)
Nice night!

We FOLLOW them as they walk along the front path to
Buzz's car...

21 ANGLE ON BUZZ'S TOP-DOWN, VINTAGE G.T.O CONVERTIBLE

21

parked in front of the Harper house, as, helping Amy
in, Buzz runs around the front, hopping over the side
into the driver's seat...

BUZZ
(grinning derisively)
He always like that?

AMY
(defensively)
Like what?

(CONTINUED)

21 CONTINUED:

21

BUZZ

I don't know... Asking all those questions. Jesus! I don't think he likes me.

22 CLOSE ON A PAIR OF LUCKY DICE AND PLASTIC SKULL,
DANGLING FROM THE WINDSHIELD OF BUZZ'S CAR

22

as Amy nervously fingers the skull...

AMY

Nice touch...

(a beat)

He doesn't even know you.

23 ANGLE ON FRONT-LIT PORCH OF HARPER HOUSE

23

Three silhouettes press their faces up against the window watching, as Buzz finally starts the car...

24 ANGLE ON G.T.O.

24

BUZZ

You know, they're watching.

AMY

(annoyed)

I know.

BUZZ

(revving the engine
loudly)

So, uhh... Where's this Liz and Richie live?

AMY

A few blocks from here. Make a right at the corner. Can we get going?

BUZZ

(grinning)

Nice night!

Popping her into gear, he leaves a large patch of rubber, hanging a loud, screeching right...

25 INT. THE HARPER HOUSE - THE FAMILY ROOM

25

Mr. and Mrs. Harper watching TV, as Joey sits in a corner of the room playing with his "Dr. Demonious Magic Set."

(CONTINUED)

25 CONTINUED:

25

Armed with a small pitcher of water, an empty drinking glass and a playing card, he mumbles aloud to himself, still sulking.

JOEY

(to self)

I still don't see why I couldn'ta gone. I wouldn'ta bothered 'em or nuthin'. I never get to go anywhere or do anything.

Mrs. Harper, freshened drink in hand, scowls at him from across the room, as she watches his pouring water into the glass.

MRS. HARPER

How many times have I told you not to play with that damn magic set in the living room!

MR. HARPER

(distracted momentarily from TV)

Oh, let the boy alone.

Mrs. Harper, watching TV.

26 CLOSE ON JOEY

26

JOEY

(to self, mimicking Mr. Harper)

Oh, let the boy alone...
Abracadabra means magic... Just 'cause he's got muscles...

Rubbing the playing card briskly against his head, he covers the mouth of the water-filled glass...

JOEY

(continuing)

Presto chango!

Flipping the glass over, he grins at Mrs. Harper, as the card adheres to the glass, keeping the water in.

CUT TO:

27 EXT. LIZ'S HOUSE - NIGHT

27

as Buzz's G.T.O. pulls up in front, HORN BLARING loudly...

(CONTINUED)

27 CONTINUED:

27

AMY
(annoyed)
Do you have to do that?

BACK TO:

28 INT. THE HARPER HOUSE - THE FAMILY ROOM - ANGLE ON JOEY 28

as the playing card slips and water from the glass goes
all over the carpeting...

MRS. HARPER
(shouting)
Joey! God damn it!

BACK TO:

29 INT. G.T.O. 29

BUZZ
(having finished
honking)
Sorry.

30 ANGLE ON LIZ AND BOYFRIEND, RICHIE 30

as they emerge from the house, waving to Liz's PARENTS,
who remain in the doorway. LIZ is attractive, slightly
buxom. RICHIE is intellectual-looking, complete with
eyeglasses...

We FOLLOW them, as they climb into the back seat of
Buzz's car...

31 INT. G.T.O. 31

AMY
Buzz... This is my best friend
Liz and her boyfriend Richie...

BUZZ
Nice to meet you.

Waving boldly to Liz's parents, he floors the accel-
erator, bouncing everyone into the back of their
seats, as they disappear quickly down the block...

BACK TO:

32 INT. THE HARPER HOUSE - THE FAMILY ROOM - CLOSE ON MRS. HARPER 32

as she finishes swatting Joey really hard on the rear.

(CONTINUED)

32 CONTINUED:

32

MRS. HARPER

Now get upstairs, before I give
you something to really cry about!

Joey, collecting his magic set, scrambling up the
stairs, fighting back the tears, as Mrs. Harper con-
tinues mopping up the water with a dish towel...

JOEY

(shouting)

Well, it wouldn'ta happened if
you'da let me go!

MRS. HARPER

(to Mr. Harper)

Did you hear that?! I swear I
don't know what the hell we're
gonna do with that boy!

JOEY

(slinking up the
top of the stairs)

I never get to have any fun.

CUT TO:

33 EXT. THE HIGHWAY - ANGLE ON THE G.T.O. 33

speeding towards the fairgrounds...

34 INT. G.T.O. 24

Several beats of awkward silence... Richie drums his
fingers nervously on an armrest, exchanging uncomfort-
able looks with Liz, who struggles to keep her hair
from being blown around, as an increasingly disgusted
look plants itself on Amy's face...

Liz finally breaks the silence...

LIZ

(shouting to Buzz)

This is really a terrific car!

BUZZ

Thanks!

LIZ

Really terrific...

(a beat)

I like your dice and skull. You
win 'em?

(CONTINUED)

34 CONTINUED:

34

BUZZ
(sarcastically)
I bought 'em!
(a beat)
Listen, uhh... you guys smoke?

35 CLOSE ON RICHIE

35

as he suddenly comes to life, his voice cracking...

RICHIE
Surr... I mean, sure!

BUZZ
(to Amy)
Glove compartment... Right hand
side, in the back. That is... if
you don't mind?

He flips a switch, the convertible's top begins
raising...

CUT TO:

36 EXT. THE HIGHWAY - G.T.O.

36

top up, MUSIC BLARING. In the distance, on a hillside,
the growing, twinkling lights of the fairgrounds...

37 INT. G.T.O.

37

Joint circulating, smoke-filled, everyone except Amy
seems to be having a good time, as an animated Buzz
finishes telling a story...

BUZZ
So the duck trainer says, 'Just
show me where the electrical
outlet is, and I'll set the act
up.' The emcee says, 'I don't
understand... What do you need
an outlet for?' The trainer looks
at him and says, 'I need to plug
the hotplate in. What do you
think, the duck dances by himself?'

Simultaneous laughter echoing throughout, except Amy,
who manages to grin uncomfortably...

BUZZ
(continuing; to Amy)
You see, the duck doesn't actually
dance. It burns its feet on the
hotplate!

(CONTINUED)

37 CONTINUED:

37

AMY
(defensively)
I get it. I just don't think it's
that funny.

Forcing a smile.

BUZZ
Of course it's funny!

He turns his attention to Richie, who sits behind him.

BUZZ
(continuing)
So, Richie... You still in school,
or what?

RICHIE
(passing Buzz the
joint)
One more year.

BUZZ
You goin' to college?

RICHIE
If I get in.

BUZZ
That's terrific... really terrific!

Inhaling deeply.

38 CLOSE ON LIZ AND AMY

38

Liz bending over the front seat, whispering in Amy's
ear...

LIZ
Will you loosen up? You finally
get to go out with Buzz Dawson,
an' you're gonna blow it!

AMY
Big deal!

39 ANGLE ON BUZZ AND RICHIE

39

BUZZ
(finally exhaling)
Hey, what's with the whispering?!

(CONTINUED)

39 CONTINUED:

39

RICHIE
(obviously stoned)
Yeh... What's with the whispering?!

LIZ
Richie... Fuck up!

40 EXT. G.T.O.

40

speeding along the highway...

CUT TO:

41 INT. JOEY HARPER'S BEDROOM - ANGLE ON WINDOW

41

its telescope overlooking the fairgrounds on hillside... We WIDEN, TRACKING SLOWLY TOWARDS Joey in bed, as he reads aloud to himself from "Hansel and Gretel" in his illustrated Grimm's Fairy Tales...

JOEY
(spooking himself;
theatrically)
But the old woman was only pretending to be so friendly. She was really a wicked witch who lay in wait for children. She had built the gingerbread house, just to lure them inside. Whenever one came into her power, she killed it, cooked it, and ate it. It was a real feast for her... Witches have red eyes and cannot see very far, but they have a keen sense of smell, just like animals, so they can tell whenever human beings are near. When Hansel and Gretel were getting close to her house, the witch let out a wicked laugh and said to herself mockingly:
(cackling)
'Now I've got them. And they'll never get away!'

The mood is shattered by Mrs. Harper's O.S. SHOUTING from downstairs.

MRS. HARPER (O.S.)
(angry, slurring her words)
If that light isn't shut off in ten seconds, I know a little boy who's gonna curse the day he was ever born!

(CONTINUED)

41 CONTINUED:

41

Joey, switching the light off beside his bed, left in darkness...

JOEY
(whispering to self)
Witch...

CUT TO:

42 EXT. CLOSE ON A FERRIS WHEEL

42

its myriad of colored lights orbiting hypnotically...

We PULL BACK, TILTING DOWN to REVEAL the parking lot, Buzz's G.T.O. pulling into a vacant parking space...

LIZ
(to Amy)
We'll meet you at the entrance!

Taking Richie's hand, she begins dragging him...

RICHIE
What's the rush?

We FOLLOW them as they head for the entrance of the park...

LIZ
(concerned)
I don't think they're hitting it off too well. They have a fight or something?

RICHIE
Of course they're hitting it off!
Buzz is a terrific guy!

LIZ
When you're stoned, Charlie
Manson's a terrific guy!

43 CLOSE ON BUZZ AND AMY

43

Buzz having finished locking the car...

BUZZ
(awkwardly)
Listen... I do something wrong?
I get the feeling you're mad at me.

(CONTINUED)

43 CONTINUED:

43

AMY

I'm not mad at you.

BUZZ

If it's what I said about your father, I'm sorry. He, uhh, kind of made me uncomfortable... Anyway, I'm sorry. What do you say we start all over?

(grinning)

Besides... You don't want to spoil Liz and Richie's evening, do ya?

AMY

(nodding, finally
smiling)

I guess not.

BUZZ

(extending his hand)

Friends?

AMY

(grinning)

Friends..

Shaking hands, they begin walking...

DISSOLVE TO:

44 INT. JOEY HARPER'S BEDROOM - ANGLE ON BED 44

Joey's anonymous figure huddled beneath the covers, the glow of a flashlight filtering softly through the blankets...

45 CLOSE ON JOEY 45

beneath covers, reading "Hansel and Gretel" aloud, play-acting the parts, spooking himself...

JOEY

The witch scrambled up and stuck her head in the oven. Then Gretel gave her a push, so that she fell in, and Gretel shut the door and fastened the bolt. Oh, then she began to howl in the most dreadful way imaginable, but Gretel ran away, and the wicked witch burned to death miserably.

46 ANGLE

46

The covers explode with light, as they are torn away by an irate, drunken Mrs. Harper, who glares menacingly down at Joey...

MRS. HARPER

You've been warned, boy!

Raising her hand above her head, she is about to strike Joey as we...

CUT TO:

47 EXT. THE FAIRGROUNDS' MAIN ENTRANCE - ANGLE ON LIZ AND RICHIE - NIGHT 47

waiting near the ticket booth...

48 THEIR POV OF BUZZ AND AMY 48

now approaching, walking hand in hand...

49 BACK TO SCENE 49

RICHIE

(to Liz)

Here they come. I told you they're all right.

Crossing to ticket booth, Richie pays the female ticket taker...

RICHIE

(continuing)

Two, please...

Receiving his change, he and Liz are joined by Buzz and Amy...

RICHIE

(continuing)

What took you guys so long?

BUZZ

(sarcastically)

We were makin' out in the back seat.

(to ticket taker)

One adult, one child.

(grinning at Amy)

Only kidding!

Receiving his change, the foursome enter the gates of the fairgrounds...

50 EXT. THE FAIRGROUNDS

50

All is suddenly transformed into the glittering, glistening, cotton candy twilight world of the night carnival. A cacophony of sights and SOUNDS, a microcosm of thrills and chills. GRINDING MACHINERY, WHISTLING CALLIOPIES, BARKERS BARKING, ROCK MUSIC BLARING... brightly painted concession booths with impossible tasks of skill, rides and attractions... A feast for the senses... A sea of local blue collar spectators ramble in and out of attractions, like children let loose in a candy store...

51 ANGLE ON BUZZ AND AMY, LIZ AND RICHIE

51

in the midst of it all...

BUZZ

(to Amy)

So, what do you wanna do?

AMY

I don't know...

(to Liz)

What do you want to do?

LIZ

I don't know...

(to Richie)

What do you wanna do?

52 ANGLE - LONG SHOT

52

HOLD for a beat... as we begin MONTAGE.

CUT TO:

53 A SPEED RIDE - THE WHIP - CLOSE ON BUZZ AND AMY, LIZ AND RICHIE

53

in car, Amy and Liz screaming with delight...

ALTERNATE with:

54 BIRDSEYE POV SHOTS

54

for the duration of the jolting, stomach-churning ride.

DISSOLVE TO:

55 INT. THE BUMPER CAR PALACE

55

Drivers ready themselves in their inanimate vehicles.

56 CLOSE ON A LARGE METAL BUZZER BOX 56

as the piercing BUZZER suddenly SOUNDS...

Overhanging power rods begin sparking on the electrified ceiling, as the cars come to life, running the circular course...

57 ANGLE ON BUZZ AND AMY, LIZ AND RICHIE 57

in separate cars, girls sitting at the steering wheels, as we FOLLOW them for a lap...

58 CLOSE ON BUZZ AND AMY'S CAR 58

pursuing Liz and Richie...

BUZZ

(shouting)

Come on! Come on! You're letting
them get away!

59 ANGLE ON LIZ AND RICHIE'S CAR 59

slowly being overtaken...

RICHIE

(shouting)

They're gaining on us! They're
gaining! Easy... easy...
(a beat)

Now!

Liz spins the wheel sharply... Their car does a 180-degree turnabout, colliding head on into the pursuing vehicle...

Screams and laughter echoing throughout, as the cars continue to butt and ram each other unmercifully...

CUT TO:

60 INT. JOEY HARPER'S BEDROOM - JOEY'S SLIGHTLY DISTORTED 60
POV OF FAIRGROUNDS THROUGH TELESCOPE

The IMAGE leaps into the b.g., as we FIND him sitting before the window, having not yet recovered from his beating. On the table before him lies his Grimm's Fairy Tales, torn in half by his mother...

(NOTE: In the following Joey will play both parts, as distinguished by quotations...)

(CONTINUED)

60 CONTINUED:

60

JOEY
 (whimpering, whispering
 to self)
 They're probably having so much
 fun.

Glancing at torn book.

61 INSERT - CLOSE ON TORN PICTURE OF THE WITCH IN HANSEL AND GRETEL 61

glaring menacingly at the two children...

JOEY
 She shouldn'ta torn it. Witch...
 'So go.' What? 'Go!' Are you
 crazy? 'Are you? What are you
 afraid of? I won't let anything
 happen. And when we come home,
 she'll be dead... They'll be
 sorry...'

CUT TO:

62 EXT. THE FAIRGROUNDS - ANGLE ON THE SATELLITE RIDE 62

an awesome-looking piece of machinery. Long, metal
 octopus-like arms propel human cargo in baskets in a
 circular, simultaneous up and down corkscrew pattern.

63 ANGLE ON BUZZ AND AMY, LIZ AND RICHIE 63

on the ground, watching as the satellite goes through
 its contortions...

LIZ
 If you think I'm going on that,
 you're crazy!

CUT TO:

64 EXTREME CLOSEUP - LIZ 64

screaming loudly, as we ZOOM OUT QUICKLY to REVEAL her
 and Richie, Buzz and Amy on the satellite ride...

We ALTERNATE CLOSEUPS with...

65 BIRDSEYE VIEW POV SHOTS 65

for the duration of the joyously tortuous, disorient-
 ing ride...

DISSOLVE TO:

66 EXT. CARNIVAL MIDWAY - THE CAT RACK CONCESSION - ANGLE 66
ON RICHIE

watched by Liz, Buzz and Amy, as he is about to pitch
baseballs at the fuzzy, cloth-stuffed cats that line
the rows of the booth...

RICHIE

(animated)

Now let me show you how this is
done...

67 RICHIE

67

He throws the first ball, knocking a cat down...

RICHIE

That's one!

He throws the second ball, knocking a second cat down.

RICHIE

(continuing)

That's two!

(winding his arm)

You see, it's all in the wrist
action!

Throwing the third ball wild, it misses the cats com-
pletely, striking the top of the booth, where it
bounces off, heading towards the shelf where the
prizes are kept...

68 CLOSE ON BALL

68

as it strikes a 12-inch painted ceramic figure of
Christ, exploding the head into a thousand flying
pieces...

RICHIE

(awkwardly)

And that's how it's done!

CUT TO:

69 EXT. CARNIVAL MIDWAY - THE STRONG MAN HAMMER TEST -
ANGLE ON BUZZ

69

Spitting, then wiping his hands together, he swings
the hammer upwards, in a wide arc, then brings it
crashing down on the waiting block of wood. The see-
saw pivots, the looped weight travels up the wire...
five, ten, fifteen, twenty, twenty-two feet... It
RINGS the BELL at the top of the apparatus, as the
CROWD APPLAUDS...

70 ANGLE ON A GRINNING AMY 70

as she receives her prize, a small stuffed teddy bear.

DISSOLVE TO:

71 EXT. THE FERRIS WHEEL 71

its colored lights orbiting hypnotically, suddenly
come to a full stop...

72 CLOSE ON BUZZ AND AMY 72

swaying gently back and forth in the top seat, as the
wheel remains frozen in place...

BUZZ

(laughing)

You kind of have to picture the
duck's orange feet, hopping around,
like it was dancing...

AMY

(grinning)

I get it.

BUZZ

And you still don't think it's
funny?

AMY

It's funny!

BUZZ

You bet it is!

Bending towards her, he kisses her on the lips... She
lets him. Half a beat... The machinery suddenly starts,
jolting them apart...

AMY

(giggling)

Whoops!

They begin descending...

CUT TO:

73 INT. THE HARPER HOUSE - JOEY'S BEDROOM - ANGLE ON 73
JOEY

dressed in jeans, jacket and baseball cap, raising a
side window, about to exit onto a trillis...

74 ANGLE ON A SMASHED PIGGY BANK 74
sitting on table beside his telescope...

75 ANGLE ON HIS BED 75
the bulge of a pillow and clothes beneath the blankets,
crudely arranged to make it look like a boy in bed...

76 ANGLE ON HIS MOUSE HABITAT 76
mouse winding its way in and out of passages...

JOEY
(whispering)
'Bye, mouse...

He exits the window, carefully closing it behind him.

CUT TO:

77 EXT. THE FAIRGROUNDS - THE CAROUSEL 77
CALLIOPE MUSIC echoing, as brightly colored, painted
ponies bob up and down...

78 ANGLE ON LIZ AND RICHIE 78
sharing horse. Richie leans all the way over, trying
to grab the quickly approaching brass ring... He
misses. Liz grabs him by the seat of his pants, pre-
venting him from falling...

79 ANGLE ON BUZZ AND AMY 79
sharing horse. Buzz, stretching, manages to snag a
ring. Grinning, he places the oversized ring on Amy's
wedding finger...

CUT TO:

80 EXT. THE HARPER HOUSE - ANGLE ON JOEY 80
as he drops several feet from the base of the trellis
to the ground. Brushing his clothes off...

JOEY
(whispering to self)
So far so good...

He begins walking down the block, towards his neigh-
bor's house...

A beat... We FOLLOW him...

(CONTINUED)

80 CONTINUED:

80

The neighbor's 100-pound German shepherd springs at Joey, barking, directly INTO CAMERA... Stopped by a fence, he continues growling...

JOEY

(continuing; recovering)

Shit...

Scampering into the distance, he disappears down the block...

BACK TO:

81 EXT. MONTAGE SEQUENCE - CARNIVAL MIDWAY - THE WATER PISTOL SHOOT 81

Brightly colored balloons sit atop open-mouthed plastic clown heads... (The object: By shooting a steady stream of water into the clown's mouth, the balloons inflate. First to pop the balloon wins.)

ANGLE ON Buzz and Amy, Liz and Richie, and three other contestants waiting to fire their pistols...

A BELL SOUNDS... Buzz, Amy, Liz and Richie simultaneously train their guns at each other, soaking themselves wet...

END OF MONTAGE SEQUENCE.

82 INT. THE WOMEN'S RESTROOM 82

Raunchy metal stalls, stained, leaky, porcelain sinks.

83 ANGLE ON AMY AND LIZ 83

as they finish fixing their makeup before a long, distorted cracked mirror.

LIZ

So what do you think?

AMY

I think he's nice.

LIZ

Nice? He's a hunk! An absolute pistol! You play your cards right... You won't spend the rest of your life a virgin.

AMY

(annoyed)

Liz?

LIZ

What?

(CONTINUED)

83 CONTINUED:

83

AMY

Fuck up!

Liz rolls a paper towel into a ball, fires it at Amy.
Amy catches it, throws it back. It bounces off Liz,
lands on the water-soaked floor, near the entrance...

84 AN ELDERLY WOMAN

84

dressed in slum clothes, carrying a crinkled brown
paper bag, appears in the doorway. (NOTE: She bears
a striking resemblance to the witch in Joey's "Hansel
and Gretel" book.) Bending over, she picks the paper
towel up, hobbles toward Amy...

AMY

Sorry...

ELDERLY WOMAN

(cackling)

God's watching you.

AMY

I beg your pardon?

ELDERLY WOMAN

(grinning)

He hears everything!

Her arthritic fingers extend the paper towel to Amy,
then teasingly snatch it away, as Amy reaches for it.

ELDERLY WOMAN

(continuing)

Too late!

She stuff the twoel greedily into her bag...

LIZ

(to Elderly Woman)

Get bent!

The Elderly Woman hobbles deeper into the bathroom, as
Liz and a bewildered Amy head for the doorway...

AMY

(whispering)

You shouldn't have.

LIZ

She shouldn't have. I hate people
who preach. Especially in bathrooms.

(grinning)

Anyway... I don't know what you're
saving it for.

AMY

(grinning)

Who says I'm saving it?

They exit.

CUT TO:

85 EXT. THE WOMEN'S RESTROOM

85

Liz and Amy are met by Buzz and Richie...

RICHIE

Were you holding a convention in there?

LIZ

Nah.

(grinning
sarcastically)

Amy had to put her diaphragm in.

AMY

(to Liz)

Want to meet my sidekick?

She kicks her from behind. Liz quickly returns the kick.

They continue exchanging blows, as they disappear down the midway.

CUT TO:

86 EXT. THE HIGHWAY - CLOSE ON THE BLINDING LIGHT OF A STREET LAMP

86

We WIDEN, TILTING DOWN the post SLOWLY, to REVEAL Joey munching on a candy bar, hurrying along the gravel shoulder towards the distant fairgrounds.

We FOLLOW him for several beats.

BACK TO:

87 EXT. THE FAIRGROUNDS - THE END OF THE MIDWAY

87

Having passed the last of the concession booths, the lighting suddenly drops off, as Buzz and Amy, Liz and Richie find themselves in the seedy, open spaces of the exhibition area.

We FOLLOW them as they take in the many sights.

Large, closed, sideshow tents, lined with faded, hand-painted posters, promise an array of sleazy attractions and curiosities. Shifty-looking barkers entice would-be patrons with their pitches, as their vulgar jargon echoes throughout... confusing, disorienting; there is a hypnotic dreamlike quality to it all.

88 ANGLE ON THE ANIMAL FREAK SHOW TENT

88

Its crude artistic renderings of "Nature's Living Accidents."

88 CONTINUED:

88

FREAK SHOW BARKER
 (rising, falling
 pitch)
Ali-ve! Ali-ve! Ali-ve!
 (a beat)
Ali-ve! Ali-ve! Ali-ve!

89 ANGLE ON THE "ADULTS ONLY" GIRLIE SHOW TENT

89

Its painted pencil sketches of impossibly endowed exotic dances, in various suggestive poses.

GIRLIE SHOW BARKER
 They wiggle and they dance! They
 wiggle and they dance! Six!
 Count 'em! Six beautiful girls!
 They wiggle and they dance!

Next to the girlie show, are two smaller tents.

90 ANGLE ON MADAME ZENA THE FORTUNE TELLER'S TENT

90

Its painted, all seeing eye, crystal ball, floating question marks and stars.

91 ANGLE ON MARCO THE MAGNIFICENT'S TENT

91

Its colorful poster of a screaming woman being decapitated by a guillotine, as a grinning magician operates the lever.

At the far end of the exhibition area, stands the funhouse.

92 LONG SHOT - THE FUNHOUSE

92

Its bobbing, laughing, woman's plaster face. Its greasy-haired, COCKNEY, making his pitch from the ticket booth.

FUNHOUSE BARKER
 Terror-fying! Terror-fying!
 Goblins, ghosties and ghoulies!
 Is the creature that stalks the
 funhouse, man... Or is he beast?
 Terror-fying! Terror-fying!
 Terror-fying!

93 CLOSE ON AMY

93

as she stares at the attraction, apparently fascinated.

We ZOOM TO an:

94 AMY'S POV - EXTREME CLOSEUP OF THE FUNHOUSE 94

as all EXTRANEIOUS SOUNDS momentarily FADE.

FUNHOUSE BARKER

Terror-fying! Terror-fying!
Goblins, ghosties and ghoulies!
Is the creature that stalks the
funhouse, man... Or is he beast?
Terror-fying! Terror-fying!
Terror-fying!

95 CLOSE ON AMY 95

The spell suddenly broken, as Liz taps her on the
shoulder.

LIZ

So what about it?

AMY

(confused)

Huh?

LIZ

(mockingly)

Huh? Where do you want to go
first? Your choice.

AMY

(glancing around)

Oh!

96 ANGLE ON MARCO THE MAGNIFICENT'S TENT 96

A small group of patrons, lined up at the ticket booth.

AMY

(pointing)

How about the magician?

BUZZ

Terrific... I love magicians.

They begin walking.

RICHIE

My uncle used to be a magician...

CUT TO:

97 MARCO THE MAGNIFICENT'S TENT - ANGLE ON THE TICKET 97
BOOTH

as Buzz plops his two dollars down.

(CONTINUED)

97 CONTINUED:

97

BUZZ
 (to Amy, Liz and
 Richie)
 My treat.
 (to TICKET TAKER)
 Four please.

TICKET TAKER
 Thanks.

BUZZ
 He any good?

TICKET TAKER
 Terrific...
 (pointing)
 Through the flap.

Buzz, Amy, Liz and Richie follow the others into the tent.

CUT TO:

98 INT. MARCO'S TENT - MINUTES LATER

98

A typical sideshow tent, complete with sawdust, cheap posters and musty air.

Two dozen spectators, including Buzz, Amy, Liz and Richie, huddle around a raised platform.

We WATCH as middle-aged MARCO, a mild-looking man with bloodshot eyes, heavily made up to resemble the devil, proceeds with his act. Performing in pantomime, chain-smoking throughout, the effect of the makeup is more pathetic than sinister, although his magic is good.

Having shuffled a pack of playing cards, he wraps the deck in a silk handkerchief, placing both in a clear glass goblet... Pointing to the goblet, the four aces slowly rise, individually.

99 ANGLE ON BUZZ, AMY, LIZ AND RICHIE

99

BUZZ
 (whispering to
 Richie)
 Boy, does he stink. You sure
 he's not your uncle?

LIZ
 (glancing around,
 sniffing the air)
 He's not the only thing that
 stinks.

(MORE)

(CONTINUED)

99 CONTINUED:

99

LIZ (CONT'D)
(to Richie and Amy)
You want to leave?

RICHIE
I want to see the finale... The
guillotine.

LIZ
What guillotine?

RICHIE
The one painted on the tent.

LIZ
Ass-hole, that's just a come on!

AMY
Shhh...

LIZ
(mockingly)
Shhh...

100 ANGLE ON THE PLATFORM

100

Having finished the "Rising Aces," Marco turns his
attention to a balloon. Blowing it up, he knots it,
then places it on a small pedestal, at the center of
table.

Gesturing, the balloon slowly takes to the air, levi-
tating, to the "AHHHH...S" of his audience.

101 CLOSE ON LIZ AND RICHIE

101

RICHIE
(whispering)
He's got wires!

LIZ
Where?

RICHIE
They're invisible.

102 ANGLE ON THE PLATFORM

102

As though intercepting Richie's thoughts, a grinning
Marco places his hands all around the balloon, to show
it free of wires.

Touching his lit cigarette to the balloon, he causes it
to EXPLODE, changing it into a living white dove...

(CONTINUED)

102 CONTINUED:

102

The audience applauds loudly. He cups his hands over the dove and squeezes. The dove vanishes. A stream of white confetti rains from his hands.

Bowing deeply, Marco finally speaks. Surprisingly, his voice is rich and commanding. His exaggerated makeup no longer seems comical. The transformation is remarkable, as he assumes a genuinely sinister pose.

MARCO

(measured)

And now, for those of you who are connoisseurs of the bizarre, the gory, the gruesome and the grotesque... I close, with what I fondly refer to as, 'The Impaler.'

He walks to the rear of the platform, begins rolling a large, upright, coffin-like box forward.

103 ANGLE ON AUDIENCE

103

as a few disappointed people begin muttering.

SPECTATOR #1

What about the guillotine?

SPECTATOR #2

Yeh... The guillotine!

104 ANGLE ON MARCO

104

having reached the center of the platform.

MARCO

The what? Oh, that!

(grinning)

It belonged to my predecessor.

It's been impounded by the police.

An unfortunate accident...

He boldly displays a two-foot long, sharpened wooden stake.

MARCO

(continuing)

I promise you'll enjoy this more.

(testing the razor

edge with his

finger, he grimaces)

It's really, much, much better.

The audience seems to believe him, as they quiet down.

105 CLOSE ON BUZZ, AMY, LIZ AND RICHIE 105

BUZZ
(to Richie)
You sure he's not your uncle?

106 ANGLE ON PLATFORM 106

MARCO
I need a volunteer from the
audience. A woman... Preferably
attractive.

All the males in the audience, including Buzz and
Richie, raise their girlfriends' hands, as the latter,
squeamishly protest.

MARCO
(continuing;
grinning)
Come now... Don't be bashful.

107 HIS BLOODSHOT EYES 107

scan the audience searching for a volunteer.

108 AMY AND LIZ'S POV 108

as Marco's gaze slowly sweeps towards them. Raising
an ominous finger, he points to... the WOMAN standing
next to them. Attractive, in her early twenties, she
wears a blouse and skirt.

WOMAN
(embarrassed)
No... I couldn't.

MARCO
Of course you can.
(to audience)
Let's give the brave, young lady
a hand!

Audience, applauding, the Woman reluctantly walks up
onto the platform.

109 ANGLE ON PLATFORM 109

MARCO
You're not afraid, are you?

WOMAN
(blushing nervously)
Yes.

(CONTINUED)

109 CONTINUED:

109

MARCO

(grinning)

Smart girl! Please step into the box. I promise, you will feel no pain.

He opens the front of the box, which roughly corresponds to the dimensions of the human body. Helping her in, he carefully places her head through an opening in the top, then closes the box.

MARCO

(continuing)

Comfortable?

WOMAN

(nervous)

No.

MARCO

(grinning)

Good.

He secures the front of the box shut, with a large padlock.

MARCO

(continuing; to audience, quoting)

'15th Century, Vlad V of Wallachia, known as Vlad the Impaler to his friends, tortured over 23,000 male and female prisoners in a device not unlike this. Tiring of his name, he selected a new one, from his father, an equally nasty man known as Dracul, meaning the Devil. Adding the letter 'A,' he became Dracula, literally 'Son of the Devil.' So, legends are born.

Reaching into his vest, he produces a flash, taking a quick swig of booze.

MARCO

(continuing)

That piece of history planted firmly in our uhhh, minds...

(replacing flask in vest pocket)

I present, 'The Impaler.'

Displaying the wooden stake again, his right hand picks up a medium-sized mallet.

(CONTINUED)

109 CONTINUED: (2)

109

MARCO

(continuing)

Notice that a small hole has been drilled through the front of the box...

110 INSERT - CLOSE ON A TWO-INCH HOLE

110

A tiny, painted Valentine's heart drawn around it.

MARCO

It lies directly over the center of the human heart. I insert the stake carefully.

(to Woman)

Can you feel this?

WOMAN

(giggling nervously)

Yes.

MARCO

Good. Remember... no pain.

(a beat)

Ladies and gentlemen... Absolute silence. Those of you who are squeamish, please avert your eyes.

111 ANGLE ON THE AUDIENCE - INCLUDING BUZZ AND AMY, LIZ AND RICHIE

111

as they wait in silence.

112 ANGLE ON THE PLATFORM

112

The Woman volunteer, closing her eyes, as Marco brings the mallet back.

MARCO

One... two... three!

Crashing the mallet against the stake, he sinks the latter, all the way into the box.

113 CLOSE ON WOMAN IN BOX

113

screaming loudly, blood gushing from her twisted mouth.

114 ANGLE ON THE AUDIENCE

114

recoiling in absolute horror, adding to the screams, as we SEE the Woman volunteer's head, slump inanimately to the side.

(CONTINUED)

114 CONTINUED:

114

MARCO
 (recoiling)
 My God!
 (a beat)
 Is there a doctor in the house!

His panic changes to a wide grin. Snapping his fingers, the Woman in the box, suddenly re-animates, the pain disappearing from her face.

Withdrawing the stake, Marco quickly unlocks the padlock, as the Woman steps out, takes a bow.

MARCO
 (continuing;
 grinning widely)
 Ladies and gentlemen... My
 daughter, Carmella.
 (bowing deeply)
 Thank you for your patronage!

CUT TO:

115 EXT. MARCO'S TENT

115

As animated spectators, including Buzz and Amy, Liz and Richie, exit.

BUZZ
 Pretty terrific, huh?

RICHIE
 I knew she was a stooge.

LIZ
 Then how come you almost broke
 my hand, when you screamed?

AMY
 (grinning, to Richie)
 Was that you screaming? I
 thought it was Liz.

116 CLOSE ON RICHIE

116

Accidentally snagging his foot in a tent rope, he's sent sprawling towards the ground.

117 SLOW MOTION - EXTREME CLOSEUP ON RICHIE'S FACE

117

striking the ground, eyeglasses flying.

118 BUZZ, AMY AND LIZ

118

laughing hysterically, as Richie struggles to his feet, cleaning himself and eyeglasses off.

AMY

You all right?

LIZ

He'll do anything for a laugh...

They continue walking.

CUT TO:

119 EXT. THE HIGHWAY - ANGLE ON JOEY - NIGHT

119

still walking, although somewhat slower, on the right hand shoulder of the road.

120 ANGLE ON AN OMINOUS LOOKING PICKUP TRUCK

120

as it slows, then stops on the opposite side of the highway, directly across the way from Joey.

DRIVER

(dimly lit, calling
to Joey)

Hey, boy! What you up to?!

121 CLOSE ON JOEY

121

tensing up with fear, quickening his pace.

A beat. The truck does a "U" turn, pulling up alongside Joey, following him as he continues walking.

DRIVER

(opening passenger
door, grimacing)

Need a lift?

NOTE: The map light, having gone on when the door opens, reveals a horrid-looking hunter-type MAN, with a single gold filling in a sea of rotting teeth.

122 INSERT - JOEY'S POV OF SHOTGUN ON GUNRACK

122

123 BACK TO SCENE

123

Taking off like he's seen the devil, Joey scrambles off the highway, disappearing into the bordering woods.

124 CLOSE ON DRIVER IN TRUCK

124

slamming door. Laughing aloud at his little joke, he drives into the distance.

BACK TO:

125 EXT. THE FAIRGROUNDS - THE EXHIBITION AREA - ANGLE ON THE FREAK SHOW TENT 125

Its crude artistic renderings of "Nature's Living Accidents."

FREAK SHOW BARKER

(rising, falling pitch)

Ali-ve! Ali-ve! Ali-ve!
Ali-ve! Ali-ve! Ali-ve!

As Buzz and Amy, Liz and Richie approach the tent, we get a better VIEW of the paintings. A two-headed cow being milked by a cross-eyed, grinning farmer, etc.

LIZ

Yuk!

RICHIE

Yuk? It's very scientific.

As they head towards the ticket booth...

BUZZ

I once had an uncle who had two heads.

CUT TO:

126 INT. THE ANIMAL FREAK SHOW TENT 126

Its bizarre living collection of mutant livestock.

Nature's genetic accidents, cows, sheep and horses with multiple heads, limbs and appendages protruding out of their bodies, sit and stand in straw-filled wooden pens, arranged around the circumference of the large tent.

Spectators walk around, browsing at their own pace, reading little printed cards which indicate the animal's name, deformity, date and place of birth. The animals seem very docile, content, as they graze, following the various curiosity seekers with their eyes.

127 ANGLE ON BUZZ, AMY, LIZ AND RICHIE 127

as they stroll along.

LIZ

I don't like it in here. Gives me the creeps.

128 ANGLE ON A SMALL NORMAL-LOOKING LAMB 128

blinking sadly up at Amy with its eyes.

(CONTINUED)

128 CONTINUED:

128

AMY

Think we can pet them? They look
so sad...

As she extends her hand towards the lamb, it turns its
head, to reveal an extra half snout and blinded eye,
growing out of the side of its face... Amy's hand,
recoiling quickly with fear.

RICHIE

(grinning)

It isn't catching.

LIZ

Let's hope not.

AMY

(embarrassed)

You're so brave... You touch it.

RICHIE

Not me.

A beat.

BUZZ

(pointing)

Take a look at this one.

129 CLOSE ON A GROTESQUE BULL

129

with triple, bulging head, saliva foaming from its
crooked mouth.

BUZZ

How would you like to wake up to
that, in the middle of the night?

LIZ

(shuddering aloud)

Cut it out, Buzz. I get
nightmares.

AMY

Yeah, cut it out.

BUZZ

(reading aloud,
from printed sign)

'Oliver, the bull. Triple cranium,
born June, 1975, Cedar Falls, Iowa...'

(CONTINUED)

129 CONTINUED:

129

RICHIE
(laughing)
Looks like Whipmyer, the gym
teacher.

They pass a full-grown horse, with an extra set of
legs dangling limply from its side.

130 A GOAT

130

with horns growing out of both its ends.

LIZ
(making a face)
I think I've seen enough.

AMY
Me, too. Let's go.

131 ANGLE

131

As they approach the exit, something suddenly catches
Richie's attention.

Sitting on a wooden stool, in the corner of the room,
is a large formaldehyde filled bottle, with some sort
of a specimen floating inside.

RICHIE
(crossing to bottle)
Hey, get a load of this!

132 RICHIE'S POV OF BOTTLE

132

Inside, what appears to be an oversized, fully-grown,
eighteen-inch, dead human fetus, with long claw-like
nails and fur all over its body.

LIZ
I don't want to see.

RICHIE
(animated)
You have to!

Buzz, Liz and Amy, crossing to the bottle.

LIZ
Now I know, I've seen enough!

BUZZ
Jeez! What is it?

They circle the bottle for several beats.

(CONTINUED)

132 CONTINUED:

132

The liquid inside distorts their view of each other, as the creature's large, open eyes seem to follow them from every angle.

AMY

It's some sort of a mutation...

BUZZ

Pretty creepy.

LIZ

(a beat)

It's a fake! Like the magician's stooge. Probably made of rubber.

Pretending to read off a card, Richie gives his best impersonation of Boris Karloff.

RICHIE

'Born to Mr. and Mrs. Whipmyer,
Cedar Falls, Iowa...'

LIZ

You are so full of shit, Richie.

(to Amy)

I'm getting some air.

AMY

Wait up.

Liz and Amy begin walking to the exit flap.

RICHIE

Wait! Don't go! It's moving!

BUZZ

(grinning)

It's waving to you!

133 CLOSE ON LIZ AND AMY

133

raising their middle fingers in unison, they exit the tent.

134 ANGLE ON RICHIE, BUZZ AND BOTTLE

134

RICHIE

(grinning, high-
pitched voice)

Good-bye!

(CONTINUED)

134 CONTINUED:

134

BUZZ
(rapping on bottle
with his knuckle)
So long, little fella...

His hand recoiling from a jagged seam on the bottle, as
though stung.

BUZZ
(continuing)
It bit me!

RICHIE
Get outta here!

135 CLOSE ON BUZZ

135

As squeezing the back of his finger, a crimson drop of
blood appears.

BUZZ
I'm tellin' you, the bastard bit
me!

136 ANGLE

136

As Richie nears for a better view, a grinning Buzz
shoves his bleeding finger in his face, smearing blood
on it.

RICHIE
(slapping Buzz's
hand away,
wiping face)
Ass-hole!

BUZZ
(smacking him)
Hey! Watch who you call an
ass-hole, ass-hole!

CAMERA REMAINS STATIONARY, as they exit the tent,
exchanging blows. A beat. We PAN TO bottle.

137 CLOSE ON CREATURE'S FACE

137

peering directly INTO CAMERA. HOLD for several
ominous beats, then...

DISSOLVE SLOWLY TO:

138 EXT. THE FUNHOUSE - MATCHED EXTREME CLOSEUP ON BOBBING, LAUGHING PLASTER WOMAN'S FACE - NIGHT 138
grimacing menacingly for a beat.

DISSOLVE TO:

139 EXT. THE FOREST OFF THE HIGHWAY 139
a twisted jungle of trees overgrown with thickets, weeds and fallen rotting timber, eerily lit by an overhanging full moon.

140 ANGLE ON JOEY 140
spooked by a myriad of dancing shadows. Joey straining his ears, as we HEAR the faint O.S. SOUNDS of CALLIOPE MUSIC from the fairgrounds drifting through the forest.

A CREAKING, WHINING SOUND from behind... a beat.

141 CLOSE ON A DECAYING TREE BRANCH - WHINING LOUDLY 141
as it breaks free of a dying tree several feet behind Joey, missing him by inches, striking the ground.
Joey, running for dear life, disappears into the distance.

BACK TO:

142 EXT. THE FAIRGROUNDS - THE SHADOWS BEHIND ONE OF THE LARGER TENTS - NIGHT 142
The glow of a winking cigarette ash, flickers on and off in the night.

143 CLOSE ON BUZZ, AMY, LIZ AND RICHIE 143
as they finish smoking a joint behind the cover of the tent.
Richie gets the last of the roach. Buzz, Amy and Liz begin walking.

RICHIE

Hey, I'm not done yet!

(inhaling deeply)

I'm not finished! Would you wait up!

He begins running after them, as they leave the darkness, begin heading towards Madame Zena the fortune teller's tent.

144 FREAK SHOW BARKER

144

FREAK SHOW BARKER
Ali-ve! Ali-ve! Ali-ve!
 (a beat)
Ali-ve! Ali-ve! Ali-ve!

145 GIRLIE SHOW BARKER

145

GIRLIE SHOW BARKER
 They wiggle and they dance! They
 wiggle and they dance! Six!
 Count 'em! Six beautiful girls!
 They wiggle and they dance!

146 FUNHOUSE BARKER

146

FUNHOUSE BARKER
Terror-fying! Terror-fying!
 Goblins, ghosties and ghoulies!
 Is the creature that stalks the
 funhouse, man... Or is he beast?
Terror-fying! Terror-fying!

147 ANGLE ON MADAME ZENA THE FORTUNE TELLER'S TENT

147

Its painted, all seeing eye, crystal ball, floating
 question marks and stars, as Buzz, Amy, Liz, followed
 by Richie, disappear inside.

148 INT. MADAME ZENA'S TENT - MOMENTS LATER

148

Dimly lit, smoke-filled from burning incense, decorated
 in shabby, "early gypsy parlor." Charms, amulets and
 talismans hanging from the walls. A warped, buckling
 plywood floor.

MADAME ZENA, a whorish-looking woman, near forty,
 examines Amy's left hand at her table in the light of
 an illuminated crystal ball, while Buzz, Liz and
 Richie, sit nearby on a worn sofa, obviously stoned,
 trying to control themselves from laughing.

149 CLOSE ON MADAME ZENA AND AMY

149

as Madame Zena traces a long, crimson-colored finger-
 nail along the delicate lines and mounts of Amy's palm.

MADAME ZENA
 (thick Bulgarian accent)
 A deep 'mystic cross...' That is
 good. It means you were born with
 knowledge of the occult. Are you
 a sensitive?
 (getting no response)
 Do you have premonitions that
 often come true?

(CONTINUED)

149 CONTINUED:

149

AMY
(suppressing a
nervous giggle)

No.

150 ANGLE ON BUZZ, RICHIE AND LIZ

150

Richie snorting out loud with laughter, as Liz hits him in the shoulder to shut him up.

RICHIE
(embarrassed, to
Madame Zena)

Sorry...

Madame Zena scowls at him theatrically, then goes on with her reading.

MADAME ZENA
(measured)
Ahhh, yes... Good... Good...
Three 'bracelets...' A long 'life
line' springing from the 'mount of
Jupiter...' Wait! A break in the
'fate line.' Yes, it makes
sense...
(aloud, to Amy)
A tall dark stranger will enter
and change your life.

A beat of silence.

151 ANGLE ON BUZZ, RICHIE AND LIZ

151

as the same identical thought enters each of their minds.

RICHIE
(hitting Buzz)
Whipmyer the gym teacher!

They begin laughing.

MADAME ZENA
(angry)
Do not mock the stars, my friends!

BUZZ
(hitting Richie)
I thought she was reading her
palm!

152 ANGLE

152

An embarrassed Amy loses control, snorting loudly, as she joins the laughter...

MADAME ZENA
(eyes blazing)
Enough! Get out... All of you!

As Buzz, Liz, Richie, and Amy struggle to their feet, Madame Zena rises angrily from the table, knocking into it, jolting the crystal ball from its base, sending it to the floor...

153 CLOSE ON THE CRYSTAL BALL

153

as it slowly rolls across the plywood floor, stopping directly in front of Amy's feet... As Amy bends down to pick it up, the crystal retreats from her, seemingly of its own accord...

154 ANGLE ON MADAME ZENA

154

MADAME ZENA
(grimacing evilly
at Amy)
I said, get out!

Getting the message, Buzz, Amy, Liz, and Richie scramble out the tent...

CUT TO:

155 EXT. ANGLE ON BUZZ, AMY, LIZ, AND RICHIE

155

We FOLLOW them running, until they stop at the center of the exhibition area, holding their sides with laughter, trying to catch their breath...

BUZZ
Did you get a look at that face?!

LIZ
We're lucky she didn't give us
the double whammy!

RICHIE
(his best Bulgarian
accent, to Amy)
Do you have premonitions that often
come true?

AMY
Thanks a lot, guys! I go to have
my fortune told, and you screw it
up! I'm out five bucks!

(CONTINUED)

155 CONTINUED:

155

LIZ
We'll take up a collection!
(a beat)
I'm starving.

RICHIE
(glancing at watch)
No wonder... It's nearly 10:30.

BUZZ
(animated, pointing
to funhouse)
The funhouse... And then we eat!

156 ANGLE ON FUNHOUSE

156

a large, two story, wooden structure. Its bobbing,
laughing, woman's plaster face... Its greasy haired,
COCKNEY making his pitch from the ticket booth...

FUNHOUSE BARKER
Terror-fying! Terror-fying!
Goblins, ghosties and ghoulies!
Is the creature that stalks the
funhouse, man... Or is he beast?
Terror-fying! Terror-fying!
Terror-fying!

157 CLOSE ON PAINTED, LAUGHING LADY

157

grotesque, every child's nightmare, we can SEE tiny
cracks in the plaster, several missing teeth...

We PULL BACK to REVEAL, Buzz and Amy, Liz and Richie,
passing beneath her... Having paid their admission,
they enter the funhouse...

158 INT. THE FUNHOUSE - DIMLY LIGHTED - ANGLE ON BUZZ AND AMY, LIZ AND RICHIE 158

as they are helped into one of several conveyor driven
gondolas, by two attendants: An attractive sixteen-
year-old boy, with sandy hair and a towering dark fig-
ure dressed in ghoulish mask and costume, made up to
resemble Frankenstein's monster...

159 CLOSE ON AMY

159

Her hand recoils from the "creature's" gloved touch,
as he helps her in...

RICHIE
(animated)
Far out!

(CONTINUED)

159 CONTINUED:

159

LIZ

This better be good! .

Their gondola begins moving. They disappear into darkness...

160 INT. THE FUNHOUSE RIDE

160

We FOLLOW Buzz and Amy, Liz and Richie's progress as their gondola travels through the dimly lighted, fluorescent walls, of the winding, man-made caverns... An architectural masterpiece of the macabre...

Gruesomely detailed, synchronized, mechanical figures, with glowing eyes, assault them at every bend, as the gondola slows down, speeds up, making hair-raising pinpoint turns...

CUT TO:

161 EXT. THE FAIRGROUND'S MAIN ENTRANCE - ANGLE ON JOEY - NIGHT 161

Having just emerged from the surrounding woods, he hurries towards the ticket booth...

162 CLOSE ON JOEY

162

at ticket booth, panting, out of breath, as he empties a sock filled with pennies, nickles and dimes onto the counter, to the chagrin of the female ticket taker...

JOEY

One please!

(a beat, as she
begins counting)

You seen two girls and two guys
on a double date?

The ticket taker, rolling her eyes derisively, as we...

BACK TO:

163 INT. THE TAIL END OF THE FUNHOUSE RIDE - ANGLE ON BUZZ AND AMY, LIZ AND RICHIE IN GONDOLAS 163

Shrieking zombies, goblins and beasties, brandishing chains and grisly weapons, abound... flying bats on wires swoop down over their heads, missing them by inches...

Their laughter and delighted screams blend with the SPOOKY SOUND EFFECTS and MUSIC PIPES IN from unseen speakers...

(CONTINUED)

163 CONTINUED:

163

LIZ
(shouting above
the chaos)
God damn it, Richie... Cut it out!
I said, cut it out!

CUT TO:

164 EXT. THE FUNHOUSE - ANGLE ON A HINGED DOOR SPRINGING OPEN 164

as a laughing Buzz and Amy, Liz and Richie, in gondola,
come crashing through to the outside...

Helped out by an attendant, still laughing, they begin
walking...

BUZZ
(to Amy)
Pretty scary, huh?

LIZ
The only thing scary about it,
was Richie's groping hands!

BUZZ
Was that you, Richie? I thought
it was Amy.

AMY
It wasn't me.

LIZ
Then who the hell was it?

RICHIE
(his best Bela
Lugosi, pointing
to funhouse barker)
The creature that stalks the
funhouse!

Richie laughs diabolically.

165 ANGLE ON FUNHOUSE BARKER - THEIR POV

165

FUNHOUSE BARKER
Terror-fying! Terror-fying!
Goblins, ghosties and ghoulies!
Is the creature that stalks the
funhouse, man... Or is he beast!
Terror-fying! Terror-fying!
Terror-fying!

166 ANGLE ON LIZ

166

kicking Richie, as they continue walking...

We WIDEN to REVEAL the creature peering at them from the shadows, as they disappear into the distance...

CUT TO:

167 EXT. EXHIBITION AREA - ANGLE ON LARGE FOOD CONCESSION -167
ITS SIGN - "MA BELL'S EATERY"

We PULL BACK to REVEAL rows of empty picnic tables, remnants of junk food on trays...

PANNING to the right, we SEE Buzz and Amy, standing in the shadows, leaning against a tall, wooden post...

A quarter filled container of popcorn in Amy's right hand, teddy bear in left, Buzz kissing her passionately on the mouth for several beats...

168 ANGLE ON POPCORN

168

as it falls from Amy's fingers, spilling onto the ground...

169 ANGLE ON BUZZ AND AMY

169

BUZZ

(grinning)

You dropped something.

AMY

(grinning)

I know.

(a beat)

Buzz... How come you never asked me out before?

BUZZ

I dunno... I always wanted to.. I guess, I didn't think you'd go out with me.

AMY

I would have. I'm glad you did.

(kissing him)

Nice night!

170 ANGLE ON LIZ AND RICHIE APPROACHING

170

Liz carrying an oversized stick of pink cotton candy...

(CONTINUED)

170 CONTINUED:

170

LIZ
(grinning)
Come on you guys! It's getting
late! Want some cotton candy?

AMY
Ooh, that reminds me!

Taking Buzz's hand, she crosses quickly to a nearby
souvenir stand...

171 ANGLE ON SOUVENIR STAND AND ATTENDANT

171

as Amy's hand glides over a sea of rubber masks,
plastic fingers, and shrunken heads...

Selecting a plump rubber shrunken head, she pays the
attendant...

BUZZ
Here... Let me show you.

He ties the string attached to the head, through one of
the loops in Amy's jeans...

BUZZ
(continuing)
There. Now you look like a
head hunter.

AMY
Terrific! Just what I always
wanted.

172 LIZ AND RICHIE APPROACHING

172

LIZ
(pointing to
shrunken head)
What the hell is that?

AMY
For my brother, Joey.

LIZ
It suits you.

RICHIE
Note the family resemblance!

CUT TO:

173 EXT. THE FAIRGROUNDS - THE RIDE SECTION - EXTREME CLOSEUP ON JOEY 173

screaming with delight, as we ZOOM OUT QUICKLY to REVEAL him on the whip, having the time of his life...

BACK TO:

174 EXT. THE FAIRGROUNDS - THE EXHIBITION AREA - ANGLE ON BUZZ AND AMY, LIZ AND RICHIE 174

as they approach the "adults only" girlie show tent, its painted pencil sketches of impossibly endowed exotic dancers, in various suggestive poses...

GIRLIE SHOW BARKER

They wiggle and they dance! They wiggle and they dance! Six! Count 'em! Six beautiful girls! They wiggle and they dance!

RICHIE

(grinning, to Liz)
Ever been in one?

LIZ

No.

AMY

It's three bucks a piece. Besides... ..
(pointing to sign)
No one under twenty-one.

BUZZ

(grinning)
Come on.

Taking Amy's hand, he begins walking towards the back of the tent...

BUZZ

(continuing)
They always have holes back there.
And if they don't...

175 ANGLE ON BUZZ 175

Grinning, he produces a switchblade from his back pocket, flicking it open...

BUZZ

We make our own!

RICHIE

That thing real?

(CONTINUED)

175 CONTINUED:

175

BUZZ

I use it to comb my hair!

They disappear into the shadows behind the tent...

176 ANGLE ON REAR OF GIRLIE SHOW TENT

176

as Buzz and Amy, Liz and Richie search for tears in the canvas...

BUZZ

(finding one)

See, I told you so.

Buzz peers through.

AMY

What do you see?

BUZZ

Hang on a second.

177 BUZZ'S POV THROUGH HOLE IN TENT

177

Nude exotic dancers go through obscene contortions on a wooden stage, surrounded by cheering, leering, yokels... The dancers, not particularly attractive or talented, try their best to keep in time to a scratched record on a tinny phonograph...

AMY

What's happening?

BUZZ

(grinning)

You're not gonna like it.

He moves away, letting her see...

AMY

(a beat)

That's disgusting.

LIZ

What about me?

RICHIE

Wait your turn.

LIZ

(annoyed)

Shit... I'll find my own hole!

(to self)

I can't believe I said that.

Armed with her cotton candy, she begins searching along the tent...

178 FOLLOW LIZ FOR SEVERAL BEATS

178

... until rounding a corner, she collides with a figure, screaming, dropping her cotton candy...

179 ANGLE ON FIGURE

179

The figure turns out to be a crotchety OLD MAN, a fellow peeper...

OLD MAN

(zippering his fly)

Jesus, sweetie... You scared the shit out of me!

LIZ

Creep! You made me drop my cotton candy!

OLD MAN

(leering, taking
a step forward)

What's a pretty little thing like you doin' back here anyway?

LIZ

Keep away from me, pervert!

Buzz, Amy, and Richie, rounding the corner...

BUZZ

What the hell's going on?

OLD MAN

(raising hands
defensively above
his head)

Nuthin's goin' on.

Retreating several steps, he trips over a tent rope, falling down...

OLD MAN

(continuing)

God damn kids!

Rising to his feet, still cursing, he takes off into the distance...

Buzz, Amy, Liz, and Richie, laughing hysterically...

180 ANGLE ON FRONT OF GIRLIE SHOW TENT - MOMENTS LATER

180

Buzz, Amy, Liz, and Richie, still laughing, round the front of the tent, as a sea of satisfied customers exit...

Among them, the masked figure from the funhouse, still in costume, slinking off into the distance...

(CONTINUED)

180 CONTINUED:

180

BUZZ
(pointing)
I guess even Frankenstein has to
get his kicks!

LIZ
(grinning)
Time to go home.

CUT TO:

181 EXT. THE FAIRGROUNDS - THE RIDE SECTION - EXTREME CLOSEUP ON JOEY

181

screaming with delight, as we ZOOM OUT QUICKLY to
REVEAL him on the tortuous, disorienting satellite
ride...

BACK TO:

182 EXT. THE FAIRGROUNDS - THE MIDWAY - ANGLE ON BUZZ,
AMY, LIZ AND RICHIE

182

on their way home...

RICHIE
(animated)
I just got the greatest idea!

AMY
What?

RICHIE
Let's stay! We'll spend the night!

AMY
What?!

RICHIE
(grinning)
In the funhouse!

LIZ
You're crazy!

RICHIE
Fred and Eddie did it two years
ago in Fairfield County!

LIZ
And you believed them?! You are
so full of shit, Richie!

CUT TO:

183 EXT. THE FAIRGROUNDS - FURTHER DOWN THE MIDWAY

183

concession booths on either side, as Buzz, Amy, Liz, and Richie continue the conversation...

RICHIE

I'm telling you, they did it!
And we could do it! That is,
if we wanted to.

BUZZ

(grinning)

What do you mean, if we wanted to?

LIZ

I told you, he was full of shit!

RICHIE

Who's full of shit!

BUZZ

You're full of shit!

RICHIE

Okay... Then, let's do it!

BUZZ

Then it's settled. We'll do it!

AMY

We can't do it.

LIZ

What do you mean, we can't do it?

AMY

(awkwardly)

I promised my folks...

(embarrassed)

I'd be back by twelve.

LIZ

Poor baby!

RICHIE

Well, that's the end of that.

BUZZ

No problem!

AMY

What do you mean, no problem?

(CONTINUED)

183 CONTINUED:

183

BUZZ

It's no problem.

(a beat)

If you want to!

AMY

I want to.

CUT TO:

184 EXT. CENTER OF THE MIDWAY - ANGLE ON LIZ AND AMY 184

in adjacent phone booths, dialing their home numbers...
 (NOTE: In the far b.g. are concession booths, including a rifle shoot.)

185 CLOSE ON LIZ 185

LIZ

Hello, Mom... I'm spending the
 night at Amy's, so I won't be
 coming home.

186 CLOSE ON AMY 186

AMY

Hi, Mamma. Could you please put
 Daddy on. --Everything's fine.
 Could you...

(a beat, annoyed)

Could you put him on.

(a beat, relaxing)

Hi, Daddy... Listen, I'm gonna be
 spending the night at Liz's house...

We PULL BACK SLOWLY, Amy's VOICE FADING, to REVEAL the
 elderly shopping bag lady from the bathroom, hobbling
 along the center of the midway...

187 AMY'S POV OF ELDERLY LADY 187

grimacing ominously at her, for a beat... then, moving
 on...

AMY

I won't, Daddy. Mamma alright?

(a beat)

Oh... Listen, I'll call you in
 the morning. Tell Joey I got him
 his present. 'Bye.

188 LIZ AND AMY

188

As they emerge from the phone booths, we SLOWLY TRACK TO the rifle shoot concession directly across the midway from them, to REVEAL... Joey. Firing his last two shots at the target, unaware of Amy and Liz's presence, he continues walking down the midway, towards the exhibition area...

189 ANGLE ON LIZ AND AMY

189

at phone booths...

LIZ

Any problem?

AMY

No.

(apprehensive)

You sure you want to do this?

LIZ

(grinning)

You sure you want to?! It'll be a piss!

CUT TO:

190 EXT. THE END OF THE MIDWAY - ANGLE ON AMY AND LIZ

190

waiting by a railing before the last of the concession booths...

Amy staring off into the distance at two stray dogs rummaging through an overturned garbage can... as Buzz and Richie arrive.

BUZZ

The car's moved. You guys ready?

Liz and Amy nodding...

RICHIE

Let's go.

191 ANOTHER ANGLE

191

As they begin walking, Amy glances back at the garbage cans, to see the dogs fighting, growling savagely at each others' throats. She stares at them mesmerized for a beat, until Buzz breaks the spell...

192 ANGLE ON BUZZ

192

BUZZ

Come on.

They head for the exhibition area..

DISSOLVE TO:

193 EXT. THE FUNHOUSE - CLOSE ON PLASTER LAUGHING LADY 193

We PULL BACK to REVEAL Buzz and Amy, Liz and Richie, waiting at the head of the line, to purchase their tickets from the funhouse barker...

BUZZ

Two please.

FUNHOUSE BARKER

Thank you.

RICHIE

Two please.

FUNHOUSE BARKER

(making eye contact
with Liz for a beat)

Thank you.

They begin walking...

FUNHOUSE BARKER

(continuing; muttering to
self and next in line)

Some people just can't get enough...

Flipping a microphone switch, he begins his pitch...

FUNHOUSE BARKER

(continuing)

Terror-fying! Terror-fying!
Goblins, ghosties and ghoulies...

194 ANGLE ON BUZZ AND AMY, LIZ AND RICHIE 194

as they pass beneath the grotesquely painted, laughing lady...

FUNHOUSE BARKER (O.S.)

Is the creature that stalks the
funhouse, man... Or is he beast?
Terror-fying! Terror-fying!
Terror-fying!

195 ANOTHER ANGLE - BUZZ AND AMY, LIZ AND RICHIE 195

waiting to be helped into gondola, by one of two normally dressed ATTENDANTS...

196 ANGLE ON THE PATRONS BEFORE THEM - BEING HELPED INTO GONDOLA 196

A highly memorable BLACK COUPLE, early twenties, with afros. The girl giggles nervously, clutching onto a shocking pink cupie doll...

(CONTINUED)

196 CONTINUED:

196

BLACK MAN
(chuckling to
Attendant)
What happened to Frankenstein?

ATTENDANT
Who?

BLACK MAN
The dude in the funny suit!

ATTENDANT
Oh, him! He's on a break.

Their gondola begins moving, disappears into darkness...

CUT TO:

197 ANGLE ON THE ADJACENT GIRLIE SHOW TENT

197

Joey being chased by the GIRLIE SHOW BARKER...

GIRLIE SHOW BARKER
Beat it kid! No one under twenty-one!

We FOLLOW Joey as he runs towards the funhouse.

198 JOEY'S POV OF FUNHOUSE

198

as Buzz and Amy, Liz and Richie, in their gondola, disappear from view...

DISSOLVE TO:

199 ANGLE ON FUNHOUSE BARKER

199

stopping Joey with cane, pointing to sign: "NO ONE
UNDER 16 ADMITTED WITHOUT AN ADULT..."

FUNHOUSE BARKER
Beat it, buster!

Joey running...

DISSOLVE TO:

200 EXT. THE FUNHOUSE - ANGLE ON A HINGED DOOR - SPRINGING 200
OPEN

as the laughing Black Couple, in gondola, come crashing
through opposite end of funhouse, to the outside...

Still laughing, they are helped out by an attendant...
As we PULL BACK to REVEAL the gondola behind them, once
occupied by Buzz and Amy, Liz and Richie, now empty...

201 CLOSE ON JOEY - STANDING NEARBY 201

completely dumbfounded by Amy, Buzz, Liz and Richie's disappearance.

202 CLOSE ON THE GROTESQUELY PAINTED, BOBBING, PLASTER WOMAN'S FACE 202

Its SHRILL LAUGHTER echoing throughout. HOLD for several beats... then PULL BACK SLOWLY TO REVEAL the Funhouse Barker in booth, patrons waiting in line...

FUNHOUSE BARKER
Terror-fying! Terror-fying!
 Goblins, ghosties and ghoulies!
 Is the creature that stalks the
 funhouse, man... Or is he beast?
Terror-fying! Terror-fying!
Terror-fying!

SIGHTS and SOUNDS of the EXHIBITION AREA bombard our senses, as we CONTINUE TO PULL BACK, then DISSOLVE SLOWLY to a deserted fairgrounds...

FADE TO:

203 BLACK - SOUND OVER 203

as the CREAKING, WOODEN DOOR to the funhouse SLAMS SHUT, with a LOUD, ECHOING, BANG...

FUNHOUSE BARKER (O.S.)
 (muffled)
 Hold on, Sammy. We've got business
 to discuss.

FOOTSTEPS ON GRAVEL, TRAILING OFF into the distance...

FADE IN:

204 INT. THE DIMLY LIT FUNHOUSE - ABSOLUTE SILENCE 204

as our eyes adjust to the pale, FLUORESCENT GLOW of a wide section of second story cavern, lined on either side by life-size, inanimate mechanical figures...

Liz and Richie cautiously poke their heads out from behind a large plaster rock...

LIZ
 (whispering)
 Buzz? Amy?
 (a beat)
 Where are you?

Several beats of deafening silence...

(CONTINUED)

204 CONTINUED:

204

RICHIE

(whispering)

Come on, guys. We know you're
there. Stop kidding around!

An uncontrolled, high pitched, feminine GIGGLE emanates
from somewhere...

LIZ

That's not funny, Amy. Where the
hell are you?

BUZZ

(whispering)

Over here!

205 IN A NEARBY DARKENED SECTION OF CAVERN

205

Buzz's grinning face is suddenly ILLUMINATED by an
EXPLODING MATCH, held before it...

206 LIZ AND RICHIE

206

gasping in fear...

LIZ

Don't do that!

Rising from their cover, Buzz and Amy, Liz and Richie
meet at the center of the cavern...

RICHIE

We thought maybe you guys had
chickened out. Gotten back on the
ride or something.

AMY

Wouldn't that have been a scream!

LIZ

Good choice of words.

(a beat)

Can you believe this place? It's
like another world. How'd they do
it?

RICHIE

Paper mache, plaster...

BUZZ

You guys wait here. I want to check
something out.

AMY

Buzz?

(CONTINUED)

BUZZ
I'll be back in a second.

He begins walking down the cavern...

BUZZ
(continuing)
Watch out for the tracks.

Disappearing into the shadows...

LIZ
(to Amy)
Where's he going?

AMY
I don't know.

LIZ
(taking her off to
the side, whispering)
Well?

AMY
Well what?

LIZ
(grinning)
Did he?

AMY
Did he what?
(a beat)
Are you crazy? With all that
racket going on?
(grinning)
I suppose you and Richie...

LIZ
(grinning)
Some people don't know a good thing
when they trip over it!

Richie approaches them...

RICHIE
(lowering his voice)
Listen... I don't know how to break
it to you guys, but when we moved
the car, Buzz bought this mask...
I have a funny feeling he's going
to try to scare the shit out of you.
Don't let on, that I told.

(CONTINUED)

206 CONTINUED: (2)

206

Grinning, they begin exploring, examining the various mechanical figures...

RICHIE
(continuing)
Here's a beaut!

207 ANOTHER ANGLE

207

Richie points to a grinning, axe wielding, pirate, complete with black patch over one of its eyes...

LIZ
(pointing to axe)
That thing looks real.

RICHIE
It is real.
(touching blade
with his finger)
At least, I think it's real. You
guys ever see the 'House of Wax,'
with Vincent Price?

AMY
(hearing something,
whispering)
Don't look now...
(grinning)
But I think Buzz's coming.

RICHIE
(grinning)
Remember, don't let on.

A beat...

LIZ
(aloud, play acting)
Richie, I just heard something move!

RICHIE
You're crazy!

LIZ
I'm telling you, I heard something.
(pointing)
Over there!

208 FROM A DARKENED PORTION OF CAVERN

208

a barely visible, TALL FIGURE, wearing a grotesque HUMANOID MASK emerges...

(CONTINUED)

208 CONTINUED:

208

AMY
Jeez! What is it?

LIZ
I don't know!

AMY
I'm so scared!

LIZ
Quick... Kill it before it multiplies!

209 ANOTHER ANGLE

209

Several beats of silence... as the Figure, resembling Lon Chaney in "Phantom of the Opera," continues to stare at them, in silence...

AMY
I wish Buzz was here.

LIZ
(grinning)
We know it's you, Buzz... So you
can take the mask off!

Several additional beats of silence... Enough, so that they and we, begin to doubt our senses...

210 AMY, LIZ AND RICHIE

210

begin walking, cautiously approaching the immobile Figure...

AMY
(extending her hand
to Figure)
Buzz... Buzz?

211 BUZZ

211

suddenly springing out from behind them... growling, causing Amy, Liz and Richie, to whirl around, screaming!

AMY
Creep!

RICHIE
Son of a bitch!

LIZ
Bastard!

(CONTINUED)

211 CONTINUED:

211

BUZZ
(laughing)
I knew Richie would tell.

He removes the rubber mask from the non-mechanical
funhouse figure that stands before them...

BUZZ
(continuing)
So, I borrowed good old Oscar here,
as a stand in. You should see some
of the stuff they got back there.

He begins dragging the figure along the tracks, back
into darkness, as Amy, Liz and Richie follow...

AMY
(catching up to
Buzz, annoyed)
I suppose you thought that was
funny?

BUZZ
The funniest!

They continue walking into the distance...

CUT TO:

212 EXT. THE INANIMATE FUNHOUSE - CLOSE SHOT

212

We PULL BACK SLOWLY, winding our way towards a pile of
cartons and debris... GLIDING OVER them, TILTING DOWN
TO REVEAL Joey, hiding, as TWO slightly drunken WORKERS
walk INTO VIEW, a foot away...

Joey crouching...

WORKER #1
Why is it that every time there's
an accident on one of the rides,
the bloody lines triple?!

WORKER #2
Some kinda sado-masochism, I think.

WORKER #1
(incredulous)
Sado what?!

Their VOICES FADING...

WORKER #2
Ain't you read Freud?

WORKER #1
Who?!

213 JOEY

213

Several beats of silence... Composing himself, Joey slowly rises to his feet. Rounding the cartons, he takes a single step towards the funhouse, then freezes in his tracks, as he stares up at the inanimate plaster laughing lady... Somehow she seems to have changed, resembling his mother.

214 JOEY'S POV

214

as he slowly turns around... Just in time to see the elderly shopping bag lady, standing directly behind him, grimacing into his face...

(NOTE: The elderly shopping bag lady is the spitting image of the witch in Joey's Hansel and Gretel book adding to his panic.)

215 JOEY

215

shrieking, takes off, running into the shadows...

We FOLLOW Joey for several beats, until almost colliding with a chain link fence, he begins scrambling up it, to escape the fairgrounds...

BACK TO:

216 INT. THE FUNHOUSE - SECOND LEVEL - ANGLE ON LIZ AND RICHIE

216

in the shadows behind a large plaster rock, doing some heavy making out. Several beats... We TILT UP, GLIDING SLOWLY OVER TO the other side of the rock, TO REVEAL Buzz and Amy doing the same thing...

As Buzz unhitches Amy's bra... O.S., the WOODEN DOOR to the rear entrance of the funhouse, suddenly CREAKS OPEN, ECHOING THROUGHOUT...

217 AMY, LIZ, RICHIE AND BUZZ

217

RICHIE

(rising to his feet,
whispering)

Jesus... What was that?

BUZZ

(whispering)

Get down.

AMY

(buttoning her
blouse)

Buzz?

(CONTINUED)

217 CONTINUED:

217

· BUZZ

Stay down.

Liz and Richie scramble silently behind the rock, joining Buzz and Amy, as we HEAR TWO SETS OF FOOTSTEPS, stumbling along the first level, directly beneath them...

WOMAN (O.S.)

(Bulgarian accent)

Remember, I don't come cheap!

We HEAR a DOOR OPEN, a MATCH STRUCK, a candle lit, as its flickering light, filters up through the cracks and knotholes in the floor beneath the tracks, directly before them...

218 BUZZ'S POV

218

as he peers through a knothole to the floor below...

MADAME ZENA and the Creature from the funhouse, (still in mask and costume,) stand in what appears to be some sort of a storage room...

Surrounded by a sea of junk, a musty mattress lines the center of the floor, as the Creature rummages through a dilapidated dresser, filled with its belongings...

Finding a half filled pint bottle of rum, he offers it to Madame Zena...

MADAME ZENA

(grinning)

You are a smart boy. Just like your father.

219 ANGLE ON AMY, LIZ AND RICHIE

219

as they join Buzz, watching what transpires below...

220 THEIR POV

220

Wiping the bottle carefully, Madame Zena takes a swig, chokes a little, follows it by another...

Next, the Creature takes out a metal cash box... Opening it carefully, so Madame Zena can't see its contents, he brings out two twenty dollar bills...

MADAME ZENA

(grinning)

Not enough!

The Creature replaces the twenties, brings out a fifty...

(CONTINUED)

220 CONTINUED:

220

MADAME ZENA
(continuing; taking
another swig)

More!

221 ANGLE ON RICHIE

221

His wide eyes grow even wider, as the contents of the box are momentarily revealed to him: A two inch packet of hard cash, at least a thousand dollars.

222 CREATURE AND MADAME ZENA

222

The Creature slowly adds a twenty to the fifty in its gloved hand...

MADAME ZENA
(grinning)
Not enough! Nothing in life comes
cheap, my friend.

The Creature replaces the twenty, brings out a second fifty, then closes the box...

MADAME ZENA
(continuing)
You drive a hard bargain...
(grinning)
But, okay.

She examines the fifties momentarily in the candlelight, then stuffs them into her blouse, as the Creature replaces the cash box into the dresser. Covering it with rags, he closes the drawer.

Taking a final swig of rum, Madame Zena sits down on the mattress, then blows out the candle...

What follows, is in confused shadows, more HEARD than seen...

MADAME ZENA
(continuing)
If you want, you can take off the
mask.
(a beat)
No? Alright.
(impatiently)
Come on. Come on. I don't have
all night. Stop standing there
like an idiot. Sit down!

We HEAR him lay down on the mattress beside Madame Zena...

(CONTINUED)

222 CONTINUED:

222

MADAME ZENA
 (continuing)
 No need to be afraid.

A RUFFLING OF CLOTHES, the UNZIPPING of HIS ZIPPER...

MADAME ZENA
 (continuing)
 My, my... I see you are not afraid.
 (mockingly)
 An eager fella, aren't you?

He begins MOANING with pleasure...

MADAME ZENA
 (continuing)
 Easy... Easy... Relax. Just relax.
 There... Doesn't that feel good?
 Uh oh! Too late!
 (a beat)
 These things happen some times.
 Nothing to be ashamed of. Was it
 good? Yes, of course it was good.
 You just relax, while I...

We HEAR HIS ZIPPER RE-ZIP, as Madame Zena strikes a match and the room is once again bathed in candlelight...

223 BUZZ AND AMY, LIZ AND RICHIE

223

continue their vigil, struggling to control their grins, as Madame Zena rises, the Creature clutching on to her hand...

224 MADAME ZENA AND THE CREATURE

224

MADAME ZENA
 You can let go, now.

He rises slowly, towering nearly two feet above her...

MADAME ZENA
 (continuing)
 I said, let go.

He lets go, but continues to stare at her...

Several beats of awkward silence...

MADAME ZENA
 (continuing; grinning
 slyly)
 I know what you are thinking.
 (MORE)

(CONTINUED)

224 CONTINUED:

224

MADAME ZENA (CONT'D)

You want your money back. Forget it. A bargain's a bargain. It's not my fault, if you can't control yourself.

He reaches his hand towards her bosom... She pushes it away...

MADAME ZENA

(continuing)

Don't touch me!

He reaches for her again... She smacks his hand away, angrily.

MADAME ZENA

(continuing)

Don't touch me, or I tell your father!

He reaches a third time, grabbing at her blouse... Her bra rips, exposing her breasts momentarily, as the two fifty dollar bills flutter to the ground...

MADAME ZENA

(continuing; covering herself, eyes ablaze)

Did you actually think, I would let you do it to me, you freak?! Be thankful for small favors! Leave me alone...

(grimacing)

Or, I put a curse on you and your lot!

Without making a sound, he suddenly grabs her by the throat, raising her a full twelve inches off the ground.

She struggles for several beats... Until we HEAR HER NECK SNAP! Her inanimate body is hurled against the wall.

225 ANOTHER ANGLE

225

Buzz, Amy, Liz and Richie, look on in terror, as her body is dragged across the floor, covered with a blanket.

Collecting his money, snuffing out the candle, the Masked Figure hobbles out the door...

We HEAR his FOOTSTEPS, stumbling along the first level... Then, the CREAKING of HINGES, as the REAR DOOR to the funhouse, SLAMS SHUT, with a LOUD, ECHOING, BANG.

226 ANGLE ON BUZZ, AMY, LIZ & RICHIE

226

struggling to remain calm, as they HEAR the FOOTSTEPS
TRAIL OFF into the distance...

AMY
(whispering)
Buzz?

LIZ
(whispering)
What do we do now?

BUZZ
Let's just... get the hell out of
here.

227 VARIOUS ANGLES

227

We FOLLOW them, VARIOUS ANGLES, as they make their way
through the dimly lit, winding caverns of the funhouse...

228 ANOTHER AREA

228

As they approach a particularly gruesome figure sport-
ing a meat cleaver...

229 RICHIE AND LIZ

229

RICHIE
(pointing to Figure,
grinning)
Whipmyer, the gym teacher!

LIZ
(annoyed)
Not now, Richie! Not now.

CUT TO:

230 EXT. THE PERIMETER OF THE FAIRGROUNDS - ANGLE ON JOEY 230
- NIGHT

walking slowly, cautiously, along the outside length of
fence, eyes down, searching the ground before him...

231 JOEY

231

Raising his head, he lights with recognition, as we
WIDEN TO REVEAL Buzz's vintage G.T.O. parked fifty
yards ahead in a clearing...

An animated Joey, running all the way to the car...

232 CLEARING

232

Arriving at Buzz's car, Joey finds the doors locked...

JOEY
(to self)

Damn!

Glancing nervously in the direction he came from...
A beat... Heading towards the fence, he continues walking...

CUT TO:

233 INT. THE FUNHOUSE - ANGLE ON BUZZ, AMY, LIZ & RICHIE 233
- NIGHT

as they arrive at the rear exit.

Buzz carefully opens the door a crack, then quickly closes it, as we SEE TWO CARNIE OPERATORS approaching...

BUZZ
Shhhh...

We HEAR their O.S. CONVERSATION GROW LOUDER, as they reminisce about the evening's exploits...

CARNIE #1 (O.S.)
So Pete says, 'it'll cost you a hundred to find out.' The mooch says, 'why not make it two hundred?' Pete looks at him a bit, then smiles. 'I can see you've played this game before, Sir. So, I tell you what I'm gonna do...'

234 ANGLE ON LIZ AND RICHIE 234

as Richie, armed with Bic lighter, heads towards the adjacent storage room...

LIZ
(to Richie)
Where you going?

RICHIE
I just want to make sure she's dead.

He disappears into the room for several beats... Then, re-emerges...

RICHIE
(continuing; to Liz)
She's dead.

235 ANGLE ON BUZZ AND AMY

235

still listening at door, rejoined by Liz and Richie...

CARNIE #2 (O.S.)
He drops the bundle?

CARNIE #1 (O.S.)
Of course, he drops the bundle!
The mooch turns out to be a cop!

Their LAUGHING VOICES FADE into the distance...

A beat...

BUZZ
(whispering)
You guys ready? Now quietly...

The door opens an inch, then stops abruptly, as something holds it firmly in place...

BUZZ
(continuing)
Shit!

AMY
What's wrong?

BUZZ
(jiggling door)
It's locked.

RICHIE
(confused)
But, you just...

BUZZ
Must be a hasp or something.

LIZ
Can't you force it?

BUZZ
Not without waking the dead.

RICHIE
There's got to be a front entrance.

236 MOVING SHOT

236

They quickly begin retracing their steps through the cavern...

CUT TO:

237 EXT. PERIMETER OF THE FAIRGROUNDS - ANGLE ON JOEY 237

as he finishes climbing down a fence, dropping to the ground, inside the fairgrounds...

Fifty yards before him lies a network of tents and trailers, which serve as living quarters for the carnie workers and performers...

238 WE FOLLOW JOEY 238

as he begins a bizarre Kafkaesque journey, winding his way through the area...

Passing a smoke-filled, electric light illuminated tent, he peers through a slit, to see FIVE CARNIE OPERATORS playing poker on a card table, littered with overflowing ashtrays, bottles of beer. NICK, the cat rack operator, finishes a story...

NICK

(animated)

So he's just lyin' there exhausted, tryin' to catch his breath... He finally says, 'Baby... you're the greatest! What's your name?'

(half a beat)

He sees two big eyes flutterin' at him in the dark. Then he hears...
'MOOOOOOOOOOO... MOOOOOOOOOOOOO...'

A cacophony of bawdy LAUGHTER ECHOING throughout...

239 JOEY 239

ducking behind a trailer as TWO WORKERS approach...

WORKER #3

So he says, 'I'll blow your fuckin' head off, if you don't hand it over!'

VOICE FADES.

240 JOEY'S POV 240

as rounding the trailer, he nearly surprises two lovers standing in the shadows... The lovers turn out to be a normal sized woman, moaning loudly, writhing with pleasure, as she holds a three foot tall male midget up against her...

241 OTHER SIDE OF TRAILER 241

Ducking beneath an adjacent trailer, Joey comes out on the other side, where TWO CHUCKLING BLACK MEN are busy guzzling booze... The glow of their cigarettes illuminate their grinning white teeth as they spy Joey...

(CONTINUED)

241 CONTINUED:

241

BLACK MAN #2

(to Joey)

What's happenin', my little man?!

Joey, running, disappears into the shadows, as they break into loud laughter...

BACK TO:

242 INT. MAIN ENTRANCE TO THE FUNHOUSE - NIGHT

242

lined with empty gondolas, its mouth sealed off with heavy plywood, as Buzz, Amy, Liz and Richie approach...

LIZ

Terrific... What do we do now?

BUZZ

Go back upstairs and wait until morning.

RICHIE

Are you crazy?

BUZZ

You got any better ideas?

RICHIE

There's got to be other doors.

AMY

(nervously)

There are no other doors.

LIZ

How the hell do you know?

AMY

I just know.

(shuddering)

We're trapped in here.

BUZZ

Jesus... Don't fall apart on me now!
We're gonna go upstairs like we planned and wait until morning.
When the first set of cars come through, we're gonna get on them and leave.

(taking Amy's hand)

Now, come on.

243 ANGLE ON RICHIE

243

as he hesitates for a beat...

BUZZ

What is it?

RICHIE

Nothing.

They begin walking, disappearing into the darkness of the cavern...

DISSOLVE TO:

244 INT. THE FUNHOUSE - ANGLE ON BUZZ AND AMY, LIZ AND RICHIE

244

huddled together, dozing, having resumed their hiding place on the second level, above the storage room...

LIZ

(whispering to Richie)

What time is it?

RICHIE

(whispering)

Five minutes after what it was when you asked me five minutes ago.

(flicking his lighter on, he glances at his watch)

Three twenty-one.

LIZ

Don't be such a wise ass. This wasn't exactly one of your better ideas.

RICHIE

You won't feel that way about it, when we get out of here in the morning.

LIZ

If we get out of here.

245 INCLUDE AMY AND BUZZ

245

Liz points to Amy, who is sound asleep in Buzz's arms...

LIZ

They make a cute couple, don't they?

(CONTINUED)

245 CONTINUED:

245

SOUND OVER --

as we HEAR FOOTSTEPS OUTSIDE, SHUFFLING towards the rear entrance of the funhouse...

Richie nudges Buzz and Amy with his foot, waking them, as we HEAR O.S., the familiar COCKNEY ACCENT of the FUNHOUSE BARKER...

FUNHOUSE BARKER (O.S.)

(slurring his words,
obviously drunk)

Stop your infernal belly aching!
Dragging me away from my friends
in the middle of the night! Have
you no respect? No, of course you
don't!

We HEAR the WOODEN DOOR CREAK OPEN, TWO SETS OF FOOTSTEPS STUMBLING along the first level towards the storage room...

FUNHOUSE BARKER (O.S.)

Hold on, while I get my light!

The door to the storage room opens...

246 BUZZ, AMY, LIZ AND RICHIE'S POV THROUGH FLOOR

246

as the beacon from a flashlight, slowly sweeps the room, focusing on the inanimate form beneath the blanket...

FUNHOUSE BARKER (O.S.)

She looks dead alright. Go and
light a candle.

We SEE the dimly lit figure of the Creature, (still in mask and costume) hobble across the room, as the Fun-house Barker staggers to the blanket, kneeling beside it...

The room is bathed in candlelight. The Barker extinguishes his flashlight, as the Creature stoops beside him, imitating his posture...

FUNHOUSE BARKER

(continuing)

Well, let's get it over with. Let's
see what you've done now.

247 ANOTHER ANGLE

247

He pulls back the blanket, to reveal Madame Zena's twisted, death blue face...

(CONTINUED)

247 CONTINUED:

247

FUNHOUSE BARKER
(incredulous, angry)
Sweet Jesus! You didn't tell me
it was Zena, the bloody fortune
teller! Now, you've gone and done
it! You've killed one of the
family!

248 ANGLE ON THE CREATURE

248

cowering in fear...

FUNHOUSE BARKER
I ddidn't care when you did your
dirty business with the locals...
But, now you've gone too far!
This is the last time I'll cover
for you! Do you understand? I
should have rung your ugly neck
when you were born, and been done
with it!

From behind the mask, we HEAR a DEEP, INHUMAN VOICE,
MOAN with pain...

CREATURE
Fa-th-er!

FUNHOUSE BARKER
(smacking him with
the back of his
hand)
Don't call me that! I can't stand
the sound of your filthy voice!

The Creature retreats in terror, sobbing...

FUNHOUSE BARKER
(continuing)
Now let me think! I have to think,
damn it. Think!
(a beat)
We'll pretend it was an accident.
Better yet, we'll dump her somewhere,
and blame it on the locals. Stop
your crying! It's alright.
(grinning)
I said, it's alright! We'll blame
it on the bloody locals!

The Creature snuffles a few times, then slowly advances,
displaying two fifty dollar bills, as the Barker re-
covers Zena's body...

(CONTINUED)

FUNHOUSE BARKER

What's that? Give it to me.

(taking the money)

You paid a hundred? I could have gotten you one of the tent girls for fifteen.

(patting the Creature on the back, then grinning)

But then again... You never did understand the value of a dollar!

Rising, he crosses to the dresser, opening a drawer...

FUNHOUSE BARKER

(continuing)

A hundred bucks for Madame Zena...
With an ugly face like hers.

His grin quickly fades, changing to confusion, as he opens the cash box...

FUNHOUSE BARKER

(continuing)

Alright... Where is it?

The Creature cocks his head stupidly for a beat...

FUNHOUSE BARKER

(continuing)

What did you do with the rest of it? I said, what did you do with the rest of the money, you bloody imbecile?!

The Creature hobbles to the dresser... Picking up the empty cash box, he turns it upside down, shaking it in confusion...

249 ANGLE ON BUZZ, AMY, LIZ AND RICHIE

249

as they continue to watch from above...

FUNHOUSE BARKER

Maybe, this will help you to remember!

He smacks the Creature hard in the face.

250 CREATURE

250

The mask rips away to reveal a grossly deformed, hideous face. Like the fetus in the glass jar in the "Animal Freak Show," a genetic accident, an anomaly. Only in this case, it is a living, breathing monstrosity, resembling a troll...

251 CREATURE'S FACE

251

Twisted mouth grimacing, the Creature's large red, animal eyes, blaze angrily INTO the CAMERA...

252 CLOSE ON BUZZ, AMY, LIZ AND RICHIE

252

as Liz and Amy fight to swallow their screams, Richie's cylindrical lighter slips from his hand... Rolling along the floor, it hits a knothole, then falls through to the room below...

FUNHOUSE BARKER

Sweet Jesus! What's that?! Who's there?!

253 ANGLE ON CEILING

253

His flashlight quickly sweeps the ceiling... Its beam illuminating moving patches of light and shadow, as we HEAR a SCATTERING of FOOTSTEPS...

Several beats, punctuated by the Creature sniffing the air loudly with his flattened nose, searching for scents...

FUNHOUSE BARKER

You can smell 'em, can't you?
(grinning)
Looks like we got company.

Bending over, he picks up the lighter...

FUNHOUSE BARKER

(continuing; aloud)
You up there! Come down! I wish
to have a few words with you!
(a beat)
There's nothing to be afraid of.
I just want to talk with you. I
want to give you your lighter back.

254 ANGLE ON BUZZ, AMY, LIZ AND RICHIE

254

huddling in silence, behind a large plaster rock, eyes riveted to the lighted cracks in the floor, above the storage room...

(CONTINUED)

FUNHOUSE BARKER

What are you doing up there?
You're trespassing on private
property!

Several beats of silence...

FUNHOUSE BARKER

(continuing)

You can't stay up there forever!
You're going to have to come down,
sooner or later!

Buzz, nodding his head "no," to Liz and Amy, who begin
wavering, half pleading with their panicked eyes...

FUNHOUSE BARKER

(continuing)

I promise he won't hurt you!
Actually, he's really quite
harmless!

(grinning, whispering
to self)

Once he's been fed.

(aloud)

Alright!

(testing lighter,
he puts it in
his pocket)

Finders keepers, losers weepers...
Have it your own way!

The storage room suddenly darkens, as its candle is
blown out...

FUNHOUSE BARKER (O.S.)

(to Creature)

Take off those stupid gloves.
We got work to do...

We HEAR their FOOTSTEPS shuffling along the first level,
trailing off into the distance...

A beat...

BUZZ

(to Richie)

You took the money, didn't you?

(CONTINUED)

254 CONTINUED: (2)

254

RICHIE

What if I did? I thought we were getting out.

BUZZ

You stupid shit! You're gonna get us all killed. Let me see it.

255 ANOTHER ANGLE

255

Richie removes a thick packet of rubberband bound money from his pocket, shows it to Buzz...

BUZZ

Stupid shit!

RICHIE

I thought we were getting out.
You had the goddamn door open!
I was gonna split it.

AMY

(shuddering)

Did... you see those eyes?

LIZ

Maybe, if we gave the money back...

BUZZ

It's too late for that now.

LIZ

So what do we do?

BUZZ

We wait for them to make their first move.

As though on cue, we suddenly HEAR the PULSING of WHIRRING MACHINERY, coming from below, ECHOING THROUGH-OUT...

RICHIE

I think they just made it.

As the SOUND of the MACHINER GROWS LOUDER and LOUDER, we PAN the surroundings ominously, as the girls begin to panic...

256 ANGLE ON BUZZ

256

In an instant, he has his switch blade out and opened, as he whirls around, nervously eyeing the ceiling...

RICHIE

They're just trying to spook us!

BUZZ

The shit they are! I just heard something move up there!

RICHIE

Where?

BUZZ

(pointing fifteen
feet before them)

Over there.

LIZ

So did I!

257 ANOTHER ANGLE

257

As they scan the ceiling with their eyes, Buzz runs to the inanimate, axe wielding, mechanical pirate, complete with patch over one of its eyes...

Ripping the axe out of the grinning figure's hand, he quickly tests the weapon against a rock, spraying chunks of plaster into the air...

He heads for a second figure. A green-faced ghoul, with long kitchen knife...

258 ANGLE

258

as Buzz approaches the figure, we HEAR a loud CLANGING from below, as a set of GEARS SHIFT... The mechanical ghoul suddenly animates, lunging at Buzz with its knife...

259 LIZ AND AMY

259

screaming, as all the figures in the cavern, spring to life, going through their programmed motions...

BUZZ

Hold still, you bastard!

He wrestles the knife from the ghoul's hand, then quickly returns to a frantic Liz, Amy, and Richie...

(CONTINUED)

BUZZ

(handing knife
to Richie)

Take it.

RICHIE

I don't want it. I just want to
get the hell out of here!

BUZZ

Take it, god damn it! Now, listen
to me!

(a beat)

All of you!

Controlling their panic as best they can, they focus
their attention on Buzz...

BUZZ

(continuing)

Get this through your heads! We've
witnessed a murder. They're going
to have to try to kill us.

(pause)

I don't know what that thing is.
But, I do know, that we'll be a
hell of a lot safer, if we remain
calm, stay together, and wait for
them to come to us. They could be
anywhere out there. Anywhere...
In a few hours it'll be morning.
The park will be opening. There'll
be people. Until that time, we
stay together. We keep our eyes
open, and we don't panic. Understood?

Liz and Amy, nodding in agreement, as Richie grasps the
hilt of the kitchen knife tightly in his hand...

BUZZ

(continuing)

Good.

suddenly stop their motion, as the dull THROB of
MACHINERY CONTINUES from below...

We begin PULLING BACK, winding to a LONG SHOT, as Buzz,
Amy, Liz and Richie's eyes, nervously scan the cavern's
walls...

(CONTINUED)

260 CONTINUED:

260

Still farther, to REVEAL the silhouette of the Creature, peering at them silently from the shadows... He blinks his glowing eyes several times, sniffs the air for scents, then slowly retreats to darkness...

CUT TO:

261 EXT. DIMLY LIT END OF MIDWAY - NIGHT

261

ANGLE ON a male midget hurrying towards us from the exhibition area, struggling beneath his burden... a large formaldehyde filled bottle with some sort of a specimen floating inside it...

Nearing us, the specimen turns out to be the human fetus "creature" from the animal freak show...

We PULL BACK to REVEAL Joey, watching from the shadows separating the now-closed concession booths... as the midgets scurry past him, unaware, disappearing down the midway...

A beat... Joey enters the midway, begins heading toward the dimly lit exhibition area...

262 EXT. EXHIBITION AREA - ANGLE ON JOEY

262

as he slowly nears the inanimate, ominous looking funhouse...

263 CROSS CUT

263

several times as he cautiously begins circling it, around toward the back, purposely avoiding the gaze of the...

264 INANIMATE PLASTER WOMAN'S FACE

264

CUT TO:

265 ANOTHER ANGLE

265

as he stops before a large rotting hole in the rear wall, nearly two feet across...

266 JOEY'S POV

266

as he approaches the hole cautiously... He cocks his head in confusion, as we HEAR O.S., SNIFFING SOUND coming from within...

The SNIFFING STOPS. A beat... Joey carefully sticks his head into the hole, peering into the darkness...

(CONTINUED)

266 CONTINUED:

266

A beat... an eternity, He withdraws his head...

Half a beat... Roaring loudly, the crazed creature from the funhouse thrusts its head and a single claw through the opening, lunging at Joey...

267 JOEY

267

having seen the devil, screaming, he runs for dear life...

268 ANOTHER ANGLE

268

We FOLLOW HIM in the shadows for several beats... until he runs head first into a simpering drunken carney type, knocking the man down. Dazed drunk groping up at him, Joey takes off screaming in the opposite direction...

269 ANOTHER ANGLE

269

Several beats... the elderly shopping bag lady, (looking more like the witch than ever) pops up grimacing, directly into Joey's path...

Changing his course again, a frantic Joey races toward the midway...

270 JOEY'S POV

270

as he collides with an ANONYMOUS MALE FIGURE, filmed from below the neck, who locking both arms around him, quickly stops him in his tracks...

ANONYMOUS MALE FIGURE

(shouting)

Gotcha!

BACK TO:

271 INT. SECOND LEVEL OF THE FUNHOUSE - ANGLE ON BUZZ, AMY, LIZ AND RICHIE - NIGHT

271

huddled together, sitting back to back, near the center of the floor, maintaining their vigil, to the DULL THROB of pulsing MACHINERY...

Before them, a small arsenal of weapons, mostly knives and daggers, collected from various mechanical figures...

RICHIE

(visibly shaken)

I can't take much more of this.

(MORE)

(CONTINUED)

RICHIE (CONT'D)

(a beat, measured)

When I was a kid, I once tried to spook my older brother, by hiding in his bedroom closet. While I was in there, waiting to jump out at him, a terrible thought came into my head.

(pause)

What if he knew I was in there?
What if he knew, and was standing just outside the closet, waiting to spring out at me?

LIZ

What happened?

BUZZ

(grinning)

He locked you in, didn't he?

RICHIE

No.

(a beat)

I waited in that closet for three hours, until my parents finally came home and got me out. I was too scared even to touch the door knob. I just waited there in the darkness, sweating, listening to the pounding on my heart.

(pause)

Waited there, like a trapped rat waits, for the cat to come and finally end its misery.

(shuddering)

I feel that way now.

LIZ

(taking Richie's
hand)

We'll be all right.

RICHIE

Sure we will.

272 ANOTHER ANGLE

272

a LOUD CLANGING from below, as GEARS SHIFT and the mechanical figures resume going through their motions...

273 BUZZ, AMY, LIZ AND RICHIE

273

rise to their feet, quickly scanning the walls...

LIZ

They're doing it again!

274 CLOSE ON AMY

274

screaming loudly, as without warning, a trap door in the floor a foot before her, suddenly opens, to reveal a human skeleton, rising out of the darkness, peering up at her...

Half a beat... before Buzz is upon it, with his axe, shattering the skull into a thousand pieces...

275 RICHIE

275

panicing as the trap door slams shut, he begins running...

LIZ
(screaming)
Richie, no!

She takes off after him...

BUZZ
Come back, god damn it!

Grabbing Amy's hand, he quickly follows, as Richie, pursued by Liz, heads toward the lower level...

Liz suddenly freezes in her tracks, as a noose, dropping down from the ceiling, snags Richie around the neck, and hoists him, screaming, upwards...

LIZ
Nooooooooooooo!

276 RICHIE'S FEET

276

dance for several beats, an eternity, then finally go limp, as the packet of stolen money falls to the floor. His body quickly follows it with a dull thud...

277 EXTREME CLOSEUP ON RICHIE'S FACE - SLOW MOTION

277

striking the ground, eyeglasses flying... (NOTE: This duplicates Scene 117.)

278 ANGLE ON THE CREATURE

278

emerging from a large hole in the ceiling, dropping down beside him...

Gathering the money and eyeglasses in its claws, the Creature growls definantly at an incredulous Liz, Amy and Buzz, then slowly disappears down the cavern, dragging Richie's body, by the rope, behind it...

279 CLOSE ON LIZ

279

dazed, mumbling incoherently to herself...

LIZ
Richie? Richie, come back...
Richie?

She begins walking, following the trail of his body...

A beat... suddenly grabbed from behind, she screams,
whirling around to see Buzz...

LIZ
It has Richie! It's my fault!

BUZZ
It's not your fault. He panicked.
He ran.

LIZ
My fault... We have to save him!
She tries to follow... Buzz grabs her by the shoulders.

BUZZ
Richie's dead!

LIZ
No! We have to...

BUZZ
He's dead! I heard his neck snap!

LIZ
(screaming
hysterically)
Nooooooooooooo!

Buzz smacks her in the face, then quickly hugs her, as
she begins sobbing...

LIZ
(continuing)
I... I want to go home.

BUZZ
We're going home, Liz. We're
going home now.

280 LIZ AND BUZZ

280

Buzz slowly leads her back to Amy...

BUZZ
(to Amy)
You all right?

(CONTINUED)

280 CONTINUED:

280

Amy, nodding...

BUZZ
(continuing)
Take care of her.

LIZ
Richie's dead.

AMY
(holding her)
I know, baby...

We FOLLOW THEM, as they return to the center of the cavern...

281 BUZZ

281

stooping angrily to the floor, where their arsenal of weapons once was...

BUZZ
Terrific!

He picks up a small dagger, left behind, near the entrance to the sealed trap door... Rising, he hands the dagger to Liz.

BUZZ
(continuing)
Take it.

She does, as he swings the axe, hefting it angrily in his hand...

BUZZ
(continuing)
We stay together, understand? We
stay together!
(to Amy)
You watch the ceiling.
(to Liz)
You watch the floor. If you
see or hear anything. Anything!
You scream out. Okay?

Liz and Amy, nodding...

BUZZ
Okay.

282 LIZ AND AMY

282

walking towards higher ground, then disappearing behind a bend in the cavern...

CUT TO:

283 INT. HARPER HOUSE - JOEY HARPER'S BEDROOM - ANGLE ON WINDOW 283

its telescope overlooking the fairgrounds on hillside... We WIDEN, SLOWLY TRACKING his smashed piggy bank, his torn Grimm's Fairy Tales with its picture of the witch glaring menacingly at Hansel and Gretel, his mouse wandering aimlessly through its maze, and finally his bed, stuffed with pillow and clothes to make it look like him in bed...

O.S. we HEAR the SOUND of a TELEPHONE RINGING somewhere in the house. On the SECOND RING, we...

CUT BACK TO:

284 INT. FUNHOUSE - SECOND LEVEL - ANGLE ON BUZZ, AMY AND LIZ 284

Having reached the highest point of the cavern, they begin their slow descent... Winding cautiously through dimly lit passages, as a new set of inanimate mechanical figures peer at them, watching their progress.

285 AMY, LIZ AND BUZZ 285

as the dull THROB of MACHINERY from below, CONTINUES to ECHO throughout...

AMY

Do you think she knew?

BUZZ

Who?

AMY

Madame Zena. She said I was going to meet a tall dark stranger who would change my life.

BUZZ

A lot of good it did her. I thought she was talking about me.

AMY

So did I.

BUZZ

(to Liz)

You all right?

LIZ

(nodding)

He said you made a cute couple...
He was going to split the money.
He told me...

A LOUD CLANGING from below, as a set of GEARS SHIFT...

286 MECHANICAL FIGURES

286

once again, springing to life, going through their threatening, programmed motions...

BUZZ

Easy! They're just made out of plaster.

287 AMY, BUZZ AND LIZ

287

several beats... as they slowly continue down the center of the track, carefully avoiding the groping mechanical hands...

288 CLOSE ON AMY AND LIZ

288

screaming loudly, as a mechanical bat on wires, suddenly swoops down from overhead, missing them by inches...

BUZZ

Easy!

289 METAL CONVEYER CHAIN

289

another SHIFTING of GEARS... The metal conveyer chain in the center of the track begins moving, creaking loudly...

BUZZ

(pointing to chain)

Watch it!

They quickly side step the chain, crossing to the right, continue walking... several beats...

290 AMY, LIZ AND BUZZ

290

AMY

(stopping)

I hear something!

At first it SOUNDS like THUNDER, then after awhile, we can DISCERN a RUMBLING of METAL WHEELS... Growing LOUDER and LOUDER, as a dark discernable form begins approaching...

291 FORM

291

turns out to be an empty gondola, moving erratically along the track before them...

BUZZ

Get back... Get back!

(CONTINUED)

291 CONTINUED:

291

Amy and Liz retreat to the shadows between mechanical figures, carefully avoiding their thrusting hands...

Buzz readies himself atop a plaster rock, axe in hand...

CUT TO:

292 INT. CARNIVAL MANAGER'S DINGY TRAILER - ANGLE ON
FRIGHTENED, PALE, STILL SHAKING JOEY

292

standing beside his parents, as a slightly diabolical looking, middle-aged MANAGER speaks...

MANAGER

You shoulda seen what I had to go through to get your number from him. Think he's runnin' some kinda fever. Won't talk or nuthin'.

MRS. HARPER

(feeling Joey's
head, unnervingly
saccharine)

The poor baby... We'll get him straight home to bed.

MANAGER

(crossing to door)

Here... I'll see ya out.

BACK TO:

293 INT. FUNHOUSE - SECOND LEVEL - ANGLE ON BUZZ WITH
AXE - NIGHT

293

as the gondola comes into FULL VIEW, we SEE something, hunched over in the rear seat, hiding...

Twelve feet away... ten... six...

Buzz raising his axe...

Five feet... three... one...

AMY

(screaming)

Kill it!

294 BUZZ'S AXE

294

comes crashing down on the figure, crunching loudly, as it imbeds deeply into flesh...

Raising the axe, Richie's head suddenly appears, still adhering to the blade, spurting thick gobs of blood!

- 295 CLOSE ON LIZ 295
screaming hysterically, as Buzz tries in vain to free the axe...
- 296 LIZ 296
a beat... she begins running, chasing after the moving gondola, then suddenly disappears FROM OUR VIEW, as a trap door opens, and she falls through open space, landing with a loud thud...
- 297 BUZZ AND AMY 297
frantically pounding on the trap door...
- AMY
(shouting)
Liz! Liz!
- CUT TO:
- 298 EXT. EXHIBITION AREA - ANGLE ON THE MANAGER, MR. AND MRS. HARPER AND JOEY 298
walking along the dimly lit grounds...
- MR. HARPER
(to Manager)
His sister had a date here tonight.
He wanted to go along. Sorry to
have caused you all this trouble...
- MANAGER
No trouble. I was young myself
once...
- 299 EXTREME CLOSEUP - JOEY 299
as glancing up, he suddenly freezes with total fear in his tracks...
- 300 JOEY'S POV 300
of the inanimate funhouse and plaster laughing lady towering ominously above him, some twenty yards away...
- BACK TO:
- 301 INT. FUNHOUSE - ANGLE ON BUZZ AND AMY - NIGHT 301
at trap door. Finding their efforts futile, they take off down the cavern...
- BACK TO:

302 EXT. EXHIBITION AREA - ANGLE ON MANAGER, MR. AND MRS. HARPER AND JOEY 302

MR. HARPER
What is it, Joey?

Joey, pointing to the funhouse, struggling to mouth the words...

MRS. HARPER
What's wrong, darlin'?
(grinning)
You can tell Mamma.

303 JOEY'S POV 303

of his mother as we SUPERIMPOSE the image of the witch from Hansel and Gretel and the old shopping bag lady over her smiling face for a quarter of a beat...

304 JOEY 304

petrified, goes silent...

MRS. HARPER
Looks like the cat's got his tongue...

To our extreme horror, they continue walking, leaving the funhouse behind...

MRS. HARPER
(continuing; voice
fading in the distance,
sneering)
I know one little boy who ain't
gonna run away from home again!

305 EXTREME CLOSEUP - FUNHOUSE 305

its inanimate, grotesquely painted, plaster woman's face...

FADE OUT.

FADE IN:

306 INT. THE FUNHOUSE - FIRST LEVEL - CLOSE ON LIZ - NIGHT 306

stretched out on the floor, regaining consciousness, trying to shake the "cobwebs" from her head...

307 LIZ 307

sitting up, she gasps inwardly, as she sees a pair of pale glowing eyes, peering at her from the shadows...

(CONTINUED)

307 CONTINUED:

307

Shuddering, she struggles to remain perfectly still, as the eyes slowly hover towards her, finally revealing the Creature...

He stares at her silently for several beats, sniffing the air for scents...

LIZ

What... What do you want? Don't... hurt me.

He continues staring at her, cocking his oversized head with curiosity...

LIZ

(continuing)

I swear, I'd never tell. If you just let me go.

308 ANOTHER ANGLE

308

Moving backwards several inches, Liz's hand comes in contact with the dagger, given to her by Buzz... She grasps it tightly behind her back, as the Creature moves very close to her...

LIZ

Listen... I know you like girls. I... I could be nice to you. I wouldn't cheat you, the way she did. I could make you feel good.

The Creature blinks its glowing eyes several times, then slowly extends his large, rodent-like claws to Liz's face, stroking it softly, with the back of its hairy hand...

LIZ

(continuing;
shuddering)

No one... need ever know.

The Creature's claws lower slowly to her neck, then gently touch her breasts...

309 LIZ

309

cringing with fear, tightening her grasp on the dagger held behind her back...

As though taking a cue from Liz's discomfort, the Creature withdraws its hand...

(CONTINUED)

309 CONTINUED:

309

Moving closer, he sniffs the air...

LIZ
It's just that... I like to be
hugged. Gently.

310 CREATURE

310

begins breathing heavily... eyes widening, he gently places an arm about Liz's shoulder, then slowly draws her to him in an embrace...

311 LIZ

311

readying the dagger, raises it, suddenly plunging it deep into the Creature's back...

Howling with inhuman pain, the Creature pushes Liz away... scowling at her with betrayal, eyes blazing, he slaps her across the face...

312 NAILS

312

razor sharp, ripping into her flesh, spurting blood...

313 CREATURE AND LIZ

313

Slapping her a second time, Liz falls... her head, cracking loudly against a rock...

CUT TO:

314 INT. FUNHOUSE - ANGLE ON BUZZ AND AMY

314

winding their way quickly through the first level, dodging mechanical figures at every bend...

315 BUZZ AND AMY

315

BUZZ
Liz?

AMY
(frantic)
Liz... Where are you?!

BUZZ
It's no good!

316 ANOTHER ANGLE

316

reversing their steps, they continue running...

317 INT. FUNHOUSE - ANGLE ON CREATURE

317

still howling... rubbing its bloodied back against the walls of the cavern, like a maddened bear, it finally manages to dislodge the dagger...

(CONTINUED)

317 CONTINUED: 317
Hobbling over to Liz's inanimate body, it cocks its head, sniffing the air, then slowly extends a razor sharp claw to her sweater...

318 CREATURE 318
Like a surgeon with a scalpel, about to perform a delicate operation, he begins ripping through the material...

CUT TO:

319 INT. FUNHOUSE - ANGLE ON BUZZ AND AMY 319
slowing down, as they reach the main entrance to the funhouse lined with empty gondolas...

320 MECHANICAL FIGURES 320
eerie, peering at them from either side, then suddenly cease their motion, as we HEAR a SHIFTING OF GEARS...

321 BRIGHT LIGHT 321
comes on, revealing the grinning barker, standing between two mechanical figures, training a low calibre pistol on Buzz and Amy...

BARKER
I've been expecting you!
(pointing to Buzz's
switch blade)
You can drop that.

322 BUZZ 322
dropping his switch blade...

AMY
(nearly hysterical)
Why are you doing this?

BARKER
(grinning)
I'm merely protecting my family.

AMY
(incredulous)
Your family?! How could that...
that, thing! Be your family?! It
isn't even human. It's a monster!

BAKER
(grimacing)
God works in mysterious ways.

AMY
It kills! It murders!

(CONTINUED)

322 CONTINUED:

322

BARKER

He isn't really a bad boy. He simply has a knack for getting into trouble. Anyway... Blood is thicker than water. I'm sure he'll be a comfort to me, in my old age.

(pause)

Now... If you're done with your chattering, I'd like to ask you a question. How many people know you're here?

323 BARKER

323

studying her eyes.

AMY

(nervously)

Lots... All our friends.

BARKER

(grinning)

You're lying.

AMY

I'm not. They all know! Don't they, Buzz?

324 ANOTHER ANGLE

324

BUZZ

(nervously eyeing the surroundings)

Yeah... all of 'em.

BARKER

No matter. We'll be leaving tomorrow anyway. There are plenty of carnivals... Plenty more county fairs.

BUZZ

What did you do with the other girl?

BARKER

(glancing at his watch)

I imagine by now, he's finishing up with her. We'll wait for him to return.

A RUMBLING in the distance, as we HEAR the METAL WHEELS of a gondola approaching...

BUZZ

And then?

325 BARKER

325

inching toward his switch blade...

BARKER

(grinning)

I wouldn't try it, if I were you.

(pointing gun at Buzz)

I'm a dead shot.

(CONTINUED)

325 CONTINUED:

325

BUZZ

I'm sure you are.

326 GONDOLA

326

We SEE the gondola rounding the final bend, as it comes INTO total VIEW...

In the back seat, Richie's body, axe still embedded in his head...

BARKER

(grinning)

My, my... That's a gruesome sight.

As the gondola comes between them, Buzz ducks behind it for cover...

327 BARKER

327

FIRES once harmlessly into the gondola, as Buzz leaps out at him from the opposite side, knocking the gun from his hand...

They struggle for several beats with Buzz's switch blade, as Amy looks on helplessly with horror...

The Barker, who has uncanny strength and agility for a man his age and size, connects, hitting Buzz in the jaw, knocking him down...

BARKER

(catching his breath,
grinning)

Is that any way to be treating an elder?

(he kicks the switch
blade away)

Get up, and fight like a man!

Buzz comes at him again, throwing his best right... The Barker side-steps him, catching him on the back of the head, sending Buzz down again...

BARKER

(continuing; grinning)

Bloody punk!

As he stoops to pick up his gun, Buzz kicks him in the face, then springs at him, grabs him around the shoulders, pinning his arms...

BARKER

Let go of my arms you bloody
punk! I'll show you how to
fight!

(a beat)

I said, let go of my arms!

(CONTINUED)

327 CONTINUED:

327

Buzz holds on tight, whirling him to the side, then thrusts him up against one of the mechanical figures.

328 THE BARKER

328

screams in agony for an instant... His head slumps to the side, as blood gushes from his mouth.

329 BUZZ

329

recoiling in pain, steps backwards to reveal the sharpened blade of a broadsword protruding several inches out of the Barker's gut, having sliced a piece out of his own shirt as well.

AMY

You all right?!

BUZZ

(wiping the blood
away from his
stomach)

Just a scratch.

He picks the Barker's gun up from the floor, then crosses to his body.

.. BUZZ

(continuing)

He's got to have a set of keys
on him.

He begins going through his pockets...

330 AMY

330

screaming... as the Creature suddenly drops down from a large hole in the ceiling.

BUZZ

(training gun on
Creature, to Amy)

Run! Get the hell out of here!

She begins running, disappearing from OUR VIEW, as the Creature challenges Buzz with its brightly blazing eyes.

CUT TO:

331 ANGLE ON AMY

331

running through the winding cavern, as we HEAR the following:

(CONTINUED)

331 CONTINUED:

331

BUZZ (O.S.)
 What are you waiting for, you
 ugly bastard?! Come and get
 me!

A beat...

Three GUNSHOTS RING OUT, ECHOING throughout the fun-house, causing Amy to stop dead in her tracks.

Holding her breath, she waits, listening to the unbearable silence...

332 INANIMATE MECHANICAL FIGURES

332

peer at her ominously from either side.

Several beats...

333 ANGLE

333

We HEAR a LOUD, CLANGING SOUND as a set of gears shift. The figures suddenly begin moving, goint through their frightening motions.

Amy, cringing painfully. Slowly turning around, as though mesmerized, she begins retracing her steps through the cavern.

334 VARIOUS ANGLE

334

We FOLLOW her as she cautiously approaches the final bend, leading to the main entrance.

335 AMY'S POV

335

In the distance, we SEE the Creature, bleeding from the back, on all fours, slumped over the Barker's body.

CREATURE
 (whimpering in
 pain)
 Fa-th-er... Fa-th-er...

Amy takes a step forward, to get a better view.

336 THE MECHANIC FIGURE

336

directly before her, suddenly springs out, carrying the bloodied corpse of Buzz in its mechanical arms!

AMY
 (screaming)
 Nooooooooooooo! Nooooooooooooo!

Totally crazed, she takes off through the cavern like a madman, quickly disappearing into darkness.

337 ANGLE ON THE CREATURE 337

slowly rising to its feet... Sniffing the air, it peers at the Barker one last time, moans with grief, then begins following Amy.

CUT TO:

338 INT. FIRST LEVEL - ANGLE ON AMY 338

We FOLLOW her running, as she winds her way towards the rear of the funhouse.

339 ZOMBIES, GOBLINS AND BEASTIES 339

brandishing grisly weapons, abound, assaulting her at every bend.

340 ANGLE 340

Glancing backwards, to see if she's being pursued, she collides head first with two non-mechanical, female figures, sending them and herself sprawling to the ground.

A beat... as she lies amongst the debris, trying to regain her senses...

341 AMY'S POV 341

as her vision slowly comes to FOCUS... Directly beside her, lies one of the shattered figure's heads... A human skull, grimacing at her from beneath the cracks in the painted plaster.

Scrambling to her feet, she takes off again.

CUT TO:

342 INT. FIRST LEVEL - ANGLE ON THE CREATURE 342

having reached the site of Amy's accident, he suddenly stops...

Finding the skull, he picks it up. Sniffing it several times, he blinks his eyes curiously, then discarding it, continues following Amy's trail...

CUT TO:

343 INT. FIRST LEVEL - ANGLE ON AMY 343

having reached the rear entrance, she begins pounding on the wooden door, pleading for help.

(CONTINUED)

343 CONTINUED:

343

AMY
Help me! Somebody, please
help me!

A beat...

Hearing something HOBBLING in the shadows behind her, she quickly scrambles to the adjacent storage room, slamming the door shut behind her.

CUT TO:

344 INT. THE STORAGE ROOM - DARKNESS

344

Amy's face is suddenly bathed in flickering light, as she strikes a match, then quickly throws the bolt lock on the door.

We WATCH her, leaning against the door, trying to catch her breath for several beats... The match stings her fingers, goes out.

She lights another, begins surveying the room, it's a sea of junk...

On the floor before her lies Madame Zena's inainmate body, beneath the blanket. Somehow, her form seems larger.

345 ANGLE ON AMY

345

as the match goes out. A beat... She strikes another, then quickly lights the candle.

Trembling, she stoops beside the blanket, then slowly pulls it back to reveal her worst fear... Liz's corpse, laying beside that of Zena's...

346 ANGLE

346

Biting her lip in silent pain, she begins crying, as she replaces the blanket... Her agony is interrupted by a JIGGLING of the DOORKNOB from the outside.

AMY
(screaming)
Get away from there, you
bastard! Haven't you had
enough for one night?!

She rises to her feet, eyeing the door, as we HEAR the CREATURE O.S. LOUDLY SNIFFING through the cracks between the sill...

(CONTINUED)

346 CONTINUED:

346

AMY
(continuing)
I said, get away from there!
Leave me alone!

Several beats of silence...

CREATURE (V.O.)
(moaning)
Fa-th-er... Fa-th-er.

We FOLLOW Amy as she crosses to the dresser, begins rummaging through it for a weapon.

Finding nothing, she begins dragging it along the floor, to be used as a barricade, then suddenly stops...

Directly below the space occupied by the dresser is an opening in the floor. The SOUND of MACHINERY ECHOES LOUDLY from beneath it.

Tilting her candle, we PERCEIVE a short flight of steps, leading to some sort of a sub level...

347 AMY'S POV OF STORAGE ROOM'S DOOR

347

as the Creature begins BANGING on it...

CREATURE (V.O.)
Fa-th-er! Fa-th-er!

348 AMY

348

Armed with her candle, she quickly squeezes through the opening in the floor, disappearing below. A beat ... her hands re-emerge, dragging the dresser back across, cutting off the light.

349 INT. THE SUB LEVEL

349

We FOLLOW Amy, illuminated by candlelight, as she enters the mechanical heart of the funhouse.

Before her, stands a vast kinetic nightmare... A labyrinth of PULSING MACHINERY, WHIRRING CABLES and GRINDING COGWHEELS, running across the entire lower length of funhouse. It is this sub level, only five feet in height, which provides the power for the mechanical figures and conveyer driven gondolas above.

350 ANGLE

350

Stooping low, Amy slowly begins winding her way in and out of NOISY MACHINERY.

351 HER CANDLE 351

casts a myriad of twisting shadows, as she carefully avoids the sharp teeth of numerous CHATTERING CABLES stretched along the way.

352 VARIOUS ANGLES 352

several beats... as we continue to FOLLOW her progress.

353 ANGLE 353

Having finally made it to the far end of the sub level, she spies a crowbar lying on the grease-soaked floor. Hefting it nervously in her hand, she crouches against the wall, trying to catch her breath, then blows the candle out, leaving us in total darkness.

Several long beats, marked by the PULSING of MACHINERY.

354 A LOW WATT, HANGING LIGHT BULB 354

suddenly goes on in the center of the sub level, dimly illuminating the outer fringes of the room.

355 CLOSE ON AMY 355

peering out of the shadows as a trap door, directly above her head, slowly opens.

A short wooden ladder, hinged from the ceiling, swings down, coming to rest on the floor directly before her.

She watches nervously, through the rungs of the ladder, as the Creature slowly descends, keeping his back to her.

Hunching over, to avoid hitting his head, the Creature slowly scans the room with his pale glowing eyes.

CREATURE

(whimpering)

Fa-th-er? Fa-th-er...

He sniffs the air several times, then begins hobbling towards the center of the sub level...

356 ANGLE ON AMY - HIDING BEHIND LADDER 356

standing perfectly still, watching the Creature carefully weaving in and out of PULSING MACHINERY.

As he reaches the middle of the room, where the MACHINERY is densest, she tightens her grip on the crowbar, then takes her first step out from behind the ladder.

- 357 ANGLE ON CREATURE 357
suddenly stopping in his tracks, cocking his head, as though hearing something.
- 358 AMY 358
quickly retreats to the darkness behind the ladder.
- 359 THE CREATURE 359
turns around, sniffing the air loudly. He takes a single step forward. Then another. His glowing eyes slowly sweep toward the ladder, then stop, as they appear to be staring directly at Amy.

A beat... The Creature's eyes widen with recognition, as Amy cringes in terror.
- 360 CREATURE'S POV OF AMY 360
as she, armed with crowbar, begins scrambling up the ladder.

Three-quarters of the way up, her upper torso already through the opening of the trap door, the Creature grabs her by the foot, begins dragging her down.
- 361 ANGLE 361
Screaming loudly, hitting him with the crowbar in vain, Amy's face scrapes along the rungs of the ladder, as she's pulled, kicking, back down into the sub level.

As she nears the bottom, the ladder breaks at the hinges, sending her sprawling to the ground.
- 362 CLOSE ON THE SHRUNKEN HEAD 362
looped through Amy's jeans by Buzz, as coming loose, it rolls to the floor beside the Creature.
- 363 ANGLE ON THE CREATURE 363
cocking his head with curiosity, as his glowing eyes follow it. Drawn to the object's grotesqueness, he stoops to pick it up.
- 364 CLOSE ON AMY 364
raising the crowbar high in the air, she brings it crashing down on the Creature's head. Once, then twice, sending him reeling backwards into a long length of CHATTERING CABLE.

As the Creature staggers to his feet, the cable's sharp teeth bite deeply into his back.

(CONTINUED)

364 CONTINUED:

364

He struggles for several beats, then roaring with inhuman pain, eyes blazing, is dragged kicking along the floor from cable to cable.

365 AMY

365

looks on in terror as the Creature, going limp, continues to be tossed and battered around like an oversized, grotesque rag doll.

Turning from the horror, Amy scrambles beneath the trap door in the ceiling. Jumping up, she catches the opening, then begins the painful process of hoisting herself up.

366 ANGLE

366

As her upper torso clears the ceiling, she glances down, just in time to see the inanimate Creature, still being dragged by cable, coming directly at her.

367 CLOSE ON CREATURE

367

suddenly animating, seizing Amy by the ankle, pulling her down, dragging her screaming along the floor with him.

Struggling for the crowbar, she strikes the Creature repeatedly, until she finally breaks his grip.

368 ANGLE ON THE CREATURE

368

as snagged by a main cable, he's dragged howling into the heart of all the machinery.

369 AMY

369

watching, as a second main cable, then a third, snags the Creature around the neck, pinning his throat to the main cogwheel.

370 THE CREATURE'S BODY QUIVERS

370

for several beats, then begins spurting thick globs of dark red blood from the mouth.

Having finally done its job, the SCREAMING ENGINES come to a GRINDING HALT. The overhanging light bulb begins flickering, as we lose power --

FADE TO BLACKNESS:

FADE IN:

371 EXT. THE EXHIBITION AREA - EARLY SUMMER'S MORNING - 371
THE FOLLOWING DAY

Carnival workers begin their day's chores... Setting up booths, raising canopies, etc.

372 ANGLE ON MARCO THE MAGNIFICENT AND HIS DAUGHTER 372
CARMELLA

as they stroll along the exhibition area, greeted by various WORKERS.

WORKER #1

'Morning, Marco! Hey, Carmella!

MARCO

(nodding)

Good morning!

CARMELLA

'Morning!

WORKER #2

Hey, Marco... Got any new tricks up your sleeve?

MARCO

Come around to the matinee.

(grinning)

See for yourself!

WORKER #3

Hey, Marco!

MARCO

Hey yourself, Jim!

As they approach the inanimate funhouse, on the way to their own tent, Marco stops a moment, to breathe the fresh air.

MARCO

(continuing;
to Carmella)

Beautiful morning. Kind of takes your breath away!

A beat... The main entrance to the funhouse suddenly CREAKS open, to reveal Amy staggering, glassy-eyed, into the daylight.

(CONTINUED)

372 CONTINUED;

372

MARCO
(continuing;
to Amy)
You there! What's the matter
with you?! What are you doing
up there?

373 ANGLE

373

Hopping the railing, Marco and Carmella quickly climb
to Amy's side.

MARCO
(to Amy)
What were you doing in there?
Don't you know it's private
property?

AMY
(mumbling)
I... I killed it.

CARMELLA
You what?

AMY
(obviously in a
state of shock)
I... I killed it.

MARCO
(studying her
eyes)
Yes, of course you did. Come
with us.
(putting an arm
around her)
Everything's going to be all
right. Everything's going to
be fine.
(to Carmella)
Probably on drugs...

As they slowly begin leading Amy down from the entrance
of the funhouse, a crowd of curious carnival WORKERS
begins gathering about them, mumbling loudly.

WORKER #4
What's the matter with her?

WORKER #5
, Doesn't she look awful!

(CONTINUED)

373 CONTINUED:

373

WORKER #3
Look how pale she is!

WORKER #2
Looks like she's seen a ghost!

MARCO
All right, everybody! Step back.
Step back! Give the little lady
room to breathe. Give the little
lady some air!

Several beats...

374 AMY'S DISTORTED POV OF THE SURROUNDING CROWD

374

continuing to mumble, peering rudely at her.

WORKER #1
She looks awful!

WORKER #4
Look at her eyes!

The elderly shopping bag lady, from the bathroom,
appears among them, grimacing at Amy in SLOW MOTION.
As all EXTRANEIOUS SOUNDS SUDDENLY FADE to an EERIE
SILENCE.

Several beats.

375 CLOSE ON AMY

375

stopping abruptly, as though hearing something from
behind her, O.S.

CUT TO:

376 INT. THE FUNHOUSE'S DARKENED SUB LEVEL

376

A beat of silence... Followed by the SOUND of a CABLE
STRAINING.

WHINING LOUDLY, it finally SNAPS, as MACHINERY begins
PULSING and the overhead light bulb flickers on...

377 CLOSE ON THE CREATURE'S CHEST

377

as it slowly takes its first deep breath, wheezing
loudly, returning to life...

BACK TO:

378 EXT. THE EXHIBITION AREA - CLOSE ON AMY

378

turning in horror towards the funhouse, just in time to see the inanimate, grotesquely painted, plaster woman's face begin bobbing.

It's SHRILL, CACKLING LAUGHTER RISES to an INTOLERABLE, FRENZIED PITCH, as Amy screams in silence...

FREEZE FRAME.

FADE OUT.

THE END