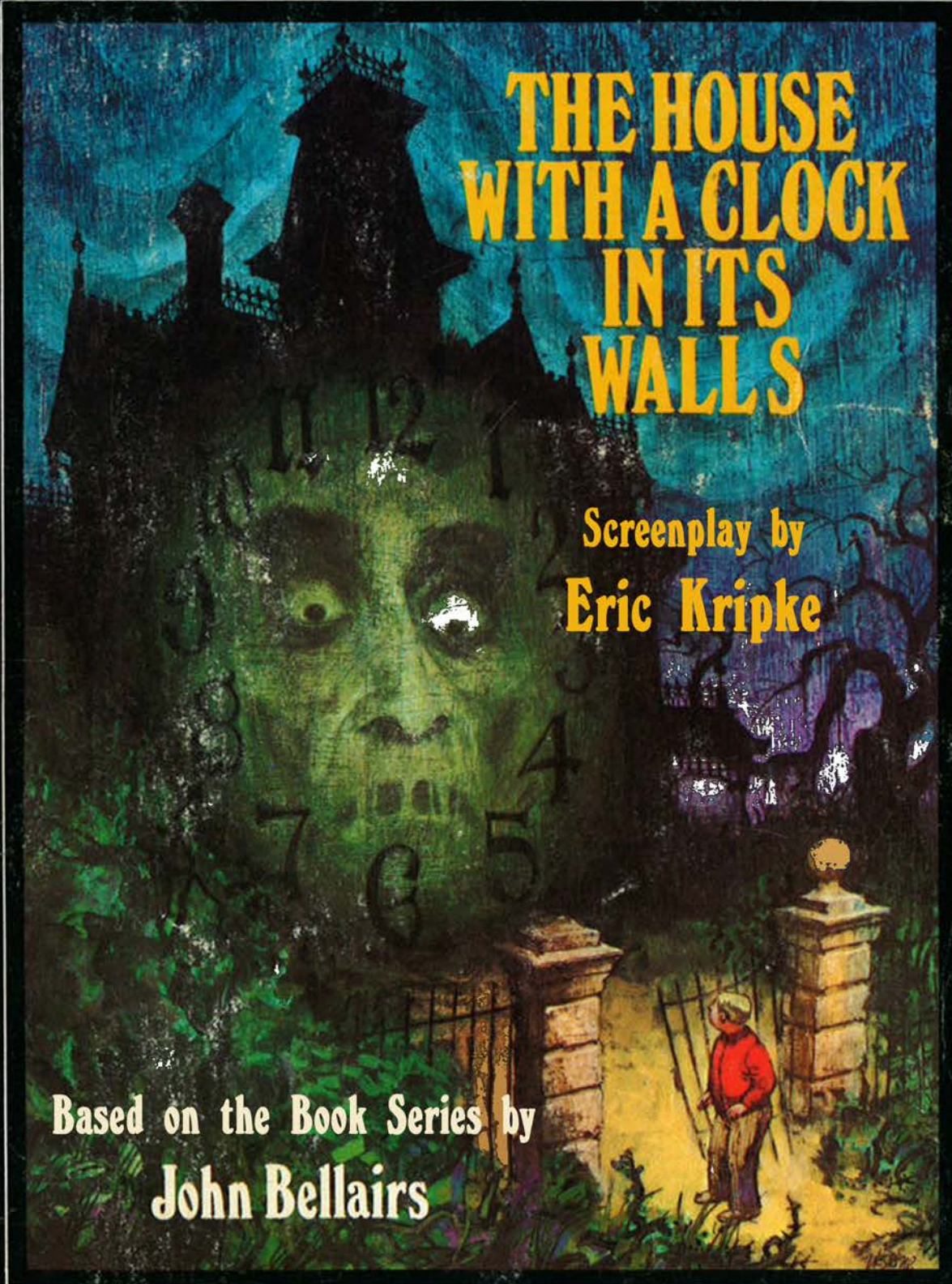


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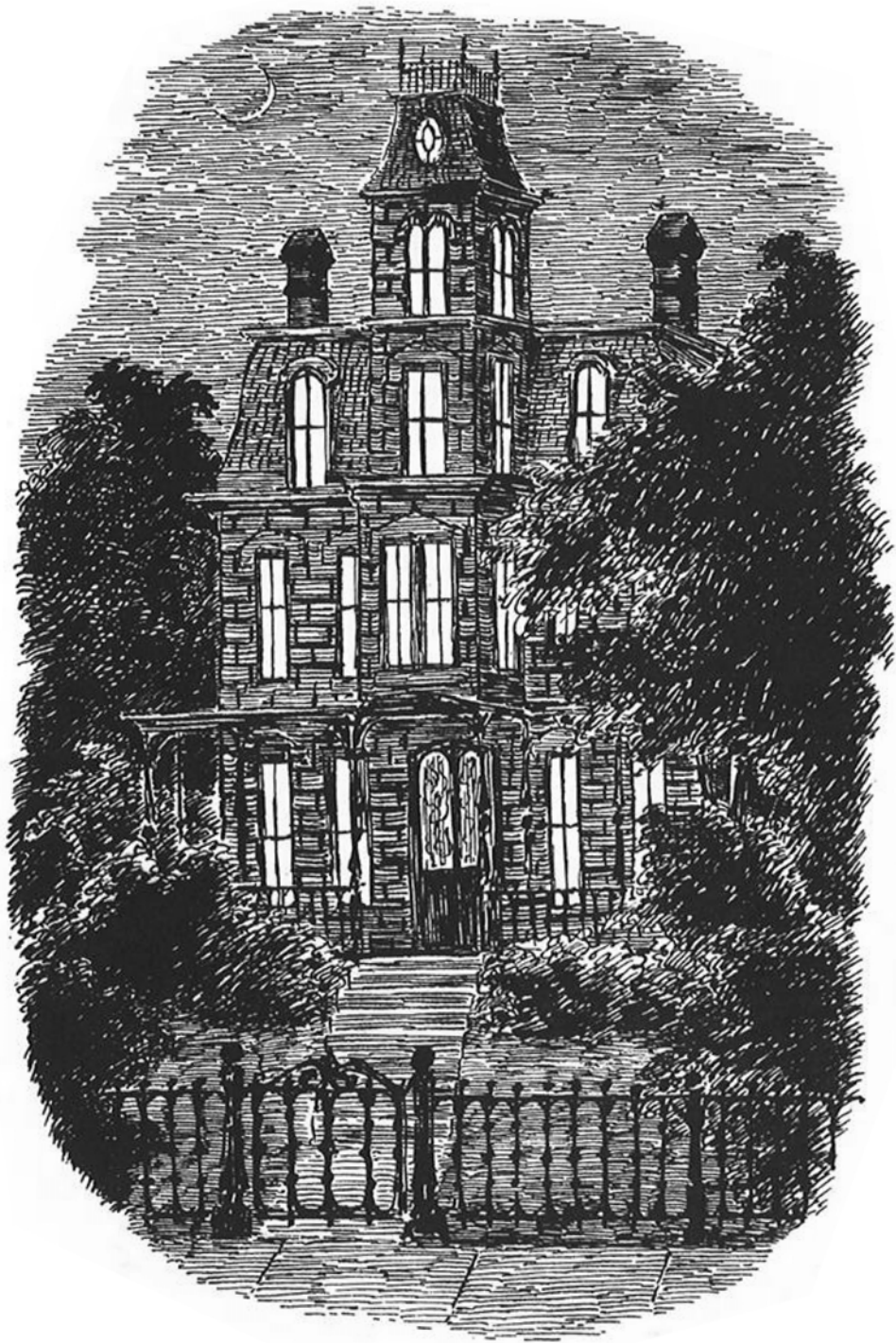
The thing was ticking away, marking off the minutes until doomsday.



THE HOUSE WITH A CLOCK IN ITS WALLS

Screenplay by
Eric Kripke

Based on the Book Series by
John Bellairs



FADE IN...

EXT. THE HOUSE - NIGHT

'100 HIGH ST.' Chiseled into a stone wall. Framed by ivy. Ivy that SHRIVELS and WITHERS before our very eyes.

A vintage SEDAN-- a 1935 Muggins-Simoon-- screeches up to the curb. Beneath smothering sheets of rain; stabbing daggers of lightning; a howling tantrum of wind.

CHYRON: **NEW ZEBEDEE, MICHIGAN. 1952.**

The car doors fling open-- and JONATHAN BARNAVELT and FLORENCE ZIMMERMAN, both 40's, leap out. He is round, red-headed, bushy-bearded. She is angular, rail-thin, clad only and forever in purple. Together, they form the shape of the number '10.'

Usually, Jonathan is jovial and Mrs. Zimmerman is sharply dry. But right now-- they both stand frozen. In terrified awe. Staring up at--

THE HOUSE. On its sunniest day, it's foreboding. Three storeys of dark stone. A mad jumble of chimneys and porticos. A tall turret tower in the front, with an oval window set like the eye of a great cyclops.

And now-- with the wind and rain-- and with the SWIRLING BLACK CLOUDS, funneling directly and impossibly over the house like some SATANIC HURRICANE-- it's the Gothic mansion of your most fevered nightmares.

Jonathan and Mrs. Zimmerman trade looks-- and they both know-- something unholy is happening here.

They scramble up to the House-- as FLARES of LIGHT STROBE in the ground floor windows.

Jonathan POUNDS on the thick front door.

JONATHAN

Isaac! Open up! Open this door
RIGHT NOW!

Mrs. Zimmerman. Stands right behind. She notices--

The WINDOW. The strobos intensify. Faster and faster. GRINDING CRACKS spiderweb the glass. A low level RUMBLE groans from somewhere deep down.

(CONTINUED)

JONATHAN

Isaac, please! You have to-- you
have to stop this!

Mrs. Zimmerman grows alarmed. The rumbling mounts. The ground quakes. The window panes rattle violently. A FIRE HYDRANT BURSTS. The strobes blink, ever faster, seizure-inducing by now.

All building like a steam kettle...

Jonathan has given up knocking-- he frantically and vainly attempts to shoulder open the door--

JONATHAN

(tears in his eyes)
ISAAC! PLEASE!

Mrs. Zimmerman grips Jonathan's shoulder--

ZIMMERMAN

It's too late! Come on!

In his panic, he doesn't even notice her--

ZIMMERMAN

JONATHAN! NOW!

Finally, he sees her. She yanks his arm, and together, they stumble away from the house as--

K-RAAACK!

The strobe goes ATOMIC WHITE. The front door FLINGS OPEN. And every window in the house EXPLODES. A jagged tidal wave of glass.

Jonathan and Mrs. Zimmerman shield themselves.

And from a ground floor bay window-- a BODY-- flung through space like a rag doll, thudding into a chestnut tree, crumpling to the wet earth.

And then-- quiet. Still. Just the whisper of the rain.

Jonathan and Mrs. Zimmerman pull themselves up. Their faces are mildly cut. They brush off glass splinters.

JONATHAN

You alright?

Mrs. Zimmerman gives a shaky nod. They turn to--

(CONTINUED)

The body. They approach. Kneel beside.

It's a severe looking MAN, 50. His circular bifocals reflect the light-- obscuring his eyes-- making them look like two cold, gray discs. This is ISAAC IZARD-- and if you're not scared of him? You will be.

Jonathan checks Isaac's carotid. Looks at Mrs. Zimmerman, sad and grim. He's dead.

Then they both swivel, in unison, to... the HOUSE.

INT. THE HOUSE - PARLOR - NIGHT

You'd normally call the design Victorian. Except it looks like a BOMB WENT OFF. Charred walls. Small fires dot the floor.

Jonathan and Mrs. Zimmerman head in, slow, wary.

The charcoal BLAST MARKS radiate out from an EPICENTER, like rays from a dark sun.

In the middle-- A BLACK ALTAR, untouched from the explosion. Velvet table cloth. Melted candles. And a strange brass BOWL. Which rotates on a clockwork, exposed gear, STEAM-PUNK platter.

Jonathan approaches the bowl. Looks in, anxious. Then frowns. Not what he was expecting.

He takes a handkerchief-- uses it to lift out-- a KEY. SIZZLING with SMOKE. And made from:

ZIMMERMAN

Is that bone?

JONATHAN

It's human. Isaac carved it-- into some sort of key.

ZIMMERMAN

A key? A key to what?

Jonathan's about to say he has no idea-- when he stops. Cocks his head. Because he hears it. For the first time. Mrs. Zimmerman hears it, too.

A TICKING. Deep, echoed, and sinister.

JONATHAN

...what is that?

(CONTINUED)

We leave the two of them-- listening, chilled-- to THE HOUSE WITH A CLOCK IN ITS WALLS.

As we SCUD FORWARD. Pushing through a SNAKING PLASTER CRACK in the wallpaper-- into--

THE CREDIT SEQUENCE

THE WALLS. Narrow corridors of brick and wood. Deeper and deeper we go. Until we find... CLOCKWORK. Gears and springs, weights and counter-weights, wheels and spindles. Astoundingly complicated. And it all CLICKS and WHIRS, in relentless syncopation, like the BEATING of some large and terrible heart.

Until finally, we PULL OUT of this ever-shifting labyrinth--

INT. BUS - MOVING - NIGHT

--through a simple WRISTWATCH.

Strapped to the arm of our HERO. LEWIS BARNAVELT, 10. Chubby. Shy. Buttoned-down. Neatly dressed-- except for a pair of AVIATOR GOGGLES he wears up on his forehead. Bob Newhart had to have been a child once, right? He probably looked a lot like Lewis.

Lewis sits alone. The only passenger on the bus. He's always alone. He peers out the black window. Holds a dime store MAGIC 8-BALL like a security blanket.

EXT. ROAD - NIGHT

CHYRON: ONE YEAR LATER

The 1950's GREYHOUND rumbles down the country road.

Wait-- do we-- is that something-- or someone-- standing between the moonlit trees? A SHROUDED FIGURE. In a grimy-gray, hooded robe. If you blink, you miss it.

Who the hell is that?

INT. BUS - MOVING - NIGHT

Lewis never sees it. Only notices his own tight, nervous reflection in the glass. He leans in, whispers, shakes the 8-ball--

(CONTINUED)

LEWIS

Will I be okay?

The answer appears in the blue fluid: **VERY DOUBTFUL.**

Lewis sighs.

EXT. NEW ZEBEDEE - MAIN STREET - NIGHT

The Greyhound hisses to a stop before the glossy neon of Heemsoth's Rexall Drug Store.

INT. BUS - NIGHT

DRIVER

Last stop, kid.

Lewis stands on his tippy-toes. Strains for the enormous cardboard suitcase on the overhead rack. He pulls-- the suitcase lurches down, nearly braining him.

JONATHAN (O.S.)

Oh, come on! Don't kill yourself before I have a chance to finally meet you!

Jonathan. In the aisle. Still round, still ruffled, still with that bushy red beard. But also gregarious, extroverted, and in many ways, the opposite of Lewis.

JONATHAN

Howdy, Lewis. I'm your Uncle Jonathan.

LEWIS

Hello.

JONATHAN

Here, let me help you with that.
(takes the case)
Good Lord, what have you got in this thing? Encyclopedias?

LEWIS

Dictionaries.

JONATHAN

(smiles, then:)
Ha, you're-- serious.

CONTINUED:

LEWIS

I-- like new words. I think they're 'pulchritudinous.'

Jonathan takes in this odd, serious kid. Then--

JONATHAN

Okay. Well. Welcome to New Zebedee. Let's go see your new home.

EXT. NEW ZEBEDEE - MAIN STREET - NIGHT

Jonathan lugs Lewis' suitcase with some effort. Lewis walks beside, cradling his 8-Ball, his corduroy pants *swish-swishing* as he goes.

Down a classic American main street. Jimmy Stewart store fronts. Packards and Fords. Bundled-up PEDESTRIANS, breathing brisk puffs of air.

It's early October, and the trees are bursting fireworks of color. Other places may claim to have a Fall. But only the Midwest does it like this. It's magical.

Jonathan's overeager. Kids are new territory for him.

JONATHAN

Trust me, you are gonna love it here. You know, we have the second largest Paul Bunyan statue in the continental U.S.

LEWIS

That's-- good.

JONATHAN

Oh, and I got a big Poker game tonight, if you wanna join in. Do you play?

Lewis throws Jonathan a look-- kids must be new territory for him.

LEWIS

Um. No. I'm ten.

Ah. Right. That makes sense.

JONATHAN

Duly noted.

(CONTINUED)

Just then-- **CLANG!** Across the way, from the tall brick steeple of ST. MICHAEL'S CHURCH-- the clock TOLLS--

And-- thing is-- Jonathan STOPS on a dime. Staring at the steeple. Silent, icy-- and SCARED. Through each and every one of the nine resounding bongs.

Lewis regards his Uncle. Um. Is he okay?

Finally, the bells stop. Jonathan shakes it off. But he's quieter now. Heads off, quickly.

JONATHAN
C'mon. It's late.

Off Lewis. What was *that* about? He chases after his uncle. *Swish-swish.*

EXT. SUBURBAN STREET/HANCHETT HOUSE - NIGHT

Jonathan and Lewis march up a suburban street-- lined with elaborately decorated old houses. Victorian, Gothic Revival, Queen Anne. All unique, all atmospheric-- and all seem like they're holding secrets.

Except one-- square, boxy, Levittown-plain. What you think of, when you think 50's suburbia.

Its owner is MRS. HANCHETT, 40's, Jonathan's across-the-street neighbor. She makes Donna Reed look like a sloppy vagrant. She rakes leaves, as she spots Jonathan--

MRS. HANCHETT
Mr. Barnevelt? Mr. Barnavelt?

JONATHAN
Mrs. Hanchett.

MRS. HANCHETT
We've talked about this-- you've been playing your saxophone again--

JONATHAN
Madam, not everyone can appreciate the intricacies of a free form jazz odyssey, but--

MRS. HANCHETT
I don't care what you play-- you're playing it at 3 AM. So I am begging you--
(MORE)

(CONTINUED)

MRS. HANCHETT (CONT'D)
(notices Lewis)
Who's this?

JONATHAN
Lewis. My nephew. He's going to
be living with me.

Mrs. Hanchett reacts with genuine horror--

MRS. HANCHETT
You? Are going to take care of
him?

JONATHAN
That's right.

MRS. HANCHETT
I'm sorry, I'm just-- you're--
responsible-- for keeping a human
child-- alive?

JONATHAN
That's right. Good evening.

Jonathan continues on.

Lewis. Trepidation at this exchange-- should he be
worried? He follows his uncle.

EXT. THE HOUSE - NIGHT

Jonathan stops on the sidewalk. Lewis catches up. Looks
off camera. Yep. He should definitely be worried.

JONATHAN
Home sweet home.

As we REVEAL-- the HOUSE from the opening. Just as
spooky as ever. The turret tower. The CARVED STONE--
'100 HIGH ST.'

Jonathan's made a few additions-- none very cheery. A
heavy iron HORSESHOE hangs over the front door. And at
least a DOZEN lit JACK O' LANTERNS-- but not with cute
Halloween faces-- they're carved with tortured visages.

LEWIS
Do you-- like Halloween?

JONATHAN
What? No, not really. I keep
those up year round.
(MORE)

(CONTINUED)

JONATHAN (CONT'D)

(smiles)
So what do you think?

LEWIS

(it's scary and I
want to run away)
Um. It's... nice?

Jonathan squeaks open the squat front gate. Saunters up.
Off Lewis. Hanging back. Gulping.

INT. THE HOUSE - FRONT HALLWAY - NIGHT

Jonathan leads Lewis inside. And the first thing Lewis notices-- are the CLOCKS.

Everywhere. On every wall. Every shelf. Every table. Big clocks, little clocks, dignified grandfather clocks, cheap plastic clocks. No two TICK in exactly the same rhythm, creating a wild tangle of TOCKS.

LEWIS

Wow, you've-- that's a lot of
clocks.

JONATHAN

Is it? I hadn't noticed.

Jonathan moves deeper into the house. Lewis gawks at the clocks, as he continues on--

INT. THE HOUSE - PARLOR - NIGHT

--into the downstairs parlor. More clocks. More iron horseshoes-- hung over every doorway.

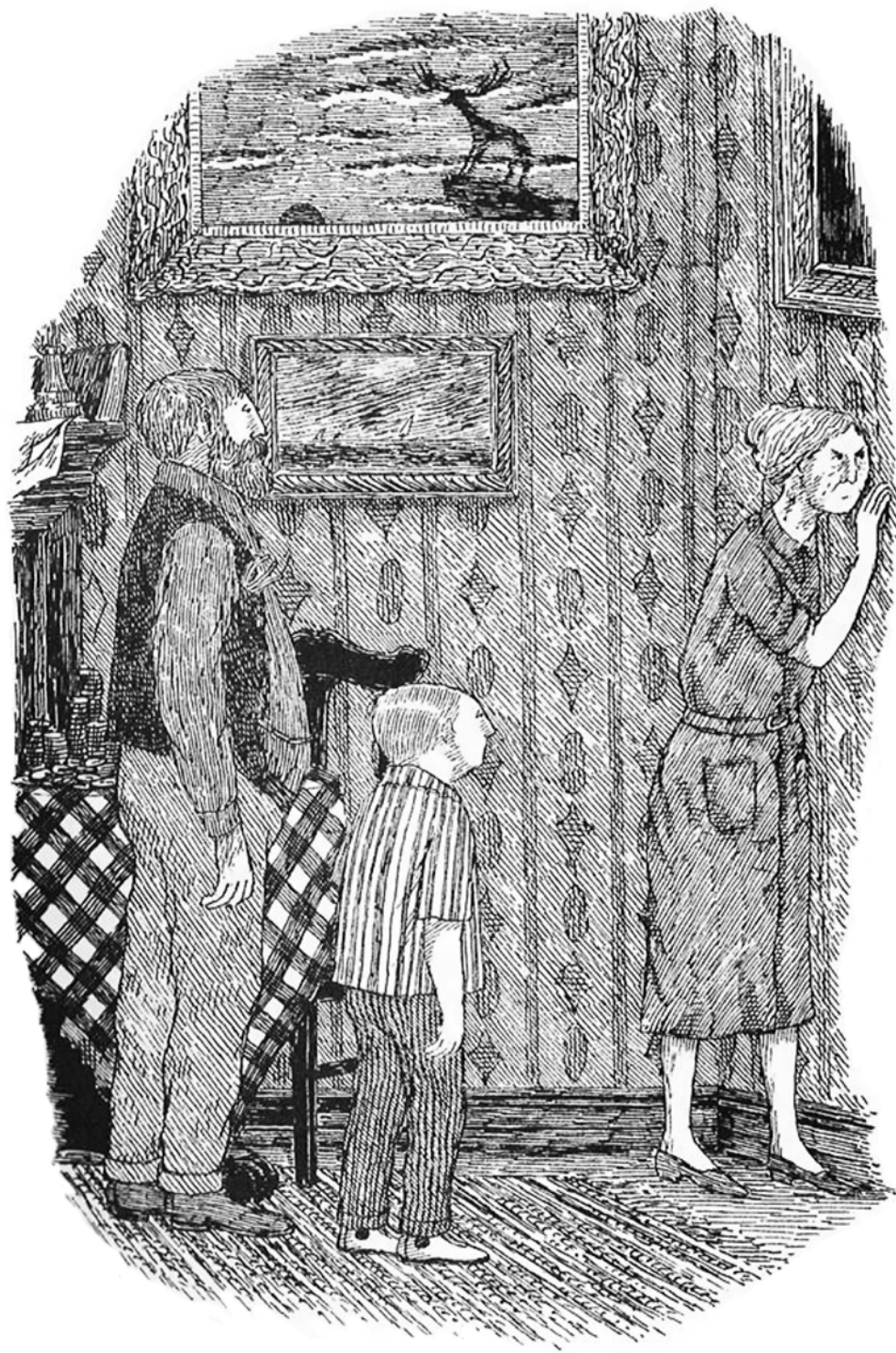
On the walls-- vintage MAGIC POSTERS in gilt frames. Men named Kellar and Carter and Thurston-- whispering to devils and dealing them cards.

And Florence Zimmerman stands in the room, too. As always, in purple. Stone-still, ear against the wall. Listening so intently, she doesn't notice them come in.

Lewis reacts to this eccentric woman.

Jonathan loudly clears his throat. Mrs. Zimmerman startles, surprised, then smooths out her dress.

(CONTINUED)



CONTINUED:

ZIMMERMAN

Oh. Hello.

JONATHAN

Lewis, this old bag is my next door neighbor-- Mrs. Florence Zimmerman.

ZIMMERMAN

Hello, Lewis. I am relieved to see you didn't inherit your Uncle's freakishly oversized head.

This is their routine. Always throwing jabs. But always throwing 'em with AFFECTION. Truth is, they care deeply for each other. Been through a lot together.

LEWIS

Um. Thanks, I guess. It's nice to meet you.

JONATHAN

You hungry, Lewis?

LEWIS

Yes, please.

JONATHAN

Florence, I'm gonna show Lewis to his room. Why don't you whip up a batch of your chocolate chip cookies?

ZIMMERMAN

And how would you like them, sir? Stuffed down your throat one by one? Or crumbled up and shoved into your pants?

As Jonathan and Lewis exit--

JONATHAN

Ignore her, Lewis. She thinks she's smarter than me because she has more college degrees.

ZIMMERMAN

No, I think I'm smarter than you because I'm smarter than you.

Jonathan playfully sticks his tongue out at her. But after he and Lewis are gone--

(CONTINUED)

The PLAYER ORGAN in the corner spontaneously begins "That Old Black Magic."

ZIMMERMAN

Shhhh!

The organ suddenly quiets, chastened.

INT. THE HOUSE - STAIRWAY - NIGHT

A large STAINED GLASS WINDOW above the landing. A ship sailing on a bottle-blue sea.

Lewis follows Jonathan up the steps-- passing a HEAVY OVAL MIRROR on the wall. We may also notice a repeating 'II' pattern in the vine-covered wallpaper.

LEWIS

Hey, Uncle Jonathan? Don't I have to eat dinner before I'm allowed to eat cookies?

JONATHAN

But-- why not just eat cookies for dinner? They're far more delicious.

LEWIS

No, I know, it's just, we had these-- house rules--

They halt on the landing. And behind Lewis-- unbeknownst to him-- the stained glass COMES TO LIFE. The ship sails across the churning turquoise ocean.

JONATHAN

Well, not in this house. There's no bedtime, bathtime, mealtime. Eat cookies till you throw up, for all I care. You'll see. Things are-- quite different-- here.

Meanwhile, Jonathan spots the window over Lewis' shoulder. Shoots it a stern look, as if to say 'cut it out.' The ship freezes again.

Lewis notices his Uncle's expression. As they continue up the stairs, the boy turns back to the glass. What was Jonathan looking at?

INT. THE HOUSE - LEWIS' ROOM - NIGHT

The sort of room Sherlock Holmes might have slept in. Mahogany woodwork, a black marble fireplace, a king bed with an intricately carved headboard.

Jonathan and Lewis enter-- even jittery Lewis is impressed. It's regal.

JONATHAN

You like it?

Lewis examines the expansive BOOKCASE-- loaded with musty and dusty books. He notices one-- like he just discovered the Hope Diamond.

LEWIS

You-- have a 1828 First Edition Webster's. Just-- sitting here.

JONATHAN

No, I don't. You do. This is all yours now.

Lewis carefully sets the Magic 8-Ball down, inspects the book. Jonathan lifts the plastic ball, scoffs--

JONATHAN

But why this is yours, I have no idea. You know, it's about the complete opposite of real magic.

LEWIS

(quiet)

Oh. It was... the last thing my parents gave me... before they...

Lewis trails off. Choked up. Mourning his parents' death. He might just cry.

Jonathan winces. He might be friendly and fun-loving-- but has no idea how to handle a real moment like this. He reaches out for Lewis like he might explode.

JONATHAN

(awkward)

I'm-- sorry-- there, there.

(desperate to change the subject)

Hey-- let's go see about those cookies, huh?

INT. THE HOUSE - KITCHEN - NIGHT

CLOSE ON A KITCHEN CABINET. Jonathan opens it, pulls out some glasses. Shakes his head, angry at himself.

JONATHAN

'There, there?' Really, Jonathan?

ZIMMERMAN (O.S.)

(from the other room)

It's your call, you Yeti!

JONATHAN

(calls out)

Hold your horses, you scarecrow!

INT. THE HOUSE - DINING ROOM - NIGHT

Lewis. Mrs. Zimmerman. At the large dining room table. There's cards, cash-- the grown-ups are playing Poker.

As Lewis, in ecstasy, munches the single best looking chocolate chip cookie ever committed to film.

LEWIS

Wow. Just-- wow.

ZIMMERMAN

I'm not without my talents.

LEWIS

So, um. How long have you lived next to Uncle Jonathan?

ZIMMERMAN

A year. But we've been friends a lot longer-- ever since I moved here, after the War.

(off Lewis)

And no, to answer that look you're giving me, it's nothing kissy faced.

Lewis stretches for the dictionary word.

LEWIS

Oh. So you're 'platonic.'

ZIMMERMAN

(smiles)

Yeah. Smart kid.

(then)

(MORE)

(CONTINUED)

CONTINUED:

ZIMMERMAN (CONT'D)

Your Uncle drives me nuts-- and he doesn't always smell so terrific-- but he's gotten me out of more tough scrapes than I care to mention, you know?

LEWIS

No. Not really.

ZIMMERMAN

Of course not. I'm sure your friends are much more pleasant.

LEWIS

No, I mean, I don't-- really-- have many--

He's about to say 'friends.' He stops. Drops his eyes.

LEWIS

May I have another cookie?

Beat. Mrs. Zimmerman smiles kindly at this sad, lonely boy. Pushes the plate over to him.

ZIMMERMAN

Of course, dear.

INT. THE HOUSE - KITCHEN - NIGHT

Jonathan opens the vintage ICEBOX. Digs his arm in, reaching for the milk. When suddenly--

SOMETHING IN THERE-- SOMETHING UNSEEN-- GRABS HIS ARM!
It SHRIEKS, otherworldly--

JONATHAN

Hey!

Whatever this abomination is-- it tries to DRAG him in-- bottles and jars CRASH and SMASH--

But even crazier-- Jonathan doesn't panic-- as if this isn't unusual for him-- he simply snags a nearby wooden spoon and BEATS the mysterious SQUEALING thing back--

INT. THE HOUSE - DINING ROOM - NIGHT

Lewis hears the rowdy COMMOTION from the kitchen.

(CONTINUED)

LEWIS

Uncle Jonathan? You okay??

ZIMMERMAN

(covering)

I'm sure it's nothing.

But Lewis leaps up, sprints into the kitchen to find--

INT. THE HOUSE - KITCHEN - NIGHT

Jonathan. Wide smile. But panting with adrenaline. Holds three full glasses of MILK on a tray. At his feet, a God-awful MESS of broken jars and smeared food.

JONATHAN

Thirsty?

Lewis looks at Mrs. Zimmerman. Who also beams, innocent.

Off Lewis-- something is so deeply, deeply OFF here--

INT. THE HOUSE - LEWIS' ROOM - LATER

OPEN ON a black and white PHOTO on Lewis' bedside. Baby Lewis, cradled by his lovely MOTHER, his handsome FATHER.

It's late. Lewis, in bed, alone. Poring over that first edition Webster's dictionary--

INSERT. His finger lands on a word. **FOREBODING (n.): apprehension; a feeling that something bad will happen.**

When... out of focus, over his shoulder, a female figure ENTERS. Is it Mrs. Zimmerman? No, it's--

MOTHER

Hey, monkey.

Lewis looks up. His MOTHER looks exactly as she does in the photo. She's even in BLACK and WHITE. And oddly, Lewis doesn't respond with any fear or alarm.

LEWIS

Hi, Mom.

MOTHER

I miss you, kiddo-- to the moon and back.

(CONTINUED)

CONTINUED:

LEWIS

I miss you, too. A lot.

MOTHER

I'd give anything to be with you again. You know that, right?

Lewis nods. He knows. She sits beside him. Tenderly, maternally brushes her hand through his hair.

MOTHER

So. How you making out? How do you like Uncle Jonathan?

LEWIS

He seems nice. It's just--

MOTHER

What?

(Lewis hesitates)

Come on, you can tell me--

LEWIS

(it spills out)

His house is scary. And old. And scary. And there's all these clocks-- and I see weird stuff out of the corner of my eye and it's-- it's almost like Uncle Jonathan's hiding something.

MOTHER

(beat)

That's because he is. Hiding something. From you.

LEWIS

He is? What?

MOTHER

That's what you need to find out. I'm sorry, sweetheart. But I'm afraid you're in danger.

LEWIS

Danger? What do you mean?

MOTHER

You're gonna have to be brave.

LEWIS

But-- I-- brave? Mom, this is me-- I'm not brave--

(CONTINUED)

MOTHER

Do you hear the ticking?

INT. THE HOUSE - LEWIS' ROOM - NIGHT

Lewis wakes! Jolts upright in his expansive bed. The room's empty. Dark. Shafts of pale moonlight reflect against that black and white PHOTO of his parents.

And after Lewis calms-- he CAN hear it-- a deep, bottomless TICKING.

He lifts his plastic Westclox clock to his ear. Nope, that's not it. The ticks THUD through the WALLS.

Lewis listens. Where is that coming from? Then--

CREAK. From the hall. His head snaps to the sound.

CREEAAK. CREEEAAAANK. It grows closer. Closer. Then-- an unearthly LIGHT glows beneath his door.

Lewis holds his breath. Frightened.

Then-- the light fades-- so does the CREAKING--

A large part of Lewis wants to hide under the covers. But admirably, he steels himself. Climbs out of bed.

LEWIS

Brave. Brave.

Silently pads over to the door. Opens it just a crack--

INT. THE HOUSE - LEWIS' ROOM/UPSTAIRS HALLWAY - NIGHT

LEWIS' POV. Hall's vacant. Dim.

Until-- the faint, pale circle of a flashlight beam dances against the far wall. Which precedes--

Jonathan. Prowling back into the hall.

Lewis jerks behind his door. Spying, as--

Bizarrely, Jonathan presses his ear against the wall. And LISTENS.

He POUNDS the wall-- HARD-- rattling loose plaster pebbles-- and keeps right on listening.

(CONTINUED)

Lewis retreats inside the room. We PUSH IN. The boy's unsettled. What if he *is* in danger?

What if his Uncle's insane?

And what is that ticking in the wall?

EXT. THE HOUSE - NEXT MORNING

Overcast day. And yes, the House is just as unnerving.

INT. THE HOUSE - STAIRWAY - MORNING

Lewis, dressed for school, again wearing the aviator goggles on his forehead. He lugs a leather bookbag down the steps. When he stops--

The stained glass window. Now it shows a MOUNTAIN CLIMBER scaling a SNOW CAPPED PEAK.

Lewis. He's sure it wasn't like that before...

INT. THE HOUSE - PARLOR - MORNING

A ROCKING CHAIR ROCKS. By itself. But immediately HALTS, just before--

Lewis enters. No one here but the magicians on the wall, glowering back at him.

LEWIS
Hello? Uncle Jonathan?

No answer. It's silent-- just the muddled twittering from all the clocks. Then suddenly--

The Player Organ. Kicks into the classic tune "Good Morning." All by itself.

Lewis startles. Pivots to the organ. It's eerie.

EXT. THE HOUSE - DAY

Lewis emerges from the House, bookbag in tow, to see--

Uncle Jonathan. With Mrs. Zimmerman. At the gate of her ENTIRELY PURPLE, Queen Anne's style home next door. They converse in tight, tense WHISPERS. Whatever they're discussing, it seems serious-- and SCARY.

(CONTINUED)

CONTINUED:

LEWIS

Um. Hello?

They both turn to Lewis, surprised. Both plaster on big, forced grins. Like something out of 'Bodysnatchers.'

JONATHAN

Oh, hi-- howdy, Lewis!

LEWIS

So, I'm, uh-- I guess I'm gonna go to school.

JONATHAN

Okay, great! First day! Knock 'em dead!

Lewis nods. It all seems-- ominous. His Mom's right-- Jonathan is definitely concealing something...

EXT. NEW ZEBEDEE ELEMENTARY - DAY - ESTABLISHING

Three stories of brick; massive stone pillars; a cupola. They don't make 'em like this anymore. A school bell BRRRIIIINGS us into--

EXT. NEW ZEBEDEE ELEMENTARY - RECESS - DAY

POV. Girls jump rope. Hyperactive boys (before there was a name for such a thing) scurry and shove and freeze-tag. Cacophonous chaos.

Then-- the image tints a DARK BLUE-- as GOGGLES are lowered over CAMERA.

REVEAL-- Lewis. On the bleachers near the basketball court. First Edition Webster's in his lap. Snapping his goggles down over his eyes.

As if they help him hide.

He reads, as kids wipe frame, to and fro, before him. He's a lonely port in this juvenile storm.

When Lewis glances up. Notices--

High up on the bleachers. A pretty tomboy. ROSE RITA POTTINGER, 10. Also alone. Also reading a thick book.

Lewis watches her, curious. Until--

(CONTINUED)

Her eyes flit up. Catches him staring.

Shy, Lewis quickly averts his gaze. Pretends to study his dictionary very, very carefully. Off this...

INT. NEW ZEBEDEE ELEMENTARY - CAFETERIA - DAY

Crowded cafeteria. Up front, several STUDENTS take their turn at a PODIUM, before a banner that reads 'STUDENT COUNCIL ELECTIONS.'

TARBY CORRIGAN, 10, golden-boy, broken-arm-in-a-sling, finishes his triumphant speech.

TARBY

...and a vote for Tarby Corrigan
is a vote for pop in the drinking
fountains!

The whole crowd bursts into whooping cheers.

Lewis. Stands in the back. Watches Tarby through his indigo goggles. Then--

Lewis turns to the large room. Holding his lunch tray. Where to sit? A chubby kid's eternal dilemma. He sighs. Gives it a go.

Passing a jungle of unwelcome looks. Boys slide over to block seats. Girls giggle at this portly, begoggled boy.

Until Lewis sees-- a few tables down. That tomboy. Rose Rita. Sits by herself. Reading her book.

He thinks. Should he? He should. He gathers his courage. Steps over in her direction--

But coarse WOODY MINGO, 10, juts his foot out, trips Lewis. Who sprawls onto the tile, along with his tray, Salisbury steak all over his shirt. Woody and his buddies all laugh.

WOODY

Hard to see where you're going
with those goggles on, huh, Fatty?

On the floor, Lewis swallows his humiliation. The reality of this should make us wince.

Off Rose Rita. Sympathetic. Watching Lewis rise up and march away, with as much dignity as he can muster...

EXT. NEW ZEBEDEE ELEMENTARY - DAY

The school bell. KIDS swarm out of the school. Chatting, laughing, goofing off. And bustling past Lewis, solitary, dried steak stain on his shirt.

EXT. NEW ZEBEDEE ELEMENTARY - BASEBALL DIAMOND - DAY

Lewis passes the baseball diamond. But then stops. Shields himself behind some trees. Because he spots--

Tarby Corrigan. At home plate. Even though he wears a cast-- he still manages to toss a ball into the air-- snag the bat-- then WHACK it-- all with his free hand.

Lewis watches. Impressed. But then-- without turning--

TARBY

Well. Don't just stand there.

Self-conscious, Lewis emerges from the trees-- continues on his way--

LEWIS

Sorry-- I'm sorry--

TARBY

Hold up. Can you pitch?

LEWIS

Um. No. Not very well.

TARBY

Or hit?

Lewis shakes his head. Sorry. Tarby SIGHS-- it's still better than playing alone.

TARBY

I'll take what I can get. Come
toss me one.

(Lewis hesitates)

Come on.

Tarby lobs the ball to Lewis. Lewis flinches, drops it. Then picks it up, heads to the pitcher mound. He's nervous to be with someone so popular.

TARBY

I'm Tarby.

(CONTINUED)

CONTINUED:

LEWIS

I know who you are. You're running for president.

TARBY

And I hope I can count on your vote.

LEWIS

Sure. How'd you break your arm?

TARBY

I was hanging upside down from that big oak on Mansion Street.

LEWIS

That sounds scary.

Tarby shrugs. No big deal. He isn't scared of many things. Lewis is scared of most things.

LEWIS

Does it hurt?

TARBY

It's just boring-- I can't play ball, I can't do anything-- my butt's just warming the bench--

Lewis lobs a rickety pitch. But Tarby SMACKS it, one-handed-- CLACK!

TARBY

I've never seen you before. You new in town?

(Lewis nods)

Where do you live?

LEWIS

Kind of this-- big old place on High Street...

TARBY

(excited)

Wait, you-- you live in the Slaughterhouse??

LEWIS

Sorry, the-- what?

TARBY

Some old guy died there-- and now it's haunted, everyone says so.

(MORE)

(CONTINUED)

CONTINUED: (2)

TARBY (CONT'D)

Have you seen any bloody ghosts
yet?

Lewis is seriously displeased to hear this--

LEWIS

No. Nothing bloody yet.

TARBY

Well, have you at least heard any
screams at night?

Lewis thinks. He has to tell someone--

LEWIS

No, but-- look, if I tell you
something, you promise not to
tell?

TARBY

Sure.

LEWIS

Cross your heart.

(Tarby crosses it)

My Uncle-- he-- I saw him, just--
wandering around-- at two in the
morning.

TARBY

Why? What was he doing?

LEWIS

I don't know.

TARBY

Well, shouldn't you find out?
What if he's looking for an axe?

Off Lewis-- oh my God, you think so?

INT. THE HOUSE - LEWIS' ROOM - THAT NIGHT

CLOSE ON LEWIS. His eyes shoot open!

He sits up in bed. Shakes the cobwebs. Listens.

Again, he can hear-- the abysmal TICKING in the walls.

And again-- from the hall-- that POUND POUND POUND-- the
plaster-clattering KNOCK. Jonathan's back at it.

(CONTINUED)

Tarby's words ring in Lewis' skull. Is his tender young life in danger? What should he do?

INT. THE HOUSE - UPSTAIRS HALLWAY - NIGHT

Lewis peeks out the door-- just as Jonathan, swinging his flashlight, vanishes around the corner.

But this time, Lewis follows.

INT. THE HOUSE - SECOND FLOOR STAIRWAY - NIGHT

Jonathan. At the top of a slender set of second storey stairs. He HAMMERS his fist on the wall. LISTENS. Doesn't seem to find what he's looking for. Continues to the third floor. Then--

Lewis appears at the bottom of the steps. Peering up.

INT. THE HOUSE - THIRD FLOOR HALLWAY - NIGHT

Lewis presses his back against the wall-- just outside an OPEN DOOR. From inside-- the KNOCK KNOCK KNOCKING.

Then Jonathan steps out. He hears something-- whips his flashlight right in Lewis' direction!

But no one is there. Lewis is gone. Jonathan continues on his peculiar house tour.

Then Lewis emerges from behind the large GRANDFATHER CLOCK where he was hiding. Pads forward-- glances through that OPEN DOOR--

And stops. Lewis can't help but stare in hushed wonder. Can't help but enter--

INT. THE HOUSE - THIRD FLOOR PARLOR - NIGHT

The room's cluttered with boxes. Sheet covered furniture. A Gothic FIREPLACE-- carved into the shape of an OGRE'S MAW.

But most remarkable-- are the CLOCKWORK DEVICES. EVERYWHERE. Automatons-- acrobatic clowns, dancing maidens, card-dealing demons. Astronomical models. Music boxes. Exposed gear masterpieces, every one.

(CONTINUED)

Lewis takes in these intricate works of art. Runs his finger along a metallic fortune teller. Then pivots--

To see a LARGE FRAMED PHOTO, leaning against the wall. A severe-looking man, standing before his automata creations. His bifocals are two cold, gray discs. This is Isaac Izard, from the opening.

Lewis stares at the picture in fascinated dread. A long, still, quiet beat--

Then Isaac's image TURNS to Lewis! Looks right at him!

Lewis SCREAMS!

Backs away-- into an AUTOMATON-- which CLICKS and WHIRRS to uncanny life! Lewis SCREAMS again!

Now he spins into-- a LARGE, HAIRY BEAST!

Lewis JERKS away violently! But it's only--

JONATHAN

It's okay! It's me!

LEWIS

(breathless)

The-- the picture!

Lewis points to the PHOTO-- but it's returned to normal--

JONATHAN

Oh, that? That's Isaac Izard. I guess he is kinda scary.

LEWIS

No, but-- it-- looked right at me!
I'm telling you!

Irked, Jonathan frowns at the picture--

JONATHAN

I'm sorry you had to see that.

LEWIS

(draws up short)

Wait. You-- believe me?

JONATHAN

That picture's always in a bad mood. Now just calm down.

CONTINUED: (2)

But Lewis, agitated, has HAD IT. He plummets into a full-blown panic attack--

LEWIS

No! I won't! Pictures aren't supposed to look at me! And when I say a picture looks at me-- you're not supposed to say, 'because it's in a bad mood!'

JONATHAN

Take a deep breath.

LEWIS

There's weird robots-- weird stained glass-- weird ticking-- and weird you!

JONATHAN

Me?

LEWIS

You walk around every night-- are you looking for an axe? Cause if you're gonna chop me up, I need to know!

JONATHAN

What? No! I'm not gonna chop up anything--

LEWIS

Then what? What's going on around here??

JONATHAN

(a sigh)

You're right. I'm sorry. I can see how you-- look. If you just relax-- I'll explain. Better that, then you think I'm an axe murderer. Deal?

Off Lewis. Long beat. Deal.

INT. THE HOUSE - VARIOUS - NIGHT

Jonathan and Lewis step down the second storey stairs. Move through the hall.

(CONTINUED)

CONTINUED:

JONATHAN

So Lewis. Do you-- know what a
'warlock' is?

Lewis shoots him an alarmed look. Beat.

LEWIS

Noun. 'A man who practices magic
and sorcery. A male witch.' Are
you saying-- are you a warlock?

JONATHAN

Would it scare you if I was?

LEWIS

I don't know. Are you... a good
one... or a bad one?

They reach the main stairwell. Begin to descend.

JONATHAN

Depends what you mean by 'bad.'
I'm nice, if that's what you mean--
but I'm not that good. Just a
parlor magician, really. But
still. I do know a few tricks.
(calls out)
Okay. You can show him--

And just like that-- the HOUSE COMES ALIVE!

In the STAINED GLASS-- a medicine-bottle HORSE bucks a
ruby red COWBOY.

The vine-covered WALLPAPER slithers and snakes--
sprouting vibrant SUNFLOWERS.

A SMALL DUSKY CLOUD drifts across the ceiling, helpfully
raining on some potted ferns.

The heavy OVAL MIRROR at the bottom of the steps crackles
with STATIC. Then televises "The Howdy Doody Show."

Lewis. Dumbfounded. Baffled. Thunderstruck. And other
such words.

He catches up to Jonathan, who hasn't missed a beat.
They amble downstairs, past several ROCKING CHAIRS that
rock by themselves.

Past the MAGIC POSTERS-- as the magicians ANIMATE,
performing their mind-bending tricks.

(CONTINUED)

CONTINUED: (2)

Past the PLAYER ORGAN, happily pounding out a tune.

JONATHAN

Now Mrs. Zimmerman-- she's a witch. She's nice-- and good-- damn good. She got a *Doctor Magicorum* degree from the University of Gottingen in Germany.

(off Lewis' look)

That's right. You can barely hear her accent, except on the 'g's,' the sneaky Kraut.

Then-- as if on cue-- the TALL CHINA CUPBOARD RATTLES. It SWINGS OPEN an inch or two-- as a BONY WHITE HAND LUNGES OUT from behind-- Lewis JUMPS!

LEWIS

What's that??

JONATHAN

The latch is a bit to your left, Florence. And try not to give poor Lewis a heart attack.

The hand gropes for a latch. Which clicks. The cupboard OPENS-- revealing Mrs. Zimmerman.

LEWIS

You-- have a secret passage?

ZIMMERMAN

Leads to the old chestnut outside. Much more fun than the front door.

JONATHAN

Isaac put it in. He built this house. And all those clockwork gizmos upstairs.

(to Zimmerman)

I was just telling Lewis about our friend Mr. Izard.

ZIMMERMAN

You sure that's wise?

JONATHAN

I don't see how I have much of a choice. You see, Lewis. Old Isaac was a warlock, too. He was a very good one-- and a very evil one--

(CONTINUED)

CONTINUED: (3)

CAMERA floats past Lewis-- to a LARGE ANTIQUE CLOCK on the WALL. Then MOVES INSIDE IT--

INT. CLOCK - NIGHT

Into a STYLIZED SEQUENCE-- as we GLIDE over the clockwork gears-- various DIE-CAST mechanical figures POP UP and RECEDE like characters in a CUCKOO CLOCK-- illustrating Jonathan's story--

First-- we see a twenty-something Jonathan-- and a younger Isaac, again with the bifocals. In happier, friendlier times--

JONATHAN (V.O.)

But he didn't start out that way. We used to be friends. He taught me a lot about magic.

(beat)

But then-- he got shipped off to Normandy. And something... happened to him there... something he wouldn't talk about.

Images of WWII soldiers falling. Tanks. Death and destruction-- like cold clockwork.

JONATHAN (V.O.)

But when he came back... he was different. And sad. And just kinda-- angry at the world. He found himself a wife-- a sour, lemon-sucking woman named Selena Izard-- who felt the same--

Isaac stands with a equally severe WOMAN-- SELENA IZARD--

JONATHAN (V.O.)

And they'd practice magic together. And not the good, fun kind. Black magic. Dark, unholy stuff. They shut themselves in the house, no one saw 'em for months. Until one awful night. About a year ago.

Finally-- images of Isaac, standing over the alter we saw in the opening-- an explosion bursts from the stream-punk bowl-- launching Isaac out the window--

(CONTINUED)

CONTINUED:

JONATHAN (V.O.)

Isaac performed a black magic ritual-- that backfired-- quite literally. Blew him clean out the window-- and killed him. A very dark ritual to make a very special key.

Now CAMERA SAILS back out of the clockwork--

EXT. THE HOUSE - BACKYARD - NIGHT

--through an exterior GARDEN CLOCK. To find Lewis, Jonathan, and Mrs. Zimmerman strolling in the House's high fenced BACKYARD.

Past an evergreen LION TOPIARY. Lewis GAPES-- as the LION suddenly STANDS and MOSEYS across the grass!

Meanwhile, Jonathan holds up the BONE KEY--

JONATHAN

This key.

LEWIS

Is that... bone?

JONATHAN

I'm afraid so. Truth is, we think it's from his wife Selena. We think Isaac killed her.

LEWIS

What's-- it for?

JONATHAN

Best guess? It's a clock key.

LEWIS

The ticking in the walls-- that's from a clock?

(Jonathan nods)

That Isaac built?

(another somber nod)

Why'd he build it?

JONATHAN

I don't know. Nothing good. And maybe something very bad. So I need to find the clock-- and stop it-- before it goes off-- and does whatever it's supposed to do.

(MORE)

(CONTINUED)

CONTINUED:

JONATHAN (CONT'D)

(then)

That's why I moved in. And why Florence moved next door.

ZIMMERMAN

And it's why your uncle has all these other stupid clocks. To drown the damn thing out, so we don't have to hear it all day.

JONATHAN

But at night-- I turn them all off. And search for the big one. But so far-- it just seems like it's coming-- from everywhere.

For just a beat, Jonathan seems overwhelmed. And scared.

JONATHAN

Well. I wish I knew more-- but that's everything.

Long, long beat. Lewis takes it all in. Then--

LEWIS

Okay. So. I'd like to go live with Aunt Mattie, please.

JONATHAN

Aunt Mattie is 89 years old. And has polio.

LEWIS

And I'm scared of polio for sure. But I'm much more scared of deadly clocks made by evil warlocks.

JONATHAN

Lewis-- you're fine. One, Isaac is dead and gone. And two, you see those?

He nods to more twisted Jack-O-Lanterns by the back door.

JONATHAN

They're not for Halloween. Jack-O-Lanterns keep evil away-- that's what they're *really* for.

(then, pointing)

Same with horseshoes. Evil hates cold iron, they can't go near it. So you're perfectly safe, you see?

(CONTINUED)

LEWIS

That's-- not very reassuring.

With a rare flash of sincere emotion--

JONATHAN

Lewis, look, here's the thing. I know how you feel, being all by yourself. I-- I felt the same when I was a kid. But-- it doesn't have to be that way. We can be alone-- together.

(a smile)

And if you stay-- I'll teach you-- the most wonderful things.

Jonathan SCRATCHES the head of the LION TOPIARY-- it flops to its side and PURRS--

JONATHAN

Just-- give me a chance. One week. Please.

Off Lewis. Thinking. It is tempting. Off this--

INT. THE HOUSE - KITCHEN - NEXT DAY

The tempo is brisk and bright. But-- we never lose track of the WALL TICKS. They hang over everything-- an ever-present shroud.

Lewis observes, as Jonathan rifles through cabinets and drawers. Yanks out bright, exotic powders and dark, oily liquids. Tosses them into a bowl, slapdash.

JONATHAN

Okay, first thing you need to know? Any idiot can work a spell. A dash of this, a sprinkle of that. Easy as following a recipe.

Jonathan carries the bowl to the ice box.

JONATHAN

You might want to stand back. Something spoiled in here.

He pries open the refrigerator door-- and a WILD GAGGLE of TENTACLES WAGGLE OUT! The unseen monster from before.

(CONTINUED)

CONTINUED:

Jonathan tosses the powder mixture into the fridge. The Lovecraftian appendages SHRIEK and SMOKE and SQUIRM MANIACALLY. Before shriveling up into DUST.

Lewis. 'Wow' is a drastic understatement. Jonathan continues, as if this were all commonplace.

JONATHAN

(taps his chest)

But real magic, powerful magic?
That comes from in here. And it's
much more rare. Most people go
their whole lives-- doing their
laundry and paying their taxes--
without ever feeling it.

INT. THE HOUSE - BASEMENT - DAY

JONATHAN

But I've got it. Isaac and Selena
had it, in their own nasty way--

LEWIS

Mrs. Zimmerman?

Lewis follows Jonathan down the creaky wooden steps. Into the basement. They move under plinky pipes, through brackish puddles, past a stone pillar hung with a FRAMED PHOTO of Betty Grable. To the big, spidery COAL BOILER.

JONATHAN

Well. Yes. But she doesn't
practice magic anymore.

LEWIS

Why not?

JONATHAN

(clipped)

You'll have to ask her.

Jonathan snags a sooty shovel, hefts COAL from the STONE-WALLED COAL BIN into the boiler. (Remember this coal bin; it'll be DAMN IMPORTANT later).

JONATHAN

And you. You've got it, too.

LEWIS

Magic? I don't-- probably not.
Not me.

(CONTINUED)

CONTINUED:

Jonathan leans in.

JONATHAN

I'm sure no one told you-- didn't want you taking after your crazy Uncle-- but Lewis? Definitely you. It runs in the family.

With that, Jonathan WHISTLES into the open boiler door--

And impossibly-- a large HAWK-- made entirely of FIRE-- FLAPS OUT-- soaring around Lewis--

Lewis grins-- it's the first grin we've seen outta him.

JONATHAN

A smile. Finally.

Jonathan. Lewis. A bonding moment.

EXT. NEW ZEBEDEE ELEMENTARY - BASEBALL DIAMOND - DAY

Lewis, bag on his shoulder and goggles on his forehead, again passes the diamond. And again-- Tarby stands at home plate, whacking some balls with one hand.

Lewis hesitates. Beat. Until--

TARBY

Well. C'mon. We playing or not?

Lewis smiles. Goes to play ball. Off that--

INT. THE HOUSE - LIBRARY - DAY

Two heavy mahogany panels slide open. Revealing-- Jonathan. And Lewis-- his eyes as big as saucers.

LEWIS

Wow.

Reveal-- Jonathan's LIBRARY. It's GRAND. A whole bookcase wall, complete with a ladder on rails.

And everywhere, on every surface-- bizarre curios. Shrunken heads and Goofer Dust and Rattlesnake Rattles and gnarly John the Conquerer root and--

A mummified HAND with a MELTED CANDLE in the palm. Sitting on an end table. The HAND of GLORY.

(CONTINUED)

CONTINUED:

LEWIS

Is this-- a real hand?

JONATHAN

Don't worry. It's no one you know. And I wouldn't stare directly at it, if I were you.

Lewis steps back carefully. As Jonathan snags several MUSTY BOOKS from the bookcase. Tosses them to Lewis.

JONATHAN

Here. Homework.
(naming them)
Malleus Malificarum, Tobin's Spirit Guide, Encyclopedia of Cursed Antiquities--

Lewis reacts, as the book stack grows higher and heavier.

Now Jonathan steps to a LOCKED CABINET. Absolutely SMOTHERED in iron horseshoes and strange symbols.

JONATHAN

And this. You know how I said there's no rules? Well, actually, there's one rule. The only rule.

Jonathan points to the cabinet.

JONATHAN

Don't ever open this cabinet. Ever. Or you will go live with Aunt Mattie. You understand?
(Lewis nods)
This is pretty much the only thing I'm serious about. I need to hear you say it.

LEWIS

I understand.

JONATHAN

Good.

EXT. NEW ZEBEDEE ELEMENTARY - BASEBALL DIAMOND - DAY

TARBY

Okay. Ready?

(CONTINUED)

CONTINUED:

Lewis. Not really. He's at home plate. With the bat. Tarby pitches-- and Lewis SWINGS-- like an epileptic squirrel-- misses badly. He's red faced.

TARBY

Um. Yeah. We're gonna hafta work on that.

JUMP CUTS. Lewis swings. Swings. Swings. SWINGS! Every time, a little bit better, as Tarby gives him some pointers. Until--

Lewis grits his teeth. LINES HIS KNUCKLES UP on the bat just so-- and--

CR-ACK! Lewis actually CONNECTS. With SOLID FORM. It's a CLEAN HIT.

TARBY

Look at that! Am I a great coach or what??

Lewis smiles at Tarby. Tarby smiles back.

INT. THE HOUSE - PARLOR - DAY

Jonathan leads Lewis into the parlor. Lewis balances his ponderous pile of magic books.

LEWIS

So can any of this stuff help us find the clock?

JONATHAN

Honestly? No. But we've got a Harvest Moon coming up. It's the perfect time for some real magic.

(beat)

Clock finding magic. And you, my friend? Are going to perform it.

Off Jonathan-- off Lewis-- DRAMATIC SCORE THUNDERS.

Until Jonathan looks, vexed, to the PLAYER ORGAN. Which is booming the overheated score.

JONATHAN

No one likes a wise ass.

INT. NEW ZEBEDEE ELEMENTARY - HALLWAY - DAY

Kids hustle to class. As Lewis attempts to weave around the bully Woody Mingo. Who pushes him back.

WOODY

(taps the goggles)
...I asked you a question. Are you a pilot? Is that it? The Incredible Flying Fatty?

At the far end of the hall-- Tarby sees this...

EXT. NEW ZEBEDEE ELEMENTARY - BASEBALL DIAMOND - DAY

Tarby and Lewis sit on a fence. Eating Mrs. Zimmerman's cookies from a container. Tarby's eyes roll.

TARBY

These are... really good.

LEWIS

Told you.

TARBY

Hey, Lewis? Can I ask you something?

(Lewis shrugs, sure)

Why-- do you wear those goggles?

LEWIS

Oh. 'Captain Midnight' wears a pair like these. You ever see those movies? He's amazing--

TARBY

But-- I think maybe the other kids wouldn't bother you so much, if you-- lost the goggles. Acted-- a little more-- you know. Normal.

LEWIS

Oh. You think?

TARBY

I'm just telling you. As a friend.

Lewis downplays it-- but this is a HUGE DEAL to him. He's never had a friend before.

(CONTINUED)

LEWIS

Right. Friends. We're friends.

INT. THE HOUSE - LEWIS' ROOM - THAT NIGHT

Lewis. Holds his goggles. Pensive.

Then-- he plunks them into the wastebasket.

JONATHAN (O.S.)

Lewis, c'mon! You ready?

EXT. THE HOUSE - BACKYARD - NIGHT

Beneath the FAT HARVEST MOON--

Jonathan and Mrs. Zimmerman sit on folding chairs in Jonathan's backyard. Amidst the topiary. Jonathan wears a Bohemian's silk robe and a Shriner's Fez, presumably for ceremonial purposes. Watching--

Lewis. He stands before a concrete birdbath as if it were some kind of pulpit. Self-conscious.

LEWIS

Okay. So. What am I supposed to do? How do I find the clock?

Jonathan and Mrs. Zimmerman trade looks.

ZIMMERMAN

How should we know? It's your magic. You tell us.

LEWIS

But-- I've never done this before. You gotta show me.

JONATHAN

We can't.

LEWIS

Why not?

JONATHAN

Well, because, Lewis-- you're the only-- you-- in the whole universe. And there's never, ever gonna be another like you.

Jonathan points to Lewis' heart.

CONTINUED:

JONATHAN

That makes your magic-- just crazy unique. One in a hundred-million-kajillion.

(then)

So we don't know what it's telling you. And it speaks pretty darn softly. You just gotta quiet down and listen for it.

Lewis doesn't buy this at ALL. But tries anyway. He concentrates on the birdbath. Scrunches up his face.

JONATHAN

Okay, now you just look like you're pooping.

LEWIS

(frustrated)

Well, maybe I don't have any magic.

ZIMMERMAN

Nonsense. You're a Barnavelt. Your Great Uncle Elijah was the most powerful Warlock in the Tri-State Area, you know.

JONATHAN

Just clear your head and let it-- come out.

After a few more beats-- Lewis grows heated--

LEWIS

I don't-- feel anything coming out, alright? I just feel... weird.

Jonathan stands, takes Lewis' place at the birdbath.

JONATHAN

Okay, okay, don't blow a gasket. We'll try again later.

(as Lewis sits)

But Lewis? Let me show you what a little weird can do.

Jonathan lifts his SAXOPHONE, which leans against the birdbath. Proceeds to WAIL ON IT.

It sounds like a dying goose. But Jonathan doesn't care.

(CONTINUED)

Mrs. Zimmerman leans over, whispers to Lewis--

ZIMMERMAN

Be a dear, Lewis? Fetch a knife
and stab me in the ears?

Lewis stifles a smile.

In between his piercing notes, Jonathan mutters, arcane and whispery and the opposite of the Latin proclamations in loud British accents we've grown so familiar with.

JONATHAN

...show us the face of the
earth... the face of the moon...
the face of the clock...

It's like some kind of bizarre Beatnik performance art.

EXT. HANCHETT HOUSE - NIGHT

Through the kitchen window, we spy Mrs. Hanchett, in a robe and curlers, SPOONING some rich, chocolatey OVALTINE into her warm milk. She's exasperated at--

The discordant LATE NIGHT SAXOPHONE.

EXT. THE HOUSE - BACKYARD - NIGHT

Jonathan blows the sax to fervent new heights-- wilder, crazier. Until he LIFTS a ROCK-- climactically SPLASHES IT into the birdbath. Sploosh! Then he stops.

Lewis waits. On the edge of his seat. But-- NOTHING. Except the inane glockling and blockling of wind chimes.

LEWIS

Is-- that it?

ZIMMERMAN

Not quite.

In the bird bath-- a reflection of the FULL MOON. Which ripples in the water.

Jonathan smiles at Lewis. Glances skyward. Lewis cranes his neck to look up. And is ABSOLUTELY GOBSMACKED--

To see the REAL FULL MOON RIPPLING, too. Then-- in both the BIRDBATH and REALITY-- a SHADOW oozes down over the surprised face of the moon--

(CONTINUED)



Creating a magical LUNAR ECLIPSE. And revealing EVERY SINGLE SOLITARY STAR in the heavens.

Then-- as if that wasn't miraculous enough-- Lewis drops his gaze back to the garden-- to see--

EVERY SINGLE SOLITARY STAR also FLOATS in the backyard! Glinting, incandescent. Like some miniature, shimmering, 3-D map of the cosmos. The Milky Way, the constellations, all of it.

It's a mind-blowing visual wonderland.

Lewis turns to Jonathan. In awe.

LEWIS

You're a lot more than just a parlor magician.

JONATHAN

(humble smile)
Go have a look around.

Lewis sprints off. Moving between the tiny suns. Marveling at each and every one.

Lewis drops his fingers into the Big Dipper, scoops out a handful of glittery stardust.

The TOPIARY LION happily frolics with the Leo constellation, both nipping at each other's tails.

CLOSE ON LEWIS. Astounded. And for the first time in a long time-- TRULY HAPPY. He locks eyes with--

CLOSE ON JONATHAN. He warmly nods back. Thrilled to see Lewis so thrilled. A connection here. Then Lewis scampers off--

Time to get to work. Jonathan and Mrs. Zimmerman focus on the birdbath.

JONATHAN

Alright. So. Show us where the clock is.

The birdbath swirls like a whirlpool-- small waves crest and break and unmistakably begin to take the shape of HOUR HANDS-- MINUTE HANDS-- A CLOCK.

Jonathan and Mrs. Zimmerman-- this is it!

Jonathan leans closer. Closer. Here. It. Comes...

(CONTINUED)

SUDDENLY-- a FIREBALL BURSTS from the birdbath like a gas explosion! Jonathan leaps back, startled-- damn thing nearly singed his face off.

Seems he got an angry, defiant answer to his question.

And just like that-- the eclipse ends. The full moon reappears--

With Lewis. As suddenly-- the STARS SNUFF OUT-- and the whole backyard returns to normal. The Topiary Lion whines as his playmate Leo vanishes.

Lewis heads back over to Jonathan and Mrs. Zimmerman.

LEWIS
So did you find it?

Jonathan and Mrs. Zimmerman lock troubled eyes-- but they smile at Lewis, act casual--

JONATHAN
Afraid not. We'll get 'em next time.

Off Jonathan's concealed worry...

INT. THE HOUSE - LEWIS' ROOM - LATER THAT NIGHT

Lewis. Tucked into bed. Reading one of the thick magic tomes from Jonathan's library. When Jonathan pokes his head in from the hall--

JONATHAN
I'm going to bed. Stay up as late as you want, of course.

LEWIS
Uncle Jonathan? Tonight-- that was the most incredible thing I've ever seen. Thank you.
(shy smile)
I'm-- really glad I stayed.

JONATHAN
Me, too.

LEWIS
I only wish I'd met you a long time ago.

CONTINUED:

JONATHAN

Me, too. G'night.

Jonathan pivots to go-- but Lewis calls after him--

LEWIS

Why didn't I?

JONATHAN

Why didn't you what?

LEWIS

Meet you. How come you-- left home? How come you never came back?

Jonathan pauses. The conversation makes him uneasy.

JONATHAN

Well. Truth is, my Father-- your Grandpa-- didn't like magic-- and he sure didn't like me messing around with it. We'd fight about it, then fight some more. Until, finally, I just-- took off. All by myself. And-- never looked back.

LEWIS

But-- my Mom missed you, you know. She'd say so all the time.

Jonathan. These are painful scars-- ones he doesn't want to tear open again-- so he only responds with--

JONATHAN

Get some sleep.

INT. THE HOUSE - DINING ROOM - NIGHT

Mrs. Zimmerman sits quietly, staring into her tea. Jonathan enters-- begins to shuffle a deck of cards-- flustered by his conversation with Lewis. They pretend not to hear the FATHOMLESS TICKING--

JONATHAN

Tonight should've worked.

ZIMMERMAN

I know.

(CONTINUED)

CONTINUED:

JONATHAN

Something's wrong.

ZIMMERMAN

I know.

JONATHAN

(an outburst)

I mean, just listen to it! We've got this-- time bomb-- just ticking away! What if it does something really and truly awful??

ZIMMERMAN

Well, I imagine we'd hide in the cellar like respectable folks.

JONATHAN

(beat)

I hate when you try to be funny.

ZIMMERMAN

Yeah, well, I hate when you chew. It's like a diseased yak.

They both glare. Then break into small smiles. Tension broken. Jonathan sighs. Calmer. But still anxious.

JONATHAN

We gotta find the clock, Florence-- and soon.

ZIMMERMAN

And we will. But getting riled up won't find it any faster.

JONATHAN

But-- things are different now.

ZIMMERMAN

How?

JONATHAN

Lewis. What if the clock goes off and Lewis is here?

Off Jonathan's growing paternal worry, off Mrs. Zimmerman's sympathy-- and off the echoing TOCKS, which
PLAY OVER--

INT. THE HOUSE - THIRD FLOOR PARLOR - NIGHT

The third floor parlor is dark, empty. Aside from the massive fireplace. And the mute chorus of automatons-- with their weathered faces and dead expressions.

And the PICTURE of Isaac Izard. Tick. We PUSH IN. Tock. Closer. Tick. CLOSER. Tock. His bespectacled eyes are like two COLD, GRAY DISCS. We wait for him to turn and GLARE at us. But... he doesn't. Not yet.

Off this unmistakable stench of menace--

EXT. THE HOUSE - MORNING - FEW DAYS LATER

Morning. Sunlight. Energy.

INT. THE HOUSE - STAIRWAY - MORNING

Lewis hops down the steps with a 10-year-old's EXUBERANCE.

Passing the heavy OVAL MIRROR-- which televises a GRANITE-JAWED HERO in AVIATOR GOGGLES.

ANNOUNCER

(through mirror)

...and will Captain Midnight and his Secret Squadron defeat the dastardly Comrade Ivan!??

LEWIS

Wow, thanks! I don't have time right now-- but I'll watch later, promise!

INT. THE HOUSE - PARLOR - MORNING

LEWIS

'Morning, Uncle Jonathan!

Jonathan sits. Nose buried in a musty volume. The title: "**SPELLS TO FIND LOST THINGS.**"

JONATHAN

'Morning, Lewis.

The Organ tootles "Take Me Out to the Ballgame."

(CONTINUED)

CONTINUED:

LEWIS

Yep, that's the plan-- but I'm late!

Lewis stops at an ever-rocking ROCKING CHAIR. His bookbag is slung over its back--

LEWIS

Do you mind?

The chair stops-- Lewis snags his bag and he's out the door-- comfortable-- content-- with all the magic.

LEWIS

See ya!

SLAM!

Jonathan. Studies his book. But he can't concentrate-- the mirror still blares its cliffhanging movie serial.

Frustrated, Jonathan marches over to it. But stops--

IN THE MIRROR. A MASKED BURGLAR picks a SAFE. Using a STETHOSCOPE to amplify the ticks--

Off Jonathan. As an idea forms...

EXT. NEW ZEBEDEE ELEMENTARY - BASEBALL DIAMOND - DAY

WIDE SHOT. The bouncy pace slams to a halt. Lewis. At the baseball diamond.

All alone. Waiting.

He idly knocks pebbles with his baseball bat.

He checks his watch. Tarby is a no show.

Off Lewis. Confused and disappointed.

EXT. FOOTBALL FIELD - DAY

TARBY

Hike!

Tarby falls back, gripping a football. Quarterbacking a game. Using both hands. HIS CAST IS OFF.

He throws a perfect spiral. To Woody, the bully who torments Lewis. When--

(CONTINUED)

LEWIS

Hey! Tarby!

Lewis trudges onto the field.

TARBY

Hey, Lewis.

LEWIS

When'd you get your cast off?

TARBY

Yesterday. Thank God.

LEWIS

I thought we were gonna hit today.

TARBY

Yeah, I know-- but-- the guys
needed a quarterback-- and my
butt's finally off the bench--

Tarby spots some of the other boys SNICKERING at Lewis.

LEWIS

Oh. Okay. What about tomorrow?
I could-- bring some cookies--

WOODY

Yeah, Tarby! Go have a cookie
picnic with Fatty! Wouldn't that
be sweet?

TARBY

Shut up, Woody!
(to Lewis)
I-- I gotta go. Some other time,
alright?

LEWIS

Yeah, sure. Alright.

Tarby runs off. Lewis watches him go, worried. Sensing--
now that Tarby's cast is off-- something's changed.

INT. THE HOUSE - HALLWAY - DAY

Jonathan. Wears a STETHOSCOPE.

He presses it against the wall. Uses it to amplify the
ticks. It WORKS! Why didn't he think of this before?

(CONTINUED)

CONTINUED:

He slides the stethoscope this way and that over the wall, like a metal detector searching for coins. And sure enough-- the TICKING INTENSIFIES when he moves the scope in a particular direction. He follows the sound.

Getting warmer. Warmer...

INT. THE HOUSE - THIRD FLOOR PARLOR - DAY

Jonathan follows the acoustic bread crumb trail-- to the third floor parlor.

He picks his way past the creepy, motionless automatons-- the tin ballerinas and brass demons.

The TICKS and TOCKS lead him directly up to the portrait of Isaac. Face to hawk-nosed face. Beat.

JONATHAN

So where is it already, you evil
old coot?

But then-- Jonathan SQUINTS. INTRIGUED.

Because he spots something. Something he never noticed.

The PHOTO. It was taken in this very room. Isaac, before his mechanical creations. But one AUTOMATON-- the FORTUNE TELLER-- its BONY ARM is raised ABOVE its head.

Jonathan pivots into the room-- the FORTUNE TELLER is RIGHT THERE-- it's been in plain sight the whole time. But its BONY ARM is DOWN.

Jonathan steps over to the Fortune Teller. Regards it. Thinks. Beat.

Then LIFTS its ARM UP.

CLACK CLACK CLATTER CLATTER!

A CLANKING CLICK of CLOCKWORK-- BIG and LOUD-- COMING FROM INSIDE THE WALLS!

Jonathan's eyes follow the SOUND-- ONE GEAR MESHING WITH ANOTHER, then ANOTHER-- across the wall-- to--

THE FIREPLACE-- as-- CLICK CLICK CLICK-- the GAPING OGRE'S MAW RAISES-- as if OPENING ITS JAWS--

REVEALING A SMALL DOOR!

(CONTINUED)

Jonathan. Stunned.

He approaches the fireplace. Slow. Wary. Tense.

Crouches under the mantle. Reaches for the knob. Opens the rough, wooden door--

And a WINGED CREATURE FLAPS INTO HIS FACE!

Jonathan SHOUTS!

But it was just a PIGEON. Must've found its way in and couldn't get out.

Jonathan catches his breath. Then-- enters the secret passage. Plunging into darkness.

INT. NEW ZEBEDEE ELEMENTARY - AUDITORIUM - DAY

Lewis. Sits alone in the back of the auditorium. No one beside him. The loneliness seems harder to take, now. He watches--

On the stage, PRINCIPAL FONDRIGHTER claps his hand on Tarby's back.

PRINCIPAL FONDRIGHTER

And may I present your new president, Tarby Corrigan!

The crowd goes wild. Tarby raises his arms in sweet victory. Popular and loved.

Off Lewis--

INT. NEW ZEBEDEE ELEMENTARY - HALLWAY - LATER

Tarby and his friends, including Woody, at their lockers. As Lewis scuttles up.

LEWIS

Hey, Tarby--

WOODY

Jesus, Lard Ass. He doesn't want any of your damn cookies, okay?

Lewis looks to Tarby-- to stick up for him. But Tarby doesn't-- his eyes flick down to the floor. Truth is, it's one thing to play together in private-- but in public? Lewis is starting to embarrass him.

(CONTINUED)

TARBY

Guys, just-- I'll catch up.

Woody and the other boys smirk, move off.

LEWIS

Congratulations on the election.

TARBY

Thanks.

LEWIS

Do you-- wanna do something after school? We don't have to play ball-- we could do anything--

TARBY

Sorry. The guys and me-- we're gonna go explore Wilder Creek. Maybe another time.

Tarby moves on. Lewis calls after him, needy.

LEWIS

I've got something way better than that!

TARBY

Oh yeah?

LEWIS

My house. Everyone's wrong, you know-- my house isn't haunted.

(then)

It's magic.

TARBY

Magic?

LEWIS

My Uncle-- he's a warlock. That's a boy witch. And I can show you things that you... well, you won't believe your eyes.

Lewis regrets saying this-- the instant he says it.

TARBY

What kinds of things?

INT. THE HOUSE - SECRET PASSAGE - DAY

Jonathan progresses forward. Through the dim, gloomy, exposed-wall passage. Dull blades of cloudy daylight through the slats. The ticking is LOUDER in here.

He hears a CREAK. Is there something behind him?

And more importantly-- is the CLOCK ahead of him?

Still, he continues-- through the gray, grainy murk. We chew a few nails. Until--

The secret passage WIDENS to a SECRET ROOM. Is the clock in here? Well, yes. And no.

REVEAL-- a WORK TABLE. Pens. A compass. But mostly, PAGES of hand-scrawled BLUEPRINTS. Disturbing PLANS-- for the CLOCK. What Da Vinci's stuff might've looked like if he was a stone cold PSYCHOPATH.

Sketches of gears. Insanely complicated mechanisms. A DISTINCTIVE CLOCK FACE (remember this face, please).

And throughout-- STRANGE NUMBERS and SYMBOLS, crowded into every free space. As well as the GREEK LETTER OMEGA, repeated over and over. It's madness.

Jonathan inspects it. Fascinated. Unsettled.

INT. THE HOUSE - FRONT HALLWAY - DAY

The front door CREAKS open. Lewis pokes his head in.

LEWIS
Hello? Anyone home?
(no answer)
Come on.

A skeptical Tarby follows him in.

INT. THE HOUSE - PARLOR - DAY

Lewis and Tarby stand in front of the SILENT PLAYER ORGAN. Clearly, it refuses to be Lewis' trained pet.

TARBY
Wow, so, a player organ-- that
plays-- music?

(CONTINUED)

CONTINUED:

LEWIS

No, but-- it plays by itself.

TARBY

Um. That's sort of-- what they do, right?

LEWIS

(to the organ)

Just-- play for him. Please.

Lewis taps some keys. Nothing. He smiles, awkward.

INT. THE HOUSE - BOTTOM OF STAIRS - DAY

Lewis. Tarby. In front of the OVAL MIRROR.

LEWIS

This morning-- it was playing 'Captain Midnight!' He was fighting Comrade Ivan!

TARBY

(beat)

I gotta go.

LEWIS

(flopsweaty)

Just-- hold on--

INT. THE HOUSE - LIBRARY - DAY

The mahogany panels slide open-- Lewis leads Tarby into the impressive library. Points out the mummified hand with the melted candle in its palm-- the HAND of GLORY.

LEWIS

Look. Disgusting, right? It's a real hand.

TARBY

What's it do?

LEWIS

I, uh-- I don't know.

Tarby pivots away-- bored and unimpressed-- until his eyes fall on--

THE FORBIDDEN CABINET. COVERED WITH HORSESHOES. Hello.

(CONTINUED)

CONTINUED:

TARBY

What's in there?

LEWIS

Oh, I-- we're not allowed to open it.

That piques his interest. He approaches.

TARBY

Oh yeah? Why not?

LEWIS

(please stay back)
I dunno. But-- it's my Uncle's only rule-- besides, it's locked--

Tarby rifles through a nearby drawer. Grins, as he picks out a BRASS KEY. Tries the cabinet lock-- CLICK.

TARBY

No, it's not.

LEWIS

Tarby-- I mean it-- we can't.

TARBY

Don't be such a scaredy-cat.

And with that-- Tarby OPENS the CABINET--

LEWIS

No!

But inside-- the cabinet's empty. Sparse. Nothing but a single, solitary BOOK. Thick. Ragged. Leather bound.

Tarby lifts it out. Opens it. On the inside cover-- an engraving of Dr. John Dee, famous occultist and personal astrologer of Queen Elizabeth I. And his assistant. Raising the spirit of a dead woman in a churchyard.

Above the illustration-- a single title. **NECROMANCY.**

TARBY

What's 'nec-ro-mancy?'

Anxiety builds in Lewis like a pressure cooker--

(CONTINUED)

LEWIS

(quickly)

Noun-- 'the practice of communicating with the dead or raising them to life.' Please put it away--

TARBY

(turns pages)

Raising the dead? Now that would be a trick.

Then-- a full Triple Gainer from the frying pan to the fire-- as we CUT TO--

INT. THE HOUSE - THIRD FLOOR PARLOR - DAY

Jonathan. Emerges from the secret door. Ducks under the fireplace mantle. ROLLED-UP BLUEPRINTS under his arm.

INT. THE HOUSE - LIBRARY - DAY

Lewis HEARS CLUMPING down the steps. Oh my God-- Uncle Jonathan is HERE!

LEWIS

He's home! Put it back!

TARBY

C'mon. If you're Uncle's such a big time-- boy witch-- then prove it. Let him pop some dead guy out of the dirt.

JONATHAN (O.S.)

Lewis? Is that you?

Lewis FREAKS OUT-- roughly rips the book from Tarby's hands, accidentally elbowing him in the ribs. Places it back into the cabinet. Shuts it.

LEWIS

I said put it back! Put it back
RIGHT NOW!

Tarby glares at Lewis. Rubs his ribs-- that hurt. Sullen and disappointed.

TARBY

Fine. None of it's real anyway. It's all just weird.

(MORE)

(CONTINUED)

CONTINUED:

TARBY (CONT'D)
(turns to the door)
You're just weird.

Off Lewis-- to his credit, he doesn't cry, much as he wants to--

INT. THE HOUSE - FRONT HALLWAY - DAY

Jonathan. Steps into the hall, blueprints in the crux of his arm. To see--

Lewis-- closing the door behind Tarby--

JONATHAN
Was that the Corrigan boy?

LEWIS
(downcast)
He was just leaving.

JONATHAN
What were you doing?

LEWIS
...nothing.
(then)
Hey. Uncle Jonathan. Do you want to go-- play ball with me?

JONATHAN
(gripping blueprints)
Oh, I-- I can't-- there's-- something I need to look into--

LEWIS
You could-- take a break, maybe?
Just a short one? It'd be fun.

Ironically-- Jonathan wants to find that clock-- for Lewis' sake. But all Lewis needs right now is Jonathan.

JONATHAN
(turns away)
I'd love to-- as soon as we find that damn clock. Then we can play all the ball you like.

LEWIS
O-- okay.

If only Jonathan looked at Lewis-- he'd see something was wrong. But he doesn't.

EXT. NEW ZEBEDEE ELEMENTARY - BASEBALL DIAMOND - DAY

Lewis. Alone-- always alone. At the diamond. He tries to toss the ball in the air and hit it-- the way Tarby can. But he misses badly.

He picks it up and tries again. Misses.

Again. Misses.

He keeps trying. Panting from the effort. Tears stand in his eyes. It's heartbreaking. Off this--

EXT. THE HOUSE - THAT NIGHT - ESTABLISHING

The moon. Trapped by the frozen sky.

The house. Cloaked by the night.

And in the distance--

A mysterious SHROUDED FIGURE. In a grimy-gray, hooded robe. We saw him once before-- as Lewis' Greyhound rolled into town. And now, he just silently observes the House-- features hidden by the robe's deep folds.

Who the hell is that?

INT. THE HOUSE - LIBRARY - NIGHT

Jonathan. Mrs. Zimmerman. Poring over the blueprints. They can't make heads or tails of the writing...

JONATHAN

...what do you think?

ZIMMERMAN

I know about every code and secret language there is. The Alberti Cipher, the Enochian Glyphs. But this? Is a new one for me.

JONATHAN

Well. Least I lived to see the day you got stumped.

ZIMMERMAN

(withering look)

I still got some more books we can dig through, Melon Head.

(MORE)

(CONTINUED)

ZIMMERMAN (CONT'D)
But I'm not sure how much longer
any of us'll be living.

JONATHAN
What're you talking about?

ZIMMERMAN
What's this mean to you?

She points-- to the prominent Greek letter OMEGA repeated
all over the documents--

JONATHAN
The omega? It's the last letter
of the Greek Alphabet.

ZIMMERMAN
And in Early Christianity?

JONATHAN
(oh crap)
It means-- Judgment Day.

Off Jonathan and Mrs. Zimmerman and their quiet disquiet.

INT. THE HOUSE - LEWIS' ROOM - NIGHT

Lewis. In bed. Staring at that photo of his parents.
Wishing they were still alive. Wishing he didn't feel
quite so alone.

When, once again-- in soft focus in the b.g...

MOTHER
You alright, monkey?

Lewis' Mother, again in black and white, steps across the
room. Sits on the bed. Runs her hands through his hair.

LEWIS
I'm okay.

MOTHER
(gentle smile)
You were always a lousy liar.

LEWIS
I just-- I... I miss you, I guess.

MOTHER
I miss you, too. Dad and I both
do. So much.

(MORE)

(CONTINUED)

CONTINUED:

MOTHER (CONT'D)

(cradles him)

But, you know-- we can do something about that.

LEWIS

What do you mean?

MOTHER

That book, silly. In Jonathan's library. You can use the book and bring us back.

LEWIS

What?

MOTHER

Back to life. Fresh and new as the driven snow.

LEWIS

I can't!

MOTHER

Why not? Don't you want us to come back?

LEWIS

Yeah, sure, more than-- but-- I'm not supposed to-- Uncle Jonathan would get mad, really mad--

MOTHER

Look, I know Jonathan wants to be there for you-- but he's too busy. He knows a boy needs his parents.

Lewis. Thinking. This doesn't seem right. But it's also his heart's desire...

MOTHER

Lewis. We love you. You love us. We can be together again. You don't have to be alone.

(beat)

My sweet little boy. I need you to be brave. Can you do that?

INT. THE HOUSE - LEWIS' ROOM - NIGHT

Lewis JOLTS awake! Another dream.

(CONTINUED)

Upset... Lewis reaches for the PHOTO of his parents. His eyes bore a hole into it.

INT. THE HOUSE - DINING ROOM - NEXT MORNING

Lewis. At the breakfast table. Before a mouth-watering, photo-ready stack of fluffy pancakes. But he hasn't touched them. Mrs. Zimmerman notices--

ZIMMERMAN

Would you rather have some doughnuts, dear?

LEWIS

Do you... have any Cream of Wheat?

JONATHAN

You don't actually like that glop? It's like eating a bowl of wet kitty litter.

LEWIS

...my Mom used to make it for me.

Beat. Jonathan lowers his eyes.

ZIMMERMAN

I'll run out and get you some.

LEWIS

No, thanks, I'm not very-- may I be excused?

Lewis exits. Mrs. Zimmerman nudges Jonathan.

JONATHAN

What?

ZIMMERMAN

He misses his Mother, you hairy gorilla. Go talk to him.

But Jonathan's out of his depth here--

JONATHAN

(awkward)

I-- I don't know what to-- I'm no good at that kind of thing. Don't worry, he'll be okay.

Zimmerman glares, frosty.

(CONTINUED)

ZIMMERMAN

You're a real piece of work.

EXT. NEW ZEBEDEE ELEMENTARY - RECESS - DAY

Lewis. On a teeter-totter. No one on the other end. Is there anything lonelier than a one-man-see-saw?

He watches-- Tarby. Playing basketball with his friends.

Thoughtful, bittersweet, Lewis peers down at something he holds in his hands.

It's the photo of his parents.

He stares. Stares. Thinking. Thinking.

Finally, he looks at Tarby. Makes a decision. The BELL RINGS right then, as if to punctuate his choice--

Lewis strides to Tarby. Against the tide of kids flowing back into the building.

Including that tomboy Rose Rita. She holds her thick book under her arm. Smiles, shy, at Lewis--

ROSE RITA

Hi.

But he's too driven to notice. He marches right past. Reaching Tarby, who's just coming off the court.

LEWIS

Okay. You wanna see some real magic? I'll show you.

But Tarby's over it by now.

TARBY

Yeah? You gonna pull a rabbit from a hat?

LEWIS

No. I'm gonna raise the dead.

TARBY

You're a liar. No one can raise the dead. Not really.

LEWIS

Watch me. But-- I can't do it alone. I need your help.

(CONTINUED)

TARBY

I dunno-- go find someone else--

LEWIS

I don't know anyone else.

With uncharacteristic determination (desperation)?

LEWIS

Unless-- you're scared?

Tarby's jaw tightens. Yes, this is a juvenile challenge-- but luckily, Tarby is a juvenile.

TARBY

You need a babysitter? Fine. But this whole thing's gonna be a big waste of time. When?

INT. THE HOUSE - LEWIS' ROOM - THAT NIGHT

The plastic Westclox clock. 11:37.

Lewis. Under his covers. He glances at the clock. Takes a quivering breath. Then pulls back the sheets. He's fully dressed.

He lifts the MAGIC 8-BALL. Whispers to it, apprehensive.

LEWIS

Should I do this?

He shakes it. The answer: **REPLY HAZY.**

Lewis sighs. Heads out of the room, anyway.

INT. THE HOUSE - LIBRARY - NIGHT

Lewis, flashlight in hand, slides open the library door. Creeps to the locked cabinet. Opens it. Lifts the BOOK-- it seems to crackle with a malevolent electricity.

Lewis also holds the photo of his parents. Regards it, longingly. Then places them both into his bag.

INT. THE HOUSE - FRONT HALLWAY/PARLOR - NIGHT

Lewis glides to the front door... past the parlor--

(CONTINUED)

Where Jonathan sleeps in an easy chair! Blueprints spread over his chest.

Lewis holds his breath. Creeps slowly, carefully, when--

The Player Organ PLAYS! "Wake Up and Sing."

LEWIS
(harsh whisper)
Shhh! Stop! Shut up!

Jonathan LURCHES UP. Surveys the room, confused. Lewis is nowhere to be seen. Jonathan stands.

JONATHAN
(to the organ)
What're you doing?

He peers into the hall. Empty. Nobody there.

INT. THE HOUSE - DINING ROOM - NIGHT

The dining room is still. Except for a quick glimpse of the tall China Cupboard CLICKING SHUT--

INT. SECRET PASSAGE - NIGHT

Lewis hustles through the earthen-walled PASSAGE.

EXT. THE HOUSE - FRONT YARD - NIGHT

The CHESTNUT TREE. Near the base-- a grass covered HATCH swings open. Lewis climbs out. Close one.

EXT. OAKRIDGE CEMETERY - NIGHT

Lewis shivers from the cold-- and fear-- as he approaches a heavy, inscribed STONE ARCH:

'THE TRUMPET SHALL SOUND AND THE DEAD SHALL BE RAISED.'

Lewis passes beneath it-- into the cemetery. Which is every bit as Gothic and unnerving as the House. If not more so.

Heart thumping, Lewis strides past elaborate gravestones of weeping women leaning on urns. Cupids extinguishing torches. Little tombstones in the shape of lambs, which signify children's graves.

(CONTINUED)

CONTINUED:

Wind whispers through the branches of barren trees.
Leaves rustle, as dry as parchment.

Every part of Lewis wants to turn back. But still, he
walks. Just as he passes a marble REAPER--

It REACHES OUT and GRABS HIM! Lewis jumps a mile high!

TARBY

Boo!

LEWIS

That's not funny!

TARBY

Depends on where you're standing.

(then)

Well, come on, smart guy. Show me
some magic.

EXT. OAKRIDGE CEMETERY - NIGHT

Tarby observes, as Lewis chalks in the protective circle--
the pentagram-- on the sidewalk. Fills in the mystic
symbols along the edges. Once he's complete, he consults
the book. Jittery--

LEWIS

Easy as following a recipe.

(reads)

'To resurrect a loved one, place
their image in the middle of the
circle, in the middle of a
cemetery-- any cemetery will do--
in the middle of the night.'

TARBY

And dance like a wild Indian?

LEWIS

This is serious.

TARBY

Right. I forgot. So. Whose
stiff we bringing back, anyway?

Lewis places the photo of his family in the center of the
circle. Tarby realizes who it is-- and his smile fades.
He looks at Lewis with genuine sympathy.

(CONTINUED)

CONTINUED:

LEWIS

Okay, so now, you burn the
picture, while I read--

Tarby flicks a match-- and BURNS the photo. Lewis
watches, both melancholy and hopeful. Then--

LEWIS

'For thou who sleeps in stone and
clay, heed this call-- rise up and
obey. Trek on through the mortal
door, assemble flesh and walk once
more.'

CLOSE ON PHOTO. Lewis doesn't notice-- but as it CHARS--
a ghostly image seems to MAGICALLY APPEAR in the photo--

A DARK FIGURE-- with TWO COLD GRAY DISCS, where its eyes
should be...

TARBY

So what now?

LEWIS

That's it. That's all it says.

They wait. And wait.

But nothing. Except the quiet whistle of the wind. The
crackle of brown, ragged leaves.

TARBY

See? I told you this was all a
big pile of--

BOOM!

A THUNDERING, HOLLOW POUNDING! The boys jump. Then
pivot, icy, to the sound source--

A MAUSOLEUM. An 'II' carved above the green-bronze door.

BOOM. The PADLOCK on the door RATTLES.

Something is inside.

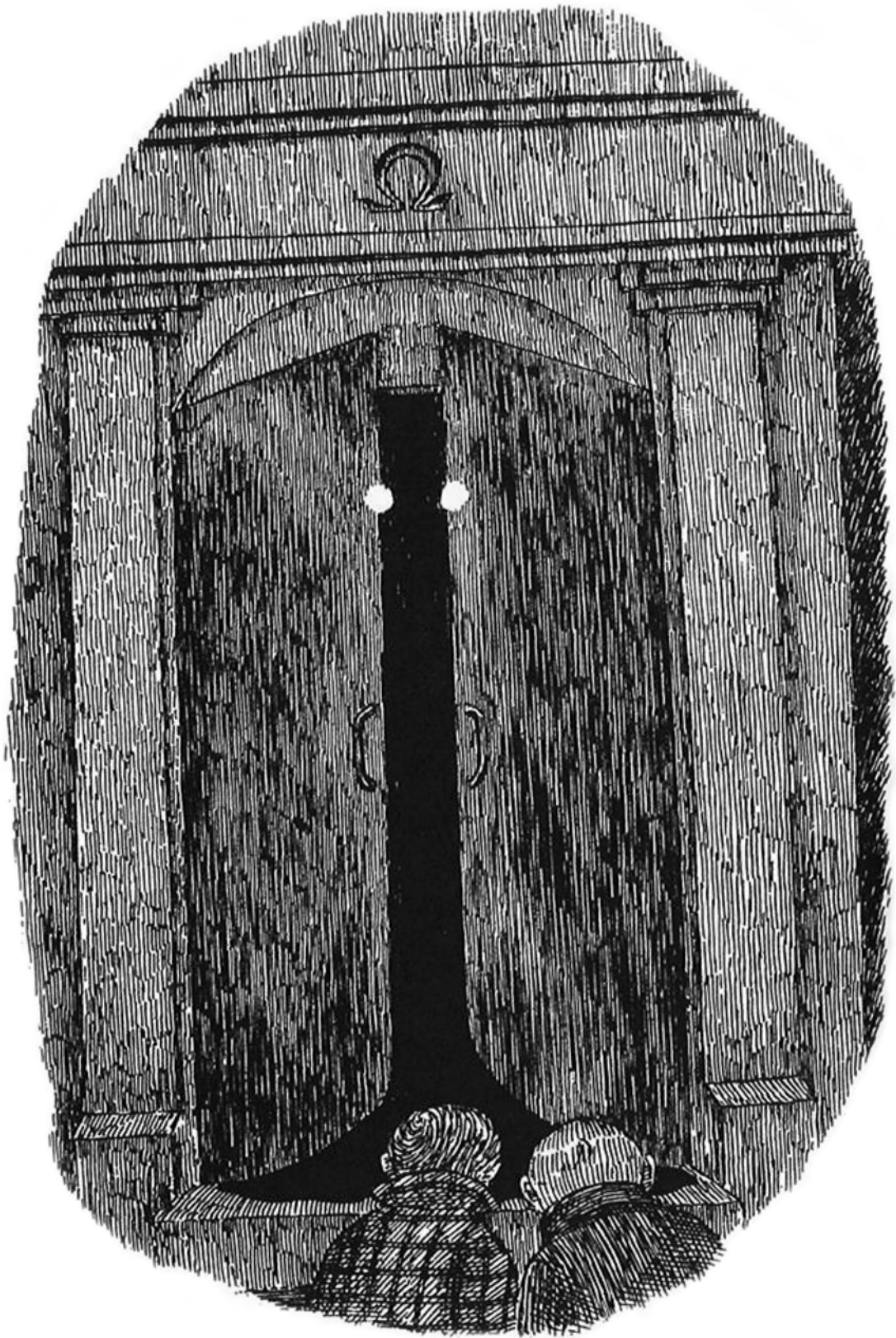
Something that's trying to get outside.

TARBY

...c'mon, let's go...

BOOM!

(CONTINUED)



TARBY

Lewis, we gotta go...

But Lewis is frozen. Deer in headlights.

BOOM! The PADLOCK snaps off!

TARBY

RUN!

Tarby isn't waiting around any more. He TAKES OFF. As--

BOOM! The bronze door FLINGS OPEN! Revealing BLACK!

Finally, Lewis comes to his senses-- RACES for dear life--

As behind him-- in the shadow of the open mausoleum-- two COLD, GRAY DISCS appear-- lighting the dark like bitter torches. They emerge, slowly, out of the gloom-- with the sound of shuffling, shambling footsteps--

CAMERA drops down to a TOMBSTONE. As the FOOTSTEPS CLOSE IN, and a PALE, FUNGAL HAND grips the top of the STONE. Someone breathes in a raspy, rattling lungful of air.

As if the first breath in a very long time.

EXT. OUTSIDE OAKRIDGE CEMETERY - NIGHT

Lewis runs-- RUNS! Branches scrape his face and arms. Down a steep, muddy hill-- slipping and sliding and sloshing through the grime. Until--

He pauses, breathless, in a clearing at the bottom.

LEWIS

(harsh whisper)

Tarby! Tarby!

No Tarby. No zombie. Nobody.

Lewis is alone, wild-eyed. And SCARED OUT OF HIS WITS. What just happened? What did he just do?

INT. THE HOUSE - VARIOUS - NIGHT

Lewis sneaks back inside, through the China Cupboard. He's coated in mud and sweat.

LIBRARY. He very carefully replaces the Necromancy book. Sets it just so, exactly how he found it.

(CONTINUED)

BEDROOM. He peels off his grimy clothes, hides them in a deep corner of his closet, under some blankets.

Lewis crawls into bed. Of course, he won't sleep tonight. He lays there. When he hears it...

The TICKING. In the walls. It's significantly LOUDER. And undeniably FASTER.

Off Lewis' confusion and dread...

EXT. THE HOUSE - NIGHT

Roiling clouds skulk across the moon. Throwing the House into SHADOW.

Shadows that fall over the JACK O' LANTERNS-- the lit candles inside them SNUFF OUT. Shadows that seem to make the spires and porticos lengthen and darken.

It's almost as if the House ARCHES its eyebrows and SCOWLS. As if the House itself grows more SINISTER...

INT. THE HOUSE - DINING ROOM - NEXT MORNING

Lewis sits before a bowl of Cream of Wheat. Pokes at it. *Glorch. Glop.*

Mrs. Zimmerman sets a glass of milk in front of him.

They both look up-- and though they don't say anything, it's plain as day-- the TICKING THUDS. LOUDER.

Lewis. Studies his cereal. Sick with worry, but trying to play it off.

INT. THE HOUSE - JONATHAN'S ROOM - MORNING

Upstairs, Jonathan finishes buttoning his shirt. He HEARS the noisier TICKING, too.

Then he hears something else. A strange WHIRRING. Coming from the hall.

INT. THE HOUSE - HALLWAY - MORNING

Jonathan pokes his head out to see--

(CONTINUED)

AN AUTOMATON. A CLICKING RED DEVIL. Marching, herky-jerky, around the corner. Then--

THE REST OF THE AUTOMATONS FOLLOW. All the mobile ones, anyway. Lurching and weaving and reeling and rolling down the hall. A dead-eyed toy ARMY.

Jonathan takes this in. A long beat.

JONATHAN

Boy. That's not creepy at all.

EXT. THE HOUSE - MORNING

Lewis quietly mopes off to school. Mrs. Zimmerman steps into the doorway behind him--

ZIMMERMAN

Have a good day, Lewis.

Lewis nods without stopping. When Mrs. Zimmerman glances down. Sees something. She frowns.

The Jack-O-Lanterns. SMASHED to smithereens.

Off Mrs. Zimmerman. Wheels turning. Something's very, very wrong.

EXT. NEW ZEBEDEE ELEMENTARY - DAY

The students CROWD in before morning bell. Tarby's among them-- bee-lining inside. Oddly quiet, head down.

Lewis. Watches from down the street. But he doesn't follow the others. He continues on to--

EXT. OAKRIDGE CEMETERY - DAY

If you think the boneyard's less eerie in the day-- you'd be wrong. Funereal mist envelops the wet grass.

Lewis passes under the stone arch. Of course he's frightened. But he needs to see what happened.

Past the STONE ANGELS and MARBLE SKELETONS, reaching--

The OPEN MAUSOLEUM. Bronze door dangling on its hinges.

Lewis advances slowly. Craning his neck to look inside.

INT. MAUSOLEUM - DAY

Lewis appears in the mausoleum's doorway. It-- *seems* empty. But he pales as he takes in--

A STONE COFFIN. Its lid AJAR. SCRAPED to the side.

Lewis' pulse pounds. As he steps closer. To see--

The coffin's vacant. Obviously-- that ain't good.

Suddenly-- the CRUNCH of LEAVES! Coming from behind!

Lewis panics! Who-- or far more likely, what-- is that? With nowhere to go-- he leaps behind the stone coffin. Hiding. As--

Jonathan and Mrs. Zimmerman enter the Mausoleum. Grimly regard the open coffin. Dry beat.

ZIMMERMAN

Well-- there's a worst case scenario for you.

(then)

As if Isaac wasn't irritating enough as a warlock. But now? A zombie-warlock? Unbearable.

JONATHAN

But how-- who'd be crazy enough to bring Isaac Izard back from the dead?

Lewis. Reacts. He brought back Isaac Izard??

ZIMMERMAN

Maybe a new witch in town? I dunno. But the House knows.

JONATHAN

(nods)

I feel it, too. The House is getting darker, more dangerous. Like a battery charging up with black magic.

ZIMMERMAN

It knows its Master's coming home. Coming for the clock, to do God knows what with it.

(CONTINUED)

CONTINUED:

JONATHAN

No more fooling around, Florence.
I need your help. You're the
strongest witch I know.

ZIMMERMAN

Not anymore. I can't.

JONATHAN

You have to try-- it's gotta be
your magic against his--

ZIMMERMAN

I said I CAN'T!

(quietly)

...I-- can't. I'm sorry...

Clearly, a painful and emotional story here.

ZIMMERMAN

Look, we-- we need to quit
bickering-- and beef up our
defenses. Isaac's gonna try to
get inside the House-- and soon--
we can't let that happen--

JONATHAN

What we need to do is find the
damn clock and smash it to bits.

They exit. Off Lewis. Hiding. Petrified.

EXT. THE HOUSE - VARIOUS - DAY

SERIES OF SHOTS. A wooden lid CROWBAR-PRIED off a crate.
Inside-- packing hay. And IRON HORSESHOES.

POUNDDOUNDDOUND. Hammers whack nails.

Jonathan. Mrs. Zimmerman. On ladders. NAILING MULTIPLE
IRON HORSESHOES above, below, and around EVERY WINDOW.
EVERY DOOR. DOZENS and DOZENS. And DOZENS.

EXT. HANCHETT HOUSE - DAY

Through the kitchen window, Mrs. Hanchett again spoons
some rich, chocolatey OVALTINE into her milk. Watching
this bizarre pair across the street. Mercy, what are
these freaks up to now?

EXT. THE HOUSE - DAY

Jonathan and Mrs. Zimmerman inspect their handiwork. The horseshoes practically blanket the House.

ZIMMERMAN

You think that's enough to keep him out?

JONATHAN

Yeah. Sure. Probably.
(thinks better of it)
No. I'll get some more.

INT. THE HOUSE - STAIRWAY - DAY

Jonathan carries another crate downstairs.

When, on the landing, he freezes. In horror.

The STAINED GLASS WINDOW. It isn't so nice and friendly anymore. It shows an illustration of three corpses. Strewn in front of the House, fiery and burning. Clearly, Jonathan. Zimmerman. And Lewis. Obsidian X's over their eyes.

CLOSE ON-- the Lewis figure. Prostrate. Just about Jonathan's worst fear.

Jonathan. Truly scared. As the TICKING grows louder. And LOUDER.

When the REAL LEWIS appears at the bottom of the steps. He can't see the glass from his angle--

LEWIS

Uncle Jonathan...?

With more edge than he'd like--

JONATHAN

Don't come up!!
(lamely covers)
I'm-- I'm coming down--

LEWIS

I need to talk to you...

(CONTINUED)

CONTINUED:

JONATHAN

Not the best time, Lewis. Listen.
I'm kinda working on this-- heavy-
duty spell-- I want you to stay
with Mrs. Z. for a few days...

Lewis tries again-- he WANTS to CONFESS--

LEWIS

Come on. I can see all the
horseshoes-- you don't have to
hide it--

JONATHAN

What do you-- everything's fine--

ZIMMERMAN (O.S.)

No. It's not.

Mrs. Zimmerman steps up behind Lewis.

ZIMMERMAN

You're right, Lewis. Something's
wrong.

JONATHAN

Florence--

ZIMMERMAN

He's got eyes, Jonathan.
(to Lewis)
It's our friend Isaac Izard-- he's
back from the great beyond...

LEWIS

Yeah, that's what I wanna--

ZIMMERMAN

And when we find out who did it?
They're going to be sorry-- very
sorry.

Lewis slams the brakes on his confession--

LEWIS

Oh, I, um-- yep. They sure will.

JONATHAN

Look-- truth is, it's not safe for
you here, at least for now. So--
go with Mrs. Zimmerman.

(Lewis hesitates)

Lewis. Please.

(CONTINUED)

Off Lewis. Off Jonathan. Both tense. Both afraid.

EXT. ZIMMERMAN HOUSE - NIGHT - ESTABLISHING

Her purple house is even more purple at night.

INT. ZIMMERMAN HOUSE - NIGHT

Mrs. Zimmerman's rugs, her wallpaper, her staircase runner are also purple. So is the large surrealist painting of a dragon that hangs in her living room. It was made for her specially by the French symbolist painter Odilon Redon.

Lewis stands at the window, edgy, crushed with guilt. As Mrs. Zimmerman enters with a lovely plate of cookies.

LEWIS

We can't just sit here. We gotta help Uncle Jonathan.

ZIMMERMAN

(warm)

I think we need to keep you safe and sound, right here.

LEWIS

But this is all m--

He's about to say 'this is all my fault.' But he stops short. Looks at Mrs. Zimmerman-- he's simply too frightened to confess.

LEWIS

--this is all a big mess.

ZIMMERMAN

Don't worry. If anyone can figure it out, it's your Uncle.

Lewis exhales. Pivots into the room. And notices-- a cluster of FRAMED PHOTOS on an end table.

He lifts one-- an enchanting, 20-year-old MRS. ZIMMERMAN in a purple satin gown. An Art Deco Goddess. Wow.

LEWIS

Is this you?

She takes it. Nods. A wistful beat.

(CONTINUED)

CONTINUED:

ZIMMERMAN

You should've seen me before the War. My magic was the toast of Paris. I melted Salvador Dali's watch once, right off his wrist.

LEWIS

Well, then, why--
(he stops)

ZIMMERMAN

It's okay. Ask me anything.

LEWIS

Why-- don't you practice anymore?

She flinches-- this isn't easy for her. And her eyes find another PHOTO: Mrs. Zimmerman with the late MR. ZIMMERMAN. And their little girl NAOMI.

ZIMMERMAN

You know how magic comes from inside?

(Lewis nods)

Well. I got hurt once. Pretty badly. And even though my outsides got better, my--

(touches her heart)

--insides never did. I guess-- I'm still too weak-- in here-- to work any real magic.

LEWIS

Maybe-- you'll feel better soon.

Mrs. Zimmerman. She'd like to believe that. But she doesn't. She changes the subject.

ZIMMERMAN

Maybe. Now come on. There's few problems in this world that can't at least be helped by a good chocolate chip cookie.

She pushes the cookie plate to Lewis-- and WE SEE-- but Lewis doesn't-- her CONCENTRATION CAMP TATTOO.

Lewis gratefully munches a cookie.

But then he looks back through the window-- at the House.

Lewis. His jaw tightens. He has to help. Somehow.

EXT. THE HOUSE - BACKYARD - NIGHT

Jonathan. In the fenced backyard. At a GARDEN TABLE. Smoking a PIPE. Reading a book titled '**CODE-BREAKERS OF WWII.**' Cross-referencing each code against Isaac's BLUEPRINTS. But so far-- nothing.

He rubs his eyes, frustrated. Dammit. Keeps at it--

BUT BEHIND HIM. The TOPIARY LION. Begins to STALK towards Jonathan. It's no longer friendly-- like the rest of the house, it's darker, more dangerous.

It moves like a predator towards its prey. Its eyes GLEAM a rancorous red.

Jonathan. Working. Oblivious.

As the lion closes in. Closer. Closer. Now tensing up. About to POUNCE. Then--

It LEAPS!

But turns out Jonathan came prepared-- he snags a previously unseen MACHETE-- and HACKS the LION'S LEAFY HEAD RIGHT OFF! Foliage bursts everywhere!

It crashes to its side. Still and dead. Beat.

JONATHAN

Bad kitty.

EXT. FOOTBALL FIELD - NEXT DAY

Tarby. Launches another perfect pass. In the middle of a play. When--

LEWIS

Tarby! Tarby!

Lewis closes in, urgently. He's just about the last person on Earth Tarby wants to see.

TARBY

Not now, Lewis, I'm in the middle of a game.

LEWIS

Yeah, now. We gotta talk now.

Tarby is taken aback by Lewis' zeal.

(CONTINUED)

TARBY

Hold up, guys.
(to Lewis, impatient)
What?

LEWIS

(it cascades out)
Look. The other night in the
cemetery, we did something awful.
I did-- it was my fault-- I'm
sorry for dragging you out there.
(beat)
But now my Uncle's in trouble-- we
all are-- and we have to do
something. We gotta help him
find... there's this clock, and--

TARBY

Lewis. Just stop!
(beat)
Nothing happened in that cemetery.

LEWIS

...what? What are you talking
about? You saw that crypt--

TARBY

It was-- dark-- probably just a
trick-- of the moonlight or
something.

LEWIS

Look, I get it, you're scared--
I'm scared, too, more than anyone,
but--

Tarby LUNGES, WRENCHES Lewis' arm back. Lewis shouts!

TARBY

(terrified)
Who's scared? I'm not scared.
And if you tell anyone I was
there? I'll break both your arms!

Lewis looks at Tarby in PIERCING PAIN. And before he
even knows what he's doing-- Lewis SWINGS-- CRACKS Tarby
across the chin!

Tarby reels, surprised-- it wasn't a bad hit.

But then Tarby UPPERCUTS into Lewis' gut. HARD. Sends
Lewis dropping to his knees--

(CONTINUED)

TARBY

Stay away from me, fat ass.

Tarby heads back to the game.

Off Lewis. Gasping for breath. Tarby calling him that-- it stings-- like betrayal. Tears start to flow.

EXT. PARK - DAY

WIDE SHOT. Lewis sits on a park bench-- in front of the second largest Paul Bunyan statue in the continental U.S.

Red-faced. Wet cheeks. Crying. Scared. Alone.

He doesn't know what to do. How to help.

Finally, Lewis stands. Lifts his bag off the bench. But from the wrong end-- his books and papers SPILL OUT.

Just great. Until Lewis sees-- his first edition Webster's plopped out. Spread open.

He bends over. Notices the page it opened to--

INSERT. **INDOMITABLE (adj.): impossible to defeat.**

PUSH IN ON LEWIS. He thinks-- seems to decide something. Wipes his tears away. Scared.

But INDOMITABLE.

INT. THE HOUSE - FRONT HALL - NIGHT

The front door CREAKS open. And Lewis enters.

Jesus, the TICKING seems to get LOUDER by the minute.

LEWIS

Uncle Jonathan?

No answer. Lewis continues-- past the SLITHERING VINES in the wallpaper-- no sprouting sunflowers anymore-- only desolate thorns.

Past the OVAL MIRROR-- which now displays imagery of the House-- in flames--

Past the MAGICIAN POSTERS-- who all watch Lewis, spiteful and venomous.

(CONTINUED)

Under a CLOUD. Pouring rain, drenching both Lewis and the carpet. And rumbling menacingly.

The floorboards groan with every step. The mood is tense. Dangerous.

INT. THE HOUSE - LIBRARY - NIGHT

LEWIS

Uncle Jonathan? You in here?

He's not. The library is SILENT, EMPTY. Except, of course, for the spooky curios-- the shrunken head and Hand of Glory-- which all seem spookier now.

And except for the BLUEPRINT, sprawled on the table.

Lewis steps over to inspect it--

Unbeknownst to him-- on the BOOKSHELF-- a few THICK VOLUMES begin to scrape and slide...

Lewis studies the blueprints. Troubled by the unsettling sketches. But his eyes WIDEN-- as he sees-- those STRANGE SYMBOLS and NUMBERS--

LEWIS

No way.

Just then-- a TERRIBLE RUSTLING-- as a SWARM of HEAVY BOOKS-- flapping like RAVENS-- ATTACK!

Lewis SHOUTS-- SHIELDS HIMSELF with his arms-- but they're all over him-- moving like a coordinated FLOCK, like a starling murmuration-- papercutting him badly--

Lewis drops to the ground for protection-- they SLAM into his HEAD and TORSO-- it's getting dangerous, like something out of Hitchcock's "The Birds." When--

Thank God, Jonathan and Mrs. Zimmerman RACE IN--

JONATHAN

LEWIS!

Jonathan grabs the boy-- hurries for the door-- but--

LEWIS

Get those papers!

Mrs. Zimmerman snags the BLUEPRINTS-- then everyone RUSHES out-- through the FLUTTERING GAGGLE of paper and cardboard--

Jonathan STRUGGLES to close the SLIDING DOOR-- shoving back some pushy BOOKS FIGHTING to get through-- until-- finally, he shuts it.

They're all safe. Mrs. Zimmerman catches her breath, as Jonathan HUGS Lewis.

JONATHAN

Are you okay??

Lewis nods. More than a few bleeding papercuts, but otherwise, no worse for wear.

Jonathan's jagged relief quickly transforms into anger--

JONATHAN

What are you doing here?? I told you-- the house wasn't safe!

LEWIS

I was being-- indomitable.

Mrs. Zimmerman. Impressed. Lewis is such a brave kid.

ZIMMERMAN

I suppose you were, weren't you?

LEWIS

You can't do this alone. You need help. I can help you.

JONATHAN

No, you can't--

LEWIS

Yes, actually, I can--
(grips blueprints)
Cause I know what this says. Or,
at least, I can find out--

Off Jonathan and Mrs. Zimmerman's palpable SURPRISE--

EXT. SUBURBAN ROAD - NIGHT

Moonless night. The darkness is almost stifling.

Jonathan's Muggins-Simoon SQUEALS around a corner. Jonathan, Lewis, Mrs. Zimmerman inside. Racing to--

INT. HEEMSOTH'S REXALL DRUG STORE - NIGHT

The glass doors FLING OPEN-- Lewis SPRINTS IN, chased by Jonathan and Mrs. Zimmerman, dodging SURPRISED SHOPPERS. Searching for something--

ZIMMERMAN

Wait-- I don't understand-- you've seen this code before?

LEWIS

Yes! Comrade Ivan uses one just like it, to send commands to his Red Brigade!

JONATHAN

Comrade-- who?

Lewis reaches the rich, chocolatey OVALTINE. Opens the TOP, DUMPS the CHOCOLATE POWDER right on the FLOOR--

LEWIS

From the movies! But Captain Midnight always decodes it and stops him-- with this!

From the powder, Lewis digs out and HOLDS UP-- THE CAPTAIN MIDNIGHT SECRET DECODER RING.

LEWIS

His secret decoder ring!

Jonathan. Mrs. Zimmerman. Bewildered.

JONATHAN AND ZIMMERMAN

(in unison)

I don't believe it.

EXT. PARK - NIGHT

The towering Paul Bunyan statue watches over--

Lewis. Lit by the Sedan's HEADLIGHTS. Sitting at a PICNIC TABLE, meticulously poring over the BLUEPRINTS. Using the DECODER RING, he translates them onto a sheet of lined paper. He looks increasingly UPSET.

Jonathan and Mrs. Zimmerman watch from a few yards away.

(CONTINUED)

CONTINUED:

ZIMMERMAN

It's pretty smart of old Isaac.
Picking a code we'd never think
of.

Jonathan smiles at Lewis with pride.

JONATHAN

He just didn't count on us having
him--

Lewis looks up. Stricken.

LEWIS

I'm done.

JONATHAN

(picks it up)
Let me see.

Soon-- Jonathan's expression matches Lewis. Aghast.

ZIMMERMAN

(impatient)
Well-- what's it say??

JONATHAN

(grim)
"With this clock, Selena and I
shall wipe this filthy world
clean."

Mrs. Zimmerman nods, her worst suspicions confirmed.

ZIMMERMAN

So-- it's a doomsday clock?

JONATHAN

Just the opposite. It doesn't end
the world. It starts it.

ZIMMERMAN

What do you mean?

JONATHAN

It reverses time. Back to when
the Earth was rock and lava.

INT. UNKNOWN LOCATION - UNKNOWN TIME - **FLASHBACK**

Isaac Izard. And his wife Selena. Impressionistic shots
of the two of them.

(CONTINUED)

BUILDING a SPRAWLING and INTRICATE CLOCK. Gears and levers and weights and wheels. They use Balance Truing Calipers and Rivet Extracting Pliers.

JONATHAN (V.O.)
Apparently, Isaac-- and it only works if it's him-- has to wind the contraption at midnight, on the nose. With that clock key. And once he does-- time races backward, all the way back to the starting gun.

WIDER. As Isaac-- eyes hidden behind his cold gray glasses-- magically LEVITATES a MASSIVE 20 foot wide GEAR WHEEL into position...

EXT. PARK - NIGHT - **PRESENT**

JONATHAN
(reading)
"The world is too war-torn, too diseased, to survive. Our only hope is to put it out of its misery. And begin all over again. Fresh and new as the driven snow."

ZIMMERMAN
What a bucket of crazy. Does it say where the clock is?

Jonathan shakes his head. No.

CLOSE ON LEWIS. Guilt-ridden. Angst-ridden. His secret burns a hole in his heart. Can't take it much longer.

JONATHAN
So Isaac builds the damn thing, but gets blown up making the last piece-- the key.

ZIMMERMAN
But now that he's up and at 'em again, there's nothing to stop him from finally using it.

LEWIS
Uncle Jonathan--

JONATHAN
(to Mrs. Zimmerman)
Well, there's us.

(CONTINUED)

ZIMMERMAN

(dry)
That's encouraging.

LEWIS

Uncle Jonathan-- listen!
(they look to him)
This is-- my fault.

JONATHAN

What? No, Lewis-- you helped us--
you're the one who decoded it--

LEWIS

No, I mean, I'm the one that
brought Isaac back.

This throws Jonathan and Mrs. Zimmerman for a loop.

ZIMMERMAN

Lewis?

JONATHAN

What-- are you talking about?

LEWIS

I opened the cabinet. I used your
book.

JONATHAN

You-- what??

LEWIS

(small)
And I raised Isaac from the dead.
I'm so, so sorry.

A long, long beat. Jonathan starts quietly.

JONATHAN

That was my one rule, Lewis.

LEWIS

...I know... I'm sorry...

JONATHAN

And you broke it?

LEWIS

I-- didn't mean to--

JONATHAN

You didn't mean to? So, you opened a forbidden cabinet and performed an unholy ritual? On accident?!

ZIMMERMAN

Jonathan--

LEWIS

(miserable)
I didn't think I was going to raise Isaac.

JONATHAN

Then who?? I mean, what in the HELL were you THINKING?!

LEWIS

(tears flow)
My parents. I was trying to bring my parents back. You've been busy and Tarby hates me and I-- I just wanted my Mom.

Jonathan and Mrs. Zimmerman take this in, silent. Until-- Mrs. Zimmerman cocks her head-- notices a DISTANT GROWL--

ZIMMERMAN

D'you hear that?

They all do. They turn to see--

IN THE DISTANCE. TWO HEADLIGHTS-- WHITE FLARES on BLACK VELVET. ROARING TOWARDS THEM.

It's a 1940's PACKARD. And it's not slowing down. It's SPEEDING UP. It aims to RUN THEM OVER.

ZIMMERMAN

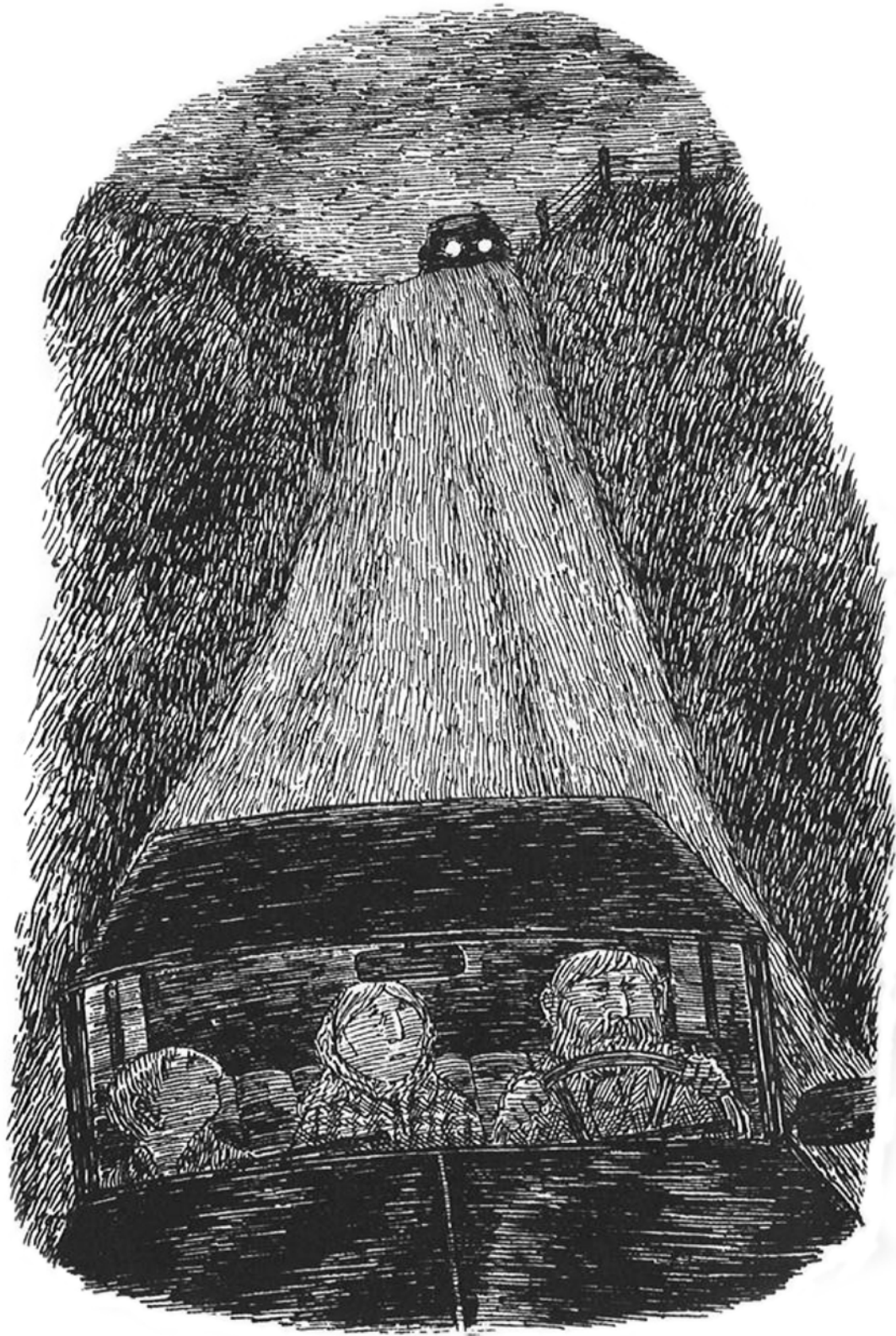
I think we need to go... I think we need to go right now...

Jonathan nods-- they all DIVE into the Muggins-Simoon. As the Packard grows ever closer--

INT. MUGGINS-SIMOON - NIGHT

Jonathan fumbles with the keys, turning the engine--

(CONTINUED)



CONTINUED:

ZIMMERMAN

Go, Jonathan! DRIVE!

Jonathan finally FLOORS the GAS PEDAL.

EXT. PARK - NIGHT

Jonathan's Muggins-Simoon SPITS GRAVEL-- takes off!

Just as the Packard SMASHES through the PICNIC TABLE. In dogged pursuit. Its windows are blacked-out, we can't see inside.

EXT. SUBURBAN STREETS - VARIOUS - NIGHT

As we begin a THRILLING CHASE SEQUENCE-- through quiet neighborhood streets.

With two sleek, snarling, early-century cars. It's a 40's Detective Flick, shot with modern toys.

The CAMERA is mounted six ways to Sunday-- on hoods, on running boards, on the luscious curvy wheel-wells.

They take RECKLESS HAIRPIN TURNS at NAIL-BITING SPEEDS. Whitewalls scrabble for purchase.

The PACKARD BLITZES PAST a young couple in their Ford-- misses 'em by millimeters-- too close--

Jonathan batters a WHITE PICKET FENCE on a WIDE SWERVE!

INT. MUGGINS-SIMOON - MOVING - NIGHT

Lewis, sans seatbelt, is thrown across the backseat. Holds on for dear life, terrified.

LEWIS

Who is that?!

Mrs. Zimmerman glances behind. Sees something--

POV. The pursuing HEADLIGHTS. GLEAM like TWO BITTER COLD GRAY DISCS. Almost like... bifocals...

And like that-- she knows who it is.

ZIMMERMAN

Get to Wilder Creek bridge!

(CONTINUED)

CONTINUED:

JONATHAN

What? It's too far--

ZIMMERMAN

Just do it!

EXT. COUNTRY ROAD - NIGHT

Jonathan CAREENS around a corner onto a country road. Blasting dead leaves in his wake. Heading out of town-- past a **WELCOME TO NEW ZEBEDEE** sign. The Packard follows.

Both cars lurch over hills and through gullies bordered by skeletal trees.

And among the trees-- the mysterious SHROUDED FIGURE. In its grimy-gray, hooded robe. Just silently watching the cars SQUEAL by-- and as they do--

The resulting WIND harshly GUSTS the ROBE. It flutters away-- revealing-- there's NOTHING UNDERNEATH! Nothing but thin air.

Okay, seriously. Who the hell is that?

INT. MUGGINS-SIMOON - MOVING - NIGHT

Jonathan never notices. He only clenches the wheel. Pedal to the metal. Until--

EXT. WILDER CREEK BRIDGE - NIGHT

A spindly metal BRIDGE spans quaint, gurgling Wilder Creek. A moment of tranquil silence. Until--

The Muggins-Simoon BURSTS out from behind some trees. BARRELS fast for the bridge-- overhanging branches whipping against its metal roof.

The Packard right behind-- with its cold white headlights. It gets close enough to SLAM into Jonathan's bumper! RAMS him again!

INT. MUGGINS-SIMOON/EXT. WILDER CREEK BRIDGE - MOVING

ZIMMERMAN

Jonathan!

(CONTINUED)

CONTINUED:

Everyone jolts. Jonathan damn near loses control. But he grits his teeth and FLOORS IT!

His Muggins-Simoon PULLS JUUUUST far enough ahead to avoid another collision. Dashes for the bridge.

Almost there-- the Packard is about to swat them again-- almost there--

They make it to the bridge! And the damndest thing--

Once the Packard touches the BRIDGE-- it EXPLODES-- into BLACK SMOKE-- storming forward with the Packard's momentum-- then dissipating.

Jonathan. Mrs. Zimmerman. Lewis. Watching this. All of them are STAGGERED. Especially Lewis.

As the pursuing vehicle vanishes into dust.

Jonathan slows his car to a stop. In the dead center of the bridge. Climbs out. As do the others. Breathless.

LEWIS

What-- what just happened?

ZIMMERMAN

This is an iron bridge. And what do you know about iron?

LEWIS

It-- it stops evil?

ZIMMERMAN

Gold star.

JONATHAN

That wasn't a car. That was a spell. A black magic spell. Isaac cooked it up, just for us.

ZIMMERMAN

But why? He knew we could just head for the bridge.

JONATHAN

(thinking)

Maybe he wanted to get us outta town. Keep us busy.

LEWIS

Why would he want to do that?

EXT. THE HOUSE - NIGHT

Jonathan's car jerks up to the curb. Jonathan, Lewis, and Mrs. Zimmerman emerge. Chilled, they see--

The House. The front door swings open. And every single HORSESHOE-- every single one-- is GONE. A black upside-down 'U' of CHARCOAL where they once hung.

LEWIS

Isaac-- pulled the horseshoes off?

JONATHAN

Burned them off. One by one.
Like ants with a magnifying glass.
(to Mrs. Zimmerman)
The level of power it takes to do something like that...?

ZIMMERMAN

Seems his skills have improved.
Death's been good to him.

Jonathan moves for the front door.

JONATHAN

Wait here.

LEWIS

No-- don't go in there alone--

JONATHAN

I said wait here.

And with that, Jonathan vanishes inside.

Mrs. Zimmerman and Lewis trade looks. Take a few tentative steps to the front door. Just to peek inside. But their hearts sink when they see--

INT. THE HOUSE - NIGHT

It's been DESTROYED. Furniture overturned. Wall clocks and grandfather clocks SMASHED. But the WALL TICKING THUNDERS!

Mrs. Zimmerman ventures a few more steps in, to find--

THE PLAYER ORGAN. On its side. SPLINTERED. It wheezes a single, wounded note.

(CONTINUED)

CONTINUED:

ZIMMERMAN

Oh. No. You poor thing.

JONATHAN (O.S.)

Upstairs is even worse.

Mrs. Zimmerman looks to Jonathan, as he steps into the hall. Lewis watches from the open front door.

ZIMMERMAN

Isaac's not here, is he?

JONATHAN

No-- but he sure made a mess before he left. My guess is, he was looking for the key.

ZIMMERMAN

Did he find it?

JONATHAN

You may call me fat, hairy and stupid, madam. But you're mistaken. I'm not stupid.

With that-- he pulls the SKELETON KEY out of his pocket. It's been on him this whole time.

JONATHAN

I wasn't gonna just leave it here.

EXT. THE HOUSE - NIGHT

The KEY. On the sidewalk. As-- WHACK! WHACK! WHACK!
A HAMMER POUNDS into it.

Jonathan tries to destroy the damn key. Lewis and Mrs. Zimmerman watch.

Jonathan holds it up. Sighs.

JONATHAN

Not a scratch. Knew that'd be too easy.

ZIMMERMAN

Okay. So you cook up a heavy spell to melt it down.

Jonathan nods. But then glances at Lewis. Jonathan's heart breaks-- this is hard-- but necessary--

(CONTINUED)

JONATHAN

Meantime, you-- you take Lewis downtown. And-- put him on a Greyhound to Osee Five Hills.

LEWIS

What?

JONATHAN

You're gonna go live with your Aunt Mattie.

LEWIS

No-- no! You can't!

JONATHAN

It was a mistake-- you coming here.

LEWIS

But, I-- I'm sorry, I'll make it up to you. But please-- I don't wanna go with Aunt Mattie. I wanna stay. With you.

JONATHAN

It's not safe for you. I was wrong to ever think it was--

LEWIS

I-- I can handle it-- let me help--

JONATHAN

(an outburst)

I think you've helped enough already!

ZIMMERMAN

Jonathan!

JONATHAN

I tried to be a nice guy! I let you do what you want, I barely gave you any rules-- and you still broke the only rule I gave! You raised the dead! Without even considering the consequences! Like it was-- going out for a milk shake! And now-- do you know what could happen to you-- to all of us? Clearly, you can't handle anything close to this!

(MORE)

(CONTINUED)

JONATHAN (CONT'D)

(then)
I'll pack your bag.

Lewis moves for Jonathan. Moves for the house. Bawling.

LEWIS

...but you said... we could be
alone together...

Jonathan steps in front of him. Holds his ground.
Blocks Lewis' way. We can tell Jonathan is ANGUISHED.

JONATHAN

I'm sorry.

Jonathan heads in. Mrs. Zimmerman is quietly FURIOUS at
him. She puts a comforting hand on Lewis' shoulder.

ZIMMERMAN

Stay here. Let me talk to him.

She heads into the house.

Lewis sits on the front step. Quietly sobbing.

INT. THE HOUSE - LEWIS' ROOM - NIGHT

POV. Through a window. Down on Lewis. Huddled, small
and lonely, on the stoop.

Jonathan. In Lewis' room-- which is just as TRASHED as
the rest of the house. Jonathan watches his nephew.
Conflict all over his face--

But still-- he returns to packing Lewis up. Placing the
Webster's-- and the MAGIC 8-BALL-- inside a case.

When Mrs. Zimmerman appears in the doorway. Just glares
at Jonathan. After a beat--

JONATHAN

Well, go ahead. Yell at me. Call
me some names.

But Mrs. Zimmerman is too sad and disappointed for that.
She steps in, closes the door behind her.

ZIMMERMAN

Not this time.
(beat)
Jonathan. That little boy needs
you.

(CONTINUED)

CONTINUED:

JONATHAN

But-- what he did...

ZIMMERMAN

Boys make mistakes. Get in trouble. That's why they're boys.

JONATHAN

This isn't swiping a comic book, Florence, this is-- I-- I don't have a choice here.

ZIMMERMAN

Sure, you do. You could stick it out. But no-- when the going gets tough? You get going-- right for the exit. You ran away from your family-- now you're running away from that child.

EXT. THE HOUSE - NIGHT

Lewis. Head hung, downcast. When he lifts his chin. Happens to glance across the street-- to MRS. HANCHETT'S BOXY HOUSE. And spies--

POV. Mrs. Hanchett. In a robe. Flips off her kitchen lights, shuffles for the steps.

But in an upstairs window-- TWO COLD GRAY DISCS! MOVING FOR HER!

Isaac's in her house! She's in danger!

Lewis JOLTS! Turns to his open front door--

LEWIS

Uncle Jonathan!! Mrs. Zimmerman!!

But they don't answer. They must not hear.

Off Lewis. Someone has to warn Mrs. Hanchett-- she's walking RIGHT TOWARDS Isaac...

INT. THE HOUSE - LEWIS' ROOM - NIGHT

JONATHAN

Look-- you're right. Okay? I'm just a-- parlor magician! You want a dumb trick? Great.

(MORE)

(CONTINUED)

CONTINUED:

JONATHAN (CONT'D)

But the real stuff-- the stuff that matters? I-- I don't know how to take care of a kid. What to say to him. How to keep him safe-- especially now. I'm just...

ZIMMERMAN

You're scared.

JONATHAN

Yes. Alright? I'm scared-- for Lewis. Scared he'll get hurt.

ZIMMERMAN

Well, guess what, genius? That's the whole point! Having a kid means being scared for 'em 24/7-- and doing it anyway! It's the whole damn job description! And I'd give anything to do that job again, I'd--

Mrs. Zimmerman stops-- overcome with emotion. She steps to the door. As Jonathan studies his shoes, forlorn.

ZIMMERMAN

I guess I do have a name for you. You're a coward.

She exits. As Jonathan miserably glances out the window.

POV. Lewis isn't there. He's GONE.

Off Jonathan. Where is he?

INT. HANCHETT HOUSE - VARIOUS - NIGHT

The unlocked front door SQUEEEEEEEAKS open. Lewis, both brave and terrified, enters. He whispers--

LEWIS

Mrs. Hanchett!

The house is silent. Shadowed. In direct contrast to Jonathan's Gothic design, this place is all chrome and linoleum, plastic and Formica.

Lewis continues through the quiet, empty house. Spine-tingling, nail-biting, nerve-jangling beats.

(CONTINUED)

CONTINUED:

LEWIS

Mrs. Hanchett!

He pads, slow and careful, to the--

STAIRWAY. Lewis takes a step up-- when a DARK FIGURE APPEARS OVER HIS SHOULDER! Oh no! But--

MRS. HANCHETT

Lewis?

It's Mrs. Hanchett. Lewis whirls-- thank God!

MRS. HANCHETT

What are you doing here?

LEWIS

(whispers)

You've got to get out of here!

MRS. HANCHETT

What? Why?

LEWIS

There's someone in your house! A man, a very bad man!

MRS. HANCHETT

What do you-- where??

LEWIS

Just trust me-- c'mon, let's go!

Mrs. Hanchett nods-- okay-- she spins to leave--

And finds herself face to face with ISAAC IZARD!

Lewis SHOUTS!

Isaac is horrible. Moth-eaten funeral suit. Pale, splotchy skin. Those cold, bitter EYEGLASSES.

Lewis musters his courage, best he can--

LEWIS

You-- stay away from her!

But Isaac only smiles blandly at Lewis.

And Mrs. Hanchett smiles, too.

She steps to Isaac. And plants a long, deep, big, wet KISS on his zombified smacker!

(CONTINUED)

CONTINUED: (2)

Lewis. Shocked and-- let's face it-- ewwww.

ISAAC IZARD

(rattling croak)

Why should I stay away? From my
beautiful wife?

TWIST! Lewis sputters to Mrs. Hanchett--

LEWIS

You're-- you're Selena Izard?

Mrs. Hanchett's FACE WARPS and RIPPLES-- this is no bloodless morph-- this is MUSCLE and SINEW snapping and reforming--

Into Selena Izard's LEMON-SUCKING VISAGE.

MRS. HANCHETT/SELENA IZARD

In the flesh.

LEWIS

But I didn't-- I mean, you died,
who brought you back?

SELENA IZARD

Who ever said I died?

EXT. THE HOUSE - NIGHT - **FLASHBACK**

From the opening. Jonathan and Mrs. Zimmerman scramble up to the House-- as LIGHT STROBES in the ground floor windows.

Jonathan POUNDS on the thick front door.

JONATHAN

Isaac! Open up! Open this door
RIGHT NOW!

INT. THE HOUSE - PARLOR - NIGHT - **FLASHBACK**

The SKELETON KEY. In the rotating, clicking clockwork bowl. The key FLARES and FLICKERS-- blasting blinding light into the room.

Isaac. Stands over the bowl. Chanting, fast and whispered. The way a schizophrenic rants to himself. He ignores Jonathan's muffled O.S. SHOUTS.

Selena. Near the hallway. Watching. She's scared--

(CONTINUED)

The room RATTLES and QUAKEs. Vases TOPPLE off mantles,
cracks SNAKE across the walls.

SELENA IZARD

Isaac....?

Still, he chants. Still, the room SHAKES-- 8.0 on the
Richter scale, now.

Unsure, Selena backs away-- into the hall-- just as--

K-RAAAACK!

An atomic white explosion FIREBALLS out from the parlor--
SWATTING Selena to the GROUND!

But she's alive. She shakes cobwebs.

EXT. THE HOUSE - NIGHT - **FLASHBACK**

Jonathan and Mrs. Zimmerman warily enter the house.

Beat. Selena emerges from around the corner. Clearly,
from the back door.

She sees Isaac's body by the chestnut tree. She pales.
Runs to him. Gently cradles his face.

SELENA IZARD

Oh, my darling.

Off her broken heart--

INT. HANCHETT HOUSE - NIGHT - **PRESENT**

Lewis backs up-- the only direction he can-- up the
steps. Isaac and Selena follow.

LEWIS

But-- the bone key--

SELENA IZARD

Wasn't my bone.

ISAAC IZARD

No, that's a chunk from the real
Mrs. Hanchett. That is, before
Selena took her place. You see,
my wife-- she has a talent for
disguises.

(CONTINUED)

Now-- Selena's bones and sinew CRACK and REFORM again--
into the image of LEWIS' MOTHER!

Lewis reacts-- with emotion. And anger. And horror.

MOTHER/SELENA IZARD
Come give your Mommy a kiss.

LEWIS
...you-- it was you in my
dreams...

MOTHER/SELENA IZARD
I couldn't get to that dirty old
book-- but you could. You could
raise Isaac for me. You could do
everything I wanted.

She TWISTS back into the form of SELENA--

ISAAC IZARD
And now-- you're going to get us
that clock key.

Lewis backs away. Isaac and Selena advance. This isn't
going to end well. Until--

ZIMMERMAN (O.S.)
Leave the boy alone.

It's Mrs. Zimmerman! And Jonathan! She HOLDS a BLACK
UMBRELLA-- with a CRYSTAL GLOBE on the handle, glowing
faintly PURPLE. A gunslinger who's picked up her gun!

Lewis nearly buckles from relief.

ZIMMERMAN
You're not dealing with children
anymore.

Isaac and Selena pivot. Step off the stairs-- to meet
their opponents on this suburban battlefield.

ISAAC IZARD
Forgive me if I don't exactly
quiver in my boots.

ZIMMERMAN
Run, Lewis! Now!

Lewis scrambles behind Isaac and Selena. To the front
door.



JONATHAN

Isaac. Wish I could say you're looking well.

ISAAC IZARD

I don't know. I feel like I've lost some weight.

JONATHAN

Tell us where the clock is. Or we'll--

ISAAC IZARD

What will you do, Jonathan? I taught you everything you know-- and you were a poor student.

(then)

You'll never find the clock. It's got a witch's hex on it.

Jonathan and Mrs. Zimmerman trade looks. That means something to them, but we don't know what-- yet.

Lewis. Peeks in from the open door. Watching.

ISAAC IZARD

(to Mrs. Zimmerman)

And you? After what you and I have both seen-- and suffered-- in this bloody slaughterhouse of a world? Florence. We can put an end to-- everything. And start over. You should help me.

ZIMMERMAN

Sorry, I can't. I'm not a maniac-- like you.

ISAAC IZARD

But we're alike in a lot of other ways. Bitter, heartbroken, grief-stricken. You know it's true.

CLOSE ON MRS. ZIMMERMAN. HERO SHOT.

ZIMMERMAN

Maybe I was. But now? Maybe I wanna be indomitable.

CLOSE ON LEWIS. Smiles. Fact is, Mrs. Zimmerman's learned something from this little boy's bravery.

(CONTINUED)

ISAAC IZARD

You're not strong enough for this.

ZIMMERMAN

I guess we'll just see.

CLOSE UPS. Two witches, two warlocks. One showdown.
You can hear a PIN DROP. If they were outside, a
tumbleweed would roll past.

IN THE CHROME KITCHEN. Knives in a knife block. RATTLE.

Mrs. Zimmerman. Tightens her grip on her umbrella.
Jonathan-- slowly reaches into his jacket, as if going
for a gun. Selena, focused.

And finally-- Isaac. He SMILES!

As the KNIVES FLING through the AIR-- right at Mrs.
Zimmerman's HEAD!

And it's ON!

She BLOCKS THEM-- KNOCKS THEM AWAY-- WHIRLING and
SPINNING her UMBRELLA like it's a Japanese Bo.

Lewis reacts-- WOW! Apparently, Mrs. Zimmerman's
personal style of magic? Is BAD ASS!

Meanwhile-- Selena, SCREECHING like a banshee-- LAUNCHES
through the air at Jonathan-- fiendishly FLYING--

But from his jacket-- he PULLS A HORSESHOE! Presses it
against her CHEST, just as she bears down on him!

Selena flails back-- shrieking-- the horseshoe GLOWS, her
CHEST SIZZLES and SMOKES-- Jonathan advances--

MRS. ZIMMERMAN-- her turn-- she FLINGS her UMBRELLA AT
Isaac-- like a SPEAR--

But Isaac DUCKS IT-- GRINS--

But Mrs. Zimmerman grins back-- as the umbrella
impossibly CHANGES DIRECTIONS in the air-- a boomerang
meets JFK's magic bullet-- IMPALING Isaac from behind!

He doesn't bleed-- only dry puffs of dust. The umbrella,
jutting from his chest-- FANS OPEN. Fwoosh.

Isaac DROPS-- seemingly expired. Mrs. Zimmerman kicks
him with her toe. He doesn't move.

(CONTINUED)

Just as Jonathan-- holding up his horseshoe like a cross against a vampire-- backs Selena into a corner. She snarls and scowls.

Mrs. Zimmerman steps beside Jonathan. They've got her where they want her.

JONATHAN

Now. You wanna tell us where that clock is?

Lewis. Can't believe how AWESOME his Uncle and Mrs. Zimmerman are! When-- he jolts in alarm--

LEWIS

Look out!

ISAAC stands right behind them!

As they spin-- Isaac waves his hand-- WHIPS Mrs. Zimmerman magically into a WALL. Ouch.

Jonathan charges--

But Isaac YANKS the UMBRELLA from his GUT-- leaving a VISIBLE SEE-THROUGH HOLE-- and WHACKS Jonathan across the FACE with the heavy HANDLE-- HARD!

Jonathan crumples-- hits his head on the floor. Still. Too still.

Isaac DIGS through Jonathan's pocket. Grins. As he removes-- THE SKELETON KEY!

Lewis sprints forward. Stands before Jonathan--

LEWIS

Don't touch him!

But Isaac only smiles-- his COLD, GRAY GLASSES BLAZE with BURNING LIGHT-- Lewis clenches his eyes shut--

And when Lewis looks-- Isaac and Selena are gone. Gone with the KEY.

Jonathan isn't moving. Blood trickles from his head.

LEWIS

Uncle Jonathan? Uncle Jonathan!

Mrs. Zimmerman. Steps up. Holding her aching skull. She tends to Jonathan. Fears the worst.

ZIMMERMAN

C'mon. Jonathan. Get up. Get up
right now.

Lewis and Mrs. Zimmerman trade looks. Could it be...?

A long, terrible moment.

CLOSE ON JONATHAN. After another interminable beat...
his eyes open! He looks at Zimmerman.

JONATHAN

(softly)
What're you looking at, you
shriveled old prune?

Thank God! Mrs. Zimmerman grins at her best friend.

ZIMMERMAN

I'm looking at you-- you dumb baby
orangutan.

Lewis HUGS Jonathan for DEAR LIFE. Jonathan HUGS him
back, tightly. With love. All is forgiven.

JONATHAN

I'm sorry, Lewis. I'm sorry.

LEWIS

It's okay.

ZIMMERMAN

Um. This is all lovely but--
Isaac's got the key. He winds
that clock at midnight, it's
curtains--

JONATHAN

What time is it now?

ZIMMERMAN

Oh, only 11:40.

LEWIS

So how do we find it?

JONATHAN

We can't. It's got a witch's hex
on it. That means it's hidden
from every witch and warlock. No
matter how powerful. No wonder
our magic crapped out.

Lewis. Wheels spinning.

ZIMMERMAN

Well, we've got to do something.
Maybe we could break the hex?

LEWIS

Um...

JONATHAN

You know we can't. Maybe we could
follow Isaac's trail to it?

ZIMMERMAN

What are we, bloodhounds?

LEWIS

Or I could find it.

(they stop, turn)

I'm not a witch or warlock. Not
yet, anyway. If I tried some
magic-- would that work?

Jonathan and Mrs. Zimmerman trade looks. Hopeful looks.
Yeah, it might. Off this--

INT. THE HOUSE - VARIOUS - NIGHT

QUICK CUTS. Building in pace, energy, intensity.

Lewis RIPS DICTIONARIES out of his bookcase.

Jonathan HEAVES the PLAYER ORGAN UPRIGHT.

Mrs. Zimmerman RIFLES through KITCHEN CABINETS.

Until-- finally-- Lewis FISHES HIS AVIATOR GOGGLES out of
the wastebasket...

INT. THE HOUSE - PARLOR - NIGHT

Mrs. Zimmerman and Jonathan eye their watches.
Meanwhile, the clock in the walls? GROWS DEAFENING.

ZIMMERMAN

C'mon, Lewis. It's 11:47!

LEWIS (O.S.)

Okay. I'm ready.

(CONTINUED)

CONTINUED:

We REVEAL-- LEWIS. Wearing his GOGGLES. He approaches a TABLE covered in candles. And plates of chocolate chip cookies. And DICTIONARIES.

And the MAGIC 8-BALL in the center.

JONATHAN

Lewis-- I'm not sure about that 8-ball--

LEWIS

Hey, this is my magic-- not yours, right?

Lewis takes a deep breath. Shuts his eyes. And LISTENS-- to whatever his magic is telling him. Do we hear it FAINTLY WHISPER to Lewis? We might. Then--

LEWIS

(to the Player Organ)
Okay. Let's go!

The Player Organ begins to PLAY 'Take Me Out to the Ballgame.' Badly off-key, due to its injuries-- but still-- it plays.

Lewis RAISES HIS HANDS-- CALLS OUT-- in a loud and clear and strong voice. It's odd and kooky-- and BEAUTIFUL and VICTORIOUS. Lewis fully embraces his inner freak...

LEWIS

'Locate!' Verb! To discover the exact place and position of!

(Organ tootles)

'Secret!' Adjective! Something that is kept unknown and unseen!

(Organ tootles)

'Clock!' Noun! A mechanical device for measuring time! A timepiece! A horologe!

Jonathan. Mrs. Zimmerman. A bit misty-eyed.

ZIMMERMAN

Wow. He is weird.

JONATHAN

(so proud)
Isn't he?

Climactically, Lewis lifts up the MAGIC 8-BALL-- jiggles it wildly, over both shoulders, like a Martini shaker.

(CONTINUED)

CONTINUED: (2)

LEWIS

Locate the Secret Clock! Locate
the Secret Clock!

CLOSE ON LEWIS. As he WHISPERS into the 8-Ball--

LEWIS

...please. Mom and Dad. Tell me
where the clock is.

One last SHAKE-- and Lewis flips the 8-Ball over-- and
waits. Staring into the dark blue fluid.

As does Jonathan. As does Mrs. Zimmerman. They all
gather around the 8-Ball. Tense. Unsure.

Did it work? Beat. BEAT. Until finally--

CLOSE ON THE 8-BALL WINDOW. As the embossed plastic
ANSWER MATERIALIZES from the violet bubbles--

IT'S UNDER THE COAL BIN.

JONATHAN

Lewis, you genius!

Jonathan hugs a grinning Lewis-- but no time for back
pats right now--

ZIMMERMAN

Let's go!

INT. THE HOUSE - BASEMENT - NIGHT

Down here, the TICKING is EVEN LOUDER-- like standing
inside the works of Big Ben.

Jonathan. Mrs. Zimmerman, with her umbrella. Lewis--
with a BASEBALL BAT. Scramble down the basement steps.
Past the large, spidery BOILER.

Until they reach the stone-walled COAL BIN.

Jonathan leans over-- digs through the coal, searches the
bin for a TRAP DOOR--

JONATHAN

C'mon-- gimme one lousy secret
button-- a hidden lever--
something!

(CONTINUED)

CONTINUED:

But nothing. He looks at Lewis and Mrs. Zimmerman-- frustrated, at a loss-- what now?

Mrs. Zimmerman leans against the STONE PILLAR-- trying to think-- when her shoulder inadvertently PUSHES IN the framed PHOTO of Betty Grable. It's a BUTTON-- there's a CLICKING SOUND--

And the BIN'S FLOOR DROPS AWAY-- REVEALING a SPIRAL STAIRWAY! They all race to it-- but Jonathan pauses--

JONATHAN

Lewis-- maybe you should stay here.

LEWIS

Let me help. I can do this.

Beat. Then-- Jonathan nods. Being a parent means being scared. And muddling ahead anyway.

They all hop down the steps-- FINALLY REACHING--

INT. THE CLOCK ROOM - NIGHT

CLOSE ON JONATHAN-- LEWIS-- MRS. ZIMMERMAN. Emerging from the bottom of the enclosed spiral staircase. They've flabbergasted. Befuddled. And overall-- Discombobulated. As they take it in--

First-- we see the CLOCK-FACE-- we recognize it from the blueprints. But then we see the rest of it-- as if the whole contraption metastasized.

It's MIND-BLOWINGLY MASSIVE. And SHATTERINGLY LOUD. A whirring, pounding, slamming STEAM-PUNK MAZE of ever-shifting wheels and springs and chains and weights and spindles and ratchets and pulleys. It completely fills this sprawling UNDERGROUND SANDSTONE CAVE.

Most of the parts are big and heavy-- they could pound you flat or chew you to bits. And they're all in CONSTANT MOTION. The GEARS of a HELLISH MACHINE--

Which our heroes have to navigate THROUGH.

Despite their wonder-- there's no time to dawdle. They shout over the racket--

ZIMMERMAN

Six minutes to go! Do you see them??

(CONTINUED)

CONTINUED:

Jonathan quickly scans-- he can't spot the Izards.

JONATHAN

No! Split up!

Mrs. Zimmerman heads off in one direction-- Jonathan and Lewis sprint off in the other--

WITH MRS. ZIMMERMAN. Dodging counter-weights. Ducking under pendulums. When she rounds a corner--

RIGHT INTO SELENA IZARD. Who grins-- and HOLDS UP the MUMMIFIED HAND-WITH-CANDLE from Jonathan's library! One of its withered fingers curls back--

ZIMMERMAN

NO!!

WITH JONATHAN AND LEWIS. They HEAR her shout-- double-back, fast, following the sound.

Until they grimly find--

Mrs. Zimmerman. Stone-statue still.

LEWIS

Mrs. Zimmerman!

JONATHAN

She can't hear you. She's frozen stiff. They must've taken my Hand of Glory.

(off Lewis' look)

That mummy hand from my library.

LEWIS

THIS is what it does??

JONATHAN

We have to be careful.

They continue on-- through the clockwork labyrinth. Eyes everywhere-- probing for the Izards. Until they round a bend and spy--

Beneath the TOWERING CLOCK FACE-- a KEYHOLE. Grandly complex; set in the middle of several SPINNING DISCS.

And Isaac. His back is to our heroes. That gaping GAP still in his torso-- from the umbrella.

He clicks the key into the keyhole. Studies the overhead clock. Waiting for midnight. Not long to go.

(CONTINUED)

Jonathan and Lewis trade careful looks. Slink up behind Isaac. Nearly there. When--

Selena LUNGES out from her hiding spot! She LIFTS THE HAND OF GLORY-- a second finger curls up-- BUT--

JONATHAN

NO!

Jonathan, like a true parent-- STEPS IN FRONT OF LEWIS-- SHIELDS HIM from the black magic-- takes it full-blast! JONATHAN FREEZES-- rock solid!

Isaac steps forward, smirking. But Lewis takes advantage of the distraction-- darts around him-- POPS the SKELETON KEY out of the KEYHOLE-- and RUNS!

ISAAC IZARD

Hey! You little brat!

Lewis VANISHES beneath a HEAVY BRASS ARM, which STABS DOWN right after him, blocking the Izards' way! It buys Lewis some time and distance-- before the arm lifts again, and the Izards CHASE.

WITH LEWIS. ALONE. The key in one hand, bat in the other. Scurrying through this ever-shifting maze. As fast as he can. It's a STEAM-PUNK 'Shining.'

Isaac and Selena in murderous pursuit--

The clock face. 11:57.

Lewis races. Through wheels, under gears and past coaxial escapements. But then, suddenly--

The path SHIFTS and CHANGES-- a COUNTERWEIGHT abruptly COMES DOWN-- PINNING LEWIS' LEG! He SHOUTS in pain! His BAT rolls away!

Isaac and Selena. They hear him. They smile. Start moving towards Lewis.

ISAAC IZARD

Come out, come out, wherever you are!

Lewis struggles to free himself! Then strains for the just-out-of-reach bat. No good!

SELENA IZARD

Lewis! If you give us the key-- we can help you.

(MORE)

(CONTINUED)

CONTINUED: (3)

SELENA IZARD (CONT'D)

How 'bout we wind the clock back
one year? You can tell your
parents not to get in their car--
on that cold, rainy night.

Lewis. Pained. But not taking the bait.

SELENA IZARD

We'll give you some time with
them. Lots of time. Wouldn't you
like that? You wouldn't have to
be so alone.

When Selena and Isaac turn the corner-- to see Lewis.
Trapped like a rat. Selena holds out the Hand of Glory,
but it doesn't work. Because Lewis keeps his eyes shut--
defiant to the end--

LEWIS

I'm not alone. I have my Uncle--
you witch!

Isaac approaches, slow and smug. Closing in.

ISAAC IZARD

No, you don't have anyone, you
greasy little pig. Because you're
about to die.

(closer-- closer)

Now. Open your eyes and look at
us for the last time-- you fat,
pathetic freak--

Isaac stands RIGHT BEFORE Lewis. Leans in-- for the key--

But Lewis one-eye-peeks-- then GRASPS, once more, for the
bat-- but this time, he gets it!

And in a split-second--

Lewis grits his teeth. LINES HIS KNUCKLES UP on the bat
just so-- like Tarby taught him-- and--

SWINGS HARD across Isaac's face-- **CR-RACK!**

Isaac SLAMS BACK-- into a TINY, DOUGHNUT-sized GEAR--
KNOCKS IT LOOSE-- it clatters to the floor--

Just as the counterweight that pins Lewis LIFTS--

He's free-- he RUNS!

(CONTINUED)

CONTINUED: (4)

But Isaac and Selena don't chase-- because they hear a terrible metallic GRINDING. They turn-- as a larger GEAR now drops off its axle. Then a coiled spring FLINGS-- as an EPIC DOMINO EFFECT BEGINS--

ISAAC IZARD

No-- no!

Frantically, Isaac attempts to repair it. Shoving the small gear back into place-- but it doesn't work-- he screams at Selena--

ISAAC IZARD

Don't just stand there, you cow,
help me!

WITH LEWIS. The room starts to RUMBLE. Unstable. Stray springs and wheels begin to launch through the air like shrapnel. He reaches Mrs. Zimmerman first. He tries to MOVE HER-- but she's as heavy as concrete--

JONATHAN. As Lewis races up. Attempts to drag him off, too... but he's even heftier than Mrs. Zimmerman.

LEWIS

Uncle Jonathan! Snap out of it!

Jonathan doesn't. But steadfast and loyal-- Lewis won't leave him. Keeps pulling at him.

ISAAC AND SELENA. Desperately working to fix the contraption. As more and more parts FLY around them--

Isaac REACHES deep into a LARGE GEAR-- rooting around--

But then-- a CLICK-- and his eyes widen-- he's TRAPPED. Not just trapped-- he's BEING PULLED INTO ITS TEETH--

ISAAC IZARD

Help! HELP ME!

Selena YANKS at her husband-- but Isaac, flailing, only DRAGS HER into the machine, too--

They both have time to exchange one final wild look--

BEFORE-- WHOOSH-- they're SUCKED INSIDE! GROUND INTO ITTY-BITTY BITS!

Isaac's CRACKED BIFOCALS-- clink to the ground.

CLOSE ON THE HAND OF GLORY-- also MASHED UP in the cog wheels. And now that's destroyed--

(CONTINUED)

Lewis. As suddenly-- Jonathan SPRINGS to LIFE. Blinks.
Takes in his surroundings--

LEWIS
Oh, thank God!

JONATHAN
Where's Florence?

ZIMMERMAN
(racing up)
Right here! I'm okay!

LEWIS
C'mon!

The three of them DASH for the spiral steps-- the room is REALLY COLLAPSING NOW-- they DODGE PLUMMETING car-sized counter-weights-- GEARS as big as HOUSES ROLL PAST-- two-ton PENDULUMS SWING BY-- it's a CLIMACTIC and AWESOME and VFX-OSCAR-WINNING ESCAPE--

Until they reach the STAIRWAY-- RACE UP IT-- just as--

The clock face DISINTEGRATES-- and the ENTIRE CONTRAPTION EXPLODES into SCRAP and SPRINGS--

INT. THE HOUSE - BASEMENT - NIGHT

Our heroes DIVE up the steps-- just as a CLOUD of DUST CHASES THEM. But they made it. They're alive.

They stop. Look at each other. Catch their breath. Then... they all break into wide, exhausted smiles...

JONATHAN
Lewis, my boy? You are-- without a doubt-- the single bravest person I've ever known.

LEWIS
Thanks.

ZIMMERMAN
Hey. What do you hear? Or-- what don't you hear?

They all stop to listen. But what they hear-- is NOTHING. Blessed silence. And NO MORE TICKING.

Off the three of them... as Jonathan puts an arm around his nephew...

EXT. NEW ZEBEDEE ELEMENTARY - RECESS - DAY

Girls jump rope. Hyperactive boys scurry and shove and freeze-tag. No one knows just how close they came to certain doom.

Lewis. Happy. Content. Wears his goggles. Carries his Webster's. Past the basketball court. Past Tarby and his cronies.

TARBY

Hey. Where you going, Fatty?

Lewis stops. Regards him. Cool. Confident.

LEWIS

Don't ever call me that again,
okay?

TARBY

Or what?

LEWIS

(leans in, whispers)
Or else I'll send a zombie to your
house.

Tarby leans back. Could he really...? Lewis grins. Then, in front of God and his friends and everybody--

TARBY

(small)
I'm-- sorry, Lewis. I won't do it
again.

LEWIS

Thanks, Tarby.
(as he moves on)
Oh, and thanks for teaching me
that swing. Really came in handy.

Tarby steps away, chastened, as Lewis climbs onto the bleachers. Over to--

That tomboy-- Rose Rita. Still sitting on the bleachers, still reading her THICK BOOK.

LEWIS

Hi.

ROSE RITA

Hello.

(CONTINUED)

CONTINUED:

LEWIS

Can I ask you something?
(she nods, sure)
What's that book you're always
reading?

ROSE RITA

Oh. This? It's a thesaurus.

Beat. Lewis is smitten. He holds out his hand.

LEWIS

My name is Lewis Barnavelt. It is
a pleasure to meet you.

Rose Rita smiles. Shakes his hand.

ROSE RITA

I'm Rose Rita.

EXT. THE HOUSE - DAY

The sun is warm and bright. As Lewis barrels up to the
House. Bursts through the front door--

INT. THE HOUSE - VARIOUS - DAY

LEWIS

I'm home! Hello?

The shiny, repaired PLAYER ORGAN TOOTLES its greeting to
Lewis. He pats it.

Then he slows at a table-- where the Magic 8-Ball and a
PHOTO of his parents both sit. Lewis smiles, warmly--

LEWIS

Hi guys.

He heads for the backyard, passing the stairway-- above,
we see the STAINED GLASS WINDOW-- which now shows
Jonathan, Lewis and Mrs. Zimmerman. A happy family.

EXT. THE HOUSE - BACKYARD - DAY

Lewis finds Jonathan and Mrs. Zimmerman in the garden.
Standing before a new DRAGON TOPIARY.

LEWIS

Hi. What are you doing?

(CONTINUED)

CONTINUED:

JONATHAN

Lewis, there's someone I'd like
you to meet.

Jonathan looks to the side. Lewis follows his gaze--

Right to the SHROUDED FIGURE! The same one we've tracked
throughout the whole story! In its gray-grimy, hooded
robe. And FLOATING a foot off the ground!

Lewis SHOUTS!

SHROUDED FIGURE

What're you hollerin' at?

The figure pulls the hood back-- revealing a pale, mutton-
chopped, translucent GHOST.

JONATHAN

This is your Great Uncle Elijah
Barnavelt.

Lewis. The surprises never cease. He manages to spit
out what he heard from Mrs. Zimmerman earlier--

LEWIS

The, uh, the most powerful Warlock
in the Tri-State Area...?

Elijah grins, wide and pleased.

SHROUDED FIGURE/ELIJAH

You've heard of me.

LEWIS

But, you're-- um...

Jonathan shakes his head, mutters an aside to Lewis--

JONATHAN

I wouldn't. He's a little self-
conscious about the whole 'spirit'
thing.

ZIMMERMAN

Anyway-- you were saying, Elijah?

ELIJAH

Yes, I would've come earlier, but
you had your hands full with that
clock business.

(clucks at Jonathan)

(MORE)

(CONTINUED)

ELIJAH (CONT'D)

Took you long enough to stop it,
may I add.

Jonathan rolls his eyes. Relatives, man.

ELIJAH

But this can't wait any longer.
The Barnavelt Family Curse. It's
begun.

Jonathan and Mrs. Zimmerman trade surprise and alarm.

LEWIS

What is that? What curse?

ZIMMERMAN

Very nasty. Very dangerous.

JONATHAN

(to Lewis)

Especially for you and me.

(then)

Lewis, it's time you learned the
truth about our family. C'mon,
I'll explain on the way.

Elijah goes first-- SKIMMING through a tree, leaving a
light slick of ectoplasm in his wake.

Mrs. Zimmerman and Jonathan follow. Then stop. Look
back. Energized.

JONATHAN

Well? You coming or not?

PUSH IN ON LEWIS. As the DRAGON TOPIARY'S WINGS
majestically UNFURL in the background...

Lewis breaks into a wide grin. Wondering what weird new
magic is on the horizon...

And off this, we...

BLACKOUT.

TO BE CONTINUED...

