

Feature
Comedy



YES, IT'S JUST THAT I DON'T WANT TO REPEAT.

SHE MUSTA LEFT IT HERE TO SCARE ME.

WHAT THE...

WELL, LET'S SEE HOW SHE LIKES IT.

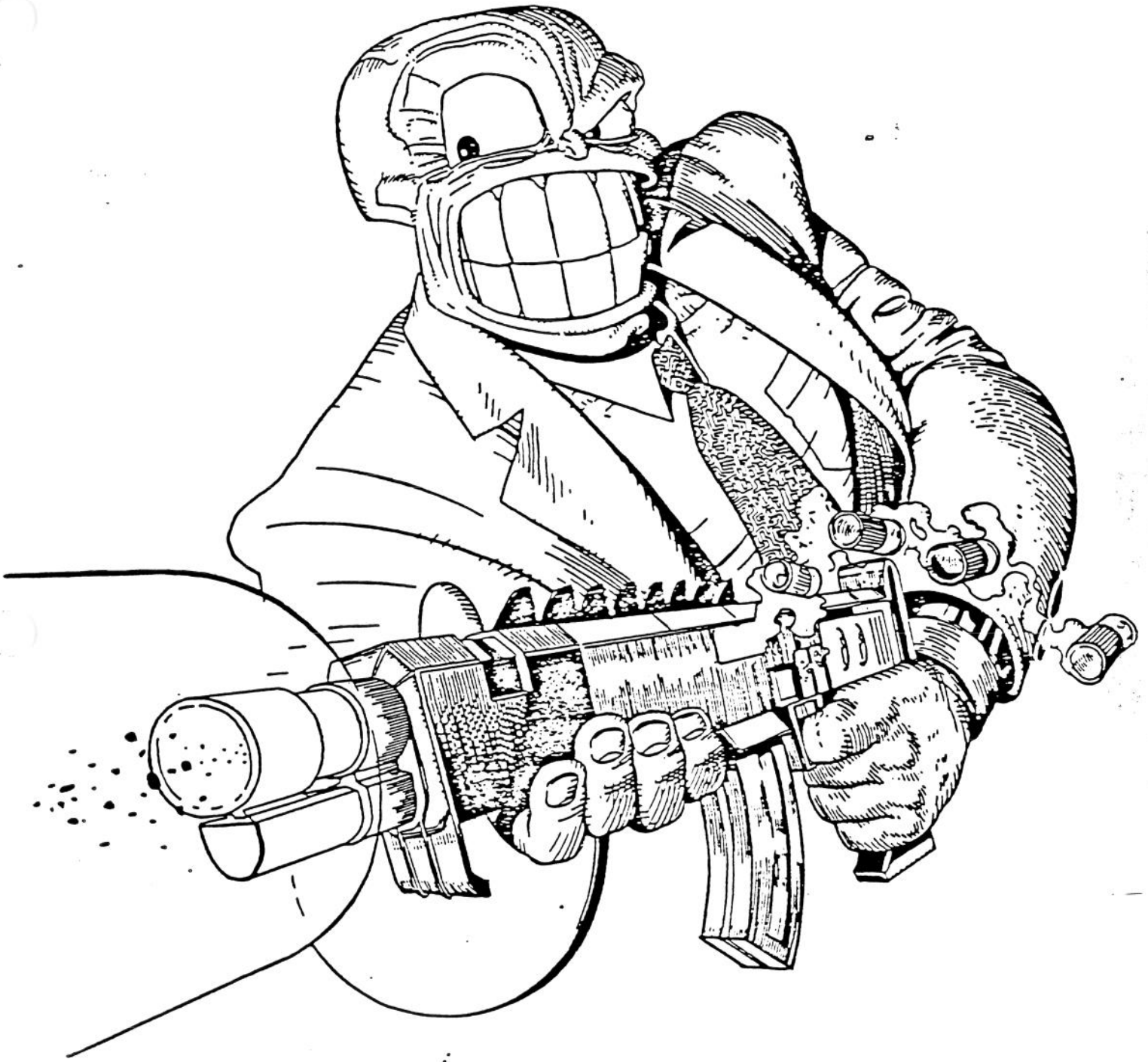
BOY, I GOT KINDS SUPER AND

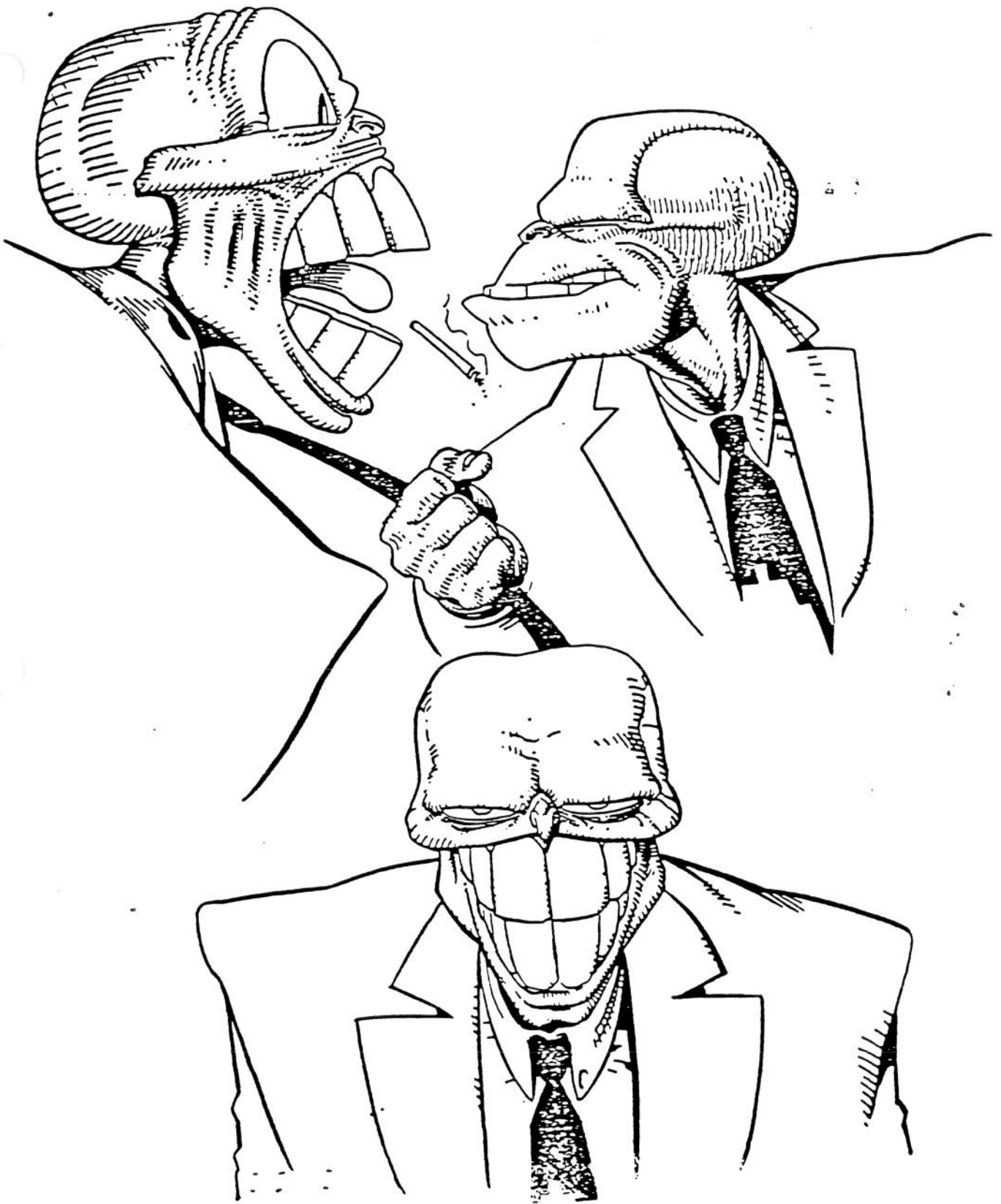
WELL, HERE NOT

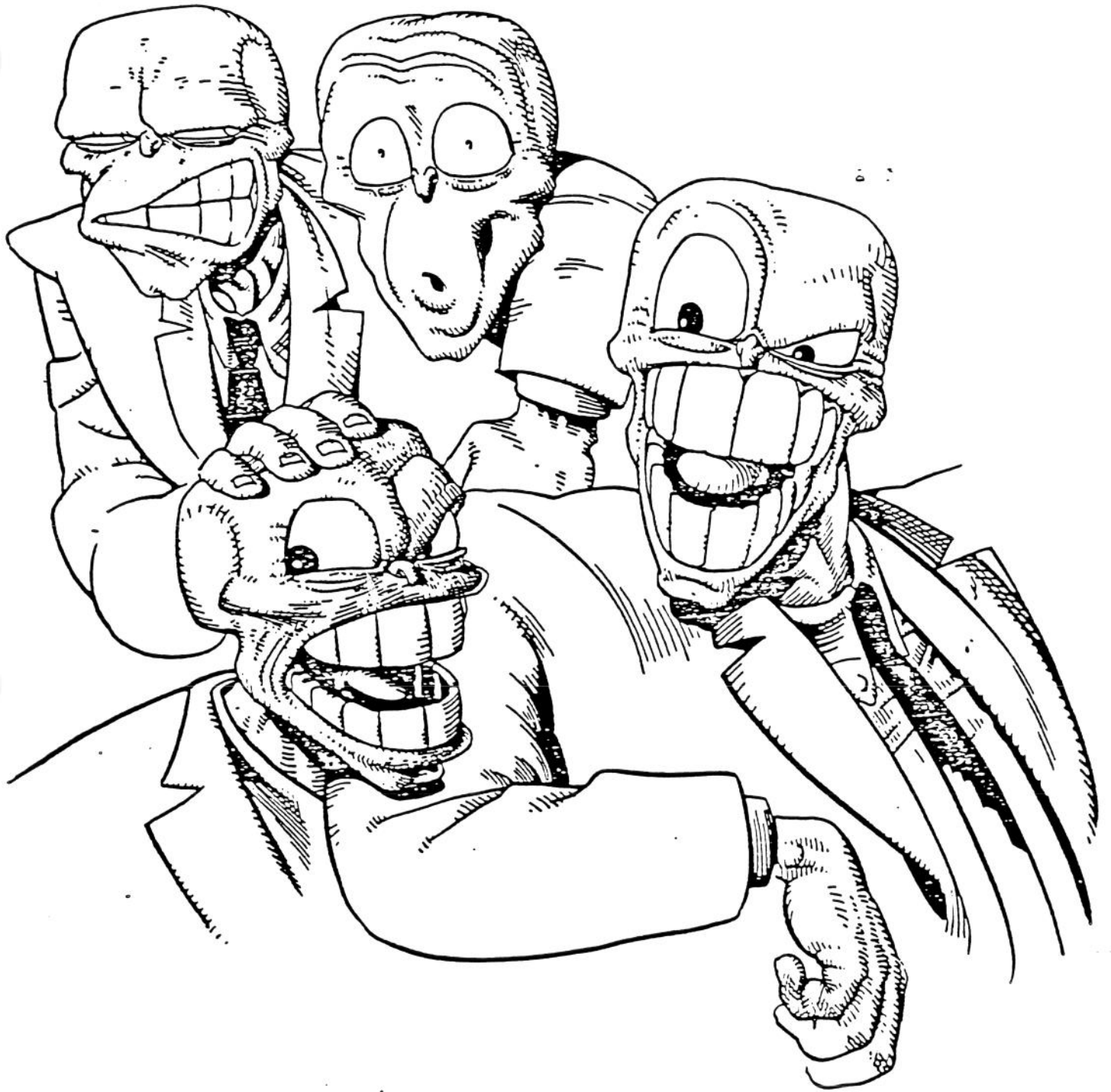
MMMM.

TEE HEE.









THE MASK
Revised By
Chuck Russell

Second Draft
January 26, 1993

EXT. HIGH SEAS - DAY

The dragonhead prow of an ancient Viking ship cuts through the thick fog of the rough North Atlantic sea.

MUSIC EXPLODES: WAGNER'S "GOTTERDAMMERUNG" (Twilight of the Gods)

SUPERIMPOSE: THE TENTH CENTURY A.D.

EXT. BOW OF THE SHIP - DAY

Viking explorer LEIF ERICSON carefully studies his fob compass as he dangles it above a parchment map. His SAILORS steal nervous looks at a large, diabolical-looking IRON BOX in the hold.

OLAF, a fierce one-eyed Viking warrior approaches Ericson. NOTE: Dialogue is in OLD NORSE, with SUBTITLES)

OLAF
Leif, let's do the deed before
another night falls. The crew's
near mutiny.

Ericson draws his broadsword with a flourish.

LEIF ERICSON
Know this! The first man to turn
will taste my steel in his guts.

OLAF
But surely we've gone far enough.

ERICSON
That accursed box must be thrown
off the edge of the world. We
will go until we can go no more...

Suddenly there is an ear-splitting SCREECH and the entire boat rocks violently as it runs aground.

The LOOKOUT is thrown from his crow's nest... and CRASHES straight through the deck right in front of Ericson. His pained voice floats up from the black hole.

LOOKOUT
...Land ho.

Ericson wheels about just as the fog parts off the starboard bow.

ERICSON'S P.O.V.

A beautiful rustic coastline stretching off as far as the eye can see

LEIF
(gasps)
By Odin's beard...

CUT TO:

EXT. THE NEW WORLD - A HARBOR - SUNSET

Olaf finishes digging a hole in the sand. He backs away, terrified, as burly Vikings, led by Ericson, muscle the IRON BOX over to the hole and quickly bury it. Ericson turns to an exotic-looking Eurasian WITCH.

ERICSON
Be quick, Witch. Let the deed
be done.

The Witch unravels a scroll and recites:

WITCH
O Loki, ancient one. Thy mischief
dwell now in waters, base and
bland. And in waves and sand thy
magic forever sleep...

As the Witch speaks, a strong wind kicks up and a black wall of clouds appears. The sky explodes in THUNDER and LIGHTNING. The men look about fearfully.

ERICSON (CONT.)
Back to the ship men, hurry.

OLAF
Captain, you've discovered a new
world. It is your right to name
it.

ERICSON
Leave that to the Italians. We're
never coming back here. Never.
This land is now cursed.

DISSOLVE TO:

A SIGN: 'BEACH CLOSED - RAW SEWAGE - NO SWIMMING'

EXT. BEACH - PRESENT DAY

Hot, smoggy and packed. The tiny strip of beach is dwarfed by the surrounding wall of skyscrapers and bordered by sewage drainage pipes

SUPER: EDGE CITY - THE PRESENT

A caffeine-driven D.J.'s voice booms over the beach-goers' radios.

D.J. (V.O.)
Yessiree, it's a four-alarm
sizzler out there today with highs
in the upper nineties and no
relief in sight. We have a third
stage smog advisory and a metro
traffic gridlock alert.
(MORE)

D.J. (Cont'd)
Fluorocarbons are up, the Dow
Jones is down and we're expecting
another Spike Lee movie any
second. In other words folks,
it's just another bee-youtiful
day in Edge City.

Camera ENDFRAMES on an industrial barge marked "Department of Sanitation." A crane's cable line disappears underwater.

EXT. UNDERWATER - SAME TIME

SCUBA WELDERS repair a cracked, scum-spewing pipe. One Diver hits something hard with his dredger. He unearths...

THE ANCIENT IRON BOX

Rust and barnacles partially obscure the engraved images of Norse gods and demons.

THE DIVER

wedges his scuba knife under the corroded lock. Eerie 'MASK' theme SFX rise as he tries to pry open the lid.

Suddenly the PIPELINE BREAKS FREE, crushing the Diver and cracking open the box.

SOMETHING (seen only in rippling shadow)

explodes out of the box on a cloud of bubbles and shoots towards the surface.

EXT. WATER

The Mask surfaces in the f.g. as lightning EXPLODES across the distant cityscape.

CUT TO:

EXT. EDGE CITY BANK - DAY

A banner displays their proud motto: "WE BANK ON TOMORROW."

EXT./INT. EDGE CITY BANK

CHARLIE SCHUMACHER (30's) gazes out the window from his cluttered desk as the crack of THUNDER echoes through the urban canyons.

CHARLIE

Look at those clouds rollin' in,
man. Freaky weather.

STANLEY IPKISS, a bright-eyed amiable young account exec pauses by Charlie's desk and drops off a print-out.

STANLEY
Hey Charlie, can you go over these stats? We're supposed to have a complete report before lunch.

Charlie takes one look at the complex print-outs and tosses them back.

CHARLIE
Whoa. Sorry Stanley, I just had my weave tightened and my head is killing me. Be a pal and take those over to Hinkleman, will ya'?

MAGGIE, a cute young blonde now strolls by.

MAGGIE
Hi guys. Did you have any luck with those concert tickets Stanley?

Stanley perks up at the sight of her.

STANLEY
I sure did. Friday night, just like you wanted.

MAGGIE
Oh, Stanley, that's wonderful.

STANLEY
What time should I pick you up?

MAGGIE
Gee, I don't know. My best girlfriend just got into town and I know she'd love to go. Can we get an extra ticket for her?

STANLEY
Well... uh, actually it's sold out. I was kinda lucky to get these.

MAGGIE
She's only going to be in town a couple of days and I just can't let her sit at home all alone. Are you sure there isn't something we can do?

Stanley considers the situation for a moment, then pulls the tickets out of his pocket.

STANLEY
You know what? Here. You two go.

MAGGIE
Oh Stanley, I couldn't do that.

STANLEY
No really. Go ahead. It's okay.
I hate concerts anyway. All that,
you know... music floating around.

Maggie snatches the tickets from Stanley's hand.

MAGGIE
That is so sweet. Sheila's just
going to love this.

STANLEY
So maybe you and I can get
together over the weekend?

MAGGIE
I'm not sure what's going on, but
just give me a call. You know
I like to be spontaneous.

STANLEY
Oh, sure. Me too.

MAGGIE
Stanley Ipkiss, you are the nicest
guy.

Maggie gives him a quick air-kiss and hurries off to her teller's window.

CHARLIE
That's it.

STANLEY
What?

CHARLIE
The kiss of death. As soon as
they use the "N" word it's all
over.

STANLEY
So maybe I am a nice guy. So
what?

CHARLIE
You are a rug. I am talking
astro-turf here. You're letting
these women sharpen their cleats
on you.

STANLEY

Hey, I'm a gentleman. If they can't appreciate that, it's their problem.

CHARLIE

You spend too much time being "nice" to a skirt, you'll wind up sittin' around listening to her complain about the son of a bitch she really loves.

STANLEY

Charlie, you are a very sick puppy.

CHARLIE

Wake up Stanley! These are the nineties. We're dealing with an entire generation of dysfunctional love junkies. You can't romance 'em. You gotta confuse 'em. It's the only thing that gets their attention.

(pauses)

Let me demonstrate. You see that skirt over there?

Stanley looks over at the coffee service where an attractive young WOMAN is pouring herself a cup.

CHARLIE

That's Lisa Delboney. Been here less than two weeks and already she's been pitched to by more guys than the Cincinnati Reds. So far no score.

(hitches up his pants)

Now let's see if I've still got the old touch.

CHARLIE SAUNTERS OVER

and starts to fix himself a cup of coffee.

CHARLIE (CONT.)

Hi Lisa.

LISA

(forgets his name)

Oh, hi...

CHARLIE

Charlie.

LISA

That's right. Sorry.

CHARLIE
Lisa, this may seem a little odd,
but my friend over there and I
were having this discussion and
I thought maybe you could settle
it for us.

LISA
I'll help out if I can.

CHARLIE
(sheepishly)
Actually, this is a little
personal. Maybe I shouldn't...

LISA
No. Go ahead.

CHARLIE
Alright Lisa, just for the sake
of argument, if I wasn't a happily
married man, am I the kind of guy
you'd go out with?

LISA
Oh... well, I don't know. Yeah,
I guess I would.

CHARLIE
Really? I have terrific news for
you, Lisa.

LISA
What?

CHARLIE
I'm not married. Is this perfect
or what? So what time do you get
off work?

Lisa turns on her heel, and marches off. Charlie returns to Stanley.

STANLEY
Nice job.

CHARLIE
Forget about her. Some of these
skirts got so much baggage they
need an emotional sky cap. I'll
tell you what Stanley, tonight
I'm gonna take you on a love
safari, deep into the darkest
heart of the urban jungle.

STANLEY
And where's that?

CHARLIE
The Monkey's Paw. Hottest new
club in town. It's a guaranteed
skirt alert and no dead beats
allowed.

STANLEY
So how are we gonna get in?

CHARLIE
Whoa, do I detect a little
self-image problem there buddy?
You just leave everything to me.
This, my friend is going to be
the perfect night on the town.

Suddenly a resounding peal of THUNDER rings out like the crack of
doom. Sheets of rain pour down on the bank's windows.

EXT. STREET

Pedestrians scramble for cover in the sudden downpour.

INT. BANK - FOYER

A young WOMAN scurries into the bank holding a newspaper over her
head. She's soaking wet and pauses in the foyer to straighten herself
out.

Charlie immediately notices her...

CHARLIE
Hold the phone. Killer at three
o'clock.

Stanley follows his gaze.

STANLEY'S P.O.V.

CAMERA does a classic CHEESECAKE TILT-UP starting with the Woman's
million dollar legs as she squeezes some of the water out of her
skirt... up past her body, which through her damp summer clothes is
undeniable proof that there is a God... up... up... to her face as
that newspaper is tossed aside. She's a heart-stopping woman/child
with a Cupid's bow mouth and ice blue eyes. In other words she's
trouble. Big trouble, also known as TINA CARLYLE.

Charlie may as well have just seen the Virgin of Guadalupe.

CHARLIE
(hushed reverence)
Oh my God... A dime. The skirt
of skirts. The Moby of my dick.

STANLEY
Easy Charlie. You'll sprain your
eyes.

Tina now enters and walks towards Stanley and Charlie.

TINA
Excuse me, where can I open a new account?

Charlie flashes his best 100 watt smile.

CHARLIE
You've come to the right place, ma'am. Just step right this way and pull up a chair...

Charlie tries to steer Tina to his desk, but she's still preoccupied with her damp clothing.

TINA
Oh, I'm sorry. I'm a complete wreck. Will you hold this please?

She hands her shoulder bag to Stanley and peels off her wet blazer, creating another awe-inspiring visual moment. Charlie clutches her jacket with white knuckles.

CHARLIE
Here, let me take that for you.

TINA
Thanks.

But Tina turns and sits at Stanley's desk; Charlie is stunned at his near miss, but there's not a thing he can do about it.

STANLEY
So uh, what kind of account did you have in mind?

TINA
(smiles sweetly)
Well, I'm not sure exactly. I'm just terrible with things like that. That's an interesting tie Mr...?

STANLEY
Ipkiss. Stanley Ipkiss...

Tina extends her hand.

TINA
Tina Carlyle. Pleased to meet you.

STANLEY
The, uh... pleasure's all mine.

TINA
Mind if I smoke?

STANLEY
Oh, no. Go right ahead.

She taps out a cigarette and lights up.

TINA
I was saying about that tie. It's like one of those, what do you call them, ink blot tests.

STANLEY
A Rorschach test.

TINA
That's it. It looks like... um. A young woman on a horse. Yes. Like a Lady Godiva or something.

STANLEY
Really? I don't think I can...

She slowly runs a finger along his tie.

TINA
Or... if that's not a horse it could be two lovers. A man and a woman. That would be the woman on top, of course.

STANLEY
(mesmerized)
...Of course.

Tina smiles lazily as she exhales a stream of smoke.

TINA
What do you see, Mr. Ipkiss?

Stanley starts to get uncomfortable under her gaze.

STANLEY
I don't know. ...Bold colors. It's a power tie, y'know? They're supposed to make you feel... powerful.

TINA
Does it work?

STANLEY
Sort of. It's just a tie. Now, about that account.

As they continue speaking, CAMERA PANS DOWN to Tina's shoulder bag, which she is holding in her lap. As she carefully adjusts the bag, we see a tiny CAMERA LENS neatly concealed in it.

Tina's pointing the bag at the open bank vault that stands a short distance from Stanley's desk.

CUT TO:

C.U. - VIDEO MONITOR

displaying the shot of the vault that Tina is broadcasting.

WIDER - INT. MONKEY'S PAW NIGHT CLUB

DORIAN TYREL - a slick nouveau-mobster complete with diamond ear stud and Matsuda jacket watches the video broadcast from his inner sanctum; an eclectic post-modern playroom with an array of electronic toys and minimalist gun racks.

Dorian sips nervously on a Yoo-Hoo as he watches the show.

DORIAN

That's it sweetheart. A little to the right.

His two gunsels, SWEET EDDY and CHUN WOO are busy at the back of the room playing air-hockey. Serious firepower is visible in their shoulder holsters.

DORIAN (CONT.)

Hey, will you guys keep it down back there?

Dorian's safe cracking expert, a black hip-hop artist named DOCTOR FREEZE scribbles notes as he watches the screen with a practiced eye.

DR. FREEZE

That's cool, man. Freeze it right there.

Dorian punches a button and the image freezes.

DORIAN

What do you think, Doctor?

DR. FREEZE

Layout's not bad. We got us a sweet little Perkins/Jenning time lock. But them motion detectors are putting the chill on my thrill.

DORIAN

Think you can pull it off?

DR. FREEZE
Hey, you're talkin' with the
Doctah, man. It's all about time
and money.

DORIAN
Yeah, well the meter's runnin'
on this one. We got less than
a week.

DR. FREEZE
Not cool. What about the coin?

DORIAN
There's plenty. And I'll be happy
to invest your share.

DR. FREEZE
What you talkin' about, man?

DORIAN
This isn't about the lousy couple
hundred thou' that's sitting in
that vault, Freeze. That's chump
change.

DR. FREEZE
Yeah? Then I'm chump number one,
man.

DORIAN
We gotta expand your horizons
Doctor. Take a look.

Dorian pulls back a curtain. An amazingly gaudy building stands on
a pier across the river from Dorian's club. A huge sign across its
archway reads: "Opening Soon Valhalla Casino."

DORIAN (CONT.)
The Valhalla Casino. Twenty mil
of glass, neon, booze and dice.
World class sucker bait. The
grand opening is Saturday night
and it will drive this two bit
club of mine out of existence.
But I say if you can't beat 'em,
take 'em over.

DR. FREEZE
Yeah? That's Arnie the Swede's
place, man and he is one ice cold
meatball eatin' motha fucker.

DORIAN
 Leave him to me. You pull off
 this heist and I promise you,
 it'll be all tits and champagne
 from here on in.

CUT TO:

EXT. RIVER - CULVERT - SUNSET

The Mask lies tangled in a rat's nest of seaweed and garbage that's washed up in a culvert under a bridge.

A large WHARF RAT now creeps out along the garbage sniffing curiously at its timeworn wooden surface. It takes a tentative nibble.

CLOSER - THE MASK

begins to SHIMMER... to vibrate with its own magical inner life. The rat SQUEAKS and jumps back, disturbing the pile of garbage.

WIDER

The Mask is dislodged and floats back out into the river. Camera TILTS UP with the Mask as it follows the current into the dark heart of the city.

CUT TO:

EXT. CITY STREET - EARLY EVENING

Stanley and Charlie are riding along at breakneck speed in a taxi cab.

STANLEY
 Hold it up right here, please.

A gun port suddenly SLAMS open and the wild-eyed Albanian TAXI DRIVER wheels about and cocks a huge .45 from his side of the bullet riddled partition as the cab continues to barrel through traffic.

DRIVER
 Hold up?! No hold up! I keel
 you very well! I splatter your
 guts big time, Mr. Cowboy Man!

Stanley dives for cover.

CHARLIE
 No! No! He only wants you to
 stop the cab!

The Driver instantly SLAMS on the brakes, throwing his passengers forward mercilessly.

DRIVER
 (now totally calm)
 Hokay. Pardon you very much.

Charlie helps Stanley sit back up.

CHARLIE
It's alright, Stanley.

STANLEY
(softly)
I hate this town. I really hate
this town.

CHARLIE
Why are you getting out here?

STANLEY
I gotta pick up my car.

CHARLIE
Fine. Now don't forget. Ten
o'clock at the Monkey's Paw. I've
already got us lined up with a
couple of authentic dimes.

STANLEY
Charlie, please. The last time
you said that you showed up with
two lesbian mud-wrestlers.

CHARLIE
Well, I can't promise we'll get
that lucky again.

STANLEY
None of your girls, O.K.? Let's
just go there and have a good
time.

Stanley steps out of the cab.

CHARLIE
You're absolutely right. No point
in bringing a couple a carp to
a trout farm, right buddy?
...Later!

With a SCREAM of tires the cab peels back out into traffic.

CUT TO:

INT. RIPLEY'S AUTO FINISHING - EARLY EVENING

Stanley enters the grease spattered, cluttered garage and scans the
area for signs of life. We can hear the CLANK-CLANK-CRASH of some
less than light-fingered automotive work in progress.

Stanley DINGS a little service bell sitting on a counter plastered
with naked playmate decoupage and Mrs. Power Tool '93 calendars.

STANLEY
...Hello?

IRV, a lumbering unshaven behemoth of a man with permanently low-slung refrigerator repairman pants, makes his way past half rebuilt car carcasses towards Stanley.

IRV
Hang on. Hang on. Don't get your
panties in a twist.

BURT, a thinner version of Irv with Coke bottle glasses and a mop of greasy hair, pops up from beneath a car, RIPS out a chunk of motor and wiring and holds it up to Irv.

BURT
(examining part)
Hey Irv, what the hell is this?

IRV
(eyes it carefully)
Ohh... I dunno. About seven
hundred bucks.

They both laugh evilly as Irv slaps Burt on the back. Irv makes his way over to Stanley, still chuckling to himself.

IRV
Now what can I do for you, Bub?

STANLEY
I'm here for the Civic.

IRV
Japanese car, right? Kind of a
nasty pea soup green?

STANLEY
Well, they call it Emerald Forest,
actually...

Irv turns back to Burt.

IRV
Burt! Pea green Civic!

Burt pops back up from beneath the hood.

BURT
Green Civic... Green Civic. Oh
yeah! Brake drums are still on
order and I'm only halfway through
rebuilding the trans.

STANLEY
But I just brought it in for an
oil change!

IRV
Yeah? Well you're lucky we caught those other problems before they caused some serious trouble.

STANLEY
What's all this going to cost?

IRV
(as if talking to a child)
Now we really got no way of knowing that until we finish the work, do we?

STANLEY
Alright. Alright. When will it be ready?

Irv looks over at Burt, who gives him a "Make something up" look.

IRV
Check back tomorro...
(Burt shakes his head "no.")
...First thing next wee...
(Burt shakes again)
...next month?
(Burt shakes an enthusiastic "yes")
Yeah, first thing next month.
That's if we can get the parts.

STANLEY
What am I going to do in the meantime? I can't afford to keep taking cabs all over town.

Irv smiles a rotten-toothed smile.

IRV
Oh, hell... we can take care of that!
(to Burt, archly)
Hey Burt, bring around the loaner.
(to Stanley)
And for you little buddy, only ten bucks a day.

CUT TO:

EXT. MONKEY'S PAW - NIGHT

The joint is jumping with musclehead BOUNCERS picking and choosing from the crowd of terminally trendy WANNABE'S gathered around the entrance. A light drizzle is falling.

A parade of swanky cars pulls up one by one as CAR HOPS scurry to keep up with the flow;

A glistening pearlescent Rolls Royce.

A fire engine red Ferrari.

A classic two tone Corniche in tan and burgundy.

And finally a broken down Citroen in rust bucket red and spackle gray RUMBLES up to the front of the club with a disgruntled Stanley behind the wheel.

A Car Hop attempts to open the door, but it's rusted shut. Stanley throws his shoulder into it and the door finally pops open with a SCREECH of metal. Stanley nearly tumbles out into the street.

He smiles nervously at a high class couple looking with disdain at the eyesore-mobile. He pats the hood.

STANLEY

It's a classic.

The Car Hop jumps in and tries to throw the car into gear with a horrible GRINDING. He finally waves over two other Car Hops who quickly push it off down the street.

CHARLIE

Hey, Stanley. Nice wheels. What, is that, a Rolls Canardley?

STANLEY

A what?

CHARLIE

You know, a Rolls Canardley. Rolls down one hill canardley roll up the next.
(he cracks up)

STANLEY

We are not discussing the car, okay?

CHARLIE

Whatever you say, man.

Charlie gestures expansively towards the club.

CHARLIE

So what do you think? Pretty terrific, huh? This place makes Sodom and Gomorrah look like Mayberry.

Stanley now notices a life-sized cut-out of Tina Carlyle standing by the main entrance.

A sign reads "Featuring the Musical Stylings of Miss Tina Carlyle."

STANLEY
Hey, isn't that...

CHARLIE
Right. The skirt from the bank.
With lungs like those she really
oughta be able to nail those high
notes, if you know what I mean.
(pauses)
Hold on... I think I see my future
ex-wife.

Two rather tacky looking GIRLS beckon Charlie from the crowd.

GIRLS
Hey Charlie! Charlie!

CHARLIE
Hiya girls!
(to Stanley)
We're in luck. It's Barbie and
Pebbles.

STANLEY
Doesn't it bother you that all
the women you know are named after
cartoon characters?

Barbie and Pebbles hurry over through the crowd.

CHARLIE
So what's happening ladies?

BARBIE
We've been waiting out here for
hours. Can you get us in?

CHARLIE
No problemo. Ladies, this is my
pal Stanley Ipkiss.
(leans closer)
Stanley's very influential in the
banking business.

PEBBLES
(taking Stanley's arm)
Oh, I just love bankers!

CHARLIE
Step right this way.

Charlie is truly in his element as he elbows his way through the crowd
dragging his entourage with him.

EXT. THE FRONT DOOR

Charlie finally makes it to the crush of bodies at the entry way's velvet ropes and calls to a hulking BOUNCER with shellacked hair.

CHARLIE
Hey Bobby! Bobby, buddy. What's
happening man?

The Bouncer completely ignores Charlie as he ushers a pasty faced ROCK STAR and his underage TARTLET past the ropes.

CHARLIE (CONT.)
(to the girls)
This will just take a second.

Dorian now steps out of the club and adds a name or two to Bobby's guest list.

CHARLIE (CONT.)
Hey, that's Dorian Tyrel! He owns
the place.
(calls out)
Hey Dorian! How's it goin', man?

Dorian is also oblivious to Charlie.

STANLEY
Forget it, Charlie. I refuse to
stand around here waiting to be
judged by these power-mad steroid
jockeys.

CHARLIE
How much cash you got on you?

STANLEY
What?

CHARLIE
You heard me. How much you got?

STANLEY
I dunno, fifty or sixty bucks.

CHARLIE
Hand it over.

STANLEY
No way.

CHARLIE
Hey, I'll pay you back! I'm only
carrying plastic.

STANLEY
Charlie...

CHARLIE

Come on, man. We stand here like this any longer and we get labeled as outcasts. Forever banished to Hilton disco lounges.

Stanley begrudgingly starts to count out some cash. Charlie snatches the whole wad and elbows his way back around to the ropes.

CHARLIE

(subtly flashing bills)
Hey Bobby!

Bobby's uncanny tip radar suddenly lights up.

BOBBY

Charlie, how you doin' man? Long time no see.

Bobby unsnaps the rope for Charlie and gets the cash handshake he longs for.

The crowd surges around Charlie, Barbie and Pebbles as they step by, briefly cutting Stanley off.

He catches up just as the all-important rope is SNAPPED closed.

STANLEY

Hey, wait a minute! Charlie!

But Charlie and the girls have already been whisked inside.

STANLEY (CONT.)

I'm with them! Hey, Bobby!

But Bobby is back into his deaf and dumb routine, going over the list with Dorian. Stanley unsnaps the rope himself and starts through. Bobby and BOUNCER #2 immediately grab Stanley and quickly subdue him.

STANLEY

Hey! Leggo... awk!

Dorian glares at Stanley.

DORIAN

Lose him.

The Bouncers drag Stanley through the crowd and unceremoniously toss him out into the rain-slick street.

ANGLE ON THE STREET

Stanley slowly rises, smoothing out his disheveled clothing. A horn BLARES and Stanley scrambles to one side as a limo swings into the club's alleyway, splattering him with a wave of muddy water.

Stanley wipes the mud from his eyes just in time to see Tina Carlyle escorted from the back of the limo by a CHAUFFEUR carrying an umbrella. She's shoe-horned into a heart-stopping red dress that's fighting a losing battle to restrain her décolletage.

Their EYES MEET. Tina pauses as she recognizes him.*

TINA
(smiles)
Oh... Hi there.

Stanley realizes he looks ridiculous but gives a pathetic little wave hello anyway.

TINA (CONT.)
Are you okay?

Stanley gestures "no problem" and tries to strike a casual pose against a street lamp, but slips and nearly falls.

With a SQUEAL of grinding gears and the KA-POW of a backfire, the Car Hop pulls Stanley's battered loaner right up behind him.

Stanley flashes a last nervous smile at Tina, and digs for the Car Hop's tip money... nothing.

He shrugs apologetically to the disgusted Car Hop and climbs in. The car RATTLES, COUGHS then finally ROARS off in a cloud of noxious exhaust fumes.

DISSOLVE TO:

EXT. TAHOOCHE BRIDGE - NIGHT

A forlorn looking spot on the outskirts of Edge City. We can hear Stanley's car SPATTERING and POPPING along before it actually pulls into sight on the dark rain-slick street.

INT. CAR

Stanley drives along in a miserable daze. Suddenly the engine starts KNOCKING violently and the car dies.

EXT. BRIDGE

Steam HISSES from the radiator as the car slowly rolls to a stop. Stanley GRINDS the ignition key again and again trying futilely to restart the engine.

Finally, Stanley fights his way out of the rusted door with a SQUEAL of metal, turns and kicks the bumper... which promptly falls off with a resounding CLUNK.

Beat.

The front axle collapses, the tires fall off and the driver's side door CLATTERS to the ground.

Stanley stands there staring at the steaming heap of useless metal... his mind a complete blank.

He slowly turns, looking down at the black brackish water swirling along beneath the Tahoochie Bridge. A wave of melancholy sweeps over him. Stanley plucks a button from his coat and watches as it drops down... down to the river below.

STANLEY
(softly)
Button... button. Shall I go get
my button?

Suddenly, something else catches Stanley's eye... a BODY, floating along in the darkness. He snaps back to reality.

STANLEY (CONT.)
Hey... Hey mister!

EXT. RIVER BANK

Stanley rushes down the slippery embankment beneath the bridge. He spots the body dead ahead, floating along in the moonlight and hurries as fast as he can.

CAMERA DOLLIES with Stanley as he scrambles down the slope; a black cat YOWLS as it races past him. He steps on and shatters a discarded mirror, and he ducks under an old ladder that leans against the bridge's foundation as he finally reaches the shore.

Stanley splashes into the waist deep water just in time to catch the body as it floats by.

CLOSER - BODY

As Stanley grabs it, the "body" falls to pieces... revealing that it's nothing but a trash bag, an old tire and some floating bits of garbage all clinging to the "head:" an old wooden Mask.

Stanley shakes his head in disgust... some lifesaver.

Stanley inspects the Mask more closely; strange ritualistic symbols carved into a puckish face with a leering grin and eerie empty eye holes.

The faintest sound of the "Mask SFX Theme" rises as Stanley turns the Mask around and inspects the inside... slowly bringing it closer and closer to his face. The surface of the Mask begins to SHIMMER.

But then... RIBET! A frog jumps out of it, right into Stanley's face. Stanley nearly loses his footing on the slippery river bottom.

Suddenly a blinding SPOTLIGHT shines down from the bridge and an amplified voice calls out from a squad car.

POLICEMAN
Hey, you! What are you doing down
there?

Stanley squints into the light, trying to think of a reasonable
answer.

STANLEY
I was just looking for...
(holds up Mask)
My mask.

CUT TO:

INT. MONKEY'S PAW - NIGHT

The club is closing up. WAITERS stack chairs on top of tables in the
B.G. as Tina gathers her sheet music from her PIANIST.

TINA
Thanks Reno, you're the greatest.

RENO
G'night, doll.

Tina crosses to the bar area where Dorian lounges with DR. FREEZE,
SWEET EDDY and CHUN WOO. Dorian toasts her as she pulls up a bar
stool.

DORIAN
That was a great performance,
baby. But not as great as the
one you pulled off at the bank.

TINA
Yeah, well don't get used to it.
I'm not going to start running
cons for you again, Dorian. I'm
a singer now and that's it.

Dorian rolls his eyes at Freeze, "Get her."

DORIAN
Oh, really? And you had such a
red hot career before you latched
onto me?

Tina pours herself a drink.

TINA
Who latched onto who?

DORIAN
Get real, Tina. There's plenty
of girls out there who can sell
a song as good as you. You'll
(MORE)

DORIAN (Cont'd)
do what I say or you'll be back
slingin' hash and dodgin' horny
peterbuilt drivers.

TINA
(downs a shot)
Don't push me, Nicky. It might
wake me up enough to take a walk
I should have taken a long time
ago.

DORIAN
(chuckles)
Easy, baby. Easy.
(to his men)
I love it when she gets pissed.

Dorian scoots over and puts an arm around Tina. She remains cool.

DORIAN (CONT.)
C'mere. You take a hike and who's
gonna kiss you like Dorian Tyrel.

Tina pours another shot.

DORIAN (CONT.)
C'mon. Who?

Tina finally cracks a smile.

TINA
Nobody.

DORIAN
(leans closer for a
kiss)
That's right, baby.

Just as they're about to kiss, Tina raises a finger to Dorian's lips,
stopping him cold. She glances over at Freeze.

TINA
Sorry. I never get personal in
front of the help.

Tina abruptly stands and exits as Freeze glares at her.

Dorian breaks into laughter.

DORIAN
That broad kills me.

DR. FREEZE
She just might, man. The bitch
is trouble.

Dorian pours them all a drink.

DORIAN
C'mon Doctor, lighten up.
(raises his glass)
Here's to the Edge City Bank.
May it crack like an egg on Easter
Sunday.

Their glasses CLINK.

CUT TO:

EXT. APARTMENT BUILDING - NIGHT

The police car pulls up in front of Stanley's brownstone and he wearily climbs out.

OFFICER
Okay, Mr. Ipkiss. Try to be a
little more careful next time.

STANLEY
Thanks Officer.

The black and white pulls away and Stanley starts across the empty street.

VOICE
Hey, mister...

Stanley turns.

A razor-cut DEATH'S HEAD PUNKER hops down from a fire escape in a darkened alleyway.

DEATH'S HEAD
You a cop or something?

Three other DEATH'S HEADS appear out of the shadows all decked out in nipple chains, tattoos and other self-mutilation-as-fashion oddments.

STANLEY
Uh... no. They just gave me a
lift.

DEATH'S HEAD
Well that's bleedin' unusual
'cause I never seen a cop
chauffeur before. Have you boys?

The other Death's Heads pipe up with "Not Me," "Nope," "Pretty special," etc. as they slowly surround Stanley.

STANLEY

Alright, you guys. It's been a tough night. I haven't got any money. I haven't got a car. All I've got is this and you're welcome to it.

Stanley tosses Death's Head #1 the Mask.

He briefly inspects the funky looking antique, still slick with river slime, then tosses it back. He approaches Stanley.

DEATH'S HEAD

Hey, man. You got us all wrong. We don't want any trouble. I was just going to ask you for the time. That's all. You got the time?

STANLEY

Uh... yeah.

As Stanley pulls back his sleeve to check his watch, the Death's Head flicks out a butterfly knife. With a FLASH of steel, he slices straight through Stanley's watch band and snatches the watch.

PUNKER

(holding up his prize)
See, that's all I wanted. Wasn't so tough was it?

All the punkers laugh like the half-wits they are as Stanley races to his front door, clutching his wounded wrist. He fumbles with the key and SLAMS the door behind him.

CUT TO:

INT. APARTMENT BUILDING - NIGHT

Stanley's wet shoes SQUEAK as he tiptoes past --

APARTMENT "A" -- MANAGER

A sign that reads "Quiet Please" hangs from the doorknob. Stanley continues past it to Apartment "B." Just as he removes his keys -- the Manager's door flies open and MRS. PEENMAN appears. She's an old dragon in hair curlers who will probably live forever just to spite her relatives.

MRS. PEENMAN

Ipkiss! Do you have any idea what time it is?

Reflexively, he looks at his (now empty) wrist.

STANLEY

Actually, no.

MRS. PEENMAN
It's three o'clock in the morning!
First, you wake up the entire
building chit-chatting on the
porch with your pals. Then, you
come in and start squeak --
(sees the puddles)
My new carpet! Just look at that!
This is coming out of your
cleaning deposit Ipkiss!

Stanley, battered, bruised and soaking wet is deep in urban
shell-shock.

STANLEY
(softly)
Are you done?

MRS. PEENMAN
...Yes.

STANLEY
I think I'll be going to bed now.

Mrs. Peenman SLAMS her door.

INT. STANLEY'S APARTMENT - CONTINUOUS

Small, full of books but very neat. A few cherished animation cells
from 1940's cartoons are framed on the wall. As Stanley locks the
door behind him -- he's greeted by a little Jack Russell Terrier.

STANLEY
Hello, Milo.

Milo gets so excited he starts GAGGING and COUGHING.

STANLEY (CONT.)
Easy, buddy. I missed you too.

Stanley pats Milo on the rump, crosses through his tiny kitchenette
and heads straight into...

THE BEDROOM

Stanley's prized collection of "Golden Age" looney tune tapes are
neatly displayed on a simple bookshelf.

He sets the Mask down, pops on the V.C.R. (which immediately starts
playing a choice Tex Avery cartoon), plops down on his bed and starts
to strip off his shoes and socks.

MILO

enters, holding a Frisbee in his mouth.

STANLEY (CONT.)
I'm too tired.
(to the dog YIPS)
Okay, okay. One throw.

Stanley tosses the Frisbee into the air. The disk sails...

OUT OF THE BEDROOM AND INTO THE HALLWAY

Milo runs it down, leaps up, and makes a perfect catch. He trots back to the bedroom, stopping at the door.

MILO'S P.O.V.:

Stanley's flat out on the bed -- already asleep. The wacky/grotesque 1940's cartoon continues to play.

Milo looks at the Mask. The leering face seems to glare right back at him accompanied by the cartoon's bizarre sound effects.

Milo WHIMPERS, jumps on the bed, burrows under the blankets. Only his nose pokes out as he settles in for the night.

EXT. OFFICE BUILDING - DAY

Establish.

INT. PSYCHIATRIST'S OFFICE - DAY

C.U. - Masks... dozens of them line one wall. Tribal masks. Ceramic masks. Victorian masks.

The office is otherwise comfortably modern with the usual leather couch and array of framed degrees and awards.

Stanley's on the couch. DR. NEUMAN (40's) sits nearby toying with his unlit pipe.

DR. NEUMAN
Maybe your problem is the kind of women you're attracted to Stanley. What do you look for in a woman? Is beauty a priority?

STANLEY
Not necessarily. I look for, I dunno... chemistry, I guess. I just want someone who will love me for myself. Is that so crazy?

DR. NEUMAN
What we think of as romantic love is nothing more than a species/gender mechanism that lasts at most about two years.
(MORE)

DR. NEUMAN (Cont'd)
(shrugs)
After that family instinct takes over. People stay together for the kids.

STANLEY
(sits up)
What are you saying?! There is no love!?

DR. NEUMAN
Easy, Stanley. You just need to understand that it's a kind of herd instinct, not this magical storybook ideal you're chasing.

STANLEY
You're wrong. We're not just a bunch of lemmings marching off into matrimony.

DR. NEUMAN
(sighs)
I'm just trying to help you.

Neuman crosses to the window.

DR. NEUMAN (CONT.)
Do you realize what the odds are against making a relationship work in this town? Most of those people think monogamy is some kind of wood! It's a war zone out there, Stanley. The Beirut of Love and I can't let you walk around in it defenseless.

STANLEY
So what am I supposed to do?

DR. NEUMAN
Assert yourself. Stop repressing your feelings. Get in touch with your ID, Stanley. Your deepest darkest desires, so we can let loose the real Stanley.

STANLEY
But this is the real me.

DR. NEUMAN
Alright, then think of it as role playing. Put on a mask... metaphorically speaking, of course. For one night I want you
(MORE)

DR. NEUMAN (Cont'd)
to go out in the world and be
someone else. Stanley Ipkiess,
"Mr. Nice Guy" will have to stay
at home.

STANLEY
(sighs)
I don't know. I'll think about
it. Deep down inside I know
there's still such a thing as true
love. I just don't know if I'm
ever gonna find it.

Hold on Stanley as we...

DISSOLVE TO:

PEGGY BRANDT

She's the girl next door. Sweet, wholesome and true.

INT. NEWSPAPER OFFICE - DAY

Peggy's arguing with grizzled chief editor -- MR. RAMSEY.

PEGGY
But Mr. Ramsey -- if you just give
me a chance, I know I could be
a great investigative reporter.
Really and truly I could.

MR. RAMSEY
Be glad you've still got the Dear
Peggy column. You know how many
people are out of work?

PEGGY
Of course I do. But I'm barely
getting by on my salary as it is.
How can I ever earn a promotion,
if you won't let me try?

MR. RAMSEY
Take a good look in the mirror,
Peggy. You're too nice a girl
for that kind of work.

PEGGY
I am NOT nice!
(stops herself)
I'm sorry, Mr. Ramsey. I didn't
mean to raise my voice.

MR. RAMSEY

The only scoop the boys at city hall are gonna give you is the kind they can get at Baskin-Robbins. Sorry.

She smooths her dress and walks out, trying not to cry.

INT. OUTSIDE RAMSEY'S OFFICE - CONTINUOUS

Peggy drinks in all the activity going on around the City Desk. Reporters typing, guzzling coffee, tearing off sheets from the wire services, fielding calls from tipsters, etc.

The City Editor -- EMERY -- yells into the phone.

EMERY

-- No more mob stories. So Dorian Tyrel's got it out for the Swede. Old news. Y'know, Ira, we just cut back ten staffers. You wanna make it eleven? I didn't think so.

Emery slams the phone down, checks his watch, then races out. Peggy sits down at his desk -- thinking for a moment. Then...

PEGGY

So nobody's covering the mob, eh?

She picks up a burning cigarette from Emery's ashtray and inhales. Peggy immediately starts COUGHING.

CUT TO:

EXT. STANLEY'S BROWNSTONE - NIGHT

As peaceful as it ever gets around here. CAMERA SLOWLY MOVES IN on Stanley's window as we hear distant POLICE SIRENS, a heated ARGUMENT in pigeon English, off-camera GUNSHOTS and a SCREAM.

INT. STANLEY'S BEDROOM/BATHROOM

Stanley pulls down the curtains and turns up the volume on one of his favorite cartoons. There is an off-camera POUNDING on the wall and Stanley immediately turns it back down.

STANLEY

(calls out)

Sorry Mrs. Peenman.

Milo sits attentively listening to Stanley as he buttons up his corny paisley pajamas and gets ready for bed.

STANLEY (CONT.)
 I could cut loose for one night
 if I wanted to, don't you think
 Milo? I could be whoever I wanted
 to be.

Stanley turns on the bathroom sink and slicks back his hair with water. He flips up his P.J. collar and practices looking "cool" in the bathroom mirror.

STANLEY (CONT.)
 Good evening. The name is Bond...
 James Bond.

He's a surprisingly good impressionist. He slicks back his hair a little more and does a squinty-eyed Nicholson.

STANLEY (CONT.)
 I eat breakfast every morning 200
 yards from a thousand Cubans that
 want to kill me... and you think
 I'm scared of you? Of you?!

Milo wags his tail and barks. Good one.

STANLEY (CONT.)
 See Milo? It's easy.

Stanley looks up at THE MASK, mocking him with its piercing eyes and mischievous grin. Stanley picks it up.

He makes a dopey face in the mirror -- imitating The Mask's superficial "happy face."

STANLEY (CONT.)
 You've just got to be willing to
 try on a new...

STANLEY PUTS THE MASK IN FRONT OF HIS OWN FACE

For an instant -- the MASK SHRINK WRAPS like a vacuum over Stanley's head. We hear the PIERCING MASK SFX. Then, a beat later, The Mask is off with a POP. The SFX STOP.

STANLEY (CONT.)
 Whoa.

Stanley studies the old mask, then his own face in the mirror. Everything's status quo. It must have been his imagination.

STANLEY (CONT.)
 Naw...

He puts the Mask on again -- firmly this time. Milo dives under the bed as...

Suddenly -- and inexplicably -- a ringing ALARM CLOCK leaps out of Stanley/Mask's pocket and starts jittering down the hall.

STANLEY/MASK

Oh, jeepers--!

Stanley/Mask tries to snag the clock, but it bounces away every time. Frustrated, he slides a full sized SLEDGEHAMMER from his pocket and starts POUNDING the floor in an effort to stop the clock. Glancing blows shatter the clock face and most of the works, but those bells just keep ringing.

The hammer, of course, slams craters the size of manhole covers into the floor and reverberates through the building like THUNDERBOLTS.

The door bursts open and Mrs. Peenman's angry face pops out covered in blue mud pack and framed in curlers. She gets one look at The Mask with his oversized carnival mallet raised over his head and SCREAMS bloody murder.

The Mask SCREAMS in response, his eyes bugging out on stalks and his mouth expanding to the size of a tuba in mock horror.

Mrs. Peenman's door SLAMS shut and reopens a beat later as she appears cocking an enormous shotgun.

MASK

Easy lady! I was just killin' time!

The Mask starts ricocheting off the walls HOOTING maniacal laughter as Mrs. Peenman lets loose with both barrels. KA-BOOM.

The shot misses and The Mask bounces off the walls straight out the window. KEE-RASH.

EXT. APARTMENT BUILDING - NIGHT

--sending his body SAILING out through the air towards the street seven stories below.

STANLEY/MASK

Ahhhhhhhhhhhhhhhhhh--

EXT. CITY STREET - NIGHT

--SPLAT. Stanley/Mask lands face up in the middle of the street. He slowly... painfully starts to rise as a STREET CLEANING machine turns a corner and RUNS DIRECTLY OVER HIM. The machine disappears down the street as we HOLD on Stanley/Mask's flattened body--

He raises one arm, grabs himself by the head and peels himself off the street. He shakes himself out with one sharp CRACK and straightens his zoot suit. He's shocked to find a tiny SPOT on his sleeve.

STANLEY/MASK

Hey! You missed a spot!

As if on cue, a SECOND street cleaning machine SLAMS into him and RUNS OVER HIM AGAIN. This time he reinflates himself back into 3-D by blowing into his thumb and hops up.

STANLEY/MASK (CONT.)

And next time, no starch!

Fully recovered, Stanley/Mask starts down the street, strutting like a prize fighter.

VOICE

Hey mister...

Death's Head Punker #1 hops down from his fire escape behind The Mask.

DEATH'S HEAD #1

(grins evilly)

...You got the time?

The Mask turns to see he is surrounded by the Death's Head Punkers. He seems to be delighted by their presence, but now that they see his face, they're freaked by his.

MASK

(wiggles eyebrows)

Why of course, Cubbie. I got all the time in the world!

He whips out his forearm (which grows large for emphasis cartoon-style). It's covered with crazily spinning watches, CHIMING cuckoo clocks and sun dials.

MASK

London, Paris, Rome, standard, substandard and no standards at all! And for our English friends we have... Big Ben!

DEATH'S HEAD #1

Big Ben?

Stanley/Mask KICKS a nearby street post, snapping it in half and sending a large decorative street clock PLUMMETING into the sidewalk. KA-BONG! It completely obliterates Death's Head #1. The other gang members jump back in shock as The Mask races around the corner.

DEATH'S HEAD #2

Get him!

The Death's Heads pull out nasty homemade weapons and race around the corner into the alleyway.

INT. ALLEY

They come to a screeching halt as they discover Stanley/Mask dressed as a carnival barker. Multicolored lights and Calliopee music come from out of nowhere.

MASK

And for my next trick...

Long pink and blue balloons appear in Stanley/Mask's hands and he instantly goes into a frenzy of twisting and knotting them into an elaborate balloon sculpture. SQUEAK. SQUEAK. SCREECH.

The Death's Heads are too stunned by the severe weirdness of all this to do anything but stand there and stare. (These guys were no rocket scientists in the first place.)

MASK (CONT.)

And voila! We have a giraffe!

Sure enough, he's created a first rate balloon sculpture. He hands it to the biggest, dumbest Death's Head, who grins like a little kid upon receiving it.

The Mask instantly goes into another flurry of motion, sculpting more balloons. SCREECH. POP.

MASK (CONT.)

A few more twists of the wrist and for you, Cubbie.

He hands this next prize to Death's Head #3.

MASK (CONT.)

A French Poodle! And finally my favorite...

He goes into another flurry of motion.

E.C.U. - BALLOON

As the Mask pulls the ends of the knotted balloon, it straightens out and MORPHS into...

MASK (CONT.)

A Tommy gun!

A real one! He immediately sprays the Death's Heads with hot lead. RATATATATATAT!

The greasy punkers dive for cover and scramble out of the alley under a hail of bullets.

Stanley/Mask tosses the gun aside, intoxicated with his newfound powers.

MASK (CONT.)
Wait a minute. This is
incredible! Why, with these
powers I could be a superhero!
I could fight crime... work for
world peace...

C.U. - THE MASK

wiggles his eyebrows with a wicked gleam in his eye.

MASK (CONT.)
But first!...

CUT TO:

EXT. RIPLEY'S AUTO FINISHING - NIGHT

It's late, but there's still a light on inside.

INT. GARAGE - NIGHT

Burt and Irv, both woozy from drink, attempt to finish a card game. A dozen empty beer bottles and two half eaten chili dogs adorn the table.

Irv takes a big bite of his chili dog and pauses to regard it like a true connoisseur.

IRV
Now these are serious chili dogs.

BURT
I know. Here's the proof...
(lets out a long BUUURP)
Aaah. Even tastier the second
time around.

Irv leans forward and sticks out his index finger.

IRV
Hey Burt, pull on my finger.

BURT
No way, man.

IRV
No, really. Go ahead.

BURT
Irv, don't...

Irv raises a leg anyway and rips off a nasty fart. BRAAAP!

IRV
(proudly)
That, my friend is the sweet smell
of success.

BURT
(shrugs)
No style. I give it a five tops.

IRV
Okay, how about.... Soprano.

Irv shifts his weight and hits an amazing high note. PWEEEEEP! Burt is impressed in spite of himself.

BURT
Fine muscle control.

IRV
And now for my grand finale,
THX... The audience is listening!

Irv lets one lose in perfect sensurround.

Suddenly the front door EXPLODES inward. Stanley/Mask stands there SILHOUETTED like a gunfighter from a Clint Eastwood movie.

Irv squints into the light, unable to make out the mysterious figure.

IRV
Hey, 40 watt... we're closed!
Nobody's here.

MASK
Ah.. but you're here.

Irv rises.

IRV
What I mean is...

He lets loose a sneaker to help make his point. POOOOT.

IRV (CONT.)
...Nobody's here that wants to
help you.

Stanley/Mask now steps into the light.

MASK
But I'm here to help you.

Burt and Irv's eyes go wide as they get a better look at their nemesis. Fear loosens Irv's sphincter and a last feeble bit of gas escapes with a FWEEP!

Stanley/Mask whirls about with a flourish and pulls two gleaming mufflers from the wall.

MASK

Sounds like you have a little exhaust problem there!

C.U. - THE MASK

There's a mad gleam in his eyes as he spins the mufflers like two huge pistols and SNAPS them to a halt.

MASK (CONT.)

We better do a few touch ups before you have some serious trouble.

The Mask TWIRLS out of frame like a human tornado.

Camera PUSHES IN past Burt and Irv's shocked expressions into an E.C.U. of the garage's bare light bulb as it JIGGLES on its wire. We can't see the mayhem, but we can hear wacky/bizarre sound F.X. as the Mask whirls about the garage. WHIZ! SCREECH! BANG! AHOOGA!

BURT AND IRV

No!... Wait! Eeeeyeah!

SLOW DISSOLVE:

as that light bulb becomes the morning SUN peaking over Edge City's skyline. CAMERA PULLS BACK through Stanley's bedroom window...

INT. STANLEY'S APARTMENT - BEDROOM - DAWN

Stanley slowly awakens. He grabs his head and moans, feeling completely hungover. Then suddenly he remembers -- and jumps out of bed with a start.

He looks in the mirror, touching his face. It's the same old Stanley. He looks at his paisley pj's. Same old pj's.

He picks up the mask. Same old mask.

STANLEY

A dream... It was only a dream.

Stanley starts to relax. There's a KNOCK on the door.

INT. HALLWAY - DAWN

Stanley's greeted by LT. KELLAWAY (50). This hound-dog of a cop can't help but stare at Stanley's garish pajamas.

LT. KELLAWAY

Nice PJ's, pal.

STANLEY
Can I help you?

LT. KELLAWAY
You're Ipkiss. Stanley Ipkiss?

STANLEY
That's right.

LT. KELLAWAY
Mitch Kellaway, City Precinct.
You know anything about this
disturbance last night?

STANLEY
Disturbance?

LT. KELLAWAY
Seems like some kind of prowler
broke in and attacked Mrs.
Peenman.

STANLEY
(swallows hard)
Really? I didn't hear a thing.

LT. KELLAWAY
Then you must be a pretty sound
sleeper, Ipkiss 'cause she
unloaded a couple a rounds of 20
ott buckshot five feet from your
door.

Kellaway swings Stanley's door open wider to give him a better view of the damage. Mrs. Peenman stands there in the hall tearfully speaking to another OFFICER.

Stanley is flabbergasted to see:

QUICK CUTS

C.U. - The shotgun blast in the wall.

C.U. - The pot holes left from the mallet.

C.U. - The shattered remains of the wacky alarm clock.

...All flashbacks from last night!

STANLEY
(gasps)
That's... impossible!

LT. KELLAWAY
Excuse me?

Stanley quickly pulls himself together.

STANLEY
 That's... ah, possible. See, I
 have this inner ear problem.
 (wiggles a finger in
 his ear vigorously)
 Sometimes I can't hear a thing.

KELLAWAY
 (skeptical)
 Is that a fact?

STANLEY
 What?

Kellaway leans closer to speak more loudly, but catches himself and shoots Stanley a dirt look.

KELLAWAY
 ...Forget it.

He hands Stanley his card.

KELLAWAY (CONT.)
 Here. You remember anything
 unusual about last night, anything
 at all, call me.

STANLEY
 Sure... thanks.

Stanley SLAMS the door and throws his body against it, his heart pounding in his chest. Milo gives him that curious dog head-cocked-sideways look.

STANLEY (CONT.)
 Milo, it was real! How could it
 all be... real?

Milo disappears around the corner into the bedroom for a beat, then reappears with Stanley's bedside clock in his mouth.

STANLEY (CONT.)
 Oh my god. I'm late!

Stanley races into the bedroom.

INT. HALLWAY

Kellaway is taking notes as patiently as he can from Mrs. Peenman.

KELLAWAY
 Look, Mrs. Peenman, you gotta
 admit your description is pretty
 tough to swallow.

MRS. PEENMAN
Then you can choke on it for all
I care. I saw what I saw.

KELLAWAY
Right.
(refers to notes)
A green head the size of a
pumpkin, purple zoot suit and
spats. That's a pretty serious
fashion risk for any
self-respecting second story man.

An OFFICER now hurries up the steps all out of breath.

OFFICER
Lt., we just got an emergency call
from a mechanic on 67th Street.

KELLAWAY
What?

POLICEMAN
Some kind of assault and battery.
Sounds pretty bad.

KELLAWAY
(sighs)
Alright. Don't worry about a
thing Mrs. Peenman. We'll find
this guy for you. Officer Deluca
here has a few forms you'll have
to fill out.

CUT TO:

INT. STANLEY'S APARTMENT

Stanley rushes around the apartment, but he can't find his keys
anywhere. He finishes tying his tie as he searches.

STANLEY
Milo! Keys! Keys!

INT. LIVING ROOM - SAME TIME

Milo's ears prick. He leaps up and immediately starts sniffing
around. He pulls a cushion off the sofa and emerges with the keys
just as Stanley comes out, briefcase in hand.

STANLEY
Good boy.

He pets the dog, takes his keys and starts out the door... but he
pauses to take a last look at the mask... It's eerie black eye holes
and devilish grin seen to mock him.

On sudden impulse, he grabs it, hurls it out the balcony's sliding glass door and exits.

SLO-MO - THE MASK

sailing end over end through the air.

MILO

perks up and races after the mask.

EXT. BALCONY

SLO-MO Milo makes a spectacular flying leap and snags the mask just before it goes flying over the edge.

He drops it on the ground and sits there like a good dog, wagging his tail.

CUT TO:

EXT. RIPLEY'S AUTO FINISHING - DAY

The place looks like it's been hit by cartoon graffitti guerrillas: Everything's printed in polka-dots, checks, tartan etc. The "Ripley Auto Finishing" sign hangs askew over the doorway. Letters have been sprayed out to read "Rip Off!"

Several REPORTERS and curious ONLOOKERS stand nearby as Kellaway and his men take it all in. PARAMEDICS appear wheeling Burt and Irv out of the building on two gurneys.

They're both in severe discomfort and look more like cars than men; Bodies spray painted metallic colors, hood ornaments glued to their foreheads, wire rims under each limb, and gleaming four foot long mufflers sticking out of their rear ends.

They wince in pain at each tiny bump of the gurney.

BURT AND IRV

Ah!... Eeeh!... Ooh!

Paramedic #3 speaks into his emergency radio-phone as Burt and Irv are loaded into the van.

PARAMEDIC #3

I want a proctologist standing by! Yeah, you heard me! The best one you can find.

An OFFICER steps out of the building and approaches Kellaway.

OFFICER

We were able to get a description Lt., but it's pretty weird.

KELLAWAY

(sighs)

Let me guess... Big green head.
Zoot suit.

OFFICER

How did you...

KELLAWAY

Whoever this guy is, he's a world
class twisto.

Peggy Brandt appears beside the other Reporters and approaches Kellaway, notepad in hand.

PEGGY

Excuse me, Lt., I'm with the
Evening Star. Can you tell me
what happened here?

KELLAWAY

Sorry. Too early to comment.

PEGGY

It looks like some kind of mob
scare tactic.

KELLAWAY

I said no comment. Now break it
up. This is a crime scene.

As the Officers disperse the Reporters and other onlookers, Peggy slips away from the group. Even though it's closed off with yellow police tape, Peggy slips inside the garage.

INT. MECHANIC'S OFFICE - DAY

The empty garage has been turned into a topsy-turvy nightmare. The same cartoon paint job covers the walls. Peggy looks around, sifting through some papers scattered all over the floor. Nothing.

Then she spies the COMPLAINT BOX. Peggy opens it and pulls out a HANDFUL of pink "comment" slips. She looks at them. Almost all of them are from one customer -- STANLEY IPKISS.

INT. BANK - DAY

Stanley hurriedly takes off his coat and powers up his computer as Charlie steps over to his desk carrying a newspaper.

CHARLIE

What happened to you last night?
The girls and I were looking all
over for you.

STANLEY
I uh, didn't feel so good. I
decided to go home early.

CHARLIE
Man oh man, did you ever miss a
hot night. Did you see the paper?

STANLEY
No.

CHARLIE
Your girlfriend got a great
review.

Charlie flips open the Entertainment section of the Evening Star.
There's a great close-up of Tina singing her heart out with the
headline "Bombshell Explodes at Monkey's Paw."

STANLEY
Wow. She really has a good voice?

CHARLIE
Voice? What voice? I couldn't
hear a thing, what with all my
blood rushin' to other parts of
my anatomy.

MR. DICKEY, the smarmy office manager who is younger than Stanley, now
appears.

DICKEY
Ipkiss! You're forty minutes
late! Every time you do that
you're robbing this bank of its
time and money!

STANLEY
Sorry, Mr. Dickey. It won't
happen again.

DICKEY
(snatches newspaper)
And I see you're too busy ogling
girlie pictures to get any work
done.

CHARLIE
She's a prospective client of
Stanley's sir.

DICKEY
(sudden attitude change)
She is? Well next time she comes
in see that you send her to my
office.

STANLEY
Yes sir, Mr. Dickey.

Dickey tosses the paper back on Stanley's desk and marches off through the bank.

CHARLIE
That little creep. Look at him.
He combs his hair with buttered
toast.

STANLEY
(looking at picture)
You think she ever will come back
here, Charlie?

CHARLIE
Who knows? Forget about her,
Stanley. A dame like that is
always looking for the B.B.D.
The bigger better deal. Ask her
what her sign is and she'll say
dollar.

STANLEY
You don't know that. She's an
artist. Maybe she's sensitive.

CHARLIE
Yeah. She can sense a guy's
credit line at two hundred yards.
Stanley, you need a skirt you can
depend on. Someone a little more
down to earth... someone like...

ANGLE ACROSS THE BANK

as Peggy Brandt stops by a teller's window, looking sharp and pretty —
in a blazer and jeans.

PEGGY
Excuse me, can you tell me where
I can find Stanley Ipkiss?

BACK TO CHARLIE

CHARLIE
...like her! Someone like her.
(straightens tie)
As a matter of fact I could use
someone like her myself.
(rises as Peggy
approaches)
Hel-lo there. May I be of some
assitance?

PEGGY
Stanley Ipkiss?

Charlie begrudgingly points to Stanley.

PEGGY (CONT.)
Hi. I'm Peggy Brandt. I'm with
the Evening Star.

STANLEY
Oh, hi. I already have a
subscription, thanks.

PEGGY
Oh no, actually I just wanted to
ask you a few questions.

STANLEY
Really? About what?

PEGGY
Ripley Auto Finishing. You're
a customer of theirs aren't you?

STANLEY
I...uh. No. I think you must
have made a mistake.

Peggy produces one of the complaint slips.

PEGGY
Isn't this a form of theirs you
filled out?

STANLEY
(nervous chuckle)
Oh, that Ripley Auto. I guess
I have stopped in there once or
twice, Miss... what did you say
your name was?

PEGGY
Peggy Brandt.

STANLEY
Wait a minute... Peggy Brandt of
"Ask Peggy?"

PEGGY
That's right.

STANLEY
(brightens up)
You printed my letter last year,
remember? "Nice Guys Finish
Last."

PEGGY

You're Mr. Nice Guy? Stanley do you realize how much mail we got about that letter? There's hundreds of women out there who are looking for a man just like you.

STANLEY

Are you serious?

PEGGY

Of course. Look Stanley I've checked Ripley out and I know they ran a crooked operation. I'm not out to get you. I just want the truth.

STANLEY

I wish I knew the truth, Peggy. I really do. I'm afraid I don't understand what's going on anymore than you do.

CUT TO:

E.C.U. - TINA'S PHOTO

in the newspaper.

INT. CITY BUS - DAY

as Stanley rides along gazing at her picture. He looks up...

STANLEY'S P.O.V.

of the Monkey's Paw nightclub as the bus cruises by. Tina's poster still stands in front and the marquee reads "Tonight - Tina Carlyle." -

Stanley sits up in his seat as he notices a suspicious looking MAN in an expensive suit and dark glasses approaching the club's entrance. He tries to get a better look, but too late... the bus passes on down the street.

CUT TO:

CLOSER - MONKEY'S PAW ENTRANCE

The well dressed MAN checks from beneath his sunglasses to see nobody's watching and RAPS on the door. It opens and he quickly disappears inside.

INT. DORIAN'S OFFICE

Sweet Eddy escorts him inside. The Man removes his glasses and glances about nervously. Dorian sits at his desk. Dr. Freeze and

Chun Woo are going over an array of high tech burglary equipment laid out on the air hockey table.

DORIAN

Good afternoon, Councilman Snell.
Nice of you to drop by.

SNELL

Cut the crap, Dorian. What's so important that I had to come here in person?

Dorian gazes out his window to the Valhalla Casino.

DORIAN

I got a little job for you, Tom.
I want you to pull the Swede's gambling license.

SNELL

That's impossible. He was approved six months ago.

DORIAN

Pull a few strings. Find something in the fine print. I don't care how you do it, but do it. You owe me.

SNELL

(chuckles)

I owe you nothing, you little piece of shit. I got you your liquor license when nobody else would touch...

Dorian suddenly EXPLODES, overturning his desk and sending Snell tumbling backwards. In less than a heartbeat, he grabs Snell by his shirt front, SLAMS him up against a wall, SMASHES a whiskey bottle and presses the jagged edge to his throat.

Snell hangs there whimpering. Dorian has a crazed look in his eyes as he gazes at the Councilman's lapel.

DORIAN

(softly)

That's pretty. What is that, a carnation?

Snell nods. Dorian takes a deep whiff.

DORIAN (CONT.)

Nice. Hey, Eddie... call my florist. Two dozen pink carnations to Mrs. Snell with my regrets over her husband's untimely accident.

Tears begin to well up in Snell's eyes.

SNELL
(gasping)
No... please. I can do it. I
can make it happen.

Dorian eases back... brushes off Snell's coat.

DORIAN
That's smart. You're a very smart
man. Now pull yourself together.
Look at you.

Dorian picks up an Uzi from Dr. Freeze's equipment.

DORIAN (CONT.)
You shut the Swede down, Snell.
We'll buy him out cheap with a
little collateral the bank is
about to provide us.
(looks to his men)
And we are going to be in the
casino business.

CUT TO:

EXT. STANLEY'S BROWNSTONE - NIGHT

Fewer sounds of mayhem than usual. It's a reasonably peaceful night.

INT. STANLEY'S BEDROOM - NIGHT

CAMERA SLOWLY PANS off of Tina's picture, which is now taped to Stanley's dresser mirror... to Stanley himself as he tosses and turns in a fitful sleep. Milo lies curled up at the foot of the bed. He looks concerned over the little noises Stanley is making in his restless sleep.

CAMERA PUSHES INTO AN E.C.U. of Stanley as we

DISSOLVE THROUGH INTO:

STANLEY'S DREAM - A 1940's noir-style montage:

Huge soft-lit faces loom over him, one dissolving into the next... Tina, luminous and breathtaking speaks under heavily lidded eyes.

TINA
...Or it could be two lovers.
That would be the woman on top,
of course...

Charlie looms up out of the darkness.

CHARLIE
Forget her, Stanley. Ask her what
her sign is and she'll say dollar.

Mr. Dickey appears, glaring down angrily at Stanley.

MR. DICKEY
Every time you're late Ipkiss,
you're robbing this bank!

Dr. Neuman's face floats by on a cloud of pipe smoke.

DR. NEUMAN
Let loose your deepest darkest
desires.

Finally Tina again standing beside the limo as she was that night in
the Monkey's Paw alley:

TINA
Hey, are you okay?

Stanley stands at the curb, but this time he's not splattered with
mud. He's decked out in first class Armani and looks suave as hell.
He looks straight into her eyes.

STANLEY
I am now. C'mere, baby.

TINA
(swoons)
Oh, Stanley!

She runs to his arms and they embrace in a passionate kiss. But Tina
suddenly pulls back and begins rapidly licking Stanley's ear... which
is kinda weird.

E.C.U. - STANLEY

STANLEY
...Tina?

Stanley suddenly realizes Milo is licking his ear... and he's just
woken up.

STANLEY (CONT.)
Milo, down.

He pushes Milo away, tosses back the covers and rises out of bed.
It's still the dead of night and Stanley is all in a huff from his
dream.

He spots Tina's clipping on his dresser mirror and rips it off, upset
with himself.

STANLEY (CONT.)
Stupid, stupid. She'd never...

Stanley wheels about and to his complete surprise sees...

THE MASK

bathed in pale moonlight, standing propped up on the balcony where Milo left it. The Mask's leering grin seems to beckon Stanley as we begin to hear the pounding beat of the Mask SFX theme.

STANLEY

takes a last look at the crumpled clipping in his hand and is slowly inexorably drawn out onto the balcony.

EXT. BALCONY

Stanley slowly reaches for the mask, his body tense as spring steel.

DOLLY IN on the Mask - its ancient haunting features drawing Stanley like a siren's song.

Stanley grasps it, beads of sweat running down his face, Mask theme pounding in his head. He slowly raises it to his face with shaking hands. Then... the music stops! Stanley realizes the mistake he is about to make and snaps out of his trance.

STANLEY

No way...

He tosses the mask aside, and turns...

but loses control. Stanley spins back around, dives on the Mask and jams it on his face.

Milo covers his face with his paws and whimpers.

STANLEY

The Mask's magical transformation begins instantly. Stanley begins to spin like a top... picking up speed until he becomes a human tornado.

STANLEY

Whoooooaaaaa...

INT. APARTMENT

He whirls into the living room scorching the rug in his path, then SCREECHES to a halt as The Mask... He strikes a grand entrance pose with his arms held high.

MASK

(sings)

I gotta be me! Just gotta be me!

He ZZZIPS into the bathroom.

INT. BATHROOM

The Mask sticks the picture of Tina on the bathroom mirror and blows her a kiss.

MASK
(a'la Big Bopper)
Ooooooh Bay-bee. I knoooooows what
you likah!

He sprouts a couple of extra arms as he madly brushes his teeth, sprays on cologne and bats himself with a powder puff all at once.

He ZZZIPS into the bedroom.

INT. BEDROOM

The Mask stands before a full length mirror and checks himself out. With a magical "Hands are quicker than the eye" move, he changes wardrobe instantly... now posing in an effete fashion victim Don Johnson-style suit.

MASK
The G.Q. look? ...Naw.

In a TWINKLING he's changed again: now in MTV Rapper-style over-sized jeans and backwards baseball cap.

MASK (CONT.)
501's?
(shakes his head)
...For buttonheads only.

He changes again in a flash... This time he's naked except for his Calvin Klein underwear (his stomach muscles appear super-cut washboard-style).

MASK (CONT.)
Marky Mark, eat your heart out.

He changes one last time and appears in a wild banana yellow zoot suit - complete with a snap brim fedora. That's the ticket!

MASK (CONT.)
S-s-s-mokin! Now let's see...

The Mask quickly searches his pockets. He pulls his pants pockets inside out and a moth flutters out.

MASK (CONT.)
What? Seems to be a minor cash
flow problem here! I don't like
to keep a lady waiting, but...
(points a finger in the
air)
First things first!

The Mask ZZZIPS out of frame.

CUT TO:

EXT. EDGE CITY BANK - NIGHT

The street is quiet and empty, except for a dipsy doodle diaper delivery van parked across from the bank.

INT. TRUCK

Crowded with Dorian's men, it's been set up as a makeshift control room for the robbery. Dr. Freeze SLAPS a clip in his 9mm and looks down through the van's false bottom to Sweet Eddy, who is standing in an open manhole working on a bundle of underground wiring.

DR. FREEZE

What's the E.T.A.?

SWEET EDDY

Another five minutes.

Freeze synchronizes his watch.

DR. FREEZE

Counting down... now.

Freeze presses a button on the side of a miniaturized headset he's wearing.

DR. FREEZE (CONT.)

(into headset)

Lookin' good here, my man.

INTERCUT - DORIAN'S OFFICE

He sits at his desk, speaking into a high tech walkie talkie. In the B.G. Dorian's wall-mounted video monitors display live shots of the club in full swing.

DORIAN

Nice work, Freeze. You boys are on your own now. I've got to make sure I'm seen downstairs.

DR. FREEZE (V.O.)

Do it, man. The Doctah is about to operate.

INT. VAN

Freeze turns to his men.

DR. FREEZE
 Gentlemen...
 (cocks his gun)
 Let's do our duty and grab the
 booty.

The burglars gather their gear when suddenly the bank alarm starts RINGING.

Freeze looks down the hole to Sweet Eddy.

DR. FREEZE (CONT.)
 What the hell you doin', fool?

SWEET EDDY
 Nothing! I didn't do nothing!

FREEZE
 (to the others)
 C'mon! You keep that motor
 runnin'!

EXT. BANK

Freeze and Company race across the street with guns drawn.

ANGLE ON THE BANK DOORS

Freeze and Chun Woo flatten themselves on either side of the door as Burglar #4 drops to one knee and quickly picks the lock.

Suddenly the glass doors EXPLODE open as a HUMAN WHIRLWIND bursts out of the bank, shoots right past them and zig zags up the street. Twenty dollar bills slowly drift down onto the stunned robbers in its wake.

In an instant the whirlwind does a U-turn, zig-zags races back up to them and SCREECHES to a halt. The Mask, still in his banana yellow zoot suit and carrying huge sacks of money like Santa Claus, plucks those stray twenties from the air, one, two, three.

MASK
 Sorry, fellas. Waste not want
 not!

And ZZZOOM, he's off again. HOOTING laughter like a maniac.

Freeze pulls his gun.

DR. FREEZE
 Get that sucker!

Two cop cars now SQUEAL around the corner, their sirens blaring and ROAR up the street at the bank robbers.

DR. FREEZE
 Oh, shit!

The robbers race back to the van, dive inside and PEEL OUT. The police open fire as they roar after them in hot pursuit.

CUT TO:

INT. MONKEY'S PAW

CAMERA follows Dorian as he straightens his lapels and enters the club's main room down a winding staircase. BOOM UP to reveal the club in full swing.

This is the first time we've gotten a good look at the place and it's a real eyeful. Decorated in a wild tropical motif complete with live tropical birds in the huge indoor Banyon trees.

WAITRESSES in leopard skin leotards make their way across the crowded dance floor with trays full of oversized tropical drinks.

Dorian pauses by the HOSTESS' stand.

DORIAN
How we doing, Myrna?

HOSTESS
Full house again Dorian. Want your usual table?

DORIAN
Sure.

Suddenly a glob of something white SPLATS down onto Dorian's tuxedo from above. He glares up at the birds as he wipes it off with his handkerchief.

DORIAN
For some people they sing.

CUT TO:

EXT. MONKEY'S PAW

The die-hard crowd of TRENDIES is piled up outside as usual clamoring to get in. But a buzz of excitement begins to travel through the crowd as one by one they notice...

A LIMOUSINE

but not just any limousine. As it slowly pulls by the front of the club we realize it's long... longer... the longest limousine we've ever seen. Finally the passenger door rolls into sight and the limo comes to a halt.

The door bursts open and out leaps The Mask.

THE MASK
Ah... my public!

The crowd parts like the Red Sea as The Mask sashays to the front door. Bobby the Bouncer gets one look at The Mask and actually loses his cool.

BOBBY

Er, uh... Are you on the list?

THE MASK

No, but I believe my friends are.

(fans a wad of cash)

Jackson, Lincoln and Roosevelt.

He tosses a handful of loot in the air and struts into the club as the crowd scrambles for the cash.

CUT TO:

INT. MONKEY'S PAW

The Hostess seats Dorian at his favorite ringside table and removes the "reserved" sign as a Waitress drops off his bottle of Yoo-Hoo, served in a bucket of ice as if it were fine champagne.

The lights dim and all eyes go to the bandstand.

ANGLE ON THE BANDSTAND

A spotlight hits the stage and tropical ferns part like a gigantic fan revealing...

TINA CARLYLE

in a glittering gown that's made of little more than sequins and mesh. If there were such a thing as fashion police this dress would be arrested for disturbing the peace.

She talks/sings the intro of her number a capella.

TINA

There's all kinds of men
In this old world
That seek the affections
Of a beautiful girl.

But of the men from
Which to choose
There's only one type
That I... ap...aproove.

And now the band slides in, in classic torch song style as Tina sings "Checks Appeal." She works the room throughout the song, driving the men crazy as she lingers by each table.

TINA (CONT.)

You can keep your cowboys
on the farm
The gigolos don't make me warm.
It's mink my fingers
crave to feel
I need a man with checks appeal.

ANOTHER ANGLE

The Mask is seated at a table on the other side of the club and immediately reacts when he lays eyes on Tina.

His eyes BUG OUT on stalks, an AHOOGA horn sounds and his heart starts POUNDING wildly, shooting two feet out of his chest with each beat. Customers at nearby tables are astonished.

TINA (CONT.)

Pretty boys are such a bore
There's manly macho types galore
But you'll always know
The diamond's real
If you've got a man with checks appeal.

The Mask snatches a bottle off a passing WAITRESS' tray and sucks it down in one gulp. His head VIBRATES like an electric paint shaker. WWWOOOING! He CLAPS both hands on his head to hold it still.

DORIAN'S TABLE

Sweet Eddy now appears beside Dorian.

DORIAN

What the hell are you doing here?

EDDY

We got trouble. Freeze needs to talk to you.

DORIAN

Where is he?

BOBBY

Upstairs.

Dorian immediately rises and hurries through the crowd towards his office.

ANGLE ON THE MASK

as he continues to ogle Tina. His face now elongates into a wolf's. He HOWLS, WHISTLES, pounds his fist on the table and stomps his foot on the floor.

TINA
 Don't want to seem too fanatic
 But dollar signs are so romantic
 I want a love
 That's deep and real
 Just with a man that's got...
 (big finish)
 ...Checks' ap-peaaal.

The Audience goes crazy. Tina takes a bow.

Suddenly The Mask leaps up on top of the piano and SNAPS his fingers.
 A spotlight hits him.

THE MASK
 Let's rock this joint!

He grabs the stuffy, tuxedoed PIANIST's stool and spins it hard. When the Pianist stops twirling, he's been transformed into a hip, beatnik BE-BOPPER who immediately starts pounding out a mean BOOGIE-WOOGIE.

The driving tune is magically infectious and the rest of the band starts to WAIL.

The Mask leaps onto the dance floor, grabs the astonished Tina and drags her off feet into a wild special fx JITTERBUG.

THE CROWD

watches, amazed, as...

THE MASK AND TINA

put Fred and Ginger to shame. Jiving away at warp speed, The Mask moves like a combination of Gumby and Barishnikov. He SHOTS Tina beneath his legs, SNAPS her back into midair, SPINS her like a baton and hits the floor in the splits without missing a beat.

THE MASK
S-s-s-smokin!

CUT TO:

INT. DORIAN'S OFFICE

Dorian and Sweet Eddy enter to find Dr. Freeze, sitting there, gasping in pain with a bar towel pressed against a bloody wound in his side.

DORIAN
 What the hell happened to you?

FREEZE
 I'll be okay. Nobody puts the chill on Freeze.

DORIAN
Where's the money?

FREEZE
Deal went south, Bro'. Someone
else hit the place before we did.

DORIAN
Who?

DR. FREEZE
Don't know. Dude looked like
a freakin' goblin or something.
Next thing we know there's cops
all over us, man.

DORIAN
Where's Chun Woo?

FREEZE
Takin' the dirt nap. It was bad,
man. Real bad.
(swallows hard)
I need a smoke.

DORIAN
Yeah... sure.

Dorian taps out a cigarette, places it between Dr. Freeze's lips and lights it... but the flame doesn't draw.

Beat.

The cigarette tumbles from Freeze's mouth.

Dorian glances back up and sees that Dr. Freeze's eyes are glazed over in death.

Dorian leaps to his feet and hurls his chair across the room in anger. It SMASHES the mirror over his bar.

DORIAN (CONT.)
Son of a bitch! Who was this guy
Eddy? Who?

Eddy is staring at Dorian's T.V. monitor. On it The Mask can still be seen in the midst of his wild dance with Tina.

EDDY
That's him... That's the guy!

Dorian grabs a .45 from his desk, checks the barrel and jams it in his coat.

DORIAN

Come on!

CUT TO:

INT. DANCE FLOOR

The Mask spins Tina all around him like a top and then SHOTS her straight up into the air.

Amazingly, she continues somersaulting at the apex of her ascent, suspended in mid-air by her magical momentum.

THE MASK

stands there nonchalantly filing his nails, whistling to himself.

Tina continues to SPIN in place high above him.

THE MASK

casually checks his watch. Without looking up he holds out one hand for the catch.

TINA

perfect timing... A final somersault and she drops right back down into his arms. They go straight back into a rockin' jitterbug without missing a beat.

THE WINDING STAIRCASE

Dorian and Eddy race down the steps, guns drawn. Dorian calls to Bobby by the hostess' stand.

DORIAN

Clear the club. Now!

DANCE FLOOR

The dance's grand finale. The Mask spins Tina around and around his body like a baton in one of those awful Hawaiian fire dances.

As the band bangs out the final bars of the tune, The Mask SCREECHES Tina to a halt, bends her over backwards and nails her with a Valentino kiss that literally blows her shoes off; SSSMACK! KAPOW!

She hangs onto The Mask's tie for support when BANG the tie is shot in half. Tina falls on her cute behind.

C.U. - TIE

The shot-away piece of The Mask's tie flutters to the floor and MORPHS back into a piece of Stanley's pajamas.

DORIAN

stands at the edge of the dance floor, his smoking gun trained on The Mask.

THE MASK

(gasps in mock horror)
Gee willickers! Does this mean
we won't make the Star Search
finals?!

DORIAN

This means you won't make it out
of this club alive if you don't
tell me where my money is.

THE MASK

Okay...

The Mask immediately whips out an old fashioned pull handle
calculator, snaps on a green visor and starts tabulating. KA-CHING.

THE MASK (CONT.)

(fast talking)
You got a 27.5% in T-Bills
amortized over the fiscal year
16 3/4% in stocks and bonds.
(KA-CHING, KA-CHING)
Carry the nine and divide by the
Gross National Product...

DORIAN

Now cut that out!
(turns to Eddy)
Ventilate this goon!

Eddy pulls out his .38 and starts blasting. BLAM. BLAM.

The Mask dodges the bullets by contorting his cartoon-flexible body.

BLAM. The Mask SPINS once and freezes in a pirouette, now dressed in
a Too-Too.

BLAM. The Mask SPINS again and stops dressed as a matador, the bullet
whizzes under his cape.

BLAM BLAM BLAM

A Hockey Goalie bats the bullet away.

A Russian Dancer leaps over the shot.

A Cowboy DING! takes the hit.

The Mask staggers back... then forwards in a classic western death
scene. He throws an arm around Sweet Eddy for support.

MASK

Ak... you got me Pahdnuh.
(cough... cough)

Eddy seems touched by The Mask's dying words as he holds him in his arms.

MASK (CONT.)

Hold me close, Red. It's a
gettin' dark.

(cough)

Tell Auntie Em to let Old Yeller
out.

(cough... cough)

Tell Tiny Tim I won't be makin'
it home for Christmas.

(cough)

Tell Scarlet I do give a damn...
I... I... UUUG!

And The Mask gives up the ghost, his pink tongue flops out the side of his mouth. Eddy bursts into tears.

Suddenly a huge cartoon AUDIENCE pops up silhouetted in the foreground, applauding wildly. An off-camera ARM shoots into frame handing The Mask an Oscar.

The Mask leaps to his feet and starts taking bows.

THE MASK (CONT.)

Thank you! You love me! You
really love me!

Dorian pulls out his own .45 and opens fire.

The Mask starts HOOTING laughter and ricochets off the dance floor.

Dorian gives chase, but suddenly the nightclub doors are KICKED OPEN and Kellaway and a squad of police burst into the room.

KELLAWAY

Drop it, Tyrel!

Dorian lets his .45 CLATTER to the ground. Kellaway retrieves it.

DORIAN

Hey, I got a license for that.

KELLAWAY

(pockets the gun)
Not for shootin' the place up you
don't.

DORIAN

You got a warrant or did you just
drop by for a night cap?

KELLAWAY

I got probable cause. A couple of your boys were spotted knocking over Edge City Bank.

One of his men begins to roughly frisk Dorian.

DORIAN

Easy, junior. I ain't your dream date.

KELLAWAY

One of them was wearin' some kind of big green mask.

DORIAN

For once your on the right track Kellaway, but that's not one of my men. Maybe you ought to try a little actual police work instead of this harassment bullshit.

KELLAWAY

This isn't harassment. You want to see some harassment?

(to his men)

Search the place, boys.

His men begin to tear the club apart.

DORIAN

Ever wonder why you didn't make Captain, asshole? I got friends so high up they'd give you a nose bleed.

Kellaway hauls off and CRACKS him in the face with a solid right cross.

KELLAWAY

Well what d'ya know? I guess they gave you one too.

Dorian shakes it off and glares at him.

DORIAN

(softly)

You're a dead man.

One of the officers now appears on the stairway.

OFFICER

Lt., we got a stiff upstairs. One of the guys from the heist.

KELLAWAY

(cuffs him)
Better call that high-priced
lawyer of yours, Tyrel. You're
comin' downtown.

DORIAN

I'll be back on the streets before
sunrise and you know it.

KELLAWAY

Just think of this as the city's
way of showing you a little
hospitality.

(pats him on the cheek)

I'll stop by to tuck you in
myself.

As the police drag Dorian outside, Kellaway notices something on the
dance floor.

CLOSER

Kellaway picks up the slice of pajama fabric that was once The Mask's
tie and inspects it closely... It's the same fabric Kellaway saw
Stanley wearing that morning.

EXT. CLUB

Kellaway exits and walks right past the poster of Tina. Flattened
into the poster, with his arm around her, is a cartoon of The Mask.
The eyes follow Kellaway as he speaks to TWO COPS guarding the door.

KELLAWAY

You're on your own, boys.

COP

Don't worry, Lt. If he's in
there, we'll get him.

Kellaway slips the pajamas fabric in his pocket.

KELLAWAY

...and if he's not, I got a
feeling I know where to find him.

As Kellaway heads for his car, The Mask slips out of the poster and
races off into the night.

CUT TO:

INT. STANLEY'S BEDROOM - DAWN

Milo GROWLS, frisbee in mouth. Stanley wakes up with a massive
headache and dark rings under his eyes. The Mask, which lies on the
pillow next to him is taking a greater and greater toll. There's a
BANGING on the door.

LT. KELLAWAY (O.S.)
Police. Open up.

Stanley runs to the closet to hide The Mask. The instant he opens the door, an avalanche of CASH pours out, suffocating him.

STANLEY
...Oh my God!

LT. KELLAWAY (O.S.)
Ipkiss! I know you're in there.

Stanley grabs the frisbee and starts shoveling the money back into the closet. Now the doorbell starts RINGING.

STANLEY
All right, I'm coming!

Stanley tosses The Mask and the frisbee into the closet and SLAMS it shut. He scoops up a few stray dollars and throws them under the bed.

He hurries to the door and opens it, an easy smile on his face.

STANLEY
Lieutenant, what a surprise! What can I do for you?

LT. KELLAWAY
You can answer a few questions.

STANLEY
I've got to get ready for work.

LT. KELLAWAY
Trust me. Your bank's opening late today.

Kellaway steps into the apartment, without waiting for an invitation. Stanley glances nervously back at the closet. Milo is scratching at the door.

LT. KELLAWAY (CONT.)
Where were you last night?

STANLEY
Here... mostly. Is something wrong?

LT. KELLAWAY
Maybe, yes. Maybe, no. Maybe it's all just a crazy coincidence that this so-called Greenie character always seems to be wherever you are.

STANLEY
Greenie -- who?

LT. KELLAWAY
 Don't insult my intelligence,
 Ipkiss. First, he's spotted in
 your building. Then your
 mechanics get hit. Then the bank
 where you work gets robbed. And
 then I find this at the Monkey's
 Paw.

He displays the TORN PIECE OF FABRIC. It matches the piece missing in Stanley's pajamas. Stanley wilts.

LT. KELLAWAY (CONT.)
 Coincidence, Ipkiss?

Milo YAPS and leaps up, trying to open the closet door.

STANLEY
 Milo, stop that! Get away from
 there!
 (moves the dog away)
 Okay, so I went out on the town
 last night. A guy's got to have
 a little fun.

LT. KELLAWAY
 In your jammies?

STANLEY
 Naw, I just took 'em with me in
 case I didn't make it home. I
 don't know about you, Lieutenant.
 But I've got a pretty good track
 record with the ladies.

Milo is back at the closet door. He's just about got it open as Stanley turns the detective to the door.

LT. KELLAWAY
 That's not the only record you're
 gonna have, Ipkiss. When I get
 my hands on one decent piece of
 evidence, you're history. Don't
 even think about leaving town,
 you understand me?

STANLEY
 Absolutely. I'll be right here,
 Lt. Now, if you'll just excuse
 me...

Stanley pushes Kellaway out the front door, just as the closet door falls open -- spilling all the cash. Milo happily snatches his frisbee. Stanley sinks back down on his bed.

STANLEY (CONT.)
What are we gonna do, Milo? What
are gonna do?

CLOSE ON: NEWSPAPER HEADLINE

"THE MASK ROBS FIRST CITY BANK"

The byline on the article is Peggy Brandt.

PULL BACK TO:

INT. LT. KELLAWAY'S OFFICE - DAY

Kellaway crumples the newspaper and tosses it out. He sighs, turns back to the television and presses the VCR remote.

ON THE MONITOR

A replay of the bank robbery, from the bank's very grainy videocams. Kellaway FREEZE-FRAMES on the best image of The Mask.

DEPUTY OLIVERAS
I don't know, boss. That's one
helluva rubber mask.

LT. KELLAWAY
Where's the lab report?

Oliveras hands it over.

DEPUTY OLIVERAS
We got fingerprints on some of
the currency left behind in the
vault. But nothing matches
Tyrel's men. Looks like this guy
beat 'em to the punch.

LT. KELLAWAY
Get the bank's employee files and
run down the prints on a guy named
Stanley Ipkiss.

DEPUTY OLIVERAS
You figure it was an inside job?

LT. KELLAWAY
Yeah, and all I need is a couple
of prints to lock this wack job
up 'til doomsday.

INT. DORIAN'S OFFICE - DAY

Dorian's assembled a war council. At the table are Sweet Eddy and assorted Button Men from the city's underworld.

DORIAN

A fifty thousand dollar reward to the man who finds this Greenie before the cops do. Get the word out to every street hustler and low life in this stinking town.

(pounds his fist)

I want him here. In my office. Alive. By tomorrow! Now get going!

Everybody scrambles out of their seats.

TINA

sits in a corner of the room, painting her nails. She glances up at Dorian.

DORIAN

What are you looking at?

TINA

You. You're losing it Dorian.

DORIAN

I'm losing nothing. Except maybe some extra baggage I don't need around here.

TINA

What's that supposed to mean?

DORIAN

You weren't putting up much of a fight when that green goon kissed you last night.

TINA

You're not jealous of that circus freak are you?

DORIAN

Maybe I am and maybe I'm not, but I know this. Once I get my money back he's one dead froggie. I'm gonna run this town Tina and when I do there's gonna be payback for anyone who crossed me.

(glares at her)

I mean anyone.

CUT TO:

INT. BANK - DAY

The place is in general disarray jammed with worried depositors, but still functioning.

Stanley makes his way to his desk his face pale and rings under his eyes.

MR. DICKEY

Ipkiss! We have a crisis on our hands here and you stroll in over an hour late. If I have to put up with your slovenly...

STANLEY

At ease Candy Shorts, before I call your daddy and tell him how you're mismanaging this branch into the poor house! Or would you rather I had the I.R.S. check out your personal files and see if we can arrange a little vacation for you at Club Fed!

Dickey is absolutely shocked into silence by this outburst, then...

MR. DICKEY

That will be all, Ipkiss.

Dickey turns on his heels and exits. Charlie Schumacher now appears glowing with new respect for Stanley.

CHARLIE

Whoa! What side of whose bed did you wake up on?

STANLEY

I'm not sure. I haven't exactly been myself lately.

CHARLIE

You don't look so hot, Stanley. You could use a little R and R and I've got just the ticket. Or should I say tickets?

STANLEY

I'm afraid to ask.

Charlie flashes two tickets.

CHARLIE

Saturday night. Grand opening of the Valhalla Casino. Serious skirt alert. Everybody whose anybody will be there. What do you say?

STANLEY

I don't know Charlie, I...

Stanley suddenly spots Tina making her way across the room to his desk.

STANLEY (CONT.)

Excuse me a second.

ANGLE ON STANLEY'S DESK

STANLEY

Hi Tina. What are you doing here?

TINA

I heard about the robbery. I guess I just wanted to make sure you were O.K.

STANLEY

Really? I'm fine. Nobody got hurt. I suppose you'll never want to open an account with us now.

TINA

The fact is I'm not so sure I'll have much to open an account with.

STANLEY

What about the nightclub? I thought you were doing great.

TINA

I don't know how much longer I can stay there Stanley. Things are getting a little intense.

STANLEY

Well, there must be plenty of other places you could sing. Maybe even get a record deal...

TINA

It's not that easy. There's thousands of girls out there just like me who...

STANLEY

Not just like you. You've got a voice like... like an angel.

TINA

(lights a cigarette)
An angel huh? That's the first time I've heard that one.

STANLEY

No, I mean it. You really do.

TINA

I can vamp my way through a tune.
But that's not really singing.

STANLEY

What is it with you, Tina? Why
don't you believe in yourself?

TINA

I believe in myself. I guess I'm
just getting a little tired of
all the disappointments. I've
heard a lot of promises from a
lot of guys. In the end they all
wanted the same thing and it
wasn't a song.

STANLEY

Maybe you've been singing for the
wrong guys.

TINA

I'm not so sure there's any other
kind. Not for me, anyway.

(rises)

Well, I'm glad nobody got hurt.

STANLEY

Yeah.

TINA

What about this Greenie character?
Do the cops have a line on him?

STANLEY

I'm not sure. Why are you so
interested?

TINA

Promise you won't say anything?

STANLEY

Sure.

TINA

He came to the club last night
and he was just so... well,
interesting. I haven't been able
to get him off my mind.

STANLEY

They say he's pretty weird
looking.

TINA

Yeah. He's ugly, but he's really
cool. Kinda like Mick Jagger.

STANLEY
You really think so?

TINA
Yeah. If you hear anything about
him, would you give me a call?

Stanley nods -- unsure of what to say. Tina opens the door, but
before she exits...

STANLEY
Actually... I sort of know the
guy.

TINA
Excuse me?

STANLEY
Greenie. We're -- old college
buddies him and I.

TINA
Are you serious?

STANLEY
Oh yeah. To tell you the truth,
I'm sorta covering for him on this
bank thing. He's not such a bad
guy, really. He just gets a
little carried away.

TINA
I'll say. Do you think you could
give him a message?

STANLEY
I suppose so.

TINA
Tell him I want to see him again.

STANLEY
When? I mean, I'd need to tell
him exactly.

TINA
How about seven o'clock tonight?
At Peninsula Park.

STANLEY
I'll be... I mean, I'll make sure
he's there.

CUT TO:

INT. APARTMENT BUILDING - GARAGE - AFTERNOON

Peggy parks her car in her space, locks it up and beeps on the car alarm. When she turns, she notices a shadowy FIGURE watching her from a dark corner of the garage.

She hurries down the row of parked cars, clutching her purse to her side.

The Figure follows at a slow but relentless pace.

Peggy fumbles for her keys, finally finds the correct one and enters the building.

INT. APARTMENT HALL

Peggy is relieved as she reaches her apartment door and slips the key in the lock... but the lock is jammed.

She tries and tries again... nothing. Suddenly, a hand enters frame and SLAPS an eviction notice on her door.

LANDLORD

Sorry, doll. I had the locks changed this afternoon.

PEGGY

You what? You can't do that!

LANDLORD

You've known we're going condo for six months, Peggy. I can't stall the owner a minute longer. Either you pony up the downpayment or you're out.

PEGGY

Just a couple more days, Phil. The paper's ready to give me a full time job.

LANDLORD

I've heard that one before.

PEGGY

C'mon, at least let me get a few of my things.

Phil considers this a beat, then unlocks the door for her.

LANDLORD

Don't make me regret this. We get a certified check by noon tomorrow or a Sheriff will escort you out of here.

PEGGY
Thanks Phil. You're a sweetheart.

Phil exits. Peggy picks up her things when she hears an off-camera "Pssst." She turns.

THE FIGURE

stands in the shadows by the fire escape. He's got a voice that sounds like he's been gargling glass.

THE FIGURE
I heard you were lookin' for a story.

PEGGY
Who... who are you?

THE FIGURE
Just a guy with a little information lookin' to make a buck. But maybe I heard wrong. You don't look like much of a reporter to me.

Peggy gulps back her fear, determined to live up to her job.

PEGGY
You give me something worth printing and I'll get you your money. What's this about?

FIGURE
The guy they call Greenie and why Dorian Tyrel's willing to pay fifty large to get him.

CUT TO:

EXT. MONKEY'S PAW

Dorian finishes locking up and walks over to the car, where Eddy waits patiently behind the wheel.

INT. CAR

As Dorian enters, two burly blonde haired THUGS appear from hiding. One in front with a gun held on Eddy and one in back, with a gun on Dorian.

Thug #1 drags Dorian inside, quickly frisks him and pulls out his gun.

DORIAN
Easy on the cashmere, Junior.

THUG #1
Quiet. You're going to a little
lunch meeting.

Thug #2 motions for Eddie to drive.

CUT TO:

EXT. JORGENSON'S SMORGASBORD

Dorian is quickly ushered inside by his two captors.

INT. SMORGASBORD

Artie the Swede sits at a large oak table in the festively decorated smorgasbord, flanked by GUNSELS and served by a big blonde WAITRESS in a classic peasant girl costume.

SWEDE
Good to see you, Dorian. Sit
down. Sit down.

Dorian eyes his captors warily as he takes a seat.

DORIAN
What's on your mind, Swede?

SWEDE
First we eat, then we talk
business.

DORIAN
I'm not hungry.

SWEDE
Them's Svenska meatballs. The
real thing. Go ahead. Eat up.

Dorian reluctantly begins to eat. This is a tense situation and he knows it.

SWEDE (CONT.)
So, I tell you Dorian, it's a
funny thing. I put all my hard
work into this beautiful casino
of mine and what do you think?
All the sudden I got all kinda
problems with the city. I think
maybe some scumbag tries to screw
with me.

DORIAN
Could be. Maybe I can help you
out.

SWEDE

What a sweet guy. Isn't this guy a sweetheart? Thanks for the offer Dorian, but I think maybe I got things under control.

DORIAN

Is that right?

SWEDE

That's right. You know that Councilman you got in your pocket?

Dorian freezes with a forkful of meatballs halfway to his mouth. He notices a PINK CARNATION squashed into the gravy.

SWEDE (CONT.)

Well now you got 'im in your mouth. How you like that?

The Swede and his men all have a good laugh at Dorian's expense as he spits out his meatball. The Swede pulls a gun and jams it under Dorian's chin.

SWEDE (CONT.)

Now listen close scumbag. The Swede's an honest man. You want to be in business with me? I say okay we're partners now. I'm takin' fifty per cent off the Monkey's Paw. You screw with me again and I'll send you straight down to hell with your scumbag councilman. You can apologize for eatin' him for lunch.

DORIAN

Sure, Swede. Take it easy.

SWEDE

Good. Now get out of my sight.

Dorian rises.

SWEDE

Oh Dorian, here's a couple tickets to my grand opening. Stop by. And try to dress up nice. It's good for business.

CUT TO:

EXT. SMORGASBORD

Dorian hops in the back of the car.

DORIAN
Get us out of here.

EDDY
Dorian, you got a call on the car
phone.

DORIAN
Now what?

EDDY
A tip on Greenie.

DORIAN
From who?

EDDY
All he'd say is get the 50 G's
ready in unmarked bills. Greenie
will be ours tonight.

CUT TO:

INT. PSYCHIATRIST'S OFFICE

Stanley paces up and down like a caged animal while Dr. Neuman tries to talk sense to him.

DR. NEUMAN
Stanley, you've got to calm
yourself. This isn't bad news,
it's good news.

STANLEY
Are you kidding? I've got a date
with my dream girl, only she has
no idea it's me!

DR. NEUMAN
Six years of treatment is finally
paying off!

STANLEY
Will you listen to me! I've
turned into some kind of monster.
I'm capable of almost anything!

DR. NEUMAN
That's been exactly my point all
along! You are capable of
anything once you break out of
your shell.

STANLEY
But I've turned into some kind
of Jekyll and Hyde! I can't go
on like this!

DR. NEUMAN

This delusion is something we'll have to work on.

STANLEY

It's not a delusion! Alright. I'll prove it to you if I have to, but I won't be held responsible for the consequences.

Stanley reaches into his briefcase and pulls out The Mask.

STANLEY (CONT.)

See for yourself.

DR. NEUMAN

Impressive. Scandinavian. Tenth or eleventh century, I'd guess.

STANLEY

You know about this thing?

Neuman refers to the vast collection in his office.

DR. NEUMAN

It's a hobby of mine.
(studies The Mask)
This is the face of "Loki," the Nordic God of Mischief. Supposedly, Loki caused so much mayhem in heaven that Odin trapped him in a wooden mask, then banished him to the ends of the earth.

STANLEY

So that's how this thing works... some kind of ancient Viking voodoo.

DR. NEUMAN

Stanley, this is nothing but a piece of carved wood. You've got to take responsibility for your own actions.

STANLEY

After I put this on, then you can tell me who's responsible for what.

(takes The Mask back)

Last chance to hide all dangerous objects.

DR. NEUMAN

Go on, Stanley. You're not going to frighten me.

Stanley takes a deep breath and shoves The Mask into his face.

STANLEY
Whoooooooooaaaaa...

He starts spinning around.

DR. NEUMAN
Whoa, what?

Stanley falls down, dropping The Mask. Nothing happened. He tries it on again. Same result.

STANLEY
It didn't work.

DR. NEUMAN
Does that surprise you? The Mask or Greenie, or whatever you want to call him is you -- the inner you.

But Stanley isn't listening. He's thinking out loud.

STANLEY
It worked last night. And the night before. Maybe it only works at night...

DR. NEUMAN
We're out of time. Now are we clear on how you're going to handle this date?

Stanley's still inspecting The Mask.

STANLEY
-- Date...?

DR. NEUMAN
Tonight. The Park. Tina?

STANLEY
Tina! What should I do? Go as myself or go as Greenie? She's expecting him, not me...

Dr. Neuman puts an arm around Stanley and leads him to the door.

DR. NEUMAN
Stanley, Stanley, Stanley.
Haven't you been listening to anything I've been saying? Go as yourself. And as Greenie.
(a beat)
Because they are one and the same, beautiful person.

Stanley sees this is a losing battle. He turns and walks out.

CUT TO:

INT. FORD TAURUS - DAY

Lt. Kellaway sits in this unmarked police car, finishing up lunch. The police band comes on. Kellaway grabs it.

LT. KELLAWAY

Yeah?

OLIVERAS (V.O.)

I've got that cross-check from the bank files.

LT. KELLAWAY

And?

OLIVERAS (V.O.)

It's Ipkiss, alright. Stanley Ipkiss.

Kellaway smiles to himself. At that moment --

STANLEY

comes out of Dr. Neuman's office building. He gets in his car and drives off.

OLIVERAS (V.O.)

You want us to pick him up?

LT. KELLAWAY

Don't do a thing until I tell you. Just keep the SWAT team standing by. If this guy's half as bad as he's supposed to be we'll need all the help we can get.

LT. KELLAWAY

fires up his engine and pulls away.

EXT. PARK - SUNSET

Topiaried ivy reads: "WELCOME TO PENINSULA PARK." A small sign below that reads: "No Dumping."

Carrying his briefcase, Stanley enters the park.

EXT. BENCH

Stanley passes through a stand of trees and nearly bumps into Tina.

TINA

Stanley, what are you doing here?

STANLEY

Oh, Tina... Hi. You're early.

TINA

A little.

STANLEY

I just... wanted to make sure you two got together okay.

TINA

That's nice.

(sits down)

You know, I hardly ever stop by here. It's hard to believe it was just a garbage heap.

STANLEY

(looking at the sky)

It's always beautiful at sunset. Those methane emissions really pick up the colors.

TINA

Wow, they really do. All those pinks and greens.

STANLEY

Well... I'm sure my cousin will be along any minute. He never shows up anywhere 'til after sundown. He's sort of strange that way.

(rises)

I guess I'll get going.

TINA

No, Stanley. Stay for a second. I was thinking about what you said at the bank. And I, uh, I want you to know I appreciate it. Maybe you're right. If I believed in myself a little more I wouldn't rely on guys like Dorian.

STANLEY

Dorian... You mean Dorian Tyrel?

TINA

Yeah. He's sort of my manager.

STANLEY

Tina, you've got to be careful of that guy. He's a dangerous criminal.

TINA
You really mean that, don't you?

STANLEY
Absolutely. You ought to hear
the stories...

TINA
No, I mean, you're really worried
about me. That's... real sweet,
Stanley.

STANLEY
C'mon, Tina this is serious. How
deeply involved with this guy are
you?

TINA
I can take care of myself,
Stanley. I always have.

STANLEY
Oh, really? People close to
Dorian Tyrel have a nasty habit
of turning up dead, or haven't
you noticed?

TINA
Look, this may sound a little cold
but I do what I have to do to get
by, okay? I'm nobody in this town
without Dorian.

STANLEY
And who are you with him Tina?
I'm not exactly sure who I am
anymore but at least I'm trying
to find out. If you really did
have any faith in yourself, you
wouldn't be hanging on to some
kind of free ride.

That last bit stung, and Stanley knows it. A shadow falls over them
as the last rays of the sun disappear behind the clouds.

STANLEY (CONT.)
(sighs)
I'm sorry Tina. I guess I better
get going.

Stanley gets up and hurries off through the trees.

TINA
(rises)
Stanley... wait!

But he's already disappeared. Tina starts to follow after when she hears a strange WHOOSH. A whirlwind begins to kick up the leaves all around her.

The Mask leaps out from behind a stand of trees in all his glory and literally sweeps her off her feet. With his lower lip thrust out he romances Tina in a deep syrupy French voice.

THE MASK

Cheri! Ce moi! Je'taime, Je'taime, Je any old tame! At last we are together mon petite bon bon!

ANGLE ON THE BUSHES

Kellaway, Doyle, and two other officers are watching from a distance. He speaks into his walkie talkie in hushed tones.

KELLAWAY

This is Kellaway. I need back up and I need it now! Every available man down to Peninsula Park.

INT. NEWSROOM - BULLPEN

MURRAY, an old timer newshound hurries into the room, grabs his notebook and pulls on his coat.

MURRAY

Looks like it's gonna be a long night. My wife is gonna kill me.

PEGGY

What is it, Murray?

MURRAY

The cops got your pal Ipkiss staked out at Peninsula Park. We just picked it up over the police band.

PEGGY

Let me cover it, Murray! You go on home to Claire.

MURRAY

I don't know, Peggy. Ramsey said...

PEGGY

(grabs her coat)
I'll take care of Ramsey. Thanks a million. I owe you one.

She gives Murray a quick peck on the cheek and runs out the door.

CUT TO:

EXT. PENINSULA PARK

The Mask is all over Tina like a cheap suit, stroking her hair grabbing her bod. She's definitely having second thoughts about him as he backs her up to the bench.

THE MASK

Our love is like a red red rose,
and I'm feeling so thorny already,
I'd like to nip you in the bud!

She ducks his grab, but he recovers smoothly, flipping out a pack of cigarettes. He pops one in her mouth.

THE MASK (CONT.)

Cigarette?

His hand is a blur of motion as he sticks dozens of cigarettes in her mouth.

THE MASK (CONT.)

Regular? Menthol? Filter?
Cigar? Cigarette? Tiparillo?

He produces a huge blow torch from within his jacket and pops on the flame.

THE MASK (CONT.)

Let me get that for you!

He grabs the gigantic wad of cigarettes as if they were one, puts them in his own mouth and applies the blow torch. With one mighty SSSUCK he smokes them all down to gray ash.

Beat.

The ash tumbles away.

THE MASK (CONT.)

(exhales a huge cloud
of smoke)

Aaaaaah. And now... amore!

He throws his arms wide and lunges at Tina.

KELLAWAY

Freeze!

The Mask freezes in mid-air, arms outstretched and feet suspended off the ground.

KELLAWAY (CONT.)

Put your hands up!

The Mask's lips barely move as he speaks in a tiny voice out the side of his mouth.

THE MASK
But eu 'tol me 'oo freeze!

KELLAWAY
Alright, alright. Unfreeze!
You're under arrest!

The Mask instantly drops to the ground and throws himself into wildly exaggerated expressions of remorse and pain.

THE MASK
Under arrest! My God! The Law!
I knew I'd forgotten something!
(tears)
I was so young! So foolish! So
full of life!

Tears are gushing from Stanley/Mask's eyes like twin water taps. He puts his hands out and Kellaway slaps on the cuffs.

THE MASK (CONT.)
What... What'll they do with me,
Sarge?

KELLAWAY
Sorry, son. That's not my
department. Search him!

Doyle reaches into The Mask's zoot suit and starts tossing stuff on the ground.

DOYLE
Comb -- Flinstones vitamins --
Sousaphone -- Bazooka --
(pause)
-- picture of Kellaway's wife --

Kellaway looks down at the photo. It really IS a picture of his wife, with a handwritten note: "Call me, lover -- 555-1234!"

KELLAWAY
What the --?
(pause)
Margaret!

Furious, Kellaway LUNGES at Stanley/Mask's neck. Two other officers restrain him.

KELLAWAY (CONT.)
You son of a bitch -- !

STANLEY/MASK
 Jeez, I figured you had a sense
 of humor!

(pause)
 After all, you married her!

Stanley/Mask honks Kellaway's nose which makes a loud AHOOGA noise and runs for it.

Kellaway starts to follow, but discovers he's now handcuffed to Doyle.

KELLAWAY
 Get him!

The other police officers draw their guns and give chase as Stanley RICOCHETS off through the trees hooting laughter.

EXT. PARK ENTRANCE

A twelve foot high stone wall surrounds the park. Stanley/Mask races through the entryway, SLAMMING the park's huge wooden gates behind him.

CLOSER - GATE

The Mask throws an iron bolt, SNAPS on a huge padlock, SLAMS down a steel plate ZZZIPS up a gigantic zipper, HAMMERS in dozens of nails at high speed and throws himself against the gate panting...

But then his eyes BUG OUT on stalks as he sees what lies on the opposite side of the gate;

STANLEY'S P.O.V.

COPS... more COPS than seems humanly possible. They're in cars, armed antipersonnel carriers, hanging from trees, parachuting from helicopters --

-- and they're all aiming serious looking guns at HIM.

BULLHORN VOICE
 It's all over! Put your hands
 over your head or we'll open fire.

Stanley/Mask looks around, like he's trying to figure a way out of this mess -- then --

STANLEY/MASK
 Hit it!

With that, a police SPOTLIGHT SNAPS on, and the brightly lit park entry-way becomes a beautifully lit stage. Stanley/Mask strikes a pose, now wearing a straw hat "boater" and wielding a cane.

Pedestrians with radios and ghetto blasters look down in shock as a RUMBA begins playing from every speaker in town. Stanley/Mask SWAYS seductively in time to the music.

A FEMALE COP steps forward, a look of surprise spreading over her face as, against her will, she opens her mouth in song.

FEMALE COP

They rave about Sloppy Joe -- the
Latin lothario -- but Havana --
has a new sensation.

It's "Cuban Pete RUMBA" by Desi Arnaz! (Yes, this is a real song!)

FEMALE COP (CONT.)

He's really a modest guy --
although he's the hottest guy --
in HavAAAAna -- and here's what
he has to saaaay --

Stanley/Mask steps up to the "stage" and tilts the boater over his eyes, casting a sly glance toward the crowd.

STANLEY/MASK

("Latin" voice)

They call me Cuban Pete -- I'm
King of the Rumba beat -- every
time I play the maracas I go chick-
chickie boom, chick chickie boom,
chick chickie boom!

Like Gene Kelly on acid, Stanley/Mask punctuates his number with any number of sly gestures -- winking, nodding, sliding seductively down a street lamp post, doing repeated "splits" on the sidewalk -- it's his big number!

The cops watch this with opened mouthed astonishment.

ANGLE ON STONE WALL

as Kellaway climbs over two of his men to scale the wall. He can't believe his eyes. Doyle clamors up beside him.

DOYLE

Hey, he's not bad.

Kellaway shoots him a dirty look.

STANLEY/MASK

waltzes into the street, prancing just inches from the heavily armed cops. His legs twine around each other like spaghetti, then his upper torso SPINS until they're straightened out again.

STANLEY/MASK

(still singing)

Yessir, I'm Cuban Pete! The craze
of my native street! When I start
to dance everything goes chick
chickie boom, chick chickie boom,
chick chickie boom!

Like some weird, loony case of mass hypnosis, Stanley/Mask waits for the "musical break" to coax the armed cops into JOINING him on the number -- as the rough and tumble equivalent of CHORUS GIRLS!

ANGLE - LOOKING DOWN FROM HELICOPTER

The street takes the look of a Busby Berkeley musical as the cops HIGH STEP in time to the infectious RUMBA beat.

EXT. STONE WALL - DAY

Kellaway leaps/tumbles down from the wall into some bushes and scrambles to his feet. He can't believe his eyes. His cops, his tac squad, his friggin' SWAT team -- they're ALL in the street, dancing with this crazy maniac!

Stanley/Mask sidles up to a heavily armed female SWAT officer, "dirty dancing" her across the street --

STANLEY/MASK

The señoritas they sing, and how
they sling their sombrero--!

(It's very nice! So full of
spiiiiice--)

(dip!)

And when they're dancing they
bring a happy ring to their
vaqueros -- they sing their song,
all the day loonnnggg --

Doyle crash lands beside Kellaway and starts out to join the others, but Kellaway grabs him by the back of his jacket.

KELLAWAY

You go out there and I'll blow
your brains out!

Furious, Kellaway yanks open the door of an abandoned squad car, pulls out a tear gas gun and fires into the air. The sharp REPORT and stinging gas seems to break the spell of THE MASK. The music suddenly STOPS and the high stepping cops stagger away from the chorus line, looking confused.

LT. KELLAWAY (CONT.)

Goddamn it! Arrest that thing!

The cops -- shaken back to reality -- fumble for their weapons.

THROUGH THE SMOKE

The Mask takes off -- dashing into the crowd.

KELLAWAY

spots The Mask and races after him, calling to his men.

KELLAWAY (CONT.)

This way!

THE MASK

bumps into an OLD LADY who SCREAMS at his hideousness.

The Mask realizes how obvious he is. He turns away and brings his arms to his head. There's a RIPPPING sound. And when he turns around, The Mask has now transformed back into...

STANLEY

Carrying The Mask, Stanley tries to blend in with the crowd.

KELLAWAY

followed by a handful of officers bears down on him.

KELLAWAY

Halt! Halt or we'll shoot!

Stanley quickly cuts down...

A NARROW ALLEY

Stanley races down the lane -- cops hot on his trail. Bullets EXPLODE all around him. Just as he reaches the next street...

A CAR

screeches to a halt -- almost running Stanley over. The window rolls down revealing...

PEGGY BRANDT

PEGGY

Stanley! Get in!

Stanley jumps into the passenger seat.

INT. PEGGY'S CAR - MOVING - NIGHT

Peggy rips around the bend, easily outdistancing the cops.

STANLEY

Thanks. Where are we going?

PEGGY

Someplace where we'll be safe.

EXT. DAILY TRIBUNE BUILDING - NIGHT

The streets are empty.

INT. NEWS SHIPPING ROOM - NIGHT

Stanley and Peggy sit on stacks of bound newspapers in the vast shadowy shipping room. In the b.g., a huge machine spews out hundreds of newspapers on an assembly line. Everything's mechanized: printing, folding, wrapping.

Peggy hands Stanley a cup of coffee. He's a complete wreck, clothes disheveled, rings under his eyes.

PEGGY

I saw it. I saw the whole thing.
What's happening to you, Stanley?

STANLEY

It's crazy... I've lost all control. When I put on this mask I can do anything... be anything, but it's ruining my life.

PEGGY

Stanley, I don't know what's happening to you, but I do know this. That letter you sent my column was from a guy with more guts and heart than any of the creeps I've met in Edge City. Whatever this mask is, you don't need it. You... Stanley Ipkiss, are already all you ever need to be.

STANLEY

Gosh, Peggy. Do you really mean that?

We now hear a door open and footsteps.

PEGGY

(pauses)
Actually... no.

STANLEY

What?

PEGGY

(rises)
What took you guys so long? I've been vamping for twenty minutes here.

Dorian and three of his men stand there with their guns trained on Stanley.

DORIAN

This is him?

PEGGY
You have the fifty thou?

Sweet Eddy FLICKS open a briefcase lined with cash.

PEGGY (CONT.)
Right. When he puts on the mask
he becomes that green thingamajig.

STANLEY
(still dumbfounded)
Peggy, what are you doing?

PEGGY
Sorry, Stanley. You really are
a great guy, but I just can't lose
my condo. You know how hard it
is to find an apartment in this
city.

Sweet Eddy and a second thug grab Stanley and hang him over the steel
maw of the whirring news press.

DORIAN
Okay Ipkiss. Where's the money
from the heist?

STANLEY
My apartment. It's in my
apartment!

DORIAN
Thanks. Now I believe you have
a pressing engagement.

PEGGY
Hey, you said you wouldn't hurt
him!

Dorian toys with the wooden mask, enjoying his control over the
situation.

DORIAN
You're right. Easy boys. One
thing at a time. Tell me about
this mask, Ipkiss. How does it
work?

STANLEY
I don't know... You just put it
on!

As The Mask FX theme builds, Dorian raises the mask to his face.

SWEET EDDY
Better be careful, boss.

With a CRACK of thunder a whirlwind of light and power swirls around Dorian's figure. Unlike Stanley's transformation, Dorian's is much more diabolical. He grows and changes within a nimbus of ROARING light. Finally the light dies away and Dorian/Mask rises from a circle of swirling smoke.

C.U. - DORIAN/MASK

While Stanley was a zoot suited bebopper in hyper-drive, Dorian/Mask is more like a hulking evil GENIE, fresh out of the lamp and pissed at the world. His diamond earring and touches of his nuevo-gangster look are still apparent, but his huge grin stretches out like a tyrannosaurus rex's under eyes that glow green with wicked power. His voice is a deep inhuman RUMBLE.

DORIAN/MASK

...what a rush.

SWEET EDDY

Whoa, boss... are you okay?

DORIAN/MASK

I'm better than ever, you idiot.
Now stop the presses. There'll
be a new headline tonight.

Sweet Eddy stands there looking disappointed with Ipkiss still held dangling above the churning presses.

SWEET EDDY

But what about him?

Dorian/Mask wheels about and ROARS at Sweet Eddy.

DORIAN/MASK

DO AS I SAY! I have other plans
for Ipkiss. Everything's become
so clear to me now!

Peggy sheepishly reaches for the suitcase.

PEGGY

Ah... excuse me. If you don't
mind, I'll just take my money and
be going. You guys make
yourselves at home.

Dorian/Mask slides up to Peggy threateningly.

DORIAN/MASK

Must you go? What a shame. You
and I could make beautiful
headlines together.

Peggy removes his arm from her shoulder.

PEGGY
Thanks, anyway. That wasn't part
of the deal.

Peggy snatches the briefcase, but Dorian/Mask blocks her exit.

DORIAN/MASK
Of course. You only want what's
coming to you, don't you?

Peggy whips a snub-nose .38 out from beneath her coat.

PEGGY
Back off Freakazoid. I wasn't
born yesterday.

DORIAN/MASK
Ah... But you might die today!

Dorian throws the switch and the presses CHURN to life. In a flash he
snatches Peggy off her feet.

DORIAN/MASK (CONT.)
A girl like you, Peggy deserves
to have her face plastered all
over page one.

He tosses her into the grinding mill of steel and paper. CRUNCH!
CHOMP! SPLAT.

SMASH CUT TO:

Newspapers being spewed out by the press. At first the headlines are
illegible, blotted out with blood. Then it abates to a fine red ink
and we can finally read the headline: "Reporter Killed in Freak
Accident" next to a smiling picture of Peggy.

SWEET EDDY
What do we with Ipkiss?

DORIAN/MASK
The police are looking for The
Mask. We shall give them The
Mask. And Eddy...

SWEET EDDY
Yeah, Dorian?

DORIAN/MASK
Get the boys ready. The Swede's
expecting us at the casino opening
tomorrow night. We wouldn't want
to disappoint him, would we?

Dorian/Mask throws his head back and lets loose a deep BOOMING LAUGH.

It's unnerving even to Eddy, but he laughs nervously in response and elbows the other thugs to join in.

CUT TO:

INT. STANLEY'S APARTMENT - NIGHT

The door is KICKED open and two of Dorian's Henchmen burst into the room. Milo leaps off the couch and scrambles behind the curtains. They yank open the closet door and start scooping the cash into plastic garbage bags.

EXT. STREET - CAR

Stanley lies in the back seat, gagged, bound hand and foot and half hidden under a blanket. A thug in the driver's seat pokes his .45 under Stanley's nose.

THUG

That money better be where you
said it was, Ipkiss or you can
Ipkiss your ass goodbye.

He chuckles at his own little joke.

INT. APARTMENT

Milo peeks out from behind the curtain as the Henchmen finish their job. He ducks back behind the curtain and looks out the window.

MILO'S P.O.V.

of the Henchmen's car. Stanley can barely be seen peeking out the car window. The Henchman pushes him back down.

MILO

His ears perk up. The boss is in trouble! He checks back outside the curtain.

THE HENCHMAN

finish up and start out the door carrying the trash bags. Milo races right by them, just out of sight.

EXT. STREET

The Henchmen hop in and start the engine. As the car peels out into traffic, Milo appears, valiantly racing along the sidewalk, dodging pedestrians and cross-traffic to keep the car in sight.

CUT TO:

EXT. POLICE STATION - NIGHT

Dejected, Lt. Kellaway heads up the steps with Deputy Oliveras.

OLIVERAS

It wasn't your fault. This guy's a hypnotist or something. He's got powers...

LT. KELLAWAY

You think the Captain gives a crap? He's going to have my badge for breakfast. With a little pension on top.

OLIVERAS

Something will turn up.

LT. KELLAWAY

Sure. Stanley Ipkiss is going to fall right into my lap...

A car SCREECHES BY. The door flies open and a BODY comes tumbling out -- knocking Kellaway down. He looks up at the body sitting in his lap -- STANLEY IPKISS. Oliveras can't believe it.

OLIVERAS

Don't look him in the eye, Lieutenant!

Kellaway averts his eyes as he drags Stanley to his feet.

STANLEY

I can explain everything...

OLIVERAS

Don't bother.

Oliveras pulls a GREEN RUBBER MASK out of Stanley's pocket. Kellaway starts hauling him up the precinct steps.

LT. KELLAWAY

You have the right to remain silent, you freakin' looney tune. Any insane garbage you spew out can and will be used against you by me, personally...

STANLEY

You've got to listen to me!

Kellaway and Oliveras drag Stanley into the precinct -- just as MILO charges up. But the dog is shut out of the station.

INT. JAIL CELL - NIGHT

Bruised, beaten and exhausted -- Stanley's thrown into a small cell. The KEY-GUARD locks the cell up -- then walks away.

Stanley looks around the dismal quarters. A filthy toilet. The cot's even worse. There's a YOWLING.

He climbs up on the cot and looks out the small, barred window.

STANLEY'S P.O.V.:

There's a dumpster below the window, overflowing with trash. Next to the trash heap -- is MILO. The dog looks up at Stanley and YIPS happily. Stanley forces a smile.

STANLEY

Go find yourself a new home, Milo.
It looks like I'm going to be here
a long long time...

Sad, Milo watches Stanley recede back into the cell.

INT. JAIL CELL - DAWN

Stanley lies on his cot -- staring at the ceiling. The Guard bangs on the door.

GUARD

Wake up. You gotta visitor.

STANLEY

About time you found me a
lawyer...

(a beat)

...Tina?

TINA

Hello, Stanley.

STANLEY

What's wrong? Your boyfriend kick
you out for not delivering me on
schedule?

TINA

Is that what you think -- that
I set you up?

STANLEY

I don't know. But I've got plenty
of time to figure it out.

TINA

You're just going to have to trust
me on this.

STANLEY

Now's not the time best time for
me on trusting women. I'm
starting to develop a little
problem with that one.

STANLEY (Cont'd)
become sort of a love-crazy wild
man.

TINA
And if you've got a black heart?

STANLEY
Then the world's going to be a
very dark place. And if I were
you, I'd get the hell out of town.
Fast.

Tina takes a beat and absorbs this information.

TINA
Thanks.

STANLEY
For what?

TINA
Lots of things. For really
believing in me when I couldn't.
For sharing a sunset with me.
For being the first guy to treat
me like I was a person instead
of a slab of meat.
(a beat)
And for being any kind of
romantic. Even a hopeless one.

STANLEY
(softening)
You're welcome.

TINA
You know, that night at the club
I knew I met someone special.
Someone like nobody I'd ever met
before.

STANLEY
The Mask.

TINA
No... the guy that was inside the
mask all the time. You. Stanley
Ip -

They draw closer. The iron bars scrunch up their faces...

TINA (CONT.)
-- kiss.

They KISS. A sweet, soft and romantic kiss. Then... the KEY-GUARD
pulls her away.

KEY-GUARD

Time's up, lady.

TINA

I've got to disappear for awhile Stanley. I'm not sure where I'll go but I'll let you know as soon as I can.

Stanley takes a long last look at Tina as she's escorted out.

EXT. STATION - DAY

Warily, Tina slips out of the precinct. She's about to cross the street, but spots a SUSPICIOUS LIMO, engine idling. Quickly, she doubles back and heads --

INTO THE ALLEY

behind the station. She looks over her shoulder. No one's there. Tina hurries toward the next street and --

A BIG SEDAN

roars up, cutting her off. She turns and runs back the way she came -- but freezes when THE LIMO screeches up, blocking her.

Sweet Eddy and Hicks jump out of the limo. She SCREAMS.

INT. STANLEY'S CELL - AT THE WINDOW - SAME TIME

Stanley watches helplessly as Tina is dragged into the limo. Frantic, Stanley runs to the cell door.

STANLEY .

(to the Key-Guard)

Hey! A girl's being kidnapped out there! Do something!

THE GUARD turns up the volume on JEOPARDY, drowning Stanley out.

EXT. DORIAN'S HOUSE - DAY

A slick/modern house on the hills overlooking Edge City. Sweet Eddy pulls Tina from the limo.

INT. DORIAN'S HOUSE

Sweet Eddy and Huey enter and push Tina roughly into the room. Dorian rises to meet her.

DORIAN

(sarcastic)

Baby, there you are...

(he embraces her)

I was gettin' all worried about you.

TINA

I don't know if it means anything to you, but I ran out on Dorian last night. I just came to tell you I'm sorry Stanley. Sorry about everything.

STANLEY

You ran out on him?

TINA

I just threw a few things in the car and took off. That magic mask of yours turned him into some kind of monster.

STANLEY

He wasn't exactly Mother Theresa in the first place.

TINA

He's going to the casino opening tonight and he's planning to do something terrible.

STANLEY

A real change of pace for him.

TINA

Half the town will be there Stanley. I tried to tell the cops, but they wouldn't listen to me.

STANLEY

If he's got the mask, there's nothing they can do to stop him, anyway.

TINA

You've used it before. You know what its strengths are. Maybe you know its weaknesses, too...

STANLEY

I don't think it has any.

TINA

How does it work?

STANLEY

(pauses)

It's like it brings your innermost desires to life. If deep down inside you're a little repressed and... a hopeless romantic, you

(MORE)

TINA
I just went out for a little while
Dorian.

Sweet Eddy holds up a small suitcase and an overstuffed shoulder bag he got from her car.

DORIAN
Looks like maybe a long little
while, right baby?

Dorian grabs her by the throat and SLAMS her against the wall. The pictures rattle.

DORIAN
You know what happened to the last
skirt that ran out on me? Do
you?!

TINA
(choking)
No...

DORIAN
Nobody else does either. Nobody
ever will.

He tosses her onto the bed. She lies there gasping for breath.

DORIAN
Now fix yourself up, baby. And
pick out something pretty to wear
tonight.

Dorian picks up The Mask and admires it.

DORIAN (CONT.)
We're going to make a big splash
at that opening. One this town
will never forget.

CUT TO:

INT. JAIL CELL - DAY

Agitated, Stanley paces around the room. Stanley's eyes pop open. An IDEA! He stands up, clunking his head on the upper bank. Stanley peers down the hall and sees

THE KEY GUARD

watching a TV boxing match. He's CHEWING on the leather key-chain strap. There's a half-eaten sausage and a wedge of Swiss cheese on the desk.

STANLEY

climbs up on the cot and looks out the window.

STANLEY
(stage whisper)
Milo!

EXT. THE ALLEY - SAME TIME

Just a pile of trash. The dog's gone. Then... a RUSTLE. A filthy blanket moves... and MILO emerges from it -- tail wagging as he sees Stanley.

The little dog jumps up, helplessly trying to reach the window.

STANLEY
Come on, boy!

Milo gets an idea. He jumps on boxes and trash bags, using them as steps. He climbs higher and higher until he's reached the top of the dumpster.

STANLEY (CONT.)
Come on, Milo!

Milo jumps from the dumpster. He almost reaches the window, but falls back down again into the trash heap.

The dog leaps a second time. On this jump, Stanley grabs him and brings him through the bars.

INT. JAIL CELL - CONTINUOUS

Stanley gathers Milo up in his arms. The dog licks his face and YELPS joyously. Stanley muzzles him and peeks --

DOWN THE HALL

The Key-Guard's SNORING in his chair. The chewed leather key-chain strap is still in his MOUTH. His half-eaten sausage and cheese still lies before him.

STANLEY

shows Milo the Guard, then whispers in the dog's ear.

STANLEY
Keys, Milo. Get the keys!

Milo cocks his head at the sound of the word KEYS. He zips out through the bars.

INT. HALLWAY - CONTINUOUS

Milo trots down the hall and approaches the Key-Guard's station. The dog stares and sniffs at the SNORING man.

INT. STANLEY'S CELL - A MOMENT LATER

Milo returns, slipping back into the cell.

STANLEY

Good boy...

He pulls the wedge of cheese out of the dog's mouth.

STANLEY (CONT.)

I said "keys" not "cheese"! Keys.
K-E-Y-S... keys!

Stanley pushes the dog back out the cell.

FOLLOWING MILO

He approaches the guard and stops -- staring at the keys dangling from the man's mouth. Milo jumps up on the desk and bites down on the key-chain. He starts to pull when...

The Guard stirs and almost wakes up. Milo freezes. A moment later, the Guard starts SNORING again. Milo grabs the keys and trots back into Stanley's cell.

STANLEY

Atta boy, Milo. Now let's see
if we can get out of here.

CUT TO:

EXT. VALHALLA CASINO - SUNSET

Built on pilings at the edge of the marina, the extravagant Vegas-like structure looks like a stylized Viking castle. (Production note: Key master shots will be matte paintings.)

REPORTERS and tuxedoed GUESTS crowd around as the Swede and town DIGNITARIES prepare to cut a huge red ribbon and officially open the casino.

Two statuesque BLONDES in scanty Valkyrie (Viking Goddess) costumes present the Swede with a gigantic pair of SCISSORS. The crowd applauds and flashbulbs POP.

THE SWEDE

-- I came to this country, a poor
Gotlander child. Not a dollar
in my pocket, not a word of
English on my tongue. And now
after years of hard work, I am
on the verge of achieving the
American dream. So, with a
special thanks to Mayor Tilton
and everyone else who made this
possible I give you... the
Valhalla Casino.

With a mighty SNAP of the scissors the Swede cuts the ribbon and the doors of the casino open wide.

CUT TO:

EXT. STREETS - SUNSET

Dorian's limo barrels through the streets of Edge City followed by two sedans full of his men.

C.U. - THE SUN

as it disappears behind the clouds. CAMERA PULLS BACK as the limo's moon roof slides shut. We tilt down to discover Dorian and Tina, dressed to the nines for the opening. Dorian holds The Mask in his lap.

DORIAN
It's almost time.

Tina nervously starts to light a cigarette. Dorian snatches the lighter away from her.

DORIAN (CONT.)
I wouldn't do that, Sweetie. We don't want to start the celebration early.

Dorian flips back a blanket covering four compact wooden crates marked "C-7 - Caution U.S.M.C. Demolition Materials."

DORIAN (CONT.)
Now sit back and try to relax. I've got to change for the party.

Dorian slowly raises The Mask to his face as Tina watches in horror.

EXT. LIMO

The tinted glass LIGHTS UP from inside like muted fireworks as Dorian's transformation begins.

CUT TO:

INT. POLICE STATION - C.U. - SLEEPING GUARD

CAMERA PANS from his snoring mouth down to his gun as a hand carefully lifts it out of his holster.

WIDER

Gun in hand, Stanley silently backs away with Milo at his side.

The Guard chokes off a snore and begins to wake up. He sees Stanley's cell door standing open and goes for his gun... but grasps air.

STANLEY

puts one hand over his eyes and slams the butt of the gun down as hard as he can on the Guard's head. THONK. The Guard drops back down in his chair unconscious.

Stanley removes his hand and regards his work. Not bad. Milo yips happily.

STANLEY

Come on.

Stanley turns and starts for the door when he bumps straight into Lt. Kellaway.

KELLAWAY

Ipkiss!

Stanley is shocked, but quickly realizes he's got the gun. He points it at Kellaway with greater authority.

STANLEY

Quiet! I'm seriously stressed out and likely to do anything.

KELLAWAY

Don't be an idiot, Ipkiss. You're in the middle of a police station. There's no way you're just going to walk out of here.

STANLEY

You're right.

Stanley takes Kellaway's gun and pockets it, then he pulls the handcuffs from his belt and begins to handcuff the two of them together.

KELLAWAY

Now what are you doing?

STANLEY

Putting myself in your custody.

KELLAWAY

You are certifiable.

Stanley unbuttons his shirt and holds it open.

STANLEY

Milo!

Milo immediately jumps inside and Stanley buttons up. He now looks like he has a pretty nasty pot belly, but otherwise okay.

STANLEY (CONT.)

Okay. Now we have to hurry or we'll miss the party.

KELLAWAY

Of course. We wouldn't want to keep Alice and the white rabbit waiting.

Keeping the gun jammed in Kellaway's ribs, Stanley folds his jacket over his gun hand. We hear it cock beneath the jacket. KA-LATCH.

STANLEY

Now move.

CUT TO:

EXT. CASINO

The opening is in full swing as the limo and two sedans pull up to the front doors.

CLOSER - LIMO

as the CAR HOP attempts to open the passenger door, it EXPLODES off and shoots ten feet from the car taking the unfortunate Car Hop with it. Dorian/Mask steps out of swirling mists within the limo in all his wicked green glory.

DORIAN/MASK

Don't be shy, Tina. I know how you like to make an entrance.

He pulls her out of the limo.

DORIAN/MASK

And I must say, that's a dress to die for. Or should I say in?

Dorian's men scramble, hauling the C-7 out of the limo and racing off into the darkness with their automatic weapons.

CUT TO:

INT. POLICE STATION

Lt. Kellaway and Stanley march past POLICEMEN, FELONS and CITIZENS in the front desk area looking stiff and unnatural as hell. Doyle waves hello from the coffee service as he munches on a chocolate doughnut.

DOYLE

Hi Lieutenant. Where are you taking Ipkiss?

KELLAWAY

Ixnay! Ehay's otgay an ungay... ouch!

Stanley jams him in the ribs with that hidden gun.

DOYLE
What did you say?

Milo pokes his head up out of Stanley's shirt, but Stanley instantly pushes it back down. Doyle does a double-take wondering what's wrong with this picture as they continue their stiff-legged walk out the door. Doyle gives an uncertain wave with his half-eaten doughnut.

DOYLE (CONT.)
...See ya.

CUT TO:

INT. CASINO

CAMERA BOOMS DOWN. The casino is a true Caesar's Palace style show place featuring a dragon-prowed Viking ship that's the centerpiece of the room. The gaming floor is packed with happy PARTY GOERS.

CAMERA ENDFRAMES on Charlie Schumacher as he snatches a drink off a passing WAITRESS' tray and turns to a gorgeous Valkyrie change girl whose helmet has two large horns sticking out of it.

CHARLIE
Hello tall, Nordic and beautiful.
One look at you and I know how
your hat feels.

Suddenly Mrs. Peenman appears, pushing her way past Charlie with a paper bag filled with quarters.

MRS. PEENMAN
Out of my way, Buster. Mama feels
lucky tonight.

She jams a quarter in a slot machine right behind Charlie and throws her weight behind the handle.

ANGLE ON THE FRONT DOORS

as they suddenly EXPLODE inward, blowing Security Men off their feet.

Dorian/Mask steps through the smoking ruin dragging Tina after him. He's flanked by a half dozen of his heavily armed Men.

DORIAN/MASK
Now... let the games begin!

Armed Security pull their weapons, but are immediately blown away by the thugs. The crowd is thrown into a panic.

CUT TO:

INT./EXT. POLICE CAR

as it tears through the streets of Edge City with its siren BLARING. Kellaway sits in the rear of the car with his hands cuffed behind his back. Stanley's at the wheel with Milo at his side. Kellaway is livid.

KELLAWAY

Ipkiss, I'll have you locked up
for this so long sex will be safe
again!

Kellaway is thrown into the door as Stanley SCREECHES around a corner.

CUT TO:

INT. CASINO

The frightened crowd mills about in terror as Dorian's thugs seal off the exits. They frisk down their captives for loot and jewelry. Orlando runs up to Dorian/Mask with canvas sacks filled with money.

ORLANDO

We scored over a half a mil from
the safe!

A SECURITY GUARD now pops out from behind a mock-stone pillar and opens fire on Dorian. BLAM. BLAM. BLAM.

Orlando dives for cover. The bullets seem to have no effect as Dorian rips a Viking spear off a wall display and hurls it straight across the room with supernatural force.

The spear SKEWERS the Security Guard, sends him flying back and PINS him to a slot machine which immediately rings TILT and spills out quarters.

DORIAN/MASK

You can come out now, Orlando.
I think he got the point.

Dorian hauls Tina over to the Viking ship where his men are wiring up boxes of C-7 and sticks of dynamite. He slams her up against the prow as his men lash her in place with coils of rope.

TINA

Let me go you bastard!

DORIAN/MASK

What's wrong darling? This is
your big production number. You
of all people know how important
it is to go out with a bang.

Dorian pulls his walkie talkie out.

DORIAN/MASK (CONT.)

Eddy... How goes it?

EXT. PIER - PILING

Sweet Eddy and two other Thugs are busy wiring explosives to the pillars that support the pier the casino rests on.

SWEET EDDY

All set boss.

INT. CASINO

Dorian plugs the timer into the nexus of all the wiring.

DORIAN/MASK

Excellent. The real party starts now and ends in...

(sets timer)

Thirty minutes.

CUT TO:

EXT. CASINO - PARKING LOT

Stanley SCREECHES to a halt in the cop car.

INT. CAR

He turns to Kellaway, brandishing his gun.

STANLEY

Okay. When I push the red button the safety is off, right?

KELLAWAY

I'm not helping you, Ipkiss.

STANLEY

Alright, suit yourself.

(to Milo)

You stay and be a good boy.

As soon as Stanley shuts the door Milo starts pawing at the handle.

CUT TO:

INT. CASINO

The Swede scrambles under a crap table to escape the mayhem and bumps into Mayor Tilton.

TILTON

Hey, watch it! Oh, Arnie...

Suddenly the entire table is lifted away as if it were a child's toy and they look up into the evil grinning of Dorian/Mask.

DORIAN/MASK
 Swede... my dear, dear business partner. And Mayor Tilton! What a surprise. We have just enough time left to play my favorite game!

CUT TO:

INT. CASINO KITCHEN

As Stanley sneaks in an employee's door, the coast looks clear. He snaps off the kitchen lights.

Stanley spots a THUG standing guard outside the kitchen's double doors. He ducks back down behind a barrel and gets an idea. The label on the barrel reads "Olive Oil."

INT. CASINO

The Thug seems to be enjoying the mayhem when he hears an off camera WHISTLE. He pulls out his .45 and cautiously enters the kitchen to investigate.

INT. KITCHEN

The Thug enters, brandishing his gun and cautiously makes his way into the kitchen.

C.U. - FOOT

He steps into a large slick of olive oil and his legs shoot right out from under him. SLAM.

THUG'S P.O.V.

as he slides across the kitchen floor at high speed.

THUG
 Whoaaaaa!

Suddenly Stanley pops up from behind his overturned barrel with a huge frying pan and slams it right into camera. CLANG.

STANLEY

plucks the gun from the unconscious Guard and sneaks into the casino.

INT. CASINO

Stanley appears out of the kitchen doors and gets the attention of the nearest captive party-goers.

STANLEY
 Pssst. You guys. Over here.

Charlie turns around.

CHARLIE
Stanley! What are you doing here?

He motions them over to the kitchen and hands Charlie the gun.

STANLEY
Start sneaking people out the
back. Watch out for the oil.

Stanley now makes his way deeper into the casino.

CUT TO:

EXT. PARKING LOT - POLICE CAR

Milo finally manages to pop the lock and the car door opens. He scurries off towards the casino.

CUT TO:

INT. CASINO

The Swede struggles desperately as he's tied to a spoke of a huge wooden NUMBERS WHEEL, a kind of upright roulette wheel that's one of the casino's attractions. Mayor Tilton and two other town dignitaries are tied to the other three spokes.

SWEDE
Let me down offa this thing, you
lousy scumbag!

Dorian/Mask pulls three Viking hand axes off a wall display and casually begins to juggle them.

DORIAN/MASK
Sorry Swede. I've got an ax to
grind with you. In fact I got
a couple and I'm afraid they may
give you a splitting headache!

He nods to one of his men who gives the wheel a big spin. As the captives SCREAM Dorian prepares to throw his first ax.

DORIAN/MASK (CONT.)
Round and round she goes. Who
dies first, nobody knows!

ANGLE ON THE VIKING SHIP

Stanley pops up behind the dragon-prow and starts untying Tina.

TINA
Stanley!

STANLEY
Hang on, Tina.

TINA
Stanley, look out!

Stanley ducks just as a Viking ax splits the dragonhead right next to him in half.

Dorian ROARS with rage as he rushes across the room to the boat.

Stanley pops back up firing his gun.

STANLEY
Eat lead, slimo!

BLAM. BLAM. BLAM. Dorian takes the direct hits. He grins horribly at Stanley and he extends his slimy tongue.

C.U. - TONGUE

The bullets all stand there on end in a neat little semi-circle.

DORIAN

now sucks in a mighty breath and blows the bullets back at Stanley.
PA-TOOHIE!

CRACK! KAPOW! ZING!

They explode all around him as he ducks back down into the ship.

A HUGE GREEN CLAW

drags Stanley out and SLAMS up against the prow next to Tina. One of his men immediately begins tying Stanley in place.

DORIAN/MASK
How touching! The two love birds.
Just to show you there's no hard feelings, I'm going to let you two spend the rest of your lives together.

TINA
You've got it all wrong! I could care less about this little creep. Nobody could replace you, Dorian.

DORIAN/MASK
If you think a line like that's going to save your life, you're dumber than he is.

TINA
I don't want my life. I just want a kiss.

DORIAN/MASK
A kiss?

TINA
One last kiss.

DORIAN/MASK
(a beat)
Sure, why not...

Dorian/Mask sticks out his slimy TWO-FOOT TONGUE, and slicks his eyebrows back. His massive lips flutter as he puckers up. But Tina turns her head away.

TINA
Not you. The real Dorian.
(breathy)
Nobody ever kissed me like Dorian Tyrel. Nobody.

ORLANDO
No time, boss. This building's going down any minute...

DORIAN/MASK
I make the decisions! And I've decided...

Tina stares at him dreamily. Ego gets the better of him. He reaches up and RIPS The Mask off. SSSSHUPP!

DORIAN/MASK TRANSFORMS BACK INTO DORIAN

DORIAN
...to give the girl one last thrill.

He plants his mouth on Tina's -- kissing her roughly. Tina really gets into it. But Stanley watches as Tina slyly positions the leg that he freed up. And...

TINA DROP-KICKS THE MASK

right out of Dorian's hand. It flies into the air.

A SERIES OF SLO MO SHOTS AS...

THE MASK SOARS THROUGH THE AIR...

DORIAN, ORLANDO and SWEET EDDY ON THE RUN...

THE MASK REACHES ITS SUMMIT THEN TUMBLES DOWN THROUGH THE AIR...

HANDS REACH HIGH... FINGERTIPS GRAZE IT...

But then suddenly... shockingly...

A SNOUT, FLAPPING TONGUE AND BARE TEETH

soar straight up through the human hands and...

MILO GRABS THE MASK

as though it were a Frisbee. Everyone's stunned.

REAL TIME

The dog lands back on the ground -- The Mask firmly in his mouth. He starts to run away but... Dorian grabs his hind leg.

DORIAN
C'mere, you ugly little mutt...

MILO

legs pumping frantically, is losing ground. At the last second, he drops The Mask and jams his muzzle into it. Lightning FLASHES.

DORIAN'S

eyes widen as

MILO TRANSFORMS INTO -- DOG/MASK!

His pint-sized doggy body now has a giant-sized GREEN HEAD with a double-row of JAGGED CANINE TEETH. The plain collar now sparkles with GLEAMING STUDS. RAZOR-TOENAILS distend. The eyes glow hell fire green.

DORIAN (CONT.)
Whoa!

Reflexively, Dorian lets go. Dog/Mask unleashes an incredibly loud SONIC WOOF that explodes glass front slot machines all around them.

DORIAN (CONT.)
Don't let it get away!

Sweet Eddy lunges at Dog/Mask. But the canine-creature runs between his legs and CHOMPS DOWN on his butt. The tiny dog picks big Sweet Eddy up and shakes him back and forth, like a rag doll.

STANLEY

watches this, then takes a look at the TICKING DETONATOR. Less than a minute to go. He strains at his bonds -- forcing the rope into a FLAMING VIKING WALL TORCH.

Tina winces as Stanley's hand-rope begins to burn.

DOG/MASK

uses Eddy as a club -- knocking other Thugs down.

SWEET EDDY
Get him off me!

Dorian raises his Uzi and SPRAYS THE AREA WITH GUNFIRE! Dog/Mask leaps away in the nick of time.

ORLANDO
C'mon! We've got the money.
Let's get the hell out of here!

DORIAN
I gotta have that mask!

Dorian chases Dog/Mask into the maze of slot machines.

STANLEY

burns through his ropes. He frees himself and races to the detonator.
15 - 14 - 13 - 12 -

IN THE MAZE OF SLOT MACHINES

Dorian stalks Dog/Mask, whistling for him to come. A stream of WATER now trickles down on him from above.

Dog/Mask is in the chandelier taking a whiz and snorting doggie laughter. Dorian sprays the ceiling with gunfire, but...

DOG/MASK

pounces on Dorian, knocking him flat, then races out of sight.

VIKING SHIP

Stanley yanks one wire after another, but the timer still ticks down -- 5 - 4 - 3 - 2 -- Stanley pulls the last wire. The timer stops. Tina exhales, relieved, as Stanley unties her.

TINA
(kissing him)
You did it...

Then -- a muffled EXPLOSION rumbles from beneath the floorboards.

EXT. THE PIER - NIGHT

The two front support pilings BLOW UP.

INT. CASINO - SAME TIME

The entire floor TILTS. Gaming tables and slot machines start to slide by. Stanley grabs Tina and hangs onto the prow of the boat.

STANLEY
Milo! Milo, come!

Dog/Mask appears racing up the tilting floor. He jumps into Stanley's arms.

STANLEY (CONT.)

Good boy.

Stanley removes The Mask. SCHWOOOP and Milo transforms back into a regular dog as...

THE LAST TWO PILINGS BLOW UP!

STANLEY (CONT.)

Come on...

Stanley (carrying Milo) and Tina jump into the Viking boat just as the building drops sideways.

THE SHIP SLIDES

straight towards the huge harbor view window.

DORIAN

SCREAMS as the boat slides right over him.

EXT. HARBOR - NIGHT

The Viking ship crashes through the window and SPLASHES down in the marina as the entire casino sinks into the water.

EXT. VIKING SHIP - NIGHT

It bobs for a moment, then floats! Stanley, Tina and the dog emerge from their hiding place, under one of the dining tables.

They can't quite believe they're alive. Their faces reflect romantically from the light of the Viking torch sconces..

TINA

Stanley... we made it. We're alive!

DORIAN

Not for long.

They turn as DORIAN clamors over the side of the boat. He's got a gun pointed right at them.

DORIAN (CONT.)

Unless you give me that mask.

Stanley slides an iron grappling hook through The Mask's eye holes and holds it overboard.

STANLEY

Hold it right there or you'll be looking for this on the bottom of the harbor.

Dorian stops in his tracks.

DORIAN
Drop it and I'll kill you all.

STANLEY
You can have it. But she gets
to go.

DORIAN
Fine.

TINA
Go where?

STANLEY
Swimming. We're still close to
shore.

DORIAN
Five seconds, Ipkiss.

Stanley tosses a wooden barrel overboard and turns to Tina.

STANLEY
Go ahead. Hurry...

Tina takes the dog and slips overboard. Dorian moves in.

DORIAN
Okay. Put it down. Right over
there.

Dorian waves his gun at the nearest dining table. Stanley starts to
put down The Mask. But at the last instant -- he tosses it

INTO THE PILE OF TNT

As Dorian turns to see where it lands, Stanley jumps him. Dorian
FIRES but misses. Stanley jumps Dorian -- knocking his gun away.

Dorian falls into one of the WALL TORCHES -- toppling it.

The TWO MEN slug it out as a FIRE STARTS. It burns closer and closer
to the dynamite -- The Mask in the middle of the pile.

IN THE WATER

Tina and Milo cling to the floating barrel.

TINA
(sees fire)
Stanley! The dynamite!

BACK ON BOARD

Dorian pummels Stanley with a flurry of jabs to the head as the FIRE
SEARS toward the explosives.

But Stanley counters with a solid right that rocks Dorian back. Dorian grabs him by the collar to retaliate but sees...

The FIRE licking at the dynamite casing on which The Mask lies.

Dorian lunges for The Mask. Stanley jumps overboard. The dynamite explodes!

FROM THE WATER

Tina and Milo watch as the ship blows up. The fireball burns bright, smoke everywhere.

TINA

...Stanley?

Beat. Stanley surfaces gasping for breath. Tina pulls him over to the barrel and Milo licks his face.

And then the smoke parts revealing...

DORIAN/MASK

standing on the remains of the boat. Like Wile E. Coyote, he's charred pitch black, with singed hair and clothes. But like a cartoon -- he just shakes off the soot and stands there in all his fearsome Dorian/Mask glory.

DORIAN/MASK

What a BLAST! This mask makes me a God!

He picks up the last burning, but UNDETONATED STICK OF TNT and laughs.

DORIAN/MASK (CONT.)

I'm immortal...

He raises his arms and thunders to the heavens. At that moment -- the SUN peeks over the horizon.

DORIAN/MASK (CONT.)

Do you hear? I'm immortal!

The sun's rays hit The Mask. In an instant, he transforms back to regular Dorian. The Mask pops off Dorian's face -- useless.

Dorian stares dumbfounded at the TNT stick in his hand as it --

KA-BOOM! Dorian is blown to smithereens.

EXT. MARINA - DAWN

There are cops everywhere. Lt. Kellaway wraps Tina in a dry blanket. Stanley holds out his arms.

STANLEY

Back to jail, Lieutenant?

LT. KELLAWAY

Ipkiss, I'd like to lock you up
for the rest of my life. But the
mayor and a hundred witnesses say
Dorian Tyrel's the bad guy and
you're the good guy. So no jail.
Just a downtown parade at noon.
(resigned)
And I've got to be your escort.

Stanley smiles and puts his arm around Tina. They head down the beach. The two young lovers and Milo walk past --

CHARLIE SCHUMACHER

standing near the crowd of post-party VICTIMS being helped by the POLICE and MEDICAL PERSONNEL. He's still hitting on that statuesque Valkyrie change girl.

CHARLIE

So I deck this thug, grab his gun
and tell Stanley "Take cover,
Buddy. I'll get these folks out
of here safe and sound." Y'know
we should go back to my place so
I can tell you the rest of the
story.

ANGLE ON THE SHORELINE

Mrs. Peenman is walking along grumbling to herself when she notices The Mask floating to shore with some of the wreckage from the boat.

MRS. PEENMAN

Just look at this mess...

She picks it up out of the surf and The Mask FX theme begins to pound in her head.

Back to Charlie and his Valkyrie.

CHARLIE

So what do you say, sweetheart?
Let's you and me go back to my
place and scramble some eggs.

Suddenly Mrs. Peenman/Mask ZZZIPS up and sweeps Charlie off his feet. She's the most whacked-out Mask creature yet with a huge green Witch Hazel face and Bride of Frankenstein hair.

MRS. PEENMAN/MASK

Hello short dark and handsome!
C'mere and give Momma a kissy-poo!

She starts SMACKING her king-sized lips horribly.

CHARLIE
(terrified)
Yah! Put me down!

She jams a hand down the front of Charlie's pants.

MRS. PEENMAN/MASK
Let's see what caliber pistol
you're packing there, soldier boy!

She gets a grip and squeezes. AHOOGA! AHOOGA! Charlie SCREAMS,
tears himself from her grasp and starts running off down the beach.
Mrs. Peenman RICOCHETS after him hooting laughter.

THE END