

THE MASK

Revised By

Chuck Russell

w/ Jim Carley

**Third Draft
April 21, 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. Cityscape of towering skyscrapers stands in the haze just beyond the crowded beach.

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 girl, 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 girl 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)

I may be a little out of practice, but I'll bet 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, I don't know... this is kind of a personal question.

LISA

That's okay. Go ahead.

CHARLIE

Alright. 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, um... I don't know.

(pauses)

Well... Yeah. I guess I would.

CHARLIE

Lisa, I have terrific news for you.

LISA

What?

CHARLIE

I'm not married! Is this perfect or what? Listen, there's not a lot of women willing to come right out like that and admit they're attracted to a guy, but...

Lisa SLAPS Charlie, turns on her heel, and marches off.

CHARLIE (CONT.)

Jeez... make up your mind.

Stanley gives Charlie the fish eye as he returns.

CHARLIE

Okay, okay. Bad example. Some of these women got so much baggage they need an emotional sky cap. I'll tell you what Stanley, tonight I'm gonna take you on a
(MORE)

CHARLIE (Cont'd)
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 perfect dime. The
dame of dames. 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
Here, let me take that for you.

Charlie clutches her jacket with white knuckles.

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 notices a box of Kleenex on Stanley's desk.

TINA
May I? I'm such a mess.

STANLEY
Oh... of course.

Tina takes out a compact and daintily blots the moisture from her
face.

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.

She twists open a tube of lip gloss and begins to run it across her
incredibly lush lips.

TINA
That's it. It looks like... um.
A young woman riding bareback.
You know, like a Lady Godiva or
something.

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

She slowly runs a finger along Stanley's 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.

She licks her lips and blots them on the Kleenex, leaving a perfect
kiss impression and drops it on Stanley's desk.

TINA
What do you see, Mr. Ipkiess?

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.

CLOSE-UP

as Tina drops her compact back in her shoulder bag and we see her flick a red L.E.D. light on. She carefully adjusts the bag, aiming a tiny CAMERA LENS neatly concealed within 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.
(MORE)

DORIAN (Cont'd)

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 steps out of the cab.

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... 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
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 poster of Tina Carlyle standing by the main entrance that reads "Featuring the Musical Stylings of Miss Tina Carlyle."

STANLEY
Hey, isn't that...

CHARLIE
Right. The wet dream from the
bank.
(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
(waves)
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.

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.

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 one of the two hulking BOUNCERS that guard
the door.

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

Bobby 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.
(to other Bouncer)
Yo Nick! It's me... Charlie!

Nick is also completely oblivious.

STANLEY
Forget it, Charlie. I refuse to stand 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. C'mon man, you want to stand out here all night?

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. Dorian now steps out of the club and begins to check Bobby's list.

STANLEY (CONT.)
I'm with them! Hey, Bobby!

But Bobby is back into his deaf and dumb routine. 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... Stanley. Hi.

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 **SPUTTERING** 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.

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 a haunting "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. You'll do what
I say or I'll drop you back where
I found you, slingin' hash and
dodgin' horny peterbuilt drivers.

TINA
(downs a shot)
Don't push me, Nicky. I might
just 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
(pulls her close)
That's right, baby. C'mere.

Tina slowly leans in for a kiss, her lips softly parted... but 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?

A half dozen 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

A cop chauffeur? I never seen that before. How about 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.

DEATH'S HEAD

(holding up his prize)
See, I only wanted the time! Heh, heh, heh...

All the punkers laugh like the half-wits they are as Death's Head #1 shoves Stanley into Death's Head #2. #2 pushes him across to #3 and so on. Stanley is roughly bounced back and forth more and more violently within the circle of giggling street toughs. He finally breaks free and scrambles to his front door, still reeling with dizziness. He fumbles with the key and SLAMS the door behind him as the Death Heads roar with laughter.

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 laughing it up 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 MILO, a happy little terrier sized mutt with a big heart.

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 tosses the Mask down on his bedside table, pops one of his cherished Tex Avery cartoons into the V.C.R., plops down on his bed and starts to strip off his shoes and socks.

MILO

enters, holding a Frisbee in his mouth.

STANLEY (CONT.)
C'mon, Milo. I'm beat.
(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, and drops it in Stanley's lap.

STANLEY
Easy. This is the best part.

On the screen a cartoon dog ZZZIPS into frame and drops a fizzing stick of dynamite down a bad guy's pants. KA-BOOM! The dog LAUGHS maniacally.

Suddenly there is a POUNDING on the wall that rattles Stanley's framed cartoon cells.

STANLEY (CONT.)
(calls out)
Sorry Mrs. Peenman.

With a sigh, he ejects the tape and a much quieter talk show POPS on. Larry King and a guest.

Stanley rises and crosses into the bathroom to wash up.

ANGLE ON T.V.

King's guest, Dr. Arthur Neuman, is replying to a caller.

DR. NEUMAN

That's correct. The truth is we all wear masks, metaphorically speaking. We repress the id... our darkest desires and hide behind a more socially acceptable image of ourselves in order to cope with the frustrations of our day to day lives.

Stanley's only half listening through the open bathroom door as he brushes his teeth.

STANLEY

Think I'm repressed, Milo?

Stanley tries a couple of fierce expressions in the bathroom mirror, his mouth foaming with toothpaste.

Milo does that doggie-head-cocked-sideways "What the hell?" look.

STANLEY (CONT.)

(half-heartedly)

Nah.

He spits and rinses.

ANGLE ON T.V.

as King wraps it up, displaying the doctor's book.

LARRY KING

The book is "The Masks We Wear," by Dr. Arthur Neuman. Thank you Dr. Neuman.

Stanley pops off the T.V. with his remote.

STANLEY

No thank you, Dr. Neuman.

As he buttons up his P.J.'s, Stanley notices Milo warily sniffing at the strange Mask, which is still lying on the bedside table. A subtle SHIMMER crosses its surface. Milo WHIMPERS and quickly hops down off the bed.

We now begin to hear the "Mask Theme"... echoes of the POUNDING Viking drums... growing louder. Haunting whispery VOICES seem to call to Stanley as he slowly crosses to the bedside. He picks up the Mask and turns it over in his hands running his fingers across the time worn wood. The music builds...

He turns back to the bathroom mirror and slowly raises the Mask to his face. Milo watches apprehensively from beneath the bed.

For an instant -- the MASK SHRINK WRAPS like a vacuum over Stanley's head. We hear the PIERCING MASK SFX.

He SNAPS his bow tie with a crazy gleam in his eyes.

THE MASK (CONT.)
It's party time!

INT. HALLWAY - NIGHT

Trying to be VERY, VERY quiet, The Mask tiptoes down the darkened corridor. The floor makes a barely audible CREEEEK as The Mask steps with exaggerated care past APARTMENT "A" with its little "Quiet Please" sign. He raises a finger to his lip, making the "SHUSH" sign.

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 pulls 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 Mask bounces off the walls as Mrs. Peenman continues to blast away, and finally leaps 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 Punks. He seems to be delighted by their presence, but now that they see his face, they're totally freaked.

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!

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! Eeeeeyaah!

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, looking and 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
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 blasts in the walls.

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.

KELLOWAY
(skeptical)
Is that a fact?

STANLEY
What?

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

KELLOWAY
...Forget it.

He hands Stanley his card.

KELLOWAY (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?

Stanley suddenly notices the clock on the wall.

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

He races into the bedroom.

INT. HALLWAY

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

KELLOWAY
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 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.

EXT. BUILDING

As The Mask flies out into the air, a sudden wind kicks up.

The Mask arcs back toward the building like a boomerang and lands balanced precariously on a narrow ledge. Its mocking grin seems to glow with triumph.

CUT TO:

EXT. RIPLEY'S AUTO FINISHING - DAY

The place looks like it's been hit by cartoon graffiti 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!... Eeh!... 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
It., 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, an attractive young woman in her mid-twenties, 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, still looking rumpled and unshaven, hurriedly takes off his coat and powers up his computer. 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

As a matter of fact, you don't look so good. You got to take better care of yourself, man.

STANLEY
How was the club?

CHARLIE
Are you kidding? It was hotter
than a pistol. 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."

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)
If you weren't so busy ogling
girlie pictures you'd get some
work done around here.

CHARLIE
Ah... 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
directly to my office.

STANLEY
Yes sir, Mr. Dickey.

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

CHARLIE

Look at that little creep. If it wasn't for his Daddy he'd be out somewhere shakin' down school kids for lunch money.

Stanley toys with the Kleenex that bears Tina's lipstick "kiss."

STANLEY

You think she ever will come back, 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 girl 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

(MORE)

PEGGY (Cont'd)
hundreds of women out there who
are looking for a man just like
you.

STANLEY
Are you serious?

PEGGY
Of course. Do you know how hard
it is to find a decent man in this
town? Most of them think monogamy
is some kind of wood.

STANLEY
Why are you covering this story?

PEGGY
They cut my salary. I just can't
make it by on "Dear Peggy"
anymore. The truth is, I want
to be a real reporter and if I
can break this story I know
they'll let me.

(sits closer)
Look Stanley, I know Ripley Auto
is a crooked operation. They may
even have had ties to the Mob.
I'm not out to get you. I just
want the truth.

STANLEY
I wish I knew the truth, Peggy.
I really do.

CUT TO:

EXT. MONKEY'S PAW ENTRANCE - AFTERNOON

A 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.)
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 Gentlemen... we are going to
be in the casino business.

CUT TO:

EXT. STANLEY'S BROWNSTONE - NIGHT

Distant sirens can be heard over the occasional sound of a gunshot.
It's a reasonably peaceful night in Edge City.

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!

The shrink from "The Larry King Show" floats by on a cloud of pipe
smoke.

DR. NEUMAN

We must repress the id... our
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.)

THE MASK

Through his bedroom window, propped up on the fourth story ledge. Its leering grin seems to beckon Stanley as we begin to hear the POUNDING beat of the Mask F.X. theme.

STANLEY

stands transfixed, staring at the moonlit face. He can almost hear echoes of faint whispered VOICES calling his name. A deadly siren song above the pounding drums.

STANLEY
(softly)

No...

He backs away from the window.

E.C.U. - THE MASK

shimmers as the WHISPERS grow louder.

STANLEY

takes a last look at the crumpled picture of Tina in his hand and finally loses control. He bolts from the room.

EXT. BALCONY - NIGHT

Stanley is a driven man as he makes his way out onto the narrow ledge. Milo tugs at his pajama leg, but Stanley kicks him away and climbs out over the edge.

THE LEDGE

Stanley wavers precariously on the crumbling masonry, then catches his balance. His face is bathed in sweat as he gazes at the leering face. F.X. music THUNDERS in his head.

THE MASK
(faint echoes)
Stanley... Stanley.

Stanley tries to steady himself, his eyes transfixed on his prize.

STANLEY
(tense whisper)
Just... one... last... time.

He lurches back out and makes his way one shaky step at a time towards The Mask.

MILO

watches from the apartment window, whimpering softly.

C.U. - THE LEDGE

Narrow masonry begins to crumble.

STANLEY

carefully reaches down, his fingers just brushing The Mask as he teeters out over nothingness. Night traffic whizzes by down below.

THE MASONRY

cracks away.

STANLEY

SCREAMS as he begins to fall, jamming The Mask to his face.

INT. APARTMENT

The window suddenly EXPLODES inwards as the whirling Stanley/Mask tornado bursts into the room. Milo dives for cover.

The tornado scorches the rug as it wheels around the room, then SCREECHES to a halt, revealing The Mask in his full glory. 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 knooooows 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 dippy 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. Bullets tear into the van, blowing out the rear windows.

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.

INT. MONKEY'S PAW

This is the first time we've gotten a good look at the place and it's a real eyeful. CAMERA BOOMS DOWN TO REVEAL its wild tropical decor complete with live exotic birds in huge indoor Banyon trees. WAITRESSES in leopard skin leotards make their way across the crowded dance floor with trays full of oversized tropical drinks.

CAMERA ENDFRAMES as the Hostess seats Dorian at his favorite ringside table and removes the "reserved" sign. 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...aprooove.

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. WWOOOING! He CLAPS both hands on his head to hold it still.

DORIAN'S TABLE

Sweet Eddy looks nervous as hell as he appears beside Dorian.

DORIAN

What the hell are you doing here?

EDDY

We got trouble. You better come 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-peaaaal.

The Audience goes crazy. Tina takes a bow.

Suddenly The Mask ZZZIPPS around the perimeter of the club, 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 Mask produces a conductor's baton from thin air, spins around and magically whips the rest of the band into a frenzy, WAILING out a driving rock 'n roll tune.

Satisfied with the music, The Mask leaps down 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 SHOOTS 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 did this 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.

(MORE)

MASK (Cont'd)

(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 with their guns drawn.

KELLAWAY

Drop it, Tyrel!

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

DORIAN

Hello, Kellaway. 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. You're givin' me
a woodey.

KELLAWAY

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

DORIAN

For once you're on the right track, 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

Then 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 (still flat as a pancake), slides along the wall behind unsuspecting policemen and around the corner to safety.

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 "Mask" character always seems to be wherever you are.

STANLEY

Mask -- who?

LT. KELLAWAY

Don't insult my intelligence, Ipkiss. First, he's spotted in your building, then the bank where you work and now 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.

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

STANLEY

Milo. No!

(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?

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

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.

Kellaway pulls away from Stanley and begins suspiciously SNIFFING the air around him.

LT. KELLAWAY

Wait a second... you smell that?

STANLEY

What?

KELLAWAY

(sniffs)

Bullshit. I hate the smell of bullshit. Don't even think about leaving town, Ipkiss. I'll be in touch.

Kellaway SLAMS 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 we gonna do?

C.U. - VIDEO MONITOR

A replay of the bank robbery, from the bank's grainy videocams. A blurred image of The Mask is visible as he zig-zags around the bank at high speed.

WIDER

Kellaway sips a cup of brackish coffee as Oliveras FREEZE-FRAMES the best image of The Mask. There's a wild-eyed look of glee on his face as he stuffs sacks full of money.

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, 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
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. An open attache case
filled with stacks of money sits before Dorian.

DORIAN
A fifty thousand dollar reward
to the man who finds this "Mask"
character before the cops do.
Get the word out to every street
hustler and low life in 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
C'mon, did it look to you like
I had a choice?

DORIAN
Maybe you did and maybe you
didn't, but I know this, one day
real soon I'm gonna run this town
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 but still functioning, jammed with
worried depositors. Stanley makes his way to his desk, his face pale
and unshaven. Dark circles ring 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 suddenly develops an odd facial TWITCH, then...

STANLEY
(explodes)
Back off Monkey-Boy, before I tell
your daddy how you're running this
branch like it's your own personal
piggy bank! If the I.R.S. saw
some of those files we could
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.
(twitches)
I haven't exactly been myself lately.

For a split second, Stanley's entire face CONTORTS into an alarming Mask-like expression.

CHARLIE
(warily)
...Yeah, well you look like you could use a little R and R there buddy... and as a matter of fact 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
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
Oh, don't worry about me.
(twitches)
I'm fine.

TINA
Are you sure? You look a
little...

STANLEY
I'm just having a little trouble
sleeping is all.
(beat)
I guess you won't want to open
that account after all this...

TINA
I'm not so sure I'll have much
to open an account with anymore.

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
I wish it was 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

(sighs)

I guess I've just 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

So 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 guy, The Mask? Do the cops have a line on him?

STANLEY

I'm not sure. Why are you interested?

TINA

Promise you won't say anything?

STANLEY

Sure.

TINA

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

STANLEY

Really? They say he's pretty weird looking.

TINA

Yeah. He's ugly... but he's kinda cool... y'know, like Mick Jagger.

STANLEY

You really think so?

TINA
Yeah. If you hear anything about
him, would you call me at the
club?

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

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

TINA
What?

STANLEY
The Mask. 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 The Mask and why Dorian Tyrel's willing to pay fifty large to get him.

PEGGY

How do I find this Tyrel?

FIGURE

Careful, sweet meat. You break this story and he just might find you.

CUT TO:

C.U. DORIAN

as he enters...

EXT. JORGENSON'S SMORGASBORD - AFTERNOON

Dorian and Sweet Eddy casually step through the front door of the restaurant's ersatz chalet facade.

INT. SMORGASBORD

Sweet Eddy takes a position by the door as Dorian greets Artie the Swede at a large oak table in the festively decorated smorgasbord.

The Swede is flanked by his gunsels as he's served by a big blonde waitress in a classic peasant girl costume.

SWEDE

Dorian... thanks for coming by, kid.

DORIAN

My pleasure, Swede. It's been too long. I was worried you were still pissed about that little thing with Harry the Hat.

SWEDE

That? It was nothing. He was a pain in my ass anyway. Here, sit down, sit down.

DORIAN

Congratulations on the new casino.

SWEDE

Thanks, but it might be a little too early to celebrate. As a matter of fact that's why I asked you to stop by.

DORIAN

Is that right?

SWEDE

Here... have a little something to eat. That's Svenska meatballs, kid. The real thing.

DORIAN

Thanks.

Dorian starts to eat.

SWEDE

So, I tell you Dorian, it's a terrible shame. I put all my hard work into this beautiful casino and what do you think? All the sudden I got all kinda problems with the city. Big problems. The whole deal could fold.

DORIAN

Maybe I can help you out. I'm expecting to come into a little investment capital shortly. If worse comes to worse and you really need to bail out...

SWEDE

What a sweet guy. Isn't this guy a sweetheart? Thanks for the offer Dorian, but I think maybe I can solve this myself.

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

Sweet Eddy goes for his gun, but one of the Swede's men pops up, jamming a barrel to his temple.

SWEDE (CONT.)

(to Dorian)

Now listen close scumbag! You want to be in business with me? 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:

CLOSE ON: NEWSPAPER HEADLINE

"The Mask Robs Bank - Police Scour The City." It's accompanied by a grainy blow-up of The Mask from the bank video.

A HAND

jams a quarter in the slot, opens the news machine and pulls out the entire stack of papers.

WIDER

to reveal Stanley, still looking pale and desperate as he dumps the entire stack of papers in a nearby garbage can.

He starts to turn away when he notices an ad on the back of the paper for a book... "The Masks We Wear" by Dr. Arthur Neuman, the same man we saw interviewed on "The Larry King Show." The byline reads "The Mysterious Powers of the Identities Within Us."

Stanley rips out the ad and hurries off down the street.

CUT TO:

INT. PSYCHIATRIST'S OFFICE - DAY

C.U. - MASKS... Dozens of them line one wall. Tribal masks. Victorian masks. Ceramic masks. Masks from all countries and cultures.

WIDER

Stanley paces the plush office like a caged animal while Dr. Neuman sits nearby toying with this pipe.

DR. NEUMAN

This is extremely unusual, Mr. Ipkiss. Barging in without an appointment or...

STANLEY

Look, you're the big expert on masks, right? Well I've got an emergency here!
(his face TWITCHES)

DR. NEUMAN

Try to calm yourself. Now this woman you were telling me about, I'm not sure I understand the problem.

STANLEY

I've got a date with the girl of my dreams, only she doesn't know it's me...

Stanley suddenly reaches into his briefcase and pulls out The Mask.

STANLEY (CONT.)
It's this thing!

DR. NEUMAN
(takes The Mask)
Very interesting... looks like
tenth or eleventh century
Scandinavian. Where did you get
this?

STANLEY
(snatches it back)
I found it... or it found me.
I'm not sure. What's the
difference? The problem is it's
ruining my life!

DR. NEUMAN
So you believe this actually
changes you into a different
person?

STANLEY
Yes!
(face TWITCHES)
It's turning me into some kind
of lunatic!
(briefly CONTORTS into
a Mask expression)

DR. NEUMAN
Mr. Ipkiess, please. This is just
obsessional delusion. What you
have here is nothing more than
a piece of wood.

STANLEY
But your book says masks...

DR. NEUMAN
My book uses masks as a metaphor
for our complex personalities.
The masks we must present to the
outside world... to suppress the
id. To protect our innermost
desires.

STANLEY
Yeah, well this one works in
reverse.

DR. NEUMAN
You're going to have to be willing
to work on this delusion or...

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

DR. NEUMAN
Mr. Ipkiss, please! There is no
such thing as a magical mask.

STANLEY
(holds up Mask)
Last chance to hide all dangerous
objects.

DR. NEUMAN
Alright then, go on. 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 stands there like an idiot. Nothing happened. He tries it
on again. Same result.

STANLEY
It didn't work.

DR. NEUMAN
Does that surprise you? The Mask
is nothing but a reflection of
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... What kind of mask
did you say this was?

DR. NEUMAN
Scandinavian. It looks like a
representation of Loki, the Norse
God of Mischief. He supposedly
caused so much trouble that Odin
banished him from Valhalla
forever.

STANLEY
(gasps)
What if he banished him... into
a mask?

DR. NEUMAN
(sighs)
I'm sorry, Mr. Ipkiss, we're out
of time.

STANLEY
But what should I do about my
date?

DR. NEUMAN
Your date?

STANLEY
You know. Tonight. The park.
Tina. Do I go as myself or The
Mask?

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

DR. NEUMAN
Mr. Ipkiss, please. Haven't you
been listening to anything I've
been saying? Go as yourself.
And as The Mask.
(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
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
involved are you with this guy?

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

STANLEY
Oh, really? People close to 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 had 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 sombrerrrrros--!
(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?

PEGGY

(pauses)

Actually... no.

STANLEY

What?

We now hear a door open and footsteps.

PEGGY

(rises)

What took you guys so long? I've been vamping here for twenty minutes.

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.

CAMERA BOOMS DOWN as Peggy's feet disappear between the presses' huge rollers and continues down, down past the whirling gears and hydraulics to finally ENDFRAME on the shute where the newspapers roll out on a conveyor belt.

Headlines in blood red ink now read: "Reporter Killed in Freak Accident" next to a picture of a slightly flattened-looking Peggy, her mouth open in a silent scream.

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 Sgt. Doyle.

LT. KELLAWAY

I still can't believe it.
Hardened cops dancin' in the
streets... and broadcast all over
the ten o'clock news.

DOYLE

The SWAT Team got an offer to open
for Wayne Newton.

LT. KELLAWAY

I'm history. The Captain's going
to have my badge for breakfast.
With a little pension on top.

DOYLE

C'mon Lieutenant, it wasn't your
fault. 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 --

LT. KELLAWAY
...Ipkiss!

STANLEY
I can explain everything...

DOYLE
Don't bother.

Doyle 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. Anymore of your half-baked wisecracks can and will be used against you by me, personally...

STANLEY
You've got to listen to me!

Kellaway and Doyle 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
Right now's not the best time for
me on trusting women.

TINA
I ran out on Dorian last night,
Stanley. I just came to tell you
I'm sorry. Sorry about
everything.

STANLEY
You ran out on him?

TINA
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

As long as he's got the mask,
there's nothing they can do to
stop him anyway. There's nothing
anyone can do.

TINA

There must be some way. 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
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 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 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
bitch 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 see 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

So, ladies and gentlemen 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 peeks from beneath 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

Hold it! I warn you! I'm seriously stressed out here!

KELLAWAY

Easy, Ipkiss. Don't be an idiot. You're in the middle of a police station. There's no way you're just going to walk out of here.

STANLEY

(pauses)
You're right.

Stanley pockets Kellaway's gun while keeping him covered with the guard's gun. He pulls the handcuffs from Kellaway's 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.

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.

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!

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.

EXT. PARKING LOT - POLICE CAR

Milo finally manages to pop the lock and the car door opens. He scurries off towards the casino.

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. BLAM. BLAM. BLAM.

Dorian takes the direct hits. He grins horridly 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. Stanley grabs a Viking shield and protects Tina and himself.

Dorian blows the bullets back at Stanley.

RAT-TAT-TAT-TAT.

They batter the shield. Stanley's knocked backwards from the impact.

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 creep.
 Nobody could replace you, Dorian.
 Nobody!

DORIAN/MASK

If you think a line like that's going to save your life, you're dumber than he is.

TINA

(softly)

Okay. Maybe it's too late. Then all I want is... 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

No! From the real Dorian. The guy I used to love.

(breathy)

Nobody ever kissed me like Dorian Tyrel.

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...

C.U. - TIMER

as it TICKS back to life... 2 - 1 - 0!

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 and leaps into the boat as...

THE LAST TWO PILINGS BLOW UP!

The entire casino floor drops straight down.

THE SHIP SLIDES

straight across the gaming floor towards the huge front doors.

DORIAN

SCREAMS as the boat slides right over him.

EXT. HARBOR - NIGHT

The Viking ship CRASHES through the doors 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!

Milo lets loose a happy "Whoof!" and leaps into Stanley's arms. Stanley removes The Mask with a SCHWOOP and Milo transforms back into a regular dog.

DORIAN
I'll take that.

They turn as DORIAN clamors over the side of the boat. He's got a gun pointed right at them.

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 fizzing, 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 for his life. CAMERA PANS with Mrs. Peenman as she RICOCHETS after him hooting laughter. We ENDFRAME on Stanley and Tina as they watch the bizarre spectacle pass them by. They turn and embrace for a well deserved kiss as Milo yips happily and squirms up between them.

THE END