



Screenplay by

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Based on the Comic Book Series by

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SPELLING FILMS

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EXT. SNAP CITY BLUFF - NIGHT

A full, yellow moon hangs over the bluff that overlooks Snap City Park and the glittering lights of the town beyond. Silhouetted by that moon, we see a MAN.

No features are yet distinguishable, but he walks towards the edge of the bluff with unusual grace. The warm, summer breeze stirs the high grass at his feet -- it grows thickly here, underneath the star-studded night sky.

MAN (V.O.)

I wish I could see myself as a great, romantic figure. Someone to be admired and respected. Loved? I'm aware enough to know what a far cry that wish is. Who am I? Where did I come from? It's all dark to me. Whenever I try to figure out the secret of my past, I can't seem to shake the feeling that I'm like some sad character in a cosmic summer rerun and I'll never get off the "island", or my "five-year mission" will never end.

(beat)

I'm sick. I have to face that one simple fact. Something is very, very wrong with me.

At the edge of the bluff, the man reaches down...

...and plucks a single wild rose from the rich soil.

CUT TO:

EXT. SNAP CITY PARK - NIGHT

It's a gorgeous summer night here in this well-lit park smack in the heart of beautiful Snap City. The park is empty except for...the LADY.

Walking along, purse clutched to her side, obviously nervous -- she's quite a looker.

Suddenly, from all around, she hears the sound of fingers SNAPPING IN UNISON.

Getting louder...closer...

Nervously, she picks up her pace, heading towards the park exit but --

Suddenly, she's surrounded. Three Goateed men. Long sideburns, berets, black mohair sweaters. Yeah, you guessed it, STREET BEATNIKS -- a bizarre anachronism in these modern times.

PINK FLOYD, the leader, moves in. He wears a pink beret on his head.

PINK
Smile high, kitty-kats -- dig this chick.

ARNIE
(to Lady)
What's the rush, little Red Riding Hood? Grandma's house is far, far away...

They move in on her --

LADY
No...

CUT TO:

THE BLUFF

and by now the man has picked an entire bouquet of red roses.

Suddenly, from somewhere in the park he hears a SCREAM.

Reacting instantly, he takes off like a shot, leaping down towards --

THE WALL

that encircles the park. He runs along the top of it, nimble as a cat, then suddenly leaps from the wall into a nearby tree --

He swings around a tree limb like a gymnast on the high bar then rockets through the air, spinning, to grab another limb.

Swiftly moving from tree to tree, like a monkey, he heads towards the direction of the scream as we

CUT TO:

THE LADY

and now she's down on the ground. The Beatniks surround her, tearing off her jewels. Pink holds up her necklace.

PINK
Sparkly sparklers...

The Beatniks CACKLE.

Suddenly, leaping down into frame behind them -- we see the man.

This is the first time we get a good look at him. Of average height and build, there doesn't appear to be anything exceptional about him...except, of course, the costume.

Shocking white with a red, zig-zag exclamation bolt emblazoned on the front, it fits him like a second skin, covering even his face. Only his eyes show through and when they fix on you, they pierce like lasers.

This is the MADMAN of Snap City (his name is FRANK EINSTEIN). He holds a bouquet of red roses.

FRANK
(in disgust)
Street Beatniks.

The beatniks spin and check out his costume.

PINK
Whew! What hullaballo you goin' to,
daddy-O?

ARNIE
Costumes ain't my board-game, dig?

FRANK
Okay, you guys. Why don't you do the
right thing and give the lady back
her jewels.

PINK
Why don't you come get them,
flowerboy?

FRANK
Can't we just settle this without
violence? I have a date tonight.

PINK
You have a date, allright -- a date
with Thumbelina --
(holds up his thumb)
-- and her four little brothers.

He holds up his other four fingers, then clenches them into a fist. The other two guys pull out heavy lengths of chain and, in a flash, the three beatniks dive at Frank, pile on and begin to pummel him.

They pound away at the ground in a cloud of dust when --

FRANK (O.S.)
Don't you think he's probably had
enough?

The beatniks look up to see Frank standing above them on top
of the wall.

ARNIE
Man, that cat's fast like food!

Frank pulls his left hand out from behind him -- revealing a
yo-yo.

He holds it up in front of him then quickly spins through
several hypnotizing tricks -- around the world, walking the
dog, rocking the cradle...

PINK
Dig that!

ARNIE
He should be in the Yo-Yo-lympics!

Suddenly, WHACK! Like the strike of a snake, the yo-yo zings
out, cracks Arnie on the forehead and drops him like a sack
of flour.

WHACK! WHACK! Before there's even time to think, two more
strikes with the Yo-yo and Pink and the other Beatnik
collapse on top of Arnie, unconscious.

FRANK
Next time you have the impulse to
fight...fight the impulse.

Scattered on the ground next to Pink we see three battered,
handwritten journals. This doesn't mean anything now...but
it will later. Promise.

CUT TO:

TWO HANDS

as they reach up from the opposite side of the wall, grab
Frank's ankles and yank him backwards, out of sight!

LADY
Oh, dear!

She runs through the Park exit to see, on the other side of
the wall --

Frank, now cuffed, standing beside two policemen.

LADY

(continuing)

No, officers -- he's the one that saved me! The criminals are back there!

COP 1

Just calm down, missy.

COP 2

We're here for your protection.

Cop 1 turns to Frank, checks out his costume.

COP 1

So...goin' to a costume party, there, fella?

FRANK

No.

The cops glance at each other. This guy might be trouble. They get down to business.

COP 2

Last name.

FRANK

Einstein.

COP 1

Einstein?

COP 2

Oh, like the smart guy.

COP 1

E equals MC squared.

FRANK

(nods)

He's one of Dr. Boiffard's heroes, just like Frank Sinatra. That's why he named me Frank Einstein.

COP 2

Who the hell is Doctor Boiffard?

COP 1

What about the name your momma gave you?

FRANK
(genuinely)
I don't know it.

COP 1 AND 2
Don't know it?

The cops glance at each other again. Uh-oh.

COP 1
You're gonna have to come with us.

FRANK
Wish I could, but I can't.

Frank leaps through his cuffed arms, twists his wrists violently and --

CLINK. The cuffs fall to the ground.

FRANK
(continuing)
I have a date.

CUT TO:

EXT. JOE'S HOUSE - NIGHT

A pretty clapboard surrounded on either side by towering office buildings.

INT. JOE'S HOUSE - BEDROOM - NIGHT

JOSEPHINE LOMBARD (Joe for short) gets ready for a date. She's a hometown girl with a fresh-scrubbed face full of freckles -- cute and sexy and everything a guy could want.

She holds up one dress after another. They all look great but she's not satisfied.

JOE
(looking in mirror)
Nope.
(another dress)
Nope.
(another dress)
Ugh.
(another dress)
Hopeless.

Finally, she comes across a simple pink dress that highlights her red hair and hazel eyes.

She smiles -- that's the one.

CUT TO:

INT. JOE'S HOUSE - LIVING ROOM - NIGHT

Joe, now in the dress, runs down the stairs towards the front door. She almost makes it when --

VOICE (O.S.)

Josephine?

Grimacing a bit, she stops and turns to her FATHER. He looks like Robert Young from "Father Knows Best" -- tweed jacket, receding hairline, smoking a pipe. He eyes her carefully.

JOE'S FATHER

Where are you rushing off to?

JOE

I'm going to meet a friend.

JOE'S FATHER

A friend? Is this friend, by any chance, a boy?

JOE

(sweetly but firmly)

Yes, dad.

JOE'S FATHER

Do I know him?

JOE

I don't think so.

JOE'S FATHER

I might. You'd be surprised at the people I know. What's his name?

CLOSE ON JOE

Suddenly, she realizes that she doesn't know.

JOE

Uh...

CUT TO:

EXT. SNAP CITY STREET - DAY - EARLIER

The sidewalks are packed as a circus parade makes its way down the street -- Arabian horses, elephants, tigers in cages, men on stilts, clowns galore!

The Bewlay Brothers Circus is in town and everyone has turned out to see this colorful promotion.

Joe watches, having a great time. Suddenly, she turns to find herself next to...Frank.

Dressed in his skintight costume with the exclamation bolt on it, Frank seems perfectly at home in the midst of the gaudily dressed circus performers. Frank and Joe's eyes connect. Instant frisson.

FRANK
(taken aback)

Hi.

JOE
(her too)

Hi.

(re: Frank's costume)
Great outfit.

FRANK
(surprised)
Really? You like it?

JOE
Sure. Of course, I love just about everything about the circus.

FRANK
(earnestly)
Oh, me too.

JOE
I can't even imagine what it must be like to live on the road, going from town to town, everyone wants to see you, all the excitement...

FRANK
(wistfully)
Yeah...

JOE
It almost makes me want to join up...Of course, they'd never want me. I don't have any special talent or anything.

FRANK
Gosh, you probably have loads of talent and you just don't know it.

JOE
Trust me, you're looking at the most
talentless person in the world.

FRANK
I don't believe that for a second.

Joe smiles warmly at him.

FRANK
(continuing)
You know, the first show's tonight at
nine.
(shyly)
Would you like to go?

JOE
What, and see you there?

FRANK
Well...yeah.

JOE
I'd love too!

FRANK
Great! See you at nine o'clock then!

JOE
Nine o' clock!

JOE'S FATHER (V.O.)
Don't tell me you don't even know his
name.

CUT TO:

INT. JOE'S HOUSE - LIVING ROOM - NIGHT

CLOSE ON JOE

still in the doorway.

JOE
I, uh...I forgot to ask him.

JOE'S FATHER
Oh, Josephine...
(shakes his head)
Is he a local boy at least?

JOE
He's with the circus.

JOE'S FATHER

The circus?! What does he do?

JOE

I don't know exactly. He wears a kind of a lightning bolt on his costume -- I think maybe he gets shot out of a cannon.

JOE'S FATHER

(aghast)

You're going out with a human cannonball?!

JOE

Oh, I'll be fine, daddy. He seems very sweet. Love you!

She kisses her dad on the cheek then rushes off.

JOE'S FATHER

You be careful tonight! It's a full moon! There's a lotta crazies out there!

CUT TO:

MONTAGE OF FRANK THROUGH SNAP CITY

With an amazing display of acrobatics, Frank (still holding the bouquet of roses) leaps from treetop to treetop --

Down onto the trunk of a moving car --

Off that car to another and then another as he heads to wherever he's going and then --

Off the car and up to a traffic light where he swings around a full 360 degrees and flies through the air towards a --

Fire escape, but instead of using the stairs he climbs up the outside of the escape to the --

Roof, where he runs across the rooftop of this four-story then leaps, hurtling through the air to land, finally --

ON THE BEWLAY BROS. BIG TOP

Frank slides down the sloping tent roof to land with some grace on the grounds of the circus, which is now packed with people.

FRANK'S POV

He spots Joe at the ticket counter. His heart soars at the very sight of her.

CUT TO:

TICKET COUNTER

JOE

One please.

Joe gets a ticket and walks towards the tent as Frank rushes to the counter behind her. He buys a ticket, then follows her inside the tent.

INT. BEWLAY BROS. CIRCUS TENT - NIGHT

Joe sits down on one of the packed bleachers as Frank makes his way up to her.

FRANK

Hi there!

JOE

(surprised)

Hi. It's okay for you to be out here right before the show?

FRANK

(confused)

Sure, why not?

(hands her the roses)

These are for you.

JOE

(delighted)

Oh, they're beautiful! Thank you.
I know this is silly, but I realized
I don't even know your name.

FRANK

Frank. Frank Einstein.

JOE

I'm Joe Lombard.

They shake. Down below, circus hands wheel a giant circus cannon out into view.

FRANK

Oh, look, there's the cannon!

JOE

Boy, it must be soooo scary when they
shoot you out of it!

FRANK
(nods)
Yeah, I bet.

ON JOE

His answer confuses her a little.

JOE
You bet? Then you're not a human
cannonball?

FRANK
Me?! Phew! No way!

JOE
What are you then? An acrobat?

FRANK
Geez, I wish.

JOE
Tiger trainer?

FRANK
(shakes head)
Too scary.

JOE
(a little desperate)
Clown? Roadie? Ticket taker?

FRANK
Nope. Nope. Nope.

JOE
(exasperated)
Then what do you do in the circus?

FRANK
Circus? I'm not in the circus.

CLOSE ON JOE

as she suddenly realizes she's sitting next to a complete
wierdo who runs around town inexplicably dressed in a costume
with an exclamation bolt on it.

JOE
I, uh...I have to go.

She gets up and rushes out.

FRANK
Hey! Joe! Wait!

Frank rushes out after her.

EXT. BEWLAY BROS. CIRCUS - GROUNDS - NIGHT

Frank catches up to her.

JOE
Please...don't hurt me...

FRANK
(stunned)
Gosh, I'm not gonna hurt you! I'd
never hurt you!

She still eyes him in fear, glancing quickly at his costume.

FRANK
(continuing; suddenly
realizing)
Oh...The costume. You probably think
it's pretty weird that I run around
like this, huh?

JOE
(glancing around
nervously)
No. Why would you think that?

FRANK
Just give me two minutes to explain
and then if you don't want to see me
anymore, I'll never bother you
again. Deal?

She nods nervously.

Frank takes a breath -- this isn't easy for him. Finally:

FRANK
(continuing)
Two months ago, I had an accident...

CUT TO:

INT. CAR - NIGHT

Frank drives his Thunderbird down this twisty road, singing
along with "Mr. Tambourine Man" on the radio. He is not in
costume.

FRANK
(singing)
"Hey, Mr. Tambourine Man, sing a song
for me..."

Suddenly, POW! His left rear tire blows out, sending the car into a skid.

Frank desperately tries to control the wheel but --

WHAM! The car slams into a tree, sending Frank headlong through the windshield.

CUT TO:

EXT. BEWLAY BROS. CIRCUS - GROUNDS - NIGHT

Frank continues his story. Joe watches him carefully.

FRANK
When I woke up, I was in the house of
Dr. Udo Boiffard. He rescued me.

CUT TO:

INT. DR. BOIFFARD'S HOUSE - NIGHT

Frank (not in costume, face covered in bandages) sits on a table in the lab of DR. UDO BOIFFARD. He's a big, thick-lipped bald man wearing a lab coat. His skull is large -- almost unnaturally large.

DR. BOIFFARD
(to Frank)
You don't remember anything from
before the accident? Not even your
name?

FRANK
The only thing I remember is driving
down the road, singing Mr. Tambourine
Man.

DR. BOIFFARD
Total Amnesia. How extraordinary!

FRANK (V.O.)
My mind was a clean slate.
Everything I had spent a lifetime to
learn I forgot in that one instant.
So Dr. Boiffard began to reteach me...

CUT TO:

MONTAGE OF FRANK LEARNING

In the space of only two weeks, we see Frank quickly progress in his studies from simple arithmetic all the way up through Advanced Calculus.

DR. BOIFFARD (O.S.)

You're learning at an astonishing rate, Frank. If only I could learn as fast as this!

FRANK

You're pretty smart already, doc. You get any smarter and you won't be able to fit your brain through the door.

ON DR. BOIFFARD

He's injecting something into his tongue with a syringe. As he does, his head almost seems to grow a little (or is that just our imagination?)

DR. BOIFFARD

(injecting his tongue)

You can never be too smart, Frank.
Never...

FRANK (V.O.)

Even though the accident took away my memory, it left me with something unexpected, a bizarre side effect...

CUT TO:

INT. GROCERY STORE - DAY - FLASHBACK

Frank, with Dr. Boiffard, buys groceries. Seeing a cute little boy, Frank pats him on the head but, as soon as he touches him --

Frank gets a psychic flash!

FRANK

(to kid)

Your father's not dead.

KID'S MOTHER

(turning to him,
aghast)

What did you say?

FRANK

He's living in a trailer park in
Florida with a woman named Bubbles.

KID'S MOTHER

(furious)

I knew it! That son-of-a --

FRANK (V.O.)

The psychic flashes started almost
immediately. I only had to touch a
person to see a glimpse of their
past...or their future. But even
though I could see into others, I
still couldn't see into myself. I
didn't know anything about who I was
or where I came from.

CUT TO:

INT. POLICE STATION - DAY

Dr. Boiffard and Frank stand next to a POLICEMAN, who works
a computer.

POLICEMAN

His prints don't match anything in
our files. He's got no social
security number. No driver's
license. No nothing.

(to Frank)

Sorry, pal -- it's like you never
even existed.

FRANK (V.O.)

My past was a mystery. Trying to
figure out who I was just consumed
me. I knew I was very agile, so I
thought maybe I was an acrobat or a
gymnast. I was also good at
fighting -- was I in the army? The
horrible uncertainty tore me apart...

CUT TO:

INT. DR. BOIFFARD'S HOUSE - NIGHT

Frank is curled up in a corner of the room, sweating
profusely, his breathing heavy and labored...

FRANK

(panicked, whispered)

Who am I?...Who am I?...

Dr. Boiffard rushes in and holds him.

DR. BOIFFARD

It's going to be okay, Frank. Don't worry. I'm here. You'll be fine.

FRANK (V.O.)

But I wasn't. The anxiety attacks became more frequent and more severe until, suddenly, one day --

CUT TO:

EXT. USED COMIC BOOK STORE - DAY

Dr. Boiffard and Frank (still dressed in regular street clothes, face partially covered by bandages) pass by the window of a used comic book store. Suddenly, Frank spots something inside --

CLOSE ON

an old comic titled "Mr. Excitement". On the cover is a character dressed in a skintight white outfit with an exclamation bolt on it -- it looks just like Frank's costume.

ON FRANK

Eyes wide, he stares at the comic book in awe.

FRANK

Mr. Excitement...
(turns to Dr.
Boiffard)
I know that!

FRANK (V.O.)

It was the first thing I remembered from before the accident. Something from my childhood. My father had bought me a Mr. Excitement comic book when I was just a kid and I loved it more than anything in the world...

CUT TO:

INT. DR. BOIFFARD'S HOUSE - NIGHT

Using the comic book as a guide, Frank takes a lab suit and creates a Mr. Excitement costume out of it as Dr. Boiffard looks on encouragingly.

DR. BOIFFARD

Not bad, Frank. Who knows, maybe you were a costume designer in your former life?

FRANK (V.O.)

Just wearing the suit made me feel better. The anxiety attacks stopped right away.

CUT TO:

EXT. BEWLAY BROS. CIRCUS - GROUNDS - NIGHT

ON FRANK

wearing that very same Mr. Excitement costume as he talks to Joe.

FRANK

I know it seems completely crazy -- I mean, it even seems crazy to me -- but when I wear it, I feel comfortable. Maybe one day, when I discover who I was, I won't need it any more. But, for now...it's the only link I have to my past.

ON JOE

Astonished. Completely taken aback by Frank's story.

JOE

That's...incredible.

FRANK

Loony is more like it.

JOE

No, it's courageous.

FRANK

You think so? Really?

JOE

I've never met anyone with more courage than you.

There's a nice moment between them and in that moment, Joe accepts Frank totally.

Suddenly, Frank's cellular phone rings.

FRANK
(surprised)
Must be Doctor Boiffard. He's the
only one with the number.

Frank opens the phone.

FRANK
(continuing)
Hiya, doc. What's up?

CUT TO:

INT. DR. BOIFFARD'S OFFICE - NIGHT

Dark. Shadows. Things spilled everywhere -- the result of
a fight.

A shaky hand raises a phone to bloodied lips.

DR. BOIFFARD
(very weak)
Help me, Frank...help me...

The phone drops from his hands as we

CUT TO:

EXT. BEWLAY BROS. CIRCUS - GROUNDS - NIGHT

Frank is frantic.

FRANK
Oh, my God! Doc! Dr. Boiffard!
(turns to Joe)
I'm sorry but I have to go!

JOE
Is everything okay?

FRANK
I sure hope so. Can we postpone our
date till tomorrow night?

JOE
Absolutely! Seven O' Clock at my
place? 35569 Rolling Hills Drive.

FRANK
Got it. Tomorrow night. Cross my
heart and hope to die. See ya.

He gives her a quick kiss on the cheek, then runs off into the night.

CUT TO:

EXT. DR. BOIFFARD'S HOUSE - NIGHT

It's a modest Frank Lloyd Wright style home on a hill with a ramshackle observatory addition -- obviously out of place.

Frank rushes in through the front door.

INT. DR. BOIFFARD'S HOUSE - NIGHT

Frank flicks on the light. Chaos. Books and knickknacks everywhere.

FRANK

Dr. Boiffard?!

No answer. Then -- a sound from the other room.

Frank rushes into the kitchen to see --

Dr. Boiffard...covered in blood.

FRANK

(continuing)

DOC!

With his last ounce of strength, the doctor heaves himself into a large standalone freezer, laying on top of Hungry Man frozen TV dinners and boxes of popsicles.

FRANK

(continuing)

What are you doing?!

DR. BOIFFARD

(in freezer)

Freeze my body...preserve it...

FRANK

What happened to you?

Frank grabs Dr. Boiffard to pull him from the freezer and, the moment he touches him, we

FLASH CUT TO:

INT. DR. BOIFFARD'S HOUSE - NIGHT - EARLIER

This is not a flashback. It's a psychic connection between Frank and Dr. Boiffard -- Frank can see earlier events through Dr. Boiffard's eyes.

DR. BOIFFARD'S POV

as the front door flies open and the Street Beatniks we saw earlier in the park burst in.

FLASH CUT TO:

FRANK - PRESENT

Hands still on Dr. Boiffard, he reacts to the beatniks with shock.

FRANK

Those guys!

FLASH CUT TO:

THE BEATNIKS - PAST

tearing apart the house, looking for something. We're back in Dr. Boiffard's POV.

PINK

Where are they, kitty-kat?!

DR. BOIFFARD

I don't know what you're talking about! Please!

ARNIE

The journals, egghead! Monstadt paid for 'em and he ain't givin' 'em up without a hullaballo!

DR. BOIFFARD

(reacting)

Monstadt! I should have known...

PINK

Hah -- beauty, man!

Pink pulls three battered, handwritten journals from a bookshelf.

DR. BOIFFARD

No! My life's work! You can't!

Dr. Boiffard rushes Pink but -- WHAM! -- Pink backhands him, knocking him to the floor.

PINK
Only thing keeping "can't" from "can"
is a "t".

ARNIE
And an apostrophe.

PINK
(turning on him)
Can it, man!
(to Boiffard)
Goodnight, kitty-kat. Your life's
work is over.

He raises a pistol. POW-POW-POW! Point blank range. Right into Boiffard.

PINK
(continuing; to Arnie
and other beatnik)
Let's make like bananas and split.

The three beatniks head out of the house. As they do:

ARNIE
Heck, daddy-O, that was so easy, we
got time to steal some wing-dings for
ourselves...

They CHUCKLE as they leave and we

FLASH CUT TO:

FRANK - PRESENT

He yanks his hands from Dr. Boiffard. As soon as the physical contact stops, the psychic connection ends. Frank is drained from the ordeal. He catches a breath and then realizes --

FRANK
The park...

CUT TO:

EXT. SNAP CITY PARK - NIGHT

The Beatniks yank the lady's jewels off.

CUT TO:

FRANK

knocking them out with the Yo-Yo.

CUT TO:

PINK

unconscious, Dr. Boiffard's three journals scattered next to him. (See, told you we'd come back to that).

CUT TO:

INT. DR. BOIFFARD'S HOUSE - NIGHT

ON FRANK

FRANK

I had those guys. I could've gotten the journals back if I'd only known.

Frank turns to Dr. Boiffard and lifts him from the freezer.

FRANK

(continuing)

Come on, Doc. I gotta get you to a hospital.

DR. BOIFFARD

(gasping)

Too late. Wounds are mortal. Freeze my body. Preserve it until you find Dr. Flem.

FRANK

Who's Dr. Flem?

DR. BOIFFARD

Only he can help me. Address. On refrigerator. Hurry -- without me, there will be no one to stop Monstadt...

His eyes close.

FRANK

Doc? DOC?!

Frank checks his heart. Nothing. Pounds on his chest. Nope.

He considers the situation...

FRANK

(continuing)

I'll take care of you, Doc. Don't
you worry.

He closes the freezer door over Dr. Boiffard.

CUT TO:

THE REFRIGERATOR

On it is a note that says: "From the Desk of Dr. Udo
Boiffard: Need eggs. Dry Cleaning, tues. 3:00. Dr. Flem --
Abandoned Mine Shack, top of Winsome Way, Buzztown.

FRANK

Buzztown.

CUT TO:

INT. MONSTADT TOWERS - PENTHOUSE - NIGHT

Large. Expensive. A powerful guy lives here.

THE THREE BEATNIKS

stand in a row -- bruised, dirty and beaten. Pink holds
Boiffard's journals.

PINK

Here you go, Daddy-O. Journals --
lickety split.

MONSTADT (O.S.)

Set them on my desk.

We don't see Monstadt yet but his voice is powerful. Pink
rushes to his desk and sets the journals down. He's nervous.

PINK

We square, mon frere?

MONSTADT (O.S.)

Absolutely.

The beatniks turn to go.

MONSTADT (O.S.)

(continuing)

Oh -- one last thing. You didn't, by
any chance, happen to make a little
sidetrip on your way here?

PINK

Whassat?

MONSTADT (O.S.)

To acquire something for yourselves
perhaps? Money. Jewelry.

The beatniks glance at each other -- should they fess up?

PINK

Absolut-a-mente not, Daddy-O.

ARNIE

Doin' that would be the opposite of
right.

PINK

You'd skin us for bongos!

MONSTADT

I see. This is for you --

Monstadt picks up a small, gaily wrapped present from a pile
of presents on his desk. He hands it to the THIRD BEATNIK -
the one who doesn't say anything.

The Third Beatnik takes it.

ARNIE

Hey, why does he get a present?

PINK

You just put the "un" in "unfair".

KA-BOOOM! The present explodes, incinerating the beatnik.

Pink and Arnie stare in awe.

MONSTADT (O.S.)

I just ask because I heard reports
that you took a stroll through the
park on the way home.

PINK

Oh, the park?

ARNIE

Now I remember, we did do that.

PINK

Lookin' for sparkly-sparklers.

ARNIE

Not cool on our part, dig?

MONSTADT (O.S.)

I see. Perhaps, in the future, you
will do what I ask without deviation.

PINK

You the man, Stan!

ARNIE

Hey, Daddy-O -- you put the "King" in
"King Tut".

MONSTADT (O.S.)

Good. Now leave.

They rush out.

ON MONSTADT

For the first time, we get a glimpse of him -- eerily lit by
the flames of the beatnik he incinerated.

Sick and bloated. Eyes -- curiously dead. Totally without
feeling. With one fat, pale hand he caresses the
journals...opens them...stares at the pages lovingly.

MONSTADT

Oh, my dear doctor Boiffard. What
horrors your lovely work shall
unleash...

He LAUGHS MENACINGLY as we

CUT TO:

INT. DR. BOIFFARD'S HOUSE - BOILER ROOM - NIGHT

Frank runs down the kitchen stairs into the dark basement of
Dr. Boiffard's house.

He rushes up to a large furnace, then pulls a lever on it.
Suddenly, the furnace slides aside, revealing --

INT. MOTO-ROOTER TUNNEL - NIGHT

Frank climbs from the basement into this hidden tunnel.
Roughly carved out of rock, a single metal track disappears
down the tunnel into darkness.

Frank throws a switch and lights come on to reveal --

THE MOTO-ROOTER ROCKET CAR

It's a small, strange vehicle that sits on the track. Frank slides back the cockpit bubble and jumps into the vehicle's front seat.

He powers up the car, isolates "Buzztown" on the luminous map inside, chooses it as a destination, then punches the red "GO" button.

WHAAAAAM! Frank is thrown against the seat as the rocket car shoots through the tunnels. Blindingly fast, lights stream past the cockpit window as we rocket through. The effect is hallucinatory, almost beautiful.

Finally, deceleration. Slowing, slowing, then...bump. The rocket car bounces off a bumper at the end of the tunnel. The wall in front of him says "BUZZTOWN".

Frank climbs out of the moto-rooter rocket car, up the ladder and onto

EXT. BUZZTOWN STREETS - NIGHT

ON A MANHOLE COVER

as it's lifted and moved aside by Frank. He pokes his head up to survey his surroundings --

FRANK'S POV

on a bus, zooming right towards him!

As it passes overhead, Frank reaches up, snags the axle and hangs on as the bus yanks him from the tunnel.

CUT TO:

THE BUS

travelling down the road -- Frank now rides on the roof.

Suddenly, Frank leaps off the roof to land at the foot of a mountain path with the agility of a cat, directly in front of a street sign that says "Winsome Way".

He checks the sign against the address from the note on the refrigerator.

ON THE NOTE

"Dr. Flem -- Abandoned Mine Shack, top of Winsome Way, Buzztown."

Satisfied, Frank puts the note away and heads up the path into the hills.

CUT TO:

SOMETHING'S POV

moving through the trees, tracking Frank as he makes his way up the dirt path. It gets closer...closer...

FRANK

senses something. He glances around nervously. Nothing. Then --

CLONE 1

AHHHHHH!!

A deformed creature leaps out of the trees, rushing towards Frank with a hideous shriek! It is humanoid in form, but its skin is bubbly black. Oozing. It's eyes -- wild and deranged.

FRANK

Yikes!

Just as CLONE 1 reaches Frank, a man leaps between them! The man wears a rubber suit that covers everything but his face. His eyes are hidden behind wide goggles.

In his right hand is a sandwich.

MAN

NO! BACK CLONE! BACK!

The clone stops dead, eyes the man warily --

MAN

(continuing; raises
sandwich)

How 'bout a sandwich?! Peanut Butter
and Honey is yummy in your tummy!

The man tosses the sandwich to the side of the path. The clone leaps for it and, as he does, the man pulls out a large net and captures the clone!

The clone struggles ferociously against the net. The man turns to Frank.

MAN

(continuing)

Hold him down if you value your life!

Frank grabs the net and secures the clone as the man pulls a syringe from a case strapped to his hip. Inside the case are three vials labeled: "Experimental Serum 1", "2", and "3".

The man fills the syringe with the vial labeled "Experimental Serum 1".

MAN

(continuing; to clone)

It's going to hurt...now.

He sticks the clone and injects the fluid into it.

A beat...then the clone melts, disintegrating into a puddle of liquid! Floating in the middle is the peanut butter and Honey sandwich.

The man sits back exhaustedly.

MAN

(continuing)

Blast. The first serum is worthless. Tragedy, on a Shakespearian scale no less!

FRANK

(re: clone)

What was that thing?

Suddenly -- CLICK! The man sticks the barrel of a gun against Frank's head.

MAN

You're awfully nosy for a costumed freak wandering in the wilderness. Are you here to steal my work? Were you sent by the Organization?

FRANK

No, nothing like that. I was sent by Dr. Boiffard to find Dr. Flem.

MAN

Flem...Flem...I am Flem!

He tears off his goggles, exposing wild but intelligent blue eyes. This is DR. GILLESPIE FLEM -- tall and gaunt in the face with bushy eyebrows and a long nose accentuated by a bright red goatee beard.

He eyes Frank suspiciously.

DR. FLEM

You say Boiffard sent you?

FRANK

Yes. He told me to find you so you could help him. Right now, he's lying dead in his freezer.

DR. FLEM

(shakes head)

He's so careless. How did this happen?

FRANK

He was killed by some beatniks who broke in and stole his journals.

DR. FLEM

(eyes narrowing)

Were these beatniks sent by a man named...Monstadt?

FRANK

(surprised)

Hey, that's right.

Flem shakes his head sadly.

DR. FLEM

I feared this would happen. Boiffard and I were working on a project together, funded by Monstadt, but I left when I saw the evil deeds Monstadt was capable of. I urged Boiffard to leave with me but he wouldn't listen to reason. He had become obsessed with the work and Monstadt's limitless funding. In retrospect, many poor decisions have been made.

FRANK

I'll say.

DR. FLEM

And who are you, my costumed friend?

FRANK

Frank Einstein.

Flem is shocked.

DR. FLEM

You are Frank Einstein?!

FRANK

That's right.

Dr. Flem begins to inspect Frank, touching him the way a butcher touches meat.

DR. FLEM

Fascinating. Extraordinary! I had hoped to one day see you. Do you know what happened to you, son? Has Dr. Boiffard explained things?

FRANK

No. I can't remember anything before a couple months ago.

DR. FLEM

Well, that's to be expected, considering what you went through! Oh, what a fine specimen! What an extraordinary accomplishment!

FRANK

(getting excited)

You know who I am?

DR. FLEM

Of course.

FRANK

You gotta tell me!

DR. FLEM

All in good time. First, we have more critical things to attend to -- like the life of our friend, the good Dr. Boiffard.

FRANK

(a little let down)

I guess you're right.

(noticing something)

Hey, what's that on your neck?

ON FLEM'S NECK

A black boil seems to creep up from underneath Flem's rubber protective suit. Flem touches it and his eyes go wide.

DR. FLEM

Blast! The infection is spreading!
Follow me!

Frank follows Flem up the mountain path to --

EXT. MOUNTAIN CABIN - DAY

A small shack tucked away in the woods next to a deserted mineshaft.

Flem and Frank enter.

INT. MOUNTAIN CABIN - DAY

Messy and cluttered, it's filled with scientific equipment. Flem immediately begins to strip off his rubber suit.

DR. FLEM

(to Frank)

In that cabinet you should find some chemically treated bandages. Throw them to me. They will slow the spread of the infection.

Frank rummages through the cabinet and finds the bandages. He turns to give them to Flem and gasps at what he sees.

Flem, now naked, is covered in the same black boils we saw on the runaway clone! Only his face is untouched by the infection that is slowly creeping up his neck.

DR. FLEM

(continuing)

The bandages! Now!

Frank throws him the bandages. Flem immediately begins to wrap himself like a mummy from the neck down. As he does:

DR. FLEM

(continuing)

My research took me in a different direction than Boiffard -- cloning. But something went terribly wrong. The clones were fine at first but then the abnormal cell growth began. They became insane. Deranged! One of them bit me in the leg, passing the infection on to me. I'm close to developing an anti-serum but the one I tried on that clone just now was an obvious misfire. I have two more serums to test on the remaining two clones, but first we must capture them -- they have taken refuge in the abandoned tin mine.

FRANK

Can I help?

DR. FLEM

Of course! But you must do exactly
what I tell you, without question!
Can you do that?!

FRANK

Sure.

Dr. Flem reaches in a cabinet and pulls out a large jar
filled with glowing green solution. He hands it to Frank.

DR. FLEM

This solution must be diluted with
three parts water.

FRANK

Okay.

DR. FLEM

Then, you must follow these
instructions precisely --

Dr. Flem quickly writes down a series of instructions on a
sheet of paper. As he does:

DR. FLEM

(continuing)

Any deviation will result in complete
and utter disaster.

FRANK

No problem. I'm good at directions.
What do we do first?

DR. FLEM

First --

(turns to him)

-- you must sever my head from my
body!

Beat.

FRANK

Okey-doke.

CUT TO:

EXT. MOUNTAIN CABIN - DAY

Dr. Flem lays with his neck outstretched across the stump of
a tree. Beneath his head is a bucket.

Frank stands above him, holding an axe.

FRANK

Last chance to change your mind, Dr.
Flem.

DR. FLEM

There must be no more hesistation!
We must arrest the infection before
it spreads to my head and all is lost!

FRANK

Okay.

WHACK! Frank chops off Flem's head with one mighty swing.

Flem's head falls into the bucket.

Frank picks up the bucket and races inside with it.

FRANK

(continuing; mumbling
to himself)

Man, this is nuts...this is
nuts...this is nuts...

CUT TO:

INT. MOUNTAIN CABIN - DAY

Frank reads the written instructions Flem left for him. He's
having some trouble.

FRANK

I gotta tell ya', Dr. Flem, your
handwriting isn't the easiest to
read...

Taking a breath, Frank goes to work and we begin the --

HEAD PRESERVATION MONTAGE

Frank dilutes the solution with water --

Bolts a metal plate with two antennae-like receptors onto the
exposed part of Flem's neck (completely covering the gory
stuff) --

Places Flem's severed head into the jar --

Fills the jar with the diluted solution --

Screws the cap on, then --

FRANK
(continuing)
This should do it, Dr. Flem.

Frank jolts the jar with electricity from a wall socket, then turns on a radio receiver.

FRANK
(continuing; into
receiver)
Dr. Flem? Dr. Flem? Can you hear me?

No movement. No response.

FRANK
(continuing; getting
panicky)
DR. FLEM?! Oh no, I've killed a man
in cold blood! I let this nut talk
me into chopping off his head!

Suddenly, bubbles come from Flem's mouth.

FLEM'S SEVERED HEAD
Excellent work, Frank!

FRANK
Dr. Flem! You're alive!

FLEM'S SEVERED HEAD
Yes. Science is a mysterious and
beautiful thing.

FRANK
Boy, I'll say.

FLEM'S SEVERED HEAD
Now -- time to catch a clone.

CUT TO:

EXT. ABANDONED TIN MINE - DAY

The entrance to the mine tunnel is large enough to admit Dr. Flem's golf cart, which waits just outside.

Frank (carrying the jar containing Flem's head) climbs into the cart and they head into the darkness of the tunnel.

INT. ABANDONED TIN MINE - DAY

As they drive through the tunnels:

FRANK

Are you sure I can't use my flashlight?

FLEM'S SEVERED HEAD

It would only alert them to our presence. Your eyes will adjust in time.

FRANK

Out of curiosity, how do you figure we're gonna capture these clones?

FLEM'S SEVERED HEAD

Through guile, courage and those Peanut Butter and Honey sandwiches I had you make.

Frank glances at the Peanut Butter and Honey sandwiches that are stored in an open pouch which is slung around his neck.

FRANK

They really like those, huh?

FLEM'S SEVERED HEAD

Of course! They are clones of myself, so it's their favorite as well as mine.

FRANK

What do you suppose they're doing with all their spare time?

FLEM'S SEVERED HEAD

Valuable information I don't have. The negative aspect of the cloning process is the almost instant creation and growth of a human adult. This, of course, makes a creature that is emotionally confused. In need of guidance.

FRANK

Their decaying bodies can't be helping their confidence either.

FLEM'S SEVERED HEAD

A very keen observation, my friend. Lack of self-esteem is at the root of many of society's problems.

Suddenly -- the golf cart plunges off the end of a cliff!

FRANK AND FLEM

AHHHHH!

Acting quickly, Frank (holding onto the jar with Flem's head) leaps from the golf cart and onto --

A LARGE MOCK-UP OF THE PLANET MERCURY!

It hangs suspended by wire from the ceiling of this gigantic cavern. The golf cart plunges out of sight to smash on the distant rocks below.

Frank, clinging to the mock-up of Mercury, stares in awe at the rest of the cavern.

FRANK

Wowee -- looks like you've got some pretty creative clones.

ON THE CAVERN

The clones have created not just Mercury, but all the planets in our solar system. They are suspended from the ceiling by wire. It's an awesome, incredible sight.

FLEM'S SEVERED HEAD

(staring in
wonderment)

Curious behavior indeed! They had shown an intense interest in astronomy but I never dreamed they would be so industrious!

WOMAN (O.S.)

Eeeee! Help me! Help!

FRANK

Sounds like a lady in trouble.

FLEM'S SEVERED HEAD

Look, Frank! Over there, clinging to the rings of Saturn --

FRANK'S POV

A WOMAN hangs there in a torn dress. She's stunning. A supermodel. Now in a great deal of distress.

WOMAN

You've got to help me! They kidnapped me!

FRANK

Don't worry! I'll be right over!

(to Dr. Flem)

Hold on, Dr. Flem. Here we go!

Frank starts swinging Mercury on its tether.

As soon as it swings close enough to Venus, he leaps to Venus. He starts swinging Venus until it swings close enough to Earth, which he then leaps to.

In this way, Frank makes his way over to Saturn.

Balancing precariously (and still holding Flem's severed head) he walks around the ring of Saturn to where the woman is dangling.

FRANK

(continuing)

Don't worry, miss. I got ya'...

WOMAN

I can't hold on much longer!

FRANK

Almost there...almost there...

Frank reaches out for her but the woman slips and --

WHACK! Frank catches her by the hand before she plummets into the abyss. He hoists her up.

WOMAN

Thank you so much. I thought I was done for!

Suddenly -- SHRIEKING! The group turns to see --

THE TWO DISEASED CLONES

standing on Pluto at the far end of the Cavern.

WOMAN

(continuing)

Oh no! There they are!

The clones make their way towards our group (in the same manner that Frank used).

FLEM'S SEVERED HEAD

Frank, we must flee! We're in their element now -- we should only face them once we're firmly back on terra firma!

FRANK
Good thinkin'.

Frank, carrying both the woman and Dr. Flem's head, leaps back across the planets, towards the mineshaft with the clones in hot pursuit.

Finally, they arrive at the planet Mercury. The swing of the tether brings them close to the place where the golf cart fell over the cliff.

FRANK
(continuing; to woman)
Ready to jump?

WOMAN
I don't think I can!

FRANK
You have to! Here we go --
one...two...three!

Too afraid, she doesn't jump. Frank looks back --
The approaching clones are only one planet away!

FRANK
(continuing)
Okay. The rule is you're supposed to jump on three, so you really gotta do it now. Ready?

Nervously, she nods her head.

FRANK
(continuing)
Okay, one...two...three!

She jumps, hits the cliff edge, almost falls but manages to hang on and scramble up.

FRANK
(continuing)
Good job!

FLEM'S SEVERED HEAD
Frank, look out!

WHACK!

One of the clones grabs Frank's shoulder -- they've made it to Mercury!

FRANK

Yikes!

Frank leaps forward to get away from them, then holds up Dr. Flem's severed head, still in the glass jar.

FRANK

(continuing)

Hang on, Dr. Flem! This might be scary.

(to the woman)

Ready to catch him?!

FLEM'S SEVERED HEAD

(in shock)

Catch me?!

WOMAN

I'm not very good at catching!

FLEM'S SEVERED HEAD

Did you hear that, Frank?! She's not very good at catching!

FRANK

You'll be fine. Here he comes!

As the clones move in on Frank, he flings Dr. Flem's head (still in the glass jar) over to the woman.

ON THE JAR

It spins through the air to land in the woman's hands --

-- and then slips out!

CRASH! The jar shatters on the rock floor! The fluid pours out. Flem's severed head gasps for air like a trout on dry land.

WOMAN

Oh, no! I told you I was a bad catch!

FRANK

Sheesh! You're not kiddin'...

Frank throws down a Peanut Butter and Honey sandwich, which the two clones immediately devour.

While they're occupied, he leaps off Mercury to the cliff and picks up Dr. Flem's severed head by the hair.

FRANK
(continuing)
You okay, Dr. Flem?

DR. FLEM
(gasping)
I've...been...better...

Frank turns to the clones (who have now eaten the sandwich).
He holds up another one.

FRANK
Come on, guys! More where that came
from!

The clones HOWL ENTHUSIASTICALLY and leap for the cliff as
the woman and Frank (still holding Flem's severed head by the
hair) run through the darkness towards the tunnel exit,
pursued by the HOWLING CLONES.

EXT. MOUTH OF TUNNEL - DAY

The woman and Frank rush out into the light.

FRANK
(to the lady)
Can you do me a big favor?

WOMAN
Sure.

FRANK
Okay. First, take his head --

Frank tosses Dr. Flem's severed head to her.

WOMAN
(catching it with
severe distaste)
Ewww...

FRANK
Then, I need you to go to the sink in
there and --

CUT TO:

INT. MOUNTAIN CABIN - DAY

ON THE SINK

as the woman finishes filling it with warm water, then she
adds some of the green stuff in the jar.

WOMAN

Hope I mixed it right.

She throws Dr. Flem's head in the sink.

Dr. Flem greedily gulps down the solution...then he smiles, bubbles flowing from his mouth.

Over the radio receiver, we hear him speak.

FLEM'S SEVERED HEAD

Where am I?

WOMAN

You're in the sink. I'm sorry I dropped your jar.

FLEM'S SEVERED HEAD

That's alright. I'm sure you were under a great deal of stress. Where is Frank?

WOMAN

The guy in the costume? He's trying to catch those clones.

FLEM'S SEVERED HEAD

Excellent! For the sake of both myself and Dr. Boiffard we must hope he succeeds.

WOMAN

Who's Dr. Boiffard?

FLEM'S SEVERED HEAD

A colleague of mine. Unfortunately, he's dead right now.

WOMAN

The clones are gonna help that?

FLEM'S SEVERED HEAD

No. The clones are going to help me, then I'm going to help Dr. Boiffard by bringing him back to life.

WOMAN

But you're just a head.

FLEM'S SEVERED HEAD

Never underestimate the power of a head, young lady!
(more)

FLEM'S SEVERED HEAD (cont'd)
I wonder if I could trouble you to
put a couple aspirins in the sink --
I've got a terrible migraine.

WOMAN
You think you've got a migraine? You
haven't been hanging from Saturn all
day, being groped by diseased clones.

FLEM'S SEVERED HEAD
Life is pain. The aspirin please.

As she goes to get aspirin we

CUT TO:

EXT. TUNNEL ENTRANCE - DAY

ON THE TWO CLONES

rushing towards Frank, HOWLING HUNGRILY.

FRANK
Come on, guys --
(pulls out a sandwich)
Peanut butter and honey is yummy in
your tummy!

Just before they get to him, he tosses the sandwich between
them.

They lunge for it and, as soon as they near each other --

WHACK! Frank lashes out with his Yo-Yo!

It spins around the two clones several times, tying them
together, tightly binding them face-to-face.

They HOWL sadly, struggling to escape but it's no use --
they're caught.

FRANK
(continuing)
Don't worry guys. We're gonna try to
help you.

Using the string of the Yo-Yo like a leash, Frank leads the
ferociously fighting clones back to

INT. MOUNTAIN CABIN - DAY

As Frank enters with the clones, the woman immediately
shrinks away, frightened.

FRANK

Don't worry. They can't get you.
They're all tied up.

ON DR. FLEM'S SEVERED HEAD

still in the sink.

FLEM'S SEVERED HEAD

Is that you, Frank?

FRANK

Sure is, Dr. Flem. I've got those
clones you wanted.

FLEM'S SEVERED HEAD

Excellent work! I wonder if you
could put me somewhere where I might
be able to see better.

FRANK

No problem.

CUT TO:

Frank scooping the tropical fish out of a fish tank with a
little net. He places the fish in a small jar. As he does:

FRANK

(to the woman)

Do you like fish? I do. It's like
having your own little kingdom and
you're the king --

FLEM'S SEVERED HEAD

(hurrying him)

Frank --

FRANK

All set, Dr. Flem. Here we go --

Frank dumps some of the green solution into the tank, then
places Dr. Flem's head inside it.

Flem takes a few breaths.

FRANK

(continuing)

Better?

FLEM'S SEVERED HEAD

Very much. Let's proceed with the
operation.

(more)

FLEM'S SEVERED HEAD (cont'd)
I've narrowed down the antidote to
one of two mixtures. Try the first
one.

FRANK
Okey-doke.

Frank takes Dr. Flem's syringe, fills it full of
"Experimental Serum 2" and then injects it into one of the
clone's arms.

Everyone watches with expectation...

Unfortunately, the clone disintegrates like the first one,
melting into a puddle.

FLEM'S SEVERED HEAD
Alright then -- I've narrowed it
down to one.

ON THE REMAINING CLONE

The melting of the first clone left slack in the Yo-Yo string
that bound them together. The remaining clone climbs out of
the string and, HOWLING, begins to run, pell-mell, around the
room!

CLONE 2
YiYiYiYiYiYiYiYiYi...

FLEM'S SEVERED HEAD
Quickly, Frank --

Frank tackles the clone!

FRANK
(to the woman)
I'll hold him down while you inject
him with the last serum!

She fills the syringe with "Experimental Serum 3", then
rushes up and injects the last clone with the last serum.

Everyone steps back and watches expectantly.

Suddenly, the boils on the clone begin to disappear. First
at the feet, then spreading up towards the head.

FRANK
(continuing)
Dr. Flem -- it's working!

And it is! The boils quickly dissolve away until nothing is left but a perfect looking duplicate of Dr. Flem.

The Dr. Flem Clone opens its eyes and looks at the Severed head of the real Dr. Flem in the fishtank.

DR. FLEM CLONE

Doctor.

FLEM'S SEVERED HEAD

Good to see you whole, my friend!

DR. FLEM CLONE

Thank you. Good to be whole.

(looking around)

Excellent work everyone! You are all to be congratulated.

The clone turns to the woman.

DR. FLEM CLONE

(continuing)

I sincerely hope we didn't cause you too much distress.

WOMAN

You know, you clones shouldn't oughta be runnin' around like that, abducting women.

DR. FLEM CLONE

I agree wholeheartedly. What's your name?

WOMAN

(with a smile)

Bonnie Clobberhouse.

DR. FLEM CLONE

(flirtatiously)

Well, it's quite a pleasure to meet you, Bonnie.

BONNIE

(flirting back)

Same here.

ON FRANK AND FLEM'S SEVERED HEAD

FRANK

(sotto, to the head)

Am I reading this right or is your clone makin' time with her.

FLEM'S SEVERED HEAD
So? She's very attractive...

ON DR. FLEM'S CLONE

He turns to Flem's severed head.

DR. FLEM CLONE
Gillespie, I wonder if I might ask --
did you use the E. Plantagenes theory
of reconstruction in your creation of
the antidote?

FLEM'S SEVERED HEAD
Yes, with a dash of Libertini's
fourth rule of cellular reunification
thrown in for good measure.

DR. FLEM CLONE
Ahh. Brilliant. Brilliant.

Suddenly, on the top of the clone's head, a boil reforms.

FRANK
Dr. Flem -- look!

FLEM'S SEVERED HEAD
(seeing it)
Oh, no! I should have known!

Dr. Flem's Clone touches its head. The boils rapidly begin
to multiply, spreading down the cheeks.

DR. FLEM CLONE
The abnormal cells are multiplying!

FLEM'S SEVERED HEAD
Stupid me! I never took Hoyle's
mutation corollary into account!

DR. FLEM CLONE
An understandable oversight,
considering the complexity of the
work.

FRANK
Can anything be done?

FLEM'S HEAD AND CLONE
(in unison)
Nothing!

DR. FLEM CLONE
(thinking quickly)
Unless...
(turns to Frank)
Can you do what I tell you, without
question?!

ON FRANK

He shrugs.

FRANK
Sure.

CUT TO:

EXT. MOUNTAIN CABIN - DAY

Dr. Flem's Clone lays with his head on the chopping block.
Almost his entire head is now consumed with boils.

Frank stands above him with the axe.

FRANK
Are you really sure about this?

DR. FLEM CLONE
There must be no more hesitation --
you must sever my head from my body
before the infection spreads!
Quickly, son -- you must hurry!

FRANK
Okey-doke.

WHACK! Frank chops the Clone's head off. It lands in the
bucket in front of the stump with a clang.

With some effort, Frank carries the headless body back to the
cabin.

FRANK
(continuing)
What a day...

INT. MOUNTAIN CABIN - DAY

Frank enters with the body.

FLEM'S SEVERED HEAD
A man of great character, he was --
sacrificing his head for my body. I
will long remember him.

FRANK
So will I.

WHAM! Frank throws the headless body on a table.

FRANK
(continuing)
What now?

FLEM'S SEVERED HEAD
I have given our good ladyfriend here explicit, detailed instructions on the procedure that you will perform. You must follow them exactly. Any deviation will result in complete and utter disaster.

Frank takes a breath.

FRANK
Okay.
(turns to Bonnie)
Let's get started.

With that, we begin the

ATTACHMENT OF FLEM'S HEAD TO HIS CLONE'S BODY MONTAGE

It's serious, difficult work. Bonnie assists expertly.

A tense hour passes, then two. Finally:

ON DR. FLEM

His head is now attached to the clone's body. A thick, leather collar holds it in place, covering his entire neck.

FRANK
(continuing)
Dr. Flem...you okay...?

Dr. Flem's eyes pop open. He sits up. Jumps off the table. Moves around experimentally.

FRANK
(continuing)
Well?

DR. FLEM
It's astounding! I feel fantastic!

FRANK
Any pain at all?

DR. FLEM
None whatsoever!
(to Frank)
Young man, you've done more for me
than I could ever ask.

FRANK
Aw, gee, thanks.

DR. FLEM
(turns to Bonnie)
And you, young lady -- your aid in
this time of crisis was invaluable.

BONNIE
(brightening)
Really?

DR. FLEM
In fact, I would like to offer you a
job as my lab assistant. If you were
to take it, I would be honored.

BONNIE
(flirtatiously)
You know, I've always had a thing for
red haired men...

DR. FLEM
(conspiratorially)
Mine's completely natural.

BONNIE
(smiles)
I know.
(Flem blushes)
Count me in.

DR. FLEM
Excellent. Our first assignment
awaits us!
(turns to Frank)
What say we go to Snap City and bring
our old friend, Dr. Boiffard, back to
life?!

CUT TO:

INT. MOTO-ROOTER TUNNEL - DAY

The moto-rooter car shoots down the tunnel with blinding
speed until finally slowing...slowing...then stopping gently
against the bumper at the end of the tunnel. The wall reads:
"SNAP CITY".

INT. DR. BOIFFARD'S HOUSE - NIGHT

Frank, Dr. Flem and Bonnie step out.

FRANK

He's in the freezer. Follow me.

CUT TO:

THE FREEZER

Frank opens it to reveal Dr. Boiffard -- frozen stiff as a popsicle.

DR. FLEM

He looks well-preserved. I expect no difficulties.

(to Bonnie)

Help me carry him to the operating table.

(to Frank)

Frank, there are some supplies I'll need you to procure...

CUT TO:

INT. GROCERY STORE - DAY

Frank rushes down the aisle with a list of things to get. He grabs a strange assortment of items from the shelves and tosses them in the cart as we

CUT TO:

INT. DR. BOIFFARD'S LAB - NIGHT

CLOSE ON A PILE OF ODDS AND ENDS

as Frank dumps them next to the operating table. He picks through a couple things.

FRANK

Sugar, salt, flour...you know, if it wasn't for the thumb tacks, nine-volt battery and Hot Wheel tracks, you'd think we were going to make a cake.

MOVE TO REVEAL

Dr. Flem, hooking the now-thawed body of Dr. Boiffard to THE MACHINE -- large, complicated and obviously homemade.

DR. FLEM
Not cake. Today...WE MAKE LIFE!

DISSOLVE TO:

Frank playing with his Yo-Yo as, behind him, we see Dr. Flem and Bonnie busily using gadgets, adjusting dials, basically doing what they need to in order to reanimate the very dead Dr. Boiffard.

Finally --

DR. FLEM
Frank, I need your help.

FRANK
(glad to be of use)
Sure thing!

Frank bounds over. Dr. Flem gives him a syringe.

DR. FLEM
When I tell you to, inject this entire dose of re-agent directly into Boiffard's heart where I've marked it.

FRANK
Okay.

Frank sticks the needle in. Dr. Flem moves to the large piece of equipment and grabs onto a lever.

DR. FLEM
Ready...set...NOW!

Dr. Flem pulls the lever as Frank injects the re-agent!

Electricity courses through Boiffard's body!

Suddenly, Boiffard sits bolt upright, eyes wide, staring straight ahead!

DR. BOIFFARD
WooWooWooWooWooWoo...

BONNIE
He sounds like Curly from the Three Stooges.

DR. FLEM
That's to be expected.

Then, Dr. Boiffard's eyes clear and he looks around, trying to get a sense of his surroundings.

DR. BOIFFARD

Dr. Flem? Frank? What's happened?

DR. FLEM

You died, Udo. Frank put your body in a freezer and summoned me. I used our technique to reanimate you.

DR. BOIFFARD

Yes, I remember now. Thank you, Gillespie!

DR. FLEM

Don't thank me -- thank Frank. He's the real hero here.

FRANK

(embarrassed)

Aw, it was nothin...

DR. FLEM

On the contrary. It was quite a lot.

(to Boiffard)

And you have a large debt of gratitude to repay.

DR. BOIFFARD

Of course.

(he turns to Frank)

Anything within my power, I'll gladly do for you, Frank.

DR. FLEM

I know of one thing he'd like...

(to Frank)

Tell us, Frank -- what do you want, more than anything else in the world?

FRANK

To know what happened to me, who I really am -- but Dr. Boiffard can't help with that. We've already tried to find out.

Boiffard glances nervously at Flem.

DR. FLEM

You've got to tell him sometime, Udo. He can't be kept in the dark forever.

FRANK

What are you talking about?

Boiffard considers this...then SIGHS.

DR. BOIFFARD

The night of your accident, Frank.
There's...there's something I never
told you about it...

CUT TO:

EXT. STREET OUTSIDE BOIFFARD'S HOUSE - NIGHT - PAST

Frank (not in costume) drives down the street in his
Thunderbird, singing along with the radio...

FRANK

(singing)

Hey, Mr. Tambourine Man, sing a song
for me...

Suddenly, his tire blows out, he desperately tries to control
the car but -- WHAM!

The car skids off the road and slams into a tree head on!

Frank flies through the windshield and hits the tree with
massive impact.

CLOSE ON FRANK

His face is destroyed. His neck hangs at a strange angle.
He breathes in...breathes out...breathes in...then, suddenly,
stops.

His eyes roll up in their sockets, canted skyward, unmoving.

CUT TO:

FRANK - IN BOIFFARD'S LAB - PRESENT

He's stunned.

FRANK

What are you saying? Are you saying
I didn't survive?! Are you saying I
died in that accident?!

DR. BOIFFARD

Dr. Flem and I had been working on
our technique to resurrect the
dead -- but we had not yet found a
corpse to try it on.

CUT TO:

EXT. STREET OUTSIDE BOIFFARD'S HOUSE - NIGHT - FLASHBACK

Dr. Boiffard drives around the corner and sees the accident. He pulls over next to the wrecked car on this dark, deserted stretch of highway.

Seeing the corpse of Frank, Boiffard eagerly begins to remove him from the wreckage.

DR. BOIFFARD (V.O.)

Dr. Flem wisely had left the project just days before, upset with the actions of our benefactor, a certain Mr. Monstadt. I, however, refused to give up. And when I saw your body lying there, completely lifeless, well...I simply couldn't resist.

CUT TO:

INT. DR. BOIFFARD'S LAB - NIGHT - FLASHBACK

Dr. Boiffard goes about resurrecting the body of Frank in exactly the way that Dr. Flem just resurrected Boiffard's body.

DR. BOIFFARD (O.S.)

I knew it could work...should work.
I had tested it on animals...but
never on a person. This was to be
the ultimate test.

Dr. Boiffard pulls the lever as he injects the re-agent into Frank's heart.

Electricity courses!

Frank sits bolt upright. Stares straight ahead.

FRANK

WooWooWooWooWooWooWoo...

DR. BOIFFARD (O.S.)

It worked! The procedure worked!

CUT TO:

BOIFFARD - PRESENT

He turns to Frank.

DR. BOIFFARD

Within days of your resurrection, I called Dr. Flem to tell him of our success. He was enthusiastic but already at work on a different method for achieving eternal life.

DR. FLEM

Cloning. It went badly awry.

DR. BOIFFARD

(turning to him)

Really? What happened?

DR. FLEM

Another time. Finish your story.

DR. BOIFFARD

(turns back to Frank)

There's not much more to tell, I'm afraid. You were like a child. You could remember nothing of your past. I felt responsible for you. I took you in, tried to take care of you to the best of my ability.

FRANK

How is it you can remember your past but I can't?

DR. BOIFFARD

(shrugs)

Don't know. The procedure is still very experimental. It has only been tried twice, both times with different results -- you gained psychic abilities and I retained my memory. With such an untested process, who knows what kinds of side-effects may occur and at what date?

ON FRANK

his eyes go wide.

FRANK

Date! I almost forgot -- I have a date tonight!

DR. BOIFFARD

You can't go on a date, we have much to discuss!

(more)

DR. BOIFFARD (cont'd)
Monstadt is in possession of the
journals which detail my secrets to
reanimating the dead! We must get
them back before he --

DR. FLEM
(interrupting him)
-- We will deal with that later.
Frank, go. You deserve it --
you've had a very hard day.

DR. BOIFFARD
But --

DR. FLEM
We can talk to Frank about Monstadt
later -- over dinner.

FRANK
Well, I was actually gonna take Joe
out for eats.

DR. FLEM
Bring her back to the lab. I'll cook.

FRANK
Gee, I don't know Dr. Flem. She's
kinda...normal. She doesn't know
about any of this. I don't want her
to get wierded out.

DR. FLEM
(insulted)
By who? Us?!

ON DR. BOIFFARD

He is injecting something into his tongue with a syringe.

DR. FLEM
(continuing; seeing
him --)
DAMMIT, UDO! Is that the brain
expansion formula again!

DR. BOIFFARD
(tongue stuck out)
Yeth. Tho what?

DR. FLEM
So your head's already as big as a
watermelon!
(more)

DR. FLEM (cont'd)

You need to go easy on that stuff or
it'll turn your brain into mush.

DR. BOIFFARD

Leave me alone. Who are you, my
mother?

DR. FLEM

(sighs, turns to
Frank)

Just bring the girl back here. Don't
worry. Everything'll be fine.
(smiles kindly)
Trust me.

Frank considers, then:

FRANK

Okay. Just remember -- she means
everything to me.

Flem and Boiffard nod. Frank runs off.

DR. FLEM

How far do you imagine Monstadt has
gotten with your journals?

DR. BOIFFARD

Impossible to know. I only hope he
has been unable to build...the
machine.

CUT TO:

THE MACHINE

Large, complicated, clearly handmade -- it looks very similar
to the one we saw in Dr. Boiffard's lab.

PULL BACK TO REVEAL

that we're actually in

INT. MONSTADT TOWERS - LAB - NIGHT

Monstadt eyes the machine with great joy as technicians
perform last minute operations on it.

He turns to Arnie and Pink -- the two remaining beatniks.

MONSTADT

Boiffard was a fool for being so meticulous in his notes. If this machine reanimates the dead the way he claims, my glorious dream will remain a dream no longer...

PINK

What glorious dream is that, Mr. M?

MONSTADT

Shut-up, you filthy beatnik! That's for me to know and you never to know!

PINK

Oh.

TECHNICIAN

It's ready, Mr. Monstadt.

MONSTADT

Excellent! Now we only need a corpse to try it on.

CLOSE ON ARNIE

He stares at Monstadt quizzically.

ARNIE

Where we gonna cop a corpse, Mr. Monstadt?

Monstadt smiles.

CUT TO:

EXT. MONSTADT TOWERS - ROOF - NIGHT

Fifty stories up.

ON MONSTADT

He holds Arnie in his powerful hands by the scruff of the neck. With the swiftness of a lion, he rushes Arnie to the edge of the roof and throws him over!

WE FOLLOW ARNIE

Falling...falling...arms pinwheeling...

ARNIE

AHHHHHHHHHH!!!!

Until -- SPLAT!

Right into the pavement fifty stories below. Pedestrians crowd around, staring in awe.

CLOSE ON MONSTADT

looking down from the roof. He turns to Pink -- the only remaining beatnik.

MONSTADT

Collect your friend. It's time to put Boiffard's machine to the test...

Pink, stunned, rushes off as we

CUT TO:

EXT. JOE'S HOUSE - NIGHT

Frank rushes around to the side of the house, climbs up the rose trellis outside Joe's room and knocks on her window.

Joe opens it, thrilled to see him.

JOE

Hi, Frank! C'mon in.

Frank climbs in.

JOE

(continuing)

How was your day?

FRANK

Kinda busy. Yours?

JOE

Great...but I missed you.

FRANK

(sincerely)

I missed you too.

JOE

So, where do you want to go tonight?

FRANK

Well, I thought if you haven't had dinner...

(gulps)

I know a place.

CUT TO:

INT. DR. BOIFFARD'S HOUSE - NIGHT

The front door opens to reveal both doctors, smiling broadly. They're a bizarre sight -- Flem with the leather collar that attaches his head to his body and Boiffard, who's head is now the size of a small watermelon. The ridges of his brain are displayed clearly through his thin, almost translucent scalp.

DR. FLEM

Welcome! Welcome! Do come in!

REVERSE TO SEE

Frank and Joe. Joe is relaxed and eager to meet the two doctors.

Frank, however, is a total wreck.

JOE

(to Dr. Flem)

Hi. I'm Joe Lombard. Are you Doctor Boiffard?

DR. BOIFFARD

He's not Boiffard! I'm Boiffard! Me! .

JOE

(shakes his hand)

Well, it's very nice to meet you.
Thank you for taking such good care
of Frank.

DR. BOIFFARD

It was my pleasure.

DR. FLEM

And I am Doctor Flem. Enchanted, my
dear young lady.

JOE

(shakes his hand)

Nice to meet you, Doctor.

DR. BOIFFARD

Please, come in! Come in!

Joe and Frank enter. Joe walks in ahead, looking around Boiffard's house.

Flem pulls Frank aside.

DR. FLEM

(sotto to Frank)

Are you okay?

FRANK

Just please, please don't be wierd.

DR. FLEM

No one's being wierd but you. Now calm down.

Joe turns to them.

JOE

What is that delicious smell?

DR. FLEM

(with a smile)

Ahh, my specialty --

CUT TO:

A BOWL OF GOULASH

being carried to a large dinner table by Bonnie.

The table has been set up in the middle of the lab. The Doctors have covered the equipment with sheets. Candles and flowers abound. Their effort is actually kind of charming.

DR. FLEM

Goulash! Everyone loves Goulash!

BONNIE

I know I certainly do.

She sets the bowl down, exposing a generous amount of cleavage.

Joe eyes her, a little jealous.

JOE

Frank, who's this?

FRANK

This is Bonnie. Bonnie, this is Joe Lombard.

JOE

(a little cool)

Nice to meet you.

BONNIE

(cool back)

Same here.

FRANK
(nervous)
Bonnie is Dr. Flem's new lab
assistant.

JOE
Oh, really?
(to Bonnie)
How long have you been working here?

BONNIE
Just since today.

JOE
Was your first day's work interesting?

BONNIE
Helping Frank reattach Dr. Flem's
head to his body was kind of
interesting.

JOE
(did she hear that
right?)
I'm sorry -- what was that?

FRANK
Hey, let's get into that goulash!
Frank frantically starts spooning it out.

JOE
Wait a minute.
(to Dr. Flem)
Did she say your head actually came
off your body?

DR. FLEM
(eating goulash)
Yep.

JOE
How did that happen?

DR. FLEM
(nods to Frank)
Frank chopped it off.

JOE
Frank chopped off your head?!

DR. FLEM
(waves it away)
Long story.

FRANK

And not a very interesting one.
Let's eat.

JOE

Actually, it sounds extremely
interesting.

BONNIE

See, what happened was, Dr. Flem made
these clones of himself and they were
diseased and they kidnapped me.

JOE

You were kidnapped by diseased clones?

DR. FLEM

They did not kidnap you.

BONNIE

Well then what was I doing hanging
from the rings of Jupiter?

DR. FLEM

It wasn't Jupiter, it was Saturn!
Jupiter doesn't have rings!

JOE

You were on Saturn?

FRANK

Not the real Saturn. Just a paper-
mache one.

BONNIE

Whatever. My point is, I was still
kidnapped by your clones.

DR. FLEM

You may have thought you were
kidnapped but in reality the clones
were simply suffering from a severe
lack of maternal affection!

JOE

What does that have to do with why
Frank chopped off your head?

DR. FLEM

(turning to Dr.
Boiffard)

DAMMIT, UDO!

ON DR. BOIFFARD

He is injecting the brain expansion formula into his tongue while sitting at the dinner table.

DR. BOIFFARD

Wha...?

DR. FLEM

What did I tell you about that?!

DR. BOIFFARD

I can do it if I want.

DR. FLEM

You could have at least excused yourself from the table!

DR. BOIFFARD

(in rapture)

Yes...YES...I can feel my brain growing!

He's right -- in fact, we can actually see his brain expanding!

JOE

What's happening to him?

DR. FLEM

He's been injecting himself for months with a brain expansion formula he created.

DR. BOIFFARD

There's nothing wrong with wanting to be smarter!

DR. FLEM

There is if your head becomes the size of a beach ball!

Dr. Boiffard's eyes suddenly roll up into his head and he starts BABBLING SCIENTIFIC NONSENSE while writing formulae across the white tablecloth with a pen.

DR. FLEM

(continuing)

I feared this would happen.

(to Boiffard)

Udo! UDO! Snap out of it!

DR. BOIFFARD

(as if waking up)

Wha...what?

DR. FLEM

You've taken too much of the drug.
Look --

He points to the tablecloth with the formula scrawled on it.

DR. BOIFFARD

I did that?

DR. FLEM

Just a moment ago.

DR. BOIFFARD

(studying the formula)
Why...it's brilliant!

FRANK

(desperate)
Could we all please just eat?

DR. FLEM

Of course.

(to Joe)

I hope you don't mind if we discuss
a little business while we do.

JOE . . .

Not at all.

DR. FLEM

Good. The question before us
is...what are we to do about Monstadt?

CUT TO:

INT. MONSTADT TOWERS - LAB - NIGHT

The dead body of Arnie lays on the table, hooked to The
Machine. Several TECHNICIANS check dials and gauges.

Monstadt, crazed with excitement, finishes reading the last
line in the last journal, then turns to Pink.

MONSTADT

You must do exactly as I say. You
must inject the re-agent directly
into his heart on the count of three!

PINK

(near tears)

Arnie sure was one hep cat. I hope
this brings him back, I doodly-do.

Monstadt grabs the lever on the machine --

MONSTADT

Get ready -- One...Two...THREE!

Pink injects the re-agent as Monstadt pulls down on the lever.
Lights flash! Electricity courses! Bells and whistles as --
Arnie's eyes snap open!

MONSTADT

(continuing)

It works...it works...IT WORKS!

PINK

(to Arnie)

How you doin', kitty-kat? Feelin'
bouncy?

Arnie opens his mouth to say something...but a strange thing happens.

His mouth opens wider...wider..

Then his face and body begin to morph...changing...growing...

MONSTADT

(horrified)

What's happening?!

PINK

Is this normal, man?

MONSTADT

No it's not normal you goateed
buffoon! It's very much the opposite
of normal!

Suddenly -- WHAM! The thing that was Arnie stands up on the operating table. It's quite large now -- maybe seven feet tall.

PINK

(to the Arnie-Thing)

Whatsa' matter, kitty-kat? You don't
look so good.

The Arnie-Thing looks around -- then leaps off the table with astonishing speed! It's a wave of flesh, constantly changing, the consistency of putty.

WHAM! Its entire body enfolds one of the stunned Technician with the quickness of a cat.

Almost instantly, the Technician is gone -- completely enveloped by the Arnie-Thing.

Moments later, the Arnie-Thing grows in size...

PINK

(continuing)

Uh-Oh. I don't dig this scene.

MONSTADT

Get security in here! Now!

Monstadt's security men rush in with rifles. BAM-BAM-BAM!
They unload round after round into the Arnie-Thing!

The bullets seem to have no effect. They slam into the Arnie-Thing and stick as though hitting thick mud.

MONSTADT

(continuing)

Morons!

Monstadt turns and grabs a fire extinguisher from the wall as --

-- the Arnie-Thing nears him!

Monstadt turns on the fire extinguisher just as the Arnie-Thing leaps for him! Luckily, the foam of the extinguisher drives the Arnie-Thing back!

Monstadt pursues the Arnie-Thing until he drives it out of the room and into --

INT. MONSTADT TOWERS - HALLWAY - NIGHT

With an incredible burst of speed, the Arnie-Thing races down the hall to get away from Monstadt and the fire extinguisher.

ON MONSTADT

Seething and tired, he turns to Pink who approaches from the lab.

PINK

What happened, Mr. Monstadt? You upside-down them directions?

MONSTADT

No, I didn't follow the directions wrong, you idiot in a beret!
Boiffard must have written some of the instructions in code. We'll need him to break it.

PINK

But the Big B is visiting the Pearly gates, Mr. Monstadt. You told us to off him.

MONSTADT

Oh, Boiffard isn't dead. He's far too clever for that.

PINK

I stopped his clock with three in the heart, I surely did.

MONSTADT

He may have died...but I doubt he stayed dead. Get some men. Go to his lab. If he truly is deceased... then bring me back his head.

PINK

And what if he's still rosy cheeks?

MONSTADT

Then bring the rest of him as well.

CUT TO:

INT. DR. BOIFFARD'S LAB - NIGHT

As they eat:

DR. FLEM

The way we see it, by now it is possible that Monstadt could have built the Machine.

JOE

What machine?

BONNIE

The machine that brings dead people back to life.

DR. BOIFFARD

Life! LIFE!

Everyone stares at him.

DR. BOIFFARD

(continuing)

Sorry.

DR. FLEM

But even if he's created the machine,
he won't be able to use it because
Boiffard wrote the formula for the re-
agent in code. To make it work
properly, Monstadt will need his
translation...

CUT TO:

EXT. DR. BOIFFARD'S HOUSE - NIGHT

Pink, leading several of Monstadt's goons, sidles up to Dr.
Boiffard's house.

Suddenly, he smells something.

PINK

Do my ears deceive me...or does that
smell like goulash?

Quickly, he scurries up a drainpipe to peer in through a
dirty second story window.

PINK'S POV

He sees the dinner party taking place down below.

CLOSE ON BOIFFARD

He's injecting himself in the tongue. His brain is now huge.

PINK

(continuing)

So you are alive you big-headed, hep
cat.

CUT TO:

INT. DR. BOIFFARD'S HOUSE - NIGHT

Flem turns to Boiffard

DR. FLEM

Udo, do you think -- DAMMIT!

He sees Boiffard injecting himself in the tongue again.

DR. BOIFFARD

Wha --

DR. FLEM
(snatching the
syringe away)
You...have had...ENOUGH! Do you
understand me?

Boiffard's eyes roll up into his head and he begins scrawling
formulae on the tablecloth again.

FRANK
What can we do for him?

DR. FLEM
Nothing. The drug wears off over
time. Right now, we have more
critical matters to attend to. We
must be certain Monstadt doesn't
discover the actual formula or he'll
be able to resurrect the dead, like
we did with Frank.

JOE
WHAT?!

Frank, stunned, drops his head to the table with a THUMP.

FRANK
I can't believe you just said that.

DR. FLEM
Oh, no -- I'm terribly sorry, Frank.

JOE
(to Frank)
You were dead?

DR. FLEM
It's true, I'm afraid. Car accident.
Dr. Boiffard revived him with our
formula.

FRANK
Oh, boy...

JOE
(to Frank, in
disbelief)
You mean to say, you were dead.
Completely dead.

FRANK
(defeated)
I guess...

JOE

And they brought you back from the grave?

FRANK

I know it's a lot to take...

JOE

Whew, I'll say.

(considers, then:)

If all that's true...

(turns to Dr. Flem

and Dr. Boiffard)

...then you two are my heros.

FRANK

(stunned)

They are?

JOE

Sure. They saved your life, Frank.

FRANK

It doesn't bother you that I was dead before?

JOE

A little...but it would bother me a whole lot more if you were dead now.

FRANK

(super excited)

Really?!

Suddenly, all the lights go out.

CUT TO:

EXT. DR. BOIFFARD'S HOUSE - NIGHT

ON PINK

He's just cut the main power lines to the house.

PINK

(to the goons)

Let's make a big noise, boys. Bruise some skin.

CUT TO:

INT. DR. BOIFFARD'S LAB - NIGHT

Total chaos as the goons rush in. In the flickering candle light (the only light that remains) we see a massive fight.

Chairs fly! Fists Swing! Chaos and fury for several seconds until --

The lights come back on. The goons are gone.

DR. FLEM

The emergency generator must have kicked in. Is everyone alright?

Suddenly, Joe realizes --

JOE

Dr. Boiffard?! He's gone!

ON DR. BOIFFARD'S CHAIR

Empty. He's been taken.

CUT TO:

EXT. STREET OUTSIDE BOIFFARD'S HOUSE - NIGHT

Pink and the goons stuff the babbling Dr. Boiffard into the back of a white van, slam the doors then climb in the front.

PINK

(to Boiffard, in the back)

Sit tight, Doc -- We're goin' on a little trippy trip.

The van PEELS OUT as --

Frank rushes out of the house after it. He runs with everything he's got, almost catching it as it slows down to make a corner but he loses it completely when it accelerates on a straightaway.

Finally, when the van is completely out of sight, Frank stops chasing it -- frustrated and exhausted.

CUT TO:

INT. DR. BOIFFARD'S LAB - NIGHT

Frank, OUT OF BREATH, rushes back in.

FRANK

They've got him!

DR. FLEM

It must be Monstadt. He wants the
formula for the re-agent decoded.
He's obsessed with it.

JOE

Why?

CLOSE ON FLEM

eyes narrowing.

DR. FLEM

Valuable information I don't have.

CUT TO:

EXT. MONSTADT TOWERS - NIGHT - EST.

A black Tower -- dark and very imposing.

INT. MONSTADT'S OFFICE - NIGHT

Boiffard sits tied to a chair in Monstadt's office. He's
INCOHERENTLY BABBLING SCIENTIFIC FORMULAS.

MONSTADT

You can stop the game, Doctor. I
know you understand me. I want the
formula...the correct formula.

DR. BOIFFARD

(babbling)

Three times speed of light...inverse
ratios...Pi...a cylinder...

MONSTADT

I know you died and were brought back
to life. If you will not voluntarily
tell me the formula, I will have you
cut open, I will have every piece of
you studied and I will reverse-
engineer the formula. Either way, I
will have that formula.

(leans in close)

Now...what's it to be...?

DR. BOIFFARD

Density...9.831 earth gravity...the
face of God...

MONSTADT

Allright, then...I see you've made
your choice.

(to his goons)

Take him away.

The goons haul off Dr. Boiffard.

Monstadt walks to his desk, hits a button. A panel in the wall slides aside to reveal a hidden chamber. We can't quite see what's inside -- whatever it is, it's shrouded in mist.

Then, as the mist begins to clear, we see the outline of a human body.

MONSTADT

(continuing)

Don't worry, my master. Soon, I will
bring you back...

CUT TO:

EXT. SIDE STREET BY MONSTADT TOWERS - NIGHT

An old cadillac convertible pulls up on this dark, deserted side street close to Monstadt Towers. Inside the car we see Frank, Joe and Dr. Flem (who's driving).

Flem turns off the car.

JOE

(to Frank)

You be careful now. I don't want
anything else bad to happen to you.

FRANK

Don't worry, I'll be fine.

DR. FLEM

We'll wait here for you. When you've
retrieved Boiffard, give a shout and
I'll pull up so you can jump in.

FRANK

Okey-Doke.

Joe leans over and gives Frank a quick kiss.

JOE

For luck.

FRANK

(smiles)

I'm already lucky.

He runs off towards the Towers.

CUT TO:

EXT. MONSTADT TOWERS - TRUCK BAY - NIGHT

Trucks are unloaded at this rear entrance into Monstadt Towers by BURLY WORKERS. Smooth as silk, Frank slips inside, unnoticed.

CUT TO:

INT. MONSTADT TOWERS - LOBBY - NIGHT

Two TECHNICIANS wait for the elevator in the lobby of the building. Technician 2 holds a straight-jacket.

TECHNICIAN 1

You think it's really gonna work?

TECHNICIAN 2

Sure. You reduce someone to their DNA, you can figure out anything about them.

DING! The elevator arrives, the doors open and they enter.

INT. MONSTADT TOWERS - ELEVATOR - NIGHT

Technician 1 hits the button for the fiftieth floor.

TECHNICIAN 1

Seems weird to cut up a genius like Dr. Boiffard. I mean, he was one of the reasons I got into science in the first place.

TECHNICIAN 2

He's still serving science...just in a different way.

They LAUGH and, as they do, we

MOVE UP THROUGH THE ROOF OF THE ELEVATOR

and into --

INT. MONSTADT TOWERS - ELEVATOR SHAFT - NIGHT

Riding on top of the elevator as it ascends up the shaft is Frank. He has been listening to the whole conversation with a grimace.

Arriving at the fiftieth floor, the Elevator DINGS and opens.

FRANK'S POV

on the men in the car beneath him.

TECHNICIAN 1
Time to go get the doc.

They exit and walk down the hall as the elevator doors close and the elevator descends but --

FRANK

clings to the wall of the shaft like a human fly. Just above the now closed elevator doors we see an air duct -- extremely dusty.

Frank climbs into it.

INT. MONSTADT TOWERS - AIR DUCT - NIGHT

Looking down through the vents, Frank sees the technicians heading for a particular room. He follows the duct to that room and looks down into it.

FRANK'S POV

Dr. Boiffard, brain still huge, sits in this white room, BABBLING INCOHERENTLY. With a magic marker, he has covered one entire wall with incomprehensible formulae.

FRANK
(calling down to him)
Dr. Boiffard! Don't worry, it's me,
Frank -- I'm here to help you!

Dr. Boiffard, in his own world, doesn't answer.

Suddenly, the doors open and the technicians enter.

TECHNICIAN 1
Let's go, Doc.

TECHNICIAN 2
(unfolding straight-jacket)
You don't give us a hard time, we
don't give you a hard time.

As they near Boiffard, suddenly the air conditioning turns on and air starts flowing through the vents -- stirring up the dust.

ON FRANK

trying not to sneeze. He struggles valiently but, finally --

FRANK

AAAAA-CHOOOO!

ON THE TECHNICIANS

Immediately, they look up at the ceiling.

TECHNICIAN 2

There's someone in the vents!

Technician 1 takes out his walkie talkie.

TECHNICIAN 1

(into walkie talkie)

We have an intruder in the air ducts
on the penthouse level!

CUT TO:

INT. MONSTADT TOWERS - SECURITY OFFICE - NIGHT

A SECURITY SERGEANT monitors the call from the Technician.
He turns to a SECURITY DEPUTY.

SECURITY SERGEANT

Release the dogs.

CUT TO:

INT. MONSTADT TOWERS - AIR DUCT - NIGHT

Suddenly, a panel slides aside and THREE VICIOUS DOBERMANS
run into the air vents! They immediately target Frank and
rush towards him, SNAPPING and DROOLING!

FRANK

Uh-oh. Good dogs...

But they're not. They rush towards him, fangs bared, drool
dripping from their snouts.

Frank scrambles away from them. He's fast...

They're faster.

Suddenly, Frank arrives at a dead end -- a vent blocks his
path.

The dogs gain...gain...and just as they're about to get him -

Frank shoves open the vent and falls down into --

INT. MONSTADT TOWERS - PENTHOUSE - NIGHT

Pink closes the vent door, locking the Dobermans inside as Frank (now dirty and dusty) shakily stands to see --

Monstadt, staring at him with eyes narrowed.

MONSTADT

And who might you be, my little
costumed friend?

PINK

(recognizing him)
Hey, I know him! He was that madman
who Yo-Yoed us in the park!

FRANK

(to Pink)
How's it goin', Stinky?

PINK

You're the stinky one, Stinkyhead!

FRANK

No one's more stinky than you!

PINK

You're super-stinky!

MONSTADT

Enough! You're both Stinky!
Everyone's Stinky!

Beat.

FRANK

(mumbling)
He's stinkier...

MONSTADT

(to Frank)
I said shut-up! Your position is
precarious enough. What are you
doing here?

FRANK

(fearless)
I came to save Dr. Boiffard.

MONSTADT

Oh, really?

FRANK

If you give him to me...I'll let you live.

Monstadt considers this...then BURSTS INTO LAUGHTER. He turns to Pink.

MONSTADT

Go subdue that lunatic.

PINK

(warily)

What? Now?

MONSTADT

Yes, now! Of course now!

PINK

(very nervous)

He's, uh, he's one tough cat, Mr. Monstadt.

Suddenly, Monstadt snatches Pink by the collar and pulls him close.

MONSTADT

Go over there and subdue him...or I'll subdue you. And you won't like that, I assure you.

Pink turns to Frank, very nervously.

HIS POV ON FRANK

Frank stands there. Calm. Assured.

FRANK

(baiting him)

Come on.

(beat)

Stinky.

Enraged, Pink rushes him but --

WHACK! Out comes the Yo-Yo! It connects with Pink's head, dropping him instantly.

PINK

Owww. He did it again...

Pink, clutching his head, crawls away.

Monstadt SIGHS.

MONSTADT

(to Pink)

You disappoint me. I hate having to deal with these things myself.

Monstadt pulls a gun. Aims it at Frank, who stands completely unprotected against a blank wall -- a duck in a shooting gallery.

PINK

Shoot him, Mr. Monstadt! Kill him!

Monstadt shoots at Frank.

Frank dodges the bullets -- leaping, flying, somersaults, backflips -- not a single bullet so much as grazes him.

MONSTADT

(getting angry)

Damn you! Stand still!

Finally, CLICK. CLICK. CLICK.

The gun's empty. Monstadt throws it away angrily.

PINK

See. He's an asshole!

FRANK

You're the asshole, ya' big stinky muffin.

PINK

Don't call me a muffin!

Frank starts walking towards Monstadt, somewhat threateningly.

FRANK

Now give me Dr. Boiffard...or you won't like what's gonna happen next.

Monstadt seems strangely calm.

MONSTADT

Neither will you...to them.

Monstadt points. In the doorway, we see Joe and Dr. Flem held at gunpoint by Monstadt's guards.

FRANK

Joe!

GUARD

We captured them lurking outside the building.

DR. FLEM

We weren't "lurking". We were sitting.

GUARD

I fail to see the difference.

DR. FLEM

The two words have entirely different connotations, you imbecile!

MONSTADT

(interrupted them)

My dear Doctor Flem. What a pleasure it is to see you again.

DR. FLEM

I wish I could say the same, Monstadt.

MONSTADT

Your timing is fortuitous. I was just about to have Dr. Boiffard reduced to his essence to determine the secret of your re-agent but now that you're here, I'm sure we can avoid that nastiness altogether.

FRANK

He'll never tell you the formula.

Monstadt turns to Pink.

MONSTADT

(re: Frank)

He looks cold. Give him a jacket.

Pink turns to Technician 2 (who has the straight-jacket they were going to put on Boiffard). They move in on Frank.

MONSTADT

(continuing; to Frank)

And no funny business -- or your girlfriend will suffer the consequences.

Gritting his teeth, Frank allows himself to be straightjacketed.

When they're done:

MONSTADT
(continuing)
Excellent. Now --
(to Pink)
Take the costumed freak and the girl
up to the lab...and kill them.

FRANK
What?!

DR. FLEM
No...

MONSTADT
(to Flem)
You had better be forthcoming with
that formula, Gillespie...if you want
to bring your friends back to life.

CUT TO:

INT. MONSTADT TOWERS - LAB - NIGHT

ON JOE AND FRANK

both strapped to seats next to The Machine.

Pink stands in front of them with a gun.

PINK
(using gun as pointer)
Eenie, meanie, miny, moe --
Who's gonna be the first to go?

The gun rests on Frank.

JOE
Don't shoot him. Shoot me.

FRANK
No, me! The gun landed on me!

JOE
(to Frank)
I couldn't live without you.

FRANK
(to Joe)
A day without you is a day I don't
want to see.

PINK

Aww, cork that bottle. You're both givin' me a case of the sweets. But before I off either of you...

(leans in close to Frank)

I want to see what's under that mask.

FRANK

(eyes wide)

No...please...

Pink glances at Joe, then realizes:

PINK

She's never seen your face before, has she kitty-kat?

FRANK

Please...don't...

JOE

I won't look, Frank. I promise.

PINK

Oh, you'll look...or I'll pop him right now.

With tears in her eyes, Joe turns to Frank.

JOE

I'm sorry, Frank.

PINK

Get ready, Betty Boop -- I got a feeling we're about to see something I wouldn't feed to my dog.

Pink grabs Frank's mask. The goons around him lean in close to get a good look.

A beat, then Pink yanks the mask off!

FRANK'S POV

on the men staring at him. Almost in perfect unison, their faces register shock and horror so complete it seems to chill their very souls!

PINK

(continuing)

My GOD! It's...It's YOU!!!!

ON FRANK

For the first time we see his face. It's bad but by no means horrific -- pale, deep set eyes, scars running crisscross.

He turns to Pink in shock.

FRANK

You know me?

PINK

(panicking)

You just...you stay right there!

Suddenly, Frank twists and turns violently and -- SNAP! -- the buckles to the straightjacket pop open!

The Goons flip out!

GOON 1

NO! NO! HELP US!!!

GOON 2

HE'S LOOSE! HE'S LOOSE!

GOON 3

(breaking down into
tears)

PLEASE DON'T KILL US! OH, GOD,
PLEASE!

GOON 4

AHHHHHHHH!

The goons run, SHRIEKING, from the room.

ON PINK

crying now as well, backing away from Frank towards the door.

PINK

I'm sorry...I'm so sorry...please
don't kill me...please...

FRANK

Who am I?! WHO AM I?!

PINK

I didn't mean it...I didn't mean none
of it, Mr. Zane...Spare me, please...

SOBBING HYSTERICALLY, Pink rushes out of the room, leaving Frank and Joe alone.

FRANK

Mr. Zane? They know who I am.

JOE

They seemed pretty scared of you.

FRANK

That's because they think I'm hideous.

JOE

I don't, Frank. I think you're beautiful.

FRANK

(touched)

Gosh, I think you're beautiful, too.

JOE

Why don't you untie me and we'll go help Dr. Flem and Dr. Boiffard?

FRANK

Oh, right...

He quickly begins to untie her as we

CUT TO: .

INT. MONSTADT TOWERS - PENTHOUSE - NIGHT

Monstadt finishes writing down the formula Dr. Flem has just given him.

MONSTADT

Excellent. Quite brilliant, really.

DR. FLEM

Now that you've got it, shouldn't you bring Frank and Joe back to life.

MONSTADT

Why would I want to do that?

DR. FLEM

Why? Because you promised!

MONSTADT

Fine. Then I give you permission to sing "liar, liar pants on fire".

DR. FLEM

(trying a different tact)

How do you know I gave you the right formula? Maybe I lied.

MONSTADT

Not with your friends lives at stake,
you didn't.

DR. FLEM

Shouldn't you test it anyway? Bring
them back to life just to make sure?

MONSTADT

You're so boringly predictable,
Gillespie. They are dead now and
they will stay dead. Don't worry,
though. I won't let you leave empty
handed. As a small token of my
gratitude, I have a...present...for
you.

Monstadt reaches over and takes a small, gaily wrapped
present from the pile of presents on his desk (we will
remember that this is the same kind of present that
incinerated the third beatnik earlier).

MONSTADT

(continuing)

Thanks for everything.

Monstadt tosses the present to Dr. Flem, who catches it.

DR. FLEM

I don't want anything from you.

Flem tosses it back to Monstadt.

ON MONSTADT

His eyes go wide!

MONSTADT

Oh, shiiii --

KA-BOOM! The present explodes right in front of Monstadt,
incinerating him completely...

...or at least the outside of him. The explosion burned away
Monstadt's skin to reveal a gleaming, mechanical robot
underneath!

Red glowing eyes. Steel claws. A walking nightmare.

This is the ROBOT MONSTADT.

DR. FLEM

(aghast)

My God...Monstadt...

ROBOT MONSTADT

(mechanical sounding)

No, my dear Dr. Flem...not
Monstadt...not the real one at least.
He's right here --

The Robot Monstadt pushes a button on his desk, once again revealing the secret room.

Dr. Flem, in awe, walks through the freezing mist into the secret room to see --

A CRYO-CRYPT

Inside, frozen solid, lies Monstadt -- the real Monstadt (he looks just like the Robot Monstadt did when it had skin).

ROBOT MONSTADT

(continuing)

He died many years ago. Heart
attack. But he was prepared. Before
he passed, he had his flesh cloned
over my robotic skeleton --

(gestures to itself)

-- and then he downloaded the entire
contents of his brain into my memory
banks to complete the illusion. He
left instructions that, should he
ever die, his body be secretly put
into suspended animation until a
technique was discovered that could
bring him back to life. I was
programmed to run his empire until
technology caught up with his
plans...and now it has, thanks to you.

The Robot Monstadt turns to an intercom on its desk.

ROBOT MONSTADT

(continuing; into
intercom)

Bring the Machine up to the
Penthouse -- we're ready to reanimate.

CUT TO:

INT. MONSTADT TOWERS - HALLWAY - NIGHT

Frank and Joe race down the hallway up to the room that holds
Dr. Boiffard. Frank opens the door to see --

Dr. Boiffard has now covered every single inch of the walls,
floor and ceiling with formulae!

DR. BOIFFARD
(mumbling
incoherently)
Time-space continuum...anti-
matter...slingshot effect...

JOE
Wow. He's pretty far gone.

FRANK
Just hold tight, Dr. Boiffard. We'll
be back to get you just as soon as we
find Dr. Flem.

CUT TO:

INT. MONSTADT TOWERS - PENTHOUSE - NIGHT

Dr. Flem is tied to a chair in the corner.

DR. FLEM
Don't do this. The technique is
largely untried. We have no idea
what kinds of side-effects --

ROBOT MONSTADT (O.S.)
Silence. We're at the most critical
phase of the procedure.

ON MONSTADT

His dead body is now hooked to The Machine as the Robot
Monstadt injects the reagent into his heart and pulls the
lever.

Electricity courses!

Lights flash! Alarms SOUND!

Suddenly, Monstadt (the real Monstadt) sits bolt upright!

MONSTADT
WooWooWooWooWooWooWoo...

ROBOT MONSTADT
Yes! It worked! Welcome back, my
master!

Monstadt looks around dazedly, gains his bearings...

MONSTADT
How...how long has it been?

ROBOT MONSTADT

Nearly three years since you died.

Just then, Joe and Frank rush into the room.

JOE

(looking around)

Whoa.

THEIR POV

Monstadt sits naked on a table as the robot unhooks him from the machine. In the corner of the room is Dr. Flem, tied to the chair.

FRANK

What did I miss?

DR. FLEM

Run Frank! Things have gone badly awry! Save yourself!

FRANK

Where'd that robot come from?

ON MONSTADT

Suddenly, he begins to shake uncontrollably. A glow emanates from his body, growing stronger...stronger...

He shakes more frantically as the glow increases in power, seeming to spill over and focus on his outstretched hands, growing...growing...until --

WHAAAAM! A bolt of energy shoots from Monstadt's hands and slams into the wall of the Penthouse, blasting it completely away, leaving a giant, gaping hole!

Everyone stares in shock.

FRANK

(continuing)

Yikes.

DR. FLEM

Frank, Monstadt was just brought back to life! He appears to have picked up some sort of energy discharge as a side-effect of the reanimation!

MONSTADT

I feel grrrrreat!

(smiles broadly)

What say we do it again?!

Once again, he begins to glow with energy.

JOE

Frank, stop him!

Frank rushes towards Monstadt, dives at him and, the instant he touches him, we

FLASH CUT TO:

MONSTADT'S POV - PAST

We're in the past, in another of Frank's psychic flashbacks. Standing in front of Monstadt we see a little boy. Nine years old -- cute but somehow sad.

This is YOUNG FRANK.

Monstadt (younger than he appears now) hands the little boy something.

MONSTADT

Here, Zane. Happy birthday.

It's a comic book titled "Mr. Excitement" -- the same comic book Frank remembered and patterned his exclamation bolt costume after.

Young Frank immediately brightens at the gift.

YOUNG FRANK

Mr. Excitement!

(then, hesitantly:)

Thank you, father.

FRANK (O.S.)

(shocked)

Father?!

CUT TO:

FRANK - PRESENT

With a SHRIEK, Frank falls back from Monstadt, eyes wild.

Joe rushes to him. Holds him.

FRANK

No...It can't be...

JOE

What, Frank?! What is it?!

CLOSE ON FRANK'S FACE

as we zoom into his wide eyes and --

CUT TO:

A KALEIDOSCOPE OF IMAGES

Rapid fire, too quick to register anything but glimpses --

Young Frank opening a present -- a 9mm automatic.

Young Frank at the firing range -- he's an amazing shot.

Young Frank taking combat training -- he moves with astonishing skill and speed.

Monstadt's bloated, LAUGHING face.

Now we see TWENTY YEAR OLD FRANK. Dressed in black, he fires a weapon. A man drops with a SCREAM, then --

Twenty year old Frank leaps out of a tree down onto ANOTHER MAN with amazing agility. SNAP goes the Man's neck.

Blood. SCREAMS. CRIES for help.

And then there's Frank. Eyes dead. Without pity.

And we PUSH IN on those horribly dead eyes as we

DISSOLVE TO:

Frank's eyes now, staring up at Monstadt in complete horror, full of anguish.

FRANK

Oh, my God -- I...I REMEMBER!

CUT TO:

PENTHOUSE - FLASHBACK

Sitting in a chair in the Penthouse we see Frank, about the same age as he is now, back before he died.

They called him "Zane" then. Even though he looks the same (minus the sallow complexion and scars) there's clearly something very different about him.

This Frank is hard. Lethal. A killer.

Monstadt turns to him, WHISPERS --

MONSTADT

(to Frank/Zane)

I want you to go to the Laboratory of Dr. Boiffard, kill him, retrieve his journals and bring them to me. This is the most important assignment of your life. You must not fail me...my son.

CUT TO:

INT. MONSTADT TOWERS - PARKING GARAGE - NIGHT

Frank/Zane walks towards his car.

Three men follow him at a respectful distance -- they're the three beatniks: Pink, Arnie and the Silent Beatnik.

PINK

(tentatively)

Hey, uh, Mr. Zane -- you want we should come with you and help you off the doc?

FRANK/ZANE

You know I work alone.

PINK

Okay.

ARNIE

No prob.

PINK

Everything's honkey as dorey.

They smile CHEESILY. As soon as Frank/Zane turns away, they grimace.

ARNIE

You figure he's gettin' ready to sing "Mr. Tambourine Man"?

PINK

He's about to make a kill, isn't he?

ARNIE

"Times, they are a-changin'", right Pink?

PINK
We're gonna put the "Un" in
"Unexpected".

CUT TO:

EXT. STREET OUTSIDE BOIFFARD'S HOUSE - NIGHT - FLASHBACK

For the third time, we see Frank/Zane drive along this dark road in his Thunderbird, towards Dr. Boiffard's house.

FRANK/ZANE
(singing)
Hey, Mr. Tambourine Man, sing a song
for me...

As he sings, he passes by a large rock.

HIDDEN BEHIND THE ROCK

we see the three beatniks. Pink aims a rifle...then FIRES!

KA-POW! The Thunderbird's tire blows out!

INSIDE THE CAR

Frank/Zane frantically manages to get the car under control but, ultimately --

WHAM! He slams into the tree and flies headlong through the windshield.

CLOSE ON FRANK/ZANE

Face destroyed. Gasping for breath.

Near death.

Pink, Arnie and the third beatnik walk up. Pink looks at Frank with glee.

PINK
What's a matter there, kitty-kat?
Car trouble?

The beatniks all CACKLE HYSTERICALLY. Pink leans down towards Frank/Zane menacingly.

PINK
(continuing)
You been Monstadt's number one
assasin for too long, Daddy-O. 'Bout
time you give someone else a chance,
wouldn't you say?

Pink raises a gloved hand.

PINK
(continuing)
Goodnight, Kitty-Kat.

The hand closes over Frank/Zane's face. Smothering him until he is dead.

FADE TO BLACK:

FADE UP ON:

INT. MONSTADT TOWERS - PENTHOUSE - NIGHT - PRESENT

Frank is in complete, total shock.

FRANK
You sent me to kill Dr. Boiffard but
he saved my life instead.

MONSTADT
I didn't send you.

ROBOT MONSTADT
I did.
(to Monstadt)
It was after you died. I needed
Boiffard's journals to get the
formula to reanimate you.

MONSTADT
(to Frank, quite
touched)
You did that for me...son?

FRANK
I'm not your son.

MONSTADT
You were an orphan. I adopted you
when you were just a child. I raised
you.

FRANK
You trained me to be your killer.

MONSTADT
I loved you as if you were my own.

FRANK
How many men did I destroy in your
name? Five? Ten? A hundred?

MONSTADT

You enjoyed it! You savored the
kill, loved the smell of blood...

FRANK

Because you made me that way!

MONSTADT

I didn't make you...that's what you
are. Even now.

(moving towards him)

You can feel it, can't you? Pulsing
inside. How much you want to snap my
neck...feel my blood spilling across
your palms...

FRANK

(he does)

No...

MONSTADT

You can't deny what you are, Zane.
It's in your bones.

FRANK

I'm not Zane. I'm Frank. Frank
Einstein.

MONSTADT

Don't be silly.

Monstadt opens his arms wide and begins to advance.

MONSTADT

(continuing)

Come to me son. Come hug daddy.

FRANK

Never.

Frank backs away from him.

MONSTADT

If you want to know the secrets of
your past, I'll tell them to you.
I'm the only one who can...

This gives Frank pause.

JOE

Don't listen to him, Frank! What you
were is not who you are!

FRANK
This can't be happening...

MONSTADT
You are mine, my son. Always were.
Always will be.

FRANK
No...NOOOO!

Frank rushes backwards to get away from Monstadt --

JOE
FRANK!

Too late.

Frank backs through the wall Monstadt destroyed and falls out of the fifty-story tall building towards the distant street below!

We follow him down...down...spiraling towards the pavement...
No hope for survival...

Except --

Suddenly, directly beneath him, something appears out of thin air! A small vehicle, floating like a helicopter except with no rotors.

The hatch opens, revealing an open seat and --

WHAM! Frank slams into the seat! The craft is knocked downward, absorbing the impact of his fall.

After catching his breath, Frank climbs up onto the seat and turns to see that --

Dr. Boiffard is piloting the craft!

His head is now normal sized. He doesn't appear demented at all.

FRANK
Dr. Boiffard?! Wh...what are you
doing here?!

DR. BOIFFARD
I came to save your life.

FRANK
But you're in there --

He points to the Tower.

DR. BOIFFARD

That's true.

FRANK

But if you're in there...how can you be here, too?

DR. BOIFFARD

The person in there is the "me" of the present. This is the "me" of the future.

FRANK

The future?

DR. BOIFFARD

The craft we're riding in is a time machine. I built it exactly one month from today.

FRANK

How did you do that?

DR. BOIFFARD

All these questions will be answered later. For now...you have people to save.

FRANK

But I...I can't save anyone. I'm evil. I've killed so many people already. I...

(turns to him,
ashamed)

...the day you found me, I was on my way to kill you.

DR. BOIFFARD

I know.

FRANK

You know?!

DR. BOIFFARD

Of course. You told me already -- in the future.

FRANK

Oh, right. I'm still having trouble with that concept.

DR. BOIFFARD

The thing you must ask yourself is:
"Who are you really?" Are you the
vicious killer of your past? Or the
wonderful, kind, considerate man of
the present?

FRANK

That's just it. I don't know.

DR. BOIFFARD

The answer is really quite simple.
You are both.

FRANK

Both?

DR. BOIFFARD

Your training as a killer has given
you invaluable skills that you have
used as a hero.

FRANK

A...hero?

DR. BOIFFARD

Look, Frank, none of us would be here
today if not for the Frank Einstein
of the past, present and future. You
are a friend to humanity; a boyfriend
to Joe and a very good friend to me
and Dr. Flem. That's who you are.
And we love you for it.

FRANK

(really touched)

Gosh, Dr. Boiffard. Thanks.

Frank hugs him.

DR. BOIFFARD

Let's not get too relaxed -- there is
much yet to be done. And much evil
yet to conquer.

CUT TO:

INT. MONSTADT TOWERS - STAIRS TO ROOF - NIGHT

Pink rushes up the stairs, muttering to himself.

PINK
(mumbling)

Zane's alive...gonna kill me...gotta
run...

He bursts through the doors and onto --

EXT. MONSTADT TOWERS - ROOF - NIGHT

In front of him he sees the Monstadt Towers helicopter.

He rushes towards it.

CUT TO:

INT. MONSTADT TOWERS - PENTHOUSE - NIGHT

Monstadt stares out of the hole in the wall that opens to the
entire city. He glows with power.

MONSTADT
(voice booming)
I...AM...A GOD!

KA-BLAM! KA-BLAM! He sends bolts of power out into the
city, exploding cars and buildings far below.

MONSTADT
(continuing)
Do you see my power now, mortals!
You are nothing before me!

Suddenly, we hear the SOUND OF A HELICOPTER. Hovering in
front of Monstadt, we see

PINK

piloting the helicopter.

MONSTADT
(continuing)
Where do you think you're going?!

PINK
(petrified)
Sorry, Mr. Monstadt. Zane is alive.
I gotta make like a tree and leave.

Suddenly, behind Pink's helicopter, the time machine rises
into view. Frank sits in the passenger seat.

JOE
(elated)
Frank! You're alive!

ON PINK

as he sees Frank --

PINK

AHHHHHH!

Pink, panicked, flies away from Frank, through the giant hole in the building, past Monstadt and into the Penthouse!

MONSTADT

What are you doing, idiot?!

Frantic, Pink reaches out of the helicopter, grabs Joe and pulls her into the chopper.

PINK

(to Joe)

You're coming with me, Kitty-Kat!

(re: Frank)

He won't kill me if it'll kill you!

Pink (with Joe) flies off, out of the building.

ON MONSTADT AND THE ROBOT MONSTADT

watching Pink fly away.

MONSTADT AND ROBOT MONSTADT

(in unison, enraged)

You must die.

Monstadt raises his hands. Energy starts crackling at his fingertips -- he's preparing to shoot a bolt at the helicopter as --

The Robot Monstadt leaps for the helicopter, meaning to grab onto it but --

WHAM! Monstadt lets loose with the energy bolt but, instead of hitting the helicopter, he hits the Robot Monstadt who stands between them!

MONSTADT

(screaming at the robot)

You stupid pile of scrap! You let them get away! I wish I'd never built you, you moronic bucket of bolts!

ON THE ROBOT MONSTADT

Now just a twisted, smoking heap. Half melted. Surprised by Monstadt's anger, it croaks out a few words:

ROBOT MONSTADT

After all...I've...done for you...

MONSTADT

Oh, shut up.

Monstadt kicks it. The Robot's one remaining claw starts twitching open and closed spasmodically in a pathetic fashion as Monstadt rushes to his private elevator, leaving Dr. Flem, alone, still tied to the chair.

CUT TO:

PINK'S HELICOPTER

Pink laughs maniacally.

PINK

Ha! I'm a bird! No one can catch me!

WIDE ON THE HELICOPTER

to reveal that the Time Machine flies just beneath it, keeping pace.

IN THE TIME MACHINE

Frank turns to Dr. Boiffard.

FRANK

See you later, doc.

DR. BOIFFARD

I will if you rescue us.

FRANK

I'll do my best.

Frank leaps up and grabs onto the runner of the helicopter as --

The Time Machine and Dr. Boiffard wink out of existance!

INSIDE THE HELICOPTER

Pink feels Frank climbing around.

PINK

What the --

He looks down to see him.

PINK
(continuing)

Oh, no!

JOE

Frank!

FRANK

Hold on, Joe!

Frank starts to climb up the runner, towards the helicopter cabin as we

CUT TO:

INT. MONSTADT TOWERS - PENTHOUSE - NIGHT

Dr. Flem, alone now, knocks his chair over and, using his feet, slowly pushes himself towards the remains of the robot Monstadt.

DR. FLEM

Think you can help me out, friend?

The Robot Monstadt's claw twitches open and closed. Dr. Flem positions himself so that the claw begins to cut through the rope that ties him to the chair as we

CUT TO:

INT. MONSTADT TOWERS - DR. BOIFFARD'S ROOM - NIGHT

Dr. Flem, now free, runs in to see Dr. Boiffard, in the middle of the formula-covered room, still BABBLING INCOHERENTLY.

DR. FLEM

(shaking him)

Udo! UDO!

WHACK! Dr. Flem slaps Dr. Boiffard across the face.

After a moment, Boiffard's eyes clear. He looks around.

DR. BOIFFARD

Where am I?

DR. FLEM

In a great deal of trouble. We're in Monstadt Towers. We need to get to get out right away!

Dr. Boiffard looks around, sees all the formulas on the wall.

DR. BOIFFARD
Did I write all this?

DR. FLEM
Yes.
(pulling him)
Now, come on -- we have to go!

DR. BOIFFARD
(re: formulas)
It's...it's brilliant! Do you know
what all this means?!

DR. FLEM
I don't know and I don't care.

DR. BOIFFARD
It's the formula for a Time Machine!
I've unlocked the key to Time Travel!

DR. FLEM
Great. If you live, I'm sure you can
put it to good use but for now --
LET'S MOVE IT!

Dr. Flem yanks Dr. Boiffard out and they rush towards the
elevator as we

CUT TO:

EXT. MONSTADT TOWERS - ROOF - NIGHT

Monstadt stands on the roof and surveys the city below.

MONSTADT
Today...everyone dies.

Summoning great bolts of energy in his hands, Monstadt starts
shooting them across Snap City!

WHAM! WHAM! WHAM!

One by one, buildings are destroyed like toy models!

MONSTADT
(continuing;
screaming in ecstasy)
The power! The power!

CUT TO:

INT. MONSTADT TOWERS - BASEMENT - NIGHT

The place rocks with the force of the energy bolts slamming into the ground!

ON THE GAS MAIN

CRAACK! The main snaps after one particularly large bolt.

The basement starts filling up with natural gas...

CUT TO:

EXT. HELICOPTER - NIGHT

Frank has almost made his way up into the helicopter.

Pink turns to him.

PINK

You want to save her, Zane?! GO SAVE
HER!

Pink tilts the helicopter and shoves Joe out of it.

FRANK

JOEEE!

JOE

HEEELP!

Joe plummets through the air, towards the ground below!

Acting on instinct, Frank lets go of the helicopter and plunges down after her!

Streamlining himself, he shoots down like a bullet and grabs onto Joe.

FRANK

I got ya!

JOE

I love you, Frank!

FRANK

Are you saying that now because you think you're gonna die?!

JOE

No, I'm saying it 'cause I mean it!

FRANK

Oh. Well, then great! I love you,
too!

They plunge through the air, falling straight down towards --

THE BEWLAY BROS. CIRCUS TENT!

INT. BEWLAY BROS. CIRCUS TENT - NIGHT

WHAM! They slam through the canvas roof of the tent (which slows them down a little), then continue to fall towards --

THE TRAPEZE

Frank, still holding onto Joe, snags one of the trapeze swings and executes a series of perfect aerial flips --

CROWD

(delighted)

Oooooohhh! AHHHHHH!

-- Then lands gracefully on the ground as the CROWD GOES WILD WITH APPLAUSE.

CROWD MEMBER 1

What a madman!

CROWD MEMBER 2

What a showman!

CROWD MEMBER 3

He's astoundingly heroic!

Frank, a little embarrassed by the attention, takes a quick bow then turns to Joe.

FRANK

I'll meet you right outside.

JOE

Where are you going?

FRANK

We need that helicopter!

Saying that, Frank rushes over to the --

GIANT CIRCUS CANNON

Currently, the dial to adjust the power of the cannon is set to: "NOT TOO FAR".

Frank moves the dial from "NOT TOO FAR", to "FAR", then to "VERY FAR" and, finally, all the way to: "ARE YOU MAD?!"

He climbs in and turns to the operator:

FRANK
(continuing)

Fire!

OPERATOR
(shrugs)
It's your funeral.

The operator pulls the lever and the cannon fires!

Frank shoots high into the air, through the hole in the tent and up towards --

THE HELICOPTER

INT. HELICOPTER - NIGHT

Pink stares at Frank (who rockets up towards him) in shock.

PINK
You gotta be kiddin' me...

WHAM!

Frank slams into the windshield of the helicopter and, struggling to hold on, climbs inside as --

PINK

completely panicked, leaps out the other side!

Falling through the air, Pink opens a parachute as

FRANK

struggles with the controls of the helicopter -- clearly, he has no idea how to fly this thing!

The helicopter weaves dangerously then, finally, slams down onto the Circus grounds!

FRANK
(taking a deep breath)
I gotta learn to fly these things one day.

CUT TO:

PINK

With the parachute open, he sails down...down...and through the hole in the Circus tent that Frank made.

His parachute gets tangled up in the rigging and he hangs, suspended, above the crowd.

They APPLAUD enthusiastically!

CUT TO:

THE CIRCUS GROUNDS

as Frank helps Joe into the copter.

FRANK

You ready?

JOE

(uneasy)

Yeah...

(re: helicopter)

Are you sure you know how to fly this?

FRANK

Uh, no.

JOE

Well, then why don't you let me fly it.

FRANK

(surprised)

You know how?

JOE

Remember the first time we met when I said I didn't have any special talents?

FRANK

Yeah.

JOE

I forgot about this one.

FRANK

Oh.

JOE

Now, let's go save those doctors.

Joe climbs into the pilot seat and takes off expertly as we

CUT TO:

THE DOCTORS

waiting by the elevator in

INT. MONSTADT TOWERS - HALLWAY - NIGHT

The elevator slowly rises to the fiftieth floor. Finally --
DING! The doors open...and a body falls out!

DR. FLEM
(grabbing the body)
Oh, dear.

DR. BOIFFARD
(he smells something)
Gas -- coming up through the elevator
shaft. The main must be broken.

DR. FLEM
Then we can't go down or we'll end up
like him --

Flem gestures to the dead body.

DR. BOIFFARD
What do you want to do?

Flem thinks a second, then --

DR. FLEM
The roof. It's our only chance...

The two of them run into the stairwell and up the stairs as we

CUT TO:

EXT. MONSTADT TOWERS - ROOF - NIGHT

Monstadt, glowing with energy, continues to destroy Snap
City.

MONSTADT
It's soooo much fun being evil...

ON THE STAIRWELL

as the doctors sneak out and hide behind the structure, away
from Monstadt.

DR. FLEM
(whispered to Dr.
Boiffard)
We'll hide here until Monstadt
leaves.

Suddenly -- KA-BLAM!

Monstadt blasts the stairwell to smithereens with an energy bolt, exposing the two doctors!

He turns to them and smiles.

MONSTADT

Hello, doctors...

Energy begins to crackle through Monstadt's fingers as he prepares to give them a final, fatal blast when --

THE HELICOPTER

rises into view from behind the building! Expertly piloted by Joe, the copter swings towards the doctors.

ON FRANK

He leaps out of the helicopter and, holding onto the runner by his legs, grabs each of the doctors by the hands.

FRANK

Gotcha!

But it's too late -- Monstadt's energy ball is now completed!

MONSTADT

How convenient -- I can kill all of you at once.

He raises his arms to shoot the energy blast!

ON OUR GROUP

They have absolutely nowhere to go -- they're doomed.

Until --

Rising up behind Monstadt, crawling out from the hole he made earlier in the Penthouse wall, we see...THE ARNIE-THING!

The Arnie-Thing is now huge -- he's clearly been munching on a lot of technicians!

ARNIE-THING

Mooooonstaaaadt!

Monstadt turns to see the Arnie-Thing. His eyes go wide.

MONSTADT

Oh, no...

The Arnie-Thing leaps at Monstadt, enveloping him completely but, just before he does...

Monstadt mistakenly releases the energy bolt down toward the Penthouse to where it reacts with the gas and, as the helicopter flies away --

KAAAA-WHAAAAAAM!

Monstadt Towers goes up in a massive explosion!

ON THE COPTER

With all our friends safely inside, it flies off into the night, framed by the giant fireball that, moments ago, was Monstadt and his evil minions.

SLOW FADE OUT:

FADE UP ON:

INT. DR. BOIFFARD'S LAB - DAY

SUPER: "One Month Later".

CLOSE ON THE TIME MACHINE

The one that saved Frank earlier. Dr. Boiffard and Bonnie polish it with justifiable pride.

DR. BOIFFARD

Can you believe it -- it really works!

(turns to Frank)

And I have an excellent way to put it to the test.

He gives Frank a knowing wink.

FRANK

I'm sure you do, doc.

Joe walks into the lab.

JOE

(to Frank)

Ready, pal?

FRANK

Sure am. You know what you want to do tonight?

JOE

How 'bout we just interdigitate?

FRANK
Inter-what?

JOE
(holds up her fingers)
Digits.
(intertwines them
with Frank's fingers)
Interdigitating.

Frank smiles. They walk off hand-in-hand.

DR. FLEM
(watching them with
a smile)
Ahhh...love.

ON BONNIE

watching Dr. Flem with the same smile.

CUT TO:

EXT. SNAP CITY BLUFF - NIGHT

Joe lays in Frank's arms in the tall, sweet grass of the bluff as the watch the stars above.

The full moon hangs low in the crystal clear nighttime sky.

FRANK
Look at all those stars. Imagine all
the life that must be out there.
It's easy to believe in God when you
look into a sky like this.

JOE
Do you believe in God?

FRANK
Yeah, I think I do. I want to. I
like to think there's someone out
there who has it all figured out.
Someone who'll make everything all
right in the end. I wonder what it
would be like to be God for a day.
Just one day. Would it be great? Or
would it be scary? Would I
accomplish terrific things? Or would
I just screw everything up? Sheesh.
It's a lot to think about, don't you
think?

JOE
Look! A shooting star!

ON THE STAR

streaking its lonely path across the sky.

JOE
(continuing)
You're supposed to make a wish when
you see one.
(turns to him)
Go on, make a wish.

Frank closes his eyes. Makes a wish. Then he opens his eyes
and turns to Joe.

FRANK
Wanna know what I wished for?

JOE
Yeah, but if you tell me it might not
come true.

FRANK
(smiles)
It's already coming true...

Joe looks at him lovingly and snuggles closer.

Suddenly, Frank seems stricken --

FRANK
(continuing)
Oh, no. I just had a horrible
thought. What if that star was a sun
and what if billions of people
depended on it for light and warmth?
That would mean they're all cold now.
Dead.

Joe looks up at him with a smile.

JOE
But we're alive, Frank. We're
alive...

And, as they kiss, we PULL BACK from them, up above the now
peaceful houses and buildings of beautiful Snap City, up
towards the infinite, impenetrable night sky above.

One last shooting star blazes a brilliant trail across it as
we

FADE TO BLACK:

THE END