

OH NEVER, SPECTRE LEAF

by

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OVER BLACK.

TICK. TOCK. TICK. TOCK.

RASPY VOICE (V.O.)
Wake up, dingleberry.

TICK. TOCK. TICK. TOCK.

RASPY VOICE (V.O.)
Hey! Gigantic bag of doorknobs!
WAKE UP!

FADE IN:

INT. TUCKER HOUSE - BEDROOM - MORNING

Blue eyes snap open wide.

A body tumbles from the top level of a bunk bed and hits the carpeted floor with a THUNK.

A grandfather CLOCK CHIMES in the far corner of a room obviously inhabited by a teenage boy.

A GROAN sounds from the floor.

HOLDEN TUCKER (17), all disheveled brown hair and skinny arms and legs, sits up and gingerly rubs his head.

His eyes dart around the room, falling on a large glass aquarium containing a large branch and a sleeping iguana, WYCLEF.

HOLDEN
And a good morning to you, Wyclef.
Did you just call me a bag of
doorknobs?

Wyclef snoozes on with nary a response. Holden clamors to his feet and grabs a pair of glasses sitting on a dresser.

HOLDEN
Yeah, that's what I thought. You
just keep on sleeping and I'll
keep on pretending I'm hearing
things.

Holden snags a shirt from a pile of discarded clothes and puts it on, followed by his glasses.

CAROL (O.S.)

Holden! Let's go, breakfast is ready!

HOLDEN

Be right there, mom!

INT. TUCKER HOUSE - KITCHEN - DAY

Holden sits at a table, backpack beside him, shoveling eggs into his mouth.

Across the room, at the sink, Holden's mom, CAROL (early 40s), rinses dishes and puts them in the dishwasher.

CAROL

Did you finish your homework?

HOLDEN

But of course, madame.

CAROL

Even your Calculus?

HOLDEN

Well no, I just figured I'd throw a five-spot at Hoyt Tidwell in homeroom and let him crank it out. He's quite the brain.

Carol shoots him a scowl.

HOLDEN

Kidding mom, kidding.

CAROL

Not funny, mister. At least not until I've had coffee.

Holden BURPS.

CAROL

Holden! I mean it!

HOLDEN

What? Better the attic than the
basement, right?

CAROL

Just finish your breakfast. So
help me, if you miss the bus one
more ti-

RING-RING! RING-RING! The phone on the wall goes off. Carol
dries her hands and scoops it up.

CAROL

Hello?

(beat; hushed)

It's not Friday, why the hell are
you calling here?

Carol's face goes white and she leaves the room.

Holden doesn't really pay attention as he finishes up his
breakfast. He takes the empty plate to the sink, rinses it
off and crams it in the dishwasher.

He picks up his backpack and slides it on.

HOLDEN

Alright mom, I'm outta here like
Britney Spears! I'll catch you...

He trails off as he turns and sees his mom holding the
phone limply in her hand.

HOLDEN

Mom?

CAROL

Your grandma Helen died.

INT. AIRPORT - JETWAY - DAY

Holden walks down the corridor, pulling a small suitcase
behind him, head hung low.

He pauses at the end of the hall by the airplane entrance
behind boarding PASSENGERS.

He SIGHS.

INT. FLIGHT 815 - DAY

Holden trudges down the aisle, checks his ticket and stops at the appropriate row. He stuffs his suitcase into the overhead compartment and has a seat beside an elderly gentleman, MORTIMER GALE (70s), who snottily INHALES and GULPS down a loogie.

Holden grimaces and fastens his seatbelt.

MORTIMER

First time flying, sonny?

HOLDEN

Huh? Oh. No. No, it's not.

MORTIMER

How about by yourself? Is it your first time for that?

HOLDEN

Sorta. My pet iguana is in the cargo thingee, if that counts.

MORTIMER

It doesn't. Where's your mommy?

HOLDEN

She's not flying out until tomorrow. My grandma, on my dad's side, she died. This morning.

MORTIMER

I wish I'd died this morning. I rolled down here in a goddamn wheel chair. The big-titted stewardess and the copilot had to carry me on. I got a woody the size of a Louisville Slugger too and I don't even have my Viagra and then I...

The old man rambles on as Holden pulls out an MP3 player, jams the earphones into his ear and flips on a song.

More passengers file onto the plane.

Holden closes his eyes.

EXT. AIRPORT - RUNWAY - DAY

Flight 815 RUMBLES down the tarmac and takes to the air.

INT. FLIGHT 815 - DAY

A STEWARDESS (20), blonde and pretty, pushes a beverage cart down the aisle and stops beside a snoozing Holden and a lip-licking Mortimer.

STEWARDESS

Can I get you something to drink today, sir?

MORTIMER

Do you have breast milk?

STEWARDESS

I beg your pardon, sir?

MORTIMER

You have the best milk. I'll have one of those. Skim would be peachy.

The stewardess lightly taps Holden on the shoulder. He opens his eyes.

STEWARDESS

Sorry to wake you sir, but would you like something to drink?

HOLDEN

Sure, yeah, I'll take a double scotch on the rocks with a twist.

STEWARDESS

May I see your I.D. then please, sir?

HOLDEN

Better make that a Coke.

The stewardess divvies out the beverages and moves along.

Holden surveys his surroundings. Across the aisle, a MAN wearing pink bunny ears makes faces to the seemingly empty seat beside him.

MAN

A-bwah-bwah-bwah-hooky-dooky-doo!

In front of him, a shrewish-looking WOMAN, spins around to the man.

WOMAN

Do you mind not kicking my seat,
idiot?

MAN

The Harvey Rabbit is sorry, miss.

The lady rolls her eyes and turns back around with a huff.

RASPY VOICE (O.S.)

What the hell, lady? Because I'm
short I can't get a tall glass?
Quit treating me like a Smurf!

Holden jumps at the outburst, his knees whacking his seat-tray and spilling his soda all over his lap.

HOLDEN

Shit crap shit!

MORTIMER

Watch your goddamn language,
sonny. I'm a Mormon.

Holden tries to mop up the mess with a shirtsleeve to no avail. He unfastens his seatbelt.

As he steps into the aisle, a jolt of TURBULENCE gives the plane a good shake, causing a few surprised YELPS throughout the cabin.

The 'FASTEN SEATBELT' notice DINGS on.

Holden reaches and enters the bathroom at the rear of the plane.

INT. FLIGHT 815 - BATHROOM - DAY

Holden closes the door behind him, pulls off a wad of toilet paper and dabs at the puddle of soda on his pants.

He flips the water on, and another rough burst of TURBULENCE flings him to one side of the cramped space.

HOLDEN

Son of an asshole!

A KNOCK sounds at the door.

STEWARDESS (O.S.)

Excuse me, sir? I'll have to ask you to return to your seat. The Captain has turned the 'fasten seatbelt' sign on.

HOLDEN

Yeah okay, right after my package is done drying, I'll be-rrhhkk!

Another BUMP, this one enough to CRACK his HEAD against the mirror and plop him down on the toilet.

STEWARDESS (O.S.)

I beg your pardon, sir? I must insist that you-

WUMPWUMPWUMP! This time the turbulence doesn't let up...

And it's followed by a bellowing WHINE of TEARING METAL.

Then a ROAR of WIND explodes causing Holden to press his hands to his ears as his eyes threaten to bug out of his face.

He struggles to the door, fingers grasping the latch.

He pulls it open.

INT. FLIGHT 815 - FUSELAGE - SAME

Seats and passengers hurtle like confetti into dark gray clouds amidst swirling rain and various plane parts.

SCREAMS and THUNDER fill the air.

An errant burst of wind slams the DOOR against Holden's skull with a THUNK. He falls back into the

BATHROOM

He trips and for good measure WHACKS his head on the sink.

The world goes black before his eyes.

LATER

Holden's eyes snap open, darting back and forth.

He reaches up and grabs the sink, pulling himself to his feet.

All is very, very quiet.

Holden rubs his eyes and stares at the golf-ball-sized knot on his forehead in the mirror, his fingers gingerly probing the welt.

Then he stops, eyes slowly circling the odd lighting of the bathroom.

His eyes drift upward...

And stop on the full moon peering through the very large hole in the bathroom ceiling.

HOLDEN

Oh, holy Voltron shit.

Hands shaking, he gathers himself and opens the bathroom door.

EXT. PET CEMETERY - NIGHT

The ragged tail section of the plane is all that seems to remain of Flight 815.

Holden's breath catches in his throat as he peers from the wreckage and takes in his surroundings.

Headstones, crypts, and underbrush stretch for acres surrounded by a towering iron fence and stone gargoyles.

In the distance, thick forests and jagged mountains loom over the night.

Holden steps over the edge of the wreckage and hops to the ground.

He lands on a ragged, checkered picnic blanket complete with a basket and a half dozen mason jars containing some kind of purple liquid.

Brow furrowed, he snags up one of the jars and twists off the lid. He takes a WHIFF.

Immediately, his eyes stream tears and his eyebrows light on FIRE. He drops the glass with a YOWL as he smacks himself in the face.

HOLDEN

Ow ow ow! What the hell dude!

KUH-KLICK. The sound of a shotgun being cocked stops Holden mid-eyebrow-slap.

DINK (O.S.)

Do you have any idea what you just did, numbnuts?

Holden slowly turns to the familiar-sounding raspy voice to see a four-and-a-half-foot tall dwarf, DINK LEDBETTER (30s), standing before him, all muttonchops, goatee and weird hat. Oh, and a sawed-off shotgun.

DINK

Well? Do you?

HOLDEN

Uh...do I what?

Dink points to the wreckage...

And the pair of thigh-high black boots attached to legs sticking out from underneath it.

DINK

I was on a date, jackass! And I was a half-jar of fullmoonshine away from cramming my funstuff in her shitbox!

Holden looks utterly at a loss.

HOLDEN

A date? Say what? Isn't this...isn't this a graveyard or something?

DINK

So? It's a foolproof lay, genius! Hooch and dead pets do funky shit to broads, lemme tell you. And you just crashed your ride into my surefire pussy. Are you getting the bigass picture now?

HOLDEN

I don't...where the hell am I? Am I dead?

DINK

You should be for fucking up a man's happy ending! You're lucky I don't pump a round of-

AWOOOOOOO! A HOWL, and a close one at that, shatters the night.

Dink whirls to the sound, shotgun raised and ready.

HOLDEN

What was that?

DINK

Be quiet, assclown!

HOLDEN

Holden!

DINK

What?

HOLDEN

Holden, my name is Holden. I'm
from Wichita, Kansas and my name
is Holden Tucker!

DINK

Well excuse the hell outta me,
Hold and Fuck her. Now shut up!

A low GROWL sounds from behind a crypt and a huge shadow
detaches itself from the night.

A monstrous Siamese werewolf shambles into the moonlight,
grafted together at the hip and standing upright on four
legs, its dual faces a mishmash of fangs, black fur and
blunted feral ferocity. MERCUTIO and PIPPI HEMINGWAY.

Dink SIGHS and props the shotgun on his shoulder.

DINK

Mercutio. Pippi. Looking into
afterlife accommodations, are we?

MERCUTIO

Shut thine whiskeyhole, wee
scalawag! Thou art not our concern
this eve.

DINK

Yeah? You think you can take a
dump near my picnic and get away
with it?

Mercutio clears his throat and looks at the ground.

MERCUTIO

Ahem. I have engaged in no such
foul action, I must say.

Dink takes a big SNIFF and grins.

DINK

I wasn't talking to you, fuzzy
nuts. It smells like chick shit.

PIPPI

Oh, cram it up your tailpipe, you fidget. We'll shit on your picnic any damn time we please. Now move!

DINK

And why would I wanna do that?

PIPPI

The Nocturnal Wench Everlasting wants the boy. And then we will be on our merry way and you can go back to punching your clown or whatever it is you do out here.

Dink thinks about it.

DINK

Nope, can't do it. Not 'til I get through with him first. See, the kid mucked up any shot I had at bumping gruesomes tonight...that is unless I wanna dabble in necrophilia...hmmm...

The twins bristle, fur standing on end.

MERCUTIO

Anger us not dwarf, lest ye desire reaping the dire consequences.

In an instant, Dink whips another sawed-off shotgun from a holster strapped to his back. He CLICKS the hammers back on the dual firearms.

DINK

I'm afraid that's gonna be a two-way street, Fido and Fluffy.

Holden, cowering behind a grave, pokes his head out.

HOLDEN

Um...any chance I get a say in any of this?

DINK

Shut up, Holden Fucker. I already hate your guts. Don't make me paint a headstone with 'em too.

Distant HOWLS fill the night. Mercutio and Pippi grin, a leer of daggered fangs.

EXT. THE DEVIL'S HAIRPEICE - NIGHT

The scampering paws and claws of dozens of charging WEREWOLVES kick up dust, dead grass and rubble on a stretch of crimson prairie.

Behind the incessant HOWLING, the ROAR of an engine sounds.

A stark white Ford Bronco tears across the ground, driven by DEATH, a tall, skeletal figure wrapped in a black cowl.

The Bronco pulls a black RV shaped like a miniature castle.

INT. HELLENA'S RV (MOVING) - NIGHT

A single throne sits in front of a wall of jagged crystal orbs, each showing a different area of the surrounding land like some sort of magical video surveillance system.

HELLENA, the Nocturnal Wench Everlasting, a collection of emerald robes and exotically nasty and ageless features, sits in the throne, filing her nails with a shard of bone.

The RV bucks and shakes over the ground, causing Helleena to mess up a nail. She taps an eyeball button on the arm of the chair.

HELLENA

Death, do you mind? I know we are trying to keep pace with the Hemingway twins but if I keep breaking nails, how am I going to claw anybody's eyes out? For the love of newt eye, keep it steady.

DEATH

(over intercom)

Yes, dark lady, as you desire.

(beat; MORE)

DEATH (CONT'D)

Stupid old dingbat. I should give her a River Styx enema and see how she likes it when the waters of Hades scald the hemorrhoids from her big fat-

HELLENA

Death?

DEATH

Huh? Yes, dark lady?

HELLENA

I can still hear you.

Beat.

DEATH

Sorry, sorry dark lady. I accidentally left my antidepressants in my coffin. Mucho apologies, won't happen again, et cetera.

Hellena jabs at the eye and it blinks shut, cutting off the intercom.

HELLENA

I swear, if he weren't already dead, I'd slit his pasty throat.

She gets back to filing her nails.

EXT. PET CEMETERY - NIGHT

The HOWLS grow closer. Dink slowly backs up as the Siamese werewolves GROWL and step closer.

KABLAM! KABLAM! Dink fires both shotguns, bullets searing the night. Mercurio and Pippi dive aside as two HEADSTONES EXPLODE into shrapnel.

Dink runs, pushing Holden along as he does.

DINK

C'mon, numbnuts! Time to bid this
place a fond farewell!

Holden dashes through the maze of crypts and headstones,
the SNARLING of werewolves close at his heels.

BLAM! BLAM! Dink spins and fires shots into the air,
bullets whizzing mere inches by the Hemingway twins.

Holden SQUEAKS at the noise, heart pounding in his ears.

HOLDEN

Holy shitballs, I think I just
pissed my pants! You mind telling
me where we're going for the love
of poontang?

Dink responds by raising a shotgun and firing into the
ground several yards in front of them. CHINK! A manhole
cover careens from the ground, leaving a round opening
before them.

Dink shoves Holden into the hole, immediately leaping in
behind him just as Mercutio and Pippi's SNAPPING JAWS graze
the space above them.

INT. MORLOCK SEWER - NIGHT

SPLASH! SPLASH! Holden and Dink plummet into two feet of
putrid, slimy water. SNARLS and GROWLS sound from above.

Dink slogs hurriedly down the corridor.

DINK

Ugh, it smells like eight miles of
unwiped ass in here.

Holden steadies himself against the wall.

HOLDEN

Hey! Where are you going?

DINK

Use your noggin, thundertard.
There's about 900 more stampeding
(MORE)

DINK (CONT'D)
werewolves behind the Hemingway
twins. And I'm betting they can
fit through the manhole. You wanna
stay there and swap spit with 'em?

Holden considers this and quickly follows Dink's lead as he
takes a right down another pipeline.

SECONDARY PIPELINE

The water ends and the duo steps onto a stretching length
of cracked stone and iron. Small, flickering torches light
the corridor.

Holden, quite wet and short of breath, taps Dink on the
shoulder. Dink whirls around, shoving the barrel of one of
his shotguns under Holden's chin. Gulp.

HOLDEN
Ah, heh, sorry there little guy, I
just-

DINK
Little guy? Little? Listen
dipshit, even though I ain't the
tallest drink of water in Spectre
Leaf, I'm hung like a jury, you
dig?

HOLDEN
Riiiiight. Again, sorry. I wasn't
thinking. But look, you mind
telling me what a Spectre Leaf is?

Dink lowers the shotgun.

DINK
You really ain't from around here,
huh? Spectre Leaf is where I live
and where you're stuck. And it's
called that because you can visit,
but don't ever 'spect to leave!

Dink GUFFAWS like an idiot.

HOLDEN

Yeah. Right. Ha. Ha. Ha. Look,
what do you mean I'm stuck here? I
don't even know where the hell
'here' is and I don't want-

DINK

(finger to lips)
SHHHH!

HOLDEN

Huh? You freaking 'shhhh'! I want
to know what hapOOOMPH!

Dink's fist to Holden's solar plexus shuts him right up,
dropping him to his knees.

Dink scans the darkness, SNIFFING the air. He stops, weapon
trained on a section of the ceiling.

DINK

Hey, assbag? You best come down
before I start playing shotgun
piñata.

Right on cue, SHYLOCK THE MORLOCK, a slimy, skinny lizard-
like creature with droopy ears, a long tail and a drooling
problem, drops from the ceiling.

SHYLOCK

Sssorry, my vertically-challenged
compatriot. Me thoughts you were
sssomebody else. Me hears the
sssandals approaching sso me
hides.

Holden regains his feet, clutching his stomach.

HOLDEN

Owww, what the hell did you hit me
for? And what the shit is that
thing?!

Dink ignores him.

DINK

What sandals, Morlock? And if you're fucking with me, be warned: I've got two guns and two very blue balls.

SHYLOCK

No, no, sssmall one. He-who-mussst-not-be-mentioned, me hears him! Me ssswears it!

DINK

Bullshit. You heard us. You heard me and the retarded kid here.

A small CHITTER sounds in the darkness.

HOLDEN

What was that?

MORLOCK

Nothings, that was nothings at all. Me bowels is acting up, me eats too many sssalamanders at sssupper.

Dink gestures to a torch on the wall and nods to Holden.

DINK

Grab that and hold it up.

HOLDEN

I'm dreaming. That's the only logical explanation. And I'm not doing shit until I wake up because this dream sucks balls.

Dink cocks his shotgun.

DINK

It's gonna be a living nightmare if you don't get to skippin', capice?

Holden immediately snags the torch from its post.

HOLDEN
Sounds fantastic.

The CHITTER sounds again.

DINK
Hold it higher.

Holden obliges, sticking the torch higher up in the air, coating the ceiling in light.

Without warning a rather large iguana leaps from the shadows and lands on Holden who SCREAMS like a teakettle and drops the torch to the ground with a CLATTER.

HOLDEN
Get it off me get it off me get
it...!
(then; realizing)
Wyclef? Is that you? What the
hell?

The iguana responds by unfurling a set of leathery wings and belching out a small burst of fire...

That catches what remains of Holden's eyebrows on fire again.

Holden scrambles to his feet, YELPING in pain as he beats his face with his hands.

WHUNK! Shylock tackles him with a HISS and leans over him, cascading drool from his maw extinguishing the fire.

SHYLOCK
Ssstupid boy sssteals me dinner!
Me will eats ssstupid boy
inssstead!

FLIP. FLOP. FLIP. FLOP.

Everybody freezes.

FLIP. FLOP.

SHYLOCK
Oh fucks me.

In a flash, the creature disappears down the hallway in a skitter of clawed limbs.

FLIP. FLOP. Dink jerks Holden to his feet.

FLIP. FLOP. The sound grows steadily closer.

HOLDEN

What's that noise?

DINK

I don't think you wanna stick around to find out. Let's go.

Dink takes off down the corridor. Wyclef spreads his wings and takes flight after him.

FLIP. FLOP.

BUDDY NINJA (O.S.)

The masses are meat. Meat is murder. Murder is mayhem. And mayhem is...happiness.

Holden seems to find the desire to haul ass.

INT. MORLOCK SEWER - SIDE PIPELINE - NIGHT

Shylock scampers down a narrow corridor, tongue hanging out, spittle flying.

FLIP. FLOP. The sound is close.

The creature picks up its scramble.

FLIP. FLOP. Very close.

SHYLOCK

Me doesn't dessserves this, no me doesn't! Me just wanted sssupper and the ssstupid boy came an-hhhrrrkkk!

Shylock tumbles to a stop in a tangle of claws and tail. He collects itself from the floor and stops cold.

Directly in front of it sits a pair of worn thong sandals.

Flip-flops to be exact.

The Morlock's eyes swell to saucers.

THWACK! And dilate to black orbs behind a splatter of blood as his head rolls down the corridor.

BUDDY NINJA (O.S.)

Ah, happiness indeed.

A bloody, silver-plated samurai sword zips into a sheath.

A pair of feet with black nail polish belonging to BUDDY NINJA slides into the sandals and disappears into the shadows.

FLIP. FLOP.

EXT. HIGHWAY TO HELL - MANHOLE - NIGHT

KABLAM! A SHOTGUN BLAST rips a metal cover from its moorings.

Dink steps from the hole, followed by Holden and Wyclef, onto a wide road constructed from a mishmash of red and black cobblestones. Palm trees with blazing fire for leaves light the night.

Dink holsters his shotguns on his back and walks off down the highway.

HOLDEN

Yo dude, wait up!

Dink stops and glowers.

DINK

You know, you've already been more trouble than a case of the clap. I'm tired, I'm pissed and I need to go home and rub one out. So, please oh please, tell me what I can do for you now.

Wyclef CHITTERS and perches on Holden's shoulder.

HOLDEN

I, uh, I...I just wanted to say thank you. I don't even know your name and you've saved me like a time or ten already. Plus, I'm having a really, really crummy day. So, you know, thanks and all.

Dink fishes through his pockets and pulls out a cigar. He strides over and grabs Wyclef's tail, snatching him from his roost.

HOLDEN

Hey!

Dink gives Wyclef a squeeze, causing fire to belch from his mouth, and lights the cigar. He lets Wyclef go who in turn snaps at him before hopping back on Holden's shoulder.

DINK

The name's Dink. And you're a gigantic pain in my scrotum.

HOLDEN

I'm Holden, Holden Tu-

DINK

Yeah, yeah, Hold and Fuck her, and you think you're stuck in a dream, you're not in Kansas anymore, blah blah blah, snore snore. I'm short not deaf, you moron.

HOLDEN

Right, my bad.

(then)

What were we running from down there?

Dink snorts and continues walking down the road.

DINK

Same thing I'm walking away from right now: a whole bunch of shit I don't have the toilet paper for.

Holden trots after him.

HOLDEN

Hang on a sec! Where are you going? What am I supposed to do?

DINK

I dunno, go find a spoon and eat a bigass bowl of 'Not My Damn Problem'?

HOLDEN

But I need to wake up!

Dink whirls on Holden.

DINK

Listen shortbus, you wanna keep thinking you're stuck in La-La Land, knock yourself out. But, for the love of sweet trim, quit bitching to me about it.

(sighs)

Look, I'll take you as far as the Orphanage on one condition: no more asstard questions.

HOLDEN

Word, you got it, no sweat.

(beat)

What's the Orphanage?

EXT. THE ORPHANAGE - NIGHT

A dilapidated three-story house constructed of worn wood and stone stands atop a lone hill several hundred yards away from the Highway, its windows filled with dim light.

Dink trudges up the hill. Holden follows, Wyclef on his shoulder, with a large piece of black tape slapped across his mouth.

They step onto a large, rickety PORCH that GROANS all to lifelike as they walk across it to a huge wooden door.

Dink pushes it open.

DINK

Ah, it's good to be home.

INT. THE ORPHANAGE - FOYER - NIGHT

Dink walks down the dimly lit hallway between rows of candles with Holden and Wyclef in tow.

HOLDEN
(through tape)
Hmmppphhrmmmprrrk?

DINK
That sounded like another question. I'm seriously considering yanking your tongue out and shoving it up your-

ELEMENO PEE (O.S.)
Dink Ledbetter, you mind your manners!

ELEMENO PEE (60s), a plump woman clad in a bright blue muumuu and equally blue cape, stands at the far end of the hall holding a kerosene lamp and a cane.

DINK
What? I was going to say 'turdcutter.'

Elemeno strides past him to Holden, examining his face. She yanks the tape from his mouth.

HOLDEN
OW! Shit, lady!

WHACK! She smacks Holden in the face.

HOLDEN
OW! What the hell?

ELEMENO PEE
You mind your tongue, young man. There is no cursing in my home.

Holden points at Dink, a look of disbelief on his face.

HOLDEN
Then how does he even complete a sentence??

DINK

Sign language. What's for
breakfast?

ELEMENO PEE

Don't be rude Dink. If you're
going to bring over new
houseguests, pray tell introduce
them.

DINK

Sure thing but I gotta take a
wicked deuce first. Stay clear of
the crapper.

He waddles away, GRUNTING with each step.

Holden points to Wyclef as he extends his hand.

HOLDEN

This is my iguana, Wyclef. Who I'm
thinking of calling Maxi, now that
he has wings. And I'm Holden
Tucker. From Wichita.

Elemeno ignores the hand and hugs him.

ELEMENO PEE

Oh my, that's in Kansas! My name
is Elemeno Pee and that is just
splendid news.

Holden wiggles out of her grasp.

HOLDEN

Waitasec, you know about Kansas?
So this isn't real, right? This
place, I mean. I'm going to wake
up in a loony bin strapped to a
gurney with my skull hacked open
or something, aren't I?

ELEMENO PEE

I am afraid Spectre Leaf is as
real as Ragnarok and you are stuck
right smack in the middle of it.

HOLDEN

Shit.

Elemeno shakes a finger at him, her eyes flashing a sudden bright crimson.

ELEMENO PEE

I will wash your mouth out with kerosene and a flamethrower if any more sewage seeps out of it, do you understand?

HOLDEN

(gulps)

Y-yes ma'am.

ELEMENO PEE

I'm very pleased to see you didn't suffer any brain damage from your plane crash then. Now, I imagine you must be quite hungry. Come with me.

Elemeno shuffles off down the hall.

Holden's brow scrunches and his eyes narrow. Did she just say 'plane crash'??

INT. THE ORPHANAGE - KITCHEN - NIGHT

Steam rises from a variety of bowls and serving dishes on a long wooden table flanked by a dozen stools on either side.

Elemeno ambles into the room, cane working to support her, followed by Holden and Wyclef.

Dink sits at the head of the table, a bare plate in front of him, twiddling his thumbs.

HOLDEN

I thought you had to...you know, take a number two?

DINK

The hammer has already been dropped in record-setting time. It
(MORE)

DINK (CONT'D)

blew out of me like a coffee monsoon.

ELEMENO PEE

Don't be a Nasty Nelson, Dink.

DINK

What? He asked, I told. Now can I get some rubba-dub-grub or what?

ELEMENO PEE

Indeed, we all may. Have a seat Holden. Anywhere is fine.

Holden sits in a stool a respectable distance away from Dink as Elemeno busies herself preparing plates. She sets one in front of Dink, one in front of Holden, and one on the floor for Wyclef. Everybody digs in.

ELEMENO PEE

So Holden, do you have a sweetheart?

HOLDEN

(mouth full)

Huh? No. Not hardly.

DINK

Neither do I, thanks to you.

ELEMENO PEE

(ignoring Dink)

Well, why not? You are quite the handsome young gentleman.

DINK

Are you serious? The kid looks like he did a hundred-dash in a ninety-yard gym.

HOLDEN

Thanks. I also got turned down for prom by three different girls last week. I didn't even ask two of them.

ELEMENO PEE

I'm certain you'll find a nice young lady when the time is right, Holden. Good things come to those who wait.

Dink reaches for a second helping of mashed potatoes.

DINK

Ha! That philosophy and those coke-bottles he's wearing should get his skin wagon to tuna town by the turn of the OW!

Elemeno whacks Dink's hand with a wooden spoon.

DINK

Sheesh ma, what'd I do? I didn't even cuss!

ELEMENO PEE

Don't think I don't understand your disgusting euphemisms, young man. You be polite to our guests.

Dink grumbles between forkfuls of his meal.

HOLDEN

Hold on: you're his mom?

ELEMENO PEE

I'm mother to many here at the Orphanage, twenty-three boys and girls to be exact. They are all snug in their beds at the moment, but Dink was the first child I ever took in, when he was all of about two.

HOLDEN

Two years old or two feet tall?

THWAP! A gob of mashed potatoes hits Holden in the side of the head.

ELEMENO PEE

I can't say you didn't deserve that one. Dink may be short in stature but he has enormous heart.

Holden wipes potatoes from his face.

HOLDEN

And insulting vocabulary.

ELEMENO PEE

It's all part of his spunk. Now, let's all of us finish up. We have a big day in store for tomorrow.

HOLDEN

Does it involve getting me back home?

Elemeno rises and smiles.

ELEMENO PEE

I believe it does indeed, Holden.

INT. THE ORPHANAGE - LARGE CLOSET - NIGHT

Lantern light fills a small room littered with hanging clothes and a hammock stretched from wall to wall.

Elemeno, Holden and Wyclef enter.

ELEMENO PEE

Here is where you shall sleep for the eve.

Holden plops down in the hammock and flips right out with a THUNK. He staggers to his feet and this time carefully eases back into it. Wyclef curls up on his chest.

HOLDEN

Thanks.

(then, drowsy)

Tell me something, Miss Pee: How did you know I was in a plane crash?

ELEMENO PEE

A fortuitous guess. One that will make more sense tomorrow, I assure you. Here you may rest and be safe from all worries and danger.

HOLDEN

Danger? What danger?

Elemeno extinguishes the lantern, bathing the room in darkness.

ELEMENO PEE

Hellena, the Nocturnal Wench Everlasting seeks you with fierce voraciousness. I fear she suspects you are as important to Spectre Leaf as we do.

A light SNORE escapes Holden's lips.

ELEMENO PEE

Good night, young Holden Tucker. May your dreams haunt you not.

She closes the door.

EXT. HIGHWAY TO HELL - REST AREA - NIGHT

The white Bronco, with Hellena's RV in tow, and stampeding werewolves veer into a gravel parking lot littered with covered wagons, rusted campers and multiple outhouses.

The engine shuts off and Death steps from the vehicle, taking note of several gawking ONLOOKERS that regard him and the werewolves with various SCREAMS and arm flailing.

Death CLAPS his skeletal hands. THUNDER ROARS at their impact and LIGHTNING STREAKS from the sky, incinerating everyone in its path into piles of ash.

The drawbridge-like door at the rear of the RV HISSES and opens in a GRINDING of GEARS and CHAINS.

Hellena gathers her robes and steps from the miniature castle on wheels.

HELLENA

Curse you, Death! It smells like sulfur and burnt condor feathers out here! Could you not have used something more refined, like Bubonic Plague or mad cow?

DEATH

Sorry, dark lady. I left my Manual of Proper Decimation back with my antidepressants.

Hellena pulls out a spyglass and stares off into the night.

SPYGLASS

In the distance, the Orphanage stands under the light of the full moon.

REST AREA

Hellena returns the spyglass into the folds of her robes.

HELLENA

Mercutio! Pippi! Heel!

The Siamese werewolves shamble forward from the lupine pack.

MERCUTIO

You bellowed, milady?

HELLENA

Indeed I did. How far away are they?

Dual NOSES SNIFF the air. Pippi pokes a clawed paw down the Highway to Hell.

PIPPI

Eleven-point-two fathoms thataway, surrounded by a meadow of nightshade that smells like old sunshine and retch.

HELLENA

Damn it to Hades! Why do they have to be in the blasted Orphanage?

MERCUTIO

Methinks thou doth protest too much, milady.

HELLENA

Oh, thou doth, doth thou? Keep your tongue behind your fangs, Mercutio! When I want your opinion, I'll throw a bone across the yard and you can bury it.

Hellena paces, wringing her hands together, causing a faint green glow to burn forth.

HELLENA

The Orphanage is protected by Selfless Do-Gooder Magic, much like the Humane Society and Dunkin Donuts.

PIPPY

Uh...what exactly does that mean?

HELLENA

Silence! As long as they remain within the Orphanage, my black arts are not able to smite them like roaches under a boot heel. This is highly irritating.

Then, her eyes light up and she SNAPS her fingers, sending an errant burst of green fire into a random werewolf, who YELPS and runs around HOWLING.

WEREWOLF

Stop, drop and roll! Stop, drop and roll!

HELLENA

Death! Fetch my staff! And Mercutio, Pippi? Have all your kindred raid the outhouses!

MERCUTIO

Disgusting-task-demanded-by-insane
harlet sayeth what?

CRACK! Another streak of FIRE zings the twins' butts.

HELLENA

Make haste with the waste, hounds!

The werewolves and Death scatter.

INT. THE ORPHANAGE - LARGE CLOSET - NIGHT

Holden and Wyclef SNORE from their hammock as the DOOR
CREAKS open.

A short, shadowed figure steps into the room. Hands reach
out...

And grasp the edge of the hammock and give it a jerk.

Holden hits the floor with a THUNK and he's awake in an
instant.

HOLDEN

Whozzat? What the? I don't have
morning wood! Ow.

Dink stands over him, grinning ear to ear.

DINK

Wake up, you bag of doorknobs!
Time to rise and shine, much like
my pecker in a porno.

Holden struggles to his feet.

HOLDEN

Has anyone ever commended you on
what a giant King Kong asshole you
are?

ELEMENO PEE (O.S.)

Mind that language, boys!

DINK/HOLDEN

Yes ma'am!

Holden yawns as he gathers up Wyclef and sets him on his shoulder.

HOLDEN

Is the sun even out yet?

Dink snorts and shakes his head.

DINK

Boy, you're about as smart as a jar of pubic hair, aintcha? Dodger is gonna just love you.

HOLDEN

Who the hell is Dodger?

Dink exits the room.

DINK (O.S.)

You're gonna find out when you get your rear in gear! So come on!

INT. THE ORPHANAGE - KITCHEN - NIGHT

Moonlight and a gentle breeze seep through the curtains of an open window. Elemeno Pee sits in a rocking chair in the corner of the room, knitting.

Dink BELCHES as he and Holden shuffle into the room.

ELEMENO PEE

Dink, must you be so crass?

DINK

What? Better the attic than the basement.

HOLDEN

Hey! That's one of my lines!

DINK

Hmm, I must've lost the copyright notice in the mail along with my subscription to Like-I-Give-A-Crap Monthly.

Holden throws his hands up as Elemeno rises from her seat.

HOLDEN

So, I don't mean to be rude, but what's the deal here? When do I go home? I mean, I appreciate the hospitality and all, but my grandma just died, my mom's gotta be worried sick and I have a hot date with Katie Supik on Friday!

Dink crosses his arms and stares at Holden.

HOLDEN

My grandma just died, my mom's gotta be worried sick and I don't want to miss Battlestar Galactaca on Friday! Happy now?

Elemeno ambles across the room and gives Holden a hug.

ELEMENO PEE

Patience, my dear boy, patience. The Artful Draft Dodger shall answer all of your concerns in due time.

HOLDEN

Say what?

Elemeno pulls open a huge refrigerator door.

ELEMENO PEE

This way, Holden. It's due time.

Holden scrunches his face and frowns.

HOLDEN

In the refrigerator?

ELEMENO PEE

There is no refrigerator.

Holden walks up to the appliance and stares inside. Instead of food and condiments, a single fireman's pole runs from the top and disappears into yawning blackness.

HOLDEN

Uh...I don't know about this.

DINK

Oh, quit being a pussy.

Suddenly, Holden lurches into the fridge due to a running shove from the dwarf.

INT. KITCHEN - REFRIGERATOR - NIGHT

Holden's limbs flail about, his hands and legs scrambling for a hold on the pole.

He zips down the pole and into the darkness with a ZING.

INT. THE ORPHANAGE - ART GALLERY - NIGHT

Holden drops into a room filled with various paintings, feet smacking the floor.

He removes his glasses, wipes them off and replaces them, squinting at the paintings.

He pauses on one in particular, a six-foot tall canvas leaning against a wall with a lifelike picture of a man dressed in a pink bunny suit with floppy ears on it.

As he steps closer to the painting, the rabbit-man, HARVEY, leaps out at him!

HARVEY

Boogity boogity boobies!

Holden SHRIEKS in surprise, trips over his feet mid-backpedal and goes down in a heap.

HOLDEN

Don't eat me!

HARVEY

The Harvey cannot eat you. The Harvey eats carrots because he's a bunny. And he said 'boobies'. It's a hilarious word.

Holden regains his feet, brushing himself off.

HOLDEN

Why'd you jump out at me like that? I'm pretty sure I pissed my pants a little. Again.

HARVEY

I'm The Harvey. Hey, and you're the boy in the picture!

HOLDEN

What are you talking about?

DODGER (O.S.)

(English accent)

Welcome to my gallery, young friend.

Holden whips around to the speaker, a man, THE ARTFUL DRAFT DODGER (40s), clad in a loud Hawaiian shirt, knickers and sandals with bright yellow socks.

DODGER

Sorry if Harvey here gave you a fright, he means you no harm.

HARVEY

The Harvey is useless as boobies on a breakfast sandwich. Oh-oh, he said 'boobies' again. Boo. Bees.

Harvey skips through the labyrinth of paintings, singing gibberish as he does.

Dodger grins after him.

DODGER

He may be a few sandwiches short of a picnic but he's a bloody fine lad, Harvey is.

(extends hand)

I'm Dodger also known as The Artful Draft Dodger if you want to be excruciatingly formal about introductions.

Holden shakes his hand.

HOLDEN

Why do they call you that? You know, besides to be excruciatingly formal.

DODGER

Well, why do you think?

HOLDEN

Um...because you dodge army drafts in a fancy way?

DODGER

(chuckles)

That's not a shabby guess, Holden Tucker. But no, it's due to my knack for painting and eluding buying rounds of pints for me mates at the pubs.

HOLDEN

I really wanna know how the hell everybody seem to know my name around this place.

Dodger walks over to an easel with a canvas facing away from Holden.

DODGER

Because Holden...

He turns the picture around. Holden's eyes widen...

And his face mirrors the exact expression as the painting of him shows.

DODGER

I've been expecting you.

HOLDEN

What the shit, dude? How...how'd you get that?

DODGER

Not get, dear boy, but paint as in I painted it. It's a gift.

He gestures to another collection of paintings of Dink on the toilet, taking a bath and giving someone the finger.

DODGER

And a bit of a curse as you can see. Unfortunately, I can't control the...inspiration to the best of my liking.

He points to another series of paintings arranged side by side.

PAINTINGS

Holden emerging from the plane's tail section.

Dink and Holden running through the sewers.

Holden and Wyclef sleeping in the hammock.

Hellena, Death and the werewolves extinguishing torches.

The inside of a tavern save for a lone man behind the bar.

A giant holding a huge hammer.

A creepy-looking amusement park with a hideous ghoul at its entrance.

An old man in a monstrous wheelchair.

A pair of flip-flops and a bloodied samurai sword.

Three large, golden skeleton keys.

ART GALLERY

HOLDEN

At the risk of repeating myself for like the 800th time in the past two days: What the hell?

Dodger paces the paintings.

DODGER

I see the future, my dear lad. And then I paint it.

HOLDEN

Well...holy 'Heroes' ripoff,
Batman.

DODGER

Every painting in here, at some
time or another, has come true.
This collection you see here? I
painted these two days ago. And I
believe they, and you, are quite
important for the future of
Spectre Leaf.

HOLDEN

You know, I gotta tell you, Mr.
Dodger, the only important thing
to me right now is getting home to
my family. I'm supposed to be with
dad and everyone else by the time
the sun comes up.

Dodger pulls aside a painting of a pitch-black sky save for
a full moon.

DODGER

Do you know what this is?

Holden stares at the picture.

HOLDEN

Is this a trick question?

DODGER

More importantly, do you know what
it is not?

HOLDEN

Um, something making a lick of
sense?

Dodger retrieves another painting, this one of a blazing
yellow sun, and slams it down in front of Holden.

DODGER

Spectre Leaf has not seen the
light of day in three-dozen years,
(MORE)

DODGER (CONT'D)

thanks to the bloody Nocturnal
Wench Everlasting. I painted that
particular piece this morning,
shortly after you arrived, in
succession with the lot of these
others. I believe they all lead to
this, the sun returning to warm
our faces, to nourish our trees,
to heal our souls, to-

HOLDEN

Okay okay, I get the pic, Maya
Angelou! Sheesh. You think I'm
some sort of piece to the puzzle,
got it. But riddle me this: Will
it get me home again?

EXT. HIGHWAY TO HELL - NIGHT

Mercutio and Pippi slink underneath the rows of fiery palm
trees followed by their pack of werewolves pulling a large
covered wagon. They stop, their tongues hanging out as they
pant and slobber.

The white Bronco and RV pull up behind them and rumbles to
a halt. Death and Hellena exit the vehicle.

Hellena strides up to the Hemingway twins, clutching a
gnarled green staff.

HELLENA

Well? What are you two waiting
for, the midday sun? This attack
requires precision and complete
darkness! Get this litter to work!

MERCUTIO

Surely you jest, milady. The
stench is most pungent and foul
and...well, 'tis really most
repugnant.

PIPPI

I'm with him. It smells like a big
bag of ass.

Hellena whirls to Death.

HELLENA

Death? Please remind them of my policy regarding disobedience and insubordination while I meditate for my spells.

She storms off.

DEATH

Disobedience results in death. At the hands of...myself. Who is me and he is I. Who is Death. And...look, I'm really no good at this intimidation thing, but let's just say if you don't get to work there will be a scythe involved with some sort of spaying and neutering, comprende?

MERCUTIO

Sayeth no more, harbinger of vile castration.

PIPPI

Yeah, everybody get moving and sling some butt mud!

The werewolves grumble and growl, and shred the burlap cover from over the wagon.

A huge, steaming pile of outhouse remnants from the Rest Area sits in the bed.

The werewolves bury their paws in the putrid mess and heave gobs of it at the flaming palm trees.

EXT. THE ORPHANAGE - FRONT PORCH - NIGHT

Dink paces the porch as he puffs on a cigar and swigs fullmoonshine from a mason jar.

He squints out at the Highway to Hell.

One by one, fiery palm trees wink from view.

DINK

Oh great, just take a big shit all
up in my hat, why dontcha?

INT. THE ORPHANAGE - GALLERY - NIGHT

The Artful Draft Dodger paces, finally stopping in front of
the one with the three golden skeleton keys.

DODGER

These keys, Holden, these keys are
the key.

HOLDEN

Say what, gutterslut?

DODGER

These keys are the essence of
Spectre Leaf. I believe they will
be found in concurrence with three
challenges that shall unlock the
door to success for a brave and
noble adventurer's journey.

HOLDEN

Journey? Journey to where?

Dodger points to the painting of the old man seated in a
monstrous wheelchair.

DODGER

To find this elderly chap.

HOLDEN

The guy that looks like
Methuselah's uncle?

DODGER

I believe he is Mortimer Gale and
the Caretaker of Pandora's Hope
Chest, an artifact that
disappeared many years ago before
the Wench Everlasting bathed the
world in darkness.

HOLDEN

What makes you think that geezer
has it?

Dodger reaches into a jacket pocket and pulls out a folded
piece of parchment.

DODGER

Because I have a map that states
Mortimer and the Chest are indeed
in the same location.

HOLDEN

And you're just now getting around
to looking for him? How long has
it been dark here again?

DODGER

Easy there, lad. Painting the
future isn't an exact science; it
takes a bit of working out and
filling in blanks. And that takes
time. But I believe that this
chest holds the answer to making
our grass grow once more and a
lift home for you.

A THUNK of boots landing on the floor sounds from the room
and Dink steps from behind a row of paintings.

DINK

Sorry to bust up the circle jerk,
but we've got a rather large
donkey punch of a problem.

INT. THE ORPHANAGE - LIVING ROOM - NIGHT

Elemeno Pee, Dodger, Dink, Holden and Wyclef peer through
the curtains of the front window at a dark stretch of the
Highway to Hell.

DODGER

This changes nothing.

DINK

(chuckles)

Are you kidding me? I'd say the kid better caulk up his cornhole because Hellena's out there with a ten-foot strap-on and is rarin' to st-OW OW OW OW! Sorry sorry sorry!

Elemeno twists Dink's ear with a vise-like grip.

ELEMENO PEE

Oh, my dear tart-mouthed son, Holden won't have to worry about walking into a trap.

She releases the lobe, which Dink rubs gingerly.

DINK

Why's that? Did you bring Rube Goldberg back from the dead?

Elemeno merely smiles.

DINK

(realizing)

No. Oh no. Not a chance. There'll be ski lifts in hell before that. I ain't going with him.

ELEMENO PEE

Oh, but you are, my dear.

DINK

Oh c'mon ma! That sucks buffalo scro-

ELEMENO PEE

Think of it as punishment for disobeying my rules regarding profanity. Again.

DODGER

You'll be taking Harvey with you as well.

Dink whirls to Dodger, furiously shaking his head.

DINK

Oh no. Uh-uh. I could cuss nonstop from here 'til Armageddon and not deserve that.

DODGER

I believe we need a brief word in private.

Elemeno and Dodger each snatch Dink by the collar and drag him from the room.

INT. THE ORPHANAGE - GARAGE - NIGHT

Dink stands beside a large motorcycle flanked by twin sidecars with Gatlin guns mounted on them as he straps on a bright red crash helmet.

Harvey skips in circles around Holden, pink ears flopping as he claps his hands.

HARVEY

We're going for a bike ride, we're going for a bike ride! Dink rhymes with stink who can't get it up for pink and we're going for a bike ride!

Dink spits on the ground.

DINK

For the record, I want everybody within shouting distance to know that THIS SUCKS ASS!

(off Elemeno's glare)

Oh, stow it ma. There's nothing else you can do short of sodomizing me with the business end of a rusty chainsaw that could make this any worse.

Dodger grins as he pats Dink on the head.

DODGER

There there, old chap. If this wasn't of the utmost importance...

DINK

Yeah yeah, I know. I got the message. Coincidentally, here's a message for you and it concerns crumpets and cramming them into your pisshole.

Dink flips Dodger the bird as Elemeno pulls Holden to the side, dodging the still-prancing Harvey.

ELEMENO PEE

I want you to know we appreciate you undertaking this task. It means a great deal to all of us.

HOLDEN

Well...I mean, thanks and all, but I'm only going because I want to go home. All that matters right now is my mom not having a nervous breakdown because I'm gone, and me saying goodbye to my grandma. No offense or anything.

Elemeno hugs Holden and musses his hair.

ELEMENO PEE

Such a good boy.

Dodger holds Harvey's hand and leads him to one of the sidecars.

DODGER

Right then, Harvey. Hop on in, there's a good bloke.

Harvey plops into the sidecar and grabs the Gatlin gun, swiveling it around at the rest of the group. Everybody GASPS and ducks.

Harvey grins ear to ear.

HARVEY

Sheesh, peeps. The Harvey is eccentric, not a dummy.

Dink climbs onto the motorcycle.

DINK

Right, and I can leap tall
buildings.

(to Holden)

Well? Waddaya waiting for, an
invitation? Get in!

Holden climbs into the other sidecar, Wyclef on his
shoulder, and slides behind the Gatlin gun.

Dodger clears his throat.

DODGER

Well my friends, the hour is upon
us. The hour in which we change
the fate of all within our land.
The hour in which we—

THHHHPPPPPTTT! Harvey blows a loud raspberry.

Dink kickstarts the motorcycle, REVVING the ENGINE.

DINK

What he said, you long-winded
queef. Now can the chatter and
let's rock this bitch!

Holden examines a magazine of silver bullets.

HOLDEN

Uh, guys? What are these for?

EXT. HIGHWAY TO HELL - NIGHT

Hellena paces between a line of werewolves with Death and
the Hemingway twins, her fingers clenched over her nose.

HELLENA

What the devil are they waiting
for? Do they not realize how much
waiting vexes me? Not to mention
it reeks of a stable out here.

DEATH

Perhaps they found alternate
passage, dark lady.

HELLENA

Poppycock! This is the only route
that leads to the town of
Tavernacle, which is where...

FLIP. FLOP.

Everybody falls silent.

FLIP. FLOP. FLIP. FLOP.

Mercutio sniffs the air.

MERCUTIO

Alas, something is rotten in
Denmark. A foul stench hath
tainted the air.

HELLENA

Of course it has, you furry twit!
There's a hundred pounds of singed
bowel filth portioned about the
trees.

PIPPY

Nope, it's not that. It smells
like feet and Morlock blood.

FLIP. FLOP. VROOOOOM! The ROAR of a MOTORCYCLE tears
through the night.

A single, blinding headlight cuts through the dark, causing
the werewolves to YELP from the intensity.

Dink, wearing goggles and his crash helmet, YELLS like a
banshee.

DINK

Let 'er rip, boys!

BLAMBLAMBLAMBLAMBLAM! BULLETS SCREAM into the night from
Harvey's sidecar Gatlin gun.

Werewolves YELP and HOWL and scramble as silver shreds
their fur and skin.

Hellena charges forward, wicked green light flaring up from her staff.

HELLENA

Hold your ground, you miserable
fleabags! There's only two-and-a-
half of them!

The werewolves pay her no mind, scattering like leaves in a wind.

HELLENA

Death! Destroy all that flee!

Death claps his hands together. THUNDER BELLOWS and LIGHTNING CRACKS the sky.

GREEN FIRE LANCES from Hellena's staff toward the charging motorcycle just as a sudden, torrential RAIN PUMMELS the highway, causing Hellena to slip.

HELLENA

Damn you, Death!

The green fire whizzes at Dink's head, glancing and melting part of his helmet.

DINK

Oh, you dirty sack of whore!

Holden hugs the sidecar for dear life as Harvey continues to carve filets out of the disoriented werewolves with an onslaught of silver bullets.

SHOULDER OF HIGHWAY

A lone werewolf stops and licks a bleeding wound on its leg.

FLIP. FLOP.

Its ears perk up. Its eyes wander to the ground...

And fix on a pair of worn and empty flip-flops.

BUDDY NINJA (O.S.)

Good-bye, meat.

ZING! A flash of silver.

BUDDY NINJA (O.S.)
Hello, happiness.

And its head tumbles onto the highway.

Followed by a healthy portion of torso. Then a paw. And a lower jaw. The butchered werewolves pile up like pancakes.

HIGHWAY

Dink's motorcycle speeds into a fallen werewolf, using it as a ramp, and zooms into the air, over and past Hellena. Green fire knives by them, igniting the night in fireworks.

The motorcycle hits the ground running, accelerating past the melee with a SQUEAL of RUBBER.

LIGHTNING SIZZLES into another group of werewolves, leaving a huge pile of scorched fur and flames.

HELLENA
Death! Cease fire!

Another barrage of ELECTRICITY CRACKLES forth. Rain streams down the Wench Everlasting's face as she surveys a pile of decapitated and dismembered werewolves.

HELLENA
Death, damn you! Stop before I
make you wish you were deader!

In the distance, the rumble of Dink's motorcycle fades into silence.

FLIP. FLOP.

Hellena turns to the sound...

There is nothing to see.

EXT. THE ORPHANAGE - FRONT PORCH - NIGHT

Dodger and Elemeno peer through spyglasses at the commotion along the highway.

ELEMENO PEE

Oh my, that was close. I do hope they're in good health.

DODGER

Fear not, my dear Elemeno Pee. Though they face grave danger and peril...

He lowers his spyglass and places his hand on Elemeno's shoulder.

DODGER

You've molded Dink and Harvey into fine men in their own right. They will, they must, pull through for you and for all of us.

Elemeno sighs and pats Dodger's hand.

ELEMENO PEE

I pray you're right, Dodger. I pray you're right.

EXT. HIGHWAY TO HELL - FORK - NIGHT

The rows of flaming palm trees come to an abrupt halt at a Y-intersection.

Dink's motorcycle tears up the black and red cobblestone and SCREECHES to a halt at the fork in the road.

Dink hops from the seat, unbuckling his charred and half-melted crash helmet.

DINK

Oh my cock and balls, was that intense!

He actually high-fives Harvey.

DINK

Nice shooting! For a guy that can't wipe his ass without coaching, that wasn't half bad.

He turns to Holden, who climbs from his sidecar, and scowls as he folds his arms.

HOLDEN

What? No low-fives for me?

DINK

Exactly how many rounds did you manage to squeeze off back there, Oswald?

HOLDEN

Do I look like Rambo to you? I'm not going to shoot anybody!

DINK

Do you have any idea what those things were back there?

HOLDEN

I'm going to go with 'Werewolves' for five-hundred, Alex. Duh.

DINK

Well, smartass, the only way to get rid of werewolves before they get rid of you is to SHOOT THEM WITH SILVER FUCKING BULLETS!

HOLDEN

I'm only 17! I'm in freaking high school! I don't kill things that shouldn't exist!

DINK

Then allow me to be the first in line to tell you to grow up!

HARVEY

Yeah, grow the poop up. Smartbutt. The Harvey needs to go number one.

Harvey hops off to a patch of trees.

DINK

I gotta piss like a three-dick dog
myself. Then I gotta figure out
which forking road to take.

Dink stomps off after Harvey.

Holden glances up at Wyclef on his shoulder.

HOLDEN

I can't wait to get us home.

Wyclef belches out a small burst of flame as Holden wanders
off to a patch of thicket.

PATCH OF THICKET

Holden unzips his pants and takes a leak.

PERSEPHONE 815 (O.S.)

(garbled)

Sun. Light.

Holden stops peeing, turning to the sound.

HOLDEN

Excuse me?

He zips his pants back up and wanders toward the sound.

HOLDEN

Hello?

PERSEPHONE 815 (O.S.)

Sun. Light.

EXT. SMALL CLEARING - NIGHT

Holden walks into an area of dried grass and dead branches.

To the side of the area, a cyborg, PERSEPHONE 815, looking
a lot like the stewardess from Flight 815, is crouched on
her hands and knees. She has a rubbery look about her, as
if her skin isn't quite real, and one side of her face
droops and sags.

HOLDEN

Hello? Did...did you say something?

The non-droopy side of Persephone's mouth moves slightly.

PERSEPHONE 815

Sun. Light.

HOLDEN

Dink! Harvey! Get over here!

A moment later, Dink and Harvey crash through the underbrush into the clearing.

HARVEY

Here he comes to save the day!

DINK

What the fuck are you hollering about now?

(then)

Oh. Hey there. Nice set of funbags you got there, sugar.

HOLDEN

She keeps saying sunlight.

Harvey skips over to her and places a couple of fingers on her neck, checking her pulse.

DINK

What are you doing, you retarded pink pervert? I saw her first!

HARVEY

Ha! The Harvey knew it. She's a cyborg. No place for Dinky to put his winky. Her battery's dead and she needs a jump.

DINK

I'll say she does. And she's already in the right position.

Holden groans.

LATER

Dink stands in front of the idling motorcycle now parked in the clearing, holding jumper cables attached to its battery.

HOLDEN

What are you going to do with those?

DINK

She's a cyborg, dipshit. Part robot, part person, and generally solar-powered. So with there being a big fat lack of sunshine, staying charged is a real pain in the twat for them.

(to Harvey)

All right Flopsy, lift her shirt.

HOLDEN

Whoa, whoa, hold on a sec! You're gonna lift up her shirt? I mean, don't get me wrong, she's really really pretty, but isn't that like, I don't know, date rape?

Dink laughs as Harvey grabs hold of Persephone's shirt.

DINK

I like the way you think, kid. And what's the matter? Dontcha wanna get a peak at her blouse bunnies?

HARVEY

Haha. Boo. Bees.

Harvey lifts the shirt, revealing one black battery and one red battery in place of breasts. Dink attaches the cables.

DINK

Give the bike some juice!

Holden grasps the gas and gives it a twist, REVVING the MOTOR.

Then, Persephone's eyes blaze electric blue and she jumps into a standing position, arms snapping upward, catching Dink and Harvey in the chest and sending them flailing across the clearing.

DINK

Turn it off! Turn it off!

Holden kills the engine as Persephone rips the jumper cables from her torso, the droop in her face now gone.

PERSEPHONE 815

Charge complete. Persephone 815
thanks you for your assistance.

Dink and Harvey stagger over, trying to shake out the cobwebs.

DINK

You gotta funny way of showing
thanks, stovetop.

PERSEPHONE 815

Many apologies, Dink Ledbetter.

DINK

How do you know my name?

PERSEPHONE 815

I have been programmed with
detailed files of those deemed a
threat by the Nocturnal Wench
Everlasting.

Twin shotguns appear in Dink's hands, cocked and ready.

DINK

Come again?

PERSEPHONE 815

I have been programmed with
detailed files of tho-

DINK

Oh for fuck's sake, I got that,
Lucy Literal. I meant am I still
'deemed' threatening?

PERSEPHONE 815

Those files are no longer protocol
as my model of cybernetic upgrade
was discontinued years ago by the
Nocturnal Wench Everlasting.

Dink relaxes and replaces his shotguns in their holsters.

Holden points at Harvey.

HOLDEN

Do you know his name?

PERSEPHONE 815

The faux-rabbit's name is Harvey.

HOLDEN

What? No last name?

DINK

His name's always been just Harvey
as long as I've known him.

HARVEY

The Harvey is just Harvey. Just
like Dink rhymes with stink.

HOLDEN

Oh, I get it. Kinda like Madonna.
Or Prince.

DINK

Or Pussy.

(then, to Persephone)

Well, glad I could help you out
and all, tin can, but we gotta
make like my meat and beat it.

PERSEPHONE 815

I would like to join you.

DINK

And I'd like a toothless blowjob.
Look, I'm already babysitting...

Persephone smiles, all perfect pearly whites. ZINK! Her
teeth slide up into her gums.

Dink's mouth hits the ground.

DINK

If I were back to normal, my funparts would be stricken with rigor mortis right about now.

HOLDEN

Back to normal? Huh? What's that supposed to mean?

Dink clears his throat and climbs onto the motorcycle.

DINK

Nothing. We need to get outta here before Hellena picks up our trail, so get your asses in the seats. Persephone? You can ride reacharound.

EXT. THE WHISKEY RIVER - NIGHT

Bourbon-colored WATER RUSHES in foaming rapids alongside a dirt road.

Dink's motorcycle pulls up to a halt alongside the riverbed. Dink climbs off and fishes out the parchment map from the folds of his vest.

HOLDEN

Why are we stopping? And why didn't we stay on the Highway to Hell?

DINK

Because assface, you stay on the Highway to Hell and where do you think you eventually end up? You wanna go there? I'd rather wait til my bucket drops in and enjoy the ride. Now shut it so I can figure out where we are.

Harvey makes RAT-A-TAT-TAT sounds as he pretends to fire the Gatlin gun.

HARVEY

Yep! Just like shooting salmon in a large round container. It smells like Dink's breath out here.

HOLDEN

Yeah it does. Or my uncle Lloyd at Christmas.

PERSEPHONE 815

My calculations indicate that the river is made of 95.6 percent Irish whiskey, hence the overpowering stench of wallowing sorrow and holidays.

Dink peruses the map. After a moment, he whips out a spyglass and peers through it into the distance.

He hands the spyglass to Persephone who passes it to Holden.

PERSEPHONE 815

I have binocular vision capabilities. Spyglasses are obsolete.

Holden peers into the miniature telescope.

SPYGLASS

A few miles away, a collection of buildings and streets sits sandwiched between the river and a towering mountain.

WHISKEY RIVER

Holden returns the spyglass.

DINK

(shaking head)

Well, this certainly bites my swollen left ball. According to the map, somewhere in that stinking shithole of a town is where our first key is.

HARVEY

Oh boy, the Harvey can go shopping for socks. Time willing, of course.

HOLDEN

What's the big deal? Looks deserted to me.

Dink snorts and climbs back on the motorcycle.

DINK

Right. Deserted. Let's hope you're right for once.

He wrenches the throttle and the group speeds off down the road until they are a dot on the horizon.

FLIP. FLOP. FLIP. FLOP.

Sandaled feet with black nail polish step into view.

The silver blade of a samurai sword dips down to the road, pulling up a collection of dirt and dripped oil on its tip.

The tip rises past a thick moustache to a nostril. SNIFF. The dirt and oil disappear.

Moonlight falls over the full figure of BUDDY NINJA (30s), a tall, powerfully built man complete with his flip-flops, a kilt, sunglasses, a greasy mullet and a sleeveless T-shirt reading 'WILL KILL FOR CEREAL' across it.

He adjusts a bandolier of silver shuriken slung across his chest as the samurai sword zips into a scabbard strapped across his back.

FLIP. FLOP. FLIP. FLOP. He strides down the road, flip-flops kicking up dirt and pebbles.

EXT. TOWN OF TAVERNACLE - NIGHT

Holden, Dink, and Persephone stand at the outskirts of a dilapidated collection of run-down buildings, cracked sidewalks and rusted, overturned jalopies.

Harvey does cartwheels in front of a worn wooden sign
reads: WELCOME TO TAVERNACLE. COME DRINK YOURSELF TO DEATH!
POPULATION: HELL YEAH!

Holden glances up as Wyclef flies around above the group,
CHITTERING and belching fire.

HOLDEN

I wonder what his problem is?

PERSEPHONE 815

He doesn't like it here. He says
it reeks of keg stands and
domestic violence.

Holden shoots Persephone an arched eyebrow.

HOLDEN

Detailed files?

PERSEPHONE 815

That is affirmative, Holden.

Dink peruses the map.

DINK

According to this piece of shit,
we go straight down Bourbon Street
until we run into...the key, I
guess.

He crams the map into a pocket and walks back to the
motorcycle.

DINK

Everybody get on so we can get
this over with.

PERSEPHONE 815

That is not a wise idea.

DINK

Neither is telling me it's not a
wise idea.

PERSEPHONE 815

I am detecting multiple lifeforms scattered throughout the district. The town is inhabited.

DINK

No shit, gobble-my-crank-Shaft. That's why I wanna blow right through ThisSucksAssville before we run into any welcome wagons.

HOLDEN

Yeah, but if we speed through, we might miss something.

HARVEY

The Harvey still needs socks! Oh, and bologna!

Dink throws up his hands.

DINK

Fine. Whatever. But I'm not pushing the damn bike.

Persephone grasps the handlebars and pushes it onto the road.

PERSEPHONE 815

The weight and mass of the vehicle are of no consequence to me. Let us proceed.

The group enters the town.

LATER

The group is midway through town, guided only by moonlight and blue headlights shining from Persephone's eyes.

DINK

Boy, I sure am glad we decided to walk the whole livelong way. Just a fanfuckingtastic idea.

SHRILL VOICE (O.S.)
(distant)
Woooooooooooo...!

Everybody stops and looks around.

HOLDEN
Um, anybody else hear that?

HARVEY
It sounds like fun.

SHRILL VOICE (O.S.)
(closer)
Wooooooooo!

The group whirls around to the noise. Persephone taps the side of her head. Her eyebeams intensify, searching...

And fall on a charging RAGING ALCOHOLIC, a man covered with assorted sores and boils, sporting a hardhat equipped with two bottles of whiskey and straws attached to his throat. He wears a T-shirt reading: DRINK LIKE A CHAMPION TONIGHT!

RAGING ALCOHOLIC
WOOOOOOOOOOOOOOOO!

He runs right at Harvey who leaps over him, kicking him in the ass as he does. The Alcoholic goes tumbling head over feet into a gutter, whacking his head and SHATTERING the BOTTLES on his hardhat.

He bursts into tears.

RAGING ALCOHOLIC
(slurring)
You sonsabitch! I'm gonna kicks
your ash!

The man burps and passes out, his head striking the curb and popping several boils in a burst of pus and goo.

HOLDEN
(laughing)
Wow. Now that sure was scary. Go
back to Animal House, you stupid
loser!

CROWD (O.S.)
 WOOOOOOOOOOOOOOOO!

A huge, stampeding CROWD of Raging Alcoholics storm down the street, various undead men and women of all states of extreme inebriation, all carrying liquor or beer paraphernalia of some sort.

DINK
 Fuck me! Raging Alcoholics!

Rager 1 charges Persephone.

RAGER 1
 Hey candytits! I lost my phone number, can I have yours?

Persephone punches him in the face, launching him some twenty yards backward into the charging crowd like an airborne bowling ball and scatters them across the street.

Dink whips out his shotguns and races down the street.

DINK
 This way jackholes!

The others don't need a second invitation and race after him.

A female Rager careens in from the side, pulling her shirt up and flashing as she races toward Holden.

FEMALE RAGER
 Gimme some beads, baaaaaby!

Holden slows just a bit. Persephone scoops him up and throws him over her shoulder and speeds away.

PERSEPHONE 815
 Perhaps she should buy you dinner before allowing you on second base.

Another crowd tramples in from the northeast, hooting and yelling.

RAGER 2

I am tore up from the floor up!
WOOOOO!

Dink raises a shotgun, aims and FIRES.

KABLAM!! An abandoned JALOPY EXPLODES into a huge ball of flame, enveloping the nearest herd of Raging Alcoholics and sending them cartwheeling all over the place.

Another female Rager, clutching a bottle of booze and her face covered in rotting skin, sprints in a zigzag from an alley and leaps onto Harvey's back.

FEMALE RAGER 2

Are your parents retarded? Because
I think you're special!

Harvey twirls around in a circle, trying to shake off his inebriated passenger.

HARVEY

(yelling)

Who's got two thumbs and doesn't
want your phone number? Who's got
two thumbs and doesn't want your
phone number? This guy! This guy!

Holden dashes over and snatches the bottle of rum from the Rager's grasp. He upturns the bottle into his mouth as he pulls Wyclef from his shoulder.

More Ragers rush to the melee, YIPPING and WHOOPING.

RANDOM RAGER

You're just a hammer and some duct
tape away from being a sure thing!

Holden gives Wyclef a squeeze. Fire belches from his maw...

And Holden spews with all his might.

Alcohol IGNITES into a huge stream of FLAME that hammers into Harvey's tagalong and BLASTS into the frenzied mob of alcohol-soaked Ragers.

KAABLAAAM! They EXPLODE into a FIREBALL of booze and blistered body parts as the concussive wave bowls Holden and the rest of the gang twenty feet to the end of the street straight into a pub.

INT. THE WAYWARD SUN - NIGHT

Holden tumbles into a dimly-lit pub along with the remainder of the party in a mishmash of limbs and groans.

DINK

Get your fuzzy pink ass outta my face, Harvey!

HARVEY

The Harvey can't! He is stuck in a position that would make Gumbly scream.

HOLDEN

Aw Dink, you're crotch smells like rotten milk.

DINK

So did the last piece of tang I tapped. Let's just say she had a lot in common with hockey players when it came to showering habits.

Persephone untangles herself from the mess and bolts the front door shut as everybody untangles themselves.

Fists and bottles HAMMER at the thick oak from outside.

HOLDEN

What are we going to do now? It's like shopping the day after Thanksgiving out there.

DINK

Shut up and let me think for a sec!

Dink pops more silver shells into his shotguns.

HARVEY

Uh oh.

HOLDEN

What? I hope it's not about socks.
Or bologna.

Harvey points to the far end of the room as Persephone steps in line beside them.

PERSEPHONE 815

It appears we are not alone.

INT. HELLENA'S RV - NIGHT

Hellena sits in her throne, observing the wall of crystal orbs showing various angles of WOO-HOOING Raging Alcoholics chasing the RV and throwing various objects at it.

Hellena presses the eyeball intercom.

HELLENA

Oh Death?

INT. DEATH'S PALE HORSE (MOVING) - NIGHT

Death's crimson eyes stare from his shadowy cowl as BOTTLES SHATTER against the vehicle and mashed, drunken, drooling faces press against the windows.

HELLENA

(over intercom)

Death, you worm-ridden cadaver,
answer me!

A bony finger jabs at the intercom button.

DEATH

Driving is a little stressful at the moment, dark lady. Perhaps a more opportune time could be suggested?

HELLENA

I don't give a flying monkey crap!
Get us out of here this instant!

DEATH

What about the werewolves? Can't they do something besides disregard their own feces or sniffing their behinds for once?

HELLENA

I've already sent them the long way round so shut your maggot-hole and do as I command! If we don't catch that little brat soon, I'm going to see to it that—

Death grumbles, flips off the speaker, and throws the truck into 'Park'.

EXT. TOWN OF TAVERNACLE - NIGHT - SAME

The driver-side door of the Bronco swings open and Death climbs out. He swings a skeletal arm at an unruly crowd of Ragers and they fall over dead.

His arms spin about in circles and he SNAPS his FINGERS.

A gargantuan sign appears over a large building across the street, ELECTRICITY CRACKLING in bright blue streaks across its face...

Until it reconfigures into 'LAST CALL FOR ALCOHOL' in blinking letters.

WAILS of dismay bellow out from the Ragers and they bolt toward the building in unison.

Death raises his arms over his head, hands clenched in a sign of victory.

DEATH

And the crowd applauds Death with enthusiastic fervor for once again proving his brilliant innovation in a dire situa—

THWACK! THUNK.

Death's gaze wanders down to the street where his now dismembered arms, hands still clasped together, twitch and jump.

FLIP. FLOP. FLIP. FLOP.

Death stands stock still, head hung low, merely staring at his amputated, writhing limbs.

INT. THE WAYWARD SUN - NIGHT

BARTENDER IKE (50s), oily-looking with narrow shoulders and an impressive beer-gut, steps out from behind a mahogany bar, a cricket bat clutched in his hands.

Two CYCLOPS bouncers flank him, giant and rippling with muscle, each armed with a set of barstools.

Holden and the others glance at each other in a rather nervous fashion.

DINK

I wonder if those Cyclops' one-eyed trouser snakes only have one eye. Or do you think that they have two to make up for-

PERSEPONE 815

I believe silence would be golden at the present time, Dink.

Holden takes a tentative step forward.

HOLDEN

Uh, sorry to barge in like this on you and your nice establishment, sir and, uh...sirs. We were just, you know, leaving and all.

Ike pounds the cricket bat into a meaty hand.

BARTENDER IKE

Leaving? Well, I'm afraid you can't leave, junior. See, the Raging Alcoholics will rip the lot
(MORE)

BARTENDER IKE (CONT'D)
of you to highball shreds and use
you for chasers if you venture
back outside. Besides...

Ike fishes into his apron and pulls out a large, golden skeleton key.

BARTENDER IKE
I, the world famous bartender Ike,
have something that belongs to
you.

INT. DEATH'S PALE HORSE - NIGHT

An armless Death sits in the passenger seat of the cab.

Hellena sits beside him clutching the steering wheel and working the gas and brakes, looking less than pleased.

HELLENA
How? How Death? How the blazes do
you get your arms chopped off?
You're a chauffeur!

DEATH
I beg your pardon, dark lady, but
I resent that! I have commandeered
a pristine gondola through the
black waters of the River Styx for
the past two millennia.

HELLENA
'Commandeered' my sorcerous ass!
You were a river guide in a
tourist trap for fifty cents a
trip. I hired you as my driver,
damnit!

Death gestures to the passenger window with his head.

DEATH
Take a left here, dark lady. And I
cannot help it if my extremities
were severed; it was most
unexpected. Oh, and I'll be
(MORE)

DEATH (CONT'D)
meeting with the Gravedancer's
Union to discuss my Workers' Comp
upon our return, F.Y.I.

EXT. DEATH'S PALE HORSE - NIGHT

The passenger door flails open, followed by a BURST of GREEN FIRE and Death catapulting from the vehicle onto the street.

A horde of YOWLING RAGERS immediately sets upon him and before long, Death crowd surfs across Bourbon Street as the Bronco ROARS away.

INT. THE WAYWARD SUN - NIGHT

Holden, a look of confusion on his face, exchanges glances with Dink.

HOLDEN
Come again?

Ike motions to the two one-eyed bouncers and they retreat to the sides of the bar.

BARTENDER IKE
This key has been locked behind my bar for nearly forty years. I was instructed to give it to the next minor that tried to come into my pub and proved himself worthy. And since you look about five years short of a six-pack, I'd say I've found the winner, winner, T.V. dinner.

Holden shrugs and reaches for the key.

HOLDEN
Well, that was easy.

Ike snatches the key back.

BARTENDER IKE

You forgot about the 'proved himself worthy' portion of the story, junior. I'm afraid there's a little taproom challenge for you to get through first.

HOLDEN

Is it by chance anything involving the use of an X-Box 360?

HARVEY

The Harvey hopes it's a madcap game of Go Fish.

Ike regards Harvey with a frown.

BARTENDER IKE

Is he retarded or something?

HARVEY

The Harvey is eccentric, chubby innkeeper. And smart as a whip.
(cracks imaginary whip)
WOO-PSSSSH! Rawhide!

Dink pushes past Harvey.

DINK

So what's the damn challenge? I wanna get outta this gin joint and pronto.

Ike walks to a set of double-doors at the far side of the room and pulls them open.

IKE

Follow me, all of you.

INT. THE WAYWARD SUN - PRIVATE ROOM - NIGHT

Ike walks into the back room followed by Holden, Wyclef, Dink, Persephone and Harvey. Mirrors with odd beer logos adorn all free space. A long lavender curtain covers the farthest wall.

An enormous beast of a man, KEG HELLWIG, all legs, stomach, chest and bushy mohawk, sits in the center of the room at a table dwarfed by his massive frame. He CHOMPS on an entire side of beef, snapping through meat and bones with ease.

He sees Ike and rips out a BURP with the force of a wind tunnel.

KEG

What are you disturbing my din-din for, Ike? I'm hungry as a starvin' mastodon in heat and don't take kind to interruptions.

BARTENDER IKE

Folks, meet The Wayard Sun's Keg Hellwig, champion drinker of the town of Tavernacle. He is also your challenge this evening.

DINK

Please tell me the challenge is hula-hooping or fitting into a single-digit dress size.

BARTENDER IKE

To gain possession of the golden key, you must best Keg in a contest of alcohol consumption.

Holden busts out LAUGHING.

HOLDEN

A drinking contest? I'm not even old enough to vote! And the only thing I've ever even drunk is Boone's Farm mixed with Koolaid.

PERSEPHONE 815

Then your probability of success based on estimated weight and alcohol tolerance is eight-point-seven million to one. I don't like your chances.

HARVEY

The Harvey doesn't dig them either.

Holden throws his hands up in defeat.

HOLDEN

What the hell kind of challenge is this? Why don't you ask me to see who can fill up a lunchbox with their own crap first which I never tried to do in ninth grade?

IKE

Now easy there, junior, I didn't say you had to outdrink him. You're still a minor and I don't want to lose my liquor license. You may choose one of your party in your stead. Oh, except for the cyborg.

HOLDEN

Why not?

PERSEPHONE 815

My circuits detect alcohol as a waste product and instantly filter it from my system thereby giving me an unfair advantage.

HOLDEN

Oh. Right. I wasn't going to pick her anyway.

He smiles as his eyes fall on Dink.

LATER

Dink stands in his chair at the table across from Keg, each man surrounded by overturned shot glasses and bottles of liquor as the rest of the group watches.

Keg picks up a shot a whacks it back then SMASHES the GLASS on the table.

Keg speaks in a series of incoherent hiccups, garbled slurs and grunts.

KEG
(subtitled)
So, who's the hot piece of cyborg
ass?

Dink's lingual skills aren't much better.

DINK
(subtitled)
That's Persephone. She wants some
of the Dink Dong in her exit door.

Keg slings back another shot.

KEG
Bullshit. She does not.

Dink does the same.

DINK
No honestly, it's true. She wants
to nibble on my dick like a rat
does cheese.

KEG
(another shot)
Whatever, short-pour. You wouldn't
know what to do with it if you got
near it. Besides, why would she
want a spark plug when she can get
the whole engine from me?

Dink does another shot. Then BAWLS like a baby.

DINK
Oh you're right, it's true! I
can't even get my goodies up to
show her a Dink-tacular time
between the sheets! I haven't been
able to pitch a tent in six years.
My balls throb constantly!

Everybody looks at each other in utter confusion over the indecipherable conversation. Holden whispers something in Persephone's ear. She shrugs and whispers something back in his.

Keg holds up a shot glass and giggles, drool cascading down his chin.

KEG

Then here's to me being the first
give her an oil check with my
foot-long pechhhrrrrraaaallllffff!

Keg launches groceries all over the table then passes out face-first into the table, SNAPPING it in half. He CRACKS his FOREHEAD off the floor with a bounce and doesn't move.

Dink throws back one last shot, unzips his pants and pees everywhere.

DINK

I win. Bitches.

Ike carefully walks over and raises Dink's non-aiming hand.

BARTENDER IKE

The dwarf is victorious! Most
impressive, I daresay.

DINK

(barely decipherable)
Fuck you, you tubby-titted spooge
rag. That's my name in piss on
your floor. I wish it was in
Persephone's handwriting.

He stumbles out of the chair, stream of urine still going, and falls on the floor as he GUFFAWS.

FRONT ROOM

WUMP! Something big and heavy RATTLES the DOORS of the front room.

Ike peeks his head out of the private room and motions to the two Cyclops bouncers. They rush over and brace themselves against the doors.

PRIVATE ROOM

Ike hurries back to Holden and places the golden skeleton key in his hand.

BARTENDER IKE
You best hurry, junior.

PERSEPHONE 815
What is Holden supposed to unlock with that?

HOLDEN
Yeah, what she said.

Ike strides over to the far wall and yanks down the curtain, revealing an iron door with a large keyhole in its center.

BARTENDER IKE
Pretty self-explanatory, no?

HOLDEN
What's behind the door?

BARTENDER IKE
I'm guessing an exit.

HOLDEN
What, you never opened it?

BARTENDER IKE
Alas, the key only works for the one who may wield it.

Dink struggles up from the floor, staggers a few feet, then falls back on his back.

DINK
I need my goddamn motorcycle. I can't walk.

FRONT ROOM

KERAAAASH!! The front WINDOW SHATTERS in a hurricane of glass as Dink's motorcycle careens into the bar and skids across the floor into the

PRIVATE ROOM

It spins to a halt in a heap of twisted, charred metal beside Dink.

DINK

I need a new goddamn motorcycle. I
still can't walk.

WHOOPING and crazy YELLING sound from the

FRONT ROOM

Ragers pour in through the busted front window as the Cyclops bouncers scatter them like leaves in the wind with powerful swings from their barstools.

PRIVATE ROOM

Holden runs to the iron door followed by a hopping Harvey.

Persephone scoops up Dink and throws him over her shoulder.

PERSEPHONE 815

We should vacate the premises
immediately.

HOLDEN

I couldn't agree more.

Holden jams the key into the lock and turns it. The DOOR GROANS open on rusted hinges. The ROAR of RUSHING WATER fills the room.

Holden holds the door open and waves everybody through.

HOLDEN

Come on, let's go!

EXT. WHISKEY RIVER - BALANCE BRIDGE - NIGHT

A small ledge juts out over the churning rapids of the river below. A narrow beam, no more than four inches wide, stretches across fifty yards of angry water.

Persephone sprints out, Dink on her shoulder, and wastes no time crossing the river on the beam with her precise steps.

Harvey leaps out and cartwheels onto the length of wood, bunny hopping across the water with no problem.

Holden dashes out last and stops just short of the beam, nearly going over the edge of the ledge.

HOLDEN

Holy Thundercat balls!

Holden gulps and looks back over his shoulder to where scores of Raging Alcoholics have swarmed into the back room...

And are coming right for him.

HOLDEN

Fuck! I wish I hadn't flunked gym!

He takes a deep breath and places one foot in front of the other, steadily making his way over the swirling waters.

He makes it about fifteen yards before the Ragers figure out how to exit the building and come after him.

RAGERS

WOOOOOOOOOOOOO! WEEEEEEEEEE!

They careen onto the balance beam, making it a scant few feet before slipping and tripping into the river below like drunk lemmings.

Holden risks a quick look over his shoulder and sees what's happening.

HOLDEN

Ha! Quit drinking you assholes and maybe you'll pass a sobriety test or twoWHOOOOAAAA-SHIT!!

He loses his footing and lurches from the beam, limbs flailing. Wyclef SCREECHES and tries to secure his collar to no avail as Holden falls...

And abruptly stops. He opens his eyes and looks up.

Persephone clutches him by the ankle and pulls him up to safety. She slings him over her shoulder and sprints back to the far side.

INT. THE WAYWARD SUN - BAR - NIGHT

Ike raises his head from a hiding place behind the bar. All is quiet save for the two Cyclops bouncers standing near the door, breathing heavily.

Ike walks out from behind the bar and approaches the bouncers, holding his cricket bat behind his back.

BARTENDER IKE

Are all those crazy, shitfaced bastards gone?

CYCLOPS 1

(subtitled)

Yes, they're all freaking gone. You said nothing about having to fight the whole damn city at one time when we applied here.

CYCLOPS 2

(subtitled)

I want my fucking break. And a raise!

WAK! WAK! Two swift swings from Ike SPLINTERS the BAT and drops the creatures into an unconscious heap.

BARTENDER IKE

Sorry about that lads, but I've waited too long for this, and I'm not about to let a wet-behind-the-ears tossed salad get what should be mine.

Ike snatches a rucksack and an overcoat from a nearby peg on the wall and strides back to the

PRIVATE ROOM

He rushes to the still-open iron door, putting on the coat and backpack.

Suddenly, he trips and goes down in a heap. He struggles to his knees, eyes darting, searching for the culprit responsible for his spill.

Then his eyes stop.

On the pair of empty flip-flops sitting by the doorway.

EXT. WHISKEY RIVER - THE OTHER SIDE - NIGHT

Persephone crosses the balance beam, Holden slung over her shoulder, and steps onto the bank opposite the town of Tavernacle. She sets him down next to a passed-out and SNORING like a gutted wild yak Dink.

Harvey lies on his back, scissoring his arms and legs, making dirt angels in the...dirt.

In the distance, a foreboding forest stands, its swaying LIMBS WHISPERING in the night.

A lone water pump stands in the clearing where the party regroups.

HOLDEN

Holy sea donkey ass, that was close! I thought I was dead.

Holden throws his arms around Persphone and kisses her cheek...

Mid-kiss, he seems to remember how pretty Persephone is and turns bright red, tucking his hands in his pockets.

HOLDEN

Uh, sorry, I just you know had to then I, uh, sorry. Sorry.

Persephone actually smiles and returns the favor.

PERSEPHONE

I hope you won't mind if I'm short on apologies.

HARVEY

Get a room, why dontcha? The Harvey does not want cooties.

HOLDEN
 (mumbling)
 Oh, shut up Harvey, just
 jealous...

Persephone walks over to the unconscious Dink and reaches into his vest and retrieves, unfolds, and peruses his map.

Holden stoops over the dwarf and grabs a boot.

HOLDEN
 (to Harvey)
 Can you give me a hand with him?
 Let's get him under the pump and
 hose him down, wake him up and
 whatnot.

Harvey hops over and grabs the other boot. The two of them drag him across the ground and drop him under the nozzle of the water pump.

PERSEPHONE 815
 This is somewhat confusing.

HOLDEN
 What's that?

PERSEPHONE 815
 According to this map, we are
 right on top of the next key.

HOLDEN
 Well, where do we go to get it?

A BRANCH SNAPS behind them. Mercutio and Pippi step from the darkness, followed by a score of slobbering werewolves.

MERCUTIO
 Thou shalt not be going anywhere
 to retrieve anything, vile wretch.
 Stayeth thine course or be
 smitten.

PIPPI
 You know, sometimes I wanna just
 kick you in the nads.

MERCUTIO

Pray tell why, mine kindred?

DINK (O.S.)

Because...

The group turns to Dink, who staggers to his feet.

DINK

You babble like a constipated Shakespeare without the pizzazz, furdick.

Mercutio bares his fangs and SNARLS.

PIPPI

Don't talk to my brother that way, you stacked up pieces of goat crap! I can't wait to rip the flesh from your face and snack on your heart.

In a flash, Dink's shotguns are out, cocked and aimed.

DINK

I'm thinking that's gonna be a tough one to pull off.

MERCUTIO

(sneering)

And what dost thou plan to do about it?

DINK

Why, telleth thou to go fucketh thyself.

KABLAM! KABLAM! Twin BLASTS from the SHOTGUNS decimates Mercutio and Pippi's heads into bloody messes of skull and pulp that SPLATTER the remaining wolves. The headless body sloughs to the ground.

Beat.

The twenty other werewolves HOWL and charge as one.

HARVEY

Oh me oh my!

Harvey backpedals and his rear strikes the handle on the water pump...

And opens a hidden trapdoor. CLICK. Dink, Harvey, Persephone, Holden and Wyclef disappear into the ground.

INT. ARCANE ARCADE - CHUTE FIRST - NIGHT

Everybody YELLS and SCREAMS in unison as they rocket down a twisting and winding tunnel coated with black goo.

INT. ARCANE ARCADE - HALL OF BALLS - NIGHT

The group flies out of the chute into a dimly lit corridor filled with various shapes and sizes of strange, mushy balls, and dip underneath the bobbing grossness.

Harvey pops up into view first, face cover in black slime and two small purple orbs attached to his chin, followed by Persephone and Holden.

Wyclef glides about the hall then suddenly takes a dive into the spherical mess and yanks up a SPUTTERING Dink.

Dink catches his breath and catches sight of Harvey and LAUGHS.

HOLDEN

What's so damn funny?

DINK

He looks like a blowjob!

Harvey swipes at his chin, knocking the balls away.

HARVEY

The Harvey does not appreciate the ribbing. Also, it reeks of sweat and funk in here.

GROWLS and SNARLS sound from the shoot.

PERSEPHONE

We must flee this corridor. The werewolves are immediately behind us.

DINK

Wow, you don't state the constant obvious in the least whatsoever.

Everybody hurriedly slogs through the pile of mishmash globes, holding their noses until they reach a single open window its end.

The GROWLS and SNARLS are ever closer.

Wyclef flies right on through. Persephone boosts Dink, Holden and Harvey through, then pulls herself up and in.

INT. ARCANE ARCADE - WHACK-ATTACK ROOM - NIGHT

The group pick themselves up, all covered in black muck and disgusting slime.

A huge wall-to-wall trampoline stretches out in front of them. A dozen wide holes stand in a row on the ceiling.

HARVEY

The Harvey needs a bath.

(sniffs)

He also recommends one for everybody else.

RRROOOOWWRRR! A werewolf's head crams into the window, JAWS SNAPPING and saliva flying as it tries to squeeze through.

Dink nonchalantly points a sawed-off shotgun over his shoulder. KABLAM! The creature's head EXPLODES in a mess of gore and brain.

HOLDEN

Wow. That was...nasty. Does anybody have a clue where we are?

A voice, deep, booming and gravelly, echoes from the ceiling holes throughout the room.

THOR THE TINY (O.S.)
WELCOME TO THE ARCANE ARCADE. ALL
PLAYERS MUST EVADE MJOLNIR, HAMMER
OF ETERNAL NAPTITUDE, TO ESCAPE.
THANK YE FOR PLAYING!

WAM! A massive object strikes one of the holes on the
topside of the ceiling, momentarily blacking it out and
raining dust and bits of stone into the room.

WAM! The same thing happens to another hole, several spaces
down.

HOLDEN
That sounds kinda not good.

WAM! Another one.

DINK
By chance does anybody know how to
teleport?

WAM! Persephone shines her blue eye-lights over the walls.

PERSEPHONE 815
There appear to be no other exits,
save the openings in the ceiling.

WAM! Every time, a different hole blacks out as if covered
by a massive lid.

THOR THE TINY (O.S.)
YE WILL ALL BE SMITED LIKE FLIES
TO A SWATTER! SO SAYETH THOR THE
TINY UNTO THEE!

DINK
Sheesh, I thought I just killed
Mercurio.

WAM! Harvey hops onto the trampoline, catching a ton of
air.

HOLDEN
Harvey, what are you doing?

HARVEY

The Harvey has this all figured out. He insists you not get your panties in a wad.

Then, just like that, Harvey hops way up and out of one of the nada-skylights.

WAM! He reappears, dropping in through a different hole, a large grin plastered on his face. A few bounces and he vaults out again.

DINK

What the hell is that gimp doing?

WAM! Harvey drops back in and hops back to the side with the rest of the group.

HARVEY

The Harvey thinks that was most exhilarating. Oh, and there is a very, very enormous giant with a hammer up there. Very dangerous.

PERSEPHONE 815

And a high probability of being flattened to death.

HOLDEN

Detailed files?

PERSEPHONE 815

Common sense.

HARVEY

The Harvey says there's nothing to fear. He has figured out the pattern.

And, without waiting for the okay, Harvey snatches up Dink and leaps back onto the trampoline.

DINK

What the shit, you stupid mother-!

The duo disappears through the ceiling.

A moment later, Harvey reappears and grabs Persephone.

Then, finally, Holden and Wyclef leap into the air with Harvey and zips up into the stone just as werewolves squeeze through the window.

INT. ARCANE ARCADE - THOR'S LAIR - NIGHT

Harvey, clutching Holden and his iguana, spirals high into a sprawling cave...

Right past the gargantuan iron hammer held by a blonde, bearded giant, THOR THE TINY, some 30-feet tall with redwood legs and oak arms.

WAM! The HAMMER POUNDS the floor with bone-crushing force and a YELP as it catches a stray werewolf flying into the room. WAM! YELP! Then another. And another.

Harvey lands on a ridge above Thor's head, and sets Holden down next to Persephone and Dink.

DINK

Who knew the pink-assed imbecile would turn out to be an idiot savant.

HARVEY

The Harvey is also an excellent driver.

Holden walks over to a thick metal door on the ridge and gives it a tug. Nothing doing.

PERSEPHONE 815

I have already attempted to pass the obstruction to no avail.

HOLDEN

Then how do we get out of here?

WAM! YELP! SNARL.

THOR THE TINY

ATTEMPT AT PASSAGE IS FUTILE UNDER
THOR THE TINY'S MIGHTY HAMMER!

PERSEPHONE 815

It is inconsequential at the moment how we escape. What is of consequence is the giant's left ear.

Holden glances down through the mane of blonde hair.

HOLDEN

What do you mean, his left...

(squints)

Oh shit a brick. It's the second key! As an earring! How George Michael of him.

DINK

Nothing gets by you, Nancy Drew.

HOLDEN

Well then, smartass, how are we going to get it?

WAM! Then, barely discernible between hammer-whacks and wolf-squealing: FLIP. FLOP. FLIP. FLOP.

Out of nowhere, Buddy Ninja vaults into the air, all kilt, mullet and samurai sword, hacking werewolves into pieces as he somersaults and spins.

He disappears back into the floor...

And leaps back up, hurling a barrage of silver shuriken into Thor's forehead.

Thor ROARS in pain.

THOR THE TINY

YE AND YOUR HILLBILLY HAIRCUT
SHALL PAY!

Thor swings his hammer through the air, missing Buddy by scant inches...

HOLDEN

Oh...

DINK

Fuckballs.

The group dives aside as Thor's hammer WHOOSHES over them, and ricochets off the iron door for another swipe at the twirling Buddy Ninja.

On his next pass, Buddy whizzes by Thor's ear and, at his apex, throws something at Holden.

BUDDY NINJA

Catch!

The golden key hits Holden in the hands and ricochets right off of them and tumbles down into the cave.

In a flash, Wyclef zips from his shoulder and dives, snagging the key from the SNAPPING JAWS of a bouncing werewolf as shuriken impale its throat before Thor's hammer whacks it across the cavern like a furry baseball.

Wyclef swoops up onto Holden's shoulder and drops the key into his hand.

HOLDEN

Attaboy, Wyclef!

Wyclef belches fire in response as the mayhem in the cave ensues at a breakneck pace.

DINK

What are we waiting for? I'm thinking a combination of 'Dodge' and 'get the fuck out of' is a damn skippy idea.

Holden glances out at Thor, the werewolves and the diving and dodging Buddy Ninja.

HOLDEN

But what about him? He'll get killed out there.

DINK

And he deserves it!

Buddy, this time running along the cave wall, seeming to defy gravity, turns to Holden.

BUDDY NINJA

Leave this place, jackals! This is my meat, my murder, my mayhem! My happiness!

The samurai sword flashes, more shuriken fly.

Holden relents and jams the key into the door's keyhole.

EXT. CAVERN - NIGHT

In front of the cavern mouth, swirling snow and wind RIP across a vast frozen lake as Holden and crew shiver and take in the scenery.

Low, indiscernible but angry-sounding WHISPERS resonate from behind the flurries and gusts.

HOLDEN

I sure am glad I don't have any gloves. Or testicles anymore, for that matter.

DINK

I'd say not a lot has changed since you got here.

PERSEPHONE 815

(off map)

According to the map, we are entering the Winter of Discontent, which we must traverse to reach the final key.

HOLDEN

Couldn't be Summer of Lovin' or Spring Fling or something happy for a change, could it? This sucks.

Harvey flops on his back and makes snow angels.

DINK

Why don't you quit acting like a
Corky and get the hell up?

HARVEY

The Harvey thinks Dink's always
angry because Dink's equipment is
on the fritz.

DINK

Hey, shut up! That's none of your
goddamn business!

Holden laughs maniacally.

HOLDEN

Yeah, whatever Kenny Can't-Get-It-
Up! You're always bragging about
partying with the ladies when you
can't even raise your roof.

DINK

Who the hell told you that??

HOLDEN

Persephone translated for me back
in the bar when you were moaning
about it to that Keg dude like a
little girl with cramps.

DINK

And what do you know about cramps?
The closest you've ever come to
getting ass is pin-the-tail-on-
the-donkOOOMPH!

Holden kicks Dink right in the ding-ding, lifting him clear
off the ground and dropping him into the fetal position.

DINK

(gasping)
Going. To. Kill. YOU!

PERSEPHONE 815

Boys, we need to relax. This is
the weather affecting you; try to
(MORE)

PERSEPHONE 815 (CONT'D)
clear your thoughts of irrational
anger.

DINK
Lick my dingleberry ass, Susie
Sellout! What the hell's the
weather got to do with the price
of pussy in Amsterdam?

Persephone snatches Dink up by the collar.

PERSEPHONE 815
I wonder: The Winter of
Discontent. Sometimes, your skills
involving applied logic are quite
impressive.

She twirls around in a blur, holding Dink like a discus,
and flings him onto the frozen lake. He hits the ice as if
shot out of a cannon and blasts across the ice, spinning
and cursing as he goes.

HARVEY
Now that looks like fun...except
for the ice cold behind.

Persephone grabs Harvey and slings him out after Dink.

HOLDEN
Don't think about touching me, you
spit-swapping earthquake-whore!

Persephone pays him no mind and tosses him across the lake
as well, Wyclef clinging to his shoulder for dear life.

INT. THOR THE TINY'S LAIR - NIGHT

Green FIRE ERUPTS through the holes in the cavern floor as
Hellena levitates into the room.

A wave of her staff and the fire dissipates. She gives the
room a once-over.

Thor the Tiny sits in a far corner of the cave, staring in
a huge mirror, a goofy grin plastered on his face, which is
riddled with dozens of shuriken.

THOR THE TINY
 I AM DEVASTATINGLY HANDSOME. THIS
 NEW FACIAL JEWELRY IS MOST
 FETCHING. DAMSELS SHALL BE WOODED
 INTO MY QUARTERS WITH EASE.

Hellena scowls off all of the smooshed werewolf corpses
 strewn about the cavern.

HELLENA
 You look like you've been struck
 in the face with a tackle box, you
 overgrown lummoX.

Thor pays her no mind as he continues ogling his
 reflection.

HELLENA
 Death! Hurry it up!

BOING! Death bounces into the room, his armless person
 landing beside Hellena before drunkenly staggering face-
 first into a column of stone.

He wobbles away from the pillar.

DEATH
 Oh, so you want a piece of me,
 huh? You know I can kill you with
 a snap of my fingers?

He glances down at his limp and empty sleeves.

DEATH
 Aw, H-E-double-hockey-sticks.
 (beat)
 Does this place have karaoke?

HELLENA
 Damn you, you inebriated buffoon.
 At least tell me that the serial
 killer is dead.

Death squeezes eyes shut, BELCHES out a swarm of LOCUSTS
 and shakes his head.

DEATH
 (hiccups)
 Nope, I'm afraid he's still alive
 and killing.

Hellena strides across the cavern.

HELLENA
 So be it.

EXT. CARNIVORIUM EMPORIUM - ENTRANCE - NIGHT

Crumbled remnants of bone litter the ground in front of a towering, rusted iron gate where the snow and wind cease as if held off by an invisible wall.

In archaic lettering, atop the gate: CARNIVORIUM EMPORIUM.

Dink slides off the ice and tumbles head over heels through the scattered bone.

He regains his feet and brushes himself off.

DINK
 I swear I'm gonna kickstart that
 girl's trunk into next FUCK!

Dink collapses back to the ground as Harvey rams into him.

HARVEY
 Whoa Nellie! The Harvey's buttocks
 are number than your sexual
 conquests.

DINK
 Why don't you wear your ass for a
 hat 'til next Easter?

Dink tries to get up one more time and is abruptly reseated as Holden bowls over him.

DINK
 GODDAMNIT!

Persephone zips in right behind Holden.

PERSEPHONE 815

Well. Now that we're out of the storm, animosity should return to a normal level.

DINK

Piss off, you lawnmower in woman's clothing.

HOLDEN

Hey, I gotta question before we go into this...

(off sign)

Emporium of whatever. Who the hell was the mullet-dude in the kilt back in that whack-a-mole cave?

Dink, Harvey and Persephone exchange uneasy glances.

PERSEPHONE 815

That was Buddy Ninja, alleged mass murderer of Spectre Leaf.

Harvey snorts.

HARVEY

The Harvey thinks that would be the same as saying Dink allegedly suffers from impotence.

Dink WHACKS Harvey in the back of the knee with his shotgun, buckling his leg.

DINK

Jeff Gilooly ain't got shit on me.

Harvey rolls to his feet and rabbit punches Dink in the kidney.

DINK

Oof! Son of a bitch!

HOLDEN

So he's dangerous?

PERSEPHONE 815

I daresay he is rumored to be. Why
do you ask?

FLIP. FLOP. FLIP. FLOP.

HOLDEN

Because he's right behind you.

Persephone and everybody else follows Holden's gaze.

Sure enough, Buddy Ninja stands just in front of the
invisible barrier keeping the Winter of Discontent at bay,
blood-soaked samurai sword in hand.

The GROAN of the rusty gate opening sounds behind
everybody.

NIGHT MAYOR

Fear him not, lady and gentlemen.
He means you no harm.

All eyes fall on a whip-thin, wisp of a bespectacled man,
THE NIGHT MAYOR (50s), standing in front of the
Carnivorium's entrance. He also wields a .50 caliber
machine gun and criss-crossed bandoliers of silver bullets.

HOLDEN

Is that because you're going to
blow us all away with that Jesse
Ventura Predator gun first?

NIGHT MAYOR

Nay, Holden Tucker. It is because
he works for me. He's been...well,
protecting you.

Dink whips his shotguns out.

DINK

Bullshit. The urban legend on this
dress-wearing fashion fuck-up goes
back some twenty years. And who
the fuck are you?

NIGHT MAYOR

I am the Night Mayor of Spectre Leaf. And surely you do not put much stock in the local sewing circle around here concerning back alley myths, do you?

PERSEPHONE 815

Are you implying he is not a mass murderer?

NIGHT MAYOR

He's more of a blade for hire. Assassination is his art. The underbelly of Spectre Leaf is his canvas. Regardless, he is under my employ and will harm you not.

(beat)

But, if you'll come with me, I can show you the way to the last golden key before the Wench Everlasting shows.

The Night Mayor wheels around and strides through the gate.

The group glances between him and the rather ominous-looking Buddy.

They opt for the gate.

INT. CARNIVORIUM EMPORIUM - TICKET BOOTH - NIGHT

Balls of spiderwebs tumble through the dusty streets past rows of decrepit buildings and cracked sidewalks.

The Night Mayor stops in front of a row of metal turnstiles. Buddy Ninja flip-flops his way to the front of the group, standing beside the Mayor, sunglasses glinting darkly.

NIGHT MAYOR

So, before we enter the Carnivorium, we need to...

He trails off as multiple hands shoot up in the air.

NIGHT MAYOR

Uh...are there questions?

DINK

What do you think, Mayor McCheese?
Why the thunderfuck should we go
anywhere with you?

NIGHT MAYOR

Because we all seek to achieve the
same goal: finding the Caretaker
and securing Pandora's Hope Chest.

HOLDEN

I hate to ask the obvious, but why
haven't you done this already?
Especially since you're like the
Mayor of Night or whatever.

NIGHT MAYOR

Have you not been paying attention
on your journey, Mr. Tucker? Only
you may secure and use each of the
keys. Should anyone else attempt,
they would perish in a rather
painful manner.

PERSEPHONE 815

Then where is the key located?

The Night Mayor offers a wry grin and makes a sweeping
motion to the buildings behind the turnstiles.

NIGHT MAYOR

The Carnivorium is our oyster. The
key is our pearl.

HOLDEN

What's in the Chest?

NIGHT MAYOR

It's all in the name, Mr. Tucker.
Hope. Hope for all of Spectre
Leaf. How it shall transpire, I
know not. But I believe in hope
for hope is the strongest magic in
this world and all worlds.

HANDS CLAP from behind everybody.

They whirl to see Hellena and a dozen werewolves standing at the gated entrance.

HELLENA (O.S.)
That was so heartfelt, it nearly
brought tears to my eyes.

Death shambles up behind her with a set of huge, furry bear arms and paws sticking out of the sleeves of his robes.

HELLENA
(hissing)
Where the blazes have you been?

DEATH
(hiccup)
What? I killed a bear. I'm
practicing the Second Amendment.

The Night Mayor raises his machine gun.

NIGHT MAYOR
Are you prepared, Buddy?

BUDDY NINJA
The masses are meat. Meat is
murder. Murder is mayhem. And
mayhem is happiness.

HELLENA
Then allow me to rain on your
parade.

Her staff blazes alight with blinding green fire.

NIGHT MAYOR
RUN!

He squeezes the trigger of his machine gun and a barrage of SILVER SCREAMS through the night at the werewolves, slicing through several of them in a maelstrom of bullets, spraying blood and flying fur.

Holden, Dink, Persephone and Harvey scatter, and bust through the turnstiles.

Buddy Ninja backflips onto a nearby building as GREEN FIRE LANCES from Hellena's staff, obliterating a ticket booth into rubble.

Death CLAPS and CROAKING FROGS rain down from the sky. He looks sheepishly at his furry new limbs.

DEATH

Crap, these things still aren't broken in.

The Night Mayor turns his assault on Hellena who throws up a translucent magical shield that sends the bullets ricocheting all over the place.

HELLENA

You ungrateful lout! I placed you in a position of power, to oversee Spectre Leaf as your own. And this is how you repay my kindness?

NIGHT MAYOR

What can I say? I have a vacation house at the beach and no means for a tan.

Hellena SCREAMS and hurls a volley of fire at him. The Night Mayor ducks and rolls, again showering the area with gunfire.

EXT. CARNIVORIUM STREET - NIGHT

Holden and crew dash down an empty street and take a hard left into a huge stadium.

INT. MIDWAY OF MACABRE - NIGHT

The group rushes into a yawning, misted arena from a dark corridor, coming to a halt in the middle of the stadium while staring up at the rows and rows of empty seats.

HOLDEN

Why the hell did we run in here for?

DINK

You were in the lead, you
chickenshit yellow crayon.

PERSEPHONE

Quiet, there's somebody here.

A STONE DOOR SLAMS shut behind them, sealing off the
corridor into the arena.

A single SPOTLIGHT CLICKS on, slicing through the misty air
to illuminate a hunched figure in the center of the ring.

A horrific face rises into the light, all jagged fangs,
blackened scales and blood-red eyes. GUILDERFANG the ghoul
licks his peeling lips with a long, serpentine tongue.

GUILDERFANG

Welcome! Welcome to my parlor.

HARVEY

Oh, the Harvey knows this! Said
the spider to the fly! Said the
spider to the—

DINK

Fuck Harvey, can it will ya?

Guilderfang stands erect, all ten-feet high of him, black
dribble sliding down his chin.

GUILDERFANG

Welcome! Welcome to the deadliest
show on earth, here, under the
bigtop of Guilderfang, courtesy of
the Midway of the Macabre as we
host the time...and fight, of your
life.

Unseen gears GRIND and a metal DOOR SQUEALS open at the far
end of the arena as black lights flicker on, coating the
ring in a funky fluorescent glow.

MURMURING and garbled CHATTER sound from all around.

And then, the CARNIES enter stage left.

Several JUGGLERS ride in on unicycles, twirling and catching several flaming bowling pins.

A juggernaut of a STRONGMAN, bursting with bulging muscle, GRINDS a CINDERBLOCK between his hands.

A BEARDED LADY dances into the midway, a brace of throwing knives strapped to her torso.

GYMNASTS missing large portions of flesh, somersault across the ground and leap high into the air, grabbing hold of swinging trapezes.

An obnoxious BEEP-BEEP sounds and a tiny yellow car ZOOMS into the middle of the arena, SCREECHING to a halt. A door opens and a CLOWN armed with a flaming pie steps out. Followed by another. And another. And another. And so forth until an army of clowns congests the entire area.

Dink pulls out his shotguns. He hands one to Holden.

DINK

Time to rethink that whole 'I
don't kill things I don't believe
in' crock of shit, eh?

Holden cocks the weapon.

HOLDEN

You bet your sweet ass it is.

Persephone taps her wrist a few times and her hand TRANSFORMS into a rather large contraption that looks like a Gatlin gun crossed with a flamethrower and a tazer.

HOLDEN

What about Harvey?

Harvey chuckles, grabs the zipper at the front of his bunny suit, and pulls it down, stepping out of his costume.

Underneath, he is armed to the teeth with knives, grenades and 9mm Berettas.

DINK

Oh, you nuclear asshole. And you're just now bringing this to the table??

HARVEY

The Harvey doesn't believe in violence. Like you don't believe in erections.

DINK

Touche.

The crowd of CARNIES surrounds the foursome. And Wyclef.

DINK

Well, hello all you pieces of shit. Time to meet the fan!

KABLAM! A SHOTGUN BLAST separates a juggler from his unicycle in a mess of gore. His innards and bowling pins fly through the air and catch several carnies on FIRE.

SCREAMS and SHOUTS rattle the midways foundation as the Carnies attack.

EXT. SCARY-GO-ROUND - NIGHT

The Night Mayor squeezes MACHINE GUN FIRE over his shoulder as he runs toward a five-story merry-go-round filled with impaled MONSTROSITIES that MEWL and SNARL as they run around in a circle.

He leaps up and grabs the bottom rungs of a ladder, yanking himself above GNASHING werewolf FANGS that just barely miss him.

He scrambles up the ladder to the top of the building.

As his hand reaches the top of the ride, a black HEEL SLAMS into it, impaling it to the building. He cringes in agony, his eyes slipping upward to the culprit...

Hellena stands above him, staff flaring before her, her teeth and eyes glinting in the moonlight.

HELLENA

Going somewhere, Mayor? The night
is still so young.

EXT. ROOFTOP - NIGHT

Buddy Ninja removes his flip-flops and creeps across the rooftop adjacent to where Hellena looms over the Night Mayor. He removes two shuriken from his bandolier.

A CLAP of THUNDER booms forth and LIGHTNING SIZZLES the tile mere feet from him, searing a hole in the roof.

Death steps into view, all robes, cowl and bear claws.

DEATH

Damnit! If this infernal alcohol
buzz would wear off, you'd be
deader than Dante right now!

ZING. Buddy unsheathes his samurai sword.

BUDDY NINJA

I fear not the stare of the great
abyss known as Death, even from
Death himself.

DEATH

Stare into the abyss long enough
and the abyss stares back at you.
That means I can end your life
with a staring contest.

SIKT! SIKT! The two shuriken bury themselves into Death's fiery red pupils, rupturing something as PUS and ocular GOO POPS out his skull.

BUDDY NINJA

Not anymore.

INT. MIDWAY OF MACABRE - NIGHT

Sheer mayhem infests every inch of the stadium.

Dink and Holden BLAST various attacking clowns with their shotguns as they dodge EXPLODING PIES.

Persephone's weapon-hand sprays FLAMES into the horde, rendering mass portions to ash.

Harvey hacks through the competition with spinning knives like a lumberjack on crystal meth.

Even Wyclef zooms about, diving and clawing and blowing fire in the faces of adversity.

Then, Guilderfang leaps to the center of the fray, knocking a row of pie-hurling clowns out of the way right in front of Holden who loses his footing and goes down.

The monstrous ghoul snatches up a stray clown and cleaves the head off with a snap of his jaws. He chews for a moment...

Then spits the clown's head out. It rolls to a top by Holden's feet.

GUILDERFANG

That tasted funny.

EXT. SCARY-GO-ROUND - NIGHT

Hellena grinds her heel further into the Night Mayor's hand. He YELPS in response.

HELLENA

I gave you everything, you ungracious waste of oxygen. And I don't take kindly to slaps in the face, metaphoric or otherwise.

The Night Mayor slowly slides his machine gun up toward the Wench Everlasting.

NIGHT MAYOR

Well, perhaps you could explain the error of my ways to me so that I may repent and make it up to you?

HELLENA

Simple. I spare you the long-winded diatribe while you attempt
(MORE)

HELLENA (O.S.)
to shoot me with your firearm and
instead sodomize you to death with
it.

With a wave of her hand, the machine gun RIPS from the Mayor, his hand and arm still attached to it. It drops out of sight.

WUNK! Blood pours from the Night Mayor's mouth. Followed by the barrel of a machine gun.

He tumbles from the ledge to the ground below with a SPLAT.

No sooner than he does, a bear arm lands at Hellena's feet. Followed by another. Then a rotted skull with two throwing stars buried in it. Finally, a bloody robe floats down and curls up on the roof.

Hellena furtively glances around.

Nobody is there.

A BURST of green FIRE and she disappears.

INT. MIDWAY OF MACABRE - NIGHT

Guilderfang towers over Holden, drool cascading like a waterfall over his chin, a clawed hand reaching out to gather him.

HOLDEN
(squeaks)
Help.

KABLAM! A SHOWER of black BLOOD and some choice other gunk splatters Holden from head to toe as a look of confusion passes over his mangled features.

Guilderfang bends over and examines the sizable hole where his stomach and intestines used to be...

And sees Dink at the other end of it, cigar in mouth and shotgun in hand.

DINK
Ain't indigestion a mother fucker?

Guilderfang falls forward, directly onto Holden, but instead of squishing him, Holden stands right through the gaping hole in his torso, coming out the other end covered in even more slime and grossness.

Holden blinks. And exhales.

HOLDEN

Thanks. I think.

DINK

You're welcome.

HOLDEN

And that's it?

DINK

You're welcome, you ass-lipped pussy fart?

HOLDEN

Now that's more like it.

A monstrous BOOM of THUNDER shakes the midway, followed by an EXPLOSION of emerald ENERGY that RIPS the entire ROOF from the building.

Hellena hovers over the commotion, robes billowing in the gusting wind.

Carnies scatter and Holden fires his shotgun into their midst as he rushes to join Dink, Harvey and Persephone by a blocked-off tunnel entrance.

HOLDEN

Wow. That is one pissed off looking witch.

PERSEPHONE 815

I suggest vacating the premises.

DINK

Novel idea, stovetop. Except for, you know, the how the fuck are we gonna do that part?

BUDDY NINJA (O.S.)
Cast your gaze skyward, meat.

Everybody looks up to see Buddy standing atop the tunnel, samurai sword drawn. He points up to a length of rope leading to the ceiling.

BUDDY NINJA
I shall release the anchor-line
and open the tunnel door.

A freaky ACROBAT whizzes by on a trapeze.

HARVEY
The Harvey wants to know why
you're still helping us?

BUDDY NINJA
Simple...

Buddy sizes up the acrobat entering his downswing and smiles as Hellena aims bursts of fire at him.

BUDDY NINJA
The voices in my head dictated I
do so.

And with a wink, he leaps from the tunnel, cleaves the swinging acrobat in two and rides the trapeze to the ceiling, severing the length of rope.

STONE RUMBLES and the tunnel door grinds open, immediately followed by a deafening WHOOSHING. Carnies, Holden and everybody else are sucked from their feet and sent hurtling into the exit corridor as if stuck in a wind tunnel.

INT. TUNNEL - NIGHT

Holden and crew hurtle down the corridor like skydivers sucked into a giant vacuum cleaner. They HOLLER and YELL as their hair flies wildly and their faces squish back.

HOLDEN
Damn it!

PERSEPHONE 815
What is it?

HOLDEN

I pissed my pants! Again! I also
may have crapped a little!

INT. BASEMENT OF MIRRORS - NIGHT

Mirrors of all makes of shapes and sizes cram a warehouse-sized room.

Holden and crew spin into the room and slam to the floor with collective THUNKS, followed by two fanged clowns and a bearded lady.

Dink jumps to his feet and pumps a SHOTGUN BLAST into the nearest clown. Harvey does some break dance move into a leg choke and SNAPS the other clown's NECK.

The bearded lady holds up her hands.

BEARDED LADY

You wouldn't hurt a lady, now
would you?

RIIIIIP! Persephone tears the beard from the lady's face along with the lower part of her jaw. She sloughs to the floor, quite dead.

HOLDEN

Wow. Remind me to never piss any
of you off.

Dink pulls a steel jar of fullmoonshine from his coat and takes a swig.

DINK

I've been pissed off at you since
I met you, commander cockblock.

THUNK! THUNK! THUNK! THUNK! THUNK! A dozen more Carnies land in the room, all armed, all looking mighty ticked off.

GUNFIRE ERUPTS and mayhem ensues.

Holden backs up, eyes darting over the Carnies and the distorted reflections in the mirrors.

They stop on a small mirror at the far side of the room...

The one showing his mother, face buried in her hands, apparently crying.

HOLDEN

Mom?

He runs over to the mirror, his face a mask of concern.

HOLDEN

Mom, are you all right? Please
don't cry. I'm sorry I'm not home.
I'll be there soon, I swear.

He places his hand on the mirror, his fingers tracing over two keyholes.

He furrows his brow and retrieves the two golden keys from his person. He slides them into the keyholes and gives them a turn.

Suddenly, he falls forward and through the mirror as if it's not even there.

EXT. HOPE SPRINGS ETERNAL - DAY

Holden tumbles through a waterfall onto a stretch of a crisp green meadow filled with colorful flowers, and winces under the sudden brightness of a midday sun, hand shielding his eyes.

MORTIMER (O.S.)

Top o' the morning, sonny.

Holden jumps at the voice and turns to see Mortimer Gale from Flight 815 seated beside a bubbling spring in an industrial-sized wheelchair complete with a rollbar and monster truck tires.

HOLDEN

What the...hey, I know you. You
sat next to me on the plane.

MORTIMER

I can see your mother didn't raise
a dummy.

HOLDEN

Where am I? Where are my friends?

MORTIMER

Welcome to Hope Springs Eternal.
Your friends will be along
shortly, I'm sure.

Mortimer pushes a joystick on the armrest and his wheelchair rumbles forward.

HOLDEN

Are you the Caretaker?

MORTIMER

Caretaker of what?

HOLDEN

Um, Pandora's Hope Chest?

Mortimer cackles.

MORTIMER

Let me guess, Dodger told you that
right after he skipped out on a
bar tab?

HOLDEN

Dodger said you could help me, er,
us. Hey, how come the sun is out
here and nowhere else?

MORTIMER

Because you're in Hope Springs
Eternal, also known as the inside
of Pandora's Hope Chest. It's
quite the lovely metaphor, don't
you think?

Before Holden can respond, the sky darkens, blotting out the sun, and flowers wilt as shadows stretch over everything.

MORTIMER

You might want to get behind me,
sonny. She's coming.

Mortimer flicks a switch on his wheelchair and it transforms into a huge, robotic exoskeleton, complete with machine guns, rocket launchers and the like.

Holden slides behind Mortimer as the WATERFALL SHATTERS apart as if made of glass. Dink, Persephone and Harvey hurtle across the meadow, all of them unconscious, and their hands and feet bound by shackles of green energy.

Hellena strides across the wilted flowers after them, staff crackling with magic.

HELLENA

Hello Mortimer, you decrepit old prune. I want that last key and I want it now before I destroy each and everybody within my sight, starting with the boy cowering behind you.

MORTIMER

Ah Hellena, you lock me away for all these years and now you want me to help you? Your sense of entitlement never ceases to befuddle.

Mortimer unleashes a frenzied VOLLEY of machine GUN FIRE.

Hellena counters with a BLAST of MAGIC and the two engage in battle as Holden slips away to his friends, ducking under spraying magic and bullets.

He bends over Harvey and removes one of his many knives from a sheath. He takes a hack at the magic shackles and blasts a good twenty feet backward through the air for his efforts.

HOLDEN

Ooooooow.

Suddenly, Buddy Ninja drops silently in front of him.

BUDDY NINJA

You must destroy the Wench
Everlasting to release your
(MORE)

BUDDY NINJA (CONT'D)
friends and be free of Spectre
Leaf.

Holden staggers to his feet.

HOLDEN
I kinda thought killing was your
brand of waffle?

BUDDY NINJA
Indeed, I know no other happiness.
But I need your help.

HOLDEN
Let's hear it.

LATER

Hellena smacks Mortimer with a nasty barrage of fire,
sending the robotic exoskeleton and old man tumbling across
the meadow.

HELLENA
You should surrender the key,
Mortimer Gale. I take no pleasure
smiting the crap out of a dried-
up, dusty old man. Well, maybe I
take a little pleasure.

MORTIMER
Kiss my wrinkled ass!

Hellena deflects a blast of gunfire.

HOLDEN (O.S.)
Excuse me...

Hellena turns to see Holden holding a mason jar of
fullmoonshine cribbed from Dink.

HOLDEN
But I have delivery for the
world's biggest bitch.

He hurls the mason jar above Hellena's head. Just when it looks like it's an overthrow, two shuriken from Buddy SHATTER the JAR, dumping its contents all over Hellena's face, burning it with a harsh SIZZLE on contact.

Hellena SCREAMS, hands brushing at the potent concoction.

She glares at Holden, her face badly scarred and gross looking. Magic gathers around her staff.

HELLENA

You're going to pay for that, you
sniveling pain in the nether-area.

HOLDEN

Yeah, but I'm not the one who
looks they just got hit with a hot
bag of nickels.

Hellena screeches and flings fire at Holden who rolls just as Buddy lands behind her.

SIKT! The Wench's eyes grow large as she looks down to see the business end of a samurai sword protruding from her gut.

She whirls and snatches Buddy up by the throat, magic coursing from her hands into him.

But only for an instant as a BURST of FIRE from Mortimer's flamethrower on his exoskeleton ignites the fullmoonshine all over Hellena's person.

She and Buddy EXPLODE in a maelstrom of FLAME and MAGIC.

Body parts, tattered clothing, and mechanical parts rain from the sky onto a grimacing Holden.

Mortimer walks over on his robotic legs.

MORTIMER

Good job, sonny. I haven't seen a
firework display like that since
the war.

HOLDEN

But...but you just blew up Buddy!

MORTIMER

Oh relax. He was an android created by the Night Mayor. His vitals are saved on a hard drive and can be downloaded into another vessel, neat mosquito.

Dink, Harvey and Persephone join Holden.

PERSEPHONE 815

Judging by the mass amount of body parts and a quick DNA scan, I assume the Nocturnal Wench Everlasting has been vanquished.

HOLDEN

Yeah. Something like that.

DINK

You just got rid of the biggest piece of broken glass toilet paper in Spectre Leaf and you look like somebody just cornholed your iguana. What's the matter?

MORTIMER

Holden now has an important decision to make.

Mortimer presses a few buttons on his wheelchair. A door appears out of thin air. The last golden key hangs suspended beside it.

MORTIMER

Pandora's Hope Chest rewards those who selflessly gives to those who need them, to those who hope. Behind that door is what you hope for most.

HOLDEN

What if what I hope isn't what everybody else hopes?

MORTIMER

Then so be it. The Chest will look deep into your heart and follow its true desire. Simple as that.

Holden turns to his companions...

But they're gone. As is Mortimer. Holden stands alone in the moonlight in front of the door.

MORTIMER (V.O.)

Now is not the time for goodbyes, sonny. Now is the time for greetings, so greet your choice with open arms.

Holden nods and plucks the key from the air. He takes a deep breath and inserts it into the lock, turning it.

He steps through the door into blackness.

INT. FLIGHT 815 - BATHROOM - DAY

Darkness.

STEWARDESS (V.O.)

Sir? Sir, are you okay?

RASPY VOICE (V.O.)

Wake up, dingleberry.

ENGLISH ACCENT (V.O.)

I believe the lad's cracked his bloody noggin on the sink.

Holden's eyes snap open and look directly into the pretty face of the stewardess, who looks a lot like Persephone.

They dart to the raspy-voiced dwarf who looks a lot like Dink. Then to the English accented fellow, who favors the Artful Draft Dodger.

HOLDEN

What the...? What happened? Are we alive?

STEWARDESS

Quite alive, sir. Let us help you
up.

The English guy and stewardess lift Holden to his feet.

ENGLISH ACCENT

How's the head, mate?

HOLDEN

Is...is the sun out?

INT. FLIGHT 815 - HOLDEN'S SEAT - DAY

Holden sits in his seat, looking around the fuselage at all
of the faces that look like who he met in Spectre Leaf:

Dink. Persephone. Dodger. Elemenoo Pee. Harvey, wearing pink
bunny ears, who Holden now sees is amusing a small child.

Strangely, the woman that had her chair jostled is no
longer in her seat.

A finger taps him on the shoulder.

Holden turns to see Mortimer.

MORTIMER

You made the right choice, sonny.

HOLDEN

Huh? What?

Mortimer gestures out the window.

MORTIMER

Just look.

Holden looks through the window.

WINDOW

Sunlight shines over a clear, blue sky...

Directly on a lone building that could be the Orphanage. A
rushing river. A town that could be Tavernacle. A huge
lake. What looks to be a carnival.

Holden looks at Mortimer, eyes wide.

MORTIMER

Your mother will be happy to see you. And Spectre Leaf owes you a great debt.

HOLDEN

Are you...are you really him? Did all of that that I think happened really happen?

Mortimer smiles.

MORTIMER

I just hope the plane doesn't crash again.

A JOLT of TURBULENCE rattles the plane. A grinning Dink leans over the seats, his face smack in Holden's.

DINK

At least not until you get a fresh change of pants, you piss-stained assmonkey.

Persephone and Harvey both turn and wink at Holden.

FADE OUT.

DINK (V.O.)

Oh, and lemme tell you, Hold and Fuck her, thanks to you and the Hope Chest, I got a hard-on that could harpoon a wildebeest. So tell your ma I said 'hello'! And oh never 'spect to leave!

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