

FADE IN:

EXT. AN OLD STONE WELL IN THE WOODS - DAY

Deep in a damp forest grove, sits an old stone well. The well glimmers mysteriously in the faint forest light. A column of smoke rises slowly out of its inky black depths. Over this, we hear the deep voice of the NARRATOR.

NARRATOR (V.O.)

Deep in the woods, there was an  
evil magic well. Down its depths,  
lost souls often fell.

The local wildlife knows better than to approach the evil well...

--A pair of possums takes one look at the well and skitters away, tails swishing.

--A family of rabbits sniff the air, crinkle their noses, and hop into a nearby hole.

--An unlucky bird flies through the well's smoke and drops out of the sky, seconds later.

NARRATOR (V.O.)

This well wasn't for tossing in  
coins and making a wish. It was a  
gateway to an underground world,  
dark and ghoulish.

Two children enter the forest grove from a nearby bike path. The first child is LILA (12), a skinny, curly-haired girl who walks with a confident stride. Tagging along behind her, is her timid little brother DANNY (9).

Lila carefully sets up several tin cans on the edge of the old well.

NARRATOR (V.O.)

Our story begins with a brother and  
sister, who knew nothing about the  
well's evilness.

Lila backs up a dozen paces and uses a SLINGSHOT to shoot rocks at the tin cans. She is an excellent shot, quickly knocking all three cans into the well with a loud PING, PANG, and a final PONG.

(CONTINUED)

NARRATOR (V.O.)

The sister's name was Lila, and she was brave and adventurous. But, her brother, Danny, was timid and envious.

Danny watches his sister, looking impatient and jealous of her skills.

DANNY

Is it my turn yet?

LILA

Sure, just aim carefully like I taught you.

Lila turns and hands the slingshot to Danny. Neither child notices as the old well magically REGURGITATES one of the tin cans Lila just shot into it. The can soars up through the air and lands on the ground.

NARRATOR (V.O.)

Danny and Lila were about to have an adventure, stranger than any dream.

Nearby, we hear SHRILL LAUGHTER as three teenage girls ride bicycles through the woods.

NARRATOR (V.O.)

But first, it looks like they have some company.

Danny looks up at the bike-riding girls.

DANNY

Who is that?

LILA

Some girls from my school. Don't let them distract you. Focus on your shot.

Danny clumsily raises the slingshot and takes aim at one of the tin cans. He fires wildly and completely misses the cans. His shot soars towards the girls on bikes, almost hitting one of them.

DANNY

Oops.

All three of the bike-riders stop and look around for the source of the rock. A worried look comes over Lila's face.

(CONTINUED)

LILA

Give me the slingshot Danny.

Lila takes the slingshot, just as the three angry girls pedal over to her and Danny.

The girls are PRISCILLA (13), PENELOPE (13), and PARKER (14), and they are much bigger than Lila and Danny. They wear identical pink sweat suits and ride identical pink bikes with their names engraved on the handlebars. They stare at Lila with looks of disgust.

PARKER

(to Lila)

Why did you shoot this rock at me, freak?

Parker holds up the rock that almost hit her.

LILA

It was an accident. Just forget it.

PARKER

I don't think so.

Parker shoves Lila, but she quickly regains her footing. Parker's two cronies join in, taunting and shoving Lila.

PRISCILLA

Aren't you lunatic Lila, that weird girl from school?

PENELOPE

I heard you were psycho or something.

Lila stares venomously at the three girls, but says nothing. Her grip on her slingshot tightens, knuckles whitening.

PRISCILLA

I think she's one of those awkward goth girls.

PENELOPE

Maybe she's not even a girl. She could be a boy, dressed like that.

PARKER

She's a freak and she's gonna pay for shooting at me.

Parker holds up the rock. Danny steps out from behind his sister.

(CONTINUED)

DANNY

It wasn't Lila who shot at you, it was me!

Lila immediately pushes Danny back behind her.

LILA

Stay out of this Danny.

Parker shifts her gaze to Danny.

PARKER

So it was this pipsqueak who almost hit me? Well I think it's only fair that I take a shot at him...

Parker raises the stone she's holding, cocks her arm, and throws it as hard as she can at Danny. He lets out a high-pitched squeal, anticipating pain. But it never comes.

Quick as lightning, Lila's hand shoots out and catches the stone before it hits Danny.

LILA

You shouldn't have done that.

Just as quickly as she caught the rock, Lila loads it into the slingshot and takes aim at Parker.

PRISCILLA

Watch out Parker, I told you she was a psycho!

LILA

Leave us alone. Just get on your bikes and go.

Parker puts her hands up in a defensive gesture.

PARKER

Fine, we'll go you psycho. Maybe next time you won't have that stupid toy to protect you.

The three bullies giggle evilly as they slowly pedal their bikes away. We can just barely hear them muttering.

PRISCILLA

(muttering)

What a weirdo.

(CONTINUED)

PENELOPE  
(muttering)  
No wonder she has no friends.

As they ride away, Lila keeps aiming her slingshot at them.

DANNY  
Lila you can put it down, they're  
leaving.

LILA  
Not yet.

One of the girls calls out a final insult over her shoulder.

PARKER  
See you later, lunatic Lila!

Danny sees that his sister is about to lose control.

DANNY  
Lila, don't do it.

But, this final insult has pushed Lila over the edge. She fires the slingshot and the rock nails Parker in the rear-end. We hear a loud THWACK.

PARKER  
Ow! She shot me in the butt!

LILA  
It'd be pretty hard to miss - your  
booty's as big as a barn!

The girls all wheel around, looking absolutely infuriated. Lila turns to Danny.

LILA  
We'd better Run.

CUT TO:

The three bullies turn and pedal fast, chasing Lila and Danny in circles around the old stone well. Lila and Danny try to avoid them, but they are outnumbered and quickly find themselves cornered.

Parker grabs Lila by the hair. Penelope and Priscilla grab Danny.

DANNY  
Get off me!

(CONTINUED)

LILA  
Leave Danny alone!

Parker grabs Lila's slingshot out of her hands.

PARKER  
Let's see how tough you are without  
your little toy.

Parker throws Lila's slingshot into the old well.

LILA  
No!

Lila watches with mingled dismay and rage as her prized  
slingshot falls out of sight into the well.

LILA  
You'll pay for tha-

But, Lila's words are suddenly cut off by a LOUD RUMBLE. The  
ground shakes violently and several stones from the well  
shake loose.

The bullies drop Danny and Lila on the ground and take a  
step back in fear.

PENELOPE  
What's going on?

Suddenly, a blood red light begins pulsing deep within the  
stone well. This malicious light swells and fades, almost  
like it is breathing. The bullies look terrified and grab  
their bikes.

PARKER  
Let's get out of here.

The three bullies get on their bikes and take off. Danny and  
Lila only have a second to turn and look at the magic well,  
before they hear a disembodied voice.

GHOULISH VOICE (O.S.)  
Come on in kiddies!

Before they can even scream, the stones of the old well  
magically re-arrange into a...

HUNGRY MOUTH...

that swallows up both Lila and Danny. Both kids vanish,  
falling into the well. After a beat, the old well lets out a  
LOUD BURP.

INT. A DARK PASSAGE TO THE UNDERWORLD - MOMENTS LATER

Danny and Lila scream as they slide down a dark, rocky passage inside the well. The red light swells all around them. They slide past stone, dirt, and even buried skeletons. One of the skeletons WINKS at the kids and Danny's eyes go wide in fear.

*\*\*START OF SONG: "WELCOME TO SPOOKVILLE"\*\**

                                GHOULISH VOICE (SINGING)

*Deep in a well, there's a gateway  
to hell.*

*Where the lost and the lonely go to  
dwell.*

*Into the night, there's a world  
full of fright.*

*Not a light in sight to guide you  
home.*

As Danny and Lila slide down the passage, there is a bright flash from a CAMERA.

A tiny GREMLIN has just taken their photograph, as if this were an amusement park ride.

Seconds later, Danny and Lila slam into a stone wall, where another happy GREMLIN tries to sell them a souvenir photograph.

CLOSE ON:

A PHOTOGRAPH...

of Danny and Lila screaming as they slide down the passage. Above the photo, large scary letters read THE TUNNEL OF TERROR. Danny and Lila stare at the Gremlin, looking confused.

                                GHOULISH VOICE

*Down you are falling, and your skin  
is crawling.*

*No time for stalling, the  
underworld is calling!*

The Gremlin pulls a lever and drops the kids into an old-fashioned mine cart.

(CONTINUED)

We see that the mine cart is part of a larger train called THE SPOOKVILLE EXPRESS. The train is conducted by a group of ghouls, ghosts, gremlins, and a few ghastly-looking humans. Together, they all sing...

## CHOIR OF GHOULS

*Welcome to Spookville, it's our  
home,*

*A place where we don't feel alone.*

*Night and fright are all we know,*

*Here in Spookville, down below!*

While they sing, the train travels at blinding speed through the tunnel.

## EXT. WASTELAND LANDSCAPE - CLOUDY

The train car emerges from the tunnel and rockets through a desert wasteland towards a black mountain range with jagged peaks.

## GHOULISH VOICE

*Through the Black Hills, runs a  
river of blood.*

The train takes a sudden turn, much too quickly, and the kids spill out of the mine cart and land next to a red river. Nearby, we see a SKELETAL FERRYMAN.

## GHOULISH VOICE

*And the ferryman's boat is stuck in  
the mud.*

The skeletal ferryman struggles to free his boat from a mud monster.

The kids avoid him and cross the river on what appears to be a series of stepping stones.

## GHOULISH VOICE

*Careful where you tread, on the  
faces of the dead!*

It is revealed that the stepping stones are actually the faces of living corpses.

## CORPSE FACE #1

*Get off my head!*

(CONTINUED)



CORPSE FACE #2  
*Yeah, what he said!*

The kids hurry across the river and begin to cross a vast red desert. They battle through a raging sandstorm.

GHOULISH VOICE  
*Across a field of rust and  
 whirlwind dust.*

*You can't go on, but you know you  
 must!*

We see several rusty street signs, defaced with graffiti that reads:

--"SPOOKVILLE THIS WAY!"

--"YIELD TO GHOULS"

--"GHOST CROSSING AHEAD"

--"SLOW! GREMLINS AT PLAY"

The kids march past the signs, looking scared.

GHOULISH VOICE  
*Winged beast scorch the sky,  
 Scampering demons catch your eye.*

Overhead, the shadows of huge beasts rush past the kids. To their left and right, demons the size of small dogs skitter across the desert plain.

Danny cowers in a fetal position, too terrified to go on. Lila grabs his hand and drags him along.

LILA  
*Come on Danny, we can make it if we  
 try!*

EXT. SPOOKVILLE CITY WALL - MOMENTS LATER

Finally, the kids see a huge black gate and the city walls of SPOOKVILLE.

GHOULISH VOICE  
*Approach the black gate and tremble  
 with dread.*

*While all around your head, there  
 are gremlins being fed!*

(CONTINUED)

The kids timidly walk up to the gate, looking for a way in. They knock on the gate.

GHOUlish VOICE

*Knock, knock, once.*

*Knock, knock, twice.*

*A crack in the gate, and out spills  
a light.*

The gate swings open and the kids are greeted by a band of gleeful monsters, men, and witches. Together, they reprise the chorus...

SPOOKVILLE CHOIR

(cheerily)

*Welcome to Spookville, we exclaim!*

*The place where it's fun to be  
afraid.*

*We're wandering souls who lost our  
way,*

*Your world gave us pain, so here we  
came!*

A huge, hairy monster swallows up Danny in a playful hug. Danny looks mortified. Several of the witches take Lila by the hand and dance with her.

EXT. SPOOKVILLE CITY STREETS - LATE AFTERNOON

The Spookville residents, delighted to have guests, quickly rush the children inside the city.

GHOUlish VOICE

*No turning back, journey into the  
crack.*

*Now you're in Spookville, and  
that's a fact!*

Spookville is an energetic and rambunctious town. The architecture is an eerie mash-up of creepy Victorian and New Orleans Neon. Misshapen old buildings are bathed in the glow of green, yellow, and purple lights.

Danny pinches himself and then rubs his eyes. He's not dreaming.

(CONTINUED)

As the kids are led down the main street, they get a glimpse inside the FUNNYBONES COMEDY CLUB, which is full of ghosts and skeletons. One of the ghosts is sitting on stage, enjoying a comedic roast from his cackling ghost friends.

GHOST COMEDIAN (SINGING)

*A host of ghosts, who love a good  
roast.*

*But ghostly fingers, can not raise  
a toast!*

The ghosts all try to raise their glasses after a good joke. The glasses float in the air for a second, before crashing down and shattering everywhere.

Just then, a MAD CLOWN on a motorcycle swerves around the kids, nearly hitting them. The clown speeds down the street, hurling muffled obscenities at anyone in his way.

MAD CLOWN (SINGING)

*Clowns who frown and bike through  
town.*

*Honk their nose like a horn, when a  
street's closed down.*

The clown screeches to a halt in front of a street closed for construction. He honks his nose furiously and argues with a WORKER.

The kids encounter new creatures on the street, called MUCK YUCKS. They are blob-like slimeballs with big dumb grins on their faces. They dance in circles, holding glowing goo goblets that slosh. As they twirl, the slime from their bodies flings onto nearby spectators.

WALTZING MUCK YUCK (SINGING)

*Slimy Muck Yucks who waltz and  
guffaw.*

*Bad luck schmucks who drink 'til  
they fall.*

The Muck Yucks grab Danny and Lila and drunkenly waltz in circles with them.

GHOULISH VOICE

*Cretins and creeps, we've got them  
all.*

The Muck Yucks send Danny and Lila twirling down the street. The spinning kids crash into the steps of TOWN HALL.

## GHOULISH VOICE

*But none as bad as the man in Town  
Hall!*

An ominous shadow towers over the children. An angry-looking guard in solid bronze armor picks the kids up and shoves them back to the main street. A choir of creatures grab the kids and dance with them in the streets as they sing the final chorus...

## SPOOKVILE CHOIR

*Wandering souls, we lost our way,*

*The world gave us pain so here we  
came.*

*Night and fright, we will reclaim.*

*In the shadows, we remain.*

*In the shadows, we ... re ... main!*

A tall, ghostly pale man walks out of the crowd. From his red coat, top hat, and whip, we can tell he is a CIRCUS RINGLEADER (40).

## CIRCUS RINGLEADER

(to the crowd behind him)

Ladies and gentleman, gals and  
ghouls, gents and gargoyles...  
please quiet down for a moment.

He motions to the crowd to shush them.

MUSIC FADES OUT.

The Circus Ringleader turns and smiles to the kids.

## CIRCUS RINGLEADER

Children, let me be the first to  
officially welcome you to our  
humble town.

The Ringleader bows deeply.

## CIRCUS RINGLEADER

My name is Rivulus Rottenrib, but  
you can call me Ringleader. I run  
the Spookville circus.

Lila is terrified, but she manages to hide her fear and smile at the Ringleader. Danny, on the other hand, is shaking like a leaf.

(CONTINUED)

CIRCUS RINGLEADER (CONT'D)  
I'm also Head-Ghoul of the Welcome  
Committee. It's my job to show you  
around our spooky little town.

Lila is still scared, but her voice only quivers slightly  
when she speaks.

LILA  
It's n-nice to meet you Ringleader.  
I'm Lila. And this is Danny.

CIRCUS RINGLEADER  
The pleasure is all mine, Lila and  
Danny.

He bows again.

LILA  
What is this place?

DANNY  
Lila, I want to go home! I'm  
scared!

CIRCUS RINGLEADER  
I suppose you two must be quite  
confused. Walk with me, I'll give  
you the grand tour and explain  
everything.

He extends his pale, long-fingered hand to them. The kids  
look at each other warily.

CIRCUS RINGLEADER  
Don't be afraid.

Lila takes his hand.

EXT. WALKING SPOOKVILLE STREETS - TWILIGHT

The exuberant Circus Ringleader leads the two scared kids  
down the busy streets of Spookville. As they walk, we get a  
good look at some of Spookville's creepy shops and oddball  
characters...

--Nearby, two skeleton horses huff and puff as they pull a  
carriage occupied by an obese man who's sides are bugling  
out of the carriage compartment. An Ostrich-pulled rickshaw  
speeds by the carriage.

(CONTINUED)

--Two nearly identical shops are squashed next to each other. One is called PETE'S POTIONS and the other is PAUL'S POISONS. Out front, two twins (presumably Pete and Paul) argue while using jugs of mysterious liquids to repeatedly kill and revive an exhausted toad.

--Creepy customers grab a muffin and a skin latte from a café called COFFINS AND COFFEE.

--At THE ROTTEN MEAT GROCERY, a discerning ghoul woman throws down a package of red meat with disgust and picks up a gray, worm-ridden flank steak. She smiles, satisfied.

--Ghoulish children eat tasty treats like SLICE CREAM & FROZEN SNOTGURT.

--Outside a shop called BARBER/SURGEON, a blood-splattered sign reads "GET YOUR EARS LOWERED!"

--A hairy beast tries on clothes full of holes at THE BEGGAR'S RAG CLOTHING EMPORIUM.

--The Ringleader and children walk past THE MAUSOLEUM MOTEL, where fresh arrivals to Spookville are checking in. One of the motel guests is a TINY DEMON, with wimpy bat-like wings and a miniature pitchfork.

--In a park, two monstrous lovers snuggle on a boat ride called THE TUNNEL OF SLUDGE. They enter the tunnel by passing through a sewage waterfall.

The Circus Ringleader grows emotional.

CIRCUS RINGLEADER  
Ah, Spookville at twilight.  
Beautiful isn't it?

The children just frown at him.

LILA  
Is this place real?

CIRCUS RINGLEADER  
Of course it's real.

DANNY  
Are you all monsters?

CIRCUS RINGLEADER  
Hex no, not all of us. Down here,  
we don't discriminate against  
demons, devils, derelicts, or  
deviants. In Spookville, ghouls and  
(MORE)

(CONTINUED)

CIRCUS RINGLEADER (cont'd)  
people live side-by-side. Most of  
the ghouls were born here. But, the  
humans came from your world up  
above.

Nearby, a world-weary old man shares a goblet of neon goo  
with a Muck Yuck. With each sip, the drinker's skin  
temporarily lights up, glowing bright green.

CIRCUS RINGLEADER (CONT'D)  
Spookville is a place where lost  
souls can escape the troubles of  
their past.

LILA  
But how did we end up here? We're  
not lost souls...

CIRCUS RINGLEADER  
Are you sure about that, Lila?

Lila frowns and is about to argue with him. But then, she  
thinks it over for a second, and decides to look down at her  
feet and say nothing. Danny breaks the silence.

DANNY  
Are the monsters nice? Will they  
eat us up?

The Ringleader chuckles and flashes a toothy grin at Danny,  
who promptly hides behind his sister.

CIRCUS RINGLEADER  
Don't worry, no one will eat you...  
unless you cause trouble or refuse  
to pay the Brass Tax.

LILA  
What's the Brass Tax?

Suddenly, the Circus Ringleader's mood sours.

CIRCUS RINGLEADER  
(loudly, angrily)  
The Brass Tax is why my circus is  
drowning in debt!

The Circus Ringleader quickly covers his mouth, regretting  
this outburst. He looks around to make sure no one heard  
him.

LILA

What's wrong?

CIRCUS RINGLEADER

I shouldn't talk badly about the Brass Tax in public. The Brass Enforcers could hear me. Follow me to my circus, I'll explain later.

EXT. SPOOKVILLE CENTRAL PARK - NIGHT

As night falls on Spookville, the neon lights cast their glow over the streets and shops. The Ringleader and the kids enter a large park in the middle of town.

They approach an enormous BANYAN TREE with dozens of thick, tentacle-like vines hanging from its limbs. The central trunk of the tree looks like an octopus' face. When the kids approach the tree, two huge YELLOW EYES open.

CIRCUS RINGLEADER

Look out!

The angry octopus tree whips one of its tentacle vines in their direction. It smashes next to Lila, who deftly rolls out of the way.

The Ringleader grabs the kids and steers them in a different direction, out of reach of the octopus tree.

CIRCUS RINGLEADER

I forgot to warn you about the Octo-pod tree. Normally, I bring him a snack to calm him down. He loves ghost-piper fish.

He smiles at them. Lila catches her breath.

DANNY

Lila, are you okay?

LILA

I'm fine.

Danny pulls Lila aside and speaks quietly to her so the Ringleader will not hear.

DANNY

We have to get out of here Lila. We need to go home.

(CONTINUED)



LILA  
Just calm down, we're stuck here  
for now. Try to be brave.

Danny looks doubtful. But before he can argue more, the Ringleader calls to them.

CIRCUS RINGLEADER  
Keep up children, we're almost  
there.

They walk through the dark park towards a faint glow of white light in the distance. Soon, the trio is approaching an enormous, brightly lit CIRCUS TENT.

EXT. CIRCUS GROUNDS - MOMENTS LATER

The circus tent is painted with fat black and white stripes. The tent has three sections: the huge main ring in the center, and two spires soaring skyward at crooked angles on either side.

Surrounding the tent are dozens of carnival games...

--We see some ghouls playing Blood Darts, which involves throwing sharp-toothed vampire bats at each other to see which one sucks the most blood.

--A gang of gremlins plays Devil's Dice. One of them rolls snake eyes, and a tiny snake slithers out of the die to chase his opponent away.

--A Muck Yuck throws baseballs at a stack of milk jugs. When he throws, mud flies everywhere knocking the jugs over and covering a CARNIVAL WORKER in slime.

The Circus Ringleader leads the kids to one of the game booths and introduces them to a sharply dressed rat-person named RAZZ (30).

CIRCUS RINGLEADER  
Lila, Danny, I'd like you to meet  
my Master of Games, Razz the Rat.

Razz wears vaudeville dress: a straw hat with a red stripe, a cane, a red vest, a polka dot bow-tie, and high-waisted trousers with suspenders.

RAZZ  
Pleasure to meet you Lila and  
Danny. Razz is my name. Dice,  
darts, and dimes are my game. But,  
I also dabble in magic.

(CONTINUED)

Razz performs a sleight-of-hand trick that produces a red rose from behind Lila's ear. He gives her the flower.

RAZZ

Don't worry Danny boy, I didn't forget you.

Razz pulls out a giant yellow lollipop from behind Danny's ear.

RAZZ

It's cheese-flavored, my favorite.

Danny takes a lick of the lollipop, almost throws up, but quickly remembers his manners and smiles at Razz.

LILA

Nice to meet you, Razz!

RAZZ

Likewise. Do you kids want to see a card trick?

For the first time tonight, Danny doesn't look completely terrified. He steps out from behind his sister.

DANNY

I do.

RAZZ

Okay, now watch closely.

Razz plays three card monty with Danny. He starts by pulling out three cards and asking Danny to pick one.

DANNY

That one!

Danny points to a card.

RAZZ

Okay, the ace of spades. Pay attention now. Whatever you do, keep your eye on that ace.

Danny watches intently as Razz shuffles the three cards around, faster and faster. Lila and the Circus Ringleader watch closely too. Behind them, other Spookville residents are starting to trickle into the park, enjoying the carnival games. Finally, Razz slows and stops the shuffle.

DANNY  
I know exactly which one it is!

Danny points to a card.

RAZZ  
You sure sure about that?

DANNY  
Yeah, I followed the ace the whole time.

RAZZ  
Not the whole time, Danny boy. When you blinked, I made that old ace of spades vanish into thin air.

Razz flips the card that Danny pointed to and reveals a joker. Danny is shocked for a second, but then intrigued.

DANNY  
How did you do that!?

Razz leans in close, looking around conspiratorially.

RAZZ  
I'll tell you a secret Danny Boy. It's a trick, called sleight of hand.

Razz flips over all the cards, none of which are the ace of spades.

RAZZ  
With enough practice, you can make any card disappear. This trick makes me a lot of money around here. So, don't going telling anyone about it, okay?

Danny stares at Razz, fascinated.

DANNY  
Okay, but you have to teach me the trick sometime!

RAZZ  
No problem.

Then, a beautiful rat-woman named ROSA (30) walks up and kisses Razz on the cheek.

RAZZ

Danny, Lila, this is my gorgeous  
wife, Rosa. She's the Ms.  
Spookville beauty queen.

He kisses her again and she blushes.

RAZZ (CONT'D)

Hex-have-mercy I'm a lucky man!

ROSA

(to Lila and Danny)

Nice to meet you children. I hope  
my Razz hasn't been tricking you  
out of your allowances.

Danny and Lila giggle and shake hands with Rosa. Meanwhile,  
Spookville residents are starting to line up at the entrance  
to the circus tent. The Ringleader takes the children by the  
hand.

CIRCUS RINGLEADER

We'll catch up with these two  
lovely rodents later on... We'd  
better hurry, the show is starting.

The Ringleader starts to walk away, but then turns for a  
final word with Razz.

CIRCUS RINGLEADER (CONT'D)

Razz, I need your team to make as  
much money as possible tonight.  
Pull out all the stops.

Lila frowns at this odd comment, but doesn't say anything.

RAZZ

Sure thing boss, you can count on  
me. Bye Lila! Bye Danny boy!

The Ringleader guides the children away from Razz's booth  
and closer to the circus tent entrance. By now, the  
Spookville residents are lined up around the corner. Creepy  
carnival music starts to fill the night air.

*\*\*START OF SONG: "THE VAMP TRAMP CIRCUS"\*\**

CIRCUS RINGLEADER

*Hello children and welcome to the  
show!*

*The Vamp Tramp Circus is the name  
we know.*

(CONTINUED)

A giant banner unfurls above the tent, which reads VAMP TRAMP CIRCUS.

CIRCUS RINGLEADER

*Freaks and frights, known to bite  
through their cage.*

*Everyone screams at the horrors of  
the stage!*

The path to the Circus's ticket box office is lined with cages containing snarling freakish monsters, such as:

--A sharp-toothed clown on a creepy tricycle.

--A bald-headed, yet bearded lady styling her fu manchu moustache.

--A catdog chasing its tail.

--A ferocious lion-headed chimera pacing in its cage.

Danny covers his eyes in terror.

CIRCUS RINGLEADER

*Now, now, children don't you close  
your eyes.*

*Ugly as we are, we still have some  
pride.*

The Circus Ringleader hangs a necklace on the beaded lady and kisses her cheek.

CIRCUS RINGLEADER

*Don't worry child, there's no need  
to hide.*

*No one will harm you with me by  
your side.*

The Ringleader pets the Chimera, which purrs at his touch.

CIRCUS RINGLEADER

*Monstrosity! Grotesquery!*

*Thanks for your inquiry, but no it  
isn't free.*

*Pony up the cash, I said pony up  
the cash!*

*Cough it over fast, I said cough it  
over fast!*

(CONTINUED)

The Ringleader stops a man from entering the circus tent without a ticket. He reaches inside the man's jacket pocket, removes some dollar bills, and then lets him pass.

Danny and Lila dig through their pockets and hand over a few coins to a CASHIER. She hands them both tickets to the show.

INT. CIRCUS TENT - SECONDS LATER

Danny and Lila follow the Circus Ringleader into the tent.

CIRCUS RINGLEADER  
*Out of your cage! And onto the stage!*

The Ringleader unlocks the cages and releases the circus creatures. Several spectators scream as the Chimera rushes past them into the circus's main ring.

CIRCUS RINGLEADER  
*No time to waste, fill up the seats!*

*Don't forget the rot corn and tasty treats.*

Danny and Lila watch from the circus floor as The Ringleader shows a family to their seats and sells them some moldy popcorn and slice cream.

The Ringleader returns to Danny and Lila and leads them through a tent flap to the circus's backstage area.

INT. BACKSTAGE AT THE CIRCUS - SECONDS LATER

Backstage, more strange circus creatures hustle back and forth, preparing for the show.

CIRCUS RINGLEADER  
*Look here children, it's the cyclops man.*

*Mouth full of fangs and a hook for a hand.*

The CYCLOPS MAN tries to shake Lila's hand with his HOOK. She settles for a polite curtsy instead.

CIRCUS RINGLEADER  
*And over here is the lizard girl,*

(MORE)

(CONTINUED)

CIRCUS RINGLEADER (cont'd)  
*Scales so slimey, they'll make you  
 want to hurl.*

Lila and the LIZARD GIRL shake hands. Afterward, Lila realizes that her hand is covered in slimy snake skin.

CIRCUS RINGLEADER  
*Follow me children to the luxury  
 suite.*

*There lives the woman with mushroom  
 feet.*

The Ringleader leads the kids into a fancy room where they see MS. MUSHROOM FEET, a kindly old woman wearing shrooms instead of shoes.

CIRCUS RINGLEADER  
*Round that corner lives Mr. Skin  
 Thin.*

*Don't breathe hard, he'll blow away  
 in the wind!*

An impossibly thin man tips his hat at the kids. Danny accidentally sneezes and blows MR. SKIN THIN up into the rafters. Mr. Skin Thin shrugs, as if he's accustomed to this sort of thing by now.

The Circus Ringleader has moved on. He is now juggling what appears to be a HEAD, an ARM, and a SCALP.

CIRCUS RINGLEADER  
*Heads and hair and limbs out of  
 place,*

*A sight guaranteed to leave your  
 mouths agape.*

*Scars and skin and boils that reek,*

*That's what our customers pay to  
 see!*

The Ringleader ditches his juggling act and smiles as he pops a boil on an OLD WARLOCK'S pockmarked face.

INT. CIRCUS TENT MAIN RING - SECONDS LATER

The Ringleader bursts through another tent flap and emerges in the MAIN RING of the circus. The seats have filled up and the crowd goes wild as acrobats, animals, and performers take the stage. The children watch, enthralled, from backstage.

CIRCUS RINGLEADER  
*Monstrosity! Grotesquery!*

*Thanks for your inquiry, but no,  
it's definitely not free.*

The Circus Ringleader collects tips in his top hat from the cheering crowd of Spookville residents.

CIRCUS RINGLEADER  
*Pony up the cash, I said pony up  
the cash!*

*Cough it over fast now, cough it  
over fast!*

One GROUCHY MAN refuses to tip the Ringleader and is promptly hauled away by a BOUNCER and thrown out of the tent.

CIRCUS RINGLEADER  
*Out of your cage, and onto the  
stage!*

*No time to waste, we need to make  
haste.*

*Fill up the seats, I said fill up  
the seats.*

*Don't forget the rot corn and tasty  
treats!*

A gang of TINY GREMLINS throw bags of rot corn into the crowd.

INT. BACKSTAGE AT THE CIRCUS - SECONDS LATER

Backstage, the children turn to see a choir composed of Mr. Skin Thin, Ms. Mushroom Feet, Lizard Girl, and Cyclops Man.

CIRCUS CREATURES  
*Don't judge us by what you see.*

(MORE)

(CONTINUED)



## CIRCUS CREATURES (cont'd)

*We are kind, underneath.*

*We love song, and family.*

*We're not everything that we seem.*

Lila smiles sweetly at them. Danny timidly moves out from behind his sister to watch the kindly circus creatures. The corners of his mouth twitch in an almost-smile.

MUSIC FADES OUT.

INT. CIRCUS TENT MAIN RING - A FEW MINUTES LATER

Danny and Lila continue to watch from backstage as the circus puts on an dazzling, disgusting show.

--WITCHES fly on brooms, buzzing the crowds, and casting colorful spells. They pull jack-o-lobes out of their hats and set them loose in the crowd.

--The Chimera saunters onto the stage. The Ringleader cracks his whip causing the chimera to spew fire, which ignites a series of hoops in the air. Seconds later, the chimera unfurls its wings, takes flight, and zooms through each hoop with ease.

--For the comedy portion of the event, a HALF-SIZED CLOWN on a tri-cycle and a FULL-SIZED CLOWN on a motorcycle gear up for a bike race. The half-sized clown sticks a banana in his competition's motorcycle tail pipe, causing it to explode.

--The Cyclops Man performs feats of strength: lifting a dumbbell wrapped in poisonous snakes, bench pressing two obese audience members, and spinning plates with gremlins dancing on them.

--THREE SKELETONS ON DIRT BIKES enter a globe-shaped metal cage. They rev up their engines and zoom round the sphere-shaped cage at impossible speeds, without colliding.

--A group of Tiny Gremlins carry out a huge t-shirt cannon, shaped like a human nose. They fire out snot-covered t-shirts from each nostril, into the delighted crowd.

--A CACTUS MAN, dressed like a cowboy, rides a skateboard and lassos a BULL. The bull rampages around the ring and pulls Cactus Man. Then, several dartboards drop from the ceiling. Cactus Man shoots cactus needles from his fingertips for a bullseye on each target.

(CONTINUED)

--For the big finale, gremlins perform the flying trapeze, clowns ride unicycles around the tent, and the Old Warlock uses his magical staff to reanimate some dinosaur bones. The warlock appears to lose control of his magic and the giant dinosaur skeleton charges the crowd. Everyone screams. Just in time, the Ringleader lights a fuse, shoots himself out of a cannon, and crashes into the dinosaur bones, which shatter.

We hear a sound like A BOWLING BALL HITTING THE PINS.

EXT. CIRCUS GROUNDS - HOURS LATER

The Vamp Tramp Circus has concluded this night's show. Happy patrons file out into the night, chatting merrily.

INT. BACKSTAGE AT THE CIRCUS - MOMENTS LATER

The circus creatures return to their backstage dressing rooms. Lila and Danny heap praise on them for their performance.

LILA

You were great tonight!

A pair of Dirt Bike Skeletons bow deeply to her. One of them gets stuck in his bow. He needs his friend to crack his back before he can stand up again.

Another friendly skeleton takes Lila's hands and leads her over to his dirt bike.

SKULLY THE DIRT BIKE SKELETON

You wanna take it for a spin?

Lila looks thrilled by this idea. She shakes her head yes and jumps up on the bike. The skeleton kickstarts the engine, Lila grins ear-to-ear, and holds on to him. Then, they zoom back out into the Main Ring.

Meanwhile, Danny timidly approaches the Lizard Girl.

DANNY

(shyly)

I like your scales.

LIZARD GIRL

Thank you sweetheart, I don't usually get compliments from smooth-skins like you.

(CONTINUED)

She kisses his cheek, leaving a flake of snake skin. Danny turns bright red.

Seconds later, Lila returns on the dirt bike and screeches to a stop. Only now, she is steering the dirt bike, and the Skeleton is sitting in the backseat, holding onto her and looking scared.

SKULLY THE DIRT BIKE SKELETON  
Jeez, you drive fast!

Lila giggles, puts the kickstand down, and hops off like a pro. She hugs the skeleton.

LILA  
That was so much fun, we have to go again tomorrow!

SKULLY THE DIRT BIKE SKELETON  
Sure thing, are you kids staying for a while?

LILA  
I don't know. I hope so. I love it here.

Then, the Cyclops Man walks over.

CYCLOPS MAN  
Lila, if you think dirt bikes are fun, you should have the gremlins show you how to do the flying trapeze. Isn't that right Skully?

Cyclops Man affectionally slaps Skully The Dirt Bike Skeleton on the back. Unfortunately, Cyclops Man doesn't know his own strength and several of the Skully's ribs pop off. Lila laughs and helps Cyclops Man, as he hurriedly collects the ribs and reattaches them.

LILA  
(to Cyclops Man)  
The flying trapeze sounds fun. Do you really think the gremlins will teach me?

CYCLOPS MAN  
Of course they will! We're like a big family here. Everyone helps each other out. You can be a part of our family too, if you want.

Lila smiles warmly, her eyes slightly glistening. We can tell that she is deeply touched.

(CONTINUED)

LILA

Thanks.

Cyclops Man smiles at her and pops a final rib into place on Skully's chest.

CYCLOPS MAN

Don't mention it.

Lila looks around the dressing room.

LILA

Do you know where the Ringleader is? I want to congratulate him on the show.

Cyclops Man looks a little uncomfortable.

CYCLOPS MAN

Eh, the Ringleader is probably near the cash register. He's been a little stressed out about money lately.

Lila frowns and looks around again for the Ringleader. She spots him sitting at an old cash register, counting dollar bills with a worried look on his face.

INT. BACKSTAGE, NEAR THE CASH REGISTER- - SECONDS LATER

The Ringleader is oblivious to the positive energy around him as he tallies up the night's take. Lila walks over to him. Danny, who's been talking with Lizard Girl, spots Lila and follows her.

CIRCUS RINGLEADER

(counting to himself)

Three hundred, four hundred ....

LILA

(To the Ringleader)

Wow! That's a ton of cash.

She motions to the piles of money.

LILA (CONT'D)

I thought you said you had money trouble.

The Ringleader sighs.

(CONTINUED)

CIRCUS RINGLEADER

I don't have money trouble. I have tax trouble. Half of every dollar we make goes right into Brass's pocket.

The Ringleader cuts the pile of cash in half to emphasize his point.

CIRCUS RINGLEADER

It's the Brass Tax...

LILA

Is Brass a person?

CIRCUS RINGLEADER

Yes, he's called Big Daddy Brass.

Lila giggles at the silly name. The Ringleader chuckles too.

CIRCUS RINGLEADER

I guess it is kind of a funny name, but trust me, he is not a funny guy.

LILA

Who is he? The Mayor?

CIRCUS RINGLEADER

Mayor... Mob boss... Military Leader. He's a little bit of everything. And, a whole lot of evil.

LILA

What's so evil about him?

The Circus Ringleader lets out another a deep sigh.

CIRCUS RINGLEADER

He's a violent maniac. And greedy too. Brass has got his hands in the pockets of every business owner in Spookville. And no one can do a thing about it. Not with his Brass Enforcers policing the streets, shaking down shop clerks, and bullying anyone who looks at them funny.

LILA

Brass Enforcers...those were the big guys in the shiny armor we saw in the street today?

(CONTINUED)

## CIRCUS RINGLEADER

Yes, that was them. Brass's own private army. They carry out every evil wish he has.

Lila thinks about this for a second and then looks at the Ringleader.

## LILA

What happens if you don't pay the Brass Tax?

The Ringleader laughs a little too longly. A glint of fear is in his eye.

## CIRCUS RINGLEADER

Well Lila, I'm afraid we're about to find out. I'm short on tonight's rent.

Just then, there is a loud BANG at the door. An impossibly fat man made of solid brass squeezes through the door, followed by a guard of 10 Brass Enforcers. The room falls silent in fear.

BIG DADDY BRASS (50) is extremely rotund. He wears a politician's grin and looks like Teddy Roosevelt, except his skin is the color of a tuba. He wears a top hat, monocle, a short tie, and a suit that is bursting at the seams. He walks with a cane, which doubles as his whupping stick.

## BIG DADDY BRASS

Collection time, my little piggies.

The Ringleader quickly jumps to his feet. He motions for Lila and Danny to hide behind some boxes. Then, the Ringleader slowly turns to face Big Daddy Brass.

## CIRCUS RINGLEADER

We need another day, your eminence. Your latest tax raise was the straw that broke the chimera's back. We can't pay you tonight.

Big Daddy Brass remains silent for a long moment. His stubby fingers polish his cane handle, absent-mindedly. Finally, he speaks.

## BIG DADDY BRASS

You know, Rivulus, I have a pretty simple policy. Everyone pays the Brass Tax. With coin...

He pauses.

(CONTINUED)

BIG DADDY BRASS (CONT'D)

Or pain.

Big Daddy Brass motions to his guards.

BIG DADDY BRASS (CONT'D)

Boys...

The Brass Enforcers start smashing up the dressing room, breaking mirrors and furniture, and shoving people.

CIRCUS RINGLEADER

No please, we just need one more day...

BIG DADDY BRASS

Everyone pays. No exceptions.

Big Daddy Brass violently shoves his cane into the Ringleader's gut. The Ringleader doubles over in pain. Cyclops Man steps up to try to defend him, but a Brass Enforcer punches him in the face. Lila can't stand to see her new friends get beaten up.

LILA

Don't hurt him!

She tries to jump out of her hiding spot to fight, but Danny holds her back.

Soon, all hell breaks loose in the dressing room. Circus creatures try to fight back against the Brass Enforcers, but they are quickly overwhelmed.

Big Daddy Brass is the most violent of all, seeming to enjoy bashing innocent creatures with his cane.

Razz the Rat and his wife Rosa enter the tent to get involved in the fight, but it doesn't do much good. Brass Enforcers tackle Razz, grab Rosa, and hold her captive.

The fight is over quickly. The circus creatures lie bruised and beaten on the ground. Danny manages to hold Lila back for the entire fight. When the violence is done, Big Daddy Brass walks over to the cash register and helps himself to all of the money.

BIG DADDY BRASS

Pleasure doing business with you Rivulus. On second thought, I think I will give you one more day to pay me what you owe. But, I'll need some collateral.

Big Daddy Brass grabs Razz's wife, Rosa. She screams. Razz punches and bites at the Enforcers, desperately reaching for his wife, but he is shoved back. He yells his throat raw, but it does no good. Brass and his goons leave the tent with Rosa as their prisoner.

EXT. CIRCUS GROUNDS - HOURS LATER

The circus creatures recover from their injuries and Danny helps Lizard Girl repair some of the damage in the circus tent. Lila puts a bandage on the Ringleader's broken ribs.

LILA  
Are you okay?

CIRCUS RINGLEADER  
I'll live.

LILA  
I wanted to help you but my stupid brother held me back.

CIRCUS RINGLEADER  
We'll be okay. I'm glad you two weren't hurt.

Lila falls silent as she finishes wrapping the bandage. Then, she looks at the Ringleader.

LILA  
How did you ever let a jerk like that become mayor of Spookville?

CIRCUS RINGLEADER  
We didn't have much of a choice. Brass took power a long time ago...

Brass horns begin trumpeting an evil tune and we...

CROSS FADE TO:

EXT. TOWN HALL - DAY - FLASHBACK

A younger BIG DADDY BRASS stands outside the gates of Spookville's Town Hall with an army of Brass Enforcers at his back. He and his army seem to be leading a military coup, which is overthrowing the Spookville government.

*\*\*START OF SONG: "BIG DADDY BRASS" \*\**

(CONTINUED)



NARRATOR (SINGING)

*Big Daddy Brass...*

*Keep your head down, don't give him  
sass.*

Big Daddy Brass marches up and down the ranks of Enforcers. One of the Enforcers raises his head to make eye contact and Big Daddy Brass promptly gives him a smack with his cane.

NARRATOR

*Big Daddy Brass...*

*Ain't nobody who shines like that.*

*He glints like gold, when he walks.*

*Purrs like silk, when he talks.*

Big Daddy Brass approaches Town Hall's entrance and whispers something inaudible into the ear of an old, timid DOORMAN.

NARRATOR

*He's rich as sin and full of lies*

*He'll sell you out, easy as pie!*

Big Daddy Brass slips the Doorman a wad of cash. In return, the Doorman opens the door to Town Hall. Once the door is open, the Brass Enforcers beat up the Old Doorman and take the money back.

INT. TOWN HALL - MOMENTS LATER

Big Daddy Brass enters Town Hall with his army. A butler and several maids tremble with fear and bow down to Big Daddy Brass as they sing the chorus together...

CHORUS OF SERVANTS

*We all know it's his town,*

*That is why we bow down.*

*Lower! Lower! To the ground!*

INT. TOWN HALL THRONE ROOM - YEARS LATER

Big Daddy Brass has redecorated Town Hall to look like a opulent palace. He sits on a gilded chair and eats a grotesque supper. There is a whole, uncooked frog on his plate. He rapidly shovels food into his mouth, while his jowls jiggle like jelly.

(CONTINUED)

NARRATOR

*He'll eat you up, with a slurp.*

*Crunch those bones, until he burps.*

*He'll stuff his face, 'til his  
buttons break.*

A BRASS BUTTON bursts off Big Daddy Brass's jacket.

NARRATOR

*He'll boil your blood, to marinate,*

*His cakes and steaks and liver  
pâté,*

*Bile stew and Crème brûlée.*

*A pinch of salt and two squished  
eyes,*

*A vat of fat, on the side!*

Big Daddy Brass's appetite is endless. He eats huge portions of bloody rotten meat, worm cakes, squishy livers, black bile soup, frog eyes, and dishes of lard.

The disgusted butlers and maids struggle to remain expressionless as they serve food to Big Daddy Brass.

CHORUS OF SERVANTS

*We all know it's his town*

*That is why we bow down.*

*Lower! Lower! To the ground!*

Big Daddy Brass's suit finally does burst at the seams due to his gluttony. His boxer shorts have polka dots, brass tubas, and trumpets on them. Angry and embarrassed, he uses his cane to take his aggression out on the helpless butler. As he strikes, he sings...

BIG DADDY BRASS

*Fools and tools, all around!*

*What useless ghouls, in my town.*

A tiny STARVING GREMLIN inches closer to Big Daddy Brass's dinner table, hoping for leftovers.

(CONTINUED)

BIG DADDY BRASS

*They beg and plead, at my feet.*

*They're hoping for, a scrap of  
meat.*

*But why should I share my pies?*

*With sneaks and spies, or even  
allies?*

Big Daddy Brass kicks the poor gremlin away from the table. We hear a SQUEAK. The gremlin sobs in the corner of the room.

BIG DADDY BRASS

*It's all mine, it was built by me!*

*So go on and whine, 'cuz I'm not  
guilty!*

Big Daddy Brass tries to stand up to leave the table. His enormous belly gets stuck under the table and causes it to flip over. Dishes and food spill all over the floor.

Big Daddy Brass uses his cane to force the servants to kneel and clean up the spilled food.

BIG DADDY BRASS

*You all know it's my town,*

*That is why you bow down!*

*Lower! Lower! To the ground!*

Big Daddy Brass polishes his brass mustache with a dinner napkin as he sings the next verse.

BIG DADDY BRASS

*I'm made of brass and tons of cash.*

*And I was the smartest lad, in my  
class.*

INT. SPOOKVILLE SCHOOL CLASSROOM - YEARS AGO, DAY

A adolescent, but still fat, Big Daddy Brass reads a book in a classroom while ignoring a droll, troll TEACHER. A young Razz the Rat approaches and tries to get Big Daddy Brass to play a card game.

(CONTINUED)

BIG DADDY BRASS

*Too bad my classmates were rats and brats.*

Big Daddy Brass smacks the cards away and shoves Razz, causing him to fall over and land on his butt.

BIG DADDY BRASS

*I beat them down so they woudn't hold me back.*

Big Daddy Brass tosses his book down and leaves the classroom.

CROSS DISSOLVE TO:

INT. MECHANICAL FACTORY WORKSHOP - YEARS AGO, NIGHT

Teenage Big Daddy Brass works alone in a factory, constructing early-prototypes of the Brass Enforcers.

BIG DADDY BRASS

*As soon as I could, I went on the attack.*

*I built an army, and I built it fast.*

*Gears and levers, I learned to craft.*

Big Daddy Brass finishes building one of the Brass Enforcers. It awakens and marches to join dozens of other Enforcers assembled in the factory. They all stand together at attention, saluting Big Daddy Brass.

BIG DADDY BRASS

*And as a military leader, I was unsurpassed.*

The army of Brass Enforcers marches out of the factory and onto the streets of Spookville.

EXT. SPOOKVILLE CITY STREETS - YEARS AGO, NIGHT

Full-grown Big Daddy Brass walks the streets, surrounded by his guard of Brass Enforcers. As he walks, the Enforcers beat up citizens and shop owners alike, taking their money.

(CONTINUED)

## BIG DADDY BRASS

*When I conquered Spookville, at  
long last...*

*I robbed them all blind, with a  
brass tax.*

One citizen, a younger Circus Ringleader, tries to resist. Big Daddy Brass raises his cane and beats him mercilessly. The Ringleader, bruised and bloody, meekly hands over all of his money.

## BIG DADDY BRASS

*But I never forgot to bash and  
smash.*

*To show them the wrath of Big Daddy  
Brass!*

Eventually, all the Spookville citizens stop resisting. They all bow down to Big Daddy Brass as he sings the final chorus.

## BIG DADDY BRASS

*You all know it's my town,*

*That is why you bow down!*

*Lower! Lower! To the ground!*

*Down! Down! To the ground!*

*Now! Now! It's my town!*

MUSIC FADES OUT.

CROSS FADE TO:

INT. BACKSTAGE AT THE CIRCUS - BACK TO PRESENT DAY

After being lost in memory, the Circus Ringleader raises his sad eyes to look at Lila.

## CIRCUS RINGLEADER

*Brass is ruthless, power-hungry,  
and greedy. He won't stop until  
he's pilfered every penny we have.*

The other circus members gather around the Ringleader, including Cyclops Man, Lizard Girl, Mr. Skin Thin, Razz, and Danny.

(CONTINUED)

CIRCUS RINGLEADER (CONT'D)  
This isn't first time we've felt  
his brass wrath.

LIZARD GIRL  
His pawns picked my pockets!

CYCLOPS MAN  
His brass buffoons beat me bloody!

MR. SKIN THIN  
His fascist followers flattened me!

The Ringleader sadly looks around at his employees.

CIRCUS RINGLEADER  
There's no way we can get the money  
by tomorrow. We're going to have to  
close the circus.

The circus creatures cry out in anger.

LIZARD GIRL  
No!

CYCLOPS MAN  
Does this mean I'm out of a job?

CIRCUS RINGLEADER  
Sadly, yes. I have to let you all  
go.

The circus members all start shouting and arguing. Over the  
roar, we hear a few shouted concerns.

CIRCUS MEMBER #1  
What about my family?

CIRCUS MEMBER #2  
I'll have to live on the streets!

CIRCUS MEMBER #3  
There goes my retirement plan!

The arguing grows even louder until Razz screams above the  
tumult.

RAZZ  
Hey!

The crowd grows silent.

(CONTINUED)

RAZZ (CONT'D)  
What about my wife!?

Everyone averts their eyes.

RAZZ (CONT'D)  
We need to rescue her.

Still no one looks at Razz. Even the Ringleader won't meet his eyes. After a long silence, the Ringleader speaks gently to Razz.

CIRCUS RINGLEADER  
Razz... Big Daddy Brass has an army guarding Rosa. There's nothing we can do.

RAZZ  
So that's it? None of you yellow-bellied babies are gonna help get her back?

A long moment passes. Razz looks at each individual's face, but all of the circus creatures are too afraid to help him. Except Lila.

LILA  
I'll help you.

Razz smiles at her. But the other circus members are taken aback. Some look at Lila like she's an idiot. Others look at her like she is a nutcase. Danny inches away from Lila, frightened by her bravado.

The Ringleader uncomfortable.

CIRCUS RINGLEADER  
Lila, that's nice of you, but you can't help. You're just a child.

LILA  
So what? I've dealt with bullies before. If we all stand together and make a plan, maybe we can rescue Rosa.

Some of the circus creatures nod in approval. The majority of them frown at her.

CYCLOPS MAN  
Why would you risk your life to help us?

Lila hesitates, then her words come spilling out.

(CONTINUED)

LILA

Because I think you might be the first real friends I've ever had.

Cyclops Man smiles at her. Razz and the Dirt Bike Skeletons smile too. The Ringleader puts a hand on Lila's shoulder.

CIRCUS RINGLEADER

Lila, you are very kind to want to help us. But, what you're talking about is just a childish fantasy. Brass and his army are too strong.

LILA

If we work together, we'll be strong too. We just need a solid plan.

She thinks for a second.

LILA (CONT'D)

I got it! Maybe the skeletons could cause a distraction with their dirt bikes, while Razz and I sneak into town hall and rescue Rosa.

The Circus Ringleader cuts her off, looking irritated.

CIRCUS RINGLEADER

Lila, that's enough. This type of talk will get us all killed. Brass is untouchable. He's surrounded by hundreds of guards. His henchmen will lock you up in a dungeon and starve you until you look like Mr. Skin Thin.

The mood in the room sours. Cyclops Man let out a sigh. The rush of air from his sigh comically blows away Mr. Skin Thin. But, no one laughs.

RINGLEADER (CONT'D)

It's too risky and you have no way to defend yourself.

Lila looks at the Ringleader, starting to lose her confidence.

LILA

If I had my slingshot, no one could touch me.

The Circus Ringleader cuts her off once again.

(CONTINUED)



CIRCUS RINGLEADER

A slingshot, you say? Ha! In case you didn't notice, the Enforcers are made of solid brass. A slingshot won't hurt them. They are invincible!

LILA

But-

The Ringleader cuts her off yet again.

CIRCUS RINGLEADER

I'm sorry Lila, you really are a nice girl... But you don't understand how things work around here. You're still an outsider.

This last comment cuts Lila deep. She is lost for words. Angry tears well up in her eyes.

Danny has been inching away from her, trying to distance himself from Lila and her talk of daring rescues.

Lila looks at Danny, her eyes pleading for his support. But, he says nothing.

LILA

Danny, you'll help Razz and I, won't you?

Danny looks down. A long silence fills the room.

DANNY

I'm sorry Lila. They're right, Brass sounds too dangerous. This has nothing to do with us. I just want to go home. Why are you always looking for a fight?

Lila stares at her brother, perhaps realizing an ounce of truth in his words. But then, she grows very angry.

LILA

(furious)

Well, I guess I shouldn't be surprised.

She pauses for a second, then decides to throw salt on the wound. Her next words to Danny are venomous.

(CONTINUED)

LILA  
I can't believe we're even related  
to each other.

Lila turns away from her shell-shocked brother in disgust  
and speaks to the crowd at large.

LILA  
And what about the rest of you?  
None of you will stand with Razz  
and I?

The circus creatures shift on their feet uncomfortably.  
Cyclops Man and the Dirt Bike Skeletons look like they want  
to say something. But they don't.

LILA  
Then, you're all cowards. You  
should be ashamed.

Lila spits on the ground.

LILA  
Come on Razz. It looks like it's  
just you and me.

Razz and Lila walk out of the circus tent.

EXT. SPOOKVILLE CENTRAL PARK - NIGHT

Lila storms out of the circus tent, her angry tears finally  
spilling down her cheeks. Razz gives her some space.

RAZZ  
Don't worry about those wimps. We  
don't need their help.

Lila wipes the tears away.

LILA  
You think we can do it alone?

RAZZ  
We'll try. I was really diggin'  
that plan you were dishin' out back  
there in the tent.

LILA  
It was stupid and without help, it  
won't work.

(CONTINUED)

RAZZ

So, we'll get a new plan. I'll do anything to get Rosa back. And if I get the chance, I'll kick Brass's buns too.

Lila keeps walking, not saying anything.

RAZZ (CONT'D)

You worried about leaving Danny behind?

Lila shakes her head.

LILA

You heard him, he didn't want to help us.

Just then, Danny runs out of the tent and catches up to Lila and Razz.

DANNY

Lila, don't leave me! I can't stay here all alone with these freaks and monsters. The Lizard Girl said she were going to dress me up like a gremlin and make me walk the tightrope!

Danny is visibly upset by this idea, shaking and sweating. Lila looks like she wants to be mad at him, but she can't help laughing a little.

LILA

Seriously, you are such a wimp.

DANNY

Why are you always such a jerk!?

Danny shoves Lila, but Razz quickly separates the squabbling kids.

RAZZ

Settle down.

Razz looks at Danny.

RAZZ (CONT'D)

Danny, if you're not staying at the circus, you better tag along with us.

(CONTINUED)

DANNY  
Tag along where?

LILA  
We're trying to figure out a plan  
to sneak into town hall.

DANNY  
Will it be safe?

Razz and Lila speak in unison.

RAZZ AND LILA  
No.

Danny looks indecisive.

DANNY  
(to Lila)  
Do we have to?

LILA  
Yes, Razz is our friend now.

Danny thinks is over. Lila and Razz keep walking. Danny  
hesitates and calls out to them.

DANNY  
Lila, this sounds way too  
dangerous...

Lila calls back over her shoulder.

LILA  
Then stay here.

After another moment's hesitation, Danny reluctantly jogs  
after them.

INT. CIRCUS TENT - SECONDS LATER

We see that the Circus Ringleader has been peaking his head  
out of a tent flap, watching the kids and Razz from inside  
the tent. He has heard everything they just said.

He takes a tentative step towards Razz and the kids, like he  
wants to follow them. Then, he has a change of heart and  
stops.

CIRCUS RINGLEADER  
(to himself)  
No, my place is here.

EXT. SPOOKVILLE CITY STREETS - NIGHT

Razz, Danny, and Lila walk the deserted streets of Spookville and try to formulate a plan.

LILA

Okay, so what's the plan? We can't just storm the Town Hall front gate.

RAZZ

Hex no. Way too dangerous.

LILA

Got any other ideas?

RAZZ

Just one. Back in the day, when I was nothing but a sewer rat, I heard rumors about a secret underground passage into Town Hall.

LILA

How do we find this secret passage?

RAZZ

The other rats said the entrance is in a really sketchy part of Spookville, called Slytown. Lots of crime, beggars, old hags, drunks, gypsies, and gangs of gremlin orphans who steal to live.

DANNY

(sarcastically)

Sounds like fun.

LILA

How do we get there?

RAZZ

Follow me.

Danny rolls his eyes and jogs to keep up.

Razz and the kids make their way through the neon-lit side streets of Spookville. Razz leads the kids into a small alley near the Coffins and Coffee shop. They navigate a twisty maze of dark, dirty alleyways.

EXT. SLYTOWN - NIGHT

Eventually, they emerge onto the streets of Slytown, a struggling, rundown neighborhood. Almost every shop is boarded up, gratified, or abandoned. Very few streetlights work. Dozens of people and creatures mingle around burning trash barrels to stay warm. Brass Enforcers are everywhere, patrolling, and harassing the impoverished citizens.

RAZZ

Stay close to me kids, they don't  
take kindly to strangers here.

A groovy, urban melody drifts through the alleys as Razz introduces the kids to this rough part of town.

*\*\*START OF SONG: "SLYTOWN SLINKIN' "\*\**

RAZZ

*Slytown, is my town.*

*We're going to the races son,*

*Gonna have ourselves some fun.*

*Better pick up your paces now,*

*To make it in this town.*

One of Slytown's only working traffic lights turns green and Razz and the kids rush across the shadowy street, avoiding detection.

RAZZ

*Steady now. Slow it down.*

*It's a rough, tough crowd.*

Razz and the kids slow down and blend in with a crowd of creatures, while a patrol of Brass Enforcers pass by.

RAZZ

*Headed out. Moving now.*

*Keep your eyes on the ground.*

They hurry off, walking briskly, hands in pockets.

RAZZ

*Stick with Razz, and get there  
fast.*

*Yes, he knows the way.*

The trio climbs a chimney escape onto a rooftop.

EXT. SLYTOWN ROOFTOPS - MOMENTS LATER

We see the group's silhouettes against the dark cityscape.

RAZZ

*Through rooftop chutes and sewer routes.*

*This rat never strays.*

Razz and the kids slide down a twisting metal ventilation shaft.

EXT. SLYTOWN ALLEY - SECONDS LATER

Back on the streets, Razz and the kids lean against a building and peer around a corner. We see Brass Enforcers marching towards them.

RAZZ

*Quite down. Cool it now.*

*Patrols around the bend.*

*Blend in quick, and play it slick.*

BRASS ENFORCER'S POV - TURNING THE CORNER

The guards turn the corner and stare suspiciously at THREE MUCK YUCK creatures. Oddly, one of the Muck Yuck's has a rat tail sticking out. The patrol thinks nothing of it and marches away.

RAZZ

*Never let yourself get penned.*

The Muck Yucks shake their bodies like a wet dog, flinging mud everywhere. It is revealed that Razz and the kids had disguised themselves as the Muck Yucks to avoid detection.

Razz leads the kids around the corner.

EXT. SLYTOWN CITY STREETS - NIGHT

On a closed down street, we see GAMBLING GUS, a burly ape-man, who has set up a card table in the middle of the road near a crashed school bus.

(CONTINUED)

RAZZ

*You kids ever heard of Gambling  
Gus?*

*He runs this block and he's a mean  
old cuss.*

Gus is playing cards with two other rough-looking creatures: an overweight toad-man and a skinny fish-faced man.

RAZZ

*He bluffed on the turn, then went  
bust.*

*Shot the dealer with a blunderbuss!*

Gus loses a hand of poker, flips over the table, and pulls out a comically old-fashioned gun. He aims at the other card players as they run for cover. However, Gus's gun is too old to work. It malfunctions and the barrel explodes, metal peeling back like flower pedals.

RAZZ

*Come on kids, I know a shortcut.*

They avoid Gambling Gus and slink into an alley.

RAZZ

*This alley is where one-armed Arj  
got cut.*

They sneak out of the alley onto a street corner.

RAZZ

*That corner is where Magpie Marge  
runs her cons.*

*Voice like honey, but then your  
money's gone.*

MAGPIE MARGE, a sexy steampunk woman, distracts A MAN while her accomplice, an actual magpie bird, swoops in to steal his wallet.

RAZZ

*It's a shady street, full of  
creeps,*

*We wouldn't have it any way else.*

*Brass's wrath, his graft, and tax,*

*Makes us cinch up our belts.*

(CONTINUED)



Brass Enforcers seize Magpie Marge's scammed money, and she runs away. Further down the street, a group of GREMLIN ORPHANS tie ropes onto their waists to use as belts.

RAZZ

*Going to the races son,  
Gonna have ourselves some fun.  
Better pick up your paces now,  
To make it in this town.*

Razz and the kids arrive out front of one of the only functioning businesses in Slytown. It's a dive bar with a sign that reads: THE LUG LUG LOUNGE.

MUSIC FADES OUT.

RAZZ

The secret passage to Town Hall is located in this building. Follow me.

The trio walks down some stairs into the bar.

INT. LUG LUG LOUNGE - NIGHT

The Lug Lug Lounge is half bar, half underground cave. The floor is dirt and the air is smoke-filled. Dusty oil lamps magically float around the ceiling, casting dull yellow light on ancient wooden bar stools and toadstool tables. The walls are lined floor-to-ceiling with wooden coffins, stone tombs, and bookshelves crammed with dusty tomes.

RAZZ

Welcome to the Lug Lug Lounge...

All sorts of strange creatures consume odd concoctions at the bar. Others play darts and gamble. The first thing that catches Lila's eye is a dog fight in the middle of the bar. Except, the creatures fighting aren't dogs...

LILA

Razz, what are those... creatures?

RAZZ

That's a Chomp Chomp fight. People gamble on them. Used to be illegal, until Brass realized he could tax the fights.

(CONTINUED)

CHOMP CHOMPS are about the size of a pitbull, but they have impossibly huge mouths full of razor sharp teeth. They walk on tiny, stubby legs.

RAZZ

It's a cruel sport, even by my standards.

Razz shoves his way into the circle of bar patrons who are betting on the Chomp Chomp fight. He wrestles the two Chomp Chomps apart and gives each of them one of his yellow cheese-flavored lollipops. The Chomp Chomps excitedly munch on the lollipops.

Then, LUG LUG, the scaly mutant bartender and owner, recognizes Razz. He speaks to Razz with an Irish accent.

LUG LUG

Razz, my lad! I haven't seen you in ages. Why you breakin' up me chomp chomp fight?

RAZZ

Lug Lug, you know that those fights ain't right. Makin' money off violence... leave that to the big brass.

Lug Lug scratches his head, embarrassed.

LUG LUG

I know, I know. You're spot on. I've been turning a blind eye to 'em, trying to make me-self a couple o' bucks. Money's tight these days.

Razz shakes his head in disapproval. Danny clears his throat. Razz remembers to introduce the kids.

RAZZ

Lila and Danny, this is Lug Lug, the owner and Chief Executive Ghoul of the lounge.

The kids wave hello, but Lug Lug frowns in confusion.

LUG LUG

Razz, what are you doing bringing these little tikes into a bar!?

RAZZ

Relax, they won't be any trouble.

LUG LUG

I can put 'em to work for cheap, if you like? I got a whole heap o' demon dishes in the back that need washin'.

Lila and Danny exchange a nervous glance.

RAZZ

We were wondering if you knew anything about..

Razz lowers his voice to a whisper.

RAZZ

(whispering, Cont'd)  
... the secret passage.

Lug Lug frowns in concern at Razz.

LUG LUG

Hades' Helmet! The secret passage?  
What devilish deed could drive you  
into Brass's Town Hall?

Razz turns to look at the kids. Lila gives him a nod of encouragement.

RAZZ

We're trying to rescue my wife.

Lug Lug looks worried.

LUG LUG

Blimey, you're crazier than a Chomp  
Chomp wrangler.

RAZZ

You gonna help us or not?

Lug Lug thinks it over.

LUG LUG

I suppose I can show you where the  
passage is ... for the right price.

Razz nods.

(CONTINUED)

RAZZ

I'll pay you as much as I can.

LUG LUG

Okay. Give me a few minutes. Sit down here and wait. Our worthless singer is about to go on.

Razz and the kids sit at a table. Razz looks anxious and nervous, obviously worried about his wife.

RAZZ

I sure could use a drink.

LILA

No way Razz! We have to stay sharp.

RAZZ

Maybe just one... for my nerves. Lug Lug makes the finest pig snout stout in all of Spookville.

LILA

You can't!

A SQUEAL from the speaker system drowns out Lila's words. A singer named JELLYBONES BOB steps up onto a small stage in the corner of the bar. He is dressed to the nines, like Frank Sinatra. However, his skin is gelatinous, pale, purple, and see-through. When the spotlight hits him, we can see his inner organs operating and his skeleton shifting.

*\*\*START OF SONG: "THE LUG LUG LOUNGE"\*\**

Jellybones warms up the crowd with some witty banter while a SKELETON PIANIST tickles the ivories on a nearby keyboard.

JELLYBONES BOB

*Hi folks, I'm Jellybones Bob.  
Welcome to the Lug Lug Lounge.*

*How's everybody doing? If you have  
a body, that is...*

*I see Headless Mike left his at  
home...*

HEADLESS MIKE, a decapitated and rotting head perched on the bar, lets out a loud cackle.

JELLYBONES BOB

*No shoes, no body, no problem.  
That's our policy!*

(CONTINUED)

Headless Mike, Razz, and few other patrons chuckle. Now that the crowd is somewhat invested, Jellybones starts singing.

JELLYBONES BOB

*Glug, glug, finish your mug!*

*Chug, chug, we got plenty of drinks  
and grub,*

*At the world famous Lug Lug Lounge!*

Several bar patrons heed Jellybones's advice, polishing off their tankards. Headless Mike uses a straw to sip his drink, but the foul concoction just pours out of his severed neck.

A WAITER offers to take Razz's order. Razz is about to speak, but Lila waves the waiter away.

JELLYBONES BOB

*We've got jugs of slugs...*

Jellybones hops off stage, grabs the waiter's serving tray, and starts delivering grotesque food to customers. First, he delivers an overflowing bottle of slimy slugs to Razz and the kids.

JELLYBONES BOB

*And bugs in a rug!*

Jellybones showcases the Lug Lug Lounge's version of pigs in a blanket, which is insects wrapped in a moldy croissant.

JELLYBONES BOB

*Try the snail cocktail, it never  
fails!*

Jellybones grabs five snails from the bar, tosses them in a cocktail shaker, shakes them vigorously, and pours a disgusting blend of snail guts and shell into a cocktail glass. One surviving snail slithers along the rim of the glass, like a garnish.

JELLYBONES BOB

*If you live to tell the tale, that  
is.*

*Truth is, you'll probably just get  
sick and pale.*

Jellybones gives Razz the snail drink, but Lila snatches it out his hands and passes it to a nearby DEMON WOMAN. The Demon Woman takes a sip and promptly chokes on a snail shell.

(CONTINUED)

JELLYBONES BOB  
*Hey! That's alright, drink up  
 folks, we're havin' fun.*

Jellybones gives the Demon Woman a whack on the back and she spits up the snail shell.

JELLYBONES BOB  
*Sing the chorus with me!*

A chorus of rowdy, drunken barflies joins the song. Mutants and men sway back and forth, glasses raised, as they sing in a rich, deep timbre. Razz watches them, smiling.

CHORUS OF BARFLIES  
*Drink up now, another round!*

*Let's wind down, at the Lug Lug  
 Lounge,*

*Tonight!*

Jellybones grabs a gray-green, moldy beer and gives it to Razz.

JELLYBONES BOB  
*Have a stale ale on me, friend. You  
 look a little uptight.*

Lila narrows her eyes at Razz. He sheepishly puts the drink down and slides it down the bar to a red-faced businessman.

CHORUS OF BARFLIES  
*We work all day, for terrible pay.*

*So we drown our pain, in flat  
 champagne,*

*Tonight!*

BAR PATRON #1  
*And we're feeling alright.*

BAR PATRON #1 buys a round of champagne for the bar. He pours a glass for Razz.

BAR PATRON #1  
*Hey Razz, you're picking up the tab  
 right?*

BAR PATRON #2  
*He better, money's tight.*

BAR PATRON #3  
*I lost all my money, gambling on  
 that chomp chomp fight!*

Lila pulls Razz away from the bar patrons and their tempting champagne. Jellybones senses the crowd growing restless.

JELLYBONES BOB  
*Alright folks, let's calm down.  
 Take a load off.*

*Enjoy the bar, light up a cigar.*

Jellybones Bob lights up a stogie in Headless Mike's rotten mouth.

JELLYBONES BOB  
*Try the eel tar-tar.*  
*And don't forget to throw a buck in  
 the tip jar.*

Jellybones Bob picks up a hollowed out pumpkin, with the words TIP JAR carved into it. However, none of the audience members tip him.

JELLYBONES BOB  
*Singer's gotta eat too. And this  
 singer is starving!*

Jellybones Bob gives up on soliciting tips. He returns to showcasing the bar's dreadful selection of food and drink.

JELLYBONES BOB  
*We've got horsehair pie, and shots  
 of lye.*

*Spiced crumb rum, so hot, it'll  
 bring a tear to your eye.*

Jellybones Bob passes out samples of the aforementioned pie, lye, and rum. Under Lila's watchful gaze, Razz refuses the food and drink. But, the Demon Woman nearby does a shot of rum and lye and her eyes immediately start watering from how spicy it is.

JELLYBONES BOB  
*But don't you cry. And please do  
 try, to have a good time, tonight!*

Jellybones wipes the Demon Woman's tears away with a handkerchief. Then, he hops back on stage.

JELLYBONES BOB  
*Sing it with me, boys!*

The barfly chorus chimes in again.

CHORUS OF BARFLIES  
*Drink up now, another round!*

*Let's wind down, at the Lug Lug  
 Lounge,*

*Tonight!*

JELLYBONES BOB  
*A pint of pig snout stout, for a  
 friend of mine. To ease his mind!*

Jellybones grabs a glass filled with severed PIG NOSES and sits it on Razz's table. Razz's eyes light up and he licks his lips thirstily, losing his self-control and reaching for the glass.

Just before Razz reaches the glass, Lila pours it out, looking digusted.

CHORUS OF BARFLIES  
*We work all day, for terrible pay.*

*So we drown our pain, in flat  
 champagne,*

*Tonight!*

JELLYBONES BOB  
*Yeah, it's a pitiful sight.*

*But that's our life.*

*We drink to forget, and to be  
 forgot. But that's alright!*

The music grows quiet.

JELLYBONES BOB  
*Alright folks, that's my time.  
 Enjoy yourselves at the Lug Lug  
 Lounge.*

*Don't forget to tip your servers...  
 And your singer!*

*I could certainly use the money.*

MUSIC FADES OUT.



INT. SITTING AT THE BAR, MOMENTS LATER

As the song ends, Lila stares angrily at Razz.

LILA  
(to Razz)  
What's gotten into you?

RAZZ  
I'm sorry, I'm sorry. I'm just nervous.

LILA  
You can't avoid your problems by drinking pig snout stout. We have to save your wife!

RAZZ  
I know, that's reason why I'm so nervous! What if I fail? What if Brass hurts her?

LILA  
We won't let that happen, Razz, but you need to stay focused.

RAZZ  
Okay, I will.

LILA  
Promise?

RAZZ  
Yeah. I promise.

LILA  
Don't worry, we'll find a way to save her.

Razz doesn't look convinced. He's still jittery and nervous.

DANNY  
Hey Razz, I've got an idea to take your mind off things while we wait for Lug Lug.

Razz nervously taps his fingers on the table, distractedly.

RAZZ  
What's that, Danny boy?

(CONTINUED)

DANNY

Can you teach me your card trick?

Razz stops drumming his fingers and looks at Danny. He smiles.

RAZZ

That's actually not a bad idea.  
Countin' some cards might help me  
relax.

Razz pulls out a deck of cards and starts to show Danny his card trick.

RAZZ

The key to three card monty is to  
make your mark feel like they can  
win. You gotta do a couple warm up  
rounds and let them guess the right  
card.

Razz shows Danny a red ace, shuffles it slowly with two other cards, and then flips the cards over. The ace is exactly where we expect it to be.

RAZZ

Just when they feel cocky, you pull  
the sleight-of-hand trick. Here's  
how you do it...

Razz shuffles slowly so Danny can see exactly how he switches the cards.

RAZZ

Now you try.

Danny tries it a few times, clumsily at first, but picks it up quickly. Lila watches them, only half-interested.

RAZZ

You're a natural. Time for your  
first test. Try the trick on that  
guy at the bar.

Razz points to a red-faced businessman at the bar.

DANNY

You mean try it for real? I'm not  
ready.

RAZZ

Sure you are. Just ask him to bet a  
quarter.

(CONTINUED)

Danny walks away nervously and speaks with the businessman.

A moment later, Danny comes running back, beaming and holding a quarter.

DANNY

I did it! I asked him to bet and I won.

RAZZ

I can see that.

Razz looks down the bar at the businessman. His face has somehow turned two shades redder and he's motioning for another drink.

LILA

(to Danny)

Hmph, maybe you've finally found one thing you're good at.

Danny hands the coin to Razz.

DANNY

Here Razz, you have the coin.  
Thanks for teaching me.

RAZZ

Shucks kid. There's folks who need this more than me.

Razz flips the coin into Jellybones Bob's tip jar. Jellybones bites the coin to make sure it's real. Through his translucent skin, we see his tooth crunch and crack on the coin. His face lights up in a transparent grin.

JELLYBONES BOB

This coin's more solid than me.  
Thank you kindly, my rich, rodent friend.

Jellybones tips his hat.

RAZZ

Thank the boy, Jellybones.

JELLYBONES BOB

(to Danny)

Thank you boy!

Danny smiles. The bar owner, Lug Lug, approaches and pats Razz and Danny on the shoulder.

(CONTINUED)

LUG LUG

Aw, ain't that sweet. Jellybones works his arse off every night and no one ever tips him.

Lug Lug pulls Razz aside and lowers his voice. Lila looks on eagerly. She is restless and itching for action.

LUG LUG (CONTD)

So, about your...ahem...request. The secret passage is in back. I can let you and the little ones through if you're quick about it.

RAZZ

Thanks, Lug Lug.

Razz pulls out his wallet and tries to offer money to Lug Lug, but he refuses it.

LUG LUG

Ah, don't worry 'bout payin' me.

Razz raises an eyebrow.

LUG LUG (CONTD)

Just do your best to save that pretty wife o' yours. That will be payment 'nuff for me. If you want to give me a bonus, you can melt Brass's buns down into a trumpet or a saxophone, aye?

Razz and the kids giggle.

LUG LUG

Enough gum-flappin', follow me.

INT. BACKROOM AT THE LUG LUG LOUNGE - MOMENTS LATER

Lug Lug leads the gang into a dingy back room of the bar.

LUG LUG

Before you go, I wanna give you lot something.

Lug Lug walks over to a box marked with a sign that says LOST AND FOUND.

LUG LUG

It's not much, but over the years we collected a whole bunch of junk from a whole bunch of drunks.

(CONTINUED)

Lug Lug pulls out the lost and found box.

LUG LUG

There might be something in here  
that could be useful.

Razz and the kids inspect the box. Danny pulls out a cool pair of SUNGLASSES and puts them on, smiling.

LILA

(annoyed)

Danny, how will that help us?

DANNY

I dunno, but I look cool. Maybe no one will want to mess with me.

Lila sighs, shakes her head, and keeps digging through the box. Razz finds a CAMERA and some old SUIT JACKETS.

RAZZ

There's a camera. And some moldy old suits.

LILA

Maybe we could use them for disguises. Let's bring them.

Razz takes the suits out of the box. And we hear something CLUNK in the bottom of the box.

RAZZ

What was that?

Lila reaches into the box and her eyes light up as she pulls out an oddly familiar SLINGSHOT.

LILA

(excited)

My slingshot! How did you get this Mr. Lug Lug!?

LUG LUG

Some gnarly gnasher left it here last night. Said he found it in the red wastes.

LILA

I can't believe it.

RAZZ

Lila, do you have any ammo for that thing?

(CONTINUED)

They inspect the box more, but don't find any other weapons or ammo.

LILA

No, I don't see any. Maybe we'll find some along the way.

RAZZ

And what about these suits? Do you really think they'll make good disguises?

Lila thinks about it for a moment.

LILA

I've got a plan. Let's put them on.

INT. LUG LUG LOUNGE CHANGING ROOM - MOMENTS LATER

Razz and the kids finish putting on the old suits. Lila uses a pen to draw a fake moustache on Danny, then on herself. The trio looks in a mirror as they put the final touches on their disguises. They look like 1940's journalists.

LILA

What do you think?

DANNY

Those girls from your school were right, you do look like a boy.

Lila gives him a playful shove.

RAZZ

So, why are we wearing these itchy, moth-eaten suits?

LILA

We're going to pretend to be a news team from the Ghoul Gazette, on special assignment to do an interview with Big Daddy Brass.

RAZZ

You think he'll buy it?

LILA

We'll tell him he's been chosen as Man of the Year and we're doing a cover story on him. He'll want to believe us.

(CONTINUED)

RAZZ

One problem...even with this outfit, he'll recognize me.

LILA

That's why you're the cameraman.

Lila tosses the old camera to Razz.

LILA (CONT'D)

Just keep that camera in front of your face and keep snapping pictures.

Razz shrugs and takes a picture. The room lights up with a bright flash.

LILA (CONT'D)

Let me do the talking. I'll butter Brass up and trick him into telling us where he keeps his prisoners. Then, you two ask to use the bathroom and go find Rosa. Got it?

DANNY

Lila, I'm scared I'll screw it up.

LILA

No you won't. I believe in you.

RAZZ

Well, it's the only plan we got. Might as well give it a shot.

The meagerly armed group turns expectantly to Lug Lug.

LUG LUG

All set?

They nod. Lug Lug walks over to one of the coffins that makes up a section of the wall. He pulls the coffin open and a CORPSE falls out.

The corpse lays on the ground for a moment, but then it wakes up. It looks around confusedly, yawns, stretches, and then walks out into the bar.

LUG LUG

The passage is through this coffin.

Lug Lug pushes a button and the false bottom of the coffin slides out to reveal a secret tunnel.

(CONTINUED)

LILA

Thank you Mr. Lug Lug.

Lila hugs Lug Lug, which catches him off guard. He finds himself becoming unusually emotional and pats her back. He looks at Razz.

LUG LUG

Razz, you try to bring these rugrats back in one piece.

RAZZ

If things get too hairy, I'll send them back. Just keep the passage open.

Lug Lug nods. Razz and the kids climb into the coffin and enter the secret passage.

INT. SECRET PASSAGE TO TOWN HALL - MOMENTS LATER

The kids and Razz wander down a dark tunnel. Dirt and more coffins line the walls. They see a light up ahead. Razz turns to them and speaks in a low voice.

RAZZ

No one gets caught. If things go bad, you turn and run. Got it?

Danny nods instantly. Lila takes a second longer to agree.

They keep walking. We hear their feet SQUISH on the damp floor. They arrive at the end of the tunnel. They push a few crumbling cinder blocks out of their way and emerge into...

INT. UNDERGROUND SEWER - MOMENTS LATER

The group is in what appears to be part sewer tunnel, part underground burial tomb. A large ravine runs down the middle of the tunnel. On either side of the ravine, there are catwalks where dozens of SEWER SKELETONS go about their day, running various errands.

--Two skeletons hold fishing rods and cast their lines into the ravine.

--One skeleton uses a push mower to cut a single weed growing outside his coffin home.

--One skeleton delivers the mail to various coffins.

(CONTINUED)



--Several tiny skeletons play on a rope swing. They swing out over the ravine and let go, and splash into the water.

--A dog skeleton yaps noisily while two neighbor skeletons argue about who should clean up a pile of dog poo that is on the property line.

RAZZ

Sewer skeletons. Harmless.

Razz and the kids wave hello. Several skeletons wave back, but mostly they just go about their business.

RAZZ (CONT'D)

We gotta keep movin'.

The group turns a corner, leaving the skeleton neighborhood behind.

They keep exploring the tunnels, crossing catwalks, and turning corners.

RAZZ

We should be directly under Town Hall by now. We just need to find a way to sneak up.

Up ahead, they see a ladder leading upwards. They ascend and lift up a manhole cover.

INT. TOWN HALL STORAGE ROOM - SECONDS LATER

Razz pushes the manhole cover out of the way and the group climbs up into a storage room filled with brass gears and levers.

RAZZ

This looks like the place.

They head for a door leading out to the main hallway.

INT. TOWN HALL MAIN HALLWAY - SECONDS LATER

The group cautiously makes their way down Town Hall's main hallway. It is clear that no expense was spared on Town Hall's demonic décor - sinister statues and busts of Big Daddy Brass line the walls. Immense tapestries and oil paintings hang from the ceiling, depicting Big Daddy Brass's conquest of Spookville.

Up ahead, several maids and butlers are tidying up. Lila turns to Razz and Danny.

(CONTINUED)

LILA  
Remember to act like we belong.

The group walks briskly by the servants.

LILA  
Pardon us, meeting with the mayor.

The servants look up but don't say anything. So far, the disguises are working.

The trio sees a huge banquet hall ahead. We hear the sound of someone CHEWING sloppily. Lila peers into the room and sees Big Daddy Brass enjoying a late night snack of deep-fried gremlin kabobs.

Lila checks her reflection in a vanity mirror, adjusts her disguise one final time, and turns to Razz and Danny.

LILA  
Here we go.

INT. TOWN HALL BANQUET ROOM - NIGHT

Lila enters the banquet room and Danny follows her. Lila speaks to Big Daddy Brass in a high voice, professional and flattering.

LILA  
Mr. Brass, your assistant let me in.

Big Daddy Brass looks up, startled. Lila sticks out her hand for a handshake.

BIG DADDY BRASS  
Who the hex are you?

Lila lowers her hand, frowning at him.

LILA  
Gertrude Spine from the Ghoul Gazette. They didn't tell you we were coming?

BIG DADDY BRASS  
No...

LILA  
We're here to interview you for our special man-of-the-year edition.

(CONTINUED)

Big Daddy Brass wipes gremlin grease out of his moustache, looking intrigued, but not entirely convinced.

BIG DADDY BRASS  
You don't say? And who's this  
little fellow behind you?

Danny tries to introduce himself, but he's too scared. All that comes out is a squeak. Lila speaks for him.

LILA  
This is my associate, Tom  
Bonesaw. He's very widely read.

Danny tries to redeem himself by nodding confidently.

BIG DADDY BRASS  
I haven't heard of either of you.

Lila ignores him and carries on confidently.

LILA  
Is it okay our associate takes some  
photos?

BIG DADDY BRASS  
Photos? I've just been eating.  
Maybe I should myself clean up...

LILA  
Nonsense. You look wonderful.

Lila calls to Razz.

LILA (CONT'D)  
Mr. Shipley, bring in the camera.

Razz enters the room, with the camera in front of his face. He immediately starts snapping photographs. Bright bursts of white light fill the room. Big Daddy Brass blinks blindly in the harsh light.

LILA  
Now, Mr. Brass, tell us about a  
typical day in your shoes.

Lila sits down and pulls out a pen and paper to take notes. But, before Big Daddy Brass can answer, a group of Brass Enforcers enters the room.

The Enforcers are dragging a struggling person with them... Razz's wife, Rosa.

Lila's eyes go wide when she sees Rosa. Razz twitches behind his camera. Danny holds his breath.

BRASS ENFORCER #1

Excuse me, your eminence. We've brought the prisoner up from the dungeons, as per your request.

Big Daddy Brass looks flustered. He hurriedly stands up and waddles over to speak with the Brass Enforcers.

BIG DADDY BRASS

Not now, you fool. Can't you see that I have guests? Take her to my office.

Back at the banquet table, Lila turns to Razz and whispers hurriedly.

LILA

(whispering)

Rosa's right there, we've gotta find a way to rescue her now.

RAZZ

(whispering)

No, it's too dangerous. Let's stick to the plan. We'll rescue her from the office later.

LILA

(whispering)

By then, it will be too late. She'll be locked up and well-guarded. We have to act now.

Danny leans in.

DANNY

(whispering)

Razz is right. We should wait.

LILA

(whispering)

No, it has to be now!

RAZZ

(whispering)

You're gonna get her killed. And us too!

Meanwhile, the guards have started to drag Rosa away. Lila makes a rash decision and yells out to stop them.

(CONTINUED)

LILA

Wait!

Everyone turns to look at Lila. She hesitates. Her hand creeps behind her back, where her slingshot is tucked in her pants.

Lila and Razz make eye contact. He ever so slightly shakes his head "no". Lila looks at Danny, he also a look on his face that urges caution.

BIG DADDY BRASS

Well, what is it?

Lila thinks fast. She decides to leave the slingshot tucked in her pants.

LILA

Mr. Brass, your prisoner... isn't she the Ms. Spookville beauty queen, Rosa the Rat? I'm sure she is! We ran a feature on her last year.

Razz mutters to Lila under his breath and grabs her arm to stop her.

RAZZ

(muttering)

What are you doing?

LILA

(muttering)

Improvising.

Lila shakes Razz loose, gets to her feet, and walks over to Rosa. Rosa looks at Lila and recognizes her through the disguise.

LILA (CONT'D)

I didn't know you kept such beautiful company, Mr. Brass. You have to let us do a private photo shoot with her. It would make for a great addition to your article.

Big Daddy Brass eyes Lila suspiciously.

BIG DADDY BRASS

A private photo shoot? No, I don't think so. Who did you say you were again?

(CONTINUED)

Big Daddy Brass squints at Lila, adjusts his monocle, and looks at her closely.

LILA

Like I said, I'm from the Ghoul Gazette.

BIG DADDY BRASS

I don't think you are. I know everyone at the Gazette. I pay them well to print exactly what I tell them to. But, I've never seen you there.

Lila gulps, looking very nervous.

LILA

Um...uh...that's because I'm new.

She is backing away from Big Daddy Brass now, but it's too late. Big Daddy Brass knows something funny is going on.

BIG DADDY BRASS

Liar! Guards, sieze them!

The guards grab Lila and pin her down. Razz drops the camera and turns to Danny.

RAZZ

Danny, run! You have to get out of here.

For a second, Danny is paralyzed. He looks at his sister being pinned on the ground by the Brass Enforcers. Lila looks back at him. Their eyes meet.

RAZZ

Now, Danny!

On the verge of tears, Danny turns and runs away, slipping unnoticed past the Enforcers and out into the hallway. Razz gets ready for a fight. He rushes up to meet the Enforcers.

RAZZ

Get your hands off her!

For a moment, we think Razz will save the day. He knocks down one Enforcer, then another. But then, Big Daddy Brass runs up behind Razz and smashes his cane over his head.

BIG DADDY BRASS

(to his guards)

Finish him!

(CONTINUED)

The other Brass Enforcers surround Razz and start beating him up. Lila watches in horror, while a Brass Enforcer holds her down. Rosa screams for her husband.

ROSA

Razz, no!

The guards drag Rosa away, as she kicks and screams.

Razz puts up a fight but the Enforcers quickly overwhelm him, beating him to the ground. Razz lies on the ground bleeding. He and Lila make eye contact.

RAZZ

(whispering)

Save my wife, Lila.

A kick nails Razz in the head. His eyes close, his tongue lolls out, and his head falls heavily to the ground.

LILA

Razz!

Lila starts weeping uncontrollably.

BIG DADDY BRASS

Toss him in the sewer, where he belongs.

The Brass Enforcers lift up Razz's lifeless body and haul it away. Lila screams, kicks, and bites as the Brass Enforcers drag her to her feet.

BIG DADDY BRASS

Lock her in my office with Rosa.

INT. TOWN HALL STORAGE ROOM - SECONDS LATER

Danny rushes into the storage room, moves the manhole cover, and jumps down into the secret sewer passage.

INT. UNDERGROUND SEWER - MOMENTS LATER

Danny runs through the sewers, trying to escape the carnage at town hall. He hears a loud SPLASH behind him. He turns to see that the Brass Enforcers have just dumped Razz's body in the sewer ravine. Danny stops and watches in horror as Razz floats away in the river, out of reach.

Danny starts crying and then keeps running.

INT. BACK ROOM AT THE LUG LUG LOUNGE - MINUTES LATER

An out-of-breath Danny bursts in Lug Lug's office through the secret passage. Lug Lug is startled and drops his smoking cigar on his shirt.

LUG LUG  
Danny! What happened?

Lug Lug pats out the smoldering cigar, distractedly. Danny tries to rush past Lug Lug out of the door, but Lug Lug stops him.

LUG LUG  
Hold on a moment, lad.

DANNY  
(out of breath)  
They got Razz...dumped him in a river...and they took Lila too.

LUG LUG  
Just calm down.

DANNY  
No! Get off me!

Danny shoves his way past Lug Lug, out into the lounge, and then out the bar's entrance.

EXT. SLYTOWN CITY STREETS - NIGHT

Danny emerges on the streets of Slytown and keeps running full speed, tears streaming down his cheeks. He runs and runs, through alleys and streets. Eventually, he turns a corner too quickly, and collides with something big and immovable. He falls on his back and looks up to see...

GAMBLING GUS.

GAMBLING GUS  
What's a runt like you doing on Gambling Gus's block?

DANNY  
N-nothing. Just passing through.

GAMBLING GUS  
Passing through, eh? Maybe I should pass my fist through your face.

Gambling Gus takes a threatening step towards Danny.

(CONTINUED)



DANNY

Wait! You like to gamble right?

Gus hesitates.

GAMBLING GUS

What's a little runt like you know about gambling?

DANNY

W-well, I know a card game. I bet I can beat you at it every time.

GAMBLING GUS

Baloney!

DANNY

How about a wager? If I beat you five times in a row, you have to let me go.

GAMBLING GUS

Five times, eh? Alright, it's a bet! And if I win, I get to grind your bones into mashed taters.

Danny gulps.

DANNY

O-okay.

Gambling Gus picks Danny up and carries him to his card table in the street, near the crashed school bus.

GAMBLING GUS

Alright runt, let's see this card game you're so confident about.

Two of Gambling Gus's card-playing friends stumble out of the school bus to watch.

DANNY

The game is three card monty.

Danny nervously picks up a deck of cards on the table. He reaches into his pocket to pull out his new sunglasses. He puts the shades on, takes a deep breath, and speaks with a confidence that we have yet to hear from him.

DANNY

I'll deal three cards. Then you pick one and try to follow it as I shuffle.

(CONTINUED)

Danny deals and Gus chooses a card. Danny shows him the card.

DANNY

The nine of diamonds. Now keep your eye on it while I shuffle and try to guess where it ends up.

Danny shuffles the cards around like Razz taught him. At first, he has trouble going fast, but eventually he's zooming the cards around. He stares into Gambling Gus's sunken, concentrated eyes waiting for the moment when he...

BLINKS

Danny quickly palms the nine of diamonds and replaces it with another card, quick as a flash. Gambling Gus doesn't appear to notice anything. Danny brings the shuffle to a stop.

DANNY

Now, where is the nine of diamonds?

Gambling Gus smiles, thinking he has won.

GAMBLING GUS

Runt, you're skinny, but your bones'll make a fine tater paste.

Gambling Gus confidently points to a card. Danny flips the card to reveal a 10 of spades.

DANNY

Sorry, you lose.

Gus stares in disbelief, slams his hands on the table, and stands up threateningly.

GAMBLING GUS

You little runt!

Danny's eyebrows raise in panic but his voice stays calm.

DANNY

Now Gus, we had a deal. If I win, I go free. You don't want your friends to think you're a liar do you?

Gambling Gus looks at his friends.

GAMBLING GUS

They ain't my friends and I ain't  
no liar.

Gambling Gus sits down again, a little calmer now.

GAMBLING GUS

Just deal again, and no funny  
business.

TIME LAPSE:

Danny deals the cards, shuffles, performs his secret trick of palming the card, and wins three more hands. We focus in on the last and final hand that will decide Danny's fate.

EXT. GAMBLING GUS'S CARD TABLE - NIGHT

An increasingly irritated Gambling Gus grits his teeth.

GAMBLING GUS

Remember runt, you said you had to  
win all five hands for me to let  
you go.

Danny is covered in sweat. His hands have started shaking from nerves and concentration.

DANNY

(to himself)

Just one more hand.

Danny deals the cards. Gus chooses the middle card, an ace of spades. Danny starts his shuffle. He builds up speed, shuffling furiously. He's waiting for Gus to blink, but he never does. Then, something awful happens. One of Gambling Gus's cronies walks over and stands right over Danny's shoulder. Danny eyes him nervously. There is no way he can do his secret card switch trick with this lackey watching so closely.

GAMBLING GUS

(impatiently)

Any time now, runt.

Gambling Gus still hasn't blinked. Danny's hands are really shaking now, sweat pouring off of his arms. He closes his eyes, lets out a sigh, and stops the shuffle. He never had a chance to perform the card switch. The look on his face tells us he knows he's doomed.

(CONTINUED)

DANNY  
 (muttering to himself)  
 Please, please, please...

Danny stares at the cards. We can tell there is one card in particular he is worried about...

CLOSE ON:

THE MIDDLE CARD

Danny keeps muttering a silent prayer and staring at that middle card. Gus watches him, raises his hand slowly, and puts it right over the middle card.

He almost picks it up, but then changes his mind, and chooses the card next to it. It flips over and is a queen of hearts. Danny lets out a huge sigh of relief.

GAMBLING GUS  
 No!

DANNY  
 I won!

Danny smiles ear to ear.

DANNY  
 W-well gents, thanks for the game.  
 I think I'll be going now.

Danny starts to stand, but Gus's crony puts a hand on his shoulder.

GUS'S CRONY  
 Hold on! Gus, I think this boy's a  
 cheater.

DANNY  
 No, I didn't cheat-

Gambling Gus cuts Danny off.

GAMBLING GUS  
 (furious)  
 A cheater! You're right. He must be  
 a cheat to beat me.

DANNY  
 No, I swear! I didn't cheat at all.

Gambling Gus isn't convinced. Another crony chimes in.

(CONTINUED)

CRONY #2

Yeah, I've seen this trick before.  
He switches the card when you're  
not lookin'.

GAMBLING GUS

Well, well. You know what we do to  
cheaters, don't you runt?

Danny gulps and Gambling Gus moves in, uncomfortably close.

GAMBLING GUS

We cut their little runt fingers  
off!

Gambling Gus pulls out a huge, rusty knife and grabs Danny's  
hand.

DANNY

Wait! I can prove it! I can prove  
I'm not cheater.

Gambling Gus hesitates, the knife stopping inches shy of  
Danny's hand.

GAMBLING GUS

How?

DANNY

If I can prove it, you have to  
promise not to kill me.

GAMBLING GUS

Fine.

Danny shows incredible nerve by adding in one more request.

DANNY

And you have to promise to help me  
get out of here.

Gus thinks it over for a second.

GAMBLING GUS

Just tell me runt.

DANNY

Promise to help me.

GAMBLING GUS

Fine!

DANNY

Flip over the other cards. The ace of spades is in the middle. You chose wrong, I didn't cheat.

Gambling Gus lowers the knife and flips the middle card. It is indeed the ace of spades. A slow smile spreads over Gambling Gus's face.

GAMBLING GUS

Huh. You beat me fair and square. Not bad runt. Not bad.

CRONY #2

You still gonna cut him Gus?

GAMBLING GUS

No, I don't think so.

Gambling Gus sheathes the knife.

GAMBLING GUSM (CONT'D)

(to Danny)

Normally, I would have eaten you alive by now. But, I think it's time I learned to keep my word and not be such a sore loser.

Gambling Gus looks at his cronies.

GAMBLING GUS

Isn't that right boys?

The cronies shrug.

CRONY #1

I guess it would be nice if you didn't shoot at us every time you lost.

Gambling Gus chuckles and turns back to Danny.

GAMBLING GUS

Alright runt, how can I help you?

CUT TO:

INT. BIG DADDY BRASS OFFICE - NIGHT

Big Daddy Brass, evil and vain, looks into a mirror. He uses a handkerchief to wipe at a slight tarnish on his brass face until it is as shiny as gold.

Brass's office is extravagant and dreadful, containing many elaborate instruments of torture.

We also notice that the walls the office are lined with dozens of shiny brass plumbing pipes.

We pull back and see that Lila and Rosa are trapped in two small golden cages hanging from the ceiling by a golden chain.

BIG DADDY BRASS  
So you're real name is Lila?

Lila says nothing.

BIG DADDY BRASS (CONT'D)  
My men found this on you.

Big Daddy Brass hold up Lila's slingshot.

BIG DADDY BRASS (CONT'D)  
I think I'll hold onto it.

Big Daddy Brass shoves the slingshot in his desk drawer. He closes the drawer and looks at Lila.

BIG DADDY BRASS  
I'll ask you again, why were you sneaking into my Town Hall?

Lila remains silent.

BIG DADDY BRASS  
My spies tell me you were with the Vamp Tramp Circus. Is that who you are working for? Are they plotting against me?

Still she says nothing.

BIG DADDY BRASS (CONT'D)  
Or, is it the Muck Yuck union? They've had it out for me... or perhaps, one of the Slytown gangs?

Lila lets out a tiny chuckle.

(CONTINUED)

BIG DADDY BRASS  
Is something funny, girl?

LILA  
You're afraid of everyone. You're  
just another coward.

ROSA  
Lila, don't provoke him.

Big Daddy Brass approaches Lila's cage. He licks his lips,  
hungrily.

BIG DADDY BRASS  
I eat little girls like you for  
breakfast. I find that they taste  
best with sides of snakes, snails,  
and chomp chomp tails.

Big Daddy Brass is in spitting distance now, so Lila lets  
loose with a big loogie. It lands right on his brass cheek.

BIG DADDY BRASS  
You little brat!

Lila braces for punishment. But instead, Big Daddy Brass  
rushes back to his mirror and starts obsessively buffing his  
brass cheek, where the spit landed.

BIG DADDY BRASS  
(muttering to himself)  
Disgusting girl...the nerve...need  
to polish...can't get wet...must  
not tarnish...

Lila listens to his words very carefully. Finally, Big Daddy  
Brass stops polishing his cheek.

BIG DADDY BRASS  
You'll pay for that!

Big Daddy Brass presses a RED BUTTON on his desk, which  
sends an electric current through the gold chain connected  
to Lila's cage. The electricity crackles and spreads all  
around the cage. Lila screams and writhes in pain.

ROSA  
Stop, you'll kill her!

Finally, Big Daddy Brass takes his finger off the button.



BIG DADDY BRASS  
 Everyone pays the Brass Tax my  
 dear... with coin or pain.

Lila mumbles something incoherent.

BIG DADDY BRASS  
 You will talk eventually, when  
 you've paid all the blood and tears  
 you can spare.

Lila's eyes shift in and out of focus. She's struggling not  
 to pass out.

BIG DADDY BRASS  
 Now, excuse me, I have a town to  
 exploit and citizens to extort.

Big Daddy Brass leaves the room. Lila passes out.

INT. CIRCUS TENT - EARLY MORNING

The Circus Ringleader sits at his desk looking depressed,  
 while the circus members pack up their supplies in trunks  
 and boxes. Lizard Girl walks up and puts a hand on his  
 shoulder.

LIZARD GIRL  
 So, we're really closing it down?

CIRCUS RINGLEADER  
 No choice.

The Ringleader changes the subject. He seems to be thinking  
 about something else.

CIRCUS RINGLEADER  
 Any word about Lila or Danny?

LIZARD GIRL  
 No, not yet.

CIRCUS RINGLEADER  
 I never should have let them run  
 away. What if something has  
 happened to them?

LIZARD GIRL  
 Don't be so hard on yourself.  
 They're not your kids.

This seems to strike a tender nerve with the Circus  
 Ringleader.

(CONTINUED)

CIRCUS RINGLEADER

They may not be, but they trusted me. And Lila just wanted to help. Instead of thanking her, I called her an outsider. I drove her out...and for all I know, her and Danny could be dead. Razz too...

LIZARD GIRL

Don't talk like that. I'm sure they're fine.

The Circus Ringleader holds his head in his hands. Lizard Girl comforts him.

LIZARD GIRL (CONT'D)

Try not to worry about it so much. I learned a long time ago that the only person worth looking out for, is yourself.

CIRCUS RINGLEADER

And how is that working out for you?

LIZARD GIRL

I sleep like a baby chomp chomp at night. Now, stop brooding and come help pack up. You're still in charge here, even if it's only for a short while.

The Ringleader dries his eyes.

CIRCUS RINGLEADER

You're right.

They walk arm-in-arm and start packing up supplies.

LIZARD GIRL

What are you going to do after the circus closes?

CIRCUS RINGLEADER

I don't think I have much of a future in Spookville.

LIZARD GIRL

So you'll leave town?

The Circus Ringleader grabs a HAWAIIAN SHIRT out of a box and tries it on.

(CONTINUED)

CIRCUS RINGLEADER  
Maybe it's time for a permanent  
vacation.

LIZARD GIRL  
What do you mean?

CIRCUS RINGLEADER  
Nothing. Let's just get back to  
work.

He takes off the Hawaiian shirt and stuffs it into a box.

INT. BRASS'S OFFICE - EARLY MORNING

Lila wakes up in the cage. Her and Rosa are alone in the  
office.

LILA  
(to herself)  
Razz, I let you down.

Rosa's eyes well up with tears. She puts a hand to her  
mouth, becoming emotional.

LILA  
Rosa, I'm so sorry! It's my  
fault! Razz is dead because of me.

ROSA  
It's not your fault.

Lila looks down. Then, Rosa begins to cry. The tears come  
flooding out. Slowly, the sound of her sobs fades and we  
focus in on Lila, her eyes downcast, as she starts softly  
singing a lament...

*\*\*START OF SONG: "LILA'S LAMENT"\*\**

LILA  
*The things we lost,  
They are gone.*

As Lila sings, Brass's office melts away and we...

CROSS DISSOLVE TO:

EXT. SEWER DRAIN OUTLET - EARLY MORNING

Razz the Rat's body has washed ashore near a sewer drainage pipe. Several sewer skeletons drag his body out of the water. He is soaked to the bone and not moving. Lila continues her sad song.

LILA (V.O.)  
*The ones we love,  
 never return.*

We pan away from the sewer pipe to see Danny and some surprising allies: Gambling Gus and his cronies. They are searching for something. One of the cronies points to Razz's body. Danny sprints towards it.

LILA (V.O.)  
*Gone away,  
 To a better place,  
 And dreams of better days.*

The sewer skeletons make room as Danny performs CPR on Razz but nothing happens. Tears flow freely down Danny's cheeks as he soundlessly begs Razz to breathe.

LILA (V.O.)  
*What can we do,  
 When heroes lose?*

Danny starts trying to lift Razz's body off the ground, inaudibly screaming for Gambling Gus to help him.

LILA (V.O.)  
*We'll sing a tune,  
 A death salute.*

Gambling Gus shakes his head as if to say "no, he's gone". But, Danny won't settle for that. He punches Gus hard in the chest. This works and Gus picks up Razz's body.

CUT TO:

INT. CIRCUS TENT - EARLY MORNING

Meanwhile, the Circus Ringleader holds a suitcase in his hands and stares at the empty, deserted circus tent around him.

LILA (V.O.)  
 We raised a flag,  
*And called the brave*

We pan around to see that the Circus Ringleader is holding the same Hawaiian shirt he held earlier.

LILA (V.O.)  
*For that he paid.*  
*For that he gave.*

The Ringleader's contemplates the shirt and then looks up at his circus for the last time.

CUT TO:

EXT. SPOOKVILLE CITY STREET - MOMENTS LATER

Danny and Gambling Gus desperately sprint through the city streets, clutching Razz's body.

LILA (V.O.)  
*And I...*  
*I've come undone.*

Danny urges Gambling Gus to hurry.

EXT. BACKSTAGE AT THE VAMP TRAMP CIRCUS - MOMENTS LATER

Meanwhile, the last of the circus creatures finish packing up their supplies in suitcases and trunks.

LILA (V.O.)  
*This hurt...*  
*This hurt is too much.*

We see the Old Warlock and Ms. Mushroom feet, hunched over with age and lingering longer than the rest.

CUT TO:

EXT. SPOOKVILLE CENTRAL PARK - MOMENTS LATER

Danny and Gus dodge the slumbering Banyan Tree and make a bee-line for the circus tent.

LILA (V.O.)  
*And I....*

*I'm overcome.*

Danny, Gus, and the cronies spot the circus tent.

CUT TO:

INT. CIRCUS TENT - SIMULTANEOUSLY

The Circus Ringleader now stands near the door, about to leave for good.

LILA (V.O.)  
*And now...*

*Now, I am alone.*

He sighs and turns off a light.

CUT TO:

INT. CIRCUS TENT ENTRANCE - SECONDS LATER

Danny and the gang burst into the Circus Tent, knocking the Ringleader off his feet and causing his suitcase to spill clothes everywhere. The Hawaiian shirt lays forgotten in the dust, as the Ringleader springs to his feet.

MUSIC CUTS OUT.

CIRCUS RINGLEADER  
 (shocked and emotional)  
 Danny!

Danny is out of breath, but he coughs out the words.

DANNY  
 Help! We need help! It's Razz. He's  
 not breathing.

The Circus Ringleader puts his ear to Razz's chest. Danny starts sobbing.

(CONTINUED)

DANNY  
Is he d-d-d...

The Circus Ringleader cuts him off, speaking quickly.

CIRCUS RINGLEADER  
He's not dead. He has a heartbeat  
but it's not strong. We need to  
take him to see the Old Warlock.  
Danny, go fetch Ms. Mushroom Feet.  
Ask her to bring her Poppy Poultice  
and fish gill gel. She might still  
be backstage if you hurry!

The Circus Ringleader picks up Razz and carries him  
backstage. Danny sprints ahead to find Ms. Mushroom Feet.

CUT TO:

INT. BRASS'S OFFICE - EARLY MORNING

We're back with Lila in her golden cage. Rosa has stopped  
sobbing. The music fades back in.

\*\*\*SONG RESUMES: "LILA'S LAMENT: VERSE 2"\*\*\*

LILA  
*We made a choice,  
To stand and fight.*

Rosa removes a bobby pin from her hair.

LILA  
*It's up to me,  
to make it right.*

Rosa starts picking the lock on her golden cage.

LILA  
*We'll find a way,  
To make Brass pay.  
To free this town from it's pain.*

Rosa gets her cage open, hops out, and starts picking the  
lock on Lila's cage. Lila looks Rosa in the eyes.

(CONTINUED)

LILA  
*I swear on his life,  
I will make it right.  
I swear on this night,  
Brass will not survive.*

The lock clicks open.

CUT TO:

INT. BACKSTAGE AT THE CIRCUS - MOMENTS LATER

Ms. Mushroom Feet opens Razz's mouth and pours a POTION down his throat. Danny, Gambling Gus, and The Circus Ringleader look on with worried expressions.

LILA (V.O.)  
*And I...*

*I won't lose hope.*

The Old Warlock holds a hunk of cheese under Razz's nose, like smelling salts. Razz's eyes flutter open.

LILA (V.O.)  
*This cause...*

*This cause means too much.*

Razz sits up weakly, realizes where he is, then smiles at Danny and the Ringleader.

CUT TO:

EXT. CIRCUS GROUNDS - HOURS LATER - TWILIGHT

Razz now hobbles around on crutches, bloody bandages covering his body. Around him, all of the circus creatures have returned. They look at Razz's wounds and are outraged. Their suitcases and trunks lay forgotten on the ground. Vengeance is in their hearts and it shows on their faces.

Lila's chorus swells.

LILA (V.O.)  
*And I...*

*I won't give up.*

(CONTINUED)



The circus creatures take up makeshift weapons. Cyclops Man raises his hook hand skyward, Ms. Mushroom Feet grabs a rolling pin, the gremlins hoist the Nose Cannon, Cactus Man readies his spikes, and the Dirt Bike Skeletons rev their engines.

LILA (V.O.)

*And I...*

Most impressive is the Circus Ringleader who rides the Chimera while brandishing his whip.

LILA (V.O.)

*Now, I'm not alone.*

The Circus Ringleader cracks his whip right at the camera.

CUT TO BLACK.

EXT. SPOOKVILLE CITY STREETS - NIGHT

We open back up on the angry mob of circus creatures marching through the streets of Spookville. Some have torches, some have weapons.

Lila's song transforms into a stirring, saxophone-led instrumental.

The circus creatures begin their assault on the Brass Enforcers.

EXT. PAUL'S POTIONS STORE FRONT - SECONDS LATER

A Brass Enforcer collects tax money from Paul's Potions. Cyclops Man grabs the Enforcer and drags him off screen.

EXT. MAUSOLEUM MOTEL - SECONDS LATER

--A group of three Brass Enforcers guard the Mausoleum Motel.

--The Circus Ringleader whips one of the Enforcers' feet and trips him.

--Cactus Man shoots his needles, which pin another Brass Enforcer to a wall.

--The gremlins use the Nose Cannon to fire a snot rocket at the last Enforcer. He sticks to the wall, covered in sticky ooze.

EXT. SPOOKVILLE CENTRAL PARK - MOMENTS LATER

The Octo-pod banyan tree joins the fight. It whips its tentacle vines at an unsuspecting patrol of Brass Enforcers, knocking them down.

EXT. SPOOKVILLE CITY STREETS - MOMENTS LATER

Back on the streets, more Spookville citizens have joined the revolution. Unfortunately, more Brass Enforcers have also joined the fight. A full-on riot rages in the streets.

--A wall of Brass Enforcers and Spookville citizens charge each other and clash in the streets.

--A Brass Enforcer swings a two-handed axe at the Chimera.

--The Chimera grabs the axe in its powerful jaws, tosses it aside, then lets loose with its fire breath. All that's left of the Brass Enforcer is a sizzling pile of brass gears, blots, and levers.

--Gambling Gus and Cyclops Man use their brute strength to fight four Enforcers at once.

--The gremlins set-up their Nose Cannon on the outskirts of the battle and start gleefully firing snot rockets into the fray.

--Razz limps up on his crutches, late to the battle. He bashes a Brass Enforcer over the head with one crutch.

--Lug Lug joins the fight, holding the leashes of six snarling Chomp Chomps. He releases the creatures and they maul a group of nearby Brass Enforcers.

--Lizard Girl and Danny are cornered by two Enforcers. As they close in, the Ringleader whips their feet, trips them, and ties them up.

--Danny and The Old Warlock find themselves surrounded by dozens of Enforcers. As the Enforcers move in, the Old Warlock slams his staff on the ground and a SHOCKWAVE blasts the Enforcers back.

--Ms. Mushroom Feet is cornered as well. But she shows surprising strength and agility when she bashes Enforcers over the head with her rolling pin.

--The remaining Brass Enforcers begin to retreat to Town Hall.

INT. BRASS'S OFFICE - NIGHT - SIMULTANEOUSLY

In Brass's office, the glow of fire from the riot outside flickers through the windows. SOUNDS OF BATTLE can be heard.

Thanks to Rosa's help, Lila is no longer in her cage. Instead, she rummages through Brass's desk, looking for her slingshot. Rosa keeps watch, peeking out the door to make sure no one is coming.

ROSA  
Hurry!

LILA  
I'm looking for it...I saw him put  
it in here somewhere...

Lila finds the slingshot and holds it up, smiling.

LILA  
Found it! Now I just need some  
ammo.

Lila looks down and sees a single BRASS BUTTON sitting on the desk. It is a button that popped off Big Daddy Brass's overstretched suit jacket.

ROSA  
Someone's coming.

Lila looks up alarmed. She pockets the brass button.

LILA  
Is it Brass?

ROSA  
I think so.

LILA  
You need to get out of here.

Rosa turns to run, but then Lila thinks of something important and stops her.

LILA (CONT'D)  
Wait. Do you know why is Brass so  
worried about tarnishing?

Rosa hesitates, looking nervously at the door.

ROSA  
What do you mean?

(CONTINUED)

LILA

Earlier, I spit on him and he got freaked out. He started polishing his cheek, saying something about tarnishing.

We can tell that Rosa is afraid and wants to run.

ROSA

I heard some of the guards talking when they dragged me here. They said that Brass's body is getting old. If he's exposed to water, he will tarnish and weaken.

LILA

Okay, thanks Rosa. Now get out of here quickly.

ROSA

You're not coming with me?

LILA

No. I'm finishing this fight.

Rosa looks at Lila, smiles sadly, and then slips out the door. Lila grabs her slingshot and returns to her golden cage. She shuts the door to make it look like she is locked in. Outside, sounds of battle are getting louder.

Seconds later, Big Daddy Brass bursts in the office. He is visible agitated by the riot in the streets.

BIG DADDY BRASS

You!

He charges Lila's cage, not even noticing that Rosa is missing.

BIG DADDY BRASS

You have something to do with this riot. I know it!

Big Daddy Brass reaches for Lila, trying to strangle her. She backs away, just out of reach of his stubby, fat arms.

BIG DADDY BRASS

Tell me what you know, insolent girl.

LILA

I don't know anything.

(CONTINUED)

Big Daddy Brass realizes he can't reach her. He hurries over to the red button on his desk. He pushes it and electricity crackles through Lila's cage. She screams.

BIG DADDY BRASS  
Tell me or I'll electrocute you  
until you stop moving.

LILA  
(gasping)  
Okay, okay. I'll tell you.

A LOUD THUMP comes from outside Brass's Office, followed by sounds of SWORDS CLANKING. The riot has spread inside Town Hall.

Big Daddy Brass runs over and locks the door to his office. Lila seizes this opportunity and kicks the cage door open. She jumps out just as Big Daddy Brass turns around.

BIG DADDY BRASS  
What are you doing!?

Lila pulls out her slingshot, loads up the brass button, and takes aim.

BIG DADDY BRASS  
Hold it right there, Missy.

Big Daddy Brass lifts his brass cane threateningly.

LILA  
You're shirt is missing a button.

Big Daddy Brass looks down to see his top shirt button missing.

Lila fires the slingshot, but her aim falters at the last second and the shot goes wide. Behind Big Daddy Brass, we hear a small PING, followed by a faint HISS.

Lila has missed. The button did not hit Big Daddy Brass.

BIG DADDY BRASS  
Ha! A terrible shot. Now, get over  
here!

Big Daddy Brass lunges and grabs Lila by the collar. He raises the cane, about to hit her. The SOUNDS OF BATTLE are growing closer.

BIG DADDY BRASS  
Any last words?

LILA  
Yeah... I didn't miss.

Lila looks over Big Daddy Brass's shoulder. He turns around, following her line of sight, and sees...

A BURSTED BRASS PIPE.

Fresh water vapor pours into the room, covering Brass's body.

BIG DADDY BRASS  
No! I'll tarnish.

Big Daddy Brass drops Lila. His brass face starts to sizzle and turn the color of silver. He tries to plug the leak, but it doesn't help. Soon, his whole body is tarnishing, sizzling, and melting. A BANG comes from the door.

The circus creatures burst through the office door, Razz, the Ringleader, and Danny leading the charge.

BIG DADDY BRASS  
You!

CYCLOPS MAN  
Yeah, us!

Lila sees Razz and her mouth drops open.

LILA  
Razz, you're alive!

She rushes to hug him. He cringes in pain from his bruises, but hugs her back.

RAZZ  
Easy, kiddo. I'm glad to see you're okay too.

BIG DADDY BRASS  
Well, what a pleasant reunion. Too bad it has to end.

Brass pulls out a GUN from a hidden compartment in his suit. He aims at Lila.

CIRCUS RINGLEADER  
No!

(CONTINUED)

The Circus Ringleader cracks his whip at Big Daddy Brass's hand, knocking the gun aside. During this, Razz lunges forward, ignoring his pain, and swinging his crutch like a baseball bat.

RAZZ

For my wife, you brass son of a gun!

Razz's crutch connects and knocks Big Daddy Brass backwards and into a window. The window breaks, Brass almost falls, but he holds on with one grubby hand.

Danny charges past Razz and rams his shoulder into Big Daddy Brass's fat stomach, pushing him fully out the window.

Big Daddy Brass falls out the window.

EXT. TOWN HALL - SECONDS LATER

Big Daddy Brass plummets from the window, hits the ground with a SMASH, and breaks into thousands of gears and brass metal pieces.

Hundreds of Spookville citizens look on. A tiny gremlin timidly pokes at one of the brass gears.

GREMLIN #1

He's gone!

A CHEER erupts from the crowd.

INT. BRASS'S OFFICE - MOMENTS LATER

Danny, Razz, and the Ringleader look out the window at Big Daddy Brass's smashed remains.

DANNY

Lila, you're okay!

He runs to her and hugs her.

DANNY (CONT'D)

I'm sorry for running away and for not coming to get you sooner.

Lila hugs him back.

LILA

Danny, you did it! You killed Big Daddy Brass!

(CONTINUED)

The Circus Ringleader turns around.

CIRCUS RINGLEADER  
He did more than that. He saved  
Razz's life.

LILA  
I-I cant believe it.

Lila hugs Danny even harder.

LILA (CONT'D)  
I was so wrong about you, Danny.  
I'm sorry.

She wipes a tear out of her eye.

LILA (CONTD)  
You're the bravest boy I know.

They hug for another moment. Then, Lila remembers something important and turns to Razz.

LILA  
Razz! I almost forgot. Your wife...  
she's alive!

RAZZ  
Where?

LILA  
She ran out, just before you got  
here.

Then, Lizard Girl and Rosa walk in the office door, smiling.

LIZARD GIRL  
I found her, she's right here.

Razz rushes to his wife and scoops her up. They kiss,  
starting to cry tears of joy, and we...

CROSS DISSOLVE TO:

EXT. SPOOKVILLE CITY STREETS - THE NEXT DAY

A celebration rages on the streets of Spookville. There is still some damage to the town from the riot, but we see signs of construction and repair.

The citizens of Spookville cheer as a colorful parade of circus creatures marches down the street.

(CONTINUED)



Lila and Danny are at the center of the parade with Razz and the Circus Ringleader. The Ringleader has traded in his red jacket for a black three-piece suit.

RAZZ

I think congratulations are in order.

Razz claps the Circus Ringleader on the shoulder.

RAZZ

(to the Ringleader)

To the newly elected mayor of Spookville!

A cheer erupts from the crowd, applauding the Circus Ringleader, who is now the mayor. He waves to the crowds.

A group of ghosts raise their glasses in a toast, but the glasses slip through their fingers again and crash to the ground.

CIRCUS RINGLEADER

Thank you Razz. And thank you Danny and Lila.

He scoops up both kids and plants kisses on their cheeks.

CIRCUS RINGLEADER

My first act as mayor will be to abolish the Brass Tax.

Pete from PETE'S POTIONS and Paul from PAUL'S POISONS cheer and shake hands. The frog they've been torturing lets out an audible SIGH OF RELIEF.

CIRCUS RINGLEADER

Which reminds me...

The Ringleader turns to Razz.

CIRCUS RINGLEADER

The Vamp Tramp Circus is going to need new ownership.

Razz raises an eyebrow.

CIRCUS RINGLEADER

Razz, if you and your wife are up for it, I'd like you to take over as the new owners.

The Circus Ringleader hands Razz his RED JACKET and WHIP. Razz smiles, takes the jacket, and tries it on.

(CONTINUED)

Razz turns to the circus creatures around him in the parade.

RAZZ

Only if they'll have me?

The circus creatures cheer at the top of their lungs.

RAZZ

This rat won't let you down!

Razz pumps his fist in the air. The Ringleader looks at the two kids.

CIRCUS RINGLEADER

That just leaves Danny and Lila.  
What are your plans children?

Lila and Danny smile at him, but it's a bittersweet smile.

LILA

I think it's time Danny and I went home.

She puts an arm around her brother.

DANNY

(to Lila)

You mean it?

LILA

Yeah. Mom and dad are probably worried sick.

CIRCUS RINGLEADER

Are you sure?

Lila looks at Danny. He nods.

LILA

We're sure.

Razz walks over and hugs both of the kids.

RAZZ

Goodbye, brave Lila. Goodbye Danny boy. Promise you'll visit again?

LILA

We'll come back soon!

DANNY

Bye Razz the Rat!

Razz lets them go and stands with his wife, looking dapper in his new red jacket.

CIRCUS RINGLEADER  
Well then kiddies, let me show you  
the way home.

The kids smile at him.

*\*\*START OF SONG: "FAREWELL TO SPOOKVILLE"\*\**

The Circus Ringleader grabs Lila and Danny's hands as they march down the street with the rest of the parade.

Familiar music kicks in as we revisit the opening theme...

CIRCUS RINGLEADER  
*Down a dark well, our two heroes  
fell.*

*To light up this land, that we once  
called hell.*

Several gremlins perform somersaults, acrobatics, and hand springs.

CIRCUS RINGLEADER  
*They brought cheer and life, to  
this world full of fright.*

*And they put up a fight, to bring  
an end to our blight.*

Circus members dance on stilts that make them fifteen feet tall. One of the acrobat gremlins accidentally catapults into them and they fall over like dominoes.

CIRCUS RINGLEADER  
*Little Danny grew manly, to protect  
his family.*

The Ringleader ruffles Danny's hair.

CIRCUS RINGLEADER  
*His card tricks came in handy,*

Danny makes a playing card disappear while Gambling Gus looks on, scratching his head in confusion.

CIRCUS RINGLEADER  
*When he kicked Brass's fanny.*

Lug Lug and Jellybones Bob gleefully shovel bits of Brass armor and gears into a wheel barrow.

(CONTINUED)

## CIRCUS RINGLEADER

*Lila had no fear, she was too cavalier.*

*But she learned to love her brother  
and to treat him like a peer.*

The Ringleader affectionately pinches Lila's cheek.

Cactus Man, Ms. Mushroom Feet, Lizard Girl, and the Old Warlock start singing the chorus, as they ride a giant Mardi-Gras-style float.

## CHOIR OF CIRCUS CREATURES

*You're leaving Spookville, this we know.*

*We're quite sad to see you go.*

*Don't forget us, down below.*

*You're always welcome in our home.*

The parade moves down the street, slowly approaching the city gate. Several construction workers are fixing a building that was burned in the riot. A FROWNING CLOWN on a motorcycle stops near a nervous-looking construction worker.

## FROWNING CLOWN

*The clowns in town are here to help now.*

*Maybe our frowns will turn upside down!*

The Frowning Clown starts helping with the repair. The construction workers are shocked. The clown smiles, perhaps for the first time in his life.

EXT. BEGGAR'S RAG CLOTHING EMPORIUM - SECONDS LATER

Nearby, at the clothing store, a shop owner flips on a NEON OPEN SIGN.

## SHOP OWNER

*With the Brass Tax gone, I can set a low price!*

An ORPHAN GREMLIN tries on a rag that is only slightly nicer than the one he is wearing.

(CONTINUED)

ORPHAN GREMLIN  
*Jumpin' Jack Slice, these rags are  
really nice!*

EXT. ROTTEN MEAT GROCERY - SECONDS LATER

The ROTTEN MEAT GROCERY turns on its open sign as well.  
Magpie Marge grabs a shopping cart.

MAGPIE MARGE  
*Hmm, maybe I won't have to steal to  
eat.*

A SHOP CLERK greets her.

SHOP CLERK  
*No ma'm, not with the bargains on  
our rotten meat!*

EXT. SPOOKVILLE CITY STREETS - SECONDS LATER

Back in the street, Muck Yucks wear construction hardhats  
and use their ooze as mortar to rebuild the town's brick  
wall.

MUCK YUCK  
*The Muck Yuck crew is here to help  
too!*

*Who needs cement, when you've got  
fresh goo?*

The Circus Ringleader shepherds Danny and Lila past the  
creatures to the city's black gate.

CIRCUS RINGLEADER  
*Come along now, you two.*

Several ghouls open the gate for them.

EXT. RED WASTELAND - CLOUDY DAY

CIRCUS RINGLEADER  
*Through the black gate, we don't  
want to be late.*

*The Spookville Express will not  
wait!*

*Toot, toot once! Toot, toot twice!*

(CONTINUED)

We hear a TRAIN HORN. In the distance, we can see THE SPOOKVILLE EXPRESS. Danny, Lila, and the Ringleader run through the wastes to catch the train. Several tiny gremlins scamper after them.

CIRCUS RINGLEADER  
*Through the red wastes, I can see  
 the train light!*

The tiny gremlins sing the chorus.

TINY GREMLIN CHORUS  
*Farewell to Spookville, we exclaim!  
 We'll see you again, another day.  
 Hurry up now, and board the train.  
 Hold on tight as it speeds away!*

Everyone jumps on the train and it rockets away through the desert.

EXT. WASTELAND LANDSCAPE - MOMENTS LATER

The train speeds across the wasteland, away from the red river, black mountains, and Spookville city.

CIRCUS RINGLEADER  
*Away we go, headed up, not below.  
 In a flash, in a jiff, we'll have  
 you home.*

The train approaches a sheer cliff face and screeches to a halt. Everyone flies out of the train and lands roughly on the ground.

CIRCUS RINGLEADER  
*Whoa! Take it easy on the breaks,  
 or you'll squash us into pancakes!*

The Ringleader holds his back in pain.

CIRCUS RINGLEADER  
*I'm gonna have a back ache,  
 tomorrow when I wake.*

They cross the last patch of dessert to the sheer cliff face. There is a large hole in the wall labeled TUNNEL OF TERROR EXIT.

(CONTINUED)

DANNY

*That's where we came from, but it  
looks too steep.*

CIRCUS RINGLEADER

*Not to worry child, if you'll just  
follow me.*

Nearby, is a METAL CAGE attached to a winch. A sign generously labels the rickety cage as an EXPRESS ELEVATOR.

CIRCUS RINGLEADER

*Into the cage, and out of this  
place.*

They all pile in the flimsy cage. It wobbles precariously.

CIRCUS RINGLEADER

*It's a little out of date, but I'm  
sure it's still safe.*

The Circus Ringleader pushes a button on the old elevator. They zoom upwards. Danny looks dizzy from the sudden increase in altitude.

CIRCUS RINGLEADER

*Zooming up towards the light, gee I  
hope you like heights.*

The kids look terrified. They hug each other.

CIRCUS RINGLEADER

*Hold on tight, and let go of your  
fright.*

INT. DARK PASSAGE TO THE WORLD ABOVE - MOMENTS LATER

The metal cage continues zooming up through earth and rock. Soon, we see symmetrical stones and we know that we have arrived at the bottom of the old stone well again.

Lila and Danny sing the final chorus in harmony as they hug each other, holding on for dear life.

LILA AND DANNY

*Wandering souls, can rest in peace.*

*When they find a family.*

*Brother and sister. Parent and  
friend.*

(MORE)

(CONTINUED)

LILA AND DANNY (cont'd)  
*We will love you 'til the end.*  
*We will love you 'til...the...end.*

EXT. AN OLD STONE WELL IN THE WOODS - DAY

The metal car rockets up out of the well and crashes onto the forest ground. The kids and the Ringleader spill out.

The kids continue hugging each other. In the distance we can hear CONCERNED SHOUTS. Dozens of people are searching the woods for Danny and Lila. We even see the three bullies in pink, Parker, Priscilla, and Penelope.

CONCERNED VOICES  
 Lila!? Danny? Where are you?

The Circus Ringleader stands, dusts himself off, and walks over the old stone well.

CIRCUS RINGLEADER  
 Your family and friends are looking for you little ones and I've got a town to run. Keep holding onto each other and don't forget to come visit when things get boring up here.

DANNY AND LILA  
 Goodbye!

The Circus Ringleader slinks into the well, vanishing out of sight.

CONCERNED VOICES  
 I see them! They're by the well!

Lila and Danny's MOM (36) and DAD (37) rush past the well. They scoop up their kids, squeezing them, and covering them with kisses.

MOM  
 Oh, Lila! Danny! You're okay!

DAD  
 We we're so worried.

Despite being swallowed up in hugs and kisses, Danny and Lila still hold hands.

The parents finally put Danny and Lila down. Then, Parker, Priscilla, and Penelope approach the kids. Lila tenses.

(CONTINUED)



PARKER  
I'm glad you're okay.

Then to Lila's shock, Parker hugs her and starts crying.

PARKER (CONT'D)  
I thought you were dead!

Parker is now sobbing hysterically. The other girls tear up too.

PARKER (CONT'D)  
Do you know how much trouble I'd be  
in if you were dead!?

Lila tries her best to comfort the big, weeping girl.

LILA  
It's okay, Parker. I'm not dead.

Finally, Parker gets control of herself and dries her eyes.

PARKER  
Um, so, Priscilla and I were  
talking.

LILA  
Yeah?

PARKER  
We were wondering if you could  
teach us how to shoot a slingshot?

LILA  
You're joking.

PARKER  
No! It's actually pretty cool. I've  
got a huge bruise on my left butt  
cheek. I'd love to learn how to do  
that to little pipsqueaks who annoy  
me!

Lila frowns and shakes her head. She puts her arm around Danny.

LILA  
I'll only teach if you promise to  
stop picking on people who are  
smaller than you.

PARKER

Okay, okay, fair enough.

Lila smiles. Parker hugs her one last time and then, the two girls part ways. We hear the rich voice of the Narrator.

NARRATOR (V.O.)

And so this adventure came to an end.

Lila and Danny join their parents and start walking home through the woods. They hold hands.

NARRATOR (V.O.)

The bond between brothers and sisters is very special. It's a bond that Danny and Lila cherished from that day on.

We pan around to focus on the old stone well and see that the Ringleader has popped his head out of the well for one last peak at the happy family.

The kids look over their shoulders and see him.

He tips his top hat, winks, and then is gone.

FADE OUT: