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TRICK OR TREAT

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BLACKNESS.

Pierced by flickering candlelight. It grows brighter, until the orange scowl of a JACK O'LANTERN fills the frame.

WIDER to reveal the jack o'lantern sits at the foot of a home's FRONT GATE. An identical pumpkin is next to it.

EXT. SIDEWALK - FRONT GATE - NIGHT

A YOUNG COUPLE approaches the gate. EMMA is dressed as The Bride of Frankenstein, while her husband HENRY is a mad doctor. They laugh and stumble down the sidewalk, a little drunk from the night's festivities. Emma bends over to blow out the jack o'lanterns, but Henry stops her.

HENRY

Whoa. Not yet.

EMMA

What?

HENRY

It's one of the rules. You need to keep them lit.

She rolls her eyes, checks her watch, smiles a drunken smile.

EMMA

I'm lit. You're lit. But our friends here...

Emma blows out the jack o'lanterns.

EMMA (cont'd)

...their night is over.

SOMEONE'S POV:

Watching from across the street, half hidden behind a tree. Watching as Emma kisses Henry on the cheek.

HENRY

You're asking for it.

EMMA

Oh, I am.

Emma grabs his ass. He yelps as they stroll up the walkway toward the front porch. Their average suburban home is new and pristine, sporting a fresh coat of BRIGHT YELLOW PAINT. It is also covered in HALLOWEEN DECORATIONS: skeletons hang in the trees, coffins and fake severed limbs are scattered across the lawn.

SCARY SOUND EFFECTS play from speakers set up in the windows. A DOZEN GHOSTS made from old sheets are propped up on wooden crosses around the yard. Someone really loves the holiday.

THE POV MOVES.

It keeps low, scurrying across the street to the front gate. It focuses on the unlit jack o'lanterns, then drifts to Henry and Emma on the porch. They step inside the house and shut the door.

THE POV MOVES...

EXT. HOUSE, FRONT YARD - CONTINUOUS

Darting into the yard, leaping over coffins, under ghosts-- we hear panting and little footsteps as it runs. It finally stops at A LIVING ROOM WINDOW.

THROUGH THE LIVING ROOM WINDOW the stalker watches, listening to the couple talk, barely audible over the screams and howls of the sound effects tape. Henry tugs at Emma's dress.

HENRY
Come play doctor.

EMMA
After I take them down.

HENRY
You can take them down in the morning.

EMMA
It looks like a crime scene out there and my mother will be here in the morning. She'll have a coronary.

HENRY
So we'll just make her one of the decorations. There are plenty of coffins.

She playfully smacks him.

EMMA
Go get undressed. I'll let you do a full exam later.

Henry whines a little, then kisses her and mopes upstairs.

THE POV ENDS, drifting away from the window...

CUT TO:

EXT. HOUSE, FRONT PORCH - NIGHT

The door opens and Emma steps onto the porch. She grabs a piece of candy from a nearby bowl then stares at the decorated yard. She sighs. This is going to be a long night.

INT. HOUSE, UPSTAIRS

Henry stumbles down the dark hall. He's about to walk into the bedroom when EERIE LAUGHTER echoes through the house. He listens, slightly alarmed.

HENRY

Emma?

The laughter stops, replaced by RATTLING CHAINS. He realizes it's just the sound effects tape and smiles.

EXT. HOUSE, FRONT YARD

CLOSE ON: A SEVERED ARM sitting in a pile of leaves.

Emma reaches down and picks it up, tosses it into a box already half full of other decorations. She almost trips over a skeleton.

EMMA

Shit.

Emma walks between the ghosts, their white sheets blowing in the wind. Grabbing one sheet, she yanks it off and tosses it into the box, revealing the wooden cross underneath and a round head made from a flour sack.

TRICK OR TREATERS run by the house. Emma watches them and smiles, when something else catches her attention...

ACROSS THE STREET

A TALL FIGURE is standing under a tree, wearing a red robe and a DEVIL MASK-- staring at her.

IN THE FRONT YARD

Emma continues pulling down the ghosts and putting them in her bag, but she's becoming uneasy. She glances at the Devil, never taking her eyes off of him.

ACROSS THE STREET

The Devil is still watching. Beat.

A CAR filled with teenagers pulls up and honks. The passenger door opens and MUSIC BLARES. The Devil climbs inside the car.

IN THE FRONT YARD

Emma watches the car drive off. She sighs, slightly relieved. The street is now dead quiet. No sign of anyone.

EMMA (cont'd)
(to herself)
Trick or treat.

She walks up to another ghost, about to pull off its sheet--
THE GHOST LUNGES AND WRAPS ITS ARMS AROUND EMMA!

It envelops her, wrapping its arms tight around her face, keeping her from screaming, smothering her. Emma struggles but it won't let go.

She looks up at the house-- a light is on in the bedroom. Finally pulling the ghost's arms away for a moment, she lets out a loud SCREAM.

INT. HOUSE, BEDROOM

Henry is sprawled on the bed, passed out. Hearing Emma's screams outside, his eyes flutter open, but her cries blend with the shrieks and wails of the sound effects. He grins and goes back to sleep.

EXT. HOUSE, FRONT YARD

THE GHOST PULLS EMMA CLOSE, and she sees that it's holding A PUMPKIN LOLLIPOP with a large bite taken out so that it now has a very sharp edge.

He presses it against her neck, and in one fluid motion, SLICES EMMA'S THROAT. She gags. Blood spurts, soaking into her dress.

INT. HOUSE, BEDROOM - MOMENTS LATER

THUD. Henry's eyes slam open, staring at the ceiling. It sounds like something heavy just fell on the roof.

Baffled, he stares at the ceiling, following the sound of tiny footsteps on the ceiling and a childlike GIGGLE.

EXT. HOUSE, FRONT YARD

Henry walks out of the house and into the yard.

HENRY

Emma?

There's no sign of her, but a CROWD OF PEOPLE is gathering on the sidewalk, staring at his house in stunned silence. A mother covers her son's eyes.

Henry turns around to see what they're gawking at. He squints to get a better look.

ON THE ROOF

A COFFIN sits upright, propped up by plastic skeletons posed around it like morbid cherubs. Inside is Emma's corpse, wrapped in pumpkin vines and orange lights. Her long white dress is soaked red with blood that steadily drips like a fountain, flowing into the storm pipes.

A JACK O'LANTERN rests on her shoulders. One of the two she blew out earlier.

CLOSER ON THE JACK O'LANTERN. Behind the triangle eyes and wicked grin is EMMA'S FACE, frozen in terror. She has been turned into a halloween decoration, a horrifying yet eerily beautiful work of art.

IN THE YARD

Henry stares at the sight, baffled...fear slowly sinking in.

CLOSE ON: THE OTHER UNLIT JACK O'LANTERN, sitting in front of the gate. POP. HISS. A match is lit. A child's small hand, sticky with blood, reaches in and relights the candle.

The Jack O'Lantern's eerie scowl once again glows to life.

FADE OUT.

EXT. KREEG HOUSE - SUNSET

To neighborhood children this is the classic suburban haunted house. To adults, it's just an eye sore. Bright yellow paint is now cracked and faded. The overgrown yard is surrounded by a rusty iron fence, and unlike the homes to either side of it, there are no pumpkins on the porch, and no Halloween decorations in the windows. Leaves cover everything in sight, with more falling from the trees like rain.

And just barely visible in a ground floor window, is the SILHOUETTE OF A MAN, peering out from behind a curtain.

A KID ON A BIKE rides by the house, A BLOODY SHEET pulled over him like a ghost. This is thirteen year-old BRANDON SNIDER.

We follow him as he speeds down the tree-lined street, the sheet fluttering behind him. A BROWN PAPER LUNCH BAG dangles from one hand.

EXT. SUBURBAN STREET - CONTINUOUS

Brandon speeds by one suburban home after another. Each one is just a slight variation on the same model-- a different shade of paint here, a different mailbox there, but all are decorated for Halloween.

Brandon pedals faster, racing up a hill. He reaches the top and from there we see:

A SMALL TOWN far below, surrounded by more quaint homes. Its MAIN STREET bustles with activity. A VAST FOREST surrounds everything, filled with fiery autumn trees stretching as far as the eye can see.

SUPER TITLE: SHARON WOODS, OHIO.

Brandon picks up speed as he races downhill towards town, passing groups of kids on their way home from school.

On the sidewalk, a young boy named BILLY pokes at a DEAD BIRD with a stick, then picks it up and chases a group of screaming girls with it.

*

Brandon shakes his head and laughs, watching the girls flee in terror-- but NOT watching where he's going. He looks back at the street and

A WOMAN IN A RED COAT is crossing the street in front of him.

BRANDON

OH FU--

SCREEEECH! Brandon hits his brakes but he's still skidding straight for her. He shuts his eyes tight, waiting for the impact, still screeching toward the unsuspecting woman.

EXT. MAIN STREET - INTERSECTION

Brandon opens his eyes, shaking. He stopped...

...right in the middle of an intersection on MAIN STREET. He looks up and gawks at the woman in the red coat, which we now see is a RED RIDING HOOD costume. He was just inches from hitting her. She smiles.

LORI

Try to be more careful or we'll both
wind up as ghosts tonight.

BRANDON

Uhhh...ummm...

This is LORI KLINE, early 20s with girl-next-door looks mixed with big city flare. Her revealing costume is complete with pigtails, picnic basket and a very small skirt. Brandon gawks, speechless. She smiles and walks away, and as she leaves, WE FOLLOW HER...

EXT. MAIN STREET, HARDWARE STORE

Lori stops in front of a HARDWARE STORE, looking a little lost. She opens her basket and takes out a small envelope.

HANDWRITTEN ON THE ENVELOPE: *"You have been summoned."*

INSIDE THE CARD: *"To the annual Howl-a-Ween Bash! Sharon Woods, Ohio. October 31st! BYOB!"* A CRUDE MAP is drawn on the other side of the card.

Lori frowns, and starts walking again, still trying to figure out the map when she BUMPS INTO A MAN. Grocery bags fall from his arms, spilling APPLES and CANDY across the sidewalk.

LORI

Oh God, I'm so sorry!

They both kneel down and as they reach for the same apple, Lori finally makes eye contact with

STEVEN PIERCE. Early 30s, handsome but a little nerdy. He wears a plain brown tie, white dress shirt and khakis, making him look like any other cubicle dweller who just clocked out. He stares at Lori, enthralled.

STEVEN

No no, my fault. I was...
(smiles)
distracted.

Lori hands him a few more of his apples and a bag of caramel.

STEVEN (cont'd)

You're not from around here, are you?

LORI

Does it show?

STEVEN

A little...
(eyes her outfit)
but not nearly enough.

Lori is getting slightly uncomfortable with his staring.

LORI

Yeah, just here for a little party.

STEVEN

(trying to be hip)
Oh sure. I love a good rage.

LORI

Rave.

STEVEN

Right.

An awkward beat. She hands him one last apple.

LORI

Well...uhh...again, sorry about that.

STEVEN

No worries. Happy Halloween.

Lori smiles politely, then turns and walks off. She grimaces and lets out a relieved sigh.

Steven watches her leave. Intensely. He gets one last good look, then turns and enters the HARDWARE STORE. Just as the door shuts

A BUS WIPES FRAME, and we follow it as it heads down Main Street past more stores and people in costume.

INT. BUS

A WEREWOLF MASK sits on the lap of ADRIAN MILLER, 16, scruffy but good looking. The kid your mother warned you about. He glances out the window while gluing plastic claws to his fingers. He almost looks like a girl doing her nails.

ACROSS THE AISLE, A HOT YOUNG COUPLE whispers to each other, snickering at Adrian. SAMANTHA and JEFF are both in their mid 20s. Adrian hears their remarks and tries to look cool-- while doing his nails.

SAMANTHA

(whispering)
Ooooh, look at the scary werewolf.

JEFF

(whispering)

Careful. He might scratch your eyes out.

Samantha cackles. Jeff grabs her and they start making out. Trying to look tougher, Adrian takes out a cigarette.

BUS DRIVER

Sharon Woods, last stop!

Adrian looks out the window.

It looks like the town is getting ready for a parade. The street is getting crowded with costumed pedestrians. Families set up chairs along the sidewalk. Stores are closing early.

A TEENAGE GIRL in a school uniform walks right by the bus, trailed by THREE YOUNGER KIDS.

ADRIAN'S EYES go wide and he ducks below the window.

EXT. MAIN STREET - SIDEWALK - SUNSET

The girl walks by the bus but doesn't spot Adrian. This is HEATHER THOMPSON, 16. She walks with the kids she's babysitting for the night: Two twins, AUTUMN & AMBER WILSON, and young TODD FOSTER. They walk by A BAKERY and the camera lingers on...

EXT. MAIN STREET - BAKERY

JIMMY McDANIEL, 13, standing in the doorway munching on a cupcake. He sees the kids walk by and his eyes light up.

JIMMY

Hey guys, wait up!

He's about to dash out the door when THE BAKER grabs him by the collar and pulls him back inside. It's his mother.

JIMMY (cont'd)

C'mon ma, I gotta go!

JIMMY'S MOTHER

Costume first!

Jimmy fidgets as she puts a big black wig on him and we now realize he's dressed as a pale, ghoulish DEAD ELVIS. Finally primped, he bolts after his friends.

EXT. MAIN STREET - SIDEWALK

Jimmy catches up, and finds a curious Todd in the midst of questioning Heather.

TODD
...then where's your broom?

HEATHER
I don't ride a broom. That's just in the movies.

Jimmy rolls his eyes, munching on a cupcake.

JIMMY
Man, he's still stuck on this?

BRANDON rides up next to them and hops off his bike, still holding the brown paper sack.

BRANDON
What's up Jerry's Kids?

JIMMY, TODD, HEATHER
Hey Braindead.

Brandon smiles at Heather, paying special attention to her.

BRANDON
Who's hungry?

He opens the sack and pulls out A PLASTIC SANDWICH BAG filled with bloody CHICKEN FEET. The kids SQUEAL, revolted. Heather snatches the bag, hides it in her backpack.

HEATHER
Jesus! What the hell are you doing?!

BRANDON
Chicken feet! For tonight! You said you needed some so I dug through the butcher store dumpster.

HEATHER
Listen, we need to keep this quiet. Your parents would lynch me if they knew what we were doing.

BRANDON
(sulking)
Okay. Sorry. Was just trying to help.

As they walk away. Jimmy pats Brandon on the back.

JIMMY

You've got a lot to learn about older women.

BRANDON

Piss off Jimmy.

INT. PANDORA'S BOX - SUNSET

PAN ACROSS: shelves filled with occult items both familiar and strange: Ouija boards, ceremonial candles, crystals, and pendants. This is PANDORA'S BOX, the local occult shop.

DORA, a big woman in her 50s, sits behind the counter, absorbed in a book but still keeping a watchful eye on her store. In the glass case behind her are various CEREMONIAL DAGGERS.

THE DOOR jingles and opens. Heather and the kids file in.

TODD

(loudly)

Heather it smells like pee in here!

HEATHER

SHH!

Dora looks up from her book, not especially thrilled.

Todd follows Heather as she inspects some candles. The others scatter into the store. An overweight teen named CHARLIE CORRIGAN stands at the end of the aisle, slipping some crystals into his pocket. He sees Todd gawking and sneers.

AUTUMN AND AMBER sit at a table using a Ouija Board, trying not to laugh, while Brandon and Jimmy snicker at nude statues of pagan goddesses.

AT THE COUNTER

Heather eyes the daggers in the display case. Dora looks at her suspiciously.

HEATHER (cont'd)

(points to display case)

I'll take the ivory one.

Dora looks at THE DAGGER Heather is pointing to. It's large and ornate, with a silver blade and a hilt that looks as if it was carved from bone. Dora smiles.

DORA

Summoning ceremony, eh? You know what you're getting into?

HEATHER

I can handle myself.

DORA

Then where are your candles for the circle of protection?

Heather holds up the black candles. Dora shakes her head and grabs some white candles from a shelf. Brandon, Jimmy, and the twins gather around the counter.

DORA (cont'd)

You kids think tonight's just about gettin' a sugar high, don't ya?

Jimmy nods excitedly, chocolate icing smeared on his face.

DORA (cont'd)

But do you know *why* you get dressed up? Or *why* you go door to door begging for candy?

They shake their heads. Dora opens her thick book. OLD ENGRAVINGS and illustrations cover the yellowed pages.

DORA (cont'd)

Of course you don't. Most people don't know that Halloween goes back thousands of years. It works just like any other holiday. Christmas. Passover. Easter. They all have their traditions, and their deities. As for Halloween, it's all about...

(points to a page)

Samhain. Celtic God of the Dead.

[NOTE: Dora pronounces Samhain correctly, which is technically SAW-wane]

The kids lean over the counter, staring at an illustration of an EIGHT FOOT TALL HORNED DEMON standing in a pumpkin patch. It's a classic image, if somewhat cliché.

BRANDON

(mockingly)

I'd see him coming from a mile away.

DORA

It's just a drawing. Samhain is always in costume, so no one really knows what he looks like. Could be anywhere. Or anyone.

JIMMY

(whispers to Brandon)
I thought it was SAM-hain.

DORA

A common mispronunciation.
(glares at Heather)
For an amateur.

BRANDON

Well Sam sounds a lot less lame than SAW-wane.

DORA

Suit yourself. But tonight is HIS night. And like any god, he has his rituals, and his disciples.
(flips pages in the book)
Demons. Monsters. The Undead...

She shows them artwork of Samhain surrounded by creatures--vampires, werewolves, zombies, you name it.

DORA (cont'd)

...they all gather in his honor to punish those who disobey his rules.

TODD

What kinds of rules?

DORA

Ones that might help you survive.

BRANDON

(mumbles to himself)
Here we go.

She points to an old engraving of VILLAGERS CARVING PUMPKINS.

DORA

First, carve a Jack O'Lantern and make sure you keep it lit. They represent lost souls, and lighting one is a simple way of showing your respect.

BRANDON

Easy enough. Next.

Dora sneers at him, flips to AN ILLUSTRATION of corpses rising from their graves while villagers flee in terror.

DORA

Second, since the dead are pretty sure to go for a stroll, it's a good idea to stay out of the cemetery. Break that rule and Sam--
(corrects herself)
Samhain-- is likely to turn you into one of them.

Todd stares at Heather, worried.

DORA (cont'd)

Number three. People naturally thought the notion of ghouls roaming the streets was terrifying, so costumes were worn as a way of blending in.

The kids gawk at an engraving of peasants in masks calmly walking by a group of skeletal demons, while another person without a mask is being devoured by wolves.

BRANDON

Like camouflage.

DORA

Exactly. So if I were you, I'd get your butts home before sunset and don't come back out until you're dressed for the occasion.

Todd turns and looks outside. It's getting dark.

DORA (cont'd)

(teasing)

Tick tock, tick tock, tick tock.

JIMMY

What about the candy?

DORA

Well people once tried to find a way to appease the appetites of Samhain and his horde, so they left crops and baked goods out on their doorsteps. Like a sacrifice. Over time, it became expected-- and those who didn't, paid dearly.

JIMMY

Trick or treat.

DORA

You're smarter than you look, kid.

His smile fades. He's about to take another bite of his cupcake when Dora snatches it from his hand.

DORA (cont'd)

(looks at the cupcake)

One more. Make sure you check your candy before you gorge yourselves. His followers are a tricky bunch and poison treats to keep people from taking what's rightfully theirs.

She hands the cupcake back to Jimmy. He stares at it, his appetite suddenly gone.

BRANDON

Okay, okay. We break a stupid rule we get on Sam's shit list and he sends some ghoulish hit man after us. Fine. But what if you're like some Halloween Scrooge who breaks all of his rules?

Dora smiles.

IN THE BACKGROUND Charlie makes his way toward the door, trying to look casual. His pockets filled with merchandise.

DORA

Then Samhain himself will probably be stopping by, and he won't be selling cookies. He might not come for you tonight, or even next year

Charlie slips out the door.

DORA (cont'd)

...but he *will* come for you.

EXT. MAIN STREET - PANDORA'S BOX - DUSK

Charlie waddles down the street and disappears in a crowd of costumed pedestrians. It's getting dark. Streetlamps turn on.

EXT. ABOVE SHARON WOODS - DAY TO NIGHT

The small town is far below, and as the sun begins to dip below the horizon, we TIME LAPSE from dusk to night. Stars appear. Crickets sing. Lights appear in the windows of homes and stores.

AN ORANGE FULL MOON RISES above the sleepy town. Dark clouds drift by, and for a brief moment the moon almost looks like a grinning face...A Jack O'Lantern in the sky.

DISSOLVE TO:

EXT. SUBURBAN STREET - NIGHT

A REAL JACK O'LANTERN, eyes and mouth flickering orange candlelight. It suddenly falls, hits the ground, and SMASHES. Stringy guts splatter on the sidewalk at the feet of

CHARLIE. His costume is nothing but a lame tee-shirt that says: "This IS my costume." He kicks at the remains and steps through the mess. Pumpkin guts SQUISH under his shoes.

Charlie waddles down the sidewalk dragging a pillowcase, looking for something else to terrorize. Crickets CHIRP and the GIGGLES of unseen children echo in the dark.

He spots a YOUNG BOY dressed in a GOBLIN COSTUME approaching about a half block ahead. He's dragging a bag full of candy almost as big as he is.

Charlie looks at his own bag-- it's barely half full. He looks at the boy's-- his sack is ready to burst at the seams.

Charlie smiles and lumbers toward his prey.

The GOBLIN BOY tries to step around Charlie but he steps right in front of him, taking up the entire sidewalk. Beat. They stare at each other.

CHARLIE GRABS THE BOY'S RUBBER MASK, and spins it around so the eyeholes face backward. THE BOY DROPS HIS CANDY SACK, reaches up and tries to turn the mask back around. Charlie grabs the goods and takes off.

CHARLIE
Trick or Treat, kid.

He snickers and leaves the boy behind.

EXT. SIDEWALK - LATER

A CANDY WRAPPER drops to the sidewalk.

Charlie rounds a corner, a half-eaten chocolate bar dangling out of his mouth, candy smeared on his chubby cheeks.

SPLAT! Something small hits him hard and fast, splattering against his chest.

It's an EGG. The slimy yolk oozes down his shirt.

CHARLIE
Son of a bitch!

LAUGHTER echoes-- a faint, childish giggling. Infuriated, Charlie looks around but can't find the source. Finally, he spots the culprit peering out from behind a distant tree.

The odd trick-or-treater is dressed as a little scarecrow wearing bright orange pajamas and a flour sack mask with two buttons for eyes and a permanent sewn-in grin. We'll call him SAM.

He steps out from behind the tree, reaches into his bag, and HURLS ANOTHER EGG.

CHARLIE DUCKS and it hits a mailbox behind him.

CHARLIE (cont'd)
What the hell is your problem?!

Sam just cackles then turns and scampers down the sidewalk, disappearing around a corner.

Charlie chases after him, fuming.

EXT. SUBURBAN STREET, AROUND THE CORNER

He's barely run a half block but is already wheezing. He stops to catch his breath, and looks around.

It's quiet. Sam is nowhere to be seen. Suddenly, he hears his tormentor's unmistakable GIGGLE. Charlie gathers himself up and starts to run again when CRUNCH! He looks down.

He's stepping on A LOLLIPOP shaped like a Jack O'Lantern.

He reaches down to pick it up when and spots A CANDYBAR on the sidewalk nearby, followed by some LICORICE further ahead. It's a long trail of candy leading down the sidewalk.

CHARLIE
Whoa.

He looks around cautiously...still keeping an eye out for Sam. There's no sign of him.

CHARLIE LUNGES, and grabs every piece he can get his meaty paws on, throwing everything into his bag. He progresses down the sidewalk, making short work of the candy trail following it past the KREEG HOUSE and to the house next door.

The trail stops.

SCREAMING startles him as THREE BOYS come running out of Kreeg's yard, chased by a small barking creature in a rubber mask. They nearly knock Charlie over, their THREE STOOGES COSTUMES covered in sticky red liquid.

Baffled, Charlie watches the boys tear down the street until they're gone. He looks back at the dark Kreeg house and catches a glimpse of a shadowy figure standing in the doorway just as it slams shut.

Charlie turns his attention back to the candy and tosses one last lollipop into his bag. No more candy. No sign of Sam either.

He looks at the house next door.

A MAILBOX is marked 'Pierce'. A few decorations are taped to the windows, and A HUGE BOWL OF CANDY sits on the porch.

Bingo. Charlie grins.

EXT. PIERCE HOUSE, FRONT PORCH

Charlie walks up a flight of steps onto the porch. The house is completely dark inside. A moth circles a FLICKERING PORCH LIGHT.

THE CANDY BOWL sits on a small table with a note taped to the edge: *"Sorry we're not home, help yourself to one piece!"*

Charlie looks around. This is too good to be true. Screw it. He grabs the bowl and plops down on the steps, tearing open the candy, shoving one after another into his gaping maw.

A HOMEMADE CARAMEL APPLE sits in the bowl, half-buried by candy. He's too busy devouring the chocolate to notice it.

BEHIND CHARLIE, THE FRONT DOOR creaks open. Just slightly.

Charlie continues stuffing his face with chocolate bars and candy corn, oblivious.

THE PORCH LIGHT FLICKERS AGAIN, briefly illuminating a TALL DARK FIGURE stepping out of the doorway. It moves slowly and silently onto the porch, careful not to step on dead leaves.

Charlie continues eating.

THE FIGURE INCHES CLOSER. It pulls something out from behind its back-- a glimmering BUTCHER KNIFE.

Charlie grabs another candy bar and takes a bite. The figure steps directly behind him. The knife moving toward his head...close enough to cut a strand of hair.

The figure slowly raises the knife.

THE LIGHT FLICKERS AGAIN and THE FIGURE'S SHADOW is cast on the steps. Charlie spots it, WHIPS AROUND and sees:

THE FIGURE LOOMING ABOVE, KNIFE RAISED HIGH!

CHARLIE SCREEEEAMS! THE FIGURE SCREEEEAMS!

The light flickers on AND STAYS ON, revealing: STEVEN PIERCE. Screaming like a girl. He brandishes the knife in one hand, a bright orange pumpkin cradled in the other.

Charlie stops screaming. So does Steven. Easily the more frightened of the two, Steven nearly collapses, gasping for air.

STEVEN

D-don't... be...af-f-fraid.

Charlie sneers at the dorkish man and goes back to his favorite activity-- eating. Steven sits down next to him, with the pumpkin in his lap, still catching his breath.

STEVEN (cont'd)

Guess we gave each other quite the scare, eh?

Charlie just GRUNTS and swallows a candybar.

STEVEN (cont'd)

Yep...quite the scare. Whew. I'm Steven. What's your name son?

Steven offers a handshake. Charlie doesn't even look at him, talking with a mouth full of creamy caramel.

CHARLIE

(muffled)

mumf...charlie.

Charlie drops a wrapper on the ground. Steven looks slightly annoyed, JABS the wrapper with the knife, and picks it up.

STEVEN

Nice to meet you Charlie. Sorry about the knife. It's for the pumpkin, not you. Scout's honor!

He flashes the Boy Scout salute and LAUGHS. Charlie doesn't.

STEVEN (cont'd)
Anyhoo-- that's what tonight's all about isn't it? Being scared? Not that you could tell by today's standards. The holiday just isn't the same. No siree.

Charlie BELCHES. Steven shoots him a stern look.

STEVEN (cont'd)
Excuse you.
(beat)
Now when I was your age, Halloween was *different*.

The kid rolls his eyes. He knows he's in for it. He reaches into the bowl again, about to grab the caramel apple-- but takes another candy bar instead.

STEVEN (cont'd)
Back then it was a *real* holiday, about tradition, and family. Why my dad and I would spend hours carving pumpkins and making caramel apples. With real caramel! Not this bag of chocolate for two bucks at Wal-Mart stuff. Do you even know what the heck goes into this junk?

Charlie just GRUNTS. Steven looks at the bowl of candy, sees the apple still sitting there. He continues, gets more passionate, waving and poking the knife while he speaks...

STEVEN (cont'd)
The magic is gone. I mean look at this...
(points at empty street)
Years ago this street was filled with vampires, zombies, werewolves, maybe a cute little witch or two.

Charlie sighs. When will this guy shut up?

STEVEN (cont'd)
Now everyone's afraid of Satanists, or serial killers, or God knows what else. Can you believe that? A perfectly innocent holiday-- ruined.

Steven SWIPES THE KNIFE close to Charlie's face. Too close. NOW he's nervous. Without taking his eyes off the knife, he finally GRABS THE CARAMEL APPLE. Takes a bite.

STEVEN (cont'd)
Why if I saw one of those freaks
wandering around my house, you can bet
I'd...I'd...

THUNK! Steven STABS the knife into the pumpkin. Smiles. Charlie is making short work of the apple. The boy COUGHS. His eyes are wide. Startled. Worried. Steven sees his fear.

STEVEN (cont'd)
Sorry.

He yanks the knife out, delicately wipes away pumpkin goo. Charlie slowly munches, never taking his eyes off the blade.

STEVEN (cont'd)
Yup, those were the days. Homemade
costumes...

Charlie COUGHS. Steven gets nostalgic.

STEVEN (cont'd)
...some warm pumpkin pie...

Charlie COUGHS again, harder. He looks at Steven, worried.

STEVEN (cont'd)
...watching old horror mov--

Charlie GAGS AND WHEEZES, clutches his throat.

STEVEN (cont'd)
You okay son? Need some water?

CHARLIE DROPS THE APPLE and doubles over in agony, trying to hack up something in his throat. Steven pats the boy's back, trying to help, but it doesn't do any good. His face is blue.

HE'S CHOKING. Charlie gawks at Steven, eyes pleading.

Steven casually picks up the apple, breaks off a small piece and uncovers A SMALL RAZOR BLADE covered in caramel and blood.

STEVEN (cont'd)
Well now...how about that?

THE BOY COUGHS AGAIN and a wet mix of BLADES, NAILS, AND SHARDS OF GLASS, fall from his bleeding mouth. He claws at Steven, begging for help. Steven just coldly stares at him.

STEVEN (cont'd)
Trick or treat.

Charlie gags once more, and slumps to the ground-- dead.

Steven sits with the body with a look of child-like amusement on his face. Beat. He digs through Charlie's bag and pulls out a lollipop. He pokes the body with it, just to make sure, then unwraps the lollipop and takes a lick.

Steven looks around. The street is empty and quiet. A dog barks in the distance. There isn't a soul in sight.

INT. PIERCE HOUSE, FOYER - MOMENTS LATER

Charlie's bag hits the ground, spilling candy corn across the foyer. A moment later, Steven walks inside and sets the bowl, knife, and pumpkin on a small table. Charlie's body is still sprawled on the porch outside. He moves quickly and purposefully, as if he's done this dozens of times.

EXT. PIERCE HOUSE, FRONT PORCH - CONTINUOUS

He steps back outside, grabs Charlie's ankles, and pulls. The body won't budge. He tugs again but it's no use. He puts the feet down and hoists the corpse by the waist. Better. Charlie's feet drag as he awkwardly inches through the door. Blood splatters on his white shirt.

INT. PIERCE HOUSE, FOYER - CONTINUOUS

Steven's face is beet red, straining to carry the dead weight. He finally stumbles into the foyer and awkwardly kicks the door shut. Beat. He catches his breath for a moment and starts to carry the body down the hall when

KNOCK KNOCK! On the front door.

Steven freezes. Holds his breath. Tries not to make a sound.

KIDS (O.S.)
Trick or treat, smell our feet, give
us something good to eat!

KNOCK KNOCK! Harder. Steven waits, hoping they'll just go away. Charlie's body is slowly slipping out of his arms.

KID (O.S.)
We know you're in there!

Crap. Steven cringes and carries the body back into the foyer, looking for a place to hide it but there aren't many options. KNOCK! KNOCK! KNOCK! KNOCK! It's a dozen tiny hands.

STEVEN
I'M COMING!

He's getting frustrated. KNOCK! KNOCK! KNOCK! Finally, he props Charlie up just to the side of the door. Should be good enough. KNOCK! KNOCK! KNOCK! He grabs the candy bowl and opens the door.

ON THE FRONT PORCH

A pack of familiar trick-or-treaters stares up at him: TODD, JIMMY, BRANDON, AUTUMN, AND AMBER.

They see his blood-soaked clothes, the sweat on his brow and the wild look in his eyes. Beat. All at once, the kids

SCREEEEEEAM! Long and loud.

Steven panics, gesturing for them to be quiet. He starts to slam the door shut when-- their SCREAMS turn into LAUGHTER.

BRANDON
HOLY SHIT! Great costume Mr. Pierce!

Steven looks confused, then looks at his clothes and realizes he's drenched in blood.

STEVEN
Oh...uh, thanks.

BRANDON
Suburban serial killer. Simple, but original.

Steven smirks, realizing they're clueless.

STEVEN
Yeah...Scary aren't I?

He tries to make a scary face but the kids just roll their eyes and raise their bags, eager for treats.

Steven looks up and spots HEATHER and ADRIAN running to his front gate, alarmed by the screams. He waves to her. She half-smiles and waves back like the bored babysitter she is.

The kids raise their bags higher, still waiting.

STEVEN (cont'd)

Oh, right.

He takes a peek inside the bags and spots some PENNIES.

STEVEN (cont'd)

Who the heck is passing out pennies?

Todd sighs.

TODD

Reverend Harris. He says sugar is the work of the Devil.

Steven offers up his bowl of candy.

STEVEN

Well then I must be Satan himself.

Their eyes light up as they each grab a handful of candy.

TODD

Woo hoo! Thanks Mr. Pierce!

THUMP. CHARLIE'S LIFELESS ARM falls into plain view of the kids. They stare it, confused...a little worried. Jimmy's eyes are the size of saucers. Steven kicks the arm out of the way and smiles.

STEVEN

Happy Halloween.

The kids nervously smile back...a little skeptical.

JIMMY

(nervous)

Yeah...Happy Halloween.

Steven watches them rejoin Heather and Adrian on the sidewalk. They scamper off. All but one...

SAM. He stares at the doorway, where A PUDDLE OF BLOOD is quickly forming. Sam giggles-- the grin on his mask matching his perverted amusement.

Steven steps in front of him, blocking his view, and offers up the bowl of candy.

STEVEN

Didn't you get one?

Sam cocks his head, staring at the bowl. SNATCH! He grabs a chocolate bar like a hungry animal and scurries away.

Steven watches him leave and sighs...relieved.

INT. PIERCE HOUSE, KITCHEN - MOMENTS LATER

The kitchen is immaculately clean, with everything in its proper place. Martha Stewart on overdrive. Steven strolls in, now quite chipper, singing a little song to himself.

STEVEN

(singing)

*Who can take a sunrise? Sprinkle it
with dew? Cover it with chocolate and
a miracle or two, the candy man. Oh
the candy man can.*

He walks by the kitchen table, where a pot of warm caramel sits next to a pile of apples...and razors.

STEVEN (cont'd)

(singing)

*...cause he mixes it with love to make
the world taste good.*

Steven opens a cabinet and removes a BURLAP SACK.

EXT. PIERCE HOUSE, BACK PORCH - LATER

A porch light turns off. The back door creaks open and Steven pokes his head out, looking around.

The yard is huge, dotted with trees and surrounded by a white picket fence. The neighboring yards are dark and silent. The coast is clear.

Yanking on a thick rope, he grunts and finally emerges from the house dragging Charlie's body-- now encased in the burlap sack. He drags it across the porch and down a small flight of stairs. They CREAK. Loudly. Steven pauses for a moment, tries to move more carefully and quietly.

He reaches the bottom, and yanks the sack a little too hard. The body tumbles and THUMPS down the stairs.

STEVEN

DAMN IT!

Steven flinches at the volume of his own voice and slaps a hand over his mouth.

Crickets chirp and the wind howls. The chanting of TRICK OR TREATERS echoes in the distance, but it's nothing to be alarmed about. He turns back to his task.

CHILDREN (O.S.)
(faint and distant)
*On this eve of unholy cries, beware
the cemetery for the dead shall
rise...*

Steven drags the sack across the yard, leaves CRUNCHING under his feet. The noise makes him nervous.

CHILDREN (O.S.) (cont'd)
(faint and distant)
*Feed the spirits to keep them at bay,
and carve a pumpkin to light their
way...Find a mask and wear it well, or
your soul will be dragged to hell...*

He approaches a dark corner near the fence, where A PLASTIC TARP is covering what looks like a small swimming pool. A shovel sits in a mound of dirt.

CHILDREN (O.S.) (cont'd)
(faint and distant)
*On this eve of forces unseen, lock
your doors and check your candy,
tonight is Halloween--
TRICK OR TREAT!*

Steven drops the sack next to the tarp, panting and sweating. He looks over his shoulder. All clear. He pulls back the plastic tarp, revealing

A WIDE BUT SHALLOW GRAVE. Another burlap sack already rests at the bottom. Its shape and fresh blood stains hint at another recent victim.

Steven yanks Charlie's sack, trying to drag it into the grave. It doesn't budge. He pulls again. Still won't move. He looks down and sees it's caught on a tree root. Steven pulls harder and the bag TEARS.

STEVEN
Son of a bitch.

He bends over to pry it loose. Suddenly, from behind--

BILLY (O.S.)
DAAAAAAAAAADY!

Steven jumps, spins, looks up at his house to see:

BILLY

his adorable SEVEN YEAR-OLD SON, waving from an upstairs window and smiling down at his father. He's loud. VERY loud.

BILLY (cont'd)
I'M BACK FROM TRICK-OR-TREATING!
WHATCHA DOING?

Steven panics, stumbles, and drops the sack. He tries to act as normal as possible for someone burying a body at night.

STEVEN
(hushed)
SHHHH!! I'm...uh...gardening!
Now be quiet!

BILLY
WHY!?

STEVEN
(hushed)
Because you'll bother the neighbors!
Now be a good boy and go watch
cartoons!

BILLY
OKAAAAY!

Billy GIGGLES and ducks back inside.

Steven waits to make sure that he's gone, and turns back to his "gardening". He shoves the corpse into the grave and it hits the bottom with a heavy THUD. He throws a shovel full of dirt on top when A LOW GROWLING startles him. He looks up at the nearby fence and sees:

SPITE, the next door neighbor's jack russell terrier, poking its nose between the picket fence. It growls again.

STEVEN
Nice doggie! Shhh! Down boy!

It's no use. The dog starts to bark furiously.

Steven fumbles, reaches into the grave, then pulls out a small object and tosses it over the fence.

EXT. KREEG HOUSE, BACK YARD

The object plops into a pile of leaves. Spite stops barking, runs over, and grabs it in his jaws. IT'S A FINGER.

Spite chews on it like a piece of jerky. Suddenly, the neighbor's porch light turns on and the back door opens to reveal

OLD MR. KREEG, a crotchety old fart with a permanent sneer etched on his wrinkled face. He wears a dirty robe and grips a baseball bat like he's looking for trouble.

EXT. PIERCE HOUSE, BACK YARD - SHALLOW GRAVE

Steven ducks into the grave, crouching on top of the bodies.

EXT. KREEG HOUSE, BACK YARD

KREEG

Spite! Git yer ass in here!

Spite just keeps gnawing on the severed finger. Kreeg snarls and walks into the yard.

EXT. PIERCE HOUSE, BACK YARD - SHALLOW GRAVE

Steven awkwardly tries to duck lower into the grave, but it's hardly big enough for him and the three bodies.

EXT. KREEG HOUSE, BACK YARD

Spite finally swallows the finger and looks up at his master.

KREEG

You finished fartin' around?

He wags his stumpy tail.

EXT. PIERCE HOUSE, BACK YARD - SHALLOW GRAVE

Steven feels something strange under his feet and looks down.

THE BURLAP SACK NEXT TO CHARLIE'S IS MOVING...as if the person inside is slowly waking up. Steven yelps!

EXT. KREEG HOUSE, BACK YARD

Kreeg hears it. He peers over the fence, catching a glimpse of something in the dark...the top of Steven's head poking out of the grave. The old man grips his baseball bat tight.

KREEG

Who the hell is that?

EXT. PIERCE HOUSE, BACK YARD - SHALLOW GRAVE

THE BODY IS FLAILING AND KICKING, trying to get out of the sack, making muffled, high-pitched squeals for help. Steven kicks it and the body quiets down.

KREEG (O.S.)

I got an NRA membership in my pocket
and a shotgun in the closet, so get
out here before the coroner has to
drag you out in pieces!

Busted. Steven reluctantly pokes his head out of the grave and waves, putting on a fake, neighborly smile.

STEVEN

Uhhh...it's just me, Mr. Kreeg!

The body tries to punch its way out of the sack. Steven steps on it hard, trying to keep it still, keep it quiet.

KREEG

Well what in God's name are you doing
down there, Pierce?
(kidding)
Hiding more bodies?

Steven chuckles. If the old man only knew. THE BODY SQUEALS.

KREEG (cont'd)

What'd you say?

STEVEN

Uh, nothing...the...septic tank is
acting up.

Steven kicks the sack.

KREEG

Is that what that smell is?

STEVEN

Afraid so!

Steven sees Kreeg looking around the yard as if trying to find something...or someone.

STEVEN (cont'd)

Uhhh...what are you up to?

KREEG

None of your business!

Steven kicks the body again.

KREEG (cont'd)
Well hurry up and fix that tank. It
stinks like a dead whore back there.

STEVEN
I'M
(kicks the body again)
TRYING.

Finally, with one more HARD KICK, the sack stops moving.

KREEG
And keep your kid outta my yard!

Steven is puzzled. What the hell is he talking about?

EXT. KREEG HOUSE, BACK YARD

Kreeg starts to waddle back into his house. Spite follows.

KREEG
(muttering to himself)
Goddamn freak.

STEVEN (O.S.)
Happy Halloween!

KREEG
Screw you!

Kreeg slams his door shut and turns off the porch light.

EXT. PIERCE HOUSE, BACK YARD - SHALLOW GRAVE

Steven finally seems to relax, when-

THE ARM LUNGES FROM THE SACK AND GRABS STEVEN'S LEG! He tries to kick free but it has a firm hold of his ankle. He reaches down, tries to pry it off and it SCRATCHES HIS HAND.

STEVEN GRABS THE SHOVEL, ready to pound the living shit out of it, when...

BILLY (O.S.)
DAAAAAAAAAADYYY!

Steven cringes at the sound of his son's voice and turns around, still holding the shovel high.

BILLY IS IN THE WINDOW. As loud as ever. Again.

BILLY (cont'd)
Cartoons are over, can you help me
carve the Jack O'Lantern now!?

Steven continues struggling, trying to kick himself free.

STEVEN
I'LL BE THERE IN A MINUTE!
(quieter)
Let go, goddamnit.

BILLY
But I need you to help me with the
eyes!

He steps on the hand, pinning it to the ground.

STEVEN
In a minute Billy!

BILLY
Can I go to the parade with you after
that?

The hand gets loose, gives Steven the finger.

STEVEN
Maybe!

CRUNCH! He pins it down again with the blade of the shovel.

BILLY
(frowning)
Awww, but maybe means no!

STEVEN
What if we have some pumpkin pie
instead?

BILLY
When?

STEVEN
After we carve the Jack O'Lantern,
okay?!

Billy nods excitedly.

STEVEN (cont'd)
But you have to *promise* to be quiet!

He shuts his mouth like a zipper and ducks from the window.

Steven looks down at the hand. Filled with rage, he raises the shovel high in the air ready to strike, when

BILLY
AND DON'T FORGET TO HELP ME WITH THE
EYES!

Steven is about to scream, but his son is gone before he can get a word out. He looks down at the sack, raises the shovel again, and WHAM! brings it down hard.

DISSOLVE TO:

EXT. PIERCE HOUSE, BACK YARD - TEN MINUTES LATER

THE SHOVEL pats down a mound of dirt.

Steven steps back and sighs. The task is complete. He's exhausted, covered in sweat. Looking back at the house, he becomes enraged. He throws the shovel down and marches through the yard. Lightning flashes and thunder rumbles.

STEVEN
(imitating Billy)
Daddy, I want to carve a pumpkin!
Daddy, I want to go to the parade!

He trips over a plastic toy.

STEVEN (cont'd)
GODDAMN IT!

With a swift kick, the toy SQUEAKS and is sent flying across the lawn.

He's on the back porch when A MUFFLED YELL catches Steven's attention. He stops and looks at OLD MR. KREEG'S HOUSE.

Kreeg is in the window staring at Steven with wild eyes, furiously pounding on the glass and screaming something we can't clearly hear. He looks like a raving lunatic.

KREEG
(muffled)
...Pierce!...DAMN YOU!!

Steven watches for a moment, not sure what to do. Finally...

STEVEN
Crazy old fart.

He ignores Kreeg and heads inside.

INT. PIERCE HOUSE, KITCHEN

Steven storms into the kitchen and SLAMS the door behind him.

STEVEN

BILLY!!

No reply. A clock TICKS. He looks at the counter, sees THE BUTCHER KNIFE. Beat.

A SMALL CREATURE leaps from behind the counter, SHRIEKING!

Steven stumbles backward, and lands on his ass, hitting his head against the door.

THE CREATURE stares at him...then begins to SNICKER. It reaches up and pulls off a RUBBER GOBLIN MASK, revealing:

BILLY, wearing a huge grin. And now that we see Billy from head to toe, we realize he is the same boy who had his candy stolen by Charlie earlier in the evening.

BILLY

(giggling)

Gotcha!

But Steven isn't laughing. He's seething. He slowly stands, gritting his teeth, trying to hide his anger.

BILLY (cont'd)

So can we carve it now?

Beat. Steven strains to hold back his rage.

STEVEN

Let's go downstairs.

Billy doesn't sense the frustration. He toddles over, grabs his father's hand and tugs him towards the basement door.

As they walk away, we see Steven hiding the BUTCHER KNIFE behind his back.

INT. PIERCE HOUSE, BASEMENT

The door opens. A pasty green fluorescent light flickers on. It's a damp, and unfurnished cinderblock room. Cobwebs in every corner. Boxes, old toys, and rusty tools scattered about.

Billy is still holding his dad's hand, hopping down each step, two feet at a time...singing:

BILLY
(sing-songy)
*On this eve of unholy cries, beware
the cemetery for the dead shall
rise...*

Steven hates the noise. He sneers and grips the knife tighter behind his back.

BILLY (cont'd)
*Feed the spirits to keep them at
bay...carve a pumpkin to light their
way!*

They reach the bottom of the stairs. Billy GIGGLES and scampers over to a table where candles, spoons, and newspapers are scattered about. He stares at SOMETHING OFFSCREEN.

BILLY (cont'd)
(sing-songy)
*...find a mask and wear it well, or
your soul will be dragged to hell...*

Steven picks at the blade with his thumb. It breaks his skin. A small drop of blood oozes.

His son is playing with the spoons and candles, Oblivious.

Slowly walking up behind Billy, Steven brings the knife out from behind his back and stares at it, glistening in the light. A perverted smile stretches across his face as he caresses the edge with his finger.

BILLY (cont'd)
(sing-songy)
*On this eve of forces unseen, lock
your doors and check your candy
...tonight is Halloween.*

Steven inches the blade closer to Billy's neck. His son is fixated on the offscreen pumpkin.

CLOSER. Steven places one hand on the boy's head, gently holding it in place, then raises the blade high...

BILLY (cont'd)
(looking at the table)
I want some candy before you go to the
parade.

STEVEN SWINGS THE KNIFE DOWN.

THUNK! CRUNCH! It plunges deep. A fine mist of blood sprays onto Steven's face. He exhales, relieved. The anger and stress washes away. Beat.

BILLY CHUCKLES.

The knife isn't jammed into Billy's head. In fact, he's perfectly fine. He stares up at his father, still beaming.

WIDER ON THE ROOM to reveal

THE KNIFE, buried to its hilt in

THE SEVERED HEAD OF CHARLIE CORRIGAN.

It sits on the table-- his terror-filled eyes staring wide, his mouth frozen in a scream.

Steven yanks the knife back out, and gently places it in Billy's tiny hands, wrapping his son's fingers around the wooden handle.

The boy grins like he was just handed a new toy. Steven smiles proudly, almost teary-eyed. Together, they stare at the head. It's a real father and son moment.

Billy smiles.

BILLY (cont'd)

Don't forget to help me with the eyes.

EXT. FENCE - NIGHT

A BLACK CAT prowls along a fence, silhouetted against the ORANGE FULL MOON. It hisses at something and darts away.

EXT. SUBURBAN STREET - NIGHT

A FAMILIAR GROUP OF TRICK-OR-TREATERS strolls down the sidewalk: BRANDON, JIMMY, AUTUMN, AMBER, TODD, and HEATHER. All in costume. Todd's outfit is covered in reflective tape-- the work of a paranoid mother.

Brandon is chewing on a candy bar.

HEATHER

I hope you checked that for razors.

JIMMY

Whatever. Don't tell me you actually bought into that old lady's crap.

TODD

But Lisa Kernohan went trick-or-treatin' without a costume last year and she never came back 'cause I'll bet Samhain got her.

BRANDON

She moved to Cleveland.

TODD

Oh.

A RUSTLE in the nearby shrubs freezes them in their tracks. The crickets stop chirping.

BRANDON

Did you hear that?

JIMMY

I don't hear anything.

BRANDON

Exactly.

A LOW GROWL echoes from the shrubs. They stare into the bushes, ready to piss their pants. Heather lets Todd and the girls cower behind her.

HEATHER

Nobody move.

TWO GLOWING YELLOW EYES open, glaring at them in the shrubs.

JIMMY

(terrified)

Does peeing my pants count as moving?

CRASH! SOMETHING MASSIVE LEAPS FROM THE BUSHES AND LANDS ON BRANDON. HE SCREAMS, pinned under a

SNARLING WEREWOLF. Its clawed hands wrap around his throat! Jaws snap at his face!

Todd covers his face with his hands. The others scream.

THE WEREWOLF rears back, opens his jaws wide and lunges for Brandon's throat when--

WHAM! The creature is smacked on the back of the head by a large treebranch swung by Heather. He keels over, moaning and rolling on the ground.

WEREWOLF

OWW!

The werewolf painfully laughs and gets to his feet. The kids stop screaming. Todd is still covering his eyes. The creature grabs the edges of his face and pulls off a MASK, revealing--

ADRIAN, grinning from ear to ear.

ADRIAN

(rubs his head)

Shit, didn't you know it was me?

HEATHER

Yes.

Brandon's face goes from shock to pure rage.

BRANDON

JESUS ADRIAN! EVERY FUCKING YEAR!!

The others are fuming too. Especially Heather.

ADRIAN

Oh, come on. You girls should be expecting it by now.

BRANDON

I thought your parents shipped your ass off to military school.

Adrian lights a cigarette, blows the smoke in Brandon's face.

ADRIAN

They did.

JIMMY

So escaped or expelled?

ADRIAN

A little from Column A, a little from Column B.

Heather sighs and shakes her head. Adrian approaches her, grinning. She doesn't move away.

ADRIAN (cont'd)

And look at you, slugger. A driver's license in your purse but still stuck in the Babysitter's Club. You really must've pissed off daddy.

HEATHER

Another side effect of dating you.
Kind of like that rash.

Adrian snatches Brandon's candy bag and rummages through it.

ADRIAN

You shouldn't have.

BRANDON

Hey!

Adrian pulls out a variety of odd items and drops them to the ground.

ADRIAN

Let's see. Candles...Hershey
bar...incense...candy corn... chicken
feet...Twix...cat collar and--

He pulls out the ornate CEREMONIAL DAGGER Heather bought at the occult shop. He gawks, not sure what to make of it.

ADRIAN (cont'd)

Okay, are you guys starting some kind
of a gang or are you experimenting
with alternative lifestyles?

Heather grabs the dagger and bag, puts the items back.

HEATHER

Asshole.

ADRIAN

What's all this crap for?

Adrian catches the kids staring awkwardly at each other.

ADRIAN (cont'd)

Come on now.

No response. The twins try to hide giggles. ADRIAN GRABS JIMMY and gives him the tittie-twister of a lifetime.

JIMMY

OWWW!

ADRIAN

Tell uncle Adrian!

The others helplessly watch while Jimmy caves.

JIMMY

(in one breath)

Heather-says-the-veil-between-the-
worlds-of-the-living-and-dead-are-the-
thinnest-on-halloween-so-we're going-
to-do-a-seance-and-summon Samhain-so-
Todd-can-say-goodbye-to-his-dead-cat!

THE KIDS

JIMMY!!

ADRIAN LAUGHS and lets Jimmy go. Todd turns away, humiliated.
Heather gives him a reassuring hug, scowling at Adrian.

ADRIAN

You know you're supposed to read Harry
Potter, not smoke it...

Clearly unhappy, Brandon tugs at Jimmy and they quietly walk
away. The other kids follow. Heather doesn't notice.

ADRIAN (cont'd)

...how in the hell were you planning
on pulling that off?

HEATHER

As a matter of fact, I've become a
practicing Wiccan.

ADRIAN

Is that like home ec or something?

HEATHER

No dickhead, a *Wiccan*. A witch.

ADRIAN

Which happens to rhyme with--

SHRILL SCREAMS fill the air. Heather looks around, realizes
the kids are gone. She takes off, Adrian rushes to follow.

EXT. PIERCE HOUSE, FRONT YARD

They round a corner and spot the kids standing on the front
porch of STEVEN PIERCE. Steven is in the doorway, holding a
bowl of candy. He looks up and waves to Heather. She half-
smiles and waves back like the bored baby-sitter she is.

ADRIAN

So where were we?

Heather rolls her eyes.

ADRIAN (cont'd)
I'm sorry! Really. Let me come.

HEATHER
I think you've done enough damage.

TODD (O.S.)
Woohoo! Thanks Mr. Pierce!

EXT. SUBURBAN STREET - CONTINUOUS

The kids rejoin Heather and Adrian and they continue walking. Jimmy pulls Brandon aside and urgently whispers to him.

JIMMY
DID YOU SEE THAT?! It was a friggin
body! A real one! I'll bet that was
real blood too!

BRANDON
Shut up! That thing was more fake than
your mom's new boobs.

Adrian gently pulls a small leaf from Heather's hair, lightly caressing her cheek. She doesn't stop him. Brandon sneers.

ADRIAN
Hey-- I remember those nights when we
busted out the Ouija Board and played
my dad's records backwards...it'll be
like old times. Besides, there's
something kinda sexy about a black
magic woman.

She remembers, almost smiles. The others see her breaking.

BRANDON
She said no assho--

HEATHER
Okay.

ADRIAN & BRANDON
WHAT!?

The others moan. Adrian smiles, victorious.

HEATHER
But no more bullshit. Get in the way
and I'll turn you into a toad.

ADRIAN

As long as you turn me back with a
kiss later.

Heather hides a smile. Brandon sneers.

IN THE BACKGROUND, Sam runs from Steven's house to Kreeg's
house, opens the gate, and scurries into the yard.

ADRIAN (cont'd)

I know the perfect spot to work your
mojo. Right by the creek behind the
school--

HEATHER

No. Not there.

ADRIAN

Then where?

EXT. MAIN STREET, HALLOWEEN PARADE - LATER

WOOSH! A PLUME OF FIRE shoots across the sky. The flame
bursts from the mouth of a STILT-WALKER dressed as a fifteen-
foot tall DEMONIC CLOWN. He cackles and lumbers past other
costumed marchers winding their way through the town's annual
HALLOWEEN PARADE.

Heather leads the group through the crowd. Adrian is right
behind, followed by the other kids. Jimmy and Brandon stare
in awe at women in skimpy costumes. Not watching where he's
going, Jimmy bumps into--

LORI. She YELPS and spins around, staring down at Jimmy in
his Dead Elvis costume, eyeing her like a little pervert.

JIMMY

Hey baby.

Lori sighs and walks away, clearly frazzled.

Adrian catches up to Heather, staring at her long gown. She
tries her best to ignore him.

ADRIAN

I, uh...like your costume.

HEATHER

Thanks. Made it myself.

ADRIAN

I stole mine from K-Mart.

HEATHER

Figures.

An awkward beat.

ADRIAN

So listen...I'm sorr--

HEATHER

You never even called.

ADRIAN

I know. Your dad's restraining order made sure of that.

HEATHER

What are you talking about?

ADRIAN

Ask him about it some time.

HEATHER

I will.

They walk, nervously glancing at each other.

ADRIAN

So how does this spell of yours work?

HEATHER

We invoke Samhain and ask him for permission to speak to the dead...
(off Todd's mortified look)
...um, dearly departed.

ADRIAN

What's a Samhain?

HEATHER

Not a what, a who.

Adrian still looks confused. Heather sighs.

HEATHER (cont'd)

He's the Celtic god of the dead. The actual spirit of Halloween.

ADRIAN

Uh huh. So he's like some kind of evil Santa Claus? Or a demonic Easter Bunny? That is so retarded.

HEATHER

Why? Halloween predates Christian holidays by centuries, and if they all get mascots, why not one for the best night of the year?

ADRIAN

True. So I suppose we need some eye of newt and a cauldron to give Sam a call?

HEATHER

Don't be an idiot.

(beat)

Those are for love spells.

Heather walks further ahead. Adrian watches her, enthralled.

EXT. SHARON WOODS, CEMETERY FRONT GATE - LATER

Heather leads the group through a dark and dense section of forest. The kids look scared shitless. Finally, they emerge into a clearing where a massive RUSTY GATE sits in front of them. It swings loosely in the wind, SCREECHING.

WIDER. The gate marks the entrance to a vast, gothic CEMETERY. It's the size of a football field, filled with decrepit mausoleums and tombstones. PUMPKINS grow between the graves, their vines twisting over the ruins. A thick blanket of autumn leaves covers the ground.

The far edge of the cemetery is encroached by a CORNFIELD. A GIANT SCARECROW sits in the stalks, tattered limbs blowing in the breeze, encircled by more decaying monuments.

JIMMY

Holy shit.

The kids gawk.

TODD

What is this place?

BRANDON

It's old.

JIMMY

It's creepy.

ADRIAN

It's dirty.

HEATHER
It's perfect.

Heather swings the gate open and steps inside. Adrian follows. The others don't move an inch.

HEATHER (cont'd)
Come on in kids.

They look at each other hoping someone else will make the first move. Or maybe turn around and run. Finally, THE TWINS grin at each other and take a nervous step into the cemetery. Jimmy and Brandon soon follow. Just one left.

HEATHER (cont'd)
Todd?

He shakes his head.

HEATHER (cont'd)
What's wrong?

TODD
Not supposed to go in there.

BRANDON
What?

TODD
The smelly old lady said we're not supposed to go in there!

BRANDON
Oh God.

Brandon storms over to Todd, GRABS HIS CANDY SACK and pulls him through the gate. Todd doesn't let go.

TODD
HEY!

He drags Todd kicking and screaming through the gate.

BRANDON
Oops.

Todd gets up, dusts himself off, clearly not happy. They stand in a semi-circle, facing Heather.

HEATHER
Are we ready?

They nod.

HEATHER (cont'd)
Good. We just need a few more ingredients.

EXT. SHARON WOODS CEMETERY, EDGE OF CORNFIELD - MOMENTS LATER

Autumn reaches up and pulls off an ear of INDIAN CORN, its kernels are blood red. Amber and Todd are staring at the nearby SCARECROW, swaying in the wind.

INT. MAUSOLEUM

A dark and dingy crypt covered with ivy and mildew.

Brandon reaches into a stone sarcophagus and SCREEECH! A TRIO OF RATS leaps out of the coffin and scurries into the darkness. JIMMY SCREAMS and doesn't stop. Brandon bitch slaps him.

JIMMY'S
Owww. Prick.

Brandon reaches in and SNAP-- pulls out A BONY ARM.

BRANDON
One right hand, check.

JIMMY
It looks like a foot.

BRANDON
It's a hand.

JIMMY
You sure?

Brandon folds down all of the fingers. Except the middle one.

EXT. SHARON WOODS CEMETERY, AMONG THE TOMBSTONES

Adrian follows Heather through a row of pumpkins and graves, watching every move she makes. She checks him out a few times too. He bends over and picks up a pumpkin, sizes it up.

ADRIAN
This one looks good.

The bottom falls out. Seeds splatter.

HEATHER
Rotten.

He holds up another one, oddly shaped.

HEATHER (cont'd)

Too weird.

Heather crouches down, checks out another candidate. Adrian moves closer, puts his hand on top of hers.

ADRIAN

(softly)

So. What do you think?

He looks at her, smiles warmly. Heather looks into his eyes, then her eyes move from his face, down his body...

HEATHER

Too small.

Ouch. She gets up and walks away. He catches up.

ADRIAN

So I suppose this place is some sort of gateway between dimensions? A place of unspeakable dark power?

HEATHER

Nah. I just thought it looked cool.

(beat)

Here. This one.

Heather is pointing at an impressive bright orange PUMPKIN. It grows straight out of a grave, its vines twist and snake over an Angel statue that towers above.

EXT. SHARON WOODS CEMETERY, FRONT GATE - LATER

THUNK! HEATHER'S DAGGER plunges into the pumpkin's orange flesh. Juice seeps. THUNK! SLASH! THUNK! SLICE! SLICE! More juice, more fleshy chunks. It's like a bizarre lobotomy.

WIDER to reveal a freshly carved JACK O'LANTERN, sitting in a pile of its own moist innards, it's vacant grin still unlit.

THE KIDS sit in a semi-circle with their backs to the gate, facing Heather and the Jack O'Lantern. They all seem a little spooked. A CIRCLE OF CANDLES has been lit around them.

HEATHER sits in front of the sacrificial Jack O'Lantern, deep in concentration.

HEATHER

Samhain, Father of Night, we humbly
summon thee.

She holds up a handful of stringy pumpkin guts. Adrian winks at her. She tries not to smile. She grabs the Indian Corn, the chicken feet, and a handful of candy and drops everything into the pumpkin.

HEATHER (cont'd)
...grant us permission to break the
barrier between night and day...

She lights a candle and the pumpkin's scowl glows to life.

HEATHER (cont'd)
...between life and death.

She holds the skeletal arm up high, and snaps it in half.

A WIND picks up. WHAM! THE GATE screeches and slams shut behind them. They all look around, hearts racing.

Heather removes one last item from her bag: A DIRT COVERED SHOEBOX tied with twine. She cuts the string with the dagger and opens the lid. She reaches in, about to lift up whatever's inside when--

A SCREAM fills the air, echoing from the surrounding woods. The kids turn around just as

STEVEN PIERCE slams against the other side of the gate. He's shirtless, panicking, begging for help. He yanks at the gate but it won't open.

STEVEN
Oh God, HELP ME!! PLEASE!!

The kids stare at him. He looks insane.

JIMMY
Don't let him in!

BRANDON
It's just Mr. Pierce.

STEVEN
PLEEEEEASE?!

JIMMY
Yeah, but look at him. He's lost it.
(yelling to Steven)
Nice try Mr. Pierce!

The kids roll their eyes and turn around.

In the background, Steven runs back into the forest.

Todd closes his eyes as Heather reaches into the shoebox and gently lifts up the decaying body of PATCHES THE CAT.

She places the cat inside the pumpkin, letting the body catch fire. The flame burns high and bright. The corpse smolders, smoke pouring from the Jack O'Lantern's mouth and eyes.

HEATHER

Spirits of night, of mist, of
moonlight, you who are seldom seen...

Thunder rumbles above.

HEATHER (cont'd)

...speak with us now on this holy
night, come to us this Halloween!

The wind howls. LIGHTNING SNAKES ACROSS THE SKY.

Heather is in a trance. Her eyes roll upward, revealing only stark white. She grabs the knife and raises her arms high. The others are getting nervous.

HEATHER (cont'd)

EFFICIUT DAEMONES, UT QUAE NON SUNT...

She slices her palm, letting the blood drip into the pumpkin.

JIMMY

Ew.

THE FLAMES SHOOT HIGHER. Todd is shaking with utter fear.

HEATHER

*...SIC TAMEN QUASI SINT, CONSPICIENDA
HOMINIBUS EXHIBEANT!*

HEATHER SHRIEKS AND STABS THE PUMPKIN WITH THE DAGGER--
THUNDER RUMBLES. A FIERCE WIND BLOWS OUT THE CANDLES.

TODD SCREAMS and bolts into the graveyard.

BRANDON

Hey, where's he going?!

HEATHER

Todd, come back! We're not finished!

He disappears into the tombstones. They look at each other, stunned.

JIMMY

So what now?

HEATHER

Brandon, you and Jimmy head right.
(to the twins)
You two head left. I'll go up the
middle. Scream if you find him!

They leave Adrian behind, standing clueless and useless.

ADRIAN

I'll...uh...wait here.

EXT. SHARON WOODS CEMETERY, ROW OF TOMBSTONES

JIMMY AND BRANDON creep through gravestones and pumpkins.
Jimmy checks over his shoulder, jumping at his own shadow.

EXT. SHARON WOODS CEMETERY, EDGE OF CORNFIELD

AMBER AND AUTUMN reach the end of the cemetery where THE
SCARECROW looms above, creaking in the wind.

EXT. SHARON WOODS CEMETERY, FRONT GATE - LATER

Adrian sits on a tombstone smoking a cigarette, bored and
pissed off. The sacrificial Jack O'Lantern smolders nearby.
He checks his watch, then gets up and looks into the dark
cemetery. It's quiet and still. No sign of the kids.

ADRIAN

(yelling)
Heather?! Anybody?

Adrian looks back at the gate, then at the graveyard-- torn.
He *could* just leave. Beat. He marches into the cemetery.

Behind him, A CAT darts between the tombstones.

EXT. SHARON WOODS CEMETERY, EDGE OF CORNFIELD - MOMENTS LATER

Adrian reaches the edge of the graveyard and looks up at THE
SCARECROW silhouetted against the moon. It's twisted body
dangles from the wooden beam.

ADRIAN

Heather?

He hears a small DRIP-- like rain hitting a leaf.

DRIP. Again. He looks at a CORNSTALK, sees liquid fall onto
one of the leaves. He reaches out, touches it, and rubs it
between his fingers. IT'S BLOOD. He sees more dripping from
the Scarecrow's arm.

ADRIAN (cont'd)

What the...

He looks closer at the scarecrow and realizes

IT'S TODD. His limp body dangles from the wooden beam like a ragdoll, swapped for the missing Scarecrow.

ADRIAN (cont'd)

JESUS CHRIST!

Adrian backs away, when THE CORNFIELD RUSTLES. He stares and listens, breathing hard, trying to look through the stalks.

It rustles again. The stalks tremble, sway, and BOOM! CRASH TOWARDS HIM LIKE A ROLLING TIDAL WAVE.

ADRIAN TURNS and runs back into the graveyard, SCREAMING.

EXT. SHARON WOODS CEMETERY - CONTINUOUS

As he bolts out of the cornstalks and into the cemetery he runs around the corner of a mausoleum and right into

JIMMY.

Tied to the front of an angel statue, his eyes wide open, his steaming innards spilled all over the ground. A lollipop drops from his mouth.

ADRIAN SHRIEKS like a girl and keeps running, speeding along the fence, watching as something in the corn follows, matching his speed. HE SCREAMS LOUDER, runs faster and FALLS-- INTO AN OPEN GRAVE.

EXT. SHARON WOODS CEMETERY, OPEN GRAVE

THUD. He lands in complete darkness.

ADRIAN

Ow.

CLICK, SPARK. He flicks on his lighter and sees

BRANDON. Propped up against the wall of the grave, throat slit. His costume soaked with blood.

ADRIAN SCREAMS and spins wildly, trying to climb up the side of the grave, clumps of dirt fall onto his face.

He sees a TREE ROOT dangling at the top. He JUMPS for it and misses. HE JUMPS AGAIN AND GRABS IT, strains to pull himself out-- almost there.

THE ROOT begins to stretch, ready to snap. Adrian is losing his grip, slowly sinking back into the darkness. He WHIMPERS.

A HAND LASHES OUT, grabs his arm. He looks up and SCREAMS.

IT'S HEATHER, trying to pull him up. She looks more frightened than he does.

EXT. SHARON WOODS CEMETERY, AMONG THE TOMBSTONES

She pulls him out of the grave and they collapse in a heap. Heather is trembling, crying, in shock. Blood stains cover her dress.

HEATHER

Dead! They're all dead! I tried...I tried to find Todd but he...HE got them! He got *all of them!*

Adrian grabs Heather, shakes her by the shoulders.

ADRIAN

WHO? Who got them?!

She doesn't answer. She just stares at him, MUMBLING. Then Adrian realizes she's not staring at him-- but ABOVE him.

HEATHER

He did.

Adrian turns around and sees

THE SCARECROW. Standing over them, seven feet tall, wielding a huge rusty SCYTHE like a Grim Reaper.

ADRIAN SCREAMS and stumbles back. He trips over a broken tombstone and WHAM! Hits his head against the base of a statue.

The last thing Adrian sees, blurry is:

HEATHER SHRIEKING as the scarecrow raises his blade and SWOOSH! Swings it down hard.

SMASH CUT TO:

BLACKNESS

And utter silence, for an uncomfortably long period of time.

And then CRICKETS, followed by VOICES over the black.

BRANDON (O.S.)
Is he dead?

HEATHER (O.S.)
Wishful thinking.
(gently)
Hey Adrian, rise and shine.

FADE IN:

EXT. SHARON WOODS CEMETERY

Adrian's eyes flutter open. He GROANS, trying to focus on the circle of faces around him. Indiscernible.

ADRIAN
UGH...I just had the worst nightm--

HIS VISION FOCUSES on the leering faces of TODD, JIMMY, BRANDON, AND HEATHER. They're ghoulish-- pale, bruised, and bloody. Jimmy's intestines are draped over his shoulders.

Adrian is laying against a headstone, eyes wide.

HEATHER
Boo.

ADRIAN SCREAMS. They all smile, holding back laughter.

ADRIAN
But you...you...and that SCARECROW--

His gawks, staring at something above their heads.

THE SCARECROW is rising behind them, it's giant blade poised to mow them down with a single swing.

Adrian starts crawling backwards, pointing. The kids turn and look at the imposing figure, unimpressed.

BRANDON
Oh no. Please don't kill us again.

JIMMY
Insert scream here.

CLANG! The Scarecrow DROPS ITS SCYTHER. Adrian drops his jaw.

The Scarecrow breaks in two, the UPPER BODY jumping off the legs. THE TOP HALF, torso and arms, toddles over. It reaches up, pulling off its hat and long overcoat. THE BOTTOM HALF drops the big baggy pants, revealing--

THE TWIN GIRLS, Autumn and Amber. Smiling.

ADRIAN

But I saw you...all of you, you were
DEAD!

The kids laugh and reach for their faces, slowly peeling back rubbery skin. Adrian watches, horrified and fascinated as their fake bloody wounds plop to the ground.

BRANDON

The look on his face is payment
enough.

Adrian picks up the wounds and gets a closer look. Feels the fake blood. Stretches the foam latex.

ADRIAN

You. Little. Shits.

Todd sticks out his tongue. Adrian is infuriated, but tries to keep from smiling.

HEATHER

So, how does your own medicine taste?

Brandon holds up one of the masks.

BRANDON

And show a little respect for my work!
You have to admit it's impressive.

Adrian is impressed, and his face shows it.

ADRIAN

What about all that dead cat crap?

Heather looks at Todd. He sulks and turns away.

HEATHER

(whispering)

That really happened. It was just too
good to leave out.

Adrian sighs and shakes his head.

ADRIAN

Do I need to say it?

They nod eagerly.

ADRIAN (cont'd)

Okay. You got me.

The kids laugh mischievously, savoring their revenge.

BRANDON

Finally! Can we go now? I still want
to egg Old Mr. Kreeg's.

Heather helps Adrian up. She brushes him off, picks a few
leaves from his hair, wipes a smudge of dirt from his face.

ADRIAN

I should tie you up and burn you at
the stake.

HEATHER

Kinky.

Adrian and Heather stare at each other, a million unspoken
words passing between them. He tries to go in for a kiss and--

She bends down and starts gathering up her stuff. He SIGHS,
then starts to help her. Heather looks around.

HEATHER (cont'd)

Where's Todd?

He's nowhere to be seen.

BRANDON

Maybe he had to piss.

Heather groans and hands the bag to Adrian.

HEATHER

Here. Finish up.

She heads off to look for Todd. Adrian watches her, more
enamoured than ever.

EXT. SHARON WOODS CEMETERY - AMONG THE TOMBSTONES

Heather marches through the graveyard, annoyed.

HEATHER

Todd? We're leaving!

She stops, suddenly noticing that she can't see more than a
few feet in front of her. A THICK FOG is building.

CRUNCH. Heather hears the sound and follows it. Rounding a
corner she catches a glimpse of:

TODD, sitting against the other side of a tombstone. CRUNCH!
It sounds like he's biting a lollipop.

HEATHER (cont'd)
Hey, let's go.

He doesn't reply.

EXT. SHARON WOODS CEMETERY, FRONT GATE

THE FOG creeps and rolls around the others. Adrian is putting candles and other items back into Heather's bag. He gets to the spot where the Jack O'Lantern should be.

IT'S GONE. So is the cat's body. Only the bony arm and some empty candy wrappers remain. Adrian bends over to get a closer look, and picks up the hand.

EXT. SHARON WOODS CEMETERY, BEHIND A TOMBSTONE

Heather nervously approaches Todd. The CRUNCHING gets louder.

HEATHER
Todd?

She walks around the tombstone AND TURNS WHITE AS A SHEET.

TODD is motionless, slumped against the tombstone. And sitting on his lap, is

PATCHES THE CAT. Alive. Licking the boy's face. The licking becomes nibbling, then full fledged BITING. CRUNCH. CRUNCH.

Heather starts to back away, about to vomit.

HEATHER (cont'd)
oh...god...

PATCHES looks at Heather, flesh dangling from its mouth. The cat is burned, decayed, bones visible through charred skin, eyes glowing a pale yellow. It HISSES.

EXT. SHARON WOODS CEMETERY, FRONT GATE

Adrian is holding the skeleton hand, inspecting it closely.

IT TWITCHES.

He drops it and is about to scream when--

HEATHER (O.S.)
ADRIIIIAAAAANNNN!!!

Heather is running towards them as fast as she can, disoriented in the fog. Adrian runs to meet her. She collapses in his arms. The others gawk.

ADRIAN

What's wrong?!?

HEATHER

(panicking)

I...I didn't think it would work...but
it did...it...came back...

ADRIAN

What came back?

MEOW. Behind them. They slowly turn around to see

PATCHES. Emerging from the fog bank, staring at them with its
glowing yellow eyes.

JIMMY

Patches? But...she's dead.

BRANDON

I think she still is.

They slowly start to back away, when the ground begins to
tremble. A wind picks up. The thick layer of leaves begins to
move... throbbing, undulating...as if something UNDER the
leaves is pushing its way out.

They stare, baffled, when they hear a MOAN. SOMETHING ELSE is
moving in the tombstones. The kids stare into the fog as A
PAIR OF YELLOW EYES stares back at them...followed by another
pair...and another...A GALLERY OF GLOWING EYES is slowly
moving closer.

THE KIDS WHIMPER, watching DOZENS OF FIGURES step out of the
fog and into the moonlight-- their rotten flesh dangling from
skeletal bodies, dressed in burial clothes from various time
periods, their bones intertwined with pumpkin vines and dirt.
It's a group of freshly raised ZOMBIES.

THE KIDS SCREAM and turn to run for the gate when THE GROUND
ERUPTS in front of them. Dirt and bones fly as dozens of
COFFINS shoot straight up from the ground, blocking their
way.

But Jimmy is too scared to stop running.

BRANDON (cont'd)

Jimmy!!

Just as he runs by, A COFFIN LID flies open and pale,
emaciated arms wrap around him. It's an undead GRANDMOTHER.
She smiles with swollen, purple lips, and hundreds of maggots
spill out.

Jimmy kicks and screams as she pulls him into the coffin and it sinks back into the Earth.

Heather and Adrian watch, horrified and helpless. Brandon is stammering. He grabs them and they start running, when he realizes.

ADRIAN

Where are the twins?!

EXT. CEMETERY

THE TWINS have already taken off, shrieking and jumping as arms and hands spring from the ground, clawing at their feet.

Amber spots A MAUSOLEUM up ahead and they dart toward it.

INT. MAUSOLEUM

WHAM! The girls slam the heavy metal door shut. They lean against it, panting, crying. It's dark and quiet. Beat.

BOOM! Something hits the other side of the door. The girls SCREAM and jump back. They can hear the creatures scratching at it, trying to get in, but the door holds firm.

BOUND. BOUNCE. BOUNCE. A small, dirty rubber ball rolls to their feet.

Amber and Autumn slowly turn around, staring at

A LITTLE GIRL. Or what's left of one. She steps into a shaft of moonlight, her once white burial dress now yellowed and tattered. She stares at the twins with sunken, milky eyes. In her arms, she cradles a writhing UNDEAD INFANT like a doll.

ANOTHER undead girl skips into the moonlight. And another. Followed by a little boy. Even more follow.

The girls back against the door, staring at a dozen undead children slowly coming lumbering toward them. Hungry.

THE TWINS SCREAM.

EXT. CEMETERY

Adrian, Heather, and Brandon dart and weave between the crypts and gravestones, but everywhere they turn, zombies of every size and shape are clawing their way to the surface, screeching and hissing as they vomit from the earth.

The creatures shuffle and crawl after them, toothless grins on putrid faces.

Some are so badly decomposed that they're little more than skeletons or torsos covered in mud and worms.

ADRIAN

This is the wrong way! We have to make it back to the gate.

Brandon checks over his shoulder-- and stops running.

BRANDON

Wait.

Heather and Adrian turn around. The zombies are at least fifty feet behind and not exactly gaining ground quickly.

BRANDON (cont'd)

Look.

He sees THE GATE in the distance, just past the creatures.

BRANDON (cont'd)

We can make a run for it.

HEATHER

But which way?

He points right down the middle, through a scattered group of the creatures.

ADRIAN

Are you insane?

BRANDON

Completely.

ARMS erupt at their feet. THEY SCREAM and take off, running as fast as they can back toward the gate-- straight into the crowd of zombies.

One tries to grab Adrian and he skillfully dodges it. Brandon ducks under the legs of another.

Heather isn't so lucky.

A creature grabs her by the hair and yanks her back. She SCREAMS, grabs its arm-- and it SNAPS OFF in her hand. They both look surprised. Beat. HEATHER SWINGS the arm like a bat and knocks the zombie's head clean off. She shrieks and starts to pummel the shit out of it when Adrian pulls her away.

ADRIAN

Come on!

BRANDON is almost past the creatures, when with lightning speed A SMALL ZOMBIE leaps from behind a tombstone and knocks him to the ground. BRANDON SCREAMS, stares up in horror at

TODD. Now one of them.

BRANDON

Todd! NO!

Todd hisses and tears into him like an animal. The other creatures sense the kill and join the party, creating a gap big enough for Heather and Adrian to safely run through.

Heather is about to run back for Brandon when Adrian grabs her.

ADRIAN

You can't help him!

EXT. CEMETERY, FRONT GATE

ADRIAN SLAMS INTO THE GATE and tries to push it open. It won't budge. Heather tries to help, still no use.

Behind them, the undead horde is getting closer.

Adrian looks down and sees a tangled mass of thick PUMPKIN VINES tying the gate shut.

ADRIAN

WHAT THE HELL?!?

He frantically tries to pull the vines off, but they struggle against him, wrapping tighter around the bars.

A SMALL FIGURE stands on the other side of the gate, watching from afar. Adrian spots him.

ADRIAN (cont'd)

HEY KID!!

IT'S SAM. Still in his orange PJs and flour sack mask, but the outfit is dirtied and stained, as if it was torn up and sewn back together. He cocks his head, watching curiously.

The kids SCREAM, reaching between the bars, waving for help.

ADRIAN AND HEATHER

Hey!...c'mon!...help us!...open the gate!...pleeeeeease!!!

Sam ignores their cries, watching them squirm as the zombies move closer. THE SACRIFICIAL JACK O' LANTERN sits at his feet.

Heather stares, realization floods her face.

HEATHER

Oh my God...no...

ADRIAN

What?!

HEATHER

The spell did work. It's *him*. HE CAME.

ADRIAN

Him who?!

She points at the masked stranger.

HEATHER

Him...Samhain.

Adrian doesn't want to believe it, but in his heart, he does.

HEATHER (cont'd)

And he brought friends.

Sam waves, then bends down and picks up the Jack O'Lantern. He gets one last look, then turns and walks into the woods.

The skeletal horde is almost on them. Patches purrs and rubs against one of their legs. The leg falls off.

Heather and Adrian turn around, shaking in terror, backs pressed against the fence.

MORE HANDS AND VINES emerge from the under their feet and wrap around their legs. They gaze at each other, teary-eyed, apologetic, full of unspoken emotion. Finally, they move closer, shut their eyes--

AND KISS

the silhouette of the creatures is only inches behind them.

CLOSE ON Heather and Adrian's hands as they squeeze each other tight.

SMASH CUT TO:

BLACKNESS

And the sound of a wet, fleshy, CRUNCH.

EXT. MAIN STREET, HALLOWEEN PARADE - NIGHT

WOOSH! A PLUME OF FIRE shoots across the sky.

The flame bursts from the mouth of a STILT-WALKER dressed as a fifteen-foot tall DEMONIC CLOWN. He LAUGHS maniacally and lumbers past throngs of costumed people, winding their way through the town's annual HALLOWEEN PARADE.

Onlookers LAUGH AND SCREAM as GIANT SKELETON PUPPETS soar high above. A LOCAL TV REPORTER and CAMERA MAN covering the celebration stand on the corner, surrounded by spectators.

A group of HOWLING GRIM REAPERS use bones to pound on massive drums that look like they're made from human skin. The rhythm is deafening.

We dart and weave through the crowd and into an ALLEY...

EXT. MAIN STREET, ALLEY - CONTINUOUS

It's dark and secluded, far from the street party. At the far end, two figures are locked in an embrace:

A TALL MAN IN BLACK wearing a long robe, and a YOUNG WOMAN dressed as LITTLE BO PEEP. They're kissing passionately.

She pulls back, revealing her striking features. She smiles at the man, who is still obscured by shadow (we never see his face). She goes in for another kiss. The man nudges her back, gentle but firm. She's surprised, but still intrigued.

BO PEEP

C'mon, this is why we came back here
isn't it?

No reply. He just BREATHEs deeply.

Bo Peep grabs his hand and delicately traces his finger around her lips. He INHALES, clearly aroused. She smiles, moves in for another kiss. He pushes her away, harder this time.

BO PEEP (cont'd)

(amused)

Okay...so you have intimacy issues.

Bo Peep slowly massages her hands over his chest, feeling his muscles. His breathing gets heavier. THE DRUMS from the parade echo faintly.

BO PEEP (cont'd)

Strong, silent type hmmm?

She moves down his arms, squeezes them.

THE DRUMS get closer...louder...

BO PEEP (cont'd)

C'mon.

The man lets out a slight EXHALE. She caresses his torso, slowly moving her hand past his belt, towards...

BO PEEP (cont'd)

Little Bo Peep lost her sheep and can't tell where to find them.

HE SHOVES HER AGAINST THE BRICK WALL.

BO PEEP (cont'd)

OW! Watch it asshole. I don't go for that rough shit!

He doesn't apologize. Doesn't reply. Just stands there, watching. Breathing.

BO PEEP (cont'd)

Screw this.

Bo Peep tries to move past him but he grabs her arm. She tries yanking it away, but stops.

He's delicately and seductively tracing his index finger along her bare skin. She relaxes. He gently brings the arm up to his lips and kisses it. She closes her eyes in ecstasy.

THE DRUMS POUND. STRONGER, FASTER.

He places small kisses along the length of her arm, moving towards her wrist. She closes her eyes, lets out a slight MOAN, enjoying the sensation.

THE DRUMS POUND.

Then, his gentle kissing slowly becoming a steady, prolonged, SUCKING. Her eyes spring open and she sees

HE'S BITING HER WRIST. A river of blood drips down her arm.

BO PEEP (cont'd)

Ewww!

THE SHADOWMAN HISSES, revealing GLISTENING FANGS drenched in her blood.

BO PEEP (cont'd)
JESUS CHRIST! GET THE FUCK OFF ME YOU
FREAK!

She swiftly PUNCHES him in the face. He keels over. She yanks free and bolts down the alley SCREAMING.

BO PEEP (cont'd)
SOMEBODY HELP ME!!!

But her cries are drowned out by THE THROBBING DRUMS.

She runs, splashing through puddles and garbage. She's almost at the end of the alley...just a few more feet. She can already see the backs of people watching the parade.

She glances over her shoulder and sees

NOTHING.

He's not following. In fact, he's completely gone.

THE DRUMS POUND.

She slows down, confused, breathing hard. She turns around, walking backwards when THE SHADOWMAN slowly and silently rises up BEHIND HER, blocking the alley exit. HE BREATHES, deep and heavy.

Bo Peep hears him. She closes her eyes, and slowly turns around, terror washing over her face. She looks up.

He seems impossibly huge, a massive shadow looming above, cape fluttering in the wind.

THE DRUMS POUND.

She whimpers, shaking her head, eyes brimming with tears.

BO PEEP (cont'd)
No...please...

HE HISSES. THE DRUMS POUND, louder and harder than ever. HE LUNGES, completely engulfing her in his long black cape.

SHE SCREAMS.

EXT. MAIN STREET, ALLEY ENTRANCE

LITTLE BO PEEP'S CRIES ECHO FROM THE ALLEY, blending with the HOWLS of the GRIM REAPERS and the pounding of their drums.

The crowd laughs and applauds.

EXT. MAIN STREET HALLOWEEN PARADE, DREXEL THEATER - LATER

The Shadowman walks among the crowd, when he suddenly stops...something has caught his eye:

LORI

stands in front the theater. She's on a cell phone, looking lost and overwhelmed, scanning the crowd for a familiar face.

LORI

C'mon Sara, pick up...

She hears the phone ringing, but no one answers. She hangs up, frustrated. All she can see are hundreds of people drinking and laughing, each and every one of them in costumes. Even the local cops have dressed up.

SOMEONE'S POV:

Moves quickly through the spectators, heading straight for Lori. It weaves around one person after another, GETTING CLOSER. Coming up right behind her...

LORI

is still looking at the crowd, oblivious. She jumps at the sight of A WOMAN DRESSED AS A DEAD BRIDE, then steps out of the path of a fat DEMONIC CHEF carrying a pot of human heads.

SOMEONE'S POV:

Now only a few feet behind Lori...

A NANNY pushes a baby carriage with an actual baby wearing little devil horns. She knows none of this is real, but Lori can barely hide her fear and revulsion.

Suddenly A SCALY, CLAWED HAND grabs Lori's shoulder. LORI SHRIEKS! Spins around to see--

SARA

Want some candy little girl?

Her older sister SARA, dressed as a sexy VAMPIRE, plus a skeletal rubber glove on one hand. Sara laughs.

Lori tries to catch her breath, clearly not amused.

LORI

Jesus, Sara. As if I'm not freaked out enou--

SARA SQUEALS AND HUGS LORI tight. Too tight.

LORI (cont'd)
Ow. Lungs. Air...please?

Sara lets go and steps back, still beaming.

SARA
Sorry, I'm just so excited for you.
It's your big night!

LORI
(unenthusiastic)
Yeah...big night.

They start walking. Sara stares at Lori's skimpy outfit, and can't help but look surprised and impressed.

SARA
And you certainly dressed the part.

LORI
Oh God, it doesn't scream Whore of
Babylon does it? Cause I could
change...

SARA
No! You look GREAT! You just don't
look like...you.

Lori seems a little offended.

SARA (cont'd)
I mean...nevermind. So where the heck
have you been? I've been waiting
forever.

Lori holds up the invite.

LORI
Well this little map wasn't much help.
It completely failed to point out the
roving gangs of drunken hicks.

SARA
I think the guys are kinda cute.

LORI
Yeah, so do their sisters.

They stop at a corner. Sara looks around as if trying to find someone.

SARA

Shit, where'd the rest of our little pack go?

Lori bites her lip, suddenly uneasy. Sara notices.

SARA (cont'd)

You're still not worried are you?

She doesn't answer, just looks away.

SARA (cont'd)

C'mon, time heals all wounds, right?

Lori holds up her arm and shows A SMALL SCAR-- a kid-sized bite mark.

LORI

If I could show you the emotional scars, I would. They were still calling me a runt a year ago.

SARA

Okay, most wounds. But they want to see you pull this off just as much as I do. Trust me.

Lori still looks apprehensive.

LORI

I don't know...is Samantha going to be there?

SARA

Of course. She's screwing Jeff.

Lori looks revolted.

SARA (cont'd)

I know, I don't want to picture what their litter is going to look like either.

(beat)

But listen, if they give you any shit, I'll send them running with their tails between their legs, okay?

Sara gives her sister a reassuring hug. Lori smiles, doing a pretty good job of hiding her apprehension.

LORI

Fine. But blood will be spilled if anyone calls me--

JEFF (O.S.)

RUNT!

Lori and Sara turn around to find a group of attractive twenty-something urbanites:

GRANT, a boy next door, is Sara's handsome fiancee and wears the duds of a BIG GAME HUNTER.

JEFF carries a small camcorder, videotaping everything. He's a big lug, dressed as a PIG and stands next to his girlfriend:

SAMANTHA, decked out in a skintight CAT COSTUME. She's the polar opposite of Lori-- tall and confident...a diva and not afraid to show it.

Lori doesn't seem especially thrilled to see them, especially Samantha, but goes along for the ride. Grant and Jeff gawk at Lori, stunned by her appearance.

GRANT

Only been a year, but damn...maybe I proposed to the wrong sister.

Lori blushes, surprised.

LORI

Oh, uh...thanks. I think.

Jeff pushes Grant out of the way and shoves the camera in Lori's face.

JEFF

SO! How's the Big Apple been treating ya?

LORI

It's big. Almost as big as you, Jeff.

Jeff aims his camcorder at Lori's breasts. Zooms in.

JEFF

Speaking of big...

SAMANTHA JABS JEFF in the ribs. She stares Lori down, figuratively and literally.

JEFF (cont'd)

OW!

SAMANTHA

So is that a costume or are you just a
wolf in slut's clothing?

LORI

It's a costume.

SAMANTHA

Make it yourself?

LORI

Um, yeah.

SAMANTHA

Thought so.

Lori looks a little hurt, not sure what she did to warrant
the jab. Sara steps in.

SARA

You know, we should probably get
going.

The group starts to walk through the parade, weaving through
a motley mix of mummies, trekkies, and superheroes. Lori
pulls Sara aside.

LORI

I told you.

SARA

You're doing fine. She's just playing
alpha dog.

Sara looks up at the FULL MOON above.

SARA (cont'd)

Besides, it's a full moon. It drives
everybody crazy.

Lori sighs and they walk away together. They walk right by:

THE SHADOWMAN

blending in with the crowd. He's only an arms-length away,
his cold stare focused on Lori. He follows the group as it
walks away.

EXT. MAIN STREET HALLOWEEN PARADE - LATER

Lori and the others make their way through the parade,
squeezing past floats and stepping over piles of trash and
fresh vomit. Lori is still jumpy.

She keeps falling behind the others, getting lost in the crowd, and rushing to catch up.

AN EXECUTIONER swings a severed head in front of Samantha's face. She coldly swats it away, clearly annoyed. Jeff videotapes the whole thing, but she pushes the camera away.

SAMANTHA

Christ, this town is like a post-apocalyptic nightmare.

JEFF

It's Halloween. It's *supposed* to be psychologically traumatizing.

SAMANTHA

Says WHO? I never got the whole fake blood thing. It's just so...tasteless. Much like the locals.

GRANT

At least they have the holiday spirit.

SAMANTHA

One of many contagious diseases, I'm sure. Why did our gracious host pick a fly-over state this year?

GRANT

Come on! It's the one night when nothing is quite what it seems-- when we can finally give into the call of the wild.

SAMANTHA

I think my call was a wrong number.

GRANT

Then just try to make the best of it.

SAMANTHA

I always do.

Lori bumps into someone and YELPS. She looks down at JIMMY, dressed as DEAD ELVIS. He grins at her like a little pervert.

JIMMY

Hey baby.

She sighs and walks away, clearly frazzled.

Samantha watches, picking up on Lori's growing unease. She thinks for a moment and smiles...

SAMANTHA

Did you guys know the murder rate
spikes on Halloween?

Lori snaps to attention.

SAMANTHA (cont'd)

Missing persons reports double. Animal
shelters won't even let people adopt
black cats because wannabe Satanists
try to sacrifice them.

(glares at Lori)

Then there's assault. Robbery.
Arson...

SARA

Okay Samantha.

SAMANTHA

Kidnapping.

SARA

We get it.

SAMANTHA

Rape.

SARA

ENOUGH!

It's too late. Samantha's prodding has done its job. Sara
glances at her sister, concerned. It's obvious Lori wishes
she could shrivel up and die. The group stops walking.

GRANT

And here we are.

EXT. MAIN STREET TOWN SQUARE - CONTINUOUS

Lori looks around and realizes they're standing in the middle
of the TOWN SQUARE. The others gather around her.

LORI

Oh crap, you know what? I think I left
part of my costume in the car, why
don't I run and--

SARA

(cuts her off)

Lori.

Sara shakes her head, disapprovingly. Lori sighs.

GRANT
Is she ready?

SARA
She's ready.

Grant pulls out a blindfold. Lori looks at it, nervous. The others circle around her like sharks.

GRANT
Lori, you know how this works.

LORI
I could use a refresher.

SARA
(trying to be helpful)
Just think of it as a scavenger hunt.

JEFF
In a strange town.

GRANT
On a strange night.

SAMANTHA
Alone.

GRANT
You have twenty minutes to do a simple job. Find *this* item...

He hands her AN ENVELOPE. Sealed.

GRANT (cont'd)
...and then just make it to our cozy little gathering in the woods.

He holds out his hand. Lori gives him her cell phone.

GRANT (cont'd)
Make it in time, and all the privileges of our private little club are yours. Don't, and...uh...

He looks at the others, but they just shrug.

GRANT (cont'd)
Well, you'll die old and lonely...or something bad. Real bad.

Lori looks at the envelope, twitching with anxiety. Sara pulls her aside, far enough to be out of earshot.

SARA

Listen, we can do this next year if you want. It's not a big deal. Maybe the gathering will be someplace less...

A SUPERHERO dressed in ratty long underwear strolls by, grinning at Sara and Lori with a mouthful of tobacco-stained teeth and a long shaggy mullet.

SARA (cont'd)

...rural.

Lori breathes deep, mustering courage.

LORI

Just go. Really. I need to do this.

SARA

(smiles)

Okay.

They walk back to the others.

LORI

Alright. Let's play.

MOMENTS LATER

Grant has wrapped the blindfold around Lori's eyes. She slowly begins counting.

LORI

One. Two. Three...

GRANT

Good luck kid.

LORI

Four. Five. Six...

JEFF

Yeah, seeya.

(quieter)

Wouldn't want to be ya.

LORI

Seven...

SAMANTHA

Don't show up empty handed. Runt.

Sara smiles one last time at her little sister, then walks off with the others.

LORI
Eight. Nine...

Lori removes the blind fold. Her friends are gone. She's completely alone in the center of town.

LORI (cont'd)
Poop.

She opens the envelope and removes a small slip of paper. Her jaw drops when she reads it.

LORI (cont'd)
WHAT?!

EXT. MAIN STREET - BUTCHER SHOP

THE SHADOWMAN stands in front of a BUTCHER SHOP, watching Lori. She looks disoriented and helpless. As she walks away, he starts to follow.

EXT. MAIN STREET HALLOWEEN PARADE - BUS STOP - LATER

Lori sits on a bench, stealing glances at a guy in an ape costume sitting next to her. She's doing her best to look seductive but her flirting is clumsy at best.

LORI
So does an 800 pound gorilla really sleep wherever he wants? *With* whoever he wants?

He doesn't reply. She inches closer, runs her fingers through the fur of his mask.

LORI (cont'd)
So, where do you keep your...

He slumps over, passed out drunk.

LORI (cont'd)
...bananas.

In the background, the Shadowman watches.

EXT. MAIN STREET, HALLOWEEN PARADE - STREET CORNER

Lori leans against a streetlamp, trying to look sexy. She smiles at various guys, but no one pays much attention.

Finally, A COP on the other side of the street sees her and does a doubletake. Lori smiles and winks at him. Licks her lips. Shows off her goods. He shakes his head and crosses the street. She sees that even he is wearing a small mask.

Lori primps herself, and just as she's about to say hello...

COP

Keep moving honey, nobody in this town is buying.

LORI

Wait...wha?

He gently nudges her back into the sea of people.

COP

You heard me, take the night off.

Lori realizes what he's thinking.

LORI

Oh no, officer, really...I was--

She's swept away into the parade, right past the Shadowman.

EXT. MAIN STREET, SIDEWALK - LATER

Lori turns a corner, glances over her shoulder one last time at the celebration. She sighs, discouraged, and keeps walking. WHAM! She SMACKS INTO A TALL FIGURE and jumps back.

LORI

Sorry. You scared the hell out of me.

The mystery man wears a LONG BLACK ROBE that obscures his face. He doesn't reply, but just breathes heavily under the hood. She tries to step past him.

He steps in front of her.

She tries to move around his other side. He blocks her again.

LORI (cont'd)

(trying to laugh it off)

Um, heh, just need to squeeze by.

Still no reply. Just more heavy BREATHING. Lori tenses.

Lori reaches into her purse, whips out a stun-gun. It CRACKS AND SPARKS to life, blue light reflecting on their faces.

The figure flinches.

FIGURE

WHOA! HEY!

He steps back and pulls off the mask, revealing a drunk COLLEGE KID underneath.

COLLEGE KID

I was only screwin' around! Really.
It's all good.

She puts the stun-gun back in her basket.

LORI

Oops. Got carried away.

COLLEGE KID

Yeah. Happy Halloween to you too.

He walks away. Lori thinks for a moment, gets an idea.

LORI

(calling out)

Hey, wait! Wanna go to a party?!

The kid ignores her and walks off. Lori sighs.

EXT. SHARON WOODS, ENTRANCE

Lori sulks to the entrance of the forest and pauses, rethinking what she's about to do. The path ahead is dark, barely lit by the full moon above.

LORI

Screw it.

She walks into the woods, leaves crunching under her feet.

EXT. SHARON WOODS, PATHWAY

AN OWL sits on a gnarled branch. It HOOTS, twists its head, watching Lori stroll down the dark path. It narrows and darkens as she heads deeper into the forest. She tries to keep herself calm, checking every shrub and tree. Crickets and creaking branches are the only sounds to comfort her.

Suddenly there's A NOISE ahead...small FOOTSTEPS, CRUNCHING LEAVES, and something being DRAGGED. It's getting closer.

Lori stops, trying to see what's coming.

THE FOOTSTEPS ARE CLOSER. She starts to back up when SAM steps out of the darkness and into a shaft of moonlight, dragging his bag behind him. He looks harmless enough.

Relieved, Lori sighs and keeps walking. As they approach each other, Sam suddenly stops. Lori looks down at him, puzzled.

LORI
Oh. Uh...hi.

He stares at her, then leans ever so slightly to the side and as if looking at something *behind* her in the distance.

Lori turns around, but doesn't see anything.

LORI (cont'd)
What is it?

Sam stares at Lori for a moment, then continues on his way.

Lori watches him leave, not quite sure what just happened. She keeps walking, listening to Sam's footsteps fading behind her.

Then, his footsteps stop. Lori glances over her shoulder--

Sam is gone.

Beat. She walks faster, more nervous than ever. The trees seem to get larger, swaying in the wind, their twisted arms reaching out for her. It's like she's stepped into a dark fairytale. She tries to calm herself...

LORI (cont'd)
(whispering to herself)
And when Little Red Riding hood was in
the dark forest on her way to
Grandmother's house, she met a Big Bad
Wolf...

There's a RUSTLE in the bushes. She jumps and picks up the pace.

LORI (cont'd)
(whispering to herself)
...and The Wolf said "Where are you
going little girl?" And Little Red
Riding Hood replied "To my Granny's to
bring her bread, and milk, and sausa-

From behind, Lori hears the CRUNCH of leaves and MORE FOOTSTEPS. She stops. So do the footsteps.

She turns and looks down the path. Nothing there. She keeps going, cautiously looking over her shoulder a few more times.

LORI (cont'd)
(whispering to herself)
...sausages. And the Wolf said "Why not let me taste some of your meat, to make sure it's good enough for your Grandmother." And Red said...

FOOTSTEPS again. She stops and turns around, listening. They're a distinct, heavy step, not little Sam's. They're getting closer.

LORI (cont'd)
(to herself)
...screw this.

Lori turns bolts down the path, looking back over her shoulder. Up ahead, the pathway splits:

TO THE LEFT-- the path veers into the woods.

TO THE RIGHT-- the path winds towards an old COVERED BRIDGE.

She heads for the bridge.

INT. COVERED BRIDGE - ENTRANCE

Lori dives into the bridge and crouches by the entrance, hiding in the shadows. She's PANTING, but trying to keep quiet. She catches her breath, listening for the footsteps, hears nothing. Beat. She SIGHS and stands.

Then, she hears it again-- the distinct CLICK-CLACK of hard soles on the pavement.

Lori slowly peers out at the pathway. She squints and sees:

THE SHADOWMAN. Drenched in black, approaching the fork in the road.

Her breath quickens. She pulls back into the bridge, just enough to stay hidden but still able to keep an eye on him.

He's getting closer to the fork.

Lori carefully inches further into the bridge, but THE FLOORBOARDS creak with every step. She stands perfectly still, never taking her eyes off the approaching stranger.

He stops at the fork, and looks down both paths. Deciding...

Suddenly, Lori feels something on her hand. She glances down and sees A HUGE SPIDER is slowly making its way up her arm.

She wants to scream but holds it in and closes her eyes tight.

A moment passes. She opens her eyes to see:

THE SHADOWMAN is gone. Not heading down either path, just plain gone. Lori looks puzzled.

She quickly swats the spider off her arm and CRUSHES IT.

Suddenly, she hears LAUGHTER. Faint and distant, echoing from the opposite end of the bridge. It sounds familiar and comforting. She walks a little further into the bridge, careful not to make too much noise, and sees it:

THE ORANGE GLOW of a fire in the woods far ahead.

EXT. COVERED BRIDGE - EXIT

Lori emerges from the bridge and stops. LOUD SCREAMS catch her attention. Startled, she looks down the path to see A BONFIRE burning in the distance. It's accompanied by CHITCHAT, LAUGHTER, and MUSIC.

LORI

Thank god.

She smiles, relieved. With her attention on the party, she doesn't see

THE SHADOWMAN emerging from the bridge behind her.

She gets ready to head for the party when she hears BREATHING. From behind. Steady and deep. So close that she can feel it on her neck.

A sense of dread washes over her. She turns around, and her eyes lock on The Shadowman looming above. She can't see his face but feels him staring at her. She's paralyzed, gawking.

Lori opens her mouth, but before she can make a sound SHE'S YANKED BACK INTO THE BRIDGE.

INT. COVERED BRIDGE

Lori is SLAMMED against a wall.

He presses against her, his gloved hand squeezing her throat, his face only inches from hers. He SNIFFS, lightly rubbing his nose against her skin and hair. She turns away, revolted.

SHADOWMAN

...and the wolf said, "What's in the basket little girl?"

He traces his hand over her body, moves down her arm towards her basket. He roots through the items, pulls out the STUN GUN.

He holds it up, presses the two buttons. It CRACKS AND POPS-- blue sparks briefly illuminating his face. He wears an ornate, black half mask that covers everything except his mouth. He smiles.

SHADOWMAN (cont'd)

Naughty.

He flings the stun gun against the wall, smashing it to pieces.

The Shadowman moves in close, when Lori sees FANGS. Sharp and bright white. The vampire variety.

SHADOWMAN (cont'd)

And Little Red Riding Hood said...

Beat. He waits for her to answer. She doesn't. He pushes her harder against the wall.

SHADOWMAN (cont'd)

AND RED RIDING HOOD SAID...

And then we see something different in Lori's eyes-- an odd spark...an idea...something wild.

SHE KISSES HIM. Deep and long. He pulls back, surprised.

SHADOWMAN (cont'd)

No...I don't think that's how it goes.

She bites his ear, hard and sexy...Lori is quickly getting aroused. So is he.

LORI

Let's skip to the end...when the Big Bad Wolf takes off his costume.

Beat. He looks at her, surprised.

LORI (cont'd)

Or are you afraid?

He's uncertain, not sure how to react.

LORI (cont'd)

Pleeease.

She kisses him again, and this time he gets into it too. Both are oddly turned on. Lori's face travels down his neck and to the neck of his robe. She bites down on a string and pulls.

His black robe drops to the ground.

Lori grabs his shirt and rips it open. He finishes taking off the rest himself. Finally, he grabs the edge of his mask and slowly lifts it off, revealing

STEVEN PIERCE.

Completely out of costume. He stares at her lustfully.

STEVEN

Boo.

Lori smiles, then passionately kisses him on the neck. He closes his eyes, enjoying the sensation, when

STEVEN (cont'd)

OW!

He throws her off and grabs his neck. A trickle of blood is dripping from a small bite mark. Lori chuckles.

LORI

Oops. Sorry.

He smiles back, but his expression slowly changes to confusion as Lori's mocking laughter gets louder.

LORI (cont'd)

You know, you're a very naughty boy.

STEVEN

What?

She closes her big blue eyes. Beat.

LORI

It's not safe to be out on Halloween
...without a costume.

She blinks wide, revealing BURNING GREEN EYES. A wolf's eyes. Her brow furrows. Bones crunch. She snarls and smiles with a mouth full of GLEAMING CANINE FANGS.

Steven gasps, stammering.

LORI (cont'd)

My my, what big eyes you have.

He steps back, horrified, yet can't tear his eyes away.

Lori takes a deep breath and MOANS, rubbing her hands over her body as it begins to tremble and CHANGE. She writhes in ecstasy as her arms and legs stretch. Hair grows. Clothes rip. Claws emerge where fingers once were. Lori throws her head back in a climactic SCREAM, and as she cries out, her scream becomes a piercing WOLF'S HOWL.

Terrified, Steven stumbles back and RUNS.

EXT. SHARON WOODS

He bolts into the woods, lost, disoriented and terrified-- stumbling between twisted trees and thick foliage.

EXT. COVERED BRIDGE - ENTRANCE

A HUGE BLACK SHAPE leaps from the mouth of the bridge and tears into the woods after Steven.

[note: we don't see the creature clearly until much later]

EXT. SHARON WOODS

TWIGS SNAP BEHIND HIM, followed by vicious snarls and snapping jaws-- the terrifying sounds of Lori quickly gaining.

HE SCREAMS and tries to run faster, but can't see anything clearly in the dark. He trips over tree stumps and ivy, his feet heavy with mud.

HUFF HUFF-- the creature is close enough that he can hear panting.

WHAM! HE SLAMS INTO SOMETHING BIG. He screams and looks up...it's just a tree. He keeps running.

HOWLING FILLS THE FOREST. A massive shadow leaps through the trees with lightning speed. THE HOWL is unlike anything we've heard before...a bizarre mix of a wolf's cry and human laughter.

A GIRL'S VOICE in the distance catches Steven's attention. He stops, trying to locate the voice.

VOICE (O.S.)
Samhain, Lord of the Dead, accept our
offering...

It's coming from A GATE in a clearing ahead.

EXT. SHARON WOODS CEMETERY - FRONT GATE

Steven slams against the gate and pulls at the bars, but it won't open. He looks into the cemetery and sees HEATHER sitting with the OTHER KIDS in a semi-circle with their backs to him. He frantically waves to them.

STEVEN

Oh God, HELP ME!! PLEASE!!

The kids turn and stare at him, but don't budge. They look annoyed, whispering to each other.

STEVEN (cont'd)

PLEEEEEASE?!

JIMMY

(yelling)

Nice try Mr. Pierce!

The kids roll their eyes and turn back around.

SOMETHING MOVES in the foliage behind him. Steven spins around, eyes darting, he can hear DEEP HEAVY BREATHING. He bolts back into the forest.

EXT. SHARON WOODS - CONTINUOUS

Thorns and branches slash his face as he staggers through the dark, running deeper into the forest. SNARLS echo behind him, getting closer with each second.

Then, something odd catches Steven's eye.

A CHILD, standing on a hilltop twenty feet away. Upon closer inspection, we see that it's Sam.

STEVEN

Help me!!

Sam waves, beckoning him closer-- *this way...hurry*. He scurries away, disappearing over the other side of the hill.

STEVEN (cont'd)

Wait!

Steven follows, climbing the hill. He reaches the top and looks down the other side to see

A BONFIRE surrounded by a loud, thumping party.

STEVEN (cont'd)

Thank God.

EXT. SHARON WOODS, FOREST CLEARING - BONFIRE PARTY

Steven runs from the trees and into the decadent celebration where twelve men and women lounge and dance around a BONFIRE, enjoying each other's company and each other's bodies.

STEVEN
HELP ME!!

He wildly grabs at the partygoers begging for help, but they just stare in shock and step out of his way. He looks insane.

STEVEN (cont'd)
Oh God...PLEEEASE!!

Steven spins, panicking...it's a blur of tribal music and shocked faces when

WHAM! He slams into SARA and GRANT, falling to their feet.

STEVEN (cont'd)
p-p-please...help me!

Sara kneels down, she seems startled and genuinely concerned.

SARA
What is it? What's wrong?!

He mutters, barely able to talk.

STEVEN
...w..w-w-werewolf...

SARA
(astonished)
What?

Grant shakes his head, laughing.

GRANT
Oh great.

A HOWL echoes in the forest. Grant's smile fades. The music stops. The partygoers stare into the trees.

STEVEN
We have to get out of
here...now...PLEASE!

He urgently tugs at Sara's arm, but no one moves.

STEVEN (cont'd)
COME ON!!

A WOMAN SCREAMS AS A MASSIVE SHAPE LEAPS FROM THE FOREST and lands in the the clearing. It's obscured by the fire, but Steven backs away. He knows what has come.

Strangely, the partygoers don't flee. They just murmur and step aside, clearing a path for:

LORI.

Finally completely visible from head to toe in werewolf form, she's both terrifying and beautiful. Slowly and gracefully stepping through the crowd on all fours, she heads straight for Steven and Sara. Sara smiles, relieved.

SARA

Lori.

Lori saunters up to her sister. Her demeanor is casual, almost playful. Sara gently strokes her fur.

SARA (cont'd)

You made it.

Steven gawks at her, then looks up at Grant.

GRANT

(mockingly)

Oh nooo! It's a werewolf!

Steven looks at the rest of the partygoers, who can barely contain their laughter. He's baffled...*what's wrong with these people?* He tries to crawl away but Sara firmly steps on his back with a CRUNCH.

SARA

Stop squirming.

Sara kneels down, affectionately pets Lori.

SARA (cont'd)

Good pick. A little skinny, but he'll do.

(gently whispering)

I'm so proud of you. We all are.

Lori whimpers a little, wags her tail. Sara stands up.

SARA (cont'd)

Well then, should we get started?

Lori looks at the others. They're smiling and nodding, faces full of admiration. Even Samantha looks surprised.

Jeff buries his face in her neck. She SQUEALS and they resume making out.

Steven is thrown. He stares at the crowd, snickering and whispering to each other. THUNDER rumbles above. LIGHTNING flashes. Leaves swirl in the howling wind.

ALL AROUND THE BONFIRE, a strange, almost sexual energy is building. The group writhes and moans. They caress and rub each other, ripping and clawing at their costumes, exposing naked and sweaty flesh. Suddenly, entwined arms and legs stretch and distend. Hair sprouts. Their LAUGHTER and VOICES meld into a guttural chorus of GROWLS. Then, all at once, they rear back and let out long, terrifying HOWLS.

THEY'RE ALL WEREWOLVES.

SAMANTHA AND JEFF are making out, but in their bestial forms. Then, all at once, the wild and unruly pack becomes eerily quiet. They slowly turn away from Steven to look at

SAM.

Sitting on a tree-stump, kicking his legs back and forth like an eager child. The werewolves bow slightly in supplication, and Sam nods his head in approval.

The pack turns back around and hungrily stares at Steven, but keeps its distance. This kill belongs to Lori.

Lori turns to Steven.

Tears stream down his cheeks. Lori slowly approaches, sniffs him, licks his tears. It's almost tender. Steven sits back, leaning against a tree, ready to die.

STEVEN

"All the better to eat you with."

He closes his eyes, and LORI POUNCES. The pack rears back and HOWLS with approval.

EXT. SKY - ABOVE SHARON WOODS

THE FULL MOON hovers above the treetops. Below, deep in the forest, STEVEN'S SCREAMS mix with the sound of LORI'S TRIUMPHANT HOWL.

EXT. KREEG HOUSE

THREE PAIRS OF TINY HANDS grip the bars of the front gate. ALEX, MATTHEW, and NATHAN, all around twelve years-old, stare at the dissheveled house with fear and awe. They're dressed as THE THREE STOOGES.

NATHAN
Maybe nobody's home.

THE WINDOW on the ground floor flickers with light of a T.V.

ALEX
Oh, he's home alright. Let's go.

EXT. KREEG HOUSE, FRONT YARD - MOMENTS LATER

Candy bags in tow, the boys head up the cobblestone walkway. The grass is almost as tall as they are. Weeds and debris combine with shadows to form strange, ominous shapes.

INT. KREEG HOUSE, WINDOW

SOMEONE'S POV

watches the kids approaching through a lace curtain. Alex looks at the window. The mystery stalker ducks out of sight.

EXT. KREEG HOUSE, FRONT PORCH

They reach the porch. The wooden floor is covered with leaves, newspapers, and old mail. They look up at the massive wooden door, then at each other, wondering what they've gotten themselves into.

MATTHEW
Let's just get it over with. Who wants to know...

Alex pounds on the door.

MATTHEW (cont'd)
...knock?

They get into position, bags raised high. Beat. No answer.

NATHAN
See! Nobody home. Let's--

A DEADBOLT CLICKS.

They stare at the door, eyes wide. Another CLICK...and another-- as if ten deadbolts are being unlocked.

Beat. Alex raises his bag high. He nudges Matthew. He and Nathan do the same.

The knob slowly turns. All three inhale deeply and--

ALEX, MATTHEW & NATHAN
TRICK OR TREAT, SMELL OUR FEET GIVE US
SOMETHIN' GOOD TO--

THE DOOR FLIES OPEN AND A ROBED FIGURE barrels out of the darkness, SCREECHING like a banshee.

ROBED FIGURE
GOOD TO EAT!!

SPLASH! The kids are hit with a gallon of THICK RED LIQUID, soaking them from head to toe like blood. THEY SCREAM, DROP THEIR BAGS, AND TAKE OFF BACK DOWN THE WALKWAY.

A SMALL AND FAST CREATURE with glowing red eyes and a demonic face tears out of the house, chasing after them.

EXT. KREEG HOUSE, PATHWAY - CONTINUOUS

All three are in tears, running as fast as they can for the safety of the gate. The creature is gaining, SNAPPING and GROWLING at Alex's heels. He's not so tough anymore.

ALEX
IT'S GONNA EAT ME! IT'S GONNA EAT ME!

Nathan and Matthew reach the other side of the gate.

NATHAN
DON'T LOOK BACK ALEX! DON'T LOOK BACK!

MATTHEW
C'MON, LET'S GO! LEAVE HIM!

Just as the creature is about to pounce, Alex dives through the gate. Nathan slams it shut, locking the little monster in the yard. They run down the street screaming, right past CHARLIE CORRIGAN, who watches them leave, baffled.

EXT. KREEG HOUSE, FRONT PORCH

The figure steps into the light, revealing OLD MR. KREEG. His "creature" scurries back up to the house and leaps into his arms.

Kreeg pulls off the creature's rubber mask, revealing SPITE, his hyperactive Jack Russell terrier. It licks his face and WHIMPERS. Kreeg puts his attack dog down. It grabs the mask in its jaws and scurries inside. Kreeg follows, and is about to shut the door when he spots:

THE CANDY BAGS, sitting on the porch.

Kreeg shuffles over and picks them up, sneering with contempt.

KREEG
I hate Halloween.

He slams the door shut.

INT. KREEG HOUSE, FOYER - MOMENTS LATER

Kreeg tosses two sacks on the floor next to the rusty bucket and drags the third sack with him into the living room.

INT. KREEG HOUSE, LIVING ROOM - CONTINUOUS

Like its owner, the inside of the house is withered and decayed. The dark, rundown home of a reclusive packrat.

Yellowed wallpaper peels from cracked and water-stained walls. Bottles of medicine and booze are scattered on a small table next to a large and worn out RECLINER. An oversized black and white TV sits on the floor.

Kreeg plops into the chair with the bag of candy and gets comfy. Spite hops up onto a smaller chair and curls into a ball. Kreeg sighs, happy to be alone again.

He punches the remote and the antique TV flickers to life. The black and white screen shows a REPORTER covering the TOWN HALLOWEEN PARADE. The camera pans across the crowd, CATCHING A BRIEF GLIMPSE OF LORI standing on a corner.

KREEG
Halloween crap.

He flips channels and finally lands on an old black and white horror movie.

Rummaging through the sack, he pulls out a small candybar, and takes a bite. Even the chocolate can't bring a smile to his face. He spits it out and puts what's left on the table.

He grabs a bottle of scotch and takes a swig, then pulls a smoldering cigarette from the overflowing ashtray and puffs away, his eyelids growing heavy in front of the the TV...

LATER

Kreeg and Spite are sound asleep in their chairs, snoring.

Outside, we hear the CREAK of the gate opening and SLAMMING shut. Spite perks up, growling at the window.

Kreeg's eyes flutter open and he watches as Spite hops out of his chair, scurries into the foyer and comes back carrying his Halloween mask. The old man realizes what's going on and turns off the TV.

KREEG
(mumbling)
Goddamn kids. Leave me the hell alone.

Spite jumps up and down wildly. Kreeg pulls himself out of his chair and shuffles to the window.

THROUGH THE WINDOW

The front gate swings loosely in the wind. It SCREECHES open and SLAMS shut, over and over again.

Kreeg sighs, a little relieved...until he hears GIGGLING coming from the front porch. Children giggling.

INT. KREEG HOUSE, KITCHEN - MOMENTS LATER

Kreeg puts the bucket in the sink and turns on the water. As it fills, he pours in the rest of the syrup, turning the water a sticky red. He thinks for a moment, then turns on the HOT water. Steam billows from the faucet.

INT. KREEG HOUSE, FOYER - MOMENTS LATER

Bucket in hand, Kreeg presses his ear to the front door. He can hear the floorboards creak and snot-nosed chanting:

CHILDREN (O.S.)
(singing)
*On this eve of unholy cries, beware
the cemetery for the dead shall rise.
Feed the spirits to keep them at bay,
and carve a pumpkin to light their
way...*

Spite quietly growls under his mask.

CHILDREN (O.S.) (cont'd)
(singing)
*Find a mask and wear it well, or your
soul will be dragged to hell...*

A KNOCK at the door. Kreeg steps back. ANOTHER KNOCK, heavier.

He unlocks the first deadbolt...CLICK...quickly followed by the rest. Outside, the children are getting louder...

CHILDREN (O.S.) (cont'd)
(singing)
ON THIS EVE OF FORCES UNSEEN, LOCK
YOUR DOORS AND CHECK YOUR CANDY,
TONIGHT IS HALLOWEEN--
TRICK OR TREAT!

KREEG FLINGS OPEN THE DOOR AND HURLS THE BUCKET OF HOT,
STICKY WATER. SPITE BARKS WILDLY.

The water splashes harmlessly onto the porch.

Nobody there.

EXT. KREEG HOUSE, FRONT PORCH - CONTINUOUS

Kreeg steps outside, confused and pissed. He listens, but only hears the wind. Grumbling to himself, he shuffles back inside. Spite is licking up the sweet puddle of water on the porch.

KREEG
Get in here.

Spite whines and scurries inside. Kreeg starts to close the door, but pokes his head out and looks around one more time. Still nothing. He sneers, then shuts and locks the door.

INT. KREEG HOUSE, LIVING ROOM

Kreeg is about to settle down into his chair when A SHADOW RUNS PAST THE WINDOW followed by more laughter. Spite barks. Kreeg nearly has a coronary.

KREEG
Damn it!

The old man parts the curtains and looks outside. WHAM! An EGG SPLATTERS against the window, hitting so hard the glass cracks. Fuming, Kreeg throws open the window and sees

THE SILHOUETTE OF A CHILD running towards the back of the house, disappearing around the corner.

INT. KREEG HOUSE, FOYER

Kreeg opens the closet and grabs an old wooden baseball bat. He holds it up, feeling the weight.

KREEG
(muttering)
Happy Halloween.

He waddles down a long hall towards THE BACK DOOR. Spite runs ahead, dives through a small DOGGIE DOOR and into the yard.

Kreeg slowly approaches the door and looks out the window. He sees Spite in the yard, chewing on something. He flips a light switch and unlocks the deadbolts and chains.

KREEG (cont'd)
Spite! Git your ass in here!

But the dog doesn't listen, he's too busy chewing on whatever he has in his mouth.

EXT. KREEG HOUSE, BACK YARD - MOMENTS LATER

Kreeg cautiously steps into the yard and walks up to Spite. The dog licks his chops, done with whatever he was eating.

KREEG
You finished fartin' around?

Spite wags his tail. Kreeg is about to head inside when he hears a faint YELP. He looks over the fence into the yard next door and something catches his eye.

He can see the top of someone's head poking out of what looks like a freshly dug grave.

KREEG (cont'd)
Who the hell is that?

No answer.

KREEG (cont'd)
I got an NRA membership in my pocket
and a shotgun in the closet, so get
out here before the coroner has to
drag you out in pieces!

Finally, STEVEN PIERCE pokes his head out and waves.

STEVEN
It's just me Mr. Kreeg!

KREEG
Well what in God's name are you doing
down there, Pierce? Hiding more
bodies?

SOMEONE'S POV:

Watches the two men from behind a bush. Kreeg and Steven continue chatting, but all we can hear is the stalker's faint, eerie breathing. It's child like. The stalker focuses on Kreeg and quietly giggles to itself...

BACK TO SCENE:

KREEG (cont'd)
And keep your kid outta my yard!

Steven looks puzzled. What the hell is he talking about?

EXT. KREEG HOUSE, BACK PORCH

Kreeg waddles onto the porch. Spite follows.

KREEG
(muttering to himself)
Goddamn freak.

STEVEN (O.S.)
Happy Halloween!

KREEG
Screw you!

INT. KREEG HOUSE, DOWNSTAIRS HALLWAY - CONTINUOUS

Kreeg slams the door, then turns the locks and fastens the chains. Safe and sound.

KNOCK KNOCK

at the FRONT DOOR. Kreeg turns and looks down the hall, thinks for a moment. Spite growls.

KNOCK KNOCK

Spite runs to the front door and crouches, ready to pounce.

EXT. KREEG HOUSE, FRONT PORCH

The door flies open and Kreeg storms out swinging the bat.

KREEG
GET THE HELL OFF MY PROP--

Kreeg stops dead in his tracks, his jaw drops.

DOZENS OF JACK O'LANTERNS are scattered around the porch. Their ghoulish faces glowing in the dark. GHOSTS made from ragged sheets sway in the trees. AN ENTIRE SCARECROW is planted in the yard, surrounded by more ripe pumpkins.

Spite whimpers.

KREEG RAGES, RAISES THE BAT AND STARTS SMASHING THE JACK O' LANTERNS. He raises the bat again when--

Spite BARKS.

Kreeg sees the dog looking inside the house. He follows Spite's gaze, looking down the hall to see

THE DOGGIE DOOR swinging back and forth, settling shut as if *something* just crawled through it.

Spite heads down the hall and stops, SNIFFING the air. Unafraid, Kreeg sneers and steps back inside the house.

INT. KREEG HOUSE, FOYER

Kreeg squints, listening carefully. Other than the heavy TICK of the grandfather clock, it's completely silent.

KREEG
(to himself)
Fee Fi Fo Fum.

He slowly steps into the hall. The floorboards CREAK. Small muddy FOOTPRINTS lead from the doggie door and up the stairs.

Spite growls at the the faint PITTER PATTERN of tiny feet upstairs. Kreeg looks up, following the sound. It stops.

Spite barks and runs up the stairs.

KREEG (cont'd)
Spite!

INT. KREEG HOUSE, STAIRWELL

Kreeg looks up the stairs. They ascend into pitch black. He flips a light switch. The bulb flickers for a split second and BURSTS. But in the brief flash of light, Kreeg catches a glimpse of a SMALL FIGURE darting across the upstairs hall.

He jumps and nearly drops the bat.

The electricity goes out all around the house. The stairwell is dark again. He listens for Spite, hears nothing.

KREEG
C'mere boy.

He whistles. It's only met with more silence. Then, the familiar sound of the dog's little feet running down the upstairs hall. Kreeg sighs, relieved.

SPITE YELPS IN PAIN.

KREEG (cont'd)

SPITE?!

No answer. Just the PITTER-PATTER of a child's feet and more eerie GIGGLING.

Kreeg gulps. He grips the bat tight, and slowly walks up the creaky stairs.

INT. KREEG HOUSE, UPSTAIRS HALL

Kreeg reaches the top and tries another light switch. No luck. Thunder rumbles outside. He breathes hard, feeling his way through the dark hall.

KREEG

(whispering)

...Spite?

He approaches TWO ROOMS on either side of the hall. A FAINT SCRATCHING from the room on the left catches his attention. Using the bat, Kreeg pushes open the door.

INT. KREEG HOUSE, GUEST BEDROOM

It's a dark guest room filled with old furniture, cardboard boxes, and a bed that hasn't been slept in for decades.

More scratching. From the closet.

Kreeg nervously approaches the door. Grabs the knob...and opens it. It's completely dark inside. And quiet. Beat.

SCREEEEEECH! Kreeg is hit by a SWARM OF RED EYES, WINGS, HANDS, AND GHOULISH FACES. He SCREAMS and falls to the ground, trying to fend off the attack.

He stops, recomposes himself, panting. Looks closer. The glowing eyes and leathery wings are only mechanical bats. They flutter a few more times and finally come to a stop. The ghoulish faces are just old masks and gloves that looked a lot more sinister in the dark. The cardboard box that fell from the closet is labeled "HALLOWEEN DECORATIONS".

Kreeg gets to his feet, embarrassed and angry.

INT. KREEG HOUSE, UPSTAIRS HALLWAY

He storms into the hall, flings open the other door, revealing:

A DINGY BATHROOM. Dirt-caked tub, rusty faucets and a toilet desperately in need of scrubbing. The showerhead DRIPS.

He heads toward one more room at the end of the hall, raising the bat as he approaches.

BEHIND HIM, the small mysterious figure tip-toes across the hallway, disappearing in the dark.

INT. KREEG HOUSE, MASTER BEDROOM

Kreeg slowly walks into the room, squinting. Bottles and pills are scattered on a nightstand next to an unmade bed.

KREEG

Spite?

THUNDER RUMBLES. LIGHTNING FLASHES, FILLING THE ROOM with bursts of light. Kreeg turns, horrified, staring at the wall.

"TRICK OR TREAT GIVE ME SOMETHING GOOD TO EAT" has been scrawled on the walls and ceiling in fresh, dark red blood.

HE SCREAMS and backs out of the room.

INT. KREEG HOUSE, UPSTAIRS HALL

Kreeg fumbles through the dark and down the stairs. He makes it about half way when HIS FEET SLIP and Kreeg tumbles end over end, until he hits the floor hard.

INT. KREEG HOUSE, STAIRWELL

Kreeg GROANS, looks at the stairs. They're covered in CANDY-- gum balls, candy corn, licorice, and lollipops.

He looks down the hall. A flickering orange glow fills the living room.

INT. KREEG HOUSE, LIVING ROOM

Kreeg painfully limps into the room and gasps.

A HUGE JACK O'LANTERN has been placed on the fireplace mantel. Its light casts a huge sadistic grin around the entire room.

AN OLD ROTARY PHONE sits on a table. He picks it up. DIALS 9...waits for it to rotate all the way around...then DIALS 1...and 1 again. An OPERATOR picks up.

911 OPERATOR (ON PHONE)
911, what is your emergency?

CLOSE ON: A PHONEJACK. A small hand reaches in and YANKS THE CORD out of the wall.

KREEG (INTO PHONE)
Yes I want to report--

CLICK. The line goes dead.

KREEG (INTO PHONE)(cont'd)
Hello? HELLO!?

LAUGHTER echoes through the house. Kreeg fumbles, drops the phone. He spins, holding the bat up, eyes darting.

WAIST-HIGH POV: running through the hall, around the corner, scurrying into the living room, coming up behind the old man

A BLURRY FIGURE runs by and SLICE! cuts a small gash in Kreeg's leg. Blood spurts. KREEG SCREAMS and collapses.

The shadowy figure scampers away, disappearing into a corner of the room.

He grabs the gaping wound. It's bleeding badly, soaking into his pajamas. Still, he grits his teeth, and tries to stand, but that familiar GIGGLE stops him in his tracks.

Kreeg looks over and sees TWO SMALL FEET dangling off the edge of his recliner, too short to reach the ground. They kick back and forth, childlike.

KREEG (cont'd)
Who the hell are you?!

The mystery guest hops off the chair, stands...and finally turns to face him.

SAM.

Dressed in his orange pajamas and flour sack mask with button eyes and crooked grin. Standing in front of the Jack O'Lantern, the resemblance is uncanny.

Kreeg stares at the "child", shocked. Sam is hiding something behind his back.

KREEG GASPS as Sam slowly reaches around and brings out A CHOCOLATE BAR in a red wrapper. Thick and half-eaten.

Kreeg relaxes a little.

Sam looks at the candybar, then reaches up and pulls the wrapper back further-- revealing A RAZOR BLADE stuck into the creamy caramel center. It's covered in blood. Kreeg's blood. Sam looks at the blade, then at the old man. He GIGGLES.

Kreeg tries to make a break for the front door but falls again. Sam skips towards him, making playful stabbing motions with the candy razor. His voice is raspy and demonic, with a hint of childish glee.

SAM

Trick or treeeat, triiick or treat,
give me something...

Kreeg tries to stand, using the bat for support. Sam toddles over and KICKS THE BAT out from under him. Kreeg collapses. The trick-or-treater raises his blade!

SAM (cont'd)

...good to eat!

Sam swings his blade just as Kreeg swings the bat, hitting Sam in the face. SAM SCREECHES and falls to the ground. His candy bar slides across the floor.

Sam rolls around in pain, holding his head. He SCREECHES more like an animal than a child.

Kreeg stands, using the bat like a cane. Sam sits up just as WHAM! Kreeg hits him again, sending the trick-or-treater flying across the room.

Kreeg limps as fast as he can into the foyer.

INT. KREEG HOUSE, FOYER - CONTINUOUS

He fumbles with the locks CLICK, CLICK...just a few more to go. He pants and wheezes, looks over his shoulder and sees

SAM IS GONE.

He turns back to the door, twists the final lock, grabs the doorknob and PULLS. The door doesn't budge. He pulls again, no use. He looks through a peephole and sees:

LONG, THICK PUMPKIN VINES stretching from a porch column to the doorknob outside, holding it tight.

MORE GIGGLING.

Kreeg presses his back to the door, glancing around the foyer for his three foot stalker. There's no sign of him. He puts the bat down, inches over to the hall closet, opens it.

He fumbles around the closet, finally pulling out a SHOTGUN. He opens the barrel. It's loaded. He cocks it, then grabs a few more shells from a box on the top shelf and puts them into his robe pocket.

INT. KREEG HOUSE, DOWNSTAIRS HALLWAY

Kreeg slowly heads down the long hall toward the back door, gun raised, checking corners.

He's shaking, finger on the trigger. Lightning FLASHES. He spots something in the corner AND FIRES!

A charred COAT RACK falls to the ground, smoking.

KREEG

Shit.

He cocks the gun again, and inches closer to the door. He looks around and unlocks one deadbolt. Lightning FLASHES. Then, GIGGLING again. Kreeg spins, raises the gun-- but there's nothing there.

But, above Kreeg's head...SOMETHING is scurrying across the ceiling. It's too dark to see exactly what.

LIGHTNING FLASHES, illuminating SAM crawling on the ceiling like a spider. He scurries directly over the old man, staring down at his prey.

Kreeg turns another lock, when he hears A FAINT SNICKER. He looks around, but can't find the source. Finally, he realizes it's coming from above. He slowly looks up, just as

SCREEECH! SAM LAUNCHES DOWN FROM THE CEILING!

WHAM! He lands on Kreeg's back, nearly knocking him over. Kreeg drops the gun, and SCREAMS. Sam CACKLES, riding piggy-back, digging his hands into the old man's face.

Kreeg falls back, SMASHES Sam against the wall. He still hangs on tight. Kreeg wobbles and falls against THE WINDOW. Sam continues to choke and claw, CACKLING LIKE MAD.

Finally, Kreeg grabs Sam's arms and THROWS him across the hall. CRASH! Sam hits a mirror and falls to the floor.

Kreeg dashes for the window. He tries to open it, but it won't budge. He looks outside and spots STEVEN PIERCE about to walk into his house.

KREEG YELLS, furiously pounds on the glass.

KREEG (cont'd)
PIERCE!! PIERCE!! OVER HERE!!

Steven suddenly stops and looks at the old man.

KREEG (cont'd)
HELP ME GODDAMN YOU!!

Steven stares, not sure what to do. Beat. He ignores Kreeg and heads inside.

SCREEECCH!! SAM LEAPS and knocks Kreeg to the floor. He sits on top of the old man and WAILS ON HIM.

Struggling to fight back, Kreeg GRABS SAM'S MASK and PULLS. The seams tear as Sam continues to punch and SCREECH. Kreeg yanks the mask harder and it finally RIPS OFF, plopping to the floor. The old man stares in horror at

SAM'S FACE.

A demonic visage not so different than the mask, it resembles a Jack O'Lantern made of flesh and bone: pale, veiny skin, sunken black eyes, a skeletal nose, and a permanent grin filled with razor sharp teeth.

KREEG SCREAMS. Sam throws his head back, LAUGHING.

SAM
(shrieking)
Trick or treat, trick or treat, give
me something good to eat! TRICK OR
TREAT! TRICK OR TREAT! TRICK OR TREAT!

Kreeg uses the moment and shoves the demon off his chest. Sam falls to the side.

Kreeg reaches for the shotgun.

Sam quickly leaps to his feet and grabs Kreeg's left leg! The old man grabs the gun, fumbling with it.

Sam opens his jaws AND BITES DOWN HARD-- KACHUNK! Dozens of sharp teeth sink into the old man's flesh. KREEG SCREAMS as Sam tears into his leg, chewing and shaking like a wild dog. Suddenly, Sam stops and looks up.

THE SHOTGUN BARREL is pressed against his skeletal nose. Kreeg glares at the demon from the other end-- and smiles.

SAM WHIMPERS. BOOM! HE'S BLOWN DOWN THE HALLWAY, SHRIEKING. His body slides and hits a wall with a THUD.

Sam convulses and twitches for a few seconds, then stops.

Kreeg sits up, panting. He looks down the hall at the motionless body, still smoking and sizzling. He picks up the mask sitting next to him, and painfully stands.

He limps down the hall, gun raised, never taking his eyes off the body.

Kreeg stands over the corpse. Half of Sam's monstrous face has been blown away. Instead of red blood, his innards are a mix of stringy orange pumpkin guts, seeds, and thick black blood.

Kreeg tosses the mask to the ground and spits on the remains. He takes two shells from his robe pocket and reloads the gun.

KREEG

Trick...

He fires. BOOM! Chunks of Sam fly.

KREEG (cont'd)

...or Treat.

BOOM! Sam's right hand is blown into the living room.

The smoke clears. Pieces of flesh and seeds drip from the wall. The head and torso are nearly severed.

Kreeg nudges the body with the gun muzzle.

KREEG (cont'd)

Get up.

It doesn't move.

KREEG (cont'd)

GET UP!

It just sizzles. Exhausted, Kreeg sighs and limps into the living room.

INT. KREEG HOUSE, LIVING ROOM - CONTINUOUS

Just as Kreeg enters the room, he hears SKITTERING, like a rat running across the floor. He jumps and whirls around, looks back into the hall.

SAM'S BODY is still there, lying in a heap, motionless.

MORE SKITTERING. He spins, trying to find the noise.

THUNK!

KREEG LETS OUT AN AGONIZING SCREAM! He looks down and sees:

SAM'S SEVERED HAND gripping the razor candybar, TWISTING IT deep into his foot.

He kicks the hand across the room. It hits a wall and flops to the ground, still holding the candybar.

Kreeg sinks to the floor and grabs his foot, trying to stop the bleeding.

ACROSS THE ROOM, Sam's tiny hand twitches.

Kreeg watches as it flips itself over, grabs the candybar, and scurries towards Sam's body. Pumpkin-like veins drag behind it like an obscene tail.

KREEG

You gotta be kiddin me.

INT. KREEG HOUSE, HALLWAY - CONTINUOUS

The hand taps the steaming corpse like it's trying to wake up a friend. Beat. Sam doesn't respond.

The hand taps the body again, and SAM TWITCHES. He slowly sits up like a child waking from a nap.

Sam blinks and stretches. He sees his hand and smiles. It waves to him, then crawls up his chest, over his shoulder, and reattaches itself at the end of the right arm. Good as new.

The imp grabs his torn mask and pulls it back on. It only covers a portion of his face, and as he smiles we see his gleaming, sharp teeth are still in tact.

INT. KREEG HOUSE, LIVING ROOM

KREEG SHRIEKS and struggles to crawl across the living room. He's bleeding badly.

SAM SLOWLY STANDS. Most of the little demon's body has been blasted to bits, leaving a skeleton wearing burned and tattered orange pajamas. Stringy, moist organs dangle and writhe from twisted bones. He cocks his head to the side, and eerily waves at Kreeg-- *hello there*.

Kreeg whimpers, inching further back towards his chair, desperately looking for something he can use as a weapon.

Sam bends over and picks up his candy razor. He licks the blade, cleaning melted chocolate off the sharp edge. He takes an awkward step forward, slowly walking towards the old man.

SAM
trrrrick orr treeeeat.

Kreeg is sandwiched between the chairs, next to the small table. He's too weak to move any further.

KREEG
N-n-no...please

SAM HOBBLER CLOSER, licking his blade. Black blood drips onto the floor with each step. He's savoring the moment.

Kreeg looks up and sees THE SCOTCH BOTTLE on top of the table, sitting next to the candy.

Sam is getting closer...

KREEG KICKS THE TABLE. The bottle wobbles. A few pieces of candy fall to the floor...

SAM IS CLOSER... THUNDER RUMBLES outside.

Kreeg kicks the table again! The bottle wobbles more, almost tipping over.

THE HALF-EATEN CANDYBAR falls onto Kreeg's chest. HE SCREAMS, summons all of his strength, and kicks the table as hard as he can.

SAM
give meeee...

THE BOTTLE FALLS TO THE FLOOR AND SMASHES!

SAM (cont'd)
sssomething...

Sam stands over the old man.

SAM (cont'd)
good to eeeeat.

He raises the blade, ready to strike.

Kreeg grabs the broken bottle and thrusts a jagged edge at Sam's face. It's an inch from his eye when SAM GRABS KREEG'S HAND.

The demon looks at the bottle, looks at Kreeg. Beat.

CRUNCH! HE SNAPS THE OLD MAN'S WRIST BACK. Kreeg cries out, holding his hand. He tries to crawl back further, but it's no use. He's done for.

Sam slowly raises the blade high above his head. The demon smiles, his sick grin growing even wider.

SAM (cont'd)
Gooood tooo eat...

Kreeg closes his eyes, ready to die.

THUNDER POUNDS! LIGHTNING FLASHES! SAM SWINGS DOWN, JAMMING THE BLADE INTO KREEG'S CHEST!

CRUNCH! KREEG WINCES.

Sam stares as Old Mr. Kreeg exhales a dying breath, his eyes close. Outside, the thunder fades.

It's quiet. The grandfather clock ticks away. Beat.

KREEG'S EYES flutter open. Very much not dead. Confused, he looks down and sees:

SAM'S BLADE, stuck deep into the HALF-EATEN CANDY BAR that fell onto Kreeg's chest. Sam pulls the knife back, the candy bar hangs off the tip of the blade.

Kreeg feels his chest. No blood. No wound. He nervously looks up at Sam, careful not to move too quickly.

The demon inspects the candy bar. Sniffs it. Takes a small nibble. It CRUNCHES. He takes another bite...and smiles.

SAM (cont'd)
ssssomething gooood to eat.

Sam backs off, munching on the candy bar. Kreeg smiles, almost laughing.

Sam walks toward the foyer. THE DOOR SWINGS OPEN. Wind howls, blowing leaves into the house.

He starts to leave but stops and turns around, glaring at Kreeg. His black eyes narrow. Kreeg stares back at the demon and something passes between them. Beat. Sam takes another bite, walks out, and the door slams shut.

WIDE ON THE LIVING ROOM. Kreeg closes his eye and sighs-- exhausted and relieved.

FADE TO BLACK.

SUPER TITLES: LATER THAT NIGHT

EXT. KREEG HOUSE, FRONT PORCH - NIGHT

THREE LITTLE GIRLS dressed as the Three Little Pigs nervously stand on Kreeg's porch. One KNOCKS. They glance at each other thinking of turning back. Suddenly--

THE DEADBOLT CLICKS. Followed by several more. The girls raise their bags.

LITTLE PIGS

Trick or treat, smell our feet, give us something--

THE DOOR FLIES OPEN!

KREEG

GOOD TO EAT!!

THE GIRLS SCREAM, but instead of being hit with a bucket full of sticky red water, they're showered with CANDY. Chocolate bars, candy corn, gum balls...EVERYTHING.

Kreeg limps onto the porch. One arm is in a sling while bandages cover other various wounds. The girls stare at him, then at the treats scattered on the porch. Speechless. Beat. They giggle like mad and start grabbing handfuls of candy.

LITTLE GIRL

Thanks Mister Kreeg!

They take off. As Kreeg watches the girls leave, a faint smile creeps across his face.

EXT. KREEG HOUSE, FRONT YARD

WIDER ON THE HOUSE. Still covered in the Halloween decorations Sam left earlier-- jack o'lanterns, ghosts, even a scarecrow.

EXT. SUBURBAN STREET

THE SIDEWALKS are filled with trick-or-treaters heading home for the night, including some familiar faces:

HEATHER, ADRIAN, JIMMY, BRANDON, TODD, and THE TWINS shuffle by. Upon closer inspection, we realize they're still dead, but freshly risen and roaming the streets, blending in with all the other costumed ghouls. Heather and Adrian are holding each other's hands.

ANOTHER FIGURE shuffles by. It's CHARLIE CORRIGAN. He's missing his head, but sitting in its place is a GLOWING JACK O'LANTERN.

A CHILD RUNS BY and bumps into the undead bully. The Jack O'Lantern falls from Charlie's shoulders and SMASHES on the pavement. He wanders aimlessly, trying to pick up the pieces.

And somewhere in the distance, A PACK OF WOLVES HOWLS.

EXT. KREEG HOUSE, FRONT PORCH

Kreeg turns to go back inside-- but stops. He looks back at the street and sees someone standing by a tree in front of his house.

Kreeg squints, looks closer...and recognizes the stranger is SAM, standing perfectly still in the dark...watching him.

Kreeg's smile fades. The two stare at each other for a moment, like two gunslingers at a duel. Leaves drift by.

Finally, Kreeg awkwardly raises his hand-- and waves.

EXT. SUBURBAN STREET

Beat. Sam nods. A gesture of acknowledgment or respect between two former adversaries, we're not really sure.

Suddenly, LAUGHTER catches Sam's attention. He turns around and looks across the street.

ACROSS THE STREET

A young couple approaches their front gate, a little drunk from the night's festivities. The wife, EMMA, is dressed as The Bride of Frankenstein, while her husband HENRY is a mad scientist. Emma bends down to blow out a JACK O'LANTERN sitting by the gate, but Henry stops her.

HENRY
Whoa. Not yet.

EMMA

What?

HENRY

It's one of the rules. You need to keep them lit.

She rolls her eyes, checks her watch, smiles a drunken smile.

EMMA

I'm lit. You're lit. But our friends here...

She blows out the jack o'lanterns.

EMMA (cont'd)

...their night is over.

As the couple walks into their yard, we finally see that it is the same yellow house from the opening of the film.

SAM watches Henry and Emma for a moment, then strolls across the street...

...and we know what happens next.

EXT. KREEG HOUSE, FRONT PORCH

Kreeg watches Sam leave and shuffles back inside.

INT. KREEG HOUSE, FOYER

He's about to limp into the living room when there's ANOTHER KNOCK at the door. He jumps, caught off guard, but smiles and grabs a bowl of candy.

EXT. KREEG HOUSE, FRONT PORCH

The door opens and Kreeg pokes his head out, eyes full of anticipation. But his glee gives way to confusion. It's--

BILLY PIERCE. The boy next door. Son of a serial killer. He stares up with a cold and emotionless face, dressed exactly like his late father: khakis, a plain brown tie-- a few tiny spots of fresh blood are soaked into his white dress shirt.

Kreeg looks concerned, possibly even afraid.

Billy holds up his bag.

BILLY
Trick or treat.

CUT TO:

THE GLOWING FACE OF A JACK O'LANTERN.

PUSH IN on its evil, orange scowl. Closer...until the jack o'lantern fills the frame. Suddenly, the wind picks up. The flame flickers...and finally--

CUT TO BLACK.

THE END