

THE MASK

Revised Screenplay by
Mark Verheiden

Mark Verheiden



1 EXT. HAITIAN JUNGLE ROAD - NIGHT

A full moon hangs in the black sky. PAN DOWN as we HEAR the WHAM BAM BAM of a car going over deep ruts. The flickering HEADLIGHTS of a battered YELLOW CAB stab through the night, casting eerie, shifting shadows over the jungle foliage.

ANGLE - YELLOW CAB

The driver, CALEB, is a gangly black man with the desperate look of someone who will do practically anything for money. His sarcastic "fare" is MITCH GALLAGHER, a sweat-drenched American who wouldn't seem out of place conducting a cockfight.

The cab's shocks are long gone; each new bump is a bone-jarring, body-slamming CRUNCH. Mitch winces with each fresh impact, nursing a flask of hard liquor.

MITCH

How much further?

Despite his grungy appearance, Caleb speaks with the practiced cadence of a Haitian mystic.

CALEB

That which you desire is not easily found, Mr. Gallagher. Some say it should never be found.

MITCH

That's what they said about Donny Osmond.

(gulps drink)

Fuck 'em.

CALEB

A man without fear is a man in love with death itself.

MITCH

--and save the "cola nuts" routine for the bwanas. I'm not buying.

CALEB

(suddenly urban)

Half a million tourists in Haiti and I get Indiana-fucking-Jones--

Without warning, Caleb JAMS on the brakes and the cab SKIDS to a stop in a cloud of moonlit dust.

Head wedged against the dashboard, Mitch throws Caleb a withering stare.

(CONTINUED)

1 CONTINUED:

CALEB
(did it on purpose)
Whew. Made it.

With the motor off, the SOUNDS of the jungle are suddenly loud and oppressive. In the far distance, we HEAR the low throb of JUNGLE DRUMS.

Gallagher slides outside, "suiting up" for the expedition. He grabs a revolver, a machete and, finally, a small, "mask size" cloth bag from the back seat of the cab.

Caleb, meanwhile, doesn't budge from the driver's seat.

MITCH
Alright. Let's go.

CALEB
I'm not going anywhere!

MITCH
What are you talking about?

CALEB
I was paid to guide, chief.

He wiggles his finger toward the jungle.

CALEB
It's that way.

Caleb switches on the car radio, settling back for a nap. Mitch hesitates-- should he force the issue?

MITCH
Alright. Wait for me. If I'm not back in an hour-- wait another hour.

2 EXT. SHADOWY HAITIAN JUNGLE - DUSK

Mitch makes his way into the thick jungle growth, hacking through the underbrush with his machete.

MITCH
"Visit beautiful, exciting Haiti."-
She-sus!
(hack!)
I'd rather be surfing the friggin'
Love Canal.

(CONTINUED)

2 CONTINUED:

As the VOODOO DRUMS grow LOUDER, we SEE a flickering red/orange halo rising from the dark jungle. Sweating and tense, Mitch drops to his stomach and crawls to the edge of a clearing. His eyes go wide as he sees--

3 EXT. JUNGLE CLEARING - NIGHT

--a dark VOODOO CEREMONY in full swing. A Priest named HUNGAN stands rigid in front of the flaming pyre, a strange CEREMONIAL MASK resting on a raised dais just below his waist. He is surrounded by undulating followers who seem hypnotized by the eerie spectacle.

A second man, LaPLACE, dances in front of Hungan, swinging a gleaming machete in dangerous arcs over Hungan's head. The blade glitters orange-white in the firelight as the DRUM SOUND builds in intensity.

LaPlace's voice is low, guttural. His eyes roll back as he sways to the powerful music.

LAPLACE
Louder--
(drums grow louder)
--LOUDER--!

One of LaPlace's followers reaches back and cranks the volume on a giant GHETTO BLASTER. Now it's loud.

Hungan lifts the Mask tenuously to his face. LaPlace circles, spinning the machete blade with lethal intensity. When the mask touches Hungan's flesh--

ANGLE - MITCH

--Mitch's eyes bulge with disbelief.

ANGLE - CLEARING

Hungan's eyes bulge as well, but obscenely, impossibly-- the mask MELTS into his flesh, wood and paint merging with skin and bone. Hungan is becoming more than a man, something different, something new--

--the MASK.

As if on cue, LaPlace's blade swings down in a broad arc--

(CONTINUED)

3 CONTINUED:

ANGLE - MITCH

MITCH
(wincing)
Ouch!

ANGLE - CLEARING

LaPlace's machete HACKS through Hungan's neck, sending the severed head to the ground. Eyes dead and glassy, tongue lolling awkwardly, the head sits bloody at the foot of the fire. Hungan's headless body drops to it's knees, like a puppet without it's strings.

All sound stops save the CRACKLE of the fire. The voodoo celebrants watch with trembling anticipation. From the jungle, we HEAR the delicate "HOO HOO" of an owl. The quiet is thick, oppressive.

VOODOO CELEBRANT
(mocking the drums)
Boombaboombaboombullshit! I told
you this wouldn't work--
(pause)
--dammit, Ruth, I'm going back
to the hotel!

✓
are there
owls in Haiti?

As the "doubting Thomas" turns away, the woman next to him SCREAMS in horror. Hungan's severed head suddenly ROLLS OVER, eyes wide and conscious, tongue wagging with sick glee.

Hungan's body snaps back to life, groping blindly for the head.

ANGLE - MITCH

MITCH
Jesus-- it's real.

ANGLE - CLEARING

In the dancing orange light, we only catch GLIMPSES of Hungan's transformed face. The clearing is a nightmarish swirl of fire and smoke and flesh.

Head and body "reunited", Hungan/Mask LEAPS in front of the fire, screaming incoherently. He JAMS a handful of leaves into his mouth, then, cheeks stuffed to bulging, WHIRLS in a circle, spitting the leaves into the crowd like a LAWN BLOWER!

(CONTINUED)

3 CONTINUED: (2)

The revelers shrink back-- it doesn't make any sense, and it's not SUPPOSED to. Hungan's been infused with the Mask's peculiar form of madness.

With a BOOM, the pre-recorded drum music STARTS again, and Hungan/Mask FREEZES near the fire. The drums are like a signal, a warning--

Hungan WRITHES back as the transformation process REVERSES itself. Tendrils of green flesh draw back into THE MASK, reconstituting into wood and gold. Finally, when the process is over, THE MASK sloughs off Hungan's face, PLOPPING to the ground.

Hungan is himself again. No blood, no facial scars.

Weak, he walks to the raised dais and returns THE MASK to it's sacred position-- mere INCHES from Mitch's hiding place! Meanwhile, LaPlace leads the others toward new heights of ritualistic frenzy.

Rubbing his neck, Hungan seems unhappy with LaPlace. Though THE MASK protected Hungan from harm, we get the impression the machete attack wasn't COMPLETELY painless. LaPlace's enthusiasm ticks Hungan off.

ANGLE - MITCH

Struggling to cope with all he's seen, Mitch tears open the cloth bag he's brought from the car.

MITCH

Well, that's one way to get ahead-

(pause)

Christ, what am I saying?

Inside the bag is a carved wooden mask-- IDENTICAL to the one used in Hungan's ritual.

ANGLE - CLEARING

LaPlace hands the machete to Hungan, then gyrates violently across the clearing, mimicking Hungan's earlier, ritualistic dance. LaPlace is oblivious to Hungan's evil looks.

Hungan glances at the machete blade, tapping it thoughtfully against his palm, taking LaPlace's old position near the fire. His slow smile says it all-- "Alright-- let's see how YOU like it."

(CONTINUED)

3 CONTINUED: (3)

ANGLE - MITCH

Sweating with fear, Mitch reaches for the ceremonial MASK. Once, twice, he's almost spotted-- then he MAKES THE SWITCH.

He holds the real MASK against his chest, his face tight with fear. As the drum beat builds, Mitch scrambles back into the jungle.

4 EXT. CLEARING - NIGHT

LaPlace mimics Hungan's earlier dance, twisting around the fire while Hungan brandishes the machete overhead.

At the penultimate moment, LaPlace kneels in front of the dais and lifts the (now phony) ceremonial mask to his face. He sets the mask against his flesh, eyes closing as he awaits the magical transformation. Hungan moves in with the machete--

--as LaPlace's eyes go WIDE with horror. He starts to turn-- but just a moment TOO LATE. Hungan's blade HACKS down.

5 EXT. JUNGLE - NIGHT

Mitch races through the jungle, the horrified screams of the revelers echoing through the night. Exhausted, he's relieved when he finally spots Caleb's cab through the dense foliage.

MITCH

(shouting as he runs)
Start the car! Start the Goddamn car!

6 EXT. JUNGLE ROAD - NIGHT

Mitch FLIES across the road, throwing open the passenger door of Caleb's car and sliding inside. We can see Caleb's dark form behind the wheel, surprisingly still.

MITCH

(breathless)
I got it! Let's get the hell out of--

Caleb's head lolls over, revealing a neat BULLET HOLE over the bridge of his nose.

(CONTINUED)

6 CONTINUED:

MITCH

--here.

Suddenly, somebody jerks open the car door and GRABS Mitch, HURLING him outside. The MASK slips from Mitch's hands, sliding under the front seat.

7 EXT. JUNGLE ROAD - NIGHT

The bright headlights of a SECOND CAR, parked down the road, SNAP ON and bathe the area in hot light. Dust rises like fog as Mitch struggles to regain his equilibrium.

MURPHY

Hello, Mitch. Scully sends his regards.

Mitch covers his eyes, blinded by the bright light. MURPHY-- mid thirties and definitely "a goon", stands silhouetted in the headlights, practicing his golf swing off the dirt (!).

MITCH

Murphy?

Someone KICKS Mitch in the face, throwing him backward. Three burly goons-- RANDY, MIKE and MATT-- hoist Mitch to his feet. Randy finds Mitch's revolver and tosses it into the jungle.

All the goons are dressed in plush tailored suits, utterly out of place in the Haitian jungle. They slide Mitch toward Murphy.

MITCH

(sliding along)

Always a joy to bump into fellow Americans when you're overseas on business--

The goons get Mitch into "position" near Murphy. Mike SLAMS his fist into Mitch's gut, doubling him over in pain, while Murphy continues to fiddle with his club.

MITCH

(gasping, incredulous)

Golf?

(CONTINUED)

7 CONTINUED:

MURPHY

Been practicing all week. Couple days ago I took a lesson from the local pro-- son of a bitch said my grip was all wrong.

(swing)

So I had Randy break his legs. And guess what? Today he's asking me for lessons.

MITCH

Remind me not share any of my bowling tips.

MURPHY

(glancing up, cold)

What exactly did you say to that policeman in Port Au Prince?

MITCH

Just something I'd heard about his wife, some American hoods and sixteen feet of red licorice--

(mock surprise)

Wait a minute-- he thought I was talking about you--?

Randy SLAMS Mitch across the jaw as Murphy takes another practice swing.

MURPHY

Scully was ready to deal, but you had to go for the easy money.

MITCH

You call this easy?

(pause)

Besides, me and Scully go way back. We'll work it out.

MURPHY

You're a funny man. Wanna hear something really funny?

(pause)

Now that we've got the goods, Scully's getting out of the Mitch Gallagher business.

Murphy nods toward his "enforcers." They giggle sadistically, dragging Mitch toward Caleb's car.

(CONTINUED)

7 CONTINUED: (2)

RANDY

Actually, we're all into sports.
Me, I'm a basketball fan.

Randy BANGS Mitch's head against the hood, like a low angle stuff shot.

RANDY

Two points!

Mitch slides off the hood and flops to the ground. Mike moves in, catching Mitch in the gut with a savage place kick.

MIKE

Football's my game!

Gasping and bleeding, Mitch drops in the dirt next to Caleb's cab. Slowly, painfully, Mitch crawls through the open passenger door, pulling himself up so his head and arms hang over the floorboard.

We begin to HEAR the sound of JUNGLE DRUMS as Mitch finds THE MASK under the seat. It's CALLING him, beckoning--

Battered and bloody, Mitch shakes uncontrollably as he reaches for THE MASK. Not from pain-- from fear. Even in his hopeless position, he's terrified of THE MASK's magic.

Murphy watches all this from a distance, still fiddling with his golf club. Stifling a yawn, he glances down at his watch.

MURPHY

Hurry it up. ESPN's PGA highlights start at 8:00.

Randy pulls out his pistol and aims it toward Mitch's back.

RANDY

Fun's fun, but playtime's over--

Mitch's body begins to TREMBLE. Randy looks at Mike, laughing.

RANDY

Ahhh, look-- he's scared!

Utterly cold blooded, Randy fires SIX SHOTS into Mitch's back. The trembling stops-- for a moment-- then, slowly, impossibly, Mitch's body begins to CRAWL backward, away from the car.

(CONTINUED)

7 CONTINUED: (3)

Randy's smile fades. He drops the empty ammo clip and snaps in another.

RANDY
Tough guy, eh?

Six MORE shots into Mitch's back. Mitch's body shudders with each impact, then CONTINUES to crawl backward.

Suddenly, Mitch LEAPS to his feet. Only-- he's not really Mitch anymore. It's hard to get a good look in the darkness, but there's something frighteningly different about Mitch's face.

MITCH/MASK
(distorted MASK voice)
MIND IF I BORROW YOUR CLUBS?!

Mike and Matt reach for THEIR pistols and starts blasting. Randy, terrified, click-click-click's empty chambers into Mitch/Mask's chest--

CLOSE ON EYES OF MITCH/MASK

Inhuman. Devilish. Sparkling with blood lust.

ANGLE - MURPHY

Murphy's sophisticated facade disappears. Golf club in hand, he runs for cover in the dark jungle.

8 EXT. JUNGLE CLEARING - NIGHT

Hungan stands over LaPlace's decapitated body, more puzzled than anything else. He glances at the bloody machete, the "phony" mask, scratches his head, looks again-- I mean, it should have worked!

MITCH/MASK (DISTANT, OFF SCREEN)
FOOORRRRE!

SUDDENLY, three coconut shaped objects FLY over the trees and lands PLOP PLOP PLOP next to LaPlace's body. Hungan and the others JUMP back in fear.

In the darkness, it's difficult to make out details. Hungan uses his machete to poke one of the round balls.

It falls sideways, revealing MIKE's gaping face. All three of Murphy's men have been DECAPITATED, their severed heads lined up in a neat row beside the fire. Hold a moment on this bizarre tableau, then pan up to the black night sky.

9 INT. AIRLINER CABIN - NIGHT

Mitch's eyes SNAP OPEN and he sits bolt upright. He was asleep in an aisle seat of a crowded jetliner. THE MASK-- hidden in a bag-- rests on his lap. There's new look in Mitch's eyes, something very afraid.

Mitch's face is a black and blue maze of welts and his shirt is spotted with blood. The man next to Mitch, O'MALLEY, shifts uncomfortably in his seat, trying to ignore Mitch and read a newspaper.

ANGLE - NEWSPAPER HEADLINE

Tight angle of O'Malley's newspaper, some sort of cheesy tabloid. The headline reads: "MOB BOSSES THREATEN WAR!" Under that, in smaller type: "SCULLY, VITELLI SQUARE OFF FOR CONTROL OF CITY." The article itself is flanked by photos of both Scully and Vitelli, each looking appropriately upset.

ANGLE - O'MALLEY/MITCH

Despite this "interesting" news, O'Malley can't take his eyes off Mitch's battered face. Finally--

O'MALLEY

Say, it's none of my business--
but what happened to your face?

MITCH

Cut myself. Shaving.

Mitch BOLTS from his seat and rushes down the narrow aisle, taking THE MASK with him. O'Malley blinks incredulously.

O'MALLEY

What were you using? A Norelco
baseball bat?

10 INT. AIRLINER RESTROOM - NIGHT

Mitch SLAMS the tiny restroom door, breathing hard. He looks down at THE MASK, then into the restroom mirror. He touches his bruised face gingerly-- like he wants to make sure it's really Mitch, and not someone-- or something-- else.

CUT TO:

11 EXT. AIRPORT PASSENGER TERMINAL - NIGHT

Mitch hails a cab outside the passenger terminal of a major, big city airport, climbing into the back seat.

(CONTINUED)

11 CONTINUED:

CABBIE
Where to, pal?

MITCH
(preoccupied)
Just drive.

CABBIE
That's original.

The cab pulls away from the curb and takes a turn marked RIVER BRIDGE EXIT.

ANGLE - MITCH

Mitch sits stiff-legged in the back seat, staring at the package on his lap. Trembling, he peels the newspaper aside, unveiling THE MASK once more.

Something about the mask seems to be calling to him. We can HEAR the faintest sound of JUNGLE DRUMS. Mitch touches the carved wood, tracing over the intricate patterns with his fingers.

The cab is in the middle of the bridge now, tires humming over the center steel grate. For the first time, Mitch realizes he's over water.

MITCH
(looking out window)
How deep is this river?

The cabbie looks in the mirror.

CABBIE
Sorry, pal-- sonar's been out all week.

MITCH
(quiet, to The Mask)
Fuck it.
(beat)
And fuck you, Scully.

Mitch holds THE MASK a moment longer, then, like someone holding a hot potato, he FLIPS IT out the side window of the cab. It SAILS over the railing toward the dark water below.

The cab's red taillights disappear in the darkness at the end of the bridge.

12 EXT. GARBAGE BARGE - NIGHT

THE MASK flutters over the side of the bridge and sails into a passing garbage barge, landing beside a broken refrigerator. The Mask settles "eyes up" in the trash, giving it a perfect, scum-level view of the twinkling city.

13 INT. STANLEY IPKISS' BEDROOM - DAY

FADE IN on darkness as an annoying "talking alarm clock" rattles on and on in the background.

CLOCK

Getupgetupgetupgetup-- (etc.)

Finally, STANLEY IPKISS' hand fumbles out from the bedcovers, slamming down on the "head" of the clock.

Stan has a world weary, sarcastic attitude toward EVERYTHING. Imagine the Bill Murray that appeared in "Stripes"-- the kind of guy who looks on the bad stuff in his life as some crazy, cosmic joke.

STAN

(moaning)

Only a sadist would buy a clock like that.

He SLAPS himself across the face.

STAN

That'll teach you.

He slides to the edge of the bed, his hair sticking straight out from his head in an inadvertent "modern hair style." He scratches himself idly, trying to remember his dream.

STAN

(calling out)

Jeez, what a nightmare. I dreamt some ugly goon came into the apartment and disconnected our phone.

A "big ugly creep" wearing telephone repairman's coveralls walks into the bedroom and YANKS the extension out of the wall.

PHONE MAN

It weren't no dream, cupcake.

The phone man flips open a clipboard, reading from a computer printout.

(CONTINUED)

13 CONTINUED:

PHONE MAN
Stanley Ipkiss. Just look at these records. \$400 to the Julio Iglasias love line, long distance to Swaziland--

STAN
(rubbing his eyes)
I thought they said Disneyland--
(congratulatory)
--and you could have heard a pin drop! Gotta congratulate you on those fiber optics!

The Phone Man yanks a second wire out of the wall so it WHIPSNAKES across the bedroom.

PHONE MAN
Thanks!

STAN
So, uhh-- how much to get everything put back in?

PHONE MAN
You play the lottery?

STAN
Uhh, no--

PHONE MAN
Start.

14 INT. APARTMENT KITCHEN - DAY

Stanley follows the phone man to the door.

STAN
(pained smile)
Sure I can't interest you in some coffee? Milk?
(closing door)
Lethal injection?

Stanley wanders into the kitchen, scratching himself laconically. We get the impression this sort of thing happens all the time.

STAN
Just reach out and fuck someone--

(CONTINUED)

14 CONTINUED:

He stops a moment at the fridge, where a small notepad has been "magnet" attached to the door. Still bleary eyed, Stan scrawls "Phone Man" under a list of names headed "SHIT LIST." The other names on the list have a similar ring to them-- "construction guy who called me pencil face", "girl who laughed at my shoes," etc.

Stan continues through the kitchen, past the sink, a small table, and his girlfriend KATHLEEN, who's standing dripping wet and naked save for the window curtain she's using as a makeshift towel.

STAN
Phone man's coming.

KATHLEEN
(burning)
I noticed.

Kathleen impales Stanley with a stare that could kill houseplants-- but even angry, Kathleen's attractive in a friendly, "sensible" sort of way. She releases the curtains and runs back into the bathroom.

KATHLEEN
(from bathroom)
Why didn't you say something? I could have loaned you the money if there was a problem--

Stanley heads into the living room-- a pigsty of dirty clothes and old magazines-- and fishes his clothes from of a "pile" in the middle of the room. He puts on a shirt that shows Albert Einstein's frizzy hair peeking over a wall-- "Einstein Wuz Here."

STAN
(shouting)
Ahh, you know, it's this macho testosterone thing-- my house, my debts--

Sensing "his chance", Stan tip-toes to Kathleen's purse and slips a five from her wallet. This is "cute"-- he's not really ripping her off.

STAN
(intentionally mumbling)
Borrowinfivebuxforbreakfas.

Stan LEAPS away from the purse as Kathleen steps into the living room, zipping up a "professional woman's" dress and drying her hair with a towel.

(CONTINUED)

14 CONTINUED: (2)

KATHLEEN

Don't you ever get tired of this frat house lifestyle? I'm surprised you haven't installed a "Brewmeister."

Stan's face goes slack. There IS a Brewmeister in the living room, new in the box, wedged in the corner near the couch. Stan surreptitiously tosses a dirty towel over the box.

STAN

Come on, Kath-- things are turning around. Temp job's a breeze, and I've collected dozens of brochures from those TV training schools-- (lifts pamphlets off floor)

"Refrigerator truck maintenance", "phone booth repair", "hazardous waste disposal"-- hard to believe there are even OPENINGS in these exciting fields!

Kathleen walks past the refrigerator and spots Stanley's latest "shit list" notation. She considers saying something, then stops herself.

KATHLEEN

(sighing)

Even good leads don't matter unless there's follow through, Stan. I wish you'd assert yourself with the world the way you assert yourself with me.

Stan hops off the couch and grabs Kathleen around the waist, spinning her around.

STAN

If I did that I'd be busted on a morals charge.

Kathleen giggles, pulling Stan's hands away.

KATHLEEN

Come on, I'm late-- grab a five for breakfast and I'll drop you at your car on the way to work.

15 EXT. APARTMENT HALLWAY - DAY

Old MRS. TROOPER across the hall watches through a crack in her door as Stan and Kathleen come out of the apartment and fiddle with the door lock.

STAN

Someday I'm going to take you away from all this. We'll move away from the dirt and the smog and the noise--

(pause)

Hell, maybe we'll even leave the building.

KATHLEEN

Maybe we'll have a phone.

Stan's a little hurt by Kathleen's comment. Turning away, he spots old lady Trooper peeking into the hall.

STAN

(scratching crotch, big yawn)

BOY, DO MY BALLS FEEL BIG THIS MORNING!

16 EXT. JACK'S GARAGE - DAY

Jack's garage is like a grease spattered hole in the big city universe; the grungiest, dirtiest, sleaziest looking auto repair shop in the world.

Kathleen's car pulls up in front and Stan climbs out the passenger side.

STAN

How about dinner? I'll cook! Top Ramen, Ovaltine, cherry sweet-tarts for dessert--

(Mr. Suave)

C'mon--- c'monnnnn--

KATHLEEN

(smile)

I'm off at 6:00.

Stan shuts the car door as Kathleen pulls into traffic.

ANGLE - JACK'S GARAGE

Stan spins away from the curb and faces the garage. STEAM hisses from hydraulic pipes and orange welding fire glows behind a smoked window. Stan instinctively CROSSES himself (playful, not serious) and walks toward the office.

17 INT. JACK'S GARAGE/OFFICE - DAY

The door opens with a loud CREEEEEEKKK. The head mechanic, JACK, looks up from a desk plastered with naked Playmate decoupage. Half shaven, eyes red and bloodshot, Jack makes M. Emmet Walsh look like a G.Q. cover boy.

STAN

I'm here for the Civic?

Jack's head slowly lolls back, like the Frankenstein monster. He cocks one eye toward Stan, licking something gross out of the corner of his mouth.

JACK

Civic, huh? Japanese car.

STAN

That's it. They really know how to make 'em, don't they? That old Civic's a real--

JACK

I hate Japanese cars.

STAN

--piece of shit.

Jack swivels toward the door that leads into the main garage.

JACK

Theo! Green Civic!

THEO pushes through the garage door in a cloud of dirty smoke. Theo's a thinner version of Jack, with coke bottle glasses and a mop of greasy hair.

THEO

(wired up)

That JOKE?! Bearings shot, brakes gone, wipers split, windshield broken, tires flat--

STAN

What--?!

THEO

(checking clipboard)

Hold it-- that's my car.

(looks at Stan)

Yours is REAL mess.

A

STAN

I just wanted the oil changed!

(CONTINUED)

17 CONTINUED:

Jack SLAMS his hands down on the desk. The sound is like an EXPLOSION in the tiny office, bringing everyone up short.

JACK

That's the problem with you kids. You don't understand SHIT about cars. Auto maintenance is an American art form, like jazz, comic books--

STAN

(under his breath)
--serial killing--

Jack moves around the desk, putting his arm around Stan's shoulders.

JACK

See, a car's finicky, temperamental-- like a woman.

STAN

Maybe your women--!
(louder)
Look, bottom line. When can I pick it up?

Jack looks at Theo. Theo gives him a blank, "make something up" look.

JACK

Check back later tod--
(Theo shakes his head
"no")
--tomorr--
(Theo shakes again)
--this wee--
(one more time)
--this month.
(pause)
If we can get the parts.

Stan stands there, blinking.

STAN

(finally)
Whew. For a second there, I was afraid you guys might be pulling something.

Jack and Theo laugh uproariously. After a moment, Stan joins in, but mirthlessly.

(CONTINUED)

17 CONTINUED: (2)

STAN

Ha ha ha ha ha ha ha.

(still laughing)

And I don't have any way to get
to work!

Jack smiles a rotten-toothed smile.

JACK

Oh, hell, we can take care of
that!

(to Theo, archly)

Theo-- bring around the loaner.

18 EXT. GARBAGE SCOW IN EAST RIVER - DAY

THE MASK sits perched on a rotting mound of garbage, next to that old refrigerator. The city passes serenely in the background when, suddenly--

--we HEAR gunshots! A vicious scow crewman named MACKIE is taking potshots at a small "junkyard dog" trapped on the boat.

MACKIE

(mimicking tiny bark)

Yip yip yip yip!

(sadistic)

C'mere boy--

The small dog "yip yip"'s helplessly, running between piles of trash as Mackie pops off a couple more shots.

A second crewman, RALPH, works in the steering house, guiding the barge toward shore. The steering house is a ramshackle plywood structure with dirty glass windows-- about as sturdy as a house of cards.

RALPH

(shouting out window)

Dammit, Mackie, quit messing with
that dog and get the lines ready
for docking!

Mackie ignores Ralph, still "hunting" the pooch. The dog, dirty and frightened, scurries for cover beside that battered refrigerator.

(CONTINUED)

18 CONTINUED:

ANGLE - SMALL DOG

THE MASK lies near the fridge, empty eyes beckoning the frightened animal. Gingerly, the dog moves forward, sniffing THE MASK apprehensively, nuzzling it--

--when, suddenly, THE MASK transformation begins-- MOLDING into the dog's face, changing it, shaping it.

ANGLE - MACKIE

He HEARS the dog HOWL and zooms in for the kill. Pistol loaded and ready, he's king shit of dog killers--

--but NO MATCH FOR DOGGIE/MASK!

Something HUGE rises up from the garbage pile, vaguely dog-like, but bigger, thicker, stronger. Mackie's eyes are wide with disbelief as Doggie/Mask slowly, deliberately looks over its shoulder and--

BARKS!

And we're not talking some candy-ass, "yip yip" bark. Doggie/Mark fires off a SONIC BOOM, shattering the glass in the steering house and blowing Mackie overboard into the water.

19 EXT. DOCK - DAY

Unmanned, the scow bumps HARD into the dock. Doggie/Mask hops onto the dock and struts toward the city.

20 EXT. CITY STREET - MORNING

As dawn breaks, Doggie/Mask bounces down an alley somewhere in midtown. An inebriated young CLUB HOPPER is lying in the alley, a battery powered TAPE PLAYER at his feet.

The batteries are almost dead, slowing an otherwise "bouncy" rap tune into a rhythmic dirge-- not UNLIKE the jungle drums we heard in Haiti.

Doggie/Mask HESITATES at the sound of the drums, and the transformation begins in REVERSE. The mask separates from doggie's face and PLOPS to the ground.

The dog instantly reverts to its old self, "yip yipping" down the street.

(CONTINUED)

20 CONTINUED:

At that moment, a tall, very "academic" looking gentleman steps from an apartment complex. Fastidious and careful, he stops near the alley to light his pipe--

--when he spots THE MASK.

PROFESSOR MEYER

I say.

PROFESSOR MEYER kneels over THE MASK, prodding it with a ballpoint pen.

PROFESSOR MEYER

Interesting. Elegant gold work,
delicate inlays--

He lifts The Mask gingerly, studying it even closer.

PROFESSOR MEYER

Odd. This sort of ritual mask is native to the nomadic tribes of Southern Africa, yet the design reeks of Haiti's primitive religions--

(pause, looking around)

My God. This is tangible proof of my theory involving the transmigration of cult tribes from the African continent to the islands of the South Pacific!

Excited, Meyer starts down the sidewalk.

PROFESSOR MEYER

(getting cocky)

To think they laughed at me!
Museums will stand in line for a chance to display such a piece!
This may well be the single most significant archaeological discovery of the 20th Century!
I'll be rich! I'll be--

Oblivious to traffic, Meyer steps into traffic and--

HAAAWNNK! He's hit by a BUS!

THE MASK flies from Meyer's hands and tumbles down the street, ending up in front of a tiny PAWN SHOP. MR. COSTA, the owner of the shop, finds it on the stoop as he opens for the day. Shrugging, he grabs it and disappears inside the shop.

(CONTINUED)

20 CONTINUED: (2)

ANGLE - PAWN SHOP WINDOW

Costa reappears inside the pawn shop window, placing THE MASK in a place of prominence. He puts a quickly lettered sign under the display niche-- "HALLOWEEN SPECIAL! \$99.95!" As we pull back, we see that the entire WINDOW is filled with cheap, gaudy Halloween masks.

21 INT. SEEDY CITY BAR - DAY

Mitch is belly-up to the bar, nursing the latest in a long series of drinks. There's a haunted, awful look in Mitch's eyes. He's drinking to forget.

MITCH

Gimme another, Fred.

FRED the bartender gives Mitch a dubious look.

FRED

Cripes, pal, we ain't even supposed to be open yet.

(pause)

And my name's not Fred.

MITCH

You're kidding.

(glances at watch)

Make it a double.

While Fred pours, Mitch stares at himself in the barroom mirror. He begins to HEAR soft JUNGLE DRUMS. Suddenly, the hideous MASK visage SUPERIMPOSES over his reflection and Mitch JUMPS BACK, knocking empty glasses across the floor.

MITCH

GAYYGH!

The drums stop and the MASK visage disappears. Mitch stands there, gasping in panic. Bartender Fred gives Mitch a gimlet stare, holding a fresh glass in one hand and the bottle in the other.

MITCH

(recovering)

Sorry. Thought I saw a zit.

(reaching for bottle)

Better leave the bottle.

Mitch is starting to pour when a HAND clamps on his shoulder. It's MURPHY.

(CONTINUED)

21 CONTINUED:

MURPHY
 (very "cool")
 Go ahead, Mitch. Have one on me.

Mitch freezes, then suddenly SWINGS around and SMASHES the bottle over Murphy's head.

MITCH
 Don't mind if I do!

As Murphy slumps to his knees, Mitch TURNS for the door, but his path is BLOCKED by a tall, effete man wearing a suit and gray gloves. It's SCULLY, flanked by two beefy bodyguards.

MITCH
 Mr. Scully!
 (desperate)
 Uhh-- jeez, where have you been?
 I've been looking all over for--

SCULLY
 I'm disappointed in you, Mitchell.
 First Vitelli tries to doublecross
 me out of my territory-- now this.
 (pause, to Murphy)
 Murphy?

Murphy, dripping with broken glass and booze, is fumbling over the bar for ANOTHER bottle, obviously to use as a weapon against Mitch. His hand wraps around an expensive bottle of champagne.

SCULLY
 Good God, not the Dom Perignon--!

Murphy glances at the bottle in his hand, nods with a "you've got a point" expression, then replaces it with a bottle of "Plain Label" rotgut--

--and SMASHES it over Mitch's head.

22 EXT. PIZZA WORLD - DAY

A "Dominos-esque" pizza parlor festooned with a banner that reads "Delivery In A Half Hour-- Or We'll Eat It!"

Stanley drives a smashed up old PICKUP onto the lot, the doors plastered with the same hideous "Playmate decoupage" we saw in Jack's office. Someone's scrawled "Jack's garage" on the driver's side door.

(CONTINUED)

22 CONTINUED:

Stan climbs out in a puff of blue smoke. A second Pizza delivery man, HOTCHER, pulls in next to Stanley.

HOTCHER
Jeez, man, where's your car?

STAN
A.J. Foyt borrowed it for the Indy
500 and never brought it back.

HOTCHER
That fucker.

23 INT. PIZZA JOINT - DAY

Before Stan can get two steps into the restaurant, an officious looking jerk named PEENMAN-- Pizza World's manager-- calls him to his office.

PEENMAN
Ipkiss-- you're late again!
(waving)
In my office!

Stanley makes a grimacing "ooh, boy, am I trouble!" expression, following Peenman to a small room toward the back of the pizza joint.

STAN
(little boy)
Yesssss, Mr. Peenman.

24 INT. PEENMAN'S OFFICE - DAY

Peenman takes a chair behind his desk while Stanley fiddles with a framed photograph of Peenman's daughter.

PEENMAN
I've had it up here with your
tardiness! I'm giving you one
last--

Stan admires the photograph with Eddie Haskell-esque sincerity.

STAN
Is this your daughter? She's
awfully cute.

(CONTINUED)

24 CONTINUED:

PEENMAN
 (proud Papa)
 Well, why, yes, that's our
 Kimberly--

STAN
 A little corrective surgery and
 she'll look like a Queen.

Peenman SLAPS the picture out of Stanley's hands.

PEENMAN
 You've been late every day this
 week, blown ten of your last
 twelve deliveries-- give me one
 reason why I shouldn't fire you!

STAN
 I give up.

Peenman starts to speak, then realizes Stanley's caught him
 in an "awkward" situation. This makes him mean.

PEENMAN
 Smart guy. I've seen a lot of
 smart guys like you-- wise
 crackers. Big talkers. You come
 and go with the wind, and you've
 all got one thing in common--
 (pause)
 You're losers. All your big dreams
 don't add up to spit.

Stan teeters from one foot to the other-- this is hitting
 a little close to home, though he dare not SHOW it.

STAN
 Criticism all the more telling
 coming from a man I respect.

PEENMAN
 I'm going to give you one more
 chance, so when you screw up,
 it'll prove I'm right. Now get
 out.
 (afterthought)
 And change that stupid shirt!

25 INT. PIZZA JOINT - DAY

Stanley leaves Peenman's office, bumping into Hotcher as he prepares for another day "on the road". We don't want to get too "emotional" here, but Stanley's been stung by Peenman's accusations.

HOTCHER

What happened?

STAN

(looking at shirt)

You don't think this looks stupid, do you?

A huge man in an old Milli Vanilli tee-shirt pushes a pizza box across a chrome serving surface, scrawling an address on top.

"MILLI VANILLI"

Order up! Move your ass!

Stan grabs the box, eyeing "Milli" dubiously.

STAN

(giving "Milli" an OK sign)

Those "Etiquette as a Second Language" courses are working like a charm.

26 INT. SCULLY'S WAREHOUSE - DAY

Weird, upside-down angle of a ceremonial mask, very similar to THE MASK. Pull back-- still upside down-- to reveal that it's only one of HUNDREDS of ceremonial masks, mounted on a large wall.

There are a series of atrium-like WINDOWS overhead, forming a sunlit skylight. The warehouse is home to Mr. Scully's large mask collection-- as well as a mountain of stolen merchandise. Crates, boxes, tanks of flammable gas (gee! I wonder if we'll see THOSE again?)-- all kinds of neat stuff.

Mitch is hanging BY HIS FEET over the concrete floor-- we're seeing the "Mask wall" from his inverted, swaying perspective.

As Mitch slowly twists, an angry looking man (TODD) in a business suit and an incongruous Mexican "dingle-ball" hat is being BLINDFOLDED by Mr. Scully. Murphy and several other goons are nearby.

(CONTINUED)

26 CONTINUED:

SCULLY
 (noticing Mitch)
 Ahh. You're awake.

Scully hands blindfolded Todd a BASEBALL BAT, then move away from Mitch. Todd moves unsteadily, bat poised for action.

SCULLY
 Today is Todd's birthday! We're celebrating with an ancient Mexican custom--
 (pause, arch)
 --the pinata.

MITCH
 How nice.

SCULLY
 (dark)
 We had an arrangement, Gallagher. Maybe you thought you could make more selling me out to that pig Vitelli.

Todd is moving around erratically, bat at ready, throughout this conversation. The "dingle-balls" in his hat ring merrily.

MITCH
 I'm telling you, Scully, the Haitian piece was a fake. I--

MURPHY
 That was no fake-- you should have seen its swing!

Hearing the word "swing", Todd takes a blind SWAT in the direction of Mitch, missing by a couple of feet. Mitch's eyes go wide at the near miss.

SCULLY
 I wouldn't have given you the substitute if I'd believed that, now would I?
 (dark)
 I want the mask.

MITCH
 I-- I don't have it.

SCULLY
 Todd?

(CONTINUED)

26 CONTINUED: (2)

Todd swings again, catching Mitch with a glancing blow to the thigh. Mitch YELPS in pain.

MITCH
Christ, Scully, you don't understand its power-- it could destroy you-- it could destroy us all--!

SCULLY
(to Todd)
A little to your left!

This one SLAMS into Mitch's mid-section.

MITCH
(desperate)
--aghh! But I can get it!

Scully hesitates as Mitch gasps for air.

SCULLY
Cut him down.
(pause)
You have 24 hours. Make me happy-- or next time Todd will celebrate without benefit of a blindfold.

27 EXT. SCULLY'S WAREHOUSE - DAY

Whistling "Billy, Don't Be A Hero", Stan parks on the street in front of Scully's warehouse and, pizza in hand, threads his way through Scully's BLACK CADILLAC limousines.

Suddenly, the warehouse door bursts open and MITCH flies out, rolling into the street. Murphy follows behind, surprised to find Stanley waiting on the steps.

MURPHY
(a nod toward Mitch)
Salesman. We didn't want any.

Stan looks down at Mitch, nodding. THAT explains it.

STAN
Cheese, watercress and anchovies.
That'll be \$12.50.

Murphy grabs the pizza out of Stan's hands and hands it to a second goon.

(CONTINUED)

27 CONTINUED:

MURPHY

Sorry, kid-- you're two minutes late.

STAN

C'mon, that's bullshit-- I'm at least fifteen minutes ea--

Murphy allows his jacket to fall open, revealing a pistol in a shoulder holster.

STAN

--late.

MURPHY

Atta boy.
(eying Stan's car)
Nice car!

Murphy laughs and SLAMS the door in Stan's face. Stan just stands there, disbelieving. He looks around for SOMEONE to help him. He finally turns to Mitch, still brushing himself off.

MITCH

Don't look at me. I hate anchovies.

28 EXT. PIZZA WORLD - DAY

Stan's loaner truck parked out front. Hold a moment, then we HEAR a loud bellow.

PEENMAN (O.S.)

You're fired!

Dejected, Stan walks outside and climbs into the truck. He grinds the starter once-- twice-- "UrrrUrrrUrrrr--"

--then the BATTERY dies. Stanley jumps out of the truck and KICKS it again and again.

STAN

WHAT! A! SHITTY! DAY!

Spent, he starts the long walk home.

29 EXT. CITY STREET (NEAR PAWN SHOP) - DAY

Stan's walking dejectedly down the street when Hotcher pulls up in his converted "Pizza World" car. Hotcher matches Stan's speed, blocking automobile traffic behind him.

HOTCHER

Hey, man, I heard. Tough break.

STAN

Fired ain't so bad, but when Peenman took back my Seaworld discount card--

HOTCHER

Your old lady's gonna shit.

Stan pulls up short. Hotcher's right.

STAN

Maybe there's something I can do to make it up to her.

HOTCHER

I know a guy who'll beat you up for \$20. Chicks always feel sorry for you when you're bleeding.

STAN

Thanks, but I've never had to pay for it yet.

Stan notices the PAWN SHOP display. Something about THE MASK captures his fancy. Significantly, we begin to hear the LOW THROB of those jungle drums.

STAN

(distracted by MASK)
Hey, uhh, Hotch-- I'll catch you later, man.

Hotcher drives away (uncorking the angry traffic behind him) and Stan goes into the Pawn Shop.

30 INT. PAWNSHOP - DAY

Pawn shop owner Mr. Costa slips THE MASK into a white cardboard box while Stanley counts out the last of his hard earned cash.

(CONTINUED)

30 CONTINUED:

STAN
 Hundred bucks. She'd BETTER like
 it!

(to Costa)
 Where'd it come from, anyhow?

COSTA
 Who do I look like,
 Joseph-fucking-Campbell?

Stan takes the box, managing a quick "up yours!" smile.

STAN
 Naw-- his store wasn't HALF this
 big.

31 INT. STANLEY'S APARTMENT - NIGHT

Stan's actually cleaned the place up-- it's almost presentable. He's tidying up the couch when there's a KNOCK. Slipping into an out-of-character sportcoat, Stan answers the door.

Kathleen-- very pretty-- smiles as Stan opens the door, but her face drops when she sees the clean apartment and nice sportcoat.

KATHLEEN
 Oh, God, Stanley-- fired again?

STAN
 It was the coat, wasn't it?
 (to himself)
 Never, never, NEVER use the coat!

KATHLEEN
 (sweet)
 What happened?

STAN
 (hang dog)
 I've had a real bad day.

ANGLE - STANLEY'S LIVING ROOM/COFFEE TABLE

The coffee table's doubling as a dining room table and hissing Bic lighters double as candles. Two empty wine bottles suggest time as passed since Kathleen's arrival. Pull back--

(CONTINUED)

31 CONTINUED:

ANGLE - STANLEY'S LIVING ROOM/COUCH

--to the couch, where Stanley and Kathleen are cuddling under a blanket. They're both a little tipsy, giggling as they flip through Stanley's high school year book.

KATHLEEN

I can't believe you saved your High School yearbook-- I threw mine out years ago.

STAN

It's hard to know where you're going if you can't see where you've been.

(pause)

I read that on a calendar once.

Kathleen giggles some more, pointing at long ago faces in the book.

KATHLEEN

Look at these teachers. Mr. Livermore. Mrs. Ginther.

STAN

I've seen happier faces at a war crimes trial.

KATHLEEN

Miss Gazzo--?

Stanley pulls the book over to get a better look.

STAN

I'd forgotten about Gazzo. She made Hitler look like Mother Theresa.

(pause, wistful)

Sometimes I wish I could give people like her a taste of what they gave me--

KATHLEEN

What's stopping you?

STAN

(closing book)

It's hard to find a hitman who'll work for food stamps.

Suddenly, like he's forgotten something, Stan JUMPS up from the couch.

(CONTINUED)

31 CONTINUED: (2)

KATHLEEN
What? What is it?

STAN
I almost forgot!

Stanley pulls the pawn shop GIFT BOX from a closet and brings it over.

KATHLEEN
For me?

Stan smiles that ingratiating little boy smile. It's times like this we see what Kathleen really likes about Stanley. Kathleen tugs off the ribbon and opens the box. THE MASK leers up from a cushion of tissue paper. Kathleen is unnerved by the sight, but she genuinely appreciates Stanley's thoughtfulness.

KATHLEEN
Oh! How, uh, exotic--

STAN
(kidding)
Go ahead-- try it on.

For one suspenseful moment, Kathleen's tempted, but at the last moment she tosses THE MASK back into box and pulls Stanley back under the blanket.

KATHLEEN
Maybe later. C'mere, you--

Stan takes Kathleen in his arms and they kiss. There's something strong between these two kids, but WE'RE not going to see "it" because this is NOT that kind of movie!

32 INT. STAN'S APARTMENT/BEDROOM - NIGHT

Stan and Kathleen are asleep on each other's arms. After a moment, Stanley's eyes flicker open and he rolls out of bed, slipping on a tattered bathrobe.

33 INT. STAN'S APARTMENT/KITCHEN - NIGHT

Stan draws a glass of water from the tap in a nervous, sleepless "I don't really need this" sort of way. He goes to the "shit list" on the refrigerator, tapping the paper with his fingers.

(CONTINUED)

33 CONTINUED:

STAN
(quiet, to himself)
Follow through.

He stands there a moment, contemplating life, when we HEAR the delicate sound of JUNGLE DRUMS wafting up from THE MASK.

Stan shakes his head, blinking-- what is this, some kind of dream? He goes to pawn shop box and peers inside. THE MASK stares up from the tissue paper.

STAN
Could be worse. I could look like you.

He takes THE MASK from the box holds it over his eyes.

STAN
(playful)
Boogie boogie boogie!

He pulls THE MASK closer-- and suddenly FALLS BACK IN PAIN. The TRANSFORMATION takes place, and this time we see it all.

THE MASK encloses Stanley's head, becoming grotesque, green flesh. His lips pull back, revealing a full set of grinning TEETH.

His bathrobe begins to disassemble, reconstructing itself into a hip, jazzy SUIT. As Stanley gropes blindly, he grabs hold of an old BASEBALL CAP resting on the kitchen counter. It shape-shifts into a snazzy FEDORA that simply MAKES the outfit.

STANLEY/MASK takes a moment to admire himself in the chrome rim of the refrigerator. The distorted, circus mirror angle pleases him.

STANLEY/MASK
Snappy.
(pause, grinning
horribly)
Looks this good deserve to be
seen.

34 INT. APARTMENT HALLWAY - NIGHT

Stanley/Mask tip-toes into the dark hall, trying to be VERY, VERY quiet.

(CONTINUED)

34 CONTINUED:

STANLEY/MASK
 (to himself)
 Shhhh! Don't want to wake up
 Kathleen--!

The floor makes a barely audible CREEEEKK as Stanley/Mask walks with hugely exaggerated care toward the end of the hall.

Suddenly-- and inexplicably-- a ringing ALARM CLOCK falls out of Stanley/Mask's pocket and starts jittering down the hall.

STANLEY/MASK
 Oh, jeepers--!

Stanley/Mask tries to snag the clock, but it bounces away every time. Frustrated, he slides a full sized SLEDGEHAMMER from his pant leg and starts POUNDING the floor in an effort to stop the clock. Glancing blows shatter the clock face and most of the works, but those bells just keep ringing.

The hammer, of course, slams craters the size of manhole covers into the floor and reverberates through the building like THUNDERBOLTS.

A door opens and old Mrs. Trooper peeks outside.

MRS. TROOPER
 (timid, quiet)
 Is something the--

Stanley/Mask NAILS the alarm clock, sending metal pieces ricocheting across the hall. He swivels around toward the old lady, mouth impossibly wide.

STANLEY/MASK
 (bellowing)
 Keep it down! You know what TIME
 it is?!

Ticked off at Mrs. Trooper's temerity, Stanley/Mask slides a cigar from his suit pocket and lights up, grumbling at her rudeness.

STANLEY/MASK
Some people--!

Suddenly, the cigar EXPLODES with the force of a hand grenade. The blast BLOWS Stanley/Mask backward through the window--

35 EXT. APARTMENT BUILDING - NIGHT

--sending his smoking body SAILING through the glass toward the street seven stories below.

STANLEY/MASK

Ahhhhhhhhhh--

36 EXT. CITY STREET - NIGHT

--SPLAT. Stanley/Mask lies motionless, face down on the middle of the street, as a STREET CLEANING machine turns a corner and RUNS DIRECTLY OVER HIM. The machine disappears down the street as we HOLD on Stanley/Mask's mangled body--

STANLEY/MASK

(old lady voice)

I've fallen and I can't get up!

--well, not THAT mangled. Slowly, "painfully", Stanley/Mask lifts himself up from the asphalt. He's shocked to find a tiny SPOT on his sleeve.

STANLEY/MASK

Hey! You missed a spot!

As if on cue, a SECOND street cleaning machine SLAMS into him and RUNS OVER HIM AGAIN. Again, he picks himself up, brushing himself dry.

STANLEY/MASK

And next time, no starch!

Fully recovered, Stanley/Mask starts down the street, strutting like a prize fighter. POLICE CARS and FIRE ENGINES, alerted by the explosion in Stanley's apartment building, SCREAM past.

STANLEY/MASK

I feel like a new man! Like I can do all the things I ever WANTED to do.

There are still a few drunks and scum bags on the late night street, staggering in various states of inebriation. Stanley/Mask deals with each passing "request" at incredible speed-- a Reader's Digest tour of urban depravity.

DRUNK SMOKER

(holding cigarette)

Hey, pal-- how 'bout a light?

Stanley/Mask glugs down a handy can of LIGHTER FLUID and SPITS a stream of fire over the guy's cigarette.

(CONTINUED)

36 CONTINUED:

JUST PLAIN DRUNK
(pointing at wrist)
Got the time?

Stanley/Mask KICKS a nearby streetpost, snapping it in half and sending a large decorative street clock PLUMMETING into the sidewalk.

PERVERT
(opening coat)
Take a look at this!

A pervert in an overcoat FLASHES Stanley/Mask. Stanley/Mask's mouth expands to the size of a TUBA as he SCREAMS in mock horror.

GENEROUS DRUNK
(offering bottle)
Wanna drink?

Stanley/Mask SUCKS down the generous drunk's Thunderbird with one loud SUUUCCK. The impact of the booze causes his head to VIBRATE like it's been jammed into an electric paint shaker.

HOOKER
(thrusting out chest)
Wanna good time?

Stanley/Mask's EYES bug out and an AHOOGA horn sounds, then he bends the hooker backward in a lascivious kiss as she SCREAMS out an instant orgasm!

He releases her and continues on his way, brushing his hair back with the suave cool of a Brando or Dean.

STANLEY/MASK
So much for tawdry big city
pleasures. There has to be
something I can do to help my
fellow man-- something like--

Stanley/Mask STOPS. Jack's Auto Shop stands before him, lights inside glowing dark orange.

STANLEY/MASK
--revenge--

37 INT. JACK'S AUTO - NIGHT

Theo and Jack have Stanley's green Civic on the rack, where they busy themselves RIPPING OUT chunks of motor and wiring. They seem to be having a fine old time.

JACK
(examining part)
What the hell is this?

THEO
(eying it carefully)
Ohh-- about seven hundred bucks!

They laugh evilly, banging the engine block with wrenches and crowbars.

Suddenly, a door FLIES open. Stanley/Mask stands SILHOUETTED in bright light, like a gunfighter from a Clint Eastwood western.

Jack squints into the light, unable to make out the mysterious figure.

JACK
Hey, 40 watt-- we're closed!

Stanley/Mask RIPS a muffler from the wall and starts toward the two men. Their eyes go wide as they get a better look at their nemesis.

STANLEY/MASK
I'M NOT GOING TO PAY A LOT FOR
THIS MUFFLER!

38 INT. STANLEY'S APARTMENT BUILDING/HALL - NIGHT

DETECTIVE KELLAWAY and his slightly goofy partner DOYLE are standing in the sledge-hammered hallway, taking in the destruction with jaundiced professionalism. Kellaway's a career cop, tough and hard-bitten. Doyle's a dork.

Kellaway checks out the shattered fire escape window, popping out some stragglng glass fragments with his finger. The walls near the window are scarred with soot from the cigar explosion.

KELLAWAY
Sweet Jesus.

DOYLE
(sniffing soot)
Smells Cuban.

(CONTINUED)

38 CONTINUED:

Doyle flips open a small notebook, reciting his notes.

DOYLE

We got a description from this
goggle-eyed hooker hanging around
outside. Our perp was medium
height and build, groovy suit,
wearing some sort of mask--

Several tenants stand in the open doorways of their
apartments, watching with fear and apprehension.

KELLAWAY

Mask, eh?
(raised eyebrow)
Anybody else see anything?

The tenants withdraw to their apartments in a flurry of lame
excuses.

TENANT #1

I was sleeping--
(slam!)

TENANT #2

Cleaning the oven--
(slam!)

TENANT #3

Damn these cataracts!
(slam!)

Kellaway nods a cynical "thanks for all the help" nod and
kneels to check out the holes in the floor. Doyle kneels
beside him, following the boss's lead.

There's a clearly defined SHOE PRINT in the saw dust next
to one of the hammer holes.

KELLAWAY

What do you make of this, Doyle?

DOYLE

(thoughtfully)
Looks like sawdust.

KELLAWAY

I mean this print!

Doyle measures the print with his fingers.

(CONTINUED)

38 CONTINUED: (2)

DOYLE

It's a dress shoe, Sarge-- size
11, neoprene soles, black with
white laces--

Kellaway can't believe his officer's incredible deductive reasoning-- until he glances at Doyle's shoes. Size 11, neoprene soles, black with white laces--

DOYLE

(continuing)

--yeah, I've been all over this
hall looking for clues.

Kellaway's going into "slow burn" mode, but before he can explode, a uniformed officer (HURD) runs into the hallway.

HURD

Sergeant Kellaway--!

Kellaway stands, brushing himself off.

HURD

We've just received a report from
an auto garage on Third and
Rainey. It's-- it--

KELLAWAY

Spit it out, son!

HURD

Sir, you'd better see this for
yourself.

39 EXT. JACK'S AUTO - NIGHT

The street around the garage is alive with police cars and flashing lights. Screeching up in an unmarked car, Kellaway, Hurd and Doyle run up to the main building-- or what's LEFT of the main building.

A tough, veteran cop rushes out the front door, hand over his mouth like he's going to puke. Kellaway's eyes narrow in surprise. The corrugated walls of the garage have been DENTED from the inside OUT with the well defined IMPRINT of human faces.

KELLAWAY

(disbelieving)

My God.

Hurd nods toward the main door.

(CONTINUED)

39 CONTINUED:

HURD
There's two inside.

40 INT. JACK'S AUTO - NIGHT

Kellaway steps inside. The garage has been torn to pieces. Light fixtures hang askew, tools and garage implements have been hurled everywhere-- it looks like the aftermath of a hurricane.

Kellaway steps around a corner, into the pit area. Two pairs of HUMAN LEGS are sticking out of a tool alcove. They're motionless, sitting butt-down in the nook. Kellaway girds himself-- from the looks of the garage, these guys must be a real mess. He moves to the front of the alcove-- and GASPS.

It's Jack and Theo, alright-- tied hand and foot and thoroughly PISSED. Jack's got a full sized muffler CRAMMED into his mouth, distending his cheeks three feet on either side, and Theo's mouth has been pried open with a fully extended AUTO JACK. Other than that, they're fine.

JACK
(voice, err, "muffled")
Well? 'Ou gonna untie uff or not?!

41 EXT. STREET OUTSIDE GARAGE - NIGHT

Kellaway and Doyle collect their thoughts while an ambulance waits for poor Jack and Theo. The muffler and auto jack are still in place as the hapless mechanics maneuver their way out of the garage.

KELLAWAY
Same goddamn description as the
maniac in the apartment building.
What the hell's going on out
there?

Doyle shakes his head dully.

DOYLE
Beats the shit out of me.

KELLAWAY
(turning away)
Don't tempt me.

42 INT. STANLEY'S APARTMENT/BEDROOM - MORNING

Kathleen's sitting up in bed, pillow clutched in front of her knees. She's obviously been up all night, SCARED SHITLESS by the events of the past few hours.

She HEARS the front door open and close as someone comes inside. There are footsteps in the living room of the apartment, then the dull blue glow of the television shines "on."

43 INT. STANLEY'S APARTMENT/LIVING ROOM - MORNING

Stanley/Mask is sitting on the couch, eyes bulging as he ratchets through cable channels like a man possessed. The image "montage" is like some crazy 20 second HISTORY of shitty television.

STANLEY/MASK

And they dare call it a
"wasteland"--

KATHLEEN (O.S.)

Stan?

Stanley/Mask looks up, a grotesque, hideously suggestive leer on his face.

STANLEY/MASK

(eyes wide)
Sweetheart!

KATHLEEN (O.S.)

Stanley-- is that you?

Stanley/Mask starts toward the bedroom door, checking his tie, tucking down his suit-- generally sprucing up for the "big event."

STANLEY/MASK

("Love Boat" theme)
Love-- exciting and new--

Hand inches from the doorknob, we HEAR--

television (o.s.)

--as channel 47 presents the
rhythmic sounds of the Magambo
trio--!

--and then the rhythmic sound of DRUMS, very similar to the JUNGLE DRUMS of Haiti.

Stanley/Mask freezes in his tracks, like something is
CALLING HIM--

44 INT. STANLEY'S APARTMENT/BEDROOM - MORNING

Kathleen's frightened by the lack of response-- and even more nervous when she hears the gooey sound of SEPARATING FLESH.

KATHLEEN

Stanley-- damn it, answer me!

STILL no answer. Scared-- but determined to find out who's in the living room-- she slides out of bed and peeks out the bedroom door.

45 INT. STANLEY'S APARTMENT/LIVING ROOM - NIGHT

Stanley's RISING UP from the floor, like he's been sick. THE MASK is back in the gift box, staring up from the tissue paper.

Stanley looks addled, confused, the light from the television bathing him in blue light.

KATHLEEN

(concerned)

Stanley!

Stanley ignores her, shaking off his ennui and changing the channel to a morning NEWS PROGRAM.

46 INT. NEWS SET (ON TELEVISION)

NEWS ANNOUNCER

--rampage of terror by a man wearing some sort of "mask". The path of destruction led from an apartment building in the Renton district to a mid-town Auto Repair shop. Police at present have no leads and are asking for the city's help in tracking down the suspect.

47 INT. STANLEY'S APARTMENT - MORNING

Kathleen gets mad as Stanley remains sullen and unresponsive.

KATHLEEN

Where have you been? I've been up all night--!

Stanley's eyes remain glued to the set.

(CONTINUED)

47 CONTINUED:

STAN
 Couldn't sleep.

KATHLEEN
 Didn't you see that mess outside?
 The cops were here half the night
 asking questions--

At that Stanley looks up.

STAN
 What kind of questions?

Kathleen is put off by Stanley's sudden bizarre behavior.

KATHLEEN
 Like who did it.
 (pause)
 I was scared to death! I thought
 something had happened to you!

Stanley turns back to the TV.

STAN
 (quiet)
 Something did.

Kathleen stands there a moment, shaking her head and staring at Stanley. She simply can't believe his laissez faire attitude. Stanley ignores her, fiddling with the television antenna.

KATHLEEN
 Alright, fine! Don't explain.
 (pause)
 I'm leaving!

Kathleen stomps back into the bedroom. We hear some RUSTLING, a drawer SLAMMING, then she returns mostly dressed. She starts for the door, then, remembering her "gift", turns to retrieve the "MASK" box.

KATHLEEN
 (sarcastic)
 Almost forgot my "present!"

Stanley BOLTS off the couch and SLAPS the box out of Kathleen's hand.

STAN
 DON'T TOUCH THAT!

(CONTINUED)

47 CONTINUED: (2)

Suddenly, Kathleen's scared. Voice trembling, she pulls away from Stanley.

KATHLEEN

Fine. Keep it. You can keep everything-- including yourself company!

Stan ignores the SLAM of the door, switching channels to another morning news show. More MASK news.

48 EXT. JACK'S AUTO - NIGHT (SEEN ON A TELEVISION SCREEN)

The news report cuts to an interview with Sgt. Kellaway. (His name is SUPERED across the bottom of the screen.)

KELLAWAY

This man is dangerous. If you have any information concerning his whereabouts, contact the police.

(glancing back at ruined auto shop)

And for God's sake, don't mess with his car!

Pull BACK from the television, to reveal--

49 INT. SCULLY'S WAREHOUSE - MORNING

--we're inside Scully's warehouse, where Scully watches the television news report with evil fascination. This is the proof he's been waiting for!

SCULLY

Son of a bitch-- it's real.

REPORTER (O.S., ON TELEVISION)

Citing recent threats of a gang war, police questioned and then released reputed mob boss Vito Vitelli--

50 EXT. VITO VITELLI'S MANSION - NIGHT (ON TELEVISION)

The scene shifts to an interview with VITO VITELLI, a stereotypical old school GANGSTER who seems annoyed at the persistent reportorial questions. The reporters have cornered him outside his lavish estate as he returns from the police interrogation.

(CONTINUED)

50 CONTINUED:

REPORTER

Mr. Vitelli, is there any truth to the rumor that this masked man has been employed by you as some sort of "mob enforcer"--?

VITELLI

I don't hire trick or treaters, mob or otherwise. Maybe you should talk to that small time prick Scully-- this sounds more HIS speed.

(pause)

Now excuse-- my daughter's getting married this weekend and--

(punching errant camera)

--I said fuckin' EXCUSE me--

While the camera TILTS crazily, we PULL AWAY from the television into a scuzzy HOTEL ROOM--

51 INT. SCUZZY HOTEL ROOM - MORNING

Mitch is sitting on the edge of the bed, watching the news in disbelief. He pulls on his shoes, whipping up the laces.

MITCH

Damn thing must have landed on a scuba diver!

Mitch grabs a leather SHOULDER HOLSTER from a bedknob and straps it on, taking a moment to double-check his gun-- a clip loading revolver. Mitch POPS the bolt back, setting the chamber.

MITCH

You want the mask, Scully?-- I'll get you the friggin' mask--

He throws on a jacket and starts for the door.

MITCH

--then I'll burn it and you in one fell swoop.

52 INT. STANLEY'S APARTMENT - DAY

Stanley's STARING at THE MASK, the JUNGLE DRUMS growing louder and louder.

(CONTINUED)

52 CONTINUED:

STAN
 (to himself)
 All my life, eating shit. Afraid
 to fight back-- afraid to make
 waves--

Trembling with fear and anticipation, Stanley lifts THE MASK to his face. As the transformation occurs, he falls backward, writhing under THE MASK's mystic spell.

Transformation complete, Stanley/Mask LEERS hideously.

STANLEY/MASK
Rockin'.

Moving with deliberation, Stanley/Mask pulls his "SHIT LIST" from his jacket pocket. It's about six inches long, with a short but wide ranging list of targets, ranging from the Cable TV man to the Today's Show's Willard Scott--

--and then Stanley/Mask opens his hand. The list rolls down to the floor and spreads across the living room.

STANLEY/MASK
 Man needs to be organized!
 (eying long list)
 Things to do today!

53 EXT. PIZZA WORLD - DAY

A kid is hosing down the parking lot as the restaurant prepares for a new day. Mr. Peenman parks out front, surveying the lot with the seriousness of McArthur landing in the Philippines.

As Peenman struts inside, we HOLD on a mud puddle in front of the store. Suddenly, a black rubber SNORKEL and SCUBA MASK rise from the puddle-- Stanley/Mask on the prowl!

STANLEY/MASK
 (talking like "Red
 October")
 Contact made. Subject wearing flip
 up sunglasses, obnoxious red pants
 and ugly string tie.
 (pause)
 No mercy. Repeat. No mercy.

54 INT. PIZZA WORLD - DAY

As Peenman begins his workday, an officious looking man named MR. GOLDONION pushes his way into the backroom.

PEENMAN

Excuse me-- may I help you?

GOLDONION

The name's Goldonion, A. Ephreim Goldonion-- Pizza World district manager.

(pause)

I'm looking for a "Peen-man."

PEENMAN

That's me. How can I--

GOLDONION

(suddenly angry)

You-- bastard!

(pause)

Did you fire a young man named Stanley Ipkiss yesterday?

PEENMAN

Why, yes, I--

GOLDONION

--because he was LATE delivering one of YOUR pizzas?

PEENMAN

Well, yes, but--

GOLDONION

We have a PROBLEM, Peenman. Moments after you fired that boy, he bought a gun, murdered his parents, shot up half his high school, then blew his brains out over a POEM he'd written about his LOST FUTURE in the pizza delivery business!

(pause)

That's bad publicity, Peenman!

Peenman is HEARTSTRUCK by this tale of woe.

PEENMAN

Oh God, oh God, I'd do ANYTHING to make up for this tragedy!

GOLDONION

(arching eyebrows)

Anything?

55 EXT. PIZZA WORLD - DAY

Mr. Goldonion is standing on the ROOF of Pizza World, admiring something JUST OFF FRAME. The building is SURROUNDED by passerby who hoot and point at the roof. Stanley's friend Hotcher seems ESPECIALLY amused.

PEENMAN

Are-- are you sure this will
relieve Ipkiss's bereaved
relatives?

Pull back to reveal Mr. Peenman, naked save for a jock-strap made of PITA BREAD and a garish slathering of RED LIPSTICK. He's balancing on one leg, holding a sign that says "LOOK AT ME, I'M A SHITHEAD!"

GOLDONION

Basic psychological theory,
Peenman-- rendering the object
of hatred into a figure of
derision could mean the world to
Stanley's poor parents.

Suddenly, Goldonion's face TRANSFORMS into Stanley/Mask.

STANLEY/MASK

And if not, what the hell! I LIKE
IT!

With that, Stanley/Mask spins on his heel and LEAPS off the roof!

56 EXT. FRED WILLARD ELEMENTARY SCHOOL - DAY

A five story brick and tan building. A flag flaps high atop its silver pole. We hear bored, high pitched SINGING wafting from a second story window.

Stanley/Mask is SCRATCHING Peenman's name of his "shit list" when he hears the music. He cocks an ear toward the singing, salutes the flag and heads inside.

CHILDREN SINGING

(theme from "High Noon")
Do not forsake me oh my darling--

57 INT. CLASSROOM - DAY

MRS. GAZZO, Stanley's "yearbook" nemesis, is plinging away at an old upright piano as the class of 10 and 11 year olds try to sing along. One boy, RUSSELL, is having trouble hitting some of the higher notes-- his voice CRACKS and CROAKS.

MRS. GAZZO
 Alright, stop! Stop right there!
 (eying Russell)
 Some of us aren't trying!

Russell shrinks in humiliation.

RUSSELL
 I-- I'm sorry, Mrs. Gazzo-- I just
 can't hit those high notes!

MRS. GAZZO
 I thought incorporating modern
music into the curriculum would
 stimulate the class--

ANGLE - MUSIC BOOK

One of the kids traces a finger across the sheet music--
 "Copyright 1951"--

ANGLE - CLASSROOM

MRS. GAZZO (CONT.)
 --but obviously I was mistaken.
 (eying Russell)
 A problem with high notes? Perhaps
 it's time we returned to our
original course of study--

Mrs. Gazzo turns to a rack of record albums as we ZOOM IN
 on Russell's horrified face.

RUSSELL
 God-- no--

Mrs. Gazzo spins around, blowing dust off a thick BOXED SET.

MRS. GAZZO
Opera--

Suddenly, the classroom door EXPLODES open. Stanley/Mask strolls in, a study in casual aplomb. Throughout this "incident", Mrs. Gazzo remains serenely mean spirited-- NEVER frightened or cowed.

(CONTINUED)

57 CONTINUED:

MRS. GAZZO
 (irritated by the
 interruption)
 Who are you?

STANLEY/MASK
 ("Dragnet" inflection)
 Front office. Music division.
 Routine check, ma'am. Regulations
 require district music teachers
 to meet certain vocal
 specifications.
 (aside to Gazzo)
 Red tape. Bureaucrats. You
 understand.

Stanley/Mask whips a YMA SUMAC album from his jacket and slaps it on the record player.

STANLEY/MASK
 Seven octave range. Meet it or
 beat it.

The record starts, blasting an impossibly high pitched SQUEAL across the classroom.

MRS. GAZZO
 (indignant)
 I can't sing that--!

Stanley/Mask DROPS his policeman facade, his face arching with demonic fury.

STANLEY/MASK
 I'M NOT ASKING, MRS. GAZZO!

MRS. GAZZO
 (eyes narrowing)
 Who are you--

STANLEY/MASK
 Just a NOBODY you used to TORMENT
 like you've been tormenting these
 poor little TURDS!

He leans in for emphasis as Yma hits high "C".

STANLEY/MASK
 Now how about that HIGH NOTE,
 Mrs. G.?

58 INT. HALLROOM OUTSIDE MUSIC ROOM - DAY

A thin, pinch faced little man-- definitely Vice Principal material-- stomps down the hallway toward Gazzo's room. We can hear children LAUGHING, then a PIERCINGLY HIGH SCREAM--

Suddenly, the WALL of the classroom EXPLODES in a burst of plaster and plywood. Mrs. Gazzo, Scotch-taped to a rolling chair, SPINS crazily down the hallway, belting out the best HIGH C you've ever heard.

Stanley/Mask steps through the hole, giving Mrs. Gazzo the OK sign as she pinballs down the hallway.

STANLEY/MASK

Magnifico!

The Vice Principal watches all this in stunned silence. Stanley/Mask slowly turns toward him, grinning sardonically.

VICE PRINCIPAL

Who-- who are you?

STANLEY/MASK

The new substitute!

(pause)

Don't worry! I'm fully credentialed!

He turns back toward the classroom, arms raised like a maestro.

STANLEY/MASK

Children?

Hold a moment on the dumbfounded Vice Principal, then CUT TO--

59 INT. CAR (ANGLE - POLICE SCANNER TYPE RADIO) - DAY

The call goes out over the police band.

RADIO

--repeat, hostage situation at Willard Elementary. Suspect may be wanted in last night's 215 and 211 incidents--

Pull back to reveal this is NOT a police car, but one of Scully's trademark black Caddy's. Murphy switches off the radio, nodding with satisfaction.

MURPHY

Gotcha.

60 EXT. SCHOOL - DAY

Dozens of police cars and ambulances SCREAM up to the school as SHARPSHOOTERS take up position around the school. Kellaway's in the lead car, taking immediate charge.

One patrol car is left idling with the doors open. A hand-cuffed youth named JERRY sits wide-eyed and pale-faced in the caged back seat.

JERRY
(to departing cop)
Hey-- you said jail-- nobody said
nothing about going back to
school--!

Doyle meets Kellaway out front to brief him on the "predicament."

KELLAWAY
What's the story, Doyle?

DOYLE
Thirty kids held in a second floor music room. Looks like our boy, alright.

KELLAWAY
Sweet Jesus.

A "live remote" TV truck pulls behind the police line, setting up a camera to catch the action. Kellaway's furious.

KELLAWAY
Goddamn press-- that's ALL we need!

Suddenly, there's a clamorous RACKET from the second floor class room.

KELLAWAY
My God. What are they saying?

DOYLE
(cocking ear)
"Great-- big gobs-- of--"

61 INT. CLASSROOM - DAY

As Stanley/Mask pounds the piano like a cross between Jerry Lee Lewis and Elton John, the kids do a pumped up version of "Greasy Grimy Gopher Guts!"

(CONTINUED)

61 CONTINUED:

STANLEY/MASK & CLASS
 --greasy grimy gopher guts,
 mutilated monkey meat, itsy-bitsy
 birdy's feet, french fried
 eyeballs cooked in a pool of
 blood-- and I forgot my spoon.

Stanley/Mask KICKS BACK the piano chair and finishes with
 a flourish.

STANLEY/MASK
 --myyyy ooonnlly spoooooon!

He goes to the classroom window and peers outside.

STANLEY/MASK
 (gritting his teeth)
 Cops. John Law. Fuzz, bulls, beat
 pounders, blue coats--
 (pause, innocent)
 Wonder what they want?

62 EXT. SCHOOLYARD - DAY

Kellaway grabs a megaphone and shouts up at the classroom.

KELLAWAY
 This is Sergeant Kellaway! Release
 the children and come out with
 your hands up!

63 INT. CLASSROOM - DAY

Stanley/Mask turns back into the classroom, where the kids
 are hanging on every word.

STANLEY/MASK
 You heard him-- class dismissed!

CLASS
 (reluctant)
 Ahhhhhh!

The kids run from the classroom as Stanley/Mask peeks
 through the blinds once more, spotting the TV truck behind
 the police line.

STANLEY/MASK
 Cameras!
 (straightening tie)
 This could be my big break!

64 INT. KATHLEEN'S OFFICE - DAY

A dull front office full of secretaries and typewriters. Kathleen, still glum from her fight with Stanley, is having trouble concentrating. She flips a framed photo of her and Stanley "from happier times" face down on the desk.

Suddenly, another secretary, MILDRED, runs excitedly through the office.

MILDRED

Kath! The police have cornered that nut you were talking about!

KATHLEEN

What?

MILDRED

I'm not kidding! It's on TV!

65 INT. BREAK ROOM - DAY

Kathleen follows Mildred to a crowded "break room" where half the building watches TV coverage of the school assault.

66 EXT. SCHOOL GROUNDS (ON TV) - DAY

The reporters are trying to get a statement out of Sgt. Kellaway as the situation deteriorates rapidly.

REPORTER

Sgt. Kellaway-- have you identified the kidnapper? Is he the same man from--

KELLAWAY

(under siege)

We have a hostage situation with an armed suspect-- I don't have time to--

Suddenly, we hear a loud SHOUT from the roof of the school. The television cameras whip "documentary style" to the roof, zooming in on Stanley/Mask.

STANLEY/MASK

HEEEYYYYYYYYYYY---!

(waving arms)

Top o' the world, Ma!

67 INT. BREAK ROOM - DAY

Zoom in on Kathleen's horror stricken face as she RECOGNIZES "The MASK."

KATHLEEN
(to herself)
My God.

Kathleen pushes through the crowded break room and DASHES toward the front door.

68 EXT. SCHOOL/ROOF - DAY

A police CHOPPER swoops down toward the roof, armed sharpshooter hanging from the pod. The wind from the blades sends Stanley/Mask teetering over the edge of the roof, pinwheeling his arms to keep his balance.

STANLEY/MASK
Whoa, mama!
(smiling)
Just kidding!

INTERCUT W/

69 EXT. SCHOOL GROUNDS - DAY

Kellaway grabs a megaphone to shout over the "whup whup whup!" of the chopper.

KELLAWAY
I want to see some hands, pal!

Stanley/Mask SHAKES his wrists and his hands SNAP OFF, flying down toward the ground. New hands immediately take their place.

KELLAWAY
(furious)
Your hands!
(pause)
You haven't got a chance. Give up quietly or by God, we'll take you down!

Stanley/Mask takes this threat in stride.

STANLEY/MASK
Yeah? You and what--

(CONTINUED)

69 CONTINUED:

We HEAR the "click clak kachunk" of an ARMY of sharpshooters sprawled out along the school roof. Every rifle barrel is aimed directly for our "hero."

STANLEY/MASK

Oh.

It's a tense, Sergio Leone moment-- the classic face off. Stanley/Mask's eyes squint. The cops adjust their sights. Stanley/Mask squints even more. The chopper WHUP WHUP WHUP's overhead.

Stanley/Mask reaches into his jacket pocket.

STANLEY/MASK

Mind if I smo--

GUNFIRE EXPLODES like thunder across the roof.

Hundreds of bullets rip into Stanley/Mask as he slides that innocent cigar from his coat pocket. The impacts BLOW THE CIGAR to pieces, so he pulls out another, then another. The gunfire batters Stanley/Mask toward the edge of the school roof.

KELLAWAY

(through megaphone)

Cease fire!

The air is rancid with smoke from the firefight. Stanley/Mask stands unsteadily on the precipice, clothes a riddled mess. He holds the stub of a blasted stogie, smouldering from one of the bullet hits.

STANLEY/MASK

Thanks for the light!

He takes a long PUFF-- and like before, the cigar EXPLODES with the force of a mortar shell, blasting Stanley/Mask off the roof!

ANGLE - STANLEY/MASK (FALLING)

As he plummets toward the ground, Stanley/Mask eyeballs the blasted cigar stub.

STANLEY/MASK

I gotta try another brand!

70 EXT. STREET BESIDE SCHOOL - DAY

The crowd scatters--

(CONTINUED)

70 CONTINUED:

--while, in the patrol car cage, Jerry tries to see what everyone's screaming at--

FLAMMM!! A body crashes through the roof of the car and into the front seat. Stanley/Mask pops up with a grin! Jerry just stares.

Stanley/Mask's eyes brighten at the sight of keys in the ignition. With a glance in the rear view mirror--

STANLEY/MASK
To hell with Hertz!

--Stanley/Mask GUNS THE ENGINE and tears into traffic, weaving between parked cars and pedestrians.

JERRY
(thrilled)
Cool!

ANGLE - KELLAWAY

He can't believe what's happening! Tossing his megaphone aside, he runs for his car.

DOYLE
He's getting away!

KELLAWAY
Over my mama's fat ass he is!

Kellaway PEELS out in close pursuit, followed by a dozen MORE cop cars! As these cars LEAVE the scene--

--Kathleen pulls up, running toward the police line. A uniformed cop, HUNT, grabs her to keep her from crossing onto the school grounds.

HUNT
Hold it, lady-- this area's off limits--

Kathleen can see the sharpshooters on the roof of the building. The sight scares her even more.

KATHLEEN
I-- I know the man in the mask!

THAT piques Hunt's interest.

HUNT
Wait here-- I'll find the Captain.

(CONTINUED)

70 CONTINUED: (2)

Hunt runs off, leaving Kathleen alone with her thoughts. After a moment, a man in a dark suit (Murphy) comes up. We don't see his face.

MURPHY

Excuse me-- you say you know the suspect?

KATHLEEN

I think he's my boyfriend!

MURPHY

Better come with me, ma'am.

Murphy takes Kathleen's arm, leading her away from the police line to a sinister black Cadillac parked across the street. Murphy opens the back door and guides Kathleen inside.

71 INT. BLACK CADILLAC - DAY

Kathleen settles in the cushy back seat nervously, a little surprised at the opulence of the "police captain's" car. A man sits in the shadows across from her, nursing a drink.

KATHLEEN

Wow. You guys really travel in style.

(to her "seatmate")

They won't hurt him, will they, officer?

SCULLY leans out of the shadows, smiling coldly.

SCULLY

They won't touch him. They won't know how.

MURPHY

(over shoulder)

You want me to follow the police?

KATHLEEN

(confused)

What--? But who are--?

SCULLY

No. I have a better idea.

Kathleen realizes she's been "had" as Murphy GUNS the engine and the black Caddy disappears down the street.

72 EXT. STREET NEAR SCHOOL - DAY

As the Caddy speeds away, continue the pan-- to Mitch, sitting behind the wheel of his rent a car. He's been FOLLOWING Scully across town.

He pulls into traffic, following Scully's limo from a discreet distance.

MITCH

You're not the only guy with a police scanner, dickhead.

73 INT. PATROL CAR - DAY

Stanley/Mask is having a gleeful time behind the wheel of the patrol car. Jerry's kicking back, digging it.

STANLEY/MASK

Y'know, I always wanted to be a cop. "To protect and serve"-- noble words for a noble--

Suddenly, Stanley/Mask VEERS across three lanes of traffic, BANGS up on the sidewalk and SMASHES through a dozen newspaper racks. Papers EXPLODE in the air as Stanley/Mask veers back onto the road-- several sheet blow into the patrol car.

STANLEY/MASK

--profession.

(pause)

Hand me the comics, will ya?

While Jerry looks for the funnies, Stanley/Mask adjusts the rear view mirror-- revealing a DOZEN blazing cherry tops coming up behind him.

STANLEY/MASK

(afraid)

Oh dang-- I hope they didn't see that!

(pause, to Jerry)

You thirsty, kid?

JERRY

(excited, grinning)

Sure!

74 INT. SMILEY'S CONVENIENCE STORE - DAY

A young FEMALE CLERK is counting out change to a deaf ELDERLY CUSTOMER as we HEAR the rising sound of sirens and screeching tires.

FEMALE CLERK

Fifteen, sixteen, seventeen--

The runaway patrol car looms up in the wide front window and KRASSSH!-- keeps right on coming!

75 INT. PATROL CAR

Stanley/Mask piloting the vehicle cheerfully, elbow hanging out the window.

STANLEY/MASK

These drive-thru's are SUCH a convenience.

Stanley/Mask hooks onto a huge display of TIC TACS and hurls them into the car, then cuts a cookie at the potato chips and roars past the beverage coolers.

Six packs POP off the refrigerator shelves in a spray of broken glass and rending metal. Stanley/Mask HURLS them through the metal cage surrounding Jerry, stacking them like cordwood.

The car SKIDS to a stop next to the check out stand. The elderly man is utterly nonplussed, but the female clerk is scared shitless.

STANLEY/MASK

--uhh, gimme two lottery tickets
(glance at Jerry)

--and a box of rubbers for the kid!

(wiggles eyebrows)

Maybe we'll both get lucky!

She tosses him the tickets and the rubbers while the old man grins, giving Stanley/Mask the thumbs up.

ELDERLY MAN

What a pleasant young man!

76 EXT. CONVENIENCE STORE - DAY

The patrol car ROARS back out the front window and swerve into the street-- directly in front of a pursuing calvary of COP CARS.

77 INT. PATROL CAR - DAY

Jerry's really getting into it. He FLIPS THE BIRD at the approaching cop cars, hopping up and down on the back seat.

JERRY

Take this, coppers! Nyah nyah!

78 EXT. STREET - DAY

Police cars slide up on either side of Stanley/Mask's car, OPENING FIRE through the window. Jerry ducks as bullets hammer the car and SPLINTER the windshield.

One shot BLOWS the left front tire, dropping the bare wheel to the pavement in a shower of sparks. Stanley/Mask leans out the window, "checking" the damage.

STANLEY/MASK

(shaking his head)

Will ya look at that? Brand new radials--

Impossibly, Stanley/Mask hooks an arm under the chassis of the car and LIFTS it off the pavement, so the wheel is FLOATING over the road.

STANLEY/MASK

(wincing with effort)

Errghhhh!

The three cars scream into an intersection. The police cars SLAM into cars waiting for lights, spinning around in wide circles. Stanley/Mask maneuvers right through the middle of the wreckage, arm still holding up the damaged wheel--

STANLEY/MASK

Whew! We made it--

--straight into the underbelly of a BIG RIG TRUCK! The impact RIPS the roof off the patrol car, but it slides RIGHT UNDER the big rig and continues down the road.

Stanley/Mask lifts his head up over the dash, luxuriating in the breeze.

STANLEY/MASK

Always wanted a convertible!

79 EXT. STANLEY'S APARTMENT BUILDING - DAY

Scully's limo screeches to a stop out. Murphy and the other goons DRAG Kathleen upstairs. She struggles, but it's no use. Scully follows a moment later (he's not one to "sully" himself with dirty work), disappearing inside the building.

Pull back. MITCH has seen everything. He jots down the address of the building, then peels out.

ANGLE - JERRY/BACK SEAT

Jerry rises up from the back seat, laughing at the hapless cops. He sticks his tongue out, wiggles his fingers in his ears, and otherwise acts like a real maroon.

JERRY

Ha ha ha! You'll never catch us!
Nah nah nahhh!

80 INT. KELLAWAY'S CAR - DAY

Kellaway's driving, and he's furious. He swerves around the mangled intersection (as his officers and innocent civilians climb uninjured from the wreckage), putting the pedal to the metal.

KELLAWAY

That son of a bitch--
(leaning into wheel)
I'm gonna clean his clock--!

Suddenly, a giant medieval AXE explodes through the roof of Kellaway's car!

81 EXT. KELLAWAY'S CAR - DAY

Stanley/Mask stands spreadeagled on the roof of the car, hacking away with a long handled axe!

STANLEY/MASK

I've been working on the
raaaaailroad--!
(pause, "nice")
Pardon me-- have you any "Gray
Poupon?"

82 INT. KELLAWAY'S CAR - DAY

KELLAWAY

(furious)
You're going DOWN!

(CONTINUED)

82 CONTINUED:

Furious as the axe falls again, Kellaway fumbles for his service revolver. Stanley/Mask LEERS DOWN through the hole in the roof.

STANLEY/MASK

I know what you're thinking--
WHERE DOES HE GET ALL THAT NEAT
STUFF?!!

83 INT. STANLEY/MASK'S PATROL CAR - DAY

Jerry roots around on the floorboards for a beer, then turns his attention back to the pursuing police vehicle.

JERRY

(guzzling beer)
Nyahh nyah! Come and get me, you
stupid--

About now, Jerry notices Stanley/Mask on the roof of Kellaway's car.

JERRY

(realization)
--"jerks"--

84 EXT. KELLAWAY'S PATROL CAR - DAY

Stanley/Mask takes a moment to WAVE happily at Jerry.

STANLEY/MASK

Hi!

85 INT. STANLEY/MASK'S CAR - DAY

Eyes going wide, Jerry slowly turns around--

--to find NOBODY at the wheel! The INSTANT he realizes this--

--the car SPINS out of control, veering out of traffic and PLOWING into the back of a FLOWER STAND. Jerry rises woozily from the back seat, adrift in a sea of posies and Easter baskets.

86 EXT. KELLAWAY'S CAR

Stanley/Mask is wailing away with that axe. Kellaway EMPTIES his gun and grabs for Doyle's--

(CONTINUED)

86 CONTINUED:

--as the car roars at high speed toward the back of a full sized BUS!

At the last second, Kellaway JAMS on the brakes-- sending Stanley/Mask FLYING through the back window of the bus!

87 INT. CITY BUS - DAY

Stanley/Mask SAILS through the middle of the bus, greeting startled passengers with friendly salutations.

STANLEY/MASK
Hello. How are you. Nice day.

88 EXT. STREET - DAY

Kellaway's car shudders to a stop in a haze of blue smoke, inches from the back of the bus. Kellaway leaps out, gun ready.

KELLAWAY
Now I've got you!

Suddenly, the bus LURCHES forward, taking a wide turn in the middle of the street and missing Kellaway by inches. Waving at Kellaway from the driver's seat-- bus driver's cap propped on his domed head-- is Stanley/Mask!

STANLEY/MASK
(zipping past)
Sorry-- exact change only!

Stanley guns the bus down the street, banging through parked cars and slow traffic. He's halfway down the street when he notices a MOVIE MARQUEE. "Tougher Than Leatherface." He does a wild double-take!

STANLEY/MASK
Whoa, nellie! I could USE a laugh!

With as much thought as you and I would give to tying our shoes, Stanley/Mask throws open the bus door and STEPS out. The bus driver LEAPS into the breach, trying to control the runaway vehicle as--

--Stanley/Mask goes to the movies (!).

89 EXT. MOVIE THEATER - DAY

Stanley/Mask strolls up to the ticket window. A bored woman looks up with extraordinary disinterest.

STANLEY/MASK
("ingratiating")
One "child", please--

TICKET TAKER
(bored)
Forget it, buster--

Grumpy that the "child's ticket" ruse didn't work, Stanley/Mask takes an adult ticket and heads inside.

90 INT. MOVIE THEATER - DAY

Loaded down with enough popcorn and candy to feed most third world nations, Stanley/Mask tries to slide down an aisle as the movie plays in the background.

STANLEY/MASK
'Scuse me-- pawdon me-- pawdon--
pawdon--

He watches the movie for a moment when he HEARS someone talking behind him.

VOICE
--the acting is simply atrocious.
Look at these cheap sets--

Stanley/Mask whirls around, pissed.

STANLEY/MASK
Shhh!

There's a moment of peace-- then more comments.

SECOND VOICE
I mean, this is the kind of tripe
that's ruining Hollywood!

Face knotted with exaggerated annoyance, Stanley/Mask whirls around again.

STANLEY/MASK
Shush!

Once last time, Stanley/Mask tries to watch the movie.

(CONTINUED)

90 CONTINUED:

VOICE

Whatever happened to the romance
of film?

THAT does it. Stanley/Mask LEAPS up on his seat, throwing popcorn and ju-jube's everywhere, and STARES DOWN on the two gabsters. And what do you know? It's Siskel and Ebert!

STANLEY/MASK

You!

ANGLE - REAR OF THEATER/LOOKING TOWARD SCREEN

Silhouetted in the light from the movie screen, Stanley/Mask HURLS Siskel and Ebert back and forth like they were stuffed dummies.

STANLEY/MASK

I give you two a big thumbs DOWN!

SISKEL

Ahhhh!

EBERT

Aghhh!

91 EXT. THEATER - DAY

Brushing his hands together in a "that's another job well done" manner, Stanley/Mask steps from the theater--

--into more COPS than seems humanly possible. They're in cars, armed anti-personnel carriers, hanging from trees, parachuting from helicopters--

--and they're all aiming serious looking guns at HIM.

STANLEY/MASK

What th--

Kellaway steps away from the others, secure in knowing that THIS TIME, Stanley/Mask is HIS.

KELLAWAY

It's all over, son. Give it up
before there's trouble.

Stanley/Mask looks around, like he's trying to figure a way OUT of this mess-- then--

STANLEY/MASK

Hit it!

(CONTINUED)

91 CONTINUED:

With that, a police SPOTLIGHT SNAPS on, and the brightly lit theater entry-way becomes a beautifully lit STAGE.

Pedestrians with radios and ghetto blasters look down in shock as a RUMBA begins playing from every speaker in town. Stanley/Mask SWAYS seductively in time to the music.

FEMALE SINGER (FROM RADIO)

They rave about Sloppy Joe-- the
Latin lothario-- but Havana-- has
a new sensation--

It's "Cuban Pete RUMBA", by Desi Arnaz! (Yes, this is a real song!)

FEMALE SINGER (FROM RADIO)

He's really a modest guy--
although he's the hottest guy--
in HavAAAAAna-- and here's what
he has to saaaaay--

Stanley/Mask steps up to the "stage," wearing a straw hat "boater" and wielding a dancer's cane. He tilts the boater over his eyes, casting a sly glance toward the crowd.

STANLEY/MASK

("Latin" voice)
They call me Cuban Pete-- I'm King
of the Rumba beat-- every time
I play the maracas I go chick
chickie boom, chick chickie boom,
chick chickie boom!

Like Gene Kelly on acid, Stanley/Mask punctuates his number with any number of sly gestures-- winking, nodding, sliding seductively down a streetlamp post, doing repeated "splits" on the sidewalk-- it's his big number!

The cops watch this with open mouthed astonishment.

DOYLE

Hey, Sarge-- he's not bad!

Kellaway looks at Doyle like he's completely insane. Meanwhile, Stanley/Mask waltzes into the street, prancing just inches from the heavily armed cops.

(CONTINUED)

91 CONTINUED: (2)

STANLEY/MASK

(still singing)

Yessir, I'm Cuban Pete! The craze
of my native street! When I start
to dance everything goes chick
chickie boom, chick chickie boom,
chick chickie boom!

Like some weird, looney case of mass hypnosis, Stanley/Mask waits for the "musical break" to coax the armed cops into JOINING him on the number-- as the rough and tumble equivalent of CHORUS GIRLS!

ANGLE - LOOKING DOWN FROM HELICOPTER

The street takes the look of a Busby Berkeley musical as the cops HIGH STEP in time to the infectious RUMBA beat.

92 EXT. STREET OUTSIDE THEATER - DAY

Kellaway can't believe his eyes. His cops, his tac squad, his friggin' SWAT team-- they're ALL in the street, dancing with this crazy maniac!

Stanley/Mask sidles up to a heavily armed female SWAT officer, "dirty dancing" her across the street--

STANLEY/MASK

The senoritas they sing, and how
they sling their sombrerrrrros--!
(It's very nice! So full of
spiiiiice--)

(dip!)

And when they're dancing they
bring a happy ring to their
vaqueros-- they sing their song,
all the day loonnnggg--

Doyle starts out to join the others, but Kellaway grabs him by the back of his jacket.

KELLAWAY

You go out there and I'll blow
your brains out!

Furious, Kellaway pulls his gun and FIRES several times into the air. The sharp REPORTS seem to break the spell of THE MASK. The music suddenly STOPS and the high stepping cops stagger away from the chorus line, looking confused.

KELLAWAY

That's it!

(CONTINUED)

92 CONTINUED:

Kellaway storms into the street and JAMS his pistol under Stanley/Mask's chin.

KELLAWAY
You're under arrest!

STANLEY/MASK
I'm not sure I like your ATTITUDE!

Stanley/Mask's face begin to melt into a dark vision of sheer, volcanic anger-- when he spots a BUMPER STICKER on a nearby Volvo.

ANGLE - BUMPER STICKER

"Be A Good Citizen! Obey The Law!"

ANGLE - STANLEY/MASK

Stanley/Mask's face suddenly twists into wildly exaggerated expressions of remorse and pain. It's like a circus clown doing bad mime.

STANLEY/MASK
My God! The LAW! I knew I'd
forgotten something!
(tears)
How could I have been so foolish!

He puts his hands out and Kellaway slaps on the cuffs. Tears are gushing from Stanley/Mask's eyes like twin water taps.

STANLEY/MASK
Wha-- what'll they do with me,
Sarge?

KELLAWAY
Sorry, kid. That's not my
department!

93 INT. JAIL BOOKING AREA - DAY

The officers have brought Stanley/Mask to the booking desk. Doyle starts fishing stuff from the Stanley/Mask's pockets while Kellaway takes inventory.

KELLAWAY
I'm sticking with this bird all
the way to the courthouse.
(pause, nodding)
Alright, empty his pockets.

(CONTINUED)

93 CONTINUED:

Doyle starts tossing stuff on the desk.

DOYLE

Comb-- Flintstones vitamins--
windshield wipers-- Sousaphone--
(pause)
--picture of Kellaway's wife--

Kellaway looks down at the counter. It really IS a picture of his wife, with a handwritten note: "Call me, lover-- 555-1234!"

KELLAWAY

What the fuck--?
(pause)
Margaret!

Furious, Kellaway LUNGES over his desk, reaching for Stanley/Mask's neck. Two other officers restrain him.

KELLAWAY

You son of a bitch--!

STANLEY/MASK

Jeez, I figured you for a sense of humor!
(pause)
After all, you married her!

Red-faced and furious, Kellaway screams at Doyle and the others.

KELLAWAY

Take his ass down to lock-up! Now!

94 EXT. JAIL CELL - DAY

Doyle and Officer Mulrooney drag Stanley/Mask to a holding cell downstairs. Stanley/Mask is "mock resisting", throwing himself back and forth in a flamboyant, obviously insincere manner.

While Mulrooney gets the cell door, Doyle unfastens the cuffs. The cell is PACKED with the scum of the Earth-- huge, burly killers, gang members, bad Elvis impersonators, professional hit men.

(CONTINUED)

94 CONTINUED:

MULROONEY

Let's see how you like it in
A-block, smart guy. Every wise
 ass, mother jumping, drug
 peddling, gang banging piece of
 shit in the city winds up here
 sooner or later.

STANLEY/MASK

(stalwart)

I think I can handle it.

ANGLE - STANLEY/MASK

With his puss hidden from Mulrooney and Doyle,
 Stanley/Mask's face suddenly CHANGES into-- FREDDY KRUEGER!
 Freddy/Mask makes a feeble, Dracula-like "scary" gesture
 with his hands.

"FREDDY"/MASK

Boogie boogie boogie!

ANGLE - GOONS

The goons in the cell break into laughter.

GOON #1

Hey, get this, boys-- it's Ferdie
 Kreuger!

GOONS

Har har har har--!

ANGLE - STANLEY/MASK

Himself again, scratching his head in "now why didn't THAT
 work?" puzzlement.

STANLEY/MASK

Huh. Better try that again.

From BEHIND Stanley/Mask, we see something HUGE and HORRIBLE
 spring from his face and fill half the cell!

STANLEY/MASK

RRRRRRGHH!

We don't know what it is, but it scares the LIVING SHIT out
 of the convicts. As quickly as it came, it recedes back to
 the "normal" Mask face.

CONVICTS

AHHHH!

(CONTINUED)

94 CONTINUED: (2)

Mulrooney turns around to find all the convicts QUIVERING against the back wall.

GOON #1
Shit, Mulrooney, you can't put that in here with us!

GOON #2
I want my lawyer!

GOON #3
I want some Kleenex!

Mulrooney gives Stanley/Mask a suspicious look.

MULROONEY
What'd you do?

STANLEY/MASK
(shrugging)
Just getting acquainted!

DOYLE
Screw it-- put him in the isolation cell.

Mulrooney and Doyle move one cell down and THROW Stanley/Mask behind the thick bars.

STANLEY/MASK
Hey! Ain't you going to TUCK ME IN?

95 INT. STANLEY'S APARTMENT - DAY

Kathleen's sitting on Stanley's battered couch, surrounded by Scully's goons. Scully's wandered around the disheveled apartment, flipping idly through Stanley's possessions.

KATHLEEN
I told you, he's not here! What do you want from us?

SCULLY
Your friend has something that belongs to me.

Scully finds the empty "Mask" box and the receipt from the antique store.

(CONTINUED)

95 CONTINUED:

SCULLY
(eying receipt)
\$99.95. Quite a bargain.

KATHLEEN
Are you telling me this is all
over that stupid MASK?

Scully throws out his arms expansively, circling the
apartment.

SCULLY
I made my fortune early in life--
prostitution, drugs, cable
television-- but money without
brute power is meaningless.
(pause)
The mask focuses that power.

KATHLEEN
(eyes narrowing)
What happened to Stanley?

SCULLY
He isn't strong enough to handle
it. The mask is bending him to
it's will-- making him a slave
to it's power.

Kathleen's knee jerk reaction is to BOLT from the couch.
Murphy SLAMS her back down again.

KATHLEEN
I have to help him!

SCULLY
Give him time. If he really cares
about you--
(dramatic pause)
--I suspect he'll come to us.

96 INT. POLICE STATION - DAY

Mitch pushes his way into the crowded police station,
elbowing his way to the desk sergeant.

DESK SERGEANT
Yeah?

MITCH
D.A.'s office sent me-- public
defender for your crazy John Doe.

(CONTINUED)

96 CONTINUED:

The desk sergeant's face wrinkles with amusement.

DESK SERGEANT

That was fast.
(standing)
Follow me.

97 INT. JAIL CORRIDOR - DAY

After much BANGING and CLANGING, the desk sergeant leads Mitch into the cell area.

DESK SERGEANT

Isolation cell B. Be careful--
this one's something special.

The desk sergeant leaves and Mitch continues down the corridor alone. He passes several desolate cells, all concrete and bare metal cots--

--and then he comes to isolation cell B! It's been completely "redecorated" by Stanley/Mask. There's a four poster bed, a big screen TV, twelve telephones, and the entire Elvis Presley video catalog.

Stanley/Mask is lounging in an elegant smoking jacket, puffing a cigarette through a ridiculously long holder.

STANLEY/MASK

(rich man's voice)
Yeeeeaaaassss--?

MITCH

Listen, pal-- we gotta talk!

STANLEY/MASK

(snooty, bored)
Talk, talk, talk--
(suddenly wacky)
Whatcha need, chief?!

Mitch leans into the bar, whispering.

MITCH

I know about the mask. There are people out there willing to kill for it.

Stanley/Mask leaps away from the bars, eyes wide with fear.

STANLEY/MASK

Kill? Me?!!

(CONTINUED)

97 CONTINUED:

Like a whirling dervish, Stanley/Mask straps on a plethora of protective gear-- Kevlar vest, tactical helmet, Captain America shield. When done, he looks like a black leather mummy.

STANLEY/MASK

Lemme at 'em!

MITCH

Not you, pal-- your girl. They have her.

At the mention of Kathleen, there's a profound SOFTENING in The Mask's features. Something emotional works under Stanley's second skin, something deep and caring.

STANLEY/MASK

Kathleen?

Stanley/Mask's face gets hard.

STANLEY/MASK

Someone's trying to hurt her?

(pause)

Let's go get her!

Mitch looks around, tugging on the iron bars.

MITCH

That's not so easy. You're in jail.

Stanley/Mask looks around incredulously.

STANLEY/MASK

You mean I can't leave whenever I want?!

(pause)

Heck, THAT'S no fun!

With that, Stanley/Mask SLAMS his head against the bars so his nose and lips protrude to the other side. He reaches around with his hands and slowly--

--PUSHES HIMSELF THROUGH THE BARS, like playdoh through a cookie cutter. His "thin" body FLOPS into the corridor, then reinflates like an inner tube.

STANLEY/MASK

All set!

Mitch stands there a moment, gaping at the sight.

MITCH

I'll bet you are.

98 INT. KELLAWAY'S OFFICE/POLICE STATION - DAY

Kellaway's on the phone, spitting out chunks of donut as he gets the terrible news.

KELLAWAY
ESCAPED?!!

He grabs a RIOT GUN from the couch and heads for the door.

KELLAWAY
THAT does it. No more Mister nice
guy!

99 EXT. STANLEY'S APARTMENT BUILDING - DAY

Mitch and Stanley/Mask are parked across from the apartment building. Mitch eyeballs the structure tentatively, noting the very obvious BLACK LIMO parked out front.

MITCH
They took her here. Ring any
bells?

STANLEY/MASK
Home sweet home. Third floor on
the right.
(suddenly mad)
If any of those bastards messes
with my bottle cap collection--

MITCH
Knowing Scully, he's got more
security than a Guns N'Roses
concert.
(looking at high
windows)
I wish we could get a look inside.

Stanley/Mask pops open the door and ZIPS across the street,
directly UNDER the window.

STANLEY/MASK
Heads up!

MITCH
Hey--

Without warning, Stanley/Mask slides a giant MACHETE from
his sleeve.

(CONTINUED)

99 CONTINUED:

ANGLE - MITCH

Mitch is halfway across the street-- close enough to see something that really makes him WINCE.

MITCH
(disgusted)
Oh God-- not again!

100 INT. STANLEY'S APARTMENT - DAY

Scully's men are playing poker at the kitchen table while they guard Kathleen. We SEE something pop into view, then disappear.

It's Stanley/Mask's decapitated HEAD-- peeking in, then falling. Peeking in at ANOTHER angle, then falling. He's hacked off HIS OWN head for this remote control "view," tossing it up like a basketball.

Finally, the man FACING the street side window looks up. Stanley/Mask's head flies into frame and GRINS wildly. Reflexively, Scully's man SMILES back.

Then it hits him.

SCULLY'S MAN
What the fu--

Almost on cue, MITCH boots in the apartment door, shotgun aimed and ready. Kathleen, still on the couch, SCREAMS in surprise.

MITCH
Alright-- everybody on the floor.

He FIRES a shot into the ceiling to make his point.

MITCH
NOW!

The goons pancake on the living room rug. Mitch looks over at Kathleen, nodding to her.

MITCH
It's alright, kid. I'm a good guy.

Stanley/Mask FOLLOWS Mitch into the apartment-- severed head tucked under his elbow like a watermelon.

(CONTINUED)

100 CONTINUED:

STANLEY/MASK
(head under arm)
Kathleen! Honey, are you alright?

Kathleen SCREAMS in bloody terror. Mitch throws a "straighten up!" look at Stanley/Mask, rolling his eyes incredulously.

MITCH
Jesus, kid, pull yourself together!

Stanley/Mask reattaches his head, moving toward Kathleen. She recoils in horror and disbelief.

STANLEY/MASK
Kath, babe, it's me! Stanley! Your swee-pea! Boyfriend! Significant other! Mr. Kissy-kiss!
(pause)
Remember last night?

Kathleen's voice is low with horror and dread.

KATHLEEN
You're NOT Stanley--

Stanley/Mask stares at Kathleen, something working behind those green eyes.

STANLEY/MASK
--but-- but I am!
(pause)
Look! I can prove it!

With that, Stanley/Mask hooks his fingers around the skin at the back of his neck and PULLS. Slowly, painfully, he tears THE MASK away-- and DROPS IT to the floor.

KATHLEEN
(staring at Stanley)
Oh my God.

The front door swings around, revealing SCULLY lying in wait. He cold-cocks Mitch with the back of a baseball bat, pitching him head first into the far wall.

SCULLY
Hello, Mitch.
(eying Stanley)
Thanks for stopping by.

Stanley looks down at THE MASK.

(CONTINUED)

100 CONTINUED: (2)

STAN

Oops.

Murphy kicks THE MASK, sliding it across the floor to Scully.

Stanley stares at THE MASK, then up at Scully. His bravado leaks away like water from a broken radiator. Kathleen runs to him, but he's zoned. He wants THE MASK back.

KATHLEEN

Stanley!

STAN

It-- it's mine--
(whimpering)
--mine--

Scully kneels down, taking THE MASK for himself.

SCULLY

Don't feel badly. It wasn't meant
for you. Feel blessed to have
enjoyed its power at all--

Murphy looks around the room, fingering his Uzi.

MURPHY

What should we do with them?

Scully goes for the door, eyes riveted to THE MASK.

SCULLY

(looking at MASK)
I'll take the girl. She has spunk.
(pause)
Kill the others.

Scully pulls Kathleen along with him. She struggles, but it's no contest.

KATHLEEN

No! Let me go!
(beseechingly)
Stanley!

Snapping out of his "funk", Stanley makes a move to stop Scully. Murphy pushes him back with the butt of his gun.

MURPHY

Stay put, lover boy.

(CONTINUED)

100 CONTINUED: (3)

Scully disappears with Kathleen, leaving Stan and Mitch at the mercy of Murphy and his murderous thugs. Murphy pulls back the bolt of his machine pistol, grinning ominously.

STAN

(desperate)

You-- you can't-- people will hear you!

MURPHY

They'll think they heard a backfire--

The other two goons slap back the bolts of THEIR machine guns.

MURPHY

--okay. LOTS of backfires.

Suddenly, Mitch rolls over, popping the pin on a live GRENADE! Murphy and the others step back in surprise.

MITCH

What are they gonna think when they hear THIS?

Murphy has a queasy "half smile" on his face-- he doesn't really believe Mitch has the guts to let the grenade blow, but he's not sure--

MURPHY

Drop it and we're all history--

MITCH

History. My favorite subject!

Mitch tosses the grenade across the room. Cursing, Murphy and the two goons RUN FOR THE DOOR, spraying the room with random machine gun fire.

Stanley dives for the bedroom, narrowly avoiding the gunfire. Mitch takes cover behind the old couch. Bullet trails send puffs of cotton across the room as Murphy and the others race for the stairs.

Stanley peeks around the bedroom door, spotting Mitch's live grenade.

STAN

The grenade!

Mitch RUNS from behind the couch, GRABS the grenade, then starts flipping through Stanley's RECORD COLLECTION (!).

(CONTINUED)

100 CONTINUED: (4)

MITCH

Get in the kitchen! Stuff all the trash you can find into a wastebasket!

Mitch feverishly flips through Stanley's records, stopping at the 1812 OVERTURE. He hurls the sleeve across the room and slaps the record on Stanley's turntable, flipping the amplifier "ON" and cranking the volume to 10!

Stan doesn't know WHAT the fuck is going on, but he follows instructions, stuffing the wastebasket with newspaper and kitchen trash.

Mitch runs to Stanley and LIGHTS the trash with his "hand grenade"-- actually a decorative cigarette lighter.

MITCH

On my signal, pitch it through the front window.

As the flames in the wastebasket flicker higher, Mitch runs back to the stereo and drops the needle in the middle of the record.

MITCH

Now!

The stereo speakers EXPLODE with the sound of cannon fire (the 1812 Overture, remember?)--

--as Stanley HURLS the flaming debris through the street side window!

101 EXT. STANLEY'S APARTMENT BUILDING - DAY

Murphy and the goons barely make it outside when they HEAR the "explosion" and the CRASH of glass, followed by a trail of FIERY DEBRIS.

MURPHY

Crazy bastard-- he really did it!

They're still recovering from this "shock" as they near Scully's black Cadillac. With a "whir", the tinted sunroof slides back and Scully stands tall--

--at least, what USED to be Scully stands tall. He's put on THE MASK, and the transformation is entering it's final phase. As the green flesh curls around his head, we see a TRULY evil countenance that makes Stanley/Mask look like a Walt Disney character.

(CONTINUED)

101 CONTINUED:

He's BOSS SCULLY MASK-- mega mobster supreme!

The sight halts Murphy and the others in their tracks.

SCULLY/MASK

So glad you could join me.

(to Murphy)

Driver?

Murphy tentatively slides behind the wheel of the limo, head cocked in the direction of his "boss." This is a truly CREEPY moment.

Scully/Mask slides a MACHINE GUN from his jacket and MOWS DOWN his other two goons as they try to come along.

SCULLY/MASK

Sorry-- no riders this trip!

102 INT. SCULLY'S LIMO - DAY

Kathleen JUMPS in terror at the sound of the machine gun fire. The madness of the shoot-out has left her nerves frayed near the breaking point.

KATHLEEN

What do you WANT from me?!

Scully/Mask looks down on Kathleen from his perch through the sunroof. Something HUGE and THICK begins to squirm in the crotch of his pants, like some sentient, throbbing BOA CONSTRICTOR.

SCULLY/MASK

I don't know. We'll think of something!

Kathleen SCREAMS again-- and this time the SCREAM doesn't stop.

103 INT. STANLEY'S APARTMENT - DAY

The room's full of smoke from the gunfire and ersatz "grenade explosion." Stanley's is a state of shock now that THE MASK has been taken from him.

Mitch is taking care of business, grabbing his shotgun and reloading with shells out of his coat pocket.

(CONTINUED)

103 CONTINUED:

MITCH

The shit's really gonna hit the fan now.

Stanley has a hopeless, "don't know what to do" look on his face.

STAN

I could do anything-- anything--
(pause)

You know how that FEELS? After all these years of taking it and not being able to do a damn THING about it--?

MITCH

As a matter of fact, I do--

Finished reloading, Mitch checks around the room.

MITCH

(patting pockets)
Anything else? Socks? Car keys?
(satisfied, heading for door)
Nope. Adios, amigo.

104 EXT. APARTMENT BUILDING HALLWAY - DAY

Mitch heads for the stairs, stepping around those gaping sledgehammer pits in the floor. Stanley chases after him.

MITCH

(noting floor)
I'd spray for termites if I were you.

Stan grabs Mitch's jacket.

STAN

Where are you going?

Mitch gives Stan an evil "better let go!" look.

MITCH

Far away with no forwarding address.

(pause)

You might consider a vacation yourself. This town'll make Beirut look like the Riviera by the time Scully's done with it.

105 INT. APARTMENT BUILDING/STAIRS - DAY

Stanley troops right behind Mitch as he heads for the street.

STAN

You can't just leave! I don't even know what's going on!

106 EXT. APARTMENT BUILDING - DAY

Mitch and Stan exit the building and start down the street. Mitch is a little "obvious" with that shotgun tucked under his elbow-- but he doesn't give a shit.

MITCH

Look. You slapped on the mask and went for a joy ride-- parting out your mechanic, picking a fight with your grade school teacher-- fine. Deep down, you didn't really want to hurt anyone. The mask sensed that.

(pause)

Deep down, Scully would kill his mother for two bits and change. And believe me, that mask senses that, too.

Mitch slides behind the wheel of his car, preparing to leave. Stanley stands at the window, stammering and impotent.

STAN

What will he do with Kathleen?

Mentioning the girl slows Mitch down-- for an instant.

MITCH

Scully's keeps a warehouse on fourth and Merrimont-- they'll probably end up there sooner or later.

(pause)

But if he has eyes for the girl--

A new look enters Stanley's eyes-- something strong and angry.

STAN

Give me the gun.

(CONTINUED)

106 CONTINUED:

MITCH

Whoa, pardner-- I wouldn't tackle normal Scully with anything short of tactical nuclear weapons-- but now--

Stanley REACHES past Mitch and pulls the shotgun off the seat.

STAN

Give me the goddamn gun!

(pause)

The mask accentuates your regular feelings-- that's what you said, right?

(pause)

Well, maybe there's enough "pissed off" left in here to give Craterface a run for his money.

Mitch stares at Stanley, eyes narrowing. For an instant, he looks like he might join in the quest--

--but only for an instant.

MITCH

Keep the gun. It's a gift.

He jams the pedal to the floor, SCREECHING away from the curb.

MITCH

--me, I'm going to Disneyland!

107 EXT. CITY STREET/SCULLY'S LIMO - NIGHT

Scully/Mask is CAREENING through the city streets, leering out the roof of his limousine like some tragicomic figure of sheer terror. Whereas Stanley/Mask's "adventures" had an element of humor to them (at least to him), Scully/Mask is a one man killing machine.

We catch up to him as he UNLOADS a full clip into the side of a redneck pick-up truck, perforating the men inside and sending the truck into a flaming, cartwheeling spiral.

SCULLY/MASK

--as a matter of fact, I DO own the road!

He POUNDS on the roof of the limo to attract Murphy's attention.

(CONTINUED)

107 CONTINUED:

SCULLY/MASK
Go left! LEFT! LEEEFFFTT!

Frustrated with Murphy's driving, Scully/Mask PUNCHES through the windshield and PULLS the steering wheel up through the roof. Now HE'S in control.

MURPHY
(shouting through hole
in roof)
Shit, boss-- this is Vitelli's
neighborhood!

Scully/Mask continues to drive with one hand, aiming his MACHINE GUN with the other.

SCULLY/MASK
Thanks for reminding me!

Scully/Mask OPENS FIRE into passing storefronts, riddling the windows and merchandise with a hail of wild gunfire. FIERY EXPLOSIONS and plumes of dark smoke mark Scully/Mask's progress through the city.

SCULLY/MASK
Maybe it's time we paid Mr.
Vitelli a little VISIT--!

108 EXT. COUNTRY ESTATE - NIGHT

A lavish Sicilian wedding. LEON VITELLI is dancing with his newlywed daughter on the garden grass to the strains of a full ORCHESTRA and the APPLAUSE of two families.

Suddenly, the music SPEEDS up, oom-pah-pahing at impossible speed. The dancers try to keep up, but within seconds it's impossible.

Vitelli turns toward the orchestra-- only to find SCULLY/MASK playing conductor. He's waving his batons at supersonic speed, the exhausted orchestra really cranking to keep up.

VITELLI
Hey-- I said only SLOW songs!

Scully/Mask whirls on Vitelli, STABBING the batons into his CHEST and giving the mob boss a BIG, WET KISS on the lips!

SCULLY/MASK
Sorry-- I don't take requests!

(CONTINUED)

108 CONTINUED:

Vitelli crumples as a hundred shocked THUGS dig inside their tuxedo jackets for their "rods." Scully/Mask doesn't blink, pulling a full scale ROCKET LAUNCHER out of his jacket.

SCULLY/MASK

(grinning)

It's even BETTER when they're mostly INNOCENT!

He FIRES the missile launcher, sending a rocket right through the wedding cake and into a concrete retaining wall. The EXPLOSION is deafening!

Vitelli's thugs OPEN FIRE with everything from pistols to shotguns. Scully/Mask is blown around the grounds like a some mad puppet, hit after hit blowing chunks from his body. One shot plings out his LEFT EYE. He turns, and all the sudden he's wearing a pirate's EYEPATCH.

SCULLY/MASK

(pirate voice)

Aye, matey! Hoist the mizzenmast!

Another goon pulls out the HEAVY artillery, lobbing a HAND GRENADE at Scully/Mask's feet. Scully/Mask DIVES on the grenade like a brave soldier-- then pops it into his mouth like a gum drop.

SCULLY/MASK

("tasting" the grenade)

It's a breath mint! No, it's a candy mi--

--BOOM! The grenade blows, inflating his cheeks like a chipmunk. Scully/Mask makes an exaggerated, "oops, I burped" gesture.

SCULLY/MASK

(little boy ashamed)

Excuse me.

Frustrated and furious, Vitelli's bodyguard runs into the fray, jamming a shotgun muzzle square into Scully/Mask's back. The BLAST blows a hole the size of hub-cap through Scully/Mask's midsection.

The gunfire stops as Scully/Mask teeters back and forth, patting down the gaping, smoking hole. He stumbles to one of the party tables and downs a glass of champagne, watching it waterfall out of his chest like an open faucet.

(CONTINUED)

108 CONTINUED: (2)

SCULLY/MASK
 (mock "gasping")
 Kak-- akk-- you-- you got me--

Scully/Mask falls to his knees, ridiculously melodramatic. Suddenly two long HATCHET BLADES snap out of his hands.

SCULLY/MASK
 (looking up, cruel
 smile)
 Just kidding--

Swinging the blades like some mad, robotic lawnmower, Scully/Mask wades into the assembled thugs.

109 INT. LIMOUSINE - NIGHT

Scully/Mask has left Kathleen LOCKED in the back of the limousine. Murphy's up front, behind a soundproof glass barrier, chewing his fingernails with worry and paying little attention to the girl.

Frantic, Kathleen tries the doors and windows. DEFINITELY locked. Trying to do SOMETHING, she spots a CAR PHONE in the center arm rest. Trembling with fear, she punches up "911".

POLICE DISPATCHER (FILTERED)
 Police.

KATHLEEN
 (quietly!)
 My name is Kathleen Berman-- I've
 been kidnapped by a man named
 Scully-- at least he USED to be
 Scully--
 (pause)
 --he's the one you've been looking
 for-- the man in the mask!

110 INT. KELLAWAY'S CAR - NIGHT

A flurry of police radio conversations blurt over Kellaway's radio-- reports of gunfire, explosions, traffic accidents. Kellaway gnashes his teeth with frustration as he drives along the path of destruction.

Doyle sits beside Kellaway, making his usual insightful observations.

(CONTINUED)

110 CONTINUED:

KELLAWAY

It's like a friggin' war zone!

DOYLE

(checking watch)

And look at this traffic! I'm
never going to get home!

Kellaway glares at Doyle, interrupted by a call on his police radio.

POLICE DISPATCHER (FILTERED)

Sgt. Kellaway-- switch to tac two.
A caller with a lead on your
suspect.

Kellaway grabs the radio mic, switching to "tac two."

KELLAWAY

Kellaway.

111 INT. SCULLY'S LIMOUSINE - NIGHT

Kathleen's clutching the phone close to her mouth. We can HEAR terrible SCREAMS coming from Vitelli's grounds.

KATHLEEN

(whispering)

Quit switching me around! We're
at 1217 Lincoln Avenue and
Scully's gone completely insane!
There's no telling what he'll do
next--

Suddenly, Scully/Mask's HEAD pops out of the telephone receiver, blowing up like an airbag in Kathleen's startled face.

SCULLY/MASK

You can say that again!

Scully/Mask is DRENCHED with blood from the slaughter on Vitelli's estate. He cranes his impossible thin neck (winding out of the receiver) back and forth, like some horrible aerobics exercise.

Kathleen SCREAMS and DROPS the telephone--

112 EXT. SCULLY'S LIMOUSINE - NIGHT

--as Scully/Mask REAPPEARS outside the limo. All pretense toward "sophistication" has vanished in the wake of THE MASK's power. Kathleen watches with hang-jaw horror as Scully/Mask does a maniacal jig.

SCULLY/MASK

(singing)

I'm the big mob boss, I'm the big
mob boss--!

(feigning tearful
acceptance speech)

I'd just like to thank the members
of the academy, my friends in the
business, and ALL THOSE POOR DEAD
MOTHERFUCKERS for this award.

(high pitched)

You like me-- you really LIKE me!

Suddenly, Scully/Mask is BATHED in the light of a dozen police spotlights from cars parked below the estate.

KELLAWAY

Alright, buddy-- freeze!

Scully/Mask instantly FREEZES like a statue, his arms lifted skyward in the midst of his self acclaiming speech.

113 EXT. VITELLI GROUNDS - NIGHT

Kellaway, pistol drawn, walks up to the frozen Scully/Mask VERY carefully. He doesn't trust this character one bit.

KELLAWAY

What the hell--?

He stops in front of "the stiff", eyeing it carefully. He taps Scully/Mask with the muzzle of his gun. It makes a ringing sound, like a hollow gong.

KELLAWAY

Okay, fella, enough of this
nonsense. You're coming downtown
with me.

We HEAR a tiny "squeaking" noise from Scully/Mask. Barely perceptible. Kellaway leans in to listen.

KELLAWAY

What?

(CONTINUED)

113 CONTINUED:

Scully/Mask's lips are BARELY moving, the tiniest little voice squeaking between his lips. It's like a bad ventriloquist.

SCULLY/MASK

'Ou tol me to freeze-- I can't
move--

DOYLE

He's right. You did.

Kellaway gives Doyle a "shut the fuck up" look, then, exasperated, turns back to frozen Scully/Mask.

KELLAWAY

(finally)
Alright. Drop your arms.

Scully/Mask instantly reverts to normal, letting his hands fall to his side.

SCULLY/MASK

Don't mind if I do.

As his arms lower, something RATTLES around inside his sleeves, like clattering silverware-- then plops to the ground. It's a LIVE HAND GRENADE!

KELLAWAY

Sweet Jesus!

Annoyed, Scully/Mask shakes his arms again. Even more deadly weapons slide to the ground. DOZENS of grenades, guns, knives, land mines, TOW missiles-- you name it!

Scully/Mask looks up at Kellaway with an innocent, "now where did THAT come from?" smile. Meanwhile, those live grenades are tumbling down the hillside toward the parked police cars.

Kellaway and Doyle DIVE for cover as the explosives DETONATE, flipping the police cars into the air and turning the Vitelli estate into a nightmare of fire and destruction.

114 INT. SCULLY'S LIMOUSINE - NIGHT

Kathleen's relief at her impending release disappears in the fire of the exploding grenades.

Without warning, Scully/Mask LEERS down at her from the sunroof, licking his lips lasciviously.

(CONTINUED)

114 CONTINUED:

SCULLY/MASK

Miss me?

Kathleen JUMPS, sliding against the far side of the car. Scully/Mask joins her, wrapping his arm around her with warm affection.

SCULLY/MASK

Home, jeeves!

("French" voice)

For zee night is young-- and love
iz in zee air!

Kathleen looks like she wants to puke.

115 EXT. SCULLY'S WAREHOUSE - NIGHT

The limo parked out front--

116 INT. SCULLY'S WAREHOUSE/THE "HIDEAWAY" - NIGHT

Scully/Mask HURLS Kathleen into a small bedroom, slamming and locking the door shut behind him.

SCULLY/MASK

Alone at last! You and me-- a man,
a woman--

KATHLEEN

Leave me ALONE!

Kathleen falls backward onto an ENORMOUS king sized bed, outfitted with velvet covers and huge, harem-like pillows. It makes Hugh Hefner's bedroom look like a closet in a monastery.

SCULLY/MASK

I can't tell you how incredible
this feels--

(leering)

--but I can SHOW you--

Kathleen scurries backward on the bed, trying to keep clear of Scully/Mask's lecherous paws.

KATHLEEN

Keep away from me!

Scully/Mask smiles hideously and slips off his jacket, making himself more "comfortable". He rubs his hands together lasciviously, reaching out to Kathleen.

(CONTINUED)

116 CONTINUED:

SCULLY/MASK
Don't be afraid--

He reaches for Kathleen, caressing her face-- her breast-- her thigh-- her throat-- WAIT A MINUTE! That's FOUR hands--

--two EXTRA hands have cracked out of Scully/Mask's rib-cage, just for this occasion.

SCULLY/MASK
--I'm an expert at foreplay.

117 EXT. SCULLY'S WAREHOUSE - NIGHT

Stanley pulls up out front, driving Hotch's car and wearing his old "pizza" shirt. He slides out the front seat, balancing a pizza box on his arm. There's something odd and stiff about the way he's moving.

STAN
(nodding to himself)
The same bastards who stiffed me
on that anchovy special.
(eyes narrowing)
Now it's personal.

He rings the doorbell, holding that pizza box out at arm's length. One of Scully's goons, LYLE, answers the bell.

Lyle's clearly distracted as he opens the door. Scully's got the entire building jittery and afraid.

LYLE
What do you want, kid? Nobody
ordered any pizza.

Stanley lifts the lid of the pizza box, revealing Mitch's SHOTGUN inside.

STAN
That's alright--

Lyle's eyes go wide and he GRABS for his gun. Stanley FIRES, blowing Lyle backward into the warehouse.

STAN
--I'm not delivering any.

118 INT. SCULLY'S "CHAMBER" - NIGHT

Scully/Mask's leaning over Kathleen, moments away from doing something INCREDIBLY disgusting, when he HEARS the shotgun blast.

SCULLY/MASK
(furious)
NOW WHO COULD THAT BE?

Incredibly frustrated, he slides off the bed-- dragging Kathleen along WITH him.

SCULLY/MASK
Don't fret-- we'll be back in two winks!
(pause)
One if I lose the other eye!

They disappear together through the bedroom door.

119 INT. WAREHOUSE - NIGHT

Stanley moves inside the warehouse, a maze of crates, decorative flats and other "stuff." He is NOT a commando and way over his head when it comes to this skulking around stuff.

Shadowy figures move through the warehouse, illuminated by moonlight coming through the atrium windows. It's a deadly cat and mouse game, with Stanley in the role of "mouse."

SUDDENLY, one of Scully's goon's CATCHES Stanley in his sights. Two shotguns blasts OBLITERATE a crate over Stanley's head, showering him with sawdust and debris.

We HEAR voices reverberating through the warehouse.

GOON #1 (O.S.)
It's that pizza guy!

GOON #2 (O.S.)
Told you we shoulda paid him!

Stanley drops to his stomach, crawling out of range.

STAN
Shit!

More gunfire rips through the facility, ricocheting dangerously off the walls and fixtures. A slug hits an emergency sprinkler line, spraying the floor with water.

Stanley continues to crawl along the concrete, sloshing through the spraying water. He takes a corner--

120 INT. SCULLY'S WAREHOUSE/MASK DISPLAY - NIGHT

--only to find himself FACE TO FACE with Scully/Mask.

Scully/Mask FLOATS in front of the huge mask display, a cool blue beam of moonlight dancing over his distorted features. The masks are like a thousand eyes peering down on him, watching him, judging him--

SCULLY/MASK
Lookie, lookie, lookie!

Stanley slumps back, startled and frightened by the eerie display.

STAN
Holy shit.

Scully/Mask drifts down to the floor, glorying in his new power.

SCULLY/MASK
Every moment I'm discovering some
NEW power. Why, just seconds ago,
I found I could peel an apple with
my eyebrows!
(pause)
Not as handy as levitation, I'll
admit-- but quite something to
see.

STAN
It's controlling you-- just like
it controlled me--

Scully/Mask doesn't like to HEAR that. His face contorts into a toothy monstrosity.

SCULLY/MASK
I think not.
(pause)
We have so much to talk about--
the mask, pizza delivery, the new
fall fashions-- but I'm afraid
time is short--

He pulls KATHLEEN out from behind the mask display. Bound and gagged, her eyes beg Stanley for help.

SCULLY/MASK
--and the FLESH is willing.

Stanley struggles to control himself as Scully/Mask slides a SUITCASE from behind the mask display and folds it open.

(CONTINUED)

120 CONTINUED:

SCULLY/MASK

Picked these up from a foreign
ARMS merchant.

Inside the case are a selection of human RIGHT ARMS in die cut holders, each gripping a different (identified) weapon of destruction-- "Japanese nunchucks", "German Luger", "machine gun", "flame thrower", "pea shooter," etc.

Scully/Mask waves off the pea-shooter, going for something a little more substantial-- the FLAME THROWER. He POPS his own arm out of it's socket and replaces it with the weapon-arm-- KA-CHUNK!

STAN

(desperate)

You know, before I kill someone,
I usually enjoy a fresh,
fragrant--

(pause, emphasis)

--cigar--

Scully/Mask smiles at the suggestion, sliding a stogie from his inside pocket.

SCULLY/MASK

Classy, kid. You got style.

He lights the cigar with his new accessory and takes a long puff.

SCULLY/MASK

Mmmmm-- Cuban--

BLAM! The cigar explodes with the force of a mortar shell, BLASTING Scully/Mask backward into the mask display. The force KNOCKS the masks from their hooks, sending HUNDREDS of them raining down to the floor.

Kathleen falls to one side, "out of danger" (more or less)--

--as Scully/Mask becomes THE DEVIL INCARNATE. He puffs up like a blow fish, drool oozing from his distended teeth, the rage of a million years boiling up inside his veins-- he's going to RIP Stanley limb from limb--

--when there's a sound of BREAKING GLASS. One of the atrium windows shatters inward and, through the hole, we HEAR the rather amateurish sound of DRUMS.

121 EXT. SCULLY'S WAREHOUSE/ROOF - NIGHT

Mitch stands near the broken glass, pounding out a ragged JUNGLE BEAT on a pair of used CONGA DRUMS!

MITCH

Thank God I gave up the piano!

(shouting down)

Suck on THIS, Scully!

He starts layin' down that WILD jungle beat!

122 INT. SCULLY'S WAREHOUSE - NIGHT

Scully/Mask clamps his hands over his ears, trying to hold out the sound-- but it's no use. The transformation BEGINS, flesh PULLING away from flesh, the mask becoming solid, DROPPING from Scully's face--

--into THREE HUNDRED VIRTUALLY IDENTICAL MASKS!

Scully looks at Stanley. Stanley looks at Scully--

--and THEY BOTH DIVE into the pile!

123 EXT. SCULLY'S WAREHOUSE/ROOF - NIGHT

Mitch tosses the conga drums to one side and throws a rope through the broken atrium--

124 INT. SCULLY'S WAREHOUSE - NIGHT

--sliding down to the fray. The rope SNAPS halfway down, dropping Mitch into a pile of crates and boxes.

Stumbling to his feet and pulling a machine gun, he starts toward the central area to assist Stanley and Kathleen--

--when one of Scully's goon's OPENS FIRE! It ain't over yet! A slug catches Mitch in the shoulder, spinning him around in a spray of blood.

MITCH

Son of a bitch--

(really mad)

That's my PITCHING arm--

Like a man possessed, Mitch slams a fresh clip into his gun and RETURNS FIRE, blowing the guy off his feet!

(CONTINUED)

124 CONTINUED:

With gunfire exploding everywhere, Stanley and Scully fumble for the REAL MASK. Scully tears through the pile like a man possessed, stopping when he finally RETRIEVES what he believes to be his prize.

SCULLY

Got it!

Stanley backs away from the pile as Scully slowly, ritualistically brings THE MASK back to his face. His eyes close in anticipation of the transformation.

SCULLY

This time, no mercy. No surprises--

Stanley smiles, holding out the REAL MASK.

STAN

--no mask.

Scully pulls the FAKE mask away as a nervous Stanley GULPS once, twice-- and SLAMS THE MASK to his face.

Once more, he WRITHES with the terrible transformation.

SCULLY

(shouting to his "men")
Kill him! Kill him!

ANGLE - MURPHY (IN RAFTERS)

Murphy, taking aim from one of the rooftop rafters, lowers his sights AWAY from Mitch toward-- SCULLY!

MURPHY

Sounds good to me, you friggin'
psycho maniac--!

He opens fire, missing Scully by inches.

ANGLE - MITCH (ON FLOOR)

However, the gunfire gives Mitch something to aim for. He OPENS UP and stitches Murphy across the chest. Murphy PLUMMETS to the floor.

MITCH

There goes your handicap, asshole!

(CONTINUED)

124 CONTINUED: (2)

ANGLE - SCULLY (NEAR MASKS)

Terrified and alone, Scully grabs a gun from a dead bodyguard and races for those FLAMMABLE TANKS. He puts the muzzle of the gun against the nearest tank and SCREAMS into the shadowy warehouse.

SCULLY

The security barriers are down
and the doors sealed. One false
move and we'll ALL go up in
flames!

Stanley/Mask STEPS out of the shadows for this final confrontation.

SCULLY

(frenzied)
I want the mask!!

Stanley/Mask walks through the wreckage of the warehouse, over bodies and strewn "phony" masks-- the picture of confidence and aplomb.

STANLEY/MASK

Well, I guess you've got me over
a barrel!

ANGLE - KATHLEEN AND MITCH

Mitch unties Kathleen, pulling the gag from her lips. As soon as she's free, she makes a run for Stanley. Blood oozing from his shoulder wound, Mitch follows as fast as he can.

ANGLE - STANLEY/MASK & SCULLY

Stanley/Mask continues to advance on Scully. Scully's getting progressively more frantic, losing all his vaunted "cool."

STANLEY/MASK

You want the mask?
(pause)
Go ahead. Take it.

Trembling and sweating, Scully reaches toward Stanley/Mask's face, hooking his fingers into the green flesh and PULLING--

THE MASK comes loose, revealing a grinning MONKEY FACE underneath!

(CONTINUED)

124 CONTINUED: (3)

STANLEY/MASK
 (monkey sounds)
 Ook ook OOK!!

Frustrated, Scully rips off THAT mask. A NINJA TURTLE!

STANLEY/MASK
 Cowabunga!

He rips off another-- ABE LINCOLN!

STANLEY/MASK
 Forescore and seven ye--

Another-- FRANK SINATRA!

STANLEY/MASK
 (singing "New York New
 York")
 If I can-- MAKE it here, I'll make
 it-- ANYWHERE--

Yet another-- and it's SCULLY himself!

STANLEY/MASK
 (as Scully)
 Kinda Freudian, ain't it?

Screaming with raw rage and fury, Scully WHIPS his gun up and aims it between Stanley/Mask (as Scully)'s eyes.

ANGLE - KATHLEEN

She SCREAMS as we hear a GUNSHOT!

KATHLEEN
 Stanley!

ANGLE - STANLEY/MASK, SCULLY

Tight angle, "Scully's" face, eyes wide with surprise, a bullet-hole near and sweet between his eyes--

--then we pull back. It's NOT Stanley/Mask/Scully-- but Scully himself, staring down the muzzle of his smoking pistol. Masked justice-- he was tricked into shooting himself!

STANLEY/MASK
 Fooled ya, didn't I?

Scully teeters, then topples, fingers spasmodically squeezing the trigger of his machine gun and--

(CONTINUED)

124 CONTINUED: (4)

-BLASTING THOSE TANKS!

Stanley/Mask (now back to his "regular" hideous face) shelters Kathleen from the explosion. The impact BLOWS Mitch off his feet, not far from Stanley/Mask's location.

MITCH

We're gonna fry! All the doors
are sealed!

As the fire builds to hellish intensity, Stanley/Mask calmly pulls a piece of chalk from his pocket and DRAWS A DOOR on the corrugated steel panel. But that's all-- just a chalk line.

MITCH

(frantic)
This isn't going to work!

Stanley/Mask scratches his head, then slaps himself on the forehead.

STANLEY/MASK

Almost forgot!

He draws in a chalk DOORKNOB and the "door" swings open. Kathleen and Mitch stagger through the opening as Stanley/Mask glances back for one last look, holding his hand out expectantly (!)--

MITCH

(gasping from smoke)
What are you doing?

STANLEY/MASK

Waiting for my tip!

Mitch PULLS Stanley/Mask through the door and SLAMS it--

125 EXT. SCULLY'S WAREHOUSE - NIGHT

--as Scully's entire warehouse EXPLODES in a fireball. Glass and steel spews through the neighborhood as the structure CAVES IN on itself and crumples to the ground.

Police SIRENS fill the air as the cops descend on the site of the explosion. Mitch, though wounded, pushes Stanley and Kathleen away.

(CONTINUED)

125 CONTINUED:

MITCH

Go on-- get out of here!

(confident)

I can handle the police!

Stanley/Mask and Kathleen run down a back alley as Kellaway and Doyle skid up to the burning building. Mitch hails them with a friendly wave.

Kellaway leaps out, thoroughly pissed. Asses are going to be kicked and he's the man to kick 'em!

KELLAWAY

Alright, punk-- freez--

(remembers)

NO! NO! Don't freeze!

MITCH

Thank God you're here! I can explain everything--

Kellaway SPINS Mitch around and SLAMS him into a nearby wall. Face mashed into the wall, Mitch doesn't miss a beat.

MITCH

(muffled)

--itwuzScully!-- mmmph-- Scully

I tellya--

KELLAWAY

We'll sort it out downtown!

Mitch glances down the alley, catching one last glimpse of Kathleen and Stanley/Mask. Mitch allows himself the slightest smile.

Kellaway hands Mitch over to Doyle.

KELLAWAY

And check his pockets for pictures. I don't want any more surprises!

126 EXT. ALLEY BEHIND BURNING WAREHOUSE - NIGHT

Stanley/Mask BASKS in the orange fire. There's a strange glow in his eyes, a black intelligence that's NOT Stanley. As those JUNGLE DRUMS rise in the background--

We CUT to a FREEZE FRAME and THE END appears on the screen.

(CONTINUED)

126 CONTINUED:

Hold a moment-- then Stanley/Mask-- and ONLY Stanley/Mask-- breaks out of the "freeze-frame" and KICKS the letters of THE END to pieces!

STANLEY/MASK

What do you mean, "The End?" It's over when I SAY it's over!

He returns to Kathleen's side and the movie STARTS again.

Kathleen grabs Stanley/Mask by the jacket, spinning him around.

KATHLEEN

NO!

Stanley/Mask looks at her quizzically, an exaggerated "what's the matter with you?" expression.

STANLEY/MASK

No?

(pause, looking around)
But don't you see? I AM the mask!
This is my big chance to DO something--

KATHLEEN

Do what? Blow up more buildings?
Slaughter the guy who sold you tight shoes back in the second grade?

STANLEY/MASK

(grinning horribly)
It's a start--

Kathleen is furious, filled with the strength of righteousness.

KATHLEEN

I don't care about any of that!
What's done is done-- you can't fix it, no matter how many people you destroy!

(tearful, pleading)

I want MY Stanley back! The man who cared for me, the man I loved--

(pause, intense)

Please--!

Stanley/Mask stands silhouetted against the orange flames of Scully's warehouse-- a man at the crossroads--

127 INT. SUBURBAN BEDROOM - MORNING

VERY TIGHT angle of Stanley, SNAPPING AWAKE with a start. His face is drenched with sweat, eyes red with lack of sleep.

PULL BACK to reveal a bedroom that stands in sharp contrast to Stanley's old apartment-- all bright and pretty. Morning light filters in through a side window.

Stanley throws off the covers and walks to the window, peeking through the shades-- as if to reassure himself that "everything alright."

128 EXT. SUBURBAN STREET - MORNING

A nice street in a nice neighborhood on a nice day. Birdies are tweeting, kitties are mewing and doggies are barking. A kid on a bike rides past, tossing a newspaper into each yard.

129 INT. SUBURBAN KITCHEN - MORNING

Stanley pads out into the kitchen, going for the coffee pot. New surroundings, but the man remains the same. Kathleen-- wearing an extremely sexy dressing gown-- smiles when she sees Stanley.

KATHLEEN

About time, sleepy head.

STAN

Sorry. I had the weirdest dream.

KATHLEEN

I hope I was in it.

STAN

Oh yeah. You and Mitch and--

A flash of concern flickers across Kathleen's face.

KATHLEEN

It's over. When we left the city we left that behind us. The police blame Scully for everything and that's where it stays. Dead and buried. Okay?

(pause)

Okay?

STAN

(nodding with no enthusiasm)

Dead and buried.

130 EXT. SUBURBAN HOUSE - DAY

Stanley stands in the doorway as Kathleen-- now fully dressed-- climbs into her brand new car and drives off to the market. He waves as she backs into the street and drives off.

131 INT. SUBURBAN BASEMENT - DAY

A light FLICKS on and the basement door opens. Stanley pads down the steps, staring straight ahead. There's something dark and frightened in his eyes. He brings a six pack downstairs with him.

There's a "tool wall" next to the stairs, an assortment of garden implements-- picks, shovels, clippers-- hanging from straps and nails. Someone's carefully OUTLINED each tool in white paint-- definitely a "right place for everything" mentality.

Otherwise, the basement is a bleak expanse of concrete. A cheap aluminum folding chair sits in the center of the floor, surrounded by dozens of long empty beer cans.

Stanley sits in the chair, popping the first of his six pack. There's a square patch of FRESH concrete directly in front of the chair. As Stanley stares at the spot, we begin to hear the familiar JUNGLE DRUMS of THE MASK.

132 INT. CONCRETE FLOOR

We go INTO the fresh concrete, cross sectioned like some bizarre ant farm. As the DRUMS grow louder, we sink deeper and deeper into the gray rock--

--ending on THE MASK.

The JUNGLE DRUMS are excruciatingly loud.

133 INT. BASEMENT - DAY

Stanley's chair is empty, his six pack strewn across the floor. We see a man's SHADOW move across a back wall as we PAN to that TOOL RACK. The space for the PICK-AXE is now empty--

--and somewhere in the basement, we hear the CHUNK! of steel on rock. Someone's digging-- and digging deep. We hear the "chik chik chik" of a pick axe into concrete-- then, suddenly, a REPRISE of the "Cuban Pete Rumba!"

(CONTINUED)

133 CONTINUED:

STANLEY/MASK (O.S.)
 They call me Cuban Pete-- I'm King
 of the Rumba beat-- everytime I
 play the maracas I go chick
 chickie boom, chick chickie boom,
 chick chickie BOOM!

On BOOM!, FADE TO BLACK. Hold a moment, then--

VOICE
 What do you think?

SECOND VOICE
 Yeah, he's gone. I think it's
 safe.

THE END appears AGAIN on screen.

CREDITS begin to roll. The name of the actor playing THE MASK appears--

--and THE MASK himself JUMPS BACK into the picture. He stands over the slowly rolling "mask actor's" name, scratching his head in confusion.

STANLEY/MASK
 Who the hell is THIS? Nobody
 "plays" me!

Furious, he KICKS the name to pieces, leaving only "THE MASK" behind.

STANLEY/MASK
 That's better!

More credits roll, and Stanley/Mask asks questions about the ones that give him "pause." An actress's name comes up and Stanley/Mask reacts with a modicum of respect.

STANLEY/MASK
 Hey, she was pretty good, wasn't she?
 (pause)
 Meryl Streep begged for the part,
 but, Meryl, baby, come on-- nobody-
 starts at the top!

Technical credits begin-- a field day of The Mask.

(CONTINUED)

133 CONTINUED: (2)

STANLEY/MASK

Key grip? What in the world is
a key grip?

(to camera)

Does ANYBODY out there know what
a key grip does? No? NOBODY?

He smashes the letters to pieces, sweeping "Key Grip" right
off the screen.

STANLEY/MASK

Probably somebody's Uncle making
a few bucks under the table.

(pause, another credit)

Head Gaffer? WHOAAA! Sounds like
something my brother used to do
on a TUNA BOAT!

(pause)

Get RID of it!

He smashes THAT ONE apart, too! Then he muses over the
"unfairness" of it.

STANLEY/MASK

The producer puts his name at the
beginning-- that way you forget
who to blame when the movie SUCKS!

Finally, the scroll ends with "COMING SOON - MASK II."
Stanley/Mask leans over this last title, leering crazily.

STANLEY/MASK

Yeah, right. Believe it when you
see it!