

THE MASK

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FINAL

DRAFT

EXT. HIGH SEAS - DAY

the
The dragonhead prow of an ancient Viking ship cuts through
thick fog of the rough North Atlantic Sea.

Gods)
MUSIC EXPLODES: WAGNER'S "GOTTERDAMMERUNG" (Twilight of the

SUPERIMPOSE: THE TENTH CENTURY A.D.

EXT. BOW OF THE SHIP - DAY

compass as
nervous
Viking explorer LEIF ERICSON carefully studies his fob
he dangles it above a parchment map. His SAILORS steal

looks at a large, diabolical-looking IRON BOX in the hold.

NOTE:
OLAF, a fierce, one-eyed Viking warrior approaches Ericson.

Dialog is in OLD NORSE, with SUBTITLES)

OLAF

Leif, let's do the deed
before another night falls. The crew's
near mutiny.

Ericson draws his broadsword with a flourish.

LEIF ERICSON

Know this! The first man to turn
will taste my steel in his guts.

OLAF

But we've surely gone far enough.

ERICSON

That accursed box must be thrown
off the edge of the world. We
will go until we can go no more...

boat

Suddenly there is an ear-splitting SCREECH and the entire
rocks violently as it runs aground.

pained

The LOOKOUT is thrown from his crow's nest... and CRASHES
straight through the deck right in front of Ericson. His

voice floats up
from the black hole.

LOOKOUT

...Land ho.

bow.

Ericson wheels about just as the fog parts off the starboard

ERICSON'S P.O.V.

eye can

A beautiful rustic coastline stretching off as far as the
see.

LEIF

(GASPS)

By Odin's beard...

EXT. THE NEW WORLD - A HARBOR - SUNSET

BOX

Olaf finishes digging a hole in the sand. He backs away,
terrified, as burly Vikings, led by Ericson, muscle the IRON

over to the hole and
quickly bury it. Ericson turns to an exotic-looking Eurasian
WITCH.

ERICSON

Be quick, Witch. Let the deed
be done.

The Witch unravels a scroll and recites:

WITCH

Oh Loki, ancient one. Thy mischief
dwell now in waters, base and
bland. And in waves and sand thy
magic forever sleep...

of
The
As the Witch speaks, a strong wind kicks up and a black wall
clouds appears. The sky explodes in THUNDER and LIGHTNING.

MEN

look about fearfully.

ERICSON (CONT.)

Back to the ship men, hurry.

OLAF

Captain, you've discovered a new
world. It is your right to name it.

ERICSON

Leave that to the Italians. We're
never coming back here. Never.
This land is now cursed.

DISSOLVE TO:

A SIGN: 'BEACH CLOSED - RAW SEWAGE - NO SWIMMING'

EXT. BEACH - PRESENT DAY

stands
Hot, smoggy and packed. Cityscape of towering skyscrapers
in the haze just beyond the crowded beach.

SUPER: EDGE CITY - THE PRESENT

radios.
A caffeine-driven D.J.'s voice booms over the beach-goers'

D.J. (V.O.)

Yessiree, it's a four-alarm
sizzler out there today with highs
in the upper nineties and no
relief in sight. We have a third
stage smog advisory and a metro
traffic gridlock alert.
Flourocarbons are up, the Dow
Jones is down and we're expecting
another Spike Lee movie any
second. In other words folks,
it's just another bee-youtiful
day in Edge City.

of
Camera ENDFRAMES on an industrial barge marked "Department
Sanitation." A crane's cable line disappears underwater.

EXT. UNDERWATER - SAME TIME

hits SCUBA WELDERS repair a cracked, scum spewing pipe. One diver something hard with his dredger. He unearths...

THE ANCIENT IRON BOX

Norse Rust and barnacles partially obscure the engraved images of gods and demons.

Erie THE DIVER wedges his scuba knife under the corroded lock. 'MASK' theme SFX rise as he tries to pry open the lid.

Suddenly the PIPELINE BREAKS FREE, crushing the diver and cracking open the box.

box SOMETHING (seen only in rippling shadow) explodes out of the on a cloud of bubbles and shoots toward the surface.

EXT. WATER

the The Mask surfaces in the f.g. as lightening EXPLODES across distant cityscape.

CUT TO:

EXT. EDGE CITY BANK

A banner displays their proud motto: "WE BANK ON TOMORROW."

EXT./INT. EDGE CITY BANK

cluttered CHARLIE SCHUMACHER (30's) gazes out the window from his desk as the crack of THUNDER echos through the urban canyons.

CHARLIE

Look at those clouds rollin' in, man. Freaky weather.

pauses STANLEY IPKISS, a bright0eyed amiable young account exec by Charlie's desk and drops off a print-out.

STANLEY

Hey Charlie, can you go over these

stats? We're supposed to have
a complete report before lunch.

them

Charlie takes one looks at the complex print-outs and tosses
back.

CHARLIE

Woah. Sorry Stanley, I just had
my weave tightened and my head
is killing me. Be a pal and take
those over to Hinkleman, will ya?

MAGGIE, a cute young blonde now strolls by.

MAGGIE

Hi guys. Did you have any luck
with those concert tickets
Stanley?

Stanley perks up at the sight of her.

STANLEY

I sure did. Friday night, just
like you wanted.

MAGGIE

Oh, Stanley, that's wonderful.

STANLEY

What time should I pick you up?

MAGGIE

Gee, I don't know. My best
girlfriend just got into town and
I know she'd love to go. Can we
get an extra ticket for her?

STANLEY

Well... uh, actually it's sold
out. I was kinda lucky to get
these.

MAGGIE

She's only going to be in town
a couple of days and I just can't
let her sit at home all alone.
Are you sure there isn't something
we can do?

Stanley considers the situation for a moment, then pulls the
tickets out of his pocket.

STANLEY

You know what? Here. You two go.

MAGGIE

Oh Stanley, I couldn't do that.

STANLEY

No really. Go ahead. It's okay. I hate concerts anyway. All that, you know... music floating around.

Maggie snatches the tickets from Stanley's hand.

MAGGIE

That is so sweet. Sheila's just going to love this.

STANLEY

So maybe you and I can get together over the weekend?

MAGGIE

I'm not sure what's going on, but just give me a call. You know I like to be spontaneous.

STANLEY

Oh, sure. Me too.

MAGGIE

Stanley Ipkiss, you are the nicest guy.

Maggie gives him a quick air-kiss and hurries off to her teller's window.

CHARLIE

That's it.

STANLEY

What?

CHARLIE

The kiss of death. As soon as they use the "N" word it's all over.

STANLEY

So maybe I am a nice guy. So

what?

CHARLIE

You are a rug. I am talking astro-turf here. You're letting these women sharpen their cleats on you.

STANLEY

Hey, I'm a gentleman. If they can't appreciate that, it's their problem.

CHARLIE

You spend too much time being "nice" to a girl, you'll wind up sittin' around listening to her complain about the son of a bitch she really loves.

STANLEY

Charlie, you are a very sick puppy.

CHARLIE

Wake up, Stanley! These are the nineties. We're dealing with an entire generation of dysfunctional love junkies. You can't romance 'em. You gotta confuse 'em. It's the only thing that gets their attention.

(PAUSES)

Let me demonstrate. You see that girl over there?

Stanley looks over at the coffee service where an attractive young WOMAN is pouring herself a cup of coffee.

CHARLIE (CONT.)

Hi Lisa.

LISA

(forgets his name)
Oh, hi...

CHARLIE

Charlie.

LISA

That's right. Sorry.

CHARLIE

Lisa, this may seem a little odd, but my friend over there and I were having this discussion and I thought maybe you could settle it for us.

LISA

I'll help out if I can.

CHARLIE

(SHEEPISHLY)

Actually, I don't know... this is kind of a personal question.

LISA

That's okay. Go ahead.

CHARLIE

Alright. Just for the sake of argument, if I wasn't a happily married man... am I the kind of guy you'd go out with?

LISA

Oh, um... I don't know.

(PAUSES)

Well... yeah. I guess I would.

CHARLIE

Lisa, I have terrific news for you.

LISA

What?

CHARLIE

I'm not married! Is this perfect or what? Listen, there's not a lot of women willing to come right out like that and admit they're attracted to a guy, but...

Lisa SLAPS Charlie, turns on her heel, and marches off.

CHARLIE (CONT.)

Jeez... make up your mind.

Stanley gives Charlie the fish eye as he returns.

CHARLIE

Okay. Bad example. Some

of these women got so much baggage
they need an emotional sky cap.
I'll tell you what Stanley,
tonight I'm gonna take you on a
love safari, deep into the darkest
heart of the urban jungle.

STANLEY

And where's that?

CHARLIE

The Monkey's Paw. Hottest new
club in town. It's a guaranteed
skirt alert and no dead beats
allowed.

STANLEY

So how are we gonna get in?

CHARLIE

Woah, do I detect a little
self-image problem there, buddy?
You just leave everything to me.
This, my friend is going to be
the perfect night on the town.

Suddenly a resounding peal of THUNDER rings out like the
crack of
doom. Sheets of rain pour down on the bank's windows.

EXT. STREET

Pedestrians scramble for cover in the sudden downpour.

INT. BANK - FOYER

A young woman scurries into the bank holding a newspaper
over her
head. She's soaking wet and pauses in the foyer to
straighten
herself out.

Charlie immediately notices her...

CHARLIE

Hold the phone. Killer at three
o'clock.

Stanley follows his gaze.

STANLEY'S P.O.V.

CAMERA does a classic CHEESECAKE TILT-UP starting with the woman's million dollar legs as she squeezes some of the water out of her skirt... up past her body, which through her damp summer clothes is undeniable proof that there is a God... up... up... to her face as that newspaper is tossed aside. She's a heart-stopping woman/child with a Cupid's bow mouth and ice blue eyes. In other words she's trouble.
Big trouble, also known as TINA CARLYLE.

Charlie may as well have just seen the Virgin of Guadalupe.

CHARLIE

(hushed reverence)
Oh my god... A perfect dime. The dame of dames. The Moby of my dick.

STANLEY

Easy Charlie. You'll sprain your eyes.

Tina now enters and walks towards Stanley and Charlie.

TINA

Excuse me, where can I open a new account?

Charlie flashes his best 100 watt smile.

CHARLIE

You've come to the right place, ma'am. Just step right this way and pull up a chair...

Charlie tries to steer Tina to his desk, but she's still preoccupied with her damp clothing.

TINA

Oh, I'm sorry. I'm a complete wreck. Will you hold this please?

She hands her shoulder bag to Stanley and peels off her wet blazer, creating another awe-inspiring visual moment.

CHARLIE

Here, let me take that for you.

Charlie clutches her jacket with white knuckles.

TINA

Thanks.

But Tina turns and sits at Stanley's desk; Charlie is
stunned at his near miss, but there's not a thing he can do about it.

STANLEY

So, uh, what kind of account did
you have in mind?

TINA

(smiles sweetly)
Well, I'm not sure exactly. I'm
just terrible with things like
that. That's an interesting tie
Mr...?

STANLEY

Ipkiss. Stanley Ipkiss...

Tina extends her hand.

TINA

Tina Carlyle. Pleased to meet
you.

STANLEY

The, uh... pleasure's all mine.

Tina notices a box of Kleenex on Stanley's desk.

TINA

May I? I'm such a mess.

STANLEY

Oh... of course.

Tina takes out a compact and daintily blots the moisture
from her face.

TINA

As I was saying about that tie. It's
like one of those, what do you
call them, ink blot tests.

STANLEY

A Rorschach test.

across She twists open a tube of lip gloss and begins to run it
her incredibly lush lips.

TINA

That's it. It looks like... um.
A young woman riding bareback.
You know, like a Lady Godiva or
something.

STANLEY

Really? I don't think I can...

She slowly runs a finger along Stanley's tie.

TINA

Or... if that's not a horse it
could be two lovers. A man and
a woman. That would be the woman
on top, of course.

STANLEY

(MESMERIZED)

...Of course.

She licks her lips and blots them on the Kleenex, leaving a
perfect kiss impression and drops it on Stanley's desk.

TINA

What do you see, Mr. Ipkiss?

Stanley starts to get uncomfortable under her gaze.

STANLEY

I don't know. ...Bold colors.
It's a power tie, y'know? They're
supposed to make you feel...
powerful.

TINA

Does it work?

STANLEY

Sort of. It's just a tie. Now,
about that account.

CLOSE-UP

see her as Tina drops her compact back in her shoulder bag and we

flick a red L.E.D. light on. She carefully adjusts the bag, aiming a tiny CAMERA LENS neatly concealed within it.

Tina's pointing the bag at the open bank vault that stands a short distance from Stanley's desk.

CUT TO:

C.U. - VIDEO MONITOR

displaying the shot of the vault that Tina is broadcasting.

WIDER - INT. MONKEY'S PAW NIGHT CLUB

ear
DORIAN TYREL - a slick nouveau-mobster complete with diamond stud and Matsuda jacket watches the video broadcast from his **INNER** sanctum; an eclectic post-modern playroom with an array of electronic toys and minimalist gun racks.

Dorian sips nervously on a Yoo-Hoo as he watches the show.

DORIAN

That's it sweetheart. A little to the right.

back of
His two gunsels, SWEET EDDY and CHUN WOO are busy at the the room playing air-hockey. Serious firepower is visible in **THEIR** shoulder holsters.

DORIAN (CONT.)

Hey, will you guys keep it down back there?

a
Dorian's safe cracking expert, a black hip-hop artist named DOCTOR FREEZE scribbles notes as he watches the screen with practiced eye.

DR. FREEZE

That's cool, man. Freeze it right there.

Dorian punches a button and the image freezes.

DORIAN

What do you think, Doctor?

DR. FREEZE

Layout's not bad. We got us a sweet little Perkins/Jenning time lock. But them motion detectors are putting the chill on my thrill.

DORIAN

Can you pull it off?

DR. FREEZE

Hey, you're talkin' with the Doctah, man. It's all about time and money.

DORIAN

Yeah, well the meter's runnin' on this one. We got less than a week.

DR. FREEZE

Not cool. What about the coin?

DORIAN

There's plenty. And I'll be happy to invest your share.

DR. FREEZE

What you talkin' about, man?

DORIAN

This isn't about the lousy couple hundred thou' that's sitting in that vault, Freeze. That's chump change.

DR. FREEZE

Yeah? Then I'm chump number one, man.

DORIAN

We gotta expand your horizons Doctor. Take a look.

stands
across
Dorian pulls back a curtain. An amazingly gaudy building on a pier across the river from Dorian's club. A huge sign it's archway reads: "Opening Soon Valhalla Casino".

DORIAN (CONT.)

The Valhalla Casino. Twenty mil
of glass, neon, booze and dice.
World class sucker bait. The
grand opening is Saturday night
and it will drive this two bit
club of mine out of existence.
But I say if you can't beat 'em,
take 'em over.

DR. FREEZE

Yeah? That's Arnie the Swede's
place, man and he is one ice cold
meatball eatin' motha fucker.

DORIAN

Leave him to me. You pull off
this heist and I promise you,
it'll be all tits and champagne
from here on in.

CUT TO:

EXT. RIVER - CULVERT - SUNSET

The Mask lies tangled in a rat's nest of seaweed and garbage
that's washed up in a culvert under a bridge.

tentative
A large WHARF RAT now creeps out along the garbage sniffing
curiously at its timeworn wooden surface. It takes a
nibble.

CLOSER - THE MASK

life.
begins to SHIMMER... to vibrate with its own magical inner
The rat SQUEAKS and jumps back, disturbing the pile of
garbage.

WIDER

Camera
dark
The Mask is dislodged and floats back out into the river.
TILTS UP with the Mask as it follows the current into the
heart of the city.

CUT TO:

EXT. CITY STREET - EARLY EVENING

taxi Stanley and Charlie are riding along at breakneck speed in a cab.

STANLEY

Hold it up right here, please.

TAXI A gun port suddenly SLAMS open and the wild-eyed Albanian DRIVER wheels about and cocks a huge .45 from his side of the

traffic. **BULLET** riddled partition as the cab continues to barrel through

DRIVER

Hold up?! No hold up! I keel you very well! I splatter your guts big time, Mr. Cowboy Man!

Stanley dives for cover.

CHARLIE

No! No! He only wants you to stop the cab!

passengers The driver instantly SLAMS on the brakes, throwing his forward mercilessly.

DRIVER

(now totally calm)
Hokay. Pardon you very much.

Charlie helps Stanley sit back up.

CHARLIE

It's alright, Stanley.

STANLEY

(SOFTLY)
I hate this town. I really hate this town.

CHARLIE

Why are you getting out here?

STANLEY

I gotta pick up my car.

CHARLIE

Fine. Now don't forget. Ten

o'clock at the Monkey's Paw. I've
already got us lined up with a
couple of authentic dimes.

Stanley steps out of the cab.

STANLEY

Charlie, please. The last time
you said that you showed up with
two lesbian mud-wrestlers.

CHARLIE

Well, I can't promise we'll get
that lucky again... Later!

With a SCREAM of tires the cab peels back out into traffic.

CUT TO:

INT. RIPLEY'S AUTO FINISHING - EARLY EVENING

scans
CRASH of
Stanley enters the grease spattered, cluttered garage and
the area for signs of life. We can hear the CLANK-CLANK-

SOME

less than light-fingered automotive work in progress.

'93
Stanley DINGS a little service bell sitting on a counter
plastered with naked playmate decoupage and Mrs. Power Tool
calendars.

STANLEY

...Hello?

low-
IRV, a lumbering unshaven behemoth of a man with permanently
slung refrigerator repairman pants, makes his way past half
rebuilt car
carcasses towards Stanley.

IRV

Hang on. Hong on. Don't get your
panties in a twist.

a mop
chunk of
BURT, a thinner version of Irv with Coke bottle glasses and
of greasy hair, pops up from beneath a car, RIPS out of
motor and
wiring and holds it up to Irv.

BURT

(examining part)
Hey Irv, what the hell is this?

IRV

(eyes it carefully)
Ohh... I dunno. About seven
hundred bucks.

They both laugh evilly as Irv slaps Burt on the back. Irv
makes his way over to Stanley, still chuckling to himself.

IRV

Now what can I do for you, Bub?

STANLEY

I'm here for the Civic.

IRV

Japanese car, right? Kind of a
nasty pea soup green?

STANLEY

Well, they call it Emerald Forest,
actually...

Irv turns back to Burt.

IRV

Burt! Pea green Civic!

Burt pops back up from beneath the hood.

BURT

Green Civic... Green Civic. Oh
yeah! Brake drums are still on
order and I'm only halfway through
rebuilding the trans.

STANLEY

But I just brought it in for an
oil change!

IRV

Yeah? Well you're lucky we caught
those other problems before they
caused some serious trouble.

STANLEY

Alright. Alright. When will it

be ready?

Irv looks over at Burt, who gives him a "Make something up" look.

IRV

Come back tomorro...
(Burt shakes his head "no".)
...First thing next wee...
(Burt shakes again)
...next month?
(Burt shakes an enthusiastic "yes".)
Yeah, first thing next month.
That's if we can get the parts.

STANLEY

What am I going to do in the
meantime? I can't afford to keep
taking cabs all over town.

Irv smiles a rotten-toothed smile.

IRV

Oh, hell... we can take care of
that!
(to Burt archly)
Hey Burt, bring around the loaner.
(to Stanley)
And for you little buddy, only
ten bucks a day.

CUT TO:

EXT. MONKEY'S PAW - NIGHT

The joint is jumping with musclehead BOUNCERS picking and
choosing from the crowd of terminally trendy WANNABE'S
gathered
around the
entrance. A light drizzle is falling.

A parade of swanky cars pulls up one by one as CAR HOPS
scurry to
keep up with the flow;

A glistening pearlescent Rolls Royce.

A fire engine red Ferrari.

A classic two tone Corniche in tan and burgundy.

spackle And finally a broken down Citroen in rust bucket red and
gray RUMBLES up to the front of the club with a disgruntled
Stanley behind
the wheel.

pops A car hop attempts to open the door, but it's rusted shut.
Stanley throws his shoulder into it and the door finally
open with a SCREECH of
metal. Stanley nearly tumbles out into the street.

disdain He smiles nervously at a high class couple looking with
at the eyesore-mobile. He pats the hood.

STANLEY

It's a classic.

with a The car hop jumps in and tries to throw the car into gear
horrible GRINDING. He finally waves over two other car hops
who quickly push
it off down the street.

CHARLIE

Hey, Stanley. Nice wheels. What
is that, a Rolls Canardley?

STANLEY

A what?

CHARLIE

You know, a Rolls Canardley.
Rolls down one hill canardley roll
up the next.
(he cracks up)

STANLEY

We are not discussing the car,
okay?

CHARLIE

Whatever you say, man.

Charlie gestures expansively towards the club.

CHARLIE

What do you think? Pretty
terrific, huh? This place make
Sodom and Gomorrah look like

Mayberry.

standing
Stylings Stanley now notices a life-sized poster of Tina Carlyle
by the main entrance that reads "Featuring the Musical
of Miss Tina
Carlyle."

STANLEY

Hey, isn't that...

CHARLIE

Right. The wet dream from the
bank.

(PAUSES)

Hold on... I think I see my future
ex-wife.

crowd. Two rather tacky looking GIRLS beckon Charlie from the

GIRLS

Hey Charlie! Charlie!

CHARLIE

(WAVES)

We're in luck. It's Barbie and
Pebbles.

STANLEY

Doesn't it bother you that all
the women you know are named after
cartoon characters?

Barbie and Pebbles hurry over through the crowd.

BARBIE

We've been waiting out here for
hours. Can you get us in?

CHARLIE

No, problemo. Ladies, this is my
pal Stanley Ipkiss.
(leans closer)
Stanley's very influential in the
banking business.

the Charlie is truly in his element as he elbows his way through
crowd dragging his entourage with him.

EXT. THE FRONT DOOR

entry
BOUNCERS Charlie finally makes through the crush of badies at the way's velvet ropes and calls to one of the two hulking that guard the door.

CHARLIE

Hey Bobby! Bobby, buddy. What's happening man?

ROCK Bobby completely ignores Charlie as he ushers a pasty faced STAR and his underage TARTLET past the ropes.

CHARLIE (CONT.)

(to the girls)
This will just take a second.
(to the other bouncer)
Yo Nick! It's me... Charlie!

Nick is also completely oblivious.

STANLEY

Forget it, Charlie. I refuse to stand here waiting to be judged by these power-mad steroid jockeys.

CHARLIE

How much cash you got on you?

STANLEY

What?

CHARLIE

You heard me. How much you got?

STANLEY

I dunno, fifty or sixty bucks.

CHARLIE

Hand it over.

STANLEY

No way.

CHARLIE

Hey, I'll pay you back! I'm only carrying plastic. C'mon man, you

want to stand out here all night?

Stanley begrudgingly starts to count out some cash. Charlie snatches the whole wad and elbows his way back around to the ropes.

CHARLIE

(subtly flashing bills)
Hey Bobby!

Bobby's uncanny tip radar suddenly lights up.

BOBBY

Charlie, how you doin' man? Long
time no see.

handshake he
Bobby unsnaps the rope for Charlie and gets the cash
longs for.

step
The crowd surges around Charlie, Barbie and Pebbles as they
by, briefly cutting Stanley off.

closed.
He catches up just as the all-important rope is SNAPPED

STANLEY

Hey, wait a minute! Charlie!

But Charlie and the girls have already been whisked inside.
Dorian now steps out of the club and begins to check Bobby's
list.

STANLEY (CONT.)

I'm with them! Hey, Bobby!

unsnaps
But Bobby is back into his deaf and dumb routine. Stanley
the rope himself and starts through. Bobby and BOUNCER #2
IMMEDIATELY
grab Stanley and quickly subdue him.

STANLEY

Hey! Leggo... awk!

Dorian glares at Stanley.

DORIAN

Lose him.

The bouncers drag Stanley through the crowd and unceremoniously toss him out into the rain-slick street.

ANGLE ON THE STREET

A Stanley slowly rises, smoothing out his disheveled clothing. horn BLARES and Stanley scrambles to one side as a limo swings into the club's alleyway, splattering him with a wave of muddy water.

Stanley wipes the mud from his eyes just in time to see Tina Carlyle escorted from the back of the limo by a CHAUFFEUR carrying an umbrella. She's shoe-horned into a heart-stopping red dress that's fighting a losing battle to restrain her décolletage.

Their EYES MEET. Tina pauses as she recognizes him.

**TINA
(SMILES)**

Oh... Stanley. Hi.

Stanley realizes he looks ridiculous but gives a pathetic little wave hello anyway.

TINA (CONT.)
Are you okay?

Stanley gestures "no problem" and tries to strike a casual pose against a street lamp, but slips and nearly falls.

With a SQUEAL of grinding gears and the KA-POW of a backfire, the car hop pulls Stanley's battered loaner right up behind him.

Stanley flashes a last nervous smile at Tina, and digs for the car hop's tip money... nothing.

He shrugs apologetically to the disgusted car hop and climbs in.

The car RATTLES, COUGHS the finally ROARS off in a cloud of **NOXIOUS** exhaust fumes.

DISSOLVE TO:

EXT. TAHOOCHE BRIDGE - NIGHT

hear
actually
A forlorn looking spot on the outskirts of Edge City. We can
hear Stanley's car SPATTERING and POPPING along before it
pulls into
sight on the dark rain-slick street.

INT. CAR

engine
Stanley drives along in a miserable daze. Suddenly the
engine starts KNOCKING violently and the car dies.

EXT. BRIDGE

stop.
futilely
Steam HISSES from the radiator as the car slowly rolls to a
stop. Stanley GRINDS the ignition key again and again trying
futilely to restart the
engine.

a
promptly
Finally, Stanley fights his way out of the rusted door with
a SQUEAL of metal, turns and kicks the bumper... which
promptly falls off with a
resounding CLUNK.

Beat.

driver's
The front axle collapses, the tires fall off and the
driver's side door CLATTERS to the ground.

Stanley stands there staring at the steaming heap of useless
metal... his mind a complete blank.

melancholy
He slowly turns, looking down at the black brackish water
swirling along beneath the Tahoochie Bridge. A wave of
melancholy sweeps over
him. Stanley plucks a button from his coat and watches as it
drops down... down to the river below.

floating
Suddenly, something catches Stanley's eye... a BODY,
floating along in the darkness. He snaps back to reality.

STANLEY (CONT.)

Hey... Hey mister!

EXT. RIVER BANK

Stanley rushes down the slippery embankment beneath the bridge.

He spots the body dead ahead, floating along in the moonlight and

HURRIES

as fast as he can.

CAMERA DOLLIES with Stanley as he scrambles down the slope; a

black cat YOWLS as it races past him. He steps on and shatters a

discarded mirror, and he ducks under an old ladder that leans

against the bridge's foundation as he finally reaches the shore.

Stanley splashes into the waist deep water just in time to catch the body as it floats by.

CLOSER - BODY

As Stanley grabs it, the "body" falls to pieces... revealing that

it's nothing but a trash bag, an old tire and some floating bits

of garbage all clinging to the "head": an old wooden Mask.

Stanley shakes his head in disgust... some lifesaver.

Stanley inspects the Mask more closely; strange ritualistic symbols carved into a puckish face with a leering grin and eerie

empty eye holes.

The faintest sound of a haunting "Mask SFX Theme" rises as Stanley turns the Mask around and inspects the inside... slowly

bringing it closer and closer to his face. The surface of the Mask begins to

SHIMMER.

But then... RIBET! A frog jumps out of it, right into Stanley's

face. Stanley nearly loses his footing on the slippery river

bottom.

and an Suddenly a blinding SPOTLIGHT shines down from the bridge
amplified voice calls out from a squad car.

POLICEMAN

Hey, you! What are you doing down
there?

Stanley squints into the light, trying to think of a
reasonable answer.

STANLEY

I was just looking for...
(holds up Mask)
My mask.

CUT TO:

INT. MONKEY'S PAW - NIGHT

tables in The club is closing up. WAITERS stack chairs on top of
the B.G. as Tina gathers her sheet music from her PIANIST.

TINA

Thanks Reno, you're the greatest.

RENO

G'night, doll.

pulls Tina crosses to the bar area where Dorian lounges with DR.
FREEZE, SWEET EDDY and CHUN WOO. Dorian toasts her as she

up a bar
stool.

DORIAN

That was a great performance,
baby. But not as great as the
one you pulled off at the bank.

TINA

Yeah, well don't get used to it.
I'm not going to start running
cons for you again, Dorian. I'm
a singer now and that's it.

Dorian rolls his eyes at Freeze, "Get her".

DORIAN

Oh, really? And you had such a red hot career before you latched on to me?

Tina pours herself a drink.

TINA

Who latched on to who?

DORIAN

Get real, Tina. You'll do what I say or I'll drop you back where I found you, slingin' hash and dodgin' horny peterbuilt drivers.

TINA

(downs a shot)
Don't push me, Nicky. I might just take a walk I should have taken a long time ago.

DORIAN

(CHUCKLES)

Easy, baby. Easy.
(to his men)
I love it when she gets pissed.

Dorian scoots over and puts an arm around Tina. She remains cool.

DORIAN (CONT.)

C'mere. You take a hike and who's gonna kiss you like Dorian Tyrel.

Tina pours another shot.

DORIAN (CONT.)

C'mon. Who?

Tina finally cracks a smile.

TINA

Nobody.

DORIAN

(pulls her close)
That's right, baby. C'mere.

Tina slowly leans in for a kiss, her lips softly parted...
but

glances raises a finger to Dorian's lips, stopping him cold. She
over at Freeze.

TINA

Sorry. I never get personal in front of the help.

Tina abruptly stands and exits as Freeze glares at her.

Dorian breaks into laughter.

DORIAN

That broad kills me.

DR. FREEZE

She just might, man. The bitch is trouble.

Dorian pours them all a drink.

DORIAN

C'mon Doctor, lighten up.
(raises his glass)
Here's to Edge City Bank.
May it crack like an egg on Easter Sunday.

Their glasses CLINK.

CUT TO:

EXT. APARTMENT BUILDING - NIGHT

he The police car pulls up in front of Stanley's brownstone and
wearily climbs out.

OFFICER

Okay, Mr. Ipkiss. Try to be a little more careful next time.

STANLEY

Thanks Officer.

The black and white pulls away and Stanley starts across the empty street.

VOICE

Hey, mister...

Stanley turns.

in a A razor-cut DEATH'S HEAD PUNKER hops down from a fire escape
darkened alleyway.

DEATH'S HEAD

You a cop or something?

all A half dozen other DEATH'S HEADS appear out of the shadows
mutilation- decked out in nipple chains, tattoos and other self-

AS-FASHION

oddments.

STANLEY

Uh... no. They just gave me a
lift.

DEATH'S HEAD

A cop chauffeur? I never seen
that before. How about you boys?

"Pretty The other Death's Heads pipe up with "Not Me," "Nope,"
special," etc. as they slowly surround Stanley.

STANLEY

Alright, you guys. It's been a
tough night. I haven't got any
money. I haven't got a car. All
I have is this and you're
welcome to it.

Stanley tosses Death's Head #1 the Mask.

with He briefly inspects the funky looking antique, still slick
river slime, then tosses it back. He approaches Stanley.

DEATH'S HEAD

Hey, man. You got us all wrong.
We don't want any trouble. I was
just going to ask you for the
time. That's all. You got the
time?

STANLEY

Uh... yeah.

Death's As Stanley pulls back his sleeve to check his watch, the

Head flicks out a butterfly knife. With a FLASH of steel, he slices straight through Stanley's watch band and snatches the watch.

DEATH'S HEAD

(holding up his prize)
See, I only wanted the time! Heh,
he, heh...

Head
across
more
finally
He
Death's

All the punkers laugh like the half-wits they are as Death's #1 shoves Stanley into Death's Head #2. #2 pushes him back to #3 and so on. Stanley is roughly bounced back and forth more and more violently within the circle of giggling street toughs. He finally breaks free and scrambles to his front door, still reeling with dizziness. He fumbles with the key and SLAMS the door behind him as the Death's Heads roar with laughter.

CUT TO:

INT. APARTMENT BUILDING - NIGHT

Stanley's wet shoes SQUEAK as he tiptoes past -

APARTMENT "A" - MANAGER

Stanley
keys -
old
to

A sign that reads "Quiet Please" hangs from the doorknob. Stanley continues past it to Apartment "B". Just as he removes his **THE** Manager's door flies open and MRS. PEENMAN appears. She's an old dragon in hair curlers who will probably live forever just to spite her relatives.

MRS. PEENMAN

Ipkiss! Do you have any idea what time it is?

Reflexively, he looks at his (now empty) wrist.

STANLEY

Actually, no.

MRS. PEENMAN

It's three o'clock in the morning!
First, you wake up the entire
building laughing it up with your
pals. Then, you come in and start
squeak -
(sees puddles)
My new carpet! Just look at that!
This is coming out of your
cleaning deposit Ipkiss!

Stanley, battered, bruised and soaking wet is deep in urban
shell-shock.

STANLEY

(SOFTLY)

Are you done?

MRS. PEENMAN

...Yes.

STANLEY

I think I'll be going to bed now.

Mrs. Peenman SLAMS her door.

INT. STANLEY'S APARTMENT - CONTINUES

animation
locks
with
Small, full of books but very neat. A few cherished
cels from 1940s cartoons are framed on the wall. As Stanley
locks
the door behind
him - he's greeted by MILO, a happy little terrie sized mutt
with
a big heart.

STANLEY

Hello, Milo.

Milo gets so excited he starts GAGGING and COUGHING.

STANLEY (CONT.)

Easy, buddy. I missed you too.

and
Stanley pats Milo on the rump, crosses his tiny kitchenette
heads straight into...

THE BEDROOM

tapes Stanley's prized collection of "golden Age" Looney Tunes
are neatly displayed on a simple bookshelf.

his He tosses the Mask down on his bedside table, pops one of
his cherished Tex Avery cartoons into the V.C.R., plops down on
bed and
starts to strip off his shoes and socks.

MILO

enters, holding a Frisbee in his mouth.

STANLEY (CONT.)

C'mon, Milo. I'm beat.
(to the dog YIPS)
Okay, okay. One throw.

Stanley tosses the Frisbee into the air. The disk sails...

OUT OF THE BEDROOM AND INTO THE HALLWAY

trots Milo runs it down, leaps up, and makes a perfect catch. He
back to the bedroom, and drops it in Stanley's lap.

STANLEY

Easy. This is the best part.

The On the screen a cartoon dog ZZZIPS into frame and drops a
frizzing stick of dynamite down a bad guy's pants. KA-BOOM!

dog LAUGHS
maniacally.

Stanley's Suddenly there is a POUNDING on the wall that rattles
framed cartoon cels.

STANLEY (CONT.)

(calls out)
Sorry Mrs. Peenman.

POPS With a sigh, he ejects the tape and a much quieter talk show
on. Larry King and a guest.

Stanley rises and crosses into the bathroom to wash up.

ANGLE ON T.V.

King's guest, Dr. Arthur Neuman, is replying to a caller.

DR. NEUMAN

That's correct. The truth is we all wear masks, metaphorically speaking. We repress the Id... our darkest desires and hide behind a more socially acceptable image of ourselves in order to cope with the frustrations of our day to day lives.

as he Stanley's only half listening though the open bathroom door brushes his teeth.

STANLEY

Think I'm repressed, Milo?

Stanley tries a couple of fierce expressions in the bathroom mirror, his mouth foaming with toothpaste.

look. Milo does that doggie-head-cocked-sideways "What the hell?"

**STANLEY (CONT.)
(HALF-HEARTEDLY)**

Nah.

He spits and rinses.

ANGLE ON T.V.

as King wraps it up, displaying the doctor's book.

LARRY KING

The book is "The Masks We Wear," by Dr. Arthur Neuman. Thank you Dr. Neuman.

Stanley pops off the T.V.with his remote.

STANLEY

No thank you, Dr. Neuman.

sniffing As he buttons up his P.J.s, Stanley notices Milo warily at the strange Mask, which is still lying on the bedside table. A

SUBTLE

off SHIMMER crosses its surface. Milo WHIMPERS and quickly hops
the bed.

POUNING We now begin to hear the "Mask Theme"... echoes of the
seem to Viking drums... growing louder. Haunting whispery VOICES
picks up call to Stanley as he slowly crosses to the bedside. He
the Mask and turns it over in his hands running his fingers
across the time
work wood. The music builds...

Mask He turns back to the bathroom mirror and slowly raises the
bed. to his face. Milo watches apprehensively from beneath the

For an instant - the MASK SHRINK WRAPS like a vacuum over
Stanley's head. We hear the PIERCING MASK SFX.

STOP. Then, a beat later, the Mask is off with a POP. The SFX

STANLEY (CONT.)

Whoa.

mirror. Stanley studies the old mask, then his own face in the
Everything's status quo. It must have been his imagination.

STANLEY (CONT.)

Naw...

under He puts the Mask on again - firmly this time. Milo dives
the bed as...

AN INCREDIBLE METAMORPHOSIS BEGINS:

RUBBERY WOODEN WHIPS shoot out of the Mask and wrap around
Stanley's head - locking the Mask in place.

all STANLEY'S PAJAMAS magically reweave themselves... growing in
directions.

with HIS HEAD THROBS AND EXPANDS, turning lime green as it unites
the Mask.

Trying to ber VERY, VERY quiet, the Mask tiptoes down the darkened corridor. The floor makes a barely audible CREEEEK
as

the Mask steps
with exaggerated care pst APARTMENT "A" with it's little
"Quiet
"SHUSH"
Please" sign. He raises a finger to his lip, making the
sign.

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

STANLEY/MASK

O, jeepers--!

Stanley/Mask tries to snag the clock, but it bounces away
every
his
time. Frustrated, he pulls a full sized SLEDGEHAMMER from
pocket 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.

The door bursts open and Mrs. Peenman's angry face pops out
covered in blue mud pack and framed in curlers. She gets one
look
at the Mask
with his oversized carnival mallet raised over his head and
SCREAMS bloody murder.

The Mask SCREAMS in response, his eyes bugging out on stalks
and
his mouth expanding to the size of a tuba in mock horror.

Mrs. Peenman's door SLAMS shut and reopens a beat later as
she
appears cocking an enormous shotgun.

MASK

Easy lady! I was just killin'
time!

The Mask starts ricocheting off the walls HOOTING maniacal laughter as Mrs. Peenman lets loose with both barrels. KA-BOOM.

The Mask bounces off walls as Mrs. Peenman continues to blast away, and finally leaps straight out the window. KEE-RASH.

EXT. APARTMENT - NIGHT

Sending his body SAILING our through the air towards the street seven stories below.

STANLEY/MASK
AHHHHHHHHHHHHHHHHH-

EXT. CITY STREET - NIGHT

SPLAT. Stanley/Mask lands face up in the middle of the street. He slow... painfully starts to rise 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 flattened body. He raises one arm, grabs himself by the head and peels himself off the street. He shakes himself out with one sharp CRACK and straightens his zoot suit. 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. This time he reinflates himself back into 3-

D
by blowing into his thumb and hops up.

STANLEY/MASK
And next time, no starch!

Fully recovered, Stanley/Mask starts down the street, strutting like a prize fighter.

VOICE

Hey mister...

Death's Head punker #1 hops down from his fire escape behind the

Mask.

DEATH'S HEAD #1

(grins evilly)

...You got the time?

The Mask turns to see he is surrounded by the Death's Head punkers. He seems to be delighted by their presence, but now

that

they see his face, they're totally freaked.

MASK

(wiggles eyebrows)

Why of course, Cubbie. I got all the time in the world!

He whips out his forearm (which grows large for emphasis cartoon-

style). It's covered with crazily spinning watches, CHIMING cuckoo clocks and sun dials.

MASK

London, Paris, Rome, standard, substandard and no standards at all! And for our English friends we have... Big Ben!

DEATH'S HEAD #1

Big Ben?

Stanley/Mask KICKS a nearby street post, snapping it in half

and

sending a large decorative street clock PLUMMETING into the sidewalk.

other

KA-BONG! It completely obliterates Death's Head #1. The

gang members jump back in shock as the Mask races around the corner.

DEATH'S HEAD #2

Get him!

around The Death's Heads pull out nasty homemade weapons and race
the corner into the alleyway.

INT. ALLEY

Calliope They come to a screeching halt as they discover Stanley/Mask
music come from dressed as a carnival barker. Multicolored lights and
out of nowhere.

MASK

And for my next trick...

and he Long pink and blue balloons appear in Stanley/Mask's hands
instantly goes into a frenzy of twisting and knotting them
into

AN

elaborate balloon sculpture. SQUEAK. SQUEAK. SCREECH.

all The Death's Heads are too stunned by the severe weirdness of
were this to do anything but stand there and stare. (These guys
no rocket
scientists in the first place.)

MASK (CONT.)

And viola! We have a giraffe!

like a Sure enough, he's created a first rate balloon sculpture. He
hands it to the biggest, dumbest Death's Head, who grins
little kid upon
receiving it.

sculpting The Mask instantly goes into another flurry of motion,
more balloons. SCREECH POP.

MASK (CONT.)

A few more twists of the wrist
and for you, Cubbie.

He hands this next prize to Death's Head #3.

MASK (CONT.)

A French poodle! And finally my
favorite...

He goes into another flurry of motion.

E.C.U. - BALLOON

As the Mask pulls the ends of the knotted balloon, it
straightens
out and MORPHS into...

MASK (CONT.)

A Tommy gun!

A real one! He immediately sprays the Death's Heads with hot
lead. RATATATATATAT!

The greasy punkers dive for cover and scramble out of the
alley
under a hail of bullets.

Stanley/Mask tosses the gun aside, intoxicated with his
newfound
powers.

MASK (CONT.)

Wait a minute. This is
incredible! Why, with these
powers I could be a superhero!
I could fight crime... Work for
world peace...

C.U. - THE MASK

MASK (CONT.)

But first!...

CUT TO:

EXT. RIPLEY'S AUTO FINISHING - NIGHT

It's late, but there's still a light on inside.

INT. GARAGE - NIGHT

Burt and Irv, both woozy from drink, attempt to finish a
card
game. A dozen empty beer bottles and two half eaten chili
dogs
adorn the table.

Irv takes a big bite of his chili dog and pauses to regard
it
like a true connoisseur.

IRV

Now these are serious chili dogs.

BURT

I know. Here's the proof...

(lets out a long BUUURP)

Aaah. Even tastier the second time around.

Irv leans forward and sticks out his index finger.

IRV

Hey Burt, pull on my finger.

BURT

No way, man.

IRV

No, really. Go ahead.

BURT

Irv, don't...

Irv raises a leg anyway and rips off a nasty fart. BRAAAP!

IRV

(PROUDLY)

That, my friend is the sweet smell of success.

BURT

(SHRUGS)

No style. I give it a five tops.

IRV

Okay, how about... Soprano.

Irv shifts his weight and hits an amazing high note.

PWEEEEEP!

Burt is impressed in spite of himself.

BURT

Fine muscle control.

IRV

And now for my grand finale,
THX... The audience is listening!

Irv lets one loose in perfect sensurround.

Suddenly the front door EXPLODES inward. Stanley/Mask stands

there SILHOUETTED like a gunfighter from a Clint Eastwood movie.

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

IRV

Hey, 40 watt... we're closed!
Nobody's here.

MASK

Ah... but you're here.

Irv rises.

IRV

What I mean is...

He lets loose a sneaker to help make his point. POOOOT.

IRV

Nobody's here that wants to help you.

Stanley/Mask now steps into the light.

MASK

But I'm here to help you.

their
of
Burt and Irv's eyes go wide as they get a better look at nemesis. Fear loosens Irv's sphincter and a last feeble bit of gas escapes with a

FWEEP!

gleaming
Stanley/Mask whirls about with a flourish and pulls two mufflers from the wall.

MASK

Sounds like you have a little exhaust problem there!

like two
There's a mad gleam in his eyes as he spins the mufflers huge pistols and SNAPS them to a halt.

MASK (CONT.)

We better do a few touch ups before you have some serious

trouble.

The Mask TWIRLS out of frame like a human tornado.

Camera PUSHES IN past Burt and Irv's shocked expressions
into an

wire.

E.C.U. of the garage's bare light bulb as it JIGGLES on its

F.X.

We can't see the mayhem, but we can hear wacky/bizarre sound

AHOOGA!

as the Mask whirls about the garage. WHIZ! SCREECH! BANG!

BURT AND IRV

No!... Wait! Eeeeeyaah!

SLOW DISSOLVE TO:

As that light bulb becomes the morning SUN peaking over Edge
City's skyline. CAMERA PULLS BACK through Stanley's bedroom
window...

INT. STANLEY'S APARTMENT - BEDROOM - DAWN

and

Stanley slowly awakens. He grabs his head and moans, looking

and

feeling completely hung over. Then suddenly he remembers -

JUMPS

out of bed with a start.

He looks in the mirror, touching his face. It's the same old
Stanley. He looks at his paisley PJ's. Same old PJ's.

He picks up the mask. Same old mask.

STANLEY

A dream... It was only a dream.

Stanley starts to relax. There's a KNOCK at the door.

INT. HALLWAY - DAWN

cop

Stanley's greeted by LT. KELLAWAY (50). This hound-dog of a

can't help but stare at Stanley's garish pajamas.

LT. KELLAWAY

Nice PJ's pal.

STANLEY

Can I help you?

LT. KELLAWAY

You're Ipkiss? Stanley Ipkiss?

STANLEY

That's right.

LT. KELLAWAY

Some kind of prowler broke in and attacked Mrs. Peenman.

STANLEY

(swallows hard)

Really? I didn't hear a thing.

LT. KELLAWAY

Then you must be a pretty sound sleeper, Ipkiss 'cause she unloaded a couple rounds of 20 ott buckshot five feet from your door.

better
Kellaway swings Stanley's door open wider to give him a view of the damage. Mrs. Peenman stands there in the hall tearfully speaking to another OFFICER.

Stanley is flabbergasted to see:

QUICK CUTS

C.U. - The shotgun blasts in the walls.

C.U. - The pot holes left from the mallet.

C.U. - The shattered remains of the wacky alarm clock.

All flashbacks from last night!

STANLEY

(GASPS)

That's... impossible!

LT. KELLAWAY

Excuse me?

Stanley quickly pulls himself together.

STANLEY

That's... a, possible. See, I have this inner ear problem.

(wiggles a finger in his ear vigorously)
Sometimes I can't hear a thing.

KELLAWAY
(SKEPTICAL)

Is that a fact?

STANLEY
What?

himself Kellaway leans closer to speak more loudly, but catches
and shoots Stanley a dirty look.

KELLAWAY
Forget it.

He hands Stanley his card.

KELLAWAY (CONT.)
Here. You remember anything
unusual about last night, anything
at all, call me.

STANLEY
Sure... thanks.

heart Stanley SLAMS the door and throws his body against it, his
pounding in his chest. Milo gives him that curious
dog-head-cocked-sideways look.

STANLEY (CONT.)
Milo, it was real! How could it
all be... real?

Stanley suddenly notices the clock on the wall.

STANLEY (CONT.)
Oh my god. I'm late!

He races into the bedroom.

INT. HALLWAY

Kellaway is taking notes as patiently as he can from Mrs.
Peenman.

KELLAWAY
Look, Mrs. Peenman, you gotta
admit your description is pretty
tough to swallow.

MRS. PEENMAN

Then you can choke on it for all I care. I saw what I saw.

KELLAWAY

Right.

(refers to notes)

A green head the size of a pumpkin, purple zoot suit and spats. That's a pretty serious fashion risk for any self-respecting second story man.

An OFFICER now hurries up the steps all out of breath.

OFFICER

Lt., we just got an emergency call from a mechanic on 67th Street.

KELLAWAY

What?

POLICEMAN

Some kind of assault and battery. Sound pretty bad.

KELLAWAY

(SIGHS)

Alright. Dont' worry Mrs. Peenman, we'll find this guy for you. Officer Deluca here has a few forms you'll have to fill out.

CUT TO:

INT. STANLEY'S APARTMENT

Stanley rushes around the apartment, but he can't find his keys anywhere. He finishes tying his tie as he searches.

STANLEY

Milo! Keys! Keys!

INT. LIVING ROOM - SAME TIME

Milo's ears prick. He leaps up and immediately starts sniffing around. He pulls a cushion off the sofa and emerges with the keys just as Stanley

comes out, briefcase in hand.

STANLEY

Good boy.

but he
eye

He pets his dog, takes his keys and starts out the door...
pauses to take a last look at the mask... It's eerie black
holes and devilish
grin seem to mock him.

On sudden impulse, he grabs it, hurls it out the balcony's
sliding glass door and exits.

SLOW-MO - THE MASK

Sailing end over end through the air.

EXT. BUILDING

lands
seems

As the mask flies out into the air, a sudden wind kicks up.
The mask arcs back toward the building like a boomerang and
balanced precariously on a narrow ledge. Its mocking grin
to glow
with triumph.

CUT TO:

EXT. RIPLEY'S AUTO FINISHING - DAY

tartan,

The place looks like it's been hit by cartoon graffiti
guerrillas: Everything's printed in polka-dots, checks,
etc. The
"Ripley Auto Finishing" sign hangs askew over the doorway.
Letters have been sprayed out to read "Rip Off!"

Kellaway
and

Several REPORTERS and curious ONLOOKERS stand nearby as
and his men take it all in. PARAMEDICS appear wheeling Burt
Irv out of the building on two gurneys.

than
glued

They're both in severe discomfort and look more like cars
men: Bodies spray painted metallic colors, hood ornaments
to their

long
foreheads, wire rims under each limb, and gleaming four foot
mufflers sticking out of their rear ends.

They wince in pain at each tiny bump of the gurney.

BURT AND IRV

Ah!... Eeeh!... Ooh!

and
Paramedic #3 speaks into his emergency radio-phone as Burt
Irv are loaded into the van.

PARAMEDIC #3

I want a proctologist standing
by! Yeah, you heard me! The best
one you can find.

Kellaway.
An OFFICER steps out of the building and approaches

OFFICER

We were able to get a description
Lt., but it's pretty weird.

KELLAWAY

(SIGHS)

Let me guess... Big green head.
Zoot suit.

OFFICER

How did you...

KELLWAY

Whoever this guy is, he's a world
class twisto.

PEGGY BRANDT, an attractive young woman in her mid twenties,
appears besides the other reporters and approaches Kellaway,
notepad in
hand.

PEGGY

Excuse me, Lt., I'm with the
Evening Star. Can you tell me
what happened here?

KELLAWAY

Sorry. Too early to comment.

PEGGY

It looks like some kind of mob

scare tactic.

KELLAWAY

I said no comment. Now break it up. This is a crime scene.

Peggy As the officers disperse the reporters and other onlookers, slips away from the group. Even though it's closed off with yellow police tape, Peggy slips inside the garage.

INT. MECHANIC'S OFFICE - DAY

The empty garage has been turned into a topsy-turvy nightmare. The same cartoon paint job covers the walls. Peggy looks around,

SIFTING

through some papers scattered all over the floor. Nothing. Then she spies the COMPLAINT BOX. Peggy opens it and pulls out a HANDFUL of pink "comment" slips. She looks at them. Almost all of them are from one customer - STANLEY IPKISS.

INT. BANK - DAY

Stanley, still looking rumpled and unshaven, hurriedly takes off his coat and powers up his computer. Charlie steps over to his desk carrying a newspaper.

CHARLIE

What happened to you last night? The girls and I were looking all over for you.

STANLEY

I uh, didn't feel so good. I decided to go home early.

CHARLIE

As a matter of fact, you don't look so good. You got to take better care of yourself, man.

STANLEY

How was the club?

CHARLIE

Are you kidding? It was hotter than a pistol. Did you see the paper?

STANLEY

No.

CHARLIE

Your girlfriend got a great review.

Star.
the
Chralie flips open the Entertainment section of the Evening
There's a great close-up of Tina singing her heart out with

HEADLINE

"Bombshell Explodes at Monnkey's Paw."

MR. DICKEY, the smarmy office manager who is younger than Stanley, now appears.

DICKEY

Ipkiss! You're forty minutes late! Every time you do that you're robbing this bank of its time and money!

STANLEY

Sorry, Mr. Dicky. It won't happen again.

DICKEY

(snatches newspaper)
If you weren't so busy ogling girlie pictures you'd get some work done around here.

CHARLIE

Ah... She's a prospective client of Stanley's, sir.

DICKEY

(sudden attitude change)
She is? Well... Next time she comes in see that you send her directly to my office.

STANLEY

Yes sir, Mr. Dickey.

off Dickey tosses the paper back on Stanley's desk and marches through the bank.

CHARLIE

Look at that little creep. If it wasn't for his daddy he'd be out somewhere shakin' down school kids for lunch money.

"kiss". Stanley toys with the Kleenex that bears Tina's lipstick

STANLEY

You think she ever will come back, Charlie?

CHARLIE

Who knows? Forget about her, Stanley. A dame like that is always looking for the B.B.D. The bigger better deal. Ask her what her sign is and she'll say dollar.

STANLEY

You don't know that. She's an artist. Maybe she's sensitive.

CHARLIE

Yeah. She can sense a guy's credit line at two hundred yards. Stanley, you need a girl you can depend on. Someone a little more down to earth... someone like...

ANGLE ACROSS THE BANK

and as Peggy Brandt stops by a teller's window, looking sharp pretty in a blazer and jeans.

PEGGY

Excuse me, can you tell me where I can find Stanley Ipkiss?

BACK TO CHARLIE

CHARLIE

Like her! Someone like her.
(straightens tie)
As a matter of fact I could use

someone like her myself.
(rises as Peggy approaches)
Hel-lo there. May I be of some
assistance?

PEGGY

Stanley Ipkiss?

Charlie begrudgingly points to Stanley.

PEGGY (CONT.)

Hi. I'm Peggy Brandt. I'm with
the Evening Star.

STANLEY

Oh, hi. I already have a
subscription, thanks.

PEGGY

Oh no, actually I just wanted to
ask you a few questions.

STANLEY

Really? About what?

PEGGY

Ripley Auto Finishing. You're
a customer of theirs aren't you?

STANLEY

I... uh. No. I think you must
have made a mistake.

Peggy produces one of the complaint slips.

PEGGY

Isn't this a form of theirs you
filled out?

STANLEY

(nervous chuckle)
Oh, that Ripley Auto. I guess
I have stopped in there once or
twice, Miss... what did you say
your name was?

PEGGY

Peggy Brandt.

STANLEY

Wait a minute... Peggy Brandt of
"Ask Peggy"?

PEGGY

That's right.

STANLEY

(brightens up)

You printed my letter last year, remember? "Nice Guys Finish Last."

PEGGY

You're Mr. Nice Guy? Stanley do you realize how much mail we got about that letter? There's hundreds of women out there who are looking for a man just like you.

STANLEY

Are you serious?

PEGGY

Of course. DO you know how hard it is to find a decent man in this town? Most of them think monogamy is some kind of wood.

STANLEY

Why are you covering this story?

PEGGY

They cut my salary. I just can't make it by on "Dear Peggy" anymore. The truth is, I want to be a real reporter and if I can break this story I know they'll let me.

(sits closer)

Look Stanley, I know Ripley Auto is a crooked operation. They may even have had ties to the Mob. I'm not out to get you. I just want the truth.

STANLEY

I wish I knew the truth, Peggy. I really do.

CUT TO:

EXT. MONKEY'S PAW ENTRANCE - AFTERNOON

A well dressed MAN checks from beneath his sunglasses to see nobody's watching and RAPS on the door. It opens and he quickly

DISAPPEARS

inside.

INT. DORIAN'S OFFICE

Sweet Eddy escorts him inside. The man removes his glasses and glances about nervously. Dorian sits at his desk. Dr. Freeze and Chun Woo are going over an array of high tech burglary equipment laid out on the air hockey table.

DORIAN

Good afternoon, Councilman Snell.
Nice of you to drop by.

SNELL

Cut the crap. Dorian. What's so important that I had to come here in person?

Dorian gazes out the window to the Valhalla Casino.

DORIAN

I got a little job for you, Tom.
I want you to pull the Swede's gambling license.

SNELL

That's impossible. He was approved six months ago.

DORIAN

Pull a few strings. Find something in the fine print. I don't care how you do it, but do it. You owe me.

SNELL

(CHUCKLES)

I owe you nothing, you little piece of shit. I got your liquor license when nobody else would touch...

Dorian suddenly EXPLODES, overturning his desk and sending Snell

tumbling backwards. In less than a heartbeat, he grabs Snell
by
his shirt
bottle
ffront, SLAMS him up against the wall, SMASHES a whiskey
and presses the jagged edge to his throat.
his
Snell hangs there whimpering. Dorian has a crazed look in
eyes as he gazes at the Councilman's lapel.

DORIAN
(SOFTLY)

That's pretty. What is that, a
carnation?

Snell nods. Dorian takes a deep whiff.

DORIAN (CONT.)

Nice. Hey, Eddy... call my
florist. Two dozen pink
carnations to Mrs. Snell with my
regrets over her husband's
untimely accident.

Tears begin to well up in Snell's eyes.

SNELL
(GASPING)

No... please. I can do it. I
can make it happen.

Dorian eases back... brushes off Snell's coat.

DORIAN

That's smart. You're a very smart
man. Now pull yourself together.
Look at you.

Dorian picks up an Uzi from Dr. Freeze's equipment.

DORIAN (CONT.)

Shut the Swede down, Snell. We'll
buy him out cheap with a little
collateral the bank is about to
provide us.

(looks at his men)

And Gentlemen... we are going to
be in the casino business.

CUT TO:

EXT. STANLEY'S BROWNSTONE - NIGHT

Distant sirens can be heard over the occasional sound of a gunshot. It's a reasonably peaceful night in Edge City.

INT. STANLEY'S BEDROOM - NIGHT

CAMERA SLOWLY PANS off of Tina's picture, which is now taped to Stanley's dresser mirror... to Stanley himself as he tosses and turns in a fitful sleep. Milo lies curled up at the foot of the bed. He looks concerned over the little noises Stanley is making in his sleep.

CAMERA PUSHES INTO AN E.C.U. of Stanley as we

DISSOLVE THROUGH INTO:

STANLEY'S DREAM - a 1940s noir-style montage:

Huge soft-lit faces loom over him, one dissolving into the next... Tina, luminous and breathtaking speaks under heavily lidded eyes.

TINA

Or it could be two lovers.
That would be the woman on top,
of course...

Charlie looms up out of the darkness.

CHARLIE

Forget her, Stanley. Ask her what
her sign is and she'll say dollar.

Mr. Dickey appears, glaring down angrily at Stanley.

DICKEY

Every time you're late Ipkiss,
you're robbing this bank!

The shrink from the "Larry King Show" floats by on a cloud of pipe smoke.

DR. NEUMAN

We must repress our Id... our
deepest darkest desires.

night
Finally Tina again standing beside the limo as she was that
in the Monkey's Paw alley:

TINA

Hey, are you okay.

splattered
Stanley stands at the curb, but this time he's not
suave
with mud. He's decked out in first class Armani and looks
as hell. He looks
straight into her eyes.

STANLEY

I am now. C'mere, baby.

TINA

(SWOONS)

Oh, Stanley!

But
Stanley's
She runs to his arms and they embrace in a passionate kiss.
Tina suddenly pulls back and begins rapidly licking
ear... which is
kinda weird.

E.C.U. - STANLEY

STANLEY

Tina?

he's
Stanley suddenly realizes Milo is licking his ear... and
just woken up.

STANLEY (CONT.)

Milo, down.

bed.
from
He pushes Milo away, tosses back the covers and rises out of
It's still the dead of night and Stanley is all in a huff
his dream.

off,
He spots Tina's clipping on his dresser mirror and rips it
upset with himself.

STANLEY (CONT.)

Stupid, stupid. She'd never...

Stanley wheels about and to his complete surprise sees...

THE MASK

ledge.
Through his bedroom window, propped up on the fourth story
Its leering grin seems to beckon Stanley as we begin to hear
the POUNDING beat of the Mask F.X. theme.

STANLEY

almost
stands transfixed, staring at the moonlit face. He can
hear echos of faint whispered VOICES calling his name. A
deadly
siren song above
the pounding drums.

**STANLEY
(SOFTLY)**

No...

He backs away from the window.

E.C.U. - THE MASK

shimmers as the WHISPERS grow louder.

STANLEY

hand and
takes a last look at the crumpled picture of Tina in his
finally loses control. He bolts from the room.

EXT. BALCONY - NIGHT

narrow
Stanley is a driven man as he makes his way out onto the
ledge. Milo tugs at his pajama leg, but Stanley kicks him
away
and climbs out
over the ledge.

THE LEDGE

at
Stanley wavers precariously on the crumbling masonry, then
catches his balance. His face is bathed in sweat as he gazes
the leering face.
F.X. music THUNDERS in his head.

THE MASK

(faint echos)
Stanley... Stanley.

Stanley tries to steady himself, his eyes transfixed on his prize.

STANLEY

Just... one... last... time.

time
He lurches back out and makes his way one shaky step at a
towards the mask.

MILO

watches from the apartment window, whimpering softly.

C.U. - THE LEDGE

Narrow masonry begins to crumble.

STANLEY

as he
carefully reaches down, his fingers just brushing the mask
teeters out over nothingness. Night traffic whizzes by down
below.

THE MASONRY

cracks away.

STANLEY

SCREAMS as he begins to fall, jamming the mask to his face.

INT. APARTMENT

Stanley/Mask
The window suddenly EXPLODES inwards as the whirling
tornado bursts into the room. Milo dives for cover.

then
He
The tornado scorches the rug as it wheels around the room,
SCREECHES to a halt, revealing the Mask in his full glory.
strikes a grand
entrance pose with his arms held high.

MASK

(SINGS)

I gotta be me! I just gotta be me!

He ZZZIPS into the bathroom

INT. BATHROOM

and The Mask sticks the picture of Tina on the bathroom mirror
blows her a kiss.

MASK

(a'la Big Bopper)
Ooooooh Bay-bee. I knoooooows what
you likah!

teeth, He sprouts a couple of extra arms as he madly brushes his
sprays on cologne and bats himself with a powder puff all at
once.

He ZZZIPS into the bedroom.

INT. BEDROOM

himself The Mask stands before a full length mirror and checks
he out. With a magical "hands are quicker than the eye" move,

CHANGES

Don wardrobe instantly... now posing in an effete fashion victim
Johnson-style suit.

MASK

The G.Q. look?... Naw.

over- In a TWINKLING he's changed again: now in MTV Rapper-style
sized jeans and backwards baseball cap.

MASK (CONT.)

501's?
(shakes his head)
For buttonheads only.

for He changes again in a flash... This time he's naked except
super-cut his Calvin Klein underwear (his stomach muscles appear
washboard-style).

MASK (CONT.)

Marky Mark, eat your heart out.

zoot

He changes one last time and appears in a wild banana yellow suit complete with a snap brim fedora. That's the ticket!

MASK (CONT.)

S-s-s-mokin! Now let's see...

pockets

The Mask quickly searches his pockets. He pulls his pants inside out and a moth flutters out.

MASK (CONT.)

What? Seems to be a minor cash flow problem here! I don't like to keep a lady waiting, but...
(points a finger in the air)
First things first!

The Mask ZZZIPS out of frame.

CUT TO:

EXT EDGE CITY BANK - NIGHT

Diaper

The street is quiet and empty, except for a Dipsy Doodle delivery van parked across from the bank.

INT. TRUCK

9mm

Crowded with Dorian's men, it's been set up as a makeshift control room for the robbery. Dr. Freeze SLAPS a clip in his

standing in

and looks down through the van's false bottom to Sweet Eddy, who is an open manhole working on a bundle of underground wiring.

DR. FREEZE

What's the E.T.A.?

SWEET EDDY

Another five minutes.

Freeze synchronizes his watch.

DR. FREEZE

Counting down... now.

Freeze presses a button on the side of a miniaturized
headset he's wearing

DR. FREEZE (CONT.)
(into headset)
Lookin' good here, my man.

INTERCUT - DORIAN'S OFFICE

He sits at his desk, speaking into a high tech walkie
talkie. In the B.G. Dorian's wall-mounted video monitors display live
shots of the club in full
swing.

DORIAN
Nice work, Freeze. You boy are
on your own now. I've got to make
sure I'm seen downstairs.

DR. FREEZE (V.O.)
Do it, man. The Doctah is about
to operate.

INT. VAN

Freeze turns to his men.

DR. FREEZE
Gentlemen...
(cocks his gun)
Let's do our duty and grab the
booty.

The burglars gather their gear when suddenly the bank alarm
starts RINGING.

Freeze looks down the hole to Sweet Eddy.

DR. FREEZE (CONT.)
What the hell you doin', fool?

SWEET EDDY
Nothing! I didn't do nothing!

FREEZE
(to the others)
C'mon! You keep that motor
runnin'!

EXT. BANK

Freeze and company race across the street with guns drawn.

ANGLE ON THE BANK DOORS

Freeze and Chun Woo flatten themselves on either side of the door as Burglar #4 drops to one knee and quickly picks the lock.

WHIRLWIND Suddenly the glass doors EXPLODE wide open as a HUMAN bursts out of the bank, shoots right past them and zig-zags

up THE street. Twenty dollar bills slowly drift down onto the stunned robbers in its wake.

In an instant the whirlwind does a U-turn, zig-zag races back up to them and SCREECHES to a halt. The Mask, still in his banana yellow zoot suit and carrying huge sacks of money like Santa Claus, plucks those stray twenties from the air, one, two, three.

MASK

Sorry, fellas. Waste not want not!

And ZZZOOM, he's off again. HOOTING laughter like a maniac. Freeze pulls his gun.

DR. FREEZE

Get that sucker!

Two cop cars now SQUEAL around the corner, their sirens blaring and ROAR up the street at the bank robbers.

DR. FREEZE

Oh, shit!

The robbers race back to the van, dive inside and PEEL OUT. Bullets police open fire as they roar after them in hot pursuit. tear into the van, blowing out the rear windows.

CUT TO:

EXT. MONKEY'S PAW

The die-hard crowd of TRENDIES is piled up outside as usual clamoring to get in. But a buzz of excitement begins to travel through the crowd as one by one they notice...

A LIMOUSINE

But not just any limousine. As it slowly pulls up by the front of the club we realized it's long... longer... the longest limousine we've ever seen. Finally the passenger door rolls into sight and the limo comes to a halt.

The door bursts open and out leaps the Mask.

THE MASK

Ah... my public!

The crowd parts like the Red Sea as the Mask sashays to the front door. Bobby the Bouncer gets one look at the Mask and actually loses his cool.

BOBBY

Er, uh... Are you on the list?

THE MASK

No, but I believe my friends are.
(fans a wad of cash)
Jackson, Lincoln and Roosevelt.

He tosses a handful of loot in the air and struts into the club as the crowd scrambles for the cash.

INT. MONKEY'S PAW

This is the first time we've gotten a good look at the place and it's a real eyeful. CAMERA BOOMS DOWN TO REVEAL its wild tropical

DECOR

complete with live exotic birds in huge indoor Banyon trees.
WAITRESSES in leopard skin leotards make their way across
the
crowded dance
floor with trays full of oversized tropical drinks.

CAMERA ENDFRAMES as the hostess seats Dorian at his favorite
ringside table and removes the "reserved" sign. The lights
dim an
all eyes
go to the bandstand.

ANGLE OF THE BANDSTAND

A spotlight hits the stage and tropical ferns part like a
gigantic fan revealing...

TINA CARLYLE

in a glittering gown that's made of little more than sequins
and
mesh. If there were such a thing as fashion police this
dress
would be arrested
for disturbing the peace.

She talks/sings the intro of her number a capella.

TINA

There's all kinds of men
In this old world
That seek the affections
Of a beautiful girl.

But of the men from
Which to choose
There's only one type
That I... ap...aprooove.

And now the band slides in, in classic torch song style as
Tina
sings "Checks Appeal". She works the room throughout the
song,
driving the
men crazy as she lingers by each table.

TINA (CONT.)

You can keep your cowboys
on the farm
The gigolos don't make me warm
It's mink my fingers

crave to feel
I need a man with checks appeal.

ANOTHER ANGLE

and The Mask is seated at a table on the other side of the club
immediately reacts when he lays eyes on Tina.

heart His eyes BUG OUT on stalks, an AHOOGA horn sounds and his
with starts POUNDING wildly, shooting two feet out of his chest

EACH

beat. Customers at nearby tables are astonished.

TINA (CONT.)

Pretty boys are such a bore
There's manly macho types galore
But you'll always know
The diamond's real
If you've got a man with checks appeal.

sucks The Mask snatches a bottle off a passing WAITRESS' tray and
paint it down in one gulp. His head VIBRATES like an electric
shaker.
WWWOOOING! He CLAPS both hands on his head to hold it still.

DORIAN'S TABLE

Dorian. Sweet Eddy looks nervous as hell as he appears beside

DORIAN

What the hell are you doing here?

EDDY

We got trouble. You better come
upstairs.

towards Dorian immediately rises and hurries through the corwd
his office.

ANGLE ON THE MASK

as he continues to ogle Tina. His face now elongates into a
wolf's. He HOWLS, WHISTLES, pounds his fist on the table and
stomps his foot on
the floor.

TINA

Don't want to see too fanatic
But dollar signs are so romantic
I want a love
That's deep and real
Just with a man that's got...
(big finish)
Checks ap-peaaal.

The audience goes crazy. Tina takes a bow.

leaps
hits

Suddenly the Mask ZZZIPS around the perimeter of the club,
up on top of the piano and SNAPS his fingers. A spotlight
hits
him.

THE MASK

Let's rock this joint!

hard.
hip,

He grabs the stuffy, tuxedoed PIANIST'S stool and spins it
When the pianist stops twirling, he been transformed into a

BEATNIK

BE-BOPPER who immediately starts pounding out a mean BOOGIE-
WOOGIE.

around
WAILING

The Mask produces a conductor's baton from thin air, spins
and magically whips the rest of the band into a frenzy,
out a
driving rock 'n roll tune.

into

Satisfied with the music, the Mask leaps down onto the dance
floor, grabs the astonished Tina and drags her off her feet

a wild special
FX JITTERBUG.

THE CROWD

watches amazed as...

THE MASK AND TINA

Mask
SHOOTS

put Fred and Ginger to shame. Jiving away at warp speed, the
movves like a combination of Gumby and Barishnikov. He

TINA
beneath his legs, SNAPS her back into midair, SPINS her like
a
baton and hits the floor in the splits without missing a
beat.

THE MASK
S-s-s-smokin!

CUT TO:

INT. DORIAN'S OFFICE
Dorian and Sweet Eddy enter to find Dr. Freeze, sitting
there,
wound
gasping in pain with a bar towel pressed against a bloody
in his side.

DORIAN
What the hell happened to you?

FREEZE
I'll be okay. Nobody puts the
chill on Freeze.

DORIAN
Where's the money?

FREEZE
Deal went south, Bro'. Someone
else hit the place before we did.

DORIAN
Who?

FREEZE
Don't know. Dude looked like
a freakin' goblin or something.
Next thing we know there's cops
all over us, man.

DORIAN
Where's Chun Woo?

FREEZE
Takin' a dirt nap. It was bad,
man. Real bad.
(swallows hard)
I need a smoke.

DORIAN

Yeah... sure.

lips Dorian taps out a cigarette, places it between Dr. Freeze's
and lights it... but the flame doesn't draw.

Beat.

The cigarette tumbles from Freeze's mouth.

glazed Dorian glances back up and sees that Dr. Freeze's eyes are
over in death.

in Dorian leaps to his feet and hurls his chair across the room
anger. It SMASHES the mirror over his bar.

DORIAN (CONT.)

Son of a bitch! Who did this
Eddy? Who?

Eddy is staring at Dorian's T.V. monitor. On it the Mask can
still be seen in the midst of his wild dance with Tina.

EDDY

That's him... That's the guy!

it Dorian grabs a .45 from his desk, checks the barrel and jams
in his coat.

DORIAN

Come on!

CUT TO:

INT. DANCE FLOOR

SHOOTS her The Mask spins Tina all around him like a top and then
straight up into the air.

ascent, Amazingly, she continues somersaulting at the apex of her
suspended in mid-air by her magical momentum.

THE MASK

himself. stands there nonchalantly filing his nails, whistling to

Tina continues to SPIN in place high above him.

THE MASK

one casually checks his watch. Without looking up he holds out hand for the catch.

TINA

down perfect timing... A final somesault and she drops right back into his arms. They go straight back into a rockin' hitterbug without missing a beat.

THE WINDING STAIRCASE

calls to Dorian and Eddy race down the steps, guns drawn. Dorian Bobby by the hostess' stand.

DORIAN

Clear the club. Now!

DANCE FLOOR

around The dance's grand finale. The Mask spins Tina around and his body like a baton in one of those awful Hawaiian fire dances.

her As the band bangs out the final bars of the tune, the Mask SCREECHES Tina to a halt, bends her over backwards and nails with a Valentino kiss that literally blows her shoes off; SSSMACK! KAPOW!

is She hangs onto the Mask's tie for support when BANG the tie shot in half. Tina falls on her cute behind.

C.U. - TIE

and The shot-away piece of the Mask's tie flutters to the floor MORPHS back into a piece of Stanley's pajamas.

DORIAN

stands at the edge of the dance floor, his smoking gun
trained on
the Mask.

THE MASK

(gasps in mock horror)
Gee willickers! Does this mean
we won't make the Star Search
finals?

DORIAN

This means you won't make it out
of this club alive if you don't
tell me where my money is.

THE MASK

Okay...

The Mask immediately whips out an old fashioned pull handle
calculator, snaps on a green visor and starts tabulating.

KA-

CHING.

THE MASK (CONT.)

(fast talking)
You got a 27.5% in T-Bills
amortized over the fiscal yeah
16-3/4% in stocks and bonds/

(KA-CHING, KA-CHING)

Carry the nine and divide by the
Gross National Product...

DORIAN

Now cut that out!
(turns to Eddy)
Ventilate this goon!

Eddy pulls out his .38 and starts blasting BLAM. BLAM.

The Mask dodges the bullets by contorting his cartoon-
flexible
body.

BLAM. The Mask SPINS once and freezes in a pirouette, now
dressed
in a tutu.

BLAM. The Mask SPINS again and stops dressed as a matador,
the
bullet whizzes under his cape.

BLAM BLAM BLAM

A hockey goalie bats the bullet away.

A Russian Dancer leaps over the shot.

A Cowboy DING! takes the hit.

death

The Mask staggers back... the forwards in a classic Western scene. He throws an arm around Sweet Eddy for support.

MASK

Ak... you got me Pahdnuh.
(cough... cough)

in

Eddy seems touched by the Mask's dying words as he holds him his arms.

MASK (CONT.)

Hold me close, Red. It's a gettin' dark.

(COUGH)

Tell Auntie Em to let Old Yeller out.

(cough... cough)

Tell Tint Tim I won't be makin' it home for Christmas.

(COUGH)

Tell Scarlet I do give a damn...

I... I... UUG!

the

And the Mask gives up the ghost, his pink tongue flops out side of his mouth. Eddy bursts into tears.

Suddenly a huge cartoon AUDIENCE pops up silhouetted in the foreground, applauding wildly. An off-camera ARM shoots into frame handing the Mask an Oscar.

The Mask leaps to his feet and starts taking bows.

THE MASK (CONT.)

Thank you! You love me! You really love me!

Dorian pulls out his own .45 and opens fire.

The Mask starts HOOTING laughter and ricochets off the dance floor.

KICKED
with

Dorian gives chase, but suddenly the nightclub doors are
OPEN and Kellaway and a squad of police burst into the room

THEIR
guns drawn.

KELLAWAY
Drop it, Tyrel!

Dorian lets his .45 CLATTER to the ground. Kellaway
retrieves it.

DORIAN
Hello, Kellaway. You got a
warrant or did you just drop by
for a night cap?

KELLAWAY
I got probable cause. A couple
of your boys were spotted knocking
over Edge City Bank.

One of his men begins to roughly frisk Dorian

DORIAN
Easy, junior. You're givin' me
a woodey.

KELLWAY
One of them was wearin' some kind
of big green mask.

DORIAN
For once you're on the right
track, but that's not one of my
men. Maybe you ought to try a
little actual police work instead
of this harassment bullshit.

KELLAWAY
This isn't harassment. You want
to see some harassment?
(to his men)
Search the place, boys.

His men begin to tear the club apart.

DORIAN
Ever wonder why you didn't make
Captain, asshole? I got friends
so high up they'd give you a nose

bleed.

right
Kellaway hauls off and CRACKS him in the face with a solid
cross.

KELLAWAY

Well what d'ya know? I guess they
gave you one too.

Dorian shakes it off and glares at him.

DORIAN

(SOFTLY)

You're a dead man.

One of the officers now appears on the stairway.

OFFICER

It., we got a stiff upstairs.
One of the guys from the heist.

KELLAWAY

(cuffs him)
Better call that high-priced
lawyer of yours, Tyrel. You're
comin' downtown.

DORIAN

I'll be back on the streets before
sunrise and you know it.

KELLAWAY

Then just think of this as the
city's way of showing you a little
hospitality.

(pats him on the cheek)
I'll stop by to tuck you in
myself.

on
As the police drag Dorian outside, Kellaway notices someting
the dance floor.

CLOSER

the
Kellaway picks up the slice of pajama fabric that was once
Mask's tie and inspects it closely... It's the same fabric
Kellaway saw Stalney
wearing that morning.

EXT. CLUB

Kellaway exits and walks right past the poster of Tina.
Flattened into the poster, with his arm around her, is a cartoon of
the Mask. The eyes
follow Kellaway as he speaks to TWO COPS guarding the door.

KELLAWAY

You're on your own, boys.

COP

Don't worry, Lt. If he's in
there, well get him.

Kellaway slips the pajamas fabric in his pocket.

KELLAWAY

And if he's not, I got a
feeling I know where to find him.

As Kellaway heads for his car, the Mask slips out of the
poster (still flat as a pancake), slides along the wall behind
unsuspecting policemen
and around the corner to safety.

CUT TO:

INT. STANLEY'S BEDROOM - DAWN

Milo GROWLS, Frisbee in mouth. Stanley wakes up with a
massive headache and dark rings under his eyes. The Mask, which lies
on the pillow
next to him is taking a greater and greater toll. There's a
BANGING on the door.

LT. KELLAWAY (O.S.)

Police. Open up.

Stanley runs to the closet to hide the Mask. The instant he
opens the door, an avalanche of CASH pours out, suffocating him.

STANLEY

Oh my god!

LT. KELLAWAY (O.S.)

Ipkiss! I know you're in there.

back Stanley grabs the Frisbee and starts shoveling the money
into the closet. Now the doorbell starts RINGING.

STANLEY

All right, I'm coming!

SLAMS Stanley tosses the Mask and the Frisbee into the closet and
under it shut. He scoops up a few stray dollars and throws them
the bed.

He hurries to the door and opens it, an easy smile on his
face.

STANLEY

Lieutenant, what a surprise! What
can I do for you?

LT. KELLAWAY

You can answer a few questions.

STANLEY

I've got to get ready for work.

LT. KELLAWAY

Trust me. Your bank's opening
late today.

Milo is Kellaway steps into the apartment, without waiting for an
invitation. Stanley glances nervously back at the closet.
scratching at the door.

LT. KELLAWAY (CONT.)

Where were you last night?

STANLEY

Here... mostly. Is something
wrong?

LT. KELLAWAY

Maybe, yes. Maybe, no. Maybe
it's all just a crazy coincidence
that this so called "Mask"
character always seems to be
wherever you are.

STANLEY

Mask -- who?

LT. KELLAWAY

Don't insult my intelligence,
Ipkiss. First, he's spotted in
your building, then the bank where
you work and now I find this at
the Monkey's Paw.

He displays the TORN PIECE OF FABRIC. It matches the piece
missing in Stanley's pajamas. Stanley wilts.

Milo YAPS and leaps up, trying to open the closet door.

STANLEY

Milo. No!
(moves the dog away)
Okay, so I went out on the town
last night. A guy's got to have
a little fun.

LT. KELLAWAY

In your jammies?

Milo is back at the closet door. He's just about got it open

as

Stanley turns the detective to the door.

STANLEY

Naw, I just took 'em with me in
case I didn't make it home. I
don't know about you, Lieutenant.
But I've got a pretty good track
record with the ladies.

SNIFFING
Kellaway pulls away from Stanley and begins suspiciously
the air around him.

LT. KELLAWAY

Wait a second... you smell that?

STANLEY

What?

KELLAWAY

(SNIFFS)

Bullshit. I hate the smell of
bullshit. Don't even think about
leaving town, Ipkiss. I'll be
in touch.

open Kellaway SLAMS the front door, just as the closet door falls
-- spilling all the cash. Milo happily snatches his Frisbee.
Stanley sinks back
down on his bed.

STANLEY

What are we gonna do, Milo? What
are we gonna do?

C.U. - VIDEO MONITOR

videocams. A
the A
blurred image of the Mask is visible as he zig-zags around
the bank at high
speed.

WIDER

FRAMES Kellaway sips a cup of brackish coffee as Oliveras FREEZE-
on the best image of the Mask. There's a wild-eyed look of glee
his face as
he stuffs sacks full of money.

DEPUTY OLIVERAS

I don't know, boss. That's one
helluva rubber mask.

LT. KELLAWAY

Where's the lab report?

Oliveras hands it over.

DEPUTY OLIVERAS

We got fingerprints on some of
the currency, but nothing matches
Tyrel's men. Looks like this guy
beat 'em to the punch.

LT. KELLAWAY

Get the bank's employee files and
run down the prints on a guy named
Ipkiss.

DEPUTY OLIVERAS

You figure it was an inside job?

LT. KELLAWAY

Yeah, and all I need is a couple of prints to lock this wack job up 'till doomsday.

INT. DORIAN'S OFFICE - DAY

Eddy and
attache

Dorian's assembled a war council. At the table are Sweet assorted Button Men from the city's underworld. An open case filled with stacks of money sits before Dorian.

DORIAN

A fifty thousand dollar reward to the man who finds this "Mask" character before the cops do. Get the word out to every street hustler and low life in this town. (pounds his fist)
I want him here. In my office. Alive. By tomorrow! Now get going!

Everybody scrambles out of their seats.

Tina sits in the corner of the room, painting her nails. She glances up at Dorian.

DORIAN

What are you looking at?

TINA

You. You're losing it Dorian.

DORIAN

I'm losing nothing. Except maybe some extra baggage I don't need around here.

TINA

What's that supposed to mean?

DORIAN

You weren't putting up much of a fight when that green goon kissed you last night.

TINA

C'mon, did it look to you like I had a choice?

DORIAN

Maybe you did and maybe you didn't, but I know this, one day real soon I'm gonna run this town and when I do there's gonna be payback for anyone who crossed me.

(glares at her)
I mean anyone.

CUT TO:

INT. BANK - DAY

jammed
his
The place is in general disarray but still functioning, with worried depositors. Stanley makes his way to his desk, face pale and unshaven. Dark circles ring his eyes.

MR. DICKEY

Ipkiss! We have a crisis on our hands here and you stroll in over an hour late. If I have to put up with your slovenly...

Stanley develops an odd facial TWITCH, then...

STANLEY

(EXPLODES)

Back off Monkey-Boy, before I tell your daddy how you're running this branch like it's your own personal piggy bank! If the I.R.S. saw some of those files we could arrange a little vacation for you at Club Fed!

Dickey is absolutely shocked into silence by this outburst, then...

MR. DICKEY

That will be all, Ipkiss.

Dickey turns on his heels and exits. Charlie Schumacher now appears glowing with new respect for Stanley.

CHARLIE

Woah! What side of who's bed did you wake up on?

STANLEY

I'm not sure.

(TWITCHES)

I haven't exactly been myself lately.

For a split second, Stanley's entire face CONTORTS into an alarming Mask-like expression.

CHARLIE

(WARILY)

Yeah, well you look like you could use a little R and R there buddy... and as a matter of fact I've got just the ticket. Or should I say tickets?

STANLEY

I'm afraid to ask.

Charlie flashes two tickets.

CHARLIE

Saturday night. Grand opening of the Valhalla Casino. Serious skirt alert. Everybody who's anybody will be there. What do you say?

STANLEY

I don't know Charlie, I...

Stanley suddenly spots Tina making her way across the room
to his desk.

STANLEY (CONT.)

Excuse me a second.

ANGLE ON STANLEY'S DESK

STANLEY

Tina... What are you doing here?

TINA

I heard about the robbery. I guess I just wanted to make sure you were okay.

STANLEY

Oh, don't worry about me.

(TWITCHES)

I'm fine.

TINA

Are you sure? You look a little...

STANLEY

I'm just having a little trouble sleeping is all.

(BEAT)

I guess you won't want to open that account after all this...

TINA

I'm not so sure I'll have much to open an account with anymore.

STANLEY

What about the nightclub? I thought you were doing great.

TINA

I don't know how much longer I can stay there Stanley. Things are getting a little intense.

STANLEY

Well, there must be plenty of other places you could sing. Maybe even get a record deal...

TINA

I wish it was that easy. There's thousands of girls out there just like me who...

STANLEY

Not just like you. You've got a voice like... like an angel.

TINA

(lights a cigarette)

An angel huh? That's the first time I've heard that one.

STANLEY

No, I mean it. You really do.

TINA

I can vamp my way through a tune. But that's not really singing.

STANLEY

What is it with you, Tina? Why don't you believe in yourself?

TINA

(SIGHS)

I guess I've just heard a lot of promises from a lot of guys. In the end they all wanted the same thing and it wasn't a song.

STANLEY

So maybe you've been singing for the wrong guys.

TINA

I'm not so sure there's any other kind. Not for me, anyway.

(RISES)

Well, I'm glad nobody got hurt.

STANLEY

Yeah.

TINA

What about this guy, the Mask? Do the cops have a line on him?

STANLEY

I'm not sure. Why are you interested?

TINA

Promise you won't say anything?

STANLEY

Sure.

TINA

He came to the club last night and he was just so... well, different. I haven't been able to get him off my mind.

STANLEY

Really? They say he's pretty weird looking.

TINA

Yeah. He's ugly... but he's kinda cool... y'know, like Mick Jagger.

STANLEY

You really think so?

TINA

Yeah. If you hear anything about him, would you call me at the club?

but

Stanley nods - unsure of what to say. Tina opens the door, before she exits...

STANLEY

Actually... I sort of know the guy.

TINA

What?

STANLEY

The Mask. We're - old college buddies him and I.

TINA

Are you serious?

STANLEY

Oh yeah. To tell you the truth, I'm sorta covering for him on this bank thing. He's not such a bad guy, really. He just gets a little carried away.

TINA

I'll say. Do you think you could give him a message?

STANLEY

I suppose so.

TINA

Tell him I want to see him again

STANLEY

When? I mean, I'd need to tell him exactly.

TINA

How about seven o'clock tonight at Peninsula Park.

STANLEY

I'll be... I mean, I'll make sure he's there.

CUT TO:

INT. APARTMENT BUILDING - GARAGE - AFTERNOON

the
Peggy parks her car in her space, locks it up and beeps on
car horn.

from a
When she turns, she notices a shadowy FIGURE watching her
dark corner of the garage.

to
She hurries down the row of parked cars, clutching her purse
her side.

The figure follows at a slow but relentless pace.

and
Peggy fumbles for her keys, finally finds the correct one
enters the building.

INT. APARTMENT HALL

slips the
Peggy is relieved as she reaches her apartment door and
key in the lock... but the lock is jammed.

enters
She tries and tries again... nothing. Suddenly, a hand
frame and SLAPS an eviction notice on her door.

LANDLORD

Sorry, doll. I had the locks changed this afternoon.

PEGGY

You what? You can't do that!

LANDLORD

You've known we're going condo for six months, Peggy. I can't stall the owner a minute longer. Either you pony up the downpayment or you're out.

PEGGY

Just a couple more days, Phil. The paper's ready to give me a

full time job.

LANDLORD

I've heard that one before.

PEGGY

C'mon, at least let me get a few of my things.

Phil considers this a beat, then unlocks the door for her.

LANDLORD

Don't make me regret this. We get a certified check by noon tomorrow or a Sheriff will escort you out of here.

PEGGY

Thanks Phil. You're a sweetheart.

Phil exits. Peggy picks up her things when she hears an off-camera "Pssst." She turns.

THE FIGURE

that stands in the shadows by the fire escape. He's got a voice sounds like he's been gargling glass.

THE FIGURE

I heard you were lookin' for a story.

PEGGY

Who... Who are you?

THE FIGURE

Just a guy with a little information lookin' to make a buck. But maybe I heard wrong. You don't look like much of a reporter to me.

Peggy gulps back her fear, determined to live up to her job.

PEGGY

You give me something worth printing and I'll get you your money. What's this about?

FIGURE

The guy they call the Mask and

why Dorian Tyrel's willing to pay
fifty large to get him.

PEGGY

How do I find this Tyrel?

FIGURE

Careful, sweet meat. You break
this story and he just might find
you.

CUT TO:

C.U. DORIAN

as he enters...

EXT. JORGENSON'S SMORGASBORD - AFTERNOON

of the Dorian and Sweet Eddy casually step through the front door
restaurant's ersatz chalet facade.

INT. SMORGASBORD

Artie Sweet Eddy takes a position by the door as Dorian greets
the Swede at a large oak table in the festively decorated
SMORGASBORD

The Swede is flanked by his gunsels as he's served by a big
blonde waitress in a classic peasant girl costume.

SWEDE

Dorian... thanks for coming by,
kid.

DORIAN

My pleasure, Swede. It's been
too long. I was worried you were
still pissed about that little
thing with Harry the Hat.

SWEDE

That? It was nothing. He was
a pain in my ass anyway. Here,
sit down, sit down.

DORIAN

Congratulations on the new casino.

SWEDE

Thanks, but it might be a little early to celebrate. As a matter of fact that's why I asked you to stop by.

DORIAN

Is that right?

SWEDE

Here... have a little something to eat. That's Svenska meatballs, kid. The real thing.

DORIAN

Thanks.

Dorian starts to eat.

SWEDE

So, I tell you Dorian, it's a terrible shame. I put all my hard work into this beautiful casino and what do you think? All the sudden I got all kinda problems with the city. Big problems. The whole deal could fold.

DORIAN

Maybe I can help you out. I'm expecting to come into a little investment capital shortly. If worse comes to worse and you really need to bail out...

SWEDE

What a sweet guy. Isn't this guy a sweetheart? Thanks for the offer Dorian, but I think maybe I can solve this myself.

DORIAN

Is that right?

SWEDE

That's right. You know that Councilman you got in your pocket?

Dorian freezes with a forkful of meatballs halfway to his mouth.

He notices a PINK CARNATION squashed into the gravy.

SWEDE (CONT.)

Well now you've got 'im in your mouth. How you like that?

his
chin.
The Swede and his men have a good laugh as Dorian spits out meatball. The Swede pulls a gun and jams it under Dorian's

up,
Sweet Eddy goes for his gun, but one of the Swede's men pops jamming a barrel to his temple.

SWEDE (CONT.)

(to Dorian)
Now listen close scumbag! You want to bw in business with me? Okay, we're partners now. I'm takin' fifty per cent off the Monkey's Paw. You screw with me again and I'll send you straight down to Hell with your scumbag councilman. You can apologize for eatin' him for lunch.

DORIAN

Sure, Swede. Take it easy.

SWEDE

Good. Now get out of my sight.

Dorian rises.

SWEDE

Oh Dorian, here's a couple tickets to my grand opening. Stop by. And try to dress up nice. It's good for business.

CUT TO:

CLOSE ON: NEWSPAPER HEADLINE

accompanied by
"The Mask Robs Bank - Police Scour The City." It's a grainy blow-up of the Mask from the bank video.

A HAND

the
jams a quarter in the slot, opens the machine and pulls out entire stack of papers.

WIDER

dumps to reveal Stanley, still looking pale and desperate as he
the entire stack of papers in a nearby garbage can.

He starts to turn away when he notices an ad on the back of
the paper for a book... "The Masks We Wear" by Dr. Arthur
Neuman, the

SAME

man we saw interviewed on "The Larry King Show." The byline
reads "The Mysterious Powers of the Identities Within Us."

Stanley rips out the ad and hurries off down the street.

CUT TO:

INT. PSYCHIATRIST'S OFFICE - DAY

C.U. - MASKS... Dozens of them line one wall. Tribal masks.
Victorian masks. Ceramic masks. Masks from all countries and
cultures.

WIDER

Stanley paces the plush office like a caged animal while Dr.
Neuman sits nearby toying with his pipe.

DR. NEUMAN

This is extremely unusual, Mr.
Ipkiss. Barging in without an
appointment or...

STANLEY

Look, you're the big expert on
masks, right? Well, I've got an
emergency here!
(his face TWITCHES)

DR. NEUMAN

Try to calm yourself. Now this
woman you were telling me about,
I'm not sure I understand the
problem.

STANLEY

I've got a date with the girl of
my dreams, only she doesn't know
it's me...

the

Stanley suddenly reaches into his briefcase and pulls out
mask.

STANLEY (CONT.)

It's this thing!

DR. NEUMAN

(takes the mask)
Very interesting... looks like
tenth or eleventh century
Scandinavian. Where did you get
this?

STANLEY

(snatches it back)
I found it... or it found me.
I'm not sure. The problem is it's
ruining my life!

DR. NEUMAN

So you believe this actually
changes you into a different
person?

STANLEY

Yes!
(face twitches)
It's turning me into some kind
of lunatic!
(briefly CONTORTS into a Mask expression)

DR. NEUMAN

Mr. Ipkiss, please. This is just
obsessional dellusion. What you
have here is nothing more than
a piece of wood.

STANLEY

But your book says masks...

DR. NEUMAN

My book uses masks as a metaphor
for our complex personalities.
The masks we must present to the
outside world... to suppress the
id. To protect our innermost
desires.

STANLEY

Yeah, well this one works in
reverse.

DR. NEUMAN

You're going to have to be willing to work on this delusion or...

STANLEY

It's not a delusion! Alright, I'll prove it to you if I have to, but I won't be responsible for the consequences.

DR. NEUMAN

Mr. Ipkiss please! There is no such thing as a magical mask.

STANLEY

(holds up mask)
Last chance to hide all dangerous objects.

DR. NEUMAN

Alright then, go on. You're not going to frighten me.

Stanley takes a deep breath and shoves the mask onto his face.

STANLEY

Whoooooooooaaaaa...

He starts spinning around.

DR. NEUMAN

Whoa, what?

Stanley just stands there like an idiot. Nothing happened.
He tries it again. Same result.

STANLEY

It didn't work?

DR. NEUMAN

Does that surprise you? The mask is nothing but a reflection of you - the inner you.

Stanley isn't listening. He's thinking out loud.

STANLEY

It worked last night. And the night before. Maybe it only works

at night... What kind of mask
did you say this was.

DR. NEUMAN

Scandinavian. It looks like a
representation of Loki, the Norse
God of Mischief. He supposedly
caused so much trouble that Odin
banished him from Valhalla
forever.

STANLEY

(GASPS)

What if he banished him... into
a mask?

DR. NEUMAN

(SIGHS)

I'm sorry, Mr. Ipkiss, we're out
of time.

STANLEY

But what should I do about my date?

DR. NEUMAN

Your date?

STANLEY

You know. Tonight. The park.
Tina. Do I go as myself of the
Mask?

Dr. Neuman puts an arm around Stanley and leads him to the
door.

DR. NEUMAN

Mr. Ipkiss, please. Haven't you
been listening to anything I've
been saying? Go as yourself.
And as the Mask.
(a beat)
Because they are the one and the same,
beautiful person

Stanley sees this is a losing battle. He turns and walks
out.

CUT TO:

INT. FORD TAURUS - DAY

Lt. Kellaway sits in this unmarked police car, finishing up

lunch. The police band comes on. Kellaway grabs it.

LT. KELLAWAY

Yeah?

OLIVERAS (V.O.)

I've got that cross-check from
the bank files.

LT. KELLAWAY

And?

OLIVERAS (V.O.)

It's Ipkiss, Alright. Stanley
Ipkiss.

Kellaway smiles to himself. At that moment -

STANLEY

comes out of Dr. Neuman's office building. He gets in his
car and drives off.

OLIVERAS (V.O.)

You want us to pick him up?

LT. KELLAWAY

Don't do a thing until I tell you.
Just keep the SWAT team standing
by. If this guy's half as bad
as he's supposed to be we'll need
all the help we can get.

LT. KELLAWAY

fires up his engine and pulls away.

EXT. PARK - SUNSET

sign Topiaried ivy reads: "Welcome to Peninsula Park." A small
below that reads: "No dumping."

Carrying his briefcase, Stanley enters the park.

EXT. BENCH

into Stanley passes through a stand of trees and nearly bumps
Tina.

TINA

Stanley, what are you doing here?

STANLEY

Oh, Tina... Hi. You're early.

TINA

A little.

STANLEY

I just... wanted to make sure you two got together okay.

TINA

That's nice.

(sits down)

You know, I hardly ever stop by here. It's hard to believe it was just a garbage heap.

STANLEY

(looking at the sky)

It's always beautiful at sunset. Those methane emissions really pick up the colors.

TINA

Wow. They really do. All those pinks and greens.

STANLEY

Well... I'm sure my cousin will be along any minute. He never shows up anywhere 'till after sundown. He's sort of strange that way.

(RISES)

I guess I'll get going.

TINA

No, Stanley. Stay for a second. I was thinking about what you said and I, uh, I want you to know I appreciate it. Maybe you're right. If I believed in myself a little more I wouldn't rely on guys like Dorian.

STANLEY

Dorian... You mean Dorian Tyrel?

TINA

Yeah. He's sort of my manager.

STANLEY

Tina, you've got to be careful of that guy. He's a dangerous criminal.

TINA

You really mean that, don't you?

STANLEY

Absolutely. You ought to hear the stories...

TINA

No, I mean, you're really worried about me. That's... real sweet, Stanley.

STANLEY

C'mon, Tina this is serious. How involved are you with this guy?

TINA

I can take care of myself, Stanley. I always have.

STANLEY

Oh, really? People close to Tyrel have a nasty habit of turning up dead, or haven't you noticed?

TINA

Look, this may sound a little cold but I do what I have to do to get by, okay? I'm nobody in this town without Dorian.

STANLEY

And who are you with him Tina? I'm not exactly sure who I am anymore but at least I'm trying to find out. If you really had any faith in yourself, you wouldn't be hanging on to some kind of free ride.

That last bit stung, and Stanley knows it. A shadow falls over them as the last rays of the sun disappear behind the clouds.

STANLEY (CONT.)

(SIGHS)

I'm sorry Tina. I guess I better
get going.

Stanley gets up and hurries off through the trees.

TINA

(RISES)

Stanley... wait!

when
the
glory
thrust

But he's already disappeared. Tina starts to follow after
she hears a strange WHOOSH. A whirlwind begins to kick up
leaves all
around her.

The Mask leaps out from behind a stand of trees in all his
and literally sweeps her off her feet. With his lower lip
out he romances
Tina in a deep syrupy French voice.

THE MASK

Cher! Ce moi! Je'taime, Je'
taime, Je any old tame! At last
we are together mon petite bon
bon!

ANGLE ON THE BUSHES

Kellaway, Doyle, and two other officers are watching from a
distance. He speaks into his walkie talkie in hushed tones.

KELLAWAY

This is Kellaway. I need back
up and I need it now! Every
available man down to Peninsula
Park.

INT. NEWSROOM - BULLPEN

his

MURRAY, an old timer newshound hurries into the room, grabs
notebook and pulls on his coat.

MURRAY

Looks like it's gonna be a long
night. My wife is gonna kill me.

PEGGY

What is it, Murray?

MURRAY

The cops got your pal Ipkiss
staked out at Peninsula Park.
We just picked it up over the
police band.

PEGGY

Let me cover it, Murray! You go
on home to Claire.

MURRAY

I don't know, Peggy. Ramsey
said...

PEGGY

(grabs her coat)
I'll take care of Ramsey. Thanks
a million. I owe you one.

She gives Murray a quick peck on the cheek and runs out the
door.

CUT TO:

EXT. PENINSULA PARK

The Mask is all over Tina like a cheap suit, stroking her
hair
grabbing her bod. She's definitely having second thoughts
about
him as he backs
her up to the bench.

THE MASK

Our love is like a red red rose,
and I'm feeling so thorny already,
I'd like to nip you in the bud!

She ducks his grab, but he recovers smoothly, flipping out a
pack
of cigarettes. He pops one in her mouth.

THE MASK (CONT.)

Cigarette?

His hand is a blur of motion as he sticks dozens of
cigarettes in
her mouth.

THE MASK (CONT.)

Regular? Menthol? Filter?
Cigar? Cigarette? Tiparillo?

pops on He produces a huge blow torch from within his jacket and
the flame.

THE MASK (CONT.)

Let me get that for you!

puts He grabs the gigantic wad of cigarettes as if they were one,
mighty them in his own mouth and applies the blow torch. With one

SSSUCK

he smokes them all down to gray ash.

Beat.

The ash tumbles away.

THE MASK (CONT.)

(exhales a huge cloud of smoke)
Aaaaaah. And now... amore!

He throws his arms wide and lunges at Tina.

KELLAWAY

Freeze!

suspended The Mask freezes in mid-air, arms outstretched and feet
off the ground.

KELLAWAY (CONT.)

Put your hands up!

the The Mask's lips barely move as he speaks in a tiny voice out
side of his mouth.

THE MASK

But eu 'tol me 'oo freeze!

KELLAWAY

Alright, alright. Unfreeze!
You're under arrest!

into The Mask instantly drops to the ground and throws himself
wildly exaggerated expressions of remorse and pain.

THE MASK

Under arrest! My god! The Law!
I knew I'd forgotten something!

(TEARS)

I was so young! So foolish! So
full of life!

taps.
Tears are gushing from Stanley/Mask's eyes like twin water

He puts his hands out and Kellaway slaps on the cuffs.

THE MASK (CONT.)

What... What'll they do with me,
Sarge?

KELLAWAY

Sorry, son. That's not my
department. Search him!

stuff
Doyle reaches into the Mask's zoot suit and starts tossing
on the ground.

DOYLE

Comb - Flintstones vitamins -
Sousaphone - Bazooka -

(PAUSE)

picture of Kellaway's wife...

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

KELLAWAY

What the --?

(PAUSE)

Margaret!

Furious, Kellaway LUNGES at Stanley/Mask's neck. Two other
officers restrain him.

KELLAWAY

You son of a bitch -- !

STANLEY/MASK

Jeez, I figured you had a sense
of humor!

(PAUSE)

After all, you married her!

Stanley/Mask honks Kellaway's nose which makes a loud AHOOGA

noise and runs for it.

to Kellaway starts to follow, but discovers he's now handcuffed
Doyle.

KELLAWAY
Get him!

The other police officers draw their guns and give chase as Stanley RICOCHETS off through the trees hooting laughter.

EXT. PARK ENTRANCE

Stanley/Mask A twelve foot high stone wall surrounds the park.
gates races through the entryway, SLAMMING the park's huge wooden
behind him.

CLOSER - THE GATE

down The Mask throws an iron bolt, SNAPS on a huge padlock, SLAMS
of a steel plate ZZZIPS up a gigantic zipper, HAMMERS in dozens
nails at high speed and throws himself against the gate
panting...

the But then his eyes BUG OUT on stalks as he sees what lies on
opposite side of the gate.

STANLEY'S P.O.V.

cars, COPS... more COPS than seems humanly possible. They're in
parachuting armed antipersonnel carriers, hanging from trees,
FROM
helicopters...

And they're all aiming serious looking guns at HIM.

BULLHORN VOICE

It's all over! Put your hands
over your head or we'll open fire.

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

STANLEY/MASK

Hit it!

park
strikes a
pose,
now wearing a straw hat "boater" and weilding a cane.

shock as
a RUMBA begins playing from every speaker in town.
Stanley/Mask SWAYS seductively in time to the music.

over
her face as, against her will, she opens her mouth in song.

FEMALE COP

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 COP (CONT.)

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

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
chick chickie boom!

any
seductively
it's
his big number!

Gene Kelly on acid, Stanley/Mask punctuates his number with
number of sly gestures - winking, nodding, sliding
down a
street lamp post, doing repeated "splits" on the sidewalk -

The cops watch this with open mouthed astonishment.

ANGLE ON STONE WALL

can't
Kellaway climbs over two of his men to scale the wall. He
believe his eyes. Doyle clamors up beside him.

DOYLE

Hey, he's not bad.

Kellaway shoots him a dirty look.

STANLEY/MASK

heavily
then
waltzes into the street, prancing just inches from the
armed cops. His legs twine around each other like spaghetti,
his upper torso
SPINS until they're straightened out again.

STANLEY/MASK

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

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

ANGLE - LOOKING DOWN FROM HELICOPTER

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

EXT. STONE WALL - NIGHT

and
his
this
Kellaway leaps/tumbles down from the wall into some bushes
scrambles to his feet. He can't believe his eyes. His cops,
tac squad, his
friggin' SWAT team - they're ALL in the street, dancing with

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 sombreros --!
(It's very nice! So full of

SPIIIIIICE--)

(dip!)

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

Doyle crash lands beside Kellaway and 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 yanks open the door of an abandoned squad
car,
pulls out a tear gas gun and fires into the air. The sharp

REPORT

AND

stinging gas seems to break the spell of THE MASK. The music
suddenly STOPS and the high stepping cops stagger away from

the

CHORUS

line, looking confused.

LT. KELLAWAY (CONT.)

Goddamn it! Arrest that thing!

The cops - shaken back to reality - fumble for their
weapons.

THROUGH THE SMOKE

The Mask takes off - dashing into the crowd.

KELLAWAY

spots the Mask and races after him, calling his men.

KELLAWAY (CONT.)

This way!

THE MASK

bumps into an OLD LADY who SCREAMS at his hideousness.

The Mask realizes how obvious he is. He turns away and brings his arms to his head. There's a RIPPPING sound. And when he turns around, the Mask has now transformed back into...

STANLEY

Carrying the mask, Stanley tries to blend in with the crowd.

KELLAWAY

followed by a handfull of officers bears down on him.

KELLAWAY

Halt! Halt or we'll shoot!

Stanley quickly cuts down...

A NARROW ALLEY

Stanley races down the lane - cops hot on his trail. Bullets EXPLODE all around him. Just as he reaches the next street...

A CAR

screeches to a halt - almost running Stanley over. The window rolls down revealing...

PEGGY BRANDT

PEGGY

Stanley! Get in!

Stanley jumps into the passenger seat.

INT. PEGGY'S CAR - MOVING - NIGHT

Peggy rips around the bend, easily outdistancing the cops.

STANLEY

Thanks. Where are we going?

PEGGY

Someplace where we'll be safe.

EXT. DAILY TRIBUNE BUILDING - NIGHT

The streets are empty.

INT. NEWS SHIPPING ROOM - NIGHT

vast

Stanley and Peggy sit on stacks of bound newspapers in the shadowy shipping room. In the b.g., a huge machine spews out hundreds of newspapers on an assembly line. Everything's mechanized: printing, folding, wrapping.

Peggy hands Stanley a cup of coffee. He's a complete wreck, clothes disheveled, rings under his eyes.

PEGGY

I saw it. I saw the whole thing. What's happening to you, Stanley?

STANLEY

It's crazy... I've lost all control. When I put on this mask I can do anything... be anything, but it's ruining my life.

PEGGY

Stanley, I don't know what's happening to you, but I do know this. That letter you sent my column was from a guy with more guts and heart than any of the creeps I've met in Edge City. Whatever this mask is, you don't need it. You... Stanley Ipkiss, are already all you ever need to be.

STANLEY

Gosh, Peggy. Do you really mean that?

PEGGY

(PAUSES)

Actually... no.

STANLEY

What?

We now hear a door open and footsteps.

PEGGY

(RISES)

What took you guys so long? I've been vamping here for twenty minutes.

trained
Dorian and three of his men stand there with their guns on Stanley.

DORIAN

This is him?

PEGGY

You have the fifty thou?

Sweet Eddy FLICKS open a briefcase lined with cash.

PEGGY (CONT.)

Right. When he puts on the mask he becomes that green thingamajig.

STANLEY

(still dumbfounded)

Peggy, what are you doing?

PEGGY

Sorry, Stanley. You really are a great guy, but I just can't lose my condo. You know how hard it is to find an apartment in this city.

the
Sweet Eddy and a second thug grab Stanley and hang him over steel maw of the whirring news press.

DORIAN

Okay Ipkiss. Where's the money from the heist?

STANLEY

My apartment. It's in my apartment!

DORIAN

Thanks. Now I believe you have a pressing engagement.

PEGGY

Hey, you said you wouldn't hurt him!

the Dorian toys with the wooden mask, enjoying his control over situation.

DORIAN

You're right. Easy boys. One thing at a time. Tell me about this mask, Ipkiss. How does it work?

STANLEY

I don't know... You just put it on!

The Mask FX theme builds, Dorian raises the mask to his face.

SWEET EDDY

Better be careful, boss.

swirls
Dorian's
from a
circle of swirling smoke.

With a CRACK of thunder a whirlwind of light and power around Dorian's figure. Unlike Stanley's transformation, is much more diabolical. He grows and changes within a nimbus of ROARING light. Finally the light dies away and Dorian/Mask rises

C.U. DORIAN/MASK

the
gangster
a
look is still apparent, but his huge grin stretches out like

While Stanley was a zoot suited bee-bopper in hyper-drive, Dorian/Mask is more like a hulking evil GENIE, fresh out of lamp and pissed at the world. His diamond earring and touches of his neuvo-

TYRANNOSAURUS

voice is
a deep inhuman RUMBLE.

Rex's under eyes that glow green with wicked power. His

DORIAN

What a rush.

SWEET EDDY

Whoa, boss... are you okay?

DORIAN/MASK

I'm better than ever, you idiot.
Now stop the presses. There'll
be a new headline tonight.

still

Sweet Eddy stands there looking disappointed with Ipkiss
held dangling above the churning presses.

SWEET EDDY

But what about him?

Dorian/Mask wheels about and ROARS at Sweet Eddy.

DORIAN/MASK

DO AS I SAY! I have other plans
for Ipkiss. Everything's become
so clear to me now!

Peggy sheepishly reaches for the suitcase.

PEGGY

Ah... excuse me. If you don't
mind, I'll just take my money and
be going. You guys make
yourselves at home.

Dorian/Mask slides up to Peggy threateningly.

DORIAN/MASK

Must you go? What a shame. You
and I could make beautiful
headlines together.

Peggy removes his arm from her shoulder.

PEGGY

Thanks, anyway. That wasn't part
of the deal.

exit.
Peggy snatches the briefcase, but Dorian/Mask blocks her

DORIAN/MASK

Of course. You only want what's
coming to you, don't you?

Peggy whips out a snub-nose .38 out from beneath her coat.

PEGGY

Back off Freakazoid. I wasn't

born yesterday.

DORIAN/MASK

Ah... But you might die today!

Dorian throws the switch and the presses CHURN to life. In a flash he snatches Peggy off her feet.

DORIAN/MASK (CONT.)

A girl like you deserves
to have her face plastered all
over page one.

He tosses her into the grinding mill of steel and paper.

presses'
gears and
newspapers

CAMERA BOOMS DOWN as Peggy's feet disappear between the
huge rollers and continues down, down past the whirling
hydraulics to finally ENDFRAME on the chute where the
roll out on a conveyor belt.

Freak

Headlines in blood red ink now read: "Reporter Killed in
Accident" next to a picture of a slightly flattened-looking
Peggy, her mouth open
in a silent scream.

SWEET EDDY

What do we do with Ipkiss?

DORIAN/MASK

The police are looking for the
Mask. We shall give them the
Mask. And Eddy...

SWEET EDDY

Yeah, Dorian?

DORIAN/MASK

Get the boys ready. The Swedes'
expecting us at the casino opening
tomorrow night. We wouldn't want
to disappoint him, would we?

BOOMING
in

Dorian/Mask throws his head back and lets loose a deep
LAUGH. It's unnerving even to Eddy, but he laughs nervously

RESPONSE

and elbows the other thugs to join in.

CUT TO:

INT. STANLEY'S APARTMENT - NIGHT

into The door is kicked open and two of Dorian's henchmen burst
the room. Milo leaps off the couch and scrables behind the
curtains. They
yank open the closet door and start scooping the cash into
plastic garbage bags.

EXT. STREET - CAR

and Stanley lies in the back seat, gagged, bound hand and foot
pokes half hidden under a blanket. A thug in the driver's seat
his .45 under
Stanley's nose.

THUG

That money better be where you
said it was, Ipkiss or you can
Ipkiss your ass goodbye.

He chuckles at his own little joke.

INT. APARTMENT

finish Milo peeks out from behind the curtain as the henchmen
window. their job. He ducks behind the curtain and looks out the

MILO'S P.O.V.

out the of the henchmen's car. Stanley can barely be seen peeking
car window. The henchmen pushes him back down.

MILO

outside His ears perk up. The boss is in trouble! He checks back
the curtain.

THE HENCHMEN

Milo finish up and start out the door carrying the trash bags.
races right by them, just out of sight.

EXT. STREET

The henchmen hop in and start the engine. As the car peels
out
sidewalk,

DODGING

pedestrians and cross-traffic to keep the car in sight.

CUT TO:

EXT. POLICE STATION - NIGHT

Dejected, Lt. Kellaway heads up the steps with Sgt. Doyle.

LT. KELLAWAY

I still can't believe it.
Hardened cops dancin' in the
streets... and broadcast all over
the ten o'clock news.

DOYLE

The SWAT team got an offer to open
for Wayne Newton.

LT. KELLAWAY

I'm history. The Captain's going
to have my badge for breakfast.
With a little pension on top.

DOYLE

C'mon Lieutenant, it wasn't your
fault. Something will turn up.

LT. KELLAWAY

Sure. Stanley Ipkiss is going
to fall right into my lap...

A car SCREECHES BY. The door flies open and a BODY comes
tumbling
out - knocking Kellaway down. He looks up at the body
sitting in

HIS

lap -

LT. KELLAWAY

...Ipkiss!

STANLEY

I can explain everything...

DOYLE

Don't bother.

Kellaway Doyle pulls a GREEN RUBBER MASK out of Stanley's pocket.
starts hauling him up the precinct steps.

LT. KELLAWAY

You have the right to remain silent, you freakin' Looney Tune. Anymore of your half-baked wisecracks can and will be used against you by me, personally...

STANLEY

You've got to listen to me!

MILO Kellaway and Doyle drag Stanley into the precinct - just as charges up. But the dog is shut out of the station.

INT. JAIL CELL - NIGHT

small Bruised, beaten and exhausted - Stanley's thrown into a cell. The KEY-GUARD locks the cell up - then walks away.
The Stanley looks around his dismal quarters. A filthy toilet.
and cot even worse. There's a YOWLING. He climbs up on the cot
looks out the small, barred window.

STANLEY'S P.O.V.:

Next There's a dumpster below the window, overflowing with trash.
YIPS to the trash heap - is MILO. The dog looks up at Stanley and happily.
Stanley forces a smile.

STANLEY

Go find yourself a new home, Milo. It looks like I'm going to be here for a long long time...

Milo watches Stanley recede back into the cell.

INT. JAIL CELL - DAWN

bangs

Stanley lies on his cot - staring at the ceiling. The Guard
on the door.

GUARD

Wake up. You gotta visitor.

STANLEY

About time you found me a
lawyer...
(a beat)
...Tina?

TINA

Hello, Stanley.

STANLEY

What's wrong? Your boyfriend kick
you out for not delivering me on
schedule?

TINA

Is that what you think - that
I set you up?

STANLEY

I don't know. But I've got plenty
of time to figure it out.

TINA

You're just going to have to trust
me on this.

STANLEY

Now is not the best time for
me on trusting women.

TINA

I ran out on Dorian last night,
Stanley. I just came to tell you
I'm sorry. Sorry about
everything.

STANLEY

You ran out on him?

TINA

That magic mask of yours turned
him into some kind of monster...

STANLEY

He wasn't exactly Mother Theresa

in the first place.

TINA

He's going to the casino opening tonight and he's planning to do something terrible.

STANLEY

A real change of pace for him.

TINA

Half this town will be there Stanley. I tried to tell the cops, but they wouldn't listen to me.

STANLEY

As long as he's got the mask, there's nothing they can do to stop him anyway. There's nothing anyone can do.

TINA

There must be some way. How does it work?

STANLEY

(PAUSES)

It's like it brings you innermost desires to life. If deep down inside you're a little repressed and... a hopeless romantic, you become sort of a love-crazy wild man.

TINA

And if you've got a black heart?

STANLEY

Then the world's going to be a very dark place. And if I were you, I'd get out of town. Fast.

Tina takes a beat and absorbs this information.

TINA

Thanks.

STANLEY

For what?

TINA

Lots of things. For really believing in me when I couldn't. For sharing a sunset with me. For being the first guy to treat me like I was a person instead of a slab of meat.

(a beat)

And for being any kind of romantic. Even a hopeless one.

STANLEY
(SOFTENING)

You're welcome.

TINA

You know, that night at the club I knew I met someone special. Someone like nobody I'd ever met before.

STANLEY

The Mask.

TINA

No... the guy that was inside the Mask all the time. You. Stanley Ip -

They draw closer. The iron bars scrunch up their faces...

TINA (CONT.)

--kiss.

GUARD

They KISS. A sweet, soft and romantic kiss. Then... the KEY-pulls her away.

KEY-GUARD

Time's up, lady.

TINA

I've got to disappear for awhile Stanley. I'm not sure where I'll go but I'll let you know as soon as I can.

out.

Stanley takes a long last look at Tina as she's escorted

EXT. STATION - DAY

the

Warily, Tina slips out of the precinct. She's about to cross

street, but spots a SUSPICIOUS LIMO, engine idling. Quickly,
she
doubles back
and heads -

INTO THE ALLEY

Behind the station. She looks over her shoulder. No one's
there.
Tina hurries toward the next street and -

A BIG SEDAN

roars up, cutting her off. She turns and runs back the way
she
came - but freezes when THE LIMO screeches up, blocking her.
Sweet Eddy and Hicks jump out of the limo. She SCREAMS.

INT. STANLEY'S CELL - AT THE WINDOW - SAME TIME

Stanley watches helplessly as Tina is dragged into the limo.
Frantic, Stanley runs to the cell door.

STANLEY

(to the Key-Guard)
Hey! A girl's being kidnapped
out there! Do something!

THE GUARD turns up the volume on JEOPARDY, drowning Stanley
out.

EXT. DORIAN'S HOUSE - DAY

A slick/modern house on the hills overlooking Edge City.
Sweet
Eddy pulls Tina from the limo.

INT. DORIAN'S HOUSE

Sweet Eddy and Huey enter and push Tina roughly into the
room.
Dorian rises to meet her.

DORIAN

(SARCASTICALLY)

Baby, there you are...
(he embraces her)
I was gettin' all worried about
you.

TINA

I just went out for a little while
Dorian.

shoulder Sweet Eddy holds up a small suitcase and an overstuffed
bag he got from her car.

DORIAN

Looks like maybe a long little
while, right baby?

wall. Dorian grabs her by the throat and SLAMS her against the

The pictures rattle.

DORIAN

You know what happened to the last
bitch that ran out on me? Do
you?!

TINA

(CHOKING)

No...

DORIAN

Nobody else does either. Nobody
ever will.

breath. He tosses her onto the bed. She lies there gasping for

DORIAN

Now fix yourself up, baby. And
pick out something pretty to wear
tonight.

Dorian picks up the mask and admires it.

DORIAN (CONT.)

We're going to make a big splash
at that opening. One this town
will never forget.

CUT TO:

INT. JAIL CELL - DAY

open. Agitated, Stanley paces around the room. Stanley's eyes pop

An IDEA! He stands up, clunking his head on the upper bunk.

STANLEY

peers down the hall and sees

THE KEY GUARD

chain
the
watching a TV boxing match. He's CHEWING on the leather key-
strap. There's a half eaten sausage and a wedge of cheese on
desk.

STANLEY

climbs up on the cot and looks out the window.

STANLEY

(stage whisper)
Milo!

EXT. THE ALLEY - SAME TIME

filthy
he
Just a pile of trash. The dog's gone. Then... a RUSTLE. A
blanket moves... and MILO emerges from it - tail wagging as
sees Stanley.

window.
The little dog jumps up, helplessly trying to reach the

STANLEY

Come on, boy!

them
top
Milo gets an idea. He jumps on boxes and trash bags, using
as steps. He climbs higher and higher until he's reached the
of the
dumpster.

STANLEY (CONT.)

Come on, Milo!

but
Milo jumps from the dumpster. He almost reaches the window,
falls back down again into the trash heap.

and
The dog leaps a second time. On this jump, Stanley grabs him
brings him through the bars.

INT. JAIL CELL - CONTINUOUS

and Stanley gathers Milo up in his arms. The dog licks his face
YELPS joyously. Stanley muzzles him and peeks -

DOWN THE HALL

key- The Key-Guard's SNORING in his chair. The chewed leather
and chain strap is still in his MOUTH. His half-eaten sausage
cheese still lies
before him.

STANLEY

shows Milo the guard, then whispers in the dog's ear.

STANLEY

Keys, Milo. Get the keys!

out Milo cocks his head at the sound of the word KEYS. He zips
through the bars.

INT. HALLWAY - CONTINUOUS

station. Milo trots down the hall and approaches the key-guard's
The dog stares and sniffs at the SNORING man.

INT. STANLEY'S CELL - A MOMENT LATER

Milo returns, slipping back into the cell.

STANLEY

Good boy...

He pulls the wedge of cheese out of the dog's mouth.

STANLEY (CONT.)

I said "keys" not "cheese"! Keys.
K-E-Y-S... keys!

Stanley pushes the dog back out the cell.

FOLLOWING MILO

dangling He approaches the guard and stops - staring at the keys
down on from the man's mouth. Milo jumps up on the desk and bites

THE

key-chain. He starts to pull when...

and
The guard stirs and almost wakes up. Milo freezes. A moment later, the guard starts SNORING again. Milo grabs the keys
trots back to
Stanley's cell.

STANLEY

Atta boy, Milo. Now let's see
if we can get out of here.

CUT TO:

EXT. VALHALLA CASINO - SUNSET

Built on pilings at the edge of the marina, the extravagant Vegas-like structure looks like a stylized Viking castle.
(Production note: Key mater
shots will be matte paintings.)

town
open
REPORTERS and tuxedoed GUESTS crowd around as the Swede and
DIGNITARIES prepare to cut a huge red ribbon and officially
the casino.

The
Two statuesque BLONDES in scanty Valkyrie (Viking goddess)
costumes present the Swede with a gigantic pair of SCISSORS.

CROWD

applaudes and flashbulbs POP.

THE SWEDE

So, ladies and gentlemen with a
special thanks to Mayor Tilton
and everyone else who made this
possible, I give you... the
Valhalla Casino.

and
With a mighty SNAP of the scissors the Swede cuts the ribbon
the doors of the casino open wide.

CUT TO:

EXT. STREETS - SUNSET

followed
Dorian's limo barrels through the streets of Edge City
by two sedans full of his men.

C.U. - THE SUN

as it disappears behind the clouds. CAMERA PULLS BACK as the limo's moon roof slides shut. We tilt down to discover Dorian and Tina, dressed to the nines for the opening. Dorian holds the mask in his lap.

DORIAN

It's almost time.

Tina nervously starts to light a cigarette. Dorian snatches the lighter away from her.

DORIAN (CONT.)

I wouldn't do that, Sweetie. We don't want to start the celebration early.

Dorian flips back a blanket covering four compact wooden crates marked "C-7 - Caution U.S.M.C. Demolition Materials."

DORIAN (CONT.)

Now sit back and try to relax. I've got to change for the party.

Dorian slowly raises the mask to his face as Tina watches in horror.

EXT. LIMO

The tinted glass LIGHTS UP from inside like muted fireworks as Dorian's transformation begins.

CUT TO:

INT. POLICE STATION - C.U. - SLEEPING GUARD

CAMERA PANS from his snoring mouth down to his gun as a hand carefully lifts it out of his holster.

WIDER

Gun in hand, Stanley silently backs away with Milo at his side.

The Guard chokes off a snore and begins to wake up. He sees

but Stanley's cell door standing open and goes for his gun...
grasps air.

STANLEY

puts one hand over his eyes and slams the butt of the gun
down as hard as he can on the Guard's head. THONK. The Guard drops
back

DOWN

on his chair unconscious.

Stanley peeks from beneath his hand and regards his work.
Not bad. Milo yips happily.

STANLEY

Come on.

Stanley turns and starts for the door when he bumps straight
into Lt. Kellaway.

KELLAWAY

Ipkiss!

Stanley is shocked, but quickly realizes he's got the gun.
He points it at Kellaway with greater authority.

STANLEY

Hold it! I warn you! I'm
seriously stressed out here!

KELLAWAY

Easy, Ipkiss. Don't be an idiot.
You're in the middle of a police
station. There's no way you're
just going to walk out of here.

STANLEY

(PAUSES)

You're right.

Stanley pockets Kellaway's gun while keeping him covered
with the Guard's gun. He pulls the handcuffs from Kellaway's belt and
begins to handcuff the two of them together.

KELLAWAY

Now what are you doing?

STANLEY

Putting myself in your custody.

KELLAWAY

You are certifiable.

Stanley unbuttons his shirt and holds it open.

STANLEY

Milo!

Milo immediately jumps inside and Stanley buttons up. He now looks like he has a pretty nasty pot belly, but otherwise okay.

STANLEY (CONT.)

Okay. Now we have to hurry or we'll miss the party.

KELLAWAY

Of course. We wouldn't want to keep Alice and the white rabbit waiting.

Keeping the gun jammed in Kellaway's ribs, Stanley folds his jacket over his gun hand. We hear it cock beneath the jacket. KA-

LATCH.

STANLEY

Now move.

CUT TO:

EXT. CASINO

The opening is in full swing as the limo and two sedans pull up to the front doors.

CLOSER - LIMO

as the CAR HOP attempts to open the passenger door, it EXPLODES off and shoots ten feet from the car taking the unfortunate Car Hop with it. Dorian/Mask steps out of swirling mists within the limo in all his wicked green glory.

DORIAN/MASK

Don't be shy, Tina. I know how you like to make an entrance.

He pulls her out of the limo.

DORIAN/MASK

And I must say, that's a dress to die for. Or should I say in?

racing
Dorian's men scramble, hauling the C-7 out of the limo and off into the darkness with their automatic weapons.

CUT TO:

INT. POLICE STATION

as
Lt. Kellaway and Stanley march past POLICEMEN, FELONS and CITIZENS in the front desk area looking stiff and unnatural

chocolate
hell. Doyle waves hello from the coffee service as he munches on a doughnut.

DOYLE

Hi Lieutenant. Where are you taking Ipkiss?

KELLAWAY

Ixnay! Ehay's otgay an ungay... ouch!

Stanley jams him in the ribs with that hidden gun.

DOYLE

What did you say?

wondering
Milo pokes his head up out of Stanley's shirt, but Stanley instantly pushes it back down. Doyle does a double-take

out
what's wrong with this picture as they continue their stiff-legged walk the door. Doyle gives an uncertain wave with his half-eaten doughnut.

DOYLE (CONT.)

...See ya.

CUT TO:

INT. CASINO

style
CAMERA BOOMS DOWN. The casino is a true Caesar's Palace
show place featuring a dragon-prowed Viking ship that's the
CENTERPIECE
of the room. The gaming floor is packed with happy PARTY
GOERS.

drink off
CAMERA ENDFRAMES on Charlie Schumacher as he snatches a
change
a passing WAITRESS' tray and turns to a gorgeous Valkyrie
girl whose helmet has two large horns sticking out of it.

CHARLIE

Hello tall, Nordic and beautiful.
One look at you and I know how
your hat feels.

with
Suddenly Mrs. Peenman appears, pushing her way past Charlie
a paper bag filled with quarters.

MRS. PEENMAN

Out of my way, Buster. Mama feels
lucky tonight.

and
She jams a quarter in a slot machine right behind Charlie
throws her weight behind the handle.

ANGLE ON THE FRONT DOORS

their
as they suddenly EXPLODE inward, blowing Security Man off
feet.

after
Dorian/Mask steps through the smoking ruin dragging Tina
him. He's flanked by a half dozen of his heavily armed men.

DORIAN/MASK

Now... let the games begin!

away
Armed Security pull their weapons, but are immediately blown
by the thugs. The crowd is thrown into a panic.

CUT TO:

INT./EXT. POLICE CAR

As it tears through the streets of Edge City with its siren BLARING. Kellaway sits in the rear of the car with his hands cuffed behind his back.

Stanley's at the wheel with Milo at his side. Kellaway is livid.

KELLAWAY

Ipkiss, I'll have you locked up for this so long sex will be safe again!

Kellaway is thrown into the door as Stanley SCREECHES around a corner.

CUT TO:

INT. CASINO

The frightened crowd mills about in terror as Dorian's thugs seal off the exits. They frisk down their captives for loot and jewelry. Orlando runs up to Dorian/Mask with canvas sacks filled with money.

ORLANDO

We scored over half a mil from the safe!

A SECURITY GUARD now pops out from behind a mock-stone pillar and opens fire on Dorian. BLAM. BLAM. BLAM.

Orlando dives for cover. The bullets seem to have no effect as

Dorian rips a Viking spear off a wall display and hurls it straight across the room with supernatural force.

The spear SKEWERS the Security Guard, sends him flying back and

PINS him to a slot machine which immediately rings TILT and spills out quarters.

DORIAN/MASK

You can come out now, Orlando. I think he got the point.

wiring
against

Dorian hauls Tina over to the Vikin ship where his men are up boxes of C-7 and sticks of dynamite. He slams her up the prow as his men lash her in place with coils of rope.

TINA

Let me go you bastard!

DORIAN/MASK

What's wrong darling? This is your big production number. You of all people know how important it is to go out with a bang.

Dorian pulls his walkie talkie out.

DORIAN/MASK (CONT.)

Eddy... How goes it?

EXT. PIER - PILINGS

the

Sweet Eddy and two other Thugs are busy wiring explosives to pillars that support the pier the casino rests on.

SWEET EDDY

All set boss.

INT. CASINO

Dorian plugs the timer into the nexus of all the wiring.

DORIAN/MASK

Excellent. The real party starts now and ends in...
(sets timer)
Thirty minutes.

EXT. CASINO - PARKING LOT

Stanley SCREECHES to a halt in the cop car.

INT. CAR

He turns to Kellaway, brandishing his gun.

STANLEY

Okay. When I push the red button the safety is off, right?

KELLAWAY

I'm not helping you, Ipkiss.

STANLEY

Alright, suit yourself.

(to Milo)

You stay and be a good boy.

As soon as Stanley shuts the door Milo starts pawing at the handle.

INT. CASINO

and The Swede scrambles under a crap table to escape the mayhem
bumps into Mayor Tilton.

TILTON

Hey, watch it! Oh, Arnie...

child's Suddenly the entire table is lifted away as if it were a
toy and they look up into the evil grinning of Dorian/Mask.

DORIAN/MASK

Swede... my dear, dear business partner. And Mayor Tilton! What a surprise. We have just enough time left to play my favorite game!

INT. CASINO KITCHEN

clear. As Stanley sneaks in an employee's door, the coast looks

He snaps off the kitchen lights.

double Stanley spots a THUG standing guard outside the kitchen's
doors. He ducks back down behind a barrel and gets an idea.
The label on
the barrel reads "Olive Oil".

INT. CASINO

off The Thug seems to be enjoying the mayhem when he hears an
the camera WHISTLE. He pulls out his .45 and cautiously enters
kitchen to
investigate.

INT. KITCHEN

his way The Thug enters, brandishing his gun and cautiously makes
into the kitchen.

C.U. - FOOT

right He steps into a large slick of olive oil and his legs shoot
out from under him. SLAM.

THUG'S P.O.V.

as he slides across the kitchen floor at high speed.

THUG

Whoaaaaa!

with a Suddenly Stanley pops up from behind the overturned barrel
huge frying pan and slams it right into camera. CLANG.

STANLEY

the plucks the gun from the unconscious Guard and sneaks into
casino.

INT. CASINO

attention Stanley appears out of the kitchen doors and gets the
of the nearest captive party-goers.

STANLEY

Pssst. You guys. Over here.

Charlie turns around.

CHARLIE

Stanley! What are you doing here?

gun. He motions them over to the kitchen and hands Charlie the

STANLEY

Start sneaking people out the
back. Watch out for the oil.

Stanley now makes his way deeper into the casino.

EXT. PARKING LOT - POLICE CAR

He Milo finally manages to pop the lock and the car door opens.
scurries off towards the casino.

INT. CASINO

huge The Swede struggles desperately as he's tied to a spoke of a
wooden NUMBERS WHEEL, a kind of upright roulette wheel
that's one

OF
the casino's attractions. Mayor Tilton and two other town
dignitaries are tied to the other three spokes.

SWEDE

Let me offa this thing, you
lousy scumbag!

and Dorian/Mask pulls three Viking hand axes off a wall display
casually begins to juggle them.

DORIAN/MASK

Sorry Swede. I've got an ax to
grind with you. In fact I got
a couple and I'm afraid they may
give you a splitting headache!

the He nods to one of his men who gives the wheel a big spin. As
captives SCREAM Dorian prepares to throw his first ax.

DORIAN/MASK (CONT.)

Round and round she goes. Who
dies first, nobody knows!

ANGLE ON THE VIKING SHIP

Tina. Stanley pops up behind the dragon-prow and starts untying

TINA

Stanley!

STANLEY

Hang on, Tina.

TINA

Stanley, look out!

right Stanley ducks just as a Viking ax splits the dragonhead
next to him in half.

boat. Dorian ROARS with rage as he rushes across the room to the

Stanley pops back up firing his gun. BLAM. BLAM. BLAM.

and he Dorian takes the direct hits. He grins horridly at Stanley
extends his slimy tongue.

C.U. - TONGUE

circle. The bullets all stand there on end in a neat little semi-

Dorian now sucks in a mighty breath. Stanley grabs a Viking
shield and protects Tina and himself.

Dorian blows the bullets back at Stanley.

RAT-TAT-TAT-TAT.

They batter the shield. Stanley's knocked backwards from the
impact.

A HUGE GREEN CLAW

Tina. One drags Stanley out and SLAMS up against the prow next to
of his men immediately begins tying Stanley in place.

DORIAN/MASK

How touching! The two love birds.
Just to show you there's no hard
feelings, I'm going to let you
spend the rest of your lives
together.

TINA

You've got it all wrong! I could
care less about this creep.
Nobody could replace you, Dorian.
Nobody!

DORIAN/MASK

If you think a line like that's
going to save your life, you're
dumber than he is.

TINA

(SOFTLY)

Okay. Maybe it's too late. Then
all I want is... a kiss.

DORIAN/MASK

A kiss?

TINA

One last kiss.

DORIAN/MASK

(a beat)

Sure, why not...

his Dorian/Mask sticks out his slimy TWO-FOOT TONGUE, and stick
eyebrows back. Hiss massive lips flutter as he puckers up.

But

Tina turns
her head way.

TINA

No! From the real Dorian. The
guy I used to love.

(BREATHY)

Nobody ever kissed me like Dorian
Tyrel.

ORLANDO

No time, boss. This building's
going down any minute...

DORIAN/MASK

I make the decisions! And I've
decided...

Tina stares at him dreamily. Ego gets the better of him. He
reaches up and RIPS the mask off. SSSSHUPP!

DORIAN/MASK TRANSFORMS BACK INTO DORIAN

DORIAN

...to give the girl one last
thrill.

really He plants his mouth on Tina's -- kissing her roughly. Tina
the leg gets into it. But Stanley watches as Tina slyly positions
that he

freed up. And...

TINA DROP-KICKS THE MASK

right out of Dorian's hand. It flies into the air.

A SERIES OF SLO-MO SHOTS AS...

THE MASK SOARS THROUGH THE AIR...

DORIAN, ORLANDO and SWEET EDDY ON THE RUN...

**THE MASK REACHES ITS SUMMIT THEN TUMBLES DOWN THROUGH THE
AIR...**

HANDS REACH HIGH... FINGERTIPS GRAZE IT...

But then suddenly... shockingly...

A SNOUT, FLAPPING TONGUE AND BARE TEETH

soar straight up through thr human hands and...

MILO GRABS THE MASK

as though it were a Frisbee. Everyone's stunned.

REAL TIME

The dog lands back on the ground -- the mask firmly in his
mouth.

He starts to run away but... Dorian grabs his hind leg.

DORIAN

C'mere, you ugly little mutt...

MILO

legs pumping frantically, is losing ground. At the last
second,
he drops the mask and jams his muzzle into it. Lightning
FLASHES.

DORIAN'S

eyes widen as

MILO TRANSFORMS INTO -- DOG/MASK!

His pint-sized doggy body now has a giant-sized GREEN HEAD
with a

double-row of JAGGED CANINE TEETH. The plain collar now
sparkles
hell with GLEAMING STUDS. RAZOR-TOENAILS distend. The eyes glow
fire green.

DORIAN (CONT.)

Whoa!

Reflexively, Dorian lets go. Dog/Mask unleashes an
incredibly loud SONIC WOOF that explodes glass front slot machines all
around them.

DORIAN (CONT.)

Don't let it get away!

Sweet Eddy lunges at the Dog/Mask. But the canine-creature
runs between his legs and CHOMPS DOWN on his butt. The tiny dog
picks

BIG

Sweet Eddy up and shakes him back and forth, like a rag
doll.

STANLEY

Less watches this, then takes a look at the TICKING DETONATOR.
rope than a minute to go. He strains at his bonds -- forcing the
into a
FLAMING VIKING WALL TORCH.

Tina winces as Stanley's hand-rope begins to burn.

DOG/MASK

uses Eddy as a club -- knocking other Thugs down.

SWEET EDDY

Get him off me!

Dorian raises his Uzi and SPRAYS THE AREA WITH GUNFIRE!
Dog/Mask leaps away in the nick of time.

ORLANDO

C'mon! We've got the money.
Let's get the hell out of here!

DORIAN

I gotta have that mask!

Dorian chases Dog/Mask into the maze of slot machines.

STANLEY

burns through his ropes. He frees himself and races to the detonator. 15 - 14 - 13 - 12

IN THE MAZE OF SLOT MACHINES

of Dorian stalks Dog/Mask, whistling for him to come. A stream
WATER now trickles down on him from above.

doggie Dog/Mask is in the chandelier taking a whiz and snorting
laughter. Dorian sprays the ceiling with gunfire, but...

DOG/MASK

sight. pounces on Dorian, knocking him flat, then races out of

VIKING SHIP

ticks Stanley yanks one wire after another, but the timer still
timer down -- 5 - 4 - 3 - 2 -- Stanley pulls the last wire. The
stops. Tina exhales,
relieved, as Stanley unties her.

TINA

(kissing him)
You did it...

C.U. - TIMER

as it TICKS back to life... 2 - 1 - 0!

A muffled EXPLOSION rumbles from beneath the floorboards.

EXT. THE PIER - NIGHT

The two front support pilings BLOW UP.

INT. CASINO - SAME TIME

start to The entire floor TILTS. Gaming tables and slot machines

boat. slide by. Stanley grabs Tina and hangs onto the prow of the

STANLEY

Milo! Milo, come!

the Dog/Mask appears racing up the tilting floor and leaps into
boat as...

THE LAST TWO PILINGS BLOW UP!

The entire casino floor drops straight down.

THE SHIP SLIDES

doors. straight across the gaming floor towards the huge front

DORIAN

SCREAMS as the boat slides right over him.

EXT. HARBOR - NIGHT

in The Viking ship CRASHES through the doors and SPLASHES down
the marina as the entire casino sinks into the water.

EXT. VIKING SHIP - NIGHT

tables. It bobs for a moment, then floats! Stanley, Tina and the dog
emerge from their hiding place, under one of the dining

They can't quite believe they're alive. Their faces reflect
romantically from the light of the Viking torch sconces.

TINA

Stanley... we made it. We're
alive!

arms. Milo lets loose a happy "Whoof!" and leaps into Stanley's

back Stanley removes the mask with a SCHWOOP and Milo transforms
into a
regular dog.

DORIAN

I'll take that.

got a

They turn as DORIAN clamors over the side of the boat. He's
gun pointed right at them.

Stanley slides an iron grappling hook through the mask's eye
holes and holds it overboard.

STANLEY

Hold it right there or you'll be
looking for this on the bottom
of the harbor.

Dorian stops in his tracks.

DORIAN

Drop it and I'll kill you all.

STANLEY

You can have it. But she gets
to go.

DORIAN

Fine.

TINA

Go where?

STANLEY

Swimming. We're still close to
shore.

DORIAN

Five seconds, Ipkiss.

Stanley tosses a wooden barrel overboard and turns to Tina.

STANLEY

Go ahead. Hurry...

Tina takes the dog and slips overboard. Dorian moves in.

DORIAN

Okay. Put it down. Right over
there.

starts

Dorian waves his gun at the nearest dining table. Stanley
to put down the mask. But at the last instant -- he tosses

it

INTO THE PILE OF TNT

Dorian As Dorian turns to see where it lands, Stanley jumps him.
away. FIRES but misses. Stanley jumps Dorian -- knocking his gun

Dorian falls into one of the WALL TORCHES -- toppling it.
and The TWO MEN slug it out as a FIRE STARTS. It burns closer
pile. closer to the dynamite -- the mask in the middle of the

IN THE WATER

Tina and Milo cling to the floating barrel.

TINA

(sees fire)
Stanley! The dynamite!

BACK ON BOARD

the Dorian pummels Stanley with a flurry of jabs to the head as
FIRE SEARS toward the explosives.

back. But Stanley counters with a solid right that rocks Dorian
Dorian grabs him by the collar to retaliate but sees...

lies. The FIRE licking at the dynamite casing on which the mask

dynamite Dorian lunges for the mask. Stanley jumps overboard. The
explodes!

FROM THE WATER

Tina and Milo watch as the ship blows up. The fireball burns
bright, smoke everywhere.

TINA

...Stanley?

over to Beat. Stanley surfaces gasping for breath. Tina pulls him
the barrel and Milo licks his face.

And then the smoke parts revealing...

DORIAN/MASK

he's standing on the remains of the boat. Like Wile E. Coyote,
a charred pitch black, with singed hair and clothes. But like
cartoon -- he just
shakes off the soot and stands there in all his fearsome
Dorian/Mask glory.

DORIAN/MASK

What a BLAST! This mask makes
me a god!

and He picks up the last fizzing, but UNDETONATED STICK OF TNT
laughs.

DORIAN/MASK (CONT.)

I'm immortal...

moment -- He raises his arms and thunders to the heavens. At that
the SUN peaks over the horizon.

DORIAN/MASK (CONT.)

Do you hear? I'm immortal!

back to The sun's rays hit the Mask. In an instant, he transforms
regular Dorian. The mask pops off Dorian's face -- useless.
Dorian stares dumbfounded at the TNT stick in his hand as it
--

KA-BOOM! Dorian is blown to smithereens.

EXT. MARINA - DAWN

There are cops everywhere. Lt. Kellaway wraps Tina in a dry
blanket. Stanley holds out his arms.

STANLEY

Back to jail, Lieutenant?

LT. KELLAWAY

Ipkiss, I'd like to lock you up
for the rest of my life. But the
mayor and a hundred other witnesses say
Dorian Tyrel's the bad guy and
you're the good guy. So no jail.
Just a downtown parade at noon.

(RESIGNED)

And I've got to be your escort.

the Stanley smiles and puts his arms around Tina. They head down beach. The two young lovers and Milo walk past --

CHARLIE SCHUMACHER

by the standing near the crowd of post-party VICTIMS being helped POLICE and MEDICAL PERSONNEL. He's still hitting on that **STATUESQUE** Valkyrie change girl.

CHARLIE

So I deck this thug, grab his gun and tell Stanley, "Take cover, Buddy. I'll get these folks out sae and sound." Y'know we should go back to my place so I can tell you the rest of the story.

ANGLE ON SHORELINE

from Mrs. Peenman is walking along grumbling to herself when she notices the mask floating to shore with some of the wreckage the boat.

MRS. PEENMAN

Just look at this mess...

to She picks it up out of the surf and The Mask FX theme begins pound in her head.

Back to Charlie and his Valkyrie.

CHARLIE

So what do you say, sweetheart? Let's you and me go back to my place and scramble some eggs.

his Suddenly Mrs. Peenman/Mask ZZZIPS up and sweeps Charlie off huge feet. She's the most whacked-out Mask creature yet with a

GREEN

Witch Hazel face and Bride of Frankenstein hair.

MRS. PEENMAN/MASK

Hello short, dark and handsome!
C'mere and give Momma a kissy-poo!

She starts SMACKING her king-sized lips horribly.

CHARLIE
(TERRIFIED)

Yah! Put me down!

She jams a hand down the front of Charlie's pants.

MRS. PEENMAN/MASK

Let's see what caliber pistol
you're packing there, soldier boy!

She gets a grip and squeezes. AHOOGA! AHOOGA! Charlie
SCREAMS,
t tears himself from her grasp and starts running for his
life.

CAMERA

PANS with Mrs. Peenman as she RICOCHETS after him hooting
laughter. We ENDFRAME on Stanley and Tina as they watch the

BIZARRE
spectacle pass them by. They turn and embrace for a well
deserved
kiss as Milo yips happily and squirms up between them.

THE END