

THE CROW: 2037

"A NEW WORLD OF GODS AND MONSTERS"

by

ROBERT W. ZOMBIE

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445 N, Bedford Drive, Penthouse
Beverly Hills, CA 90210
310/271-8383;fax: 310/271-9497

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FADE IN ON:

DEEP SHADOW

Parts of the screen slowly lighten to REVEAL what appears to be the silhouette of Christ on the cross. The shadow of a bird flutters into frame, landing on its shoulder.

BASIL (V.O.)

Let he remain; for he with righteous eye
look upon death and yet not die and
through the streets the black angels go;
in heaven we shall meet, so says the
crow.

The figure comes into focus to REVEAL it's a SCARECROW with a large black crow on its shoulder. Slowly PULL BACK to REVEAL it's perched atop a rundown two-story tenement building.

Subtitle reads: "October 31, 2010 - Halloween" as we TILT DOWN the face of the building, which is at the end of a--

DEAD-END STREET

The sound of a RUMBLING engine and BOOMING opera precedes the arrival of an ominous black hot-rodded hearse.

The driver's side door opens. Out steps MAX, a small hunchback in a black chauffeur's uniform. He steps around to the passenger's side rear door and opens it.

A very tall, 50-ish man with black hair steps out. His razor-sharp features, accented by long jagged sideburns and a pointed goatee, resemble nothing short of Satan himself. But in direct contrast to his evil face are his clothes -- a priest's suit and collar. This is FATHER DAMIEN FINCH.

DAMIEN

Max, the bag.

MAX

Got it right here, boss.

DAMIEN

Follow me.

Max follows Damien up the steps and into the building

INT. BUILDING - SAME

The halls are lined with flickering jack-o'-lanterns. Max limps after Damien up the creaky stairs to the second floor.

MAX

Sweet Jesus, somebody in this building
sure loves Halloween, eh boss?

DAMIEN

When I want the opinion of a humpback
mongoloid, you'll be the first to know.
Until then, keep your sideshow babble to
yourself.

MAX

Yes, boss. Sorry, boss.

Damien stops before a door adorned with strange voodoo
paraphernalia. Loud noises of sex coming from within.
Damien pounds on the door and waits.

A bald, GORILLA-LIKE MAN answers in a filthy bunny costume.
Damien pushes him aside and enters--

THE APARTMENT

A filthy packrat heaven. More Halloween decorations. Piles
of junk, old newspapers and garbage. Birdcages stuffed with
chickens hang from the ceiling. Overfed cats lie everywhere.

Sitting among it is an ill-tempered dwarf, RONNIE, watching
three TV's, each playing a different porn film. Sitting next
to him is an ARMLESS OLD MAN breathing from an oxygen tank.
The Dwarf acknowledges Damien, then goes back to watching TV.

INT. HALLWAY

Max follows Damien down a long hallway. It's a taxidermist's
dream, lined with every dead animal imaginable. A dead dog
is crucified to a heavy wooden door at the end of it.

Damien snaps his fingers and motions for the bag. Max hands
over the bag.

DAMIEN

Wait in the car.

Max limps back down the hall. Damien KNOCKS on the door.

GRETCHEN (O.S.)

Who is it?

DAMIEN

Damien.

The door opens and Damien enters. As the door shuts behind
him, PUSH IN~ON the dog's head, its eye sockets squirming
with maggots.

INT. GRETCHEN'S ROOM - SAME

GRETCHEN HAGGIS, an old witch, stands opposite Damien over a bizarre cauldron shaped like a three-headed wolf. Swirling smoke and brilliant beams of light pour forth, illuminating strange sculptures of demonic figures that line the room. These figures seem to come to life when hit with the powerful light.

GRETCHEN

Give it here, give it here.

Damien opens the bag and removes a bundle wrapped in plastic.

DAMIEN

This is the last.

GRETCHEN

Yes, number thirteen. The circle is now complete. All is as it should be, all is as it shall be.

She unwraps the plastic to reveal a BABY. It has a second, tiny deformed head growing from its neck. Gretchen smiles.

GRETCHEN

Mmmm... two heads, what a little cuter.

Gretchen drops the baby in the cauldron and the room explodes with fiery light. As they stare into the vapors, their eyes turn completely white, as though they are possessed.

GRETCHEN

I see the gods of Kasimordon are smiling down upon you, Damien. I see their sharp pearly teeth stretching back in beautiful grins. They have the answers you seek.

Shadowy spirit figures appear in the rising smoke now.

DAMIEN

Tell me, I must know! I've waited a lifetime for these answers. Are my dreams truly the shapes of things to come? Have I seen the future?

GRETCHEN

Ah, the future... explain this future.

The spirit figures suddenly shoot into Damien's body. He goes into a delusional state.

DAMIEN

Yesss... the future... the beautiful
visions of dead upon dead...

MOVE IN TIGHT on Damien's blood red eyes as we--

DISSOLVE TO:

A DEATH MONTAGE

--of the world's terrifying future. Diseased bodies lay dead
and dying in the streets. DISEASE CONTROL WORKERS in plague
suits collect the bodies and burn them. Damien walks among
the horror, unaffected. Thriving in it.

DAMIEN (V.O.)

Misery upon misery... the ground bleeding
beneath my steps in a dying frenzy.

DISSOLVE TO:

EXT. ABANDONED BUILDING - NIGHT

Damien preaches to a small crowd.

DAMIEN

Matthew 16:18. Upon this rock I will
build my church and the gates of Hades
shall not prevail against it.

DISSOLVE TO:

INT. CHURCH - NIGHT

A slightly older Damien, now wearing a flowing robe, inside a
makeshift church. A large crowd sits mesmerized.

DAMIEN

Revelations 118... I am he that livith
and was dead and am alive for evermore
and I have the keys of death and Hades...

DISSOLVE TO:

EXT. GALLOWS - NIGHT

Several people wait to be hanged at a large wooden gallows.
Damien addresses the crowd, his hair now long and gray.

DAMIEN

Brothers and sisters, this is a dawning
of a new day. The heretics responsible
for our suffering will be exposed and

(MORE)

DAMIEN (cont'd)
exterminated. We shall punish the guilty
and cleanse our world of Satan's
servants.

The floor drops open and they fall, their necks snapping
collectively like a clap of thunder. The crowd ROARS and
chants Damien's name. He overlooks them, arms raised.

DAMIEN (V.O.)
The power of hate... pure, untainted
power... like a velvet glove cast in
iron, clutching the throat of a sick,
anemic world... a world where the meek
inherit nothing but pain and suffering,
constant and eternal.

DISSOLVE TO:

INT. GRETCHEN'S ROOM - SAME

Lightning crashes, then all is normal again. The lights
subside, the smoke settles. Their eyes return to normal.

DAMIEN
So... it is true.

GRETCHEN
Oh, yes, my brother Damien. These are
not mere hallucinations. These are the
prophecies.

DAMIEN
But when... how will I know?

GRETCHEN
You will know. Soon the jaws of hell
will snap open and the cards of fate will
be dealt. You, my friend, will be one of
the fortunate few dealt a winning hand.

Something new in the vapors catches Gretchen's attention.

GRETCHEN (CONT'D)
Hmmm, something isn't right.

DAMIEN
What? What do you see? Is there more?

GRETCHEN
I see an obstacle. It's faint, but I
see... an adversary.

More smoke belches from the cauldron. A faint image forms...

DISSOLVE TO:

EXT. NEIGHBORHOOD STREET - DUSK

A street sign: "Bray Street." CHILDREN in Halloween costumes run by as we PUSH IN ON a house. A friendly scarecrow propped in the well-kept yard. We CONTINUE through the front door.

INT. HOUSE - SAME

A nine year-old boy, BASIL GORGON, is helping his MOM, an attractive woman in her mid-30's, decorate a Halloween cake.

GRETCHEN (V.O.)

It is a child. He is small and frail,
but one day he will stand between you and
the legacy of brutality you desire.

PUSH IN on the cake, its design a skull with wings. "R.I.P." written on the forehead and "Happy Halloween" on the bottom.

DAMIEN (V.O.)

Impossible. How can this boy threaten
me...? Jeopardize my plans?

CUT TO:

INT. GRETCHEN'S ROOM - SAME

The image grows hazier before them.

GRETCHEN

This I cannot explain. But believe what
I speak, Damien. There is more to this
boy than even I can see. He is a threat!

Damien becomes grim as he watches the vanishing image -- the laughing face of Basil. Lightning crashes as we--

DISSOLVE TO:

CLOSE ON A TELEVISION SCREEN

Playing, "UNCLE WOLFIE'S CREATURE DOUBLE FEATURE," a black and white, low-budget 60's-style horror movie show. The host, UNCLE WOLFIE, vampire and a werewolf. He sits in a cheesy graveyard set on an ornate sofa made of coffin lids. He speaks in a bad Bela Lugosi voice.

UNCLE WOLFIE
Aoooooo! Well, boils and ghouls, I hope
it's not too scary for you, my little
fiends. A ha, ha, ha. If it is, you
better call your mummy...
(shouting)
Mummy!

An EGYPTIAN MUMMY walks over and sits with Uncle Wolfie.

UNCLE WOLFIE
(CONT'D)
Welcome, Mummy. Speaking of mummy's,
what do you get when you cross a mummy
with a vampire... hmmm?

PULL BACK to REVEAL we are--

INT. BASIL'S HOUSE - NIGHT

Basil sits on a stool in front of the TV, dressed for
Halloween in a black robe and skeleton gloves. His MOM
applies skull make-up to his face. Basil has a white streak
in his hair and a large band-aid on his forehead.

BASIL
A gift-wrapped bat.

The action on TV shows a toy bat wrapped in bandages dropping
from above and dangling over Uncle Wolfie's head.

UNCLE WOLFIE
A gift-wrapped bat! Hoo hoo! And now
for something really disgustingly
horrifying evil, a word from our sponsor.

MOM
How'd you know that?

BASIL
Everybody knows it, Mom. It's a baby
joke. Knock, knock.

MOM
Who's there?

BASIL
Interrupting cow.

MOM
Interrupting co--

BASIL
(interrupting)

Moo!

As Basil and his mother break into laughter, PAN OVER TO a framed family portrait of a baby Basil with his mother and FATHER, 'who is dressed in a police uniform.

CUT TO:

EXT. BASIL'S STREET - NIGHT

Alive with Halloween excitement. CHILDREN dressed as witches, ghosts and goblins scurry from house to house.

CUT TO:

INT. BASIL'S HOUSE - NIGHT

Basil is sitting at the kitchen table, eating cookies and milk. Mom is washing dishes.

BASIL

Mom.

MOM

Yeah, Baz.

BASIL

(re: his band-aid)

Can I take this off? It looks dumb. The Crimson Ghost wouldn't wear a stupid band-aid.

MOM

Well, maybe the Crimson Ghost shouldn't get into so many fights at school and he wouldn't have to.

BASIL

But Mom, I told you, Davey Vines took Joey's spelling book. I had to hit him. He was laughing at us and calling us Momma's boys.

MOM

I know baby, but you can't keep fighting with those big kids. Just ignore them, okay?

BASIL

That's not what Dad would've done.

MOM

(sighs sadly)

I know, but... just be careful, Baz.

(goes to inspect his wound)

Let's take a look...

(peels back the band-aid)

I guess it's healed. But promise me now,
no more fighting.

Basil looks sincere, but crosses his fingers behind his back.

BASIL

I promise.

MOM

Good. Now ready? One, two...

(rips off the band-aid)

Three.

BASIL

You tricked me.

She winks, tweaks his nose. Then the doorbell RINGS. Basil jumps up excitedly and runs toward the door.

BASIL

I got it! I got it!

MOM

(shouting after him)

See who it is before you open the door!

Basil runs down a short hallway to the front door. He pulls up a step stool and looks through the peephole.

BASIL'S P.O.V. - THROUGH PEEPHOLE

It looks like a father and son trick-or-treating. The father is dressed as a devil in a red hooded robe, a grinning mask covering his face. His son is in a creepy-looking clown suit.

BACK TO BASIL

--stepping off the stool and opening the door. The clown just stares at Basil. The devil peers inside to see if anyone else is home.

BASIL

Hey, Bozo, you're supposed to say, "trick or **treat.**"

(the clown just stares)

I can't give you any candy until you say "trick or treat." That's the rule.

The clown opens his sack and sings in a deep, adult voice.

CLOWN

Trick or treat, smell my feet, give me something good to eat.

The clown -- actually Ronnie -- throws his sack over Basil's head and carries him kicking and screaming inside the apartment. The devil -- actually Damien -- shuts the door.

Mom screams as they burst into the TV room with Basil.

MOM

Basil!!

She starts to run over. Damien aims a gun at her.

DAMIEN

One inch closer and you die.

MOM

(stops, mortified)

Please don't hurt him. Take whatever you want.

DAMIEN

That's exactly what I intend to do.

(to the clown)

Take the bag off his head. Let the poor boy enjoy his last few breaths among the living.

The clown removes the bag. Basil's make-up is now smeared with sweat, running down his face -- like the Crow make-up. He's in a state of **shock**, numbly staring at the TV.

DAMIEN (CONT'D)

So this is my arch rival.

His mother gets on her knees to beg for mercy, sobbing.

MOM

No, please don't hurt him. He's all I have. God, no, I'll do anything...

DAMIEN

Calm yourself, woman, there's nothing you can do. This is all in the name of progress. Now be a good little girl and go to sleep. Say bye-bye, mommy.

CLOWN

(an evil grin)

Bye-bye, mommy.

Damien shoots her.

ANGLE - ON THE TELEVISION

--as blood spatters the screen.

ON BASIL

Numb with shock. Just keeps staring at the screen.

UNCLE WOLFIE

Ouch! Boils and ghouls, that's gotta hurt! Owwoooo! Now we return to "The Bride of Frankenstein."

Basil freaks out and breaks free of Ronnie. Crawls to his dead mother's side. He curls up with her lifeless body, the TV flickering behind them.

DAMIEN

well, this is quite the touching scene... really tugs on the heart strings, eh?

RONNIE

Yeah, boss... real misty like.

Damien cocks his gun, stepping up toward Basil.

DAMIEN (CONT'D)

Any last words?

As if in answer, a character on the TV speaks up. It's DR. PRETORIUS, toasting the FRANKENSTEIN MONSTER.

DR. PRETORIUS

MO.)

To a new world of gods and monsters!

Theses words catch Damien's attention. He laughs.

DAMIEN

Well, my dear Basil... I do believe the accursed idiot box has blessed you with a most fitting epitaph.

BASIL'S P.O.V.

--looking up at Damien as he lowers his gun straight into the camera, smiling.

DAMIEN

"To a new world of gods and monsters."

Damien fires. The scene EXPLODES RED. Dark, viscous blood drops down the screen, forming into the following words:

WORDS ON SCREEN

In the long years that followed, the skies turned dark and cold. Plague and famine ravaged the land. The forces of evil grew and spread, turning the world into an unholy black planet of hell.

As the words take shape, the background shifts into abstract silhouettes of a young boy rising from the grave.

The words dissolve. The screen FADES TO BLACK. A new title card comes up: "TWENTY-SEVEN YEARS LATER"

CUT TO:

EXT. TANGLEWOOD BORDER - NIGHT

Heavy rain falls on a dense black forest. Fog thick as soup hovers over the ground. Scattered tombstones and monuments stick through like skyscrapers breaking a low cloud layer.

A dark ghostly figure on a jet-black horse materializes out of the fog. It is Basil, now a grown man, cloaked in black with a large pilgrim-style hat. A CROW sits on his shoulder.

As he gallops, the crow takes flight and swoops toward us.

BASIL (V.O.)

It's strange, the things we remember and the things our minds choose to forget. I can remember like it was only yesterday, scratching and crawling through the filth and decay... the hideous blackness surrounding me... the cold rush of night air washing over me as I broke the surface. Every object once-familiar loomed alien. It was as if while I'd

(MORE)

BASIL (cont'd)

been sleeping, somebody stole the world.
Sometimes fractured images flicker
through my mind, disconnected from
reality. Forgotten memories or
hallucinations. . . . I don't know. I feel
like a ghost haunting my own dreams. A
dead soul in search of itself.

Another shadow rider emerges from the mist behind Basil.
This is FATS, a portly bloke in his mid-50's. Dressed in
worn brown leathers, hooded black poncho. His entire body is
covered by a black skeleton tattoo, including a black skull
on his face.

They pull their horses off the trail, dismount and tie them
to a large cross-shaped headstone.

Basil moves his head from side to side, just over the fog.

BASIL

He's close. I feel a rumbling in my
bones.

FATS

Which way?

Basil motions over a rise, then quickly moves off that way.
Fats follows. Trips over a headstone.

FATS

Bleedin' fog...

ANGLE - BASIL

Well ahead of Fats, moving deftly through the graveyard to a
broken down mausoleum. He sees the silhouette of a man,
seemingly ducked behind a headstone over the next rise.

He pulls his gun, cocks it as Fats catches up to him, huffing
and puffing. He is about to say something, but Basil puts a
finger to his lips and points to the man's form.

Fats draws his gun. They separate, circling up and around
both sides of the man.

FOLLOW BASIL

--moving like a shadow among the graves. He slips up behind
the man, puts the gun to his head.

BASIL
Statue time, Billy boy.

Then he sees blood spattered all over the gravestone as Fats arrives.

FATS
Got him?

Basil nods, then prods the man's head with the barrel of his gun. It slumps to the side. He's dead. Eyes gouged out, mouth frozen open in a scream.

FATS
Christ, something tore his bloody windows out.
(beat)
Whatta you think? Tomb rippers?

BASIL
Hell, I don't know. Guess old Billy Goat was just hanging in the wrong place at the wrong time.

FATS
Ten large don't come any easier than this.

BASIL
(gestures past Fats)
Maybe he can shed some light on the situation.

Basil points to another BODY behind Fats, face down in the dirt and partially obscured by a large headstone. Empty booze bottles strewn around him, clothes soaked with blood.

Fats goes over and lifts up the dead man's head by the hair. His eyes are also gone. There's a row of bats TATTOOED around his neck.

FATS
Shit, it's fucking Joey Bats. Drunk as a skunk and dead as a nail. Bloody terminal, mate.

Fats happily starts searching through his pockets for money.

BASIL
You know this guy?

FATS

Yeah, Joey's a minor tracker out of Ten Oaks. Specializes in personal hits.

Basil scans the graveyard warily. The wind HOWLS between the headstones and skeletal tree limbs.

BASIL

There's too much fresh meat in this boneyard. Let's knock Billy's block and call it a day before we wear out our welcome.

FATS

Sure, sure. I'll just relieve Mr. Bats here of any valuables he won't be needing anymore, then it's happy trails.

Basil draws his sword and methodically brings it down just off screen in the b.g. (we hear a KA-CHUK!). As he does, Fats finds a flyer in one of Bat's pockets. His eyes light up as he reads it. He whistles, impressed.

FATS

Bingo.

Fats hands the flyer to Basil.

CLOSE ON - THE FLYER

"WANTED:DEAD OR ALIVE, HELVIS AND ALL MEMBERS OF DISGRACELAND SEVEN." Under this are photos of each decrepit member.

BACK TO BASIL AND FATS

FATS

Can you believe it? Sixty large for hauling in those fucking back-alley pillocks?

Basil folds and pockets the flyer.

BASIL

Don't start spending it yet, Chubs. Every skank hunter within five hundred miles will be looking to snag these cats, so I suggest we get a move-on.

FATS

Alright, but I wanna eyeball the map first.

BASIL
Last I heard Helvis was banging out of
Hellgate.

CUT TO:

EXT. GRAVEYARD - SAME

Basil carries Billy's head by the hair and puts it in an old leather sack strapped over his horse's back. He ties it off and mounts up.

INT. MAUSOLEUM

Fats has unrolled his map on top of an exposed coffin. He lights a match to illuminate it..

FATS
we're here, Hollowbrook follows up to
there... Hellgate should be about...

EXT. GRAVEYARD - SAME

Basil waits on his horse. He pulls out a cigar. Bites off the end and spits it out. Using his hat to block the rain, he strikes a match with his thumbnail and lights it.

The match illuminates his face. For the first time, we clearly see his ghostly white face. And more importantly, the white streak in his black hair.

He doesn't notice the THREE FIGURES slowly approaching from behind as he shouts above the rain.

BASIL
What's the story, old man? You reading
the map or playing with the stiffs?

INT. MAUSOLEUM

FATS
Piss off, I'm trying to have a jolly
little go `round with a stiff little
sweetie, mate. And if you don't mind,
we'd appreciate a little bloody privacy.

Sludge from the leaky tomb drips onto the map. He brushes it off, annoyed. Basil shouts from outside.

BASIL (O.S.)
Say your goodbyes, Chubs. Helvis and his
greasers ain't gonna wait forever!

FATS
Hey, steady your bollocks! I'm tryin' to
find us a short--

A new plop of sludge lands right on his match, plunging him
into darkness.

FATS (OVER BLACK)
Bloody hell.

EXT. GRAVEYARD - SAME

Basil still hasn't noticed the Ghouls, now only inches away.

BASIL
What'd you say?

INT. MAUSOLEUM

Fats strikes another match just as a huge splash of chud
lands on his head.

FATS
What the--

He raises the match and looks up to the rafters to discover
three more GHOULS. At first they look like corpses, but when
the light hits them, their eyes pop open and they let out an
unholy SCREECHING HISS.

FATS (CONT'D)
Jesus Christ! Basil!!

Fats steps back -- only to bump into another Ghoul. It
reaches out and throttles him as--

EXT. GRAVEYARD - SAME

Before Basil can respond, he is ambushed by the three ghouls,
who pull him down off his horse. He lands on his back with
the ghouls swarming, trying to tear the flesh from his bones.

But they are no match for Basil's lightning-quick reflexes.
In one smooth motion, he throws them off, leaps to his feet
and draws his sword. He slices it into the neck of the
closest ghoul, killing it.

Without turning, Basil jabs his sword behind him, cutting
deep into the cold heart of the second ghoul.

INT. MAUSOLEUM

Fats fights for his life. A child-ghoul hangs from his back as he drives a jagged piece of wood from the smashed coffin through the heart of another. He reaches behind him and throws the child-ghoul across the room, impaling it on the horns of a gargoye sculpture.

EXT. GRAVEYARD

Covered in blood, Basil is slices and dices everything in his path to the mausoleum in attempt to assist his friend.

INT. MAUSOLEUM

Two new ghouls try to enter the mausoleum. Fats charges them head-on; grabbing each one by the throat.

EXT. GRAVEYARD

Basil beheads the last of his pack of ghouls, then hears a mighty ROAR. Turns to see Fats explode from the mausoleum with each ghoule gripped by the throat.

Before Basil can run to his aid, a pair of arms burst from the ground, grabbing hold of his legs.

BASIL

Fats! Get their heads up!

The ghouls are kicking and screaming wildly in Fats' grip.

FATS

I'm trying, mate! I ain't doing a bloody jig over here!

Basil pulls two daggers strapped to his forearms and skewers them into the head of the ghoule beneath his feet.

FATS (CONT'D)

Let `em have it, kid! I can't hold these geezers much longer!

Basil takes both daggers and lets fly, scoring a direct hit into the back of each ghoule's head. They fall like rag dolls from Fats' hands. Fats is left wheezing, exhausted.

BASIL

You alright, old man?

FATS
Sod, those daft buggers were hungry.

BASIL
Whatta you expect? Shit, you're a ten
course meal.

Basil yanks his daggers from their heads.

BASIL (cont'd)
Let's go?

CUT TO:

EXT. GRAVEYARD - SHORTLY

They have impaled the dead ghouls on a rusted iron gate in
front of the mausoleum. Basil lights a torch.

FATS
I'm too bloody old to be knocking about
for sport. All this free killing, it
just don't sit well with me.

BASIL
I know, why do for free...

FATS
(finishing the sentence)
...what you can get bloody well paid for.

Basil lights the bodies on fire. They mount their horses.

BASIL
Always good to leave a little calling
card behind.

FATS
Damn straight, boy. They'll make a hell
of a fine lunch for the rats and ruggers.
(howling)
Aaaooo ! Burn, baby, burn!

The CROW swoops down and lands on Basil's shoulder as they
ride into the fog. LINGER on the raging funeral pyre and--

DISSOLVE TO:

EXT. BARREN FIELD - NIGHT

A SCREAMING WOMAN is dragged through a field by TWO of
DAMIEN'S SOLDIERS. Her head is covered by a sack. Following
her is a PRIEST, rapidly reciting Bible passages -- and a
SMALL ANGRY MOB of men, women and SINGING children.

CHILDREN

Kill the witch, the Devil's bitch. Chop her head into the ditch. Take her body and burn it too. Time to make some witch's stew.

We now see the woman is being led to a GUILLOTINE constructed on a wooden stage.

ANGLE - OFF TO THE SIDE

CAPTAIN SCAGG -- ruddy-faced, shaved head, a long ugly scar over his dead right eye -- is paying off HELVIS -- a fat, sweaty sloth of a man. His crusty red skin covered with cracking body paint.

HELVIS

Much obliged, Cap'n Scagg. Much obliged. Always happy to help flush out the devil's whores for ya. Mind if I stick around for the festivities?

Scagg is clearly repulsed by the man.

CAPT. SCAGG

If you must. But stay out of the way.

HELVIS

Whatever you say, Cap'n.

Scagg turns to walk up the platform steps.

HELVIS

Hey, Cap'n ain't you forgettin' something?

Scagg looks at him, then remembers. Pulls a handkerchief-wrapped object from his pocket and gives it to Helvis. Helvis opens it to reveal a dismembered finger.

HELVIS (CONT'D)

Always a pleasure doin' business with ya, Cap'n.

Helvis walks off. Scagg watches him with a scowl. Then he turns and walks up the stairs to--

THE GUILLOTINE STAGE

Scagg joins his right-hand man, LT. COMMANDER ZERBE, as the soldiers drag the woman up the main steps.

The hooded EXECUTIONER straps the woman into the guillotine. As she struggles, we notice she is missing a finger.

Scagg unscrolls his paperwork and addresses the hushed crowd.

CAPT. SCAGG

By lawful order of Damien Finch, Master Witchfinder, on this day October twenty-eight in the year of our Lord two thousand, thirty-seven. We find one Ingrid Hoyt guilty of conspiring to commit heresy against our Lord, Jesus Christ.

The crowd chants, "WITCH, WITCH, WITCH!" The woman SCREAMS.

Lt. Zerbe notices a horse-drawn carriage with the flag of the ROYAL SENATE arriving. It's accompanied by two ARMED GUARDS.

LT. ZERBE

Sir, royal wagon approaching.

CAPT. SCAGG

Perfect.

(to others on stage)

Gentlemen, stand ready. The Governor has arrived.

ANGLE - ON THE CARRIAGE

COUNSELOR RIGGS and GOVERNOR HOYT step from the carriage. Scagg steps down from the stage to greet them.

GOVERNOR HOYT

Captain Scagg, explain yourself.

CAPT. SCAGG

Executing heretics, my dear Governor.

GOVERNOR HOYT

Not in my province, Scagg.

COUNSELOR RIGGS

This is a direct violation of the Sallasien Boundaries Act of 2028. Your beloved Witchfinder has no jurisdiction here.

CAPT. SCAGG

Sorry to inform you, Counselor, but it is you who no longer has jurisdiction here. Now, if you'll excuse me ...

Scagg turns to walk back up to the stage.

COUNSELOR RIGGS

This is an outrage!

GOVERNOR HOYT

Guards, arrest Captain Scagg!

But before the royal guards can move, they are speared in the hearts with arrows and fall dead. The Governor and Counselor stand in shock as Damien's soldiers grab them. The crowd CHEERS in support of this move.

Scagg returns to the stage, smiling down at the governor.

CAPT. SCAGG

We cannot tolerate heretics at any level of power, Governor. No one is above the law of our Lord.

He rips the sack off the woman's head

GOVERNOR HOYT

Ingrid!?!

She can only SCREAM hysterically in response.

GOVERNOR HOYT

You animal! Release my wife at once!

CAPT. SCAGG

(chuckling calmly)

Oh, don't worry, Governor. I have every intention of releasing her...

(shouting)

...from a life of lies and blasphemy!

He signals the executioner, who releases the blade.

GOVERNOR HOYT

N000000!!!!

CUT TO:

EXT. HELLGATE - NIGHT

A semi-nude animatronic girl rides a mechanical monster above a huge neon sign that says: "HELLGATE." TILT DOWN to see the sign is suspended above the entrance to Hellgate's borders.

Life inside these walls is a deadly mix of the lawlessness of Tombstone, Arizona circa 1881, and the glamorous decadence of modern-day Las Vegas. Anarchy reigns supreme and that's just the way Hellgate's citizens like it.

EXT. HAUNTED PALACE - NIGHT

Another flashing neon sign reads, "THE HAUNTED PALACE."
Below that, their slogan pulses, "GIRLS, GUTS AND GUNS."
Loud, bottom-heavy music pumps from within.

INT. HAUNTED PALACE - NIGHT

The SCREAMING FACE of a big, ugly BRUTE fills the frame as he slams his head right into the camera.

The Brute's forehead splits the nose of another THUG, who slumps to the ground. The crowd CHEERS the victor.

ANGLE - DANCING GIRLS

GO-GO GIRLS in leopard suits gyrate to the music on raised platforms, oblivious to the violence around them.

CUT TO:

CLOSE ON - A HAND-DRAWN DIAGRAM OF A BUILDING LAYOUT

FATS (V.O.)

Sod, Fang, you getting soft in your old
cobblers, or what?

PULL BACK to find Fats at a table talking to a man with the same full-body skeleton tattoo. This is FANGO DANGO, an old friend and former member of Fats' old gang, THE BLACK RIDERS.

FANGO DANGO

Hell no, Fats, all I'm saying is these slingers are nasty, man. I've seen `em put a lot of badass mothers down.

FATS

Yeah, well I didn't think I was tracking bleeding Mary fuckin' Poppins, did I? Now, you sure about all this?

FANGO DANGO

Look, if I said he's there, he's there.
(pointing to the map)
The Farmer's Daughter Hotel. Room 402.
As far as I know he's gathering all his guys for a skull session.

FATS

Perfecto... and this is the only one, eh? Cuz I don't wanna get up there and find a million fucking skylights.

FANGO DANGO

I scoped it out myself, it's the only way in. Unless you've figured out a way to spiderman your fat ass up the side of the building.

Fats chuckles, then is distracted as an unnaturally large-breasted WAITRESS passes by.

FATS

Christ, lookit the bristols on that one. Bloody snowcapped.

FANGO DANGO

(looks, then)

I'm serious, Fats, you might want to think twice about this one.

FATS

Listen, between me and the kid, those sorry bastards are gonna regret the day their mums shot their ugly asses out into the world.

FANGO DANGO

Where is this hotshot kid, anyway?

FATS

(looking around)

Crazy son of a bitch is slinking around here somewhere... there he is.

Fats points to Basil at the bar. He's drinking a beer, smoking a stogie, enjoying the go-go girls.

FANGO DANGO

That's him?

FATS

I know he don't look like much, mate, but he's like a slow burning fuse. So quiet, you forget he's burning until... BOOM! He explodes right in your face.

As they talk, two ugly goons dressed like 50's-style greasers approach Basil. The big one is SONNY, a toothless battle-scarred maniac. His sidekick RED is a small, weasly "yes" man. Both are members of the Disgraceland Seven.

FANGO DANGO

I don't know, Fats, I think maybe you and you're ace-in-the-hole killing machine are underestimating these Memphis boys. They ain't exactly human.

FATS

Neither are we, Fang. Neither are we.

ANGLE - ON BASIL AT THE BAR

--as Sonny pokes him on the shoulder from behind.

SONNY

Hey, cowboy!

Basil ignores him, not wanting to draw **attention to himself.**

SONNY (CONT'D)

(**poking him harder**)

Hey, I'm talkin' to you, asshole!

RED

Yeah, asshole, he's talkin' t'you!

ANGLE - ON FATS AND FANGO

Just noticing Basil's predicament.

FANGO DANGO

Guess we'll see what he's made of now.

Fats **grins**, supremely confident, turning back to **his drink.**

FANGO DANGO

Ain't you gonna watch?

FATS

I've seen it all before, son.

BACK TO ,BASIL

Basil slowly turns, calmly taking a swig of his drink.

BASIL

Can I help you delicate little flowers
with something?

SONNY

Yeah, fuckface, you're in my seat!

RED

Yeah, fuckface, that's his seat!

Basil calmly takes out a cigar and bites off the tip.

BASIL

Why don't you daisies run along and play,
before something bad happens.

SONNY

What'd you fucking say?

RED

Yeah, what'd you fucking say?

Basil says nothing. Just takes a match, strikes it against the side of Sonny's head and lights his cigar.

SONNY

Oh, you're dead as dead can be.

Sonny whips out a meat cleaver and swings it at Basil. In one smooth move, Basil ducks, spins and draws his sword, stabbing it right through Sonny's heart.

Red jumps back, draws his gun and fires. Basil yanks the sword back out of Sonny, using the blade to deflect the bullets. Gun empty, Red runs. Basil throws his sword, nailing Red through the back to a go-go platform. The girl dancing above remains unfazed.

ANGLE - ON FANGO

--watching all of this, stunned stupid. Fats smiles at his reaction, finishing the last of his drink.

CUT TO:

EXT. CASTLE BLACK - NIGHT

High atop a desolate hill is the forbidding structure of CASTLE BLACK, home of Damien Finch.

INT. DAMIEN'S CHAMBERS

The master chamber is decorated with the finest comforts that money can buy. Bizarre antiques and twisted art objects clutter the room, creating a chamber of horrors atmosphere.

PANNING ACROSS the room, we come to rest on a disturbing still life. YOUNG GIRLS resembling the BRIDES OF DRACULA are arranged with a ghastly combination of props, ranging from headless bodies to crucified animals. Adding to the macabre scene is Damien's SINGING Serenade from FAUST.

Damien stands before a large canvas, painting this very scene. Now in his 70's, he is still a striking figure, with slicked-back hair and a long Fu Manchu-style mustache and beard.

Holding his palette is LADY CLEOPATRA, one of his many dark and beautiful wives.

INT. CASTLE HALLWAY - SAME

Captain Scagg comes down the long stone corridor with two MASKED GUARDS in demonic armor dragging a bound and gagged Governor Hoyt behind them. He stops at Damien's imposing wooden door and knocks.

After a beat, a panel in the door slides open. Cleopatara stares back at Scagg with a look of disgust. The panel slaps shut and the door opens. Scagg enters--

DAMIEN'S CHAMBERS

They drag the squirming Governor before Damien, who remains mostly preoccupied by his painting.

CAPT. SCAGG

Master Finch, may I present the honorable Governor Reginald Hoyt.

DAMIEN

Ah, Governor Hoyt. So nice of you to come. I hope you'll excuse me if I continue with my work. I have so little time to indulge myself in the finer things in life.

GOVERNOR HOYT

You scum-sucking swine, I'll see you rot in hell! The people will not stand for this!

DAMIEN

Hmmmm, something's missing from this composition, what could it be..?

Then his eyes land on a small box on a table.

DAMIEN (CONT'D)

Ah, yes... Cleo my dear. If you would be so kind.

Cleopatra opens a boxit and pulls out the Governor's wife's head and sets it among the display.

The Governor struggles to break free, but it's useless.

GOVERNOR HOYT

You filthy animal! I'll kill you!!

DAMIEN

I grow weary of these psychotic ramblings. Deliver this insufferable bore to Moorehead. I'll be down shortly.

CAPT. SCAGG

Yes, sir.

The guards drag the screaming Governor out the door. Damien returns to his painting, a thin smile stretching his lips.

DAMIEN

Now... where was I?

CUT TO:

INT. DR. MOOREHEAD'S LABORATORY - NIGHT

This macabre laboratory has all the trappings of DR. FRANKENSTEIN's. Dark, cobwebbed stone walls encasing a bizarre clutter of menacing machines and barbaric torture devices. Opera SWELLS in the b.g.

In the middle of this mechanical hell is Governor Hoyt, now barely alive and strapped to an ancient operating table. Tubes and wires are connected all over his body.

An old white-haired man in a lab coat, DR. THURL MOOREHEAD inserts a small steel rod into the Governor's head.

Damien walks in, grinning. Followed by two of his brides. They take a white gown and cover his ornate clothing.

DAMIEN

Are we ready, Dr. Moorehead?

DR. MOOREHEAD

Yes, I do **believe** we are.

Moorehead steps up to the board and throws a switch. The Governor's eyes pop open. He looks around the room, wide awake now. He sees Damien grinning.

DAMIEN

Well, well good day, Governor. What's wrong, having a rough day?

The Governor struggles to speak, but a small metal cage holds his jaws shut.

DAMIEN

I was thinking, Reginald. Or can I call you Reggie? Hmnnnnnn?

The Governor stares in horror. The brides laugh.

DAMIEN

(cont'd)

Being the cultured man that I am, I'd hate to make a social blunder. What the hell, I'm feeling rather bold today. I'll just assume it proper. So, anyway Reggie... I've never considered myself a cruel man... only a clever one. So, you see I had no choice but to feed your lovely wife's head to the worms.

The Governor's eyes burn red. The brides giggle in delight.

DAMIEN

(cont'd)

And to prove to you I'm not such a bad guy after all, I've decided to bury your head in the same hole. Now, I think that's truly sporting of me.

DR. MOOREHEAD

Yes, I do believe that is rather upright of you.

DAMIEN

Now, say bye-bye, Reggie.

THE BRIDES

Bye-bye, Reggie.

Damien waves to him, then Moorehead throws another switch, hard.

A surge of electric charges rip through the Governor's brain. His eyes turn black. Blood gushes from his mouth, then his eyes. He lets out a horrible, violent scream before slumping over dead.

DR. MOOREHEAD

Well, that was quite the disgusting display of bodily functions.

DAMIEN

Yes, well all in the name of science.

CUT TO:

INT. CASTLE BLACK - STATE ROOM - NIGHT

Damien sits in his throne holding Ingrid Hoyt's Skull. He rolls a finger across the teeth.

DAMIEN

Well, I must say dear Ingrid, you certainly took fine care of yourself. Beautiful.

Scagg paces, holding his helmet.

CAPT. SCAGG

Now that Hoyt is out of the picture, nothing will stop us.

DAMIEN

O'believe you me, my disgusting friend, I am well aware of the situation. I've waited a long time for this moment. To see the last drop of blood sucked dry from his bleeding heart... the entire counsel brought to its knees before me...

He sips his drink as he crosses to the balcony.

DAMIEN'S P.O.V. - FROM BALCONY

Looking out over the barren countryside.

DAMIEN (V.O.)

... humiliated, beaten, exposed for what they really are..:

Damien's P.O.V. dissolves into a grainy b&w silent movie-style fantasy of Hoyt and other councilmen dressed like sheep wandering through the fields toward a slaughterhouse.

The images flicker and jump like an old MACK SENNETT comedy. Classic silent movie MUSIC plays over these scenes.

DAMIEN (V.O.)

...scared little sheep standing in line at the slaughterhouse. O'how they frolic and play...

EXT. DESOLATE FIELD

LITTLE BO PEEP enters and calls to her sheep as they wander toward an evil machine pumping smoke. Frantically working the controls above is Damien, dressed as the BIG BAD WOLF.

DAMIEN (V.O.)

...never aware that the Big Bad Wolf is
controlling their every little move...

Bo Peep screams at the sight of her sheep walking into the slaughter machine. The Wolf laughs uncontrollably as the sheep blood squirts out of the machine, splashing on Bo Peep.

DAMIEN (V.O.)

O' the poor little sheep. Bye-bye,
little sheep... bye-bye.

Covered in blood, Bo Peep strips off her clothes and reveals herself to have a tail and horns. The Wolf and Bo Peep embrace and a silhouette of a heart forms around them.

BACK TO DAMIEN

Grinning on the balcony.

DAMIEN

Come to daddy.

He knocks back the last of his drink.

CUT TO:

EXT. HOTEL ROOF - NIGHT

Flashing neon illuminates the enveloping fog. Basil and Fats are creeping across the roof to a skylight. Fats refers to Fango's diagram.

FATS

Alright, this is it.

BASIL

You sure we can trust that chicken
scratch? I ain't in any mood to go
waltzing into a Hellbilly ambush.

FATS

Christ, I told you, me and Fango go way
back... before your disrespecting ass was
born.

BASIL

Uh-huh.

FATS

He's a Black Rider, kid. A mate. He ain't gonna slit me up. If he says that degenerate lot are down there, then they're bloody well down there.

BASIL

Okay, fine. But if we get our asses massacred, I'm gonna be standing at those pearly gates just to say I told ya so.

Fats just looks at him, thoroughly annoyed.

FATS

Can we just do this?

They stoop down and open up the skylight.

INT. HOTEL - STAIRWELL - NIGHT

Moonlight and neon flood the dark stairwell as the skylight creaks open. Basil climbs down the ladder, a sawed-off shotgun in each hand. He steps down and waits for Fats. The stairwell is littered with empty bottles and other garbage.

Basil **looks** up at Fats, struggling to get through the skylight. He smirks, speaks in whispers.

BASIL

C'mon big boy, what's the hold-up?

FATS

They didn't exactly take into account my extra-large bone structure when they built this bloody thing.

BASIL

("yeah, right")

Bone structure...

FATS

What'd you say?

Fats steps down off the ladder and draws his weapons.

BASIL

Nothing, let's go.

They make their way down the crumbling stairs to the fire door that leads to the fourth floor.

FATS

Fango said the bloke's always got at least two or three gorillas with him.

BASIL

Minus the two I snagged in the bar, that leaves two, maybe three unaccounted for.

Basil opens the door a crack and peeks through.

BASIL'S P.O.V. - DOWN THE HALL

He sees one of Helvis's men standing guard in front of room 402. Muted sounds of music pulse from within.

BASIL

Sounds like he's having a little hootenanny in there.

FATS

What do ya see?

BASIL

(still looking)

There's one stationed at the door... that's all I can see.

FATS

Brilliant. Let's scratch that berk and go in --bang, bang, bang-- like Godzilla over Tokyo. They're brown bread, mate.

BASIL

"Brown bread?"

FATS

Dead.

Basil picks up an empty whiskey bottle and hands it to Fats.

FATS

What's this for?

BASIL

(smiles)

Fats, old boy...

FATS

Don't give me that look.

BASIL

...I've got a plan.

FATS

Leave off, not that Sinatra bollocks again.

BASIL

Ring-a-ding-swing, Jack.

FATS

(grumbling)

Ah, it's bloody humiliating.

INT. HELVIS'S ROOM - SAME

Helvis and his MEN are partying the night away. Psychedelic lights pulsate to the groove of the blaring music. Four freaked-out girls, known as the BONE DADDY GIRLS, dance on tables to the wolf-whistles of Helvis and his drunken boys.

BODYGUARD #1

(yelling across the room)

Hey, big "H," you sure know how to party!

Aaaaooooohhh!!!

(to a girl)

Go, baby, go!

Helvis responds silently, with the two-fingered ELVIS salute.

INT. HALLWAY

Helvis's guard stands watch, shotgun across folded arms. He turns with a start as the fire exit door bursts open. Fats comes stumbling out drunkenly, bottle in one hand, keys in the other. He's slurring/singing "The Lady is a Tramp."

FATS

"She won't dish the dirt with the rest of those broads... that's why this chick is a tramp..."

Fats does a little dance and drops the bottle. Helvis's guard watches, chuckles to himself. Drunk old fool.

Fats weaves from room to room, trying to fit his keys in each door as he closes in on 402.

FATS (CONT'D)

"She loves the free fine knocked-out koo-koo groovy wind in her hair..."

(muttering)

305... 305... where are ya?

EXT. HOTEL ROOF - NIGHT

Basil silently moves across the roof of the hotel, stopping at the edge and looking down. We HEAR the sounds of Helvis's party coming through the roof, vibrating under Basil's feet.

The crow lands on the ledge outside room 402. Through its eyes (CROW-VISION), we see the party raging inside.

INT. HOTEL HALLWAY - SAME

Fats is now stumbling within twenty feet of the guard.

FATS

"She loathes California, it's cold and it's damp... that's why the lady, that is why the lady..."

EXT. HOTEL ROOM - NIGHT

Basil climbs over the edge of the roof, onto the ledge of the building.

INT. HOTEL HALLWAY - SAME

Fats is almost nose to nose with the guard, who has to put his arms up to keep Fats from falling on top of him.

FATS

Come on, brother, sing it... "That's why the lady is..."

GUARD

(pushing him off)

Get outta here, ya fat fuck. You're on the wrong **floor**.

FATS

(sustaining the note)

... "aaaaa"...

GUARD

I said move it!

FATS

"Traaaaaammaunmmp!"

Fats falls into the guard again, sticking him in the gut with a knife. The guard makes a gurgling sound, then falls dead into Fats's arms. Fats drops him off to the side.

EXT. HOTEL LEDGE - NIGHT

Basil, guns drawn, waits on the ledge, just outside the window. He can see everything happening in the room from a mirror's reflection on one wall.

INT. HOTEL HALLWAY - SAME

Fats unscrolls the Helvis wanted poster. Flattens it out and slides it under the door, then KNOCKS. Hard.

INT. HELVIS'S ROOM - SAME

One of Helvis's men picks up the wanted poster.

BODYGUARD #1
Hey, boss! Look at this!

He hands it to Helvis. The words, "DIE, FUCKER, DIE" scrawled across it. Off of Helvis's reaction--

CUT TO:

INT. HOTEL HALLWAY - SAME

Fats waits against the side of the wall as a hurricane of bullets rip through the door and into wall opposite.

EXT. HOTEL LEDGE - NIGHT

Hearing his cue, Basil bursts through the window and into--
ROOM 402

--where he immediately takes out two bodyguards with quick BLASTS from each shotgun.

ANGLE - FRONT DOOR

As the shooters turn to see Basil by the window, Fats crashes through what's left of the front door and tackles and unsuspecting guard.

Helvis turns and fires at Fats, who uses the guard as a human shield. The guard is killed. Fats fires back at Helvis, who dives behind an overturned table.

The last remaining bodyguard fires at Basil, who takes a flying leap, firing back as he does and nailing the guard in the chest and splattering him against the wall. Basil then bounces off the bed, flips in mid-air and lands on his feet.

Suddenly, all four Bone Daddy Girls, SPOOK, MING, TURA and ZIRA, pull swords that ignite into blue flames. The girls split off, Spook and Ming on Fats; Tura and Zira on Basil.

Fats fires at the attacking girls, but his bullets can't penetrate the strokes of the flaming swords. Fats drops his guns and draws his own sword and the girls lunge at him.

MING

Ain't no Black Rider gonna bust in here
and rip us up!

Fats blocks their swords with his, all three connecting with a flash of electricity. Fats shoves the girls backwards.

Meanwhile, Basil fences off Tura and Zira's lightning fast swings. He knocks Tura's sword out of her grasp, flipping it up into the ceiling, which ignites instantly.

Fats is backed against a wall, savagely trading blow for blow with his opponents. The room is now ablaze with fallout from the flaming swords. Spook dives and swings, Fats ducks and her sword lodges in the wall. Fats seizes his chance and drives his sword through her gut.

Spook grabs hold of his sword and stumbles back. Fats grabs her flaming sword from the wall and continues fighting.

Zira swings at Basil, who jumps back and plunges his sword into her heart. She falls forward onto him. He kicks her back, pulling his bloody sword back out as he does.

TURA

Noooooo!!!

Tura leaps onto Basil, knocking him halfway out the window. He struggles while Tura clings, trying to slash his throat.

Helvis seizes the opportunity to flee, escaping through another window and up the fire escape to the roof.

Basil sees Helvis getting away and flips Tura backwards out the window. She falls screaming to her death.

The room is now completely filled with fire and smoke. Part of the roof gives way, crashing down on Fats and Ming.

BASIL

Fats!

Fats emerges from the flaming debris, but Ming has been crushed.

FATS

Over here!

BASIL (CONT'D)

He's running... the roof! Take the stairs!

Fats runs out the door. Basil accesses the fire escape.

CUT TO:

EXT. HOTEL ROOF - NIGHT

CLOSE ON - THE BLACK CROW

Perched on a crooked TV antenna. Turning its head as Fats emerges from the stairwell, walking past it.

Basil comes up the fire escape at the other end of the roof. Helvis is nowhere to be seen, but other stairwell entries and skylights provide potential hiding places.

They keep quiet, guns drawn as they search for him.

The Crow turns its head.

Basil freezes as--

BASIL'S P.O.V. - CROW-VISION

He sees Helvis sneaking up behind Fats, from behind the stairwell entry, gun in hand.

Basil spins and fires directly at Fats, who drops like a sack of potatoes, almost going through the roof. The bullet just misses the top of his head.

FATS

Are you out of your bloody--

Then Helvis falls on top of him, dead from a bullet in the head. Fats is startled shitless.

BASIL

Ladies and gentlemen... Helvis has left the building.

Fats shoves the dead Helvis off of him.

FATS

You lunatic, you bloody near nik'd me!

Basil sarcastically blows the smoke from his gun, spins it and slides it back into his holster. Speaks in a fake western accent.

BASIL

You got to 'scuze me, pardner, but I was willing to take that chance.

FATS

(**laughing, but still** shaken)

Shit.

BASIL

If you're done thanking me for saving your life -- again -- maybe we can go collecting our money.

FATS

Sod that, ya fucking maniac.

CUT TO:

INT. DAMIEN'S CHAMBERS - NIGHT

Damien is sprawled out on the bed, being fed and pampered by Cleopatra and several other BRIDES from his HAREM.

There is an urgent POUNDING at the door.

DAMIEN

Answer that.

Cleopatra answers the door. Gretchen walks in. She is now 95 years old. She drops to her knees, cowering before him.

GRETCHEN

Master Damien... I'm afraid I have some disturbing news.

DAMIEN

What? What is it?

GRETCHEN

I have... he um... the...

DAMIEN

For God's sake, woman, out with it! I don't have all day to waste listening to your stuttering corpse.

GRETCHEN

"He" has returned.

Off Damien's burning face--

CUT TO:

EXT. CASTLE BLACK - NIGHT

The silhouette of the crow flies across the full moon. TILT DOWN to find Damien kneeling before an alien-looking altar within the gardens of Castle Black. Strange forms twist together to form the biomechanical structure. It seems to breathe and move, as though alive.

Slithering tentacles reach out from the walls and attach themselves to Damien's arms, face and neck. His eyes roll over yellow as the altar transforms into the bizarre humanoid form of KASIMORDON.

(*note-- whenever Damien converses with Kasimordon, throughout the script, he speaks in Kasimordon's ALIEN LANGUAGE and SUB-TITLES will be used.)

Damien speaks in a strange alien tongue. SUB-TITLES appear.

DAMIEN

Master, the circle has discovered a demon
in our midst. A ghost from long ago.

KASIMORDON

Yes, he is the seeker of vengeance.

DAMIEN

How has he returned?

KASIMORDON

Your attempt to trick fate only made him
more powerful. In flame and blood your
pact was sealed. You are his destiny.
And he is yours.

DAMIEN

How do I destroy him? How does one kill
an angel of death?

KASIMORDON

The Boshi will contain his spirit and
deliver him to me. I will feast upon his
undead soul. The rest will follow.

DAMIEN
It shall be done.

CUT TO:

INT. BODY COLLECTOR'S OFFICE - NIGHT

CLOSE ON the lifeless face of Helvis, eyes open, frozen in a death grin. A hand reaches in and sticks a finger into the bullet hole in his forehead.

BODY COLLECTOR
(O.S.)
Hallelujah! Right between the peepers,
execution-style. You gotta love that.

We PULL BACK to reveal the bodies of Helvis's MEN and the four BONE DADDY GIRLS, propped against a wall of severed heads encased in glass.

The BODY COLLECTOR, a feeble old man in a wheelchair, checks the identity of each body against the wanted poster pictures.

Basil and Fats stand nearby. Basil's eyes roam a wall packed with wanted posters.

ZEEK, the Body Collector's huge, well-armed brute of a son/assistant, keeps an eye on them.

BODY COLLECTOR
All dead and accounted for. Jumping
Jesus, you must be two brave psycho fucks
to snag this lot. And these broads, too.
Christ, I ain't even got the call sheet
on them yet.

FATS
Well, those little shaggers were an
unexpected bonus we didn't exactly
bargain for.

BODY COLLECTOR
Zeek, get up off your lazy hole and get
some bags, before these stiffs start
stinking up the joint.

Zeek goes into a back room.

BODY COLLECTOR
(re: a bone daddy girl)
Hubba-hubba, I could probably still have
some fun with this one, before she gets
all rigor-mortised on my ass...

(MORE)

BODY COLLECTOR (cont'd)

(looks up, smiles)

Just kidding. I never mix business with pleasure. Well, **looks** like I **owe** you boys some money.

Fats steps up to collect.

FATS

Sixty grand to be exact... and say another twenty for the birds.

BODY COLLECTOR

Eighty, hmmm... fair enough.

He turns, slides open a metal gate. Rolls his chair inside and closes the gate behind him.

FATS

Who put up for this, if you don't mind my askin'?

BODY COLLECTOR

Damned if I know. I get all this black market shit third-hand. He made a lot of enemies in his day, though, I'll tell you that.

(he opens a safe)

Back in the old days, I'da done it myself. But, ever since I took that blast in the back... Well anyway, these days, Christ, it's like an old world horror show out there with all the screaming mutos and deaders. It's turned into a joke.

Zeek returns, starts stuffing the bodies into black bags.

Fats turns to Basil, still scanning the wanted posters

FATS

Anything good?

BASIL

Nah. Buncha junk monkey shit. Nothing worth the sweat.

The old man returns with four sacks of gold coins.

BODY COLLECTOR

Here ya go, killer. Eighty thousand smackers. You know what they say...

(as he hands the sacks over)

...money can't buy happiness, but it sure makes the misery fun to live with.

FATS

You keep setting `em up and we'll keep knocking `em down.

Fats hands two bags to Basil and they head out. Zeek pushes the Body Collector's chair up to the door to see them off.

BODY COLLECTOR

Say, either a you interested in any pit fighting? I got a buddy's got the inside track on some action out in Deadwood. Crazies like you could make a killing over there.

Basil and Fats exchange evil grins, then exit. The Body Collector watches them go, then shuts the door.

Then --BLAM!-- a gunshot rings out and Zeek topples over onto the Body Collector, a hole in the back of his head.

The Body Collector is stunned. Shoves Zeek off of him and spins around to face a MAN stepping out of the shadows of the back room.

BODY COLLECTOR

What the--? I did exactly like you said!

The man steps into the light. It's Scagg.

CAPT. SCAGG

Yes, and I appreciate it.

He shoots the Body Collector in the head. The impact knocks him and his wheelchair over onto its back.

CAPT. SCAGG

Fucking cripple.

CUT TO:

EXT. DEADWOOD BACKROADS - NIGHT

Basil and Fats ride their horses out of Hellgate, its lights fading in the distance behind them.

FATS

So Red Riding Hood's walking through the forest on her way to grandma's house, when the bleeding wolf jumps out and says, "A ha, little girl! I'm going to eat you!" And bloody little Red Hood says, "Eat, eat, eat! Doesn't anyone bloody well fuck anymore?"

Basil and Fats burst into laughter. Fats takes a long pull off a whiskey bottle.

FATS (CONT'D)

Shit, we lucked it this time, brother.

BASIL

I'd say you'd better stay sharp anyway, pops. You're getting cocky in your golden years.

FATS

Out here in the sticks, shit, these punters ain't nothing but rednecks and bleeding swamp-ass knuckle draggers.

BASIL

Give me some of that.

Fats throws Basil the bottle.

BASIL (CONT'D)

These fringe joints ain't always the walk in the park, dog and pony show you make 'em out to be.

Basil gulps down the rest of the bottle.

FATS

Hey!

BASIL

Just protecting you... from yourself.

He chucks the empty bottle back at Fats.

FATS

I can bloody well handle myself without any help from you!

He throws it to the ground. It shatters.

P.O.V. - FROM OFF THE ROAD

Someone is watching them from high in the trees. Their voices can still be heard, though muted in the distance.

FATS (V.O.)

What the hell are you worried about? We'll go in, turn out some poor mutos lights, take our chump change and go. It's so sweet, it's bleeding diabolical.

BACK TO SCENE - ON BASIL AND FATS

BASIL

It's not the pit that's got me bugged.
Something real twisted's going on in
these parts. I can feel it creeping up
my spine.

FATS

Sod, Baz, I think you're getting
downright paranoid in your old age. You
know what else I think?

BASIL

(he's heard it before)
I don't want to hear it...

FATS

(continuing anyway)
You've gotta learn to relax. Take me,
for example. My best mate almost blows
me friggin' head off, but am I dwelling
on it? Negative. Move on. Next.

BASIL

That's a wonderful philosophy, O'great
one, but it ain't that simple.

FATS

Everything's that simple.

BASIL

Yeah, well... not this time.

Fats picks up on the seriousness of his tone.

FATS

What? What is it?

BASIL

I can't explain it... suddenly I feel
like some unseen force from the past is
pulling at me. Like some industrial
strength deja vu or some shit... I don't
know...

(Off Fats' look)

Forget it. Hell, forget I said anything.

FATS

Maybe you should lay off the rot gut and
leave the drinking to us professionals.

He pulls out another bottle. Winks as he takes a swig.
Basil just smiles, shakes his head as they ride on.

EXT. OFF THE ROAD - SAME

The person in the trees watches them ride around the bend,
out of view. He is an OLD SCRAGGLY MAN clad in a dirty black
suit and top hat, propped in the crotch of a gnarly old
wildwood tree.

This is DR. HIVES and we'll learn more about him soon enough.

CUT TO:

EXT. DR. MACABRO'S FREAK-O-RAMA - NIGHT

An ancient dilapidated stadium set up like a something akin
to a bigtop tent. Old sideshow posters adorn the crumbling
facade, advertising past and future events.

But tonight features the big event: "Dr. Macabro's Freak-0-
Rama -- Home of the BEAST WAR PIT FIGHTS!"

Basil and Fats ride up and dismount. Tie off their horses
and head inside. Fats flips a coin to the DOORMAN.

After a moment, Dr. Hives follows. On the way in he bumps
into Captain Scagg, who shoves him backwards. Hives lands on
his ass. Scagg is flanked by Lt. Zerbe and a huge GUARD.

CAPT. SCAGG

Watch where you're walking, old man.

Scagg enters the stadium as Hives glares after him.

INT. DR. MACABRO'S FREAK-O-RAMA - SAME

It's a dangerous mixture of a circus sideshow and Roman
colosseum. Drunken PATRONS come for a bloody show, and they
always get one.

CHALLENGERS from all over come here to do battle against Dr.
Macabro's army of genetic mutations in the savage sport of
PIT FIGHTING.

The atmosphere in the cramped arena is alive with excitement.
From the ear-splitting volume of the distorted disco music to
the blood-splattering action in the pit.

DR. MACABRO is lowered from the ceiling to stop just above
the pit. He is a strange sight -- part man, part machine.
His eyes scan the crowd from within a mangle of rusted metal,
tubes and wires. His electronic amplified voice BLASTS
through the arena.

DR. MACABRO

Enter my world! A world of biological blasphemy! A world of freaks, geeks and godless wonders! I give you the muzzle-jaw, the loathsome, grasping the grab with crooked hands...

ANGLE ON - BASIL AND FATS

--pushing their way through the rowdy ringside crowd surrounding the pit.

FATS

What number they give ya?

BASIL

Thirteen.

FATS

Bloody unlucky thirteen. La suerte del diablo, I don't like that kak one bit.

BASIL

(grins)

Whatever.

FATS

Oh, now who's getting cocky?

BASIL

Let's hit the bar and scope out the competition.

As they head off, we see Capt. Scagg and his two men move into the stands several rows behind them.

Elsewhere in the bleachers, Dr. Hives also takes a seat.

BACK TO THE PIT

DR. MACABRO

The powdery fine ash of bone on bone. The crawlers and the killers ready to test their skills. Out of the madness they come, drawn to the arena... for the wreckers and chasers I whisper the shrill..

(evil whisper)

Freak-O-Rams.

THE PIT - FIGHT MONTAGE

Two HUGE BRUTES, one human, the other a half-ape, half-man mutant, hammer away on each other. The human brute swings his battle hammer and knocks the ape-man out cold.

ANGLE - THE SCOREBOARD

--changes to TWELVE.

BACK TO THE PIT

FOUR TINY ZOMBIE-LIKE CREATURES circle their GIANT HUNCHBACK OPPONENT. The tiny monsters grin, exposing jagged metal teeth. All at once they leap onto the Giant, digging fast into his flesh.

The Giant tries to throw them off, but their teeth find major arteries. Blood squirts out like a firehose as he stumbles to his knees, then falls flat on his face. Dead.

THE SCOREBOARD

--changes to number THIRTEEN.

INT. HOLDING CELL LEADING TO PIT

Basil and Fats stand behind a massive iron gate. Fats is rubbing down Basil's shoulders, like a prize-fighter before the bell rings.

FATS

Cut this tosser to the quick and he won't know what hit him. But keep a look-out for them acid spitters, kid, they'll burn your bloody peepers out your head.

Basil chomps down on his cigar, puffing the last of it before going in. Cool as a cucumber.

ANGLE - IN THE PIT

Dr. Macabro announces the next battle.

DR. MACABRO

Ink-black and glassy-eyed, the world holds ugly things... involuntary shutters, unhinge my faculties and begin the plunge... thirteen.

As he is whisked back up to the rafters, the gates open.

Enter the BOSHI, a seven foot-tall twisted mass of pasty white flesh. Hideously deformed, muscular arms sprout from his hunched back, as do his thick, powerful legs. He has nothing resembling a head, only a set of red fleshy jaws capping a protruding lump of flesh. His body is heavily stitched and bandaged. He appears to be weaponless.

Basil emerges at the other end of the pit. Finishing his cigar and dashing it to the ground. Rubbing his hands together in anticipation. He moves in to square off.

The SIREN RINGS. Basil draws his sword and comes out swinging. Boshi counters by firing squirming tentacles from his arms, which wrap around Basil. Tiny heads at the ends of them bite into his flesh and suck his blood as they pull him toward the gaping red jaws of the Boshi.

CUT TO:

EXT. CASTLE BLACK - NIGHT

To establish.

INT. WITCHES LAIR - SAME

The fight looks like it's being watched on a TV screen. We PULL BACK to REVEAL Gretchen and a small bevy of WITCHES sitting around this screen in a semi-circle. Each of them is attached to a Medusa-like electrical device that powers it.

Damien sits in an elaborate chair, watching the spectacle.

DAMIEN

That's him! You've got it! Concentrate,
now! Don't lose it!

The Witches chant and moan, desperately trying to hold onto the image. On screen, Basil chops at the Boshi's tentacles.

CUT TO:

INT. FREAK-O-RAMA - FIGHTING PIT - SAME

The Boshi's huge jaws snap at Basil, trying to deliver the death strike. Basil plunges his sword deep into the monster. The Boshi's gaping wound where Basil skewered him widens and swallows Basil's arm, his skin sizzling from the acid.

Basil manages to jerk his arm free. He slashes his sword at the monster again, but the quivering mass of flesh envelops him and pulls him even closer.

ANGLE ON - FATS

--watching this, staring in amazement at the surreal scene unfolding before him. The crowd is going wild. He is starting to worry.

CUT TO:

INT. WITCHES LAIR - SAME

The flickering image of the fight onscreen dances across Damien's cackling face.

DAMIEN

Look at him, the fool! Walking right into our little trap, so painfully unaware...

(yelling at the screen)

Die like the unholy maggot you are! You are nothing, you hear me? Nothing!!

Onscreen, the mouth of the Boshi expands and begins to swallow the struggling Basil whole.

DAMIEN (V.O.)

Food of the Gods, heh, heh. Digest well, little maggot, digest well.

CUT TO:

INT. FREAK-O-RAMA - FIGHTING PIT - SAME

Basil is almost completely engulfed by the Boshi now. Its size has doubled.

ANGLE ON - CAPTAIN SCAGG

--grinning. He gets up to leave.

ANGLE ON - DR. HIVES

--shaking his head.

ANGLE ON - FATS

--desperately trying to find a way down into the pit to help his friend. But SECURITY GUARDS in riot-type gear stop him.

FATS

Baz! No!

BACK TO THE PIT

Basil is now completely inside the Boshi's body. The crowd goes wild. Dr. Macabro starts his descent to declare the Boshi the winner.

INT. BOSHI'S BODY

Basil is trapped against the glowing, undulating walls of flesh. The dripping acid walls burn his skin, melting his skin like wax.

Then the walls of flesh expand into a long tunnel. At the end is a swirling vortex of light. Basil stumbles toward it.

But with each step he is hit by a CHARGE OF ELECTRICITY from the walls of flesh. Each JOLT triggers a FLASHBACK.

ZAP-- he sees himself as a little boy standing with his mother at his father's funeral.

ZAP-- he sees the devil-masked killer shooting his mother.

ZAP-- he sees himself falling dead.

ZAP-- he sees himself as a little boy emerging from the grave.

BACK TO BASIL - IN THE BOSHI

Struggling, screaming, scratching and clawing his way to the light. Tears stream from his eyes and down his face as the horrific revelations continue.

Z-Z-Z-ZZZAAP!-- a new flood of IMAGERY bombards him now.

Chaotic scenes of people being burnt, hanged and beheaded.

Screaming tortured faces of the victims.

Standing high above the smoke and fire is the devil-masked killer from Basil's childhood memory. The killer removes the mask to reveal a real devil.

He starts to laugh maniacally. PULL BACK to see him now standing in Basil's apartment, holding a gun directly at the CAMERA.

As he FIRES the gun--

BACK TO BASIL - IN THE BOSHI

Basil drops to his knees as he strives to reach the light, but it seems impossibly far away. Then, as he lies there, the shape of an ANGEL appears within the light and transforms into a luminous CROW.

With a determined SCREAM, Basil struggles to his feet. The crow flies toward him. He reaches for it and takes hold. There is a tremendous burst of light as Basil and the crow become one. The inner fleshy walls of the Boshi collapse in on him as we--

CUT TO:

INT. WITCHES LAIR - SAME

Damien watches the Boshi belch on the screen. Basil is gone. Dr. Macabro is announcing victory for the Boshi.

Damien smiles victoriously, getting up to leave.

DAMIEN

So much for the return of the new
Messiah. I killed him once, I killed him
twi--

GRETCHEN

Damien!!

Damien turns. The Boshi is convulsing violently onscreen.

INT. FREAK-O-RAMA - FIGHTING PIT - SAME

Basil explodes out of the monster's body like a phoenix rising from the ashes. Basil lets out a terrible ROAR as he shoots into the air. The crowd freaks.

ANGLE ON - CAPTAIN SCAGG

He can't believe his eyes. His face blanches. He and his men exit quickly.

ANGLE ON - FATS

He can't believe it either. After his initial beat of shock, he WHOOPS for joy.

ANGLE ON - DR. HIVES

--nodding his head quietly. This victory has just confirmed something very important to him.

CUT TO:

EXT. SKY - NIGHT

The full moon shimmers, half-obscurd by black clouds.

P.O.V. - OF THE CROW

--as we fly over barren countryside, we descend toward a solitary building on a desolate patch of land -- a small country inn.

BASIL (V.O.)

I remember standing in the cemetery,
looking down over my daddy's coffin.
Hell, it was raining so hard, the water
was filling his grave.

PUSH IN CLOSER... to the sign swinging on creaky chains out front. It reads, "THE NOSFERATU INN" -- a crude painted vampire with bat wings framing the letters.

BASIL (V.O.)

My mama pointed up at the sky to a big
black crow circling over us. I could
barely see it, the water was stinging my
eyes **SO** bad. She said it was here to
take daddy's soul to heaven.

The crow lands atop the sign, head jerking toward the *inn*.

CUT TO:

INT. NOSFERATU INN - NIGHT

The decor is a tribute to everything related to vampires, from Bela Lugosi murals to coffin-shaped furniture.

Basil and Fats are seated in a dark corner of the crowded *inn*, eating off of a miniature casket-shaped table. The top is made of glass so one can see the tiny corpse inside.

The two have just finished a huge meal. The table is full of empty glasses, plates and bowls. Basil torches a cigar, in the middle of telling Fats the story we've been hearing...

BASIL (CONT'D)

... she said he'd wait for us to join him
up there. Well, I know my mama made it,
but I never did.

Fats just looks at him. Takes a long pull off a bottle of brew. He's having trouble with all of this.

FATS

You really think those flashes were the real deal now, Baz? Not just your head goin' loopy? I mean, being swallowed by a fucking muto's gotta screw with your mind in a big way.

BASIL

Shit, you think I don't know how insane this sounds?

(beat)

But my past... all those years before you found me meant nothing, a blank slate. Now I remember. All the pieces of the jigsaw are sliding into place. I remember it all.

FATS

(still not buying it)

You know they say some fucked-up shit goes down when you almost die like that. Brain starts playing tricks on ya ... see all sorts of things, heaven, hell... everything in between.

BASIL

No, I'm telling you, I'm already... I died, Fats... twenty-seven years ago.

(takes a drag of his cigar)

I'm still dead.

FATS

Now you do sound bloody certifiable, mate. You're sitting here talking to me, you ain't pushing up daisies.

BASIL

Look, I know I ain't some slab jockey wandering the boneyards. I'm something else... something more.

Very abruptly, Basil draws his knife and stabs it through his own hand, nailing it to the table. Fats jumps back in shock.

FATS

Jesus! What the--!

Basil stares at him calmly, feeling no pain. He pulls the knife out and holds up his gashed hand.

It heals itself. Within moments, the wound is gone.

BASIL

I got no wounds from the acid burns,
either.

Fats can only stare. He blinks once. Twice. Slumps back
into his seat.

FATS

Jesus, Mary and Joseph, I need a bloody
pint and a half.

As if in answer, a pretty BARMAID comes by with more drinks.
Fats smiles at her.

FATS

Thanks, lass.

Fats takes a long swig. Basil just stares at his hand
curiously, burning it with his cigar and watching it heal,
over and over.

FATS (CONT'D)

I knew you were an odd little bugger when
I found ya... wandering the graves in
your sunday best without a clue who ya
were or where ya came from. But I never
pegged you for a bleedin' corpse, that's
for sure.

(re: Basil's burning himself)

Willya knock that repulsive shit off,
before I chuck me fraggin' guts.

BASIL

Sorry.

The crow lands in the window next to Fats, staring in at
Basil. Fats watches Basil staring back. Sensing their
unique connection.

FATS

You think your mum was right? That the
crow takes the dead up to heaven?

BASIL

I got no reason to doubt it.

FATS

Who did you see? Who's the bloke that
nik'd ya?

BASIL

I don't know, I couldn't see his face,
but I'll never forget that voice.

(pained beat, remembering)

I can feel he's out there, somewhere.
That crow brought me back to avenge our
deaths and there's nothing in this world
or any other that's gonna stop me.

Fats raises his glass.

FATS

Alright, then. I'm with ya every step of
the way, brother. Whatever it takes.

BASIL

Thanks, brother. Cheers.

FATS

Cheers.

They toast and drink as we PAN OVER to the man sitting in the
booth directly behind them.

It's Dr. Hives.

CUT TO:

EXT. CASTLE BLACK - GARDENS - NIGHT

Damien has reconnected himself with Kasimordon.

(*again, they speak in an alien tongue and their dialogue is
SUB-TITLED)

DAMIEN

The Boshi has failed.

KASIMORDON

Yes.

DAMIEN

The enemy is free.

KASIMORDON

Yes, he has now become one with the
netherworld of the dead. He now taunts
death as the monkey taunts the lion.

DAMIEN

Will his powers grow stronger?

KASIMORDON

They already have. You cannot defeat him now. He walks on sacred ground.

DAMIEN

Then how..?

KASIMORDON

You must lure him within these castle walls. If you bring the one called "Fats" to me, the rest will follow.

CUT TO:

EXT. GRAVEYARD - DREAM SEQUENCE - NIGHT

YOUNG BASIL (as he was at his death) wanders in the rain. He is cold and dirty, still wearing the suit he was buried in.

Then a CROW lands on a tombstone, calling out to him. He stumbles toward it, but the bird takes flight.

FOLLOW the crow, darting like a bullet straight up into the rainy night sky. It hits its apex, encircled by a FULL MOON. The clouds part, the stars emerge. The crow descends back to--

THE GRAVEYARD

--where it swoops down to land on the shoulder of the adult Basil. He is sitting atop a tall monument, perched high above the rest of the cemetery, deep in thought. The distant lights of the Nosferatu Inn are visible in the valley below.

This is a different graveyard than the one young Basil was wandering through. This one is decrepit, crumbling, backdropped by the ruins of an old, fire-ravaged town.

Basil hops off the tall monument, landing with the grace of a cat. The crow takes flight, heading back toward the valley.

Basil watches it go.

CUT TO:

EXT. NOSFERATU INN - NIGHT

Captain Scagg and a DOZEN MASKED GUARDS from Damien's castle ride up on horses.

INT. NOSFERATU INN - NIGHT

Fats sits at the same table in the back, devouring yet another main course. The pretty BARMAID delivers a steaming plate of hamhocks.

FATS

Christ, I musta died and gone to heaven. Delicious, steamin' chops served up by a bleedin' angel.

BARMAID

(flirtatious)

You're sweet. So tell me big boy, you a lover or a fighter?

FATS

I'm a whole lotta both, honey... a whole lotta both.

She giggles, getting an impish gleam in her eye. She takes out her room key and leaves it on the table.

BARMAID

I'm a pretty good fighter myself. What say you come upstairs later and give me some love lessons?

She winks and walks away. Fats can hardly believe it. He goes double-time on the hamhocks, hardly bothering to chew the food as he gulps it down.

He stops when Scagg and the Guards burst in. They don't see Fats among the dense crowd, but he sees them. They start shoving PATRONS around, asking questions.

FATS

(sotto)

Witchfinder's boys...

He discretely pulls his hood over his head, eyeballing the back stairway. As a tussle breaks out with the INN KEEPER, Fats makes his move.

CAPT. SCAGG

Bring me the bar skank.

But he stops at the stairs upon hearing a scream. He turns back to see the brave Patron dead on the floor, a sword in his back. And now two Guards are holding the pretty BARMAID for Captain Scagg to torment.

FATS (CONT'D)

(sotto)

Aw, Christ...

ANGLE ON - SCAGG AND THE BARMAID

--as he draws a dagger and moves in on her.

CAPT. SCAGG

I'm sure this little slut knows every willing soul that passes through these parts. We are looking for a heretic known as Fats. He is wanted for the murder of eleven Witchfinder officers. Speak quick, I don't have time to search every rat crack and cranny of this foul pissing ground, **SO** I'll give you three seconds to tell me where he is... or die.

He puts the blade to her throat.

CAPT. SCAGG

(CONT'D)

One... two...

FATS (O. C.)

THREE!

Scagg turns around to find Fats standing sword drawn on the stairs.

CAPT. SCAGG

Gentlemen, arrest that man!

The guards move in. Fats lets out a war cry and whirls his sword like a dervish as we--

CUT TO:

EXT. GRAVEYARD - NIGHT

P.O.V. moving through the crumbling tombstones, following Basil. We HEAR the strangers' soft, nervous breathing -- his delicate footsteps. We MOVE behind an eroded statue of a praying angel, losing sight of Basil for only an instant.

But when we clear the obstacle, Basil is nowhere in sight.

Dr. Hives peers out from behind the statue, bewildered. There is nowhere Basil could have hidden so quickly.

CLICK-- a gun is cocked just out of frame. Hives freezes.
PAN OVER to REVEAL Basil, holding a gun to his head.

BASIL

You're it.

DR. HIVES

(raising his hands)

No, no, Mr. Basil, don't shoot, don't
shoot. I come in peace, yes, no harm.
Yes.

BASIL

Famous last words, old man. Who are you?
How do you know my name?

DR. HIVES

Allow me to introduce myself. My name is
Dr. Hugo Hives.

BASIL

Seeing as that means nothing to me. Why
are you slinking around like some
graveyard slug behind my back?

DR. HIVES

I have to be certain you weren't being
followed, yes. I've come to enlist your
services in destroying Master Damien
Finch.

Basil pauses at the mention of his name. Something about it
gives him an uneasy feeling, but he isn't sure why...

BASIL

Who?

DR. HIVES

The Lord Witchfinder of Castle Black.

BASIL

Christ old man, you must be richer than
you look. That's a pricey proposition
with rewards to be reaped in heaven no
doubt. What's the bounty?

DR. HIVES

No bounty. No reward.

BASIL

(laughing)

Look, Doc, I ain't running a fuckin'
charity here and besides, whacking a
Witchfinder ain't exactly my idea of fun.

DR. HIVES

But you have the power... I've seen it,
yes. This is war, you are our only hope.

BASIL

Sorry, I've got enough problems of my own
without getting myself wrapped up in your
private little war. Adios.

Basil holsters his gun and starts walking away. Hives' face
falls. He moves in front of Basil, falling to his knees,
literally begging.

DR. HIVES

Please... help us.

Basil looks down at the old man, troubled by his sheer
desperation. It is unclear what he is thinking, but then--

CROW-VISION P.O.V.

He has a flash of Fats being overwhelmed by Scagg and the
Guards.

BACK TO BASIL

Without another word, he is off and running for his horse.
Dr. Hives gets up and goes hobbling after him.

DR. HIVES

Wait!

CUT TO:

EXT. WASTELAND - NIGHT

Basil rides at full gallop, intermittent visions of Fats'
bloody battle FLASHING through his mind.

EXT. NOSFERATU INN - NIGHT

All appears quiet. Basil arrives and jumps off his horse,
gun in hand. He runs to the door and kicks it in, freezing
in shock as the crow flutters to rest on his shoulder.

INT. NOSFERATU INN - NIGHT

It's a gruesome scene of carnage. The Patrons have been
brutally slaughtered, strung from the rafters like gutted
livestock. Some are still swinging.

Basil is transfixed by the horror. He receives quick violent
flashes of the slaughter that has transpired as he enters and
runs--

UP THE STAIRS

At the top, a corpse comes swinging out of the darkness. Basil dodges it and continues to--

THE SECOND FLOOR

--where he kicks open Fats' room to find a BLOODY CORPSE tarred and feathered and spiked to the wall. A note is nailed to its head.

Basil approaches, terrified this is Fats. But no... this man is far too thin to be Fats. Relieved, but only for the moment, Basil yanks off the note and reads it.

DAMIEN (V.O.)

Down to his knees, the fat one fell;
Black death comes swift, the screaming
did tell; True pain and suffering ring so
clear; The gnawing of teeth is all he
could hear; He cried out your name with
weak shallow breath; For I am his Lord,
the master of death; The angel of Hell
before you I stand; His lifeblood, his
soul, grows cold in my hand.

Basil drops the note and stands there a beat, trembling with rage. Then he turns and heads out with a vengeance.

EXT. NOSFERATU INN - NIGHT

Basil still holds the note as he emerges from the Inn. Dr. Hives is waiting on his horse. Basil charges up and grabs him off his horse. Throttles him on the ground.

BASIL

You set me up!

DR. HIVES

(choking)

I didn't...

BASIL

Where is he?!

DR. HIVES

I don't know where... they probably took
him to the castle.

BASIL

Why? What do they want with him?

DR. HIVES
It's you they want...
(choking)
I can't... I can't breathe.

Basil releases his grip, but keeps the gun to Hives' head.

BASIL
What do they want with me?

DR. HIVES
You are a threat.

BASIL
Why?

DR. HIVES
I don't quite know...

BASIL
What?

DR. HIVES
Let me take you to the camp. I'll try to explain, explain everything, yes.

BASIL
I hope so, for your sake. My finger's getting real sweaty and I'd hate to slip and shower your brains halfway across Deadwood.

DR. HIVES
(nods vigorously)
Understood.

CUT TO:

EXT. SKY - NIGHT

The crow flies through the clouds, over the wastelands. TILT DOWN to see Basil and Hives riding through a dark forest.

Hives is tied, led by Basil along by a rope-leash.

CUT TO:

EXT. FOREST - CLEARING - NIGHT

Basil and Dr. Hives approach a GYPSY WAGON, parked in a clearing in the woods. It's a full-on rambling roadshow -- the type of rig you'd see at a carnival. A banner draped over one side reads: "DR. HIVES' WAYFARING WAGON OF WONDERS"

Two big CLYDESDALES are reigned to a tree, munching on grass.

The barrel of a shotgun is shoved through a small opening in one of the windows.

VOICE (O.S.)
Hold it right there!

DR. HIVES
Easy there, Tarkis; it's only me and my new ah... friend, yes.

Basil steps out from the shadows, gun against Hives's head.

The shotgun is withdrawn from the window. TARKIS THORN appears in the doorway, eyeing Basil from his gun sites. Tarkis is a large man in his 40's, suspicious of everyone and everything. Haggard with tanned, leathery skin.

TARKIS THORN
So, this is him?

DR. HIVES
Yes, yes, but unfortunately we seem to be having something of a misunderstanding.

TARKIS THORN
About what?

DR. HIVES
Friend Basil here thinks we're working for Scagg.

Tarkis starts laughing. Lowers his gun.

TARKIS THORN
Scagg?! I rather be gutted and left for a buzzard's breakfast than lift a finger to help that godless slime. You have nothing to fear from us, Mr. Basil. We want you to help us kill that son-of-a-bitch.

BASIL
Why me?

TARKIS THORN
Let's just say your reputation precedes you.

Basil finally holsters his gun. Hives is relieved.

DR.HIVES

Yes, well... now that that's all clear perhaps we can get down to the problems at hand, yes.

CUT TO:

INT. CASTLE BLACK - CELL BLOCK - NIGHT

PAN ALONG a long, stone-laid corridor featuring a number of filthy, primitive holding cells.

Within the first one, we recognize COUNSELOR RIGGS, who accompanied Governor Hoyt at his wife's execution. He is barefoot, half-clothed in rags.

In each subsequent one is a suffering INNOCENT CITIZEN. Men, women and children. Malnourished, ribs showing. Hair falling out faster than their teeth. Hope long gone from their eyes.

We come to a rest on Fats, in the last cell in the row. He's bloody and battered, barely conscious, strapped to a medieval torture chair.

DAMIEN (O.S.)

How do you plead to the charges put forth against you?

ANGLE ON - A VOODOO DOLL

--of Basil standing, noose around its neck, on a miniature wooden gallows.

DAMIEN

(imitating Basil's voice)

Not guilty, o' great and powerful Lord Damien... master of all! Please, please, please spare my worthless pathetic life!

ANGLE ON - DAMIEN

--grinning maliciously as he manipulates the doll. He is sitting across from Fats in the cell, taunting him with this sick little puppet show.

DAMIEN

You insufferable swine-sucking dog! How dare you speak the Lord's name! You shall die like the bottom-feeding scum that you are!

(imitating Basil)

(MORE)

DAMIEN (cont'd)

Nooo! Please! Mommy! Mommy! Save me,
mooooooooooooo!

ANGLE ON - FATS

His eyes are nearly swollen shut, but glowering at Damien.

DAMIEN

Silly boy... don't you remember? Your
mother is dead. Just like you.

ANGLE ON - THE VOODOO DOLL

CLUNK! The gallows floor falls out and the doll is hanged.

Damien cuts loose the doll and holds it swinging from the
rope inches before Fats' face.

DAMIEN

Good show, eh? If only it were that
simple.

Fats musters up what strength he has and spits in Damien's
face. Damien freezes for a moment, on the brink of losing
his temper... but then, instead, he tastes a bit of it with
the tip of his tongue, smiles.

DAMIEN

The taste of the condemned... delicious.

(beat)

I need nothing from you but your barely-
beating heart to lure that snivelling
wretch right where I want him. When you
die, you will die knowing that I have
tortured your little friend with horrors
beyond horrors. If you could only see
the morbid vividness of mutilation and
degradation that this half-human parasite
will soon endure... only then would you
truly understand how easy you have it.

FATS

(weakly)

Play with your fucking dollies all you
bloody well need, mate...

DAMIEN

O'please spare me your knight in shining
armor melodrama.

FATS
(managing a grin)
Soon enough your ugly ass gonna taste the
fucking blade, you got no idea...

DAMIEN
I'm sorry to disappoint you, my corpulent
friend, but you've got it backwards in
your fragile little skull. It is he who
has no idea.

Damien grins with a knowing confidence that gives Fats new
doubts. He wraps his pointy-nailed fingers around the Basil
doll and crushes it in his fist. The doll bleeds.

CUT TO:

INT. DR. HIVES' WONDER WAGON - NIGHT

Hives and Tarkis suit up for battle. Strapping knives to
their arms, pistols to their legs, swords to their hips.

Basil is set to go, impatiently puffing on a cigar. He looks
around the wagon, which is cluttered floor to ceiling with
sideshow props and bizarre souvenirs from their travels.

He stares at a large show poster, yellowed with age,
advertising Dr. Hives' show. On it, Tarkis wrestles a
monster; Hives, dressed like a magician, waves a wand; and a
YOUNG GIRL juggles a dozen sharp knives.

TARKIS THORN
(re: the cigar)
Smells fine. Ya spare one?

BASIL
Sure.

Basil gives him a cigar. Tarkis bites off the end, produces
a lit match seemingly out of thin air and stokes his cigar to
a bright orange burn.

TARKIS THORN
Ain't nothing like good stogie.

BASIL
(re: the poster)
Who's the girl?

TARKIS THORN
Israfel.

DR. HIVES

Tarkis saved her from one of Damien's
cleansing runs on a village when she was
just a baby.

TARKIS THORN

I was a grunt in that fucker's army.
Recruited right on the heels of the
plague... too young and stupid to know
any better.

BASIL

You didn't know better from killing
innocent people?

TARKIS THORN

It wasn't like that at first. We thought
we were helping to control things, but it
got worse as he gained power and the army
grew. He started sendin' us to raid
towns, expand his kingdom. It was worse
than the fucking plague. Madness started
spreadin' among the troops... when they
realized they had the power to do
anything they wanted and get away with
it... shit, it was all over... robbery,
rape, murder...

(sickened by the memories)

Well, when they started spearin' babies
outta their cribs like wild pigs for
barbecue... that's when I got out, but it
wasn't so easy.

(proudly)

I took out an even dozen of those sick
motherfuckers before I did. Shit, my
only regret is I didn't get to kill the
worst of 'em, that fuck-job Scagg. I cut
him up real good, but he lived.

(then)

Damien don't take too kindly to traitors.
He came after me, slaughtered my family
for that... Fourteen years ago, still
seems like yesterday. But at least I got
Israfel. She's my only family now.

VOICE (O.S.)

I hear you talking about me, daddy.
Better be something nice.

Basil turns to see a waifish girl of perhaps 14 standing in
the doorway. Her dark hair braided into twisting knots off
her head like rope. Her eyes are huge, the color of
chestnuts, bristling with urgency. There is a fierce aura of
independence about her.

TARKIS THORN
Where the hell've you been, girl?

ISRAFEL
Out back, feeding the horses.
(re: Basil)
That him?

TARKIS THORN
Allow me to introduce you to the baddest
bounty tracker this side of Satan's
pointed head... Mr. Basil Gorgon.

ISRAFEL
I'm Israfel. You can call me Angel.

BASIL
Nice to meet you, kid...
(turning to Tarkis)
. . . she's not coming with us.

Behind him, Israfel's face transforms, from sweet to feral.

ISRAFEL
The hell I'm not.

BASIL
(ignoring her, still to
Tarkis)
I'm still not even sure about you and the
old man. I sure as hell ain't dragging
some child along.

THOWK-THWOK-THOWK-THWOK-THWOK! Basil turns slowly, seeing
Hives -- his clothes pinned by knives to the opposite wall of
the wagon.

DR. HIVES
Ah yes, very good. Proved your point,
yes? Wonderful.
(muttering sarcastically as he
jerks the knives out to free
himself)
Big show for the guest, yes. Make Hives
the fool, yes.

Basil turns to Israfel with great surprise and smiles. She
sticks out her tongue.

ISRAFEL
Satisfied?

EXT. FOREST - OUTSIDE WONDER WAGON - SHORTLY

Tarkis and Israfel strap supplies on the Clydesdales.

TARKIS THORN

We'll take the main route to the castle,
then head north at the Valdemar Caverns.

BASIL

That could take us through some pretty
dense swamp action. You sure that's the
only way in?

TARKIS THORN

I wasted alot of years working that
hellhole -- I'm sure. From there we
should be able to access the castle's
dumping grounds. I gotta warn you, it
ain't a pretty sight.

BASIL

Why? What are they dumping?

DR. HIVES

Bodies.

BASIL

(beat)

The kid gonna be alright with that?

TARKIS THORN

She's young, but she's a pretty lethal
assasin.

ISRAFEL

(overhearing)

Jesus, quit worrying about me, already.
I can handle myself. I ain't no baby.

Basil holds his hands up in a defensive, "just checking"
gesture.

BASIL

Say no more.

DR. HIVES

Well then, do we have everything?

BASIL

Yeah, `cept one thing.

DR. HIVES

What's that?

BASIL

A wooden box...

(demonstrates with his hands)

...about so big.

DR. HIVES

What for?

BASIL

(mounting his horse)

A certain Witchfinder's head.

CUT TO:

EXT. CASTLE BLACK - GARDEN - NIGHT

Damien is once again merged at the altar with Kasimordon. The walls meld around him, joining into his flesh and forming new shapes with his body. (*sub-titled)

DAMIEN .

O' great Kasimordon, let me feel the pain, the suffering of a thousand souls. Let the power of their agony fuel my body.

Burning energy flows from the altar into Damien's body, which begins to convulse violently as we--

DISSOLVE TO:

MONTAGE

A strange, power-mad fantasy unfolds in the same grainy b&w style as before.

EVIL CLOWNS feeding children into the jaws of a MECHANICAL SHARK.

A demented, insane SANTA CLAUS whipping deformed HUMAN REINDEER over an orgy of BLOODY BODIES swarming each other like maggots in a river of filth.

KASIMORDON (V.0.)

Feel the infinite horror... the life-sucking dominance of hell!

DAMIEN (V.O.)
Yess! YESSS!!

The bodies are bucking and writhing faster and faster as the film speeds up, almost comically if it weren't so terrible.

Faster and faster, surreally fragmented stop-action framing moving in tighter and tighter on spastically jerking limbs and wide, insane eyes; laughing mouths and worming tongues as we return abruptly back to--

DAMIEN

--now in a near-orgasmic state as DEFORMED GHOSTLY SPIRITS of the DEAD begin to rise from the altar and circle over him before being sucked into his convulsing body.

More and more emerge. Faster and faster they are consumed. A shrill unholy sound fills the garden, rising up to the heavens. Until...

!-- Damien SCREAMS and is thrdwn back. He lays motionless on the castle grounds.

Then Damien's eyes POP open. They are burning yellow where they were white. He looks possessed.

Damien rises, almost vampiric in the smoothness of motion, like he's weightless, floating, arms raised to the sky.

DAMIEN
HELL IS MINE!

CUT TO:

EXT. SWAMPLAND - NIGHT

CLOSE ON - A ORNATE WOODEN BOX

--dangling from a short rope off the rear flank of Basil's horse. PULL BACK to REVEAL...

Basil, Tarkis Thorn and Israfel are riding their steeds through a severely overgrown section of swampy forest. Dr. Hives brings up the rear. Damp moss hangs from tree branches like musty moth-eaten blankets.

They ride in silence except for the soft soothing sound of Israfel SINGING a lullaby. She stops, catching the rare sight of Basil smiling.

ISRAFEL

Why are you smiling? Do I sound that bad? You can tell me, I won't cry.

BASIL

"In Heaven a spirit doth dwell, Whose heart-strings are a lute none sing..."

She listens amazed, then joins in to finish the poem with him.

BASIL AND ISRAFEL

"...so wildly well... as the angel, Israfel."

Israfel smiles in wonder at Basil. For a brief moment she understands the man a little better.

ISRAFEL

How'd you know that?

BASIL

I know a lot of things, kid.

Basil smiles, then catches sight of something up ahead. He becomes serious once again..

Up on the crotch of a tree, a HUMAN SKELETON or two has been rearranged to form a grotesque bone sculpture. Other trees are painted with strange runes and symbols. Basil takes them in as he passes by. He pulls up to Tarkis, speaks softly.

BASIL

What's with all this voodoo shit?

Tarkis knows, and doesn't like it either, but tries to appear unfazed.

TARKIS THORN

Thuvians... swamp munchers, fleshers, whatever you want to call 'em. They hang close to the castle... feed off the dumpings.

BASIL

Cannibalistic parasites. Sweet Christmas, this just gets better and better.

TARKIS THORN

No one ever said the road to hell was gonna be a smooth one.

A chilling animal GROAN echoes in the distance... but the near distance. Dr. Hives trots up between Basil and Tarkis.

DR. HIVES

Perhaps we should pick up the pace a bit, yes?

ISRAFEL

(sing-song, from behind)

Hives is sca-ared, Hives is sca--

She is cut off in mid-sentence with a big SPLASH. They all turn to see her empty Clydesdale.

TARKIS THORN

Angel!

Tarkis jumps down from his horse and swipes through the water. Hives and Basil jump down to help in the search.

Further down, Israfel breaks though the surface of the water, in the clutches of a SWAMP CANNIBAL. She reaches into the water, comes back with a knife. She spins and jams it up under the creature's jaw, stabbing it up into its brain. She drops its dead body back into the water.

She turns to them, proud victory written all over her face.

ISRAFEL

Ha!

(her face falls)

Holy sh--

She is looking behind the boys, who turn to see more SWAMP CANNIBALS rising from the water all around them. The horses buck and bolt off as the creatures launch a savage attack.

But the highly skilled team of warriors snaps into action even faster. Basil's sword dances through the air as he seems to fight all sides at once.

Tarkis Thorn unloads an endless wall of gunfire into the onrushing creatures, ripping them to pieces.

Dr. Hives unleashes a barrage of long, slender spikes from his crossbow.

Israfel's arms are moving fast as airplane propellers, letting her knives rip into the throats, heads and hearts of the attacking slime.

Within mere moments, the four have killed them all. Everyone is now dripping wet with mud.

TARKIS THORN
Everyone alright... Ange?

ISRAFEL
I'm alright.

DR. HIVES
Fine, fine. I must say that was a bit of
a surprise, but overall, quite
exhilarating, yes.

He turns to Basil, who is shucking off swamp slime as he
trudges back to his horse.

TARKIS THORN
Basil?

BASIL
Don't worry about me. Slicing up
mudwalkers is a nice way to stretch ye'
old killing muscles.

Tarkis smiles, slaps him on the shoulder.

TARKIS THORN
We ain't the best looking bunch but...

ISRAFEL
(cutting in)
Hey, speak for yourself.

TARKIS THORN
... I'd say we kicked some demon-ass.

Basil loosens up, allows himself a grin. Realizes he's got
some good ones backing him up here.

He re-mounts his horse and they continue through the muck.

CUT TO:

INT. DAMIEN'S CHAMBERS - NIGHT

A montage of witch trial executions and general mayhem plays
over the witch-powered screen. Before it, LADY CLEOPATRA
dances and mimes to SCRATCHY MUSIC from an old record.

DAMIEN (V.O.)
Ha, ha, ha... the world dies screaming
under my devil-lights. In a moment of
fantastic whim, I whisper a question to
your ears...

PULL BACK TO REVEAL Damien is at the center of a huge feast. Cleopatra and his HAREM OF BRIDES surround him, dancing on the table and frolicking about the room. The horrible sights onscreen seem only to fuel Damien's appetite.

Suspended spread-eagled and face down over the table in a hideous device is Fats. Suspended next to him in the same fashion is an unconscious COUNSELOR RIGGS.

DAMIEN

... like dead limbs waiting for the needle... for the puncture of sweet, sweet embalming life. I ask you gentlemen, do you really understand what a privilege it is to dine in my presence?

FATS

(weakly)

Christ, kill me now. I can't bear another bloody minute of this holier-than-thou spook-show horseshit.

Hearing this, the room falls silent. All eyes turn to Damien. No one dares speak. Then Damien begins to laugh and all join in. Abruptly, he stops.

DAMIEN

Silence, you witless whores! Do not try to silhouette yourselves against my visions... my revelations of the new world, cryptic!

He picks up a large knife and turns to Fats.

DAMIEN (CONT'D)

You fancy yourself quite the little court jester, don't you?

FATS

... can't rightly help it with a bloody pompous twit like yourself wagging his long-winded tongue all over the room...

DAMIEN

Hmmm, speaking of wagging tongues...

He toyingly places the knife blade against Fats' face, running it down along his jawline...

DAMIEN (CONT'D)

Perhaps you'd like me to remove yours... through... your throat?

Damien slides the knife down to Fats' throat... pressing harder, drawing a bead of blood. But Fats does not show fear. In fact, he manages a grin.

FATS

Do it, you sick twist. And put me poor ears outta their bleedn' misery.

Damien is now clearly frustrated with the big man. He looks like he's going to finish him off... but a sudden MOAN from the waking Counselor Riggs diverts him.

DAMIEN

Well, it seems our dear Counselor would like to comment on our current state of affairs.

As Riggs fully wakes, he takes in the horrifically seductive Cleo and her brides staring up at him, salivating greenish-yellow drool. Ready to feast.

And all at once, he realizes... he is the feast!

He just loses it, screaming hysterically as Damien and the Brides explode into bone-chilling peals of laughter. As the Counselor screams harder -- they laugh harder.

DAMIEN

(still chortling)

Well put, Counselor! Well put!

(more laughter)

Ladies, I believe the time has come for the Counselor to take a more... interactive role in this evening's festivities.

With that, any trace of mad glee vanishes from Damien's face -- replaced by the cold, savage lust of a killer.

He rushes forward and slices open Counselor Riggs' belly. His blood drips down like the devil's rain.

DAMIEN (CONT'D)

Drink, my children! Drink of the lifeblood. Feast upon the righteous fool who dared stand before me.

Cleo and the Brides rush forth to bathe in the Counselor's blood. They lap it up from the table's surface like thirsty kittens at bowls of cream.

CUT TO:

EXT. CASTLE BLACK - GARDEN - NIGHT

The CROW rides the lazy night air currents in circles over the castle. Below, Damien's GUARDS carry Fats out to the garden, wrists and ankles strapped to a pole like a fresh kill from the hunt.

CUT TO:

INT. VALDEMAR CAVERNS - NIGHT

Now horseless, Basil and Tarkis lead the way through the filth of the ancient caverns. Black sludge waters are waist deep. Thick layers of cobwebs hang everywhere. Decaying corpses line the walls. The stench is overwhelming.

ISRAFEL

God, what's that smell?

DR. HIVES

Death.

Israfel looks up river, where Hives is pointing, to see several lumpy masses bobbing in the sludge. As they move closer, it is clear that they are decomposed corpses.

TARKIS THORN

Cover up as best you can. This shit's gonna get powerful.

They cover their nose and mouth with a scarf or bandana as the first FLOATER slowly moves by.

ISRAFEL

(coughing)

I can't breathe...

DR. HIVES

Breathe through your mouth, dear.

ISRAFEL

(she does)

Ack... it's disgusting...

DR. HIVES

You'll get used to it.

The passageway grows ever-tighter. Israfel reaches out to steady her self against a wall and brings a row of previously concealed corpses falling down on top of her.

Israfel SCREAMS as the bodies topple over her, knocking her below the surface.

Hives hurries over, reaching under the bodies and dragging a gagging Israfel back to safety.

DR. HIVES

Don't worry, my dear, just a little dead meat, yes.

TARKIS THORN

You alright back there?

ISRAFEL

(steeling herself again)

No problem, just a slight corpse avalanche.

Neither Hives nor Israfel notice another DEAD BODY rising behind them -- this one with GLOWING RED EYES.

But Basil and Tarkis do see it and react -- each putting a bullet through the monster's head. The body gushes SLIMY OOZE onto Hives before slipping back beneath the surface.

BASIL

Sorry 'bout that, Doc.

DR. HIVES

(wiping himself off).

No apology necessary, my boy. It's all part of the job, yes.

BASIL

(to Tarkis)

Any more surprises like that?

TARKIS THORN

Doesn't matter. Another hundred yards or so and we'll be directly under the east wing of the castle. That's our way into the drainage system. From there it should be a breeze to access the main lockdown.

DR. HIVES

And chances are that's where your friend is being kept.

PUSH IN close on Basil's eyes as he shuts them and we--

CUT TO:

P.O.V. - CROW-VISION - OF CASTLE BLACK'S GARDEN - NIGHT

We see Fats strung up like a grotesque scarecrow on a twenty-foot pole.

BASIL (V.O.)

No... Damien's set him out for me in a courtyard of some sort. They're waiting.

INT. VALDEMAR CAVERNS - NIGHT

TARKIS THORN

How'd you know that?

Basil opens his eyes again.

BASIL

I... can see him.

ISRAFEL

See him, how?

BASIL

Let's just say a blood-thirsty little birdy told me.

Israfel motions to Hives at Basil's comment, indicating she thinks he's losing it. Hives smiles, knowing otherwise.

CUT TO:

INT. FURTHER DOWN THE CAVERN - SHORTLY

Tarkis stops under a large rusted grate in the ceiling of the tunnel. An endless stream of thick sludge drips out of it.

TARKIS THORN

This is it. Let's do it.

(calling back)

Hives?

DR. HIVES

Yes?

TARKIS THORN

Hand me a skat cable with a three prong head.

Hives steps up and hands Tarkis the cable. Tarkis swings it up to the grate and catches hold.

There's a distant THUNK as it hits home. Hives tugs on the cable to test its *strength*, then pulls open the rusty grate.

DR. HIVES

Dead on.

TARKIS THORN

Excellent. Let's go.

Basil climbs up the cable into the pipe, followed by Thorn, Israfel and Hives.

CUT TO:

INT. DRAINAGE SYSTEM - NIGHT

Basil inches his way through the tiny crawl space of the drainage system. The others crawling behind him as he comes up to a hairpin bend in the pipe.

TARKIS THORN

See anything?

BASIL

(peering ahead)

There's a dull light about two hundred feet ahead.

TARKIS THORN

That's what we're looking for. Keep moving.

CUT TO:

INT. CELL BLOCK - NIGHT

Dr. Moorehead and his two assistants, STYLES and DUDLEY, are pushing a wagon of human remains down the corridor. They stop at a cage and begin to unload the grizzly food.

DR. MOOREHEAD

Wakey, wakey, Huronimos. Dinner is prepared.

Deep inside the shadows of the cage a huge figure stirs. As it moves into the light, we see the hulking hairy mass of beast called HURONIMOS. Standing seven feet tall its description falls somewhere between a gorilla and Bigfoot.

Styles and Dudley shovel the human stew into the cell through a small "dinner" door. Suddenly, Huronimos lunges at the door, grabbing Dudley's arms and pulling him against the cage.

DUDLEY
Aaaarrrgghhh! Help me! HELP!!!

Styles tries to pull him free, but Huronimos is too strong.

STYLES
Doctor! Do something!

Dr. Moorehead just holds up his hands, calm as a banker.

DR. MOOREHEAD
These are delicate instruments, my boy.
I can't risk damaging my livelihood
rescuing some easily-replaced lackey from
one of my greatest achievements.

Huronimos releases Dudley, who discovers his arm has been
ripped off. Blood spurts from the gaping wound at his
shoulder. His SCREAMS echo throughout the corridor.

STYLES
Doctor! Stop the bleeding!

BLAM!-BLAM!-BLAM! Dudley slumps over, dead. Three bullet
holes in his head. The blood spurting from his arm slows to
a trickle as his heart stops pumping.

Styles turns to see Dr. Moorehead holding a smoking gun.

STYLES (CONT'D)
(in total shock)
What the..?! Are you insane?!

DR. MOOREHEAD
(thinks about it)
Maybe... just maybe...
(snaps out of it)
But no matter. I have no use for a one-
armed assistant.

ANGLE - DOWN THE CORRIDOR

Basil pushes up a metal grate in the floor. He sees
Moorehead and Styles further down the corridor.

DR. MOOREHEAD
Let's go, it's freezing down here. Throw
Dudley in and we'll be on our way.

Styles shoves Dudley through the dinner door for Huronimos,
followed by the sound of sucking flesh and crunching bones.

DR. MOOREHEAD

There, there Huronimos, nice and fresh,
just the way you love it.

CUT TO:

INT. CRAWL SPACE - SAME

Basil peeks through the grate as the others wait in anticipation behind him.

TARKIS THORN

What the hell is going on up there?

BASIL

Well, it looks like it's...

ANGLE - BASIL'S P.O.V. - OF MOOREHEAD AND STYLES

--finishing their feeding chores.

BASIL (V.O.)

... feeding time at the zoo.

TARKIS THORN

(V.O.)

What?

BASIL (V.O.)

Hold on, just waiting on Dr. Doolittle here... come on, come on...

Dr. Moorehead and Styles finally move off down the corridor.

BASIL (V.O.)

That's it. Let's go.

INT. CELL BLOCK - NIGHT

Basil climbs out of the crawl space. He looks around and motions to the others. As Thorn climbs out...

CUT TO:

INT. CELL BLOCK - HALLWAY - SAME

Dr. Moorehead and Styles push the cart down another hall. Suddenly, Moorehead stops in his tracks, flustered.

DR. MOOREHEAD

Wait, back, back! I forgot to medicate Huronimos. I can't afford to lose another trog to the fever.

CONTINUED:

They turn and head back down the hall again.

CUT TO:

INT. CELL BLOCK - SAME

Basil and his men walk through the corridor of cages, eyeing the weakened PRISONERS with pity.

BASIL
(whispering)
Who are these people?

DR. HIVES
The forgotten ones.

TARKIS THORN
Damien doesn't execute everybody he arrests.
(bitterly)
He always keeps a ready supply of human guinea pigs for whatever twisted games Moorehead sees fit.

Dr. Moorehead and Styles appear around the corner. Moorehead is quick to draw his gun.

DR. MOOREHEAD
Well, well, well, what do we have here?

Basil and the group move toward him.

DR. MOOREHEAD
(CONT'D)
That's far enough.

The others stop, but Basil continues marching toward Moorehead, holding out his arms invitingly.

BASIL
Come on, shoot... SHOOT!

DR. MOOREHEAD
With pleasure.

Dr. Moorehead fires. Basil takes a bullet in the chest. Basil stops, coughs, then SPITS the bullet back out at Moorehead.

BASIL
Nice shot. Bet ya can't do it again.
(Moorehead fires again)
...and again...
(MORE)

BASIL (cont'd)
(he fires another shot)
... come on, one more.

Panicking now, Moorehead fires off the rest of his clip.

BASIL
Alright, playtime's over.

Basil draws his sword. Moorehead runs behind Styles.

DR. MOOREHEAD
Quick! Open the cage! Open the cage!

STYLES
Are you crazy? He'll tear us apart!

DR. MOOREHEAD
Do as I say, damn you!

Styles fumbles with his keys as Basil closes in. He opens the door to Huronimos' cage. The giant beast bursts from his cell into the corridor. Dr. Moorehead points to Basil.

DR. MOOREHEAD
KILL, KILL, KILL!!!

Huronimos charges Basil with an ear-splitting HOWL. Basil stands ready to meet its charge. But then Tarkis steps up beside him.

TARKIS THORN
This one's mine, brother.

Tarkis and Huronimos charge each other like rams about to lock horns. Then Tarkis forgoes his sword and dives at Huronimos, locking his hands around his neck in a death grip.

TARKIS THORN
Come an' get it, monkey-boy.

Huronimos shifts, getting Tarkis in an equally unbreakable bear hug.

Hives and Israfel come forward to help their friend, but Basil holds them off for the moment.

Blood begins to run from Tarkis' nose as the pressure builds. Then, with a mighty HOWL, Tarkis clenches his fingers with his last bit of strength. We HEAR something SNAP.

Huronimos wavers a beat, arms falling to his side. Tarkis lands on the floor as Huronimos falls with a echoing thud.

Dr. Moorehead and Styles can't believe their eyes. They turn to run, but...

DR. HIVES
Not so fast, gentlemen...

Hives fires two tranquilizing darts from a small crossbow into their backs. The two men fall in their tracks.

DR. HIVES (CONT'D)
It's sleepy time for all naughty boys,
yes.

CUT TO:

INT. HURONIMOS' CELL - SHORTLY

The cell door slams shut with Moorehead, Styles and Huronimos piled inside, unconscious.

CUT TO:

INT. DAMIEN'S CHAMBERS - NIGHT

Damien sits on his throne, deep in thought, his wives surrounding him. Gretchen enters and humbly approaches and whispers to Cleopatra.

GRETCHEN
He is close.

Cleo turns to repeat this whisper to Damien.

CLEOPATRA
He is close.

DAMIEN
I know.

Gretchen whispers something again.

GRETCHEN
What should we do?

CLEOPATRA
(to Damien)
What should we do?

DAMIEN
Nothing. He will deliver himself to me.
I will deal with him in my own world.

INT. CASTLE BLACK - NIGHT

Basil and his posse move through the maze of dungeons. They come to a two-way split in the maze.

DR. HIVES

Yes, well this is where we say farewell,
my friends.

Basil and Hives shake hands.

BASIL

Good luck, Doc. See you on the other.

DR. HIVES

Be well, my boy. And remember, your eyes
can betray you. Nothing in this God
forsaken place is ever quite what it
seems.

TARKIS THORN

(to Israfel)

Angel baby, you be careful.

ISRAFEL

TARKIS THORN

Stay close to Hugo and everything will be
alright. He knows what to do, you hear
me?

ISRAFEL

(misty-eyed)

You be careful too, daddy.

Tarkis gives her a big hug as Basil looks on, touched by
their affection for one another.

TARKIS THORN

When this nightmare is over we'll move
ourselves back into the light and get on
with our lives.

DR. HIVES

Time is of the essence, yes. Shall we?

TARKIS THORN

Take care of her, Hugo.

DR. HIVES
(bowing)
With my life.

Dr. Hives and Israfel head off. Tarkis watches after Israfel, worried. Basil sees this, puts a hand on his shoulder.

BASIL
I hope they know what they're doing.

Tarkis nods, bites back his concern. Turns up the next corridor.

TARKIS THORN
They know. Let's do it.

CUT TO:

INT. HALLWAY - OUTSIDE THE WITCHES' LAIR - NIGHT

Hives and Israfel creep up the corridor. Hives gestures for her to hang back as he peers around the next corner.

A CASTLE SERVANT dusts a rotted goat's head on a pedestal outside the elaborate door to the WITCHES' LAIR.

Hives comes up behind the servant and plunges a knife into his neck. Then takes his keys as Israfel joins him.

DR. HIVES
This will make our life a little easier,
yes?

ISRAFEL
(eyeing the door warily)
A little.

She draws her knives, her hands trembling a bit. Hives puts a hand on hers to steady her nerves.

DR. HIVES
Remember, I must get their heads before
they regenerate, yes?

ISRAFEL
Don't worry, I'll get 'em down.

Israfel nods, finding her courage. Hives selects the key from the ring and approaches the door.

CUT TO:

INT. WITCHES' LAIR - NIGHT

In this private hell we see how the witches relax. Some are asleep in their shabby cots, while others watch a crumbling old b&w movie projected on the wall.

But the main attraction is the autopsy of Governor Hoyt being performed in the center of the room.

FOCUS ON the door as the lock CLICKS quietly. The knob slowly turns. The door slowly swinging open...

The witches pay no attention, intent on the autopsy.

But then the door CREAKS LOUDLY. All the witches turn, their hockles bristling.

But the doorway is empty. One WITCH goes to investigate. Just as she gets there, Israfel appears, letting her knife fly, skewering the witch through the throat. She takes her down and TWISTS the knife to cut the head clean off.

The other witches move in, but Dr. Hives is there, wielding his sword, swinging like a dervish. He slices through one witch after the next. Israfel backs him up, daggers flying.

DR.HIVES

Keep 'em flying, Angel!

ISRAFEL

I got 'em!

They are a well-practiced team. For each one Israfel puts down with a dagger, Dr. Hives is sure to slice off the head. They move through the room with great efficiency.

But they miss one witch, lying apparently dead, a knife through her heart. She rises, regenerated, and jumps onto Dr. Hives back, clawing wildly.

DR.HIVES

Aaaaarrrrghhh! Get it off me!

Then --WHACK!-- Israfel appears behind her, cutting her head off with a single swing of her blade. Hives turns to realize his close call.

DR. HIVES

You have my deepest gratitude, young lady.

ISRAFEL
(looking beyond him)
Don't thank me yet.

Hives turns to see GRETCHEN appearing in another doorway across the room. She is as frightening as we've ever seen her -- fierce in her outrage at this slaughter. She SCREAMS as though hell itself is being released through her.

CUT TO:

INT. CASTLE ROOM - NIGHT

Basil and Tarkis sneak up to two of Damien's ROYAL GUARDS and grab them from behind, covering their mouths and dragging them back into the shadows.

CUT TO:

INT. STAIRWAY - NIGHT

Now dressed as the GUARDS, Basil and Tarkis climb the winding stone stairway. They stop at a heavy wooden door engraved with a demon's skull.

TARKIS THORN
This is it. I'll try to get to as many of the guards as possible, but be prepared for strays.

BASIL
I know. Good luck.

Basil starts off, eager to get to Fats, but Tarkis grabs him. Looks directly into his eyes.

TARKIS THORN
Damien's powers have multiplied over time, Basil. Be prepared for anything.

BASIL
I'm prepared to take him to hell and back if necessary.

TARKIS THORN
That's exactly what worries me.

Basil gives him a last look, then darts up the stairs. Tarkis watches him go, then heads through the door.

EXT. GUARD QUARTERS - NIGHT

The disguised Thorn approaches the guard station. TWO ARMED GUARDS stand at the massive double doors.

TARKIS THORN
Sorry I'm late, fellas. Got held up on some private business for Lord Damien.

GUARD
Late for what?

TARKIS THORN
For this.

Thorn unleashes both fists at their faces. So powerful are the blows that their necks are both snapped back and broken.

Tarkis pulls out two metal rods and jimmys the door shut. Then he takes out a small device with a little plastic tube. Slides it in through the keyhole and activates the tiny mechanism. GREEN GAS starts seeping through the tube.

INT. GUARD QUARTERS - NIGHT

GUARDS sleep in their bunks as the gas seeps in, filling the room. One by one, they stir, coughing, gasping for breath.

INT. CASTLE HALLS - NIGHT

Thorn finishes up his business and takes off back down the hall. But at the next corner he's met by CAPTAIN SCAGG. The two men stop in their tracks, eyeing each other hatefully.

CAPT. SCAGG
Well, well, if it isn't traitor Thorn.

TARKIS THORN
Captain Scagg, as ugly as ever. How's the eye?

CAPT. SCAGG
Good enough to know a heretic deserter when I see one. By the way, I heard you'd dragged yourself up to the level of King circus freak. Congratulations.

TARKIS THORN
I do believe that title is reserved for your illustrious Witchfinder.

CAPT. SCAGG

Or in your wife's case... Bitchfinder.

Scagg draws his sword, coming forward.

TARKIS THORN

(instant rage)

This has been a long time coming, Scagg.

CAPT. SCAGG

I've counted the seconds.

They charge each other, clashing swords. Each one anticipating the other's next blow and deflecting it.

It is quickly apparent they are evenly matched.

CUT TO:

INT. CASTLE HALLWAYS - NIGHT

Basil silently moves through the castle corridors. A low-lying fog hovers over these upper floors.

Rounding the next corner, Basil catches sight of Cleopatra and several other brides. They beckon to him, then disappear far down the corridor, seemingly floating on the fog.

Basil follows them, rounding the next turn to emerge in--

EXT. KASIMORDON'S GARDEN - NIGHT

Basil pursues Cleo and the girls through a wonderland of demonic-looking sculptures that -- as he continues -- form a dark, foreboding TUNNEL. Turning quickly, the girls seem to vanish, black CATS taking their places.

The cats dart off among the tunnel of sculptures. Basil continues, deeper and deeper into the garden.

When he reaches his depths, the tunnel of sculptures closes in on itself with a WHOOSH. Basil turns to see that he is now trapped with no apparent way out of here.

DAMIEN (O.S.)

Greetings, young Gorgon.

Basil turns to see Damien standing before him, the cats curled up at his feet. Basil doesn't recognize him.

DAMIEN

(cont'd)

So, once again we stand before each other. Master to slave.

BASIL

How do you know my name?

DAMIEN

My knowledge is infinite, child... and your's is shall we say limited? Of course, how could you possibly remember?

(leaning forward, grinning)

It's been so very, very long...

Basil stares at him... it's starting to dawn on him...

DAMIEN (cont'd)

(taking great relish in it)

I am Damien Finch and I bid you welcome... to my new world of Gods and monsters.

The horrible words echo through Basil's mind, accompanied by a SERIES OF QUICK FLASHES -- the devil killer... the flickering TV... the gun firing...

BACK TO BASIL

He staggers back a step, stunned by this revelation.

BASIL

You! You're the one!

DAMIEN

(grinning madly)

Yes... your killer, your creator, your Lord and Master.

BASIL

Murderer!

DAMIEN

(laughing)

Murderer! Ha! I am so much more than that, dear boy. What a pity it is that you only now realize what horrors you've stumbled upon.

Basil draws his sword, his whole being shaking with rage.

BASIL

I live only to kill you, Lord Devil!

Basil lunges forward with his sword, but Damien is gone like a wisp, echoing laughter in his wake.

DAMIEN (O.S.)

How you flatter me...

Basil turns to see Damien standing on the other side of the garden.

DAMIEN

Come closer, I'd like you to meet my new friend.

The ground rumbles under Basil's feet. A huge black cross erupts before him, rising high into the pitch black night sky, towering over him.

Crucified to it is Fats. He appears to be dead. Basil stares up at his friend, stunned and mortified.

BASIL

Fats...?

Damien re-materializes behind Basil.

DAMIEN

Oh, don't worry, he's alive. Twisted, broken and suffering through the darkest depths of my imagination... but alive.

(a grin)

Unfortunately for him.

Basil turns on Damien with a killer's cold stare.

BASIL

Let him go. You've got me, that's who you want.

DAMIEN

Let him go? Why he is an insect, he is meaningless.

(hissing)

Besides, you my boy are in no position to bargain. You have no leverage here.

BASIL

Sure I do... you let him go now and I promise to kill you quick.

Damien is taken aback, then bursts into laughter.

DAMIEN

Kill me? So sad you've lost your mind as well as your life? You can't kill me!

Basil squares off with his sword.

BASIL

Back to hell with you, Lord Devil.

DAMIEN

You insult me so, child Basil. How quickly you forget...

(leering at him)

...I am Hell!

Basil charges again, but Damien vanishes again. Basil turns, searching in frustration... when a deep, eerie, all-too-familiar VOICE rises from the darkness.

KASIMORDON (V.O.)

(sub-titled)

You are mine, Gorgon.

The demons of Kasimordon emerges from the depths of the garden, twisted arms snake out to grab Basil's arms and legs. As he struggles against their tenacious grip, the world around him begins to spin uncontrollably. The garden gives way to another place altogether... it gives way to--

KASIMORDON'S WORLD

(*note-- at this point, the action takes place in a grainy b&w silent movie style)

Basil now finds himself standing in a weird alien graveyard. Thick fog hugs the ground, twisting around the headstones.

Damien appears before him again, flanked on either side by winged-demons.

DAMIEN

You have entered the realm of Kasimordon. I hope you like it, for you are going to spend eternity suffering in its grip.

CUT TO:

INT. WITCHES' LAIR - NIGHT

Dr. Hives and Israfil prepare to do battle with Gretchen. She comes at them, screeching.

GRETCHEN

I'll get you, my pretties!

Israfel flings her knife, but it passes through Gretchen and sticks in the wall. Gretchen cackles as another VOICE sounds behind them. They turn to see another Gretchen (#2).

GRETCHEN #2

Do you really think you can slaughter me like one of my pathetic drones?

Israfel and Hives go back to back to counter the attack, but a GRETCHEN #3 appears.

GRETCHEN #3

Boo!

Israfel screams. Hives jerks around.

GRETCHEN #3

(cont'd)

What's the matter old man, nowhere to run?

All the Gretchens howl. Hives shouts over the screaming witches.

DR. HIVES

They're just illusions... mental projections. Don't be afraid!

GRETCHEN # 1

I've got something that's no illusion...

A heavy steel cage comes crashing down from above. Hives and Israfel are trapped.

GRETCHEN #2

... my black pit of souls.

The floor beneath them begins to slide open. Below is a PIT swarming with zombie-like creatures, screaming for them.

Hives and Israfel try to pry the bars open, but to no avail.

GRETCHEN #3

Yes, try to escape. It makes watching your deaths all the more enjoyable.

ISRAFEL

What do we do, Hives?

DR. HIVES

Hold on to the cage and pray!

They cling to the cage bars as the floor opens completely. The three Gretchens dancing around them, cackling with glee.

The cage itself begins to lower into the pit. Hungry arms reaching up for their human prey. Israfel throws a panicked look at Hives, but he has no solution. They draw their swords--and slash desperately at the nearest hands and arms as the three Gretchens laugh shrilly.

CUT TO:

INT. CASTLE HALLS - NIGHT

Scagg and Tarkis slowly stalk each other. Both men have suffered cuts and minor slashings from their battle.

Tarkis attacks, lunging at him with his sword. But Scagg anticipates his move and sidesteps, gashing Tarkis across the shoulder, incapacitating his right arm.

Tarkis spins, tosses the sword into his left hand and continues fighting. Their swords clash. Tarkis drives Scagg back against the wall. But Scagg kicks his legs out and Tarkis goes down.

Scagg slashes him across the leg. Tarkis drops his sword, which goes clattering down the stairs. He staggers against the wall, unable to stand.

Scagg grins, closing in. He's won this battle and he's going to enjoy it.

CAPT. SCAGG

So, traitor, I hear you've been keeping company with a fine young piece of chicken.

(he raises his sword)

When I'm done pissing on your grave I'll grant her the privilege of being my new bitch.

Tarkis grits his teeth at this.

CAPT. SCAGG

(cont'd)

The young ones make the best breeders.

Just as Scagg goes to finish him off, Tarkis notices he is standing under a huge DEMON-HEADED SCULPTURE hanging from the ceiling -- a rope tying it off on the wall. He draws a knife from his boot and slashes at the rope.

Scagg looks up to see the sculpture crashing down on him. He doesn't have time to scream. Scagg's sword goes skittering out on impact, clattering against the stone wall.

TARKIS THORN

Your breeding days are over, Scagg.

Tarkis pulls himself up the wall and limps over to Scagg's crushed body. He picks up Scagg's sword just as he HEARS a clamour of feet and clanking armor coming up the stairwell.

He turns to see an ARMY of Royal Guards.

TARKIS THORN

Uh oh.

CUT TO:

EXT. KASIMORDON'S WORLD - NIGHT

Basil remains in the grip of Kasimordon's demons. His fury has reached its peak. He cuts free with his sword, slicing the demons. The tentacles retract again as a HOWL bellows from everywhere at once.

Damien seems surprised by this and vanishes again.

BASIL

Enough games! Stand and fight, coward!

DAMIEN (O.S.)

You think this is a game?

Basil wheels around to see Damien standing over a gravestone.

DAMIEN (cont'd)

Here's a little pawn you might remember.

Damien reaches a hand into the ground, starts pulling something out of the loose soil. A clump of hair, long strands coming up out of the ground like ragweed... then, a head... a neck... shoulders...

Harsh recognition registers on Basil's face.

BASIL

Mother?

Indeed, Damien is pulling Basil's mother from the ground. Her eyes open. She stares lovingly at her son.

MOM

Basil...

She steps out of the dirt, her form shedding the dirt and rot of the grave. She stands before him, young and pristine. Warm and loving, arms extended.

MOM (cont'd)

Oh, Baz. I've missed you,

BASIL

Mom..? What's happening..?

MOM

It's time to release yourself from the living, Baz. To rejoin us.

BASIL

"Us?"

MOM

(smiles lovingly)

Your father is waiting for you.

BASIL

Dad?

Basil stumbles forward in shock, dragging his sword. His mother meets him, cupping his face in her hands.

MOM (cont'd)

We miss you, Baz. We love you so much.
Now come with me... so we can be a family
again.

Basil looks long into her dead eyes. His emotions running high. But then--

BASIL

You are not my mother!

DAMIEN

Destroy him!

BASIL

(cont'd)

Die devil-whore!

He rips his sword up and through the body of this being, causing it to revert back to its true form as it dies -- a FAT, HORNED DEMON.

Damien trembles with renewed rage and frustration.

BASIL

You're next, Damien. No more tricks. No more lies. Now you die.

DAMIEN

Tricks! I don't need tricks to defeat you. I'll do it myself.

Damien transforms into a moving STONE GOLEM, drawing a sword in each hand. Basil lunges at him and the fight begins.

Damien swings his powerful swords with the force of a giant, knocking Basil onto his back. Damien thrusts the swords at him while he's down, but Basil rolls, barely evading the death blows.

The two trade powerful strikes, neither able to defeat the other. Sparks fly from their swords as they clash.

Kasimordon swells in the b.g.

KASIMORDON (V.O.)

(sub-titled)

Enough of this! Kill him through me!

The ground EXPLODES beneath Basil's feet. Living rock sweeps up from the earth and over his body. His arms and legs are frozen within the granite shell, his sword halted in mid-swing. He struggles to break free as the rock solidifies around him with a deep CRACKLING sound.

KASIMORDON (V.O.)

(sub-titled)

Now... we are one. Finish him!

Damien stands over Basil as he did 27 years before.

DAMIEN

Once more for old time's sake. "To a new world of gods and monsters."

Upon hearing these words, Basil's mind FLASHES with the haunting childhood images of a laughing Damien, dressed as the Devil, shooting him and his mother.

Basil's eyes turn red, tearing drops of blood that streak down his cheeks. The streaks resemble the Crow make-up.

Damien brings both swords crashing toward Basil's head.

BASIL
NOOOOO!!!

Basil breaks free from the stone. A flash of LIGHTNING crashes as their swords meet. Damien falls back, dazed.

Basil swings at Damien, who blocks the blow, stumbling from its force. Damien swings back, crossing swords with Basil, who dodges the deflection to either side. The swords deflect off gravestones, splitting them in two.

Basil stumbles back against a stone gargoyle, which springs to life and grabs him. Damien charges forward, swords once again raised to strike.

But with a superhuman effort, Basil breaks free, snapping the gargoyle's arms off. Damien plunges his swords into the gargoyle instead, which SCREAMS in a spray of blood.

Damien leaves one sword in the gargoyle, turns to face Basil. He screams in a strange, alien tongue, then lunges at him with all of his remaining strength.

Basil meets him head-on. The force of their collision shatters Damien's sword. Damien stumbles back, weaponless.

BASIL
Here's to your new world.

Basil brings his sword down. As it strikes Damien, he explodes into a million pieces. Basil is thrown back by the force of it.

CUT TO:

INT. CASTLE HALLS - NIGHT

Tarkis is in the heat of battle, but being overwhelmed by the sheer number of ROYAL GUARDS. They have him cornered. His sword is flung from his grip. They are about to finish him.

Then, miraculously, they EXPLODE and turn to dust, dissolving at his feet. Even the dead ones.

Tarkis stares at the carnage, stunned. Then he realizes--

TARKIS THORN
God damn! He did it!

CUT TO:

INT. WITCHES' LAIR - ZOMBIE PIT - NIGHT

Dr. Hives and Israfel fight the army of zombies, on the brink of defeat. Zombies have climbed on to the swinging cage and are swarming them relentlessly.

One grabs onto Israfel and drops into the pit with her. Hives lets go, diving to his apparent death in a last ditch attempt to save her.

But then, the zombies burst into flames, falling dead and quickly turning to dust.

Hives and Israfel slump with happy exhaustion.

DR. HIVES

He did it, yes. He did it. The evil has lifted.

An unholy SCREAM echoes through the tunnels as the flaming form of Gretchen stumbles into the pit, landing hard between them. She writhes for a moment, then simply melts like a wax candle. Monstrous ghostly forms rise from her body and fade.

ISRAFEL

Ding dong, the witch is dead.

CUT TO:

INT. CORRIDOR - NIGHT

Dr. Hives and Israfel find Tarkis limping along the wall. trail of blood behind him.

ISRAFEL

Daddy!

She runs up to him. They embrace.

TARKIS THORN

You're alright. Thank God.

Tarkis looks over her shoulder as they hug, exchanging happy smiles with Dr. Hives. Then Israfel pulls back.

ISRAFEL

What about Basil?

CUT TO:

EXT. CASTLE BLACK - GARDEN - NIGHT

Basil lies unconscious in the garden, his body covered in blood and ash.

TARKIS THORN

There he is... over there...

Tarkis and. Israfel rush up to Basil's side.

BASIL'S P.O.V.

It's black until he opens his eyes. The first sight he sees are the faces of his comrades smiling down at him.

TARKIS THORN

Glory be. He's alive.

ISRAFEL

Don't try to move.

Basil ignores her, looking around the garden and struggling to sit up.

BASIL

Fats... where's Fats?

TARKIS THORN

He's with Hives.

CUT TO:

INT. DAMIEN'S CHAMBERS - NIGHT

Hives does his best to make the dying Fats as comfortable as possible, holding a cup to his quivering lips.

DR. HIVES

Try to drink this...

Tarkis carries Basil into the room, setting him beside the bed. Basil is stricken when he sees his friend.

BASIL

Fats..?

Tarkis signals the others to leave them alone. They exit.

Fats opens his eyes, smiling at the sight of Basil. It's a real effort for him to talk.

FATS

'bout time... you got around to...
rescuing me ... I thought you'd gone off
and forgotten your best mate...

BASIL

You think I'd leave you? Not a chance,
chubby, you got all our money.

Fats starts to laugh, but chokes, coughs up blood. He pulls
out his money bag from his belt and hands it to Basil.

FATS

I love ya, kid... don't spend it all in
one place.

Fats' head slumps to the side. He's gone.

Basil drops his head onto Fats' chest. Unbeknownst to him,
the vague shadow of a large crow rises from Fats and up to
the heavens.

CUT TO:

EXT. GRAVEYARD - NIGHT

Basil, Tarkis, Hives and Israfel stand over Fats' grave.
Israfel kneels before the grave and stabs her sword into the
mound of earth in tribute to the man. Hives and Tarkis
follow suit. Then they all walk somberly away.

Basil remains behind, staring down at the grave of his lost
friend. He kneels and lays down his sword.

The crow swoops down and lands on Basil's shoulder.

CUT TO:

EXT. BLACK FOREST - NIGHT

Basil rides alone through the thick fog, the crow flying in
his wake.

BASIL (V.O.)

There is only but death, once inside the
blackened deep. Mysterious life, has
nothing now the angels cry, the devils
weep. And my soul from a shadow, this I
will never know. From hallow ground I
was taken, for I am the CROW.

As he rides, he seems to disappear. We can't quite tell if
he's fading away or being swallowed up by the thick fog.

FADE TO BLACK.



THE
CROW:
2037