HOCUS POCUS

a screenplay
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based on a story
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and on a screenplay
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and a screenplay
by
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FADE IN:

EXT. SALEM VILLAGE - ESTABLISHING - NIGHT

The CAMERA LOOKS DOWN ON the village, nestled in the valley below. Simple wood-framed houses. Smoking chimneys. Lighted windows. The night is chilly, thick, spooky. The DOGS of the village are heard BARKING and HOWLING, upset by something that they understand, even if we don't.

LETTERS READ... "Salem, Massachusetts. 1692."

Under a full moon a spooky-looking high-eaved little house glowers down at the village from the top of a hill. Smoke rises up out of its chimney, twisting and turning in a very unnatural fashion. This is no ordinary smoke, and this is no ordinary house.

The CAMERA FINDS something moving through the bushes just below the house and FOLLOWS the source of the motion. Suddenly, the shivering bushes part, and two heads appear. They belong to a pair of local farm children, THACKERY and ELIJAH BINX. Thackery, thirteen, is the older. Elijah, his brother, is ten. Both wear homespun, simple clothing. They peer up at the house, frightened.

THACKERY

They conjure. Look!

He points at the chimney smoke in which the shapes of little demons and beasts can be seen forming and unforming in the vapors. Elijah is really scared. Thackery starts crawling toward the house.

ELIJAH

Thackery!

But he follows him...

CAMERA FOLLOWS the two children, as they crawl through the bramble-filled yard toward the lighted windows of the spooky-looking house. They reach the window and peer in.

THEIR POV

The main room of the house is lit only by the fire in the broad hearth and by candles placed in a circle around the room. The CAULDRON BOILS on the fire as the three Sanderson sisters, WINIFRED, MARY, and SARAH stand around it. Very old, and dressed in the heavy black woolen clothing of the era, they look like exactly what they are... witches.

Winifred is the eldest and by far the most powerful.

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Once beautiful, her beauty has been corrupted by evil (her fingers have grown talons, her teeth have sharpened), but she is still vain, and she hates children for their youth and prettiness.

Winifred has a nasty temper; when she gets really angry, her hair stands on end, and she possesses an ability to discharge jolts of electrical energy. Winifred has great skill with potions and spells. She is a very dangerous witch.

Mary, the middle sister, is obese and gluttonous. Obsessed with food, she possesses the outward manner of a sweet as sugar kindly aunt. Mary loves little children. She loves them because she loves to eat them. Mary's sense of smell is incredibly keen; she can follow the scent of a child like a bloodhound.

Sarah, the youngest, is the idiot sister. She's also beautiful and sexy. She likes to torture things: small animals, children, bugs, you name it. Any suggestion of cruelty (to somebody else) sends her into a fit of idiotic cackling laughter, while any fear for herself sends her into a fit of terrified screaming. She's a mess.

The children watch as Winifred reads from the recipe in her ancient spell book.

WINIFRED

(reading)
Oil of boil...
(puts in a drop)
And a dead man's toe...

Drops one in. Suddenly, Sarah's nose catches a whiff of something. She sniffs.

SARAH

I smell...
(licks her lips)
Children.

BACK TO SCENE

Thackery and Elijah duck for cover as Sarah, Winifred, and Mary step up to the window and gaze out.

ANGLE FROM OUTSIDE

Thackery and Elijah hide right below them, motionless, as Sarah sniffs and Winifred's evil eyes scan the darkness for their favorite prey... children.

(CONTINUED)
Suddenly, a ghostly white form can be seen approaching through the darkness.

WINIFRED
Sisters, our guest is here.

The witches share an evil laugh of pleasure and move back into the room. The kids are terrified, as the white form approaches and becomes identifiable as... a LITTLE GIRL dressed in a long white night shirt.

ELIJAH
(in a whisper)
'Tis our sister, Emily!

The Little Girl's eyes are closed. She is walking in her sleep.

THACKERY
(in a whisper)
Emily... Emily!

But she walks right past them and into the house.

ELIJAH
She is bewitched!

THACKERY
Run to town. Fetch the elders.

ELIJAH
But --

THACKERY
Go, Elijah. Run like the wind.

Elijah crawls away, then gets to his feet and sprints off down the hill toward the village.

BACK IN HOUSE - MOMENT LATER

Emily sits on a stool next to the bubbling cauldron. Winifred continues reading from her spell book.

WINIFRED
'Finally when 'tis nearly done,
Add a bit of thy own tongue...'

CLOSE ON WINIFRED

as she bites her own tongue, then spits into the cauldron.
CLOSE ON CAULDRON

as it bubbles up, changing to a dark sickly purple color and giving off a menacing curl of vapor.

WINIFRED
'Tis ready for tasting.

Mary is about to take a taste, but Winifred gives her a painful backhand, knocking her away from it. She dips a spoon into the potion, then holds the steaming spoon out to Emily.

WINIFRED
One drop of this, and her life will be mine.

The witches cackle. The entranced little girl opens her mouth wide as Winifred leans in with the spoon. But suddenly the door to the house flies open, and Thackery races in.

SARAH
A boy!

Thackery flings a stool at Winifred; she jumps clear, flicking the contents of the spoon on Mary, whom it SIZZLES. Thackery grabs a long iron pot hook off the wall. He swings it at the witches, who recoil from him. Winifred snatches up her spell book and holds it protectively.

WINIFRED
Get him, you fools!

MARY
Get him, you fool!

Mary shoves Sarah at Thackery, and Thackery gives her a good bop on the head.

As Winifred, getting furious, starts gathering power for a major electrical discharge, Thackery hooks the edge of the cauldron with the pot hook and dumps it over. The BUBBLING GOO spills all over the dirt floor.

ON WINIFRED

as she shrieks in rage at the sight of her ruined potion. Her hair is now standing out straight in the air.

Thackery bolts for the door, but Winifred nails him with a massive jolt of electricity and he goes down.
THACKERY'S POV - FROM FLOOR - MOMENT LATER
as he comes to and sees the witches' three ugly faces
staring DOWN AT him.

BACK TO SCENE
Thackery tries to struggle, but they've tied him up.

MARY
See how bravely he struggles.

They cackle.

WINIFRED
What shall we do with him, sisters?

MARY
Roast him with potatoes!

SARAH
Put hornets in his ears!

WINIFRED
No no, he's such a brave little boy, his punishment must be more
... inventive... Let's find something in my book.

She pets the book.

SARAH
The book! The book!

Sarah and Mary cackle with glee as Winifred lovingly
opens and peruses her spell book.

WINIFRED
Let me see... Warts... Itching...
Crib death --

MARY
(gleefully)
Crib death! Crib death!

WINIFRED
(smacks her)
I have it! His punishment will
not be to die, but to live
forever...

MARY
(cackling)
As what, Winnie?

(CONTINUED)
CONTINUED:

SARAH
As what?  As what?

Winifred reads from the book.

WINIFRED
Twist the bones and bend the back;
Trim him of his baby fat.
Give him fur, as black as black,
And pointy claws with which to spat!

Winifred hisses at him.

THACKERY'S POV OF WITCHES

DROPS TO the floor. The witches poke cruelly AT CAMERA with their broomsticks. The door flies open. Torchlight fills the house.

EXT. SALEM VILLAGE - NIGHT

The witches are set to be hanged over a pyre. Emily and Elijah stand with their FATHER.

FATHER BINX
Confess your crimes. Where be the boy, Thackery Binx?

MARY
We are innocent!

SARAH
Victims we are!  Let this madness stop!  No last meal?

FATHER BINX
Silence, hag! The boy?!

WINIFRED
Mortal ignorant fools!  Hang us, burn us, what ye will!  But our spirits abide here in this hill, that one Hallow'd Eve when the moon is round, a virgin will summon us from the ground!

The townspeople toss torches to pyre. Flames leap at the ever-laughing witches.

(CONTINUED)
CONTINUED:

WINIFRED
We will be back! You have not seen the last of us, Salem Village!
(Mother Goosey)
Mind ye children well... mind ye childr --

CAMERA PANS UP TO AND HOLDS ON the full moon as the WITCHES SHRIEK WITH LAUGHTER. But their shrieking is suddenly cut short, as we hear the PLANK TUMBLE to the ground.

DISSOLVE TO:

ANOTHER ANGLE

Nearby, something small and sad watches from the bushes. Watery marble eyes blink slowly. When they open, they're looking up at...

INT. HIGH SCHOOL CLASSROOM - DAY

Among the students in the classroom are ALLISON WILLIAMSON (15, prettiest girl in town) and BEN and ALAN (14, town's geeky outcasts).

A witch-like face:

MISS OLIN
Could anyone explain for us how the cultural significance of Halloween and our own local history might perhaps share some common ground?

A tarantula secretly crawls among the feet of the students. It crawls towards Allison's feet. Ben knows about it, so Alan diverts the class.

MISS OLIN
Yes... Mr. Schotznicke?

ALAN
Thank you. Halloween, or more properly, Allhallows Eve, in medieval times was a holy evening. It took place on October 31st, the eve of All Saints Day when the souls of the dead rose and walked the Earth again.

(MORE)
CONTINUED:

ALAN (CONT'D)
Which is exactly what Salem's own most diabolical ancestors vowed to do on this very night.

(beat)
The Sanderson sisters, before being hanged by a town full of most righteous and, if you ask me, most improperly dumped-on witch hunters, swore they'd come back to avenge themselves on Salem's children... that would be us.

(beat)
There are those to this day, Mr. Corwin and myself included, who believe that every Halloween night a black cat still guards the old Sanderson house, warning off any who might bring the witches back from the grave.

ALLISON
Ahhhhh!

The tarantula's on Allison's foot. She flips it away. It lands on its back -- legs wrigglin' -- exposing its electronic innards. The BELL RINGS. The class exits. Allison glares at Ben. He shrugs, points to Max. She looks at him. He smiles, gratefully. But, shaking her head, she leaves. Max's crest falls.

EXT. HIGH SCHOOL - LOCKER ROW - DAY

Ben and Alan's lockers are altars to superstitious protectives. Max collects his stuff from his locker nearby. He can't stop looking at Allison down the hall. Ben consults his "locker-rolodex."

Ben

ALAN
Put her from ye mind, lad, she's way out of your league.

(Continued)
CONTINUED:

MAX
Yeah, now that you guys made me look like such an idiot!

ALAN
You should thank us for breaking the ice for you.

MAX
With an R.C. tarantula? Now she thinks I'm a geek!

BEN
No, now she thinks you're a clever geek. Big difference.

MAX
Don't do me anymore favors, okay? I can break my own ice.

Max starts after Allison. Turns back, heads out of school past Ben and Alan:

BEN
Good call, Max! It's Friday the 13th, Halloween and a full moon all at once! Unluckiest day of the current millennium!

Prediction.

ALAN
Predict on.

BEN
Our young apprentice shall crash 'n' burn.

ALAN
Agreement. The night grows near. We must prepare.

Prepare on.

They finger "garlic butter" on their faces as war paint. They head off -- parting gagging students in the hallway like corpses.

INT. SALEM MALL - BANK OF SALEM - ATM - DAY

Max rides up on his mountain bike to get money out of the Versateller.
CONTINUED:

Turns to leave: Duh! Allison is there. He just stares and stares at her.

ALLISON
Are you done?

MAX
(missing cue)
What? Sorry. I wasn't staring.

ALLISON
That's not what I meant, but since you mentioned it, ever since you started at Cromwell High you've been staring at me. Is there something wrong with you?

MAX
What? No, I mean, ya know, no. I guess I can't help myself.

ALLISON
Oh. You're just immature. I should've guessed with the spider in social studies.

MAX
I didn't do that! Ben Corwin did, he was trying to break the ice for me.

ALLISON
Break what ice?

MAX
The ice. Ya know. With you.

For what?

ALLISON

MAX
Wull, to meet you, of course.

For what?

ALLISON

MAX
Wull, I don't know.

ALLISON
Then why'd you have them do it?

MAX
I didn't! They did it on their own.

(CONTINUED)
CONTINUED:

ALLISON
What's your name?

MAX
Max.

ALLISON
Well, Max, you should tell them to stop doing things for you, they're making you look like a jerk. 'Bye.

EXT. SALEM STREET

Max rides out of the mall under an anvil of teenage angst, looking back at Allison getting into her mom's car. Wham! He runs into JAY and ERNIE (17, town jerks emeritus -- an Axl Rose apostle and a white rap fanatic), on their moto-cross bikes. Their bags of Halloween prank supplies scatter.

MAX
Oh man! Jay, Ernie, man, I'm sorry!

Ernie yanks Max off his bike. Sticks his head in Max's face. The word I C E! is shaved into his short hair.

ERNIE
Can't you read?! My name is Ice!
Cold-hearted like a cube. Get it!
Huh?! Ice! Get it?!

MAX
Yeah, I get it, I'm sorry.

ERNIE
Not yet you ain't, buttshine!
Don't move, newboy!
(to Jay)
Come on! Pick it up for the whole town knows who did all the stuff tonight tomorrow after it's all done!

JAY
Ouh, too many words, Ice -- What?

ERNIE
Pick up the stuff, braindead!

Jay hurries. Ernie grabs Max.

(CONTINUED)
CONTINUED:

ERNIE
You're dead, Max E. Pad!
(msec, att-span)
Whoa, cool crosstrainers. Lemme check 'em out.

MAX
What, my shoes?

ERNIE
No, your jockstrap. Yeah, your shoes! Gimme. I wanna see if they fit me.

Max is about to protest, Ernie unpockets a knife. Max loses the shoes. Ernie tries 'em on. Too small. He slices the heels out.

ERNIE
Perfect. Here, trade man, don't say I never gave you nothin'.

Ernie stuffs his crusty tennies in Max's arms.

ERNIE
If you tell anyone you saw us --
(confidential)
-- shopping...

MAX
(confused)
Ah, yeah, yeah I got it.

Ernie and Jay take off for the top of the mountain.

EXT. MOUNTAIN BIKE PARK - OUTSIDE TOWN - DAY

A ski resort that's a mountain bike park in the off-season. Max rides by an old cemetery and up to the ticket booth with purpose. He takes the ski lift.

EXT. MOUNTAIN TOP - "SUICIDE GORGE" - DAY

Max suits up: helmet, gloves, pads. Rides to the edge of the expert run -- vertical deathtrap; rocks, moguls... Max breathes deep. Cinches down his toe straps. Death-grip on bars. Is just about to pedal over the edge, when...

... he chokes. Frustrated, he backs away from the edge just as Ernie and Jay fly by him -- jetting down the run. Their bikes are agile horses. Max rides off, at once scared and disappointed.
EXT. MOUNTAIN BIKE PARK - DAY
Max rides down the bunny slope and out of the park.

OLD TICKET TAKER
Maybe next time.

MAX
It's always the next time.

EXT. MAX'S HOUSE - DAY
Max rides up his walkway.

INT. MAX'S HOUSE - KITCHEN - DAY

DAVE
Hey, champ.

TERRY
Hi, sweetpotato pie.

MAX
Mom. Dad.

DAVE
How was school?

MAX
Bad grades, cutting class, no friends. Basically, it sucked!

DAVE
Hey, language!

JENNY
Max? What happened to your shoes?

Max looks down at Ernie's stinky sneakers.

MAX
Um... that new industrial fungus thing. You guys going trick or treating?

JENNY
There's a Salem Professionals Halloween dance at the town hall. We'll be out late, so look after your sister, Max, okay?

(CONTINUED)
CONTINUED:

MAX
What if I've got a date?
(as all turn
anxiously)
I mean, I don't, but if I did.

All resume.

DAVE
Then we'd cross that bridge if we came to it. She's your responsibility for the night, Max. Understand?

MAX
Yeah. I think it stinks. But, I understand.

JENNY
We've all got our crosses to bear, Max, you should be thankful you have a sister to share the best things in life with. You'd feel pretty bad if you didn't.

MAX
She's seven years old, Mom... I'm in high school.

JENNY
Which makes you the mature one.

Max grabs a Coke from the fridge and heads upstairs.

EXT. MAX'S BEDROOM - DAY

The woodshop project skull 'n' bones reads: "MAX ONLY!"

INT. MAX'S BASEMENT ROOM - DAY

Max rifles through the CDs. Oh no, Neil Diamond. Oh yes, "SOLITARY MAN." As the lachrymose lyrics lilt through his private teenage cave (Bud Light babe posters, et al...), Max goes eye to advisorly eye with a poster of his big time hero:

NEIL DIAMOND (V.O.)
'A solitary man... That's what I am, a solitary man...'

MAX
Oh, man, that's me. That is me.
That's so true, Neil.

(Continued)
CONTINUED:

Max opens a copy of The Crucible, Cromwell High's paper: a picture of Allison leading cheers.

MAX
Whadda I do, Neil? I mean, do I just walk up and say, 'Hi, I'm totally in love with you, be my girl friend'?
(a thought)
Cool, I'll write her a song. Roses 'er red, violets 'er blue, I'm to-tal-ee in love with you. Man, Neil, just I don't know, forget it, she thinks I'm a geek anyway...
But, I mean look --

Max shows the pic of Allison to the pic of Neil:

MAX
See? Am I lyin'? Is she beautiful or what?

Max is suddenly entranced by the picture. He brings it up to his face. He's gonna kiss it! Suddenly, his little sister, DANI, appears behind him from the closet.

DANI
Boo!

MAX
Ahh!

DANI
I scared you!

MAX
I'm gonna kill you!

Max leaps for her. Dani jumps on the bed (7 years old) face to face with Max. He reaches for her -- she puts her hand up in power-witch manner:

DANI
Halt! If you touch me I'll tell everyone what you were doin'!

MAX
You better not say nothin', Dani.

DANI
What'll you give me?

(CONTINUED)
CONTINUED:

MAX
A fat lip if you don't shut up.
Mom and Dad told you to stay out!

DANI
Nut uh, only till you adjusted to
your new environment because
moving in high school is
tramlaktic on a teenage boy,
that's what Mom said. So, let's
go.

MAX
Traumatic. And I'm not going
anywhere.

DANI
You're taking me trick 'er
treating.

MAX
Guess again.

You are.

DANI
I ain't.

MAX
Uh-huh.

DANI
Ut-uh.

MAX

DANI
Mom and Dad said you have to.

MAX
Guess they don't know everything.

DANI
You're taking me, Max!

MAX
Wanna bet?

Dani runs in a spontaneous lather up the basement
stairs, screaming at the top of her lungs:

DANI
Mooooooooommm! Daaaaadddd!
INT. MAX'S HOUSE - DAVE'S WORKSHOP - DAY

DAVE
You haven't done anything except hang around the house every weekend we've been here so far, Max. Listen, ya know, we moved here for your and Dani's benefit.

MAX
Thanks, but that doesn't mean I have to like it.

DAVE
No, I guess not, but life wouldn't be so miserable if you tried to.

MAX
Who said I was miserable?

Dave just "looks" at him.

MAX
Dad, I didn't wanna move here. All that stuff you said about a safe rural atmosphere? Well guess what, I got my cross trainers ripped off on the way home from school! Which I hate! I don't have any friends. They bumped me ahead 'cause they said I was smart, but now everybody I'm supposed to be equals with drives a car and I ride a bike. I had to get a five dollar haircut that sucks because nobody knows how to cut hair right here.

DAVE
You, my man, have got a serious case of the screaming knee bucklers for some lucky girl. Don't you?

MAX
Oh...man! She told you! I can't believe it! She blabs her fat mouth about all my personal stuff and I'm supposed to take her trick or treating! Forget it, Dad!

DAVE
You better suit up, it's about time.

(CONTINUED)
CONTINUED:

MAX
What?

DAVE
It's Halloween, get into it.

MAX
(horrified)
You're kidding, right?

DAVE
Serious as a tax audit, Max. Because if you don't, or if you foul up in any way, you can forget about getting your driver's permit this year. Listen, Max, it's her big night and you're gonna make sure, as her big brother, that she has a great time, understand?

MAX
Yeah, I understand. I think it sucks, but I understand it.

DAVE
Life ain't fair, Max. But it's always the guy who goes above and beyond the call of duty that makes all the difference. Dismissed.

(beat)
Oh, don't scare Dani too bad. She'll have nightmares.

MAX
My life's a nightmare.

EXT. MAX'S HOUSE - DUSK

Costumed kids roam the streets. Dave (laden with still camera and video 8) and Jenny look proudly at their kids.

JENNY
(from the door)
Honey, fix your nose, it's falling off! Have a good time! Don't stay out too late!

Dani waves gleefully. Max's costume: baseball cap and Wayfarer IIs.

DANI
I've got our route all planned. We're going to clean up... Where's your costume?

(CONTINUED)
CONTINUED:

Max puts on his sunglasses.

MAX
I'm a dope dealer.

DANI
Unacceptable.

MAX
I'm Christian Slater.

Jenny and Dave walk over to the kids.

DAVE
What are you supposed to be anyway?

Max puts on a baseball cap.

MAX
I'm a baseball player. Let's go.

DANI
Take your mitt.

MAX
(angrily)
Don't push me, Dani!

Dani looks hurt. Max and Dani walk away.

DAVE
Kids, wait up!

DANI
He's got the cameras.

MAX
Crap. Pump it!

Max and Dani bolt away under a full moon. Below it on a nearby hill... The Sanderson house.

EXT. NEIGHBORHOODS - VARIOUS SHOTS - EVENING

A skeleton sits up and waves; killer front-yard diorama (Halloween's big in Salem). Max and Dani come down the street. Max is praying he won't be noticed.

DANI
If you'd worn a real costume nobody'd know who you were.

(CONTINUED)
CONTINUED:

MAX

Just hurry up.

EXT. HOUSE - EVENING

Dani rings the doorbell. The DEVIL answers. Red light and goofy smoke issues out. Max yawns. Dani freaks, ducks behind him:

DANI

Ahhhhhh

DEVIL

Save yourselves! Abandon all hope ye who ring my bell! Boy, tremendous reaction.

DANI

Tr-tr-tr-trick 'er treeeat.

DEVIL

Well, well, what have we here, a little witch and a... a kid wearing sunglasses...

MAX

I'm a rap star.

EXT. NEIGHBORHOOD - VARIOUS HOUSES - NIGHT

Max drags along as Dani runs from house to house. At various doors, Max explains:

MAX

I'm a blind centerfielder... I'm a dysfunctional teenage zombie... I'm an illegal alien from Lapland... I'm an illegal alien... I'm an alien... I'm Jack Nicholson's son... I'm the ghost of James Dean... I'm a RayBan factory test pilot... I'm Ray Charles' back-up singer... I'm her brother.

EXT. NEIGHBORHOOD STREET - NIGHT

Dani struggles under the weight of her haul. Max is bored.

DANI

Mine's too heavy. Carry it for me, Max.

(CONTINUED)
CONTINUED:

MAX
Your night. Your candy. You carry it.

DANI
Fine, I will! I liked you better when you were a kid.

MAX
I liked me better when I didn't live here. Oh shit. Come on, we're done.

DANI
There's more houses!

But Dani ignores him and keeps right on walking toward Jay and Ernie, who ride their BMX bikes up, blocking her way.

ERNIE
Ding ding. Ding ding.

JAY
Stop and pay the toll, kid.

ERNIE
Ten chocolate bars. No licorice!

JAY
Dump out your sack. We'll pick 'em.

DANI
Drop dead, moron.

ERNIE
Yo, twerp, how'd you like to be hung off that telephone pole?

DANI
I'd like to see you try it, jerk, 'cause my big brother's with me. And if you don't gimme back my candy I'm gonna tell him to beat you up. Max!

Max comes forward. Jay and Ernie bust up.

ERNIE
What're you supposed to be anyway, a 'New Kid On The Block'?!

Ernie and the other kids crack up.

(CONTINUED)
CONTINUED:

DANI
He's a little leaguer!

Jay, Ernie, and the other boys howl with laughter. Max is mortified.

MAX
(trying to leave)
Later.

ERNIE
Wait a moment. Everybody pays toll. Lemme check out your Swatch.

Max hands his Swatch to Ernie.

DANI
What're you doing?! Max, aren't those your crosstrainers.

MAX
Shut up, Dani.

DANI
You can give him your stuff, but he ain't takin' mine!

Dani snatches her candy sack away from Ernie. Ducks behind Max. Ernie chases her into Max's face.

ERNIE
You got a death wish or what, 'Maxipad'?

Max hands Ernie his own sack.

MAX
Here, Ernie, help yourself.

ERNIE
My name is Ice! Cold like a cube!

DANI
Dumb, like a brick.

Max slaps a hand across her mouth.

ERNIE
I'll just keep the bag.

MAX
Sure, go ahead. I gotta get her home now, ya know bedtime.

(CONTINUED)
CONTINUED:

Max leads Dani away. Halfway down the block she bites his hand:

DANI
Social misfits! Degenerates! Thieves!

Dani struggles with her 1/2 ton of candy. At a cross street, Max turns back:

MAX
What did you want me to do? There were two of them!

DANI
You didn't have to roll over completely!

MAX
I didn't wanna take you trick or treating, but I did. And if I didn't give him my Swatch he would've beat the crap out of both of us. I saved your butt! So just collect your candy and shut the hell up, Dani!

DANI
(bawling)
I'm telling Mom and Dad that you ruined my Halloween!!

MAX
Go ahead. See if I care.

DANI
You don't care about anything, anymore!

MAX
I got nothing to care about.

Dani sits on the curb, bawling. Max sits with her.

MAX
Sorry...

DANI
You're just scared Dad won't sign your driver's hermit --

MAX
-- permit. It don't matter anyway, I'm not going anywhere.

(CONTINUED)
CONTINUED:

DANI
How come you don't have any friends yet, Max? I got lots so far.

MAX
You're a kid, it's easy for kids.

DANI
Oh yeah, and you're such a big man, you don't even shave yet.
(beat)
Sorry. Have some candy.

Max splits a chocolate bar with his little sister.

MAX
It's boring here.

DANI
It's not really. There's lots of cool stuff. Look.

A full moon hangs over the Sanderson house far away.

DANI
I think full moons are good luck.

MAX
Come on, I'll take you ho --

Max notices the street sign under which they've been sitting: "Chestnut Street."

MAX
-- over to this street and then we'll go home.

DANI
(as they go)
No, that's just rich people down there, they'll make us bob for apples and drink cider... Max!

EXT. "397 CHESTNUT STREET" - NIGHT


DANI
How come this one?

MAX
I don't know. (CONTINUED)
CONTINUED:

Allison answers. Space Princess costume, "Too sexy for my shirt..."

DANI
Trick or treat. I ain't bobbin' for apples --

MAX
(duh)
-- Oh. Hi, Allison.

DANI
Oh, brother.

INT. ALLISON'S HOUSE - NIGHT
A catered party -- all adults. Allison's bored.

ALLISON
It's my parents' annual party.

MAX
Great.

ALLISON
It's completely boring.

MAX
Great, great.

ALLISON
Want some cider?

DANI/MAX
No. Sure.

Allison gets some.

DANI
So, I guess we know why you've been such a jerk lately.

MAX
What're you talking about?

DANI
You want her to be your girl friend and she doesn't even know your name.

MAX
Yes she does.

Allison returns. (CONTINUED)
CONTINUED:

ALLISON
Here you go, ah -- What was your name again?

MAX
Max.

Dani just rolls her eyes.

DANI
Just tell her and let's go, Max.

MAX
Shut up, Dani.

ALLISON
Tell me what?

MAX
Nothing --

DANI
-- My brother's got the hots for you.

Max chokes. That's bad, but how Allison looks at him, well...

ALLISON
I like your costume. Very authentic.

DANI
Thanks. My mom made it for me. I helped.

ALLISON
I'm really into witches.

DANI
Really? Me, too. We just learned about those sisters in school.

ALLISON
The Sanderson sisters? I know all about them. My mom used to run the museum.

DANI
There's a museum about them?

ALLISON
They shut it down. A lot of spooky things happened here.

(CONTINUED)
CONTINUED:

DANI
Where was it?

ALLISON
At their house. I think they were wrong to close it. It's a piece of history.

Dani's suddenly best friends with Allison:

DANI
Neat. I'm really into witches, too.

ALLISON
(to Dani)
Would you like to see it?

MAX
(interrupting)
See wha -- what?

ALLISON
The Sanderson Museum. I'll get my mom's keys, they'll never know I'm gone.

Allison moves off.

DANI
Just take her to the movies like a normal person. My friend said that those witches ate kids!

MAX
There's no such thing as witches and even if there was they been dead 300 years.

EXT. HILLSIDE WOOD - NIGHT
Max, Allison and Dani trudge Emily Binx's hill. Full moon.

ALLISON
What's your costume supposed to be?

DANI
He's too cool for a costume. He was just taking me around.

ALLISON
That's really nice.

(CONTINUED)
CONTINUED:

MAX
I always do it, ya know.

DANI
My parents made him --

Max nudges Dani again.

DANI
Ouh! If you hit me one more time, Max, I'll tell her you listen to Neil Diam --

Max slaps his hand over her mouth. Too late:

ALLISON
I dont' believe it, you listen to Neil Diamond?
(beat)
I love Neil Diamond --

Dani gags.

EXT. HILLSIDE - NIGHT

The old Sanderson house looms at the top of the hill, as Max, Allison, and Dani climb the hillside in the ghostly moonlight. Max leads the way. It's very spooky.

DANI
(to Allison)
They found the bones of a hundred children buried in this hillside.

MAX
(picking something up)
Look, a thigh bone.

He tosses it at them. Dani and Allison squeal.

DANI
It's a stick. I hate him.

EXT. SANDERSON HOUSE - NIGHT

Sign: "The Sanderson House, circa 1642. Home of Winifred, Sarah and Mary Sanderson, hanged as witches, Halloween night 1692. 12 to 5 M-Sat. Donation $3.00."
The sign is rotting. The place is overgrown. A newer sign been nailed over the old, "CLOSED! NO TRESPASSING!"

Dark clouds cross the moon:

(CONTINUED)
CONTINUED:

ALLISON
The witches' ashes are supposed
to be buried under the house.
The Sanderson sisters were just
misunderstood eccentrics,
persecuted by ignorant people in
an ignorant time.

MAX
Yeah, geez, Dani --

Something bolts by Max's feet -- he leaps four feet:

MAX
-- Ahhhhh!

DANI
Oh yeah, big man.

The black cat sits 'twixt the gang and the house. Its
eyes shine in the dark. It "meows," strangely.

DANI
It's a cat!

The cat "meeooooowss."

Max chucks a stone at the kitty. WHAP! It disappears.

DANI
It was talking. Did ya hear it?! It said 'Get out!'

MAX
-- It said meow.

ALLISON
I hope you didn't hurt it.

MAX
No way, they got nine lives.

INT. SANDERSON HOUSE - NIGHT

Darkness. Stumbling. Max flicks on a mini-mag.

DANI
I'm scared. Aren't you scared? I am, I'm scared. Are you?

(CONTINUED)
CONTINUED:

ALLISON
My friends and me used to sneak
in after hours all the time when
we were little and play Ouija
board and stuff, but... it was
never like this... it's weird now.

The displays are cobwebbed. Rainwater catch-buckets.
Velvet ropes form a guided tour past display signs,
potions, strange devices, dried animals and the
cauldron. The gang screams.

ALLISON
Oh my God, I forgot about those.

Wax witch effigies wearing talisman necklaces. They're
huddled o'er the cauldron. Max ventures forward. Dani
clings to his arm -- he wrenches free.

MAX
'The spellbook of Winifred
Sanderson. Given to her by the
Devil himself. Bound in human
skin, it contains the recipes for
spells of destruction and life.'

Human skin, right.

ALLISON
Unless you believe in this stuff,
it seems goofy.

Max feels his oats here, he ain't afraid of nothin'.

MAX
Definitely. Check this out.

The black candle display. A box of old matches nearby.

MAX
'The Candle of the Black Flame.
Made from the tallow of a still
born calf -- gross -- and the fat
of a hanged man -- no way -- This
candle was used by --

The mini-mag dies, he strikes a wooden match.

MAX
-- the sisters to illuminate the
pages of the spellbook while they
conjured. Legend has it that it
will also raise the dead when lit
by a virgin on Halloween night.'

(beat, macho)

Guess I'm out then.

(CONTINUED)
CONTINUED:

ALLISON

Oh, right.

DANI

That's what she meant!

MAX

Meant who what?

ALLISON

Before they hanged her, Winifred Sanderson cast one last spell, 'One Halloween night when the moon is round, a virgin will summon us from the ground...'

In the b.g., through the window, the clouds drift away, revealing the full round moon. The room is suddenly illuminated with moonlight. It's very spooky. Allison and Dani are afraid.

MAX

Cool. Let's light the thing and meet the hags.

(offering Alison his lighter)
Would you like to do the honors?

ALLISON

We shouldn't be fooling around with this.

DANI

No kidding!

MAX

What are you afraid of? It's all just a bunch of hocus pocus.

Suddenly, with a PANTHER-LIKE YOWL, the BLACK CAT leaps out of the darkness and lands on Max's back. For a moment it hangs on, clawing him viciously.

MAX

(freaked)
Get him off! Get him off me!
Ahhhhh!

As suddenly as it attacked, the cat drops off of Max and disappears into the shadows. Allison nervously laughs at Max's freaked out state. Max, embarrassed, picks up a piece of firewood, and brandishes it like a weapon.

MAX

Stupid cat!

(continues)
CONTINUED:

Sneezes. From the shadows, a very HUMAN-LIKE CAT YOWLING can be heard.

ALLISON
He says that's what you get for hitting him with a rock -- Oh my God, I can hear him now, too!

MAX
What?

ALLISON
He talks!

DANI
I told you!

More YOWLING from the shadows.

ALLISON
He says if we don't get out of here right now, we'll never get out!

MAX
So why can't I hear him?

More YOWLING.

DANI
Only those who believe in magic can hear him speak!

MAX
You guys are overreacting!

ALLISON
Let's get out of here!

DANI
Great idea!

They start for the window.

MAX
Wait a second, where's your candy?

DANI
Who cares?

ALLISON
Forget it, Max. Let's go!

(CONTINUED)
CONTINUED:

MAX
No way. My dad'll kill me if I bring her home with no candy. I'll never get my learner's permit.

DANI
I knew that was the only reason you took me!

Allison helps him look. The CAT MEOWS at them menacingly.

MAX
Shut up, Morris!

Sneezes. The moon slips behind the clouds again, darkening the room. Max flicks his lighter lit.

ALLISON
I can't see a thing! Let's just split!

Max looks at the black flame candle. Without thinking, he lights it. Dani sees him.

DANI
Max! No!

The CAT YOWLS in horror. But it's too late...

CLOSE ON CANDLE

as Max's lighter ignites the flame, but instead of giving off light, the flame literally sucks in the light around it, like a black hole.

ON MAX'S REACTION

as he realizes he's just made the blunder of his life.

MAX
Uh-oh.

But it's too late. With a sudden IMPLOSION/EXPLOSION, all the light in the room is sucked into the candle, while at the same time a strange HOWLING WIND emanates out of the flame and blows around the room. Hellish LAUGHTER and SCREAMING are heard as the WIND GUSTS, blowing around dust and objects...

CAT
Oh no...
EXT. UNDERNEATH SANDERSON HOUSE - NIGHT

Light erupts from the ground, carrying the buried ashes of the witches in streams up through the floorboards.

INT. SANDERSON HOUSE - NIGHT

The light 'n' ashes stream up into the wax dummies -- lighting them from the inside out. Melting the wax...

CAT

No no no...

The EFFIGIES MOAN like the undead. Wax drops off them in luminous thick lugies. The PLASTER EXPLODES from the mannequins! Waxy plaster dust fills the room. Moonlight filtered in the trillion particles clears slowly. The kids duck behind the spellbook display. They stare and shudder at what has impossibly manifest before them:

SANDERSON SISTERS

skinny, fat and ugly. Unchanged and pissed. They are slow to realize their good fortune. As they pinch themselves to verify their freshliness:

WINIFRED

Sisters, we have returned!

They howl and cackle with delight.

CLOSE ON MAX AND ALLISON

in hiding --

MAX

(sotto voce)

What happened?

ALLISON

A virgin lit the candle.

Max is embarrassed.

BACK ON WITCHES

WINIFRED

But who brought us back?

The witches scan the room and see the three witch effigies. Winifred approaches them.

(CONTINUED)
CONTINUED:

WINIFRED

Sisters?

She puts her hand on one, and it falls over. Winifred examines them, puzzled. Suddenly, Sarah's nose starts twitching.

MARY

Do you not smell them, sisters?

WINIFRED

What?

MARY

(licks her lips)

Children.

SARAH

Let's pluck their eyes out!

Winifred whacks Mary with the back of her hand, sending her slamming into a rack of potions. Winifred turns on the charm.

WINIFRED

Come out, my dears. We will not harm you.

MARY

We love children.

Winifred suddenly flips over the table, revealing Dani, who is petrified. Dressed as a witch, she thinks fast and pretends to be one.

DANI

Greetings, sisters.

WINIFRED

Greetings, little one.

DANI

It was I who brought you back.

WINIFRED

(not buying it)

I see.

The three witches gather closely around her, pawing and poking her with their sharp fingers.

WINIFRED

(menacingly)

Such a pretty little girl.

(CONTINUED)
CONTINUED:

SARAH
Pretty fingers. Pretty eyeballs.

MARY
(squeezing her arm for plumpness)
And she's so well fed.

WINIFRED
Tell me, my sweet, what is the date?

DANI
(terrified)
Octo -- to -- tober 31.

WINIFRED
Allhallow Eve. My curse worked just as planned. And the year?

DANI

WINIFRED
Sisters, we have been dead... three hundred years.

MARY
How time flies...

SARAH
When you're dead!

The witches howl with laughter.

DANI
Guess I'll be going.

MARY
(blocking her way)
Stay for supper.

DANI
I'm not hungry.

MARY
But we are!

The witches howl with evil laughter and seize Dani with their talon-like hands. They are about to tear her to pieces when a voice shouts...

VOICE (O.S.)
Hey!

(CONTINUED)
CONTINUED:

The witches turn and see... Max, holding one of the buckets of rainwater. He hurls the water, scoring a direct hit on Winifred, and soaking her thoroughly... Everything stops, as everyone looks at Winifred to see what happens.

CLOSE ON WINIFRED

as she gets so mad that the WATER literally SIZZLES off her face.

MAX
(sheepishly)
It worked in The Wizard Of Oz.

Back to Winifred as her rage increases; her electricity charges up, her hair stands straight on end. Suddenly, she throws out her hands and zaps Max with a stream of CRACKLING ELECTRICAL ENERGY.

Mary and Sarah cackle with delight as Max is literally lifted off the ground, writhing in the electrical field.

SARAH
Burn him to a cinder!

MARY
Roast him, Winnie!

Now Dani gets mad.

DANI
You leave my brother alone!

She picks up a small pot and beans Winifred with it. The electrical charge is broken, Max slumps to the ground, and Winifred goes down to the floor, momentarily stunned, but in an instant she has regained her senses. She snatches up Dani with both hands and lifts her off the ground...

When Allison attacks her, but Winifred easily knocks her aside with a blow from her hand. Winifred is about to wring Dani's neck...

When suddenly, there is a ferocious YOWL, and the black CAT leaps out from its hiding place high on a shelf and lands on Winifred's head, scratching and clawing her savagely. Winifred releases Dani, and all hell breaks loose...

(CONTINUED)
CONTINUED:

Mary tries to grab Allison, who punches her in the nose... Winifred tears the cat off her and throws it against the wall. Max comes to his senses, sees what's happening, then spots the sprinkler system on the ceiling... Mary cackles like an idiot...

MARY
Here, kitty kitty kitty!

Dani finds her candy bag. Winifred is about to grab her again, when Max suddenly leaps up on the table.

MAX
Hey!

He clicks the lighter, which flames. That catches the witches' attention.

MAX
You have messed with the Great and Powerful Max, and must now suffer the consequences! I summon... the Burning Rain of Death!

Max (who has positioned himself perfectly) lifts his hand and holds the flame under an old sprinkler head on the ceiling.

For a beat nothing happens, and then an old FIRE ALARM BELL starts SOUNDING and all the SPRINKLER HEADS on the ceiling start gushing water.

The witches scream in horror, as they imagine they are about to die an agonizing death.

SARAH
The Burning Rain of Death!

Screams. While the kids scramble to escape, the black cat, who is of course Thackery Binx, leaps up onto Max's shoulder, putting his face right up to Max's. Three hundred years have turned Binx into a tough, very worldly cat.

BINX
Get the spellbook.

Max instinctively reaches to pry the cat off -- Binx bites his hand.

MAX
Oh, God, you talk!

(CONTINUED)
CONTINUED:

**BINX**

I do lots of other things, too. You listen to me, boy, get that book or there’ll be hell to pay!

Max is paralyzed. Whap! Whap! -- couple quick paw-shots 'cross Max's cheeks.

**BINK**

Hurry!

Max grabs the spellbook. He runs out past the writhing witches. Binx scrambles after them.

**BINX**

Hey! Heel! Heel!

**EXT. WOODS - NIGHT**

**BINX**

Follow me.

Max stops. Allison and Dani stop. Look back at him.

**MAX**

Wait a minute! I wanna know what's goin' on?!

Binx turns 'round and leaps back up in Max's face again.

**MAX**

Stop doin' that!

Binx stuffs a paw in Max's mouth.

**BINX**

Shut up. I'm a cat. I'm talking to you. You understand what I'm saying. Some 300-year-old witches wanna kill you. Anymore questions? Good. More later. Right now, who's in charge?

**MAX**

Woo war.

**BINX**

(pats Max's forehead)
Fine boy. This way.

Binx dashes away. Dani follows. Allison next. She leaves Max with a sudden disapproving look.
BACK ON HOUSE - SAME TIME

The witches, still screaming in imagined agony, are getting soaked.

CLOSE ON WINIFRED

as she tastes the water streaming into her mouth and realizes...

WINIFRED

Water! It is but water!

Sarah and Mary stop screaming and lap up the droplets.

MARY

Most refreshing.

WINIFRED

(smacks her)
The boy has tricked us!
(sees broken case)
My book! They have stolen it!
After them, sisters!

EXT. SANDERSON HOUSE - NIGHT

... lead down the hill by Mary's "life-of-its-own" nose -- like Toucan Sam to the Fruit Loops. They stop suddenly at a black river.

SARAH

The river styx?... Winnie, have we truly gone to --

MARY

-- What is that?

They view a beat-up sedan nearby.

WINIFRED

'Tis is most strange vessel...
(emblem)
Ah... a vessel for Fording this river.

SARAH

So clever, sister. Mayhaps 'tis not too deep...

Winifred shoves Sarah on to asphalt.

SARAH

Sister, I can't swim!

(CONTINUED)
CONTINUED:

Sarah stumbles onto the road and stands there drowning in oxygen.

    WINIFRED
    'Tis firm as stone! It is a road.

    MARY/SARAH
    (a goofy jig)
    Just like bone, 'tis firm as stone! A little road, let's kick a toad!

WONK! Huge headlights cut out of the darkness. They barrel straight for Sarah and Mary. The witches scream:

    SARAH
    Dragon!

They leap for the bushes and hide there watching as a FIRETRUCK speeds by, SIRENS BLARING. It stops at the Sanderson house.

    MARY
    Witch-hunters!

EXT. FIELD OUTSIDE GRAVEYARD - NIGHT

Binx leads the way -- Dani, Allison and Max hurry after him. They approach the gates of the "Salem County Cemetery."

    MAX
    This is a graveyard!

    BINX
    Brilliant, someone told you?

    MAX
    Why're you talkin' us in here?

    DANI
    Just do what he says, Max!

    ALLISON
    Really. You got us into this anyway!

    MAX
    Me?! You're the one that wanted to go up there --

    ALLISON
    -- I didn't light the candle -- (CONTINUED)
CONTINUED:

BINX
Kids, kids, knock that stuff off
or I'll turn this car around right
now!

Binx squeezes through the iron gates. The gang follows.

BINX
Step lively, 'tis hallowed ground,
the vile witches cannot set foot
upon it.

EXT. SANDERSON HOUSE - NIGHT

The FIREMEN kill the sprinklers and head for the truck.

FIREMAN #1
Kids again.

FIREMAN #2
Man, I hate Halloween.

The FIRETRUCK RUMBLES away. As the witches emerge from
the bushes:

SARAH
The crimson vessel of witch
hunters, sisters. Did ye see the
tools of torture?
(lites, tires,
hoses, axes)
A witch is blinded first, then
crushed 'neath the rollers, hanged
by the nooses and tortured with
the axe of confession!

WINIFRED
Aye, 'tis a different world.
Hurry, we must get back the book.

Mary snatches a burly wood-beetle off the house. She
eats it.

MARY
(munching)
What book, sister?

WINIFRED
My spellbook!

SARAH
Why, sister? Pray, tell.

(CONTINUED)
CONTINUED:

WINIFRED
I need it to perform a spell!

MARY
What spell, sister?

WINIFRED
(crowns them)
Sisters, consider thy arms.

They do. Winifred digs a finger into hers. She gets wax. Sarah gets wax. Mary hurts herself.

MARY
Ouh! Are we not flesh, sister?!

WINIFRED
'Tis only thy girth which slows they fate.

SARAH
(blubbering)
But I don't want to be a dummy, Winnie!

WINIFRED
Little help for that, sister.
(hypothesis)
I fear the hourglass is pouring. See too how we move about now? We do not walk as flesh, we float as spirit, neither alive nor dead. We must get the spellbook and conjure for our lives this night! Come, the hours are numbered...

Winifred spins grandly -- her witch-togs twirling -- heads for the house. The dunces follow:

WINIFRED
... and we are dead by dawn.

INT. SALEM COUNTY CEMETERY - NIGHT

The kids follow Binx through the graveyard. Past tombstones. A skeleton wielding a scythe appears from nowhere, they scream. Just a sculpted gravemarker. Binx leaps atop it.

MAX
William Butcher. Murderer.
Thief. Drunkard.

(CONTINUED)
CONTINUED:

BINX
A versatile guy, he was, Billy the Butcher.

MAX
Oh right, like you knew him.

BINX
'Like totally' I knew him.
That's right, junior, I did. I knew Napoleon B., Mark Twain, Tom Edison, Davy Crockett, Chuck Lindbergh, Babe Ruth and Walt Disney, too.

MAX
Really?...

BINX
Really. I knew Billy before and after he was strung up... The witches stole his body from the gallows and brought him back to life to raise a little hell, if ya know what I mean. To keep their secrets, they cut out his tongue and sewed his mouth shut with a dull needle.

The kids react -- hands to lips. Stark silence.

BINX
Now you know what we're dealing with. It ain't Elizabeth Montgomery. There, now, since I've got your attention, boys and girls, let me just say that we are in one 'grave' situation. Sorry, couldn't help myself.

DANI
Are you the little boy who was turned into a cat.

BINX
Yes. I am. Thackery Binx, at your service.

INT. SANDERSON HOUSE - NIGHT

The place is wrecked. Winifred whistles -- a classic twig broom flies to her. Sarah whistles -- a modern-type nylon-bristle angle broom skitters over to her.
CONTINUED:

( NOTE: When she flies then, her broom is always out of alignment -- she flies at an "angle." ) Mary whistles -- a 30-year-old chrome-railed Electrolux vacuum chugs out of the closet to her, and...

... unceremoniously slaps her in the forehead with its chrome handle. With an impressive flurry of cape, Winifred mounts her broom.

WINIFRED

To the sky!

EXT. SKY ABOVE SLEAEM - WITCHES, AIRBORNE - NIGHT

The witches fly across the full moon. They consider Salem Village far below. The city lights seem like pyres.

WINIFRED

Salem Village is a change'd world. Many witches burning regular now.

BACK AT GRAVEYARD - FEW MOMENTS LATER

Dani and Allison listen intently as Binx tells his tale. Max is still feeling peevved.

DANI

Do you like being a cat a lot?

BINX

At first I enjoyed myself. Being a cat was a highly sensuous experience. I slept all day, prowled around at night... My family took me in; I slept by the fire, and everybody petted me. But then... the years started to pass. I watched my parents grow old and die, and my brothers and sisters... And their children, and their children. But I was always left behind.

The kids are stunned and saddened.

MAX

Why didn't you kill yourself?

BINX

Don't you think I tried? (MORE)

( CONTINUED )
CONTINUED:

BINX (CONT'D)
But I always survived. I feel into deep despair. I couldn't die, but I had no reason to live. Then one day I realized... Immortality was a curse, but it gave me a purpose... The Sanderson sisters had vowed to return from the grave, but I'd always be here to stop them. They'd never harm another child, as long as I was here. So for three centuries I've guarded that house, especially on Halloween night...

(pointedly at Max)
When I knew some airhead virgin might light that candle.

ALLISON
What're we gonna do?

BINX
Make sure the hags don't get the spellbook.

This?

MAX

BINX
Yes, that. The devil's spellbook. It contains all of witch Winifred's most powerful and heinous spells.

(to Max)
Don't let it out of your sight, and remember this, all of you, it is evil and only evil can come of it. Is that clear?

All nod.

BINX
Good.

DANI
They did magic at their house, how come they need it?

BINX
Good point. As near as I can figure, they have minor magic at their beck and call. Ya know, unseen force, fireballs from the palms, bewitchments, cetra cetra.

(continues)
CONTINUED:

ALLISON
If they get it back, what would they do with it?

BINX
I only saw them conjure with it once. They'd cooked a potion that, as near as I could ever figure out, they planned to give to the children of Salem Village.

MAX
For what?

BINX
I don't know.

MAX
Well, we're just talking about three old ladies versus the 20th century, right? I mean, how bad could it be?

Suddenly, an electric cord drops, dangles from the sky in front of Max. Binx looks skyward:

Binx
Bad.

WINIFRED
Book be mine!

The spellbook leaps!

BINX
Get it!

Max intercepts. Allison and Dani take cover -- hide their eyes. Binx leaps to the tombstone.

BINX
This is hallowed ground. Whisk off, wretched hags!

WINIFRED
Thackery Binx? My, my, still alive?

BINX
Till the end of eternity if it means vexing the likes of you, vile wench!

WINIFRED
Enjoying your 9 millions lives?

(CONTINUED)
CONTINUED:

That strikes a cord in Binx. He's a taut ball of fur.

SARAH
Catch the kitty. Bind him with wire. Skin him alive. Set him afire!

MARY
Children, give us the book, and we'll be gone.

DANI
No way, fatso!

MARY
(evil)
Fatter still when I'm through with you!

Mary dive-bombs Dani. She flattens to the ground. The Electrolux zooms inches above.

WINIFRED
Enough! Give me the book or die!

BINX
Land here and take it, evil sow.

Winifred and her sister "air-huddle."

BINX
I don't like this.

MAX
But you said they can't touch us here, right?... Right?!

BINX
'They' cannot.

ALLISON
Whadda you mean 'they'?

Winifred unpockets the black flame candle. Holds it ready:

WINIFRED
Souls at peace, remain at rest;
Tortured spirit, join our quest.
Smell with nose, see with eye;
Twist your fingers toward the sky;
Push aside your earthen sheet;
Stand upon your good dead feet.
Life is sweet; be not shy-sleeping slave, arise! Arise!

(CONTINUED)
CONTINUED:

Winifred snaps her craggy fingers and lights the candle. Binx is thrown off William Butcher's tombstone -- the gravemarker rolls. Rotted coffin planks erupt from the grave. Then...

... BILLY THE BUTCHER climbs out. A zombie. His mouth sewn shut. He blinks the dirt from his eyes -- which are somehow miraculously intact. Nothing else about him is though. Dani, Allison and Max are struck dumb and frozen stiff. Binx leaps onto Max's chest once more.

BINX

Hey!

(slap-slap)

Ever see The Night of the Living Dead?

(as Max nods)

Well, it's all true. Zombies eat people. We're gone like the wind. Follow me.

WINIFRED

(to Billy)

After the children!

Billy moves on Allison and Dani who run after Binx making tracks out of the graveyard.

MAX

But, you said we can't leave the cemetery!

BINX

Fine, fine! You stay here then!

Billy growls. Max splits. Billy runs into a low branch -- knocks his head off -- fumbles around for his noggin. Finds it. Sets it back. Chases on. The kids sprint for the cemetery wall. Billy closes. Suddenly, the witches appear -- hovering right in front of them.

WINIFRED

Peek-a-boo, we see you! Give me the book!

Binx barrels headlong toward the witches.

WINIFRED

This way!

With total trust, Dani and Allison run after Binx. Max slows a bit -- skeptical. Mary hovers lowest, hands out, ready to catch Binx.

(CONTINUED)
CONTINUED:

MARY
Here, kitty kitty!

Binx leaps, right into Mary's waiting hands! No! He soars over her and disappears into a bramble patch along the wall. Dani and Allison follow him -- sliding under Mary, who's looked after Binx -- into the bushes and vanish as well.

Max sees the escape -- runs faster. Suddenly, Sarah is hovering in front of him -- he looks back -- Billy's right on top of him! As Billy's bony phalanges reach for him, Max screams, dashes forward, and...

SARAH
Come to momma, you fresh young thing!

... rips a momentous slide under Sarah and vanishes into the bush patch. Billy plows full-body into Sarah, knocking her into a dizzying series of crazy aerial loops.

Billy recovers and tears away bushes. He rips at them so hard, his arm comes flying off on the back-rip. He runs to get it, revealing that he's uncovered a large hole in the ground.

WINIFRED
Damnable child! Damn Thackery Binx! Damn him to the dogs for eternity!

SARAH
It was your idea to turn him into a cat, Winnie.

WINIFRED
Sister, puncture thyself and let the air out of thy brain.
(to Billy)
Down the hole! After them, rotting beast! Bring them to me dead or...
'dead'!

Billy crawls down the hole.

Mary air-tumbles back to her sisters -- she's dizzy and disheveled. Just as she takes a deep breath -- her nose tears her off in some direction.

MARY
Sisters! I have a bearing! This way!
INT. SEWER TUNNEL - COMPLETE DARKNESS - NIGHT

A match striking, then: illumination. Max grabs a length of rotting cloth and wraps it around an equally rotting length of wood.

DANI
Where are we?

DANI
I really scared, Max. I wanna go home.

MAX
It'll be alright, just lemme get this torch lit --

He lights the makeshift torch, revealing they're underneath the graveyard. Corners of long-buried coffins stick through the dirt. Bits of corpses and skeletons hang down. Dani hides her eyes. Max screams.

ALLISON
It's creepy down here!

BINX
Excellent hunting ground. Moles and shrews aplenty.

DANI
Moles... Ick.

BINX
It's not like I can roll up to a drive-thru and order a burger, ya know. I got no pockets. Can't carry money.

FOOTSTEPS in the muck down the tunnel. Binx perks an ear:

BINX
Billy. His touch will rot you where you stand. Let's go.

EXT. SKY ABOVE SALEM - WITCHES, AIRBORNE - NIGHT

The witches fly in formation. Mary leads the way -- her nose pulls her herky- jerky. It yanks her downward toward Salem. It's zero'd in. She rockets toward earth.

WINIFRED
They be a million million lanterns, not pyres. The world has grown.

(CONTINUED)
CONTINUED:

MARY
(doplerin')
I've got them, Winnie! I've got them!

EXT. NEIGHBORHOOD STREET - NIGHT

Mary-the-spiraling-meteor crash lands like a model rocket in a front lawn. Winifred and Mary land nearby. They stow their brooms and consider the street in horror:

MARY
My nose never lies! I smell children!

"Costumed" trick or treaters everywhere.

SARAH
Hob goblins! Hundreds of them!

MARY
There are children here! I swear it!

WINIFRED
But, where?

MARY
Everywhere!

Ghoulies, ghosties, jawas, run by. Mary shudders:

SARAH
I wanna go back to hell...

WINIFRED
Quiet. I must think. This is very strange...

A group of ghouls ring a doorbell. An adult answers. He drops something in the ghouls' upheld bags.

EXT. MR. NOONAN'S HOUSE - NIGHT

The witches hold their skirts as bags. Winifred figures out the doorbell. Rings it. The door opens.

DEVIL
Welcome to hell!

The witches are aghast. Sarah and Mary cringe abjectly. Winifred is skeptical.

(CONTINUED)
CONTINUED:

MARY
Master...

SARAH
We beg pardon, we did not know you lived here, master...

DEVIL
You're the hottest hags I've seen all night!

SARAH/MARY
Oh, master, you are too kind. You're not bad yoursell, sire!

They giggle. Winifred silences them with a sharp eye.

WINIFRED
We seek three children and a cat.

DEVIL
This'll hold ya till you find 'em. Some for you...
(for Sarah)
One for you. Some for you. Love your schnoz.

Tweaks it.

MARY
A gift... Willst master come sport with us?

DEVIL
Later when the Mrs. is asleep.

SARAH
Master has taken a wife?!

DEVIL
I still fool around.

The Devil wags his tongue at them and closes the door.

MARY
Thank below, master is his old self.

SARAH
Riches!

Winifred and Sarah consider Mary's discovery.

(CONTINUED)
CONTINUED:

SARAH
Look! 'Tis the candy-covered finger of a man named Clark!

Mary inhales the petite-fors. Expecting flesh, she gags.

SARAH
'Tis but caramel!

MARY
Why would master give us candy?

Winifred clues in. A little zombie approaches. She whips the kid's mask off.

WINIFRED
Because he is not our master. And these are not hob goblins!

ZOMBIE KID
Hey, butthead, lay off my latex!

MARY
A child! I knew it!

Sarah tries to grab the morsel. The Kid blindsides her with his candy sack. Splits.

ZOMBIE KID
Freaks.

Winifred hauls her sisters by the ears as she floats to the sidewalk.

WINIFRED
All Hallows Eve has become a night of frolic when everyone wears costumes and runs amuck! See them collecting candies 'n' treats? See how many children now in Salem Village? Sisters, we must brew up some spells at once!

SARAH/MARY
But your spellbook, Winnie, I thought.

WINIFRED
-- Yes, yes, we need the book. But this is too much to pass by. We can kill two crows with a single stone this night! Don't ye see?!
CONTINUED:

SARAH/MARY

No.

Winifred draws them painfully across the street to the brooms. They mount up.

WINIFRED
You will, sisters. You will. The book will wait while we gather children. If it's candy they desire, then candy we will give them freely.

Winifred gets an itch. More wax.

WINIFRED
Time grows short. I fear the worst. Lead on, sister Sarah, quickly, to the sweets!

The witches take to the sky.

INT. SEWER TUNNEL - NIGHT

Binx and the kids crawl through an offshoot pipe...

INT. BIX'S DIGS - NIGHT

... emerging here, in Binx's 300-year-old subterranean home. Fascinating. Everything's cat-scale. The joint's self-contained and harbors the treasures of three centuries. Thousands of books, home entertainment... The kids are in awe. Binx goes to the kitty kitchen. Retrieves a can of food.

MAX
You live here?

BINX
Be it ever so humble.

DANI
But, how'd you get all this stuff down here?

BINX
Couple Brit friends of mine helped, Eddy and Winston, bulldogs. Work like animals.

(MORE)

(CONTINUED)
CONTINUED:

BINX (CONT'D)
(nudges can 'n'
 opener to Dani)
Would you mind? I can do it, but
it'll take an hour. That's what
I miss the most, ya know?

DANI
What?

BINX
Thumbs.

Dani opens the can. Binx munches.

BINX
Lemme just refuel and we're outta
here.

The kids watch Binx eat with a spoon. He looks up
slowly:

BINX
What?

DANI/ALLISON/MAX
Sorry, sorry, sorry.

ALLISON
What're we gonna do?

MAX
I got it! They want the book,
right? So --

Max drops the book on the floor. Lights a match. Binx
disinterestedly hops up on his "little tykes"
barcalounger.

MAX
-- we just torch it!

All watch as Max lays the flame to the book. The book
blows the flame out with dust 'twixt its pages.

BINX
'Tis protected by magic. The
book cannot be destroyed.

Allison scoffs at Max's attempt. Max grows frustrated:

MAX
You coulda just told me that.
CONTINUED:

BINX
No substitute for experience, junior.

(beat)
Hey, kid... I'm sorry. It's just that I've been around the world more times than I can remember, always a year a time, always making sure I was back here every Halloween to prevent all this, ya know? So naturally you sort of put a bug in my biscuit, ya know? I just didn't want to see what happened to Emily occur again.

ALLISON
Who was Emily?

BINX
My little sister. After I disappeared, she was never the same.

(pause)
She died a year later.

The kids are struck silent.

DANI
We can't never really let 'em get the spellbook then, huh?

BINX
We need help. Who do you trust most in the world to believe you?

MAX
My dad.

A CLAMORING ECHOES in the entrance tunnel to Binx's home.

BINX
It's Billy the Bonesman. Come on, we gotta move.

EXT. SALEM MALL - GROCERY STORE - NIGHT

... blasts out of the sky... rockets across the parking lot... into the store at Mach-1...
INT. GROCERY STORE - NIGHT

... slaloms late night shoppers... aisles of foods, and ... finally comes to a broom bending halt at a Halloween candy display: NEW! & IMPROVED! "Little Candy Voodoo Crows!" Relieved, Mary lets her broom handle go. SNAP! It slaps the "keystone" box. The whole display tumbles.

MARY
(mouthful)
Thweets.

WINIFRED
Quickly!

The witches stack their broom bristles with boxes. They speed out the door...

EXT. GROCERY STORE - DONUT SHOP - NIGHT

... take to the sky once more... and zip like comets through a 3-story French Crueller on a donut shop.

EXT. SALEM STREET - DOWNTOWN - NIGHT

Nightowl teenaged Halloweeners tappin' keggers in their mini-trucks. A manhole is pushed open by Max. Binx springs out -- immediately caught in a set of headlights.

BINX
Ut oh.

Max ducks. A loud CARN HORN dopplers by overhead. THUP!-THUP! DOOF! UGH! and a SQUEALING YELP. Then, silence. Max, Dani and Allison climb out -- stand looking down with saddened faces (We don't see Binx). Dani cries. Allison's hand jumps to her mouth. Max's eyes widen.

POP! -- a stuck plunger pulled off smooth glass. Allison's hand comes down. Dani stops crying. Max's eyes widen even more. Then, THWOOPPOOF! Binx springs to his feet. Shakes his little head like a cartoon character after a good steam rolling:

BINX
I hate it when that happens.

DANI
But -- but --

MAX
-- That car just totally flattened you!

BINX
It hurt too.

(CONTINUED)
CONTINUED:

ALLISON
That's impossible.

BINX
Improbable, not impossible.

Binx leaps atop a newspaper rack. The kids keep their spooked distance. Binx explain under the glow of a street lamp:

BINX
When the witches curse'd me they gave me nine million lives. It wasn't until after the first fifty when my family all passed on that I realized what the wretched sisters had really done... I cannot die...

EXT. SALEM STREET - DOWNTOWN - NIGHT

Billy the Butcher's fingers lift the manhole cover. A COP'S BIKE ROARS over it. Billy's fingers snip off and tumble away. The zombie moans.

EXT. SALEM WATERFRONT - DOWNTOWN - NIGHT

The kids are making their way towards the waterfront.

BINX
Okay... alright, let's get moving, we can't stand in one place like this --

Billy the Butcher's approaching slowly, with those long, scary, dead-guy, wobbly strides.

ALLISON
This is all your fault!

MAX
What?! Don't blame me for everything?! I didn't make that guy rise from the dead!

BINX
Um, kids...

ALLISON
No, but you brought the witches back and they did, so you're responsible!

(CONTINUED)
CONTINUED:

MAX
But it was your idea to go up to their house in the first place!

BINX
'Scuse me, guys...

ALLISON
God, you're immature! I didn't tell you to light the candle!

Yes you did!

BINX
Ah, boys and girls! We're up to our necks in...

ALLISON
It was just a dare, you didn't have to do it! If I dared you to jump off a bridge, would you?!

MAX
If you dared me... Yeah, I would.

You would?

BINX/ALLISON
Uh-huh.

MAX
You're crazy!

ALLISON
You're impossible!

MAX
Ah... true love.

Binx looks back -- Billy cometh. Checks the area. They're stuck.

Billy is about to grab the kids... when BAM! a telephone pole erupts from a corner and blindsides Billy, knocking him into the ocean. Alan and Ben appear, shouldering a big wooden cross. They're wolving candy.

MAX
Ben! Alan!

BEN/ALAN
Maxwell. Maximillian.

(CONTINUED)
CONTINUED:

MAX
Thanks, man, we were dead meat.

BEN/ALAN
What're you talkin' about, man?

MAX
For knockin' that zombie out with, what is this anyway, this cross?

BEN
The ultimate fetish. The night grew dark. We grew scared. We
built a cross. The most powerful talisman, renders all demons
powerless. Heavy though. You want it?

ALAN
You gotta get some of this crow candy! I can't believe how good
this is!

Binx's ear perks to this. He's suddenly extremely suspicious:

BINX
Where did you get these sweets?

MAX
Where'd you get it?

ALAN
Some hags are giving it out at the
Haunted House extravaganza.

BEN
They're given out it free.
(to Alan)
I'm out, let's go get more.

ALAN
Lead on, Dartanian!

Alan and Ben turn to leave, draggin' their cross. They
halt. Turn back.

ALAN/BEN
Wait a minute...

They look 'twixt Max and Allison.

(Continued)
CONTINUED:

BEN/ALAN
We hallucinate.
(shocked at their mind-meld)
Jinx. (shocked more)
Ahhhhhh!

BINX
Oh no... I hope this isn't what I think it is.

EXT. HILL ABOVE SALEM COUNTY ANNUAL HAUNTED HOUSE - NIGHT

The gang meets Binx, crouched low, looking down at the old warehouse converted for the night.

BINX
Keep your tails down.

Down below, the Sanderson Sisters are handing out candy to the hundreds of kids in line at the Haunted House. The kids run 'round and get back in line for more. Two LITTLE KIDS come up the hill suckin' dah crows.

KID #1
I'm out, gimme another.

Binx springs onto the Kid's shoulder.

BINX
Hi. Drop it, kid!

The Kids drop their candy and run off in terror:

KIDS
Rabid cat! Rabid cat!

Max picks up the candy and studies it. It's a crow shaped every-lasting-gob-stopper.

BINX
A crow?

MAX
Yeah, it's a 'Little Candy Voo-doo Crow,' they're a big deal this season.

BINX
Damn!

(CONTINUED)
CONTINUED:

DANI
Lemme see.

ALLISON
It's just candy --

BINX
-- It's a bewitchment! A crow
does evil's bidding. The witches
enchant the sweet, give it to a
child, the child sleeps and on the
morn, he is gone. Never to be
seen again.

MAX
Well, where do they go?

BINX
To the witches where they perform
some heinous curse!

Binx scans the many kids taking candy. An answer is coming
to him. His eyes narrow. His ears are rigid cones.

ALLISON
Dani!

She's eaten the candy!

MAX
Dani, no! Spit it out!

ALLISON
Just say no, Dani!

Max grabs her and gives her a jolt to the back with his
palm. Instead of spitting it out, she swallows it!

DANI
Ut oh.

BINX/ALLISON
What did you do that for?!

MAX
I was tryin' to make her spit it
out!

BINX
You have sealed her fate.

(CONTINUED)
CONTINUED:

MAX
What?! What?! What did I do?!

But, Binx is already racing down the hill.

BINX
We must stop them!

EXT. SALEM COUNTY ANNUAL HAUNTED HOUSE - NIGHT

Forget the set-up, Binx just comes flying out of the shadows and lands square on Winifred's face. He goes to town, attacking like a rabid animal. Winifred reels. Halloweeners spread out and watch! They think it's part of the Haunted House act!

Max, Allison and Dani collect the scattering candies. Stuffing them in Dani's candy bag.

MAX
(to Kids)
Gimme all the crows! They're poison!

Some of the kids obey, others scramble off -- fervently suckin' on the candies. Sarah and Mary grab Dani.

SARAH
(big sniff)
Sweet, like fresh meat!

MARY
Guess who's coming to dinner?!

... WHOMP! Allison crowns Sarah with a smilin' jack-o-lantern bucket. Candy corn EXPLODES like a dynamited pinata! Sarah and Mary flail forward. Their sharp teeth pierce the corrugated metal siding of the warehouse. Sparks fly as dentin meet aluminum. They're stunned and stuck. Allison hands the bucket back to the KID she took it from.

ALLISON
Thanks.

KID
Cool. This is way better than last year!

Winifred flings Binx at the wall. He bounces off, hits the ground, rolls and springs to his feet once more. Winifred's a gruesome sight. But, the audience of Kids love it -- they applaud! She changes as did Sarah -- a hellhag!

(CONTINUED)
WINIFRED
You'll die 8 million times; each
the worse than last; little kitty
-- with fire blast!

Winifred hurls a palm-flame at Binx and sets him afire.
Binx SCREECHES! Max grabs dunks him in a "Bobbin'-for-
apples" tub -- putting him out. He sizzles.

BINX
We can't hold 'em, let's get out
of here!

Allison grabs Dani. The kids split. The haunted house
audience applauds.

WINIFRED
Get up you fools! After them! To
the brooms!

Sarah and Mary rouse themselves. They're "normal" selves
again -- dopey. The brooms fly over. The witches mount-
up. Winifred considers all the children still munching
the little candy voo-doo crows:

WINIFRED
(sweet as pie)
See you all real soon, kids!

BR-ZOOM! They're off.

EXT. WOODS - NIGHT

The gang slows to a walk, Binx stops.

BINX
When I saw all those kids, all
those innocent kids eating the
crows... I thought about... I
just saw my little Emily in all
their faces.

Binx wipes at his eyes with his paw.

BINX
They have bewitched the children
of Salem and now they mean to
take their lives.

MAX
They're gonna kill all the kids
in town?!

(CONTINUED)
CONTINUED:

BINX
Yes. The bewitchments bring the children to them, once there, with the spellbook, the witches conjure a potion to drain children's lives.

MAX
What're we gonna do? Just hide the book from them, like forever?!

BINX
No. With the bewitchments given out, I would say they mean to take it back tonight.

DANI
I don't feel good, Max.

BINX
The enchantment has begun. To your parents, hurry!

The kids start through the woods. A moment later, overhead...

EXT. SKY ABOVE SALEM - WITCHES, AIRBORNE - NIGHT
... the witches fly slowly, scanning the treetops.

MARY
I see no children, only birdies and squirrels! That reminds me, Winnie, I'm hungry!

Winifred smacks her. Mary spins 'round and 'round in the air, clutching her Electrolux hose.

MARY
My nose does not lie! They are down there, I can smell them!

EXT. TOWN HALL - NIGHT

The town's annual Halloween party is in progress. The place is packed. Adults in elaborate costume hang outside smoking cigarettes and drinking beers. Max, Allison, Dani, and Binx approach at a jog.
INT. TOWN HALL - CONTINUOUS ACTION

Max, Allison, Dani, and Binx stand taking in the noisy, crowded room which is filled with adults dressed in bizarre costumes. An Elvis zombie dances with a two hundred pound geisha. CHRIS ISAK is playing on the SOUND SYSTEM. This is the one night of the year when the adult population of Salem gets to act out their wildest fantasies, and they make the most of it.

BINX
And I thought cats were weird.

MAX
They're around here somewhere.
Let's split up and find them.

Max and Allison go one way. Dani and Binx another.

ON MAX AND ALLISON

moving through the crowd. Suddenly, a pair of white hands clamp around Max's neck. Max and Allison jump. CAMERA PULLS BACK to reveal a white-faced vampire, in fact, Max's dad, costumed as Dracula.

MAX
Dad!

DAVE
(speaking in an over-baked Lugosi accent)
I am not dad. I am Dad-Cula!
(see Allison)
And who is this charming young blood donor.

MAX
Dad -- Allison -- Allison -- Dad.

DAVE
(kisses her hand)
Ummm. Type O, my favorite.

MAX
Dad, something terrible has happened.

DAVE
(instantly)
Your sister!

(CONTINUED)
CONTINUED:

MAX
She’s fine!... Dad, I know I’m an incredible wise-ass, but I really need you to trust me on this one.

DAVE
Shoot.

ON DANI AND BINX

moving through the crowd with Binx in her arms. She hears somebody call her name, looks up and sees a heavily-made-up woman wearing an absurdly tight dress, a frightful looking blonde wig, and bright red lipstick. A huge crucifix dangles between two homemade, very pointy, pink cellophane breast projections. Dani is horrified.

DANI
Mom!

JENNY
Hi.

DANI
What are you supposed to be?

JENNY
Madonna. Obviously.

EXT. OUTSIDE TOWN HALL - CONTINUOUS ACTION

The witches, following Mary’s nose, approach through the parking lot. The folks outside pay little attention to them, taking them for fellow partiers.

BACK INSIDE - ON MAX, DAVE, AND ALLISON

DAVE
The Sanderson sisters?

MAX
Yes!

DAVE
(as Dad-cula)
I see.

MAX
You’ve got to believe me.

(CONTINUED)
CONTINUED:

DAVE
I believe you, Max.
(as Dad-cula)
But why is your nose getting longer?

ON DANI AND HER MOM

JENNY
How much candy have you had, honey?

DANI
I haven't O.D.ed! This is really happening!

JENNY
I believe you -- I believe you.

BINX
No she doesn't.

DANI
I know.

JENNY
What?

DANI
(indignantly)
I'm talking to the cat.

JENNY
Oh.

BINX
(sees something)
Uh-oh. The girls are here.

Dani looks up and sees... The witches entering the hall.

JENNY
Let's share this with your father.

But when she looks back, Dani is gone.

JENNY
Dani?

The witches split up and move through the crowd, looking for the kids. A middle-aged woman, costumed as GLINDA from The Wizard Of Oz approaches Sarah.

(Continued)
CONTINUED:

GLINDA
Are you a good witch, or a bad witch?

Mary glowers at her for a beat, then lets out with the biggest, juiciest, smelliest fart in movie history. Miss America, standing directly behind her, passes out, while an Indian chief and Fidel Castro scurry for air space.

MARY
Does that answer your question?

BACK ON MAX, DAVE, AND ALLISON

ALLISON
It’s the truth, Mr. Dennison!

MAX
We swear it, Dad.

ALLISON
Swear to God.

ON DAVE

starting to believe them.

The MAYOR, dressed as Long John Silver, steps up to the microphone on the podium. A line of contestants in elaborate costumes stands behind him.

MAYOR
Har har! Shiver me timbers! It be time for our annual costume contest. Har har!

Dani moves through the crowd, looking for Max.

DANI
(in a whisper)
Max... Max...

MAYOR (O.S.)
Har! Our contestants be right here behind me. Yer applause will determine our winner.

Dani looks up and sees that... Winifred has spotted her.

MAYOR (O.S.)
So without further ado... Let’s hear it for... Saddam Hussein!

(CONTINUED)
As the audience applauds mildly, Winifred gives a sharp whistle. Sarah and Mary spot Dani.

MAYOR (O.S.)
The Hunchback of Notre Dame!

As the witches close in on her, Dani backs up toward the podium...

MAYOR (O.S.)
Julia Child.

Dani leaps up onto the stage, and grabs the mike from the Mayor.

DANI
Max! They're here!

The crowd gets quiet, as they turn their attention to Dani.

MAX
Oh shit.

Max and Allison push their way up to the stage, leaving Dave very bewildered.

DAVE
Max, what the heck is...?

Max takes the microphone from Dani.

MAX
Ladies and gentlemen, this is an emergency!

The crowd becomes hushed and very concerned.

MAX
The kids in this town are in great danger.

ALLISON
The Sanderson sisters have returned from the grave!

DANI
And there they are!

She points to the sisters, who are closing in on the stage.

(CONTINUED)
CONTINUED:

The audience, still not sure what's going on, turns their gaze on the Sandersons, who, assuming they're caught, bare their teeth and hold out their talons, threatening the crowd like cornered rats. They are very scary, and the crowd instinctively pulls back.

But when Winifred starts CRACKLING with ELECTRICITY, the crowd, taking this for a spectacular Halloween put-on, "oooohs" and applauds appreciatively.

CLOSE ON DAVE

as he relaxes, laughs, and starts applauding.

ON KIDS

realizing no one believes them.

Winifred looks at the stage. But the kids and Binx are gone. She snarls with frustration -- But suddenly, with a ferocious roar, Billy rushes up onto the stage. There is a beat as the audience stares at him. The Mayor puts his hand over Billy's head, and the audience gives him a thunderous round of applause.

MAYOR

That's first place, son!

The Mayor claps Billy on the back... And both his arms fall off.

ON AUDIENCE'S SHOCKED REACTION

... And then they applaud even harder.

ON DAVE AND JENNY

applauding proudly.

DAVE

(nearly in tears)
Do we have a couple of creative kids, or what? Gosh!

EXT. MAIN STREET - MOVING ANGLE - MOMENT LATER

ON Max and Allison as they run for it. Dani has fallen behind.
WINIFRED
Our time grows short. Hurry, Sister Sarah, sniff them out!

EXT. SALEM - MAIN STREET - NIGHT

The kids rush back through town. Binx pads along a brick wall -- head height with the gang.

BINX
So much for the townspeople. I think it's safe to say we're now officially on our own.

MAX
We gotta just destroy this thing!

ALLISON
It's indestructible. Don't you ever listen?

MAX
Then what are we gonna do?

BINX
Destroy the witches.

The kids look to one another. They're scared.

MAX
How do you destroy a witch?

ALLISON
You drive a wooden stake through its heart, of course.

DANI
Gross.

BINX
No disrespect, but this is reality! If it was that easy everybody'd do it. There are only two ways, hang them or burn them.

MAX
How're we supposed to get nooses around their necks?

BINX
Unlikely. (CONTINUED)
CONTINUED:

MAX
Then we have to burn them?

BINX
And the flames must be as hot as the fires of hell.

MAX
They'll find us wherever we go, right?
(pause)
Then I know where to lead them. Allison, take Dani home. Binx and I will take care of this.

DANI
Don't be so macho!

ALLISON
(same time)
We're in this together!

BINX
One thing I learned as a cat, when it comes to a fight, you want the females on your side.

MAX
Okay. We're a posse.

They share a group hug.

DRIVE-IN MOVIE THEATER

playing Night Of The Living Dead! The dead are overtaking the town. The sisters fly close to the screen.

WINIFRED
An encouragement, sisters. Our brethren are prepare'd the way for us even as we speak!
(meaning the hundreds of moviegoers)
And they are defenseless! See, they merely sit and watch!

EXT. MOONLIT FIELD

The kids run away from the camera which pulls up to reveal that this is the high school athletic field. The school looms in the distance. The kids are running towards it.
EXT. SALEM STREET - DOWNTOWN - NIGHT

Billy's put his arms back on, right to left and back to front. He's at a "DON'T WALK" signal. He just stands there.

EXT. CROMWELL SCHOOL

The witches follow the kids' scent across the field toward the school, which looks ominous in the moonlight.

SARAH
(frightened)
What is this place? It stinks of ... children.

Mary points to several outdoor basketball hoops, looming up in the dark.

SARAH
What are those?

MARY
Gallows.

Sarah and Mary gulp and rub their necks. They are scared.

WINIFRED
This is a prison for children.

MARY
You're right, Winnie.

Sarah follow the scent to a window, which has been smashed and opened.

MARY
This is where they entered.

SARAH
(scared)
I'll wait here.

Winifred and Mary share a look, then grab Sarah and shove her, shrieking, in.

INT. BOYS' LOCKER ROOM - MOMENT LATER

The witches creep cautiously past lines of lockers.

MARY
Look.

(CONTINUED)
CONTINUED:

Opens a locker.

SARAH
'Tis for the little ones. They hang them off these hooks, then close the door. These vents let them breathe.

Sarah and Mary cackle.

INT. SWIMMING POOL - MOMENT LATER

The witches and Billy move past the school's indoor pool.

MARY
'Tis a drowning pool.
(points to diving board)
The victim is forced to walk that plank, then they shove him in!

Sarah cackles. Mary sticks her finger in the water and tastes it.

SARAH
The water has been poisoned.

Sarah titters.

INT. WEIGHT WOOM - MOMENT LATER

The witches move past the weights and exercise equipment.

MARY
This must be the torture chamber!

SARAH
(points to bench)
See, the victim is strapped to this bench...
(points to heavy weights)
Then these weights are put on his chest, until the bones break!

They cackle with delight. Winifred suddenly grabs them both by the throat.

WINIFRED
Dawdling idiots! We must find my book before the sun comes up...

(CONTINUED)
CONTINUED:

CAMERA FINDS Binx, crouched just outside the door to the gym, listening in on the witches.

WINIFRED

Or we're dust!

Binx finds this piece of information curious.

Binx

Hmmmm.

BACK ON WITCHES

WINIFRED

(furious)

Do you understand?

SARAH

(terrified of her)

Oh yes, Winnie, and you've explained it so succinctly.

MARY

Explained what?

Winifred jolts them. But a voice suddenly says.

Binx

Meow there.

Binx is sitting in the door to the gym, blinking at them languidly.

Binx

Are you bow-wows up for a little chase?

WINIFRED

Get him!

Binx scats as the witches mount their brooms and go flying after him.

INT. CORRIDOR OUTSIDE GYM - CONTINUOUS ACTION

as the witches come flying out into the corridor. But Binx is nowhere to be seen. The green school corridors stretch out in several directions. The witches are baffled.

WINIFRED

Where did he go?

(CONTINUED)
CONTINUED:

SARAH

Who?

Bop!

MARY

(sniffs)

That way.

Her nose points into the ceramic shop.

SARAH

They be in here.

The kids' (and Binx's) voices come out of the brick room. The witches rush...

INT. CERAMIC SHOP - NIGHT

... inside and spring upon the kids.

WINIFRED

Now we have you!

Oops. The voices come from a Walkman. The source of Mary's smellment is a sock from each of the kids.

BINX (V.O.)

(from recorder)

But seriously, girls, if you haven't realized by now, I'd just like to say, things are about to heat up around here!

Just as they realize they've been tricked... Binx and Max appear in the doorway outside:

MAX

(clutching the spellbook)

Looking for this?!

Binx leans against the kiln door. It slams shut just as the witches rush for it. They press their faces up against the inside of the portal.

WINIFRED

You will die 8 million ways, cat! You will rue the day! Wretched snotlings, woe will you rue the day!

Binx swats the "IGNITE!" button. WHOOOOOSH! An ocean of flame fills the kiln.
EXT. CROMWELL HIGH SCHOOL - ATHLETIC FIELD - NIGHT

They pull up and stop, seeing smoke rising from the kiln chimney. Binx hangs his head... 300 years of weighty purpose lifts from his shoulders. His eyes well up.

MAX
Binx, you okay?

BINX
Yeah, I'm fine. I'm good. It's just -- it's finally over.

Binx sees the chimney smoke forming 3 sinister shapes.
The Sanderson Sisters are reforming.

ALLISON
Binx?! What's happening?! We just cremated them!

BINX
I should have guessed! I should have known! I should have known!

DANI/MAX/ALLISON
Known what?!

BINX
They cannot die.

MAX
What?!

BINX
They can't die, because they're not alive! They're in transient form on All Hallows Eve. Not alive, not dead. Spirit only! Winifred's curse said they'd come back when a virgin lit the Black Flame Candle. You did. Back they came. For this night only. They seek the book to conjure a potion of life.

MAX
What happens if they don't get the book?

BINX
By the morn they perish... forever.
So said Winifred Sanderson. But we cannot destroy them.

The witches have reformed fully now. They plummet.

(CONTINUED)
CONTINUED:

MAX
Then we gotta hide!

BINX
There is no place where Sarah's nose will not follow.

MAX
Then we gotta throw her off the scent till dawn!

EXT. SALEM STREET - DOWNTOWN - NIGHT


EXT. NEIGHBORHOOD STREET - NIGHT

DANI
I'm getting sleepy, Max.

MAX
Just stay awake for a little while, Dani, we're almost there.

ALLISON
Where are you taking us?

MAX
You don't wanna know, oh no.

JAY AND ERNIE

are shave creaming a car. They step in front of Max.

ERNIE
Ain't it past your bedtime?

MAX
You're a real witty guy, Ernie.

ERNIE
Hey, buttsweep, read my head! My name is Ice! Gimme candy.

Max gives him Dani's bag. Dani's horrified.

BINX
Max, are these the morons that stole your shoes?

(CONTINUED)
CONTINUED:

MAX
Yeah. Ice, ya know, those cross trainers look a lot better with this jacket. Trade me and I'll throw in my Red Socks cap, my wayfarers, and this one sock I got left.

DANI
Max, what are you doing?

Initially surprised, Allison smiles and nudges her.

ERNIE
Throw in the babe, and I'll think about it.

Jack cracks up.

ALLISON
I'll give you each a hug.

JAY/ERNIE
(instantly)
Deal!

Max switches with Ernie. Allison gives Jay a hug and rubs all over him.

JAY
Yoouuh! Babe, do it!


DANI
Nice to meet you both.

The kids continue down the street.

ALLISON
Where are we going now?

BINX
My favorite restaurant.

EXT. BEHIND SEAFOOD RESTAURANT - ANGLE ON SIGN - NIGHT

that reads "PARKING FOR CAP'N CRABB'S SEAFOOD PALACE ONLY! All others will be towed. This means you, Sailor!"

The kids, led by Binx, come INTO VIEW and approach a large green dumpster in a corner right behind the restaurant.

(CONTINUED)
CONTINUED:

Fish tails, heads, and bones litter the ground around it. Binx laps his chops. Dani holds her nose.

Binx
Deee-lish!

Dani
Pee-yew!

Two alley cats leap up out of the dumpster. They sit on its rim and lick their paws clean. They've just had a good meal.

Binx
These are my friends, Half Tail and Love Bite.
(confidentially)
Love Bite and I used to have this thing but some French Tom wooed her... ya know the old story.
(leaps on the dumpster)
Last one in is a smelly dog.

Dani
Do we have to?

Max
Think of it as a seafood jacuzzi.

Binx plunges in, and the kids follow. CAMERA HOLDS ON the dumpster as the kids AD-LIB grossed out reactions.

Binx (O.S.)
Ummm. The scrod is fabulous.

Love Bite, still licking her paws, hears something and looks up.

Her Pov

the shadows of the witches and Billy can be seen approaching, and the murmur of their voices is heard.

Love Bite meows a warning.

Binx (O.S.)
The witches!

Inside the dumpster the kids can be heard scurrying around, as the witches, following Mary's nose, come skulking INTO VIEW. She follows the scent of the children right up to the dumpster.
MARY'S POV

looking straight down into the dumpster, which is filled with fish parts, napkins, lobster claws. (The kids have completely buried themselves in the goop).

ON MARY

as she reaches into the dumpster and comes up with...

A fish head, which she nibbles on.

WINIFRED

Well?

MARY

I've lost them.

WINIFRED

(whacking fish head out of her hands)

Idiot!

But then she sees Love Bite and turns instantly charming.

WINIFRED

Hello, puss puss.

Love Bite just blinks at her.

WINIFRED

Tell me, my pretty, would you like...

Winifred puts her hand in her magic sack, and pulls out...

a living mouse.

WINIFRED

A nice mouse.

She dangles it by its tail in front of Love Bite, who licks her chops. Mary would like to eat it herself. And Sarah eyes it greedily; she'd like to pull its legs off.

WINIFRED

Have you seen three children and a black cat?

Love Bite MEOWS in the affirmative.

WINIFRED

Where did they go?

(CONTINUED)
CONTINUED:

Love Bite points her tail in the direction the witches came from. Returning to her old evil self, Winifred hisses at Love Bite, frightening her, then drops the mouse, which Mary and Sarah both dive for.

SARAH/MARY
(AD-LIB)
It's mine... It's mine!

They bash together, and the mouse escapes under the dumpster.

WINIFRED
Imbeciles! The children have doubled back! After them!

The witches jump on their brooms and fly off.

A moment later the kids' fish covered heads peer over the rim of the dumpster.

CLOSE ON BINX AND LOVE BITE
rubbing against each other affectionately.

BINX
Thanks, L.B.

The kids climb out of the dumpster and stand picking fish bones off themselves. Dani is whiny, really miserable, a seven-year-old who needs to go to bed.

MAX
It worked.

ALLISON
Now what?

BINX
We need a place to hide until the sun comes up.

DANI
(miserable, whiny)
Can't we just go home?

MAX
(after a beat)
Yes. That's exactly where we are going.

(CONTINUED)
ALLISON
Are you crazy? But what will you tell your parents?

MAX
The usual. Nothing.

EXT. STREET - LONG SHOT - MOMENT LATER

of the Dennison home lit by the moon, as the kids and Binx run down street towards it. CAMERA PANS UP TO the full moon... then PANS DOWN TO...

EXT. WOODSY AREA - LITTLE LATER

Jay and Ernie are walking down a moonlit path, eating candy from Dani's bag.

JAY
Wanna smash some pumpkins?

ERNIE
Nah.

JAY
Wanna look in windows, watch babes undress?

ERNIE
Nah.

JAY
Well you make a suggestion.

ERNIE
I don't feel so good.

JAY
You ate too much candy, you oinker.

Suddenly, they look up and see... Winifred, Sarah, and Mary, straddling their brooms, standing in front of them, blocking their path.

JAY
Whoa, those are the three ugliest babes I have ever seen.

ERNIE
If they were any uglier, I'd need an eyeball transplant.

(CONTINUED)
CONTINUED:

Jay and Ernie crack up. The witches just stare at them.

MARY
Naughty boys taste the best.

JAY
Hear that?
(sarcastically)
I guess these are like... real witches.

JAY/ERNIE
Whoa!

Jay and Ernie both make a cross with their forefingers and hold it up in front of themselves. They crack up at their own hilariousness.

JAY
Out of the way, bags.

As one, Winifred, Mary and Sarah lift six feet off the ground and just hover there, staring at them.

ON JAY AND ERNIE'S REACTION

as their jaws drop in unison. They share a take, then turn and bolt...

ANGLE ON FULL MOON - MOMENT LATER

as the shrieking witches fly across the moon with Jay and Ernie dangling from the broomsticks, wailing.

ERNIE
Mommy!

CAMERA PANS DIRECTLY DOWN TO the Dennison house.

SERIES OF SHOTS - IN HOUSE

Max and Allison close and lock windows...

Dani takes a container of milk out of the fridge and fills a bowl for Binx...

Max closes his basement window, pulls the shade shut...

Allison seals the cracks with wet paper towels...

Max selects his favorite baseball bat as a weapon.
INT. MAX'S ROOM - LITTLE LATER

Dani is asleep. Binx is lapping milk from a bowl. Allison sits staring at Max's room. Max sits staring at Allison.

MAX
Now all we have to do is lay low until the sun comes up.

BINX
You know, Max, you're okay, for a dog person.

MAX
Thanks.

BINX
Hey, give me some face.

Max leans in and Binx playfully swats him with his paw.

BINX
Sucker.

MAX
I hate cats.

BINX
Yeah, sure. (yawns)
That moo juice hit the spot... Mind if I catch ten on your pillow?

MAX
Go for it.

Binx crawls up next to Dani. Binx kneads his paws, then curls up on the pillow. Max pets him.

BINX
Oh man, you guys are gonna turn me into one of those fat stupid contented cats... Have to change my name to Muffy, or Fluffy.

BINX PURRS loudly.

MAX
Can I ask you a personal question?

BINX
Sure, kid.

MAX
How many have you used up so far?

(CONTINUED)
CONTINUED:

BINX
What, lives, you mean?

MAX
Yeah.

BINX
Including the Buick back there, and the fire thing, 321.

MAX
That's all?

BINX
Even if you try, there's only so many ways to go? Sure would like to, though. See my family again... see Emily... Just sleep... forever...

Max stares at the cat. Binx falls fast asleep and only his PURRING resonates in the room.

ALLISON
(awkwardly)
Nice room.

They stare at each other... alone for the first time.

DAVE (O.S.)
Max? You up there?

The moment shattered, Max moves to the heating duct grate.

MAX
Yeah, Dad.

DAVE (O.S.)
Where's Dani?

MAX
Down here. She's asleep.

DAVE (O.S.)
Oh, good. Thanks for taking her out, son. I know you didn't want to, but you did the right thing.

MAX
No problem, Dad.

DAVE (O.S.)
And hey, that new girl friend of yours? Hubba-hubba. Way to go. 'Night.

(CONTINUED)
CONTINUED:
Max whips a look over to Allison. She's heard it.

MAX
(sheepishly)
Sorry.

INT. DAVE AND JENNY'S ROOM - NIGHT

JENNY
Honey?

DAVE
Huh?

JENNY
Do you smell fish?

EXT. SKY ABOVE SALEM - WITCHES, AIRBORNE - NIGHT

The witches are circling. Sarah's nose is plumb tuckered.

WINIFRED
Find them! Find them!

SARAH
I've lost them! The scent is vanished!

INT. MAX'S ATTIC BEDROOM - NIGHT

Allison stares forlornly at Binx. Max's eyes divide their time twixt Binx and Allison.

ALLISON
He must be so lonely. I wish we could help him.

MAX
I'll keep him when this is over.

ALLISON
For one lifetime.

Max falls asleep. Allison's eyes drift to the spellbook on the floor. After a considerable amount of indecision, she opens it. Max stirs. Binx rolls over.

ALLISON
There must be a spell to turn Binx back into a human. Open.

(CONTINUED)
The spellbook opens. Pages riffle. The words are in flux.

ALLISON

That's why they need the book. The spells change...

The words come together. Allison's hair streams upward -- as if some invisible hairdryer were upturned 'neath her. She is clueless to this. An orange flame'd force rises from the book... collects around the ceiling searching for a way out.

ALLISON


The flame-force streams into a heater duct.

ALLISON

A Spell of Protection, 'When malice is fear'd, a circle of salt protects all who stand inside it from all flesh, living and dead...'

EXT. SKY ABOVE THEM - WITCHES, AIRBORNE - NIGHT

... the witches see across Salem City, a homing beckon!

WINIFRED

Sisters! We have them!

BACK TO KIDS

as Allison turns the pages. Suddenly, there is a YOWL, and a black paw slams the book shut. Binx leaps upon the closed book, keeping it shut.

BACK OUTSIDE - ANGLE ON HOUSE

as the orange and black flame suddenly goes out.

BACK TO BINX

standing on the book.

(CONTINUED)
CONTINUED:

BINX
I can't even take a cat nap around here!

ALLISON
We were just trying to help you.

BINX
Well, you've sealed our fate now!

INT. DAVE AND JENNY'S BEDROOM - CONTINUOUS ACTION
Jenny is asleep. Dave snuggles against her.

JENNY
Not now, honey.

DAVE
(still Dad-Cula)
One little bite is all I ask.

CAMERA PANS OFF them TO the window, which is open...

JENNY (O.S.)
You have to go to work tomorrow.

DAVE (O.S.)
Work? In the daylight? Don't be ridiculous.

EXT. MAX'S HOUSE - WITCHES
land gently. A bony finger pokes through the screen in the window, and slowly, silently tears it open.

INT. DAVE AND JENNY'S ROOM
(Through the following in the b.g., the witches are seen sneaking like mice into the room through the torn screen.) Dave is kissing her.

JENNY
Please let me go back to sleep.

DAVE
(singing in Lugosi voice)
Like a virgin, bitten for the very first time...

JENNY
Dave --

(CONTINUED)
CONTINUED:

DAVE
With a blood type, close to mine...
Think of the child we could make.
Little... Madonnacula!

Jenny giggles.

INT. MAX'S ATTIC ROOM - NIGHT
Binx looks out the window.

BINX
The Sanderson Sisters...

MAX
Great, now whadda we do?!?

BINX
We make a stand here, till dawn.

ALLISON
Then we need salt.

BINX/MAX
Right!

EXT. MAX'S BEDROOM
CLOSE ON the door to the attic as it opens, and Max (armed with his baseball bat) and Allison step out. Suddenly, she clutches his arm.

MAX
What's the matter?

ALLISON
The hairs on the back of my neck are going crazy.

They pass Mom and Dad's closed door and disappear in kitchen.

INT. DAVE AND JENNY'S BEDROOM
The witches hide at the foot of Dave and Jenny's bed.

CLOSE ON WINIFRED
gazing out at the full moon.

(CONTINUED)
CONTINUED:

WINIFRED
(a whisper)
Spirits of the moonlit sky, make
them sleep, until they die.

INT. KITCHEN

Max takes a box of salt from the shelf. Allison is still
very nervous and scared.

MAX
(reads from box,
kidding)
It says right here, 'Form a circle
to protect from zombies, witches,
and tele-marketing surveys.'
(a beat)
Sorry, I'm cracking dumb jokes
again.

ALLISON
(very scared)
Hey, keep 'em comin'.

You okay?

MAX
I dunno.

Max takes Allison in his arms and holds her. Allison is
reassured; this is not the little boy she was with earlier
in the evening.

MAX
Come on.

He takes her by the hand and leads her up the stairs to
the attic.

INT. MAX'S ROOM - MOMENT LATER

Max and Allison enter.

ALLISON
Oh my God, Max! The spellbook's
gone!

He goes to the bed to wake Dani.

MAX
Dani? Dani, wake up --

(CONTINUED)
CONTINUED:

He pulls the covers back and Winifred's there.

MARY (O.S.)

Trick or treat!

The closet door blasts open. Mary comes out clutching the spellbook.

WINIFRED

Looking for this?!

Sarah comes out behind her with a bewitched Dani by the arm and holding a squirming sack -- Binx is in it.

ALLISON

Dani!

Max charges Winifred with the bat. She opens the spellbook. *Unseen force* erupts from it -- it knocks Max out cold. Allison straddles his unconscious form. Spins 'round, ensconcing them in a protective circle of salt. Salt splashes Mary's outstretched hand -- it sizzles and burns.

WINIFRED

Been reading I see... How clever.
But it will not save your little friends!

She whistles. The brooms soar in. The witches whisk off CACKLING damnably.

EXT. SANDERSON HOUSE - ROOF - NIGHT

The witches land too fast.

INT. SANDERSON HOUSE

WINIFRED

Get them prepar'd. We're having guests for dinner.

SARAH

We are?

WINIFRED

(belts Sarah)
The children are coming, idiot!

Winifred opens the spellbook, lights the black flame candle and holds out her little sack:

WINIFRED

Evil'd things that peck and fly.
The hour has come to fill the sky!

(Continued)
CONTINUED:

She opens her sack -- hundreds, thousands! of spectral "Little Candy Voo-Doo Crows" fly out. They are come alive. The crows are whisked along in the rivers of conjur'd smoke from the black flame candle.

EXT. VARIOUS HOMES AND ROOMS (SALEM) - NIGHT

The smoke streams carry the crows into homes (including Alan & Ben's). The crows flutter above the children's beds. The children stir in their sleep, but do not wake.

WINIFRED (V.O.)

Little ones, asleep so sweet, I have more for thee to eat.

The children lick their lips in their sleep. The crows dissolve into their dreams: Without waking, the children leave their rooms.

INT. MAX'S BASEMENT ROOM - NIGHT

MAX

(comes 'round)

Where's Dani?!

ALLISON

They took her.

MAX

I gotta get my dad.

INT. MAX'S HOUSE - DAVE AND JENNY'S ROOM - NIGHT

Dave and Jenny are there ghostly white... like corpses.

MAX

Dad! Mom! Wake up!

ALLISON

This isn't sleep, Max. They're cursed. Look.

The window with the screen ripped out. The kids walk to the window.

In the street, walking like little pajama-zombies are the sleepwalking children of Salem.

ALLISON

They're summoning the kids...

(CONTINUED)
CONTINUED:

MAX
They've gotta be going to the Sanderson house. We gotta stop 'em!

EXT. MAX'S HOUSE - NEIGHBORHOOD STREET - NIGHT
Max and Allison grab kids and shake them:

MAX/ALLISON
Wake up! Wake up! It's a trap! Stop!

The kids reel and spin and continue on.

ALLISON
What're we gonna do?!

MAX
Don't ask me, I can't make the sun rise!

ALLISON
Yes you can... come on. Can you drive??

MAX
Absolutely!

EXT. MAX'S HOUSE - FEW MINUTES LATER
Max and Allison get in the family's station wagon.

INSIDE CAR - CONTINUOUS ACTION
Max sits behind the wheel. Allison is in the passenger seat. Max turns the ignition key, but nothing happens.

MAX
It won't start!

ALLISON
Put it in neutral.

MAX
Right.

He does, and this time it STARTS UP perfectly.

ALLISON
Lights.

(CONTINUED)
CONTINUED:

Max looks around for them. She reaches over, turns them on.

    ALLISON
    We're a good team.

    MAX
    Yeah. Buckle up.

They buckle their seat belts. Max puts the car in reverse. It bucks.

    ALLISON
    Parking brake.

    MAX
    Right.

He releases it.

INT. SANDERSON HOUSE - NIGHT

Binx is still in the sack, hung off a utensil hook. The witches conjure. The cauldron is once again aboil. Sarah stirs. Winifred consults the spellbook and adds ingredients. Mary takes testing pokes at Jay and Ernie who're suspended in a cage.

    MARY
    Ye need fattening. Eat!

Wrappers et al, they wolf candies. Dani is strapped to the chair near the cauldron exactly as was Emily Binx.

    MARY
    Soup's on. Prepare her.

Sarah and Mary fit the funnel over Dani.

EXT. ROAD APPROACHING SANDERSON HOUSE - NIGHT

Max cuts a wild swath across forest and asphalt. Bewitched children march up the road.

INT. DAVE'S CAR - DRIVING - NIGHT

Max's eyes are Frisbees!

    ALLISON
    Max, watch out!
EXT. ROAD - NIGHT
Billy sees the impending doom:

BILLY

Noooo!

INT. DAVE'S CAR - TRAVELING - NIGHT
BOOM! Billy's a bug on the windshield. Max hits the wipers. SLAP-SLAP! Billy's face goes left/right.

INT. SANDERSON HOUSE - NIGHT
The cauldron BUBBLES and SPLATTERS.

WINIFRED
'Tis ready.

Winifred ladles up a spoon of the glop and steps toward Dani. Bypasses her and moves toward...

WINIFRED
You for dessert.

... Jay and Ernie. Sticks the ladle in the cage.

WINIFRED
Drink.

JAY
(beyond bewitchment)
I cannnnnn't, I'll like blow chunnnnnnks...

MARY
This will perk your appetite!

Mary takes a red-hot poker out of the fire and starts moving it toward the boys' feet.

Jay's empty eyes register this -- opens his mouth. Winifred spills a single drop into his mouth. Then Ernie. They instantly start to glow. The Sanderson sisters gather 'round -- in awe.

WINIFRED
The light of life.

The witches purse their gruesome lips and inhale. Streams of the light course into their mouths. The light and life drains from Jay and Ernie. They age, and age, and age... 90 years each. The witches get younger.

(CONTINUED)
CONTINUED:

ERNIE
(geezer)
Bummmmmmeerrrrrr.

WINIFRED
It works! I have stolen their life! Their years are mine!

Winifred points out the window, where children can be seen sleepwalking toward the house.

WINIFRED
Look! The children are coming! We will give them the potion and suck the life from all of them. When the sun comes up, they will all die of old age, but we will live for a thousand years!

WINIFRED
The last great spell will come to pass. And from the mouths of babes shall we leech the life of eternity.

SARAH/MARY
(the big deal)
Immortals...

The droplet is just about to fall... when:

EXT. SANDERSON HOUSE - NIGHT
Max slides toward the house. Kills the lights. Billy flails off the hood like a stunt dummy...

INT. SANDERSON HOUSE - NIGHT
... crashes through the front door -- out cold. The witches spin to see Max in the darkened doorway. Beyond him, the children of Salem are almost to the house.

MAX
Prepare to die. Again.

WINIFRED
You have no power, you are just a clever little boy.

MAX
There's a power greater than magic, and that's knowledge. And I know something you don't.

(CONTINUED)
CONTINUED:

WINIFRED
Oh ho ho, and what is that, sproutling?

MAX
Daylight savings time...

An almost imperceptible furrow of worry in Winifred's brow.

MAX
It's complicated, but basically what it means is... the sun comes up earlier than normal.

A BIRD is SINGING outside. Out the window, the sun is rising! The witches turn away from the light in horror.

SARAH/MARY
We are doomed! We're melting!

Max grabs Binx and Dani. Kicks the cauldron over and grabs the spellbook.

EXT. SANDERSON HOUSE - NIGHT

Allison's playing the dimmer switch on the car lights, focused at the house window. A "Nature" soundtrack from the STEREO. The gang splits.

INT SANDERSON HOUSE - NIGHT

Mary and Sarah are clutching Winifred's legs in terror.

SARAH/MARY
Please, Winnie, save us! We're too old to die!

WINIFRED
Let go, apes! That way is west, the sun riseth in the east!

The "sunrise" goes out. Winifred floats quickly to the window.

WINIFRED
Damn the boy! He has trick'd us once more! After them!

The witches take to the sky. Billy rouses and follows.
ON OLD JAY AND ERNIE
totally out of it.

JAY
Hey, man, what's going on?

ERNIE
Whoa! These hags are bad news!

EXT. ROAD TO SANDERSON HOUSE - NIGHT

This time Allison speeds the car down hill. The witches dive bomb it. Mary crash lands on the roof like a 300 pound anvil, denting the...

INT. DAVE'S CAR - MOVING - NIGHT

... inside all the way to the seat backs. Dani screams. Max struggles to maintain control.

In the moonlight Dani sees a hundred pajama clad kids, sleepwalking up the hillside.

DANI
It's a zombie pajama party.

Allison hits the brakes! SCREECH! The car stops on a dime. Mary vaults into the darkness over the hood. Max guns it. Another landing. Mary sticks her head in the window right next to Dani. Dani hits the electric window and wedges Sarah's nose tightly. Mary can't pull it free.

Binx jumps into Dani's lap.

SARAH
Nice kitty...

BINX
You wish.

Swat! Binx claws the tremendous nose. Mary bellows. Her nose slips free. She flails into the woods. Mary's suddenly in the headlights.

ALLISON
Hang on!

Allison guns it. BOOM! The car drives over some enormous speed bump. Just as they're all feeling along-side the car (like the famous Wizard Of Oz shot). She launches a flame-ball at the tires. They go flat. The car swerves. Winifred shoots ahead.
EXT. ROAD - NIGHT

Allison brodies the wagon to a stop. The gang jumps out. Max flies open the hatchback.

MAX
Where are we?!

BINX
Near the cemetery, I know a short cut, this way.

MAX
Binx, take 'em there, I'll keep her busy.

ALLISON/DANI
Max, no!

MAX
Binx, get 'em outta here!

BINX
You heard the man.

Max lifts his mountain bike outta the trunk. Helmet, jacket, gloves, goggles. Straps the spellbook to the rack.

MAX
I'll meet you there. Go!

Binx leads them off. Allison dashes back for a second. She grabs Max and kisses him good.

MAX
Wha -- wha -- wha -- what --

ALLISON
Be careful.

MAX
(full of it now)
Hey! Witch! I got your book!

At the end of the road, Winifred cuts a neat Top Gun U-turn ripping back toward the kids -- riding Mary's Electrolux.

EXT. FOREST - CHASE (SKYCYCLES IN JEDI) - NIGHT

Max tears along narrow trails. Winifred tracks him. Max pumps faster. Winifred comes neck and neck -- swings at him with the vacuum hose -- connects -- Max wobbles, rides on, ducking tree limbs and jumping logs. Then, suddenly... Max peels off, shoots down a ravine.

(CONTINUED)
CONTINUED:

Winifred follows.

Max bunny hops a stream, along the stepping rocks, working his bike like a horse. Winifred jets over it -- SONIC-BOOMING the water! Max hits the other side and climbs toward the forest's crest.

Winifred negotiates the trees at 150 mph. She closes the gap.

Max rides the ridge. Winifred is a hundred yards back and closing like a bullet. He sees her. He brings his bike to a stop. Guess where?

TOP OF SUICIDE GORGE

Max's pulse soars. He sweats the decision. His fingers grip the bars. His thighs grip the seat padding. His hand cinches up the pedal straps. Winifred's 50 yards back, she'll be here in seconds. Max flips his mountain light on. It illuminates the killer drop off: sheer and treacherous. Max swallows.

MAX
Okay --

Off he goes! (*The Man From Snowy River.*)

Winifred arrives, pulls 6 1/2 G's in a 90 degree midair turn and rockets down the ravine after Max.

Max slides through 60 degree slopes of loose dirt, jumps off rock faces, slots narrow pass-thrus, and hits the hardpack forest ground. He tears like a madman down the hill. Winifred tracks him. Max splits left -- slaloms the trees. Winifred goes right, joy sticks her vacu-broom like Chuck Yeager.

Max breaks through and hits the open slope. At the bottom, approaching fast, a mountain of fill dirt piled against a wall.

Winifred directs the vacuum thrust backward and overtakes Max. Makes it to the end of the hill and waits there for him, hovering at the top of the dirt rise.

WINIFRED
Book be mine!

Max hits the dirt hill, races up it and jumps over Winifred! He sails through the air, knocking through the pines.
INT. SALEM COUNTY CEMETERY - NIGHT

Max comes out of the sky. Crash lands in a clearing. Skids up to Binx, Dani and Allison who're standing safe in a circle of salt next to Emily Binx's grave.

MAX
(goggles up)
Hi, honey, I'm home.

The witches buzz the kids in formation. Allison swipes at them with Max's baseball bat.

ALLISON
This is hallowed ground!

Billy the Butcher appears, runnin' full bore and wobbly at them. The second his foot hits the salten circle... he howls in pain and ignites like a pile of kindling. Hoppin' 'round, he dissolves from the feet up, until finally he is just a head, and then... he is a memory.

DANI
It really works!

The witches hover overhead. Max unstraps the book and belts it to his back like a fanny pack.

WINIFRED
Boy, give me the book and I will give you everything you desire. Power! Wealth! Women!

ALLISON
He's already got all that!

MAX
Really?

WINIFRED
Silence, tart! Prepare to die!

SARAH
But, sister! Flesh cannot harm them in the circle --

WINIFRED
-- No, 'tis true, flesh cannot.

Winifred and her sister are huddle. Max snaps a big limb off a tree. Max and Allison, back to back. Winifred consults her cribbed spellbook. Lights the black flame candle.

(CONTINUED)
CONTINUED:

WINIFRED

The worms are finished. The maggots done. All that is left, Arise as one!

The kids watch the graveyard... skeletons arise.

BINX

Oh man, where's a dog when you need one.

WINIFRED

Bones, fetch my book!

The CLATTERING SKELETONS surround the kids. They blitz! Max swings! Connects! A skeleton blasts into 216 pieces. Another reaches for Allison, she swings! Connects! The skull goes flying. Easy! But they keep coming -- reaching, clutching.


Max and Allison blast skeleton after skeleton into shattering rains of bone fragments. How do they keep coming back?! Well, they're reassembling themselves! And not always in the right config. Skulls on arm sockets. Hands to necks, pelvises to clavicles... A set of phalanges grabs Binx's throat. He struggles. Dani tries to pry them off. No good. She does the only thing she can think of, she bites the arm. The SKELETON WAILS!

Binx scrambles up a tree.

Max reaches back to swing at the skeletons holding Allison. Another skeleton rips his bat away. The skeleton army thoroughly infiltrates the salten circle. One of them grabs Dani and lifts her high above head. Another secures Max.

DANI

Lemme go, bonehead!

Winifred and sisters howl in victory. A skeleton takes the spellbook, tosses it up to Winifred. All goes quiet as the CLATTERING OF BONES STOPS. Winifred looks down with evil superiority at Max:

(CONTINUED)
CONTINUED:

WINIFRED
Who will have the last laugh now, little boy?

MAX
Go to hell!

WINIFRED
Been there. And I like it.

Suddenly, a ROAR from the tree tops. Binx attacks Winifred in a flying whorl of gnashing teeth and claws. Winifred howls. She rips Binx off her face. With an inhuman scream, she hurls him to the ground. Binx hits Emily's gravestone and lies still in a broken heap on the ground.

MAX
Binx! No!

Winifred rifles through the spellbook.

MARY
Eat them now, kill them later!

Max tears away from his skeleton. Another steps in front and boogies him. Behind fear Max snatches the skeleton's skull by the eye and nose holes and cracks it off its vertebrate base. The headless body staggers 'round.

Max reaches back for all he's worth. Chucks the skull at ... Winifred. Brains her! The skull shatters! She plummets.

SARAH/MARY
Winnie!

Winifred hits hallowed ground. A beat. Nothing happens.

WINIFRED
And now you die a hundred thousand horrid deaths at once, baby boy! And I will wallow in each and every one...

Winifred takes one step toward Max... somewhere close, a WINDSHIELD "spiders" into a million tiny fractures. Winifred looks down at her dress, the fabric is turning to stone. The affliction runs from her feet up in a rapid crawl. Something sprouts from her back -- she strains her rockening head 'round to see...

(Continued)
CONTINUED:

... stone wings. Winifred's talony claws clasp together involuntarily. Just before her terrified shrieks fade from her lips and she is lost to stony death altogether...

... Max flips her off.

Winifred has become a sepulchral angel engraved with this inscription: "Winifred Sanderson. Born 1617... Hanged 1692... Died 1992."

SARAH/MARY
Bones, kill the children! Kill them!

The skeletons crumble into piles. All of them, one by one, disincorporate and stack up.

The witches grow fearful. A BIRD SINGS. The sun is rising. Sarah and Mary open their mouths to scream, but they are cut short by the first ray of dawn breaking through the trees. They both turn instantly to dust and are blown away on a passing gentle breeze.

Two brooms and the Electrolux drop harmlessly to the ground next to the spellbook, which vaporizes in a dusty cloud.

The kids look down at Binx.

MAX
Binx?... Binx, we did it. They're gone. Binx?

Allison lays her hand on the cat.

ALLISON
He's gone, Max.

DANI
(crying)
But he can't die!

MAX
Right, he can't die, that's what he said... I don't want him to die!

Allison comforts Dani. Max runs his hand over Binx's still form.

MAX
(teary eyed)
Come on, Binx... you got eight million more to go. You said. Come on, don't die.

(CONTINUED)
CONTINUED:

VOICE (V.O.)

Hey, guys.

The kids look up to see the transparent figure of a boy, floating in the air. Dressed in the same clothes he was on that fateful night in 1692, he is the spirit of --

Thackery Binx who has finally gotten his wish.

MAX

Binx?

THACKERY

Thackery Binx. Hey, what am I doing down there? My paws... they're hands!

He tries to clasp them together but they pass right through one another.

DANI

Did you see that?! He's a ghost!

THACKERY

Oh my gosh! Oh my -- I am, I am a spirit! I can't believe it! The curse is broken! I'm dead! I'm dead!

The spirit-Binx whisks and jets about the treetops. He soars back and hovers before his friends:

MAX

What happened?

THACKERY

When the witches were destroyed, so too were all their spells and curses!

(as they're crying)

Hey, guys, come on, don't cry for me!

DANI

But you're dead!

THACKERY

Well, I've never felt more alive! I'm free! I'm finally free! I can't wait to see my families!

(beat)

I'll tell them all about you, I promise.

(CONTINUED)
CONTINUED:

ALLISON

We're gonna miss you, Binx.

Thackery holds still a moment.

THACKERY

This is the only hard part about the whole thing... saying good-bye.

(pause)

I'll miss you all too... very much.

I hope you don't think this is too weird to say, but don't feel sad, because someday we'll all see each other again. You can count on it.

Thackery floats down to Max. Thackery's smaller.

MAX

I can't believe I got all that advice from a guy younger than me.

THACKERY

Here's one last thing... He that leaveth nothing to chance will do few things ill, but he will do very few things. Live life, Max. Don't be afraid of anything.

MAX

I won't.

THACKERY

Oh, one last thing... love conquers all.

MAX

I know.

Thackery extends his hand. He and Max shake, as best they can.

THACKERY

Good-bye...

The spirit shoots quickly into the morning sky and vanishes FROM VIEW. Dani looks back down and finds...

DANI

Binx?

MAX

Guess he still had one left.

(CONTINUED)
CONTINUED:

DANI

Can you talk?

The CAT MEOWS.

DANI

(hugs him)
That's okay.

Allison grabs Max and hauls him close.

MAX/ALLISON

(simultaneous)
Thanks for saving my life back there --

(beat, both)
Pinch-poke, you owe me --

They kiss.

EXT. SANDERSON HOUSE - DAWN

A hundred sleeping kids yawn, rub their eyes, wake up and react to the fact that they don't know where they are or how they got there. Several kids burst into tears. Many more cry, "Mommy!"

Alan and Ben seize the opportunity.

ALAN/BEN

Everything's alright, come on kids, we'll get you home. This way.

INT SANDERSON HOUSE - DAWN

Jay and Ernie, their youth restored, hang in the cage.

JAY

The last thing I remember is, like, this really big spoon or something. A really ugly babe. And a vacuum cleaner. What's it all mean, man?

Ernie suddenly bursts into tears.

ERNIE

I dunno, I wanna go home, I promise take candy from kids or shave names in my head no more!

EXT. NEIGHBORHOOD STREETS (SALEM) - DAWN

Alan and Ben shepherd the children of Salem down from the hill and back to their homes.

(CONTINUED)
CONTINUED:

They stride slow and dignified, like prophets. Parents rush from homes and hug kids.

ALAN
We have delivered them unto you from the mountain.

BEN
That's Ben Corwin and Alan Schotznick! Remember the names, Ben Corwin and Alan Schotznick.

INT. MAX'S HOUSE - LIVING ROOM - DAY

The front page of the Salem Daily Prodigal: a photo of a stone angel. Various headlines read:

NIGHT OF THE PAJAMA-ZOMBIES!
Hundreds of Sleeping Kids Gather at Witch House
Mysterious Gravestone Appears
Traumatized Local Boys Found in Cage
Hoax or Hysteria?
Parents Baffled

DAVE
It's a cult thing

JENNY
There are no cults in this town.

Max, Allison, Binx and Dani lounge watching TV news reports:

MAX
Every station. I can't believe those guys. They're taking credit for everything!

ALLISON
So what, who's ever going to believe them?

Ben and Alan are all over the television:

ALAN
Yes, that's true, Ben Corwin and I, Alan Schotznick did deliver the children of Salem from the clutches of evil.

BEN
The stories are true, the Sanderson Sisters did come back from the dead. And we did banish them.

(CONTINUED)
CONTINUED:

ALAN
Luckily, Salem had Ben Corwin and I, Alan Schotznick, to do battle with the ultimate forces of darkness...

BEN
Yes, our lives hung in the balance. However, for the children, we carried on valiantly, under powerful fetish protection...

ALAN
For the immediate future, I plan to be on the talk show circuit promoting my new book, Prepare Thyself, The End is Near, by Alan Schotznick.

BEN
I plan to run for office...

Binx looks up. He winks.

FADE OUT.

THE END