

H. P. Lovecraft's

Arkham

by

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Based on the play

"The Dreams in the Witch-House"

By

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Based on the works of

H. P. Lovecraft

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UNDER THE STUDIO LOGO:

The sound of someone panting, hyperventilating.

EXT. FORESTS OF ARKHAM - NIGHT

A pregnant woman, AMY SAMUELS (24) tears through the woods as fast as she can. Behind her, through the trees, are glimpses of dozens of torches, carried by people who we can't see but can hear.

TEXT: Arkham, Massachusetts, 1693

She buckles in pain, grasping her bloated stomach. After a moment, she gets up, but a hand GRABS her wrist. She screams, but the person's other hand covers her mouth, stifling it.

The hands belong KEZIAH MASON (40s), who is just as dirty and scared. She clutches a massive book in her arms.

KEZIAH MASON

Amy, listen. They are going to catch us. There is nothing we can do about it.

AMY SAMUELS

But--

KEZIAH MASON

I will get us out. I know how.

FIGURE

Over here! Over here!!

Figures carrying torches emerge from the forest, surrounding them. The torches' brightness make it impossible to see their faces. REVEREND WATKINS (60s), a sinister-looking man, steps forward from the crowd and reads from a scroll:

REVEREND WATKINS

"You stand here under Puritan Law, accused of the unholy crime of witchcraft which you practiced and committed upon several persons. For your sins against the Lord God Almighty you will stand trial before jury and if found guilty will be executed--"

AMY SAMUELS

Please, I only did it to help people not hurt--

Watkins SLAMS the bottom of his torch onto her, knocking her to the ground. She writhes in pain, clasping her stomach.

Two men SEIZE Amy and throw a bag over her head. A man snatches the book from Keziah's hands. He CRIES OUT and drops it immediately, his hands burning and blistering. The other men stare at the book warily.

As they drag her and Amy through the mud, Amy screams incoherently, but Keziah GRABS one of her captors and speaks as if in a trance, her eyes glazed over:

KEZIAH MASON

And a curse shall pass upon your
children, and their children's
children for all of eternity on
Walpurgisnacht--

The captor SLUGS her into the mud and the party drags the two women away, leaving the mysterious book, where it begins to sink into the mud.

Keziah's screams crescendo until we slam forward a few centuries-

INT. FARM HOUSE - DAY

-- and the book in the mud is MATCH CUT with a smaller, less sinister-looking text book that sits on a desk.

It's grabbed up by WALTER GILMAN (early 20s), a skinny, naive guy. He's in his bedroom packing his suitcase. He looks determined, resigned.

From outside the room comes the sound of someone crying.

TEXT - 1935

Gilman gathers up his two suitcases and heads for the door, but then stops. He turns around and looks at his bedroom one last time.

His room is adorned with dozens of odds and ends all relating to geometry -- school projects, drawings, sculptures, blocks, protractors, graph paper, compasses, etc. Various shapes hang from the ceiling -- this is not the room of a normal kid.

He then turns back around, braces himself, and heads out into the--

INT. KITCHEN - DAY

-- where he finds the source of the crying: His mother, PATSY GILMAN (47), a pleasantly plump woman who looks like she's always been a mother. She doesn't seem to notice Gilman. He watches her cry for a second, then:

GILMAN

Hey, mom.

She continues to cry as if he weren't there. He starts to walk off --

PATSY GILMAN

Would it be too much to ask for you to write to us every week?

GILMAN

Of course it would -- er, it wouldn't be -- I mean, of course I'll write.

PATSY GILMAN

We'll see about that.

Gilman rolls his eyes and groans. They've been through this before.

PATSY GILMAN

Did you remember to pack your pills?

GILMAN

Yes, mother. But I'm sure I won't need them.

PATSY GILMAN

Well if you stop taking them and the nightmares come back don't ask me to come--

GILMAN

MOM. I'll be fine.

PATSY GILMAN

I hope you're right.

Gilman goes to her, puts his bags down, and gives her a hug.

GILMAN

I'll be back to visit in the summer.

PATSY GILMAN

Walter, why do you have to go now?
I have *never* heard of a school
starting classes in April.

GILMAN

Headmaster Kane told you, the
university I'm going to is just ...
different, that's all.

PATSY GILMAN

That's what I'm saying -- why do
you have to go to *that* university?
You've never even set foot there,
you've no idea what that town is
like. Believe me, I know.

GILMAN

Really?

PATSY GILMAN

Walter, *please don't go*.

Gilman kisses his crying mother on the cheek, picks up his
bags, and heads for the door.

GILMAN

I'm sorry, mom, but I'll be damned
if I spend my life doing *that*.

He gestures out the window, where a man shovels cow manure.
Gilman opens the door --

PATSY GILMAN

(over-dramatic "mother"
moment)

I'm sorry what your family does is
so embarrassing to you. When you
get there, you'll be with your
fellow math geniuses who don't even
know the concept of "hard work." I
know, you'll be so happy to finally
get the mud off your shoes, but
just remember this, Walter -- at
the end of the day, you'll still be
a farm boy. Nothing's ever gonna
change that. And there's no shame
in it, either.

INT. BARN - DAY

JOHN GILMAN (54), a man's man, hammers away on a horseshoe,
sending sparks flying. Gilman enters.

John, facing away from him, stops for a second, registering his son's presence... then continues, ignoring him.

GILMAN

I don't expect you to talk to me,
dad. But I do expect you to listen.

WHAM -- John brings down the hammer on the horseshoe.

GILMAN

I'm leaving. I know you think I'm
just trying to get away from--

--WHAM--

GILMAN

-- having to do work, but I'll be
working harder than ever... just,
in a different way. I already
worked really hard to get the
scholarship.

--WHAM-- John may or may not have heard any of this. Gilman hangs his head.

GILMAN

Well... bye, dad.

Gilman leaves. Once he's gone, John stops hammering. He sighs and tosses the hammer aside. We stay on him a beat. He looks more sad than mad.

INT. TRAIN - DAY

Walter carries his suitcases down the middle aisle of an almost abandoned train. Through the window on his left he sees his mother still out on the platform. She waves to him. He waves back. Behind her, Gilman's father blats the horn on a rickety truck. Patsy goes to him, sparing a last worried look at Walter.

From outside:

CLERK

Haverhill, last call! Haverhill,
last call!

A pale, panicked, and pretty woman, LILITH MORGAN (early 20s, blond, VERY pregnant) waddles across the station. She clasps her suitcase in one hand and her stomach in the other.

LILITH

Wait!

But with a LURCH, the train begins to lumber forward.

LILITH

Wait! Please!

She reaches the moving train and stops, defeated, then looks around behind her, as if she's being followed.

As she and Gilman pass each other, her desperate eyes meet his.

Not thinking, Gilman drops his suitcases and hurries down to the end of the car, where a few steps lead down to a door. He pries it open and looks out.

The train gains speed. Ahead, to his right, he's about to pass by Lilith again. He holds out his hand.

GILMAN

Hey! Come on!

As they pass, she throws her suitcase to him; he catches it with ease, sets it down, reaches for her -- and MISSES.

Lilith runs after him. He reaches out as far as he can, holding onto the train with his other hand.

The platform ends not fifteen feet ahead.

GILMAN

Come on!!

Still holding on to her stomach, she pushes herself -- and their hands catch. Gilman pulls her up not two seconds before they fly past the end of the platform.

They collapse against the wall, catching their breath, then Lilith clears her throat and Walter realizes: He's still holding on to her tightly. It's a sexy moment. He steps back.

GILMAN

Sorry.

LILITH

(out of breath)

Thank you. Next train isn't for another week.

Lilith puts herself back together, tousles her hair, etc. Walter just stares at her. She notices -- then freezes.

LILITH

Do I know you?

GILMAN

What?

LILITH

You look familiar ... Have we met before?

GILMAN

Uhh, no, I don't think so. I'm Walter. Gilman.

LILITH

(to herself)

Doesn't ring a bell.

(to Walter)

Never mind. But I'm still glad I met you, Walter Gilman. I'm Lilith Morgan. Can I sit with you?

Gilman looks like he could faint.

EXT. GILMAN'S HOUSE - DUSK

John and Patsy Gilman sit on the porch swing. John's arm is around his wife, comforting her.

PATSY GILMAN

Do you think he'll be safe?

JOHN GILMAN

He'll be fine.

PATSY GILMAN

I almost told him.

JOHN GILMAN

What? Why would you do that?

PATSY GILMAN

I wanted to say something before he left home. It just doesn't seem right, that's all. Keeping it from him all those years.

JOHN GILMAN

What would you have said? We've kept *nothing* from him, Patsy. We just chose not to tell him, for his own good.

PATSY GILMAN

For his own good?

JOHN GILMAN

Hell, you know he's never fit in around here. He's always been an outsider, really. Why add fuel to the fire? He'll probably feel right at home there. Among all them brainy types.

PATSY GILMAN

I never understood why he's like that, always making shapes from every kind of thing you can imagine.

JOHN GILMAN

It's called geometry, honey.

PATSY GILMAN

Well, it's unnatural.

JOHN GILMAN

You make it sound like it's wrong.

PATSY GILMAN

I just wish he'd been normal, like everyone else's children. It's just the town that frightens me. It has a mind of its own.

JOHN GILMAN

Patsy, we haven't been back there for years. It could be completely different now, for all we know.

PATSY GILMAN

It's still Arkham.

INT. TRAIN - DUSK

Gilman is asleep at a window seat. He wakes up and is startled (and a little excited) to find Lilith asleep on his shoulder.

He tries to put his arm around her -- she stirs, verging on waking up -- he drops it.

The train then tops a hill and there it is, spread out below us: Arkham.

It's ancient, and it's the epitome of haunted: Crooked clock towers, balconies, parapets, balustrades -- this city is a production designer's dream (or nightmare). Even the weather is eerie: Thunder rumbles uneasily overhead.

Through the window, Walter sees the few people out on the street stare back at him as he passes by. They almost look as haunted as this dismal city, lit only by dim lanterns.

CLERK (O.S.)

Last stop - Arkham. All change.

Last stop - Arkham.

Lilith wakes up and looks embarrassed, but then she gets her first look at the city.

Lightning flashes on the streets of Arkham.

EXT. ARKHAM TRAIN STATION - NIGHT

Gilman and Lilith emerge with their suitcases, taking in this seemingly abandoned station. A wolf howls in the distance. It looks like they've stepped into a Universal Monster Movie.

The clerk hops off the train.

CLERK

You can't stand here.

GILMAN

I'm sorry?

CLERK

You can't stand here.

GILMAN

But I'm waiting for someone.

CLERK

Who is someone?

GILMAN

I don't know. This letter just said to wait at the train station in Arkham and someone would take me to my accommodation.

CLERK

Well, you don't know who they are and they're not here, are they?

GILMAN

But why can't I stand here?

CLERK

The curfew.

GILMAN

We have a *curfew*?

CLERK

Yeah. The Walpurgis Curfew. In April people get jittery. Police figured the best way to protect the townsfolk was to keep them indoors after midnight.

LILITH

Protect them from *what*?

CLERK

Look, you two, you'd best be going on your way.

(to Lilith)

Especially *you*.

LILITH

Why me?

CLERK

Just, please, take my word for it, will ya? Curfew begins in a few minutes - at midnight.

LILITH

Yeah? And what happens if we're still out here then?

He turns to her. The lantern light makes the wrinkles on his face look like canyons.

CLERK

Then you turn into a pumpkin.

He bursts out laughing and hops back onto the train, which is beginning to roll out.

GILMAN

Wait a second--

But the train is picking up speed, and the clerk is lost in the night, leaving Gilman and Lilith in silence. Distant thunder is heard. After a moment:

LILITH

So you're here for the university?

GILMAN

Well... yes. But I'm mostly just getting away from my parents. You?

She carefully chooses her words.

LILITH

My... father lives here. I'm going to stay with him... until I have the baby.

GILMAN

Well, congratulations. Maybe we'll see each other around. Town's not that big --

Lilith GASPS and grabs her stomach, showing the first smile we've seen from her.

LILITH

It kicked!! It just kicked! It's okay! It's *okay!!*

As Gilman and Lilith share this happy moment, a car pulls up. The doors open and slam shut. Footsteps approach through the thick fog.

GILMAN

Hello?

A light is shone on Lilith's face. Two policemen appear - OFFICER MALONE (late 30s) -- good cop, and SHERIFF RAVEN (40s) -- bad cop.

RAVEN

(to Lilith)

You there. Come with us.

LILITH

Excuse me?

RAVEN

Don't talk back to me.

LILITH

But I'm--

RAVEN

We know what you're doing here.

He grabs her arms and slaps a pair of handcuffs on her before she can react. He leads her toward the car.

GILMAN

Whoa - wait a second--

MALONE

Who are you?

GILMAN

My name is Walter Gilman.

MALONE

So? What are you doing here?

GILMAN

I'm a student at the Miskatonic University. I just got here. I'm just waiting for someone to take me to my accommodation. They were supposed to meet me at the station. I have a letter here somewhere--

RAVEN

Never mind that. Just be glad you're still alive.

GILMAN

Excuse me?

RAVEN

That's right, boy. Bet you didn't know this pretty little thing here killed her husband about... ohh, six hours ago. Now get off the streets -- there is a curfew, you know.

Raven throws her into the car and the three of them are off.

GILMAN

HEY. HEYY!!

Gilman runs after them, but they get away from him in seconds. Gilman stops running, completely bewildered.

GILMAN

Unbelievable.

Suddenly there are the sounds of several rats - screeching, scratching and scampering towards him. And then they emerge from the fog behind him: dozens, maybe hundreds, of rats scurrying down the street, headed for him.

He jumps on a bench and watches as the rats pass beneath him. After they've passed, he steps down, but is startled to see one rat remains. One very BIG rat. One very big rat that just stares at him with red eyes. Finally, it moves on.

EXT. STREETS OF ARKHAM - NIGHT

Gilman holds a piece of paper with an address printed on it: **820 Parsonage Street**. He walks into a desolate intersection where three roads meet, going off in six directions. No lights are on in any of the windows. He looks around at each of the streets and sighs: He's lost.

WHISPER

Walter.

Gilman SPINS toward the sound of the voice, just in time to catch a glimpse of someone rounding the corner at the end of one of the streets.

GILMAN

Hey!

But the person is gone. Gilman looks around, exasperated, then follows. Somewhere, a bell tolls for midnight.

Gilman rounds the corner--

The person, who is wearing a cloak, is up ahead. They round another corner.

Now Gilman RUNS, but when he reaches the corner, they are GONE. Confused, he starts to turn around, then stops and looks at his address. He then turns back around.

Lightning flashes and illuminates an ancient, run-down house across the street. The address: **820 Parsonage Street**.

GILMAN

Finally.

He looks around again for the cloaked figure, who is gone, then goes to the front door.

He raises his hand to knock, when JOE MAUREWICZ (59), an ill-kept man, swings the door open. He wears several crucifixes around his neck. They are both surprised to see each other.

GILMAN

Excuse me...

MAUREWICZ

(thick Polish accent)

Who the hell are you?

GILMAN

Sorry to bother you, I'm looking for a -

MAUREWICZ

Don't you know there's a curfew
this month?

GILMAN

Yeah, I heard. Twice.

MAUREWICZ

You seen my cat? Polska don't give
a goddamn if it's a midnight curfew
or not. She goes out whenever it
pleases her. She don't care about
no Brown Jenkins.

GILMAN

Who?

MAUREWICZ

I asked you a question. Now who the
hell are you?

GILMAN

Gilman. Walter Gilman.

MAUREWICZ

Oh yeah, I forgot about you.
Where's the other one?

GILMAN

The other what?

MAUREWICZ

Got the letter saying a student
from out of town will be wanting
the top room. Could have sworn it
said there'd be two of you.

GILMAN

What? That doesn't make any sense,
I only - Someone was supposed to
meet and take me -

MAUREWICZ

You want room or not?

GILMAN

Well, yes. But who told you -

MAUREWICZ

*POLSKA!!!! Goddamn you, Polska, get
your skinny, mangy ass in here! Ah,
Jesus ate my soul. Polska, you're
on your own!*

MAUREWICZ (cont'd)
(to Gilman))
Let's go inside.

Gilman gathers his things.

MAUREWICZ
And Polska! You just say hello to
Brown Jenkins if you see the
bastard!!! *Right before he gobbles
your testicles off!!*

GILMAN
Who is Brown Jenkins?

MAUREWICZ
A rat that can talk.

GILMAN
Okay...

MAUREWICZ
Ah, don't get all serious student
on me, you don't believe that kind
of shit do ya?

GILMAN
Well, I -

MAUREWICZ
Cause it's bad enough what people
call this place, and do you know
how hard it is to rent out rooms
when a place gets a name for
itself? You aren't superstitious
are you?

GILMAN
I study geometry. I am as far from
being superstitious as you can get.

MAUREWICZ
That's good, that's good, cause
you'll hear all the stories. You
got cash?

GILMAN
Yes.

MAUREWICZ
Inside we go, then. Follow me.

INT. HALLWAY - NIGHT - MOMENTS LATER

Maurewicz leads Gilman down a drafty, crooked hallway. The only light comes from Maurewicz's lantern.

MAUREWICZ

I need a drink. Excuse the darkness
- damn storm knocked out the power.
Mind how you go, you're all the way
up in the attic.

GILMAN

Great. Just so I know, Mr...

MAUREWICZ

Maurewicz. Joseph Maurewicz.

GILMAN

Mr. Maurewicz. Just so I know ...
what do they call this place?

MAUREWICZ

What? Oh. They call it the Witch
House.

INT. ARKHAM JAIL - LILITH'S CELL - NIGHT

Officer Malone leads Lilith by the arm through the stone hallways of the jail. They reach her cell. It's tiny and cold. Lilith shudders.

MALONE

What? You never seen the inside of
a cell before?

LILITH

It's as old as...

She stumbles for words.

MALONE

As old as Arkham.

LILITH

You're going to put me in here?

MALONE

If it was good enough for witches,
it's good enough for murderers.

LILITH

It was self defense! Officer, he
was *beating* me, and he was about to
go after my baby.

She takes off her coat, exposing her very pregnant belly. She pulls up her shirt, showing a nasty bruise.

Sheriff Raven enters, having heard her last sentence.

MALONE

Did you hear that?

RAVEN

Yeah.

MALONE

What do we do? Should we let her go?

(to Lilith)

Are you alright?

RAVEN

Why didn't you tell the police it was self defense?

LILITH

They wouldn't give me a fair trial. His father is the Chief of Police. If you send me back, they'll lynch me. I know. I've seen them do it.

MALONE

What should we do, Jake?

RAVEN

Nothing. She's not going anywhere for a while.

Raven grabs her and drags her to the cell. He locks it.

MALONE

But, if she's wanted -

RAVEN

Keep her locked up, Malone. And don't listen to anything she says, you got me?

Sheriff Raven leaves.

LILITH

What's he going to do?

Malone, unsure of what to say, also leaves.

LILITH

Wait!

When it becomes clear they're not coming back, she turns and faces her cell: Bare, stone walls. A miserable cot with a single, worthless sheet. A small window.

The lights are abruptly SHUT OFF, leaving her room lit only by the eerie moonlight from the window. She GASPS, and we see why immediately:

The wall is now covered with writing, diagrams, and symbols.

She approaches the wall and reads some of it. First, scrawled in sloppy handwriting across the wall:

C T H U L H U

LILITH

C-T-H-U-L-H-U...

(trying to pronounce it)

Cutoo... cuthl... cut-who cares.

She moves on to the rest of the wall, seeing the rest is nothing but an indistinguishable jumble of symbols. She starts to turn away, then sees it:

Something is written in English, in tiny letters close to the floor. The first few words are visible:

Mebсутa and Delta Geminorum

- and then it's cut off, covered by the bed.

Lilith pulls the bed away from the wall, causing it to scrape against the stone floor. She stops, scared of another visit from Raven... but no one comes. She scoots it a few more inches back, then leans over and reads it in full:

LILITH

"Mebсутa and Delta Geminorum. Join these together. This is the first line of the pentagram, which must be drawn on the Sabbath - with your mind."

(to herself)

What the hell?

INT. ATTIC ROOM - NIGHT

Maurewicz enters first with his lantern, followed by Gilman, who stops, mouth open, as he sees his room:

Peculiar geometrical shapes have been carved into the walls, extending from the ceiling to the floor, in conjunction with the strange angles the roof makes as it slopes down to the floor.

MAUREWICZ

Welcome to Arkham.

Maurewicz, oblivious to Gilman's fascination with the lines, hands him the keys and the lantern and leaves, shutting the door behind him.

As Gilman takes in the shapes on the walls, the distinctive sound of scampering feet is heard coming from behind them.

GILMAN

Beautiful. Just beautiful.

He lifts the lantern up and spots the source of the sound: a small hole in the wall at the far end of the room. He bends down and shines the light into the hole--

Two EYES look back at him. He jumps back and takes another look -- it's just a rat... but it looks an awful lot like the one he encountered on the street. It scurries off.

He goes to his suitcase, pulls out a couple of towels, and stuffs the hole up.

He then goes to a rotary phone and dials 0 for operator. After a second:

GILMAN

Hi. Arkham Police, please.

(another pause)

Hi. My name's Walter Gilman. About an hour ago, I was at the train depot, and a woman I was with was taken in by two of your officers--

CLICK. The line goes dead. Gilman stares at the phone.

GILMAN

Unbelievable.

He starts to stand up--

POV: As he stands up, the lines on the different walls line up, making a sort of shape.

His eyes dart about the room, connecting the lines, seeing something in them. He grabs a pad of paper and a pen, sits down in a chair, and starts to sketch his room.

INT. ATTIC ROOM - MORNING

The floor is strewn with dozens of Gilman's sketches. As we look around his already-cluttered room we find him in the same chair he was in last night, passed out, the pen still in his hand, mumbling in his sleep.

He suddenly wakes up and looks at his clock. Seeing the time, he leaps up and BONKS his head on the low ceiling. Clutching it groggily, he hops around the room, gathering his things.

GILMAN

...Not on my first day...

EXT. MISKATONIC UNIVERSITY CAMPUS - DAY

Gilman dashes across campus, weaving through the throng of students as quickly as he can. He reaches a looming brick building and slips inside, finding himself in a large--

INT. LECTURE HALL - DAY

-- where PROFESSOR HIRAM UPHAM (50s), a man who looks like a close relative of Einstein, addresses the new students. Gilman slips into the lecture hall and sits in the back row.

UPHAM

(thick German accent)

...And that, my friends, students, fellow mathematicians and scientists of the future, is an example of keeping your mind open, your thoughts free from the prison of tradition, and your hearts receptive to the boundless knowledge that the universe has to offer. Thank you.

Half-hearted applause from the students. As everyone packs up, Upham makes a beeline for Gilman, who he spotted the second he walked in. Gilman gives a nervous smile and extends his hand:

GILMAN

Professor. I'm --

UPHAM

Late?

Gilman deflates. Busted.

GILMAN

Uhh... yes. I am sorry.

UPHAM

Excuse me? I'm sorry, *what?*

GILMAN

Sorry ... sir.

Professor Upham scrutinizes Gilman, letting him squirm.

UPHAM

What is your name?

GILMAN

Walter Gilman.

UPHAM

Well, Walter Gilman, you've made a perfectly awful first impression.

GILMAN

I know, sir. I'm sorry. It was my first night here, and I overslept. No excuses, though.

UPHAM

(softens)

It's a shame, really. I'd been looking forward to teaching you. You seemed to have incredible promise, a great entrance essay, if I recall, and an eye for geometry beyond what they're teaching in the public schools. I take it your parents tutored you?

GILMAN

(dismissive)

No. They're just farmers. They don't even want me to be here.

UPHAM

Then where does it come from?

GILMAN

It's just how I think. Geometry's always come easy to me.

UPHAM

You've always been like this?

GILMAN

Always. Actually, when I was a kid I'd have these nightmares. I'd see these weird shapes - I know it sounds stupid.

UPHAM

I see. Well hopefully you won't have any problems sleeping here. I trust your accommodation is comfortable?

GILMAN

I hope it will be, after last night. I'm at the house over on High Street & Parsonage.

UPHAM

Oh, the Witch House.

Gilman is thrown off by this.

GILMAN

You don't... believe in that, do you?

UPHAM

Do you?

GILMAN

No.

Again, Upham scrutinizes Gilman.

UPHAM

You would do well to keep your mind open, my boy. Arkham is not a normal town, and our university does not work within the traditional parameters that you might expect. After all, the Miskatonic is notorious for having in our possession certain books which provoke pure dread in some, shall we say, *sensitive* people.

GILMAN

Really? Dread? Of a book?

UPHAM

You've never read the Bible?

GILMAN

(chuckles)
Yes sir.

UPHAM

Keep your mind open my boy.

He leaves Gilman, who stands there, perplexed, not sure what to make of their exchange.

INT. ARKHAM JAIL - FRONT LOBBY - DAY

Sheriff Raven sits at his desk, reading the paper. Gilman comes in. Raven sees him and immediately gets up.

RAVEN

I know what you're going to ask, no, we do NOT have her here any more. We let her go this morning, apologies from everyone. Got the wrong girl.

Raven starts escorting Gilman to the door.

GILMAN

So where is she?

RAVEN

Hell if I know. Looked to me like she couldn't get out of town fast enough.

GILMAN

No, I bet she's at her father's place. She said she was here to see him.

Raven stops at the door.

RAVEN

Well there you go. Check at his place.

GILMAN

She never said who he was. Do you know?

RAVEN

No. Sorry I can't help you, son. Arkham's small; I'm sure you'll see her around.

GILMAN

Yeah.

Raven shuts the door in his face. He then turns and goes past his desk, back to a stone staircase that leads up to the cells. As he goes up, he overhears Lilith and Malone talking.

INT. ARKHAM JAIL - LILITH'S CELL - CONTINUOUS

LILITH (O.S.)
 Have you got a wife, Officer?
 Kids?

MALONE (O.S.)
 What do you want to know that for?

LILITH (O.S.)
 Have you?

MALONE (O.S.)
 I got a wife and a little boy.
 Seven months old.

LILITH (O.S.)
 Let me ask you, Officer; did you
 take a belt to your wife when she
 was carrying your child inside of
 her?

MALONE (O.S.)
 Did I *what*? What the hell kind of
 question is that?

Sheriff Raven reaches the top of the stairs, where he's
 irritated to see that Malone has allowed himself to come
 within reaching distance of the cell.

RAVEN
 Malone, for the love of God and
 Joseph, get back from that cell. I
 warned you; you got to be on your
 guard.
 (to Lilith)
 And if I hear another utterance
 from your mouth I *will* bring
 silence to this cell.

EXT. ARKHAM JAIL - DAY - CONTINUOUS

Gilman stands out on the street, looking up at Lilith's
 barred window at the end of an alley, listening to them talk.
 He looks perplexed.

RAVEN (O.S.)
 We punish witchery here in Arkham
 with the full weight of the law.

LILITH (O.S.)
 Witchery? Really? This isn't the
 Dark Ages.

INT. ARKHAM JAIL - LILITH'S CELL - DAY - CONTINUOUS

RAVEN

You don't know the history of Arkham, do you? The last time a witch was hanged in this town, she ate her last meal in this very cell.

Lilith glances at the writing on the cell walls, putting it together.

RAVEN

Hell, I'd think you'd feel right at home here.

Sheriff Raven and Officer Malone start to leave.

LILITH

Wait! What's going to happen to me?

RAVEN

Nothing. Until I can talk to the Priest.

LILITH

The what?

But Sheriff Raven and Officer Malone have left.

She sits down at her cot -- and notices something on the wall...

Scribbled next to the part she read last night is the name

AMY SAMUELS

This was definitely *not* there before.

Outside, we see Gilman hurry off, who's heard all of this.

INT. WITCH HOUSE - DAY

Gilman returns from class. He walks down the hall toward his room, carrying a string and a brown bag. He tries to get his keys into the door, but has trouble.

MAUREWICZ (O.S.)

I can help you.

Gilman is startled and drops the string. He turns to face Maurewicz, who comes out of the shadows.

GILMAN

Excuse me?

MAUREWICZ

I can help you with the door. Damn thing jams sometimes.

Before Gilman can move, Maurewicz snatches the keys from him and he does a jiggle with them in the lock and opens the door.

MAUREWICZ

Works every time.

GILMAN

Thank you...

Gilman picks up the string and enters the room. Maurewicz follows him in and just stands there.

GILMAN

Thank you. Again. For your help.

MAUREWICZ

I think you need a little more help, if you ask me.

GILMAN

Is that so?

MAUREWICZ

Oh yes. I have it here too. In my special pocket.

Maurewicz brings out a vial that looks like a flask.

GILMAN

What is that?

MAUREWICZ

Protection. And if you would allow me...

Maurewicz proceeds to anoint water all over the room.

GILMAN

What are you doing?

MAUREWICZ

Protecting you.

GILMAN

From what?

Maurewicz continues to sprinkle the liquid.

GILMAN

Please, this is my room, what is that?

MAUREWICZ

The water of God. Now, just a little prayer, and perhaps I won't hear the scratching of the claws above my head again tonight.

GILMAN

They're just rats.

MAUREWICZ

Rats? *Just rats?* Why, don't you know that rats are part of the fabric of Arkham life? They are in its walls, its secret passages, its mansions, its temples, its canals, byways, gateways and *thresholds to all things untold.*

Beat.

GILMAN

...You did this for rats?

MAUREWICZ

Are you touched in the head? I didn't anoint your room with holy water because of the rats.

GILMAN

But you just said -

MAUREWICZ

I did it to protect you from...

GILMAN

The witch?

MAUREWICZ

Yes. And her Familiar.

GILMAN

Yeah, you lost me there.

MAUREWICZ

And you call yourself a student. Glupi Dzieciak.

MAUREWICZ (cont'd)
 The Familiar is an animal spirit
 who sucks your blood and serves the
 powers of darkness. Don't you know
 anything?

GILMAN
 (sighs)
 Oh yes. Black Jenkins.

MAUREWICZ
 Brown Jenkins, you ignoramus.

GILMAN
 Well, please. I don't mean to be
 rude, but it was my first day of
 class. I have to study, and -

MAUREWICZ
 You're studying Geometry, right?

GILMAN
 Yes...

MAUREWICZ
 And you just happen to be staying
 in *this* room.

Maurewicz gestures to the symbols on the wall.

GILMAN
 Who did this, anyway?

MAUREWICZ
 Who do you think?

GILMAN
 The... witch? What was her name?

MAUREWICZ
 Is her name.

GILMAN
 You mean *was*.

MAUREWICZ
 I know what the hell I said. I
 didn't say *was*. No, she is an *is*.
 But if you don't believe me - after
 all, I'm just the landlord, I don't
 know anything, I just live here
 with the monsters - but if you need
 proof, go to the Arkham Historical
 Society; they'll tell you why she
 is an *is*.

Gilman only looks at him, not following him.

MAUREWICZ

They'll tell you that certain records are missing a tiny little detail.

GILMAN

And that is?

MAUREWICZ

The date of her death. I'll leave you alone now boy, but I tell you this - I can hear. Above my head. After midnight.

Maurewicz looks around the room. He looks down at his vial of holy water and tries to sprinkle it on one of the walls, but it's empty.

MAUREWICZ

Damn. It could be a busy night.
(starts to leave)
Let me know if you see Polska! Damn cat.

Maurewicz leaves and closes the door behind him. Gilman shakes his head and pulls out a ball of string from the bag he was carrying.

He begins to tie the string around different shapes on the wall, which starts to form a pattern. As he moves, he notices writing on the wall, smaller and more subtle than the writing in Lilith's cell. He reads it aloud, writing it down as he does:

GILMAN

"Mebstuta ... Delta Geminorum ...
Pollox... Castor..."

Lastly, he finds two words at the bottom, like a signature:

GILMAN

"Keziah Mason."

A black cat, POLSKA, jumps up, and swats at the ball of string, pulling the string down and undoing his work.

GILMAN

(shouting)
Found him!

INT. ARKHAM JAIL - LILITH'S CELL - DAY

Lilith also investigates the writing on her walls. A plate with remnants of a meal sits by the bars. Officer Malone enters and takes it away.

LILITH
Officer? Who was Amy Samuels?

MALONE
I think she was one of the Arkham
Nine.
(off of Lilith's confused
look)
They were these women who were all
accused of being witches. They were
hanged.

LILITH
Were they innocent like the ones in
Salem?

MALONE
I don't know.

LILITH
She was the one the Sheriff was
talking about, wasn't she?

MALONE
Yes.

LILITH
And she was pregnant?

MALONE
So the story goes. You ask too many
questions.

Officer Malone starts to leave when Lilith winces in pain from her womb.

MALONE
You ... alright?

LILITH
Yeah, I'm fine. How's your son?

MALONE
What did you say?

LILITH
I just -

MALONE

Why the hell do you keep asking
about my boy?

LILITH

I'm sorry. I didn't mean to - I'm
just making conversation.

MALONE

Well you keep your mouth shut. You
don't talk about my boy again.
Alright?

LILITH

Sure. Sorry.

Officer Malone starts to leave then stops.

MALONE

Whadaya wanna know about Amy
Samuels for?

LILITH

Well, didn't she write all of this?

MALONE

All of what?

LILITH

You know, *this*.

She gestures to the wall behind her -- which is now
COMPLETELY BARE. Not a single thing has been written on it.

LILITH

What?

Malone walks away, leaving Lilith to stare at the bare walls.

EXT. ARKHAM - DAY

Gilman strolls through the cobbled streets of Arkham. Now
that it's daytime, there doesn't seem to be anything unusual
about this town. It even has a rustic, European charm to it.

He passes a park, where other students from the Miskatonic
University are hanging out. Girls flirt with boys, boys mess
around, wrestling, showing off for the girls, being *normal*.

Gilman watches them, wanting to join in... but then moves on,
not a part of their world. An outsider.

EXT. ARKHAM HISTORICAL SOCIETY - DAY

Gilman approaches the Arkham Historical Society: A tiny, run-down, abandoned-looking building. A sign in a window reads **OPEN**.

The face of an old lady appears in the window. When she sees him, she switches the sign from OPEN to CLOSED. She disappears from sight, then we hear the door LOCK.

Gilman stands there, perplexed. Finally he KNOCKS. He waits. No response. He knocks again. At first, no response, then, from the other side of the door:

LADY HISTORIAN (O.S.)

What do you want?

GILMAN

Uhh, hi... my name's Walter Gilman.
I'm a student at the Miskatonic
University.

LADY HISTORIAN (O.S.)

I can't help you; we're closed.

She taps the sign.

GILMAN

It'll just take a minute -- I'm
inquiring about the witch, the--

There is a CLICK as the door is unlocked. It opens only a few inches, as far as the chain will let it go. The ancient woman's face stares harshly at him.

LADY HISTORIAN

I suggest you go back to Haverhill,
Walter Gilman.

GILMAN

Excuse me? I -- I'm enrolled in
classes--

LADY HISTORIAN

Then come back for fall semester.
This is a very bad time to be here.
Especially for you.

She starts to SLAM the door in his face, but he catches it.

GILMAN

Wait! What are you talking about?
And how do you know I'm not from
here?

ANCIENT WOMAN

Because, Mr. Gilman, people from Arkham don't stand here and talk about the witch in broad daylight.

And on that note, she SLAMS the door on his fingers, causing him to cry out and hop away from the door, shaking his fingers and hissing through his teeth.

A moment later she exits from the side of the building, not paying any attention to Gilman, who is still buckled over in pain. He starts to get up, then spies--

Off to the side, a basement window is open. Gilman stops, then pans around. Not a soul in sight.

He hunches down, checks one last time that no one is watching, hesitates for a second, then shimmies down into the basement.

INT. ARKHAM HISTORICAL SOCIETY - DAY

It's dark, but enough light comes through the windows to allow Gilman to see the labels on each of the dozens of shelves: **Carter, Randolph -- The Blasted Heath -- Dunwich -- Innsmouth --**

And then he sees it -- a shelf marked **Mason, Keziah**. He fishes out the paper he copied the symbols and her name onto.

He pulls out the biggest box on the shelf, sets it on the floor, and opens it. Inside is one battered, old book, its pages yellowed with decay.

He takes it out and opens it to a random page, an old clipping from The Arkham Gazette. It reads: **Tragedy on Hyde Street -- Infant Goes Missing**. It is dated May 1, 1834.

He turns the page -- another article about a missing child, dated May 1, 1835. The next page, a nearly identical article from the same date in 1836. The next page, 1837.

He flips through them faster, the pictures of the children becoming a tragic blur, all the way up until the present, where he reaches the end of the book.

GILMAN

(to himself)

The curfew...

LADY HISTORIAN (O.S.)

There have been disappearances on Walpurgis Night nearly every year as long as anyone can remember.

The historian stands behind him, sipping tea from a mug.

GILMAN

I -- I'm sorry--

LADY HISTORIAN

They warned me about you. Said you'd come snooping around.

GILMAN

Why hasn't anyone done anything about this? Something like this, you'd think the country would know about it...

LADY HISTORIAN

Young man, someone could blow up Father Iwanicki's church on a Sunday morning and I promise you it wouldn't even be in the newspapers in Boston. The world has chosen to ignore Arkham.

Gilman points to the box labeled **Mason, Keziah**.

GILMAN

You really think this woman is responsible for all this.

LADY HISTORIAN

Doesn't matter what I think. The fact is, April 30th -- next week -- a child will more than likely disappear. A lot of families leave during the time. Others board up their houses, stay up all night on watch, keep the lights on, but every morning after is the same.

GILMAN

And no one knows what happens to them?

LADY HISTORIAN

They're usually never seen again. But sometimes we find their bodies. And once in a blue moon they come back just fine.

LADY HISTORIAN (cont'd)
Without the slightest memory of it
ever happening.

GILMAN
My landlord said... there's no
record of Keziah Mason's death.

LADY HISTORIAN
That's because the day before her
execution, she disappeared from the
jail here, and no one knows how.
They found the cell completely in
tact. There's nothing to tell
except the infamous speech from her
trial.

GILMAN
What did she say?

LADY HISTORIAN
Page 327.

Gilman does so, where he finds an oil painting depicting a
terrifying-looking haggard woman screaming at the top of her
lungs in a courthouse.

The setting is definitely Arkham -- twisted, black buildings
can be seen out the window. Gilman reads the caption:

GILMAN
"There are curves and lines that
can be made to point out directions
leading through the walls of space
to other places beyond. You will
not find me alive, nor dead,
because I will move beyond your
touch and your time."

Gilman copies this down.

GILMAN
And no one ever saw her again?

LADY HISTORIAN
Oh, yes, people have seen her. Last
sighting, if I remember correctly,
was about twelve years ago.

GILMAN
You mean, like a prank, right?

LADY HISTORIAN

No. The general consensus, Mr. Gilman... is that she's still alive.

EXT. ST. STANISLAUS' CHURCH - DAY

St. Stanislaus' Church sits high on a hill, overlooking Arkham. It looms over a dismal graveyard, where dozens of crooked gravestones mark Arkham's dead. The graveyard and church are covered in a fog -- this is Halloween incarnate.

Raven drives up the gravel road toward the eerie church.

INT. ST. STANISLAUS' CHURCH - DAY

FATHER IWANICKI (60s), short white hair, handsome for his age, lights candles. He becomes aware of someone's presence behind him.

IWANICKI

Hello? Who's there?

Sheriff Raven steps out from the shadows.

IWANICKI

Sheriff Raven. How are-

RAVEN

It's time.

IWANICKI

What?

RAVEN

You told me what signs to look for all these years. I've seen them.

IWANICKI

Where?

RAVEN

In the cell.

IWANICKI

And you're sure?

RAVEN

I've spent two days thinking this over, and I just can't see how it can be a coincidence, just days before May-Eve.

IWANICKI

Alright. What have you got, Jake?

RAVEN

I got a wire from the police in Haverhill. They were looking for a blond pregnant woman who'd killed her husband. Said she might be headed our way, that her father lives in Arkham. Sure enough, not three hours later, a woman who fits the description gets off the train.

IWANICKI

Did she do it?

RAVEN

Doesn't matter. She's marked for death. Knowing those inbreeders of Haverhill, and the husband being a cop, they make their own law. They're having her measured for the gallows as we speak.

IWANICKI

And she is with child?

RAVEN

She is.

IWANICKI

Does her father know she's here?

RAVEN

I made some inquiries.

ARKHAM JAIL - LILITH'S CELL - DAY - CONTINUOUS

Lilith lays on her cot, lost in thought. We get a good look at her as Raven tells her story.

RAVEN (V.O.)

He was a single father, and she ran away from him when she was a child. She was found in Haverhill, not a day away from starving to death. They put her in the orphanage. Her father never came for her, and when I asked him about her this morning, he told me she was dead.

INT. ST. STANISLAUS' CHURCH - DAY - CONTINUOUS

We return to Raven and Iwanicki.

RAVEN (CONT'D)

I'm not going to let him think otherwise.

IWANICKI

So, she cannot be traced to Arkham.

RAVEN

No. And if there's a problem, I'll deal with it.

IWANICKI

I don't know. I just don't know.

RAVEN

Father, think on it. I know you don't have any children, but every family in Arkham that does lives in fear. And now we have a chance to end it all.

IWANICKI

Perhaps it would be best not to meddle in this.

RAVEN

Maybe. But if she's the one you've waited for, the one you've *told* me to look out for, then it *must* be done. Damn near every year, I hold mothers while they scream, and I tell them *there's nothing we can do*. But now that will be a lie. I'll know that *yes*, there *was* something we could have done, but we chose not to. You chose not to.

IWANICKI

(sighs)

Give me until tomorrow night. I need to check with the Book first, to make sure what we do is right.

RAVEN

What do you expect the Bible to tell you?

IWANICKI

I'm not talking about the Bible.

INT. ATTIC ROOM - NIGHT - DREAM

Gilman is sleeping, sweating ... dreaming. Suddenly, he is jolted awake by a BLINDING LIGHT. The light seems to come from the rat hole he plugged up... except now the hole is SIX FEET TALL, almost taking up the entire wall.

Transfixed, Gilman gets up and walks through the hole, where he finds himself on a balcony overlooking an endless--

EXT. CYCLOPEAN CITY - NIGHT

-- two thousand feet below. It's giant, endless, infinite, made for beings ten times our size. Everything is covered in a foot of snow. (This is the scene where the budget shows - H.R. Giger's artwork brought to life.)

Gilman looks out over the city, taking it in. It seems to go forever in all directions.

Then, from all sides, tentacles attached to some unseen monstrosity snake out of the shadows, heading toward him.

Walter backs away from them until he reaches the stone balustrade, which is topped with stone ornaments. As the tentacles close in on him, he leans back against the balustrade... and it CRUMBLES, falling into an endless pit below him.

He goes over the edge, but manages to grab onto one of the ornaments. He dangles over the abyss with his legs kicking...

The stone he holds onto starts to crack. He tries to pull himself up, but just as he is about to make it, the whole thing CRACKS off, sending him PLUMMETING into the abyss.

He free-falls down the side of this colossal building-- and then the ground rushes up at him-

He SLAMS into it at a lethal speed... but gets up, unphased.

WHISPER

...Waaalllterrrr.....

Gilman looks around for the source of the voice, which seems to come from nowhere.

VOICE

...Waaalllterrrr...

Someone approaches. Gilman tenses up as something emerges from the shadows...

It's the woman from the opening scene, the woman from the painting of the trials: KEZIAH MASON (50s). Her skin is impossibly wrinkled, then becomes seductively beautiful.

On her shoulder sits the HUGE RAT Gilman encountered on the street and in his wall -- JENKINS. He happily laps up blood from her jugular vein. She doesn't seem to notice at all.

KEZIAH MASON

Walter... I've waited so long to meet you... You finally came back home...

Walter backs away from her, then turns to run, but there's now a CLIFF directly behind him, which he stumbles right over. He falls down, down, down--

INT. ATTIC ROOM - NIGHT

Gilman WAKES UP, startled, covered in sweat.

He reaches over to his night stand, grabs some of the pills his mother mentioned, pops them into his mouth, and lays back down. He pulls the covers off of him... revealing his feet covered in SNOW.

INT. ARKHAM JAIL - LILITH'S CELL - NIGHT

Lilith lies on her cot, dreaming, whispering frantically in her sleep. Her cot bounces, waking her up.

Keziah Mason sits next to her, looking up at the cell window. Amy Samuels, the pregnant woman from the opening scene, kneels on the ground, sobbing and praying.

An angry crowd can be heard outside. Lilith sits up and, unseen by the others, stands as the door to the cell is opened. REVEREND WATKINS stands there with the Jailer, who goes to Amy Samuels and apprehends her.

AMY SAMUELS

No, no, no! Please have mercy, have mercy. I am with child!

WATKINS

That won't save you from the gallows now, Amy Samuels. The judge has reversed the decision. You will hang. *And the buzzards will tear your flesh to pieces as the unborn devil you carry rots inside your carcass.* Take her away.

She resists as the Jailer drags her to the door.

AMY SAMUELS

You know me, John Townhill! How can you do this? You *know* I am innocent. Look to your conscience; look to your heart!

REVEREND WATKINS

That will be enough of your devilry. This isn't Salem, where they stopped the Lord's work too soon.

AMY SAMUELS

I am innocent!!!!

REVEREND WATKINS

Take her to the gallows.

AMY SAMUELS

PLEASE!

Amy screams as the Jailer drags her out of the cell. As they leave the cell and go into the hall they fade away, until they've disappeared completely like ghosts.

REVEREND WATKINS

Your day of reckoning is coming soon, Keziah Mason.

Keziah, who seems to be in a trance, shakes her head.

KEZIAH MASON

(flat, monotone)

You'll never see me again. Not alive, nor dead. I will leave this cell and move beyond your touch and your time. I'm almost ready.

Reverend Watkins leaves the cell and also faaaaddresss to nothing, leaving Lilith alone with Keziah.

LILITH'S POV: Outside as the crowd's screams escalate, as Amy's screams escalate, Keziah TURNS to Lilith, SEEING HER. Lilith stumbles into the corner, shrinking away from her.

Keziah Mason stands up and walks toward Lilith, who is trapped with her.

Outside, Amy gives a final scream, which is cut off by a small cracking sound, her neck breaking.

Keziah SCREAMS, her mouth growing to three, four times the size of a natural human mouth. Her body spasms. Her knees and elbows bend backwards. She CLAWS her nails into the stone wall--

RAVEN (O.S.)
Hey, keep it down up there!

Lilith looks to the staircase, where Raven's voice has come from downstairs, then back to her cell--

Keziah is gone.

Lilith goes to the window: No gallows outside. It's over--

Then she sees Keziah's CLAW MARKS, still etched into the wall.

INT. ARKHAM JAIL - FRONT LOBBY - LATER - NIGHT

Sheriff Raven sits at his desk. He does paperwork and drinks coffee.

There is a knock at the door, then JEREMIAH MORGAN (50s), a surly man with a moustache, enters the station.

RAVEN
Can I help you?

JEREMIAH
Are you the Sheriff?

RAVEN
Yes sir.

JEREMIAH
The name is Jeremiah Morgan. I'm Chief of Police of Haverhill. Mind if I ask you a few questions?

RAVEN
Not at all, come on in. Have a seat.

JEREMIAH
Thanks, I'd prefer to stand. Been driving for a few hours. It took a while to get here. Never been to Arkham, to be honest.

RAVEN
It's a little off the beaten path. Mainly known for our university.

JEREMIAH

Well, I ain't much of a scholar.

RAVEN

Me neither. Cup of coffee?

JEREMIAH

No. Thanks.

RAVEN

Okay. So. What can we do for you?

JEREMIAH

I'm looking for a woman who came here. A fugitive, I should say.

RAVEN

You think she came to Arkham?

JEREMIAH

The clerk at the Haverhill Station said someone fit the description, boarding a train to Arkham. Made a big scene. Here's a photograph. Take a look.

He hands Raven a photograph of Lilith.

RAVEN

Thanks. What did she do?

JEREMIAH

She's a murderer. Goddamn well killed her husband. Shot him down in cold blood. And he was my son.

RAVEN

Jesus. It just keeps getting worse.

JEREMIAH

Yeah.

RAVEN

And you drove all the way down to Arkham by yourself, thinking she was here?

JEREMIAH

Sure did.

Sheriff Raven hands him his picture back.

RAVEN

Sorry I can't help you.

JEREMIAH

Well, never mind. But, truth is, I've been stopping at all the towns from here to Haverhill. Nothing. Then I got to the train station here, spoke to a clerk, showed him the photograph and he recognized her. Right away. In fact, he figured you might have picked her up the night she arrived cause you have some kind of curfew or something. Sounded like horse shit to me.

Upstairs, Lilith gasps. Jeremiah hears it.

JEREMIAH

Who you got locked up back there?

RAVEN

A witch.

JEREMIAH

What?

RAVEN

WELLL... I got to some paperwork to do here. You know what it's like - goddamn paperwork, never ends. Anything else I can do for you?

JEREMIAH

Wait - what do you mean - witch?

RAVEN

What do you mean, what do I mean?

JEREMIAH

You said you have a witch back there.

RAVEN

Yeah?

JEREMIAH

Why would you have a witch back there in jail? It's not against the law.

RAVEN

It is in Arkham. Anyway, it sounds like the cowardly bastard deserved to be killed. I heard he used to beat his pregnant wife.

JEREMIAH

Now how the hell would you know that, Sheriff?

RAVEN

She told me.

JEREMIAH

Who? You just said you couldn't help me.

RAVEN

That's right.

Jeremiah pulls out his gun and points it at Sheriff Raven.

JEREMIAH

Are you fucking with me, Sheriff?

RAVEN

No.

JEREMIAH

Is she here or is she not?

RAVEN

I would appreciate you not pointing that at me. Particularly if you want to do business.

JEREMIAH

Damn right we'll do business.
(lowers the gun)
Now where is she?

RAVEN

I'll show you.

Sheriff Raven gestures toward the back staircase.

RAVEN

She's up here.

JEREMIAH

Well, alright, now Sheriff, why didn't you just tell me in the first place?

LILITH

No...

Lilith moves around the cell, looking for a way to escape, but of course there's nowhere to go.

Sheriff Raven and Jeremiah approach the cell. Jeremiah stares at Lilith through the bars.

Behind Lilith, the writing on the wall is once again gone.

JEREMIAH

Look at what we've got here. A real live maggot, wriggling on the hook.

Sheriff Raven pulls out a club from his belt.

RAVEN

And look at what I've got here.

Jeremiah turns to Sheriff Raven, who *clubs him in the face*. Jeremiah falls to his knees.

RAVEN

A real live Haverhill inbreeder -

He clubs him again.

RAVEN

- *about to meet his many makers.*

Sheriff Raven proceeds to club him again and again. Lilith backs away, wincing as blood SPLATTERS from Jeremiah's head.

RAVEN

(To Lilith)

What's the matter? Aren't you going to say thanks?

Jeremiah dies. Officer Malone enters.

MALONE

What -

RAVEN

Malone! Give me a hand to clean this mess up, will you?

EXT. ARKHAM - DAY

Gilman hurries across town, heading for class--

Across the street, at the Historical Society, a small crowd has formed. Gilman stops, concerned, and crosses over to them.

GILMAN

What happened?

SKINNY GUY

Ehh, Esther fell down the steps.
Broke her damn neck. Tragedy, you
know?

Two PARAMEDICS wheel out a body on a stretcher... it's the
body of the HISTORIAN.

INT. PROFESSOR UPHAM'S OFFICE - DAY

Professor Upham sits at his desk, writing. There is a knock
at his door.

UPHAM

Yes?

Gilman opens the door.

GILMAN

Sorry sir, but may I ask you a
question or two?

UPHAM

Of course. What is it?

GILMAN

Professor, a few days ago you said
I should keep my mind open.

UPHAM

Yes, I remember.

GILMAN

The walls of the room I'm staying
in are covered with all kinds of
drawings and shapes.

UPHAM

And?

GILMAN

And I'm pretty sure they were put
there by Keziah Mason.

UPHAM

Yes, it's called the Witch House,
now where are you going with this?

GILMAN

I'm trying to figure out why Keziah
Mason wrote those things on the
walls.

UPHAM
Why do you think?

Gilman fishes out the scrap of paper from the Historical Society.

GILMAN
"I will move beyond your touch and your time." Does anyone know what that's supposed to mean?

UPHAM
I want to hear your hypothesis, Gilman.

GILMAN
I think... she was looking for a way... into...

UPHAM
Into what?

GILMAN
Into a different world...

A long, awkward pause.

UPHAM
Gilman, I did say to keep your mind open, true, but Non-Euclidean calculus and quantum physics are enough to stretch any brain. If you mix them with folklore, one can hardly expect to be wholly free from ... *mental tension*. And that is not conducive to your studies.

GILMAN
Sorry, sir.

UPHAM
Good day, Gilman.

Gilman heads for the door, but--

UPHAM
However, if you truly feel this is going to keep you up at night, I'd say you might find some answers in the Book of Eibon.

Gilman stops.

GILMAN

The book of what?

UPHAM

Eibon. The Book of Eibon. A special book. We have a copy in the library - under lock and key naturally. I can give you a pass to view it, under supervision of course.

GILMAN

And that's one of the books you were telling me about. That people are frightened of.

UPHAM

Oh yes. But it is not half as feared as our most infamous piece of literature. And I'm afraid permission to view that particular book is not available to students.

GILMAN

And what would that book be?

UPHAM

The Necronomicon.

INT. MISKATONIC LIBRARY - DAY

HENRY ARMITAGE (60s), the Miskatonic University Librarian, a small, prissy man, pulls a cord by a curtain, pulling it back to reveal an ENORMOUS SAFE. He works the combination and opens it. It's big enough for him to walk in.

Inside sits a smaller safe. He opens that one and removes something covered in cloth. He carefully removes the cloth, and underneath is a massive book to end all books, the NECRONOMICON -- the book Keziah clutched in the prologue.

He carries it out of the safe, making sure to not touch it. He heads down a massive, ornate hallway and into a study room, where FATHER IWANICKI awaits.

IWANICKI

Thank you.

HENRY

Are you certain you want to go through with this, Father?

IWANICKI

Yes.

HENRY

A Man of the Cloth, alone with this book. I can't believe the Dean permitted this.

IWANICKI

I am quite aware of its reputation. I will not come into any harm, trust me.

HENRY

Should you need assistance, just ring the bell by the door.

IWANICKI

Thank you.

Henry walks away.

HENRY

Oh. I almost forgot.

He hands Iwanicki a pair of gloves.

IWANICKI

Of course.

Iwanicki puts them on and looks at the book for a moment. The wrinkles on the cover look like veins. Finally, he opens it. A draft of air comes out of the book, like a breath.

He starts to read. As he does so, he hears whispering from somewhere in the room. The whispers BUILD, getting more and more intense -- when Gilman walks into the room and sits down at a table, facing Father Iwanicki.

They exchange a well-mannered smile, then Father Iwanicki goes back to reading. There is the sound of a safe being opened and then slammed shut.

Footsteps echo down the corridor. Henry appears with a book in hand. He approaches Gilman and sets the book down on the table.

HENRY

Here we are.

GILMAN

Thank you.

HENRY

This is proving to be a rather busy evening, I must say.

(To Gilman)

HENRY (cont'd)
Well, as I told the Father, if you
need anything, just pull the string
by the door.

GILMAN
Thank you.

Henry leaves. Gilman opens the book. They both read in
silence. The only sound heard is the flicking of the pages.

The room then alters light, and the whispering comes back.
Gilman looks at his hand, and it starts to shake.

Suddenly he has trouble breathing and he starts to pull at
his collar. Gilman looks over at Father Iwanicki, who has his
head down, buried in the book.

GILMAN
Excuse me, Father. Does it feel hot
in here to you?

Iwanicki doesn't look up. Gilman becomes more uncomfortable
and pained. His breathing becomes labored.

GILMAN
It's getting hard to breathe...

Another WHISPER from somewhere OS.

GILMAN
What?
(To Iwanicki)
Did you hear that?

Father Iwanicki still has his head in his book.

GILMAN
Father? Can you hear me?

Iwanicki doesn't budge. Concerned, Gilman gets up and heads
over to him. Iwanicki appears to be asleep.

Gilman reaches him. Nothing. He nudges him.

GILMAN
Father?

Iwanicki GRABS Gilman's arm with a vice grip and LOOKS UP --
his eyes have no pupils.

IWANICKI
Ph'nglui mglw'nafh Cthulhu R'lyeh.

Gilman breaks away from him and stumbles back, falling onto his behind. Iwanicki rises from his seat, and he's eight feet tall now. He moves toward Gilman, his pupil-less eyes locked onto him. Gilman tries to scoot away.

IWANICKI

Cthulhu R'lyeh wgah'nagl fhtagn

He LUNGES at Gilman--

Who wakes up.

He's still sitting in front of his book. Across from him, Iwanicki is gone. Gilman breathes a sigh of relief--

There is a noise from the floor.

Gilman looks around his desk and sees Iwanicki twitching on the floor, having a seizure. His eyes are rolled up in his head, making them look all-white, like in the dream.

Gilman runs to the door and pulls on the string, causing a bell to ring out in the lobby. Henry BURSTS into the room.

HENRY

Oh God. Not again.

Henry rushes over to Father Iwanicki. Without pausing, he shoves a pencil between his teeth. Iwanicki almost bites it in half.

Henry holds his head steady.

HENRY

I told him a man of God shouldn't
be exposed to such literature. I
told him...

Father Iwanicki abruptly stops. He relaxes. His eyes come back around.

HENRY

Father, are you alright?

IWANICKI

Just saw a huge city.

Gilman recoils in shock.

HENRY

I'll help you out of here, get some
fresh air.

IWANICKI

Thank you.

Father Iwanicki stands up and grabs his notes. Henry helps him walk out, leaving Gilman facing the book on the table. Gilman looks at the page Father Iwanicki has left open:

GILMAN

"A sacrifice to Az-a-thoth, who rules all time and space from a black throne." What?

He reaches to turn the page, but just as his hand is inches from the book, a hand CLAMPS ON to his and moves it away.

HENRY

Ah, ah, ah.

Wearing gloves, Henry snatches the book away.

INT. ARKHAM JAIL - LILITH'S CELL - NIGHT

Lilith dozes in her cell. Her sleep is interrupted by a flying pebble that WHACKS her in the face, waking her up.

She looks around, startled, then heads toward the bars separating her from the hallway, but a voice calls to her from outside her window.

GILMAN (O.S.)

Psst! Lilith!

Lilith turns around and JUMPS -- *Gilman is right at her window.* She comes closer and sees that he's piled a bunch of boxes up in the alley to reach her.

LILITH

(whispering)

Walter, what are you doing here?

GILMAN

Making sure you're okay. Are they feeding you? They're not hurting you, are they --

LILITH

I'm fine for now. I gotta get out of here. The sheriff killed someone.

GILMAN

Jesus. And locked you in jail for something you didn't--

LILITH

I did it, Walter. I don't know how they know, but they're not wrong. I killed my husband.

A moment for this to sink in.

GILMAN

So... you telling me you were seeing your father --

LILITH

Is true. That *is* why I came here. I haven't seen him since I was eight years old. I ran away from him. Now I'm running back.

GILMAN

Why did you run away?

LILITH

(choked up)

I don't know. He was a good father. I had to get away from Arkham.

She leans her head against the bars and looks up at the sky, a little misty-eyed. Gilman instinctively reaches a hand through the bars and does his best to hug her.

She recoils back.

GILMAN

Sorry! Sorry!

But her mind's on something else. She runs back to her cot and grabs the paper she's been scribbling on. She reads from it, glancing up at the stars as she does so:

LILITH

"Mebstuta ... Delta Geminorum. Join these together" -- it's the stars!

GILMAN

What are you talking about?

LILITH

The walls of my cell are covered in writing -- most of it doesn't make much sense-- but she's talking about stars!

GILMAN

Who? Who's talking about the stars?

LILITH

The witch.

GILMAN

What?

LILITH

Some woman accused of witchcraft was kept in this cell back in the 1600s.

Gilman is reeling.

GILMAN

The writing -- what does it say?

LILITH

"Mebstuta and Delta Geminorum. Join these together. This is the first line of the pentagram, which must be drawn on the Sabbath."

Gilman nearly falls. He pulls out the piece of paper he scribbled his own notes down on and hands it to her.

She opens it and sees the same stars she listed on his paper.

GILMAN

Those same stars are written on the walls of the room I'm renting. A woman named Keziah Mason lived there... in the 1600s...

LILITH

Walter... we come to Arkham on the same night... you're staying where she lived... I'm staying where she was kept prisoner. This can't be a coincidence, can it?

GILMAN

I don't know. I should go, though. I think this is all about to make sense.

He starts to climb down.

LILITH

Walter, wait!

He comes back up. Lilith reaches through the bars and KISSES him. Again, he's in serious danger of falling.

LILITH
I'm glad you came by.

GILMAN
Yeah.
(comes to his senses)
I'll get you out of here.

LILITH
I'll be okay.

He leaves. Lilith watches him go, warm in her cold cell.

INT. GILMAN'S ATTIC ROOM - NIGHT

Gilman storms into the room, his mind racing. He goes back to the writing on his walls and notices each star written on his wall is accompanied by a dot.

He grabs his string -

Polska watches, ready to play. He grabs him by the scruff, dumps him in the hall, and shuts the door. He goes back to the wall and connects all of the dots, making a tangled, meaningless web, trying to understand.

GILMAN
Damn! This was supposed to mean something...

INT. GILMAN'S ATTIC ROOM - NIGHT - LATER

Gilman sits on his bed, staring at the web of string he's created between his walls. Defeated, he peels off his shirt and changes into his pajamas. There is a knock at the door. He opens the door, and there's Maurewicz, cradling Polska.

MAUREWICZ
So are you going out again tonight?

GILMAN
Excuse me?

MAUREWICZ
Well, last night I heard you crawling back into bed just before dawn. Don't you have class?

GILMAN
Yes, I'm sorry. I'll -- I'll try to keep it down.

MAUREWICZ

Mehh.

Maurewicz turns to leave.

GILMAN

Mr. Maurewicz?

(Maurewicz turns)

You really think this witch is
still alive?

Beat. Maurewicz's demeanor changes.

MAUREWICZ

I know she is. When I was boy she
took my baby sister. She laughed at
me, then she walked through a wall
and I never see my sister again. If
I could go get her I would. Never
take your family for granted,
Walter Gilman.

With that, he leaves and shuts the door behind him.

Gilman is stunned. He then snaps himself out of it, goes to
the closet, gets out a bag of flour, and pours it generously
around the floor of his room. Satisfied, he turns off the
light and gets in bed.

EXT. MALONE HOUSEHOLD - NIGHT

Sheriff Raven, Father Iwanicki and Officer Malone sit on the
porch, having a post-dinner drink.

IWANICKI

According to the book -

SARAH MALONE (40s, plain) pokes her head out of the door.
She's holding her baby in her arms.

SARAH MALONE

Can I get you gentlemen any more
pie?

IWANICKI

No, thank you, Sarah. That was
quite delicious and plenty for me.

RAVEN

I'll second that.

SARAH MALONE

Well, I'll leave you all to it,
then.

MALONE

Thanks, honey.

She goes inside.

IWANICKI

She really does bake a mighty fine
blueberry pie.

RAVEN

Yes. She does.

They share a moment, enjoying the pie. Stalling.

MALONE

Well, back to the first contingent.

RAVEN

Yes. And bear in mind now, we
should have no interference from
outside parties. Not after today.
So. Father?

IWANICKI

It has to be May-Eve.

RAVEN

I thought as much - tomorrow night.

MALONE

And the second contingent?

IWANICKI

The second contingent is the place.
I believe this should be done in
Lilith's cell, where Keziah
disappeared.

RAVEN

Alright. May-Eve, in Lilith's cell.
You said there was a third
contingent.

IWANICKI

It is this: the sacrilege should be
committed by a true believer in our
Lord.

RAVEN

The sacrilege being what?

Father Iwanicki sighs and says nothing for a moment.

IWANICKI

The girl. And her unborn child.

They all sit in stunned silence.

RAVEN

Yeeeeaaaah... I was afraid you might say something like that.

MALONE

Really? *Really?* Can you hear yourselves? We're not murderers; we're supposed to protect people. You, Father, are supposed to give comfort and spread the word of God, not slaughter people because of what an old book tells you. Look at what you're saying! Like the girl said, this isn't the Dark Ages.

RAVEN

No, but it is Arkham. And we are not subject to the same rules or laws that apply to other "normal" towns.

MALONE

That doesn't mean we have the power to appoint ourselves as executioners.

IWANICKI

Tom, sometimes one must fight evil with evil. Think of what Sarah would say if you were to tell her that, in exchange for the safety of your boy, a murderer must die. Really, what would she say?

MALONE

But this murderer carrying a child. It's not just her.

RAVEN

I guarantee if you were to put it to a vote in Arkham this very night, the people would be unanimously in favor of this exchange.

RAVEN (cont'd)

I'm not saying they would be baying for blood, they may even feel some guilt about it, but, if they knew what we had within our power: A way to end centuries of bloodshed in Arkham, they would hang her and to hell with any doubts.

IWANICKI

I grappled with my conscience last night and prayed for guidance. I believe God has answered me correctly. I may do his bidding with an honest heart, knowing that by shedding blood once, I end the bloodshed for all time.

Father Iwanicki and Sheriff Raven start to get up.

MALONE

It just seems like you're using God to make yourself feel better about what you're about to do.

They pause.

MALONE

Isn't there any other way?

RAVEN

Tom, we're doing this with or without you. You can come with us or stay at home.

IWANICKI

I have to go now. But tell Sarah thanks - that really was good blueberry pie.

INT. INFINITELY LARGE ROOM

Gilman's eyes SNAP OPEN, and it's all we can see. He looks terrified, and as we pull back, we see why.

He's in an infinitely huge room. Thousands and thousands of books are stacked everywhere. No ceiling or walls are in sight -- the stacks of books snake into darkness in all four directions.

Gilman is seated at a table and a bench. Upon the table is a massive pulsating book. Gilman JUMPS up and stumbles back.

KEZIAH MASON (O.S.)

Sit *down*, my child. He will be with us soon.

Keziah, looking younger than when we last saw her, steps out of the shadows into the dim light, which comes from nowhere. Jenkins is crouched on her arm, lapping up blood from another open vein.

GILMAN

Who?

The room shakes, and a deep, terrible GROWL resonates from somewhere in the shadows. Gilman looks around uncomfortably -- even Keziah looks nervous.

Then, almost directly above them, two huge, red, nausea-inducing EYES open up, SEEING them.

Dozens of tentacles slither through the books like 40-foot snakes, surrounding them. Lovecraft fans will recognize him: This is CTHULHU, the central creature of Lovecraft's works.

Keziah takes a quill from the table and places it into Gilman's right hand. Gilman stands there for a moment.

Jenkins scurries up to Gilman and sinks his teeth into Gilman's left arm. Blood spurts everywhere. Gilman pulls back, wincing in pain.

KEZIAH MASON

(hurried, nervous)

You must sign this book in your own blood.

Gilman backs away, then turns to run -- a tentacle the size of a city bus SLAMS down in front of him. An inhuman growl shakes his bones. He turns back to Keziah, who holds the quill out.

KEZIAH MASON

You must do it.

Above him, Cthulhu's colossal eyes narrow and move down. Smaller tentacles slither in toward him threateningly.

GILMAN

Okay! Okay!

Just as the tentacles are about to reach him, Gilman moves the quill over to the book and signs his name. The tentacles stop.

Keziah takes the book and ceremoniously holds it over her head. One of the massive TENTACLES snakes out and takes it. And in a flash, Cthulhu is gone.

Keziah and Gilman stand in silence, out of breath.

KEZIAH MASON

You're bleeding. Come to me. Let me ... help.

She takes his arm and licks the blood from it.

KEZIAH MASON

Still innocent blood. We'll have to do something about that, won't we?

Keziah puts her bloodied lips on Gilman's and KISSES him. He begins to respond to her. Jenkins growls. She pulls back.

KEZIAH MASON

But not with your mother. At least, not yet.

INT - MALONE HOUSEHOLD - NIGHT

Sarah Malone sits in the kitchen. She watches, amused, as her husband tries to enter silently, not seeing her in the dark.

SARAH

Have the men gone?

He jumps, startled, then chuckles to himself.

MALONE

Jeez! Yeah, they're gone.

He takes his shoes off and stands behind her, massaging her.

SARAH

I overheard you three.

He freezes.

MALONE

Honey--

SARAH

Will it really save us?

MALONE

If Iwanicki says so, then I trust him.

SARAH

Because if there's the slightest chance that it won't, then you can't let them do it.

MALONE

And if there isn't?

Beat.

SARAH

Then just try to make it painless.

He leans over and kisses her on the forehead. Upstairs, their baby begins to cry.

SARAH

I'll get it.

She gets up and heads for the stairwell--

Someone cackles upstairs.

Sarah and Tom FREEZE, then simultaneously BOLT UPSTAIRS--

INT. MALONE HOUSEHOLD - UPSTAIRS HALLWAY - NIGHT - CONTINUOUS

Dazzling light pours from behind the door at the end of the hallway, forming an ominous rectangle of light.

Sarah and Tom rush toward it.

SARAH

No... no...

They burst into the--

INT. MALONE HOUSEHOLD - NURSERY - NIGHT - CONTINUOUS

-- where gravity has stopped working. Toys, blocks, and everything else floats around the room, which is covered in blinding light.

Their baby is in Keziah Mason's arms. She stands in a doorway at the far end of the room, bathed in the infinite light coming from the other side. A fierce wind blows SNOW into the nursery. Someone stands behind her.

SARAH

NO!!

Sarah RUSHES at her, but just before she reaches her, the door SLAMS shut. Sarah pulls it open--

And it's just a closet. Everything DROPS around them.

Sarah rips everything out of it, getting to the back wall. She pounds on it, screaming and clawing, but of course it's just a wall.

SARAH MALONE

She took him! She took him! She took--

Malone pulls his wife away and puts his arms around her tightly.

MALONE

Shh. We'll get him back. I swear.

But he looks like he doubts it.

INT. POLICE STATION - DAY

Malone bursts into the police station with wet eyes. Raven, who had been snoozing, sits up, alarmed.

MALONE

We do it tonight, right?

RAVEN

What? Yes. Tom, what happened?

MALONE

I'm in.

INT. ATTIC ROOM - MORNING

Gilman WAKES UP in bed, looking sick. He sits up and winces. He looks at his left arm and sees PUNCTURE MARKS from Jenkins' bite. He looks at it in horror.

There's a knock at the door. Gilman staggers to it.

MAUREWICZ (O.S.)

Hey, Gilman, are you in there now?

GILMAN

What?

MAUREWICZ (O.S.)

Yeah, you are.

Gilman jumps up and locks the door as Maurewicz tries to open it.

MAUREWICZ (O.S.)

What's wrong Gilman? You don't want to see your old friend Maurewicz?

GILMAN

I don't feel well.

MAUREWICZ (O.S.)

Where were you last night, Gilman?

GILMAN

Last night?

MAUREWICZ (O.S.)

Yeah. I heard things. So I thought I'd stop by, see what was going on. I came in - you weren't there.

GILMAN

You came into my room?

MAUREWICZ (O.S.)

Yes. I left you something on the bed. Use it, Gilman. Protect yourself. And believe.

He looks down on the bed and sees one of Maurewicz's crucifixes. The end has been sharpened into a point, like a stake.

Gilman listens to him leave. He turns around and rests the back of his head against the door, relieved. But only for a second. His eyes go wide with shock.

He staggers forward, unable to believe what he's seeing:

A single set of footprints has been imprinted into the flour. It leads from the bed ...*and straight into the wall.*

EXT. ARKHAM - DAY

Gilman runs down the street toward one of the buildings of the Miskatonic University. A thunderstorm brews in the distance.

A police siren is heard nearby. Professor Upham comes out of the university, carrying a small briefcase. Gilman spots him.

GILMAN

Professor, sir, can I have a word with you?

UPHAM

Gilman? What's the matter? Why weren't you in class today?

Two police cars tear past them, sirens blaring.

GILMAN

What's going on in Arkham?

UPHAM

The usual. A child has been taken. This time, though, the police are out in force. I guess now they mean business when it happens to one of their own. It was Tom Malone's baby. Daniel.

GILMAN

I know who did it.

UPHAM

(sighs)

Are you still going on about-

GILMAN

The witch -- she's real, *and she's back.*

UPHAM

What? Get a grip on yourself Gilman! You don't need my help, you need a doctor. Keziah Mason is dead. Over two hundred years dead.

GILMAN

What if I could prove it? What if I could prove, to you and the world, that Keziah Mason is still alive.

UPHAM

How?

GILMAN

I think, as you suggested, that she figured out a way to *leave this world.*

UPHAM

Even if she did, how could she possibly live for over two hundred years?

GILMAN

What if time doesn't exist where she went? She can move between worlds, but when she's here, she ages just like the rest of us, so she keeps her visits brief.

UPHAM

But why her? Why, of all the geniuses the world has produced, would it be Keziah Mason to have made such a monumental discovery? And what has she done with this knowledge? Murdered children? Is that all this genius came up with? Is that all she wants?

GILMAN

No, she wants something more, but I'm not sure what.

UPHAM

Gilman, listen to me: *She's. Not. Real.*

GILMAN

I saw her last night.

Gilman rolls up his sleeve and reveals the bite mark, which is now leaking blood and pus on his arm.

UPHAM

Good God, Walter, you need medical attention. That's a rat bite. And it's infected. It's made you ill in the head. You have a fever and you've been having nightmares. And you're beyond recovery on your classwork. I have no clue how you'll be able to finish the semester.

Another police siren passes by.

GILMAN

I don't care about that. If we don't do anything then that child's never coming back.

UPHAM

Gilman, they try something every year. It never works.

GILMAN

Don't you have a family you're worried about? Children or grandchildren?

UPHAM

No. I don't have a family.

GILMAN

Come to the Witch House. At midnight. And if I'm not there, wait for me. In that room.

UPHAM

Wait for what?

GILMAN

I am going to prove she exists, and I'm going to save that child, too.

As the wind picks up, Gilman hurries away.

EXT. BARN - DAY

John Gilman is bent over his tractor, tinkering with it.

Patsy bursts in behind him, in tears.

PATSY GILMAN

John! We have to go to Arkham! We have to go back! Now!

JOHN GILMAN

What are you talking about?

Patsy thrusts a telegram into his hand.

PATSY GILMAN

This just came.

John reads the letter. It simply says:

Your son is in grave danger.

No return address or signature.

JOHN GILMAN

Do you know who sent this?

PATSY GILMAN

NO! He could be dead for all we know--

JOHN GILMAN

PATSY. He's not dead. We'll get him tonight. Okay? We'll leave now.

She calms down a bit, assured by his confidence.

PATSY GILMAN

We never should've let him go back.

INT. ARKHAM JAIL - LILITH'S CELL - NIGHT

Lilith kneels in front of the wall, speaking out loud the words written there, writing it down:

LILITH

"Mebstuta and Delta Geminorum. Join these together. This is the first line of the pentagram, which must be drawn on the Sabbath - with your mind." *How??*

Sheriff Raven, Officer Malone, and Father Iwanicki, who is carrying a case, enter.

LILITH

"...the first line of a pentagram..."

RAVEN

Talking to yourself again?

LILITH

No.
(to Iwanicki)
Who are you?

IWANICKI

I am Father Iwanicki. I have come to-

LILITH

I don't need a priest.

IWANICKI

My child, you will be our Savior. Through your sacrifice, Arkham will be reborn.

LILITH

What are you talking about?

IWANICKI

A curse was created in Arkham because of a priest who abused his power. He had innocent women executed in the name of God. The vengeance upon Arkham has lasted centuries. It will end tonight - just how it began.

LILITH

You ... are ... going ... to ... do ... what?

RAVEN

Do you have everything ready, Father?

IWANICKI

I do.

RAVEN

Then let's get this over with.

Malone looks ill. But he stays.

Lilith backs away from them, but Iwanicki and Raven grab her and force her back toward the bars. As they do, Lilith manages to BITE Raven's forearm with all that she has.

Raven cries out and CRACKS her head against the bars. She droops, immediately unconscious. Raven handcuffs her lifeless body to the bars. His arm bleeds.

RAVEN

What's next, Father?

IWANICKI

I have to give her absolution.

RAVEN

What? Are you kidding me? This wasn't part of the plan.

IWANICKI

No, but it is something I have to do.

RAVEN

Jesus wept. I'm surrounded by ... Alright. Make it fast.

IWANICKI

God, the Father of mercies, through
the death and resurrection of his
Son has reconciled the world to
himself and sent the Holy Spirit
among us for the forgiveness of
sins...

As he talks, he pulls out a jagged knife and approaches her.

IWANICKI

Through the ministry of the Church,
may God give you pardon and peace.

He stands before her and raises the knife over his head.

IWANICKI

And I absolve you from your sin, in
the name of the Father, and of the
Son, and the *Holy Ghost*--

On "Holy Ghost," he BRINGS THE DAGGER DOWN--

Malone CATCHES his wrist.

MALONE

STOP!

IWANICKI

What are you doing?

MALONE

We can't do this.

RAVEN

We're doing this for YOU, Tom.

MALONE

It's not right. And it won't change
anything.

Raven tries to push Malone back, but Malone doesn't let go of
Iwanicki's arm.

As the three of them struggle, unseen behind them, Lilith
wakes back up. Her eyes are glazed over.

LILITH

(barely audible)
Delta Geminorum to Mebsuta...

Raven manages to shove Malone away from Iwanicki.

RAVEN
Finish it, Father.

Iwanicki approaches Lilith with the knife, but she doesn't seem to notice him.

LILITH
Mebuta to Propus...

The jail groans as the ground rumbles. Iwanicki stops, unsure of himself.

RAVEN
That would be your cue to hurry.

LILITH
...Propus to Mekbuda...

CLICK. Malone levels his sidearm at Iwanicki.

MALONE
I can't let you do this, Father.

RAVEN
Damn it, Malone.

Raven RUSHES Malone, tackling him. The gun DISCHARGES--

EXT. ARKHAM JAIL - NIGHT - CONTINUOUS

Gilman climbs up the crates toward Lilith's window. He freezes as he hears the gunshot. Sounds of the struggle come from Lilith's window.

The crates give way under him as the ground rumbles even more. He crashes through them to the ground.

And then from upstairs comes another GUNSHOT. Gilman gets up and runs for the front of the jail.

INT. ARKHAM JAIL - LILITH'S CELL - NIGHT - CONTINUOUS

Malone and Raven wrestle on the ground. Raven kicks the gun away from Malone.

RAVEN
Do it, Father!

Iwanicki raises the knife above his head.

LILITH
...Mekbuda to Tau Geminorum...

There is a BOOM that causes the entire ground to LURCH like they're on a train that's just hit something. Everything and everyone is TOSSED into the air.

Malone seizes his chance and CHARGES Iwanicki. Just as he's about to reach him, Iwanicki turns and SLIDES the knife into Malone's stomach. He walks Malone back toward the wall. Malone can only gasp and cough blood.

IWANICKI

*You will not stop me from ending
this curse.*

LILITH

*...Tau Geminorum to Delta-
Geminorum...*

Iwanicki pulls the blade out of Malone, causing him to wretch and fall to the ground.

Behind him, Lilith crosses the cell toward the wall with the writing on it. Just as she's out of frame, Iwanicki spins around --

And she's gone. The cell is empty. The handcuffs she was in hang from the bar, undisturbed.

A PENTAGRAM is now clear on the wall. It covers it from floor to ceiling, glowing. Each of its points correspond to one of the stars that are scribbled there.

Behind them all, Gilman comes charging up the stairs. He takes in the scene:

GILMAN

*The pentagram. Oh my God, of
course.*

Gilman races back down the stairs before they notice him.

RAVEN

GodDAMMIT.

Father Iwanicki starts to laugh manically.

IWANICKI

There is no God in Arkham.

RAVEN

What?

IWANICKI

*Don't you see? He's powerless here.
The Book commands us all!!*

RAVEN

What did it say? The same thing happened here two hundred years ago... What did the book tell you? *Answer me!*

IWANICKI

(cackles madly)

It doesn't matter. They do what they want with us, whenever it pleases them.

RAVEN

Are you talking about the witch?

IWANICKI

Oh, no, no, no. She's just a small piece. And she knows it.

Raven calms down a bit, then hunches down to Iwanicki, who still lies against the bars.

RAVEN

Father. What did the Necronomicon tell you about her? I need to know.

IWANICKI

Whatever it wanted me to read. Oh. I did hear a voice telling me I'm going to die this week...

RAVEN

Well, if you won't tell me, the Book will. And then I'm going to destroy it.

IWANICKI

No, no, no, no. You can't touch that book; you can never touch the Necronomicon. *It commands you.*

RAVEN

Wrong. I am not going to live my life as a slave to a book and its commandments. *Never.*

IWANICKI

Are you insane?

RAVEN

No, I am the law. And I'm bringing it back to Arkham.

INT. ATTIC ROOM - NIGHT

Gilman storms into his room, grabs the string, and begins to rearrange it between the points marked on his walls.

GILMAN

(mumbled, under his
breath)

*Delta Geminorum. Tau Geminorum.
Zeta Geminorum... and then Epsilon
Geminorum to Iota Geminorum and
then back to Zeta Geminorum...*

He traces the string around the other symbols and stands back - revealing the pattern he has made: A pentagram.

For a moment, Gilman just stands there, waiting for something, *anything*--

He is nearly blown off his feet as the light hits him like it has weight. The room shudders and the windows shatter.

Jenkins waits for him in the gateway.

GILMAN

Jenkins! That *is* your name, isn't
it? Surprised to see me? You can
talk, right? Can I get a monologue?

Jenkins only HISSES at him.

GILMAN

Fair enough. Lead the way.

Jenkins does so. Gilman follows... but grabs the crucifix on the way out.

INT. - CYCLOPEAN CITY - NIGHT

Lilith moves through the snow-covered Cyclopean City that Gilman was in earlier. It looks like an even more twisted (and bigger) version of Arkham.

She reaches a huge town square of some sort. Keziah Mason stands waiting for her, smiling.

KEZIAH MASON

Lilith. My child. You're finally
here. Your brother will join us
soon.

LILITH

What?

KEZIAH MASON
I've wanted to tell you everything
for so long.

INT. CHURCH - DAY - FLASHBACK - 1692

Keziah and Amy Samuels kneel at a pew in a protestant church.

KEZIAH MASON (V.O.)
You could not have found more
devout believers than my sister,
Amy, and I. She was barren, and we
prayed every day for God to grant
her a child.

EXT. COTTAGE - DAY - FLASHBACK - 1692

A mean-looking man with black hair THROWS Amy and Keziah out
the front door. They fall in the mud.

KEZIAH MASON
When her husband threw her out, we
prayed to anyone who would listen.
Someone did.

INT. WITCH HOUSE - FIRST FLOOR - NIGHT - 1692

There is a knock at the door. Keziah goes to it, opens it,
and there lies the NECRONOMICON on her doorstep. The pouring
rain turns to steam as it hits it.

INT. ATTIC ROOM - NIGHT - 1692

Keziah is hunched over the Necronomicon, scrawling and
etching the symbols and lines on the walls that Gilman has
mused over. The room is eerily lit by her candle. Her sanity
appears to be tipping.

KEZIAH MASON
I studied the Necronomicon for
months, hoping for answers.

The same flash of light that guided Gilman to the other side
lights up her room.

KEZIAH MASON
What I found was a way into another
world. I soon learned that I was
the first to find them.

EXT. CYCLOPEAN CITY - RETURN TO PRESENT

LILITH

Find who?

KEZIAH MASON

The Elder Gods. The Old Ones. The true rulers of your world, who were banished by your God, Yahweh, Muhammad, whatever your religion calls him. They promised to give my sister what your God could not.

INT. ATTIC ROOM - NIGHT - FLASHBACK - 1692

Amy is in tears.

AMY

Keziah, it's a miracle. I have not been with a man, but I know I'm with child. I don't understand.

Keziah takes her hand.

KEZIAH MASON

The child is yours. But there are conditions. Do you trust me?

KEZIAH MASON (V.O.)

The child she carried was meant to lead the Elder Ones from the sea to take back the earth.

EXT. ARKHAM JAIL - LILITH'S CELL - NIGHT - FLASHBACK - MOS

The flashback of Amy's hanging is replayed. Keziah watches helplessly from her cell.

KEZIAH MASON (V.O.)

However, the child did not go unnoticed by your God, who let his mindless followers do his work for him. They took away my only connection to your world.

INT. ARKHAM JAIL - LILITH'S CELL - NIGHT - FLASHBACK

Keziah escapes through the wall exactly as Lilith just did.

KEZIAH MASON (V.O.)
 So I fled. I knew that another
 child from the other side would be
 destroyed just like Amy's, so I was
 forced to improvise and have the
 child myself.

INT. HOUSEHOLD - NIGHT - FLASHBACK

A hand opens a door, revealing Keziah shivering in the cold.

KEZIAH MASON
 Please, sir, I -- I'm very cold,
 could I come in and warm up? I'd do
 anything to sleep in a warm bed...

EXT. MISKATONIC RIVER - NIGHT - FLASHBACK

Rain pours down in Arkham on an intensely stormy night.
 Keziah appears out of the shadows with two screaming babies
 in her arms. She stands on a bridge over the Miskatonic
 River, about to drop them in.

KEZIAH MASON (V.O.)
 But your God managed to hinder my
 second attempt. I had twins, which
 did me no good. The bringer of the
 next age cannot be split in two.
 Separately, you were useless... but
 I realized that together, you could
 do what I could not. Something the
 Hebrew God would *never* suspect.

EXT. STREETS OF ARKHAM - NIGHT - FLASHBACK

Keziah leaves LILITH at the doorstep of a nice home, rings
 the doorbell, and runs.

KEZIAH MASON (V.O.)
 Of course, I had to leave you two
 in Arkham so you could mature
 first. So I left you with your
 father to raise you.

Keziah then leaves the other baby in front of a worn-down
 farm house, rings the bell, and runs off into the night.

KEZIAH MASON (V.O.)
 And I had to separate the two of
 you early on or you would have
 known... and you would have never
 been willing.

INT. - CYCLOPEAN CITY - RETURN TO PRESENT

LILITH
To do *what*?

KEZIAH MASON
Conceive.

LILITH
Excuse me?

KEZIAH MASON
You'll remember soon enough. Nine long months I have waited for this day. To introduce you to your brother, the father of your child.

Lilith turns around and there stands WALTER GILMAN, who's just arrived.

EXT. TRAIN - NIGHT - FLASHBACK

LILITH
Do I know you?

GILMAN
What?

LILITH
You look familiar ... Have we met before?

GILMAN
Not that I know of.

EXT. UNKNOWN - RETURN TO PRESENT

KEZIAH MASON
Nine months ago I brought you two together here in your dreams, out of the reach of your God. And tonight, our family will finally be complete.

Lilith GASPS and clasps her stomach. Her breathing becomes labored. She looks at Gilman, panicked.

LILITH
I just had a contraction. *I'm not due for another week...*

KEZIAH MASON

You'll go into labor in a few moments. And by doing so here, out of your God's reach, the fall of your world can begin. Your child will bring upon a new era of darkness to the Earth and all worlds within his grasp.

Lilith clutches her bloated stomach, panicking.

LILITH

The priest was right...

GILMAN

That child hasn't been born yet.

Gilman grabs Lilith's shoulders.

GILMAN

(under his breath)

We have to get back to Arkham NOW. Whatever happens, our child can't be born here.

Lilith WINCES from another contraction.

LILITH

I don't know how much longer I have...

He grabs her hand.

GILMAN

You have to try.

He pulls her away from Keziah. They flee back the way Gilman came. From behind them:

KEZIAH MASON

You're too late. It's already begun.

INT. MISKATONIC LIBRARY - NIGHT

Thunderclap. The storm is much closer now. Henry Armitage closes up the library. There is a loud knock at the door.

HENRY

The library is closed!

The knocks continue.

HENRY (CONT'D)
I said the library is closed,
please go away.

RAVEN (O.S.)
Open up! It's Sheriff Raven!

Henry goes to the door, unlocks it and opens it. Sheriff Raven steps in.

HENRY
I'm afraid the library has been
closed a good two hours, I'm -

RAVEN
I don't care, I just need the one
book.

HENRY
What book could you possibly want?

RAVEN
The Necronomicon. Now.

HENRY
I'm afraid I can't do that.

RAVEN
I didn't see you move. Why am I not
seeing you move?

HENRY
Sheriff, number one, it is strictly
prohibited to see the book without
the proper permission. And number
two, it certainly is not allowed to
be viewed after hours, without the
proper security in place, and
they've gone now. So, I'm afraid -

RAVEN
Let me make this clear. Number one -
I permit myself to see it, because
I am the authority. Number two--

He pulls out his gun.

RAVEN (CONT'D)
-- This is all the security I'm
going to need. Oh, and Number
three: I'm not going to just read
it. I'm going to take it.

HENRY
But Sheriff, you CAN'T.

RAVEN
Why not?

HENRY
Violation of the laws of the book,
could ...unleash certain forces
into Arkham.

Sheriff Raven motions toward his gun.

RAVEN
Well *this* force in Arkham is about
to be unleashed six times if you
don't move your ass and give me
that GODDAMN BOOK.

Henry approaches the safe, his hands shaking.

HENRY
Not even out of the safe yet and
it's already got a hold on you.
Sheriff, you're meddling with
powers that -

Sheriff Raven FIRES the gun in the air.

HENRY (CONT'D)
Please, Sheriff...

Sheriff Raven cocks the gun, pointing it directly at Henry's head. Henry pulls out the book, turns, and holds it out to Sheriff Raven, who puts his gun back in its holster and takes the book.

RAVEN
So this is what we're all supposed
to piss our pants about.

As Sheriff Raven's attention is distracted by the book, Henry pulls out an old colt revolver from the safe and points it at Sheriff Raven.

HENRY
I'm afraid you'll have to put the
book back, Sheriff. I have orders
to shoot on sight if this situation
were to arise, now please *put the
book down.*

Sheriff Raven turns to Henry.

RAVEN

You're the second person to do that to me this week. Not smart.

He lunges at Henry, who FIRES, putting a hole in Raven's shoulder. Raven goes down, but immediately whips out his own weapon and fires back, putting a bullet in Henry's side. Henry collapses.

Henry's gun skids across the floor into darkness. Bleeding, Raven crawls to the Necronomicon. His blood is absorbed right into the book.

RAVEN (CONT'D)

No book tells me how to live my life. So this is what I think of your book and your orders.

Raven takes a box of matches out of his pocket.

RAVEN (CONT'D)

Let's burn it.

He grabs the Necronomicon - but SCREAMS in pain and drops it. His hand is scalded, with smoke coming off of it. A black burn mark the shape of a hand fades from the Necronomicon.

Raven looks at the book and nods, almost impressed.

RAVEN

All right.

He pulls out a pair of gloves. Round two.

HENRY

You really don't remember, do you?

RAVEN

Remember what?

HENRY

Being taken.

Sheriff Raven stiffens, suddenly uncomfortable.

RAVEN

What are you talking about?

HENRY

You were one of the lucky ones, Jake. When you were about 10 months old, it was you who disappeared. I was in the search party who looked for you.

HENRY (cont'd)
 A month later, your parents found
 you on their porch, unharmed.
 There's others like you, but not
 many

RAVEN
You're lying.

HENRY
 It would take me two minutes to
 pull up the article in the Arkham
 Advertiser...

RAVEN
You're LYING!!!

He SLAMS Henry against the wall, pressing the gun against his temple. Henry is calm--

HENRY
 You didn't come back quite right.
 None of 'em did.

If Jacob Raven has ever had a moment of introspection it is right now. He glares at Henry, then backs off.

RAVEN
 I'm still burning it.

He opens the Necronomicon, now protected by his gloves. He starts to rip a page.

RAVEN
 Let's burn these words you're so
 afraid of-

His hands have been FUSED to the book, which pulsates. It is not entirely solid - it's working its way up his arm. The symbols and hieroglyphics move about the page.

Above him, the roof is gone, revealing a starry night which is broken by the towering silhouette of CTHULHU, whose red eyes are brighter than any star.

SOMETHING begins to crawl out of the crease in the middle of the book. It LUNGES to Raven's face -

END RAVEN'S POV - None of that is happening. Henry watches in pity as Raven has a seizure. Drool runs from his mouth and blood runs from his eyes. He has wet himself. Finally, he collapses, dead.

Meanwhile, the torn page repairs itself.

Henry closes the Necronomicon and returns it to its place.

INT. ARKHAM JAIL - LOBBY - NIGHT

We follow a trail of blood down the stairs from the cells to the lobby, where it leads us to:

MALONE, who has made good use of his potentially short time: He sits at Raven's desk with his shirt pulled up, doing first aid on the nasty wound in his stomach. He weaves a needle and thread in between the two flaps of skin, gritting his teeth and grunting all the while.

Behind him, a tentacle silently snakes down the steps toward him.

Malone finishes - a crude but effective stitch job that may have saved his life. He snips the thread then wipes up the blood with a cloth-

His feet are PULLED out from under him. *The tentacle has wrapped itself around his ankle.*

MALONE

OH, COME ON.

He is pulled up the stairs toward an unknown source. He BONKS his head on the first step on the way up.

MALONE

OW.

They reach Lilith's cell, where the Pentagram has given way to a stone hallway that leads into complete darkness, into the OTHER SIDE, the Cyclopean world that Keziah escaped to hundreds of years ago and Lilith escaped to moments ago... and now Malone is being dragged into.

Snow drifts into the cell from the darkness.

Malone grabs onto the bars and holds on for dear life, screaming in pain. He grabs his sidearm and FIRES into the darkness. We catch a flash of an incomprehensible mess of teeth and eyes each time the gun discharges, showing the creature getting closer and closer. Six shots and he's out.

The tentacle pulls harder. His grip on the bars breaks, and he slides across the floor, toward the hall into the darkness. He looks around desperately trying to find something, anything. He sees the CASE that Father Iwanicki left behind. He opens it, looking for anything and he finds:

Holy water.

Just as he's about to be pulled into this thing's open mouth, he HURLS a vial of holy water down its throat. The creature bites, causing the glass to break and the holy water to BURST INTO FLAME like gasoline upon contact. The creature SHRIEKS and reels away from him, burning from the inside out.

Malone lies on his back, panting. He holds his hand to the wound on his stomach. It has re-opened some and a small puddle of blood stains the snow red. He's losing consciousness-

The sound of a baby's crying.

Malone's eyes SNAP OPEN. He hears it again.

Using all of his strength, he gets up, overcome with joy.

TOM MALONE

(to himself)

I said I'd get you... I said I'd
get you...

He shuffles toward the distant sound, then stops and opens his weapon's empty chamber.

He starts to load it, then looks back to Iwanicki's case, an idea forming. He goes to it and pulls out another vial of holy water. He then places six bullets into his hand and pours the holy water over them, soaking them in it. Satisfied, he reloads. He sets off to save his child.

INT. WITCH HOUSE - HALLWAY - NIGHT

Polska scratches at the door to Gilman's room, whining and making a general fuss.

MAUREWICZ

(coming up the stairs)

Polska, you mangy sack of fleas,
leave that boy alone or today I
make cat sausage -

Maurewicz sees SNOW drift in from under the door. He immediately knows what it means.

MAUREWICZ

Sukinsynu.

He fishes out his keys and unlocks the door, REVEALING:

Gilman's room is covered in SNOW, which blows in from the HOLE that Gilman and Jenkins went through.

Transfixed, Maurewicz shuffles through the snow toward the hole to the other side. He checks his coats - stuffed with holy water and crucifixes. Good. He gets on his knees.

MAUREWICZ

Lord, protect me... and help me
kill the bitch who took my sister.

Maurewicz crosses himself and crosses over. Wary, Polska hisses and stays back.

INT. ST. STANISLAUS' CHURCH - NIGHT

Father Iwanicki is hunched over his desk working on something. There is a KNOCK at the door.

UPHAM (O.S.)

Father I need a word with you. I
need your advice.

IWANICKI

(chuckles)
Oh really?

UPHAM (O.S.)

I've made a terrible mistake, and
it's come back.

IWANICKI

What do you expect me to do? We're
all going to Hell anyway.

UPHAM (O.S.)

Excuse me?

IWANICKI

I'll be with you soon. I just need
to slip into something a little
more comfortable.

Father Iwanicki throws a rope over one of the beams in the ceiling and we see what he's been working on - a NOOSE. He puts it around his neck and stands on the pulpit.

IWANICKI

I'm sorry God.

He kicks the pulpit out from underneath him.

EXT. ARKHAM STATION - NIGHT

CLERK (O.S.)

Last stop - Arkham. All change.
Last stop - Arkham.

John and Patsy Gilman step off the train.

JOHN GILMAN

Let's go get him.

They set off across the station.

CLERK

Excuse me? Folks? Just letting you
know there's a curfew--

John and Patsy pass him without slowing. They are lost in the night.

CLERK

(to himself)

Ah, forget it, you don't care.

EXT. CYCLOPEAN CITY - NIGHT

Walter and Lilith run through the Cyclopean City. Lilith isn't doing so well. The snow comes down harder.

LILITH

Walter... I can't go much
further...

GILMAN

Come on, we're almost there--

Off to their right comes the crystal-clear sound of Malone's baby crying. They stop and turn.

Before them is an endless CHASM. At the edge of that chasm is a set of stairs leading up to an altar, which juts over the edge. And on that altar is MALONE'S BABY, who cries his little eyes out.

GILMAN

Oh my God.

(to Lilith)

I'll be right back.

Gilman runs up the steps. The thin, monotonous sound of flutes piping is heard.

LILITH
Hurry, Walter!

Walter races up the uneven, jagged steps. He reaches the baby, who squirms on a pedestal, bawling. Walter picks him up and lays him across his chest. He walks him back and forth, soothing him.

GILMAN
Hey there. It's okay, I gotcha. I gotcha.

He turns to leave--

KEZIAH MASON stands right behind him.

Walter SCREAMS and stumbles back, almost toppling over the edge. He holds out the crucifix with the sharpened end that Maurewicz left him.

GILMAN
STAY BACK!!

KEZIAH MASON
What's that you've got there?

Keziah approaches him.

KEZIAH MASON
Oh, one of *those*.

She wraps her fingers around it, PLUCKS it from his hands, and tosses it down the stairs.

It lands in front of Lilith at the bottom of the stairs. Lilith bends down to pick it up, but collapses onto the steps, wracked by another contraction.

BACK AT THE ALTAR:

There is a great and deep growling from the chasm. Keziah turns to it. She actually looks afraid.

KEZIAH MASON
He's here...
(whisper)
Lay the child back down.

GILMAN
The people who hurt you and your sister are long *dead*. You need to let it go.

They circle the altar, not taking their eyes off of each other.

KEZIAH MASON

You think this is *revenge*? I would never waste my time on something as trivial as *revenge*.

GILMAN

Then *why*?

KEZIAH MASON

Because, my boy, I was offered eternal life, along with my children, so long as I kept the doors between our worlds open. And this is how it's done. It's more than just drawing a pentagram on a wall. Now lay him down. After tonight, he'll be the last one.

GILMAN

You're being used. As soon as they're done with you they'll throw you aside.

A flicker of fear from Keziah.

KEZIAH MASON

No. I signed my name in the Book of Life. You did too.

GILMAN

That didn't look like a Book of Life. Goodbye mother.

Gilman starts to head down the stairs, but stops. Behind him, where there was once an endless chasm, is now a mutating wall of EYES which grow and contract like bubbles.

Gilman turns around and takes in AZATHOTH, the ruler of all of Lovecraft's Mythos. Gilman's eyes twitch and go blank as he sees it.

All sounds cease. Gilman steps forward, toward the edge. He holds out the baby willingly. Several dozen mouths form between the endless eyes before him -- we never see this thing in its entirety, nor can we see just where it ends.

Gilman has now reached the edge. One of the mouths snakes out-- it looks like a Venus fly-trap, eager to take the child, who wails, screaming and kicking.

The mouth pauses, then draws back to strike--

Keziah SCREAMS at the top of her lungs, breaking the moment.

Gilman SNAPS back to reality, GASPS at what he's doing, and grasps the baby to his chest. The mouth SCREAMS and recoils.

Gilman turns to Keziah, who collapses onto the altar. The crucifix sticks out of her back. Lilith stands behind her, a woman in great pain and rage.

Keziah GASPS for breath. She looks up to the Eyes.

KEZIAH MASON

NO!! They don't mean it!

LILITH

No. We do. Walter, let's go.

Lilith and Gilman support each other and make their way down the stairs. Behind them:

KEZIAH MASON

You can't leave your mother... I made you... everyone... needs a mother... I just wanted a family...

AT THE ALTAR:

Dozens of mouths slide from between Azathoth's eyes. Keziah tries to get up, but can't.

KEZIAH MASON

Please... I've done everything you asked... I've been faithful -- NO PLEASE PLEASE--

BACK ON THE STEPS:

Walter and Lilith turn as the many mouths take Keziah. She falls behind the altar, blocking just what happens to her. But her screams tell us enough.

Lilith buckles from another contraction.

LILITH

My water's about to break!

GILMAN

Come on.

Walter takes her arm and helps his sister down the stairs.

EXT. CYCLOPEAN CITY - CONTINUOUS

Far to the right, a horizontal spotlight cuts through the night. It's the light from the portal to Gilman's room.

GILMAN

There!

They make their way to it.

From all around them comes a deep rumbling. The ground shakes. Snow tumbles from the buildings, shaken loose.

LILITH

What's going on?

GILMAN

We've made something angry.

With Malone's baby in one arm and Lilith being supported by his other, it's slow going. They round a corner -

And are face to face with a SHOGGOTH, a Lovecraftian creature which appears to be a huge mutated caterpillar. It towers over them, four stories tall. It has no face. Its underside is BARBED. People hang from the barbs, which impale through their chests.

Gilman GASPS as he realizes who these people are: SHERIFF RAVEN hangs from one barb, his eyes still rolled up in his head. EDITH, the historian, is on another. FATHER IWANICKI is on another with his noose still around his neck. JEREMIAH MORGAN dangles from another, his head still bashed in. Lastly, KEZIAH MASON hangs with a barb through her chest, still alive. She stares in fury at Gilman-

Then Gilman BLINKS and they're gone. It was just in his head.

The shoggoth SCREECHES as it takes in Gilman, then REARS BACK to strike-

MAUREWICZ

Move aside.

They step aside and there's MAUREWICZ, decked out in his crosses and bottles of Holy Water. He FLINGS some at the thing, which immediately BURNS.

It LUNGES at Maurewicz, who flings more Holy Water at it. It screeches again, this time in pain. It SLAMS into a building, blind, burning. As it writhes:

MAUREWICZ

You still think your landlord's
crazy?

GILMAN

You have no idea.

MAUREWICZ

You found Malone's boy. Good work,
Gilman! Maybe you have been
listening to me! And Keziah Mason?

LILITH

I killed her.

MAUREWICZ

Good for you! It's very nice to
meet you; I'm Joseph Maurewicz-

The ground RUMBLES again, this time louder. Whatever they
angered is closer.

GILMAN

She's about to give birth. We have
to get back before that happens.

Maurewicz pops two more corks off of two bottles, ready to
let it fly.

MAUREWICZ

Follow me, and do exactly as I say.

They start to set off -

The shoggoth ROARS BACK TO LIFE, not dead yet. It SLAMS down
in front of them, blocking their way-

BAM BAM BAM

Three bullets from MALONE'S GUN burn three holes through it,
which burst into flame. It squeals again and dies.

They all turn around, and there stands Tom Malone, clutching
his stomach in one hand and his gun in the other.

MALONE

Give me my son.

MAUREWICZ

Is anyone else from Arkham
wandering around here?

Gilman goes to him, helps him and hands him his boy. It's as if Malone's wound heals - he seems to forget the pain as he takes his boy back. He gives the screaming baby a once-over - he's unharmed.

MALONE
 (to the group)
 Thank you. Thank you.

They are now an unlikely group: Gilman, Maurewicz, Lilith (moments from giving birth), Malone and his baby.

The ground RUMBLES again, and careful viewers will notice that the rumbles are timed when Lilith buckles over from a contraction. She screams in pain.

LILITH
 I can't hold much longer...

Gilman looks to the beam of light on the balcony coming from his room.

MAUREWICZ
 This way. Everyone stay close.

They head toward it. Maurewicz helps Tom along; Gilman helps Lilith.

SERIES OF SHOTS

-- They get closer to the portal.

-- At one point, there is a GROWL from an alley. They all SPIN toward it: TWO EYES hover in the darkness, ready to strike. Malone keeps the gun trained on it. After a beat, it slips away.

-- They pass another alley, where a dark figure that looks like an Egyptian Pharaoh stares at them (Nyarlathotep, an Easter Egg only Lovecraft fans will catch). He watches as they pass, as if he knows something.

EXT. CYCLOPEAN CITY

They round a corner and find themselves on the balcony Gilman first appeared on. Ahead is the portal that leads to Gilman's room. They double their pace--

The ground RUMBLES one last time, and we finally see the source: The HUGE eyes of Cthulhu rise up from the chasm behind them. Steam comes from his face as he breathes.

Maurewicz turns to look - and his eyes DILATE.

MAUREWICZ
Don't look back.

Gilman starts to look back. Maurewicz SMACKS him.

MAUREWICZ
 Don't look back-- just run.

Everyone else runs... but Maurewicz walks toward Cthulhu, entranced. He drops his holy water, pulls a knife from his pocket, then SLITS HIS OWN THROAT. He falls into the snow, dead.

Ahead, Malone and Lilith have almost reached the other side. Gilman sees Maurewicz's body and goes back to him.

GILMAN
 Maurewicz!

Gilman rolls him over - he's dead. Gilman looks up at Cthulhu and LOCKS EYES WITH HIM.

CLOSE UP: CTHULHU'S EYES.

Back to Gilman's, which dilate just like Maurewicz's. Back to Cthulhu. Gilman, wiped of sanity, reaches down to Maurewicz's blade. He brings it to his neck--

Lilith GRABS HIM and the moment is broken.

LILITH
 WALTER, LET'S GO!

Cthulhu ROARS as they bolt. Tentacles snake out toward them -- the room is only a few feet away--

INT. GILMAN'S ROOM - NIGHT

As soon as they run through the portal, the wall SNAPS back into place behind them; causing a SONIC BOOM that shatters the windows.

Their forceful re-entry causes Gilman to PASS OUT. He falls to the floor, unconscious. Lilith's water breaks. It splatters down her leg and onto the floor as she collapses.

LILITH
 Oh God, it's happening! *It's happening now!!*

MALONE
I'll go get help!

LILITH
Wait! No!!

MALONE
I'll be back if I can.

He leaves with his son. Lilith is all alone now. She rolls onto her back and helplessly spreads her legs as she begins to give birth.

There is a GROWL to her left and the sound of chewing. She looks, and there's JENKINS, gnawing at Gilman's arm. He reopens Gilman's wound and continues where he left off.

LILITH
(can barely talk)
Stop!

Jenkins hisses at her.

LILITH
Stop!

Unperturbed, Jenkins moves to Gilman's throat. He poises to strike Gilman's jugular-

A boot STOMPS right on him, popping him like a water balloon. Lilith looks up, and there stands PROFESSOR UPHAM. Lilith's pain and fear washes away as she is overcome with joy:

LILITH
Dad?

UPHAM
Hello, darling.

Upham goes to his daughter's side and takes her hand. Lilith grimaces in pain. She gestures to Walter.

LILITH
You have a son, papa.

UPHAM
Yes. Walter.

LILITH
You knew?

UPHAM
As soon as I met him.

Lilith screams in pain, entering the final stage of childbirth.

UPHAM

Push!! *You can do it!*

Unbeknownst to them, Gilman gets up behind them. His eyes have a thousand-yard stare. He leaves the room without so much as looking at them.

Lilith SCREAMS in complete agony as she gives the final push -
A baby's cries are heard. Upham takes it in his hands.

UPHAM

Oh my God...

LILITH

What? *What??*

UPHAM

He's...

For the first time, we see Upham smile.

UPHAM (CONT'D)

He's perfect.

He hands the baby to her. All of the horror washes away as she finally gets to hold her child.

The beauty is short-lived though -- her eyelids begin to flutter and she begins to go limp.

UPHAM (CONT'D)

Lilith!

Upham takes the baby just in time as she collapses in exhaustion. Then he sees it: She's bleeding everywhere. Unsure of what to do, Upham sets the baby aside, grabs the sheets from the bed, and applies pressure on her abdomen. She stops him.

LILITH

(barely a whisper)
Don't.

UPHAM

Lilith--

LILITH

Listen. I'm... sorry I... I ran away....

UPHAM
Lilith, don't--

LILITH
You were a good father.

Professor Upham tries to keep it together as he holds his little girl.

LILITH (CONT'D)
*Take care of the baby... things
will be better with him...*

And after 15 years of being separated from her father, Lilith dies in his arms.

EXT. WARD PHILLIPS MEMORIAL BRIDGE - NIGHT

His eyes still dilated, Walter Gilman walks down the middle of the street. Directly ahead of him is a bridge spanning the Miskatonic River.

He reaches it, then climbs up onto the ledge, fifty feet over the Miskatonic River. He takes a deep breath and spreads his arms out. Then starts to fall forward, toward the water--

PATSY GILMAN
Walter, NOO!!

Gilman stops and turns, a blank look on his face.

PATSY GILMAN
(tearfully)
It's mom. Let's go home, okay?

GILMAN
Mm... mom??

PATSY GILMAN
Yes. Come on down --

GILMAN
But you're not my mom. You lied to me.

JOHN GILMAN
Walter. You are our son. Your mother and I were students here, then bought a house here afterward.

JOHN GILMAN (cont'd)
 When you were left at our doorstep,
 we moved away so you could grow up
 somewhere safe, where we wouldn't
 have to worry about you
 disappearing.

GILMAN
 Is this another lie?

JOHN GILMAN
 Walter, look down. Right at your
 feet.

Gilman does so -- he's standing on a plaque. It reads:

"Ward Phillips Memorial Bridge. Designed by Richard Upton
 Pickman, Herbert West, and **John Gilman**, Miskatonic
 University, Class of 1909."

JOHN GILMAN
 Your old man wasn't always just a
 farmer.

GILMAN
 And that's why you didn't want me
 to come here...

PATSY GILMAN
 Yes. Now come down from there.
 Please. We love you.

Gilman looks at them, then toward the water. Back at them,
 then toward the water. John and Patsy's eyes are desperate.
 Gilman's eyes aren't dilated anymore. Whatever came over him
 is broken.

He steps down, into their arms. The three of them embrace, a
 family again.

However, we stay on Walter's face. Despite the emotional
 moment, Walter stares with a blank expression.

INT. WITCH HOUSE - GILMAN'S ROOM - NIGHT

Upham paces the room, soothing his crying grandson. He has
 put a sheet over Lilith.

UPHAM
 Shh, shh. It's okay. I've got you.

The baby calms down.

UPHAM

I've got to give you a name.

He considers the baby.

UPHAM

How about... *Wilbur*. Yes. That is a good name.

Behind him, there is a squelching, squishing sound. Upham turns to it and sees:

A greenish liquid spreads from Lilith's pubic region.

There is another disgusting wet, SQUISHING sound.

Upham backs up. The baby begins to cry again.

We see a glimpse of the sheet covering Lilith TWITCH in between her legs.

And then, on Upham, we see his reaction as LILITH GIVES BIRTH AGAIN. Only this time, it is not human.

Whatever it is gives a high-pitched SQUEAL as it enters our world. The squeals then subside and become human-like cries.

Upham stares at it in horror, but then looks at it with acceptance.

UPHAM

It looks like you have a brother.

THE END