GEPPETTO

by

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FADE IN:

INT. ORPHANAGE - DAY

In a quiet orphanage, sitting alone in a room full of small beds, is LITTLE GEPPETTO.

He sits on his bed, sketching something on a piece of paper.

He pauses what he's doing and looks out the window.

Outside, in the distance, is a large hill. On top of the hill is a big oak tree.

Little Geppetto stares at the tree for a moment and then sets back to work on his drawing.

SISTER MARIA enters the room and walks over to Little Geppetto.

SISTER MARIA It's a lovely day, Geppetto. The other children are outside playing. Why are you by yourself up here?

LITTLE GEPPETTO The other kids don't like me, and I don't like them.

SISTER MARIA Come now, I'm sure that's not true. What are you drawing?

Little Geppetto hands Sister Maria the drawing.

On it is a crude and creepy picture of a mannequin.

Sister Maria is slightly startled by this picture, but she forces a smile anyway.

SISTER MARIA You've quite the imagination, Geppetto. No doubt you'll do great things with it when you get older. Come now, enough seclusion. Let's go outside.

Little Geppetto jumps off the bed and Sister Maria walks with him out of the room, her hand touching his head.

EXT. FOREST - NIGHT

FLASH FORWARD

On a cold Autumn night, in the stillness of a forest, birds lightly chirp, signaling the end of the day. As their song quietly dies, June bugs and crickets begin their midnight serenade. The wind lightly rustles and all is peaceful.

A gunshot rings out, shattering the serenity, and MEN's shouts echo through the night.

A MAN suddenly bursts from out of the brush, panting, clutching something in his arms.

This man is GEPPETTO(late 30's/early 40's, premature gray hair, mustache). The little boy we met all those years ago is now a man. Sweat beads his face. There's panic in his eyes. Not panic from fear. Panic from madness. A bullet hole in his leg causes him to limp.

The shouts from behind him grow louder and the rustling of movement is heard.

Geppetto looks around to and fro and takes off running again.

He comes upon a large tree and huddles down behind it, trying to stay out of sight.

Two CONSTABLES step out from some growth, looking for him, rifles in hand.

Geppetto looks down at the THING in his arms.

GEPPETTO

Don't fret, son. It will all be over soon. Just stay quiet. We'll get through this. Together.

Moonlight breaks through the tress, lightly casting down on Geppetto.

In his arms is a twisted creation of wood, carved into the shape of a small boy. A puppet. Its hollow carved out eyes stare blankly at Geppetto. Its twisted, carved mouth in a contorted, creepy smile.

Geppetto looks up at the sky, closes his eyes and inhales deeply.

EXT. COUNTRYSIDE HILL - DAY

Days earlier, on a dim, overcast day, Geppetto slowly trudges up a large hill, an axe in his hand.

The grass on the hill has started to die, due to change of weather. On the top of the hill is a large oak tree. Most of the leaves have died and fallen off, but scattered patches of brown and yellow leaves still remain.

A swing hanging down from the branches slightly sways in the breeze.

Geppetto stands in front of the tree and looks up at it, grief in his eyes, bloodshot from crying.

FLASH

EXT. COUNTRYSIDE HILL - 15 YEARS PRIOR

Same place. A different time. A faded memory.

It's Spring and the hill is bright and vibrant with life.

A YOUNGER GEPPETTO sits on a sheet under the tree. His love, THERESA(beautiful, silky hair, bright, full lips, beauty mark, bright eyes), sits beside him. She's wearing a blue dress.

They're having a picnic, eating, laughing, drinking wine. It's a happy time.

FLASH

EXT. COUNTRYSIDE HILL

Tears begin to build up once again in Geppetto's eyes.

He looks at the swing swaying in the breeze. Empty, with no one in it to push again.

FLASH

EXT. COUNTRYSIDE HILL - 15 YEARS PRIOR

A smiling Younger Geppetto tickles Theresa and she laughs with glee.

Their hands touch.

Their smiles slowly fade as they stare into each others eyes. It's a tender moment and they are at peace looking into one anothers' souls. Theresa giggles and stands up. She runs to the swing and gets on it.

THERESA

Push me!

Geppetto gets up after her and begins to push her on the swing.

FLASH

EXT. COUNTRYSIDE HILL

Tears stream down Geppetto's face and he reaches out to touch the trunk of the tree.

His hand glides over initials carved into the tree and he rests his fingers there.

The faint sound of a heart slowly begins beating rhythmically.

He openly sobs.

FLASH

EXT. COUNTRYSIDE HILL - 15 YEARS PRIOR

Using a wood carving tool, Geppetto begins to carve initials into the trunk of the tree.

Theresa's hand touches his and they look at each other.

THERESA

Here, let me.

Theresa gently places her hand on top of Gepetto's and guides his hand to finish the carving.

Geppetto looks back to her and she looks into his eyes.

THERESA This tree will be here always, long after we are gone. Our love will be a part of it now. Forever.

Theresa slowly leans into Geppetto and they kiss.

FLASH

EXT. COUNTRYSIDE HILL - 10 YEARS PRIOR

Geppetto and Theresa stand under the tree, dressed to be married.

A PRIEST stands in between them, a Bible in his hand.

The two hold hands, looking at each other, smiling.

The two then look to the Priest, who smiles and opens up the Bible to begin the ceremony.

FLASH

EXT. COUNTRYSIDE HILL

Geppetto digs his nails into the bark of the tree, clawing until a couple of them rip off.

He then grips both hands onto his axe, squeezing tight, breathing heavily.

The sound of the heartbeat begins to ring out louder and faster.

FLASH

INT. GEPPETTO'S HOUSE - ONE YEAR PRIOR

Geppetto paces around, biting his nails.

Behind the closed bedroom door, Theresa screams and cries.

Suddenly, all goes quiet and Geppetto looks to the bedroom door, listening. Waiting.

The door slowly opens and the DOCTOR steps out, covered in blood.

He looks at Geppetto, remorse in his eyes. He shakes his head.

DOCTOR I'm sorry. There was nothing more we could do.

Geppetto looks at the Doctor in disbelief.

GEPPETTO

No.

Geppetto pushes his way past the Doctor, entering the bedroom.

INT. BEDROOM

A recently pregnant Theresa lays on the bed, still, pale, devoid of life. Her eyes open, seeing nothing.

The white sheets are stained with the red of blood.

The NURSE covers something up in a bloody sheet.

A tiny, bloody hand briefly drapes out before it is quickly covered again.

She looks at Geppetto, who just stands there, horrified.

NURSE I'm so sorry, Geppetto.

Geppetto backs into the corner of the room, not once taking his eyes off of the horror in front of him.

He slowly slinks down, balling himself up.

FLASH

EXT. COUNTRYSIDE HILL

GEPPETTO

No!

Geppetto swings his axe into the trunk of the tree.

As the blunt blade connects with the trunk and hacks into it, a scream rings out.

Geppetto pays no mind and rips the axe out, quickly swinging it in again.

WHACK!

One more whack and blood spurts out of the tree, spraying Geppetto in the face.

Mad with grief, he ignores it and delivers another whack.

The tree trunk bleeds more and more with each strike.

Finally, with one final, mighty whack with the axe, the tree sways and falls over.

Geppetto drops the axe and falls to his knees, screaming and crying in grief.

But the sound of the heartbeat doesn't stop. It keeps even pace with Geppetto's cries.

INT. CLOCK FACTORY - DAY

The factory OWNER stands on a balcony overlooking his factory.

Many workers scurry about their business below to meet his ridiculous demands.

OWNER Let's pick up the pace, gentlemen. We haven't got all day. Move faster!

Down on the ground floor, ANTONIO(mid to late 50's, silver hair, scruffy facial whiskers) scrambles to install some gears into a clock.

The factory doors open and Geppetto slowly slinks inside and goes to his work station.

Antonio looks at the weary, grief-stricken Geppetto.

ANTONIO Are you feeling all right, Gepetto? You look ill.

Geppetto looks blankly at Antonio, shrugs, picks up his tools, and begins to work carving out the base for a clock.

ANTONIO

You better hope the boss didn't see you come in late. Where have you been all morning?

GEPPETTO

There was something I needed to do.

ANTONIO

I hope whatever it was, it was important enough for the lecture you're sure to receive.

The Owner looks down at Antonio and Geppetto, not looking pleased.

OWNER Antonio, stop talking and get back to work!

ANTONIO

Yes, sir!

Antonio busies himself again.

ANTONIO

We'll talk later.

Geppetto ignores Antonio.

The Owner steps away from the balcony and heads for the stairs.

Once he reaches the ground floor, he goes straight to Geppetto.

OWNER Would you mind explaining to me why you feel that you're special, Geppetto?

Geppetto doesn't take his eyes off of his work.

GEPPETTO

I don't.

OWNER

Is that so? Then tell me, why is it you feel that you're entitled to come in whenever you want? Everyone else makes sure they're here at dawn.

Geppetto doesn't say anything. He just keeps right on working.

Antonio looks over at him, concern on his face.

ANTONIO I think he is ill this morning, sir.

The Owner turns his attention to Antonio.

OWNER

Am I speaking to you, Antonio?

Antonio looks down at the ground.

ANTONIO

No, sir.

OWNER

Then close your mouth and keep working. This does not concern you.

ANTONIO

Yes, sir. Sorry, sir.

Antonio begins adjusting some gears.

The Owner looks back at Geppetto again.

OWNER What's your explanation?

GEPPETTO I have none. It won't happen again.

OWNER Look at me when I am speaking to you.

Geppetto doesn't look up, he just keeps right on working.

GEPPETTO

I'm busy.

The Owner's eyes open wide in shock.

OWNER Excuse me? You are what? What did you just say to me?

GEPPETTO

You heard me.

Geppetto carves more feverishly.

OWNER I don't know who you think you are, talking to me like that, paesan -

Geppetto suddenly stabs his carving tool into the clock base, lifts it up, and slams it onto the floor, shattering it.

He stands up and looks at the Owner.

GEPPETTO And who are you?! A man, the same as I.

OWNER You are out of line!

GEPPETTO

I'm out of line? I believe it is you that is out of line! Talking to people like that? What makes you so special? Money? What is money, but a waste? It grants no happiness. It brings no satisfaction. You can hold it, but it doesn't hold you back. It's interchangable, meaning nothing! Now love, that is something of value! We are absolutely nothing without that. Something you have never experienced, nor will you, and for that, I pity you.

OWNER Get out of my factory. You're fired!

GEPPETTO Without us, your factory would crumble. Your business is worthless without men like us. Cazzata!

Geppetto spits at the Owner's feet.

Anger swells on the Owner's face and he turns a bright red.

Antonio rushes over to Geppetto, placing his hand on his shoulder.

ANTONIO Relax, my friend. Just go home.

Geppetto pushes Antonio away and gets right in the Owner's face.

GEPPETTO

Figlio di puttana.

Gepetto shoves past the Owner, flips over a workbench, and slams a completed clock onto the floor before storming out of the building.

> OWNER (calling after him) I'm getting the police! You are paying for everything you have destroyed!

Antonio and the other workers stand there in disbelief.

The Owner looks around at them, furious.

OWNER What are you staring at? This isn't a break! Get to work! Now!

The Owner storms up the stairs to his office, slamming the door.

INT. GEPPETTO'S WORKSHOP - DAY

Geppetto sits at his workbench in his workshop, guzzling gin by the tin full.

His eyes are open, he's staring off, his mind elsewhere.

All around him hang various partially created children's toys, drawings, and tools. Chunks of wood and bits of string and paints are everywhere.

A thin layer of dust clings to everything.

FLASH

INT. GEPPETTO'S WORKSHOP - ONE YEAR PRIOR

Geppetto sits in his tidy workshop, quietly carving out a piece of wood. He is at peace, and happy with what he is doing.

A pregnant Theresa enters the workshop and wraps her arms around the working Geppetto.

THERESA What are you working on?

Geppetto looks up at her and smiles.

GEPPETTO

Toys for the baby.

Geppetto places his hands on Theresa's belly, and then places his ear to it.

GEPPETTO Can you hear me in there, my son? I can't wait for you to come out of there. I have so much in store for you. Theresa looks around at the toys, smiling.

THERESA I'm so happy you've finally found something that brings you total happiness. I can hardly pull you from this workshop anymore.

GEPPETTO You bring me total happiness all on your own. This is just...inspiration. Maybe I can finally leave the factory.

FLASH

INT. GEPPETTO'S WORKSHOP - PRESENT

Geppetto finishes another tin of gin, grimacing.

He goes to pour himself another glass. Empty.

He stands up and turns around to leave the workshop to get more gin.

Drunk, he stumbles into one of the dangling partially completed puppets.

He grabs onto it to regain his balance, yanking it off the strings.

He stares at the partially molded shape.

PINOCCHIO (O.S.)

Papa.

Geppetto drops the toy and it splinters on the ground.

THERESA (O.S.) This tree will be here always, long after we are gone. Our love will be a part of it now. Forever.

Geppetto stumbles to the door of his workshop, picking up the axe on the way.

EXT. COUNTRYSIDE HILL - DAY

The day has gotten grayer and the fallen tree lays on the top of the hill, a mere shadow of its former glory.

Geppetto walks up the hill, axe in one hand, rope in the

other.

He stands over the tree, the sound of a heartbeat slowly becoming audible.

He brings his axe high into the air, and the heartbeat grows louder and faster.

PINOCCHIO (V.O.)

Papa!

WHACK!

Geppetto brings the axe down and continues hacking into the trunk.

Once finished, he wraps the rope tightly around the large piece and begins dragging it down the hill.

INT. GEPPETTO'S HOUSE - NIGHT

Geppetto sits in front of a small fire, its flames creating the only light in the entire home.

There is a knock on the door and Geppetto gets up and answers it.

Antonio stands in the doorway, concern on his face.

ANTONIO Good evening, Geppetto.

Geppetto nods.

GEPPETTO Antonio. It's late. What brings you over here?

ANTONIO Are you going to invite me in, or make me stand out here in the cold all night?

Geppetto steps out of the way.

GEPPETTO

Please.

Antonio steps inside the house and Geppetto closes the door behind him.

Thank you, my friend.

Geppetto goes back to his chair beside the fire and sits back down.

Antonio sits down across from him.

ANTONIO I'm concerned about you, Geppetto.

GEPPETTO

Everything is fine.

ANTONIO

No, it's not. Everything hasn't been fine since...well, you're not the same, old friend. And after what happened today -

GEPPETTO

I appreciate your concern, but I don't need it. I am well.

ANTONIO

I just don't want you to lose it. I would hate for them to throw you in the crazy house because you've given up.

Geppetto stands up and heads for the door.

GEPPETTO It's late, Antonio. Thank you for coming by.

Antonio sighs and heads for the door.

He shakes Ghetto's hand and looks into his hollow eyes.

ANTONIO

I'm here for you, my friend. If there is ever anything I can do, please, don't hesitate. I know it still hurts. She was something very special.

GEPPETTO Thank you, but I'm fine.

ANTONIO

Goodnight.

Antonio walks out of the house and Geppetto closes the door. He stands there a moment, staring at nothing.

> GEPPETTO Everything is fine.

EXT. COUNTRYSIDE HILL - NIGHT

Geppetto makes his way up the hill.

Lightning strikes. The wind howls. Thunder rumbles. It does not rain.

The tree stands at the top of the hill. It's a black, twisted version of its former self.

INT. UNDERGROUND

Underneath the tree, deep beneath the Earth, the tree's roots live, twisted and contorted, forming the shape of a heart. A heart which starts to beat.

EXT. COUNTRYSIDE HILL

A sound of a beating heart blasts over the howl of the wind.

At the base of the tree, standing among the twisted mass of ground roots are all of Geppetto's failed TOY CREATIONS. They too are warped and twisted.

Geppetto stands at the base of the tree, watching them in horror.

TOY Come see, father!

The Toys reach into the mass of roots, clawing and digging into them.

The beating heart becomes louder and louder and faster and faster.

As the Toys dig deeper, crickets come pouring out of the mass of roots as if like a fountain of blood.

The Toys reach in, latch on to something, and begin pulling.

Geppetto stands there, paralyzed by fear.

The Toys pull and pull, and soon, the crickets do turn into blood.

The sound of the beating heart becomes deafening for Geppetto, so much so that he has to cover his ears.

Finally, a strange, twisted wooden hand comes out of the roots, the other Toys pulling harder and harder.

The hand is followed by a wrist joint, then an arm, until finally, the Toys pull out the entire body of that puppet Geppetto was holding in the forest.

PINOCCHIO.

All becomes silent and Pinocchio stands there, staring at Geppetto, covered in blood.

It raises its hand, offering it to Gepetto.

Geppetto takes a step forward, slowly reaches out, and takes his hand.

As soon as he does, Pinocchio screams.

INT. GEPPETTO'S HOUSE, BEDROOM - NIGHT

Geppetto awakens with a start, briefly crying out. He's covered with sweat and breathing heavily.

A dream.

He lays there a moment, thinking, collecting himself, until he climbs out of bed and heads for the door.

EXT. GEPPETTO'S WORKSHOP - NIGHT

Outside Geppetto's workshop, the window is illuminated by a lamp from somewhere in the shop.

WHACK!

The sound of wood being chopped rings out.

INT. GEPPETTO'S WORKSHOP - NIGHT

Geppetto sets down the axe, having finished cutting the wood into pieces.

He huddles over his workbench, sketching on a piece of paper, an oil lamp burning brightly beside him.

Frustrated, he crumples the paper up and tosses it behind him.

He sketches some more.

All around his workbench and on the floor are sketches and various designs. He's been working on this for hours.

And so he sits, completely focused, sketching, drawing, shading, until, satisfaction spreads across his face.

He sets the pencil down, and holds up the sketch, examining it.

GEPPETTO

Perfection.

Geppetto gets up from the bench and opens up a tool crate.

He paws through it, going over his various tools. He slams it shut, annoyed.

He ponders a moment. Ah! An idea.

He heads for the door, opens it, and leaves, shutting the door behind him.

EXT. CLOCK FACTORY - NIGHT

Geppetto makes his way up to the clock factory door and tugs on it. Locked.

He looks around a moment. The area is clear. The town is asleep. No witnesses.

Geppetto makes his way to the side of the building, picks up a rock, and shatters the window.

Somewhere in the distance, a dog barks briefly, startling Geppetto.

He ducks down and looks to and fro. Still nothing. The night is still. The area empty.

With one last quick look, he jumps through the broken window, into the factory.

INT. CLOCK FACTORY - NIGHT

Inside, the factory is pitch-black.

Rats can be heard scurrying about in the shadows.

Geppetto feels his way around to a table, finding a lamp. He lights it, creating some light in the dark factory.

He takes a burlap sack out of his pocket, and makes his way through the factory, picking up the various parts he needs for his design. Gears, springs, bolts, the works.

Once he finishes, he heads back to the broken window, dims the oil lamp, and jumps back outside.

INT. GEPPETTO'S WORKSHOP - NIGHT

Geppetto sits at his work bench, setting on to work on his master design. His ultimate creation.

He measures. He carves. He chisels. He works endlessly, tirelessly.

There's determination in his eyes, and something else. Something unsettling.

The hours fall away and Geppetto does not falter. He does not waiver. He works, with no intention to stop until he is finished.

An orange CAT jumps onto the workbench, meowing. Hungry.

Geppetto pushes the cat off of the workbench, without so much as a second glance.

GEPPETTO Not now, Tabby.

EXT. GEPPETTO'S HOUSE - DAY

Outside, the sun has started to make its appearance on the horizon.

Antonio knocks on Geppetto's front door and waits. No response.

He knocks again. Still nothing.

Antonio looks inside the window and then makes his way around the back to the workshop.

EXT. GEPPETTO'S WORKSHOP

Antonio knocks on the door. Still, there is no response.

Irritated, he looks through the workshop window.

Geppetto is huddled over his workbench, carving something.

Antonio opens the workshop door and steps inside.

INT. GEPPETTO'S WORKSHOP - DAY

Antonio enters, shutting the door behind him.

ANTONIO I hope you don't mind, the door was open.

The sound of Antonio's voice startles Geppetto and he turns around to face him with a start.

GEPPETTO Antonio. What are you doing in here?

ANTONIO

Well, I came by your house, but you weren't there, obviously. I thought I'd check back here. What are you working on?

Geppetto shrugs.

GEPPETTO

Nothing.

Antonio nods.

ANTONIO All right, you don't have to tell me. You can keep it a surprise.

GEPPETTO There is no surprise, I am not working on anything.

Antonio looks around the workshop at the various chunks of wood. The shavings. The sketches.

GEPPETTO Why did you come by?

ANTONIO

I wanted to apologize for last night. It was not my place to involve myself with your personal problems. I was just concerned.

GEPPETTO No need. Apology accepted. Will that be all?

Antonio takes a good look at Geppetto and sees how frazzled he is. How eager he is for Antonio to leave. He does not look well at all.

> ANTONIO Are you sure all is well, my friend?

GEPPETTO I told you I'm fine!

Antonio nods his head.

ANTONIO

Please, talk to me. Both of my
ears are open and willing to
listen. Perhaps if you talk about
it, you'll start to feel better. I
know it hurts, but -

GEPPETTO

You know nothing of the pain I feel, so don't pretend to be able to relate. You did not feel the power our love had. The way she lit up an entire room...

Geppetto pauses, choking back tears, swallowing hard.

ANTONIO

Very well, I shall take my leave. But you should know, we all loved her so, and couldn't wait for the little one.

Antonio turns to leave and something catches his eye.

A tool, on the workbench. Just like the one he was using the previous morning.

He shrugs it off and leaves the workshop.

Geppetto returns his attention back to the workbench and continues on.

INT. CLOCK FACTORY - DAY

Antonio enters the clock factory to find the other WORKERS standing around.

The Owner stands by the shattered window, clenching his fists angrily.

OWNER Thieves! We've been robbed!

The Owner turns around and begins pacing the factory floor, looking at the various tables and assembly lines.

The open tool crates. The empty gear boxes.

OWNER

Someone will pay dearly for this.

The Owner paces back around, sees Antonio, and points at him.

OWNER

You!

Antonio looks at the Owner, perplexed.

ANTONIO

Sir?

OWNER Policia. Now. Bring them back here.

Antonio thinks for a moment and then nods his head.

ANTONIO Yes, sir. I'll bring them back as soon as I can.

Antonio turns to leave.

OWNER

Make it fast!

Antonio leaves the factory and the Owner looks around at the workers, who are just standing around.

OWNER What are you waiting for? This isn't a break! Get to work! We've got a busy day!

INT. GEPPETTO'S WORKSHOP - DAY

Geppetto lays over his workbench, passed out from exhaustion.

On the table beside his is his partially completed creation.

A set of legs. A pair of arms. A torso.

On the torso are the initials that were once carved into the tree by Theresa.

The cat jumps back up onto the bench and rubs itself on Geppetto in a feeble effort to wake him.

It's no use. Geppetto is not waking up. He's deep asleep, into the dark recesses of what little mind he has left.

EXT. COUNTRYSIDE HILL - DAY

Geppetto runs up the hill, chasing after a laughing Theresa.

His face is vibrant and full of life.

The further the two make it up the hill, the cloudier it gets.

Theresa is way ahead of him and she climbs onto the tree swing, standing on it, propelling herself.

Geppetto runs faster to keep up and right before he reaches the top of the hill, the tree bursts into flames, engulfing Theresa in them.

The bright, orange flames starkly contrast the grey skies.

GEPPETTO

Theresa!

Theresa does not scream in pain, she keeps right on swinging, burning.

THERESA

Look at me.

Grief stricken, Geppetto charges towards her, but just before he reaches her, the ground collapses and he falls deep into the Earth, beneath the tree.

INT. UNDERGROUND

Geppetto lands with a hard thud and lays there, motionless.

PINOCCHIO (O.S.)

Papa!

Geppetto stirs a bit.

The sound of a heart beating makes itself clear, slowly growing louder.

PINOCCHIO (O.S.) Papa! Get up!

Geppetto stirs some more and lifts himself up off the ground.

He looks around the cavern.

In front of him is a large, twisted mass of roots, shaped like a heart, steadily beating.

Pinocchio slowly emerges from behind the mass of roots.

Geppetto looks at the puppet, awe-struck.

Pinocchio slowly approaches Geppetto and extends its hand.

Hesitant, Geppetto takes the puppet's hand.

PINOCCHIO

Wake up!

INT. GEPPETTO'S WORKSHOP - DAY

Geppetto awakens, lifting his head from the workbench.

He clears his throat, rubs his eyes, and then continues to work on his creation.

INT. CLOCK FACTORY - DAY

Back at the factory, INSPECTOR FABRIZIO UFIZI examines the crime scene.

CONSTABLE MICHAEL PAZZI and CONSTABLE TOMAS LUPO are with

him, waiting on orders.

The Owner stands beside Insp. Ufizi, fuming.

OWNER I'm telling you, it was that carver, Geppetto.

INSP. UFIZI

With respect, sir, I'm the inspector here, not you. Why don't you let me determine who the criminal was, hm?

OWNER

There's no other explanation for it!

INSP. UFIZI

And what makes you so certain, if you don't mind me inquiring.

OWNER

The man is jealous! He flew into a rage after I fired him today, smashing some of my works before he stormed out! He's trying to get back at me!

INSP. UFIZI Flew into a rage, you say? Why did you fire him?

OWNER That's none of your business, inspector.

INSP. UFIZI When you come to the authorities, everything involved becomes our business. I'll ask once more, why did you fire him?

The Owner looks at the ground and then back at the inspector.

OWNER He was hours late. And then the way he spoke to me when I confronted him about it!

INSP. UFIZI Hm. I see. Insp. Ufizi makes his way to the shattered window, examines it and picks up a pocket watch that had been caught on a broken piece of glass.

INSP. UFIZI

Interesting.

Insp. Ufizi turns around and shows the watch to the Owner.

INSP. UFIZI Look familiar to you?

The Owner looks at the watch a moment, thinking.

In the background, Antonio catches glimpse of the watch and then slowly and quietly makes his way to the door.

> OWNER Geppetto. He had a watch just like that!

Insp. Ufizi chuckles.

INSP. UFIZI Of course he did. We'll go have a talk with him and give his house a look. We shall keep you informed. Good day, sir.

Insp. Ufizi and Const. Lupo and Pazzi make their way to the door, stepping outside.

EXT. CLOCK FACTORY - DAY

The sun is beginning to go down, slowly casting the town into darkness.

INSP. UFIZI Well, gentlemen. Thoughts?

CONST. PAZZI Sounds like this guy really has it out for Geppetto.

CONST. LUPO We have to at least look, sir. The watch is damning.

INSP. UFIZI What a boring way to spend an evening. CONST. PAZZI A crime is a crime, inspector.

CONST. LUPO I don't think that the factory will be hurt by what was taken.

INSP. UFIZI Nor do I. If indeed anything was taken at all. Come along, constables.

The three make their way into the village.

INT. GEPPETTO'S WORKSHOP - NIGHT

Outside, night has fallen, and it is dark once again.

Geppetto sits in the lamplight, putting the finishing touches on his creation.

He completes it and takes a step back, admiring his work.

Before him is the twisted puppet creation from his dreams.

GEPPETTO Pinocchio. I shall call you Pinocchio. A perfect creation. MY perfect creation.

The door to the workshop suddenly bursts open and Antonio comes charging in, closing the door behind him.

Geppetto turns around defensively.

GEPPETTO What is the meaning of this?

ANTONIO Did you break into the factory last night, Geppetto?

GEPPETTO What are you accusing me of?

ANTONIO

Your watch, my friend. They found your watch there. They're coming for you. The boss is out for your neck. He'll have you hanged, if possible. Geppetto looks down, concern on his face, thinking of what to do.

Antonio looks behind Geppetto and sees the twisted, creepy puppet.

ANTONIO What in God's name is that?

Geppetto moves in front of the puppet, blocking it from Antonio's sight.

GEPPETTO It's mine. My creation.

ANTONIO Is this what you've been working on?

Antonio really takes a good look at Geppetto and sees how he's changed.

ANTONIO Look at you! You're a mess, old friend. What's come over you? What is that doll for?

Geppetto turns his back on Antonio and grabs the puppet, holding it close to his body, like a child.

GEPPETTO This is no doll. It's mine. For the baby.

Realization hits Antonio.

ANTONIO Oh, no. Geppetto, my friend, please. You must let it go.

GEPPETTO Let what go? There's nothing to let go! I won't let this go. It's all I've got. It's mine. He's mine.

Geppetto looks into the puppet's face, a twisted love on his own face.

GEPPETTO

Pinnochio. My boy. My son.

Antonio takes a step towards Geppetto.

ANTONIO

Listen to me. We need to get you some help. But they're coming. I'll help you get rid of whatever you took, okay? I don't care. Put the doll down.

Geppetto doesn't respond to his friend. He doesn't turn around. He's lost in his own world with the puppet.

Antonio takes another step forward and places his hand on Geppetto's shoulder.

ANTONIO Give me the doll.

GEPPETTO

He's mine! You can't take him from me! I'll not lose anything of mine ever again!

Geppetto turns around and hits Antonio in the head with a hammer, knocking him to the ground.

With puppet in tow, Geppetto runs out of the workshop, into the darkness of the night.

Moments later, Insp. Ufizi and Const. Pazzi and Lupo enter the workshop, looking around.

Insp. Ufizi rushes over to the downed Antonio and picks him up from off the floor.

Antonio clutches his bleeding head.

INSP. UFIZI You're from the factory, are you not? Why are you here?

ANTONIO I came to warn my friend.

INSP. UFIZI He was the thief?

Antonio nods his head.

INSP. UFIZI And he did this to you?

Again, Antonio nods his head.

Insp. Ufizi turns to his constables.

INSP. UFIZI He can't have gone far. Spread out.

The constables turn to head out.

ANTONIO Wait! You don't understand.

Insp. Ufizi looks at Antonio.

INSP. UFIZI

Hm?

ANTONIO He...he's gone mad.

The two constables look at the inspector, and then look at Antonio.

EXT. VILLAGE - NIGHT

Geppetto runs through the dark streets of the village, looking around frantically.

He cuts down a street way between two houses, rounds a corner, and then cuts across a field, headed into a forest.

EXT. FOREST - NIGHT

Geppetto runs through the forest, squinting in the blackness, trying to stay on the path.

He holds the puppet close to him the entire way, as if he's holding a child.

As he darts through the trees, the sound of approaching horse hooves echo through the night.

Geppetto ducks down behind some brush and the hooves grow louder, coming ever closer.

A horse drawn carriage slowly creeps by, the COACHMAN using an oil lamp to see into the dark forest surroundings.

Geppetto creeps down even lower to avoid being seen and the carriage soon passes by.

Geppetto looks down at the puppet in his hands.

GEPPETTO

We'll be fine.

Sticking to the safety of the trees, off the path, Geppetto starts off in the direction the carriage is headed, wherever it might take him.

EXT. VILLAGE - NIGHT

Insp. Ufizi, Pazzi, Lupo, and Antonio make there way through the village streets.

Antonio has a cloth wrapped around his head.

INSP. UFIZI You really should go see the doctor about your wound, sir.

ANTONIO It's but a scrape. I'm the only one that can reason with him.

CONST. PAZZI Yes, the wound on your head has made that quite apparent.

INSP. UFIZI

Pazzi!

Const. Pazzi looks down at the ground.

CONST. PAZZI Apologies, sir.

Insp. Ufizi looks at Antonio.

INSP. UFIZI When you say he's mad, how do you mean?

ANTONIO

About a year ago, his wife died while giving birth to his child. The child didn't make it. He hasn't been the same ever since.

INSP. UFIZI

One can imagine why. That is quite the loss and burden for one man to take. Has he no other family?

ANTONIO

He was orphaned as a child. She was his everything. The only family he ever knew died in a split second.

INSP. UFIZI

That's awful.

Antonio nods.

ANTONIO

I agree. However, for the past two days, he locked himself in his workshop, creating something, though he denied it vehemently. Tonight, before he hit me, I caught sight of it.

INSP. UFIZI

Go on.

ANTONIO

It was a doll. A puppet. Carved out of wood, shaped to look like a small boy. At first he told me it was for the baby.

INSP. UFIZI

Poor man.

ANTONIO When I went to take the doll from him, he told me I couldn't have his son.

Insp. Ufizi nods his head, digesting the information.

CONST. LUPO He sounds delusional, sir.

CONST. PAZZI Great, we're dealing with a regular nutter. They always turn violent, inspector.

CONST. LUPO We'll need the rifles.

Antonio stops walking, stunned.

The rifles? What for? You're not going to shoot him, are you?

Insp. Ufizi looks at Antonio, and places a comforting hand on his shoulder.

INSP. UFIZI

Only if we have to, of course. We have to be concerned about our own safety as well, you understand.

ANTONIO But he's not killed anyone!

CONST. PAZZI

As of yet.

INSP. UFIZI

Pazzi!

Const. Pazzi looks down again.

CONST. PAZZI

Apologies, sir.

Insp. Ufizi motions for Antonio to continue walking with them.

INSP. UFIZI

You said it yourself, your friend is mad. Delusional. If he really believes this puppet is his own child, he'll go to great lengths to protect it and keep it to himself. I've been an inspector for many years, and I've seen mad men do extraordinary things. Vile things.

ANTONIO But I can reason with him.

INSP. UFIZI I hope you're right, my friend.

CONST. LUPO Sir, what shall we do?

Insp. Ufizi ponders a moment.

INSP. UFIZI

Pick up the rifles. Spread and search in a circular pattern. Meet back at the square. Use your weapon as a last resort. If spotted, blow your whistle three times. Keep your eyes and ears open. He might not even still be in the village. He could be anywhere.

EXT. FARM - NIGHT

Geppetto makes his way across a field, headed for a barn located just outside another village.

The carriage is in the distance, slowly entering the village.

Geppetto creeps inside the barn and darts inside.

INT. BARN

Geppetto looks around the dark barn.

A cow stirs in its sleep, but other than that, it's quiet. Safe.

Geppetto collapses onto a bale of hay, still holding the puppet in his arms.

He stares up at the hole in the barn roof, seeing the bright starry sky, thinking.

A shooting star darts across the sky, and Geppetto smiles before drifting off to sleep.

INT. GEPPETTO'S HOUSE - NIGHT

Geppetto paces around his house, waiting for something.

From the bedroom, Theresa screams and cries.

DOCTOR (O.S.)

Push!

Theresa screams again and her own screams are cut out by the sounds of a crying child.

Geppetto stops pacing and enters the bedroom.

INT. BEDROOM

The Doctor steps away from the bed, a look of horror on his face.

He darts out of the bedroom.

The faint sound of a heartbeat begins to grow.

Theresa wraps the child up in a bloody blanket and holds it close to her body, obscuring it from Geppetto.

The bed is stained with blood.

Geppetto slowly makes his way towards the bed. All is silent.

GEPPETTO

Theresa?

She doesn't say anything, her attention fixated solely on what is wrapped up in the blanket.

The heartbeat grows louder.

GEPPETTO

Let me see my boy.

Geppetto leans over the bed and slowly removes the blanket.

In Theresa's arms, covered in blood, is Pinocchio.

It snaps its head towards Geppetto and screams.

Geppetto jumps back horror.

Theresa gets out of the bed, slowly making her way towards Geppetto.

THERESA Your son, Geppetto. Our baby boy.

Geppetto slowly backs away.

Theresa looks at Geppetto, concerned.

Outside, lightning flashes and thunder rumbles.

THERESA Don't you want him, Geppetto? He's finally ours. Nothing can take him away from us. Theresa hands the baby over to the reluctant Geppetto.

THERESA Look at him, Geppetto. He's alive. Our living, breathing baby boy.

Geppetto looks down at the puppet and smiles.

GEPPETTO Pinocchio. Pinocchio my boy!

Theresa walks out of the bedroom.

Geppetto watches her.

GEPPETTO Where are you going? Theresa?

Geppetto walks out of the bedroom, following Theresa as she goes outside.

EXT. VILLAGE - NIGHT

It's pouring outside and the wind is howling. Lightning strikes and the thunder roars like a lion.

Theresa walks through the village streets, completely soaked.

Geppetto steps out after her, puppet in his arms.

GEPPETTO Theresa! Where are you going? You're going to catch cold!

Theresa stops walking and turns around.

THERESA

My life for his.

Theresa takes out a small blade and pulls it across her throat.

PINOCCHIO (O.S.)

Papa!

INT. FARM - DAY

Geppetto slowly opens his eyes. Another dream.

He stares at dim, cloudy skies, breathing deeply, collecting
his thoughts.

A wooden hands slowly reaches up and touches his face, startling him.

He looks down to see Pinocchio looking up at him.

PINOCCHIO

Papa.

Geppetto jumps up with fright and slowly backs away from the puppet.

PINOCCHIO You were having bad dreams, Papa. I had to wake you.

GEPPETTO You...you...you can talk? You're alive?!

Pinocchio slowly takes a step towards Geppetto, his legs shaking, not used to walking yet.

PINOCCHIO Of course, Papa! I'm your son!

Gepetto stands there a moment. Confused. Scared.

Suddenly, a big smiles creeps across Geppetto's face and he rushes forward, scooping Pinocchio up into his arms.

GEPPETTO Pinnochio, my boy! My son!

Geppetto and Pinocchio spin around and around, laughing, until Geppetto breaks down crying.

Pinocchio wipes Geppetto's eyes.

PINOCCHIO

Papa, why do you cry?

Geppetto looks into Pinocchio's hollow, empty eyes, trying to gain control over his emotions, forcing a smile.

GEPPETTO

My dream has finally come true. Nothing will ever come between us, Pinocchio. I'll let no harm come to you. I promise.

PINOCCHIO We'll always be together, Papa.

Geppetto pulls Pinocchio close to him, hugging him tightly.

GEPPETTO Oh, my boy! My sweet, sweet boy! There's so much I want to do! So much I want you to see! And learn!

PINOCCHIO Where do we start?

Geppetto sets Pinocchio down.

GEPPETTO We start in the next town. We're living a new life, Pinocchio. A great life. Nothing will get in our way.

Pinocchio extends his hand for Geppetto to take and hold, which he graciously does, and the two walk out of the barn, headed for the nearby village.

EXT. FOREST - DAY

Insp. Ufizi, Pazzi, Lupo, and Antonio makes their way through the dense vegetation of the forest, spread out, but still within shouting distance of one another, searching for Geppetto.

The men have rifles slung around their backs, save for Antonio.

INSP. UFIZI Any sign of him? Any clues as to which way he went?

CONST. PAZZI

No, sir!

INSP. UFIZI Keep a sharp eye out.

CONST. LUPO Of course, sir!

The group search behind trees, look for tracks in the ground, behind bushes, but nothing.

There is no sign of Geppetto. No clue as to which way he went.

CONST. PAZZI

With respect sir, I feel as though we're wasting our time out here.

CONST. LUPO

He's long gone, sir. He won't make it long out here without food or shelter, and he's no longer a threat to the town.

INSP. UFIZI

And when you two make inspector, you have every right in the world to make those decisions, gentlemen. But until then, it's my choice and I'm not calling off the hunt. We will find him, we will arrest him, and we will get him the help he needs before he hurts himself or someone else.

Antonio shakes his head.

ANTONIO

I'm telling you, you've got it all wrong, inspector. He might be mad, but he's no murderer.

INSP. UFIZI That hammer blow on your head leads me to believe otherwise, Antonio. Forewarned is forearmed, I always say.

Const. Pazzi leans down, looking at something on the forest floor.

CONST. PAZZI Sir! Over here! I think I've found something!

Insp. Ufizi and the rest of the group make their way over to where Const. Pazzi is.

Footprints are in the dirt.

INSP. UFIZI They look fresh.

Const. Lupo pats Const. Pazzi on the back.

CONST. LUPO Good eye, Pazzi.

INSP. UFIZI Indeed. We'll follow these tracks and see where they take us. With any luck, he'll have followed the same path throughout the night.

The group begin walking, following the fresh footprints in the forest floor.

EXT. COUNTRY ROAD - DAY

Geppetto and Pinocchio walk down the country road, hand-in-hand, headed towards the village in the distance.

A butterfly dances across the road, briefly resting on Pinocchio's nose, causing him to giggle, which in turn makes the butterfly fly away.

PINOCCHIO Papa, what was that?

GEPPETTO That was a butterfly.

PINOCCHIO A butterfly? What's that?

GEPPETTO It's a beautiful insect that loves to be among the flowers.

PINOCCHIO But I'm not a flower. Am I?

Geppetto looks down at Pinocchio and chuckles.

GEPPETTO

Oh, my dear son, there is much for you to learn yet. We'll have to put you in school straight away!

PINOCCHIO

School?

GEPPETTO It's a place where children go to learn. Learn what?

GEPPETTO All kinds of things. Everything!

The two keep right on walking.

A BEGGAR comes from out of the woods and makes his way towards them, hand outstretched.

BEGGAR

Can ye spare a coin, sir?

Pinocchio looks at the Beggar, a confused look on his face. He then extends his hand.

PINOCCHIO Hi, I'm Pinnochio!

The Beggar doesn't extend his hand back, he doesn't even look at Pinocchio.

Geppetto pulls Pinocchio back.

GEPPETTO Don't talk to strangers.

The Beggar looks at Geppetto, confused.

Geppetto reaches into his pocket and takes out a coin. He tosses it at the Beggar.

GEPPETTO Take it and be gone with you.

The Beggar picks up the coin.

BEGGAR

Thank ye, kind sir.

Geppetto tugs on Pinocchio's hand, and the two continue walking.

GEPPETTO

You don't ever talk to strangers, Pinnochio. Do you understand?

The Beggar watches Geppetto walk down the road towards the town, dragging the lifeless, wooden puppet by the hand behind him, talking to himself.

EXT. TOWN - DAY

Geppetto and Pinocchio enter the town and slowly take in their surroundings.

Though small, the town is designed and built much better than Geppetto's old town.

PINOCCHIO Is this our home, Papa?

GEPPETTO

It is now, my son.

As the two walk down the main road of the town, from out of the alley comes two men, VOLPE and GATTO.

Volpe has long, red hair, finely combed, as well as a mustache and goatee. He's got a lean build, and has strong charisma about him. He carries a short walking stick.

GATTO is a slightly pudgy man with a bristly face. He moves with definite grace, however, and his eyes are a noticeable green. He has short, dark hair.

The two approach Geppetto and Pinocchio.

VOLPE

New in town?

GATTO Hope you're not lost.

VOLPE We've never seen you before.

GATTO And we know everyone.

Geppetto and Pinocchio look at the two uneasily.

VOLPE What brings you here? Business or pleasure?

GATTO Or perhaps you're just passing through? GEPPETTO Our business is our own, thank you.

Volpe looks down at Pinocchio.

VOLPE Ah, a fellow puppeteer!

GATTO Mangiafuoco has some competition now.

VOLPE He won't like that.

GATTO

Not. One. Bit.

The two smile at Geppetto, but it is not a kind, light-hearted smile. There is something definitely sinister about these two.

Geppetto pulls Pinocchio closer to him.

Gatto looks down at the puppet in amusement.

GATTO You sure are keeping him awful close.

VOLPE What's the matter, old timer? Afraid we're going to steal him away from you?

Geppetto picks up the pace, walking faster.

Volpe and Gatto effortlessly keep up with him.

GATTO We're not thieves.

VOLPE We're businessmen.

GATTO If there's anything you need...

VOLPE

A bed...

GATTO

A meal...

Volpe opens up his coat to reveal several nice watches.

VOLPE Something finer...

GATTO You just let us know.

VOLPE We're the gentlemen to see.

GATTO My name is Gatto.

VOLPE And I'm Volpe.

GEPPETTO Thank you gentlemen very much. I shall keep that in mind. Now, if you please.

GATTO

Of course!

VOLPE Don't let us keep you!

The two stop following Geppetto and allow him and the puppet to continue on their way.

GATTO Have a good day, now!

VOLPE Be seeing you soon!

Volpe and Gatto look at each other, and then start laughing.

EXT. VILLAGE TOWN SQUARE

Geppetto and Pinocchio enter the town square, which is bustling with activity.

Pinocchio looks up at Geppetto.

PINOCCHIO Papa? Who were those men? Why did they call you a puppeteer? Those were con men, Pinocchio. And they were just confused, is all. Probably drunk off of gin.

PINOCCHIO

Gin?

Geppetto looks down at Pinocchio and smiles.

GEPPETTO Never mind, my boy. Never mind. Come, let's get some food and see if we can't find a place to stay.

EXT. MANGIAFUOCO'S CARAVAN - DAY

A boy, ROMEO, hurries towards the caravan, carrying a basket of goods.

He quickly jumps up the steps, opens the door, and steps inside.

INT. MANGIAFUOCO'S CARAVAN - DAY

Romeo enters the caravan, which is dimly lit by candles.

The caravan is cramped with various posters, tools, dolls, puppets, and a small puppet stage.

His master, MANGIAFUOCO, a gypsy puppeteer, sits over a small workbench, painting a puppet.

MANGIAFUOCO That took a long time, boy.

ROMEO Apologies, sir. There was a line.

MANGIAFUOCO I'm not interested in your excuses.

Romeo sets the basket next to Mangiafuoco, who proceeds to smack the boy upside the head.

ROMEO

Ow! What?

MANGIAFUOCO

I'm getting tired of your charades, boy. Your very presence irritates me now. Your time is limited.

ROMEO

Not the Orphanage, sir. Please. Anything but that! I'll be better! Honest!

Mangiafuoco fixes his cold, mean eyes on the boy.

MANGIAFUOCO Do you know what happens to little boys that lie?

Romeo backs away slowly, shaking his head.

ROMEO

N-no, sir.

MANGIAFUOCO

Come here!

Romeo jumps, terrified, and moves back to Mangiafuoco.

MANGIAFUOCO

Do not walk away from me when I'm speaking to you, boy. Their noses grow. Did you know that?

Romeo shakes his head.

MANGIAFUOCO So, when you say that you'll be better, do you know what happens?

Romeo shakes his head.

Mangiafuoco motions for Romeo to lean in closer, which the boy hesitantly does.

Mangiafuoco suddenly grabs Romeo by the nose and yanks.

ROMEO

Ow!

MANGIAFUOCO Your nose grows big enough for me to rip off, brat! Mangiafuoco shoves Romeo backwards, knocking him onto his rump.

Tears stream down Romeo's face and he sniffles.

There is a knock on the door.

MANGIAFUOCO

Enter.

The door opens and Volpe and Gatto enter the caravan, taking off their hats.

VOLPE

Good day, sir.

GATTO

Greetings.

Mangiafuoco looks at the two, smiling snidely.

MANGIAFUOCO Well now, my two best thieves. You've brought me goodies, I hope?

VOLPE Regretfully not, sir.

GATTO

Apologies.

The smile from Mangiafuoco's face quickly fades, replaced with irritation.

MANGIAFUOCO Then why do you waste my time by coming here?

VOLPE We thought we'd give you some information.

GATTO

A warning.

VOLPE There's a new player in town. You share...similar...interests.

MANGIAFUOCO

Is that so?

Volpe and Gatto nod their heads simultaneously.

Mangiafuoco looks over to Romeo.

MANGIAFUOCO Fetch my coat, boy. We're going out for a bit.

EXT. TOWN SQUARE - DAY

In the town square, on a bench by the fountain, Geppetto and Pinocchio sit.

Pinocchio watches as two children run to their mother, laughing and shouting.

PINOCCHIO Papa, where is my mother?

This hits a rough spot for Geppetto and he swallows hard.

Pinocchio looks at Geppetto.

PINOCCHIO Do I not have a mother?

GEPPETTO Of course you have a mother. Every child has a mother, Pinnochio.

PINOCCHIO

Where is she?

Geppetto sits there a moment, thinking.

GEPPETTO Your mother is in Heaven. She died while giving birth to you.

Pinocchio looks down at the ground, apparently saddened.

PINOCCHIO Oh. Don't you miss her?

GEPPETTO Every day. More than you could possibly imagine. But then I remember she's not really gone.

Pinocchio looks at Geppetto.

PINOCCHIO What do you mean, Papa?

GEPPETTO She's an angel, watching us from above. Every time you see a shooting star...that's her way of telling you she loves you.

Near them, a MUSICIAN begins playing an accordion.

Pinocchio turns his attention to the sound, enthralled.

PINOCCHIO What's THAT?!

Geppetto looks over to the Musician.

GEPPETTO That's an accordion. It makes music.

Pinocchio's feet start tapping to the beat of the music.

He looks at his feet.

PINOCCHIO

What am I doing?

GEPPETTO You're dancing. Go on, get up! Dance!

Pinocchio gets up off the bench and begins dancing around to the music.

Across the square, Mangiafuoco and Romeo watch as Geppetto moves the lifeless puppet around, getting it to look like it's dancing to the sound of the music.

> MANGIAFUOCO Look at the fool. He doesn't even know how to gather a crowd. He'll make no money this way.

ROMEO That's some puppet, though.

Mangiafuoco instinctively smacks Romeo across the back of the head.

MANGIAFUOCO I didn't ask you your thoughts. While Romeo rubs the back of his head, Mangiafuoco watches Geppetto some more with the puppet.

MANGIAFUOCO On the other hand, you're correct. That is quite the puppet he's got. I want it.

Mangiafuoco takes a coin purse out of his coat pocket and hands it to Romeo.

MANGIAFUOCO Offer him this in exchange for the puppet.

ROMEO

Sir?

MANGIAFUOCO Don't make me ask you twice, boy.

Romeo steps away from Mangiafuoco and makes his way across the square to Geppetto.

Geppetto is lost in his own world with Pinocchio, and at first, doesn't even see him standing there.

Romeo clears his throat.

ROMEO

Pardon me, sir.

Geppetto snaps his attention to Romeo, startled.

GEPPETTO Gracious, boy. You nearly stopped my old ticker.

ROMEO Apologies, sir. I didn't mean to frighten you.

GEPPETTO Not at all, dear boy. What can I do for you?

Romeo looks at Pinocchio.

ROMEO That's some creation you've got there, sir. My master fancies it.

Romeo holds up the stuffed coin purse.

ROMEO

He's offering you this purse full of coins in exchange for it.

Geppetto grabs Pinocchio and pulls him close, standing up from the bench.

GEPPETTO

In all my life I have NEVER heard such an atrocity! You want me to give away Pinocchio, my boy, for some coins? Have you gone mad? My son will not be a slave as long as I am still breathing! Tell your master he is despicable, and I bid you good day, young sir.

With that, Geppetto motions for Romeo to be on his way and confused, Romeo does just that.

Geppetto watches as Romeo makes his way back to Mangiafuoco, who proceeds to scold him and then strike him down.

Appalled, Geppetto gets up and huffs away with Pinocchio in tow.

INT. TAVERN - DAY

Geppetto and Pinocchio enter a tavern and take a seat at a small table.

The TAVERN OWNER makes his way over to them.

TAVERN OWNER Afternoon. May I offer you something to drink?

GEPPETTO Tall mug of gin for me. Water for the boy.

The Tavern Owner looks at the wooden puppet and then back at Geppetto, curiously.

TAVERN OWNER Right. Won't be a minute.

Geppetto sighs heavily.

PINOCCHIO

What's gin?

GEPPETTO It's a drink that you shall not taste.

PINOCCHIO

Why?

GEPPETTO It's only for grown ups.

The Tavern Owner returns and sets the two mugs down.

TAVERN OWNER I've got soup boiling, if you're hungry.

GEPPETTO

Yes, please.

The Tavern Owner hesitates a moment.

TAVERN OWNER

Two?

Geppetto nods.

GEPPETTO

Naturally.

The Tavern Owner shakes his head and walks away.

PINOCCHIO He's weird. What's his problem?

GEPPETTO The people in this town must not see many outsiders. Least of all with children.

PINOCCHIO

Oh. Papa?

Geppetto takes a big gulp of gin.

GEPPETTO

Hm?

PINOCCHIO Why did that boy want to buy me for his master?

Geppetto sets his mug down.

GEPPETTO

Well, sometimes when parents don't have enough money, they give their children to other people for money, so that the children may be that person's servant.

PINOCCHIO

Servant?

GEPPETTO

Like a slave. You have to do anything and everything that person tells you to do until you reach a certain age. I think it's a disgusting practice.

PINOCCHIO You'd never sell me, right?

Geppetto starts laughing.

GEPPETTO

You should never ask me such a silly question. Never, my son. Not in a million years.

The Tavern Owner returns with the two bowls of soup.

TAVERN OWNER That'll be two Lire's, please.

Geppetto reaches into his pockets and pulls out the coins, handing them to the Tavern Owner, who walks away.

GEPPETTO Eat up. You need your strength.

The tavern door opens and Volpe and Gatto step inside, making their way over to the bar.

They nod curtly to Geppetto.

VOLPE Hello again, sir.

GATTO

Good day.

Geppetto nods in return, but says nothing.

GEPPETTO (Whispering to Pinocchio) Eat fast.

Volpe and Gatto sit down at the bar and order drinks. Volpe takes out a cigar and begins chewing on it. The two don't take their eyes off of Geppetto. Geppetto sits there uneasily, eating as fast as he can.

GEPPETTO

Let's go.

Geppetto gets up and grabs Pinocchio by the hand, heading for the door.

Volpe and Gatto get up and follow him out.

EXT. TOWN - DAY

Geppetto and Pinocchio step out of the tavern and begin walking away.

Volpe and Gatto quickly dart out of the tavern and Gatto grabs Geppetto by the arms, dragging him into the alley.

Volpe follows.

EXT. TOWN, ALLEY

GEPPETTO Let go of me! What is the meaning of this?!

VOLPE Apologies, old timer.

GATTO Nothing personal.

Geppetto struggles to break free of Gatto's grasp, but it's no use. He's much stronger.

Volpe grabs Pinocchio and begins to pry him from Geppetto's hands.

GEPPETTO No! Let go of him! You can't have my son! Frustrated, Volpe cracks Geppetto over the head with his walking stick, causing him to let go of the puppet.

Volpe looks at the puppet.

VOLPE What an ugly creation.

Geppetto thrashes about violently, trying his hardest to break free to inflict physical pain on Volpe.

As hard as he can, Volpe whacks Geppetto in the gut with his walking stick, winding him.

Gatto releases Geppetto and he falls to the ground, wheezing.

Volpe then brings the walking stick down hard over Geppetto's back, and he starts to fade out of consciousness.

As Volpe and Gatto walk away with the puppet, Geppetto struggles to get up.

PINOCCHIO (O.S.) Papa! Don't let them take me! Papa!

Geppetto blacks out.

In the distance, thunder rumbles and it starts to rain.

INT. MANGIAFUOCO'S CARAVAN - DAY

Inside the caravan, Romeo is locked inside an animal cage, weeping.

Mangiafuoco stands over the cage menacingly.

MANGIAFUOCO I told you that you were on your last legs, boy. Your failure today was the last straw.

ROMEO Please! It wasn't my fault! I tried, sir! Honest!

MANGIAFUOCO

After tonight's show, it's straight to the orphanage for you.

ROMEO No! Please! Not the orphanage! Anything but that! I'll be good! I promise! Don't send me there!

Mangiafuoco stands there a minute, thinking.

An evil smile creeps upon his face.

MANGIAFUOCO You're right. Maybe the orphanage is a little too extreme. Now that I think about it, you haven't been too horrible a servant. Perhaps I'll send you with the Coachman to the Land of Play.

Mangiafuoco chuckles.

There is a knock on the door.

MANGIAFUOCO

Enter.

Volpe and Gatto step inside, Pinocchio in hand.

VOLPE Special delivery.

GATTO

As requested, sir.

Mangiafuoco looks at the puppet with glee and graciously takes it.

MANGIAFUOCO Well done. Very well done, indeed.

Mangiafuoco takes out a coin purse and tosses it at Gatto, who catches it and places it in his coat pocket.

MANGIAFUOCO That should suffice. 'twas to be the old man's payment in exchange for the doll.

GATTO Shame he didn't take it. VOLPE A most gracious reward, sir.

Mangiafuoco examines the puppet some more and then sets it down on his workbench.

MANGIAFUOCO

The fool would've never made it in this town, anyway. I watched him in the square. He doesn't know the first thing about drawing in a crowd. Perhaps if he sticks around for the night, he'll learn a thing or two from the best.

VOLPE

If only he could be so fortunate.

Mangiafuoco looks at the two thieves with what may be concern.

MANGIAFUOCO You did not take his life, correct?

VOLPE

Absolutely not.

GATTO We left him winded down an alley.

Mangiafuoco nods his head.

MANGIAFUOCO

Very good. Well, I have preparations to make. Supplies to fetch. If you'll excuse me, gentlemen, I best be getting on with it.

VOLPE

Good day, sir.

Volpe and Gatto step out of the caravan.

Mangiafuoco puts on his coat and then turns and looks down at Romeo.

MANGIAFUOCO You stay right where you are. Don't even think about moving. Romeo buries his face into his knees, crying.

Thunder grumbles, scaring Romeo.

PINOCCHIO (O.S.) Why do you cry?

Romeo raises his head to see Pinocchio sitting on the bench, looking down at him.

ROMEO He's mean to me. All he ever does is yell at me and beat me.

PINOCCHIO He is not your papa?

ROMEO

No.

PINOCCHIO Where is he?

ROMEO Drunk in a gutter, somewhere.

PINOCCHIO And your...mama?

ROMEO

Dead.

Pinocchio looks down at the floor.

PINOCCHIO My mama is dead, too. Papa said she died giving birth to me.

ROMEO I just want to run away.

PINOCCHIO

Run away?

ROMEO Leave and never come back.

PINOCCHIO Wouldn't he miss you? ROMEO No. Nobody would.

Romeo wipes the tears from his eyes and sniffles.

PINOCCHIO I bet my papa would take care of you.

ROMEO Your papa isn't here. He's gone now. You belong to my master.

PINOCCHIO

A slave?

Romeo nods his head.

Suddenly, his face lights up.

ROMEO You could come with me, though!

PINOCCHIO

Where?

ROMEO

The Land of Play! Every time we do a show, Mangiafuoco picks kids from the audience to go with the Coachman to the Land of Play!

PINOCCHIO

What's that?

ROMEO

It's a place for children where there's no school, no adults, and no rules! All we do is play!

Pinocchio thinks for a moment.

PINOCCHIO But what about Papa? He'd be worried about me.

ROMEO Forget about him. He's probably already forgotten about you, just like my papa.

Pinocchio shakes his head.

PINOCCHIO

No. There's no way. Papa loves me. He told me he would never let me go or let anything bad happen to me.

ROMEO

Then why did he let you come here? Why did he give you to my master?

Pinocchio ponders this and doesn't have an answer.

ROMEO You can come with me and we can be best friends. Forever.

Pinocchio hesitates.

PINOCCHIO

Okay.

ROMEO I'm Romeo. What's your name?

PINOCCHIO

Candlewick.

Romeo sits there, dazed out in his own fantasy world, staring at the lifeless, inanimate puppet.

Thunder grumbles some more.

EXT. COUNTRYSIDE ROAD - DAY

Insp. Ufizi, Pazzi, Lupo, and Antonio step out of the farmhouse, thanking their hosts for their hospitality and continue on down the road, heading for the town.

CONST. PAZZI I hate to say it, inspector, but I feel like we're going on a wild goose chase.

CONST. LUPO I agree with Pazzi on this one, sir. There's no indication that he came this way. The farmer certainly didn't see him.

INSP. UFIZI His tracks led this way, so this is the way we go. If we reach the town and nobody has seen hide nor (MORE) INSP. UFIZI (cont'd) hair of him, then we go back home.

CONST. PAZZI (to Const. Lupo) All this for one loon.

Antonio does not like this comment.

ANTONIO

That loon happens to be a good friend. A brilliant creator. I'll not give up on him. You don't have to help him, but I will. At this point, I'd almost prefer it if you went home. I can do this myself.

INSP. UFIZI

Pay these two no mind, Antonio. It is for that kind of thinking that they are still merely constables. We will help you find your friend. And we will help him. A mind is a terrible thing to see go to waste.

Const. Lupo smacks Const. Pazzi's shoulder.

CONST. LUPO

Nice going.

CONST. PAZZI

Shut up.

The group continue walking, the town drawing ever closer.

EXT. TOWN, ALLEY - NIGHT

The rain has stopped and Geppetto lays face down on the wet ground.

The light sound of a slowly beating heart begins, yet Geppetto still does not move.

The beating heart grows louder and faster and still nothing.

THERESA (O.S.) Geppetto! Wake up!

Geppetto stirs and lifts his head off the ground, dazed and confused.

He groans, and slowly sits up.

GEPPETTO

Pinnochio.

Theresa stands in front of him in her pretty blue dress, and extends her hand.

Geppetto graps it and she helps him stand. He looks at her in amazement.

GEPPETTO

Theresa...

THERESA You get our boy back. Whatever it takes, you get him back.

And then she's gone.

Geppetto rubs his head and slowly begins walking, stumbling.

He gathers himself and trudges out of the alley, still groggy.

EXT. TOWN SQUARE - NIGHT

Mangiafuoco's caravan has parked itself in the center of the town square, torches burning on either side of it to illuminate it.

A small tent has been set up behind the caravan.

In front of the caravan, a small puppet stage has been set up.

A small crowd has gathered in front of the stage, comprised mostly of CHILDREN.

Romeo jumps out of the caravan, dressed in his best.

ROMEO

Ladies and gentlemen, boys and girls, may I have your attention please! Tonight is a very special night, indeed! Your town has been given the privilege..No, the PLEASURE of bearing host to the Magnificent Mangiafuoco, Gypsy Puppeteer Extraordinare!

The crowd cheers, which causes more PEOPLE to come out to watch the show.

ROMEO

The Magnificent Mangiafuoco has been traveling the world for years, living off the land, and provisions towns like yours have so graciously provided, for one reason and one reason only: To share his gift of entertainment with the world!

More cheers from the crowd.

ROMEO Now, without further delay, a man that needs no introduction, please welcome the Magnificent Mangiafuoco!

The crowd bursts into cheers and applause.

EXT. TOWN - NIGHT

Geppetto frantically makes his way through the streets, trying desperately to find Pinocchio.

GEPPETTO Pinocchio! Pinocchio, my boy! Where are you! Pinocchio! My son!

The TOWNSPEOPLE watch as this crazy-looking old man flails about the town, questioning people, grabbing them and shaking them.

Geppetto has lost it. Completely, 100% lost it.

Shadows dance all around him, forming unsettling shapes and images.

The Townspeoples faces twist and contort as Geppetto looks at them.

GEPPETTO Pinocchio! Answer me! Where are you?!

Desperate, at a loss, and on the edge of all reasoning, Geppetto begins weeping and shouting in anguish.

GEPPETTO

No! Not again!

Geppetto takes off running through the street, frantically doing everything he can to locate Pinocchio.

EXT. TOWN SQUARE - NIGHT

Back in the town square, Mangiafuoco is continuing on with his extravagant puppet show.

He is indeed a master of his craft, captivating the entire audience, CHILD and ADULT alike.

The audience cheers the show on, talking to the puppets, clapping, laughing.

In the back of the crowd, Geppetto arrives, unsure as to what is going on.

GEPPETTO

What's going on here?

An AUDIENCE MEMBER shushes him and the mad Geppetto pushes his way towards the front of the crowd until he sees what everyone is watching.

The puppet show is in its third act and Pinocchio is on the stage, being controlled by string.

Geppetto stares at this, horrified, unsure if he is able to comprehend what he's seeing.

GEPPETTO

No.

Geppetto slowly begins to back up, completely devastated at the sight of his son being controlled like a...puppet.

INT. TAVERN - NIGHT

Insp. Ufizi, Pazzi, Lupo, and Antonio enter the tavern and take a seat at a table.

CONST. LUPO I've done more walking and searching these last two days than I have in the entire month before it.

INSP. UFIZI It's good for you. Get used to it, if you ever plan on filling these shoes. Antonio sighs.

ANTONIO Unfortunately, I must agree with constable Lupo. I'm positively fatigued.

Insp. Ufizi nods his head.

INSP. UFIZI We'll get some food, ask around, and if nothing turns up, we'll get a bed and then return home in the morning.

CONST. PAZZI Sounds good to me, inspector.

The Tavern Owner makes his way over to the group.

TAVERN OWNER

Drinks?

INSP. UFIZI Water, all around.

The Tavern Owner nods his head and walks away.

CONST. PAZZI He can't be as bad off as you claim, Antonio. He's left no trail of violence or carnage to follow.

ANTONIO You didn't see the look in his eyes. Nor did you hear the madness in his voice.

INSP. UFIZI Violent or not, he still violated the law and broke into the factory. He will be caught and he will be arrested. Whether or not we take him to the asylum is yet to be determined.

The Tavern Owner returns, setting the drinks down. He notices to rifles on the three officers shoulders.

> TAVERN OWNER We don't get a lot of your kind through here.

CONST. PAZZI We're looking for someone.

TAVERN OWNER I'll bet. What's he done?

Const. Pazzi goes to answer, but Insp. Ufizi cuts him off.

INSP. UFIZI It's an official matter. I hope you understand.

TAVERN OWNER Of course. If I can help, just let me know.

The Tavern Owner starts to walk away.

CONST. PAZZI (sarcastically) Yeah if you see a crazy old man talking to a puppet, be sure to fetch us, eh?

Insp. Ufizi kicks Const. Pazzi's leg under the table and Antonio looks at him as if he wants to strangle him.

The Tavern Owner turns around.

TAVERN OWNER Funny you should mention that. I had an older gentleman in here earlier today that had a wooden puppet with him. Ugly little bastard, I should add. Anyways, he kept whispering to it. Son of a bitch even ordered food and drink for the damn thing.

The group all look at each other, amazed at this discovery, and their own luck.

EXT. TOWN SQUARE - NIGHT

Back at the town square, the puppet show has wrapped up and the crowd is standing there, clapping and cheering.

Mangiafuoco steps out from behind the puppet stage and faces his audience.

He bows.

MANGIAFUOCO Grazie, grazie! You're much too kind!

He stands there, beaming, absorbing the praise.

He bows yet again.

He then raises his hands to silence to cheering crowd.

MANGIAFUOCO Since you've been so wonderful this fine evening, I have something special for the children to extend my deepest gratitude. If the children would follow me into that tent back there, I'll introduce you to each one of the puppets. How does that sound?

The CHILDREN all shout and holler in excitement.

Mangiafuoco beckons them.

MANGIAFUOCO

Please, follow me.

The children make their way over to Mangiafuoco and follow him to the tent.

In the back is the dissipating crowd, Geppetto stands there, fists balled, filled with rage and anguish.

INT. TENT - NIGHT

Mangiafuoco ushers the children into the tent, which is filled with colorful pictures, flowers, dolls, toys, and puppets of all kinds.

Romeo is there, waiting for them.

The sound of the clamber of hooves drawing closer from outside is heard and Mangiafuoco turns his attention to it, suddenly nervous.

> MANGIAFUOCO Excuse me, children. I'll return momentarily and we'll get to meeting the puppets.

Mangiafuoco leaves the tent, leaving the children to play.

EXT. TOWN SQUARE - NIGHT

Mangiafuoco makes his way to the other side of the tent, where a horse drawn carriage is waiting.

The Coachman jumps down from the driver's seat, his face obscured by shadow created by the propped collar of his coat and top hat.

MANGIAFUOCO

You're early.

THE COACHMAN I arrived precisely when I meant to. Get them ready. Now.

MANGIAFUOCO

Things are getting harder for me. I grow weary of the same routine. The bratty little children. I despise them.

THE COACHMAN Then you should be grateful that I have arrived early this evening.

MANGIAFUOCO The villages are growing more suspicious of me. Word is spreading faster than you anticipated.

THE COACHMAN

And that is why you must keep pressing on. You linger for too long. Stop. If you no longer wish to uphold your end of the deal...

Mangiafuoco becomes even more visibly nervous.

MANGIAFUOCO No. Of course not. Not at all.

THE COACHMAN Very good. Then it's business as usual. Correct?

MANGIAFUOCO

Correct.

THE COACHMAN

Good. I grow tired of having the same conversation with you, Mangiafuoco. You sorely test my (MORE) patience.

MANGIAFUOCO Apologies. It won't happen again.

THE COACHMAN See to it that it doesn't.

The Coachman takes a coin purse out of his pocket and hands it to Mangiafuoco, who slowly takes it.

THE COACHMAN Now, get them ready.

Mangiafuoco nods and heads for the tent.

The Coachman jumps back up onto his carriage.

INT. TENT - NIGHT

Mangiafuoco makes his way back inside the tent and he forces a smile onto his face.

MANGIAFUOCO My dear children, there's been a change of plans! I have an even better surprise for you!

LITTLE BOY

What it is?

MANGIAFUOCO

A treat beyond your wildest dreams. Waiting outside for you is a carriage to the Land of Play. And guess what? Your parents said you could go!

LITTLE GIRL What's the Land of Play?

MANGIAFUOCO

It's a place where all your dreams come true. Everything you've ever wanted at your fingertips! No rules! No adults! No school! All fun! Are you ready?

The children all begin cheering.

MANGIAFUOCO

This way.

Mangiafuoco motions for the children to go outside and they all begin filing out of the tent.

As Romeo is about to exit, Mangiafuoco pushes him back, stopping him.

MANGIAFUOCO

Not you, boy.

ROMEO But you said I could -

MANGIAFUOCO

Stay put!

Mangiafuoco exits the tent, leaving Romeo there, upset.

ROMEO I'm not listening this time.

EXT. TOWN - NIGHT

Insp. Ufizi, Pazzi, Lupo, and Antonio make their way through the streets, searching for Geppetto.

INSP. UFIZI Spread out. He can't have gone far.

CONST. LUPO He's long gone by now.

INSP. UFIZI No. He's still here. I know it.

The group breaks apart, continuing their search through the town.

EXT. TOWN SQUARE - NIGHT

Mangiafuoco ushers the children into the carriage and walks up to the front of the carriage, looking at the Coachman.

> MANGIAFUOCO I'll close up shop and will be gone by morning.

THE COACHMAN Good. The next town is fifteen miles away. I expect another shipment in a week.

While they're talking, in the background, Romeo sneaks himself into the carriage, Pinocchio in his hands.

Mangiafuoco nods his head, returns to the carriage door, closes it, and locks it.

The Coachman cracks his whip and the carriage is off.

Mangiafuoco heads back to the tent.

INT. TENT - NIGHT

Mangiafuoco enters the tent.

MANGIAFUOCO Come on, boy. Take it all down.

Mangiafuoco looks around and sees that Romeo is not there.

MANGIAFUOCO

Little bastard!

Mangiafuoco furiously leaves the tent.

INT. MANGIAFUOCO'S CARAVAN - NIGHT

Mangiafuoco bursts into the caravan, slamming the door behind him.

MANGIAFUOCO I told you to stay put, you little bastard!

Mangiafuoco looks around to find the caravan empty. No Romeo. More importantly, no Pinocchio.

Mangiafuoco laughs out of anger.

MANGIAFUOCO You don't know what you've done.

There is a knock on the door.

MANGIAFUOCO

Go away!

MANGIAFUOCO Are you deaf? I said go away!

The caravan door opens and Mangiafuoco turns around to see who has to audacity to enter his caravan without permission.

Geppetto stands there, rage in his eyes.

MANGIAFUOCO

You.

GEPPETTO I want my boy back! Where is he?!

Mangiafuoco appears confused.

MANGIAFUOCO Are you mad? I have no boy! My own ran off on me this very evening!

GEPPETTO You're lying. I'll ask just one last time. Where is my boy? Where is Pinocchio? You had your men steal him from me!

Realization hits Mangiafuoco.

He chuckles.

MANGIAFUOCO You mean the puppet? My boy ran off with him!

GEPPETTO He is no puppet! He's my son!

Mangiafuoco laughs even harder.

MANGIAFUOCO Puppet. Son. Whatever you want to call him, it's too late. He's gone.

Insanity takes over Geppetto and he launches himself at Mangiafuoco, tackling him to the ground.

GEPPETTO Where did they go?! You tell me where they went!
In a rage, Geppetto grabs some puppet strings and wraps them around Mangiafuoco's neck, strangling him.

GEPPETTO You tell me! You tell me right now!

Mangiafuoco struggles to get Geppetto off of him. Struggles to breathe.

GEPPETTO

Where is my son?!

EXT. TOWN SQUARE - NIGHT

Geppetto rushes out of the caravan, covered in blood, and races to the front, grabbing one of the horses.

He jumps onto it, spurs it and rushes off into the night, following the same direction the carriage went.

Insp. Ufizi rushes into the Town Square, blowing his whistle.

INSP. UFIZI Stop! Stop at once!

Geppetto pays no mind and just keeps riding.

Insp. Ufizi blows his whistle three more times and then enters the caravan.

INT. MANGIAFUOCO'S CARAVAN - NIGHT

Insp. Ufizi enters the caravan, looks around and then steps back, shocked.

Mangiafuoco is in the corner, propped up by wires, dangling like a lifeless puppet, his eyes carved out, his tongue pulled from his mouth.

EXT. TOWN SQUARE - NIGHT

Insp. Ufizi backs out of the caravan, horrified.

Const. Pazzi and Const. Lupo rush over to him, Antonio following a moment later.

CONST. PAZZI What is it?

CONST. LUPO Did you find him?

ANTONIO Has he been harmed?

Insp. Ufizi gathers himself.

INSP. UFIZI There is no saving this man. He is completely insane. From now on he is to be considered armed and extremely dangerous to himself and others. We must hurry before we lose him. To the stable!

Antonio looks to the caravan and Insp. Ufizi places his hand on his shoulder.

> INSP. UFIZI Trust me, my friend. You do not want to see it.

Antonio nods his head and the group rush off, ready to pursue Geppetto.

EXT. LAND OF PLAY - NIGHT

The Coachman's carriage rides through the Land of Play, which has the appearance of an old, desolate carnival, surrounded by forest, a lake not far in the distance.

There are several tents, a Ferris wheel, some swings, a fun house, a freak show, and a carousel.

In the center is a large Big Top, the Ringmaster's Quarters beside it.

Scattered throughout are old, decrepit clown statues.

All in all, it's unsettling and doesn't exactly brim with life.

The Coachman jumps off of the carriage and walks away from it.

Suddenly, lights flicker on, lightly illuminating the area and an old phonograph begins to emit carnival music, adding to the ambiance. The Ferris wheel begins slowly revolving, creaking with age. The Coachman returns to the carriage and unlocks the door. His voice has now become haunting and raspy.

> THE COACHMAN Here we are, children. Enjoy your stay.

The children rush out of the carriage and begin their night of unrestrained fun.

Romeo slowly climbs out of the carriage, Pinocchio in his arms.

The Coachman places his hand on Romeo's shoulder.

THE COACHMAN Come with me, little boy. I've got something special planned for you.

Romeo looks up at the Coachman's obscured face and smiles.

The Coachman leads him away.

EXT. COUNTRYSIDE ROAD - NIGHT

Geppetto thunders through the countryside, determination and madness in his eyes.

GEPPETTO Don't fret, Pinocchio! I'm coming! I'm coming, my son!

EXT. LAND OF PLAY - NIGHT

The children are all running around, laughing, screaming, playing, and having a good time.

Some go through the freak show.

Some play games inside the tents.

Others hop onto the Ferris wheel.

The Coachman leads Romeo inside the tent and lights a few lamps.

The room contains a pool table, some drinks, and cigars.

THE COACHMAN Play a while. I have something to prepare. I'll beckon you when it's time.

The Coachman licks his lips disappears into the back room, closing the curtain behind him.

Romeo looks around the room, beaming. He sets Pinocchio onto the pool table and picks up a cigar.

ROMEO I've always wanted to try one of these.

PINOCCHIO

What's that?

ROMEO

It's a stogie! Or something. My master used to smoke these whenever he was happy about something, which wasn't often.

Romeo pops it into his mouth and strikes a match.

The flame from the match frightens Pinocchio and he backs away, scared.

Romeo looks at Pinocchio, confused.

ROMEO

What?

PINOCCHIO I don't like that!

Romeo lights the cigar and quickly puts out the match, easing Pinocchio's mind.

Romeo puffs and then spits out the cigar, gagging.

ROMEO

Yuck!

PINOCCHIO

No good?

Romeo coughs, shaking his head.

He picks up a bottle, opens it, and takes a drink.

Pinocchio looks around.

Shadows dance on the walls and the sound of metal scraping against stone breaks the silence.

ROMEO What's wrong with you, Candlewick?

PINOCCHIO I don't like it here. Something bad's going to happen.

ROMEO Don't be such a worry wart!

The lamps flicker a bit and The Coachman begins whistling in the other room.

Pinocchio becomes even more uneasy.

PINOCCHIO I don't think Papa would like me being here. He wouldn't think it's safe.

Romeo shakes his head.

ROMEO Forget about your papa. He's not here. Come on, let's play.

Romeo motions to the pool table that Pinocchio is seated on and Pinocchio jumps down.

Romeo picks up a pool cue.

EXT. LAND OF PLAY - NIGHT

Geppetto arrives at the Land of Play and his mind does him no favors here.

He jumps off of his horse, looking around, terrified.

All around him, shadows move and create unnatural shapes.

The carnival music turns into a demonic serenade.

The lights spin and whiz around.

Paranoia. Claustrophobia. Dementia. Lunacy. These are the feelings the Land of Play create for Geppetto.

His mind has fully snapped, and the hallucinations follow.

GEPPETTO

Pinocchio!

Children's screams erupt through the air, coming from the freak show.

Geppetto runs to the freak show tent, darting inside.

INT. LAND OF PLAY, FREAK SHOW - NIGHT

As Geppetto enters the dim freak show tent, children run out the other side.

GEPPETTO

Pinocchio?

Geppetto slowly makes his way through the freak show, looking at the various disturbing fake exhibits, his mind making them all the more real.

The FISHBOY(half man, half fish, like a disturbing mermaid) begins thrashing about in his tank.

Geppetto averts his eyes to the other side, where the DEFORMED SIAMESE TWINS charge into their cage, causing Geppetto to jump nearly out of his skin.

GEPPETTO

No! Stop!

Shrieks and screams and haunting laughs fill the air, as well as the sound of a fast-beating heart.

Geppetto closes his eyes and runs towards the exit.

GEPPETTO

Pinocchio!

Just a he's about to reach the exit, a DEFORMED HAND reaches out and grabs him.

Geppetto turns and looks in horror at the deformed ELEPHANT MAN in front of him.

ELEPHANT MAN

Leaving so soon? You've only just got here! Stay with us! Where you belong!

The Elephant Man begins laughing and Geppetto screams, wrenching himself free, running out of the freak show tent.

EXT. LAND OF PLAY - NIGHT

Geppetto runs out of the tent, weeping, and vomits.

He stands there a moment, breathing heavily, trying to compose himself.

GEPPETTO Pinnochio! Where are you?!

INT. LAND OF PLAY, RINGMASTER'S QUARTERS - NIGHT

Pinocchio looks up, listening.

PINOCCHIO Did you hear that?

Romeo sinks the 8 ball in a corner pocket.

ROMEO

Hear what?

PINOCCHIO Papa. I heard him.

Behind them, the curtain is pulled open and the Coachman steps out, his face still obscured by darkness.

THE COACHMAN I'm ready to give you your surprise now, little boy.

Romeo tosses his pool cue down.

ROMEO Oh boy. Can I bring Candlewick?

Romeo grabs the lifeless puppet.

THE COACHMAN Of course. Whatever you desire, little boy. Come. The Coachman rubs his hands together and motions for Romeo to join him in the back room.

EXT. LAND OF PLAY - NIGHT

Geppetto stumbles through the Land of Play, completely disjointed.

The clown statues all point and laugh at him, their faces distorted and horrifying.

Children dart around the area.

Geppetto is so upset and disoriented, he doesn't even know how to move or where to go.

He just spins in a circle, looking in all directions as shadows and lights dance all around him, heartbeats echo, and eerie laughs fill his ears.

Geppetto closes his eyes.

LITTLE GIRL (O.S.) Hey mister, are you okay?

Geppetto looks opens his eyes and looks down at a LITTLE GIRL staring up at him.

The world has stopped spinning and for a moment, everything is normal.

LITTLE GIRL You're not supposed to be here, you know. No grown-ups allowed!

Geppetto just stares at the Little Girl and he starts laughing, frightening the Little Girl.

She runs away.

GEPPETTO Wait! I'm looking for my son!

The Little Girl ignores him and disappears into the darkness.

Geppetto turns around and begins walking around aimlessly, with no idea where to even look.

INT. LAND OF PLAY, RINGMASTER'S QUARTERS - NIGHT

Romeo looks around the back room, which contains what looks like an operating table, a bed, some hooks on the wall, and a tray. The tray is covered with a sheet.

A lot of the room is covered in what appears to be rust.

Romeo hugs Pinocchio tightly.

ROMEO It smells weird in here.

Romeo turns to the Coachman.

ROMEO Okay, so where's the surprise?

The Coachman chuckles and draws the curtain closed.

THE COACHMAN Just wait. You'll see.

Romeo looks around the room, confused.

The lamp light flickers and the sheet falls off the tray.

On the tray are all sorts of blades, saws, and surgical materials, all stained with blood.

Romeo looks at the tray.

ROMEO What are those for?

It's now quite clear that those stains all over the room are not rust.

The Coachman places his hands on one of the insturments, smiling widely.

THE COACHMAN Oh, you'll see, boy. You'll see indeed.

EXT. COUNTRYSIDE ROAD - NIGHT

Insp. Ufizi, Pazzi, Lupo, and Antonio thunder through the countryside on their horses, desperate to find Geppetto before others get hurt.

INSP. UFIZI Keep your eyes open! Look for any signs of him! He can't be that far ahead! They thunder on, the Land of Play becoming visible in the distance. Antonio looks at it. ANTONIO Over there! What's that? Insp. Ufizi looks at it. CONST. PAZZI I didn't know the carnival was in town this year, sir! INSP. UFIZI It's not. CONST. LUPO Sure looks like it's in business to me! INSP. UFIZI Come on! The group take off towards the carnival. EXT. LAND OF PLAY - NIGHT Geppetto stumbles through the Land of Play, mumbling to himself. A scream erupts through the night air. The scream of a little boy. GEPPETTO Pinocchio?! Geppetto rushes over to the sound of the scream, entering the Ringmaster's Quarters.

INT. LAND OF PLAY, RINGMASTER'S QUARTERS - NIGHT

Geppetto rushes inside the tent, looking around frantically.

GEPPETTO Pinnochio, my son! There is sudden, jerky motion from behind the closed curtain and Geppetto approaches it, tearing the curtain away.

The Coachman turns around, one hand on his belt, the other hand holding a saw.

For the first time, his face is visible, and he looks almost like Nosferatu.

Romeo lays on the ground, his shirt off, clutching Pinocchio tightly and cowering in fear.

THE COACHMAN Who are you?!

Geppetto just stands there, horrified.

GEPPETTO You...you sick, sick twisted...

THE COACHMAN Now hold on, I can explain this.

GEPPETTO How could you? My son? You monster!

The Coachman stands there, unsure of what to do.

Geppetto looks him in the eyes and the Coachman backs up, terrified by what he sees in Geppetto's eyes.

The Coachman trips over his pants and falls onto his back.

Geppetto jumps onto him.

The Coachman tries desperately to fight him off, to bring the saw up to kill him.

GEPPETTO He's a child! How could you take a child's innocence like that?! You protect them! How could you do that to my boy?!

THE COACHMAN

Wait. Wait!

Geppetto pries the saw out of the Coachman's hands and brings it to his throat, slowly sawing into it.

The Coachman gags and gargles, trying his hardest to stop Geppetto. But it's no use.

GEPPETTO I'll show you pain, you monster! Just you wait!

Pinocchio looks up at Geppetto.

PINOCCHIO

Papa...

Geppetto looks at his son, crying.

GEPPETTO Pinocchio, my son. Close your eyes, baby. I don't want you to see this.

The Coachman reaches up to grab Geppetto's throat, but Geppetto slaps it away and grabs another blade from off of the tray.

Romeo watches in horror. He begins sobbing as Geppetto sets to work on the Coachman and Geppetto soon joins in on the lamenting. Both beings becoming completely ruined.

EXT. LAND OF PLAY - NIGHT

Geppetto slowly trudges out of the Ringmaster's Quarters, carrying Pinocchio in his arms.

Both are completely soaked with blood.

GEPPETTO It's all right, my boy. You're safe now. I've got you. Nobody will ever hurt you again. I promise.

CONST. LUPO (O.S.) There he is!

Geppetto looks up and sees that Insp. Ufizi, Lupo, Pazzi, and Antonio have arrived at the scene.

INSP. UFIZI Hold it right there!

Geppetto takes off running towards the forest.

ANTONIO Geppetto, my friend! Stop! For God's sake! Geppetto does not heed his friend.

Const. Pazzi draws his rifle and aims.

He fires, catching Geppetto in the leg.

Geppetto stumbles, but keeps right on running.

INSP. UFIZI Hold your fire!

The group takes off running after Geppetto.

EXT. FOREST - NIGHT

And we're back to where we started.

Geppetto bursts from out of the brush, panting, limping, clutching Pinocchio in his arms.

His pursuers' shouts echo through the night.

Geppetto huddles behind a large tree, trying to stay out of sight.

Const. Pazzi and Const. Lupo step out from the brush, looking around for him.

Geppetto looks down at Pinocchio.

GEPPETTO Don't fret, son. It will all be over soon. Just stay quiet. We'll get through this. Together.

Geppetto looks up at the sky, closes his eyes, and inhales deeply.

He then looks from behind the tree.

Const. Pazzi and Const. Lupo turn their backs on him and he takes off running.

He steps on a branch, which snaps and the two turn around with a start.

CONST. PAZZI

There!

The two take off after him, Insp. Ufizi and Antonio following.

EXT. LAKE, SHORELINE - NIGHT

Geppetto rushes towards the lake, a row boat docked on the shoreline.

Geppetto sets Pinocchio into the boat and shoves the boat into the lake, hopping in.

He begins rowing hard, quickly creating distance between himself and the shore.

GEPPETTO It's all right, my son! We're home free!

EXT. LAKE

Pinocchio looks around at the black, choppy water which splashes into the boat.

All around them, they are surrounded by darkness.

PINOCCHIO Papa, I don't like this.

GEPPETTO It's only water, Pinocchio. There's nothing at all to worry about.

Something hits the boat and it rocks.

Geppetto looks around, suddenly afraid.

GEPPETTO Must've hit a rock.

SOMETHING briefly surfaces, blowing water into the air before disappearing in the black depths below.

PINOCCHIO

What was that?!

Geppetto smiles at Pinocchio, trying to assure himself.

GEPPETTO It was nothing. A fish.

WHOOSH!

A GIANT WHALE TALE rises out of the water, right in front of their boat.

Geppetto freezes, terrified.

PINOCCHIO

Papa!

Geppetto clutches Pinocchio and the tale slams down.

EXT. LAKE, SHORELINE

Back on the shoreline, Insp. Ufizi has flipped over the rowboat, and is dragging the motionless Geppetto out of the water and back onto the grass.

Geppetto clutches Pinocchio tight in his hands.

They never went anywhere.

Antonio stands over his friend.

ANTONIO Gepetto? Can you hear me? Gepetto?

Insp. Ufizi pulls Geppetto onto his feet.

He tries to pull the puppet out of Geppetto's hands, but Geppetto's grip is too strong.

INSP. UFIZI We have to take him to the asylum.

Antonio looks into Geppetto's hollow, empty eyes.

There's nothing there.

ANTONIO I'm so sorry, my friend. I tried.

The group begins walking.

EXT. LAKE - NIGHT

In Geppetto's mind, he is still in the lake, his rowboat having been destroyed by the monstrous whale tale.

He and Pinocchio clutch to a shattered piece of the boat, staying afloat.

PINOCCHIO

Is it gone?

GEPPETTO I don't know. I think so.

PINOCCHIO I'm scared, Papa!

GEPPETTO I know. I am too. But we're together.

Geppetto smiles at Pinocchio.

GEPPETTO You're the best thing that ever happened to me. And I love you very much. You know that?

Pinocchio nods his head.

PINOCCHIO I love you, too. You're the best father ever.

Geppetto smiles and begins crying.

GEPPETTO At least we'll always have each other.

Not far in the distance, another spurt of water shoots into the air.

PINOCCHIO It's coming back!

Pinocchio begins crying and Geppetto holds him even tighter.

GEPPETTO Shh. Shh. Don't cry. It's okay. Everything is fine.

Geppetto looks down into the black water.

SOMETHING is coming up towards them fast, as signified by the even darker mass rushing up towards the surface.

Terrified, Geppetto screams.

A HUGE WHALE breaks the surface, mouth open, swallowing them whole.

INT. ASYLUM - DAY

Insp. Ufizi and Antonio leads Geppetto inside the asylum and they are greeted by DR. MOUNSTRO.

He shakes their hands.

DR. MOUNSTRO Good day, I'm Dr. Mounstro, lead doctor here at Collodi Asylum.

Dr. Mounstro looks at Geppetto.

DR. MOUNSTRO And this is our patient?

ANTONIO

Geppetto.

DR. MOUNSTRO Hello Geppetto. Welcome. My name is Dr. Mounstro. I'm going to take care of you now. We're going to be great friends. Right?

Geppetto doesn't say anything. Like a vegetable, he just stares into space.

Dr. Mounstro looks at Insp. Ufizi.

DR. MOUNSTRO Non-responsive, I see. Violent behavior?

INSP. UFIZI He killed two men, turning one into a puppet and flaying another.

DR. MOUNSTRO A puppet? My, my. Creative, aren't we?

Dr. Mounstro looks at the puppet in his hands.

DR. MOUNSTRO Well, now. That won't do at all.

ANTONIO We couldn't get it out of his hands. He won't let his son go.

Dr. Mounstro looks at Antonio, perplexed.

DR. MOUNSTRO His son, you say? Interesting.

ANTONIO He's delussional.

DR. MOUNSTRO You certainly could say that, couldn't you?

Dr. Mounstro grabs the puppet and begins to pull it out of Ghetto's hands.

Geppetto begins thrashing around violently and shouting.

DR. MOUNSTRO Orderlies! I need a jacket in here at once!

Insp. Ufizi and Antonio struggle to hold onto Geppetto's arms as Dr. Mounstro tries to pry Pinocchio from him.

Two ORDERLIES rush to Geppetto, a straight jacket in their hands.

Dr. Mounstro pries the puppet out of Geppetto's hands and he thrashes and yells more violently, breaking free of Insp. Ufizi's and Antonio's grasp.

Luckily, the orderlies are there to stop him from attacking Dr. Mounstro and they wrap him in the straight jacket, quickly fastening it.

Dr. Mounstro looks at the puppet and then pulls on his coat, composing himself.

DR. MOUNSTRO Well, I can see isolation is in store for you, Gepetto.

Dr. Mounstro takes a syringe out of his coat and plunges it into Geppetto's neck, injecting him with a fluid.

> ANTONIO What's that for?

DR. MOUNSTRO It will calm him down, so he'll be more...agreeable.

Dr. Mounstro removes the syringe from Geppetto's neck and hands it to an Orderly.

DR. MOUNSTRO See that it is properly disposed of.

Dr. Mounstro looks at Insp. Ufizi and Antonio.

DR. MOUNSTRO Thank you gentlemen for bringing me the patient. I'll see to it that he is properly taken care of. He'll receive the best care and treatment that science has to offer, I assure you.

Dr. Mounstro shakes Antonio's hand and then Insp. Ufizi's.

DR. MOUNSTRO Once I get him settled I'll of course give him a professional evaluation. I'll also need some information from you so I can better diagnose and treat the patient.

ANTONIO Geppetto. He's my best friend. Please take care of him. Geppetto.

Dr. Mounstro looks at Antonio, smiling.

DR. MOUNSTRO Of course. Excuse us. I'll be sending for you within a few days, inspector.

INSP. UFIZI

Very well.

Dr. Mounstro and an Orderly lead Geppetto away.

Antonio and Insp. Ufizi go to leave.

EXT. ASYLUM - DAY

Insp. Ufizi and Antonio walk out the large set of doors and make their way down the walk way to the main gate, GUARDS armed with rifles and pistols watching them.

It is overcast and breezy. A storm is brewing.

INSP. UFIZI

I really am truly sorry about your friend, Antonio. I wish we could have reached him before it was too late.

ANTONIO

Yeah, me too. But he's gone. I knew it that night. I just didn't want to believe it.

INSP. UFIZI

You know, they say that the mind bends and twists in order to deal with the horrors in life. I guess Geppetto's just bent so much that it snapped in two.

Antonio nods his head.

ANTONIO

The poor man. I wish there was more I could do for him. More I could have done for him to prevent this from happening.

Insp. Ufizi pats Antonio on the shoulder.

INSP. UFIZI

You did everything you could. You stuck by him until the very end. And now you've seen to it that he gets the help he needs.

ANTONIO He'll be all right here, yeah? This is a good place?

INSP. UFIZI The best place for him to be right now, for his safety and everyone elses.

Lightning flashes and thunder rumbles.

INSP. UFIZI Come on, before it storms.

A GUARD opens the main gate for them and they climb into their carriage, where Romeo sits waiting for them, wide-eyed and catatonic like Geppetto. INSP. UFIZI I'm not ready to give up on the boy just yet. He could use a good home, I think.

Antonio smiles at Romeo.

The carriage rides away.

INT. ASYLUM - DAY

Dr. Mounstro and the Orderly lead Geppetto to a padded room.

Dr. Mounstro grabs a large trash bin and waves Pinocchio in front of Geppetto's face.

DR. MOUNSTRO This is the source of your problem. Your delusion. I hold it in my hand. The best way to break that delusion is to destroy the source.

Dr. Mounstro tosses the puppet into the bin and lights a match.

DR. MOUNSTRO It's a puppet, Geppetto. Nothing more than bits of wood and string. It is not alive. It has no soul. No heart.

Dr. Mounstro takes out a match and lights it.

Geppetto stares at what's happening in front of him, seeing, but at the same time not seeing.

A single tear rolls down his cheek.

Dr. Mounstro drops the match into the bin.

The flames slowly start to burn and then the puppet fully ignites.

Geppetto just stands there, eyes open.

Dr. Mounstro and the Orderly turn to walk away.

Pinocchio starts to scream. It is a piercing, unearthly sound.

PINOCCHIO I'm a real boy! I'm a real boy!

Geppetto just sits there, staring.

The sound of a heart beat starts off loud and fast and gradually slows and then stops.

Geppetto is completely catatonic.

EXT. COUNTRYSIDE HILL - DAY

The large tree stands against the backdrop of a gorgeous sunset, its leaves full and vibrant and green.

The sky quickly turns dark and the leaves change color and begin dying and falling off.

INT. UNDERGROUND

Under the hill, the large twisted mass of heart-shaped roots slowly throb to the beat of a heart.

The beating slows and then finally stops.

The roots slowly whither, shrivel up, and die.

FADE OUT.