

C A R N I V A L E

"Milfay"

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FADE IN.

SAMSON, a dwarf, against a black background.

SAMSON

Before the beginning, after the Great War between Heaven and Hell, God created the Earth and gave dominion over it to the crafty ape he called Man; and to each generation was born a creature of light and a creature of darkness; and great armies clashed by night in the ancient war between Good and Evil. There was magic then, nobility, and unimaginable cruelty; and so it was until the day that a false sun exploded over Trinity, and Man forever traded away wonder for reason.

FADE OUT.

A fast series of frightening, cryptic images:

- Thunderclap.
- Heavy breathing. A man in a tuxedo (SCUDDER) running through a cornfield, illuminated by lightning.
- Pursued by a Tattooed Man, shirtless with long hair.
- Scudder, in the cornfield, falls to the ground.
- Growling. Scudder, as a WWI soldier, looking up, afraid.
- CLOSE-UP of a hand holding a ring ("In Hoc Signo Vincas." A masonic seal: half white, half black with red cross.)
- Scudder sitting at a booth in a diner.
- The Uniformed Man sits across from him.
- Scudder running through a cornfield.
- CLOSE-UP of a Tattooed Man. The tattoo across his chest is of a tree.
- Tarot cards: Death and The Magician, reversed.
- People wheeling a wagon carrying a wooden coffin embossed with a cross. Their hands are on their heads.
- A woman (RUTHIE) charming a snake.
- CLOSE-UP of top hat opening.
- Continued chase through the cornfield.
- A sheep, dead on its side.
- A boy looking at a photo of coal miners.
- Someone slapping another person's tattooed buttocks.
- A woman (possibly APOLLONIA) screaming, her clothes being ripped.
- ZOOM-IN on the photo of coal miners. TIGHT-ZOOM on a particular miner (possibly SCUDDER again).
- Scudder running through a cornfield.
- CLOSE-UP of revolver and four bullets.
- CLOSE-UP of deformed, claw-like hand.
- A young man (BEN HAWKINS) lying on the ground. He pulls back a sheet to reveal his legs, which have become bloody stumps.
- ZOOM-IN on a clock, the pendulum frantically ticking back and forth. The time reads 2:25.
- Scudder, as a WWI soldier, in a bunker, ducking an explosion.
- The Uniformed Man pointing a rifle.

-- Distant shot of people dressed in black, possibly the mourners from earlier, standing under a large tree.
-- CLOSE-UP of Tattooed Man's tattoo of a tree.

INT. HAWKINS' HOME - DAY

BEN HAWKINS opens his eyes. He is a young man of twenty-something who had fallen asleep at his kitchen table, and whose disturbing dreams had just unfurled. In the next room, Ben's mother FLORA lies in bed, coughing - dying.

EXT. HAWKINS' HOME - DAY

It's the Dustbowl and fierce winds are blowing against a dilapidated shack. A legend indicates: OKLAHOMA, 1934.

INT. HAWKINS' HOME - DAY

Dust finds its way under a closed window. Ben sits and watches his mother cough her final breaths. Then, suddenly, she's still. He rises and begins to walk toward her, the chains around his ankles rattling against the wooden floorboards. He reaches out--

FLORA
(gasping, afraid)
No...

BEN
Momma... Momma, please...

FLORA
No...

Ben sits on the floor, sobbing quietly.

And his mother dies.

EXT. HAWKINS' HOME - DAY

Ben is digging a hole outside the shack. His mother's body is on the ground behind him. A bulldozer emerges from the dusty winds. The DRIVER is a short, pudgy man.

BULLDOZER DRIVER
I'm gonna run you down, boy. Law says I
can do that. Your choice, boy.

CUT TO:

A truck slows to a stop. Inside are Samson and his right-hand man CLAYTON JONES, better known as "JONESY," who is behind the wheel. They watch as Ben refuses to move out of the bulldozer's way.

CARNIVAL EMPLOYEE (O.C.)
What the hell's going on up there? Get a
move on!

BULLDOZER DRIVER
You're trespassin'.

BEN
This is my place.

BULLDOZER DRIVER
This place is the property of First
Merchants Trust. Now you've been warned.
Law's on its way.

INT. TRUCK - DAY

SAMSON
They're set to squash him.

JONESY
Nah, they won't squash him.

SAMSON
Wager two bits.

JONESY
You're on.

EXT. HAWKINS' HOME - DAY

Jonesy climbs out of the truck, picks up a rock and makes his way over to the
bulldozer. He wears a metal brace on his right leg, which gives him a limp to
his walk.

SAMSON
Hey... I didn't say you could stick your
nose in it!

JONESY
You didn't say I couldn't.

JONESY
(to Driver)
How much it worth to get that hayseed
off your back?

BULLDOZER DRIVER
Hell. I'll just roll over him.

Jonesy throws the rock at the Driver.

BULLDOZER DRIVER
Shit!

JONESY

You don't want to do that. It'll gum up
your works, make a mess of your rig.

No reaction from the Driver. Jonesy shrugs and prepares to throw another
rock.

BULLDOZER DRIVER

All right, all right, all right! Make it
quick.

JONESY

Fair enough.

JONESY

(to Ben)

No time for planting, son.

The wind whistles as Ben readies to flatten Jonesy with his shovel.

JONESY

Easy.

Jonesy spots the shackles around Ben's ankles. He crouches and studies the
boy with curiosity.

BULLDOZER DRIVER (O.C.)

I ain't got all day!

BEN

(to Jonesy)

Mister, you tell that son-bitch better
shut his pie-hole, or I swear to Christ,
I'ma take this shovel to his head.

JONESY

(to Driver)

Shut your hole!

BULLDOZER DRIVER

Oh, great.

JONESY

This your place?

BEN

My ma's. It's ours.

(to Driver)

It's mine, you son-bitch!

BULLDOZER DRIVER

No, it ain't!

JONESY

Son, where's your ma?

Ben points with the shovel to his mother's body behind him.

BEN
That's her.

The Driver walks over to the two men. Ben readies his shovel again.

BULLDOZER DRIVER
Hey, I got work to do here.

BULLDOZER DRIVER
(spotting the body)
Oh, swell.

JONESY
(to the Driver)
You got shovels?

CUT TO:

The carnival members have buried Ben's mother and are standing around her grave, marked with a simple wooden cross, singing. RUTHIE, a frail but defiant woman plays the accordion. With her are Samson, Jonesy, the conjoined twins ALEXANDRIA and CALADONIA, the bearded woman LILA, a very tall and long-limbed GIANT, and Ruthie's son, the mentally-challenged wrestler/strong man GABRIEL. They are singing the hymn "Nearer My God to Thee."

RUTHIE, SAMSON, ALEXANDRIA,
CALADONIA, LILA AND OTHERS
(singing)
"E'en though it be a cross that raiseth
me, still all my song shall be nearer my
God to thee. Nearer my God to thee.
Nearer to thee. Though like the
wanderer, the sun go down. Darkness be
over me, my rest a stone. Nearer my God
to thee..."

Ben looks around him at the strange folk. Their trucks are marked "Carnivàle." In one truck painted "Apollonia ~ Queen of the Gypsies," Ben spots the young and beautiful SOFIE, who turns away from him. He also sees, waiting outside their car, STUMPY and RITA SUE DREIFUSS and their teenage daughters DORA MAE and LIBBY. And watching from a distance and singing in French is the blind mentalist, PROFESSOR LODZ. He draws an arrow in the dirt with his cane.

They finish singing and right on cue, the bulldozer demolishes Hawkins's home.

SAMSON
Okay, children, let's shake some dust!

RUTHIE
Can't just leave him.

SAMSON
The boy ran rabbit from a chain gang.
He's still sporting ankle-iron.

JONESY
Nothing but trouble.

RUTHIE
(to Jonesy)
Yeah, that's what I said about you.

SAMSON
C'mon, Ruthie, don't do this. We've got
nothing open. We're down to tater-shucks.

LILA
He can have my tater-shucks.

RUTHIE
Just to Milfay.

SAMSON
Yeah, like--

Suddenly, Ben collapses. They turn in surprise. Then, sirens in the distance.
The Law has come for Ben.

SAMSON
Let's get him the hell out of here.

Gabriel lifts Ben onto his shoulders and they walk off, as the bulldozer
levels the rest of the building.

FADE OUT.

FADE IN.

EXT. MINTERN - DAY

A bright and sunny day, far removed from the dust storms of the plain states.
A car drives past a billboard that reads "Welcome to beautiful Mintern."
Legend: CALIFORNIA.

EXT. CHURCH - DAY

The hymn "A Mighty Fortress is Our God" is heard from within.

INT. CHURCH - DAY

Methodist preacher BROTHER JUSTIN CROWE and his sister IRIS CROWE sit at the
front of the church.

CONGREGATION
"...kindred go, this mortal life also.
The body they may kill, God's truth
abideth still. His kingdom is forever."

The singing stops and the congregation sit. Justin takes the pulpit.

JUSTIN

Latter day versions of the vile plagues
that rained on Egypt, the fires that
consumed Sodom and Gomorrah, scourges of
the Old Testament, yes, but even now
brothers and sisters, even now, droughts
and pestilence fester in the very heart
of this great land.

The congregation listens intently. Among them is ELEANOR MCGILL, a dirt-covered elderly woman. She seems anxious.

JUSTIN (CONT'D)

Titanic sandstorms, the likes of which
man has not seen since the days of the
prophets. And I ask myself, what are
these things? What are they if not
evidence of God's fury? What are they if
not harbingers of the Apocalypse?

The ushers take an offering. Iris stares at Eleanor as the lady reaches into the collection basket.

JUSTIN (CONT'D)

And yet... and yet... as I walked to
church today, these troubled thoughts
were soothed by a balmy wind. And as I
looked out upon the endless acres of
rich, untilled earth, I realized
brothers and sisters, that this is truly
the Promised Land, and that we are
indeed blessed. But let us not forget
the less fortunate. Let us not forget
that they too were once blessed. And let
us not forget that the Lord giveth, and
the Lord taketh away.

MEN (O.C.)

Amen! Praise God!

The congregation rises.

CONGREGATION

(singing)

"He's got the whole world in His hands.
He's got the whole wide world in His hands
He's got the whole world in His hands.
He's got the whole world in His hands."

As the congregation sings, Eleanor makes a hasty retreat to the exit, but Iris grabs the old woman to prevent her from leaving. Iris sings cheerfully while Eleanor looks around, uncomfortable.

IRIS AND CONGREGATION

(singing)

"He's got the wind and the rain in His
hands. He's got the wind and the rain in
His hands. He's got the wind and rain in
His hands. He's got the whole world in
His hands..."

INT. JUSTIN'S STUDY - DAY

JUSTIN

May I offer you something? My sister can
get you some tea.

ELEANOR

No, thank you.

Justin nods to Iris that she may leave him alone with the woman. Iris shoots
Eleanor a judgmental look as she goes. Justin smiles.

JUSTIN

Texas, Oklahoma?

ELEANOR

Tulsa. We come up for the cantaloupes.
No need for pickers, though. Maybe one
out of a hundred that shows up, so...
we're up at the camp.

JUSTIN

By the highway.

ELEANOR

You can't miss it, no, sir. It's a big
one. But we ain't got no preacher, so
I've been coming up here the last three
Sundays. A lady's got a right to worship.

JUSTIN

(nodding)

Of course you do. And you're welcome
here any time.

Justin extends his hand and grips Eleanor's firmly.

ELEANOR

Eleanor. Eleanor McGill.

JUSTIN

Eleanor.

Justin slyly reaches into Eleanor's sleeve and removes a silver coin.

ELEANOR

I didn't mean to take it.

JUSTIN

Eleanor, I see you in my sermons. And
you pray so hard, you break my heart.
But my words, they wash over you like
water over a stone.

ELEANOR

(weeping)

No, no.

JUSTIN

We all, each of us, carry within us the
seeds of our own salvation, and our own
damnation. You do believe that, don't you?

Eleanor nods. Then, she covers her mouth and starts to gag.

JUSTIN

Eleanor?

The woman removes her hand from her mouth and vomits up a dozen or so
identical silver coins. Justin wheels back in horror. Eleanor is in shock.
Justin gets down on his knees, folding his hands in prayer.

ELEANOR

Ah, ah...

JUSTIN

Kneel. Now. Pray with me, sister. Pray.
Pray. Kneel and pray!

The frightened woman complies.

JUSTIN

Please, dear Lord, I have sinned.

ELEANOR

I-- I have--

She gags and vomits up more coins.

JUSTIN

I have sinned!

ELEANOR

I have sinned!

JUSTIN

Merciful Father, forgive me. Forgive me.

More coins.

JUSTIN (CONT'D)

Enough, enough! Sister, you mustn't be
afraid, you mustn't be afraid...

Justin takes the weeping woman in his arms and looks at the floor around him -- the coins have vanished. Iris steps into the doorway. Her face is full of wonder, but oddly not fear.

EXT. MILFAY - NIGHT

The headlights of the carnival trucks light up the night. They're approaching the outskirts of Milfay.

INT. TRUCK - NIGHT

Jonesy is driving. Samson is in the passenger seat.

RADIO

"Let me state the simple fact. That when you deposit money in a bank, the bank does not put the money into a safe deposit vault. It invests your money in many different forms of credit, in bonds and commercial paper, and mortgages, and in many other kinds of loans. In other words, it puts your money to work. It keeps the wheels of industry and of agriculture--"

Samson turns the dial on the radio. "Wrong Road" by The Hall Brothers plays.

JONESY

Talk to Management about the hick?

SAMSON

Yeah, I talked to him. Thirty-four dollars and eighty-seven cents in the kitty, we're already choking on the nut. The last thing we need is another belly to wash. You know what he says?

JONESY

What?

SAMSON

"He was expected."

JONESY

Expected? What the hell's that supposed to mean?

SAMSON

(smiling)

I stopped asking that question a long time ago.

EXT. MILFAY - NIGHT

Men with lanterns are guiding the trucks.

INT. FARMHOUSE - NIGHT

A young boy, TOMMY CRANE, bolts upright in bed as the lights from the trucks illuminate his room. He jumps down from the top bunk and runs to a window. A crippled girl, MADDY CRANE, crawls from her bed and drags herself using her hands, to join her brother. They watch the carnival trucks pass them by.

TOMMY
I told you they'd come.

INT. LILA'S TRAILER - NIGHT

A cozy scene. The bearded Lila, dressed in lavish garments, is smoking a hookah. She's playing cards with Professor Lodz, who has a glass of absinthe at his ready. Across from them on a couch is Ben, who is asleep and sweating from delirium. "Six or Seven Times" by Cab Calloway plays.

LILA
Fine looking boy.

LODZ
You have a singularly, prurient mind,
Lila.

LILA
What would you know about it?

LODZ
More than I care to, believe me.
Incidentally, dear, you should discard
that Jack of Clubs. He's doing you no
good and it would only come back to
haunt you.

Lila looks skeptically at Lodz, but puts her Jack of Clubs down on the table.

LODZ
Gin.

LILA
You old fraud.
(to Ben)
Poor baby.
(to Lodz)
What do you suppose he's dreaming about,
anyway?

LODZ
None of your business, dear.

LILA
Aw, Lodz. Tell me what he's dreaming
about.

LODZ
(shakes his head)
Mm-hm.

LILA
Pretty please. Hmm? For Lila.

LODZ
Very well.

Lodz gets up from his chair. Lila watches as the mentalist places his hand on Ben's forehead. A fast series of frightening, cryptic images:

-- Thunderclap.
-- CLOSE-UP of a Tattooed Man. The tattoo across his chest is of a tree.
-- Heavy breathing. A man in a tuxedo (SCUDDER) running through a cornfield, illuminated by lightning.
-- Scudder, as a WWI soldier, climbing into a doorway.
-- CLOSE-UP of someone cocking a rifle, spilling the shells.
-- The Uniformed Man walking through a battlefield. Explosions.
-- A coal miner looking grim.
-- Scudder removes the helmet from a dead soldier and places it on his own head.
-- WWI soldiers, possibly dead, in a bunker.
-- A dead WWI soldier, slumped against a wall.

Lodz shakes violently and reaches out toward the wall to steady himself.

LILA
Lodz!

-- Continued chase through the cornfield.
-- Many dead WWI soldiers.
-- The Uniformed Man walking through a battlefield. Explosions.
-- A WWI soldier nervously cocks a rifle.
-- Scudder sitting at a booth in a diner.

LILA
Lodz! Lodz!

LODZ
...Scudder...

-- Scudder, in the cornfield, falls to the ground.
-- The Uniformed Man aims his rifle.
-- Scudder rounds a corner of a bunker and sees another soldier, minus limbs, writhing.
-- Growling. Scudder, looking up, afraid.
-- The Uniformed Man with a rifle, dead bodies of soldiers surround him.

Lodz falls backward and collapses in Lila's arms.

LILA
Lodz...

Ben is unaware of what has transpired. He is still asleep, tossing and turning in his fevered dreamscape.

FADE OUT.

FADE IN.

EXT. CARNIVAL GROUNDS - DAY

The entrance with a large sign reading "Carnivàle" has been erected, as has the Ferris wheel. The setting up for the night's entertainment is underway.

INT. LILA'S TRAILER - DAY

Ben wakes. He looks around at his strange surroundings. Lila is still dressed, asleep and snoring in her chair. Ben looks down at his ankles, they are bloody but bare -- his bonds have been removed.

INT. SOFIE'S TRAILER - DAY

Sofie is combing her mother's hair. APOLLONIA looks up with her eyes and mouth frozen open. Judging by outward appearance, the woman is completely catatonic.

SOFIE
Mother, please. Every time we pick up a
new-- Well, he's just a boy.

On the table behind them, several tarot cards flutter into the air.

SOFIE
I don't suppose you're going to pick
that up.

Sofie begins to gather the cards. She looks out her window and sees Ben, dressed in a kimono, stagger out of Lila's trailer. Sofie looks down at the card she's holding in her hand: The Magician, reversed.

INT. CARNIVAL GROUNDS - DAY

Ben walks over to a clothesline. As he begins to unfasten his pants from the line, he sees the stubby tail of GECKO, a speckled-skinned man with dreadlocks. Gecko is singing "Under the Bamboo Tree."

GECKO
"I'd like to say, this very day, I'd
like to change your mind..."

Gecko notices that Ben is staring at him, rather rudely.

GECKO

What are you, some kind of freak?

Ben steps backward and is slapped out of the way by the Giant. Then, he bumps into the conjoined twins

ALEXANDRIA AND CALADONIA

Hey, watch it!

and falls into a puddle of mud. The twins and others laugh. The Giant claps his large hands together in amusement. Jonesy saunters by and dances mock-suggestively.

JONESY

Cootch-chee, cootch-chee-koo. Kimono.

Ben, covered in mud, looks around him at the "freaks." Gecko wiggles his tongue, derisively. Ruthie, giving Gabriel a haircut, is amused. Ben shakes the mud off.

INT. LODZ'S TRAILER - DAY

Lodz is pouring himself a glass of absinthe. Music, possibly opera, plays. A knock at the door.

LODZ

Come.

SAMSON

You wanted to see me?

LODZ

Is the stranger still with us?

SAMSON

Yeah, as far as I know.

LODZ

He's dangerous, Samson.

SAMSON

Aw, hell. He's a rube.

LODZ

Last night, Lila asked me to read his dreams. A little parlor trick to keep the boredom at bay. A harmless curiosity, really. It almost destroyed me. Like nothing I've experienced before. I barely survived.

Samson spots the absinthe.

SAMSON

Hogwash.

LODZ
Is that so? Have you talked to
Management about his presence here?

SAMSON
Yeah. Yeah, I talked to him.

LODZ
And?

SAMSON
He told me to take him on full time if I
could.
(a beat)
Look, if the kid were a threat,
Management would know about it.

LODZ
Would he?

EXT. COUNTRY ROAD - DAY

Ben walks along the roadside. Sofie drives up next to him in a truck.

SOFIE
Want a ride?

BEN
No.

SOFIE
Where you going?

BEN
It's none of your damn business.

SOFIE
What's got you so bothered?

BEN
I don't appreciate getting shanghaied by
a pack of freaks who steal my duds.

SOFIE
Fine.

She drives off.

EXT. RAILSIDE ENCAMPMENT - DAY

A pitiful sight. Individuals and families have carved out a meek existence
beside railroad tracks, huddled with what few possessions they have under
tents and tarps.

A woman, dirty, frail and in ragged clothing, sits next to a fire, rocking a baby in her arms and humming. Ben watches the MOTHER as he gets a drink and wets his hair from a watery runoff. The baby's FATHER sits next to a truck.

FATHER

It ain't right. That child deserves a
decent burial. She won't give him up.

Ben hesitates, then walks over to the woman. She looks up and smiles.

BEN

Hey. Ain't that a pretty baby you got?

MOTHER

Ssh. He's sleeping.

BEN

What's his name?

MOTHER

Michael.

BEN

Like the archangel.

They stare at each other in silence until the realization hits her.

MOTHER

He's dead. Isn't he?

BEN

Yes, ma'am. He is.

She weeps, but sighs, perhaps somehow relieved. Ben takes the baby from her and hands it to the father.

BEN

(to the Mother)

It's okay. It's okay...

EXT. GASOLINE STATION - DAY

Sofie waits in her truck as gas station attendants check under the hood. "You Wouldn't Fool Me, Would You?" by Annette Hanshaw plays.

SOFIE

If you could fill these two cans back
there, I'd be obliged.

ATTENDANT #1

Yes, ma'am.

ATTENDANT #2

You with them carnies, ain't ya?

SOFIE

Yeah.

She turns and catches Attendant #1 leering at her chest. Their eyes meet and he looks away, sheepishly.

CUT TO:

Ben is walking past the station and spots Sofie's truck, suspiciously empty. He hears yelling and clanging sounds from within.

INT. GASOULINE STATION - DAY

The two attendants are forcing Sofie over a truck, viciously ripping her clothes as she cries and tries to fend them off.

CUT TO:

Ben walks into the station and picks up a piece of wood.

ATTENDANT #1 (O.C.)

Your fault... It's your fault...

CUT TO:

Sofie continues to fight.

ATTENDANT #1

It's your fault...

Then, Ben appears from behind and swings the wood against Attendant #2's head. He's knocked out. Attendant #1 prepares to attack with a sharp tool.

BEN

C'mon! What you waiting for? Huh? C'mon!

Attendant #1 slumps to the ground. Sofie's brained him with a metal can.

SOFIE

You sonofabitch!

They walk out.

INT. TRUCK - DAY

Ben is driving the truck. He looks over at Sofie, who is holding her ripped clothes together.

SOFIE

What are you looking at?

BEN

Oh, nothin'. Here...

Sofie holds the steering wheel for him as he takes his jacket off.

BEN
Thanks. Put this on.

He hands her the jacket and she covers herself.

SOFIE
Thank you.

INT. CARNIVAL GROUNDS - DAY

Jonesy is fixing the motor for the Ferris wheel. Gabriel is assisting him.

JONESY
Let me have a screwdriver.

Gabriel hands him a hammer. Off Jonesy's annoyed look, he reaches for another tool as Ben and Sofie drive up. Jonesy watches as Sofie climbs out of the truck, wearing Ben's jacket. He can tell she's upset, possibly hurt.

INT. SOFIE'S TRAILER - DAY

Jonesy enters the trailer and finds Sofie sitting down, her blouse torn open. Apollonia occupies the bed in the area behind her.

JONESY
What happened?

SOFIE
Nothin'.

JONESY
Did he do that?

SOFIE
No. No. It was some men in town. Got fresh.

JONESY
So how'd the hick get in the picture?

SOFIE
Just happened by. Stopped it.

She gets up and closes the drape behind her to afford them some privacy.

SOFIE
C'mon, Jonesy. It was nothing.

JONESY
How many times you been told?

SOFIE

I know, I know. I can't buy a dress. I can't buy a magazine. I certainly can't sit in a beauty shop and read it. Is there anything I can do?

JONESY

Sofie, there's plenty. But one thing you cannot do is prance into these towns without asking for trouble.

SOFIE

So it was my fault?

JONESY

Yeah, it was.

SOFIE

I was asking for it?

JONESY

Yeah!

She slaps him.

SOFIE

The only thing I was asking for was a tank a gas and a Nehi soda, and maybe ten minutes to myself! The rest of it was them! Get out.

JONESY

Sofie--

SOFIE

Get out! Go, please!

He leaves the trailer. Silence.

SOFIE

(to Apollonia)

Would you *please* shut up?!

INT. CARNIVAL GROUNDS - DAY

Ben is walking through the carnival grounds, and away toward the Farmhouse and outskirts of Milfay. Samson is trying to keep up to prevent the boy from leaving.

SAMSON

Kid. Hey, kid! I heard Jonesy gave you the business about the kimono. Real card, that Jonesy. Always poking fun.

BEN

Yeah, he's real comical.

SAMSON

Now you see, there you go. I admire a fellow who can take a joke. A measure of a man is his sense of humor. Do you know who said that?

BEN

I don't care, how 'bout that?

SAMSON

It was his honor, Will Rogers. Or maybe it was Mark Twain. The point is, kid, I'm about to make you the offer of a lifetime.

BEN

Hey, stop calling me kid! Okay? My name is Ben Hawkins.

SAMSON

Well, Ben Hawkins. How would you like a career in show business?

Ben stops.

BEN

What's the wages?

SAMSON

Nothing at first.

He keeps walking.

SAMSON

Hey, cut me a break here, Hawkins! Offer comes straight from the boss man. That's right. That's right, boy, walk! Goddamnit! Nice straight beeline to that dirt farm of yours. And when you get there, well you be sure to give John Law a big "Hi-dee-ho" for me! And when he takes you up State... Are you listening to me, boy?! Well, you ask them what kind of wages they pay for breaking rocks!

CUT TO:

Ben and Samson are sitting at a wooden table. Ben is hungrily devouring some steak and Samson is across from him, making an attempt at pleasant conversation. All around them, carnival workers go about their business.

SAMSON

You know, I remember when I was a whelp. My daddy worked in the stockyards. Big hands. Spoke German at home. I don't remember much of the Deutsch now, but...

BEN

Mmm.

SAMSON

You're not real big on small talk, now
are you, Hawkins?

BEN

What do you want to know?

SAMSON

What's your story?

BEN

I was born on a farm. You saw it. I was
raised there. Started working it. Then
the bank come, they run me off. That's
the end of story. You satisfied now?

SAMSON

Do I look simple to you, Hawkins?

BEN

No.

SAMSON

Well, that's good because I'm not. I've
been to New York City. I've Chi-town and
The Big Easy.

Ben chuckles.

SAMSON (CONT'D)

I met Caruso and Dempsey. I made eyes
with Theda Bera. On a bad day, I've
cracked tougher nuts than you.

BEN

So?

SAMSON

I know there's more to you than plowing
and planting.

Ben shakes his head, annoyed. He gets up.

SAMSON

What's the matter? You don't like steak?

BEN

Oh, meat's fine. It don't ask questions.

Samson smiles a little, then closes his eyes. The boy is an infuriating
mystery to him.

EXT. CARNIVAL - NIGHT

The Ferris wheel is lit and spinning. The carnival is packed with patrons and bustling with activity.

INT. CARNIVAL - NIGHT

People are clustered around a TALKER standing on a raised platform. Wielding a cane, he points to a colorful banner that reads: "Lila The Bearded Lady."

TALKER #1
Come one, come all. Come see Lila, The
Bearded Woman of Brussels...

CUT TO:

A second TALKER. Behind him, a banner of the conjoined twins that reads:
"Alex and Caladaonia. Alive."

TALKER #2
...witness two beauties born united
tragically at the hip...

CUT TO:

Ruthie is speaking to a crowd of men around her. Gabriel is grunting as he bends a steel bar around his neck and shoulders. Ben watches them.

RUTHIE
...there's a man with a stout heart, the
brute strength and the spiritual
fortitude to best my boy Gabriel in the
ring. Many have tried, none have succeeded...

CUT TO:

A man breathing fire.

Ben walks through the crowd, past a carousel full of gleeful children.

INT. CARNIVAL TENT - NIGHT

The Giant is working the crowd: He grabs the nose of a little boy with his large, deformed hands and the boy giggles; a woman compares her hand to the Giant's; the Giant knocks a man's hat off and the crowd laughs.

SWORD SWALLOWER (O.C.)
Ladies, and gentlemen, a sight never
before seen anywhere in the world. I
will swallow this long blade of solid
steel down my throat and into my stomach.

CUT TO:

The SWORD SWALLOWER slides the sword down his throat and the crowd gasps. Ben looks on, and even he is slack-jawed in amazement.

INT. CARNIVAL TENT - NIGHT

Alexandria and Caladonia are singing "La Mere Michele" in French. They're finely dressed, wearing blond wigs, and spinning on a bench (although the bench keeps getting stuck and the Talker has to force it to turn).

The crowd, and Ben, watch them silently. The looks on the children's faces are a mix of fright and concern.

CLOSE-UP

on the twins. Their clothing is arranged so that the skin, which keeps them attached at the hip, is visible.

The girls stop singing.

TALKER #2

Well, let's put our hands together for
these two lovely buttercups.

The crowd applauds.

TALKER #2

(gesturing)

Move along, move along...

INT. CARNIVAL - NIGHT

Ben walks past the Wheel of Fortune and spots Maddy, the girl from earlier, sitting in a Radio Flyer wagon. Jonesy picks her up and sets her in the Ferris wheel next to her brother Tommy.

JONESY

All right, darlin'. There you go. You
give this man right here your ticket?

She nods.

JONESY (CONT'D)

Here's two more and two for brother.
Your money's no good here, sunshine. You
hang on and say "Hi" to the man in the
moon for me.

The kids laugh and the Ferris wheel whisks them up into the night sky.

Ben and Jonesy exchange looks.

CUT TO:

Stumpy is on stage, being quite the showman.

STUMPY

In this tent here, gentlemen, you will not see some tired old hootchie-kootchie show, no siree-Bob. This here is an informative, ed-u-cational demonstration of the European muscle dancing!

Dora Mae stands next to her father, wearing a dress that accentuates her cleavage. She leans over shakes her breasts.

INT. CARNIVAL TENT - NIGHT

Ben enters the Gay Paree tent. Men stand around smoking. One carnival worker stands holding a gun, another turns the crank on a gramophone. "Creole Love Call" by Duke Ellington and His Orchestra featuring Adelaide Hall plays.

Ben is confused, until he peers through the throng and sees Rita Sue and Libby on stage, dancing. Rita Sue shakes her breasts and wags her finger at Ben. Libby is topless and does a sexy dance, seemingly for Ben's benefit. It's clear by his expression that Ben doesn't know how he should react.

INT. CARNIVAL - NIGHT

Ben sits outside, smoking. He overhears a conversation in the shadows behind him.

TALKER #1

She'd be honored if you paid her a call. Of course, she's a very busy woman. We have a number of performances--

MAN

I got money.

TALKER #1

It's not about money, my friend--

MAN

I got \$20.

TALKER #1

As I was saying--

MAN

\$25

The Talker takes the money. Samson walks up to Ben.

SAMSON

So how about that?

BEN

Hey, she's a-- she's a whore.

SAMSON

Rita Sue didn't do nothin' to that chump
that the First Merchants Trust didn't do
to you. You think on that.

Samson grins and leaves.

EXT. CARNIVAL - NIGHT

Ben is sitting on the back of a truck away from the noise and confusion of
the carnival. Sofie approaches, carrying Ben's jacket. Ben gets up.

BEN

Hey...

SOFIE

Thought you might want this back.

BEN

(taking the jacket)

Oh, thanks.

SOFIE

I appreciate what you did earlier. Thank
you.

BEN

It was nothin'.

SOFIE

It was stupid. Should've seen it coming.
Some fortune-teller, huh?

Ben smiles.

SOFIE

There's talk of you coming on permanent.

BEN

No... no. That'll be the day.

SOFIE

Oh?

BEN

I'm just. I'm no carny.

Ben flicks his cigarette to the ground. There's silence between them.

SOFIE

The people in these towns, they're
asleep. All day at work, at home.
Sleepwalkers. We wake them up.

(a beat)

Come on. I'll read your cards.

BEN
My what?

SOFIE
Your cards. You know, past, present,
future.

BEN
That's okay.

SOFIE
What's the matter?

BEN
I'm broke.

SOFIE
(smiles)
No charge.

BEN
No, I'm fine. I'm... Maybe later.

SOFIE
Okay. Later.

She starts to walks away.

BEN
Hey? What's your name?

SOFIE
Sofie.

BEN
Hawkins--

SOFIE
Ben Hawkins. I know.

FADE OUT.

A fast series of frightening, cryptic images:

-- Thunderclap.
-- Heavy breathing. A man in a tuxedo (SCUDDER) running through a cornfield,
illuminated by lightning.
-- Pursued by Tattooed Man, shirtless with long hair. The tattoo across his
chest is of a tree.
-- The Uniformed Man ducks an explosion, dirt and debris fly over his head.
-- CLOSE-UP of a hand holding a ring ("In Hoc Signo Vincas." A masonic seal:
half white, half black with red cross.)
-- The Uniformed Man in a diner.
-- CLOSE-UP of someone cocking a rifle, spilling the shells.
-- CLOSE-UP of a WWI soldier's face, possibly Scudder's.

-- Scudder, wearing a helmet, walking through a bunker.
-- A FETUS in a jar.
-- A woman (IRIS) with her mouth agape. She is surrounded by blackness.
-- Tattooed Man crawling and running through the cornfield.
-- A boy and a girl standing under a shattered roof.
-- The Uniformed Man with a rifle, dead bodies of soldiers surround him.
-- A smoking skull.
-- Two bloody or burned legs, concealed from the knee-up.
-- ZOOM-IN on a clock, the pendulum frantically ticking back and forth. The time reads 2:25.
-- An innocent-looking boy suddenly turns ferocious. He seethes and bites.
-- CLOSE-UP of Tattooed Man, resembling Brother Justin, hissing.
-- Many dead WWI soldiers.
-- The brightly lit sign for Mr. Chin's explodes in a shower of sparks.

INT. JUSTIN AND IRIS'S LIVINGROOM - NIGHT

Justin opens his eyes. He had fallen asleep reading. Across from him, Iris sews and listens to the RADIO contently. She's listening to "The Shadow," voiced by Orson Welles.

RADIO

"So you weren't expecting me, and yet
prisons are filled with shadows, shadows
in the minds of men walking in the
shadow of Death itself."
- "What do you want? You put me here,
sent me to the chair. Why can't you let
me alone?"
"Because your career of murder is not
over. Because I know you mean to carry
out that threat you made it before."
- "Yeah. Yeah, you can't stop me Shadow."
"I can, because you're going to tell me
how the jury..."

Justin gets up from his chair. Iris watches him leave the room, then resumes listening to her program.

EXT. MINTERN - NIGHT

Justin walks through the busy streets of Mintern. People converse. A dog barks in the distance. Around him, migrant workers and peasants, victims of the Depression, sing songs and try to keep warm.

He continues walking until he comes to a building with a brightly lit sign above that reads: Mr. Chin's. An attractive CHINESE PROSTITUTE saunters up to Justin and runs her hands over his clothes.

CHINESE PROSTITUTE

Hello, handsome. Are you lonely?

He grabs her wrists and she shouts angrily in Mandarin.

Then, it begins to snow...

Justin looks around. The sign for Mr. Chin's flashes on and off. The streets are now empty and covered in white powder. The wind howls. Blood splatters on his lips. He rubs the blood off and looks at his fingers. More drops of blood sprinkle his palm. The sign for Mr. Chin's flashes on and off.

Now, the blood is pouring down all around him, streaming across his face. He opens his arms in supplication. The neon sign explodes, sending sparks showering down upon him. He looks back at the sign and only part of the "h" in "Chin's" is left illuminated so that it resembles a cross. Justin folds his hands, closes his eyes, and falls to his knees in prayer.

Pedestrians surround him. There is no blood. There is no snow. And Justin looks up at the flashing sign - it's still intact.

FADE OUT.

FADE IN.

INT. CARNIVAL GROUNDS - DAY

Ben is carrying tent poles and tarps, loading trucks with materials and props. The carnival is packing up to leave Milfay.

Ben stops to quench his thirst with a saucepan of water. Sofie leans out of her trailer.

SOFIE
One of us?

BEN
Huh?

SOFIE
Last chance for that card reading.

INT. SOFIE'S TRAILER - DAY

Ben and Sofie are sitting at a small table. Apollonia is in the area behind them, still staring vacantly at the ceiling in her always-catatonic state. Sofie unwraps her tarot cards.

SOFIE
Past, present or future?

BEN
What's the difference?

SOFIE
Very well... the past. Shuffle.

Ben complies and Sofie deals three cards. She flips the first one up.

SOFIE
The Moon. It indicates confusion and
exposure.

FLASHBACK TO:

INT. HAWKINS' HOME - NIGHT

Ben, roughly age six or seven, sitting on the floor, stroking a dead cat. His mother looks on, aghast.

FLORA
Oh, good Lord! Boy, you can't dig that
up. She's three days in the ground.
She's like to get you sick.

She tries to take the cat, but Ben resists.

FLORA
Give it to me!

YOUNG BEN
No!

FLORA
Give it to me!

YOUNG BEN
No!

FLORA
Give it to me!

The cat meows and Flora screams, dropping it. The cat walks off and Flora is paralyzed with fear.

FLORA
What've you done?

Ben continues to comfort the cat.

INT. SOFIE'S TRAILER - DAY

Sofie is looking on with concern at Ben, who is clearly troubled by some memories unknown to her.

SOFIE
Are you all right?

BEN
Yeah.

SOFIE
Would you like me to stop?

BEN

No. Go on.

Sofie flips up the second card.

SOFIE

Death--

FLASHBACK TO:

INT. HAWKINS' HOME - NIGHT

Flora picks up the cat and sticks it in a sack.

FLORA

You got no right. No right, boy. The
Lord takes what's his, man don't take it
back.

INT. SOFIE'S TRAILER - DAY

SOFIE (CONT'D)

Not a harbinger of bad fortune, but of
transformation.

FLASHBACK TO:

INT. HAWKINS' HOME - NIGHT

Ben is trying to pull the sack away from his mother, but she throws him off.

YOUNG BEN

No, no, no!

She places the sack in a tub of water and holds it there.

FLORA

(sobbing)

Go, go! You're marked, boy. You're
marked by The Beast.

INT. SOFIE'S TRAILER - DAY

SOFIE

What do you see? Ben?

BEN

Nothin'. Nothin'.

Sofie turns to listen to her mother, but Apollonia speaks no words -- she
stares upward, lifeless.

BEN

What? What?

Sofie flips over the last card.

SOFIE
The Magician, reversed--

FLASHBACK TO:

INT. HAWKINS' HOME - NIGHT

Now, Ben's mother is in bed, dying. She clutches a wooden cross to her heart.

FLORA
(wheezing)
You filth.

INT. SOFIE'S TRAILER - DAY

SOFIE (CONT'D)
You've got a great talent or ability.

BEN
What's the... reversed?

SOFIE
Upside down. It means it's been wasted,
unfulfilled. A gift you've hidden from
others.

FLASHBACK TO:

INT. HAWKINS' HOME - NIGHT

Flora looks up at her son, the adult Ben who is standing in her doorway. She picks up the cross up from the table beside her.

FLORA
Don't touch me! Get out. You filth!

Ben approaches.

FLORA
Keep your hands off me. You filth!

INT. SOFIE'S TRAILER - DAY

Ben looks again closely at the tarot cards: The Moon, Death, The Magician reversed and

BEN'S MOTHER (O.C.)
You filth!

he's terrified. Sofie reaches out and places her hand on Ben's.

SOFIE
Ben, what are you hiding?

HARD CUT TO:

Brother Justin coming out of the darkness, angry and seething:

JUSTIN

Tell me!

INT. SOFIE'S TRAILER - DAY

Ben jumps out of his chair and runs from the trailer, leaving a bewildered Sofie behind.

SOFIE

Ben?!

EXT. CARNIVAL GROUNDS - DAY

Ben runs into the crops on the edge of the carnival grounds. He falls to the ground and begins to sob.

MADDY (O.C.)

Why are you crying?

Ben turns and sees the Maddy from the Ferris wheel the night before sitting in her wagon watching him. He gets up and goes over to her.

MADDY

Gremmie says y'all are marked.

BEN

They ain't marked. They're just people, that's all.

BEN

How long you been like that?

MADDY

Forever.

BEN

Does it hurt?

The girl nods.

SAMSON (O.C.)

Hey, Hawkins!

Ben turns and sees Samson calling from the carnival grounds.

SAMSON (CONT'D)

You riding with us, boy?!

Ben doesn't answer.

SAMSON

Ah, hell with it... Let's shake some dust!

Samson turns his back and the carnival trucks begin to pull out.

Then...

Ben cautiously lays his hands on the girl's legs and she watches as he struggles to drain her of the pain. The crops around her turn black, the price of his cure.

Ben sprints from the crops and jumps onto the back of a truck. He climbs up top and collapses. The truck speeds him down the dusty road, taking him away from Milfay.

Maddy is now standing upright on her own legs. She runs back toward her farmhouse, limping a little as she goes.

The crops around her wither and die....

FADE OUT.