

PUPPET WARS 3: DARK STALKERS

FADE IN:

EXT. SNAGOV ISLAND - SUNRISE

Foggy. Desolate. Toulon's bullet ridden body lies on the damp ground. A gust of wind blows his hair over his eyes. They stare into nothingness, cold and dark. The sun breaks over the church steeple and washes over his face. Several shadows fall over it. THE PUPPETS gather around their fallen master, their heads bowed in mourning. Leech woman bends over and touches Toulon's cheek. If she could cry she would. She looks up and sees Pinhead climb onto Toulon's chest. The other puppets stare in turn. Pinhead looks down at the face of his master, and then grabs the front of his uniform with his massive hands. The material tears open along with Pinhead's chest. The life-giving formula flows from the cavity, spilling onto Toulon's chest, seeping into his wounds. Jester's face spins to his surprised face at the sight, and is accompanied by similar reactions from the other puppets. The formula gone from his body, Pinhead falls to the ground lifeless. The rest of the puppets look, and know what they must do. Taking turns, each one climbs onto Toulon and opens themselves up releasing more formula into his wounds until they all lie beside him lifeless. The formula begins to work.

(MONTAGE OF TOULON, EVENTS OF THE PAST AND PRESENT AND THE REACTION TO THE FORMULA.)

CU TOULON'S FACE...

FLASH TO:

TOULON FIGHTING NAZI'S

FLASH TO:

TOULON'S HAND TWITCHES...

FLASH TO:

TOULON FACES OFF WITH KRON. KRON DRINKS THE FORMULA WHICH DARNIER CREATED --

(CONTINUED)

FLASH TO:

TOULON'S LEGS SHAKING...

FLASH TO:

TOULON AND A GROUP OF PARTISANS, RIDING ON HORSE BACK --

FLASH TO:

TOULON RIDING IN THE BOAT, RACING TOWARDS SNAGOV ISLAND --

FLASH TO:

THE VAMPIRES ATTACKING IN THE FOG --

FLASH TO:

KRON'S CHANGING FACE IN SHADOWS...

FLASH TO:

ZAR DROPPING THE BLOODIED CORPSE OF FATHER SALVATOR TO THE GROUND --

FLASH TO:

VLAD THE IMPALER GRABBING JEANNE --

FLASH TO:

TOULON'S CHEST MOVING UP AND DOWN...

FLASH TO:

TOULON'S CHEST BEING RIPPED APART BY BULLETS --

(CONTINUED)

FLASH TO:

TOULON STARING FORWARD. DEAD...

FLASH TO:

CLOSER SHOT OF TOULON'S FACE.

FLASH TO:

EXTREME CLOSE UP TOULON'S EYE.

FLASH TO:

SAME SHOT, BUT THIS TIME THE IRIS OPENS WIDE.

We pull back from the eye to reveal Toulon, alive. He screams: reborn. We look at Toulon lying on the ground screaming, and then rush down to his mouth until it fills the frame still moving into blackness.

ROLL MAIN CREDITS WHICH ARE INTERCUT WITH FOLLOWING SEQUENCE.

EXT. SNAGOV ISLAND - DAY

TOULON sits up and breaths in heavily. He is covered in sweat and looks pale. He turns around him and sees his puppets lying on the ground around him. He also sees the corpse of Father Salvator, lying dead, covered by his cloak. CU of Toulon's hand as it picks up Pinhead and pulls him out of frame. CU of the formula case opening and revealing several tubes of the bright green fluid. Toulon picks up Leech Woman and holds a syringe up to her mended torso.

TOULON
Come back to me my love.

He inserts the needle into her and injects the formula.

(CONTINUED)

Leech Woman stands and looks as we pan over to reveal the already revived Six Shooter, Jester, Pinhead, and Blade, standing and watching as Toulon works on Tunneler. The sun begins to set. Toulon sets the reborn Tunneler down, and stands up. He looks down and his restored friends.

TOULON (CONT'D)

Now we are all together again.

(pause)

And safe. Our battle is done.

The sun sets. Something underneath the cloak of Father Salvator begins to move. A clawed hand slides out of the cloak and grabs at the dirt. Toulon stands in the FG, while in the far BG, Father Salvator stands up and disappears. Only to reappear in a cloud of fog right behind Toulon, fangs barred. Father Salvator grabs Toulon by the shoulders and leans in close to his ear.

FATHER SALVATOR

(growls)

Not quite safe enough, Toulon. The war hasn't even begun yet.

Toulon whirls around and thrusts Tunneler's spinning head into Father Salvator's heart. The night creature's eyes go wide and he howls in pain, convulsing as Tunneler's drill tears through muscle and artery. Father Salvator falls down onto the ground, and is met by Blade and Pinhead. Blade swipes downward. Toulon stands with his puppets on either side of him, the moon full and bright behind him. He holds the head of Father Salvator. We move in.

TOULON

Then let the war begin.

TITLE CARD COMES UP: PUPPET WARS III

THIS IS THE END OF THE OPENING CREDITS.

FADE UP TO:

EXT. RIVERSIDE - NIGHT

We pull out of the blackness which is Kron's eye, to reveal Kron lying in the transport carrier. He screams and it echoes over a twisted and bullet riddled sign reading....

(CONTINUED)

HUNGARIAN BORDER 15 KM

PAN FROM SIGN TO REVEAL Kron's troop carrier which has stopped amid the rocky cliffs of a mountainous region near the river. Kron is in the back of the truck. We see his grotesquely deformed hand dangling at his side. Suddenly his head seems to swell. The pain brings another scream with it.

Dr. Claire is immediately at his side. Kron calms down some as the pain briefly leaves him.

CLAIRE
(checks his pulse)
How do you feel?

KRON
(pushes her away)
Where are we?

CLAIRE
Near the border to Hungary.

Kron starts to get up, regaining his senses.

KRON
Why have we stopped? If we remain here the Russians will get us.

VOICE
What's the matter General...

The voice is Jeanne's. She's tied up in the seat next to Kron.

JEANNE
(continuing)
...has your glorious Reich abandoned you?

Kron grabs her with his deformed--yet powerful arm. He easily lifts her out of her seat.

KRON
You look lonely little one. Would you like to join your dead and rotting Father?

(CONTINUED)

JEANNE
(gasping under his grip)
The formula my father gave you is his
revenge. He's killing you right now.

Kron throws Jeanne out of the Troop carrier. Her head hits a
rock and she's knocked unconscious.

Kron is getting down out of the vehicle carrier when another wave
of pain almost drops him to his knees. Claire moves to help him,
he's already back on his feet.

KRON
We must get to Hungary...

He looks around. Claire and Kron are alone. Claire points off
the road into a fenced in area next to the vehicle.

CLAIRE
I sent every one of our soldiers in
there to get Vlad and Zar so we can get
out of here. None have come back.

Kron looks at a sign on the fence. He smiles.

KRON
We're at the princess river.

CLAIRE
So what?

KRON
It was named the princess river in
honor of Vlad's wife. She threw
herself from his castle into the river
at this spot to avoid being captured
by the Turks. It seems our Vampire
King has a soft spot in his heart.

Kron starts to walk into the ominous fenced off area. Claire
stops him.

CLAIRE
Listen, General. You are not well. I
may be able to help you, but we cannot
stay here. Forget about Vlad and
think about yourself. Let's just go.

KRON

I can cope with the pain Doctor. It has certain -- rewards.

He lifts up his elongated and deformed hand. He twists it into a powerful fist. He seems mesmerized by his own monstrosity. He clears his head.

KRON (CONT'D)

I can also cope with Vlad. I've spent years studying his tactics and personality.

Kron walks inside of the fence.

Claire watches and then turns to look at the keys that dangle in the ignition of the troop carrier. She takes a few steps towards the vehicle, then stops and decides to wait; for the moment....

EXT. MONUMENT AREA - NIGHT

Kron walks down a narrow stone path. On one side it is lined by a rocky cliff face and on the other by gnarled trees. The fog that always announces the presence of the vampires drifts around his ankles. He stops as he sees.

A NAZI SOLDIER impaled on a stake directly in his path. Kron looks at the dead man, almost admiring the skill it took to put the man there. The stake sticks up and out of the corpse's mouth.

Kron keeps walking and almost immediately there is another soldier on a stake, then another, and another.... He can follow the trail of death right to its source -- Vlad Dracula. Suddenly a shape moves just off the trail.

Kron turns to see.

THE VAMPIRE ZAR...

stepping out from the deformed trees to confront Kron.

(CONTINU

KRON
Your Master, Vlad, has been busy
living up to his name.

Zar says nothing.

Suddenly one of the staked soldiers reaches out for Kron. He tries to beg for help, but the stake exits through his throat and no words emerge. Kron steps back so the man can't touch him.

KRON (CONT'D)
(to Zar)
Come with me to get Vlad.

Zar steps forward and stabs the barely living soldier with his sword. Blood bubbles up and the man's suffering ends.

ZAR
I only do my master's work.

Kron understands, even admires, Zar's attitude.

KRON
Your master's work and mine are the
same. You will see.

ZAR
I would just as soon see you on a stake
like these. But if you return here
alive....I am yours.

KRON
You are mine, and so is your master.

Zar shrugs noncommittally and proceeds to lick the fresh blood from his sword.

KRON WALKS ON

until he reaches the fog enshrouded end of the path. There he sees the hunched figure of VLAD THE IMPALER with his back to Kron. He kneels by a stone facing an iron plate which proclaims this as the sight of Vlad's wife's death. Vlad hears Kron's footsteps.

In a flash of motion Vlad whips around, sword drawn, coming at Kron.

(CONTINUED)

KRON (CONT'D)

Exhaulted Vlad, it is I, Kron the one who brought you back into this world.

Vlad stops just short of Kron.

VLAD

All the more reason for your blood to wet my boots.

KRON

That is your privilege if you wish, you ruled this land before I was born. I am not even worthy to die by your sword, but perhaps I brought you back into this world for a reason as great as your legend.

Vlad turns his head from side to side, looking, thinking.... He lowers his sword. It's still ready to strike at any time.

VLAD

Truly you know how to speak to a king. Take a breath, that might be your last, and tell me your reason.

KRON

As a knight of the Dragon your sworn mission was to rid Europe of the invading infidels. This you did well and only death stopped your mighty crusade.

VLAD

(enraged)

Yes, I fulfilled my promise to Rome and I beat back the Turks only to be abandoned -- betrayed by my own people. I even fought my own brother. My "holy mission" only took me to the grave!

KRON

Yes, you were foully treated, but that was long ago. The world is different and there is a leader now to fight by your side. A great man who himself is being betrayed who will fight at your side with armies and weapons with power you dreamed of but never saw.

(CONTINUED)

Vlad smiles beneath his fierce armor.

VLAD

You claim to be this man?

KRON

No, I am only one of his servants. He and I worship your methods of battle and have brought you back to aid our holy cause. His name is Adolf Hitler and he wants you to rule at his side.

VLAD

You are no smarter than a fly is old. You wish me to spare your life by telling me there is another who is greater than I?

KRON

I agree it would be a pathetic plea if it were not true. And the leader I speak of is not your superior but your equal Lord Impaler.

Vlad looks at Kron for a long moment and then sheathes his sword.

VLAD

You live, not for my pleasure, but at my whim. I am one of many moods and you'll find me to be fickle. Your men were telling me we must leave this place?

Vlad indicated the corpses on stakes.

KRON

Their lives were yours to have, but their words were, and are true. The enemy, the Russian Horde, has taken over this country. We are heading for your very own castle in Konigstien Hungary.

Vlad nods he's walking back towards the plaque for his wife. He takes a ring from his finger.

VLAD

It is still an impregnable fortress? Even in this day?

(CONTINU

KRON
You built it to be so and in your
wisdom....

Vlad holds up a hand.

VLAD
Your flattery has filled my stomach.
This is a place for homage.

Vlad takes the ring from his finger and presses it into naked rock with his brute strength. He pushes it into the bolder below the plaque so deeply that it can't be seen.

VLAD (CONT'D)
My wife killed herself to escape my
defeat. A defeat that came years
later. Yet, she was right it did
come.

Vlad's eyes are wet with tears.

VLAD (CONT'D)
Death, at least for her, was an escape.

Vlad stomps down the path, not even waiting for Kron, who hurries to catch up.

EXT. ROMANIAN BORDER - NIGHT

Vlad, Zar, and Kron emerge from behind the fence to find the troop carrier right where they left it. But there is no sign of Jeanne or Claire.

KRON
Dr. Claire?

VOICE
Looking for a good time...

A group of FOUR SOVIET TROOPS come around from behind the troop carrier. They have Claire and Jeanne.

RUSSIAN CAPTAIN
(continuing)
...we have your women, you hun
bastards.

(CONTINU

The Russian troops have their weapons aimed at Kron's group. One of them has a flame thrower.

RUSSIAN CAPTAIN (CONT'D)
You can stay alive and watch.

The soldier pulls Jeanne roughly to his side and kisses her roughly on the mouth.

RUSSIAN CAPTAIN (CONT'D)
Or we can kill you right now.

Kron looks at Vlad and Zar.

KRON
For we have seen the enemy and he is
ours...

RUSSIAN CAPTAIN
Drop your weapons.

Kron, almost playfully drops his gun. Vlad and Zar advance on the Russians.

RUSSIAN CAPTAIN (CONT'D)
(looks at Vlad's sword)
Am I supposed to be afraid of that?

Vlad's sword swings three times. He cuts off the Captain's left arm, his right arm, then his head.

The pieces spray blood and drop. The other Russians start firing as Vlad and Zar come at them. Zar is driven back by the hail of gunfire. Vlad advances, the bullets spark as they hit his skeletal armor. He stabs a soldier in the gut and twists his sword in the man, not letting him fall. Claire's elbow piles into one soldier's Groin. The man crumples forward onto his face. She picks up the man's machine gun and empties the entire clip into him.

Kron dives for cover as the Russian with the flame thrower sprays out a plume of yellow deadly flames.

Zar tears a gun from another Russian and then bites into the man's neck.

(CONTINUED)

The flame thrower spins around and Zar drops the dead Russian and retreats again.

Meanwhile, Jeanne is free and tries to escape. Claire knocks her to the ground with the butt of her machine gun.

The only Russian left is the man with the flame thrower. He holds off Kron and Zar with it. Vlad however advances towards it with sword at ready.

The yellow blast of fire engulfs Vlad, but Vlad just keeps walking forward as the flames engulf him.

The Russian screams wildly and keeps pouring on the gas, until a second later, Vlad cuts him completely in half with his sword.

The flame thrower drops to the ground and now the scene is all rising smoke and chilling silence.

Kron and Zar gather near Vlad who looks down at the flame thrower.

VLAD

What a wondrous weapon! Tell me Kron
is this a taste of your modern war?

KRON

(smiles happily)
Only a taste Lord Impaler. A full
meal can be had on such weapons and
more.

Vlad is truly impressed.

VLAD

The smell of blood, the taste of real
combat, these things I have missed.

Vlad sees Jeanne for the first time as Claire pulls her to her feet. Jeanne and Vlad's eyes meet.

VLAD (CONT'D)

Yes, there are many things I've missed
as well.

Jeanne breaks eye contact with Vlad.

(CONTINUED)

VLAD (CONT'D)

Truly, fully, I am alive again. The past be damned. The future will be mine.

Vlad bends down and picks up the Russian Captain's severed head. He tips it upside down like a huge cup and lets the blood pour from the neck into his gulping mouth.

EXT. STREAM - NIGHT

CU on gently flowing water. Toulon's hand dips into it and comes out with a handful of water. We pan up and follow the hand to his parted lips.

TOULON

(VOICE OVER)

Future diary entry. Having departed the island of Snagov, I have had little trouble following Kron's new path of destruction...

We pull back as Toulon drinks, to reveal him standing by the riverside, several impaled bodies are scattered around the area.

DISSOLVE TO:

EXT. ROMANIAN COUNTRYSIDE - NIGHT

Toulon walks through a field, large vehicle tracks have dug up the ground and flattened the grass. The skeletal remains of the livestock litter the area.

TOULON

(VOICE OVER)

It is almost as if Kron and Vlad have deliberately left these horrifying markers for me to follow. But that cannot be, for surely they think I am still lying dead on the island: a meal for vultures. Their ignorance will be one of my weapons to rescue Jeanne. I owe her father that much.

In the far distance there are small lights, like those of a town. He walks on, carrying his sack of puppets.

(CONTINU

TOULON (CONT'D)

(VOICE OVER)

P.S. I hope I remember all this so I can write it all down when I get my diary back. Otherwise I'm just talking to myself...which is kind of silly...come to think of it...

Toulon's voice trails off as he continues walking toward the town's lights.

DISSOLVE TO:

EXT. SMALL VILLAGE - NIGHT

Toulon enters the small village of a dozen or so buildings, mostly on the main road with a few winding down on small side streets. The small gathering of buildings is silent, their only life are the dim lanterns that shine through random windows. The ground has been recently overturned by the large vehicle tires, and squishes wetly as Toulon walks.

Toulon makes his way forward, passing by walls generously splashed with blood, but there are no bodies to accompany it.

Toulon continues to walk and looks down at the bag slung over his shoulder.

TOULON

Well, my friends, it appears that we are all alone, yet again.

Toulon walks around the corner of one building and stops dead in his tracks. In front of him a circle of large wooden spikes stick up from the ground. Each one with a man impaled on its pointed tip. Toulon walks over to one of the spikes and looks up. The DEAD MAN'S FACE is pale and sunken in. His tongue lags out of his mouth, black. His neck is a bloodied mess. As Toulon looks up in sadness, a tiny drop of blood hits his cheek. He wipes his cheek with his hand and looks at the blood. Lightning flashes overhead, and a steady rain begins to fall.

Quickly he turns and makes his way towards a building. The SIGN above the door tells us that it is the local pub. It's a detailed painting of a evil looking harlequin: the pub's name is the WICKED JESTER.

(CONTINUED)

INT. WICKED JESTER PUB - NIGHT

Toulon bursts through the door in a slight panic.

TOULON
Is anybody here?!?

The pub is dead, literally. There are a DOZEN BODIES sporadically lying around the place. Several are spread out face down on tables, on the floor, in corners.... Blood is on the walls and caked in their hair. As Toulon looks closer he notices something strange about these "patrons." They are all young. No one seems to be older than eighteen, hardly old enough to be in a pub.

TOULON (CONT'D)
Children. They were just children.

Toulon breathes in deep and sets the puppets down on one of the empty tables. He makes his way to the bar. A WOMAN is hunched face down on the bar. Her arms hang behind it. Toulon stands beside her and brushes back her dark hair to reveal an older but strikingly attractive woman. Her eyes are closed. In a jolt the woman rises up and brandishes a rifle at Toulon. Toulon is caught complete off guard, and begins to stumble back. From behind Toulon, all the bodies in the pub stand up and block the door.

WOMAN
Hold still.

Toulon returns his attention back to the woman.

WOMAN (CONT'D)
Who are you?

TOULON
My name is Andre, and I was just traveling through. When I saw the bodies outside, I ran into the first building I came to, to see if there was anyone around. I mean no harm: I assure you.

The woman still holds the gun on him, looking him over.

WOMAN
Maybe. What's in the bag?

(CONTINUED)

From behind them ONE OF THE CHILDREN, a young boy, calls to the woman.

He has already opened the sack and pulled out one of the puppets. Several of the other children do so as well.

BOY
Maria, Look, Toys!

The boy holds up Jester and points. As he does Jester spins his head to his happy face, and makes his little cooing noise.

The other children take a step back and put the puppets down. The other puppets seem to awaken also, and look around their new surroundings.

TOULON
It's alright my children. They won't hurt you.

The woman/MARIA has brought the gun down, and leans over to Toulon.

MARIA
Of course they won't hurt the children. They're just toys.

Toulon looks at the children as they in turn watch the puppets, and smiles.

TOULON
I wasn't talking to your children.

One of the boys moves closer to the table and shakes Pinhead's hand. Maria looks at this with astonishment.

MARIA
What kind of toys are these?

TOULON
(whispering, full of wonder)
Let me show you.

INT. WICKED JESTER PUB - LATER

(CONTINUED)

CU of Jester and Leech Woman's feet moving up and down. We PAN UP to see Jester and Leech Woman dancing to FOLK MUSIC that is being played by TWO OF THE CHILDREN.

Several children have gathered around the table to watch the scene, while the rest are at different tables.

On one of the other tables, Blade shows the children his quickness by having them toss fruit up in the air, and then slicing it in half before it hits the table.

One child throws up an apple, Blade gets ready to slice it, when it explodes, the pieces falling all over Blade. The children look over to the tiny, maniacal laughter of Six-Shooter, who twirls his guns and puts them back in their holsters. On yet another table, Tunneler, and Pinhead have a little wrestling ring set up. Pinhead does his best Tor Johnson, and lifts Tunneler over his head. Tunneler fakes fright, as the children laugh in approval, and he is then sent crashing down to the table. Tunneler shakes his head, woozy, and starts to get up, when Pinhead falls on him and pins him. The children applaud and cheer loudly, as we move away from the table and to the bar where Toulon and Maria stand next to each other, watching the scene in front of them.

MARIA

It's incredible Andre, how is it done?

TOULON

How it is done is not nearly as important as what it has done for the children.

MARIA

It's true, it's almost as if the past few days have been nothing but a bad dream.

TOULON

Kron and his brigade have a way of making it seem so... I know, I've been stuck in their nightmare too long.

Maria looks at Toulon questionly, but lets it pass. Instead she turns to the children. She gets their attention by clapping her hands.

MARIA

Alright children, enough for tonight, it's late and time for bed.

(CONTINU

The children all moan in unison.

CHILDREN

Aw, Maria do we have to?

BOY

Yes, it's not that late.

MARIA

Yes it is. There is much work to do tomorrow, now off with you.

The children all turn around and make their way up the stairs beside the front door. The puppets wave to them as they pass by. One child crouches down and peers through the banister.

CHILD

Can we take the puppets up with us?

Toulon looks up to the boy.

TOULON

They need their rest too, my boy. Perhaps tomorrow you can play with them some more.

A smile breaks on the boy's face and he spins around and heads up the stairs. Maria moves behind the bar and selects a BOTTLE OF WINE. She reaches for TWO GLASSES and sets them down on the bar.

MARIA

Some wine, Andre?

Toulon smiles. Almost at peace for the first time.

TOULON

Why not.

Maria opens the bottle and begins to pour. Toulon watches the red liquid filling their glasses.

MARIA

You will stay the night won't you?

Toulon looks up at her taken back a little. Maria notices it, and quickly tries to cover up her offer.

(CONTINUED)

MARIA (CONT'D)

I mean with the rain and all... it's not really fit to travel. The roads wash out easily here.

(pause)

It would be much safer to move on tomorrow.

Toulon relaxes and leans in to Maria, picking up one of the glasses of wine.

TOULON

Yes, I think staying the night would be most appropriate.

Toulon raises his glass of wine to Maria. Maria in turn picks up her glass of wine and a smile forms at the corner of her mouth.

MARIA

Good.

C.U. of the glasses at they CLINK together. Inside the glasses, an EXPLOSION in B&W is super imposed, and we...

DISSOLVE TO:

INT. KONIGSTEIN CASTLE (THRONE ROOM) - NIGHT

...B&W STOCK FOOTAGE being projected on a screen. It shows the wonders of German technology--jet fighters -- V2 rockets blasting London -- Huge new Panzer tanks, etc. A DESPERATE SOUNDING NARRATOR speaks over the thunderous explosions shown on the film.

NARRATOR

So witness the marvels of our Fatherland's scientific superiority and sleep at night in our Fuhrer's protective steel arms. Onwards to victory! Long Live the Reich!

Music climaxes and the screen is covered by a descending curtain, which is in fact a....

A Large Renaissance painting of a celebration in hell. We PULL BACK to reveal. A feast set out in the huge cold stone throne room of Vlad Dracula's Konigstien Castle. A huge feast to welcome Vlad back from the dead. It's a barbaric celebration.

(CONTINUED)

Vlad sits at the far end of the table. We see his face, the "wonders" he has just see have left his face flushed with a childlike awe.

Kron steps up under the screen/painting. His features look more monstrous than before. His speech shows that he is suppressing great pain.

KRON

We will now demonstrate the strength
of the German soldier for you, Lord
Impaler.

Kron nods and two naked to the waist, GERMAN SOLDIERS step forward, salute Vlad and then begin to bare-knuckle-fight. Vlad watches for a few moments, but is obviously bored by such a bloodless display. Vlad's eyes wander the room to find a real source of interest to him which is...

JEANNE and CLAIRE.

They are seated next to each other, both are dressed in low cut gowns for this occasion. Claire notices Vlad's look and at first is flattered until she realizes that Jeanne is the real source of Vlad's attention.

CLAIRE

(nudges Jeanne)

You're being watched. You better
enjoy the attention it might keep you
alive.

Jeanne looks down the table and sees Vlad staring at her. As she watches, Vlad sends Zar in her direction.

CLAIRE (CONT'D)

Be polite my dear, or be dead.

Zar stops next to the women and bends to his knees.

ZAR

My Lord wants you to join him.

JEANNE

He can have me any time he wants.

(CONTINU

Jeanne begins to stand, she scoops up the knife from beside her plate as she does.

JEANNE (CONT'D)
But you'll have to hack me into pieces
first.

Jeanne drives the knife into Zar's forehead. Blood sprays.

AT THAT VERY MOMENT

the smaller of the two bare knuckle fighters is knocked out. The remaining fighter turns to see...

ZAR screaming in rage and pulling the knife from his head. The entire room watches in silence as Zar draws his sword.

ZAR
Die you impudent cow!

Zar throws Jeanne onto the table. Wine and food are spilled everywhere. Zar is about to slash down at her with his glinting sword.

VLAD...

is on him in a flash. He grabs the sword by the blade and stops it in mid air.

VLAD
This is no way to treat a lady.

Kron gets up from his seat and stands close by. Claire and he exchange uneasy looks.

ZAR
But she offended...

VLAD
(cuts him off)
If I want to hear anymore from your
tongue I will rip it out and hurl it
against the wall.

Zar's eyes flash with anger, that he suppresses. The tension sizzles for a moment.

(CONTINUED)

KRON nods to the victorious fighter to supply a needed diversion.

FIGHTER
 (clears his throat)
 I, uh, I need another opponent!

Vlad and Zar turn and look at the fighter. No one volunteers.

Kron kicks A SEATED SOLDIER to stand, but before the man can rise...

JEANNE stands up on the table.

JEANNE
 I will fight you!

She jumps down from the table and walks across the room. Vlad seems horrified by the thought of Jeanne fighting.

VLAD
 (to Kron)
 This is an outrage! Women are not meant for battle. Stop her!

Jeanne doesn't let Kron answer.

JEANNE
 I am not any Nazi's bitch.
 (then to Vlad)
 Nor am I yours.

Kron snaps his fingers and TWO GUARDS start towards her.

JEANNE (CONT'D)
 I am a prisoner and you will kill me anyway. This is a war so give me the right to die fighting!

The guards are almost on her.

KRON
 It is your decision, Lord Impaler...

Vlad looks at the fire in Jeanne's eyes.

(CONTINUED)

VLAD

This modern world is new to me.
Perhaps a warrior's spirit can be in
the body of a man or a woman in this
place.

Kron motions the guards to let Jeanne fight. SHE SQUARES OFF
WITH THE BURLEY FIGHTER.

FIGHTER

You can't fight me in that dress.

Jeanne answers with her fist. The sound of the fighter's nose
breaking can be heard clear across the room.

The Fighter reaches up to touch his broken nose and she slugs
him again.

CLAIRE CHEERS.

The fight is on.

Jeanne is smaller than the fighter and ducks or deflects most
of his punches. But he finally connects and she's knocked to
the floor.

FIGHTER (CONT'D)

Ready for some more?

The fighter offers her a hand to get up.

JEANNE

Yes, thank you.

She gives him a high heel to the crotch. He doubles over and
stumbles back. Claire rips a large piece of cloth from her dress
and throws it over the man's head. He's blinded and she kicks
him squarely in the face.

IN SLOW MOTION --THE MAN FLIPS COMPLETELY HEAD OVER HEELS TO LA
ND FACE DOWN ON THE STONE FLOOR.

Claire rises to her feet and applauds. Vlad watches this strange
gesture of approval and then joins in himself.

(CONTINUED)

Jeanne turns to face her "fans" she smiles wickedly at them.

JEANNE

You can kill me now if you like, but
you'll know that you couldn't do it one
on one.

Behind her the "beaten" fighter gets to his hands and knees.
There's a battle ax hanging on the wall not far away.

FIGHTER

You can't humiliate me this way!

The Fighter makes a lunge for the battle ax. With superhuman
speed, Vlad vaults over the banquet table and rushes at the
fighter.

The Fighter reaches the Battle ax. He Grabs the handle with both
hands. Vlad swings his sword.

THE FIGHTER screams and falls back. Blood sprays up from the
stumps of both arms.

On the wall, his two severed hands still clutch the handle of
the Battle ax. Vlad smiles and then punctures the Fallen
Fighter's heart with his blade. He leaves it sticking up from
the fallen heart. Vlad puts one foot on the dead man's chest
and, leaning on the sword like a podium, addresses the room.

VLAD

Let me now take over the festivities
from you, my fascinating hosts...

Vlad turns and looks at Jeanne. She takes several steps towards
the door.

VLAD (CONT'D)

I feel compelled to show you a bit of
my dusty world. My justice for one
who has failed me in battle this very
night and offended me in this very
room.

Zar looks up from his place at the table.

ZAR

My Master you are mistaken!

(CONTINUED)

VLAD

Perhaps the...

(searching for the word)

the "bullet" holes in your back then are part of a some modern strategy for advancing with your back facing the enemy.

Zar stands firm for a last moment, before he jumps up on the table and runs full speed for the door.

Kron reaches out and with his powerful arm trips Zar as he runs by. Zar lands face down on the table and slides through the food and plates. Vlad jumps up onto the table and stands over him.

VLAD (CONT'D)

Come now brave knight! You are the only one in this room who might match me.

Zar swings his sword and slashes Vlad's stomach. Blood sprays out, Claire who is seated next to the battle is sprayed with blood.

Although the blood flows the wound is nothing to the Vampire Prince.

VLAD (CONT'D)

A wonderful stroke, but you forget we are vampires.

Vlad swings down at Zar who blocks the blow and gets to his feet. The two hack at each other and battle across the table as those seated on either side scurry for cover.

Jeanne sees her chance and runs from the throne room.

The blood splattered Claire grabs Kron.

CLAIRE

She's escaping!

KRON

No Doctor, she's trying to escape. The difference will be obvious in a few moments.

(CONTINUED)

Kron heads for the open door with Claire behind him. The two vampires keep battling as they leave.

INT. CASTLE HALLS - NIGHT

Jeanne runs as quickly and quietly as she can through the empty dank corridors of the castle. She sees a shadow and a moment later sees Claire heading down the hall.

Jeanne ducks down a side hall, looking back over her shoulder to make sure Claire isn't following her.

Jeanne comes to the end of the side hall and sees Kron coming straight at her.

Jeanne is trapped in the connecting hall. Claire is behind her and Kron ahead.

A side door is her only chance for escape. She takes it.

INT. CASTLE LAB - NIGHT

Jeanne hurriedly opens and shuts the only door. She can't see much in the large room. The only light spills in from arched windows high in the vaulted ceiling.

The room is filled with examination tables, electrical equipment that Doctor Frankenstein would be proud of.

The door into the lab opens and Kron and Claire come bursting into the room.

The arch lights are turned on. The light streams up from below the steel floor grid that lines the sides of the chamber, throwing strange shadows over the room's eerie machinery.

Claire ducks under a table and watches. Kron and Claire search the room quickly. Seeing no sign of Jeanne, they stop and talk in low whispers. But Jeanne is actually close enough to hear them...

(CONTINUED)

CLAIRE

There's no way out of here except the door in. She must be here.

KRON

Your wrong doctor. There's the trap door into the dungeons. If she got in there she could escape.

Jeanne ducks further under the table and watches. She can only see the Nazis feet as they cross the room and stop near a huge set of trap doors built into the floor.

The two Nazis are speaking again, but are now too far away for Jeanne to hear.

After a brief moment both sets of feet leave the room. The lights are left on.

Claire makes a silent dash for the trap doors.

She tugs and tugs on the door until it finally opens. She climbs down the spiral stone steps into the...

INT. CASTLE DUNGEON MAZE - NIGHT

Jeanne pulls the trap door closed behind her and is immediately in total darkness. But as her eyes adjust she sees that there is flickering torch light coming from below her.

She hears voices above her in the lab. Her only choice is to go down. Quickly she spirals down, her footsteps echo up at her from the damp, narrow steps.

She sees the TORCH.

It's at the bottom of the stairs. She reaches, grabs it, and heads off into the dank hallways.

She makes several turns. She can see rats running from the light. She hears bats in there too. It's a clammy environment.

Her torch is already burning lower.

(CONTINUED)

Her breath comes faster now. Sweaty fear grabs at the back of her neck.

She hears something strange. She stops. She swings the torch in all directions, but all she does is create strange freakish shadows with the dying torch.

JEANNE

Who's there?

Nothing comes back to her. She turns quickly, slips, falls.

THE TORCH drops into a pool of water that she's stumbled into. It sizzles as it hits the water.

JEANNE (CONT'D)

No.

Jeanne scrambles over and grabs up the torch. She blows frantically on the remaining flame to keep it alive, all she does is blow it out.

HER TERRIFIED SCREAM.

Comes twice in the darkness.

Then there is the flare of another torch.

It illuminates Jeanne's face, she squints into the light. Behind the torch we see Kron's grotesque face. His skin seems almost loose as the polluted serum continues its savage work on him.

KRON

You don't look happy to see me. I can put out the torch if you like. The serum seems to have given me excellent night vision. I don't think your father planned on that, do you?

Kron laughs. Jeanne still has her burned out torch in hand. She swings it into Kron's face.

(CONTINUED)

The blunt end wipes the loose flesh off his face. Kron yells in pain and drops his torch.

Jeanne grabs it up and starts to run away.

KRON GRABS HER ANKLE

He's grabbed her with his powerful and oversized hand. Jeanne uses the torch to try to burn the hand away. The torch has no effect.

Kron get to his feet, grabs Jeanne with both hands, raises her off the ground, and throws her through the air....

CUT TO:

INT. CASTLE LABORATORY - NIGHT

Jeanne lands in a barred cage. The door is slammed shut and locked. PULL BACK to reveal Claire and Kron in the huge lab. We are slightly behind them and only see one side of Kron's face.

KRON

I must get back to Vlad. Use her for whatever experiments you find necessary or unnecessary, Doctor.

CLAIRE

I don't think you should go back, looking the way you do.

KRON

What are you talking about?

Claire points to a mirror above a lab wash sink. Kron walks up to it to see. It's the first time we've seen him since Jeanne struck him with the torch.

Half his skin has been wiped away. The skin underneath has an odd non human quality. Kron bellows like an animal and smashes the mirror with his mutated hand. Claire seems to want to offer help. He doesn't stand still for it.

(CONTINU

KRON (CONT'D)

Stay here and finish you're own serum research. I may be in need of your own expertise. Your science might be useful after all.

Kron keeps his face away from her and starts walking towards the door. He never makes it.

Claire can hear bones breaking, changing inside of him. Kron crumples into a ball of agony on the floor. Claire races to his side.

Kron's eyes roll wildly in his head and when he tries to speak, blood pours from his mouth.

The door into the lab bursts open. A WIDE EYED CORPORAL stands there.

CORPORAL

Fraulien Doctor. Come quickly!

CUT TO:

INT. THRONE ROOM - NIGHT

Bodies are scattered across the floor. The room's a half lit slaughterhouse.

Claire and the Corporal stand in the door.

CORPORAL

We tried to stop Vlad and Zar's fight.

CLAIRE

That seems to have been a bad idea.

SOLDIER

We had to. Zar tried to use us as human shields.

CLAIRE

Where is Zar now?

The Corporal points to a dark shape in the far corner of the room.

(CONTINUED)

Claire grabs a torch from the wall and walks towards the shape. The light of flames reveals the shape as Zar's decapitated and impaled body.

CLAIRE (CONT'D)
Get some help and take these remains
to my lab. They may be of some use.
Where's Vlad?

The soldier shrugs.

CLAIRE (CONT'D)
Never mind, I see him.

Claire walks out of the room onto the ramparts of the Castle.

EXT. CASTLE RAMPARTS - NIGHT

Zar's head is impaled on a pike which dangles over the edge of the castle walls. MOVE FROM THE HEAD to see Claire approach. Vlad is standing under the head. He seems to be listening for something.

CLAIRE
(clears her throat
nervously)
Uh, Sir, Lord Vlad.

Vlad holds up his hand.

VLAD
Silence. What is that sound?

Claire listens. Now she can hear what sounds almost like distant thunder.

CLAIRE
It's probably coming from the Balaton
oil fields. Our sixth Panzer
division is defending it against the
Russians.

VLAD
Every mention of your "great" forces
has them on the defensive.

CLAIRE
As the General told you, that is why
we need your help.

(CONTINUED)

VLAD

I defeated an army three times the size of my own without the use of all of your modern weapons of war. I did so by leaving a trail of the Turks own dead troops impaled along the roads to greet them. I never defended. I attacked.

Vlad is agitated.

CLAIRE

I have...heard of your victories.

VLAD

(cuts her off)

You are lying. Where's General Kron?

CLAIRE

He's busy. I hope you understand, he means no offense by his absence.

VLAD

He's busy? Well let him know that I am bored. Also say that I would like to know, again, why it is I need to help your failing cause.

Vlad stalks away from her. Claire uneasily watches him walk away under the moon as the sounds of the battle for the oil fields intensifies.

DISSOLVE TO:

INT. MARIA'S BEDROOM-MORNING

Match cut/dissolve from the full moon to a small circular mirror. It is fogged over with steam rising from a bowl that rest in front of it.

A wipe of a hand and the mirror is clear to reveal the NEW TOULON. Clean shaven of his goatee, Toulon studies his face in the mirror.

MARIA

(off screen)

You look younger.

(CONTINUED)

Toulon turns around and sees Maria walk into the room. She is carrying a bundle of clothes that she sets down on the bed.

Toulon smiles as Maria approaches him from behind and wraps her arms around him. She leans her head on his shoulder and sighs.

Toulon sets the razor down on the dresser and holds her hands affectionately.

MARIA (CONT'D)

I'm glad you decided to stay... Thank you.

Toulon looks back at her a little grim. Her hands slide off hers.

TOULON

I only wish it could be longer, but I have to go.

Maria pushes herself slowly away. She is confused.

MARIA

But why must you go? The war is nearly over. Stay, here, and start a new life, one of happiness and peace, not of pain and suffering.

Toulon looks down at the floor and then back to Maria.

TOULON

I can't.

Maria's eyes narrow in anger.

MARIA

(yelling)

Why not! Give me one good reason why.

Toulon's calm breaks and he lunges verbally.

TOULON

(yelling)

If I don't find them, and stop them, then what they did to this town, to the people in it, to your husband, will seem like a calm breeze before the storm.

(CONTINUED)

MARIA
(yelling)
You are not God, Andre. Do you want
to die? Because that is what will
happen to you if you find them...

Maria's tough exterior breaks down. She sits down on the corner
of the bed, and begins to sob.

MARIA (CONT'D)
Please...please, I don't want to lose
anyone else.

Toulon sits beside her and wraps his arm around her shoulder.

TOULON
(calm)
It will be alright, shhh.

MARIA
I'm scared Andre.

TOULON
I am too.

WE PULL BACK SLOWLY from them to a wide shot of them on the bed.

DISSOLVE TO:

EXT. WICKED JESTER PUB - DAY

Toulon emerges from the front door. He is dressed in a green
velvet smoking jacket and cape. Maria follows behind him. He
has the sack full of puppet slung over his shoulder.

TOULON
But Maria, I don't see the point of
wearing this attire, it makes me stand
out.

Maria places a black velvet top hat on Toulon's head and smiles
pushing him forward.

MARIA
You will, just wait a moment.

Maria leads Toulon around a corner.

(CONTINU

CUT TO:

EXT. TOWN CENTER - DAY

The two make their way around the corner and are met head on by TWO LARGE CARRIAGES/ GYPSY CARAVANS hooked together.

SEVERAL CHILDREN hold TWO HORSES by the reins.

The side of the first carriage is painted with bright letters reading : LAMPINI'S CHAMBER OF HORRORS

Toulon and Maria get to the caravan. Toulon looks in amusement.

TOULON

Where did you get this?

MARIA

It was one of the townspeople's. He came here with his family to put on show, and decided to stay.

Toulon walks up to the front of the carriage, examining it carefully. He opens the door behind the driver's seat and places the sack of puppet inside.

TOULON

Get comfortable my children, this is our new home for awhile.

He closes the carriage door. Before it shuts completely we catch a glimpse of the puppets sitting inside the carriage.

MARIA

This will make your journey go a little faster, I should think.

Toulon looks at her with a feeling a regret, then pulls her to him, and hugs her.

TOULON

Thank you Maria, for everything.

Maria holds back tears.

(CONTINUED)

MARIA

You be safe Andre, and come back to us.

Toulon pulls away from her, and climbs aboard the carriage. Up at the top, Pinhead waits for him holding the reins. Pinhead sees Toulon settle in, and gives the reins a powerful SNAP.

The carriage starts to move forward.

Maria walks beside it.

MARIA (CONT'D)

They went North east, through the forest. You should have no trouble following the path...

Toulon looks down at Maria.

TOULON

Take care Maria.

Maria stops walking beside the carriage as it picks up speed, and watches as it heads out of town. The children gather behind her and silently wave good bye watching the carriage go over a hill and disappear.

FADE OUT.

FADE IN:

EXT. SKY - DUSK

Dark clouds swirl silently. They are broken by a B-17 BOMBER (STOCK SHOT) that flies past and then descends away from us. BOMBER POV, breaking through the clouds to reveal Kron's castle on the horizon with the setting sun disappearing behind mountain ridges.

INT. BOMBER/COCKPIT - NIGHT

CU of TWO HANDS grasped onto the steering controls tightly, moving them forward.

The altitude gauge moves down.

(CONTINUED)

CU of a mouth in a determined grimace, with a headset mic near it.

CAPTAIN CJ

We have target in sight, and are descending. Wrap the present and get ready to deliver.

INT. BOMBER/BOMBAY - NIGHT

TWO SETS OF HANDS move a large bomb into the drop shaft. The top of the bomb is unscrewed to reveal it's inner core. A hand reaches in and turns a metallic cylinder clockwise until the detonator locks into place, then the lid is screwed back on.

INT. CASTLE HALL - NIGHT

CORPORAL WESSFALLEN runs down the hall to a set of large doors. Without knocking he pulls them open.

INT. LAB - NIGHT

CORPORAL

General!

Dr. Claire, who is working on the large table, immediately turns and walks towards the Corporal. As she does, we see what looks like several small puppet bodies on the table. (PRODUCTION NOTE: These are the parts of what will eventually be the TORCH puppet.)

CLAIRE

(stern)

The general is not to be disturbed, what is it, Corporal Wessfallen?

The Corporal straightens himself up.

CORPORAL

The lookouts have just spotted a bomber descending from the west.

Dr. Claire looks over her shoulder toward a darkened corner of the lab. ANGLE ON KRON as he slouches in a large chair, practically a silhouette.

(CONTINUED)

RESUME ANGLE DR. CLAIRE

CLAIRE
(whispering)
You'll have to take whatever measures
are necessary to protect this facility
on your own...

SLOW PUSH IN ON KRON

CLAIRE
(O.S. continued)
...the General is in no position to
supervise a defensive response at this
time.

As Claire finishes this statement, Kron's eyes open wide.

KRON
(deep, guttural voice)
Wrong.

Surprised, Claire and the Corporal turn to the corner of the lab.

Kron stands up and emerges from the shadows. His physical transformation is further along. His head has taken on a misshapen form, and he slouches forward slightly because of newly acquired hunch back.

Still, he moves forward with powerful strides until he reaches the two of them. The Corporal's bottom lip trembles with fear, as he tries to regain composure. Kron brushes past Claire and leans in close to Corporal .

KRON (CONT'D)
The bomber, how close is it?

CORPORAL
At present speed it should reach the
castle in approximately twenty
minutes.

Kron grabs the soldier's collar the his massive hand and twists the material.

(CONTINU

KRON

Ready the rocket launchers, and have a ground team assembled. We'll blast this bird of prey out of the sky and then pick its bones clean. Is that understood, Corporal?

A line of sweat runs down the soldier's brow, and he nods.

CORPORAL

Ya Wohl, Herr General!

Kron looks at the Corporal with despise and then lets go of his collar.

KRON

Schnell!

EXT. RAMPARTS - NIGHT

A DOZEN SOLDIERS move the rockets launchers, and Anti-Aircraft guns into place. The weapons are loaded and manned.

General Kron walks by shouting orders in German, with Claire behind him. He pushes one of the gunners aside, taking position behind one of the Four barreled 20mm FLAKVIERLING 38 guns. (NOTE: THIS IS THE SAME A.A. GUN THAT WAS USED IN PUPPETWARS 1) In the distance we can see the plane as it approaches.

KRON

Wait for my command!

Kron grits his teeth, bloodlust in his eye.

KRON (CONT'D)

(under his breath)

First blood belongs to me.

WE DOLLY PAST the soldiers who wait for the order, and stop at Kron. A breathless moment passes.

KRON (CONT'D)

(FIRE!)

Kron pulls the trigger sending spitfires into the night sky.

(CONTINUED)

A second later the rampart is a flurry of noise and smoke as rockets and shells rip through the air towards the bomber.

EXT. BOMBER - NIGHT

Bullets hit their target, embedding themselves into the sides and underbelly of the bomber.

INT. COCKPIT - NIGHT

CU of the headset worn by the pilot.

EVAN'S VOICE
(over the headset)
Captain, we've been hit.

CU of captain's mouth talking into the headset.

CAPTAIN CJ
I realize that...

CU of the windshield as it takes three bullets and then shatters, spraying glass over the captain's hands as he grasps the stick with white knuckles.

CAPTAIN CJ (CONT'D)
(O.S.)
Goddamn it...evasive action!

The panel instruments shudder, and spin.

EXT. RAMPARTS - NIGHT

The Nazis send more rockets and ammo into the air. Kron shakes and yells with adrenalin surging through his body, as he fires.

EXT. BOMBER - NIGHT

One of the rockets hits the tail and tears through the rudder. The bomber shudders and begins to descend with a loud WHINE.

INT. COCKPIT - NIGHT

(CONTINUED)

The instrument panel shakes violently. CU of Captain CJ's eyes as he looks forward.

CAPTAIN CJ
Evans, we're going down...

CU of Captain CJ's mouth

CAPTAIN CJ (CONT'D)
...repeat we are going down, drop the
reserve payload.

CJ's hands hold the stick, shifting tightly and trying to pull it back.

EXT. BOMBER - NIGHT

(STOCK SHOT) As it descends towards the forest below.

EXT. FOREST ROAD - NIGHT

Toulon makes his way slowly down the quiet road on the carriage, when suddenly from above the bomber passes by with a loud rumble.

Pinhead pulls the reigns in and stops the carriage. A few feet in front of him TWO LARGE METAL CYLINDERS (Unarmed Bombs) crash land in the soft muddy road.

Toulon looks at them for a moment and then looks back up as the plane goes down. The rest of the puppets lean out the carriage door and look up. As the whine of the plane going down gets louder, Jester's face spins into his scared face.

We go to Blade's face as we hear trees snap and break, and then a THUNDEROUS SOUND of the plane crash. Blade raises his arm up over his face.

EXT. CASTLE RAMPARTS - NIGHT

Kron stands in victory. The soldiers cheer around him.

(CONTINUED)

KRON
 Ground team assemble in the main hall
 and wait for me.

Kron turns to Dr. Claire.

KRON (CONT'D)
 (continues)
 Doctor, I think this would be an ideal
 situation to test our new...weapon.

CUT TO:

EXT. FOREST ROAD - NIGHT

Toulon is pulling the "BOMBS" out of the mud with the help of
 some of the puppets.

The two bombs are loaded into the back carriage and Toulon mounts
 the front on.

TOULON
 Let's get to the crash sight and see
 if there are any survivors.

Pinhead nods, takes up the reigns, and SNAPS them.

CUT TO:

EXT. CASTLE DRAWBRIDGE - NIGHT

On the sound of the SNAP/ match cut to the sound of the drawbridge
 coming down. BANG!

It reveals Kron and the ground team. The iron gate raises and
 Kron leads the torch bearing team out of the castle. The
 soldiers' thick leather boots THUD loudly in unison.

EXT. CASTLE RAMPARTS - NIGHT

Vlad stands at the edge of the wall, and watches the procession
 crossing the bridge.

EXT. DRAWBRIDGE - NIGHT

(CONTINUED)

We follow the group as they cross the bridge and head towards the wreck's black smoke off in the distance. One of the torches passes in front of the camera and its flames fill the screen.

MATCH CUT TO:

EXT. CRASH SITE - NIGHT

The painted flames on the nose cone of the bomber and then pull back to reveal the wreckage.

Black smoke wisps by, as small fires burn from the severed tree tops. The bomber lies in torn up earth; more trees lie around it, their roots exposed. The bomber itself is intact, but buckled in the middle. The sides are dented in, or crushed from the impact of the crash. Several tree limbs can be seen hanging, or wedged from various areas of the plane, stiff, lifeless. We are wide on the crash site when the sound of approaching horses comes from O.S. Toulon's caravan enters the edge of the crash site and he pulls it to a stop.

He climbs down from the carriage and makes his way to the plane. From behind him, the door to the carriage opens and the puppets get out.

Toulon makes his way over fallen trees and begins to move along the side of the plane. He crouches down trying to look inside.

TOULON

Hello, is anyone in there?

Several of the puppets investigate the outlying rubble. Pinhead flips over a piece of steaming metal to reveal...

EVANS a burned and badly wounded member of the crew.

Pinhead motions other puppets over. Meanwhile, Toulon reaches the front of the plane, and stops. The only noise is the faint crackling of the fires, until a FAINT MOAN breaks through.

Toulon moves to the smashed cockpit windows and looks in. Inside Captain CJ sits, still strapped into his pilot's chair. Toulon reaches in and puts his hand up to the captain's neck, checking his pulse.

(CONTINUED)

He pauses for a moment and then nods assured that the man is alive.

TOULON (CONT'D)

If you can hear me, I'm a doctor. I'm going to get you out of that chair, so lie still.

Toulon reaches in and unbuckles the captain. He grabs the lapels of his flight jacket and carefully pulls him out. The captain groans and seems to regain partial consciousness.

CAPTAIN CJ

Where am I, what happened?

Toulon swings his arm around the captain's torso to support him better, revealing the captain's holstered revolver. Toulon starts to lead him toward the carriage.

TOULON

Your plane was shot down, your near the base of the Fagaras mountains. But right now I think we should worry about getting a safe distance away from here.

CJ struggles a bit.

CAPTAIN CJ

No, I have a mission to complete.

The two reach the carriage. Toulon opens the door and inside rests the wounded airman/Evans. He is unconscious. Leech Woman is looking after him. Toulon helps CJ into the back carriage and looks at Leech Woman.

TOULON

Is he the only other survivor?

Leech Woman nods. CJ looks around the living compartment and notices the two bombs in the corner, as well as the living puppets looking back at him.

CAPTAIN CJ

What nightmare have I stepped into?

Before Toulon can answer him, they are interrupted by the sound of Kron and the ground team approaching the crash site.

(CONTINUED)

ANGLE ON KRON AND GROUND TEAM (Toulon's POV)

In the distance, Toulon and the others see the brightly burning tips of torches as the ground team advances through the forest.

RESUME ANGLE ON TOULON

He turns to his group.

TOULON
We don't have much time.

Toulon reaches into the carriage and grabs CJ's revolver.

TOULON (CONT'D)
I need to borrow this.

CUT TO:

EXT. FOREST-NIGHT

Kron and the ground team make their way through the wooded area. Grim determination covers all their faces.

They reach the roadside and begin to cross, when suddenly the caravan emerges from the other side and blocks their way. The soldiers instinctively aim their guns on it.

KRON
(to the caravan)
Halt where you are!

The driver pulls to a stop in front of them

TOULON
WHOA, THERE.

The soldiers form a semi-circle around the side of the first carriage. Kron walks past them to the driver. He sets down a box, that he has been carrying, on the ground.

(CONTINU

KRON

Who are you, and why are you traveling
on this road?

Kron does not recognize Toulon, who pulls down his top hat. He puts on his best showman voice, and throws his hat out into the air.

TOULON

I am Lampini, displayer of the worlds
most terrifying, and horrific
artifacts the world has ever seen.

Kron looks up at the man, somewhat amused.

KRON

Is that so?

Kron grabs a torch from one of the soldiers and brings it up to his deformed visage.

KRON (CONT'D)

More terrifying than THIS!?

Toulon gets a good look at what has become of Kron and leans back, somewhat ill at what he sees. Kron brings the torch down, and hands it back to his soldier.

Kron paces the side of the carriage, looking at the painted doors that promote the displays of horror. He seems a little transfixed. Toulon's eyes follow his every step.

KRON (CONT'D)

Where are you traveling to?

TOULON

Back to the west, I have been away for
many months and must return to my
family.

Kron turns and approaches the front to the carriage.

KRON

It must be very dangerous for you,
there is a war going on after all.

TOULON

Sir, the supernatural cannot be
bothered with politics.

(CONTINU

KRON

That might be true, but never the less
you do fall under the jurisdiction of
the Reich, and as it is the case we must
search you caravan.

TOULON

If you must, you must.

Kron looks at Toulon for a moment, starring into his eyes Toulon
leans back into the shadows of the night, blocking his view.

Kron steps back and orders the guards in german. Two of the guards
move to the back carriage, while the other three move to the two
painted doors of the first carriage. Toulon looks down at the
soldiers, and slowly reaches under his cape and draws his gun. Two
soldiers at the first carriage stand ready while the third grabs
the door handles and pulls the doors open with force. As soon as
the doors are opened the puppets jump out and onto the soldiers.

Blade lands on one and slashes his throat from ear to ear. The
soldier topples backward, firing his gun as he does. The bullets
hit one of the other soldier's in the leg, and he too, falls onto
the muddy road. Tunneler jumps down on the fallen soldier and
begins to drill into his stomach. The soldier retches up in pain
and tries to grab the puppet, but can't because Tunneler is
burrowing inside of him. The third soldier is flailing around
as Pinhead, Leech Woman and Jester are on top of him: pounding
away.

ANGLE ON BACK OF CARRIAGE

The two soldiers open the door, only for one soldier to be met
with a bullet in the head, delivered by CJ's smoking pistol. The
other soldier falls back, as CJ fires off several more bullets
through the door.

RESUME FIRST CARRIAGE

Kron moves slowly back, off guard from the surprise attack, and
watches as the driver/Toulon takes out his gun and picks off the
guard who was at the back carriage. As he does, Kron gets a clear
look at him.

KRON

Toulon...it's impossible.

(CONTINU

Kron turns his attention to his screaming soldiers. The soldier on the ground is convulsing violently, faint drilling sounds can be heard from within. His chest bulges out and then down, and his screams become muffled whimpers as his throat expands.

Blood pours out of his mouth and then he stops moving. There is a moment of silence, then Tunneler's drill head thrust out of the soldier's mouth, followed by the rest of the puppet.

The other soldier's yelps and cries draw Kron's attention. The soldier falls on his butt. His face is covered with leeches and Pinhead grabs the soldier's head and with a mighty twist breaks his neck.

Kron pulls out his gun and aims to shoot Pinhead, when another gunshot knocks the gun out of his hand. Kron turns to his side and sees Six-Shooter starring him down. Toulon stands from his vantage point on top of the carriage and aims his pistol at Kron.

TOULON

You're finished here Kron, remember this place well, because it will be the last place you see before the fires of hell greet you.

Kron mouth forms a twisted smile.

KRON

You're not the only one with surprises
Puppet Master.

Kron turns to the small box on the ground. A low growl comes from within, then the sound of some machine winding up.

Toulon and the puppets looks to the box nervously as Kron takes a step back. The winding sound gets louder, and Six-Shooter twirls, cocks and aims his guns at the box.

The other puppets move to the back carriage, worried.

The box EXPLODES, sending splinters, smoke and fire everywhere. Everyone covers their eyes and then looks as the debris settles.

Standing in whirling smoke is TORCH. We move up to a CU of his face. He opens his mouth and growls, eyes glowing bright red.

Kron looks at the puppet with pride. Six-Shooter fires at the new puppet hitting it in the head. The bullets bounce off Torch's metal helmet and he turns towards Six-Shooter. With a growl Torch aims his arm at the puppet.

(CONTINUED)

Six-Shooter stands his ground and laughs menacingly. Flames shoot out of Torch's arm and engulf the puppet.

TOULON

NOOO!!!!

Six-Shooter writhes around in flames, his guns shoot out of control and he screams in agony.

Several of the bullets hit Kron, who grits his teeth at the pain. His puppet comrades look on in disbelief as Six-Shooter falls to the ground in SLOW MOTION. Tears runs down Toulon's face at the loss of his friend, and he aims his gun at Kron.

TOULON (CONT'D)

Die you bastard.

Kron looks at Toulon with the same hate in his eyes.

KRON

You first.

With that, Torch blasts another arch of flames at Toulon and the carriages.

Toulon ducks the flames but they hit the side of the carriage setting it on fire.

The horses bolt in fear. Toulon grabs hold of the reins as the burning caravan speeds down the road.

ANGLE ON TORCH

as he watches the caravan go down the road. He lowers his smoking arm and THE CAMERA goes down under the ground into darkness.

INT. CASTLE HALLWAY-NIGHT

We come out of the darkness from the ceiling and see Kron, Dr. Claire and the Corporal walking down the hall.

(CONTINUED)

KRON

Corporal I want search teams on twelve hour shifts, combing the forest until they find Toulon. I want him brought back here alive. No one kills kills him except me.

Kron stops walking, turns around and grabs the commander by the jacket. He stares down at the Corporal.

KRON (CONT'D)

No one, is that clear?

The Corporal looks up, a little shaky.

CORPORAL

YA WOHL!

Kron studies the Corporal's scared but normal looking face for a moment, and then lets go of him.

KRON

Go.

The Corporal turns on his heels and runs back down the hall. Kron and Dr. Claire resume walking down the hall.

KRON (CONT'D)

Toulon, alive...

Kron goes into a rage and grabs one of the candelabras that is fashioned onto the wall. With his brute strength he wrenches it out of the wall and throws it against the other wall. He howls in rage. Dr. Claire takes a few steps forward, unsettled by Kron's actions. Kron continues making his way down the hall.

KRON (CONT'D)

(continued)

...it's not possible, I saw him die with my own eyes.

CLAIRE

It seems that he is more resourceful than even we could have predicted.

KRON

I know why he's come...the girl, and the diary.

(CONTINUED)

Dr. Claire checks the pouch she carries, making sure the diary is still with her. She looks at Kron again, and notices the bullet wounds that adorn Kron's side, they are bleeding slightly.

CLAIRE

It looks like that's not all he wants.

KRON

I would have been finished back there if it hadn't been for this.

Kron holds up the Torch puppet in his hand, and then throws it to Dr. Claire.

KRON (CONT'D)

(continued)

Make more of them, at least four. This one fried one of his little bastard friends before they got away. Will fight his fire with some of our own.

CLAIRE

(calm, cool)

As you wish.

KRON

Where is Vlad, I want to speak with him.

CLAIRE

Somewhere around, I'm not exactly sure.

KRON

Well find him, and meet me in the Main Hall.

Kron groans and grabs his side. He stops and leans a hand on the door in front of him. Dr. Claire keeps her distance, but looks at him with concern.

CLAIRE

Are you sure you don't want me to take care of those wounds first?

Kron grabs the door and thrusts open the door.

KRON

I'M FINE!

(CONTINUED)

He slams the door behind him.

CUT TO:

INT. CASTLE HALL - NIGHT

The plans for battle are spread out all over the table. The German forces seem hopelessly surrounded everywhere. A Hand knocks the plans from the table.

VLAD
This is hopeless!

Vlad, Kron and Claire are seated around the piles of battle plans.

VLAD (CONT'D)
You have lost this war! There is nothing I can do, even with my powers, to help you turn the tide! Your "mightly" nation will fall.

Kron, who looks more monstrous than the last time we saw him stays surprisingly calm. In fact he doesn't speak at all. Claire fills the silence.

CLAIRE
The Russians have 200,000 thousand of our troops held prisoner...

VLAD
Any man who would surrender to the enemy is a coward. They are beaten men now, they are the enemy!

KRON
But we can convert them.

VLAD
Convert them?

KRON
Let me state it more clearly. You can bite them.

The idea bursts in Vlad's mind as a revelation.

CLAIRE
(she doesn't get it)
Bite 200,000 necks?

(CONTINUED)

KRON

Doctor, where is your scientific mind now? It would take far fewer than that.

VLAD

Yes, one bites another, who bites another...They would slave to my will like chained dogs. We would attack and enslave the enemy who fall before us only to rise from the dead to join us. Glorious. General Kron, you are a genius!

Kron smiles, but the smile turns into a scream. He pitches forward onto the maps as the back of his head seems to split wide open. Blood pours onto the battle plans.

CLAIRE

Help me, we must get him to the lab.

Kron thrashes on the table. Vlad grabs him.

CUT TO:

EXT. RIVER BANK-NIGHT

The caravan has stopped by the side of a river bank. The horses are unhitched and contently graze. The side of the caravan is smoking but no longer on fire. A pained holler breaks the relative calm. At the scene, CJ is holding down Evans, while Toulon tries to work on him. Evans looks much worse now that he is conscious, and squirms in pain. Blood runs out of his nose and his blood shot eyes bug out.

CAPTAIN CJ

(authoritatively)

Come Evans, come on soldier, hang in there. That's an order.

Evans jerks and buckles more, causing CJ to reposition himself so that he can hold him down better.

CAPTAIN CJ (CONT'D)

Come on Doc, you got do something for him.

Toulon is sweating frantically as he does what he can for Evans. He whipes his brow, and looks at CJ.

(CONTINU

TOULON

He's bleeding like a stuck pig,
captain. Possible punctured lung
from the sound of his breathing. He
doesn't have much time.

CJ looks at Toulon, loosening his grip on Evans. Evans grabs him
and pulls him back down.

EVANS

Don't let me die like this captain,
please. If I'm going, I want to take
some of those bastards with me.

CJ stares into Evans' face.

CAPTAIN CJ

(holding back tears)

Don't worry Evans, one way or another
I promise, you'll have your chance.

Evans smiles feebly, a trickle of blood running out of his mouth.

EVANS

The bombs are set captain, I set them.
Twenty four hours and BOOM.

Evans feebly laughs to himself. His eyes open wide and looks
straight at CJ.

EVANS (CONT'D)

Then it'll be over, right captain,
right? Then it'll be over.

CJ's eyes dart up to Toulon.

CAPTAIN CJ

Oh God...

and then looks back into his dying eyes.

CAPTAIN CJ (CONT'D)

That's right Evans, you did real good.
Just rest now.

CJ takes his hand and wipes back the hair that has fallen into
Evans face.

(CONTINU

EVANS

(dying)

No more nights of blood and fire. An
endless night...of eternal sleep.

Evans breaths out heavily one last time and that is it.

CJ pushes back onto his knees and looks down at Evans. Toulon looks down at the fallen body of Evans, grim. There is a moment of silence, then, he reaches down and puts a hand on CJ's shoulder.

TOULON

Come captain, there is much to do.

CJ stares at the body at moment more, hearing Toulon's words, and then knocks Toulon's hand away.

CAPTAIN CJ

What do you mean? He's dead. It's
over. Don't you see?

TOULON

I see more than you know.

CJ backs off irritated, scared.

CAPTAIN CJ

What is that supposed to mean... I
mean, who are you anyway? Why does
this general, that I was sent here to
kill, want you dead? What are those
things that attack his soldiers?

CJ grabs Toulon by the lapels and pulls him closer to him.

CAPTAIN CJ (CONT'D)

WHO ARE YOU!?

Toulon stands calmly, starring into him.

TOULON

Who I am is of little importance, calm
yourself in knowing that my name is
Toulon, and that your mission and mine
are one in the same. To stop General
Kron, and those who follow him.

(CONTINUED)

Toulon looks down at CJ's hands still holding his jacket with white knuckles.

CJ then looks down at his hands and slowly releases them. He takes a step back.

CAPTAIN CJ
The mission is over.

TOULON
It doesn't have to be.

CAPTAIN CJ
There is no way we can get in and place that bomb in time. The place is a fortress. That's why we were attacking by air. There's no way we can do it. We're only two men!

TOULON
I have friends.

CAPTAIN CJ
Toys! There just toys,...

CJ spins around while he talks.

CAPTAIN CJ (CONT'D)
and they're not even here now.

TOULON
They will be back soon, and I think you know that they more than just toys.

CJ turns his back to Toulon, fed up.

TOULON (CONT'D)
You promised your friend that you would find a way for him to keep fighting. I can help you keep that promise.

CJ turns back to face Toulon.

TOULON (CONT'D)
Join me captain, let's end this nightmare.

Toulon puts his hand out. CJ looks at the outstretched hand before him.

(CONTINUED)

CU as the two hands clasp together.

Toulon smiles at CJ reassuringly, and then looks over the captain's shoulders.

TOULON (CONT'D)
They have returned.

CJ turns around to see what Toulon is looking at.

ANGLE ON THE PUPPETS SLOW MOTION

The puppets walk in a line, their heads bowed down as they carry the carried remains of Six-Shooter.

RESUME ANGLE ON TOULON AND CJ

Toulon leans closer to CJ.

TOULON
Come, there is much work to do before
we will be ready. And we don't have
much time.

Toulon looks over his shoulder at the caravan.

INT. LIVING CARRIAGE-NIGHT

We move into the time piece on the bomb, that shows it ticking away: twenty three hours and thirty two minuets left.

INT. CASTLE LAB - NIGHT

Jeanne is still in her cage, but she's trying to get out, using a fork to try to pick the padlock that holds her in. There is a loud CRASH as...

VLAD, KRON, and CLAIRE come into the room.

(CONTINUED)

CLAIRE
Strap him down to the table.

Vlad puts Kron on his back on the operating table.

VLAD
What is wrong with him?

Claire is preparing an injection. Kron knocks it from her hands as he leaps up from the table.

KRON
(screaming)
That French bitches' father did this
to me!

Kron lunges at Jeanne's cage. He grabs the padlock and nearly rends it from the door. Vlad grabs Kron and pulls him back over to the operating table.

Claire gives Kron the injection. It calms Kron down.

Jeanne watches from her cage across the room. No one is paying any attention to her. She reaches out of the cage and pulls at the mangled padlock. With hardly any effort at all she gets it open. It nearly falls to the floor in pieces.

She grabs the pieces with both hands, keeping her eyes on Vlad and Claire who now have their backs to her.

ANGLE ON CLAIRE AND VLAD. In the BG we see Jeanne slowly sneaking out of her cage during their conversation. Neither of them notice.

CLAIRE
General Kron will die unless you help.

VLAD
For him, I will do whatever you ask.
But only for him.

CLAIRE
I need to take a sample of your blood.
I'm convinced that I'm near a
breakthrough in my studies on
reanimation. Vampirism may actually
be curable.

(CONTINUED)

VLAD
(steps back from her)
Without it I would return to being a
corpse.

CLAIRE
No, I wouldn't remove its life giving
effects, or its power. I might,
however, be able to cure the need to
feed, and take away your weakness to
sunlight.

VLAD
(likes the idea)
You promise much.

He holds out his arm. Claire prepares to draw a blood sample
with a syringe.

CLAIRE
I know you don't think much of me Lord
Vlad, but I'll show you I can do much
more than that little French tart
can....

Claire looks across the room towards Jeanne, but she isn't there.

CLAIRE (CONT'D)
Guards!

Claire slams her hand down on a nearby alarm button. Sirens
blast all over the castle.

VLAD
Here, take the blood that you need.

Vlad uses a finger nail and rips open a long gash on his arm.
Blood bubbles out. Vlad grabs up a beaker and holds it to catch
the blood.

VLAD (CONT'D)
Stay here and save General Kron. I'll
find her.

He hands Claire the beaker full of blood and then leaves the room.

CUT TO:

EXT. CASTLE COURTYARD.

(CONTINU

A Searchlight is turned on and swung around the courtyard below the watch tower. The light shows Jeanne kneeling over a dead guard.

GUARD

There she is!

The soldier reaches for his gun. Jeanne grabs up the dead guard's machine gun and fires up at the searchlight.

She hits her target and the light goes out.

A door swings open next to her and FIVE GERMANS come spilling out into the courtyard.

SOLDIER

Get some lights on! I can't see anything.

CLAIRE

Here's some light!

She opens fire on the group. In the strobe like blasts of her machine gun all the men go down, screaming.

Jeanne has a few seconds to spare. She runs out the front gate. Sirens still howl behind her.

EXT. CASTLE - NIGHT

Another searchlight comes on and bullets dance inches behind her as Jeanne runs a crooked path into the relative safety of the forest.

The castle gate swings open behind her with the shriek of old hinges. Fog rolls thickly out and within the fog comes the troop carrier loaded with dark shapes of men, guns, and the towering figure of Vlad in full skeletal armor.

EXT. FOREST ROAD - NIGHT

The gleaming lights of the troop carrier play amid the bobbing limbs of the trees. They are on a narrow road. Jeanne hides behind a tree and fires at the troop carrier. The armor is too thick and the bullets bounce off.

(CONTINUED)

INT. TROOP CARRIER - NIGHT

Vlad is next to THE DRIVER. They can only see out of a small slit in the metal armor that covers the windshield.

DRIVER

She can't hurt us in here.

More bullets noisily, but harmless ricochet off the vehicle.

EXT. FOREST ROAD - NIGHT

Jeanne runs down a side road. She stops and turns to see them still coming. There is a deep watery trench in the middle of the road. She lays down in it on her back. Her face and gun barely stick up. The troop carrier is baring down on her, but in the ditch she can't be seen. The truck straddles the ditch and as it passes over her.

EXT. UNDER THE TRUCK - NIGHT

Jeanne opens fire on it from below. The exposed engine and transmission chain are shot to pieces.

With the damage done, she then wedges the gun into the undercarriage and holds on, letting the truck pull her along.

EXT. FOREST ROAD - NIGHT

Smoke pours from the troop carrier as it hobbles to a stop, smashing nose first into a tree at the side of the road.

Vlad and the Driver are the first to climb from the truck.

VLAD

Are all of your modern weapons this indestructible?

The driver ignores him.

(CONTINUED)

DRIVER
(shouting to the troops
on board)
Macht Schnell! She has to be close
by.

The squad of TEN TROOPS pile out of the ruined carrier and they all disappear into the woods. Jeanne waits a few extra seconds to make sure they're gone. Then she slides out from under the truck and helps herself to another gun and some grenades which she finds inside the abandoned truck.

DRIVER (CONT'D)
(off screen)
Wait, come back! There she is.

Jeanne turns and sees the driver, about fifteen feet away, preparing to shoot at her with his pistol. She beats him to the draw and he drops -- a messy corpse, but the rest of the squad emerges from the woods and runs towards her.

Jeanne ducks under the wheels and crawls out the other side, putting the armored vehicle between herself and the bullets that smack uselessly into it.

She runs into the forest. She pulls the pins on two grenades and drops them behind her as she goes.

The German's follow closely behind. One gets a good shot at her and aims just as...

THE GRENADES EXPLODE. Flying shrapnel and splintered tree wood kill half of the remaining squad right then and there.

The remaining FIVE MEN duck for cover. Vlad just stands there amid the clearing smoke and watches.

Jeanne is in the deep woods, but the Germans are practically in the open. Before they know it she has killed two more of them.

Vlad stands, a few bullets strike him, but he doesn't seem to care. He watches and sees the muzzle flashes from her gun.

VLAD
There she is!

(CONTINUED)

He points and the remaining TWO SOLDIERS open fire in unison on the spot.

Jeanne throws a grenade that explodes harmlessly nearby and runs deeper into the woods.

Vlad and the Germans follow.

EXT. WOODS - NIGHT

Jeanne has a small lead, but she's faster than the men, increases her lead, and losses them.

She stops to catch her breath. She looks around and can see nothing. They could be anywhere.

She starts to run, and almost stumbles into a pile of shiny barbed wire. It's from a half finished fence. There is a bale of barbed wire there. This gives her an idea.

She tears off part of her mud covered dress and rubs the shine from the rolled up barbed wire.

DISSOLVE TO:

EXT. ANOTHER PART OF FOREST - NIGHT

One of the German's stops and takes a drink from his canteen. Something white catches his eye. He looks more closely and sees.

JEANNE'S BARE WHITE LEGS

...running through the brush about twenty feet away. He ducks down and then starts running along on an intersecting course towards her. He keeps his eyes on her legs. A sly sick smile grows across his face as he gets closer to her running legs. He's not watching where he's going. This proves to be to his misfortune.

A strand of mud-dulled barbed wire strung at eye height hits and catches the man right in the eyes.

(CONTINUED)

He flips backwards and screams. He falls right into a pile of barbed wire that Jeanne left there. He tosses and turns, trying to get up, but only winds himself more tightly in the sharp barbs. It's horrible and deadly.

ANGLE ON JEANNE

She stops running and changes course, right into the barrel of a gun.

THE LAST SOLIDER

Is right there. They look at each other silently and the man begins to squeeze on the trigger. Jeanne closes her eyes and waits for the blast.

INSTEAD There is the yell from the soldier as he's knocked to the ground by a large WOLF. The animal bites into the back of the man's neck.

Jeanne watches in relief.

The wolf looks up at her with blood on its muzzle.

JEANNE

Easy there boy. I'm a friend.

She takes a step backwards. The Wolf advances a few steps and then actually starts wagging its tail.

It comes up to her and sits, looking at her. She looks back in disbelief.

JEANNE (CONT'D)

(smiles and pets the huge
animal)

This is too good to be true.

She's right.

It is.

(CONTINUED)

The wolf bites into her hand and won't let go. She screams as it brings her down to the ground. Rolling on the ground she tries to bring her machine gun to bear on the animal. A HAND pulls the gun away from her.

Jeanne looks up at Vlad. There is blood on his mouth. Her blood. He was the wolf!

JEANNE (CONT'D)
You tricked me you Bastard!

VLAD
I couldn't have beaten you in a fair fight.
(wipes the rest of her blood from his mouth and licks his lips)
You taste sweet and I'm ready for more--for all you have.

Jeanne scrambles to get away. Vlad jumps on her. He tears her dress away and bites deeply into her neck. Blood is everywhere.

CLOSE UP OF JEANNE'S FACE...

she dies as Vlad savages her.

SLOW DISSOLVE TO:

INT. CASTLE LAB - NIGHT

CLOSE UP OF CLAIRE'S FACE. She smiles.
CLAIRE
Success. You did splendidly.

She sets down a just emptied syringe. WE PAN FROM it to see the just-battle-tested TORCH.

TORCHE'S face glares up at her and his jaws open and shut with a snapping sound.

CLAIRE (CONT'D)
(wildly excited)
Yes, my child. Are you ready to kill again. You are aren't you? Eager!

(CONTINUED)

She laughs. Corporal Wessfallen comes up from behind Claire.

CORPORAL
Fraulien Doctor, General Kron is
getting worse.

TORCH sees the corporal as a threat and turns his "flame thrower" arm towards the man.

CLAIRE
Look out!

She pulls herself and the corporal out of the path of flame that shoots out of the puppet's arm.

Claire stands back up a second later. The wide eyed Corporal right at her side.

CLAIRE (CONT'D)
(to Torch)
No Torch. He's one of us.

CORPORAL
Yes, but does it know that?

There is a crash from across the room. It's Kron writhing in agony on the lab table.

Claire grabs up her new serum and syringe and races across the room with it.

She tries to inject the serum into Kron's arm. But the flesh is too thick for the needle which breaks off.

CLAIRE
Open his mouth. I'll inject it into
his tongue.

The Corporal is disgusted, but pries to open Kron's mouth. Claire prepares another injection.

CLAIRE (CONT'D)
Hold on General. I've finally
perfected a formula of my own. Part
Toulon, part Humonculus, and part
Vampire.

(CONTINUED)

Kron's mouth is open. She thrusts the needle into Kron's tongue and injects the formula.

Kron rips himself from the table and stands. He goes berserk. He smashes any lab equipment he can get his hands on. Completely uncontrollable, Claire and the Corporal can only watch and keep out of his way.

KRON'S POV WILDLY COMES TO REST ON

Torch. Kron walks towards the puppet that looks back at him. The puppet raises its flame arm ready to defend itself. Kron takes a few steps towards it and then, finally falls face first to the floor.

Claire and the Corporal rush to his side. Torch watches with interest.

CLAIRE
(checks Kron's pulse)
Keep this to yourself, Corporal. No
one must know that General Kron is
dead.

TILTED CLOSE UP of Kron's dead face. His open lifeless eyes are closed by Claire as we....

MATCH CUT DISSOLVE TO:

EXT. FOREST - NIGHT

CLOSE UP of Jeanne's face. Her eyes are already closed shut, but they slowly flutter and open. She sits up.

She seems to be alone.

HIGH ABOVE her the moon shines down through the finger like tree limbs. Jeanne gathers the tatters of her dress to cover herself and stands up.

She sees the jagged, but unbleeding wound on her shoulder and hand.

(CONTINUED)

VLAD
(off screen)
Those will heal in time.

Jeanne shrinks away from Vlad who emerges from the trees nearby.

JEANNE
What happened to me? How did I get
here?

VLAD
All that matters is that you are mine.

The female vampire, that was Jeanne, still tries to run. But Vlad grabs her by the wrist and holds her.

White fog blows in around Vlad and Jeanne. The wind howls and the fog boils and surrounds them in clouds as Jeanne lets herself relax into Vlad's foul embrace.

JEANNE
I will do your bidding.

She lets the tattered dress drop away from her body as they begin to make love amid the billowing mist that WHITES OUT THE SCENE.

DISSOLVE TO:

EXT. CRASH SITE (MONTAGE) - DAY

We pull out of the white smoke to reveal the crash site.

CJ is carefully making his way up to the crashed bomber. He looks from side to side making sure that no one is around. He reaches the plane, gives one final hesitant look, and then starts to grab things.

QUICK CUTS FOLLOW:

CU of hands grabbing the big guns. CU of hands grabbing ammo belts. Hands grabbing fuel containers. Hands pulling off metal panels off the plane.

EXT. RIVER BANK -DAY

A container boils with liquid over a fire. We move over to see Toulon sitting next to it fashioning something out of various material.

(CONTINUED)

We see that Toulon is making what looks like small head with a face on it. We continue to move and see that Evans body lies next to Toulon. The top of his head has been taken off.

We move over even further to see Pinhead, Jester, and Leech Woman sharpening the ends of long thick wooden stakes.

INT. CARRIAGE-DAY

All is dark, but there is a loud WHIR coming from the other side. Suddenly light breaks the dark, and we see Tunneler's head pop into the carriage.

We pull back to see that Tunneler has drilled many holes into the side of the carriage.

EXT. RIVER BANK-DAY

CJ is working on top of the front carriage, mounting one of the guns to it. He locks it into place and then walks over to the other end and begins to mount the other gun to the back.

We move down from the top of the carriage to its side and see Toulon and the puppets sticking their wooden spikes into the holes that tunneler drilled. The spikes stick out threateningly.

INT. CARRIAGE - DAY

We again move into the bomb's countdown time clock to see that it now reads: fifteen hours and twenty seven minuets.

SUPER IMPOSED MONTAGE

of CJ, Toulon and the puppets all working on various things. CJ hammering, and forming something out of hot metal.

The puppets pulling rope, Blade cutting it with a mighty swipe.

Hands putting red paint on CU pieces of the carriage.

MONTAGE CONTINUED:

(CONTINUED)

The red sun. Toulon working with more tiny puppet parts.
Flames.

CU of hands putting the pieces of the puppet together, flames
super imposed over it.

Camera moving to each puppet in CU OVER THE FLAMES.

The final CU is that on a new puppet face that we haven't seen
before, but he looks deadlier than any of the other ones combined.
The fire overtakes this final CU.

EXT. RIVER BANK - SUNSET

Toulon, the puppets, and CJ stand looking at something.

TOULON
Legends called Vlad, the Impaler...

The camera slowly cranes up from behind them to reveal what the
two are staring at.

It is the DEATH CARRIAGE. It is covered with long sharp stakes.
At the front, two longer stakes jut out on each side of the horses.
On the top, two machine guns rest at the front and the back of
the carriage. Red paint has been splashed all over it, streaking
down the spikes and sides like fresh blood. It is an
intimidating piece to behold.

TOULON (CONT'D)
(O.S. over carriage)
...but from the looks of our modified
transportation we just might take that
moniker from him.

CJ and Toulon pick up the puppets and begin to walk to the
carriage.

CJ
Do you really expect me to believe what
you told me? That this General Kron
has teamed up with vampires and is
going to create an army to win the war.

(CONTINUED)

TOULON

You may think that this contraption is a little excessive for what we have to do, but trust me it probably won't be enough.

(pause)

As to what to believe in, you'll believe what you want, Captain. Until you see it for yourself.

Toulon stops in front of the carriage.

CJ

Forgive me Andre, I'm used to having someone giving me orders. This flying by the seat of my pants is kind of new to me.

Toulon smiles and begins to lift the puppets onto the carriage.

TOULON

There are times when having faith in someone else is all we can do. Your doing fine, Captain.

CJ hands Toulon the puppets he is holding. Toulon opens the small front door and places them inside, one by one.

CJ

Call me CJ ok, because either this stunt will get me a medal or that's what I'll be going by when this is over.

Toulon takes another puppet, and places it inside the carriage.

TOULON

Life will be the greatest medal you've ever received if we get through this in one piece.

CJ looks around a moment then looks back. He nods his head towards the small door noticing something.

CJ

Hey, how's our new soldier doing?

From the doorway, we can see that CJ is referring to a small case that some of the puppets are around. It is closed.

(CONTINUED)

Toulon loads the last puppet in and closes the door, blocking our view of the case.

TOULON
He'll be ready in time.

CJ
It's quite a job you did on him, I know
Evans would approve.

Toulon grabs onto the side of the carriage and gets up onto the driver's seat.

TOULON
Well, he hasn't complained yet.

Toulon takes the reins in his hands.

TOULON (CONT'D)
Come on CJ, we can't delay any longer.

CJ also grabs onto the side and takes a seat next to Toulon. Toulon SNAPS reins, the horses jump a little and begin to pull the Death Carriage forward.

We watch the carriage move off down the road, and then the camera turns around and looks over the edge of the river bank.

There we see two graves. One normal sized and the other one very small. Both have markers. The normal one reads: SERGEANT WESLEY EVANS, and the small one reads SIX-SHOOTER.

STOCK SHOT of the sun descending behind the mountains, then DISSOLVE TO the moon rising into the night sky.

DISSOLVE TO:

INT. BED CHAMBER-NIGHT

CU of a pale eyelid closed. It opens filling the screen.

Jeanne awakens to the light from her bed. Vlad stands at the foot of the bed looking down at her.

VLAD
Good evening, m'lady.

(CONTINUED)

Vlad stretches out his hand. Jeanne takes it and moves to Vlad's icy embrace. They kiss deeply.

Vlad pulls away and goes to the boarded up window. With a lightning fast hit he reduces the boards to splinters. Moonlight spills into the room.

VLAD (CONT'D)

Night is upon us.

Jeanne walks over to join Vlad. She looks out the window, breathing in deep. The moonlight makes her pale skin glow.

JEANNE

I've never seen the night so dark, so alive. It makes me... hunger.

VLAD

A hunger that will be quenched when you find Toulon.

Vlad moves closer to Jeanne, gently putting a hand up to her face, slowly caressing it, as he stares deeply into her eyes.

VLAD (CONT'D)

Bring him to us my love, and there will be blood to drink for a thousand lifetimes.

They get even closer, their lips almost touching. Jeanne breaths heavy, trembling with his touch.

VLAD (CONT'D)

Then you and I will rule, plunging the world into our eternal darkness.

JEANNE

(passionate whisper)
Yes, my love.

Jeanne moves away in a flash. A gust of wind blows Vlad's long hair back and Jeanne is gone.

The camera moves to the window, we can see the thick forest before us.

EXT. FOREST - NIGHT

The forest is dark. The sounds of HOOTING owls pass through.

(CONTINUED)

From the brush, dark silhouettes rise. We can see that these shadows carry guns. They move quickly through the trees, then duck down, becoming invisible to the eye again, almost as if they have disappeared.

In a series of CUs we see hands on rifles, eyes with the metal brim of the Nazi helmet on top. Lips breathing out warm breath in the cold night.

We hold on a CU of a walkie talkie. It clicks on.

VOICE

Base to patrol 1, what is your status?

A soldier moves the walkie to his mouth and whispers his response.

SOLDIER

This is patrol 1, all is quiet, no sign of Toulon.

INT. CASTLE MAIN HALL - NIGHT

The corporal sits at a table, Dr. Claire stands in the BG. Radio equipment is set up and he listens to the soldier's reply, then picks up the mic and responds.

CORPORAL

Understood, continue and report when target is attained.

CLAIRE

If they find anything notify me at once. I'll be in the vaults, burying General Kron.

Claire leaves the room with a look of satisfaction to be in command at last. The Corporal watches her exit with mild disdain. The radio crackles but doesn't draw his attention away from her exit.

VOICE

Patrol 1 out.

EXT. FOREST - NIGHT

The soldier puts his walkie away, and resumes watch.

(CONTINUED)

He sits motionless for a moment, and the camera pans down to reveal a slight mist starting to cover the ground.

RESUME ANGLE ON SOLDIER

The soldier looks out into the forest, and notices the strange mist slowly making its way through the trees.

The soldier's attention is distracted by something that drips onto his face, from above. He wipes at the wet spot with his hands and brings it up so that he can see it. It's blood.

Another drop hits his face and this time he quickly turns and looks up. There he sees Jeanne, pale and beautiful except for the gore dripping from her mouth.

JEANNE

I hunger.

With that, Jeanne launches herself onto the soldier and thrusts her fangs into his throat.

The soldier tries to fight back but it is no use. He grabs the walkie talkie and hits the call button.

INT. MAIN HALL - NIGHT

There is a moment of silence. Then the radio clicks to life with the screams of the dying soldier. The corporal jumps in his chair and grabs the mic.

CORPORAL

Patrol 1 this is base. What is happening?

More screams are his reply. The corporal flicks a switch and calls out again.

CORPORAL (CONT'D)

Come in, anyone. That is an order.

Different screams from another man come over the radio and then stop.

EXT. FOREST-NIGHT

(CONTINUED)

A different soldier, blood trickling out of his neck, lies on the ground. The blood splashed walkie near his head.

CORPORAL'S VOICE
Is anyone there? Respond.

From off screen, a hand reaches in and picks up the walkie. We follow the hand up to Jeanne's bloody face. She hits the talk button and responds.

JEANNE
Base this is patrol 1, just a minor
altercation everything is much better
now.

CUT TO:

INT. MAIN HALL - NIGHT

The Corporal is surprised to hear a female voice over the radio.

CORPORAL
Base to patrol 1, identify yourself.

EXT. FOREST - NIGHT

Jeanne takes the walkie talkie and smashes it against a tree and walks out of frame.

INT. VAULT - NIGHT

Kron's deformed and deceased face is sealed away under a slab of stone. PULL BACK to see Claire and TWO SOLDIERS sealing the tomb deep under the castle.

CLAIRE
I'm sorry gentlemen, but absolutely no
one must know of this.

She pulls a pistol and shoots both of the men dead.

(CONTINUED)

CLAIRE (CONT'D)

(looks at the sealed
tomb)

Goodbye General. You've made this
difficult and messy to the last.
Sorry you won't be here to see me win
this war. Don't worry I'll make sure
and erect a statue of you somewhere
that the birds can shit on.

Claire laughs and leaves the vault in darkness except for the
dying torches of the two murdered men.

CUT TO:

EXT. CASTLE - NIGHT

A bloody but alive surviving Nazi from the patrol, stumbles up
to the castle. WE WATCH FROM HIGH ABOVE as the man pounds on
the front gate screaming in a hoarse voice.

SURVIVING SOLDIER

Vampires! In the forest!

The man's voice reaches up the stone walls until it reaches...

INT. CASTLE THRONE ROOM - NIGHT

Vlad sits here on the throne in a dark corner of the room. He
can hear the man outside. He smiles to himself, knowing that
Jeanne is at work. The Corporal comes into the room from the
ramparts.

VLAD

(smiles)

What is that cowardly fool screaming
about?

CORPORAL

(surprised that Vlad's in
the room)

Go see for yourself. I've got to tell
Doctor Claire...

Vlad blocks the man's path to the door.

(CONTINUED)

VLAD
 Why tell Claire? Is not General Kron
 in command?

The Corporal has made a mistake. He hesitates.

CORPORAL
 Uh, yes of course. But the man below
 is hurt and Claire is the doctor, you
 know.

Vlad's eyes glitter in the dark and narrow. The Corporal decides
 to be elsewhere.

CORPORAL (CONT'D)
 (lying badly)
 I'll go back out and alert the General
 first.

He turns and walks towards the safety of the sunlight outdoors,
 but he's walking on a rug.

Vlad grabs the rug at his dark end of the room and jerks it hard.
 The Corporal falls and rolls out of the sunlight. Vlad comes
 to him and places his foot on the man's throat.

VLAD
 What has happened to Kron?!?

CORPORAL
 Nothing.
 (Vlad presses down
 harder)
 I won't tell you.

VLAD
 You underestimate my powers of
 persuasion.

Vlad's teeth bite into the Corporal's throat.

CUT TO:

INT. CASTLE UNDERGROUND PASSAGES - NIGHT

Claire's torch is the only light. She walks quickly suddenly
 A DEAD MAN dead man, who was screaming at the gate, is hurled
 into her path. She stifles a yell of surprise as....

(CONTINUED)

THE CORPORAL steps into the circle of her torch-light.

CORPORAL

This man lived long enough to tell us
that Herr Toulon is on his way here.

CLAIRE

We have nothing to fear from that old
fool. I'm ready for him.

CORPORAL

Is that so...

Claire is surprised at the corporal's new impudence. She looks
at him closely. His eyes seem glazed.

CLAIRE

Don't forget that I'm in command now.
You will do as I say.

CORPORAL

(dead pan)
Yes, Fraulien Doctor.

Claire heads on down the dank hall. The Corporal hangs back for
a moment. Under his breath his whispers to someone we can't see.

CORPORAL (CONT'D)

(very softly)
Go to the end of this hall and turn
left.

Claire is back at the man's side.

CLAIRE

Come along Corporal, I've got the only
torch. Wait a minute. How did you
get down here without a torch a moment
ago?

CORPORAL

(a beat, then evenly)
My torch had gone out just moments
before I found you. How else would I
find my way?

(CONTINUED)

CLAIRE

(wanting to get out of
there)

You're the only one I've left alive who
knows about Kron. Watch your step if
you want to keep it that way.

CORPORAL

Yes, of course.

Claire turns and leaves.

The Corporal turns and follows her. A moment passes and then
Vlad's eyes gleam out of a dark recess in the tunnel. He turns
and follows the tunnel deeper underground until he comes to...

INT. VAULT - NIGHT

The torches of the dead men are barely glowing embers now. Vlad
walks up to the sealed tomb. With brute strength he pulls the
stone back so he can see Kron's horrible face inside.

VLAD

Perhaps you were not worthy of me after
all. My debt of thanks to you will go
unpaid.

He shoves the stone back over Kron and starts to leave the room.

VLAD (CONT'D)

I am free to do as I wish.

Vlad leaves the chamber. WE MOVE IN CLOSE TO THE TOMB.

VLAD (CONT'D)

(off screen)

Nothing can stop me now.

From deep under the stone there comes a thud. Then another one,
louder this time. Something is alive inside. The thing that
used to be Kron. With the next thud the stone actually cracks
open.

CUT TO:

EXT. FOREST - NIGHT

(CONTINUED)

The Death Carriage makes its way through the jagged path. Toulon and CJ look around wary, expecting anything.

Pinhead, and Jester each man a gun at the top of the carriage. They, too, watch their passing surroundings with caution.

The horses slow to a stop. They are agitated about something and whinny. They start to back up. Toulon pulls on the reigns tries to calm them. CJ peers alertly out into the dense forest.

CJ

Something's got them spooked.

Toulon checks the forest on the other side. Concern, and a little fear spreads on his face.

TOULON

Something's out there.

CJ

What do you think it is?

Toulon slowly looks again. He squints his eyes as if trying to make out something.

TOULON

It's not good...

CJ chambers a round into his rifle and cocks his pistol, ready to fire.

TOULON (CONT'D)

(continued)

...not good at all.

As soon as Toulon finishes his statement, the horses become more agitated, and try to move. Suddenly something jumps from the woods in front of them. CJ fires at the dark shape immediately. Toulon reaches for his arm to try to stop him.

TOULON (CONT'D)

No!

It's too late. The body of Jeanne falls into frame. The carriage is in the BG.

Toulon climbs down from the carriage and runs over to Jeanne, skidding down to the ground at her side.

(CONTINUED)

He lifts her head. She looks normal now. Blood runs from her mouth, and trickles out as she takes in shallow breaths.

JEANNE

I knew you would come...hoped I would find you before they caught me again.

TOULON

Shh, don't talk now, just stay still.

Jeanne looks into his eyes.

JEANNE

Maybe it's better to go like this...so tired of fighting. So cold.

With that, Jeanne slowly closes her eyes and lets out a final breath.

TOULON

Jeanne, I promised your father, Jeanne.

Toulon checks her pulse. His hands start to tremble. Gently he rests her head on the ground.

TOULON (CONT'D)

(with deep remorse)

I'm sorry Jack, I failed you again.

Toulon stands looking down at Jeanne and then turns around to CJ.

TOULON (CONT'D)

CJ, help me put her into the carriage, I don't want to leave her here like this.

NOTE: (As he is saying this, we see Toulon in the BG, while Jeanne's face is in the foreground. Her vampiric eyes open before he finishes his statement.)

CJ starts to get off the carriage. Toulon turns around and Jeanne immediately pounces on him in vampire rage. She grabs Toulon by the arms and snaps with her fangs. Toulon tries to hold her off the best he can, moving back towards the carriage as he does. CJ leaps off the carriage while the puppets watch on.

(CONTINUED)

The puppets notice that a familiar fog is slowly rolling in behind them. CJ reaches Jeanne and Toulon, and grabs one of her hands that is clenched around Toulon's wind pipe.

Jeanne releases her hand and smacks CJ away. She turns back to Toulon, who punches her in the face with a hard fist.

Jeanne's head jerks back, and she lets out a deep guttural laugh.

JEANNE

Is that the best you can do old man?
You're as good as in the grave.

Toulon swings his arms up from underneath and breaks her hold. Then, he grabs her by the arms. Jeanne looks at him in surprise.

TOULON

I plan on being cremated.

With that, Toulon swings Jeanne around and impales her on one of the large spikes that jut out from the carriage. Jeanne howls in pain, and then dies, dangling from the spike.

CJ runs over to Toulon.

CJ

She was a God damn Vampire! You
didn't tell me we were fighting
vampires too!

Toulon moves his arms, and neck. They creak like the sound of wood settling.

TOULON

(matter of factly)
Sorry, I forgot.

They turn their attention to the carriage as Pinhead fires one of the mounted guns. It is then that they notice the on coming fog.

CJ

(through gritted teeth)
Come on, let's get the hell out of
here!

(CONTINUED)

CJ jumps up onto the carriage as Toulon stares at the fog rushing towards them.

TOULON
Yes, excellent idea.

Toulon gets on the carriage and CJ cracks the reins. The horses lunge forward.

The fog is at the back of the carriage as it pulls forward, and several of the vampire soldiers leap onto it. They are instantly impaled by spikes.

CJ snaps the reins and his death wagons jerks forward.

THEY RACE THROUGH THE WOODS

Tunneler and Pinhead now man the guns and fire rounds at the attacking vampires, while the rest of the puppets man the sides, slicing, leeching and poking at them.

One of the vampire soldiers gets on top of the carriage. CJ hands Toulon the reins and turns around blasting the creature, off the moving carriage, with his pistol.

The carriage gains speed and starts to pull away from the few remaining vampires that chase after it. Toulon and CJ give each other a look of apprehension. Toulon cracks the reins hard.

The castle is in sight. Looming up against the late night sky.

DISSOLVE TO:

INT. CASTLE HALLWAYS - NIGHT

Claire stomps down the empty hallways shouting.

CLAIRE
Where is everybody?

Right next to an empty suit of armor that's on display she comes to a door marked BARRACKS and shoves the door which swings inwards.

INT. BARRACKS - NIGHT

Claire walks into the room. It is lined on both sides with wooden bunks which could accommodate about 20 MEN. The blinds are drawn

(CONTINUED)

in the room so its dark, but Claire can still see that the bunks are empty and the bed clothes are covered with blood.

Claire turns around to get out of there. The door is closed behind her. The Corporal is standing there.

CLAIRE
Corporal, stand aside.

CORPORAL
I've never liked taking orders from you. A woman...

CLAIRE
Yes, but you always have.

CORPORAL
We no longer take orders from you.

CLAIRE
We?

The Corporal smiles and signals. Claire turns to see the missing troops. They slink from the bloody shadows and shamble towards her. The wounds are still fresh and their fanged mouths gape open hideously. They are all hungry new vampires.

The only sound, aside from their advancing footsteps, is the hideous animal-like breathing they make as they drool with anticipation.

Claire draws her pistol and aims it at the Corporal.

CORPORAL
You can't kill me with that.

CLAIRE
I know that.

She fires two shots. One for each of the Corporal's eyes. He's blinded making it easy for her to kick him out of the way and escapes the NOW SCREAMING horde of undead troops.

INT. CASTLE HALLWAY - NIGHT

She pulls the barracks' door closed but there's no way to lock it. She jams her pistol into the door's handle. The door opens

(CONTINUED)

inwards so it wedges into the door frame, keeping the door closed.
For the moment.

Claire turns to escape, only to find Vlad right behind her.

VLAD

Now you are defenseless.

Vlad lunges at her, she ducks away reaching for...

THE SUIT OF ARMOR NEXT TO THE DOOR

She grabs THE SWORD from the armor's scabbard. She rolls to the floor and narrowly avoids Vlad's own sword which slices the empty suit in half.

Pieces of the armor fall all around Claire, including a MACE. She grabs the mace by the handle and uses it to deflect Vlad's sword as he stabs down at her again and again...

VLAD

Your spirit is strong. Perhaps even
stronger than Jeanne's was. Your
blood will be hot in my throat.

Claire with all her strength stands up and, with a war cry charges Vlad with her sword.

She drives the sword clear through Vlad and out his back. He stumbles away from her blow into the wooden Barracks' door.

VLAD (CONT'D)

(laughs)

A heroic effort on your part, but for
me only a momentary inconvenience.

He starts towards her, but the sword which impales him is stuck into the barrack's door. He's stuck.

CLAIRE

Words fail me.

She swings the mace and drives the sword even deeper into the door by striking it like a hammer strikes a nail.

(CONTINUED)

She wastes no more time and runs away.

Vlad can't pull himself off the sword so he presses back and the barracks door opens.

THE VAMPIRES come running into the hall. Vlad snaps the sword that holds him to the door in half and is free.

CORPORAL
 (stumbling around
 blindly)
 Where is Doctor Claire?

VLAD
 You're of no use to me.

Vlad grabs the Blind Corporal and tears his head off with his bare hands. He hurls the head out a nearby window.

VLAD (CONT'D)
 (in a commanding voice)
 She must be heading for her
 laboratory.

CUT TO:

EXT. CASTLE - DAWN

The head falls into the moat with a splash. TILT UP to see Toulon's death carriage as it rolls out of the woods and pulls to a stop in front of the towering walls of the castle.

CJ
 The drawbridge is up and we can't climb
 the walls.

TOULON
 No, we can't.

Toulon picks up Blade.

TOULON (CONT'D)
 Ready, my friend.

Blade looks at the closed draw bridge. He nods.

(CONTINUED)

TOULON (CONT'D)

CJ do you play baseball like all
Americans are supposed to?

CJ

What?

TOULON

Then how's your throwing arm.

Toulon hands Blade to CJ and looks at the opening above the
drawbridge. CJ gets it!

CJ

(gets ready to throw
Blade)

It's called a pitching arm. And I
play baseball better than most
Americans.

CJ "fastballs" Blade through the air. The puppet flies over the
door and inside the castle.

EXT. CASTLE COURTYARD - DAWN

Blade lands in a cloud of dust. He gets to his feet and moves
quickly to cut the ropes holding the drawbridge up.

This allows the carriage to come rumbling across and into the
courtyard, guns blazing...

FROM THE SHADOWS...

HIDING NAZI VAMPIRES return fire on it. The wheels are shot out
and the carriage tips up and flips over onto its side. Puppets,
Toulon, and CJ are thrown to the ground.

The Vampires advance as...

THE FIRST RAYS OF SUNLIGHT fall into the courtyard and drive the
Vampires towards the insides the castle. Pinhead and Jester
grab some rope and use it to trip up one of the retreating
Vampires. It falls into the sun's rays and immolates.

(CONTINUED)

Seeing this, CJ tackles a vampire and holds it in the sun. He has to jump away as the Vampire catches fire.

The rest of the Vampires have escaped inside. But the puppets chase after them.

CJ notices that Toulon hasn't gotten up. He rushes to help.

TOULON
I'll be alright.

CJ
What are you talking about. You're leg's twisted around backwards.

It's true. Toulon's leg is broken in a particularly nasty way.

TOULON
Get me to the carriage and I can help myself.

INT. CASTLE MAIN ROOM - DAY

A GROUP of Nazi Vampires are pinned down in the main hall.

Pinhead has gotten his large hands on a LARGE MACHINE GUN and is firing at them. Jester straddles the top of the gun barrel and "rides it" like a wild bronco as the gun kicks under him.

This gives Blade time to sneak into the room unseen.

Blade makes his way to the heavy drapes that shield the sun from the room.

He slashes the cords and the drapes fall.

SUNLIGHT POURS IN and Vampires scream and burn, running in all directions trying, but finding no escape.

Only two of them manage to get out a side door.

INT. CASTLE HALLS - DAWN

(CONTINUED)

The two vampires immediately slip and fall in what is a floor slick with Leeches.

Tunneler and Leech Woman are there too. Tunneler leaps onto one of the Vampires chest and starts tunneling into his heart.

Leech Woman watches as the other Vampire stands. He's covered in Leeches that are sucking out his blood and killing him.

She watches impassively as the Vampire finally falls dead to the floor just inches from her face.

Leech Woman hears something and turns to look and sees...a flurry of activity in the adjoining hallway. It is Dr. Claire, still being chased by another horde of vampires.

INT. CASTLE HALLWAY - DAWN

Claire bolts for the lab door, opens it, rushes inside and slams is just seconds before the vampires reach her.

INT. CASTLE LAB - DAWN

She rams the bolt into place, locking the door and then runs to the table in the FG.

The vampires slam against the door from the other side. The wood shakes as it starts to give.

Dr. Claire fills a syringe with her formula, and injects it into something off screen.

The thick wood of the door begins to splinter.

Dr. Claire whips around to look at the door and then turns back around and frantically fills the syringe again.

CU of the syringe as it empties out the last of the formula.

THE DOOR splinters in two. A horde of vampires burst into the room. They slaver and smile.

(CONTINUED)

Claire turns around.

CLAIRE
What are you waiting for, come and get
me...

The vampires advance.

CLAIRE (CONT'D)
(continues)
...and my children.

Claire steps back to reveal. FOUR TORCH PUPPETS, newly filled with the formula, and ready for battle.

They aim and their torches blaze.

A BLAST OF WHITE HOT FLAME which engulfs the vampires and one entire side of the lab.

Claire grabs up, TOULON'S DIARY from the table and makes a run for...

THE TRAP DOORS that lead into the vaults below.

She reaches for the handle but just before she gets a hold of it.

The doors burst upwards and THE KRON MONSTER rises into view.

He towers over her nearly ten feet tall. His head is malformed and disjointed. One arm is much longer than the other. He barely resembles anything he once was.

He is all the most frightening elements of what made him -- Vampire, Humonculos, and Kron himself.

THE TORCH puppets turn to fire on it.

Kron grabs up two puppets in one huge hand and squeezes down. They explode as they burst in his huge grasp.

(CONTINUED)

Then his jaws open and he grabs up and eats the other two torch puppets.

Then the hideous head turns and looks down at Claire.

KRON MONSTER
Look at what you've done to me!

Claire glances at the opening where the trap door was. She makes a leap for it.

The Kron monster grabs her and lifts her from the floor.

KRON MONSTER (CONT'D)
You did this to me!

He lifts her closer to his gaping mouth.

CLAIRE
I'm sorry.

She prepares for the end.

KRON MONSTER
Sorry!

He shakes her.

KRON MONSTER (CONT'D)
Sorry? What you've done
...is...glorious.

Kron sets her down. Claire looks up at him stupified.

KRON MONSTER (CONT'D)
You were right all along. Science is
the answer. I am magnificent.

The Kron monster reaches out and smashes the lab table into toothpicks just because he can.

Across the room from the open door into the hall someone watches.
It is...

(CONTINUED)

VLAD

Magnificently ugly. But perhaps,
finally a real challenge for me.

KRON MONSTER

Only one of us will walk out of this
inferno, and the world will grovel at
his feet.

The Kron monster walks towards Vlad to meet the challenge.
Claire can't believe her luck. She heads for...

INT. BURIAL VAULT - DAY

Claire makes good her escape with Toulon's diary tightly in her
grip and disappears into the darkness under the castle.

But she's been seen by...

INT. LAB - DAY

Leech Woman who is standing in the open door to the lab. She
makes her way toward the open trap door.

In the center of the room The Kron Monster and Vlad face off.
Vlad has his sword drawn. Kron grabs at him and he slashes,
drawing black blood, but not seeming to slow down Kron any.

KRON MONSTER

I feel no pain and I show no mercy.

Kron tips over some of the heavy lab machinery, but Kron jumps
out of the way. The spilled chemicals quickly catch fire.

VLAD

That's it! Use your size since you
have no speed.

Kron grabs Vlad and lifts him into the air. Vlad shoves his huge
broadsword deep into Kron's heart.

The Kron Monster screams and throws Vlad against the flaming
wall.

(CONTINUED)

The Monster breaks the sword off and throws it aside. Then it comes for Vlad again.

Vlad has no weapon.

VLAD (CONT'D)

I can feel it. I'd forgotten what it feels like to fear death. To anticipate it...

The Kron monster knocks Vlad from his feet. Vlad grabs the door to the lab and rips it from its hinges. He uses it like a shield between himself and the Kron Monster.

Kron smashes the door to pieces and grabs Vlad. Vlad bites into Kron, tearing a huge chunk from him.

But at this point it's a stale mate. They grapple, tearing and gnawing at each other, but neither can get the upper hand. The stone walls actually glow with the heat they gather from the fire. The room is a furnace!

With Vlad chewing at his throat the Kron Monster hurls itself at the castle wall. The old and superheated stone crumbles under the blow.

EXT. CASTLE RAMPARTS - DAY

The two locked enemies tumble out into the light. Vlad screams and begins to burn in the sunlight. Kron holds onto him as flames engulf them both. Then as the flames die down it is the Kron Monster stands with a brittle corpse in its arms.

It crushes the corpse to dust and roars in victory over the vampire king in the sun. He is an awesome and terrifying sight.

Nearby, Blade and the Puppets man the huge ANTI AIRCRAFT GUN. They turn it and aim it at the Kron monster.

They open fire. The huge shells bursting all around and hitting Kron. But they do no real damage to him.

KRON MONSTER

Toulon's toys.

(CONTINUED)

The shells keep coming, but can't stop him. He's almost reached the puppets.

KRON MONSTER (CONT'D)
My mother used to scold me for breaking
my toys.

Kron grabs Jester from his seat at the gun and hurls the puppet off the parapet.

KRON MONSTER
But I got good at doing it.

EXT. CASTLE - DAY

The tiny figure of the puppet falls and falls until he hits the dirt with a squeak.

EXT. CASTLE RAMPARTS - DAY

Kron grabs Blade next. He twists his little legs around in knots. He's about to hurl the puppet over the edge when...

Tunneler, who's crawled up his back and gotten behind Kron, begins to drill into the Kron monster's left eye. Liquid sprays out in all directions.

Blade drops in a broken heap to the ground. Pinhead rushes in picks up his comrade and they make a run for it back inside the castle.

Kron pries Tunneler from his face and hurls him over the parapet's edge.

EXT. CASTLE - DAY

On the ground far below, Jester has just managed to get to his feet when he hears something and looks up.

Tunneler is flying, throw up in the air coming right down, down.

(CONTINUED)

Tunneler lands right on top of Jester, knocking both of them to the ground.

CUT TO:

EXT. CASTLE COURTYARD- DAY

C.J. is still standing by the overturned carriage. He's leaning over the bomb that was thrown free in the crash. He has the cover off of the bomb. The timer hands are mangled. He tries to turn them but can't.

CJ

Damnit.

He hears a crash come from inside the castle. He turns and looks as he sees...

BLADE crawl out of an open door into the courtyard.

CJ (CONT'D)

Toulon!

CJ thumps his fist on the carriage door.

CJ

What are you doing in there? Toulon?

There is still no answer from inside. CJ give up trying to get Toulon and runs across the courtyard to Blade.

Blade is pulling himself along with his hook since his legs are broken.

CJ (CONT'D)

What happened?

Blade points back inside the castle. CJ hefts his machine gun and runs in to see what's going on.

INT. CASTLE HALLWAYS - DAY

It's dark and CJ moves cautiously, turning a corner he sees Pinhead and the Kron Monster.

(CONTINUED)

Pinhead holds a lance that he is using to try to hold the Kron Monster back. Kron is almost playing with Pinhead, but Pinhead gets a good jab into Kron's neck. Enraged the monster manages to grab the lance and break it in half.

CJ aims his machine gun and opens fire.

CJ
Hey, have some of this!

The bullets riddle Kron's body and he falls over.

CJ (CONT'D)
(surprised)
That was easy.

CJ walks up and stands over the monster. Kron moves. He opens fire again until he's emptied the ammo clip.

Pinhead looks up at him.

CJ (CONT'D)
(picks up the puppet)
Want a lift back?

He starts to walk away. From behind him the huge shape of Kron rises.

Pinhead tugs at CJ and points, trying to get him to look.

The Kron monster picks up a heavy medieval chair.

Pinhead covers his eyes.

Kron hurls the chair.

It strikes CJ in the middle of the back with a sickening crack.

EXT. CASTLE COURTYARD - DAY

Blade has almost reached the carriage when he hears CJ's scream from deep inside the castle.

(CONTINUED)

Another sound draws Blade's attention back to the carriage.

The sound of the carriage door bursting open. We don't see what emerges, but it casts a dark shadow over the puppet as it rushes towards the castle.

Blade watches: impressed.

INT. CASTLE - DAY

(scene not done, but here's what happens.)

The Kron monster is about to finish off CJ when Toulon arrives. Toulon has transformed himself into his own super puppet. Big battle ensues. Toulon cuts off one of Kron's arm. Kron comes for Toulon and tears a huge hole in his arm to reveal that parts of Toulon are puppet-like. He's been rebuilding himself as he goes. --(this should be worked into some scene earlier)

Even so, the old man is no match for Kron. They barely manage to escape, dragging CJ to temporary safety in the courtyard.

EXT. CASTLE COURTYARD - LATE DAY

They lock the door and have a few minutes before Kron breaks out into the courtyard to kill them.

TOULON

We can drop the gate and trap Kron in here. When will the bomb go off?

CJ shakes his head.

CJ

It won't! The timer's all busted to hell.

Kron roars and is breaking through the door. They only have a few sweaty seconds before he gets to them.

CJ (CONT'D)

The only way to do it is to short circuit the timer, then it will go off instantly.

(CONTINUED)

TOULON

I'll do it.

CJ

No. I'd have to show you how and there's no time. I'm finished anyway. Get out of here.

TOULON

You can't shut the gate and make it to the bomb in time! Kron will tear you to pieces.

CJ

You're right, but I've already got help cutting through the wires.

CJ points to the open bomb casing. Blade, whose legs are as useless as CJ's, waves his sharp weapon over the partially bared wires as he sits on top of the huge bomb.

TOULON

(choked with emotion)

I'm sorry it has to end this way.

CJ

What matters is that it ends, and that the right people make it.

CJ offers up his hand. Toulon shakes it. Pinhead feels left out and offers up his hand. CJ takes it.

CJ (CONT'D)

When you get to the States, keep track of the Red Socks for me. Yell loud when then win because they hardly ever do....

Toulon nods. He'll miss CJ.

QUICK CUTS:

Toulon, carrying Pinhead, runs out of the castle --

CJ pulls the release and the metal gate drops with a crash --

CJ slumps down to the ground near the gate.

(CONTINUED)

CJ (CONT'D)
(to himself)
I never thought I'd live to see the end
of the war....shows how wrong you can
be...

He trails off.

SMASH!

The Kron monster successfully bursts through the door into the courtyard. It immediately sees CJ laying over near the gate. He stomps towards him.

But then A STRANGE VOICE taunts Kron. It's chilling and we can't tell exactly where it's coming from. Kron assumes it's coming from C.J.

VOICE
This is it, Kron!

The Kron monster storms up to CJ and grabs him up off the ground, but he's already dead. Kron is confused. Who is talking to him?

VOICE (CONT'D)
There's nothing you can do...

Kron looks across the courtyard to where the voice is coming. It's BLADE! Talking as he's poised over the wires.

BLADE
(continues)
Except die!

Blade waves at the hideosity and cuts the wires.

A HUGE BALL OF FIRE BLASTS KRON TO HELL.

EXT. WOODS - DAY

From a safe distance Toulon and his surviving puppets watch as...

THE ENTIRE CASTLE CRUMBLES FROM THE EXPLOSIONS. (miniature/stock footage)

(CONTINUED)

Toulon and the remaining puppets watch the fireball rise up and cover the sun. Blade's head lands not far from them and Jester picks it up and brings it to Toulon as his face spins around into a smile.

Toulon also smiles.

TOULON
(to Blade's head)
You were the best of us, to sacrifice
yourself to save us. Don't worry
valiant one, I will rebuild you...

Toulon realizes something.

TOULON (CONT'D)
I can't. Not without my diary.

He looks in panic back to the castle that is still exploding and crumbling.

CUT TO:

INT. TUNNELS - DAY

TOULON'S DIARY -- clutched in Claire's hands.

She has a torch and is knocked to the ground by another rumbling explosion from above. Some dirt drops from the roof, but the passage holds.

CLAIRE
(gets up and dusts
herself off)
Sounds like General Kron may not be
doing so well on his own. That's
really too bad....well, no, it's
really too good!

She laughs. She can hardly stop herself.

CLAIRE (CONT'D)
(pats the diary)
Just you, and me...

(CONTINUED)

She sees light coming from just ahead. She's found the exit.

CLAIRE (CONT'D)
(continues)
...and freedom.

She throws her torch down and starts walking more quickly for the light. Her walk turns into a run, until something steps between her and the exit.

It's a woman-like figure, bloated, distended, nearly five feet tall, LEECH WOMAN blocks the path.

CLAIRE (CONT'D)
Get out of my way you puppet bitch!

Leech woman opens her mouth. A black spray of leeches blows out. Hundreds of them propelled as if under pressure.

They blast into Claire, knocking her back. They keep coming. Leech woman is slowly shrinking back down to normal size as the leeches keep blasting out of her, driving Claire bloodily to the ground. Engulfing her, taking her to a screaming death.

Leech woman looks normal again. She clears her throat and shuts her mouth.

She walks up and picks up Toulon's diary from the leech ravaged remains of Dr. Claire.

DISSOLVE TO:

EXT. ROADS - DAY

It's later that day. Toulon walks along in tatters, the remains of his puppets in a sack.

Toulon hears something he hasn't heard in a long time.

CHEERING.

Turning around he sees A JEEP coming up the road.

It's filled with American troops.

(CONTINUED)

Toulon quickly scoops up Pinhead and puts him in the sack with the other puppets. The jeep honk's its horn at Toulon.

AMERICAN SOLDIER
Out of the way!

TOULON
What has happened?

The FOUR GI's laugh happily at this "dumb" question.

AMERICAN SOLDIER
Hitler's dead. The war's over,
that's what!

TOULON
(amazed)
Can it be?!?

AMERICAN SOLDIER
Believe it old timer. Hey, which way
to the nearest bar?

Toulon points down the road to town.

TOULON
Can I trouble you for a ride?

AMERICAN SOLDIER
Sorry, Pops, no time and no room.
Maybe some Russians will pick you up
and they really know how to have a good
time.

The Soldier thumps his fist on the dash board and the driver pulls forward, leaving Toulon in their dust.

Toulon coughs on the fumes as they leave him behind, but only for a moment. A tire blows out on the jeep.

Toulon watches as the jeep pulls to a stop fifty feet on down the road. The soldiers get out and look at the tire.

AMERICAN SOLDIER
(CONT'D)
What happened?

(CONTINUED)

The DRIVER pulls something off the tire and holds it up.

DRIVER
It looks like a leech, Sarge.

AMERICAN SOLDIER
A what?

Toulon smiles. Something pulls at his leg. He looks down to see...

Leech woman at Toulon's side. She waves the life giving diary at her master. Toulon smiles and picks her and the diary up.

TOULON
Clever girl.

The American Soldier yells back to Toulon.

AMERICAN SOLDIER
(feeling guilty)
Hey there! I guess we're not in that big of a hurry now. Come on and have a ride.

Toulon seems to be filled with new energy now. A new tomorrow is his. He slips Leech Woman into the sack and strides up to the American's.

AMERICAN SOLDIER
(CONT'D)
We'll have the flat fixed in no time.
Where you heading?
TOULON
America.

CUT TO:

A NAZI FLAG. The twisted black cross on a field of white, surrounded by a sea of red that represents blood.

A MUDDY TIRE runs over the center of the discarded Nazi Flag, tearing it, blotching it, sinking it into...

The road as WE PULL BACK to see the jeep with the GI's and Toulon riding over a ridge into the future.

FADE OUT.

(CONTINUED)

THE END (first draft) Jay Woelfel, David Parker

(CONTINUED)