

A Return To A Carnival Of Souls

By

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FADE IN:

EXT. RURAL ROAD - DAY

Late afternoon. The two-lane blacktop is just outside the city limits. Out here, the college town of Lawrence, Kansas has turned into rural isolation.

A camera films a fading sunset. The camera is positioned behind a passenger's seat window, capturing everything the outskirts of Lawrence, Kansas has to offer. There's not another car in sight.

BILLY (O.S.)
Lawrence, Kansas, everybody. Where
the classic-

MEL (O.S.)
Cult classic.

Billy aims the camera toward the forest on the right. Tall trees pass them by.

BILLY (O.S.)
Where the 'cult classic' *Carnival
Of Souls* was filmed.

MEL (O.S.)
(rapid reply)
Most of it.

BILLY (O.S.)
And she's right. Only 'most of it'.

He films a small clearing in the forest, the first opening in this green inferno. A small tree with long limbs sprawling out like outstretched arms is the clearing's only inhabitant.

BILLY (O.S.) (CONT'D)
Hey, I think we're getting close!

He turns the camera, pointing it at the driver and his girlfriend MEL, 35, black, nerdy, a hipster without being an asshole. Mel leans in closer toward the windshield.

MEL
Shit, is this the opening scene?

BILLY (O.S.)
Yeah, it's coming up.

Grinning, Mel slows down.

MEL

Alright...

Ignoring the sweat they all feel in this summer heat, she checks her iPhone in the cupholder.

MEL (CONT'D)

It says we're two-hundred feet away.

Billy points the camera straight ahead. His constant movement doesn't distract but instead embodies a contagious excitement.

BILLY (O.S.)

(back to narrating)

So this is supposedly where Herk Harvey shot the opening scene to *Carnival Of Souls* back in nineteen-sixty-one.

He looks over at Mel, teasing her.

BILLY (O.S.) (CONT'D)

That good.

Cracking up, Mel nods.

MEL

Yep.

BILLY (O.S.)

Cause I wanna make sure we get the history right-

In a sudden burst, Mel points straight ahead!

MEL

Look!

Billy points the camera back toward the highway. Up ahead, a wooden bridge could be seen. A narrow, cramped bridge that was all too familiar to the couple.

BILLY (O.S.)

Holy shit, this is it!

As they get closer to the spot, they can make out the murky water below. There's a crumbling cement bridge rail. The weathered wooden bridge looks to have been needing repairs for over a century.

The couple pass a green sign, its white letters covered in grime: *Eudora Kaw River Bridge*

BILLY (O.S.) (CONT'D)
Pull over about halfway through.

MEL (O.S.)
Gotcha.

EXT. BRIDGE - DAY

Moments later, Billy joins Mel outside on the bridge. They stand by the car, their modest Toyota in need of a wash. Both of their doors are wide open.

MEL
(nodding at the doors)
Should we close them?

BILLY (O.S.)
Naw, keep rolling.

Battling the heat, they walk toward the concrete railing. Billy does his best to hold the camera steady.

BILLY (O.S.) (CONT'D)
(narrator mode)
Okay, so this is Eudora Kaw River Bridge. This is where the opening scene to *Carnival Of Souls* was filmed.

At the rail, Mel flashes him a smile.

MEL
I always love your narration.

He stops next to Mel, giving her a decent close-up.

BILLY (O.S.)
Yeah, well, I'll clean it up in post.

A loud SPLASH erupts! A sound that's more of a roar and too powerful to have been made by an average fish.

Startled, the couple turn toward the Kansas River.

BILLY (O.S.) (CONT'D)
What was that!

All they see is the calm dark water. Not even ripples remain.

BILLY (O.S.) (CONT'D)
Do you see anything?

Billy zooms in closer on the water... But nothing can be seen in its shadowy depths.

MEL

No.

Smiling, she leans back off the railing.

MEL (CONT'D)

Well, there's a good fake jump scare.

BILLY (O.S.)

No shit.

Billy points the camera back at Mel.

BILLY (O.S.) (CONT'D)

Well, anyways, this is my lovely wife Mel.

Teasing him, Mel smiles and holds her hands out, playing it up for the camera.

BILLY (O.S.) (CONT'D)

She's my soulmate, my fellow *Carnival Of Souls* fanatic.

Mel scoffs.

MEL

Really, Billy?

Billy waves the camera up and down the Kansas River. The water is so dark and silent.

BILLY (O.S.)

Hey, you can be a hot geek.

With that, Billy points the camera at Mel once more. Behind Mel, more of the decrepit bridge is seen behind her.

Stray sunshine lingers but it doesn't stop darkness from settling in. There isn't much noise: no animals, no insects.

MEL

Well, thanks.

BILLY (O.S.)

(back to narrator mode)

We're both the directors for what'll be the *Carnival Of Souls* sequel we've all been waiting for.

Mel waves over at him.

MEL

Well, let them see you!

BILLY, 35, handsome if goofy, hardcore horror fan, the male version of Mel, turns the camera back toward him. He waves at the camera.

BILLY

Billy McDowall, ladies and gentlemen.

Off screen, Mel gives him a cat call rather than standing ovation.

MEL

Show us more, baby!

Chuckling, Billy looks over at her.

BILLY

That'll be for a *different* kind of movie, babe.

MEL

When you gonna do it?

Billy puts the camera on her. Both of them are now on the edge of the bridge and closer to the forest.

BILLY

When I get done working out more.

MEL

(scoffing)

You already look great-

A creepy MELODY is then heard. Organ music straight out of the world's scariest circus... The sound instantly freaks out Mel and Billy.

BILLY (O.S.)

Shit!

Mel looks behind her.

MEL

What the fuck's that?

The MUSIC increases in volume, but the carnival organ TUNE stays at a cryptic pace... Yet there isn't an organ in sight.

BILLY (O.S.)
Where's it coming from?

Mel points off toward the forest.

MEL
It's in the woods!

Billy aims the camera over at the forest. The MUSIC now takes over the soundtrack, the organ TUNE a twisted variation on the innocence of an early-1960s carnival beat.

MEL (CONT'D)
I'll drive us over there. Come on!

BILLY (O.S.)
(uneasy)
I don't know, Mel-

MEL
Come on!

Billy turns to see Mel rush toward the Toyota.

BILLY (O.S.)
Shit!

Giving in, he rushes after her.

BILLY (O.S.) (CONT'D)
Mel!

He films Mel getting closer and closer to their car.

BILLY (O.S.) (CONT'D)
Mel, wait!

Both car doors SLAM SHUT on their own.

MEL
Oh shit!

The couple come to a terrified stop. They look on at the car, uncertain what to do. Neither of them are eager to be the first one to check out what the fuck is going on.

All the while, the ORGAN MUSIC continues. Somehow, it's louder, closer. It's *following* the couple.

Mel and Billy hesitate. Their fear is in overdrive.

MEL (CONT'D)
Let's go, fuck this!

She leads the charge. Breathing heavy, Billy struggles to catch up.

Mel reaches the door on the driver's side, Billy reaches the passenger's side. Regardless of the constant CREEPY MUSIC, both of them feel relief at the sight: no one is in the Toyota. Billy exhales.

BILLY (O.S.)
Holy shit...

He points the camera at Mel. She smiles.

MEL
You didn't tell me this shit was haunted.

BILLY (O.S.)
It's not supposed to be!

Billy then moves the camera toward the passenger door window.

There's his own reflection of him holding the camera... and there's also the image of THE MAN standing behind him! A Man in his mid-40s, his skin at a corpse's paleness, his hair sticking straight up, his solemn facial expression ghoulish and terrifying. He is The Man from *Carnival Of Souls*.

BILLY (O.S.) (CONT'D)
Shit!

Alarmed, Mel looks toward him.

MEL
What!

Billy whirls around! What his camera sees is The Man in all his glory. The Man a tall, hulking figure, his glower focused right on Billy.

GEORGE (O.S.)
(loud)
Cut!

GEORGE'S CAMERA

The perspective changes to a camera held by GEORGE. Instantly, George's camera captures Mel, Billy, and The Man breaking character. They all relax, there's no more tension, no more suspense. Most of all, there's no more carnival music.

George approaches them, excited.

GEORGE (O.S.) (CONT'D)
That was actually good.

He stops in front of his three actors: Mel, Billy, and The Man.

The Man has a playful smile on his face. The actor playing the role is JOSEPH, 30, a trained thespian with a rebellious spirit.

JOSEPH
You sure you're not just saying that?

He runs a hand across his face, knocking off some of the make-up.

GEORGE (O.S.)
Naw, man, that was great!

Lowering his own camera, Billy points between him and Mel.

BILLY
Were we convincing?

GEORGE (O.S.)
Yeah, Hell yeah.

ELLEN (O.S.)
You sounded just like us.

George turns his camera behind him, right toward ELLEN, 35, George's wife, black, less of a movie star iteration of how Mel has portrayed her, as she approaches them. Ellen is scrawny and angular, a geek with a with a penchant for going off the rails in her passion for both movies and filmmaking.

ELLEN (CONT'D)
That was actually kinda scary.

JOSEPH
If y'all say so.

The others turn to face him. Both George and Billy capture Joseph's power. He has screen presence even when filming is over.

GEORGE (O.S.)
Well, I mean-

Wiping off some of his make-up, Joseph steps toward the railing. Behind the ghoulish wardrobe lurks a matinee idol.

JOSEPH
I'm still not crazy about the
daytime scares.

He points out at the fading sun, his 'performance' now just as dramatic as it was on film. A quality that's a blessing and a curse for a method actor such as him.

JOSEPH (CONT'D)
That shot wasn't even in the
original.

GEORGE (O.S.)
(forcing a laugh)
Well, I know that.

Silent, Joseph stares straight down at the Kansas River.

ELLEN
We wanted to do it as a homage-

MEL
The car window reflection.

ELLEN
Yes, exactly! In the original, it happens at night, but we decided it might be even scarier in the daytime.

She looks toward Joseph. He doesn't even bother responding.

ELLEN (CONT'D)
(still trying)
You know, kinda like how the original *Texas Chainsaw Massacre* is. Daytime scares.

She turns to George for support.

GEORGE (O.S.)
Exactly!

Billy shrugs.

BILLY
I think it works.

Laughing, Mel gives him a light shove. The cast chemistry is electric everywhere except when anyone crosses paths with Joseph.

MEL
You're just ready for another beer.

BILLY
You're damn right.

Ellen points Billy and Mel over toward the other end of the bridge. One truck and a poor man's movie set trailer await the crew.

ELLEN
Go ahead and rest up

Billy and Mel make their way over there.

ELLEN (CONT'D)
That was a good job, everyone.

INT. GEORGE AND ELLEN'S HOUSE - GARAGE - NIGHT

About an hour later. Several cameras scatter about the room, capturing the scene. The small room is claustrophobic even without a car. The walls are bland save for posters for some of George and Ellen's favorite movies like *The Blair Witch Project*, *Get Out*, *Candyman*, and, of course, *Carnival Of Souls*.

Much of the room has been transformed into the couple's personal editing room. Several laptops and other equipment are situated on tables like pieces of a mad scientist's lab.

Beneath the clinical lighting, most of the cast and crew sit in chairs, Billy and Mel are on a small couch.

TOM, 30, black, geeky, smartass, a failed filmmaker, sits at the main desktop computer. Everyone has a beer... except Joseph.

Seemingly still in character, Joseph hunches over in the seat closest to Tom's. Joseph is even still wearing The Man's suit, his face still with scattered make-up. Everyone else is dressed in either sleep clothes or sloppy, casual attire.

JOSEPH
(admitting it)
Okay, it's not a bad scare.

GEORGE, 37, an aspiring filmmaker without the confidence or arrogance, a more neurotic version of how Billy plays him, paces around the room much to Ellen's amusement.

TOM
Everything's solid. Once I touch it up, it'll be perfect.

Tom's pocket camera shows the desktop screen. Right now we're on the scene seen earlier: Joseph as The Man standing behind Billy.

A disapproving Joseph faces him.

JOSEPH
What do you mean 'touch it up'?

Ellen rolls her eyes.

TOM
(chuckling)
I mean it's what we do for all
these jump scares. It's-

He loses his voice upon seeing Joseph's serious expression. His scary serious expression. The make-up definitely isn't helping Tom's nerves.

TOM (CONT'D)
(stumbling)
Well, I mean it's scary as shit now
but we'll just try to make it a
little better.

GEORGE
(helping Tom)
Yeah, exactly.

Joseph nods.

JOSEPH
Okay...

He faces the computer screen. Right now, Tom has it paused on the creepy shot of Joseph's reflection in the passenger's door window.

JOSEPH (CONT'D)
Just don't put any of that CGI shit
in there.

GEORGE
(weak)
Well. We-

ELLEN
(finishing)
We'll do our best but can't make
any promises.

BILLY
Yeah, CGI is like the twenty-first
century, dude.

In a sharp, frightening turn, Joseph gives him a glare.

Instantly, Billy hides his unease by putting a beer closer to his lips.

BILLY (CONT'D)
(meek)
But yeah, I prefer practical
effects too.

Mel chuckles at Billy backing down to Joseph.

Taking the initiative, Ellen waves Joseph at the computer screen.

ELLEN
But see! It's still scary.

Joseph faces her... his scowl lingers.

ELLEN (CONT'D)
Even in the daytime.

LATER

Twenty minutes later. By now, Mel, Billy, and Joseph are all gone. Tom still sits at the front of this 'station', Ellen and George standing on each side of him. Everyone is pretty intoxicated at this point.

On the desktop, Tom scrolls through footage from earlier. The build-up to the bridge scare is shown, all the shots of the woods, the clearing.

TOM
Well, day three is in the books.

He leans back, a bit weary.

ELLEN
(more confident)
It's looking good.

Tom just stares on at the screen, the footage moreso haunting than exciting him.

ELLEN (CONT'D)
(to George)
And Candace is okay with it?

George nods.

GEORGE
Yeah. She actually sent me a video today.

ELLEN
Oh my God! That's amazing!

She gave George a triumphant hug.

ELLEN (CONT'D)
This is gonna be so big!

GEORGE
(joking)
Definitely has our biggest budget.

ELLEN
And it'll launch our careers, babe.

She wraps her arms around George's neck. Her conviction is contagious, the type of guiding light and passionate spirit every artistic endeavor requires. George is certainly a filmmaker, but Ellen is carrying the load. George has a director's talent, but Ellen has the talent and *drive*.

ELLEN (CONT'D)
First, it was *A Haunting In Kansas* but this is gonna be the one that gets us going on more than Tubi.

Trying to reassure George, she runs a hand along his cheek.

ELLEN (CONT'D)
Once this gets going, we'll get an agent and be set. I just know it.

GEORGE
You said the same thing about *A Haunting In Kansas*-

Ellen gives him a light push.

ELLEN
And it made money, didn't it.

She waves toward the computer.

ELLEN (CONT'D)
It got us funding for this!

Keeping his distance from their chit-chat, Tom faces George.

TOM
She ain't lying.

Ellen grabs a hold of George's hands.

ELLEN
My point is, we... we finish this.
It becomes a success. Then we'll
really be big-time. We can do this
full-time then, babe.

GEORGE
No more payroll bullshit?

Grinning, Ellen nods.

ELLEN
No more payroll bullshit.

TOM
Good.

The couple face Tom. He holds up his hands.

TOM (CONT'D)
Then maybe y'all can toss me a
couple hundred grand for my own
movie.

ELLEN
Well.

She holds her arms out toward him.

ELLEN (CONT'D)
You're more than welcome to stay a
part of our team.

GEORGE
(to Ellen)
Just don't cast Joseph anymore.
That guy's a douche.

TOM
Agreed.

Tom looks back at the screen. The Kansas River footage...
Instantly, discomfort returns.

ELLEN
Aw, I'm sure he's not even the
biggest pain-in-the-ass we'll end
up working with.

Ellen grabs her beer. Right now, her optimism and spark are rivaling the best of Tarantino and Eli Roth.

ELLEN (CONT'D)

You know how 'professional' actors are, man. They're almost as bad as the wannabe filmmakers.

She takes a strong swig, rivaling the best of any alcoholic in Lawrence, Kansas.

GEORGE

What? Like me?

Annoyed, Ellen gives him another shove.

ELLEN

Stop that! You're not a wannabe if you already made a few movies.

GEORGE

True.

Growing more and more frustrated with George, Ellen hands him his own beer.

ELLEN

Shit, you need more of this.

GEORGE

Yes ma'am.

With that, he tries to match Ellen's level.

ELLEN

We don't need to be overconfident or trying too hard when we're on the right track. That's all I'm saying.

She looks toward Tom who is still at an uneasy silence. The footage consumes him. Ellen leans in behind him.

ELLEN (CONT'D)

You alright?

Slightly trembling, Tom sifts in his seat. There's a reason he's a director or works on the technical side: he's a horrible actor. His discomfort is obvious.

TOM

I'm fine...

ELLEN
Come on. What is it?

GEORGE
Yeah, it's nothing wrong with the
footage, is it?

TOM
No.

He hesitates, his gaze returning to the screen. To the shot of Billy following Mel back to their car. Now the CARNIVAL ORGAN is heard from the movie...

TOM (CONT'D)
It's just. It's something else.

ELLEN
What?

As he raised his beer, George looks over at the screen. The MUSIC is giving him chills in the fun kind of way.

GEORGE
Hey, I forgot to say I really liked
the music.

ELLEN
(chuckling)
Oh my God, that was so creepy!

She points her longneck at George.

ELLEN (CONT'D)
Was that your idea?

GEORGE
(amused)
I thought it was yours.

ELLEN
Well, Tom.

Grinning, she gives him an impromptu and drunken round of applause, the beer bottle muffling the handclaps.

ELLEN (CONT'D)
Bravo! What an idea.

Tom hesitates on an answer. All the while, the CARNIVAL ORGAN tears into his flesh, the movie's suspense and scares working far more than they should.

TOM
 (struggling)
 Well, that's the thing.

Finally, he's gathered up enough liquid courage to face the couple.

TOM (CONT'D)
 I didn't put the music in there.

Fear hits George. He leans forward, spilling some beer amidst the fright.

GEORGE
 What!

ELLEN
 (to Tom)
 Wait, what do you mean?

She looks back at the desktop.

ELLEN (CONT'D)
 It's the same damn score.

TOM
 I don't know!

He grabs his own bottle.

TOM (CONT'D)
 I was in the trailer the whole time, I swear.

Rattled, Tom stares down at his drink. A weak grin appears.

TOM (CONT'D)
 I thought y'all put it in.

ELLEN
 We didn't.

Tom then faces the computer once more. The CARNIVAL ORGAN is at its haunting peak.

ELLEN (CONT'D)
 That's crazy...

Still battling the fear, George drinks more booze.

ELLEN (CONT'D)
 (to Tom)
 That's not your music?

TOM

No.

He leans back.

TOM (CONT'D)

But that's not all.

Another shockwave shoots through the directors.

ELLEN

What?

TOM

It's...

He struggles to go on. The terror is getting to him, so much so he can't even look at the computer.

TOM (CONT'D)

It's some of the footage.

ELLEN

What is it?

On the computer screen, the passenger's door window scene comes to a stop right on Joseph's eerie reflection. The CARNIVAL TUNE ends with it.

TOM

I'll show you.

ELLEN

(some worry)

It's nothing bad, is it? Like nothing technical?

TOM

No, man.

He rewinds the footage.

TOM (CONT'D)

It's something I saw.

George leans in next to Ellen.

Finally, Tom rewinds it back to the beginning of the bridge scene, to when Billy is filming the passing woods. Tom HITS play. The clip starts with none of the carnival music. Not even the bridge is seen yet.

TOM (CONT'D)

Okay.

He points the couple toward the endless forest.

TOM (CONT'D)
Just look at the woods.

Ellen gives in, joining George's uneasy curiosity.

On screen, the small clearing is shown. The tree with outstretched arms for tree limbs at the center of it. The forest is so vast and deep that all the other trees block out much of the dying sunlight. Even now, the CARNIVAL ORGAN is heard...

Everyone in the garage is silent, they're all a captive audience to their own movie. When seconds later, the clearing goes off screen. Now Billy's camera shows the wooden bridge.

Until Tom pauses the clip.

TOM (CONT'D)
Did y'all see it!?

He turns toward George and Ellen. Each of them are confused.

ELLEN
Uh, it just looked the same.

TOM
No!

An epiphany makes Ellen run a hand through her hair.

ELLEN
Shit, the music! We didn't hear it till we got to the bridge.

GEORGE
You're right.

TOM
Look, it's not just the music.

Tom's breakdown veers off the tracks. Adamant, he points at the screen.

TOM (CONT'D)
It's, it's right there! You'll see it, I'm telling you.

He gets back to work on rewinding the clip once more.

TOM (CONT'D)
(creepy conviction)
You'll see it.

Moving quick, he pushes it back to the shot of the forest's clearing.

TOM (CONT'D)
 Alright, look closer.

At his command, Ellen and George practically crouch in right behind him.

Just as Billy's camera gets a full shot of the clearing, Tom PAUSES the clip.

TOM (CONT'D)
 Look.

He stands and points them right toward the tree, right beneath one of its sprawling limbs.

Now Ellen and George see it. They look on in fright.

ELLEN
 Shit...

In the paused shot, an outline of a man is seen standing tall below the tree limb. The shadows make it difficult to see more but his head is visible as are his arms that rival the tree's branches in length and in creepy crooked positioning. The only clear aspect of the shot is the man is looking straight ahead, straight toward the camera.

TOM
 It got worse when I zoomed in.

He leaned in toward the computer and MASHED a key. The video zoomed in closer toward the man...

TOM (CONT'D)
 Look.

This up close and personal, the man under the tree's face is a more ghostly white than it was in 1962 black-and-white. He has the posture and suit of an undead undertaker. His eerie eyes are open wide to stare into your soul.

Regardless of the great camcorder, there is a grainy, distorted quality to the shot. A grainy filter that only exists with The Man rather than the rest of the footage... as if he stepped out of a low-budget horror film from yesteryear.

ELLEN
 Jesus Christ.

She forces a smirk regardless of her own building fear.

TOM
 (his voice shaking)
 I just. It was fucking crazy when I
 saw it.

Like a terrified professor, he looks back-and-forth between
 his audience and this scary discovery.

TOM (CONT'D)
 I didn't know when or if I should
 even show y'all.

ELLEN
 Well.

She faces Tom.

ELLEN (CONT'D)
 I'm glad you did.

Silent, George stares on at the image, locking eyes with The
 Man. Beyond disturbed, George can't say a word nor look away.

Keeping her cool, Ellen takes the directorial reins by
 trying to calm everyone. She takes a step back.

ELLEN (CONT'D)
 (to Tom)
 But it could just be Joseph.

Tom waves toward the screen.

TOM
 He's too serious to pull some shit
 like this! You know that.

Unable to argue, Ellen shrugs.

ELLEN
 Okay. So maybe he wouldn't pull a
 prank and photobomb but maybe it's
 some trick from the cameras or some
 shit.

GEORGE
 (uneasy)
 I just bought these cameras.

ELLEN
 Well, Goddamn, you know what I
 mean, George.

TOM
 It's not.

Ellen and George face him. Tom waves at the computer.

TOM (CONT'D)
It happened again.

LATER

Moments later. Ellen and George crowd around Tom.

TOM (CONT'D)
Okay, this is it.

He CLICKS the mouse and leans back.

On the computer screen, Billy's shot of the Kansas River starts to play. Billy zooms in on the water.

TOM (CONT'D)
Right there.

Tom points the others toward the dark water.

But he didn't need to this time. This shot was much clearer: faces in the water. Pale faces. Four or five of them lurk right below the Kansas River, their features not too clear given the sunset. A slight shadow gives the faces the same aura of creepy abstract paintings.

There are a few men and women down there, their hair fluttering about like seaweed in the river. All of them are in dark suits or dresses that are too stylish for a funeral. They look ready for a boardwalk dance instead.

Tom PAUSES the footage and zooms in closer. The clearest thing about the people are their eyes staring straight on at the camera... And the subtle, sly smiles each and every one of them have. They've crawled out of an underwater grave yet there's no decomposition seen anywhere. All of these people are preserved in an eternal embalming much like The Man.

Always a director, Ellen nods... impressed if frightened.

ELLEN
Okay. That is scary.

TOM
I told you. I mean I don't know.

He leans back and runs a hand through his hair.

TOM (CONT'D)
Maybe it's nothing serious.

ELLEN
I mean it can't hurt.

George looks at her, confused.

GEORGE
What do you mean?

ELLEN
George, come on.

Trying to reassure him, she squeezes George's shoulder.

ELLEN (CONT'D)
If these really are ghosts.

She waves toward the video.

ELLEN (CONT'D)
Or whatever the Hell they are,
it'll be great for marketing. You
gotta admit!

Not even George can argue...

GEORGE
You got a point.

TOM
(interjecting)
Well, whatever it is, I'll keep
y'all posted.

ELLEN
But look!

The showman side returning, she claps her hands together.

ELLEN (CONT'D)
They look just like the ghosts in
Carnival Of Souls too. Even if this
is just a glitch or Joseph fucking
with us, it's a happy coincidence!

A smile cracks through George's unease. He gets more comfortable as he wraps an arm around her.

GEORGE
You always kill the marketing,
babe.

He clangs his beer into hers for a celebratory toast.

ELLEN

Thanks.

GEORGE

Sometimes I feel like I should just be an assistant director.

ELLEN

(chuckling)

No!

She lays a hand on his upper chest.

ELLEN (CONT'D)

Both of us got artistic vision.

Ellen leans in closer, further revitalizing George's mood.

ELLEN (CONT'D)

And together, we're fucking amazing.

They each take another swig.

More nervous than awkward, Tom looks at them.

TOM

Yeah, well. I'm excited we got ghosts too.

ELLEN

You should be.

But the fear remains in Tom. So much so he struggles to confront the clip... and those faces.

TOM

(to himself)

But maybe I just don't want them to look like *Carnival Of Souls*...

LATER

Later on, George and Ellen sit in chairs right in front of the computer. By now, the couple nurse their beers, both of them tired but kept awake by the excitement of the movie.

ELLEN

So you did hear back from her?

George leans back in his seat, Ellen's encouragement from earlier keeping him cool and collected.

GEORGE

Yeah, Candace sent the e-mail while we were at the bridge.

ELLEN

Holy shit! Show me.

Chuckling, George pulls out his iPhone.

GEORGE

I was gonna surprise everyone with it tomorrow.

ELLEN

(sarcastic)

Well, you can't just ambush your co-director.

She holds up her beer, teasing George.

ELLEN (CONT'D)

Not to mention your wife.

GEORGE

Fair enough.

George pulls up his e-mails.

GEORGE (CONT'D)

She sent it straight from her personal phone number too. I checked and everything's legit.

George clicks on a video link in the message.

ELLEN

Ooh, I'm so excited...

To calm the nerves, she takes yet another sip. George moves his chair closer over to her. The video overtakes the iPhone screen.

On screen, CANDACE HILLIGOSS, mid-80s, the headstrong spirit of her youth still present in wardrobe and personality, the actress still gorgeous, theatrical without being obnoxious, appears. Candace's Bohemian style doesn't detract from a professionalism, a screen presence strong and vivid even on an iPhone.

CANDACE (V.O.)

Hey, George! I loved your e-mail, I loved your concept. Honestly, I've talked to my advisor and we've agreed to do the movie.

An excited Ellen hugs George.

ELLEN
Oh my God! We did it.

CANDACE (V.O.)
I'm excited about what you told us,
and the pitch trailer was amazing.

On screen, Candace points her laptop camera behind her,
pointing it toward a framed vintage *Carnival Of Souls* poster.

ELLEN
Oh wow.

CANDACE (V.O.)
As you can tell.

She holds up a glass of wine.

CANDACE (V.O.) (CONT'D)
I've been waiting for something
like *A Return To The Carnival Of
Souls* for a very long time.

George hugs Ellen close to him.

CANDACE (V.O.) (CONT'D)
So come on over.

EXT. RURAL ROAD - DAY

Afternoon. The camera is filming from inside a truck. In the
passenger's seat, Ellen points the camera behind them,
showing the small trailer in the back in addition to a Toyota
and SUV following them on the quiet highway.

CANDACE (V.O.)
(from video)
I'll see y'all at my house
tomorrow. I'm not too far from
Lawrence.

Ellen gets a shot of George driving the truck. Immediately,
he attempts to hide his can of beer in the cupholder.
George's reaction draws laughter from both him and Ellen.

CANDACE (V.O.) (CONT'D)
My address is in the e-mail.

Ellen turns the camera toward the roadside woods.

CANDACE (V.O.) (CONT'D)
I look forward to meeting y'all in
person.

Out in the forest, there is no movement. No carnival music.

CANDACE (V.O.) (CONT'D)
Let's make a movie.

EXT. CANDACE'S HOUSE - FRONT YARD - DAY

Late afternoon. Ellen's camera shows all three of the crew's vehicles parked in the driveway. Between shots off her and George's cameras, we see Candace's one-story house is about as modest as possible given her fame and style. But that doesn't mean the house doesn't stand out. It's essentially a Hollywood bungalow in upper-class suburbia.

In the front yard are several of Candace's most beloved New Age antiques. A swimming pool can be seen through her backyard's wooden fence.

ELLEN
(to George)
It's nice.

Carrying him and Mel's bags, Billy walks past her.

BILLY
Well, she's a star.

ELLEN
(chuckling)
To us anyway.

Billy smiles at her.

BILLY
A horror star!

Holding a mini wine bottle, Mel follows behind him.

MEL
A scream queen!

Matching Ellen's directorial prowess, George stops next to her, his camera also more prioritized than his bags or booze.

GEORGE
You think I should call?

ELLEN
Fuck it, let's just knock.

Ellen aims the camera toward the front porch. Already Billy is leading the way. A few rocking chairs are the only other occupants on the porch.

ELLEN (CONT'D)
She knows we're coming.

BILLY (O.S.)
Shit!

Tom runs into frame, rushing toward Candace's front porch.

TOM
What happened.

As she comes to a startled stop, Ellen points her camera at the porch.

There stands Candace in the front doorway. Candace is even more regal in person, her blouse and pants tailor made for a televised interview. Candace holds a glass of wine out toward the crew.

CANDACE
Welcome!

She walks toward the edge of the porch, the boards creaking beneath her feet.

CANDACE (CONT'D)
We've got so much to discuss.

ELLEN
Yeah, we do.

TAY, 35, black, well-dressed, movie lover, steps right beside Candace.

ELLEN (CONT'D)
(to George)
Who's he?

George glances at her, trying to be discreet.

GEORGE
Her 'handler'.

ELLEN
(smirking)
Handler?

TAY
(toward the cameras)
We're all ready inside.

INT. CANDACE'S HOUSE - LIVING ROOM - DAY

Spacious. The antique furniture is nice, everything clean and set up for the filmmakers. Candace has her main stage set. She sits on a recliner, a queen on her throne.

Right next to her in a kitchen chair is Tay. Ellen and George are on a nearby couch, their comrades Billy, Mel, Joseph, and Tom all lurk behind them on couches or other recliners. Joseph is in the seat closest to Candace and Tay. Billy and Mel specifically sit side-by-side. Ellen's entire crew is armed with a beer. Tay smokes a cigarette.

The living room has Candace's share of *Carnival Of Souls* memorabilia. There's her poster on the wall, there's props and still photos seen on the shelves. The living room is like a museum to the cult classic.

But that doesn't infatuate Ellen's camera: instead, Candace does. The perspective here shifts between Ellen and George's cameras.

ELLEN (O.S.)

(to Candace)

Well, thank you for letting us stay.

CANDACE

Why wouldn't I?

She raises her glass once more.

CANDACE (CONT'D)

We're a team now.

TAY

Indeed.

In a stylish flourish, he puts his cigarette out in a nearby ashtray.

Candace points over at George.

CANDACE

So you're who I talked to, right?
George Jones?

George and Ellen both smile.

GEORGE

Yeah.

He looks over at Ellen.

GEORGE (CONT'D)
George "Not Related" Jones.

CANDACE
(sly smile)
I see.

Ellen points the camera over at the rest of the crew.

ELLEN
Yeah, Tom's our expert sound guy.

Tom waves at Candace.

TOM
It's an honor to meet you! I'm a
big fan.

JOSEPH
(jumping in)
So am I.

An intrigued Candace and Tay face Joseph.

TAY
Oh yeah.

CANDACE
He's The Man in this, right?

ELLEN
Yep. Joseph Beckley.

Tay nods in approval.

TAY
He does look a lot like him.

JOSEPH
(slick)
You should see me in the make-up.

Ellen motions Candace toward Billy and Mel who were waiting for their introduction. They share a round of drunken laughter like high schoolers at a house party.

ELLEN
And this is Billy and Mel. They're
basically playing us.

CANDACE
The meta concept.

She gives Ellen a toast.

CANDACE (CONT'D)
That's quite brilliant.

TAY
Indeed. Mixing meta and found-footage. I mean basically *Scream* meets *Paranormal Activity*.

An excited George points at him.

GEORGE
That's exactly how I'm gonna pitch it!

ELLEN
I just hope it's not too confusing.

CANDACE
Oh, no, I think it's genius.

TAY
I love it too but it's just so... different from the original.

CANDACE
(playful)
That's a good thing.

TAY
Yeah, but. It's hard to explain.

CANDACE
Try to.

An amused Ellen enjoys the banter. She can already tell Candace is gonna be one of her heroes.

Fighting through stage fright, Tay faces the cameras. He is no actor.

TAY
Well, I'm what they consider the expert on *Carnival Of Souls*.

As he grabs his glass of wine, he points over at Candace's bookshelf. A large volume's spine is noticeable even from afar: *Carnival Of Souls Lore*. By Tay Curtis.

TAY (CONT'D)
I literally wrote the book on it.

The others chuckle. Ellen turns toward George.

ELLEN
Holy shit! We have that.

TAY
Writing it is how I met Candace.

GEORGE
I gotcha.

TAY
I loved the movie and was just
ecstatic to meet her.

Candace beams with a smile.

ELLEN
We can tell. The book's incredible.

TAY
But I did quite a bit of research
on the director Herk Harvey. Herk's
storytelling is a bit... different
than what you're all going for.

ELLEN
(chuckling)
Well, I mean. It's been over fifty
years.

TAY
Right, but.

He places his drink on a table, veering into professor mode.

TAY (CONT'D)
To honor the movie, I'm not sure
all these gimmicks are necessary.

CANDACE
(sly tension)
You don't like the idea, Tay?

TAY
Okay, so I love making a modern
sequel. I love bringing back The
Man, it almost has a *Halloween*
twenty-eighteen feel.
(disgusted)
But, my God. *Found footage*.

Playing it up, Candace waves him off.

CANDACE

Welcome to the twenty-first century.

The crew all laugh. Even Tay cracks with a grin.

ELLEN

(persuading Tay)
But it's something different.

TAY

Certainly.

He faces Candace.

TAY (CONT'D)

And she loved it.

ELLEN

Well, it's a unique concept.

She turns toward George who is silent. He lets her take over.

ELLEN (CONT'D)

It's basically a meta movie in which Billy and Mel play George and me. And they're playing a couple filming a found-footage sequel to *Carnival Of Souls*.

TAY

But their names aren't George and Ellen-

ELLEN

Right! They're using their real names. Just like they did in *Blair Witch* and *Paranormal Activity*.

TAY

So it's a fictionalized version of you guys making this found footage sequel.

ELLEN

Exactly. The movie's just about the couple and them visiting all the weird sets from the original movie, how they research the crew and history.

TAY

I see.

CANDACE

I told you it honors Herk's vision.

Sighing, Tay leans back.

TAY

I was just thinking of Herk's style though-

CANDACE

He didn't even write it, Tay.

TAY

Well, he came up with the story-

CANDACE

You know what I mean!

She faces George and Ellen.

CANDACE (CONT'D)

Either way, I approve it.

TAY

But even without a full script?
That'll be tough to direct I feel like.

ELLEN

(polite)

It won't.

TAY

Yeah, but you're improvising most of the dialogue.

CANDACE

So did we.

HOME THEATER

A small, intimate private theater in the back of the house. The big screen is modest, the lighting dim but far from dark. The seats are comfortable without being luxurious. Everyone is crammed inside the room, still holding their drinks.

Ellen and George stand on one side, near the screen. Joseph leans against a back wall, keeping his distance while retaining his rebellious cool. Everyone else is seated. All of them filmed by George and Ellen's cameras placed on opposite sides of the room.

George and Ellen's DAILIES play on screen.

An entranced Candace watches. No matter how rough the footage is, the talent is there. The scares certainly are, especially in the Eudora Kaw River Bridge scene.

On screen, Billy and Mel explore an abandoned auto shop late at night. The cameras and a few flashlights are their only lights. The shop is the same one from the original *Carnival Of Souls* and appears to be a mausoleum of the movie's memories. Only a single rusted car sits inside. The windows are all broken. Old posters from the 1960s and 1970s the only decorations.

The garage door is still pulled open after all these years. A hot summer night lurks outside.

Billy waves the camera around the garage. Mel is nearby, busy investigating the strange posters. But once Billy turns the camera to talk toward her, he's oblivious to Joseph as The Man lurking in the shop's doorway. The Man watches Mel and Billy, his posture tall and cryptic. The footage is subtle and creepy... The Man seems to blend into the night behind him.

This particular shot is suddenly paused by George. Ellen faces her audience, namely Candace and Tay.

ELLEN

Well, what do y'all think?

Candace gives them a round of applause.

CANDACE

Bravo.

TAY

Yeah, that was much better than I expected. Much more cohesive.

GEORGE

Yeah, it's a simple plot at its core.

Tay grins.

TAY

I guess I was worried it was gonna turn out like that nineteen-ninety-eight remake.

Ellen waves him off.

ELLEN

Oh, Hell naw!

Standing at a laptop showing the movie, George looks at Tay.

GEORGE

We don't speak of that one.

Candace waves her glass of wine at the screen.

CANDACE

Well, I can sense your enthusiasm.

She faces the couple.

CANDACE (CONT'D)

The fact that you both found both
Eudora Kaw Bridge and that mechanic
shop on Massachusetts Street,
that's incredible.

ELLEN

We did our research.

Tom throws up his arms in mock outrage.

ELLEN (CONT'D)

(chuckling)

And Tom helped us.

George takes a step toward Ellen.

GEORGE

We just had one problem.

ELLEN

Yeah.

She grabs his arm, giving George support.

GEORGE

We know the, uh, carnival was torn
down.

CANDACE

You mean Saltair in Utah?

GEORGE

Yeah. That's why we're kinda...

He steals an uneasy glance at Ellen.

GEORGE (CONT'D)

Winging it for the ending.

Ellen motions toward Candace.

ELLEN

Well, we knew we wanted to at least have a cameo from you in it.

CANDACE

Well, I'd love to do more than that.

She looks over at Tay.

CANDACE (CONT'D)

There was a carnival scene in the script though, I believe.

ELLEN

Right. So, we did more research.

She points over at Tom for another shoutout.

ELLEN (CONT'D)

We talked with Tom and decided we could shoot in a carnival in Lawrence. They got a similar pavilion-

CANDACE

But that's the new one, isn't it?

ELLEN

Right.

George walks back toward the laptop.

ELLEN (CONT'D)

But with Tom, I think we can use some filters and props to make it look the same-

CANDACE

(scoffing)

Oh no. You can't fake it.

Mel pulls Billy off the couch.

MEL

(drunk, obnoxious)

We're getting a beer!

No one pays any attention to Billy and Mel leaving the room. The others are too focused on talking shop.

ELLEN
 (to Candace)
 But like you said, we need a
 carnival. We can make it work as
 long as we do our best.

Candace sits up straight, her gaze never leaving Rose.

CANDACE
 Well, wait a minute. None of y'all
 know about the *other* carnival.

Stunned, George and Ellen look on at her.

ELLEN
 What? I thought it was only shot in
 Saltair.

Candace chuckles.

CANDACE
 Herk kept it under wraps at the
 time.

JOSEPH
 But why?

Savoring the cinematic suspense, Candace hesitates.

CANDACE
 He told me it was cause he couldn't
 get a permit. We shot most of it
 there illegally.

She raises her drink.

CANDACE (CONT'D)
 Guerrilla filmmaking.

For emphasis, Candace takes another dramatic sip.

TOM
 I had no idea.

He turns toward George and Ellen.

TOM (CONT'D)
 Honest. They never said anything
 about a different carnival.

TAY
 I didn't know either.

He smiles at Candace.

TAY (CONT'D)
Until Candace told me.

CANDACE
Yeah, I believe part of it burned
down, but it was quite popular in
Leocompton.

TOM
It's in Goddamn Kansas?

CANDACE
Yep.

ELLEN
So what scenes were filmed there?

CANDACE
Quite a bit.

Candace looks toward the big screen. The paused shot of Joseph as The Man still captures her interest.

CANDACE (CONT'D)
Most of the scenes where I'm
walking around, like the slide with
the burlap sack coming down by
itself.

Ellen grins at George.

ELLEN
Yeah, we're fucking filming there.

GEORGE
(to Candace)
And you said, it's abandoned now?

Candace and Tay nod in unison. Each of them are still seated, remaining so calm as they reveal such startling secrets.

CANDACE
Yeah, the Henry Fairgrounds shut
down about what.
(to Tay)
Was it nineteen-eighty-nine?

TAY
I believe so. I just remember it
being abandoned and just sitting
there.

CANDACE
Especially after some of it burned.

ELLEN

But it's still there, right? Like
some of the rides and tents?

TAY

Yes, most of it.

CANDACE

The fire didn't destroy everything.

She looks over at Tay to nab his support.

CANDACE (CONT'D)

Just a stage and a haunted house
mostly, right?

TAY

I believe so.

Immediately, George turns to Tom.

GEORGE

Look all this up.

Candace claps her hands together.

CANDACE

There's no need to. I'll have Tay
draft up an agreement.

ELLEN

Oh, you don't have to make it that
thorough-

CANDACE

I wanna come on as a star *and*
producer, Ellen.

ELLEN

Whoa, what!

The crew are all stunned by the pleasant surprise.

TOM

Holy shit...

But Joseph keeps his focus on Candace and Tay. He doesn't
comment. He doesn't flinch.

CANDACE

Whatever it takes to get us in that
carnival and film that ending.

She stands up and points her glass at Ellen and George.

CANDACE (CONT'D)

I'll pay.

TAY

So will I.

Ellen looks between them, grateful yet overwhelmed.

ELLEN

Y'all really don't have to-

CANDACE

I insist.

She gives George and Ellen a bright smile.

CANDACE (CONT'D)

This'll be the sequel me and Herk
always wanted.

INT. CANDACE'S HOUSE - CARNIVAL OF SOULS ROOM - NIGHT

Just after nightfall. On the latest stop of Candace's tour is her 'Carnival Of Souls Room', essentially a small museum for her career. An antique chandelier lights up the room, the windows are all adorned with glorious curtains. If the screening room is the theater, this room makes for a pretty lobby.

The room's walls are covered in both posters for the film and headshots from Candace's career, most of which were taken during her youth. There are also many props and production documents present.

But the room's most impressive exhibit is a framed poster showcasing The Man standing still with his immortalized, frightening glare. The poster itself is autographed by the original cast and crew.

Holding a camera in sloppy fashion, Tom walks around the room, trying to prove his directorial chops by capturing Candace and Tay conversing with George, Ellen, and Joseph over by a table containing the movie's original script. Like Candace and Tay, Joseph holds a glass of wine. They are the only people in the room, Billy and Mel off on their own somewhere.

TOM (O.S.)

(to himself)

If I could raise the money, I'd be
filming my own shit too.

Keeping his distance, he films Candace pointing George and Ellen toward the framed script.

CANDACE

John gave me this at a convention
in nineteen eighty-eight.

Tay waves toward another table full of documents.

TAY

We also have Herk's original
treatment.

CANDACE

(channeling a historian)
The storyline stayed the same, but
John did enhance the scares a bit.

TAY

Herk was more into the dream
sequences. He really wanted to
capture that *Twilight Zone* vibe.

GEORGE

Hey, those are some of the best
parts!

TAY

(chuckling)
Why thank you.

CANDACE

(joking)
You didn't write it.

George and Ellen laugh.

CANDACE (CONT'D)

Just cause you smoke so many
cigarettes doesn't mean you *are*
Herk.

TAY

(to George)
Alright, well, Herk thanks you
then.

Feeling a bit jealous of their camaraderie, Tom stumbles over toward The Man poster. He still shows the others partially in the background, their voices and laughter are still heard.

TOM (O.S.)
 (coaching himself)
 One day, they'll be talking about
 your movie the same way.

Laughter echoes from across the room. Tom turns toward Candace and the others getting more and more tipsy.

CANDACE
 (to Ellen and George)
 But as you can see. You're all
 welcome to spend the night.

ELLEN
 We don't have to-

Candace grabs Ellen's shoulder. A tight yet friendly grip.

CANDACE
 No, I insist.

Tom is heard DRINKING more booze off camera.

TAY
 We got a ton of room.

His movements sloppy, Tom looks back toward the poster.

TOM (O.S.)
 We'll make a bigger hit-

He jumps back, terrified.

TOM (O.S.) (CONT'D)
 (loud whisper)
 Oh shit...

The poster is different. The Man is still captured in a photograph of his harsh gaze, only now his hands are held straight up toward the camera, ready to grab Tom in a stranglehold.

Tom panics, afraid The Man himself will reach out from the poster at any second.

ELLEN (O.S.)
 What's wrong?

The others are heard rushing toward Tom, each of them concerned. Tom confronts them.

TOM (O.S.)
 It's the poster, man!

He waves the camera back at it. Only now the poster is back to its original form. The Man is just glowering...

TOM (O.S.) (CONT'D)
No! What the Hell!

Stunned, he points the others over toward the image.

TOM (O.S.) (CONT'D)
It changed!

GEORGE
Come on, man, you trying to scare us?

Candace offers a sly smile.

CANDACE
It is a scary picture.

ELLEN
Don't worry about it, Tom.

Joining in the others' laughter, she waves around the room.

ELLEN (CONT'D)
All this shit's getting to me too.

TAY
Plus, we're all drunk.

TOM (O.S.)
But he had his hands up, I swear.

Trembling, he turns to face the poster once more.

TOM (O.S.) (CONT'D)
Just look-

Losing his voice, he takes another frightened step back. Joseph is now standing directly in front of the poster... directly in front of The Man.

JOSEPH
(teasing him)
Did I scare you?

Annoyed, Tom points the camera at George and the others.

Tay turns to Candace, both of them focused on Joseph.

TAY
(whisper)
He looks just like The Man.

CANDACE
 (whisper)
 He does. He's perfect.

Ellen faces Tay and Candace.

ELLEN
 But didn't Herk play The Man?

Candace nods.

Joseph turns and heads for the door. On camera, Tom captures this transition from Joseph to the original poster. A shift from 2021 visceral horror to the chilling black-and-white aura of 1962. Joseph's glide also dominates the camera...

TAY
 Herk also hated the role.

ELLEN
 Really?

TAY
 Yeah, he was always planning on re-casting it.

CANDACE
 That was gonna be for the sequel.

LATER

George and Tom linger by the framed script. As the others leave, Candace and Ellen are chatting it up, both women hitting it off. George checks to make sure he and Tom are the only ones in the room...

GEORGE
 So what'd you find out?

TOM (O.S.)
 About that Henry place?

GEORGE
 Yeah.

TOM (O.S.)
 Most of it checked out. It really is in Leocompon.

He places the camera on the table. Most of Tom and George are seen off-screen but what we get instead is a clear view of the poster. The one that freaked Tom out earlier...

GEORGE

Shit, that's awesome.

TOM

But the fire was more serious than they said.

GEORGE

How serious?

As Tom considered a reply, the poster looms in the background. The Man's glower seems to stare right at the camera.

TOM

(chuckling)

I mean it took out a little more than the fucking haunted house.

GEORGE

Yeah, I figured.

Each of them hold a beer and stay immersed in their conversation. Neither George nor Tom pay any attention to the poster.

TOM

It's the reason it's been abandoned ever since. Hell, people visit it all the time, it's not really patrolled. It's perfect.

DOWNSTAIRS GUEST BEDROOM

Close to midnight. A small, cramped bedroom that's used for guests that are hardly ever there. The room is clean save for Mel and Billy's scattered bags and clothes.

A framed *Carnival Of Souls* poster hangs over the bed. A small flatscreen and the remote control lying on top of it are the only signs of the twenty-first century in a room not much different than the original movie's early-1960s bed and breakfast. A closet lurks in the corner.

On the bed, both Mel and Billy are dressed in bathrobes, each of them recovering from an intense round of sex and getting ready for another. A bottle of wine rests on the nightstand, their glasses both still half-full. A joint is even seen in a 1960s-era ashtray. All the while, Mel's camera rests on the dresser. The same camera her and Billy used in the movie.

BILLY

So are we Method acting?

MEL

I guess you could say that.

She runs a hand along Billy's chest.

MEL (CONT'D)

We gotta get in character, you know.

BILLY

Amen to that.

Mel nods toward the camera.

MEL

Maybe I should record this time.

Playing along, Billy threw up his hands in frustration.

BILLY

You mean you didn't record the first time?

MEL

(chuckling)

No!

BILLY

That was the best I've been since college!

Mel gives him a light push.

MEL

You were good. I won't lie.

Billy runs a hand through her hair.

BILLY

So were you.

MEL

Gimme some time to recover.

She takes another swig from her glass before waving toward the T.V.

MEL (CONT'D)

You want me to put anything on?

BILLY

Naw.

He takes a hit off the joint as Mel glances around the room. Mel in awe of this horror movie paradise.

MEL

Shit. This is all so surreal.

BILLY

Well hey.

Billy puts the joint in the ashtray and snuggles up closer, Mel gladly letting him...

BILLY (CONT'D)

I'm really glad I ended up starring with you.

MEL

I told him you'd be good for the role.

Teasing her, Billy caresses her face.

BILLY

You sure it wasn't to get with me-

Mel pushes him back, playful.

MEL

Bitch, please.

She then wraps an arm around him. Mel's smirk so seductive.

MEL (CONT'D)

To think.

Her hand runs down toward Billy's waist.

MEL (CONT'D)

We're gonna be most famous for playing ourselves.

Billy gives her a sly shrug.

BILLY

Cinema history, baby.

He makes his move. Billy moves in closer.

The flatscreen CUTS ON! WHITE NOISE blasts through the room. The screen is a scrambled signal of electronic snow.

Scared, Billy and Mel look at it.

BILLY (CONT'D)

Shit!

Mel jumps out of bed and heads for the T.V.

BILLY (CONT'D)

Whoa, what are you doing!

He stands up beside the bed, nervous.

Amidst the STATIC, Mel turns and grins at him.

MEL

I'm just gonna turn it off.

BILLY

But, I mean...

Flustered, he waves at the flatscreen.

BILLY (CONT'D)

The shit turned on by itself.

MEL

It's an old house. Like rabbit ear
shit.

Billy smiles. Briefly.

MEL (CONT'D)

I'll turn it off.

A bit more aggressive than usual, she points at the bed.

MEL (CONT'D)

Then we're back to that.

BILLY

Alright. I'm down.

Mel confronts the flatscreen and its wall of STATIC. The SNOW is never quite the same and constantly changes patterns, almost forming silhouettes.

Still nervous, Billy looks over at the camera.

Mel approaches the T.V., her toughness a bit forced given the cautious way she walks.

BILLY (CONT'D)

(to himself)

Fuck it.

He grabs the camera and follows Mel... keeping his distance.

Mel stops in front of the T.V. and grabs the remote. The nerves finally getting to her, she hesitates. The WHITE NOISE creates a chilling effect in the darkness. Mel almost steals a glance back at the camera-

But stops herself. She MASHES the remote's power button.

The SNOW CUTS OUT. The room is back to its dim lamp lighting.

Both Mel and Billy wait in uneasy silence.

Finally, Mel faces the camera.

MEL

Well, that was weird.

Before Billy can respond, an ORGAN TUNE is heard. The same CARNIVAL THEME that was heard in the dailies... the MUSIC is a bit muffled but still so creepy.

BILLY (O.S.)

Shit, that's what we heard earlier!

The couple listen closely. The TUNE keeps playing at a musical whisper. It sounds close...

Together, Billy and Mel trace the noise to the closet door. They approach the door, Mel clinging to the remote control for a weapon. The THEME is slow, like the kind of soundtrack suitable for a carousel heading to the grave.

Billy stops and stares on at the closet, terrified.

BILLY (O.S.) (CONT'D)

Shit, Mel. Maybe we shouldn't.

Mel waves him in closer, wanting him to keep pace.

MEL

Come on.

As Billy follows her, the THEME continues at its slow, cryptic pace. Mel then stops outside the closet door. Billy is now a few feet away as he captures her nerves. He captures her hesitancy as she holds her hand right up to the doorknob.

Mel looks right at the camera. But before she can speak-

The flatscreen CUTS BACK ON! The STATIC and SNOW mix with the ORGAN MUSIC for a crescendo to this creepy soundtrack.

BILLY (O.S.)

Shit!

As he drops his glass of wine, Billy turns his camera toward the flatscreen. The SNOW flickers faster than ever before, the black-and-white lines moving all around the screen.

The ORGAN MUSIC gets a bit louder. Billy faces the closet.

BILLY (O.S.) (CONT'D)
Shit! Mel!

But Mel keeps her cool. She glares at the T.V. and MASHES the power button.

The T.V. CUTS OFF once more.

Now only the CARNIVAL TUNE is heard. It's louder than ever, closer than ever. The beat just a little bit too cheerful considering their isolation in an old house this close to midnight. The tempo is a bit too old-timey for 2021.

A defiant Mel THROWS the remote back on the bed.

BILLY (O.S.) (CONT'D)
(nervous)
Just an old house?

Mel turns and faces the music. Literally.

BILLY (O.S.) (CONT'D)
Mel, wait-

Mel SWINGS the closet door open.

A silent darkness greets them. Just like that, the music is over.

Billy and Mel wait in the bedroom, each of them scared.

BILLY (O.S.) (CONT'D)
What the fuck. What the fuck,
man...

The closet is darker than a cave. Even colder... Mel and Billy shiver.

BILLY (O.S.) (CONT'D)
Goddamn, it's cold! What the Hell's
in there.

Mel looks back at him.

Billy recognizes that defiant look. Tired of being a chickenshit, he steps toward her.

BILLY (O.S.) (CONT'D)
Babe, wait.

But Mel goes in first. Billy follows after her.

BILLY (O.S.) (CONT'D)
Mel!

CLOSET

Mel PULLS a lightbulb switch that drapes down like a cobweb. Mel and Billy then jump back in fear!

The room is larger than expected. Spacious not with clothes but with more *Carnival Of Souls* props. In the dim lighting, more posters and costumes are scattered about, The Man's original dark suit amongst them.

But what scares Mel and Billy lurks in the center of the closet: an organ, a miniature version of the one Candace's character played in the original film.

BILLY (O.S.) (CONT'D)
(breathing heavy, nervous)
Okay. This is nuts.

Mel sighs in disbelief, more amazed than scared at the moment.

MEL
Who was playing it?

BILLY (O.S.)
I don't know, I don't think I wanna know.

He watches Mel descend further inside the closet, going behind the organ.

BILLY (O.S.) (CONT'D)
Mel, come on.

An excited Mel stops and points him toward the back of the room.

MEL
Look, she's got more shit!

Mel isn't kidding. On his camera, Billy catches shelves of camcorders and other filmmaking equipment from the early 1960s. Mel faces the camera.

MEL (CONT'D)

I bet it's the equipment they used
to shoot the original.

KITCHEN

Fifteen minutes past midnight. The kitchen is modest compared to the rest of the house. Besides the cabinets, fridge, and Keurig, a small wooden table is near a doorway leading to the living room. One window showcases the dark night.

Both Candace and Ellen sit at the table. They each nurse a cup of coffee... and a glass of wine. Ellen's camera rests next to her arm, capturing both women in the frame.

CANDACE

I'm just glad y'all showed up.

ELLEN

Oh, it's been awesome. This is a
dream.

CANDACE

Well, I like the company.

Candace leans back and gets comfortable. She raises the current drink in her hand: the booze.

CANDACE (CONT'D)

While I love him, it's kinda nice
to get away from Tay once in
awhile.

She takes a sip.

CANDACE (CONT'D)

He can be a bit... extra.

ELLEN

(chuckling)
I can tell.

CANDACE

Herk was the same way.

Their shared laughter is brief. Trying to break the silence, Ellen glances down at her glass of wine.

ELLEN

I'm just surprised. You know so
much about the making of *Carnival
Of Souls* and just about filmmaking
in general.

She faces Candace.

ELLEN (CONT'D)

Why didn't you ever direct anything yourself?

Candace pauses. She gazes down at her wine, avoiding eye contact. For once, there's emotions showing that go beyond the camera or stage: real human emotion. Her contemplation is that of a battle-tested woman in her eighties rather than the star of an old cult classic horror movie.

CANDACE

Well, there's a lot of factors that go into that, Ellen.

To Candace's surprise, Ellen nods in agreement.

ELLEN

It was a different era.

She holds up her wine.

ELLEN (CONT'D)

Especially for women.

Ellen takes another sip. Candace smiles in appreciation.

CANDACE

Well, you're right, you know. There weren't many women directing back then.

She slouches back in her seat. The reminiscing getting the better of her.

CANDACE (CONT'D)

I wasn't a big star either. The movie was mostly a cult thing, you know. For drive-ins and all. It didn't get this popular till much later.

She sips on more wine. Her coffee is going untouched.

CANDACE (CONT'D)

But I got to direct a few plays in Kansas... I don't know.

She chuckles.

CANDACE (CONT'D)
I mean Hell, if Herk couldn't get any funding for a sequel, how the Hell was I gonna get support for filming anything?

ELLEN
You could.

She shrugs.

ELLEN (CONT'D)
Now I mean.

CANDACE
(chuckling)
At my age.

ELLEN
People would love to see what you'd make. I mean George and I have some connections.

A drunk Candace sloppily waves her off.

CANDACE
No, you don't have to do all that!

ELLEN
Hell, I'd watch.

CANDACE
Well. I know things have gotten better.

She waves her glass at Ellen.

CANDACE (CONT'D)
Especially seeing your success.

Ellen leans in closer.

ELLEN
I was actually wondering about your own thoughts on the movie. Like from a more... modern perspective.

CANDACE
What do you mean?

ELLEN
I mean the more.

Lost in thought, she moves her glass of wine back-and-forth.

ELLEN (CONT'D)

The more feminist subtext of the movie.

Candace smiles.

CANDACE

Well, at the time, I think we made the intention to put some of that in there but I wouldn't consider it a *feminist* movie.

ELLEN

But I think it's aged that way.

Candace hesitates.

CANDACE

I mean I can see it.

ELLEN

Think about it. You got that creep character John.

Chuckling, Candace leans back.

CANDACE

Oh yeah. He's a real asshole.

ELLEN

But even when he's a chauvinistic douchebag, the movie doesn't give in to him.

Adding on, she points her glass at Candace.

ELLEN (CONT'D)

You don't give in to his shit, I should say!

CANDACE

I could see that being progressive for the time.

Ellen moves her hands about, channeling a deranged film historian.

ELLEN

The entire plot, and George and me have talked about this before, but the whole plot can be interpreted to a single woman's feelings. How she refuses to compromise to the vision all these men have for her.

Candace nods her head in agreement.

CANDACE
I think you nailed it.

Beaming, Ellen raises her glass of wine.

ELLEN
Thanks!

She takes another victorious sip.

CANDACE
I think the movie's only become more popular over the years... and part of that is what you're saying. The feminist subtext.

ELLEN
I'm guessing it was intentional.

CANDACE
Herk was ahead of his time.

Billy and Mel STAGGER IN. Billy holds their camera, both of them scared shitless.

BILLY (O.S.)
Ellen, you gotta see this!

MEL (O.S.)
We caught it on camera.

Ellen and Candace face them.

ELLEN
What do you mean?

MEL
I mean we got something. Something paranormal.

Candace chuckles. Her poise remains on point.

CANDACE
Oh yes. I hear that happens a lot in the guest room.

MEL
What? For real?

CANDACE
Well, this is a haunted house, you know.

ELLEN'S GUEST ROOM

An hour later. This guest room is similar to Billy and Mel's in that it has a 1960s bed and breakfast aura. It has the same type of old-school T.V. and lamps. And yes, a collection of framed *Carnival Of Souls* theater programs line up on the dresser.

At a desk, Tom has his laptop stationed and set-up for Ellen and George who crowd around him. George's camera rests near the laptop filming the crew while the laptop camera captures a screenshot of the laptop. They're all still armed with booze.

TOM

Okay, this is what I've been trying to show y'all.

He plays the footage from Candace's mini-museum.

TOM (CONT'D)

I saw this shit while y'all were talking to her.

GEORGE

Well, what is it.

Tom points at the computer.

TOM

Just watch.

Together, they watch the poster change. A terrified George gulps down another swig of beer.

ELLEN

Holy shit!

Excited, she leans in closer, amazed at The Man's appearance.

ELLEN (CONT'D)

So it's really haunted.

She hits George's shoulder, her excitement contradicting George and Tom's unease.

ELLEN (CONT'D)

That's like the shit Billy and Mel showed us!

TOM

What?

ELLEN
They showed us the T.V. in their
room cutting on by itself.

Ellen waves her beer at Tom.

ELLEN (CONT'D)
They even heard that organ music
you did!

GEORGE
(nervous)
Are you serious?

Chuckling, Ellen waves the beer off toward the bedroom door.

ELLEN
Hell, they got it on camera!
(to George)
I told them to show you tomorrow.

Tom looks back at the computer. The scare is over but Tom's anxiety matches his frightened mood in the clip...

Ellen looks over at him.

ELLEN (CONT'D)
But this is incredible. You didn't
see it when it happened?

TOM
No...

Channeling a movie mogul, Ellen leans back against the desk, her longneck her version of a cigar.

ELLEN
I mean now we've got shit that we
can use in our movie. Hell, we can
come back here and film more scenes
in her house after visiting the
Henry Fairgrounds.

Tom holds his hands up, fighting against Ellen's enthusiasm.

TOM
Whoa, whoa, whoa, hold on a second.

ELLEN
What?

She turns to George who remains silent and restless. George's only response is to return to the bottle.

TOM
You're talking about using this
shit in an actual movie?

Ellen looks right at him, not backing down.

ELLEN
Yeah. Why the Hell not?

Tom points at the computer.

TOM
This ain't a movie, Ellen!

ELLEN
But it can be. Think about it.

Ellen leans in next to Tom before he can respond. She points
at the video.

ELLEN (CONT'D)
We put these scenes in the movie.
They're scary when you think
they're fake, Hell, they'll be
scariest when people find out
they're real!

TOM
What!? Come on.

Looking for support, he turns to George but George just
shrugs.

GEORGE
She makes a good point.

Ellen hits the desk like a lawyer pleading her case.

ELLEN
Real hauntings in a found footage
movie! That's fucking brilliant,
man.

Tom looks back at the computer. He knows she's right.

ELLEN (CONT'D)
And you know it too! We could be
making movie history here.

Playing the showman, Ellen looks over at Tom.

ELLEN (CONT'D)
We're *all* gonna make a great movie
here, man.

A CRASH blares toward them! The sound is that of a shelf or table falling down but nonetheless scary considering the late hour and late night silence. Startled, the group turn toward the bedroom door.

ELLEN (CONT'D)
What was that...

HALLWAY

George totes the camera, filming him, Ellen, and Tom walking through the dark hallway. Everything is back to a deathly quiet. The photos of Candace through the years lurk on the walls and on countertops, her smile and movie star expressions passing them by as all three of them head for the kitchen.

ELLEN (CONT'D)
That was weird, right.

TOM
Yeah, it's fucking one in the morning.

As they get closer, they see some of the lights on in the kitchen. One of the *Carnival Of Souls* posters on the wall creep out George.

ELLEN
Hello? Candace?

KITCHEN

Ellen, Tom, and George enter the room. Under the clinical lighting, they seemingly see no one in the room: the table is empty, no one is by the fridge. The very back of the room is dark.

ELLEN (CONT'D)
Is anyone in here?

GEORGE (O.S.)
What the Hell happened...

Ellen points toward the back.

ELLEN
I think I see something.

GEORGE (O.S.)
What?

Curious, Ellen FLICKS ON the back lights.

George captures the terrifying shot on film: an old woman standing in front of the back porch door. She's turned away, her nightgown pale, her body even paler. Her long blonde hair drapes down over a body standing tall and regal. Like The Man in *Carnival Of Souls*, she gives off a paranormal vibe.

Tom staggers back against the counter, frightened.

TOM

Shit!

The others are scared as well. But the woman doesn't turn around. She doesn't move a muscle, she's a specter in the kitchen light.

GEORGE (O.S.)

Who the Hell's that!?

Ellen turns toward the camera.

ELLEN

I think it's Candace.

GEORGE (O.S.)

What!?

ELLEN

Just hold on.

She takes a step toward the woman.

ELLEN (CONT'D)

Hey.

She stops a few feet away from the old lady. The woman still hasn't turned around. She may as well be a Halloween decoration...

ELLEN (CONT'D)

Candace. What are you looking at?

Gathering up the courage, Ellen reaches out toward her.

GEORGE (O.S.)

(worried)

Ellen.

The suspense escalates the closer Ellen gets. George now has a full Panorama view of everyone's unease.

ELLEN

Candace, are you okay?

The lady turns around *slowly*. Her expression is more morbid and sinister than The Man's. There is a slight smile but nothing friendly. Her eyes stare on at the group, marking them. Without the help of make-up, Candace Hilligoss resembles one of the Ghouls crawling out of the original movie's underwater graveyard.

Tom stumbles back, this time knocking into a chair.

TOM

Shit!

Ellen pulls her hand back real quick.

ELLEN

Candace, are you alright?

Candace staggers up to her, Candace's posture stiff yet strong. Her eyes glazed in an undead manner.

Ellen backs away toward George.

ELLEN (CONT'D)

Candace. It's us.

GEORGE (O.S.)

(trying to help)

Hey, Candace!

Candace holds her arms out to grab on to any of the filmmakers. She gets closer and closer...

Cornered, Ellen stops next to George by the kitchen table. They don't know what to do.

ELLEN

Candace, chill!

Just a few inches away, Candace comes to a complete stop. She lowers her arms, her eyes opening big and wide. The smile stays put.

CANDACE

I'm so ready for the movie.

ELLEN

(groaning)

Yeah. Well.

Nervous, she looks over at the camera.

ELLEN (CONT'D)

So are we...

Candace lets out a maniacal laugh, one that frightens everyone. The sound too deep and bombastic to come from someone in their mid-eighties.

Unsettled, Tom turns away.

CANDACE
It's showtime!

Ellen hesitates, not sure what to do.

TAY (O.S.)
(calm)
Candace.

The others all turn to see Tay standing in the kitchen doorway. He's smoking a cigarette. Like Candace, Tay is dressed in classy sleep clothes, his bathrobe ripe for a Hollywood bungalow. Tay stays calm and collected, his poise that of an assured director.

TAY (CONT'D)
(to the crew)
Y'all, it's alright.

Candace's chuckles begin to fade away... but that doesn't stop George from being any less rattled.

ELLEN
Well, what happened? Is she okay?

Holding the camera, George follows Tay over toward Candace. Candace still has that smile but she starts to crumble from the weight of exhaustion.

TAY
It's just late at night, sometimes
she can't sleep.

He wraps an arm around Candace, calming her down.

TAY (CONT'D)
Let's go to bed now, Candace. Come
on.

Candace chuckles in Tay's arms. Candace capturing the mood of an asylum patient that was relaxed but no less dangerous. She's half-asleep but no less creepy...

TAY (CONT'D)
(reassuring the others)
I promise this happens pretty
often.

GEORGE (O.S.)

So she just wakes up and walks
around in the middle of the night?

Candace literally laughs until she cries... Tay struggles to hold her upright.

TAY

It's a bit more complicated than
that.

Struggling to keep her cool, Ellen approaches them.

ELLEN

Does she have some form of
dementia?

Tay hesitates... all while Candace's chuckles continue.

ELLEN (CONT'D)

I'm not trying to offend-

TAY

No.

His smile gone, Tay proceeds to lead Candace out of the room.

TAY (CONT'D)

It's Alzheimer's.

GEORGE AND ELLEN'S GUEST ROOM

The dead of night. An annoyed George turns on the camcorder, recording himself for this vlog. Next to him, Ellen is sound asleep. More longnecks are seen on the nightstand.

GEORGE

(low voice)

So I can't sleep.

He shakes his head.

GEORGE (CONT'D)

Maybe it's the nerves but I think
it's just this house, man. I keep
hearing noises.

George waves the camera over toward one of the bedroom windows. The curtains are parted, revealing the dark night lurking outside...

GEORGE (CONT'D)
I'm hearing shit from over there,
but I've already checked it twice.

He points the camera back at him.

GEORGE (CONT'D)
But I didn't see anything.

Trying not to wake up Ellen, he stretches on the bed.

GEORGE (CONT'D)
We gotta be out of here by nine
A.M. tomorrow. Fuck...

George steals one more look at the window. Nothing.

GEORGE (CONT'D)
I'll try to get some sleep but stay
tuned. I guess this is bonus
feature shit right here.

He turns then jumps back in fright.

GEORGE (CONT'D)
Shit!

Ellen is awake and looking right at him. She waves toward the camera.

ELLEN
Go to sleep.

GEORGE
You scared me.

Groaning, Ellen turns to the side.

ELLEN
Go to sleep, pussy.

Chuckling, George places the camera on the nightstand. He isn't aware the camera is still running.

GEORGE (O.S.)
Ouch.

George is heard laying back down.

The camcorder catches a shot of the window George claims to have heard noises from. Now there's a YOUNG WOMAN standing behind the window.

The lighting isn't enough to make out noticeable features other than the woman is wearing a dress and has long blonde hair, both of them stylized in the fashion of the early 1960s. The woman looks to be in her twenties or thirties but she's standing completely still like a wax figure or another one of Candace's props.

George is heard tossing and turning. He doesn't see Young Woman *watching* the couple. The camera then CUTS OUT.

EXT. CANDACE'S HOUSE - FRONT YARD - DAY

Eleven A.M. Ellen, George, and the others are seen packing their bags in their cars. Tay and Candace get in Candace's nice sports car. Both George and Tom are holding cameras. There's an excitement in the air, everyone in good spirits.

Already Joseph is dressed in costume. He smokes a cigarette by the SUV. Tom approaches him.

TOM (O.S.)

Yo, you plan on leaving like that?

Joseph just smiles, a smile piercing through Tom's soul.

JOSEPH

Absolutely.

Over by the truck, George and Ellen converse, Ellen's excitement in overdrive.

ELLEN

I already booked a few nights at the hotel.

GEORGE (O.S.)

(some nerves)

Whoa, for everybody?

Ellen laughs.

ELLEN

Yeah!

GEORGE (O.S.)

It's nothing like outlandish, is it-

Ellen gives him a light push.

ELLEN

Bitch, we're under budget.

EXT. SMALL MOTEL - DAY

A few hours later. The filming crew's cars are all seen parked out front. Not many other customers are here. George follows Ellen to their room, George weighted down by some of Ellen's overfilled bags.

George surveys the nice, mom-and-pop motel.

GEORGE (O.S.)
Okay, this isn't too bad.

Ellen gives him a smile.

ELLEN
You think I was gonna put Candace
in some shithole?

GEORGE (O.S.)
True.

They reach room number seven on the ground floor. Amidst their shared laughter, George aims the camera further down this breezeway. He sees Joseph by the vending machines, chomping on yet another cigarette. Joseph is talking to someone George can't see... A FAMILY walks by, creeped out by Joseph's appearance.

George zooms in on Joseph, intrigued. Ellen is heard OPENING their door.

ELLEN (O.S.)
(to George)
Come on.

An unease shoots through George when he sees Candace and Tay both talking to Joseph, each of them smoking a cigarette. Like Joseph, Candace is already dressed for the movie, not that she needed much of a costume change given she's playing herself.

INT. ELLEN AND GEORGE'S MOTEL ROOM - DAY

A modest yet cozy room. The room could've been transplanted from 1962. Ellen and George's bags sit by the beds. Ellen's camera rests next to the T.V., capturing the couple's conversation. George holds his camera toward Ellen, showing her the footage he got of Young Woman.

GEORGE
It's another fucking ghost, man.

ELLEN
 (intrigued)
 I can tell.

She grabs a beer out of the cooler. Anything to calm her nerves.

George places his camera on a table as he retrieves his phone.

GEORGE
 Alright, we're ten minutes away from the fairgrounds, all the equipment's ready-

ELLEN
 Five to five's the plan, right?

GEORGE
 A night shoot on location.

Flirting with Ellen, he runs a hand along her arm.

GEORGE (CONT'D)
 How romantic.

ELLEN
 Hmm, will you have the energy at five A.M.?

She takes a sip of beer.

GEORGE
 (joking)
 Probably not.

Ellen leans in closer.

ELLEN
 How about right now?

A KNOCK at the door stops them. The couple turn, startled.

GEORGE
 Shit...

Ellen goes toward the door.

ELLEN
 I swear if that's Joseph.

GEORGE
 Probably Tom.

Ellen opens the door and sees Candace. Candace is all by herself, all dressed for the shoot. She's classy without being too desperate to reclaim her youth. Her hair is also stylized like it was in 1962.

ELLEN

Oh hey.

CANDACE

I'm all ready. But I just wanted another drink with you.

ELLEN

Sure.

An intrigued George grabs the camera.

GEORGE

(to camera)

Oh boy, this'll be good.

LATER

Candace sits at a small table with George and Ellen. George has the camera placed on a counter to capture them all. George and Ellen have a beer, Candace with her customary glass of wine.

CANDACE

(smiling)

It feels so good to be back in make-up.

She leans back in her seat, taking in the moment.

CANDACE (CONT'D)

It's been so long.

ELLEN

I bet. But are you sure you're comfortable? Everything's okay?

CANDACE

Yes. It's just going back to the fairgrounds. It's just all so... surreal.

Ellen nods.

ELLEN

It's been awhile.

CANDACE

It's just time in general, Ellen.

She takes a quick sip.

CANDACE (CONT'D)

I'm the last living person from the original shoot. That just. That hit me hard today. Herk, John, the other actors.

Fueled by unease rather than nostalgia, Candace shakes her head.

CANDACE (CONT'D)

It's just me now.

ELLEN

Yeah, but you've still got plenty of time.

Candace chuckles.

Ellen waves over at her.

ELLEN (CONT'D)

I mean it. You're in great shape, great health. I can tell this movie's really rejuvenated you.

The optimism affects Candace. A warmth overtakes the initial cynicism.

CANDACE

You know. You're right.

She points the glass at Ellen.

CANDACE (CONT'D)

I knew yesterday, this could be the beginning of a beautiful friendship.

George and Ellen crack up as Candace holds up her drink for an impromptu toast.

CANDACE (CONT'D)

Here's to the shoot.

INT. ELLEN AND GEORGE'S TRUCK - MOVING - DAY

Afternoon. George holds the camera while Ellen drives. George gazes back-and-forth between a desolate highway surrounded by woods and the other cars following them.

GEORGE (O.S.)
We should be there soon.

Smirking, Ellen stares on at their isolation. Beneath the sweltering sunlight, the woods roam endlessly. No other cars are in sight. This is a highway time has forgotten.

ELLEN
I can tell.

George glances down at his phone's Maps app. They're less than a mile away.

ELLEN (CONT'D)
This is *The Hills Have Eyes* Kansas-style.

George waves Ellen toward a side road. The road looks even more dilapidated and rural.

GEORGE (O.S.)
Turn right here.

Ellen turns the truck on to the bumpy paved road. The woods surround them once more. There's no roadside signs, much less any buildings this far out.

Again, George checks the cell phone. He sees No Service spelled out in the upper right corner.

GEORGE (O.S.) (CONT'D)
We got no signal.

With a grin, Ellen nods at the camera.

ELLEN
But we got the equipment.

GEORGE (O.S.)
True.

ELLEN
Oh shit, look!

Ellen points him toward an old wooden sign on the side of the road. Its vivid paint is long faded. A ferris wheel, haunted house, and a slide are all painted as 1960s caricatures.

Even an image of the boardwalk pavilion overlooking a lake is on it. The sign looks to have been dragged out of Norman Rockwell's grave. An All-American tombstone.

The sign reads: *Henry Fairgrounds One Mile Ahead*

ELLEN (CONT'D)

This is exciting...

GEORGE (O.S.)

(a bit uneasy)

Yeah...

LATER

Ellen PULLS UP in a dirt parking lot. But that's not what captures her and George's amazement.

ELLEN

Holy shit!

The Henry Fairgrounds looks every bit as regal as it did almost sixty years ago. At least from this perspective, the carnival looks renovated and ready to rock & roll.

There are no sounds heard. No crowds seen, no other cars in the parking lot except what belonged to George and Ellen's crew. But the top of the fair's slide is seen. The buildings are all coated in fresh paint. The grass neatly trimmed all all around the property.

... Above all, the front gates are wide open.

EXT. CARNIVAL - FRONT GATE - DAY

The sun beats down on everyone as they make their way to the entrance. Considering all the supplies they carry, they look like they're going camping with Candace and Ellen leading the pack. Candace doesn't carry anything but star power. She looks great and in nice physical shape.

All the while, George, Tom, and Mel are recording away on their cameras. George captures their surroundings, capturing the endless woods surrounding the carnival. A breeze RIPS through several trees.

BILLY

Where the Hell's the lake?

As they walk together, Ellen points behind all the rides and booths.

ELLEN

I think it's in the very back.

CANDACE

It is.

LATER

They stop at the front gate. A wooden ticket booth stands nearby. The price sign is pristine and the prices are relics of the early 1960s: *30 cent admission*

All the posters and colors on the ticket booth are straight out of the surf rock/hot rod era. Bright colors, vivid cartoony illustrations, a cheesy beach vibe is present even here in the heart of Kansas.

GEORGE (O.S.)

(whisper, to Tom)

I thought you said it burned down?

CANDACE

(answering, strong)

It did.

With soulful reverence, Candace traces her fingers along the ticket booth. Candace transported through time by its mere touch. She smiles.

CANDACE (CONT'D)

I had no idea they rebuilt it.

TAY

Neither did I.

George points the camera over at Tom.

TOM

Hell, that's what the internet said...

In a quick jerk, George feels Ellen pull him forward.

ELLEN

Come on!

She gives him a reassuring smile.

ELLEN (CONT'D)

It's free to shoot here, remember!

HENRY FAIRGROUNDS

An eerie silence lingers. There's no excitement anywhere but within the cast and crew. Such is the emptiness of the fairgrounds. But given the full array of attractions and booths, the scene is still colorful... almost vibrant.

Led by George and Ellen, the cast and crew stop near an old-fashioned ride-through haunted house. The house is close to a wooden pavilion full of more booths.

Candace looks around in wonderment, her and Tay both impressed.

CANDACE

It's perfect.

TAY

Yeah, it looks the same.

Ellen smiles at George.

ELLEN

This is fucking crazy...

Feeling some fear, George hesitates. Something about this picture perfect scene unnerves him.

Ellen starts to motion all around the park, pointing out locations.

ELLEN (CONT'D)

(to Billy, Mel, and Joseph)

We can use the ferris wheel. The slide from the script.

George looks over at Tom.

GEORGE (O.S.)

Y'all didn't like... pay to do this, did you?

Tom throws up his arms.

TOM

Hell naw!

He waves at the haunted house.

TOM (CONT'D)

That shit would've been the entire budget.

Smirking, Ellen stays immersed in the surreal surroundings. The haunted house, the ferris wheel, all of it captivates her.

ELLEN

He's right. This would've cost a fortune.

GEORGE (O.S.)

But I don't understand.

George waves the camera between Tom and Candace.

GEORGE (O.S.) (CONT'D)

No one said anything about the fair being re-built?

TOM

I didn't see shit.

CANDACE

It was over thirty years ago, George.

She exchanges knowing glances with Tay.

CANDACE (CONT'D)

A lot can change in that time.

GEORGE (O.S.)

But it doesn't make sense-

Ellen grabs George's arm, trying to calm him.

ELLEN

Babe. Chill.

Embarrassed with himself, George sighs.

GEORGE (O.S.)

I'm sorry.

The rest of the cast and crew start spreading out, all of them looking to prepare for the shoot. They're setting up equipment in addition to scouting potential locations.

GEORGE (O.S.) (CONT'D)

(to Ellen)

It's just all kinda weird. It's so sudden.

He lowers the camera for a more personal conversation with Ellen. The camera is tilted at an angle to just capture the early-60s cheese of the haunted house.

A spooky wooden tree sits beside the opening to the attraction. Open windows showcase nothing but darkness inside.

ELLEN (O.S.)

I know.

In a corner of the frame, Ellen is seen caressing George's arm, Ellen playing both supportive girlfriend and headstrong filmmaker.

ELLEN (O.S.) (CONT'D)

But this happened for a reason. I mean this is *exactly* what we've always wanted.

In the camera, a few GLITCHES appear and CRACKING STATIC is heard. The haunted house veers between its current pristine state and what are burned ruins of the ride. The nightmarish visual shows the house with a charred wooden tree, the house's roof gone... Blood is seen scattered along the outer walls.

ELLEN (O.S.) (CONT'D)

(not noticing the haunted house's appearance)

This is the perfect location.

GEORGE (O.S.)

(also oblivious of the changes)

No, I agree.

In the camera, the haunted house reverts back to its clean, current state.

ELLEN (O.S.)

Just stay confident, babe.

Ellen squeezes George's arm.

ELLEN (O.S.) (CONT'D)

We got this.

GEORGE (O.S.)

(sly)

Our latest masterpiece, right.

The couple laugh.

ELLEN (O.S.)

Exactly.

FERRIS WHEEL

George points the camera at the ferris wheel. The ride looks new, clean. The cars swing with the wind. At the bottom of the ferris wheel, the very first car awaits travelers, its door wide open.

GEORGE (O.S.)
I don't know, man.

TAY (O.S.)
You've gotta use it.

George turns to point the camera at Tay approaching him and Ellen. Behind Tay, other cast and crew members are working on the production, rehearsing, etc. Joseph and Candace are seen smoking cigarettes.

GEORGE (O.S.)
Well, we were talking about just using it for background.

Tay flicks his own cig to the ground as he stops in front of them.

TAY
No.

Excited, he points at the ferris wheel.

TAY (CONT'D)
I bet that thing still works!

ELLEN
You really think so?

TAY
Look at it!

Before George or Ellen can respond, he steps up to the ride's control panel.

TAY (CONT'D)
It's in perfect condition.

George and Ellen exchange uneasy looks.

GEORGE (O.S.)
(stumbling, to Tay)
Well, hey look, man.

Ellen stops next to Tay and the panel.

ELLEN
 We really don't think it's a good
 idea from a legal perspective.

TAY
 (scoffing)
 Legal perspective?

An amused Ellen waves up at the ride.

ELLEN
 Like someone could die on that
 thing!

GEORGE (O.S.)
 Thirty years, bro.

JOSEPH (O.S.)
 Ah, screw it.

Entering the frame, he walks up to the ferris wheel car.

JOSEPH (CONT'D)
 I'll do it.

GEORGE (O.S.)
 (in disbelief)
 Jesus Christ...

Ellen chuckles.

ELLEN
 (to Joseph)
 Well, your ass better sign a
 waiver.

CANDACE (O.S.)
 I will too.

LATER

Ten minutes later. Securing a shot from outside the ride's
 entrance, George films the ferris wheel CREAKING to life.

Standing by the control panel, Ellen flashes him a thumbs up.
 Tay chuckles next to her.

GEORGE (O.S.)
 They all signed it?

ELLEN
 Yes!

INT. FERRIS WHEEL CAR - MOVING - DAY

The scene cuts to Billy's camera. Billy and Mel sit in one car as it goes through its circular loop. They are each in character and sitting across from one another. This high up, Billy gets a clear view of the entire carnival. Henry Fairgrounds may be retro but gorgeous. And above all, the nearby lake and its pavilion are glorious.

BILLY (O.S.)
I can't believe this shit works.

Mel grins at him.

MEL
(channeling a ghoulish
voice)
But what if it's *haunted*...

BILLY (O.S.)
Hell, it probably is.

He turns... In the car right behind them sits Candace, Joseph seated beside her. Joseph is in character and staring right on at the camera.

A frightened Billy jumps back, further rocking the car.

BILLY (O.S.) (CONT'D)
Shit!

Mel looks toward him.

MEL
What's wrong?

Billy points toward the car.

BILLY (O.S.)
Just look.

Mel turns and sees the sight. She too is overcome in fright.

MEL
Shit! Candace!

BILLY (O.S.)
Does she see him?

He staggers forward in his seat, getting closer to Mel.

BILLY (O.S.) (CONT'D)
Candace!

Candace just waves at them, oblivious of Joseph as The Man. He looks eerie, a real-life specter... but Candace is calm, almost as if only the camera can pick up Joseph's creepy appearance.

MEL
(shouting, to Candace)
He's next to you!

But Candace can't hear them. She leans forward, confused.

CANDACE
(yelling)
What?

MEL
Shit...

She looks down toward the ground, Billy following her gaze. They're close to the end of the ride. They can make out Tay (in character as himself) at the control panel.

MEL (CONT'D)
We're almost down.

BILLY (O.S.)
Tay'll stop it.

Panicking, Mel turns back toward Candace. Billy follows her gaze with the camera, their ferris wheel car shaking along with them.

BILLY (O.S.) (CONT'D)
(breaking character,
confused)
Wait, where is he?

Joseph is gone. Only Candace sits in the car. She gives the couple a playful smile. Candace so calm and relaxed.

MEL
What the fuck. He was just there.

BILLY (O.S.)
This isn't in the script...

MEL
We're almost down.

Billy turns to see their car come to a stop near the panel.

EXT. HENRY FAIRGROUNDS - FERRIS WHEEL - DAY

There's less than an hour left of sunlight. Billy stands with Mel and Tay over by the panel. Together, they await the next car to come in.

MEL
(shouting)
Candace, we're down here!

TAY
She'll be fine.

The cart right after Mel and Billy's comes down, the cart SWINGING in place.

Mel rushes past everyone else to it, worried.

MEL
Candace!

Battling the fear, Billy rushes after her.

BILLY (O.S.)
Mel, wait!

Mel comes to a terrified stop at the edge of the ride's entrance.

MEL
Shit!

BILLY (O.S.)
What!

He stops next to her. Fear settles in. A tense silence spreads through both of them, overtaking the 'script' they'd been playing off of.

The cart is now completely still... and empty. Candace is gone.

MEL
What the Hell happened.

Mel searches through the car, already knowing it's a futile attempt.

MEL (CONT'D)
Where is she!

Billy turns toward a silent Tay. His expression is blank and far from comforting.

BILLY (O.S.)
Where the fuck is she, man!

GEORGE (O.S.)
(yelling)
Cut!

A panicking Ellen and George rush toward them. George holds his camera. Behind them, the rest of the cast and crew are seen... everyone except Joseph and Candace. The scene shifts between Billy and George's cameras.

ELLEN
What happened!

MEL
I don't know, it was all going by the script at first.

BILLY (O.S.)
Yeah, there was Candace and Joseph. Then he vanishes.

He waves over at the empty car. The car looking haunted without any occupants... scarier than it has any right to be.

BILLY (O.S.) (CONT'D)
And we come down and she's gone.

GEORGE
Goddammit... I knew this was a bad idea.

Tay smirks.

TAY
Take it easy.

The others all give him confused looks. His confidence unnerves them.

TAY (CONT'D)
We're shooting a horror movie!
They're probably just fucking with us. I mean isn't this what we want.

He holds his arms out, toying with them.

TAY (CONT'D)
One good scare.

Billy and Mel offer nervous smiles... But George points a finger at Tay.

GEORGE
They shouldn't be fucking with us
when we're paying them!

Tay chuckles.

TAY
Hey, that's Candace for you.

A deranged twinkle appears in Tay's eyes. In his smile. He's a showman on the edge of madness.

TAY (CONT'D)
Besides, this'll all be good for
the film, George.

Lowering the camera, George lunges out toward Tay.

GEORGE
You asshole-

Ellen holds him back.

ELLEN
Babe. Look, it's still early,
alright.

Her calm strength in the line of fire keeps George at bay.

ELLEN (CONT'D)
We'll find them.

GEORGE
After wasting all this time.

BILLY (O.S.)
Yo, it's not a big deal, man.

George glares at him.

GEORGE
Not a big deal! It's not y'all's
money on the line!

He waves between him and Ellen.

GEORGE (CONT'D)
We've been working to this point
for years and now we're gonna have
some asshole actors *ruin it all!*

MEL
That's not what he's saying-

GEORGE

Just because we're at a creepy location, now Candace Hilligoss decides to fuck us!

In a forceful snatch, Ellen grabs his arm. Immediately, she holds George's full and undivided attention.

ELLEN

Hey, we're gonna make more off this, George! I promise.

TAY

You will.

ELLEN

(to George)

But you need to fucking chill. We gotta stay calm.

George nods weakly.

GEORGE

Alright...

INT. HENRY FAIRGROUNDS - PAVILION - DAY

Sunlight is slipping away. The cast and crew crowd inside an old pavilion. But there are booths scattered about and even a dancefloor that is spacious and wide. Most of the layout is similar to the pavilion and boardwalk seen in the original *Carnival Of Souls*.

Banners hang on the walls advertising dances, shows, live music, a freakshow. All of the banners fit an early-1960s vibe.

Using his camera, George secures a shot of the lake lurking right outside the pavilion. A staircase leads down to what was a beach-like shoreline. The water is at a dead calm.

GEORGE (O.S.)

Holy shit...

ELLEN

This is it, isn't it.

George points the camera at Ellen. Everyone except Candace and Joseph are here. A nervous Billy shows Mel and Tom the footage on his camera. Tom is clearly scared.

BILLY

Look! She was right there!

TOM
Dude, that's fucking crazy...

Taking control, Ellen approaches them.

ELLEN
Hey, it's alright. We'll find them.

Tom throws his arms up in dismay.

TOM
But they could be anywhere!

ELLEN
We'll fucking find them.

A confident Tay leans against a popcorn booth.

TAY
You will.

He clasps his hands together.

TAY (CONT'D)
In the meantime, why not shoot what you can.

GEORGE (O.S.)
What do you mean?

Taking Tay's lead, Ellen points the others all throughout the carnival.

ELLEN
We can film what we can while we look for them. We can at least get some establishing shots so we don't waste time.

Billy shrugs in agreement.

GEORGE (O.S.)
Okay. Not a terrible idea...

Hesitant, Tom runs a hand through his hair.

TOM
I don't know, man.

TAY
(teasing them)
The first-ever real-life paranormal found-footage movie.

ELLEN

Exactly!

Tay gives Tom a supportive on the back.

TAY

Just think of the money.

He leans in closer toward Tom, selling this pitch for all it's worth.

TAY (CONT'D)

You'll be able to make any movie you want.

Tom looks right at him.

TOM

(deadpan)

I see your point.

Cackling, Tay gives him another pat on the back.

TAY

What'd I tell you!

George looks back-and-forth between the group and the lake. The sun continues fading fast. Darkness is ready to dominate the area.

GEORGE (O.S.)

It's starting to get dark.

Eager to get the show on the road, Ellen steps toward several large bags lying by a food stand.

ELLEN

Alright, I brought all kinds of lights.

George looks throughout the pavilion.

GEORGE (O.S.)

I think we're gonna need them-

Suddenly, more LIGHTS CUT ON. The carnival's lights vary from neon signs to blinking hanging lights, all of them vivid and ready for primetime.

BILLY (O.S.)

Holy shit...

ELLEN

Well.

She smiles for the cameras.

ELLEN (CONT'D)
That'll save us on the budget.

EXT. HENRY FAIRGROUNDS - CENTER AREA - NIGHT

Tom holds a camera. He's on his own and making his way through the center of the fairgrounds. In the nighttime atmosphere, the rides are aglow, the carnival ready for customers.

As he passes various booths, Tom hears snippets of DOO-WOP SONGS and SURF ROCK. He hears no voices coming from anywhere except the hit SONGS of yesteryear playing on various speakers. The Beach Boys' *Surfin' U.S.A.* and The Crystals' *Then He Kissed Me* chief amongst them.

TOM (O.S.)
(yelling)
Joseph!

INT. HENRY FAIRGROUNDS - DANCEFLOOR - NIGHT

Billy totes the camera while walking with Mel. They're alone, their footsteps echoing throughout this cavernous section of the pavilion. The area is pretty open, allowing a perfect view of the dark lake. Not much lighting is seen on the shoreline...

A bit worried, Mel points her flashlight off at the shore.

MEL
You don't think she's out there, do you?

BILLY (O.S.)
I don't know...

He chuckles.

BILLY (O.S.) (CONT'D)
Do you wanna investigate?

MEL
It'd be pretty scary.

BILLY (O.S.)
Perfect for the movie.

Mel holds up her purse.

MEL

Well, hold on a minute.

Wielding the camera, Billy points it out at the lake once more.

MEL (O.S.) (CONT'D)

You gotta come prepared, man.

Billy turns to see her holding up two mini wine bottles. He reaches for one.

BILLY (O.S.)

Hell yeah!

EXT. HENRY FAIRGROUNDS - CENTER AREA - NIGHT

Tom leans a hand against a baseball toss booth. He looks toward the haunted house, Tom able to capture a great shot of the eerie scene. The carnival lights are like candlelights emanating upon the haunted house. CHEESY SCREAMS and CHEESY HORROR MUSIC are heard inside. Occasionally, an empty car APPEARS in the house's balcony.

TOM (O.S.)

You still got the directorial chops, my man.

He steps up closer toward the house, getting a better shot.

On the balcony, another car APPEARS, the doors it emerged from SWINGING WIDE OPEN! The sight is startling enough to scare Tom.

TOM (O.S.) (CONT'D)

Shit!

The empty car GOES BACK INSIDE, the other set of doors SLAMMING SHUT behind it.

TOM (O.S.) (CONT'D)

(recovering from scare)

Goddamn, we're gonna be looking for her all night.

A CRASH then erupts, scaring the shit out of Tom!

He turns toward the baseball booth where all the bottles have been knocked down. But no one is there, the booth is completely empty. Some of the fallen bottles are still spinning...

TOM (O.S.) (CONT'D)
 What the fuck...

He points the camera back at the haunted house. Again, waves of fear sweep through Tom...

The haunted house seen through the camera is badly burned! Its charred remains the stuff of urban explorer nightmares.

TOM (O.S.) (CONT'D)
 Oh fuck!

Panicking, Tom lowers the camera and looks back at the booth.

TOM (O.S.) (CONT'D)
 What the fuck!

He confronts the house again. Now through the camera, it's back to old-school mint condition. Only Young Woman, seen earlier at Candace's house, late-20s, blonde, slender, dressed in a sixties-style summer dress, stands right outside the entrance. She looks on at the camera, her posture stiff and eerie. Tom is too far away to get a clear glimpse of her face.

TOM (O.S.) (CONT'D)
 Hey!

Tom uses a flashlight in addition to using the camcorder for lighting.

TOM (O.S.) (CONT'D)
 Candace, is that you!

Battling the nerves, Tom walks toward the woman.

TOM (O.S.) (CONT'D)
 Candace!

Young Woman turns and runs straight inside the haunted house. Her run is awkward, almost like she has no legs and instead glides, but she quickly disappears into the ride.

TOM (O.S.) (CONT'D)
 Shit...

Tom pauses for a moment. He struggles to gain any courage...

TOM (O.S.) (CONT'D)
 (coaching himself)
 Think of the movie. You'll get your shot if you get your scaredass in there.

With that, he gives in and runs after Young Woman. As he nears the entrance, he sees all sorts of creepy warning signs. He hears an undertaker's pre-taped LAUGHTER.

TOM (O.S.) (CONT'D)

Candace!

SLIDE

Standing few feet away from the pavilion entrance, George films the tall slide. Ellen stands nearby, both of them lit up by the slide's neon signs. They're getting colder as the late-night breeze from the lake picks up, neither of them prepared for this cool front. Ellen and George both hold solo cups of wine.

ELLEN

This was part of the movie too.

GEORGE (O.S.)

Yeah, the slide where the burlap sack came down by itself.

Grinning, Ellen nods.

ELLEN

Yep.

GEORGE (O.S.)

You're not gonna make me get on it, are you?

Ellen shrugs with sarcasm to spare.

ELLEN

Are you volunteering...

GEORGE (O.S.)

Hell, with you, you never know.

George takes a swig of wine.

ELLEN

Naw, I think we'll get enough shots as is.

The buzz reassuring him, he walks up to Ellen... some seduction settling in.

GEORGE (O.S.)

Hey, thanks for doing all this.

Ellen gives him a playful push.

ELLEN

You helped.

GEORGE (O.S.)

Yeah, but you know. You took charge when you needed to.

With a smile, Ellen feels along his arms.

ELLEN

You saying I'm braver?

GEORGE (O.S.)

Fuck yeah.

George and Ellen move in for a kiss. George lowers the camera-

Through the camera, the slide is now a decrepit grave. Its wooden pieces are dilapidated... Nails stick out like spikes all along it.

INT. HENRY FAIRGROUNDS - PAVILION - NIGHT

Mel leads Billy out on to the edge of the pavilion. Billy's camera captures a majestic view of the lake. The couple stop to admire the view.

MEL

It's nice, right?

Using her mini bottle of wine, she waves off at the water.

MEL (CONT'D)

It's like a beach or something.

BILLY (O.S.)

(chuckling)

Yeah, a creepy one.

Mel grabs his arm.

MEL

Come on.

BILLY (O.S.)

You sure?

Smirking, Mel holds up her bottle.

MEL

These haven't given you courage yet?

She downs the rest of the booze.

BILLY (O.S.)
Not too much.

Mel throws the bottle down and raises her flashlight.

MEL
Let's check it out!

She leads the way, Billy right behind her. The couple walk down the pavilion's stairs, each board CREAKING beneath their feet.

Mel cups a hand around her mouth.

MEL (CONT'D)
Candace!

EXT. HENRY FAIRGROUNDS - BEACH - NIGHT

Mel steps off the stairs and into sand. Mel leads the way, moving a little too quickly for Billy's liking. Her movement also a bit sloppy due to the wine.

BILLY (O.S.)
Mel, wait up.

The shoreline is more desert than beach. The desolation is ominous. The lake so still. There isn't much lighting save for the camera and flashlight...

Billy stops next to her as the two stand a few feet away from the lake.

MEL
(teasing Billy)
It's romantic, huh?

Billy moves the camera back-and-forth between the silence of the beach and the carnival MUSIC from the pavilion.

BILLY (O.S.)
(nervous)
Ah, somewhat...

Mel points her flashlight toward the sand. Unease hits her.

MEL
Shit!

Billy follows her frightened gaze.

BILLY (O.S.)

What...

Handprints and footprints scatter along the sand! There are multiple sets of each made by multiple people... all the footsteps crash together as if the people were dancing. And all the steps lead right up to the lake...

BILLY (O.S.) (CONT'D)

What the fuck.

He starts to turn when Mel snatches his arm.

BILLY (O.S.) (CONT'D)

Mel, this is fucking weird-

She shushes him.

MEL

Listen.

Mel points out toward the lake.

Billy stops and aims his camera at the dark, haunting water. Then he hears it: the CARNIVAL TUNE. The same one they heard earlier, that same creepy organ TUNE. The music is low and drifts across the lake... coming from somewhere in the water.

INT. HENRY FAIRGROUNDS - HAUNTED HOUSE - NIGHT

Tom films himself rushing through the haunted house's main entrance. Up ahead, Young Woman is seen going deeper and deeper into the darkness. The ride's low SPOOKY MUSIC is ripe for an old slice of horror vinyl but the MUSIC is genuinely creepy rather than cheesy due to no one else being around.

TOM (O.S.)

Candace, wait!

Young Woman runs inside the ride, gliding past all the parked haunted house cars. She's fast.

TOM (O.S.) (CONT'D)

Shit...

Tom passes the cars. Each of them have a ghost, Frankenstein's Monster, or Dracula caricature painted on them. All of the cars are lined up along a wooden railing... Only now Tom is about to walk through this haunted house rather than ride through it.

TOM (O.S.) (CONT'D)
 (yelling)
 Shit. Candace!

Now Tom enters the ride. The different doorways are like exhibits. The lighting kept at a dim campfire aesthetic. The MUSIC increases, only interrupted by the occasional man or woman screaming or the occasional wolfman howl.

Tom can still see Young Woman moving ahead of him. He keeps pace with her, running along the haunted house tracks. There are no other cars seen, no employees, and damn sure no emergency exits.

Young Woman doesn't slow down. Along the way, Tom captures Golden Oldie horror attractions: painted werewolves and vampires, creepy mirrors, fog machines, even a fake cemetery staged to have zombies pop out of the grave.

All the while, Tom's deep breaths are heard. His fear is felt. He's gaining ground slowly but surely.

TOM (O.S.) (CONT'D)
 Candace!

On his left, an electric chair BOLTS TO LIFE, the mannequin in the seat CONVULSING, his SCREAMS horrifying.

Tom jumps back, scared shitless.

TOM (O.S.) (CONT'D)
 Fuck!

He stumbles right into the slimy legs of a giant fake spider. The spider's sinister smile stares down at him.

Tom pushes the legs away as he staggers back on to the track.

TOM (O.S.) (CONT'D)
 What the fuck!

He turns to see Young Woman going toward the fake cemetery. Tom steals a glance back at the spider.

TOM (O.S.) (CONT'D)
 (coaching himself)
 It's just a fucking ride, man.

Trying to gather up the courage, Tom looks over at the cemetery once more.

Now what he sees are the decaying remains of the haunted house. The walls are charred up, the illustrations featuring blood stains that look all too real.

The cemetery is more decrepit, its fake tombstones cracked and falling apart. The mannequin is tumbled halfway down from the rotting electric chair, most of the mannequin covered with burn scars. There is now a staunch silence. And most importantly, Young Woman is nowhere to be seen...

TOM (O.S.) (CONT'D)

Shit!

Panicking, he turns around back the way he came, back toward a foggy scene.

TOM (O.S.) (CONT'D)

What the fuck's going on!

He then looks back toward the cemetery... Now the haunted house is back to its glory days. Back to its preserved perfect state.

Tom sees Young Woman stop at a corridor next to the cemetery.

TOM (O.S.) (CONT'D)

Wait!

Young Woman briefly turns. Even from this distance, Tom can make out her features: her long blonde hair, her angular face and petite frame. Her striking stare. She's Candace Hilligoss in 1962.

TOM (O.S.) (CONT'D)

Candace!

Young Woman turns back around real quick. Her movements are jerky and awkward. She sways as she stands, Young Woman staring on at the corridor.

Still scared, Tom's sloppy footsteps propel him forward. Another SCREAM on the soundtrack sends chills down his spine.

TOM (O.S.) (CONT'D)

Goddammit!

Young Woman staggers into the corridor, disappearing from Tom's sight.

As Tom gets past the cemetery, an animatronic zombie LUNGES OUT of a grave, giving Tom yet another scare!

TOM (O.S.) (CONT'D)

Fuck!

YOUNG WOMAN (O.S.)
 (eerie, echoing through
 the ride)
 Over here...

Tom looks toward the corridor. Right where knows Young Woman's voice is coming from...

TOM (O.S.)
 Who are you!

YOUNG WOMAN (O.S.)
 Help me, Tom...

Tom hesitates. The terror is too much.

TOM (O.S.)
 Goddammit...

YOUNG WOMAN (O.S.)
 (more scared)
 Help me!

After taking a deep breath, Tom runs up to the corridor.

TOM (O.S.)
 Candace!

Tom then comes to a nervous stop. The corridor is empty from what Tom can tell in this darkness. All he can make out is a long dark hallway sprawling off into the distance...

TOM (O.S.) (CONT'D)
 Candace, where are you!

The horror has Tom on the verge of tears. His voice is at a vulnerable whimper.

TOM (O.S.) (CONT'D)
 Come on. Let's fucking go!

Tom takes another step closer. A nervous fucking step.

TOM (O.S.) (CONT'D)
 Candace.

Suddenly, from the darkness, a MANGLED OLD WOMAN EMERGES, her hands outstretched, her mouth agape, her eyes red with carnal horror! She's a nightmare vision of the Young Woman. The blonde hair is stringy with blood stains, the Woman's body and limbs too thin to be anything human or anything living. Her fingernails are huge and chipped. Saliva flows down from her mouth to her torn dress.

Tom doesn't have time to do anything except SCREAM in horror. His scream the latest to join the haunted house's soundtrack.

Mangled Old Woman charges forward and KNOCKS Tom to the ground.

The camera FALLS nearby, the camera aimed away from him and the ensuing carnage. Instead, all the camera shows is the cemetery while Tom is heard screaming. The TEARING and RIPPING of his flesh echoes as does Mangled Old Woman's unnerving SNARLS.

Blood SPRAYS over part of the camera lens.

As Tom's SCREAMS and the SOUNDS of his death continue, the camera is picked up...

The 'director' shows a brief glimpse of Tom lying on the ground. Mangled Old Woman dissects him with her bare hands while Tom's face is now as mangled and sliced as hers minus his barely-hanging jaw still allowing him to scream.

EXT. HENRY FAIRGROUNDS - SLIDE - NIGHT

George's camera now shows the slide is back to 'normal'. Lights are at the top of it advertising *The Henry Fairgrounds*. The sight is a nostalgic delight even without customers. George is heard kissing Ellen.

George raises the camera back toward a drunk, enthused Ellen.

ELLEN

Well, that was fun.

GEORGE (O.S.)

Yeah.

A SLIDING noise startles them! The sound is fast and frenetic, the noise resembling a screech... George looks toward the slide.

GEORGE (O.S.) (CONT'D)

Shit!

Together, George and Ellen see a burlap sack CRASH at the end of the slide. But no one is on it...

ELLEN

Oh my God!

With a wild smile, she looks right up at the top of the slide: no one is there.

ELLEN (CONT'D)
It's empty!

GEORGE (O.S.)
Okay, this is fucking scary...

Ellen grabs his arm.

ELLEN
It's real paranormal activity,
babe!

All of a sudden, BALLROOM MUSIC CUTS ON. It's loud and coming from close by... This is a classier version of the ORGAN TUNE heard by Billy and Mel. Only this song is danceable.

George glances behind them toward where the MUSIC is coming from: the pavilion.

ELLEN (CONT'D)
(excited)
Shit!

GEORGE (O.S.)
Let me guess.

He confronts Ellen's smile.

GEORGE (O.S.) (CONT'D)
You wanna go check?

For a response, Ellen TOSSES him a beer from the bag.

George easily catches it, George used to her wacky antics after all these years.

ELLEN
Come on!

EXT. HENRY FAIRGROUNDS - BEACH - NIGHT

Mel holds her shoes while straying ankle-deep in the lake. The ORGAN THEME continues...

BILLY (O.S.)
Mel, don't go any further-

Mel shushes him.

MEL
Just hold on!

Then they hear the BALLROOM MUSIC. The couple turn toward the pavilion and dancefloor.

MEL (CONT'D)
 (creeped out)
 What the fuck is going on...

Billy aims the camera at her.

BILLY (O.S.)
 Let's fucking get out of here!
 There ain't anyone out here, Mel.

But there's no way Mel can abandon the chase now. She focuses more on the eerie lake, listening to the ORGAN TUNE.

Trembling, Billy stops right at the very edge of the shore.

BILLY (O.S.) (CONT'D)
 Babe.

Mel looks down at the water.

BILLY (O.S.) (CONT'D)
 Come on.

Using the camera, he leans in closer, following Mel's gaze.

Then he captures her horror as she screams!

MEL
 Oh God!

Billy sees it in the water: a pale human face lying just below the surface. The face belongs to a TALL WOMAN in her underwater grave but a Woman who is also alive and well. Her long dark hair floats all around her...

Mel faces Billy.

MEL (CONT'D)
 Billy!

Terrified, he starts to SPLASH into the water.

BILLY (O.S.)
 Mel!

Several SPLASHES shatter through the night and MUSIC. All the splashes occur around Mel!

Tall Woman and several other MALE AND FEMALE GHOULS STAND UP from the lake. They're all dressed in dark clothes.

Nice dark clothes regardless of how soaked and tattered they are: suits and dresses ripe for an elegant boardwalk dance. The Ghouls' hair stays drenched in water but their pale faces are clear in the night. Each of the Ghouls smile without ever showing dimples or teeth. They're just *confident*.

Mel screams again as the Ghouls swarm toward her.

MEL

Oh God!

She staggers back. But the lake hinders her movement, the lake wants her there...

MEL (CONT'D)

Billy!

A panicking Billy struggles through the water. His fear is obvious but the love, the worry he has for Mel is even clearer.

BILLY (O.S.)

No!

Mel PUNCHES Tall Woman in the face, knocking her back.

MEL

Get away!

She gets ready to punch another Ghoul when two of them DRAG her down, making Mel COLLAPSE into the water. Her hand reaches out toward Billy, Billy just a few feet away.

MEL (CONT'D)

Billy!

Slightly lowering the camera, Billy reaches for her.

BILLY (O.S.)

Babe!

His hand is inches away from hers-

The zombified Ghouls then CARRY Mel further out, submerging her beneath the lake!

BILLY (O.S.) (CONT'D)

Oh God! Oh fuck!

Billy can only move his hands through the water in a pathetic attempt at grabbing Mel. His heavy breaths and exasperated motions admit defeat even when he emotionally won't. Water splashes over the camera lens but the horrifying footage remains crystal clear.

BILLY (O.S.) (CONT'D)
 (shredding his vocal
 cords)

Mel!

Now Billy sees no one in the water. The Ghouls and Mel are gone. The water is still, the area silent... all except for that same ORGAN MELODY.

Full of rage and sadness, Billy SLAMS A HAND into the water.

BILLY (O.S.) (CONT'D)
 Goddammit!

Billy moves the camera behind him toward the shoreline. The whole area is dead. Darkness dominates the scene except for the pavilion and its array of lights.

BILLY (O.S.) (CONT'D)
 Mel...

He then looks back to where he last saw Mel-

Joseph stands ankle-deep in a part of the lake that had to be deeper than that. He is dressed for the role as The Man and he damn sure embodies the part now too. Joseph is paler than ever, the suit soaked without losing its undertaker prestige. Joseph's sly smile hones in on Billy.

BILLY (O.S.) (CONT'D)
 What the fuck!

Joseph approaches him, Joseph moving slow and SPLASHING through the water... but his steps are steady.

Frightened, Billy stumbles back toward the shore.

BILLY (O.S.) (CONT'D)
 Shit!

He turns and runs but stops when he sees the same Ghouls from the water standing on the sand, all of them just waiting for him with subtle smiles on their faces.

Amongst them, Billy sees Tay point Tom's camera right at him. Tay is a poised filmmaker with an evil smile on his face.

BILLY (O.S.) (CONT'D)
 No!

The perspective shifts to Tay's camera as the Ghouls descend upon Billy. Billy then sees who's leading the pack: Mel.

She's now dressed in an old-school black dress, her hair drenched and draping down to her shoulders. Her wicked expression is ready to cackle.

BILLY (CONT'D)
 (horrified)
 Mel!

HAUNTED HOUSE

In a jump cut, Tay's camera shifts to a quick shot of the haunted house. The exterior shows the house when a car SWINGS OUT on the balcony: Tom's slaughtered corpse sits in the car. His face is barely recognizable amidst the deep slices, tattered flesh, and gallons of red blood.

BEACH

From Tay's camera, the audience sees Billy stumble toward Mel, Billy counting for a miracle.

BILLY (O.S.) (CONT'D)
 Babe-

With a wild cry, the ghoul version of Mel lunges toward him.

The other Ghouls then join in the attack. Billy doesn't have a chance.

Mel TACKLES Billy into the water! His camera falls to the sand.

All the while, the ORGAN MUSIC is a funeral soundtrack to the massacre laid out by Mel and the other Ghouls. They dismember Billy... All beneath Tay's expert camerawork.

INT. HENRY FAIRGROUNDS - DANCEFLOOR - NIGHT

Holding his camera, George follows after Ellen. The slow DANCE HALL MUSIC plays and gets louder once they stop at the edge of the dancefloor. The MUSIC is mostly organ-driven but slowed down for hypnotic effect.

Up above, George sees dangling lights that were electronic vines. In December, the sight would've been pretty but right now they had the eerie vibes of ornaments for a haunted party.

George and Ellen look around the spacious dancefloor. All while the MUSIC plays through the empty zone. Several tables are scattered about, there's an open bar. All of them empty.

Ellen waves George to follow after her.

ELLEN

Come on.

The EERIE TUNE surrounds them but doesn't deter Ellen and George from continuing onward.

They now see Young Woman standing on the middle of the dancefloor. She wears a black gown, her long blonde hair hanging down. She's Candace preserved in 1962 form.

George looks on, terrified.

GEORGE (O.S.)

Shit!

Ellen runs ahead of him.

ELLEN

Candace!

GEORGE (O.S.)

Ellen, wait.

As he follows Ellen, he sees Candace take a few steps toward the couple to meet them half-way. Candace is graceful, her steps so smooth. She's in perfect form.

CANDACE

(strong voice)

Hello there.

Ellen and George stop a few feet away from her. Ellen motions toward Candace, Ellen too excited to be scared.

ELLEN

What happened? You're...

A big smile conquers Candace's face.

CANDACE

Young.

She looks over at the camera.

CANDACE (CONT'D)

(teasing)

I'm ready for my close-up, George.

Growing uneasy, George's grip trembles. Ellen keeps leaning in toward Candace, Ellen starstruck yet fascinated.

ELLEN

But how'd you do this? Is it make-up or something-

Candace grabs Ellen's arm.

CANDACE

It's the movie, Ellen.

Candace's grip is tight enough to finally make Ellen uncomfortable. Ellen struggles to pull away but can't.

ELLEN

I don't understand.

CANDACE

The sequel.

The camera has a quick jump cut! The sudden flash is slow enough to make out the debris of the pavilion. How under the moonlight, the dancefloor has several dead bodies. Blood is on the floor, the wooden posts are charred. Several slaughtered corpses are near the bar...

And in that moment, Candace is a ghoul. She's skeletal, her hair a mess, her skin a deathly pale. Her smile a disturbing size.

GEORGE (O.S.)

Shit!

But before George can further panic, the flash cut ends and goes back to Candace being young and the pavilion in pristine condition.

Ellen yanks her arm away from Candace.

ELLEN

You mean *our* sequel.

Candace laughs. Her laughter is sinister and in a gravelly tone that belies her youthful glow.

ELLEN (CONT'D)

What! Candace!

Officially scared, she looks over at George.

GEORGE (O.S.)

She's fucking crazy.

Ellen confronts Candace. Candace holds her hands out toward the camera for her star moment.

CANDACE

No, Ellen.

George's camera cuts to another camera. This vantage point is from the pavilion stairs leading down to the beach... and it's from Tom's camera. The movie cuts back-and-forth between George and Tom's cameras.

CANDACE (CONT'D)

I mean the *real* sequel.

Candace motions toward the stairs.

CANDACE (CONT'D)

Herk's sequel.

A scared Ellen and George turn to see several Ghouls standing in front of the stairs. The couple see the camera held by Tay. Amongst the Ghouls are Billy, Mel, and Tom, all of them dressed in black suits or gowns... clothes appropriate for an evening ball.

GEORGE (O.S.)

What the fuck...

Wielding the camera with confidence, Tay walks right up to George and Ellen.

TAY

Thank you, Candace.

He stops in front of Ellen and George.

TAY (CONT'D)

This sequel's been over fifty years in the making.

ELLEN

No!

Ellen looks between Tay and Candace, frightened.

ELLEN (CONT'D)

This is crazy!

Tay slightly lowers the camera, revealing a cigarette and a smile.

TAY

Don't you get it yet.

CANDACE

We needed the right people.

She points to herself.

CANDACE (CONT'D)
For both me.

Savoring the moment, she clasps a hand on Tay's shoulder.

CANDACE (CONT'D)
And Herk.

ELLEN
No! No fucking way!

Tay chuckles.

TAY
I waited a long time for this.

He removes the cigarette from his mouth.

TAY (CONT'D)
(to Ellen and George)
And then we get y'all to help us.

Using the cigarette, he waves across the dancefloor. The MUSIC picks up, the organ tune still danceable but still so creepy.

TAY (CONT'D)
Now I don't have to play The Man anymore.

George and Ellen turn to see Joseph standing in the shadows. He too is dressed for this macabre dance.

CANDACE
(reverent tone)
We've got it all. Right here.

TAY
The sequel.

George and Ellen turn. Candace and Tay now stand side-by-side, they're two madcap auteurs. They share the smiles. Candace particularly fixates on Ellen.

CANDACE
And I can finally be a co-director, Ellen.

Overhead speakers TURN ON over the group. The MUSIC takes over.

GEORGE (O.S.)

Shit!

Battling the terror, George looks toward the stairs. Now the Ghouls slowly make their way toward Ellen and George. The Ghouls walk in unison, too happy and joyful to be in a trance. They're loving this creepy life and especially this MUSIC...

Ellen follows his gaze. For the first time, she fully matches George's horror.

ELLEN

Oh God!

CANDACE

Now it's time for one of the best parts.

TAY

Oh yes!

Candace throws her arms up in euphoria.

CANDACE

The wrap party!

The Ghouls begin dancing ballroom-style throughout the dancefloor. Their dancing is in sync and pretty... but uncanny. They appear to be moving at the pace of slowed-down footage. The smiles the only thing keeping Mel, Billy, and the other Ghouls from being robotic. Their LAUGHTER and CHATTER echo through the room in a surreal soundtrack.

The terror overtaking them, Ellen grabs George's arm and pulls him back.

ELLEN

Come on!

She heads back the way they came. Over the MUSIC, Candace and Tay's CACKLES are heard.

George gladly keeps pace with Ellen. He too is scared shitless.

GEORGE (O.S.)

Go! Go!

They get closer and closer toward the end of the dancefloor.

ELLEN

George! Oh God!

She turns and steals a frightened look back.

ELLEN (CONT'D)

Shit!

GEORGE (O.S.)

Keep going!

They see Joseph standing on the border between the dancefloor and the rest of the pavilion. He'd gotten there fast! His arms are outstretched for the couple, his smile and stare beyond scary.

George and Ellen start to slow down, both of them nervous and out-of-breath. The MUSIC CUTS OFF!

ELLEN

Oh God!

GEORGE (O.S.)

What the Hell's he doing!

They stop a few feet away from Joseph. Joseph stands still, his arms outstretched, Joseph a terrifying waxwork just waiting on them.

ELLEN

(nervous)

George...

George faces her. Ellen pulls his arm closer, showing George what lurks behind them.

All the Ghouls, Candace, Tay, all of George and Ellen's friends and crew are lined up toward the edge of the dancefloor and oh so close to George and Ellen. In the silence, the crowd is even creepier. Their shared smiles seem to clamor for flesh...

Dressed in the formal attire, the crowd is literally dressed to kill. Their joy is just too much to be human.

Ellen pushes George to the side. Neither of them are sure where to go now...

ELLEN (CONT'D)

Run!

As they take off, the Ghouls descend upon George and Ellen. The Ghouls' movements are stilted but full of speed. They have scary bursts in between the lags. Some of the Ghouls are clumsy, some athletic... but they all have their sights set on George and Ellen.

ELLEN (CONT'D)
(yelling)
Run, George!

George drops the camera as he struggles to keep up with Ellen.

But the focus shifts from different camera perspectives. One of them belongs to Tay, the only Ghoul to not give chase. Instead, he stays on the dancefloor filming George and Ellen being attacked by the others from a distance. George and Ellen's SCREAMS and DEATHS are the only noises needed for this sequel.

In a series of cuts, other camera angles are seen. All of Ellen and George's cameras that have been placed throughout the carnival, capturing many different shots. Some of the shots even catch glimpses of George and Ellen's BLOODY DEATHS. The Ghouls are enjoying yet another scary party. Some of them dance but most participate in 'converting' George and Ellen.

The final shot is from Tay's camera. As the ORGAN TUNE starts again, Tay turns the camera back toward him. The close-up is a disturbing director's cameo... At first, Tay looks on with a director's focus. A strong facial expression that's larger than life.

Then a cryptic, big smile crosses Tay's face. His eyes stare dead on at the audience. The smile practically lights up the scene, a smile no different than the one used by The Man in *Carnival Of Souls*. Tay's smile lingers, just long enough for an effective closing shot before the camera CUTS OUT...

FADE OUT.

THE END