

GEPETTO

by

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FADE IN:

INT. ORPHANAGE - DAY

In a quiet orphanage, sitting alone in the common room in front of a large window, is LITTLE GEPPETTO.

He sits there, sketching something on a piece of paper.

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

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

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

SISTER MARIA enters the room and walks over to him.

SISTER MARIA

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

LITTLE GEPPETTO

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

SISTER MARIA

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

Little Geppetto hands Sister Maria the drawing.

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

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

SISTER MARIA

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

LITTLE GEPPETTO

Will I ever be part of a family?

SISTER MARIA

Of course, Geppetto. And one day
you'll grow up and have a family
all of your own. You'll be a happy
man. I promise you.

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

EXT. COUNTRYSIDE HILL - DAY

On a dim, overcast day, GEPPELTO, all grown up, slowly
trudges up a large hill, an axe in his hand.

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

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

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

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

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

The faint sound of a heart slowly begins beating
rhythmically.

He openly sobs.

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

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

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

GEPPELTO

No!

Geppetto swings his axe into the trunk of the tree.

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

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

WHACK!

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

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

The tree trunk bleeds more and more with each strike.

EXT. COUNTRYSIDE HILL - 15 YEARS PRIOR - DAY

Same place. A different time. A faded memory. It's Spring and the hill is bright and vibrant with life.

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

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

Theresa jumps up and runs to the swing.

THERESA

Push me!

Younger Geppetto gets up and begins to push her on the swing. She laughs with glee.

As she swings, Younger Geppetto takes out a wood carving tool and approaches the tree trunk, beginning to carve initials into it.

Theresa stops swinging and stands beside him, her hand touching his. They look at each other.

THERESA

Here, let me.

She gently guides his hand and finishes the carving.

They look into each others eyes.

THERESA

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

EXT. COUNTRYSIDE HILL - 10 YEARS PRIOR - DAY

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

A PRIEST stands in between them, a Bible in his hand. The two are holding hands, looking at each other, smiling.

They look to the Priest, who smiles and opens up the Bible to begin the ceremony.

INT. GEPETTO'S HOUSE - ONE YEAR PRIOR - NIGHT

Geppetto paces around, biting his nails.

Behind the closed bedroom door, Theresa screams and cries.

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

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

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

DOCTOR

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

Geppetto looks at the Doctor in disbelief.

GEPETTO

No.

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

INT. BEDROOM

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

The white sheets are stained with the red of blood.

The NURSE covers something up in a bloody sheet.

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

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

NURSE

I'm so sorry, Geppetto.

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

He slowly slinks down, balling himself up.

EXT. COUNTRYSIDE HILL - PRESENT - DAY

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

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

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

INT. CLOCK FACTORY - DAY

The factory OWNER stands on a balcony overlooking his factory.

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

OWNER

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

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

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

Antonio looks at the weary, grief-stricken Geppetto.

ANTONIO

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

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

ANTONIO

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

GEPPELTO

There was something I needed to do.

ANTONIO

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

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

OWNER

Antonio, stop talking and get back to work!

ANTONIO

Yes, sir!

Antonio busies himself again.

ANTONIO

We'll talk later.

Geppetto ignores Antonio.

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

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

OWNER

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

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

GEPPELTO

I don't.

OWNER

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

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

Antonio looks over at him, concern on his face.

ANTONIO

I think he is ill this morning,
sir.

The Owner turns his attention to Antonio.

OWNER

Am I speaking to you, Antonio?

Antonio looks down at the ground.

ANTONIO

No, sir.

OWNER

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

ANTONIO

Yes, sir. Sorry, sir.

Antonio begins adjusting some gears.

The Owner looks back at Geppetto again.

OWNER

What's your explanation?

GEPPELTO

I have none. It won't happen
again.

OWNER

Look at me when I am speaking to
you.

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

GEPPELTO

I'm busy.

The Owner's eyes open wide in shock.

OWNER

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

GEPPELTO

You heard me.

Geppetto carves more feverishly.

OWNER

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

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

He stands up and looks at the Owner.

GEPPELTO

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

OWNER

You are out of line!

GEPPELTO

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

OWNER

Get out of my factory. You're
fired!

GEPPELTO

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

Geppetto spits at the Owner's feet.

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

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

ANTONIO

Relax, my friend. Just go home.

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

GEPPETTO

Figlio di puttana.

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

OWNER

(calling after him)

I'm getting the police! You are paying for everything you have destroyed!

Antonio and the other workers stand there in disbelief.

The Owner looks around at them, furious.

OWNER

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

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

INT. GEPPETTO'S WORKSHOP - DAY

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

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

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

A thin layer of dust clings to everything.

FLASHBACK - ONE YEAR PRIOR

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

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

THERESA

What are you working on?

Geppetto looks up at her and smiles.

GEPPELTO

Toys for the baby.

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

GEPPELTO

Can you hear me in there, my son?
I can't wait for you to come out
of there. I have so much in store
for you.

Theresa looks around at the toys, smiling.

THERESA

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

GEPPELTO

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

END FLASHBACK - PRESENT

Geppetto finishes another tin of gin, grimacing.

He goes to pour himself another glass. Empty.

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

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

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

He stares at the partially molded shape.

PINOCCHIO (O.S.)

Papa.

Geppetto drops the toy and it splinters on the ground.

THERESA (O.S.)

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

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

EXT. COUNTRYSIDE HILL - DAY

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

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

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

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

PINOCCHIO (V.O.)

Papa!

WHACK!

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

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

INT. GEPPETTO'S HOUSE - NIGHT

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

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

Antonio stands in the doorway, concern on his face.

ANTONIO

Good evening, Geppetto.

Geppetto nods.

GEPPELTO

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

ANTONIO

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

Geppetto steps out of the way.

GEPPELTO

Please.

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

ANTONIO

Thank you, my friend.

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

Antonio sits down across from him.

ANTONIO

I'm concerned about you, Geppetto.

GEPPELTO

Everything is fine.

ANTONIO

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

GEPPELTO

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

ANTONIO

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

Geppetto stands up and heads for the door.

GEPPELTO

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

Antonio sighs and heads for the door.

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

ANTONIO

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

GEPETTO

Thank you, but I'm fine.

ANTONIO

Goodnight.

Antonio walks out of the house and Geppetto closes the door.

He stands there a moment, staring at nothing.

GEPETTO

Everything is fine.

EXT. COUNTRYSIDE HILL - DREAM - NIGHT

Geppetto makes his way up the hill.

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

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

INT. UNDERGROUND

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

EXT. COUNTRYSIDE HILL

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

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

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

TOY
Come see, father!

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

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

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

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

Geppetto stands there, paralyzed by fear.

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

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

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

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

PINOCCHIO.

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

It raises its hand, offering it to Geppetto.

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

As soon as he does, Pinocchio screams.

INT. GEPETTO'S HOUSE, BEDROOM - NIGHT

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

A dream.

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

EXT. GEPETTO'S WORKSHOP - NIGHT

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

WHACK!

The sound of wood being chopped rings out.

INT. GEPETTO'S WORKSHOP - NIGHT

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

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

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

He sketches some more.

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

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

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

GEPETTO

Perfection.

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

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

He ponders a moment. Ah! An idea.

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

EXT. CLOCK FACTORY - NIGHT

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

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

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

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

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

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

INT. CLOCK FACTORY - NIGHT

Inside, the factory is pitch-black.

Rats can be heard scurrying about in the shadows.

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

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

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

INT. GEPETTO'S WORKSHOP - NIGHT

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

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

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

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

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

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

GEPETTO

Not now, Tabby.

EXT. GEPETTO'S HOUSE - DAY

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

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

He knocks again. Still nothing.

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

EXT. GEPETTO'S WORKSHOP

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

Irritated, he looks through the workshop window.

Geppetto is huddled over his workbench, carving something.

Antonio opens the workshop door and steps inside.

INT. GEPETTO'S WORKSHOP - DAY

Antonio enters, shutting the door behind him.

ANTONIO

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

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

GEPETTO

Antonio. What are you doing in
here?

ANTONIO

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

Geppetto shrugs.

GEPETTO

Nothing.

Antonio nods.

ANTONIO

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

GEPETTO

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

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

GEPETTO

Why did you come by?

ANTONIO

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

GEPETTO

No need. Apology accepted. Will that be all?

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

ANTONIO

Are you sure all is well, my friend?

GEPETTO

I told you I'm fine!

Antonio nods his head.

ANTONIO

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

GEPETTO

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

Geppetto pauses, choking back tears, swallowing hard.

ANTONIO

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

Antonio turns to leave and something catches his eye.

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

He shrugs it off and leaves the workshop.

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

INT. CLOCK FACTORY - DAY

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

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

OWNER

Thieves! We've been robbed!

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

The open tool crates. The empty gear boxes.

OWNER

Someone will pay dearly for this.

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

OWNER

You!

Antonio looks at the Owner, perplexed.

ANTONIO

Sir?

OWNER

Policia. Now. Bring them back
here.

Antonio thinks for a moment and then nods his head.

ANTONIO

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

Antonio turns to leave.

OWNER

Make it fast!

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

OWNER

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

INT. GEPPETTO'S WORKSHOP - DAY

Geppetto lays over his workbench, passed out from exhaustion.

On the table beside his is his partially completed creation.

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

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

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

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

EXT. COUNTRYSIDE HILL - DREAM - DAY

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

His face is vibrant and full of life.

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

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

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

The bright, orange flames starkly contrast the grey skies.

GEPETTO

Theresa!

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

THERESA

Look at me.

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

INT. UNDERGROUND

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

PINOCCHIO (O.S.)

Papa!

Geppetto stirs a bit.

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

PINOCCHIO (O.S.)

Papa! Get up!

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

He looks around the cavern.

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

Pinocchio slowly emerges from behind the mass of roots.

Geppetto looks at the puppet, awe-struck.

Pinocchio slowly approaches Geppetto and extends its hand.

Hesitant, Geppetto takes the puppet's hand.

PINOCCHIO

Wake up!

INT. GEPPETTO'S WORKSHOP - DAY

Geppetto awakens, lifting his head from the workbench.

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

INT. CLOCK FACTORY - DAY

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

CONSTABLE MICHAEL PAZZI and CONSTABLE TOMAS LUPO are with him, waiting on orders.

The Owner stands beside Insp. Ufizi, fuming.

OWNER

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

INSP. UFIZI

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

OWNER

There's no other explanation for it!

INSP. UFIZI

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

OWNER

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

INSP. UFIZI

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

OWNER

That's none of your business, inspector.

INSP. UFIZI

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

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

OWNER

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

INSP. UFIZI

Hm. I see.

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

INSP. UFIZI

Interesting.

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

INSP. UFIZI

Look familiar to you?

The Owner looks at the watch a moment, thinking.

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

OWNER

Geppetto. He had a watch just like
that!

Insp. Ufizi chuckles.

INSP. UFIZI

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

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

EXT. CLOCK FACTORY - DAY

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

INSP. UFIZI
Well, gentlemen. Thoughts?

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

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

INSP. UFIZI
What a boring way to spend an evening.

CONST. PAZZI
A crime is a crime, inspector.

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

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

The three make their way into the village.

INT. GEPETTO'S WORKSHOP - NIGHT

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

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

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

Before him is the twisted puppet creation from his dreams.

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

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

Geppetto turns around defensively.

GEPPELTO

What is the meaning of this?

ANTONIO

Did you break into the factory last night, Geppetto?

GEPPELTO

What are you accusing me of?

ANTONIO

Your watch, my friend. They found your watch there. They're coming for you. The boss is out for your neck. He'll have you hanged, if possible.

Geppetto looks down, concern on his face, thinking of what to do.

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

ANTONIO

What in God's name is that?

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

GEPPELTO

It's mine. My creation.

ANTONIO

Is this what you've been working on?

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

ANTONIO

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

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

GEPPELTO

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

Realization hits Antonio.

ANTONIO

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

GEPPELTO

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

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

GEPPELTO

Pinnocchio. My boy. My son.

Antonio takes a step towards Geppetto.

ANTONIO

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

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

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

ANTONIO

Give me the doll.

GEPPELTO

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

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

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

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

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

Antonio clutches his bleeding head.

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

ANTONIO
I came to warn my friend.

INSP. UFIZI
He was the thief?

Antonio nods his head.

INSP. UFIZI
And he did this to you?

Again, Antonio nods his head.

Insp. Ufizi turns to his constables.

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

The constables turn to head out.

ANTONIO
Wait! You don't understand.

Insp. Ufizi looks at Antonio.

INSP. UFIZI
Hm?

ANTONIO
He...he's gone mad.

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

EXT. VILLAGE - NIGHT

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

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

EXT. FOREST - NIGHT

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

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

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

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

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

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

Geppetto looks down at the puppet in his hands.

GEPPELTO

We'll be fine.

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

EXT. VILLAGE - NIGHT

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

Antonio has a cloth wrapped around his head.

INSP. UFIZI

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

ANTONIO

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

CONST. PAZZI

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

INSP. UFIZI

Pazzi!

Const. Pazzi looks down at the ground.

CONST. PAZZI
Apologies, sir.

Insp. Ufizi looks at Antonio.

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

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

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

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

INSP. UFIZI
That's awful.

Antonio nods.

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

INSP. UFIZI
Go on.

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

INSP. UFIZI
Poor man.

ANTONIO

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

Insp. Ufizi nods his head, digesting the information.

CONST. LUPO

He sounds delusional, sir.

CONST. PAZZI

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

CONST. LUPO

We'll need the rifles.

Antonio stops walking, stunned.

ANTONIO

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

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

INSP. UFIZI

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

ANTONIO

But he's not killed anyone!

CONST. PAZZI

As of yet.

INSP. UFIZI

Pazzi!

Const. Pazzi looks down again.

CONST. PAZZI

Apologies, sir.

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

INSP. UFIZI

You said it yourself, your friend
is mad. Delusional. If he really
believes this puppet is his own
child, he'll go to great lengths
(MORE)

INSP. UFIZI (cont'd)
 to protect it and keep it to
 himself. I've been an inspector
 for many years, and I've seen mad
 men do extraordinary things. Vile
 things.

ANTONIO
 But I can reason with him.

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

CONST. LUPO
 Sir, what shall we do?

Insp. Ufizi ponders a moment.

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

EXT. FARM - NIGHT

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

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

Geppetto creeps inside the barn and darts inside.

INT. BARN

Geppetto looks around the dark barn.

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

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

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

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

INT. GEPPELTO'S HOUSE - DREAM - NIGHT

Geppetto paces around his house, waiting for something.

From the bedroom, Theresa screams and cries.

DOCTOR (O.S.)

Push!

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

Geppetto stops pacing and enters the bedroom.

INT. BEDROOM

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

He darts out of the bedroom.

The faint sound of a heartbeat begins to grow.

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

The bed is stained with blood.

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

GEPPELTO

Theresa?

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

The heartbeat grows louder.

GEPPELTO

Let me see my boy.

Geppetto leans over the bed and slowly removes the blanket.

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

It snaps its head towards Geppetto and screams.

Geppetto jumps back horror.

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

THERESA

Your son, Geppetto. Our baby boy.

Geppetto slowly backs away.

Theresa looks at Geppetto, concerned.

Outside, lightning flashes and thunder rumbles.

THERESA

Don't you want him, Geppetto? He's finally ours. Nothing can take him away from us.

Theresa hands the baby over to the reluctant Geppetto.

THERESA

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

Geppetto looks down at the puppet and smiles.

GEPPELTO

Pinocchio. Pinocchio my boy!

Theresa walks out of the bedroom.

Geppetto watches her.

GEPPELTO

Where are you going? Theresa?

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

EXT. VILLAGE - DREAM - NIGHT

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

Theresa walks through the village streets, completely soaked.

Geppetto steps out after her, puppet in his arms.

GEPPELTO

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

Theresa stops walking and turns around.

THERESA
My life for his.

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

PINOCCHIO (O.S.)
Papa!

INT. FARM - DAY

Geppetto slowly opens his eyes. Another dream.

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

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

He looks down to see Pinocchio looking up at him.

PINOCCHIO
Papa.

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

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

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

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

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

Geppetto stands there a moment. Confused. Scared.

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

GEPETTO
Pinnochio, my boy! My son!

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

Pinocchio wipes Geppetto's eyes.

PINOCCHIO

Papa, why do you cry?

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

GEPPELTO

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

PINOCCHIO

We'll always be together, Papa.

Geppetto pulls Pinocchio close to him, hugging him tightly.

GEPPELTO

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

PINOCCHIO

Where do we start?

Geppetto sets Pinocchio down.

GEPPELTO

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

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

EXT. FOREST - DAY

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

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

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

CONST. PAZZI
No, sir!

INSP. UFIZI
Keep a sharp eye out.

CONST. LUPO
Of course, sir!

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

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

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

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

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

Antonio shakes his head.

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

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

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

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

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

Footprints are in the dirt.

INSP. UFIZI
They look fresh.

Const. Lupo pats Const. Pazzi on the back.

CONST. LUPO
Good eye, Pazzi.

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

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

EXT. COUNTRY ROAD - DAY

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

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

PINOCCHIO
Papa, what was that?

GEPPELTO
That was a butterfly.

PINOCCHIO
A butterfly? What's that?

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

PINOCCHIO

But I'm not a flower. Am I?

Geppetto looks down at Pinocchio and chuckles.

GEPPELTO

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

PINOCCHIO

School?

GEPPELTO

It's a place where children go to learn.

PINOCCHIO

Learn what?

GEPPELTO

All kinds of things. Everything!

The two keep right on walking.

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

BEGGAR

Can ye spare a coin, sir?

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

PINOCCHIO

Hi, I'm Pinnocchio!

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

Geppetto pulls Pinocchio back.

GEPPELTO

Don't talk to strangers.

The Beggar looks at Geppetto, confused.

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

GEPPELTO

Take it and be gone with you.

The Beggar picks up the coin.

BEGGAR
Thank ye, kind sir.

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

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

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

BEGGAR
And they call me crazy.

EXT. TOWN - DAY

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

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

PINOCCHIO
Is this our home, Papa?

GEPPELTO
It is now, my son.

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

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

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

The two approach Geppetto and Pinocchio.

VOLPE
New in town?

GATTO
Hope you're not lost.

VOLPE

We've never seen you before.

GATTO

And we know everyone.

Geppetto and Pinocchio look at the two uneasily.

VOLPE

What brings you here? Business or pleasure?

GATTO

Or perhaps you're just passing through?

GEPPELTO

Our business is our own, thank you.

Volpe looks down at Pinocchio.

VOLPE

Ah, a fellow puppeteer!

GATTO

Mangiafuoco has some competition now.

VOLPE

He won't like that.

GATTO

Not. One. Bit.

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

Geppetto pulls Pinocchio closer to him.

Gatto looks down at the puppet in amusement.

GATTO

You sure are keeping him awful close.

VOLPE

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

Geppetto picks up the pace, walking faster.

Volpe and Gatto effortlessly keep up with him.

GATTO
We're not thieves.

VOLPE
We're businessmen.

GATTO
If there's anything you need...

VOLPE
A bed...

GATTO
A meal...

Volpe opens up his coat to reveal several nice watches.

VOLPE
Something finer...

GATTO
You just let us know.

VOLPE
We're the gentlemen to see.

GATTO
My name is Gatto.

VOLPE
And I'm Volpe.

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

GATTO
Of course!

VOLPE
Don't let us keep you!

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

GATTO
Have a good day, now!

VOLPE

Be seeing you soon!

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

EXT. VILLAGE TOWN SQUARE

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

Pinocchio looks up at Geppetto.

PINOCCHIO

Papa? Who were those men? Why did they call you a puppeteer?

GEPPELTO

Those were con men, Pinocchio. And they were just confused, is all. Probably drunk off of gin.

PINOCCHIO

Gin?

Geppetto looks down at Pinocchio and smiles.

GEPPELTO

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

EXT. MANGIAFUOCO'S CARAVAN - DAY

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

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

INT. MANGIAFUOCO'S CARAVAN - DAY

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

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

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

MANGIAFUOCO

That took a long time, boy.

ROMEO
Apologies, sir. There was a line.

MANGIAFUOCO
I'm not interested in your
excuses.

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

ROMEO
Ow! What?

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

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

Mangiafuoco fixes his cold, mean eyes on the boy.

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

Romeo backs away slowly, shaking his head.

ROMEO
N-no, sir.

MANGIAFUOCO
Come here!

Romeo jumps, terrified, and moves back to Mangiafuoco.

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

Romeo shakes his head.

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

Romeo shakes his head.

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

Mangiafuoco suddenly grabs Romeo by the nose and yanks.

ROMEO

Ow!

MANGIAFUOCO

Your nose grows big enough for me
to rip off, brat!

Mangiafuoco shoves Romeo backwards, knocking him onto his rump.

Tears stream down Romeo's face and he sniffles.

There is a knock on the door.

MANGIAFUOCO

Enter.

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

VOLPE

Good day, sir.

GATTO

Greetings.

Mangiafuoco looks at the two, smiling snidely.

MANGIAFUOCO

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

VOLPE

Regretfully not, sir.

GATTO

Apologies.

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

MANGIAFUOCO

Then why do you waste my time by
coming here?

VOLPE

We thought we'd give you some
information.

GATTO

A warning.

VOLPE

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

MANGIAFUOCO

Is that so?

Volpe and Gatto nod their heads simultaneously.

Mangiafuoco looks over to Romeo.

MANGIAFUOCO

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

EXT. TOWN SQUARE - DAY

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

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

PINOCCHIO

Papa, where is my mother?

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

Pinocchio looks at Geppetto.

PINOCCHIO

Do I not have a mother?

GEPPELTO

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

PINOCCHIO

Where is she?

Geppetto sits there a moment, thinking.

GEPPELTO

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

Pinocchio looks down at the ground, apparently saddened.

PINOCCHIO

Oh. Don't you miss her?

GEPPETTO

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

Pinocchio looks at Geppetto.

PINOCCHIO

What do you mean, Papa?

GEPPETTO

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

Near them, a MUSICIAN begins playing an accordion.

Pinocchio turns his attention to the sound, enthralled.

PINOCCHIO

What's THAT?!

Geppetto looks over to the Musician.

GEPPETTO

That's an accordion. It makes music.

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

He looks at his feet.

PINOCCHIO

What am I doing?

GEPPETTO

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

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

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

MANGIAFUOCO

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

ROMEO

That's some puppet, though.

Mangiafuoco instinctively smacks Romeo across the back of the head.

MANGIAFUOCO

I didn't ask you your thoughts.

While Romeo rubs the back of his head, Mangiafuoco watches Geppetto some more with the puppet.

MANGIAFUOCO

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

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

MANGIAFUOCO

Offer him this in exchange for the puppet.

ROMEO

Sir?

MANGIAFUOCO

Don't make me ask you twice, boy.

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

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

Romeo clears his throat.

ROMEO

Pardon me, sir.

Geppetto snaps his attention to Romeo, startled.

GEPPELTO

Gracious, boy. You nearly stopped my old ticker.

ROMEO

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

GEPETTO

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

Romeo looks at Pinocchio.

ROMEO

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

Romeo holds up the stuffed coin purse.

ROMEO

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

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

GEPETTO

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

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

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

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

INT. TAVERN - DAY

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

The TAVERN OWNER makes his way over to them.

TAVERN OWNER

Afternoon. May I offer you something to drink?

GEPPELTO

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

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

TAVERN OWNER

Right. Won't be a minute.

Geppetto sighs heavily.

PINOCCHIO

What's gin?

GEPPELTO

It's a drink that you shall not
taste.

PINOCCHIO

Why?

GEPPELTO

It's only for grown ups.

The Tavern Owner returns and sets the two mugs down.

TAVERN OWNER

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

GEPPELTO

Yes, please.

The Tavern Owner hesitates a moment.

TAVERN OWNER

Two?

Geppetto nods.

GEPPELTO

Naturally.

The Tavern Owner shakes his head and walks away.

PINOCCHIO

He's weird. What's his problem?

GEPPELTO

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

PINOCCHIO

Oh. Papa?

Geppetto takes a big gulp of gin.

GEPPELTO

Hm?

PINOCCHIO

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

Geppetto sets his mug down.

GEPPELTO

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

PINOCCHIO

Servant?

GEPPELTO

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

PINOCCHIO

You'd never sell me, right?

Geppetto starts laughing.

GEPPELTO

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

The Tavern Owner returns with the two bowls of soup.

TAVERN OWNER

That'll be two Lire's, please.

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

GEPPELTO

Eat up. You need your strength.

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

They nod curtly to Geppetto.

VOLPE
Hello again, sir.

GATTO
Good day.

Geppetto nods in return, but says nothing.

GEPPELTO
(Whispering to
Pinocchio)
Eat fast.

Volpe and Gatto sit down at the bar and order drinks.

Volpe takes out a cigar and begins chewing on it.

The two don't take their eyes off of Geppetto.

Geppetto sits there uneasily, eating as fast as he can.

GEPPELTO
Let's go.

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

Volpe and Gatto get up and follow him out.

EXT. TOWN - DAY

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

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

Volpe follows.

EXT. TOWN, ALLEY

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

VOLPE
Apologies, old timer.

GATTO

Nothing personal.

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

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

GEPPELTO

No! Let go of him! You can't have my son!

Volpe pulls harder, but Geppetto's hands do not give an inch.

Frustrated, Volpe cracks Geppetto over the head with his walking stick, causing him to let go of the puppet.

Volpe looks at the puppet.

VOLPE

What an ugly creation.

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

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

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

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

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

PINOCCHIO (O.S.)

Papa! Don't let them take me!
Papa!

Geppetto blacks out.

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

INT. MANGIAFUOCO'S CARAVAN - DAY

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

Mangiafuoco stands over the cage menacingly.

MANGIAFUOCO

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

ROMEO

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

MANGIAFUOCO

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

ROMEO

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

Mangiafuoco stands there a minute, thinking.

An evil smile creeps upon his face.

MANGIAFUOCO

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

Mangiafuoco chuckles.

There is a knock on the door.

MANGIAFUOCO

Enter.

Volpe and Gatto step inside, Pinocchio in hand.

VOLPE

Special delivery.

GATTO

As requested, sir.

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

MANGIAFUOCO

Well done. Very well done, indeed.

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

MANGIAFUOCO

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

GATTO

Shame he didn't take it.

VOLPE

A most gracious reward, sir.

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

MANGIAFUOCO

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

VOLPE

If only he could be so fortunate.

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

MANGIAFUOCO

You did not take his life, correct?

VOLPE

Absolutely not.

GATTO

We left him winded down an alley.

Mangiafuoco nods his head.

MANGIAFUOCO

Very good. Well, I have preparations to make. Supplies to fetch. If you'll excuse me,

(MORE)

MANGIAFUOCO (cont'd)
gentlemen, I best be getting on
with it.

VOLPE
Good day, sir.

Volpe and Gatto step out of the caravan.

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

MANGIAFUOCO
You stay right where you are.
Don't even think about moving.

With that, Mangiafuoco steps out of the caravan, closing and
locking the door behind him.

Romeo buries his face into his knees, crying.

Thunder grumbles, scaring Romeo.

Pinocchio sits there lifeless, looking down at him.

ROMEO
He's so mean to me. All he ever
does is yell at me and beat me.
(Pause)
No, he's not my papa.
(Pause)
Drunk in a gutter somewhere.
(Pause)
Dead.

In Romeo's mind, Pinocchio suddenly snaps to life.

PINOCCHIO
He is not your papa?

ROMEO
No.

PINOCCHIO
Where is he?

ROMEO
Drunk in a gutter, somewhere.

PINOCCHIO
And your...mama?

ROMEO

Dead.

Pinocchio looks down at the floor.

PINOCCHIO

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

ROMEO

I just want to run away.

PINOCCHIO

Run away?

ROMEO

Leave and never come back.

PINOCCHIO

Wouldn't he miss you?

ROMEO

No. Nobody would.

Romeo wipes the tears from his eyes and sniffles.

PINOCCHIO

I bet my papa would take care of you.

ROMEO

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

PINOCCHIO

A slave?

Romeo nods his head.

Suddenly, his face lights up.

ROMEO

You could come with me, though!

PINOCCHIO

Where?

ROMEO

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

PINOCCHIO

What's that?

ROMEO

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

Pinocchio thinks for a moment.

PINOCCHIO

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

ROMEO

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

Pinocchio shakes his head.

PINOCCHIO

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

ROMEO

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

Pinocchio ponders this and doesn't have an answer.

ROMEO

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

Pinocchio hesitates.

PINOCCHIO

Okay.

ROMEO

My name is Romeo. I think I'll call you Candlewick.

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

Thunder grumbles some more.

EXT. COUNTRYSIDE ROAD - DAY

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

CONST. PAZZI

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

CONST. LUPO

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

INSP. UFIZI

His tracks led this way, so this is the way we go. If we reach the town and nobody has seen hide nor hair of him, then we go back home.

CONST. PAZZI

(to Const. Lupo)

All this for one loon.

Antonio does not like this comment.

ANTONIO

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

INSP. UFIZI

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

Const. Lupo smacks Const. Pazzi's shoulder.

CONST. LUPO

Nice going.

CONST. PAZZI

Shut up.

The group continue walking, the town drawing ever closer.

EXT. TOWN, ALLEY - NIGHT

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

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

The beating heart grows louder and faster and still nothing.

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

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

He groans, and slowly sits up.

GEPPELTO
Pinochio.

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

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

GEPPELTO
Theresa...

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

And then she's gone.

Geppetto rubs his head and slowly begins walking, stumbling.

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

EXT. TOWN SQUARE - NIGHT

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

A small tent has been set up behind the caravan.

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

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

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

ROMEO

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

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

ROMEO

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

More cheers from the crowd.

ROMEO

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

The crowd bursts into cheers and applause.

EXT. TOWN - NIGHT

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

GEPPELTO

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

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

shaking them.

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

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

The Townspeople's faces twist and contort as Geppetto looks at them.

GEPPELTO

Pinocchio! Answer me! Where are you?!

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

GEPPELTO

No! Not again!

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

EXT. TOWN SQUARE - NIGHT

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

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

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

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

GEPPELTO

What's going on here?

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

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

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

GEPPELTO

No.

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

INT. TAVERN - NIGHT

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

CONST. LUPO

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

INSP. UFIZI

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

Antonio sighs.

ANTONIO

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

Insp. Ufizi nods his head.

INSP. UFIZI

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

CONST. PAZZI

Sounds good to me, inspector.

The Tavern Owner makes his way over to the group.

TAVERN OWNER

Drinks?

INSP. UFIZI

Water, all around.

The Tavern Owner nods his head and walks away.

CONST. PAZZI

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

ANTONIO

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

INSP. UFIZI

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

The Tavern Owner returns, setting the drinks down.

He notices to rifles on the three officers shoulders.

TAVERN OWNER

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

CONST. PAZZI

We're looking for someone.

TAVERN OWNER

I'll bet. What's he done?

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

INSP. UFIZI

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

TAVERN OWNER

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

The Tavern Owner starts to walk away.

CONST. PAZZI

(sarcastically)

Yeah if you see a crazy old man talking to a puppet, be sure to fetch us, eh?

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

The Tavern Owner turns around.

TAVERN OWNER

Funny you should mention that. I had an older gentleman in here earlier today that had a wooden
(MORE)

TAVERN OWNER (cont'd)
 puppet with him. Ugly little
 bastard, I should add. Anyways, he
 kept whispering to it. Son of a
 bitch even ordered food and drink
 for the damn thing.

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

EXT. TOWN SQUARE - NIGHT

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

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

He bows.

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

He stands there, beaming, absorbing the praise.

He bows yet again.

He then raises his hands to silence to cheering crowd.

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

The CHILDREN all shout and holler in excitement.

Mangiafuoco beckons them.

MANGIAFUOCO
 Please, follow me.

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

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

INT. TENT - NIGHT

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

Romeo is there, waiting for them.

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

MANGIAFUOCO

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

Mangiafuoco leaves the tent, leaving the children to play.

EXT. TOWN SQUARE - NIGHT

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

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

MANGIAFUOCO

You're early.

THE COACHMAN

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

MANGIAFUOCO

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

THE COACHMAN

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

MANGIAFUOCO

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

THE COACHMAN

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

Mangiafuoco becomes even more visibly nervous.

MANGIAFUOCO

No. Of course not. Not at all.

THE COACHMAN

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

MANGIAFUOCO

Correct.

THE COACHMAN

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

MANGIAFUOCO

Apologies. It won't happen again.

THE COACHMAN

See to it that it doesn't.

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

THE COACHMAN

Now, get those orphans ready.

Mangiafuoco nods and heads for the tent.

The Coachman jumps back up onto his carriage.

INT. TENT - NIGHT

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

MANGIAFUOCO

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

LITTLE BOY

What it is?

MANGIAFUOCO

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

LITTLE GIRL

What's the Land of Play?

MANGIAFUOCO

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

The children all begin cheering.

MANGIAFUOCO

This way.

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

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

MANGIAFUOCO

Not you, boy.

ROMEO

But you said I could -

MANGIAFUOCO

Stay put!

Mangiafuoco exits the tent, leaving Romeo there, upset.

ROMEO

I'm not listening this time.

EXT. TOWN - NIGHT

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

INSP. UFIZI

Spread out. He can't have gone
far.

CONST. LUPO
He's long gone by now.

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

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

EXT. TOWN SQUARE - NIGHT

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

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

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

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

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

The Coachman cracks his whip and the carriage is off.

Mangiafuoco heads back to the tent.

INT. TENT - NIGHT

Mangiafuoco enters the tent.

MANGIAFUOCO
Come on, boy. Take it all down.

Mangiafuoco looks around and sees that Romeo is not there.

MANGIAFUOCO
Little bastard!

Mangiafuoco furiously leaves the tent.

INT. MANGIAFUOCO'S CARAVAN - NIGHT

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

MANGIAFUOCO

I told you to stay put, you little bastard!

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

Mangiafuoco laughs out of anger.

MANGIAFUOCO

You don't know what you've done.

There is a knock on the door.

MANGIAFUOCO

Go away!

Another knock.

MANGIAFUOCO

Are you deaf? I said go away!

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

Geppetto stands there, rage in his eyes.

MANGIAFUOCO

You.

GEPPELTO

I want my boy back! Where is he?!

Mangiafuoco appears confused.

MANGIAFUOCO

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

GEPPELTO

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

Realization hits Mangiafuoco.

He chuckles.

MANGIAFUOCO

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

GEPPELTO

He is no puppet! He's my son!

Mangiafuoco laughs even harder.

MANGIAFUOCO

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

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

GEPPELTO

Where did they go?! You tell me where they went!

Mangiafuoco just lays there, laughing.

In a rage, Geppetto grabs some puppet strings and wraps them around Mangiafuoco's neck, strangling him.

GEPPELTO

You tell me! You tell me right now!

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

GEPPELTO

Where is my son?!

EXT. TOWN SQUARE - NIGHT

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

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

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

INSP. UFIZI

Stop! Stop at once!

Geppetto pays no mind and just keeps riding.

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

INT. MANGIAFUOCO'S CARAVAN - NIGHT

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

Mangiafuoco is in the corner, propped up by wires, dangling like a puppet, beaten and humiliated.

MANGIAFUOCO

Help me!

EXT. TOWN SQUARE - NIGHT

Insp. Ufizi rushes out of the caravan, horrified.

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

INSP. UFIZI

Help here! We need help! Send a doctor!

CONST. PAZZI

What is it?

CONST. LUPO

Did you find him?

ANTONIO

Has he been harmed?

Insp. Ufizi gathers himself.

INSP. UFIZI

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

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

INSP. UFIZI

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

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

EXT. LAND OF PLAY - NIGHT

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

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

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

Scattered throughout are old, decrepit clown statues.

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

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

Suddenly, lights flicker on, lightly illuminating the area and an old phonograph begins to emit carnival music, adding to the ambiance.

The Ferris wheel begins slowly revolving, creaking with age.

The Coachman returns to the carriage and unlocks the door.

His voice has now become haunting and raspy.

THE COACHMAN

Here we are, children. Enjoy your stay.

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

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

The Coachman places his hand on Romeo's shoulder.

THE COACHMAN

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

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

The Coachman leads him away.

EXT. COUNTRYSIDE ROAD - NIGHT

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

GEPETTO

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

EXT. LAND OF PLAY - NIGHT

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

Some go through the freak show.

Some play games inside the tents.

Others hop onto the Ferris wheel.

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

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

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

THE COACHMAN

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

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

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

ROMEO

I've always wanted to try one of
these.

PINOCCHIO

What's that?

ROMEO

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

Romeo pops it into his mouth and strikes a match.

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

Romeo looks at Pinocchio, confused.

ROMEO

What?

PINOCCHIO

I don't like that!

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

Romeo puffs and then spits out the cigar, gagging.

ROMEO

Yuck!

PINOCCHIO

No good?

Romeo coughs, shaking his head.

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

Pinocchio looks around.

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

ROMEO

What's wrong with you, Candlewick?

PINOCCHIO

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

ROMEO

Don't be such a worry wart!

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

Pinocchio becomes even more uneasy.

PINOCCHIO

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

Romeo shakes his head.

ROMEO

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

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

Romeo picks up a pool cue.

EXT. LAND OF PLAY - NIGHT

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

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

All around him, shadows move and create unnatural shapes.

The carnival music turns into a demonic serenade.

The lights spin and whiz around.

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

His mind has fully snapped, and the hallucinations follow.

GEPPELTO

Pinocchio!

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

Geppetto runs to the freak show tent, darting inside.

INT. LAND OF PLAY, FREAK SHOW - NIGHT

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

GEPPELTO

Pinocchio?

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

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

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

GEPPELTO

No! Stop!

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

Geppetto closes his eyes and runs towards the exit.

GEPPELTO

Pinocchio!

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

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

ELEPHANT MAN

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

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

EXT. LAND OF PLAY - NIGHT

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

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

GEPPELTO

Pinocchio! Where are you?!

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

Pinocchio looks up, listening.

PINOCCHIO

Did you hear that?

Romeo sinks the 8 ball in a corner pocket.

ROMEO

Hear what?

PINOCCHIO

Papa. I heard him.

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

THE COACHMAN

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

Romeo tosses his pool cue down.

ROMEO

Oh boy. Can I bring Candlewick?

Romeo grabs the lifeless puppet.

THE COACHMAN

Of course. Whatever you desire,
little boy. Come.

The Coachman rubs his hands together and motions for Romeo to join him in the back room.

EXT. LAND OF PLAY - NIGHT

Geppetto stumbles through the Land of Play, completely disoriented.

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

Children dart around the area.

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

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

Geppetto closes his eyes.

LITTLE GIRL (O.S.)

Hey mister, are you okay?

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

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

LITTLE GIRL

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

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

She runs away.

GEPPETTO

Wait! I'm looking for my son!

The Little Girl ignores him and disappears into the darkness.

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

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

Romeo looks around the back room, which is empty save for another man, a SLAVER.

Romeo hugs Pinocchio tightly.

ROMEO

(motioning to the
Slaver)

Who's that?

THE COACHMAN

This is going to be your new friend, little boy. He's come to take you to a place where you can play together forever. Doesn't that sound nice?

SLAVER

Good looking boy. No doubt he can work?

THE COACHMAN

Of course. Price is firm.

The Slaver hands The Coachman a coin purse and grabs Romeo.

SLAVER

Come, boy.

Romeo resists.

ROMEO

I think I'll just stay here with
the other kids.

THE COACHMAN

Oh, really?

EXT. COUNTRYSIDE ROAD - NIGHT

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

INSP. UFIZI

Keep your eyes open! Look for any
signs of him! He can't be that far
ahead!

They thunder on, the Land of Play becoming visible in the distance.

Antonio looks at it.

ANTONIO

Over there! What's that?

Insp. Ufizi looks at it.

CONST. PAZZI

I didn't know the carnival was in
town this year, sir!

INSP. UFIZI

It's not.

CONST. LUPO

Sure looks like it's in business
to me!

INSP. UFIZI

Come on!

The group take off towards the carnival.

EXT. LAND OF PLAY - NIGHT

Geppetto stumbles through the Land of Play, mumbling to himself.

A scream erupts through the night air. The scream of a little boy.

GEPETTO

Pinocchio?!

Geppetto rushes over to the sound of the scream, entering the Ringmaster's Quarters.

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

Geppetto rushes inside the tent, looking around frantically.

GEPETTO

Pinnochio, my son!

There is sudden, jerky motion from behind the closed curtain and Geppetto approaches it, tearing the curtain away.

The Coachman has one hand around Romeo's throat, choking him. He raises the other and strikes him, knocking him to the ground, blacking him out.

The Slaver darts out of the quarters, running into the night.

The Coachman turns to face Geppetto, startled.

THE COACHMAN

Who are you?!

Geppetto just stands there, horrified.

GEPETTO

You...you bastard! How could you put your hands on an innocent child?!

THE COACHMAN

What business is -

GEPETTO

How could you? And my son? You monster!

The Coachman stands there, unsure of what to do.

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

The Coachman trips over Romeo and falls onto his back.

Geppetto jumps onto him.

The Coachman tries desperately to fight him off, bringing out a knife from his belt.

GEPETTO

He's a child! You protect them!
You never hurt them! They're
precious! How could you do that to
my boy?!

THE COACHMAN

Wait. Wait!

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

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

GEPETTO

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

Pinocchio looks up at Geppetto.

PINOCCHIO

Papa...

Geppetto looks at his son, crying.

GEPETTO

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

The Coachman reaches up to grab Geppetto's throat, but Geppetto slaps it away and begins stabbing.

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

EXT. LAND OF PLAY - NIGHT

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

Both are completely soaked with blood.

GEPETTO

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

(MORE)

GEPETTO (cont'd)
 promise.

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

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

INSP. UFIZI
 Hold it right there!

Geppetto takes off running towards the forest.

ANTONIO
 Geppetto, my friend! Stop! For
 God's sake!

Geppetto does not heed his friend.

Const. Pazzi draws his rifle and aims.

He fires, catching Geppetto in the leg.

Geppetto stumbles, but keeps right on running.

INSP. UFIZI
 Hold your fire!

The group takes off running after Geppetto.

EXT. FOREST - NIGHT

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

His pursuers' shouts echo through the night.

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

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

Geppetto looks down at Pinocchio.

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

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

He then looks from behind the tree.

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

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

CONST. PAZZI

There!

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

EXT. LAKE, SHORELINE - NIGHT

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

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

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

GEPPELTO

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

EXT. LAKE - HALLUCINATION

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

All around them, they are surrounded by darkness.

PINOCCHIO

Papa, I don't like this.

GEPPELTO

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

Something hits the boat and it rocks.

Geppetto looks around, suddenly afraid.

GEPETTO
Must've hit a rock.

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

PINOCCHIO
What was that?!

Geppetto smiles at Pinocchio, trying to assure himself.

GEPETTO
It was nothing. A fish.

WHOOSH!

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

Geppetto freezes, terrified.

PINOCCHIO
Papa!

Geppetto clutches Pinocchio and the tale slams down.

EXT. LAKE, SHORELINE - REALITY

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

Geppetto clutches Pinocchio tight in his hands.

They never went anywhere.

Antonio stands over his friend.

ANTONIO
Gepetto? Can you hear me? Gepetto?

Insp. Ufizi pulls Geppetto onto his feet.

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

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

Antonio looks into Geppetto's hollow, empty eyes.

There's nothing there.

ANTONIO

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

The group begins walking.

EXT. LAKE - HALLUCINATION - NIGHT

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

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

PINOCCHIO

Is it gone?

GEPETTO

I don't know. I think so.

PINOCCHIO

I'm scared, Papa!

GEPETTO

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

Geppetto smiles at Pinocchio.

GEPETTO

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

Pinocchio nods his head.

PINOCCHIO

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

Geppetto smiles and begins crying.

GEPETTO

At least we'll always have each other.

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

PINOCCHIO

It's coming back!

Pinocchio begins crying and Geppetto holds him even tighter.

GEPPETTO

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

Geppetto looks down into the black water.

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

Terrified, Geppetto screams.

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

INT. ASYLUM - DAY

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

He shakes their hands.

DR. MOUNSTRO

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

Dr. Mounstro looks at Geppetto.

DR. MOUNSTRO

And this is our patient?

ANTONIO

Geppetto.

DR. MOUNSTRO

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

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

Dr. Mounstro looks at Insp. Ufizi.

DR. MOUNSTRO

Non-responsive, I see. Violent behavior?

INSP. UFIZI

He brutalized a man, turning him into a puppet, and killed another.

DR. MOUNSTRO

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

Dr. Mounstro looks at the puppet in his hands.

DR. MOUNSTRO

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

ANTONIO

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

Dr. Mounstro looks at Antonio, perplexed.

DR. MOUNSTRO

His son, you say? Interesting.

ANTONIO

He's delussional.

DR. MOUNSTRO

You certainly could say that, couldn't you?

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

Geppetto begins thrashing around violently and shouting.

DR. MOUNSTRO

Orderlies! I need a jacket in here at once!

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

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

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

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

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

DR. MOUNSTRO

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

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

ANTONIO

What's that for?

DR. MOUNSTRO

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

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

DR. MOUNSTRO

See that it is properly disposed of.

Dr. Mounstro looks at Insp. Ufizi and Antonio.

DR. MOUNSTRO

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

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

DR. MOUNSTRO

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

ANTONIO

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

Dr. Mounstro looks at Antonio, smiling.

DR. MOUNSTRO

Of course. Excuse us. I'll be sending for you within a few days, inspector. I understand you brought in a boy with you as well?

INSP. UFIZI

Yes, sir. He was there when
Geppetto...you know.

DR. MOUNSTRO

Interesting. I'll be sure to take
a look at him as well.

Dr. Mounstro and an Orderly lead Geppetto away.

Antonio and Insp. Ufizi go to leave.

EXT. ASYLUM - DAY

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

It is overcast and breezy. A storm is brewing.

INSP. UFIZI

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

ANTONIO

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

INSP. UFIZI

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

Antonio nods his head.

ANTONIO

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

Insp. Ufizi pats Antonio on the shoulder.

INSP. UFIZI

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

ANTONIO

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

INSP. UFIZI

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

Lightning flashes and thunder rumbles.

INSP. UFIZI

Come on, before it storms.

A GUARD opens the main gate for them and they climb into their carriage.

ANTONIO

What of the boy?

INSP. UFIZI

I don't think it's too late for the boy.

ANTONIO

Maybe there's something more I can do for both of them.

INSP. UFIZI

Best not to torture yourself too much over it. You've done enough. You're a good man, Antonio.

Antonio smiles at Insp. Ufizi.

The carriage rides away.

INT. ASYLUM - DAY

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

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

DR. MOUNSTRO

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

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

DR. MOUNSTRO

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

Dr. Mounstro takes out a match and lights it.

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

A single tear rolls down his cheek.

Dr. Mounstro drops the match into the bin.

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

Geppetto just stands there, eyes open.

Dr. Mounstro and the Orderly turn to walk away.

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

PINOCCHIO

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

Geppetto just sits there, staring.

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

Geppetto is completely catatonic.

EXT. COUNTRYSIDE HILL - DAY

The stump of the tree sits dully against the backdrop of a
gorgeous sunset.

The sky quickly turns dark and it begins to thunder.

INT. UNDERGROUND

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

The beating slows and then finally stops.

The roots slowly wither, shrivel up, and die.

INT. ASYLUM, COMMON ROOM - DAY

Geppetto stands at the large window overlooking a hill.

He stares blankly, looking at everything and seeing nothing.

The sky is bleak and overcast.

Dr. Mounstro stands in the corner, observing him.

Antonio enters the room with Romeo, slowly shuffling him over to Geppetto.

Dr. Mounstro looks to Antonio, nodding his head.

ANTONIO

This is Romeo, Geppetto. He really
needs a friend right now.

Antonio slowly backs away, joining Dr. Mounstro to watch the two of them intently.

Romeo, like Geppetto, stares out the window blankly.

Ever so slowly, his hand creeps over towards Geppetto, and lightly grips it.

Something stirs in Geppetto, a tear slowly trickling down his face.

The sun penetrates through the clouds and the two stand there, silhouettes of father and son amid the blazing sunlight.

In the distance comes the faint sound of a heart beginning to beat.

FADE OUT.