

The
Masque of the Red Death

Screenplay by

Charlie Polinger

Based on the story by

Edgar Allan Poe

Death comes equally to us all ...

... and makes us all equal when it comes.

-John Donne

*Lord,
help
my
poor
soul.*

-Edgar Allan Poe

BARELY AUDIBLE GREGORIAN CHANTING UNDERSCORES SCROLLING TEXT WITH NARRATION (TEXAS CHAINSAW STYLE);

NARRATOR (V.O.)

*The Red Death had long devastated
the country...*

*No pestilence had ever been so
fatal, or so hideous...*

*Blood was its Avatar and its seal --
the madness and the horror of
blood...*

*There were sharp pains, and sudden
dizziness, and then profuse
bleeding at the pores, with
dissolution...*

*The scarlet stains upon the body
and especially upon the face of the
victim were the pest ban which shut
him out from the aid and from the
sympathy of his fellow-men...*

The nerve-jangling CHANT building as we FADE UP on:

A BLOOD-SOAKED, DECOMPOSING FACE. Its long-dead features contorted in Edvard Munch-like terror. The lower jaw - nearly ripped from the head - hangs wildly askew. Maggots swarm its rotting eyes. Far away CHURCH BELLS CLANGING.

Slowly, we CRANE UP, revealing a SEA OF PUTRID CARCASSES pocking the fog-soaked hills.

SUPER TITLE:

**KINGDOM OF NEBERIUS
SOME TIME AGO**

Mist slowly clears, revealing in the distance: a MAJESTIC CASTLE silhouetted arrogantly atop a hill by a blood-red sunrise. Its walls soar up in severe perpendicular lines from the ground. Cylindrical watchtowers rising from the corners. The Great Cast Iron Gate.

All of these displays of its power and impermeability.

Chanting SWELLS to deafening crescendo--

SUPER TITLE:

THE MASQUE OF THE RED DEATH

INT. CASTLE. DAWN.

PRINCE PROSPERO, a deathly self-serious man in a state of utter panic. He is elaborately primped and corseted; his hair is dyed and curled, his cheeks are rouged, and under it all he looks like one of the very late Roman Emperors gone badly to seed.

He extends his tongue as an APOTHECARY inspects his throat.

APOTHECARY
An itch, my lord?

PROSPERO
Not so much an itch as ... a
prickling.

APOTHECARY
I see.

The apothecary feels his glans, checks his heartbeat.

PROSPERO
(to the Apothecary)
You service a great many clients,
do you not?

APOTHECARY
Yes, Your Excellency, I do.

PROSPERO
You must have an ear for gossip.

APOTHECARY
I pride myself on my ability to
keep a secret, Your Excellency, if
that is what you mean.

PROSPERO
Precisely the opposite. Secrets are
quite like flatulences. Holding
them in will invariably cause your
belly to ache while letting them
out is always a bit of good fun.

Prospero's wife, PRINCESS MARY, high off her ass on opium,
rocks back and forth in a corner, watching sage burn.

CATARINA, the Princess's lady-in-waiting, exudes an ice-cold
elegance as she silently observes Prospero's every move.

PROSPERO (CONT'D)
Tell me - what is word round the
campfire?

APOTHECARY
Same old, Your Excellency, same
old. Would you mind ...
(quietly)
Lowering your...

Prospero pulls his tights down to his ankles. The Apothecary reaches up his tunic, inspecting his testicles.

PROSPERO
Is it true ...

APOTHECARY
Cough.

He coughs.

PROSPERO
Is it true the -- APOTHECARY (CONT'D)
Cough again.

He coughs again.

PROSPERO (CONT'D)
(growing irritated)
Are you finished?

APOTHECARY
Yes, Your Excellency, all done.

PROSPERO
And ...

The apothecary unsure what he's referring to.

PROSPERO (CONT'D)
The prognosis?

APOTHECARY
You are a portrait of health and
virility, My Lord.

PROSPERO
And the prickle?

APOTHECARY
Most likely a result of the
season's change. Drink hot tea and
seek a good night's rest.

PROSPERO
Any possibility of ...

APOTHECARY
None whatsoever, Your Excellency.

Prospero pulls his pants back up, hop-wiggling them on. We may catch a glimpse of the crowned jewels.

PROSPERO
(unable to help himself:)
Tell me is it true the people have
lost faith in my leadership?

APOTHECARY
W-what?

PROSPERO
Do not think! SPEAK! APOTHECARY (CONT'D)
No! No! You ... they ... I --

PROSPERO (CONT'D)
The only thing worse than a traitor
is a liar. Speak truthfully. Hurry,
speak! Speak!

APOTHECARY PROSPERO
The people are frightened ...
They fear the Red De-- DO NOT SPEAK ITS NAME!

APOTHECARY (CONT'D)
Forgive me! How forgetful I -- they
fear the, the, the ... contagion.

PROSPERO
Continue ...

APOTHECARY
The people they ... God has ...
forsaken them and they ... they
seek ... answers ...

PROSPERO
Are you a poet?

APOTHECARY
N-no....

PROSPERO
Then why do you speak in riddles?

APOTHECARY
What I mean, Your Excellency, is
... they are in search of something
or ... someone to ... blame.

PROSPERO
And they blame ME???

A moment. The apothecary glances at Princess Mary (stoned)
and her Lady-in-Waiting (poker faced).

APOTHECARY (CONT'D)
Well ... ah ... yes I'm afraid some
do. Of course I always try to
convince them otherwi--

PROSPERO
I have done EVERYTHING in my powers
to help! I have spoken with the
leading experts in medicine,
rallied battalions to lay rat
poison, sent watchmen to guard over
infected homes, if not for me the
entire kingdom would--

APOTHECARY
Try to understand My Liege, those
are sensible solutions to a most
senseless scenario. Many think the
pestilence a vengeful phantom,
veiled in crimson robes which
shroud its hollow, merciless eyes--

CATARINA
(to the apothecary)
You may leave.

AH ... APOTHECARY CATARINA (CONT'D)
The Prince has a most urgent matter to attend. Thank you, Godric.

APOTHECARY (CONT'D)
My pleasure, as always.
(bowing)
Your Excellency.

He leaves.

PROSPERO

Catarina hands him a glass of salt water.

CATARINA
How many times must I remind you
never to debase yourself in front
of the Apothecary? Gargle.

PROSPERO

CATARINA
Stand straight. String to the sky.

PROSPERO
(he over-straightens)
Debase how how how debase what
debasement hello how answer me
answer me answer me answer me--

CATARINA
Exorcising your every whim and
fancy like some needful child.

PROSPERO
(red in the face)
Is a child feared across the lands
for his ... prowess in battle? Tell
me, is a child coveted by women -
old and short and young and fat -
for his ... prowess ... in the
bedchamber?? ... Well?!!?

CATARINA
A grown man should have a wider
vocabulary.

PROSPERO
My vocabulary is boundless.

CATARINA
You said prowess twice.

PROSPERO
I did not.

CATARINA
Okay.

PROSPERO
I said it once.

CATARINA
Okay.

He HURLS his glass at the wall, SHATTERING it.

PROSPERO
I SAID IT ONCE!!

CATARINA
(heading out)
I will not engage with you in this
condition.

PROSPERO
 I WILL NOT ENGAGE WITH YOU! Wait
 wait wait wait do not leave.
WAIT!! WAIT!!!!

He rushes over to her, preventing her from leaving. She hands him another glass of salt water, already prepped.

CATARINA
 You sicken me. Gargle.

He gargles.

CATARINA (CONT'D)
 Spit.

He spits back into the glass.

PROSPERO
 I have done so much and yet my
 people do not respect me. What more
 can I do??

CATARINA
 Perhaps it is due time we accept
 the indisputable truth: we can no
 longer remove the "Plague" from
 Naberius. We can, however, remove
Naberius from the "Plague" ...

PROSPERO
 Yes ... Indeed ... In fact I had
 similar thoughts myself ...

A long moment.

PROSPERO (CONT'D)
 When you say "remove" you mean ...
 remove or ... what do you mean?

She guides him along the room, towards a wall covered in a giant gothic, Biblical Goya-esque PAINTED TABLEAUX.

CATARINA
 When Abraham came to the Lord,
 pleading mercy for the degenerates
 of Sodom and the adulteresses of
 Gomorrah, he asked:

A DARK CHANT pulsing as we SCAN along the TABLEAUX:
 -ABRAHAM ON HIS KNEES TALKING TO "GOD"

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

"What if there should be fifty innocent within the city; will You then wipe out the place and not forgive it for the sake of the innocent fifty who are in it? Far be it for You to do such a thing, to bring death upon the innocent as well as the guilty."

-AGGRO GOD FACE, ABRAHAM BLOWN BACKWARDS

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

And the Lord answered:

CATARINA & SCARY GOD (V.O.)

"Far be it for YOU, mere mortal, to tell me how to be, for I, the Lord, work in mysterious ways and the people have sinned."

-SODOM AND GOMORRAH CONSUMED IN FLAME AND SMOKE, SCREAMING PEOPLE'S FACES MELTING OFF THE BONE

CATARINA (O.S.)

So the Lord rained upon Sodom and Gomorrah sulfurous fire. And now, my Prince, once again, the people have sinned.

-PEASANTS FUCKING AND WORSHIPING ANIMALS, EATING EACH OTHER

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

They have brought upon themselves the wrath of God and they shall suffer.

-PEASANTS DYING FROM BOILS, HAIL, LOCUSTS. SOUNDS OF SCREAMING AND CRYING. THE PAINTING BURNS BLACK.

CATARINA (CONT'D)

Still with me?

Prospero nods, slightly mind-fucked.

MONTAGE:

-A GUEST LIST is written out on GOLD-FLECKED PARCHMENT
 -RED WAX seals DOZENS OF INVITATIONS
 -THE INVITATIONS are dispersed to COURIERS on horseback
 -THE COURIERS ascend treacherous snowy mountain passes, the wind biting at their faces
 -THE INVITATIONS slide beneath the DOORS of various MANOR HOUSES and COUNTRY ESTATES

CATARINA (V.O.)

It is neither for you nor I to defy the Lord's Will. What it is for you and you alone is to protect the *Innocent Few*: The Nobles and Barons, the Bishops and the Monks, the Lords and the Knights. The Gentry.

INT. HALL OF HEADS. DAY.

A grandiose corridor decorated in the MOUNTED SEVERED HEADS OF TRAITORS. Catarina walks with Prospero:

CATARINA

You are no Prince of Peasants.

PROSPERO

(shaking his head)

No Prince...

CATARINA

We must make haste: usher in the chosen few, then weld our gates with molten iron.

PROSPERO

... And then ...

CATARINA

We wait. And oh, in what glorious fashion we shall wait. You are wise to fear morale, My Prince, for it is low indeed. These are dark and wretched times. The Gentry need not think. The Gentry need not mourn. They need music and merriment and mead. Mindless revelry. Think of that hero of yours, Caligula. What would he do in these bedeviled times? Far be it from him to groan and whinge like some woebegone cuckold.

She leans in close, here EYES PIERCING through him. She reaches her hand up his tunic and grabs his balls.

CATARINA (CONT'D)
You say you covet respect. Earn it.

INT. ROYAL COURT. DAY.

Prospero stands before his CHIEF ADVISORS, mid-speech:

PROSPERO
A kingdom run by fear is no kingdom at all. It is ... *something else.* Indeed. We cannot remove the Plague from Neberius. Thusly, Neberius shall be "removed."

CATARINA
(quietly:)
... From the Plague.

PROSPERO
From the Plague, yes.

Murmurs and reactions. MARGARITA (20s), Prospero's half-sister, struggles to contain her fury:

MARGARITA
The people will not stand for it. They will band together and form an army the likes of which we can scarcely comprehend.

CATARINA
Even in less dire times, the "people" do not possess the means nor the mental faculty to pull off any sort of legitimate rebellion.

MARGARITA
I was having a conversation with my brother. I do not believe anyone asked your opinion on the matter.

Catarina glares at her.

MARGARITA (CONT'D) (to Prospero) You are an imbecile if you think this will earn the respect of--	PROSPERO I will not hear it. Yap yap yap yap yap, like a pelican.
---	--

MARGARITA (CONT'D) PROSPERO (CONT'D)
 Hear me: this plan will not-- ENOUGH!! YOU ARE DISMISSED!

CATARINA
 You heard him. You may leave.

Margarita charges Catarina, PINNING her to the wall. GUARDS rush over, pulling her off as Catarina gasps for air.

MARGARITA
 RELEASE ME!! RELEASE ME AT ONCE YOU
 HOLLOW-HEADED CHURLS!

PROSPERO
 You have gone to far. Too far!
 Cease now or you shall find
 yourself banished.

MARGARITA
 Yet another empty threat from the
 Puppet Prince.

All eyes on Prospero. He looks around, flustered.

PROSPERO
 I'm warning you. One more word.

MARGARITA
 You pathetic little milksop.

PROSPERO
 That's it! GUARDS!

They approach her.

MARGARITA
 Save your breath. I will leave of
 my own volition.

EXT. HALL OF HEADS. CONTINUOUS.

EMBROIDERED SATIN MULES flip-flopping on freshly-mopped geometric tiling. Margarita storms through the grand hall.

PROSPERO
 Wait! I say, wait!

MARGARITA
 Fivefold you have banished me. And
 fivefold you have reneged on your
 banishment. This time, I shall
 honor your word. For both our sake.
 You shall not be seeing me.

PROSPERO

If you leave you will not be
permitted to return.

MARGARITA

That is precisely the thrill of it.

She turns and walks away.

PROSPERO

You will freeze to death!!

She stops. Then, slowly, she turns back to her brother:

MARGARITA

They shall never, ever, ever
respect you because you are weak.

This pierces like a dagger.

EXT. PALACE GROUNDS. CONTINUOUS.

Margarita mounts her horse and rides through the many walls and gates and down the STEEP HILL.

EXT. PEASANT MARKET. DAY.

Anxiety palpable as PEASANTS in the over-crowded streets keep their eyes peeled for signs of contagion. Many wear dirty rags over their mouths and faces.

HAWKERS pedaling various Red Death tonics, ZEALOTS calling for repentance and invoking the End Of Times.

An ARTIST displays religious PAINTINGS depicting the RED DEATH as a SPECTRAL FIGURE IN A RED HOODED CLOAK and its VICTIMS bleeding from all their pores.

PAINTER

Try to tear off the boils, they do,
scratch at their own veins, cry in
horror only to fall on deaf ears,
for the Red Death grants no mercy.
Do I frighten you?

MACHO PEASANT MAN

You know me not. I do not frighten.

A HAGGARD OLD LADY in dirty rags and a hood, limps into the market. She wheezes violently, carrying in her arms a DEAD LITTLE GIRL. The market falls into silent terror. The macho peasant man drops to his knees, trembling.

OLD LADY

I have just borne witness to that which every man, woman, and child most dreads ... Yes, I have seen with these two eyes that most fearful of phantoms: The Red Death. It is twice as ghastly as any poem or painting could portray. This innocent child--

She places the girl onto the dirt. She is COVERED IN BLOOD.

OLD LADY (CONT'D)

Fell victim to its ruses in a matter of minutes. Run, I say. Run fast and far! RUN before--

She writhes horribly, as if being possessed by a demon. SMOKE RISES around her. The crowd watching in abject terror. Her rags drop, revealing a RED-HOODED ROBE. Inside it, a ROTTING SKULL for a face. The demon releases a deep, horrible laugh.

People SCREAM and RUN, abandoning the market.

Once they all clear, the demon PEELS OFF the SKULL MASK, revealing the FACE OF A YOUNG PEASANT WOMAN, in her 20s. Though quite a bit more malnourished, she bears striking resemblance to Margarita. This is **ISABEL**.

The "dead girl" stands up and wipes the fake blood off her face. This is Isabel's younger sister, **ROSE** (13).

They fill sacks with food from the stands.

EXT. ALLEYWAY. MOMENTS LATER.

Isabel leafs through the sack, taking stock of their findings. Behind her, THICK SMOKE BILLOWING. Isabel finds an ORNATE SILVER PENDANT with an engraved R, places it in Rose's hand.

ISABEL

Look: R for Rose. Good luck.

They mount their mule and begin the long trip home, passing a PIT FULL OF BURNING CORPSES. A LINE OF WHEELBARROWS DUMPING THEIR CONTENTS. MOURNERS WEEPING. DEEP, BELLOWING CHANTING.

A shiver coursing down their spines as they hurry past.

INT. CASTLE. DAY.

A group of ROYAL PARTY PLANNERS stand beneath a GIANT FLOOR PLAN of the royal grounds, covered in colored pins with small labels. A STEWARD places a pin.

STEWARD
Shall we put him in the Central
Block?

Prospero KICKS over a tray full of food.

STEWARD (CONT'D)
Your Majesty?

PROSPERO
You stand before me ... indulging
in petty gossip while my sister is
missing and we have made NO EFFORT
TO FIND HER!

SOME PARTY PLANNER (O.S.)
I thought she was banished...

ANOTHER STEWARD
It should be noted, Your
Majesty, that sixty three
separate search parties have
been deployed.

PROSPERO
It is not enough!

He storms out. The others share a look.

INT. PRINCE'S CHAMBERS. MOMENTS LATER.

Prospero breaks stuff. Catarina enters.

CATARINA
Sit.

He looks at her.

CATARINA (CONT'D)
Sit.

He obliges. She sits across from him.

CATARINA (CONT'D)
Permission to speak candidly.

A moment. Then he nods.

CATARINA (CONT'D)
 If your sister were alive and
 within one hundred leagues of this
 place, she would have long since
 been discovered.

A moment. She touches his knee ruefully.

CATARINA (CONT'D)
 I am sorry.

She leaves. A moment. Then he weeps.

INT. CASTLE HALLWAY. MOMENTS LATER.

Catarina walk down the hall and finds her way to--

SVEN, a bearded German man and the captain of the guards. If there had been hipster bouncers in these times, Sven would've been one - a perpetual look of dour disapproval on his face.

SVEN
 It is done.

EXT. ABANDONED TOWN. DAY.

Margarita rides on horseback through the once vibrant kingdom now consumed by the wrath of the Red Death. She navigates through desolate streets, her eyes widening at the sheer devastation that surrounds her.

PILES OF CORPSES lie strewn across the streets, a haunting testament to the merciless grip of the Red Death. A LONE CHICKEN walks past, a mere shadow of the joyful creatures that once roamed these streets.

Margarita takes this all in, shaken. Nearby, a HOODED STALKER trails on horseback...

EXT. XOINDYSDARTH RIVER. WHITE WATER RAPIDS. DUSK.

A thick fog. Margarita pulls out a sheepskin flask and fills it with water from the rapids.

The STALKER emerges from the woods, approaching stealthily...

CLOSE on Margarita's face. She senses a presence and turns slightly, but the fog obscures her view. CRICKETS SCREECH.

Margarita turns back to the water, when the stalker, in one swift, un-detectable gesture, PUSHES HER INTO THE RAPIDS--

EXT. PEASANT VILLAGE. NIGHT.

Isabel and Rose dismount their mule and heave supplies towards their hut. An OLD PEASANT MAN SCREAMS.

OLD PEASANT MAN
She's alright! Oh thank heavens,
the girl's alright!

Others rush over to her, hugging her, relieved. Isabel and Rose are completely confused.

OLD PEASANT WOMAN
What's all this racket??

OLD PEASANT MAN
Come out! The girl's awake!

OLD PEASANT WOMAN
No she's not. She's right here in
this hut!

OLD PEASANT MAN
I'm telling you, she's out
here! Come see for yourself!

OLD PEASANT WOMAN (CONT'D)
And I'm telling you she's in
the hut!!

OLD PEASANT MAN (CONT'D)
She's RIGHT HERE!!!!

OLD PEASANT WOMAN (CONT'D)
She's IN THE HUT!!!

INT. PEASANT HUT - MOMENTS LATER

Isabel stands over a bed, looking down at her DOPPELGÄNGER: the Duchess Margarita. Margarita is badly scratched up and unconscious. Her leg is broken, wrapped up in cloth.

The VILLAGERS crowd around, in awe at the resemblance.

OLD PEASANT MAN
Young Rufus found her at the Spout
of Xoindysdarth. Rescued her from
the rapids ...

Isabel examines her closely. It doesn't make sense. When suddenly, Margarita's eye's POP OPEN. She takes in Isabel. THEN ... MARGARITA BOLTS UPRIGHT IN THE COT, SCREAMING:

MARGARITA
Where am I!?

OLD PEASANT MAN
The Village of Norbury. You are
safe here.

Margarita closes her eyes. She open them again, as if Isabel might be an apparition. She stares at her for a long moment:

MARGARITA
Is this a dream?

OLD PEASANT MAN
What is life but perpetual slumber?

MARGARITA
... What is your name?

ISABEL
Isabel. And yourself?

MARGARITA
I ... I am the Duchess Margarita,
daughter to the King, sister to the
Prince.

Silence as this sinks in.

PEASANT WOMAN
So you are ... a Princess?

MARGARITA
No I am a Duchess. The Prince's
wife is the Princess.

PEASANT WOMAN
Wait ... is that how it works??

MARGARITA
Yes.

Margarita stares at Isabel.

MARGARITA (CONT'D)
Who is your mother?

ISABEL
I did not know her. I was found
washed ashore by the banks.

Margarita stares at Isabel, in awe. She shakes her head.

MARGARITA
No. It is not possible. It's like
looking into a mirror. A dirty one.

Isabel scoffs. Margarita stares at Isabel, softening. They even scoff the same way.

MARGARITA (CONT'D)

... All this time ... I was
certain you were dead ...

ISABEL

... You know me? ...

MARGARITA

Only as well as you do me. Surely
you've retained some memory of your
early years. Our early years.

Isabel closes her eyes. A SERIES OF QUICK FLASH CUTS:

-INFANT TWIN GIRLS PLAYING
-A WOMAN SCREAMING
-A RUSHING RIVER

ISABEL

I ... thought them dreams.

Margarita passes Isabel the ale.

MARGARITA

Drink freely for a merry tale this
is not... Many years ago, before
the King succumbed to madness ...

AN ANIMATED SEQUENCE (a la "BELLADONA OF SADNESS"):

A DAZZLING CASTLE. On it's stately grounds, a towering STATUE
of the powerful KING WALTER.

MARGARITA (V.O.)

*Those old enough will recall he was
then a most beloved and esteemed
ruler. But, although he had wed a
beautiful and venerable bride, who
bore him a strong and healthy boy,
the King was not a faithful man.*

RACK FOCUS to the REAL KING WALTER, behind the statue,
fucking a CHAMBERMAID.

TIME HAS PASSED. The Chambermaid breastfeeds TWO TWIN GIRLS.

MARGARITA (V.O.)

*It was only a matter of time before
he sired twin daughters outside the
auspices of Christian wedlock, and
despite his best efforts to conceal
his most shameful indiscretion...*

THE TWINS (now 3), play with PRINCE PROSPERO (10), who swings them wildly in the air like toy dolls. FREEZE FRAME: They all bear a striking resemblance to the King.

MARGARITA (V.O.)

*It was only a matter of time before
the Queen discovered the
dishonorable truth.*

The enraged Queen grabs the King by his collar, eyes bulging.

MARGARITA (V.O.)

*She was a most vengeful and
vindictive woman and, as such,
ordered the twins drowned, their
mother burnt at the stake.*

The chambermaid is gruesomely burnt alive. The twins watch tearfully, when Guards seize them and drag them away. The young Prince interjects, blocking the guards.

MARGARITA (V.O.)

*But ... the Prince had grown quite
fond of his illegitimate half-
sisters and, on his knees, begged
his mother to take mercy.*

The Queen frowns at her teary-eyed son.

MARGARITA (V.O.)

*And so the Queen offered him a
compromise. He may spare one. The
other would be washed away in the
river's unforgiving tide. The
choice was his to make.*

The prince points to one of them. The other is promptly cast into the river. The chosen twin is fitted in royal vestiges. The Prince hugs her. The Queen glares at her hatefully.

MARGARITA (V.O.)

*I, the chosen twin, was welcomed,
albeit begrudgingly, into the royal
family.*

The banished twin, Isabel, floats down the river, clinging desperately to a branch.

MARGARITA (V.O.)

*You, my unfortunate sister, were
discarded into the Xoindysdarth's
tempestuous waters, never to be
seen again ...*

Isabel is washed onto shore. At first, appearing dead. Then, BREATH. Her eyes opening...

BACK IN THE HUT.

Isabel tries to make sense of what she's heard.

ISABEL

I do not understand. You have been afforded luxuries one can scarcely dream of. Why would you leave?

MARGARITA

You would not understand. It is not worth a thousand luxuries to live amongst such cruelty.

ISABEL

Then surely you have not spent a night on the outside.

MARGARITA

My brother is a sick and vengeful man. When I was twelve, a boy fondled my back side. My brother promptly had his hand hewed off with a rusty bucksaw.

PEASANT MAN

The Prince may be vengeful but he will deliver us. I am sure of it.

MARGARITA

Perhaps. And perhaps he has summoned to his presence a thousand hale and light-hearted friends from among the knights and dames of his court to retire to the deep seclusion of his castellated abbey before welding shut the gates and leaving the rest of you poor fools to starve and suffer at the hands of the Red Death while he squanders our precious remaining resources on a bacchanalia of historic proportions.

(pause)

Go see for yourself. By now, the queue will have formed.

Isabel rushes out of the hut. Rose follows.

EXT. PEASANT VILLAGE. THE LOOKOUT. NIGHT.

A VIEW OF THE CASTLE. A MILES-LONG QUEUE outside its walls. Rose and Isabel, still in shock, look on in terror.

ROSE

Mom used to say you were a nymph, fallen from the tallest tree. That sometimes, late at night, you would glow like a star, so bright it could light up the village ...

A moment.

ROSE (CONT'D)

It finally makes sense. You're different. Always have been.

ISABEL

Different?

ROSE

Special. Better ... Different.

ISABEL

That is nonsense. And even if it were true, it would be *despite* my kin, not because of it.

ROSE

I see it in your skin. It glistens. You were not meant for this life.

ISABEL

And what life am I meant for?

ROSE

One of royalty.

ISABEL

This is an exercise in indulgence.

ROSE

You were denied your birthright. You should be angry. You should be screaming *bloody murder*.

ISABEL

I was denied precisely as much as I deserve: nothing. One does not ever deserve, one simply takes or does not.

EXT. VILLAGE. NIGHT.

Isabel and Rose trudging through blizzard, breath hot. Faint sounds of HOWLING ... Or is it screaming?

INT. HUT. CONTINUOUS.

Isabel and Rose walk inside. A SCREAM comes out of Rose as Isabel's hand covers her mouth and brings her close.

Before them: Their family, Margarita and the others are DEAD, their faces drenched with blood, twisted in anguish, bearing the unmistakable marks of the RED DEATH.

Churning MUSIC, distant SOUNDS of SCREAMING as Isabel holds Rose, unable to stop her violent shaking.

EXT. SNOWBANK. NIGHT.

Isabel carries Rose in her arms, bundled in sheepskins. She crests the top of a hill and looks out at the neighboring villages. Distant sounds of SCREAMING.

In the moonlight's dim glow, the faintest outline of a FIGURE amongst the huts, shrouded in shadow and snowfall. Isabel crouches down, hiding. She rocks Rose in her arms.

EXT. VILLAGE. DAWN.

The village is a GHOST TOWN – ravished by the Red Death – no signs of life. Isabel and Rose trek through fresh powder, side-stepping corpses.

INT. HUT. DAWN.

Isabel enters, covering her face with a cloth. She approaches the now frozen Margarita (Jack in The Shining vibes). Blood hangs from her lips like icicles.

Isabel stares at her lifeless twin, then contorts her face to mimic Margarita's ghastly expression.

An idea dawns ... Isabel assumes Margarita's general manner:

ISABEL
(as Margarita)
Perhaps. And perhaps he has
summoned, perhaps he has summoned--

Isabel reaches for Margarita's headdress, but it is FROZEN TO HER HEAD. As she pulls, Margarita's SCALP begins to PEEL from the ear. Isabel tries to peel delicately, but the headdress is practically super-glued to Margarita's scalp.

ISABEL (CONT'D)

(as Margarita:)

Perhaps he has summoned to his presence a thousand hale and light-hearted friends from among the knights and dames of his court--

She TEARS off the headdress, scalp and all.

EXT. ABANDONED STABLES. DAY.

Isabel, dressed in filthy peasant garb, but wearing Margarita's headdress. They saddle two nearly-starved horses.

ISABEL

... to retire to the deep seclusion of his castellated abbey before welding shut the gates ... welding shut ... welding shut the gates--

ROSE

(terrible impression)

"Welding shut the gates"

EXT. BE-PLAGUED VILLAGE. DUSK.

A ghost town ravished by the Red Death. Isabel and Rose trek on horseback through fresh powder, side-stepping corpses. Isabel's Margarita impression is now perfect:

ISABEL

... and leaving the rest of you poor fools to starve and suffer at the hands of the Red Death while he squanders our precious remaining resources on a bacchanalia of historic proportions.

Rose nods at her - she's ready.

EXT. CASTLE GROUNDS. OUTER LIMITS. SUNRISE.

Rose and Isabel approach the TOWERING CASTLE. A MILES LONG LINE OUTSIDE THE GATES. Like Friday night at Berghain if rejection meant near-certain death.

They join the queue as the guard from before, SVEN displays A MAN to the CROWD, sternly. He addresses the crowd:

SVEN

I take great pride in my work. I inherited this post from my father, who inherited from his, and so forth for sixty eight generations. No interloper has once penetrated these great walls. Not one.

Sven stares coldly into the man's eyes.

SVEN (CONT'D)

This man, this impostor, claims he is Sir Hamish McKendrick yet I have word that Sir Hamish died last month in a stool ball accident. Are you a liar or a ghost? Either way, you must be extracted.

The Imposter is held down as a GIANT MAN raises an AXE and DECAPITATES HIM. Sven returns to his post, checking papers.

Rose and Isabel share a worried glance.

HOURS LATER.

Isabel and Rose have finally reached the front. Sven gives them a quick up-down. Save for Margarita's headdress, they look like the pair of unwashed peasants they are.

ISABEL

I am Margarita, Duchess of Danbury, daughter to the King, half-sister to the Prince. I was lost but now I am found.

A moment. Sven glances up at her anxiously, then, he starts laughing hysterically.

SVEN

Yes, I see. Back from the dead are we? And she is...? Let me guess -- Cleopatra's niece? The Virgin Mary in disguise?

He is really cracking himself up. Isabel straight faced.

ISABEL

When I was twelve, a boy fondled my back side.

(MORE)

ISABEL (CONT'D)

My brother, your master, The Prince, promptly had his hand hewed off with a rusty bucksaw before inserting it wrist-deep into his pink little unsuspecting anus.

(dramatic pause)

My brother has many virtues. Mercy is not amongst them. His temper is rivaled only perhaps by his proprietorial instinct. One could scarcely predict how he might respond to this most ... unwelcoming reception.

Sven is still skeptical, but does some mental calculus and doesn't like the odds. A chill running down his spine as he walks to a PAGE and whispers something to him.

ISABEL (CONT'D)

(a whisper:)

Was that okay?

ROSE

Yes.

ISABEL

The bit about the anus? Too much?

ROSE

No it was perfect.

Sven and the Page GLANCE towards Isabel for a moment. The page mounts his horse and rides off towards the palace. Sven walks back to Rose and Isabel.

A long, tense silence. Sven subconsciously gripping his wrist – one he'd like to keep firmly attached to his forearm.

SVEN

Long winter we're having...

ISABEL

Oh yes...

He smiles politely. Another pregnant pause.

SVEN

Suppose the worst is over, though.

ISABEL

Let us hope.

SVEN

Nothing quite like those first days
of spring ... I love the tulips ...

Finally, the Page returns with ELAINE, a tiny owl of a woman and Margarita's former lady in waiting. Her eyes widen.

ELAINE

Oh ... oh praise be, I thought ...
we all ... oh praise be!

She embraces Isabel, weeping. Behind them, Sven quietly wiggling out.

EXT. CASTLE. THE MALL. DAY.

A whole procession making its way towards the palace's golden gates. Isabel, Rose, Elaine, and THREE ESCORTS.

They ride down the tree-lined road, past ROYAL GUARDS who stand obediently at attention, quietly eyeballing Rose's grubby presentation.

They march towards the roundabout past the GIANT FOUNTAIN STATUE of KING WALTER - a fearsome battle tableau. Beside it, an even grandioser STATUE of Prince Prospero under construction. Rose in awe of her surroundings, but Isabel plays it cool.

The caravan comes to a stop, creating a HUGE DUST CLOUD.

The dust settles, revealing PROSPERO, atop a small staircase, overwhelmed with anticipatory emotion, the PRINCESS MARY by his side, high out of her mind as usual, and beside her, CATARINA, who tries in vain to mask her utter dismay at "Margarita's" return.

Prospero takes a few slow dramatic steps down the stairwell as Isabel dismounts her horse with the help of an escort.

PROSPERO

Can it be? Do my eyes deceive me?
They do not! NO THEY DO NOT!!

He runs towards her and hugs her, swinging her in the air.

PROSPERO (CONT'D)

MY SISTER!!! My sweet little baby
little sister, oh how I missed you!

He returns her to the ground then kisses her on the lips. Isabel's eyes widen.

PROSPERO (CONT'D)
 (baby voice)
 My poor baby sister. Please forgive
 me, I know now I wronged you. I
 swear I shall never again falter.

Isabel makes subtle eye-contact with Rose: *the fuck...*

CATARINA
 Oh, Duchess, how wonderful to see
 you again!

Catarina hugs Isabel.

ISABEL
 And you, Your Highness.

Everyone looks at Isabel strangely. A major faux pas. They all turn to the Princess, to gage her reaction, but she is preoccupied with a loose thread in her dress.

CATARINA
 Surely, you remember I am Her
 Majesty's Lady-in-Waiting ...

Isabel realizing her mistake.

ROSE
 She was *blinded*. Upon impact. She fell ... from her horse. My father and I found her and nursed her back to health in our village.

Isabel "yes ands" the situation, assuming a blind air.

ISABEL
 It is true. This young peasant girl was my Guardian Angel. She nursed me back to health and brought me home to you. For this, I owe her an eternal debt.

Prospero frowns.

PROSPERO
 Yes. Yes, I see.
 (to Rose, stiffly:)
 Thank you peasant child!

An awkward moment.

ISABEL
 May I have a word?

He walks a few feet away from the group and Isabel, playing up the blind act, walks the WRONG DIRECTION. Prospero fetches her and guides her out of earshot.

ISABEL (CONT'D)

I was hoping she may be granted refuge here. Perhaps she could join my staff ... in some position.

PROSPERO

I fear she is contaminated.

ISABEL

Then we shall bathe her.

PROSPERO

Blood cannot be bathed. The pestilence favors peasants.

ISABEL

Although she is a peasant, her father was verifiably a Knight. Her blood is half noble.

PROSPERO

I see...

ISABEL

Additionally, it is ill-advised not to reward this young girl after saving my life. We cannot predict what kinds of dark peasant juju she might have up her sleeve.

PROSPERO

(suddenly nervous)

Mmm.

He sighs a pained sigh, then turns to the others.

PROSPERO (CONT'D)

Have the girl soaked head to toe in vinegar then fumigated with garlic smoke and quarantined. Subsequently she shall be valet to my poor, blind sister.

INT. PALACE. THE SPA. MOMENTS LATER.

Isabel steps into a hot lavender bath with rose petals. Elaine rubs lotions onto her back. SERVANTS scrub her feet.

Saint-Preux's "Concerto Pour Une Voix" underscores a **MONTAGE:**

INT. SERVANTS QUARTERS. THAT MOMENT.

Rose is escorted to the far less glamorous communal bathhouse. A SERVANT WOMAN, wearing a cloth over her face, slides her a bucket of VINEGAR and a sponge.

INT. GRAND HALLWAY THAT MOMENT.

Isabel is escorted down the grand hallway. She does her best to mask her wonder and appear blind, using a WALKING CANE to navigate her way. As she walks, GUESTS GAWK and GOSSIP in hushed tones.

INT. QUARANTINE CELL. BASEMENT. MOMENTS LATER.

Rose is led into a quarantine chamber (aka dungeon). The door is slammed shut and locked. She sits. A FLAMING BUCKET OF GARLIC is slid through the food slot. GARLIC SMOKE plumes. Rose coughs.

NARRATOR (V.O.)
*And so the abbey was amply
 provisioned.*

EXT. ROYAL KINGDOM. DAY. WELCOME PARTY.

DOZENS of lambs, calves, and oxen are fattened up with food.

NARRATOR (V.O.)
*With such precautions the courtiers
 might bid defiance to contagion.*

THOUSANDS OF GRAPES STOMPED INTO WINE.

NARRATOR (V.O.)
*The external world could take care
 of itself.*

THE STATUE of PRINCE PROSPERO is erected next to his father's. It wobbles as SERVANTS try to secure it.

NARRATOR (V.O.)
*In the meantime it was folly to
 grieve, or to think. The Prince had
 provided all the appliances of
 pleasure.*

INSIDE:

Elaine escorts the "blind" Isabel past them, into the halls--

ISABEL POV TRACKING SHOT (SLOW MO):

NARRATOR (V.O.)
There were buffoons.

-BUFFOONS juggling knives.

NARRATOR (V.O.)
There were improvisatori.

-IMPROVISATORI rehearsing for a pageant.

NARRATOR (V.O.)
There were ballet dancers.

-BALLET DANCERS pirouetting endlessly.

NARRATOR (V.O.)
There were musicians.

-An ORCHESTRA rehearsing the concerto we're listening to.

NARRATOR (V.O.)
There were acrobats.

-An ACROBAT does backflips.

NARRATOR (V.O.)
There was magic.

-A MAGICIAN makes doves appear.

NARRATOR (V.O.)
There were cards.

-SOME NOBLEMEN play cards.

NARRATOR (V.O.)
There was beauty.

-A HOT KNIGHT flirts with a HOT BARONESS.

NARRATOR (V.O.)
There was wine.

-A 50-foot WINE FOUNTAIN. A happy POODLE laps from it.

NARRATOR (V.O.)
*All these and security were within.
Without was the "Red Death."*

THEN ... HORRIFIC GREGORIAN CHANTING OVERTAKES THE CHOIR:

A DIRTY HAND pulls a GIANT HAMMER from a FURNACE. We FOLLOW the SMOLDERING HAMMER towards an IRON GATE. SLAM. The hammer CRASHES into the GATE, welding the bolts shut. Sparks fly.

WIDE: DOZENS of shirtless, sweaty, bodybuilder-esque SERVANTS HAMMERING / WELDING the gates shut in synchronized rhythm as they chant solemnly.

WIDER: HUNDREDS of GUARDS patrol the massive BATTLEMENTS. PEASANTS CLAW at the gates, desperate to get in.

WIDEST: Birds chirp. Quiet. Peaceful. The palace visible in deep b.g. ROTTING CORPSES litter the land.

INT. ISABEL'S BEDCHAMBER. EVENING.

Isabel takes in the room. Her eyes are bright with wonder. This is the stuff of her wildest dreams. It is resplendent, bespeaking great wealth and power.

She lifts a FANCY CANDLE up to her nose and closes her eyes, lost in its luxurious smell. She runs her hands across the surfaces of velvet couches, little statuettes, the canopy bed, and finally - HER CLOSET. Full of magnificent dresses and precious jewelry. She runs her fingers along them.

We FOLLOW HER GAZE along a wall of gold-framed PAINTINGS:

Isabel STEPS IN CLOSE and we FOLLOW HER GAZE across A FAMILY PORTRAIT: The stern KING WALTER ... His impeccable QUEEN, with a dour expression ... Their 17-year-old SON, PRINCE PROSPERO, who grins dopily ... And finally, the illegitimate DUCHESS MARGARITA, aged 10, with a tight, forced half-smile, pushed to the edge of the canvas beside the many family dogs.

Isabel stares at her twin, impersonating her half-smile ...

ISABEL
It is I, the Duchess Margarita ...

She winces at herself. She'll never pull this off.

ISABEL (CONT'D)
It is I the Duchess Margarita ...
and they shall see right through me
and mount my head on the wall ...
It is I ... It is I ... It is--

In walks Elaine, startling Isabel.

ELAINE
Evening, My Lady.

Elaine bows. Isabel quickly re-assumes her blind act.

ISABEL
Evening to you, Ma' Lady!

Isabel sort-of-half-bows in response. It is awkward. She has no fucking idea what she's doing. Elaine shrugs it off, then opens Isabel's closet, holding up a dress:

ELAINE
No no no no, yes, that's the one.
What do we think?

ISABEL
They all look the same to me.

ELAINE
(sadly)
Your eyes may be gone but your wit
remains.

Elaine approaches Isabel with a corset, places it on her.

ELAINE (CONT'D)
My goodness, you're thin as a rake.
Poor thing, you must have near
starved to death.

ISABEL
I was wondering ... where is my new
valet, the young girl?

ELAINE
My Lady ... I must inquire what is
the function of this peasant child?

ISABEL
Function?

ELAINE
What is it you're plotting? Surely
it is sanguineous revenge.

ISABEL
Yes. Well ...

ELAINE
I knew it I knew it I knew it. Oh
may their blood run rampant through
the halls. May they beg for dear
mercy which ne'er we shall grant.
They shall suffer and squeal like
hogs then rot eternally in hell.

ISABEL

Indeed. Tell me in great detail,
Elaine, *why* they deserve to suffer.

ELAINE

The reasons are as endless as the
stars!

ISABEL

I am in no hurry. List them for me.

ELAINE

I would not know where to begin...

ISABEL

At the beginning?

A moment. Elaine breathing hard. Rage bubbling.

ELAINE

Forgive me ... ruminating on it ...
I scarcely can ... contain ...

ISABEL

Perhaps another time would-- *Heads on pikes* ...

ELAINE (CONT'D)

ISABEL (CONT'D)

Anyway...

Elaine tightens the corset, causing Isabel to fart.

ELAINE

(giggles)

My Lady!

INT. QUARANTINE CELL. BASEMENT. EVENING.

BLINDING LIGHT floods Rose's cell as the door CLANGS opens.

Servant clothes and a pair of worn, RED-LEATHER MARY JANES slide across the floor towards Rose.

From the light, a VOICE:

VOICE

Come.

INT. SERVANTS KITCHEN. MOMENTS LATER.

ROSE weaves through the pandemonium, following her superior. SERVANTS duck past piled up trunks and cases. VALETS and MAIDS check that no luggage has gone to the wrong rooms.

Surveying it all, notepad in hand, is PHYLLIS, the lady of the castle, an opaque woman in her middle years.

PHYLLIS
(talking to a maid)
Her ladyship is in the Green
Drawing room.

Rose approaches her, looking for direction.

PHYLLIS (CONT'D)
Who are you?

ROSE	PHYLLIS (CONT'D)
My name is--	Ah peasant, yes. Chin up, eyes down, now smile ... less ... more ... close enough.

Phyllis leads Rose through the chaotic kitchen as they talk.
Large carcasses are strung up and gutted in wooden tubs.
Whole pigs roast over open fires.

PHYLLIS (CONT'D)
Work starts an hour before sun up
and ends when I say it does. The
price for shirking your duties
without express permission is - in
all probability - hanging from the
neck until you die. I do not make
the rules, I simply enforce them.

INT. CASTLE. GREAT DINING HALL. DINNER.

The steward, MR. ABERDEEN, excessively self-important, clinks a glass to make the evening's toasts.

MR. ABERDEEN
We gather here in peace to
celebrate the changing of the
seasons, under the protection of
those from whom honor flows, in
whose laws we stand secure. My
Lords and Ladies, the Prince and--

Behind him, HOP FROG, a jester, swings from the rafters like a monkey, eliciting GASPS. Mr. Aberdeen looks around, but Hop Frog hides before he can spot him.

MR. ABERDEEN (CONT'D)
The Prince and Princess, who--

Hop Frog LEAPS from rafters onto a chandelier. GASPS. Mr. Aberdeen looks around, confused, as Hop Frog hides.

MR. ABERDEEN (CONT'D)
 Erm ... Yes, please, my Lords and
 Ladies, let us celebrate the--

Hop Frog does a Charlie Chaplin type bit, swinging from the chandelier, trying to grab hold of the curtains but missing every time. The crowd does not know how to react.

Prospero erupts in enormous laughter. Relief fills the air as everyone starts laughing.

Hop Frog milks the bit and, finally, Mr. Aberdeen realizes what's happening. He is not pleased, which just makes Prospero and everyone else laugh harder. Hop Frog grabs hold of a curtain and slides down it, tearing it off the wall as he gracefully dismounts into a backflip.

Prospero gives him a standing ovation and the other guests join in. Hop Frog wraps the ripped-curtain around him into a toga of sorts as he takes his bows.

MR. ABERDEEN (CONT'D)
 Thank you Hop Frog. An evening in
 absence of your rib-tickling japes
 is no evening indeed. Now as I was--

PROSPERO
 ENOUGH!!! I shall speak now.

Mr. Aberdeen forces a bitter smile and sits down.

PROSPERO (CONT'D)
 Welcome ... to ... Paradise! These
 are dark and wretched times. Yet I
 have led with a firm hand. A
 capable hand. This castled abbey is
 a sanctuary. Each and every one of
 you in this great hall of mine
 should take enormous pride. You
 have been handpicked for your
 innumerable merits. Huzzah!

CROWD
 Huzzah!

PROSPERO
 At present, we are in preparation
 for a Masquerade Ball to end all
 Masquerades. It shall be a
 bacchanalia of such epic
 proportions they shall be extolling
 its virtues for generations to
 come. Huzzah!

CROWD

Huzzah!

PROSPERO

It has been brought to my attention
that some of you have expressed
"concerns" over my too-loose
policies regarding Plague
Prevention. I assure you, on the
contrary, they are quite thorough.
Repeat after me: Sickness.

CROWD

Sickness.

PROSPERO

... of any kind ...

CROWD

Of any kind.

PROSPERO

... shall not be tolerated ...

CROWD

Shall not be tolerated.

PROSPERO

If any persons display symptoms--

CROWD

If any persons--

PROSPERO

Shhh! Just me now: If any persons
displays symptoms mild or severe of
infection, affliction, ailment, or
plague -- rest assured they shall
be met with the swift and merciful
force of cold steel along the nape.

(pause)

Tonight's feast is honor of my dear
sister, Margarita, who has just
returned from a treacherous
expedition. Speak sister!

All eyes turn to Isabel. She stands.

ISABEL

I ... would say it is a pleasure to
see so many familiar faces, but as
some of you may have heard, I was
blinded in an accident.

Gasps. Sven frowns skeptically.

ISABEL (CONT'D)
So kindly do me the service of re-introducing yourself when we talk.

Catarina glares at her hatefully.

ISABEL (CONT'D)
Now let us drink! Huzzah!!

CROWD
Huzzah!!

She chugs her drink.

PROSPERO
Now may we feast!!

A MASSIVE BOAR'S HEAD on a platter is served to Prospero. He digs into it and everyone else follows suit, GRABBING at the BOAR, ripping off its flesh.

SIR FRANZ WELLINGTON, a wiry man, 60s, with a tailored mustache and bug eyes, smiles seductively at Isabel, his rotted teeth capped in gold.

Isabel tries her best to mask her utter panic. Not knowing any better, she grabs the ENTIRE BOAR'S HEAD and BITES INTO ITS FACE ravenously, eating its eyes, drawing glares.

PROSPERO (CONT'D)
Enough gawking! My sister may not see but I do. She shall be treated with utmost respect.

Murmurs of apologies. Catarina scours, then glances across the hall ... sharing a conspiratorial look with SVEN, who is scrutinizing Isabel's every move. Prospero laughs heartily.

PROSPERO (CONT'D)
(with mouth full)
My sister has too long been deprived warm food! Eat sister!!

INT. SERVANTS KITCHEN. THAT MOMENT.

ROSE on dish duty. Every time she makes the smallest dent in the enormous stack, a larger pile of dirty dishes is added. TOBY, 60s, a drunken Falstaffian type, balding with bushy gray mutton chops - swoops in and starts drying the dishes.

TOBY

(a melody, sort of)
*If you have to dry the dishes
 Such an awful boring chore...
 If you have to dry the dishes
 'Stead of going to the store...
 If you have to dry the dishes and
 you drop one on the floor...*

He DROPS a dish. Rose jumps.

TOBY (CONT'D)

*Maybe they won't let you dry the
 dishes anymore. Fat Toby.*

Toby smiles, extending his hand.

ROSE

F-fat Toby?

TOBY

Small child, my name is not an
apology. It is not something
 uttered obligatory in moments
 blunderous. Hear me: it is a
 moniker spoken with pride. If ever
 you were (out of some unknowably
 hateful impulse) to address me:
 "Thin Toby, Skinny Toby, Gangling
 Toby" - that, my dear, would sting
 like a thousand honey bees
 protecting their meed.

ROSE

(with gusto)

Fat Toby.

TOBY

Bravo.

INT. PARLOR ROOM - AFTER DINNER

GUESTS play PASS THE TANKARD. Music plays as they pass the large goblet of mead. When the music stops, the person holding the vessel has to drink.

FRANZ

Come hither, Hop Frog!

Franz holds up a large goblet of wine as Hop Frog approaches.

FRANZ (CONT'D)
 We are wearied with this
 everlasting sameness. We want
 characters, man! Something novel.
 Come, the wine will brighten your
 wits.

Franz grins at Isabel. She pretend not to see this.

HOP FROG
 I appreciate it, My Liege, but you
 must know by now I do not take well
 to wine or spirits of any sort. I
 have a condition, you see--

FRANZ
 Bollocks. One drink won't kill you.

HOP FROG FRANZ (CONT'D)
 I insist, I-- No, I insist. Drink.

Hop Frog reluctantly takes the goblet and sips. Franz grips the goblet, forcing it down his throat. Hop Frog nearly gagging as he downs it.

FRANZ (CONT'D)
 Ah! Ha! Ha! See what a glass of
 good wine can do! Why, your eyes
 are shining already!

Hop Frog places the goblet nervously on a table, looking around the company with a half-dazed stare. He is clearly having a BAD REACTION to the wine, turning bright red.

FRANZ (CONT'D)
 And now to business. Characters, my
 fine fellow, we stand in need of
 characters. All of us! Come, come.
 Have you nothing to suggest?

HOP FROG FRANZ
 (dizzy)
 I am endeavoring to think of Endeavoring!! Endeavoring??
 something novel.

Prospero erupting in laughter. Isabel trying to mask her repulsion over the whole bullying affair.

FRANZ
 You are sulky and want more wine.
 Here, drink this!

He pours another goblet full and offers it to Hop Frog.

FRANZ (CONT'D)
Drink, I say!

The table is now roaring in laughter. Prospero looks at Isabel, gaging her reaction. She half-smiles, like Margarita in the painting. Prospero examines her closely.

PROSPERO
There is something different about you, though I cannot place it.

ISABEL
Perhaps it is my hair. It has grown longer since I left.

PROSPERO
No. It is not that.

SVEN bursts into the dining room, slamming Mr. Aberdeen face down onto the wall. The room falls SILENT.

SVEN
I caught him wheezing in the halls.
He appears to have a fever as well.

MR. ABERDEEN
No My Liege I have ... I ... a sensitivity to ...

He coughs into his arm. People gasp and cover their faces. Prospero gives Sven a signal. Sven grabs an AXE off the wall as two other guards hold Mr. Aberdeen's arm.

SNAP ZOOM as SVEN BEHEADS the hapless Mr. Aberdeen.

INT. HALL OF HEADS. DAY.

THWUNK as Mr. Aberdeen's head joins the others. So it goes.

INT. SERVANT'S QUARTERS. KITCHEN. NIGHT.

Rose is still washing dishes. Elaine approaches her:

ELAINE
Your Lady requests a bedtime story.

INT. HALLWAYS. NIGHT.

Rose follows Elaine, who looks back at her conspiratorially.

INT. ISABEL'S BEDCHAMBER. NIGHT.

A KNOCK on the door. Rose enters, bowing her head.

ISABEL
Thank you Elaine, you may go.

Elaine leaves. A moment, then Isabel drops the blind act. She runs to Rose and hugs her.

ISABEL (CONT'D)
Get me out of this thing.

Isabel tries to rip off her corset. Rose helps her. She has no idea how to untie it.

ISABEL (CONT'D) ROSE
Hurry I cannot breathe. Shush you're making it worse.

Finally she gets it off and Isabel keels over.

ROSE (CONT'D)
(poking fun at her)
Look at you. The Princess.

ISABEL
The Duchess.

ROSE
Same shit.

Isabel poses in front of the mirror, half undressed.

ISABEL
I fear that every fiber of me reeks
of peasant musk.

Rose sniffs her. She shrugs.

A RAVEN CRIES outside. Isabel and Rose walk to the window and see A MAN RUNNING towards the gates. GUARDS SEIZE HIM.

WOMAN OUTSIDE THE WINDOW
He has a fever! He is very sick!

The GUARDS hold him down and DECAPITATE him. Rose looks ill.

ISABEL

This is not forever. We will weather the storm like any other, and once it is passed, I shall see that the Prince grants us our own dominion, hundreds of acres somewhere sunny and warm, with a lake as clear as crystal and an endless supply of ...

ROSE

Corn?

ISABEL

Yes corn. Sure. And whatever else you desire. I promise.

They hear FOOTSTEPS outside the door. The sounds stop. Underneath the door crack, they see TWO BOOTS, waiting, *listening*. A KNOCK at the door.

ISABEL (CONT'D)

Who is it?

FRANZ (O.S.)

It is I.

ISABEL

I who?

FRANZ (O.S.)

I, *Whom*.

ISABEL

Whom who?

FRANZ (O.S.)

(sing song:)

Your sweeting. Here I come!

Isabel looks to Rose -- *what the hell?* Rose hides under the bed as FRANZ enters. He approaches slowly, seductively, performing what can only be described as a bizarrely sensual soft-shoe dance with his cane.

FRANZ (CONT'D)

My love for you allows me to pray to the spirit of eternal beauty and tenderness mirrored in your eyes or fling you down under me on that soft belly of yours and fuck you up behind, like a hog riding a sow, glorying in the very stink and sweat that rises from your arse.

Franz climbs onto the bed and starts crawling towards Isabel, who, having no idea what her relationship with this man is supposed to be, betrays zero emotion.

ISABEL

I am wearied from too much wine.
Perhaps we may resume this
conversation another night.

FRANZ

Do not torment me, my sweet little
whorish Margarita.

Franz kisses and sucks on her toes. UNDER THE BED, Rose listening, both grossed out and intrigued.

FRANZ (CONT'D)

You are not your lustful self
tonight. Pray tell, how may I
sweeten thy sourness?

ISABEL

I have only just returned. I
require time. My fondness is not so
easily attained. You must earn it
... through deeds of valor.

Franz processes this.

FRANZ

Like Heracles with that vicious
three-headed guard of the
Underworld, Cerberus, whom the
fabled Demi-God wrestled into rank
submission - I too shall "wrestle"
you, you devilish little hollow-
hearted cur - so, prithee, do not
bend to my endeavors unless they
make you bend, do not spread thine
wondrous thighs unless some
unnamable inner force compels you
to, but - assure you I must,
proverbial cocksmit that I am -
spread them you shall.

He smiles his Cheshire Cat smile.

He climbs out the window, slowly, eyeing her as he does, then LEAPS out of sight. Once he is out of range, Rose crawls out from under the bed.

ROSE

What was that?! Is he your ...
husband?

ISABEL

I do not know. I hope not. Perhaps
he was a secret lover?

ROSE

Was he handsome?

ISABEL

He is rather ... old.

ROSE (O.S.)

Something of a silver fox?

ISABEL

More of a gray lemur. His breath is
troublesome. If I reject him, I
fear he could be capable of much
savagery.

Isabel looks at the painting of her sister, groans.

ISABEL (CONT'D)

Keep your ear to the ground,
excavate every detail, every piece
of gossip about Margarita and
report back.

INT. CASTLE. HALL OF MIRRORS. DAY.

Prospero, pacing in a silk robe, works through his anxieties
THROUGH SONG while accompanying himself on accordion. Silly
as it may seem, he is deathly serious:

PROSPERO

*Do I have a soul?? That I do not
know, I do not know!! No one really
knows! And if they say they do they
are lying!! Lying!! Times are very
trying. Is it very bad for me to
shut away my people and let them
die of famine and disease?*

*Mayyyybe! But maybe it is good. How
could it be good? Da da da da da.
Thinking ... thinking ... There is
nothing I can dooooo it's true it's
true ... to help the people
throuuuuuugh these wretched evil
times ... and even if I trieeeeed
... everyone would diiiiie. It's
true it's true ...
(MORE)*

PROSPERO (CONT'D)

*This way a few surviive, the
brightest ones will thriiive and we
shall re-populate the land, one
thousand grains of sand for many
years to come and everything is
grand ... and I shall be remembered
as a good Prince! A great Prince! I
am a very good person and I am very
braaaave!*

INT. TEA ROOM. DAY.

THREE LORDS getting day drunk and devouring scones.

LORD 1

(mocking Prospero:)

"I have led with a firm hand. A
capable hand."

LORD 2

He is rather like a puffer fish
with those baby cheeks.

He makes a puffer fish face. Crying laughter.

INT. PALACE. VOYEUR ATTIC. THAT MOMENT.

Prospero lies on his stomach and peers through a peephole,
watching the conversation unfold. The Lords LAUGH below him.
Prospero visibly hurt - a wounded little boy.

INT. HALL OF HEADS. DAY

THWUNK THWUNK THWUNK GO THE HEADS OF THE THREE LORDS, bug-eyed and freshly mounted. A SERVANT makes them level.

TWO BARONESSES observe the many heads:

BARONESS

I think it's a scathing statement
on the primordial nature of Man's
intrinsically bestial mode de vie.

BARONESS 2

Drivel. It's mere Medieval pastiche
and you know it!

They stare at one of the heads:

BARONESS

If you ask me, it's no wonder the old cow fell ill. After all, his wife was half-peasant, wasn't she?

Off ROSE, pushing an elaborate TEA CART with Fat Toby, a concerned look on her face.

INT. GRAND BALLROOM - DAY

Intricately carved stone columns reach towards the ornate ceiling, adorned with breathtaking frescoes depicting mythological scenes.

Rose and Fat Toby wheel the TEA CART towards FERDINAND, the party planner, who is discussing his vision with Catarina, Isabel, Princess Mary, Prospero, and a few other ADVISORS.

ROSE

I was wondering ... how is My Lady regarded?

FAT TOBY

And your lady is ...

Rose gestures to her sister. His eyes widen.

FAT TOBY (CONT'D)

You are valet to the Duchess Margarita? Oh holy holy! I hope you are of good stomach!

(leaning in close:)

Your Lady is the most wily schemer this side of the Xoindysdarth. Machiavelli reincarnate she is. Feared by all, loved by none, save for her capricious big brother. If one so much as dreams of crossing her, he should wake to find his shin bones splintered and his extended family crucified.

ROSE

Who are her closest friends?

TOBY

Hark: Friendship is not in her lexicon, political allyship perhaps, and adversaries, a great many adversaries. If I had a wafer for all who wished her a slow and painful death, my size would swiftly double.

ROSE
Who are her greatest adversaries?

FAT TOBY
It was once the Princess Mary,
before Your Lady hooked her on
opium by sneaking it into her tea.
But at present ... I suppose I
would speculate the Princess' Lady
In Waiting, Catarina.

Rose looks at the laughing Catarina, flirting with Prospero.

FAT TOBY (CONT'D)
I would say she is, doubtless, Your
Lady's most formidable foe. The
Prince is on his forth wife.
Catarina wishes to be the fifth.

ROSE
I see.

FAT TOBY
If she were to succeed, she would
make it her mission to have Your
Lady killed most gruesomely.

ROSE
Is My Lady married?

FAT TOBY
Her husband died years ago.

They grow quiet as they approach the group. Ferdinand displays two near identical PAINT SAMPLES.

CATARINA
There is no question. The second
induces excitement when this should
manifestly be a place of calm. The
first is the clear victor.

ELAINE
Ferdinand, I see you've left your
manners in the sun room. Have you
forgotten the Duchess cannot see?
Describe them for her at once.

FERDINAND
(to Isabel, blushing)
Sincerest apologies, Your Highness.
The first is more of a lonely sea
frost while the second is punchier
... something of a morning dew.

ISABEL

And what shall be the function of
this room?

FERDINAND

This is the Pre-Orgy Room, Your
Highness.

ISABEL

I see.

Rose hands Isabel a hot tea. She sips it too fast, burning
herself and DROPPING the glass. Catarina glares at Isabel as
Rose quickly cleans the mess.

FERDINAND

The Orgy Room, of course, is
rhubarb red, carnal, so I reasoned,
for maximum impact, the Pre-Orgy
room should be--

PROSPERO

I despise pretense. Each room
should be a simple color: Red!
Blue! Purple! Yellow! Orange!

ISABEL

Green!

PROSPERO

Green, yes green. Green is good.
Green is strong. I know green.
Everyone does.

FERDINAND

If I may, Excellency, it--

PROSPERO (CONT'D)

Shush, parakeet.

PROSPERO (CONT'D)

(to Mary)

What think you, wife?

MARY

(blitzed on opium)

Blue.

Mary laughs. But Prospero sees no humor here. He walks to the
corner and starts quietly banging his head on the wall.

Using her walking stick, Isabel makes her way to Prospero.

PROSPERO

The day you left, you said they
will never respect me for I am
weak.

ISABEL

I ... was upset ...

PROSPERO

You were *right*. They do not respect
me. They never have.

ISABEL

Perhaps a display of gallantry is
in order.

PROSPERO

Yes. I had the same thought myself.
But what?

ISABEL

You could ... scale a tower?
Wrestle an alligator? Slay a bear?
Eat fire? Climb a--

PROSPERO

What if ... yes ... I shall slay a
bear!

ISABEL

Yes that is a wonderful idea.

PROSPERO

I SHALL SLAY A BEAR!!!

INT. CASTLE. GYMNASIUM. NIGHT

Prospero drenched in sweat, in the midst of a hardcore
workout, climbing around an elaborate rope course.

PROSPERO

I am busy training. I will be
facing off against a wild bear.

CATARINA

Will the bear be in full command of
its senses?

PROSPERO

Are you implying I would have the
drug beared?

CATARINA

The ...

PROSPERO

Bear--

CATARINA

Not ... implying so much as ...
suggesting.

PROSPERO

I would never. Maybe a tad. But he
shall nonetheless prove a fearsome
opponent!

CATARINA

Of that I do not doubt.
(pause)

There is something else I've been--

PROSPERO

Proceed.

CATARINA

Margarita. Since her return I have
felt ... There is something queer
about her.

Prospero dismounts from the ropes course and sits on the ground, catching his breath. He glances up at Catarina:

PROSPERO

She has been through hell and back.

CATARINA

I fear she may not be who she
claims.

PROSPERO

And who else would she be?

CATARINA

A skilled impersonator. Or perhaps
some sort of dark spirit or
whatnot.

PROSPERO

Some sort of dark spirit.

CATARINA

Or whatnot.

PROSPERO

The day she left, there was such
hatred in her eyes...

KEYHOLE POV:

PROSPERO (CONT'D)
 (tearing up)
 ... I thought I'd lost her forever.

INT. GYMNASIUM. HALLWAY. THAT MOMENT.

ROSE watches the conversation unfold through a keyhole.

PROSPERO (O.S.)
 Surely in her travels she at last
 realized my actions are driven by
 love for this great kingdom. Why
 else would she return?

CATARINA (O.S.)
 I understand, My Liege. All I ask
 is you keep a watchful eye.

IN THE GYMNASIUM.

PROSPERO
 I shall do no such thing. She is my
 sister! She has suffered enough for
 two lifetimes. This
 superstitiousness must end.

CATARINA
 I only-- PROSPERO (CONT'D)
 I SAID END IT!!

CATARINA (CONT'D)
 I do not appreciate your tone.

PROSPERO
 I am upset!

She heads for the exit.

PROSPERO (CONT'D)
 Wait. You are right. My tone is
 very bad. Forgive me.

Catarina stops. She looks at him.

CATARINA
 Beg.

PROSPERO
 Please forgive me.

Catarina approaches him, lifting her skirt.

THROUGH THE KEYHOLE:

Rose's eye widening...

INT. CASTLE. ISABEL'S BEDCHAMBER. NIGHT.

Rose and Isabel pace around the room. Rapid fire:

ROSE
You're saying she--

ISABEL
Mhm.

ROSE
On his face. And he enjoyed it?

ROSE (CONT'D)
No doubt. The point is trust no
one. Especially not the Princess's
Lady in Waiting ...

ISABEL
Catarina?

ROSE
She is your greatest adversary and
is wary of you since your return.

ISABEL
Wary how? You think she knows I am
a peasant?

ROSE
No ... only that something is off.

ISABEL
And the Prince?

ROSE
He is your one true ally. He was
overcome with guilt when Margarita
left, afraid he'd lost her forever.
This can be exploited.

ISABEL
Right...

ROSE
I should go. Remember, your sister
was a raving bitch.

ISABEL

That is too harsh. This is a savage realm and from what you've told me, she suffered greatly. Even a rose has thorns.

ROSE

All I meant is that you must not apologize or ask for permission.

ISABEL

Thank you. You will always be my true sister. Not her.

She hugs Rose.

ROSE

I should get back.

ISABEL

Goodnight.

ROSE

Goodnight.

Rose leaves. A moment. Isabel exhales.

FRANZ

You naughty little fib!

Isabel jumps. FRANZ, emerges from BEHIND A CURTAIN. He strikes a match and lights his pipe.

FRANZ (CONT'D)

Fret not. I heard everything.

A moment. He stands, approaching her.

FRANZ (CONT'D)

I knew something was off. It was in your smell it's brinier. I like it. I must admit I am far more enamored with you than the real Margarita. She was rather obtainable if you know what I mean. But you, my sweet interloper, are something of a challenge. What makes one "real" anyway? You walk like Margarita. You talk like Margarita. So, surely, Margarita you are. Perhaps you fuck like Margarita, but only time will tell. Ah! How wonderfully ontological this is!

ISABEL

I know not what you mean.

FRANZ

Save your breath. You have two choices: come clean or I promptly tell the Prince what I have beheld.

ISABEL

I faked my blindness, yes, but I am indeed the Duchess Margarita and--

FRANZ

Okay then tell me what is your favorite sexual position?

ISABEL

Sitting.

FRANZ

I shall pay the Prince a visit at once.

ISABEL

Wait! ... I am twin sister to the Duchess.

He looks at her, stunned.

FRANZ

That is impossible.

ISABEL

I was banished -- the King--

FRANZ (CONT'D)

Yes yes of course I've heard the tale. But the twin was put in the river and drowned.

ISABEL (CONT'D)

Well ... I didn't drown. And now I am here.

FRANZ

Prove it.

ISABEL

How?

He considers this. Then, he TICKLES her. She doesn't laugh. He looks stunned: she really is Margarita's twin.

FRANZ

I'll be damned ... And pray tell, where is the real Margarita?

ISABEL
Taken. By the Red Death.

FRANZ
I see ... Your secret is safe with
me. I ask only two things.

ISABEL
Anything.

FRANZ
Be my bride and sire my children.

ISABEL
I do not understand. After what I
have told you ...

FRANZ
Surely you are aware the Prince has
no progeny.

ISABEL
I ... did not know.

FRANZ
It is not for lack of sex, I assure
you. There is no gunpowder in the
canon.

ISABEL
I see.

FRANZ
Your sister's firstborn son, which
is to say, your firstborn son,
shall be heir to the throne. It has
been my life's ambition to sire a
king. I take it you are fertile?

She doesn't know how to respond. CLOSE ON HIS LIPS as he
whispers into her ear:

FRANZ (CONT'D)
Be warned, my bugle is a bit broad
in the beam but fear not, vestal,
for I shall have you dripping with
anticipation. I shall lick you like
a ravenous dog until your rosebud
is a mass of slime.

EXT. CASTLE. SNOWY NIGHT.

The BEHEADED BODIES DU JOUR dumped from a wagon into a large bonfire. Flesh melting off bone. Snap crackle pop.

INT. ISABEL'S BEDCHAMBER. NIGHT. THAT MOMENT.

Isabel stands at the window, watching the fire burn, its embers reflected in her hollow expression.

INT. CASTLE. AVIARY. DAY.

Full of rare tropical birds. Hop Frog feeds them. Isabel approaches, tapping her walking stick.

ISABEL
Hop Frog.

HOP FROG
(bowing)
Duchess.

ISABEL
You and I share a common foe.

INT. EXOTIC ANIMAL ROOM. DAY.

HOP FROG enters as a BEAR HANDLER (Irish) feeds a caged BEAR.

HOP FROG
The Prince has asked me to take
over as its handler for tonight's
spectacle. Here is a document
stating as much.

Hop Frog hands him a document.

BEAR HANDLER
She's all yers.

HOP FROG
Much obliged.

BEAR HANDLER
Is it true what they say? The
Prince intends to slay 'er with his
bare hands?

HOP FROG
With his "bear" hands?

BEAR HANDLER
With his bare hands, aye.

HOP FROG
Aye, with his "bear" hands.

BEAR HANDLER
With his bare hands like.

INT. SITTING ROOM. MOMENTS LATER

FRANZ sits with some other NOBLEMEN, laughing hilariously at some bad joke. Hop Frog enters.

HOP FROG
Franz, can I borrow your ears?

FRANZ
I don't know Hop Frog, can you??

He erupts in laughter. Others join in. Hop Frog smiles.

HOP FROG
Very good Sir, the pinnacle of wit.

INT. HALLWAY. MOMENTS LATER.

Hop Frog walks with Franz.

HOP FROG
Rumor has it you are to announce
your betrothment to the Duchesses
Margarita, at tonight's feast.

FRANZ
Who told you that?

HOP FROG
I have ears in high places.

FRANZ
And what of it?

HOP FROG
I gathered you might wish to make
something of a grand entrance.

FRANZ
Go on...

HOP FROG

It is both costume and caper. But
the real beauty lies in the fright
it occasions among the women.

INT. FRANZ'S BEDCHAMBER. DAY.

Hop Frog coats Franz in tar and fur. Franz looks convincingly like a bear, save for his face.

HOP FROG

The resemblance is so striking that
they will take you for a real life
beast -- and of course, they will
be as much terrified as astonished.

A moment as Franz takes this in.

FRANZ

Oh, this is exquisite! Well played,
Froggy, well played!

Hop Frog pulls out a ultra-realistic, if somewhat demonic, bear mask and places it over Franz's head. Hop Frog grins.

FRANZ (CONT'D)

'ss 'haaa 'eear.

Hop Frog lifts Franz's bear mask.

FRANZ (CONT'D)

It's hot in here.

HOP FROG

My Liege: utter verisimilitude is a
requisite for the ruse!

Hop Frog places the mask back over his head, GLUEING it on.

INT. CASTLE. GREAT DINING HALL. SUNDOWN.

Another grandiose feast. Notably, Prospero is absent from his throne at the royal table. A LOUD METAL CLANGING SOUND silences the chatter.

ISABEL watching intently, trying to mask her nerves.

HOP FROG enters the hall, holding a large chain. On the other end of it, A BEAR (Franz). Hop Frog guides "the bear" around the space as it growls menacingly. The crowd GASPS in fear.

FRANZ'S BEAR MASK POV -- as he delightfully takes in the frightened faces.

Hop Frog milks the bit for a while, when, suddenly, he "drops" the chain. *Whoops.*

The crowd SCREAMS, when, across the hall emerges an armor-clad PROSPERO. He raises his sword against the bear, "protecting" the crowd.

GASPS. Franz looks towards Hop Frog, confused.

FRANZ
Ahh'' i''' oi'' o'

PROSPERO
Come at me you formidable foe, you
untamable beast, you wild thing!!

The crowd murmurs in delight as they realize this is tonight's entertainment.

Franz tries to pull off his mask, but it is glued shut.

ISABEL, betraying the faintest little smile.

FRANZ
'AH' 'EE' 'AANZ ''ANNZ!!!!

PROSPERO
I! ... FEAR! ... THEE!!! ...
NOOOOOOT!!!!

Prospero CHARGES as Franz sprints the other way. Prospero pursues, sword brandished. The crowd SCREAMING and CLIMBING onto tables as "the bear" charges toward them, trying to get someone, anyone, to help.

Franz runs towards Isabel, who does not bat an eyelash, committing to her "blind" act. Hop Frog grins at her.

Prospero, a surprisingly impressive swordsman chases and ultimately pins Franz, who cowers, covering his face as Prospero raises his sword high above his head ...

Isabel's eyes widen ... nearby Rose covers hers ... AS ...

PROSPERO DRIVES THE SWORD THROUGH FRANZ'S HEART. The crowd cheering wildly as Prospero takes off his helmet and accepts his ovation. He glances to Isabel, proudly, clocking her beaming reaction.

Catarina clocks the clocking.

INT. ROYAL BATHROOM. NIGHT.

Isabel relaxes, dropping the blind act. She pees.

CATARINA enters.

CATARINA
I realized what your problem is.

ISABEL
Oh?

CATARINA
(mocking)
Oh?

Catarina pulls down her undergarments and pees.

CATARINA (CONT'D)
You say you carry no feelings, but
I see plainly now your love for him
is as strong as ever.

ISABEL
For whom? ... Are you suggesting--

CATARINA
Yes.

ISABEL
That is preposterous.

CATARINA
Is it?

ISABEL
Yes.

CATARINA
I see.

ISABEL
He is my brother.

CATARINA
Half brother.

ISABEL
I do not appreciate your
insinuations.

CATARINA

I insinuate nothing. I merely state, rather transparently I will add, that you are a something of a cock goblin, My Lady, and to deny it would be an exercise in futility.

A moment.

ISABEL

I know you and I haven't always seen eye to eye. But, I was hoping perhaps we might make amends.

CATARINA

Uh uh uh. Do not try to weasel your way out you slimy little wretch. You snake in the grass. My children are dead because of you. All of them. That is something I shall never forgive.

A moment. Isabel takes this in.

ISABEL

Must I remind you that, machinations aside, you are at present the Princess's lady in waiting while I am of royal blood.

CATARINA

It won't be long before he tires of his milk-brained bride, and when he does, I shall be Princess and you shall be short one head.

Isabel glibly mimes a be-heading.

Catarina wipes herself with a cloth, then approaches Isabel, whispering into her ear:

CATARINA (CONT'D)

You've made a grave mistake coming back here. Leave now or, rest assured ... I will boil you.

She drops her pee cloth on Isabel's lap.

INT. PROSPERO'S BEDCHAMBER. NIGHT.

Prospero, still in his armor and high off his victory, SLASHES his SWORD madly into the air.

Isabel knocks, entering.

ISABEL
A word in private?

As they speak, Prospero resumes practicing his swordsmanship.
It's aggro and distracting.

ISABEL (CONT'D)
It is something of an open secret
that the relationship between
Catarina and yourself is of
salacious nature. It is a repugnant
indiscretion that threatens to
permanently shatter your already
precarious reputation.

A moment.

PROSPERO
Who has been spreading these
slanderous lies? List their names.
They shall be tarred and feathered.

ISABEL
As you wish. But you shall find
yourself a Prince of Birds.

PROSPERO
So be it! They must suffer!!!

ISABEL
Perhaps it would be simpler to
build you a throne in the chicken
coupe.

He HURLES his sword at the floor-to-ceiling MIRROR,
shattering it.

PROSPERO
THEY ARE LIARS!!!

A moment.

ISABEL
What did you just break?

PROSPERO
A window.

ISABEL
Not a mirror?

PROSPERO
What of it?

ISABEL
It is very bad luck if it was a
mirror.

PROSPERO
It was a window. An ugly one.

ISABEL
What Catarina does with your prick
is no interest of mine. But it has
now become one of *public concern*
and now you must take action. This
is no time for scandal. You are as
aware as I that your *paramour* is
not suitable for the throne and
thus you must demonstrate your
loyalty to your Cuck-Queen wife.

A moment. He knows she is right. Panic.

PROSPERO
How?

ISABEL
Strip Catarina of her title and
banish her at once.

PROSPERO
I do not want to! This is not
fair!! Shut your mouth. I
SAID SHUT YOUR MOUTH!!!

ISABEL (CONT'D)
She is a liar and a threat to
your authority. She is
everything our father warned
you against.

Isabel SLAPS him. A moment.

He KISSES her. Her eyes widen as she shoves him off.

ISABEL (CONT'D)
You disgust me.

He looks at her - tail between his legs.

PROSPERO
I ... I always felt that perhaps--

ISABEL
Shut your foul pig mouth.

He obeys.

ISABEL (CONT'D)
Sit.

He sits on the floor (a difficult task in full armor).

She approaches him, stumbling until she is standing over him, her skirt covering his upper half. She reaches under her skirt, lowering her bloomers, then squats over him.

A STREAM OF URINE trickles down his steel breast plate.

She stands upright, pulls up her bloomers, and removes herself from him. He looks at her in doe-eyed wonderment.

ISABEL (CONT'D)
You have only yourself to blame for
this debacle. I trust you will un-
fuck yourself with dignity.
Remember: The Eye of God is ever
upon you.

She stumbles out. Prospero, dumbstruck and dripping in piss.

EXT. ROYAL GROUNDS. THE SQUARE. DAY.

The square is surrounded by high castle walls and the huge castle gate. Sven blows the BUGLE.

FANFARE. A MILITARY MARCH SONG. THE CHANGING OF THE GUARDS:

BIRD'S EYE as Sven conducts the choreographed ritual - a rhythmic, Busby Berkeley type number.

GUARDS
(singing)
The changing of the guards.
(The changing of the guards.)
This is the time where the changing
of the guards.
The changing of the guards.
(The changing of the guards.)
Oh we are a changing.
T'is the changing of the--

The ceremony is interrupted WHEN--

WATCH GUARD
WHO GOES THERE?

EXT. ROYAL GROUNDS. OUTER LIMITS. THAT MOMENT.

A SMALL BAND OF STARVING PEASANTS stumble towards the castle's gates. They have gloomy, hollow expressions. A tired mule pulls a wheelbarrow.

PEASANT MAN

All that is left of the village of Brilfax.

He walks towards the gate.

SERVANT

Stay where you are!

From the parapets, SOLDIERS aim their muskets.

INT. STAIRWELL. DAY.

Rose watching the scene unfold through an embrasure.

ISABEL

Perhaps we could poison her somehow, make her cough and wretch so that she is promptly beheaded like the others...

ROSE'S POV, BEYOND THE GATES:

PEASANT MAN

We beg mercy of our lord, Prince Prospero. We are not afflicted by the pestilence. If we were we would have long since perished. We beg sanctuary.

Above their heads come tumbling a huge cloth sack stuffed with things. The cloth splits, scattering stale rolls. The peasants run over to the scattered bread and eat greedily.

IN THE STAIRWELL.

Rose looks sick.

ROSE

Do you ever feel ... culpable?

ISABEL

Catarina is a vile doxy with no capacity for human feeling.

ROSE

I mean that we should we live in shelter while the rest are left to suffer.

Isabel pulls Rose's head close to hers:

ISABEL

Nothing we could do would help. We must weather this storm, until--

ROSE

An endless supply of corn...

ISABEL

As far as the eye can see. There is no virtue in suffering.

Rose glances past Isabel's shoulder, through the embrasure:

ROSE'S POV, BEYOND THE GATES

An OLDER PEASANT MAN runs for the gates and pounds on it.

OLDER PEASANT MAN

I BEG YOU HAVE MERCY!! I HAVE SEEN IT WITH MY OWN TWO EYES, DRIFTING THROUGH THE NIGHT, MORE HORRIBLE THAN YOU COULD SCARCELY IMAGINE--

A cascade of MUSKET FIRE rains down on them, blowing the man away in a shower of blood. The others scatter to the woods.

INT. SERVANTS BEDCHAMBER. SNOWY NIGHT.

Dozens of tiny cots. Rose watches ice melt from the ceiling. She sits up: Fat Toby sits on the edge of his bed.

FAT TOBY

What disturbs your slumber on this most tempestuous of nights?

ROSE

Is it true, what they say? Peasants are more vulnerable ... to the...

He frowns. Then, he tosses her a fur coat.

FAT TOBY

Bundle up.

INT. SERVANT'S QUARTERS. KITCHEN. SNOWY NIGHT.

Rose follows Toby as he fills a BURLAP SACK with FOOD.

INT. HALLWAY. NIGHT.

Toby, carrying the SACK, looks back at Rose, his finger over his mouth - *shh*. He leads her down a series of stairwells.

THE CATACOMBS.

Toby ties a cloth over his face and gives one to Rose. She ties it on. Their feet slosh through dark puddles as Toby leads her through the labyrinthine corridors. They reach a dead end and Toby starts tapping the stone wall.

He taps one that sounds hollow and proceeds to pull it out of the wall, opening a tunnel just wide enough for him to fit through.

He crawls into the darkened tunnel, beckoning Rose to follow. She hesitates, then joins him, crawling through the damp dark until finally, up ahead, they see a BEAM OF BLINDING LIGHT from above. Toby HOISTS Rose onto his shoulders and she climbs out--

EXT. OUTSIDE THE CASTLE WALLS. MOUNTAIN. NIGHT.

Rain pours over the mountaintop. Rose emerges, followed by Toby, who heaves his way up. They are caked with cold mud.

ABOVE THEM, on higher ground, a series of streams, which feed into the castle, supplying it with clean water. BELOW THEM, the streams converge into a waterfall, which spills out into the Xoindysdarth River and towards the many ravaged peasant villages.

A LARGE PIPE protrudes from the castle's wall, beside them.

ROSE
Why did you take me here?

A moment, then RANCID SEWAGE WATER BLASTS from THE PIPE. The smell putrid and overpowering. The SEWAGE trickles down the SERIES OF STREAMS and into the WATERFALL, contaminating the kingdom's water supply.

ROSE (CONT'D)
What is this?

FAT TOBY
What does it look like?

ROSE
Wastewater.

Toby gestures: *there you have it.*

ROSE (CONT'D)
This is the cause of The Red Death?

FAT TOBY
The Red Death works in mysterious ways. No single reason may be attributed to its lethal inception. You asked if a peasant's blood is more susceptible to pestilence. I felt obliged to demonstrate that susceptibility lies not in blood
... but water ...

He starts traversing down the hillside. Rose follows as Toby sings an ANCIENT FOLK MELODY, which carries into--

A SERIES OF SHOTS:

-Dark brown sewage contaminating perfect clear streams.
-The contaminated streams flow into a river. DEAD CATTLE CAKED IN BLOOD strewn across the riverbed.
-The river runs through farmland, pocked in FROZEN CORPSES.

EXT. ICY WOODS. NIGHT.

The BRILFAX PEASANTS huddle around a fire. TWO HOODED FIGURES approach.

PEASANT MAN
Who's there?

They lower their hoods: it's TOBY and ROSE. Toby pours out the contents of the sack -- ham, milk, bread, ale. The peasants in shock, weeping with gratitude.

INT. PRINCESS MARY'S CHAMBERS. NIGHT.

Mary, as usual, off her rocks on opium. Prospero enters and lies on the floor beside her.

PROSPERO
I am filled with nostalgia.

She stares blankly at him.

PROSPERO (CONT'D)

Remember when we used to sneak
around the gardens, playing Hide N'
Seek, making love in the geraniums.

She offers him the opium pipe.

PROSPERO (CONT'D)

No I mustn't ... Perhaps one puff--

He takes a hit.

PROSPERO (CONT'D)

Do you ... do you love me?

Mary stares at him blankly.

INT. CASTLE. CORRIDOR. NIGHT.

Prospero wandering the halls, passing Sven.

PROSPERO

Just a late night stroll. Important
matters on which to dwell.

EXT. ROYAL GARDENS. SNOWY NIGHT. MOMENTS LATER.

Prospero gets lost in the gardens. He sees something oozing
from the muddy soil, between his bare toes - he inspects it -
BLOOD - BUBBLING LIKE LAVA FOR ACRES IN ALL DIRECTIONS.

PROSPERO

Who's there? Who's there?! Who?
Answer me! Speak! Speak I say!

Prospero's breathing picking up. His feet sinking deeper and
deeper in bloody snow.

PROSPERO (CONT'D)

Do not turn your back to me,
stranger. Do you know who I am? I
said do not dare! I, I shall have
you f-feathered and flayed ... I
shall serve your eyes to the rats
... I ... Guards! ... Gua--

He keels over, wiggling out. A FULL BLOWN PANIC ATTACK.

PROSPERO (CONT'D)

Oh ... Oh God ...

He braces himself against a tree. Blood bubbling higher.

PROSPERO (CONT'D)

Oh no ...

He moans quietly, sliding down the tree into the blood mud.

PROSPERO (CONT'D)

This is ... This is not good ...

He curls into the fetal position. He is rocking back and forth. Blood bubbling around him.

PROSPERO (CONT'D)

Help me ... Mother? Help me Mother,
where are you? ... Oh God ...

INT. ISABEL'S BEDCHAMBER. NIGHT.

Isabel lies awake in bed. She gets out of bed and walks across the dark chamber. She lights candles.

She looks at herself in the vanity mirror. From a neighboring chamber, a dull rhythmic THUMPING. She pauses for a moment, then splashes water on her face.

In the mirror's reflection, we may catch the tiniest flicker in the background of some sort of CREATURE tapping its head against the window.

THEN ... the sharp sound of GLASS SHATTERING. Isabel startles as the candles blow out and she is thrust into darkness.

ISABEL

Hello?

There is no answer. A shaft of moonlight illuminates SHARDS on the floor. She looks towards the window and sees that it has been BROKEN.

In the darkness, we see that someone or *something* is sitting on her bed. They light a match, revealing themselves to be FRANZ, still in bear costume, save for some of his face where he has ripped off the mask. He is bloodied and pale.

FRANZ

You may think you have everyone fooled, but sooner or later, they'll catch onto you, my girl.

Isabel takes a step back, her face dripping with water.

FRANZ (CONT'D)

And when they do ... there's really no telling what they will do.

He walks towards her as she backs towards the broken window.

FRANZ (CONT'D)
They may chop your head off and
mount it to the wall. If you're
lucky that is.

She feels around on the sill, finding a SHARD OF GLASS. She picks it up and hides it behind her back as he approaches.

FRANZ (CONT'D)
What are you going to do with that,
my love? Stab me? That makes me so
very sad.

Suddenly, BLOOD starts dripping from his eyes, ears and mouth, like the victims of the RED DEATH. He CONVULSES wildly as blood begins to SEEP FROM HIS POURS.

She starts climbing out the window, when his bloodied hand GRABS HER BOOT, pulling her back in.

She looks up at him as THOUSANDS OF BATS fly from his robes and SWARM ISABEL, TEARING AT HER FLESH.

INT. ISABEL'S BEDCHAMBER. NIGHT.

Isabel's eyes bolt open. Sweat pours down her face. Moonlight glints through the windows across the hardwood floor.

She glances at the windows: the glass unbroken.

INT. CASTLE. HALLWAYS. NIGHT.

Rose and Toby emerge from a stairwell.

TOBY
Keep your head low.

They part ways. Rose walks briskly towards the servants quarters when she hears A WHIMPERING SOUND. At the end of the corridor, a SILHOUETTED FIGURE, hunched over. She approaches.

ROSE
Hello? ... Are you alright?

The figure looks up, catching moonlight from the window. It is PRINCE PROSPERO, in the throes of an anxiety spiral.

PROSPERO
Who's there??

ROSE (CONT'D)
Forgive me Your--

PROSPERO (CONT'D)
Peasant, hello.

ROSE
(bowing)
Your Excellency.

PROSPERO
Why do you roam the late night
corridors?

ROSE
Sleep eludes me, Your Excellency.

PROSPERO
Me as well.

ROSE
I am sorry to hear that.

PROSPERO
You have disturbing thoughts?

ROSE
Sometimes, yes.

PROSPERO
What thoughts? Tell me.

ROSE PROSPERO (CONT'D)
Well ... I fear that I am vulnerable.

ROSE (CONT'D)
... To what?

PROSPERO
(spitting venom:)
To sickness!

ROSE
I am sure that you are not.

PROSPERO
How are you sure?

ROSE
Because ... you are very strong and
healthy and great.

PROSPERO
Do not placate me, peasant.

ROSE (CONT'D)
I suppose I remind myself that it
is something we all must encounter
and therefore I feel less alone.

PROSPERO
I see...

ROSE
Besides, once it's done, it's done.
Better to spend our energies on
living whilst we still can.

A long moment. Prospero takes this in.

PROSPERO
You are wise beyond your peasant
years.

ROSE
Thank you, Your Excellency.

PROSPERO
I would like a cuddle.

ROSE
It would be my honor, Your
Excellency.

He hugs the thirteen year old tightly, slowing his breathing. She pats his back. His eyes widen.

PROSPERO
(a frightened whisper:) *Sometimes I see things.*

EXT. ROYAL GROUNDS. GARDENS. DAY.

Sven, bugle in hand, and Catarina walk briskly.

CATARINA
Something is amiss. You are right
to doubt her.

SVEN
My instincts told me she was an imposter and my instincts, like my trusty chronoscope, are never wrong.

Sven gestures to his CHRONOSCOPE, an enormous, steam-punk time-keeping contraption on his wrist with many sun-dials.

CATARINA

Watch her closely. And her servant girl too. There's no telling what chicanery they are brewing...

EXT. CASTLE. VINEYARD.

Rose amongst the servants picking grapes in the freezing cold. Phyllis walks amongst the ranks, barking orders:

PHYLLIS

If the leaves are not toothed they are not grapes, they are Moonseed berries! Moonseed berries are poisonous! We do not want to poison our guests, do we?!

She sees the albino collected the toothed leaves.

CHEEKY SERVANT

And why not??

Servants laugh.

PHYLLIS

Nice one, Peregrine, very good.

Rose picking grapes. She examines the leaves for teeth. They are the poisonous type. She discards them and moves along.

An ALBINO SERVANT GIRL picks up the POISONOUS GRAPES Rose just discarded and wraps them in a cloth.

Rose CLOCKS this out of the corner of her eye.

EXT. VINEYARD. DAY

Prospero, Catarina, Mary, Isabel, Ferdinand taste wines.

Rose watches like a hawk as the ALBINO SERVANT slips Catarina a GLASS VIAL. Catarina EMPTIES the vial into a GLASS.

PROSPERO

Mmm, tasty, delicious.

ISABEL

Rather good, yes.

Catarina hands the now POISONED GLASS to Isabel.

CATARINA

Try this one, Duchess, I know you
will adore it.

ROSE

Pardon, but My Lady does not
consume honey wine.

Rose snatches the glass from Isabel.

CATARINA

Wherefore not?

ROSE

Disrupts digestion. I have made it
my life's mission to learn My
Lady's sensitives in these matters.

CATARINA

I have seen the Duchess drink honey
wine many times.

ISABEL

In my absence I was stung by many
wrathful bees and developed a feral
intolerance to honey.

CATARINA

Well then peasant, I suppose it is
your lucky day. Drink up and tell
us your thoughts.

Rose looks to Isabel, nervously.

PROSPERO

Go on. I should very much like to
know what this peasant thinks
because she is a very wise peasant
I think.

Rose starts sipping.

ISABEL

(to Rose)

You disgust me. How dare you
indulge yourself on wine made for a
Prince.

Rose stops drinking.

ROSE

I am sorry, My Lady.

ISABEL
(cruelly)
Do not make the mistake again.

ROSE
Yes, My Lady.

Rose looks ill.

FERDINAND
I will gladly assume the Lady's
glass. Such fine wine should not go
to waste.

Rose hands it over and Ferdinand drinks greedily.

Isabel looks to Rose, who is really not looking great. A DROPLET OF BLOOD falls onto the floor, splashing Isabel's shoe in SLOW MO.

Isabel acts quick, dropping her handkerchief.

ISABEL
I've dropped my napkin. Pick it up.

Rose bends down to pick it up, as blood spills onto it. She quickly presses it to her nose, remaining on her knees.

Catarina glances at them, *catching them?* ... As Ferdinand turns red in the face, and start WHEEZING uncontrollably.

FERDINAND
Something stung me. I ... I ...

Prospero runs far away and gives a signal to the GUARDS.

FERDINAND (CONT'D)
(through the coughing)
No, no please, WAIT --

They DRAG HIM AWAY KICKING AND SCREAMING.

INT. CASTLE. HALL OF HEADS. DAY.

THWUNK. Ferdinand's head joins the ranks.

INT. ISABEL'S BEDCHAMBER. DAY.

Isabel guides Rose inside, then locks the door. Rose is sweating bullets, pale. Isabel feels her forehead.

ISABEL

You're sweltering. Rest. No one can
see you in this condition.

Isabel guides her to the bed.

ROSE

Keep your distance.

ISABEL

Drinking poison is not contagious.

ROSE

What if it's--

ISABEL

Don't be foolish. You said it
yourself, Moonseed berries.

Rose looks at Isabel, vulnerable.

ROSE

I ... I fear I have been exposed.

ISABEL

How?

ROSE

Fat Toby and I went--

ISABEL

Who?

ROSE

Fat Toby. He is a friend.

ISABEL

What friend? We have no friends.

ROSE

We brought supplies to the Brilfax
peasants.

Isabel in shock. Trying to control her fury.

ISABEL

... You mean to tell me you snuck
beyond the castle walls? ...

ROSE

If we do not help them, who will?

ISABEL

And who was there to help us when
we were starving through the
winter?

ROSE

We are safe now.

ISABEL

Do you realize how fragile our
position here is? ... Do you?

Rose nods, guiltily.

ISABEL (CONT'D)

What if someone saw you? They'd
have your head and mount it on the
wall. And we can only pray you did
not expose yourself ...

ROSE

I ... I ...

Rose looks ill, her eyes glazing over. She is about to faint, but Isabel catches her, and helps her to bed. She pulls Rose's hair from her eyes.

ISABEL

Shhhh. It's gonna be okay. Rest
now. We're gonna be okay...

Isabel removes Rose's RED-LEATHER MARY JANES. A pang of guilt as she sees that they are full of holes.

INT. HALLWAY. DAY.

Isabel steps out of her room and, checking that the coast is clear, locks the door with a key.

SVEN THE GUARD

Dreary weather we're having, Your
Highness, don't you think?

Isabel jumps, startled.

ISABEL

I quite like the cold.

Sven eyes the keys.

SVEN THE GUARD

Protecting some rare jewel, are we?

ISABEL

(sharply)

Even if I were, would it be of your concern?

SVEN THE GUARD

Apologies, Your Highness, I was merely being colloquial.

ISABEL

I would prefer you limit your colloquialisms to things meteorological.

SVEN THE GUARD

Yes, Your Highness.

He nods deferentially before continuing down the corridor, whistling. As he turns the corner:

SVEN THE GUARD (CONT'D)

(a veiled threat:)

Looks like rain again. Best bundle up, now. Wouldn't want you catching your death.

INT. HALLWAY OUTSIDE ISABEL'S BEDCHAMBER. THAT MOMENT.

Sven walks quietly towards the room. Looks around. Then lowers himself to peer through the keyhole.

INT. HALL OF HEADS. DAY.

Sven walks proudly past the unfortunates.

INT. MARY'S CHAMBER. DAY.

Princess Mary lies on the floor, stoned. Catarina makes the bed. A KNOCK at the door. Catarina opens it. It's SVEN.

INT. PRINCE'S CHAMBER. DAY.

CLUMPS OF DARK HAIR fall onto shiny white marble.

The Prince, wearing nothing but a crown, poses dramatically for himself in an ornate full-length mirror. He TRIMS his pubic hair with ORNATE SILVER SCISSORS.

He has a full-blown erection.

A KNOCK on the door. He quickly throws on a silk robe then opens the door, scissors still in hand. It's Catarina. She glances down at his crotch, casually noting his erection, plainly visible through the robe.

CATARINA
I come with rather pressing news.

He pulls her into the room and starts running his hands along her body, making growling noises.

CATARINA (CONT'D)
I must inform you--

PROSPERO
Inform me how I may revel in the
glory of your tasty bits.

CATARINA
It is a matter of most urgent
public safety.

PROSPERO
I shall show you a "matter of most
urgent public safety."

He drops his robe and gyrates his hips. She frowns.

CATARINA
You shaved.

He grins mischievously. She looks somewhat perplexed.

CATARINA (CONT'D)
It's rather aardvark-like...

PROSPERO
(baby voice)
Naughty prince needs a floggy.

INT. ISABEL'S BEDCHAMBER. NIGHT.

A KEY TURNS in the lock. The door open. Isabel enters quietly, locks the door behind her. She notes the empty bed.

INT. SERVANTS QUARTERS. MOMENTS LATER.

Isabel looking for Rose. Elaine catches up to her.

ELAINE
My Lady! I've been looking for you.
The girl -- have you heard?

EXT. THE BLOCK. NIGHT.

GUARDS drag Rose to the bloody slab of stone. Sven sharpening his axe as Prospero and Catarina look on from the balcony.

INT. HALL OF HEADS. MOMENTS LATER.

Elaine urgently guides Isabel down the hallway.

THE BLOCK. NIGHT.

SLOW MO as Sven approaches Rose, raises his axe.

MEZZANINE. MOMENTS LATER.

Elaine and Isabel rush through to the balcony where Catarina and Prospero stand.

ISABEL
What is happening?

Catarina's face falls.

PROSPERO
The gypsy is contaminated! She is to be executed forthwith!

ISABEL
Halt this at once. Do it now for I shall never speak to you again NOW!

PROSPERO
HALT!! HALT HALT!

DOWN BY THE BLOCK: Sven, moments from swinging, halts.

ISABEL
Why was I not informed of this?

PROSPERO
It was a matter of too great an urgency.

ISABEL
You do realize that if not for this girl I'd be lying dead in a ditch somewhere.

CATARINA ISABEL (CONT'D)
 You do realize if this gypsy
 were not found we might all Do not speak to me when I
 catch our death by sunrise. have not asked your opinion.

PROSPERO
 She is right. It is beyond our
 control. The girl is a liability to
 us all.

ISABEL
 And what evidence is there for her
 sickness.

PROSPERO
 A guard found her hiding in your
 bedchamber coughing and wheezing in
 her own filth.

A moment.

ISABEL
 And you didn't stop to question
 what this guard was doing in *my*
bedchamber.

PROSPERO
 Well ... no, I--

ISABEL
 Was it, by chance, Sven? ... Come.
 I must talk with you in private.

They walk towards the edge of the balcony.

ISABEL (CONT'D)
 Your Sven has made untoward
 advances on both the peasant girl
 and myself since my return. I
 warned him and he subsequently
 cursed us and swore vengeance.
 Doubtless, he has spun a spider's
 web of deception and lies.

PROSPERO
 (deathly serious)
 What advances?

Isabel whispers something into his ear. His EYES BULGING.

PROSPERO (CONT'D)
 You are certain it is him?
 Considering your blindness and--

ISABEL
Without a sliver of a doubt. His
lilt is unmistakable.

Prospero walks to the edge of the balcony.

PROSPERO
SVEN!! SVEN!!!

Sven takes his black executioner's hood off.

SVEN THE GUARD
Yes, Your Excellency?

PROSPERO
YOU HAVE COMMITTED LECHEROUS
TREASON!! GUARDS!! SEIZE HIM!!

They look at Prospero, confused.

PROSPERO (CONT'D)
I SAID SEIZE HIM SEIZE HIM SEIZE
HIM NOW!!!!

SVEN THE GUARD
Surely there is a
misunderstanding.

CATARINA
This is undoubtedly--

PROSPERO
SILENCE!!!! SILENCE ALL!! HE HAS
COMMITTED TREASON AND HE SHALL
SUFFER THE WORST!!

CATARINA
Your Excell--

PROSPERO (CONT'D)
I SAID SHUSH!!! SHUSH HAG!!!!

She shushes. The guards seize Sven as Prospero leans over the
railing, breathing slowly, trying to calm himself. Isabel
walks to him.

ISABEL
The Worst?

After a very long moment, he collects himself:

PROSPERO
It is my newest invention of which
I am quite proud.

REGAL ORGAN MUSIC takes us into--

SUPERIMPOSE TITLE:

T h e W o r s t

A SERIES OF QUICK SHOTS:

Leather straps tightened FORCEFULLY on flesh:

ANKLE. ANKLE. WRIST. WRIST.

WIDE: A terrified Sven strapped to a large SLAB OF WOOD. The edge of the wood has holes for rope, which is strung through, knotted, then tied to the saddle of a HORSE.

PROSPERO (V.O.)

First, the recipient shall be fastened to a hurdle or wooden panel drawn by horse to the place of execution ...

SLOW MO: HOOVES TROT through the dust ... DUST CLOUDS... swirling across the frame ... Until they settle ... revealing ... SVEN ... Fastened to the wood panel ... bobbing along the hard earth ... dragged by the horse.

EXT. PALACE GROUNDS. THE SQUARE. DAY. CONTINUOUS.

A large, titillated CROWD gathered round to watch.

CUT TO:

A THICK ROPE is tied around Sven's already bloodied neck. A BEEFY MAN wearing gloves HOISTS the end of the rope. Sven's cut-up, dirty feet LIFT OFF THE GROUND, FLAILING--

PROSPERO (V.O.)

Hanged...

CLOSE: Sven's eyes bulging, his face turning blue.

PROSPERO (V.O.)

Almost to the point of death...

WIDE: The rope is released and Sven falls to the ground with a dull THUD. He GASPS for air.

CUT TO:**A KNIFE HEATING OVER FIRE**

PROSPERO (V.O.)

Emasculated.

The hot knife swiftly removes Sven's testicles.

PROSPERO (V.O.)

Disemboweled.

The same knife tears across his abdomen. Guts spill.

PROSPERO (V.O.)
Dipped in jam ...

THWUNK. Sven is dropped into a giant vat of jam.

PROSPERO (V.O.)
And left to the birds.

SLOW MO BIRDS peck at Sven's jam-coated body in beautiful sunset silhouette.

REVEAL: Prospero watches on. He looks at Isabel eagerly.

PROSPERO
(to Isabel)
Then - finally - he is to be
quartered and beheaded.

A LARGE METAL CONTRAPTION that can only be described as a super-sized apple slicer is lowered onto what's left of Sven - slicing him into FOUR PERFECTLY EVEN QUARTERS, which are each TOSSED into the air, one after the other.

They SOAR through the crisp blue sky in SLOW MO. The CROWD rushes to catch them like a pop-fly at a Yankees game. They TEAR and GNAW at the flesh like dogs.

ISABEL, impressively stone-faced.

PROSPERO (CONT'D)
What say you?

ISABEL
It's ... good. Highly imaginative.

PROSPERO
What do you mean good? It is not
good it is bad that is the point it
is "The Worst".

She looks at him blankly. Then whispers into his ear:

ISABEL
Papa would be proud.

Four words this merciless Prince has never before heard. His fragile heart melting. Actively restraining tears.

ROSE, in the crowd, utterly horrified. Her EYES WIDEN as: SWOOSH! A BATTLE AXE SLICES the head off poor, limbless Sven, splattering blood into the crowd.

INT. ISABEL'S BEDCHAMBER. NIGHT.

Isabel and Rose in the midst of a heated argument. Isabel pours herself a tall glass of wine.

ROSE
Your twin was right. It is not worth a thousand luxuries to live amongst such cruelty.

ISABEL
Rather the idealist, are we?
When did you become so ungrateful?
Before or after I saved your life?

ROSE
When did you become so bloodless?

ISABEL
Seconds. That's how close I was.
For what? So you could ... could go on your little Robin Hood crusade?
Serving peasants stale bread days before they perish.

ROSE
You like it, don't you? The primping and the preening. It must be hard each morning, choosing which fabric to wear for morning tea, satin or silk or velvet or--

Isabel SLAPS her. Rose looks at her, startled.

ISABEL
You sound like a ...

ROSE
Go on ...

ISABEL
Like a whiney little peasant.

ROSE
And what are you? My peasant sister from Norbury?

ISABEL
I am the one saving you from ROSE (CONT'D)
bleeding out your eyeballs. Or my master, the great
Duchess Margarita? ...

ISABEL (CONT'D) ROSE (CONT'D)
 ... From becoming rat food. ... I guess the sorry truth
 is they have become one and
 the same.

ROSE (CONT'D)
 I'd rather be rat food than a rat.

ISABEL
 You may leave ... Now.

ROSE
 (curtsying)
 With pleasure, Your Highness.

She leaves - not turning her back to Isabel - a good little servant. The door opens then shuts.

Isabel HURLS her GLASS at the VANITY MIRROR, SHATTERING IT.

EXT. CASTLE. GROUNDS. DAY.

A MAJESTIC WALTZ (*think Dmitri Shostakovich's "Waltz No. 2"*) plays over a SERIES OF QUICK SHOTS: LAMBS, CALVES, and OXEN are slaughtered en masse.

PEACOCKS are carted around the grounds by a WRANGLER, when the Wrangler carrying the Peacocks wagon has a heart attack. He tips the wagon and the crates BREAK OPEN, freeing the majestic birds.

INT. CASTLE. HALLWAY. DAY.

A gaggle of rogue PEACOCKS strut down the halls like they own the place.

INT. CASTLE. TEA ROOM. DAY.

CLOSE ON: A FUDDY DUDDY OLD BARONESS smoking a pipe. Distant sounds of GUNFIRE and PEASANTS SCREAMING.

OLD BARONESS
 It must be said: the Prince has handled the crisis with admirable decisiveness. True, his approach is rather quote unquote "Draconian," but desperate times call for quote unquote "desperate measures."

OLD BARONESS 2
 I do feel rather a strong sense of
 ... security.

OLD BARONESS 3
 Quite.

INT. PALACE. VOYEUR ATTIC. DAY.

Prospero peers through the peephole, watching the conversation unfold. He smiles.

INT. HALLWAY OF HEADS. DAY.

Prospero dances giddily. He plays with a peacock. There is a hint of madness in his eyes. The peacock SPREADS its feathers. Prospero's eyes widen.

INT. CASTLE. ANOTHER HALLWAY. MOMENTS LATER.

A few GUESTS chasing stray a peacock around the halls. Something a little unhinged about it. The isolation starting to take its toll on the collective psyche.

A WOMAN stares blankly at a portrait of a cat.

INT. CASTLE. BATHHOUSE. DAY.

A Roman-style hot spring in the center of a pillared courtyard. NOBILITY luxuriating in its healing waters.

ISABEL
 The truth is Lord Chamberlain left Sir Edmund to watch over the Lady Chamberlain throughout his travels to Southampton. He returned home and eight months hence, found himself father to triplets.

The others gasp and cackle.

Resentment blossoms in Rose. Her eyes narrow with judgement.

ACROSS THE POOL -- Catarina climbs onto Prospero's back, playing a flirty game where they dunk each other. They are laughing and splashing around.

Prospero climbs out of the water and towels himself dry. Everyone pretends not to notice his visible boner.

Isabel watches as he walks out of the baths. She glances towards PRINCESS MARY, who sits by a pillar, smoking opium.

Isabel swims towards Catarina, "accidentally" bumping her.

CATARINA
Pardon me, Duchess.

ISABEL
Is that you, Catarina?

CATARINA
Indeed.

ISABEL
Would you be so kind to guide me to dry land.

CATARINA
With pleasure.

Catarina escorts Isabel out of the hot waters. As they walk:

ISABEL
You must fear the Princess is privy to your bald flirtations.

CATARINA
She is privy to precisely nothing.
Look at her. Ah yes ... you cannot.

ISABEL
What if I were to make her privy?

CATARINA
Is that a threat?

ISABEL
It is a question.

CATARINA
Be my guest.

ISABEL
Is that a dare?

CATARINA
It is an invitation. Go on. I shall escort you.

Catarina escorts a dripping Isabel across the baths to the blitzed Princess and future Queen of Neberius.

CATARINA (CONT'D)
Your Highness -- the Duchess has
requested an audience.

Princess Mary stares up at them.

CATARINA (CONT'D)
(to Isabel)
I shall leave you to it.

Catarina walks away and watches from a nearby pillar.

ISABEL
Your Highness? ... I fear your lady
in waiting means to usurp your
position.

Mary blinks, too stoned to process.

ISABEL (CONT'D)
She is filling your husband's ear
with venom in hopes of having you
hanged before taking your rightful
place on the throne.

Mary is unresponsive.

ISABEL (CONT'D)
I figured you should know.

MARY
I thought it was up-surp. As in: *I*
upsurp you.

ISABEL
I am not sure you hear what I am
saying. Your life is in danger.

MARY
I am sure it is usurp.

ISABEL
I... MARY (CONT'D)
Upsurp ... usurp ... usurp

Mary inhales deeply from her opium pipe, then sinks into a
daze. A moment, then Catarina returns.

CATARINA
How'd it go?

ISABEL
She is very upset.

CATARINA
(to Mary)
Are you upset, Your Highness?

Mary looks at Catarina, dope-eyed.

MARY
I want grapes.

CATARINA
Purple or green?

MARY
Green.

Catarina walks away to retrieve the grapes.

ISABEL
You are a spineless sycophant.

CATARINA
You are indefatigable.

ISABEL
Your face is indefatigable.

CATARINA
Incapable of being fatigued and
generally unwearying?

ISABEL
Yes.

CATARINA
Thank you.

ISABEL
He will not go for you.

CATARINA
He will.

ISABEL
He will not.

Catarina sticks out her tongue at Isabel.

CATARINA
I've just stuck my tongue at you.

ISABEL
I see that.
(quick recovery)
I can smell your stinking breath.

CATARINA

Then surely you must smell your
brother's cock on it.

ISABEL

Lovely.

CATARINA

Quite.

Isabel turns away as Catarina retrieves the grapes.

CATARINA (CONT'D)

Your Highness?

Isabel turns as Catarina HURLS A CLUSTER OF GRAPES towards her and Isabel instinctively CATCHES IT.

Oh fuck. Isabel's eyes widen. Can she play this off?

CATARINA (CONT'D)

Bravo.

Catarina turns and walks away. Isabel glances around, panicking. No one else seems to have noticed.

INT. PRINCE'S BEDCHAMBER. DAY.

A KNOCK. Prospero answers the door. It is Isabel. She enters.

ISABEL

I warned you your reputation is at stake and yet you have done nothing to handle the situation. You must banish Catarina at once.

He sighs and walks away, facing the windows.

ISABEL (CONT'D)

Do not forget, brother, you lost me once, and could lose me again. I came back because I believed you had the capacity for change. Perhaps I was mistaken. Consider this your final warning.

Prospero breathes deeply, trying to remain calm.

INT. CASTLE. ANOTHER HALLWAY. MOMENTS LATER.

Prince Prospero clammers down the hallway, a ball of anxiety. He drinks heartily from a bottle of mead.

INT. STAIRWELL. CONTINUOUS.

Prospero clumsily descends the stairs and walks through a secret passageway into--

INT. BASEMENT. CATACOMBS. CONTINUOUS.

Claustrophobic subterranean passages. He grabs a torch and drunkenly stumbles along.

INT. HONEY ROOM. DAY.

Prospero pushes open a heavy stone door into a secret room. It lit by three skylights - which illuminate in dramatic heavenly beams:

PROSPERO'S THREE EX (MURDERED) WIVES ...Each embalmed in a pool of honey, with a corresponding portrait beside.

Prospero walks to the center honey pool, that of his favorite and first dead wife, *Cecily*: "the one that got away."

PROSPERO

Oh Cecily. My dear departed Cecily.
What do I do? Do I banish Catarina?
Or could my sister and I ... Oh, I
have feelings. So many feelings!!!

He climbs into the pool of honey and nuzzles his head in her lap, weeping. A full blown breakdown. A beam of God Light renders them in Caravaggio-like grandeur.

PROSPERO (CONT'D)

I should never have hanged you ...
Forgive me, Cecily, forgive me ...

INT. HALLWAY. NIGHT.

Prospero, dripping in honey, walks slowly. An unreadable expression on his face.

He rounds a corner and approaches his new CHIEF GUARD. He whispers into the guard's ear.

INT. THE SQUARE. MORNING

FUNERAL BELLS RINGING. The CROWD gathers, as Prospero steps out onto his balcony, dressed in black.

PROSPERO

With a heavy heart, I stand before thee to proclaim a woeful tidings that hath befallen our land. Last eve, whilst immersed in the realm of dreams, our fair Princess Mary succumbed to an eternal slumber, nevermore to grace our mortal plane.

The crowd gasps. Panic flickers across ISABEL's face.

INTERCUT WITH:

INT. MARY'S CHAMBER. THE NIGHT BEFORE.

The CHIEF GUARD enters, pulling a hood over his head. He sees Mary in bed, asleep, her opium pipe still smoking.

THE SQUARE. DAY.

PROSPERO

Let us find solace, for the Princess slipped away without anguish ...

MARY'S CHAMBER. NIGHT

The guard approaches Mary and SMOTHERS HER WITH A PILLOW. She KICKS AND SCREAMS AND GRASPS FOR LIFE.

THE SQUARE. DAY.

PROSPERO

Her spirit carried aloft by angelic wings as she lay in rest.

MARY'S CHAMBER. NIGHT

Mary manages to KICK the guard in the crotch. He keels over and she makes a run for the door. It is locked.

THE SQUARE. DAY.

PROSPERO

'Tis a testament to her pure heart that she departed serene, encircled by the tranquility of dreams.

MARY'S CHAMBER. NIGHT

Mary runs to the window. She struggles to open it as the guard rushes towards her. She opens it just in time.

She begins climbing out as he reaches for her.

SHE JUMPS BACKWARD ...

CRACKING HER NECK ON A GARGOYLE ON THE WAY DOWN ...

... SPLATTERING ON THE COLD COBBLESTONE ... BLOOD FLOWING ...

THE SQUARE. DAY.

PROSPERO

And lo, in the midst of our sorrow,
let not the shadows engulf our
souls entirely. I declare that on
the very night of the masquerade,
tomorrow night, I, the grieving
Prince, shall wed the fair Lady
Catarina of Wellingshire, uniting
our souls under the moonlit canopy
... of love ...

Catarina steps out beside him, in chic matching black garb. She seems to look straight at Isabel, her eyes cold and piercing. She makes a subtle *you're-gonna-die-bitch* gesture.

Isabel turns into the crowd, searching for Rose.

INT. CASTLE. VARIOUS LOCATIONS. DAY.

Isabel combs the premises for Rose.

PROSPERO (V.O.)

Let the tolling bells echo her
name. Let our banners fly half-
mast, for her memory shall forever
grace our hearts. Her essence shall
guide us through darkest nights.

THE SQUARE.

CLOSE ON: PROSPERO, suddenly teary-eyed:

PROSPERO

Rest now, dear Princess, in eternal
peace. We shall mourn thee, for
thou art sorely missed.

INT. SERVANTS QUARTERS. DAY.

A COMMOTION in the halls. SERVANTS are running the other way as Isabel approaches Rose's quarters.

As she does, a thin layer of SMOKE fills the air, casting an eerie glow throughout the halls.

Coughing, Isabel clutches her chest, the smoke stinging her eyes. Panic surges through her voice.

ISABEL
Rose? Rose!?

EXT. BURNING SERVANT SHED. DAY.

The shed ON FIRE. Thick SMOKE billows, trapping the SERVANTS inside. They attempt to escape through the doors, but they find them bolted shut. Desperation sets in as they try the windows, only to discover they are boarded shut.

ROSE crawls towards a small hole in the floorboards, but the opening is too narrow to fit through.

She frantically attempts to pry it open...

INT. PRINCE'S CHAMBERS. DAY.

Isabel pushes through the double doors, where Prospero and Catarina open a bottle of Brandy.

ISABEL
Where is she?

Prospero glances at her, confused.

PROSPERO
Who?

Isabel is shaking with rage.

CATARINA
I presume she means the peasant child.

PROSPERO
Ah yes ...

CATARINA
Rumor has it she was sneaking rations out to wandering peasants.
(MORE)

CATARINA (CONT'D)

She was a thief who risked collective contamination. To allow her or any other who may have been exposed to live would have been nothing short of a lethal liability.

ISABEL

Where. Is. She?

Catarina puts on a cloying face of faux sympathy.

CATARINA

I'm sorry, dear Margarita, I know you had grown quite fond of the thing.

Isabel is shaking. Catarina looks at her, a thought occurring:

CATARINA (CONT'D)

(giddy)
We are to be sisters!

Catarina hugs her. ISABEL THROWS CATARINA AGAINST THE WALL THEN CHARGES AT HER, STRANGLING HER.

PROSPERO
GUARDS!! GUARDS!!

GUARDS break up the fight, pulling Isabel off Catarina. Isabel ELBOWS A GUARD IN THE NOSE. He DRAWS HIS SWORD.

PROSPERO (CONT'D)
Stop!! Stop!

The guards step back. Isabel and Catarina stare at each other, panting.

CATARINA
Funny ... You fight well. Almost as if you are not blind ...

Prospero considers this. Catarina CLAPS in front of Isabel's face. She does not flinch.

PROSPERO
I do not understand. What reason have you to feign blindness?

CATARINA
Who are you? Speak demon. Imposter. What witchcraft enables you to assume the Lady's visage?

Catarina HURLS A GLASS at her. Isabel ducks as it SHATTERS behind her.

CATARINA (CONT'D)
Works every time.

Prospero's face falls as he realizes he has been lied to.

PROSPERO
WHO ARE YOU? SPEAK NOW!!

ISABEL
I am your sister.

PROSPERO
And what was the song we used to
sing as children?

ISABEL
I ...

PROSPERO
What color are your son's eyes?

Isabel tears up.

ISABEL
Since the accident my memory has--

PROSPERO
Save the crocodile tears for the
swamp.

GUARD 2
We have a swamp?

PROSPERO
No!

ISABEL
Look me in the eyes and tell me you
do not see your sister.

PROSPERO
I see nothing but secrets. Secrets
and lies. This is your final
warning, speak truthfully.

A moment.

ISABEL
I am not your sister, Margarita.
But I am still your sister. Surely
you recall another ... a twin ...

Prospero CLOSES HIS EYES. A SERIES OF QUICK FLASH CUTS:

-YOUNG PROSPERO PLAYS WITH INFANT TWIN GIRLS
 -THEIR MOTHER BURNING
 -A RUSHING RIVER, ONE BABY SWEPT AWAY AS PROSPERO WEEPS

Prospero OPENS HIS EYES. He stares at Isabel for a long time.

PROSPERO
 It cannot be. She perished in the
 Xoindysdarth's rapids.

ISABEL
 I survived. Rescued by peasants.

PROSPERO
 THAT IS A LIE!! HOW CAN YOU LIE TO
 ME SO CALLOUSLY?

ISABEL PROSPERO (CONT'D)
 I swear I-- SILENCE!!

ISABEL (CONT'D)
 Look at me. Tell me you do not see
 it in my eyes.

Prospero a nervous wreck, ugly-crying.

CATARINA
 Seize her.

GUARDS APPROACH AS ISABEL MAKES A RUN FOR IT.

THE HALLWAYS.

Isabel ducks behind a statue as the guards rush past.

SERVANTS CHAMBERS.

Isabel races through the smoke. She makes her way--

OUTSIDE. BY THE SHED.

Where SERVANTS DOUSE THE BURNING SHED WITH BUCKETS OF WATER.

A HOODED FIGURE trails Isabel, drifting in and out of visibility amidst the smoke.

In what remains of the shed, Isabel begins to make out ...
 a PILE OF BURNT BODIES, skin charred beyond recognition.

Amidst the pile, **A PAIR OF RED MARY JANES -- ROSE'S SHOES.**

Isabel stares at them, frozen in shock.

SUDDENLY, A HAND COVERS HER MOUTH AND DRAGS HER AWAY INTO--
A STAIRWELL.

THE HOODED FIGURE DRAGS HER FLAILING BODY INTO--
THE CATACOMBS.

The figure takes off its hood. It's TOBY. He puts his finger over his mouth as Isabel collects herself.

FAT TOBY
I know you are not who you say and
I wish to protect you. Come. We
mustn't stall.

SECRET TUNNEL. DAY.

Toby and Isabel wade through an endless bog of mud.

EXT. OUTSIDE OF KINGDOM WALLS. MOUNTAIN. DAY.

Calm. Then, a HAND emerges through the mud. Then another. And soon Toby is climbing out of the earth like some undead golem. He reaches into the earth and pulls out Isabel.

Drenched and battered, Isabel catches her breath.

Isabel looks around. Thick fog hangs over the kingdom.

TOBY
My Lady ...

ISABEL
I am not Your Lady. I am far lower
than you.

TOBY
It is not safe for you to--

ISABEL
Leave me. I will find my own way.

A moment. He starts walking down the hill.

Isabel stands there for a long moment, trying to make sense of everything.

She inches towards the waterfall's edge, one step at a time, until she reaches the cliff's edge.

LOW ANGLE: from the crashing rapids, Isabel high above us, contemplating death.

Before she can jump, she is startled as, once again, SEWAGE SPEWS from giant pipes, contaminating the fresh water supply on its way down to the rest of the kingdom.

Isabel takes this in, grief and self-pity boiling into rage.

EXT. PEASANT MARKET. NIGHT.

Isabel walks through the ghost town. CORPSES of humans and animals alike amidst the rotting fruit.

A SCARECROW startles her. It is fashioned in the likeness of The Red Death, with its crimson robes and skull face.

One of the bodies TWITCHES in the dust. Isabel approaches. She turns the body over, it is a BLOODY YOUNG GIRL, DEAD AND ROTTING FROM THE PLAGUE.

Isabel lurches backwards. She looks around.

ISABEL
COME YOU COWARD! YOU DEMON!! I AM
YOURS FOR THE TAKING. COME, I
SAID!!

WIDE: Isabel a speck. Her voice echoing.

EXT. PEASANT VILLAGE. THE LOOKOUT. NIGHT.

The same spot she sat with Rose only months ago. Isabel looks at the castle, quietly mourning Rose.

Suddenly ... FIREWORKS ERUPT from within the castle.

Isabel watches, her eyes gleaming with vengeance.

EXT. WOODS OUTSIDE PALACE GROUNDS. DAY.

A group of blood-smeared, half-naked men and women. Each of them carries a crucifix in one hand and in the other a leather strap tied to sharpened iron.

Their faces shine with religious ecstasy as Flagellants flagellate. In the distance, smoke billowing.

FLAGELLANT MASTER
 FOR THE LORD WILL EXECUTE JUDGMENT
 BY FIRE AND BY HIS SWORD ON ALL
 FLESH, AND THOSE SLAIN BY THE LORD
 WILL BE MANY!!

The CHANTING growing louder, the FLAGELLATION faster, harder,
 They bleed and convulse with pious fervor.

Isabel stands before them. They come to a halt.

FLAGELLANT MASTER (CONT'D)
 Move aside, sinner, or else join
 our ranks.

ISABEL
 I bring tidings from within the
 walls of opulence and deceit. The
 castle, the very heart of our
 suffering, is lost in a haze of
 revelry, while we suffer beneath
 the weight of the Red Death

The peasants exchange glances.

FLAGELLANT MASTER
 The end is nigh. Only death and
 suffering are certain.

ISABEL
 ... True ... But know I have
 witnessed their excesses, their
 vile masquerade of prosperity, as
 they gorge on, on ... succulent
 meats and drown themselves in wine
 and dance with jesters and marvel
 at acrobats, while we, the rightful
owners of this land, suffer in
 silence. Tomorrow eve, they partake
 in a lavish orgy of debauchery.

FLAGELLANT 1
 We are not the rightful owners of
 this land. God is.

ISABEL
 Good point ... But surely God would
 want us to seek vengeance.

FLAGELLANT 2
 "Do not seek vengeance or bear a
 grudge against anyone among your
 people but love thy neighbor as you
 love thine self for I am the Lord."

FLAGELLANTS

Amen.

ISABEL

Who among you loves thine self?

No response.

ISABEL (CONT'D)

Who among you hates thine self?

A few murmurs, "I."

ISABEL (CONT'D)

So ... perhaps God meant you should hate thy neighbor as you hate thine self. Particularly if thine neighbor has feasted upon your toil, while you starve and wither. Has kept you in darkness, while they revel in the glow of excess. Let them tremble beneath the weight of our righteous fury. Let us swarm, aye, let us take back the food and the wine and the dignity that they have stolen!

A newfound fire kindles in the eyes of the flagellants. They nod, some clenching their fists in solidarity, others whipping their backs.

ISABEL (CONT'D)

Spread the tidings near and far: tomorrow, we storm the gates! Let their arrows fly, our numbers will outmatch them!

FLAGELLANT 2

KILL 'EM ALL!!!

FLAGELLANTS

RAHHH!!!!!!

EXT. OUTSIDE OF KINGDOM WALLS. MOUNTAIN. NIGHT.

SEWAGE SPEWS from the giant pipe. SEVERAL FLAGELLANTS watch on in horror. The soil is hot and bubbling.

Isabel taps a LARGE STICK onto the ground, finding the HOLLOW SPOT. She begins digging.

INT. SECRET TUNNEL. NIGHT.

Isabel and the flagellants crawl through the mud--

INT. THE CATACOMBS. NIGHT.

Isabel and the flagellants emerge through the secret passageway. She checks that the coast is clear.

ISABEL

Return and lead the others forth.
 They will be distracted by the
 Masquerade's spectacle. Climb these
 stairwells to the highest peaks.
 There you will find sentries who
 stand watch over the great gates.
 Strike down as many as you can.
 Push them over the edge. They are
 not anticipating an ambush.

INT. HALL OF HEADS. NIGHT.

Isabel, soaking wet and muddy, tiptoes quietly. She grabs a LARGE BUST OF PROSPERO'S HEAD from a column.

INT. PRINCE'S CHAMBERS. NIGHT.

ISABEL EMERGES FROM BEHIND THE WALL AND SMASHES THE BUST OVER THE GUARD'S HEAD. He's out cold. She retrieves his weapon.

INT. PRINCE'S BEDCHAMBER. NIGHT.

The door handle twisting. Isabel sneaks in, sword in hand.

Isabel approaches the bed, where Prospero snores quietly. We may catch a GLIMPSE in the mirror - CATARINA, crown atop her head, watching bemused, holding a CROSSBOW.

CATARINA

Go ahead.

Isabel, startled, looks to Catarina, who aims her bow.

CATARINA (CONT'D)

Really. Pay me no mind. It is not
 as if I anticipated your ambush.

As Isabel begins to SWING the sword an ARROW SHOOTS across the room, sinking straight into her HAND. She HOWLS as she DROPS THE SWORD onto the wood flooring.

Prospero wakes up with a startled SCREAM. Isabel makes a mad dash for the sword as Catarina strings another arrow.

CATARINA (CONT'D)
 Nah ah ah. This one's going
 straight to the tits.

But before Isabel can react, THE GUARD RUSHES IN AND SMASHES ISABEL OVER THE HEAD WITH THE BUST.

BLACK.

INT. BAMBOO ROOM. DAWN.

Beautiful sunrise. Isabel's eyes flutter open. She has been tied, face up, to what is essentially a mesh hammock. It is a peaceful room with a Japanese Zen vibe.

CATARINA
 Welcome ... to the bamboo room.
 Peaceful, yes?

ISABEL
 Mm.

CATARINA
 Do you know what plant grows the
 fastest?

ISABEL
 ... Bamboo? ...

CATARINA
 It can grow upwards of three feet
 in the course of a single day.

ISABEL
 Catarina, you must--

CATARINA
 Uh uh uh uh uh.

She breaks off a piece of bamboo and holds it over her.

CATARINA (CONT'D)
 Below you is a bed of freshly
 planted bamboo. You cannot see it
 but it is there. The tips have been
 sharpened, as such:

She flips the piece around, revealing a sharp end. She traces it along Isabel's neck, threatening to draw blood.

CATARINA (CONT'D)
 It is currently one foot beneath
 you.
 (MORE)

CATARINA (CONT'D)

By sun down it will have penetrated
your flesh in thirteen places. By
midnight, it will have grown
through all your major organs and
out the other side.

She leans over her, calm but menacing:

ISABEL
Let me explai--

CATARINA (CONT'D)
Groveling. Just like your
little peasant friend.

ISABEL (CONT'D)
Liar!

CATARINA
You are not blind, are you?

Isabel spits at her.

CATARINA (CONT'D)
I will ask you once more. I suggest
you speak truthfully: Are. You.
Blind.

ISABEL
... No ... I am not ...

CATARINA
Then that is something we must
rectify.

Catarina grabs the sharpened piece of bamboo and B-lines for
Isabel's eyeballs--

CUT TO:

SNAP ZOOM ON HOP FROG, HANGING UPSIDE-DOWN FROM THE RAFTERS:

HOP FROG
THE MASQUERADE IS UPON US!!!

THE CROWD ERUPTS IN FANFARE.

INT. CASTLE. GRAND BALLROOM. THE MASQUERADE. DAY.

We are in the full whirl of the Masquerade Ball. Knights and
dames dressed in fantastic costumes sip on wine. Above them,
FIVE STEER being roasted.

The ORCHESTRA playing fervently when --

A HEAVY MONOTONOUS CLANGING interrupts. The orchestra falls silent. Slowly, dozens of MASKED FACES turn towards the source of the sound...

Against the western wall, a gigantic CLOCK OF EBONY. It's large swaying pendulum glistening in the torchlight.

CLANG ... CLANG ... CLANG ... CLANG ... CLANG ...

The clock emits a thick jet of smoke. It settles, revealing on a small terrace atop the clock, PRINCE PROSPERO, dressed to the nines in a very extra, vibrant blue outfit and mask. The crowd ERUPTS in applause, marveled by the spectacle.

PROSPERO

Now are thoughts thou shalt not
banish! Now are visions ne'er to
vanish! From thy spirit shall they
pass! No more – like dew-drop from
the grass!

LARGE DOUBLE DOORS OPEN, REVEALING BLINDING BLUE LIGHT. The crowd oh-ing and ah-ing as they gallivant into--

THE BLUE ROOM

The room is bright blue, blue walls, blue furniture, blue stained glass windows glowing in the full moon's light. It is lined with giant, blue banquet tables, covered in blue trays of blue food. How the food came to be blue, we will never know.

The guests sit down for the epic blue feast.

EXT. OUTSIDE OF KINGDOM WALLS. MOUNTAIN. NIGHT.

The FLAGELLANTS lift a LARGE BOULDER and JAM IT INTO THE SEWAGE PIPE.

They dig, finding their way down into the secret tunnel.

INT. BAMBOO ROOM. DAY.

Isabel tied to her hammock. Her newly empty eye sockets covered in a bloody cloth. She is unconscious from the pain. Beneath her, the BAMBOO has grown, as promised, up to her back. The sharpened tips millimeters away from her flesh.

CLOSE ON: the fastest growing piece presses into her flesh, slowly bending it, until PRICK, a drop of BLOOD falls from her back, dripping down the stalk.

This wakes ISABEL. She realizes her eyes are gone and starts screaming from the pain.

Across the room, a TALL GUARD stands watch.

ISABEL
Help me! Please, help me!

CLOSE TALL ON GUARD'S EYES AS WE FADE INTO **QUICK FLASHBACKS--**

-THE CHANGING OF THE GUARD

The guards singing. Sven barks orders as the tall Guard and him make eyes.

-GUARD TOWER. NIGHT.

Tall Guard and Sven naked in each others arms.

SVEN THE GUARD
Tell me you worship me.

TALL GUARD
I adore you.

SVEN THE GUARD
I will always protect you.

They kiss.

-EXECUTION BLOCK. NIGHT.

PROSPERO
(re: Sven)
You are certain it is him?

ISABEL
Without a sliver of a doubt.

-THE SQUARE. THE WORST.

Sven's testicles removed with a knife. Birds peck his eyes.

Tall Guard on duty, repressing his agony.

-THE SQUARE. SUNSET.

Now empty. Tall Guard buries what remains of his lover. He clutches onto Sven's CHRONOSCOPE, weeping.

BACK TO:

BAMBOO ROOM. DAY.

Tall Guard's eye twitches. Isabel wretches in pain.

THE BLUE ROOM

As the partygoers finish their dessert. Chatting loudly and enjoying the spectacle WHEN... THE HEAVY MONOTONOUS CLANGING once again interrupts. And once again, all is still, and all is silent save the voice of the clock.

The clock CHIMES six o'clock. PROSPERO, wearing a new purple outfit, raises a chalice:

PROSPERO

*In visions of the dark night,
I have dreamed of joy departed.
But a waking dream of life and
light, hath left me broken-hearted.*

ANOTHER DOOR OPENS -- this time emitting PURPLE LIGHT. The crowd, once again, ERUPTS in applause as they head into--

THE PURPLE ROOM.

Where the floor, walls, ceiling, furniture, and stained-glass windows are, you guessed it, a vibrant shade of purple. A GIANT FOUNTAIN OF PURPLE WINE vaults to the ceiling. At its base, waiters scoop finger-bowl sized glasses onto trays. The guests rush to them and grab greedily at the glasses.

EXT. ROYAL GROUNDS. OUTER LIMITS. THAT MOMENT.

An ANGRY MOB of SICKLY PEASANTS has formed outside the gates. They chant and shake the gates.

The SENTRIES aim their muskets at the crowd and ... FIRE ...

THE CATACOMBS.

Sewage has begun to overflow from the now CLOGGED PIPE. RATS moving through the water.

The FLAGELLANTS wade through the muck. They find the STAIRWELL and begin their ascent.

BAMBOO ROOM.

The bamboo is starting to really tear into Isabel's back. She uses the sharp ends to SAW at the ROPE BINDING HER HANDS.

She does this slowly and carefully, as to not draw the tall guard's attention. With each sawing motion, she scrapes her back against the longer pieces, biting her lip as to not groan in pain.

Blood drips abundantly onto the bamboo stalks.

The tall guard looks up, listening to the heavy FOOTSTEPS and muted MUSIC of the revelers above.

Isabel sawing as the rope gradually begins to tear apart... Thread by thread... As she holds in her pain and finally ... BREAKS THE ROPE, freeing her hands.

She reaches up towards her bound legs ... inches away ... when she SLIPS BACK, TEARING HER BACK AGAINST THE POINTED BAMBOO, SCREAMING AS SHE DOES.

The tall guard turns towards her. He sees that her hands have been cut loose.

TALL GUARD

Hey!

He rushes towards her as she pulls at a piece of bamboo.

The tall guard approaches her, and grabs her left arm as Isabel SWINGS HER RIGHT HAND, HOLDING JAGGED PIECE OF BAMBOO, STRAIGHT INTO HIS JUGULAR.

He bleeds out over her, falling to his death on the bed of sharpened bamboo, impaling himself.

TALL GUARD (CONT'D)

(dying words)

I'm coming, Sven ... I'm coming...

Isabel swings up and uses the bamboo to cut her legs free, then HURTLE herself past the bamboo and onto the hard ground in a LOUD THUD.

She lies there. Between her shredded back and gauged eyes, she is in enormous pain. She wills herself to stand. Finally, she rises to her feet, feeling the walls, searching for a door. She feels a long WHITE CURTAIN and PULLS IT DOWN.

She wraps it over her battered body and face, a hooded cloak, then stumbles towards the door and out of the bamboo room.

THE PURPLE ROOM.

The drunk revelers dancing to the orchestra's music when, once again, THE CLOCK startles them. Another door opens. GREEN LIGHT. This time, Prospero is no where to be found. The guests amble into--

THE GREEN ROOM

Which is not only painted green with the requisite matching stained glass, but contains a full TROPICAL JUNGLE. Vines hanging down from above. Trees stretching toward the ceiling. It is full of peacocks and other exotic birds.

INT. HALL OF HEADS - NIGHT

Isabel stumbles blindly through the halls. Her white curtain cloak growing red with blood. She hears voices and ducks behind a pillar as REVELERS pass.

THE ORANGE ROOM

The screen explodes into drunken chaos as dozens of exotically costumed FEMALE DANCERS, skirts held high, thrash through the pyrotechnic-filled, marmalade-colored chamber with death-defying physical abandon.

By now, the masqueraders are properly sloshed. They gyrate violently to the music: somewhere between waltz and mosh pit.

A WOMAN stares at herself in a mirror, sobbing.

A SHIT-FACED EARL pirouettes ferociously, when his long cape flutters into one of the large FIRE PITS, catching fire.

People try to alert him, but the man is too drunk to notice. He continues spinning, faster and faster as he CATCHES FIRE. He screams, running around the room, trying to put himself out. Others dodge this kinetic fireball of a man as he burns alive.

He JUMPS THROUGH THE STAINED GLASS WINDOW, falling to his almost-certain death. The music stops. Rain and wind pour through the broken glass. All eyes turn to the dead earl's WIDOW. She is in shock. A tense, pregnant pause. Then:

WIDOW COUNTESS

My husband was an adulterous lecher! I say, let him burn! Let the bastard burn Goddammit!!

The crowd CHEERS and the MUSIC RESUMES. The newly liberated widow grabs a RANDOM MAN and KISSES him like a school girl.

EXT. THE PARAPETS. NIGHT.

TWO SENTRIES HEAVE A ROPE, CRANKING GEARS on a LARGE MECHANISM as SCALDING HOT TAR POURS DOWN FROM GIANT VATS ... MELTING THE PEASANTS ALIVE ...

SCREAMING AND HORROR AND CHAOS ...

From behind the TWO SENTRIES, the MUDDY FLAGELLANTS APPROACH ... THEN PUSH THEM TO THEIR DEATH --

GRAND HALLWAY. THAT MOMENT.

Isabel stumbles past the ENORMOUS CLOCK. She stops, listening to the PENDULUM TICK. Her white garment is now entirely red.

Pressing her hands against the walls, she feels her way to--

A STAIRWELL

Isabel hobbles her way up ...

THE WHITE ROOM

Shiny white marble floor, white chandeliers, white orchids. The stage has been set for white wedding. The GRAND ORGAN playing the most extra rendition of Pachelbel's "Canon in D" you've ever heard as the procession begins.

PROSPERO, in his finest snow leopard furs waits at the alter. A THIRTY PIECE STRING ORCHESTRA joining the canon.

His bride emerges. CATARINA dressed in the swankiest, diamond-encrusted dress of all time with a 100-foot trail. The crowd GASPS and MURMURS. She walks gracefully to the stage. Her whole life has been building to this. Absolute power is hers at last.

The crown is placed atop her head. Prospero weeps quietly.

THE PARAPETS

Isabel emerges, blood-soaked and stumbling, a frightening figure in the moonlight's silhouette. The SOUNDS of THE ANGRY MOB and PERPETUAL GUNFIRE.

WATCHMAN
Who goes there!?

Isabel puts on her SCARY DEMON VOICE (the one she used to use to swindle people in the markets). She STEPS OUT, SILHOUETTED BY THE MOONLIGHT, A FRIGHTENING SITE TO BEHOLD:

ISABEL AS MASK
*Bow down, ye lowly guardians,
before my malefic form and tremble
in despair...*

HER VOICE ECHOES ACROSS THE PARAPETS ...

ISABEL AS MASK (V.O.)
*Witness the demise of thy futile
resistance, as I claim this realm,
beyond repair...*

ONE BY ONE, THE SENTRYES GO PALE ...

ISABEL AS MASK (V.O.)
*Behold, mortals, for I am That, The
Red Death, whose darkness doth
spread...*

As the Sentries begin to panic, the PEASANTS exploit their vulnerability, SNEAKING UP AND PUSHING THEM OFF THE EDGE...

CLOSE ON ISABEL, HER VOICE TREMBLING WITH VENGEFUL RAGE:

ISABEL AS MASK
*ABANDON POST, YE FOOLISH GUARDS,
LEST THOU WISH TO FEEL MY MOST
UNHOLIEST FIRE...*

THE REMAINING SENTRYES HAUL ASS, RUNNING FOR THEIR LIVES...

THE WHITE ROOM

A moment, when a DOOR OPENS, emitting violet light.

A LORD
Didn't we already do this room?

A LADY
That was *purple*. This is *violet*.

THE VIOLET ROOM

Also known as the pre-orgy room. Because every wedding reception needs an orgy and every orgy needs a pre-orgy.

Oysters, figs, and strawberries are passed out by SEXY BELLY DANCERS and BUFF SHIRTLESS MEN in SATYR COSTUMES. Sensual HARP MUSIC plays.

CASTLE GATES

With the guards retreating, THE MOB FINALLY BEGINS TO SCALE THE WALLS SUCCESSFULLY.

The Flagellants extend their hands, helping them up.

THE GRAND HALL

Filthy sewage water begins trickling in, towards the CLOCK.

PHANTOM POV (a la Evil Dead): In a CONTINUOUS SHOT we makes our way past the occasional PASSED OUT REVELER from one totally- trashed room to the next: **blue** to **purple** to **green** to **orange** to **white** to **violet** and finally, into--

THE ORGY ROOM

Black velvet decorum with crimson red stained glass windows. Beams of blood-soaked light illuminate the FULL BLOWN ORGY taking place: moaning, spanking, whipping, fucking.

SWEATY TAIKO DRUMMERS underscore the utter debauchery. It's either the hottest or grossest thing you've seen, depending on your point of view.

Catarina, in the throes of a delicious fivesome.

The CLOCK RINGS OUT yet again. The music stops. The revelers grow quiet as the music box plays its song.

Then, finally, it STRIKES MIDNIGHT ...

The chimes conclude, leaving behind their final echo ...

Utter silence. THEN ... a deep, horrible RUMBLING SOUND. It is a sound somehow not of this world, heard as if from the bottom of the earth.

ACROSS THE ROOM: silhouetted by the window's hazy red glow:

... A RED HOODED FIGURE ...

But this is NOT Isabel in her bloodied robes. It is something else entirely, something distinctly inhuman, graceful. A long moment as the crowd takes in the spectral image.

PROSPERO

Who's there?

CUT AROUND THE ROOM to revelers watching on tremblingly.

PROSPERO (CONT'D)

How dare you costume yourself in
such a manner!

The figure does not react. A murmur throughout the room, expressive at first of disapprobation and surprise – then, finally, of terror, of horror, and of disgust.

CLOSE ON the small beady eyes of the Prince. His brow reddening with rage. He approaches the figure, slowly.

PROSPERO (CONT'D)

Who dares? Who dare thus to make
mockery of our woes? Uncase the
varlet that we may know whom we
have to hang tomorrow at sunrise
from the battlements.

He unsheathes his DAGGER, looking to his guards for support.

PROSPERO (CONT'D)

Will no one stir at my bidding?
Stop him and strip him, I say, of
those reddened vestures of
sacrilege!

But he receives no help. The vast assembly, as if with one impulse, shrinks from the centers of the room to the walls. PRINCE PROSPERO, maddening with rage, bears aloft his drawn dagger and approaches the haunting figure.

PROSPERO (CONT'D)

Who are you? Remove your mask!

The figure steps into the torchlight, revealing itself ...

THE MASK -- which conceals its visage – is made so nearly to resemble the countenance of a stiffened corpse that the closest scrutiny must have had difficulty in detecting the cheat. Its vesture is dabbled in blood and its broad brow, with all the features of the face, is besprinkled with the scarlet horror.

... for it is finally come ...

The Masque of the Red Death

Frightened, the Prince drops his gleaming dagger on the sable carpet. He stares deeply into the dark, hollowed eyes of the Masque of the Red Death, paralyzed in terror ...

... WHEN ... A DROP OF BLOOD rolls down from his nose. Trembling, he retrieves a kerchief from his breast pocket and dabs it dry.

He looks back to his bride, The Princess Catarina, for help. She averts her gaze downward.

He stumbles towards her - a frightened child in search of its mother - as she backs away. As he walks, BLOOD BEGINS TO DRIP FROM HIS EYES.

The crowd GASPS. He continues stumbling towards her as BLOOD OOZES FROM ALL HIS PORES AT ONCE.

HE SCREAMS AS HIS FLESH DISINTEGRATES BEFORE HIM ... HE COLLAPSES ONTO THE GROUND ... CONVULSING WILDLY ... BLOOD SPEWING VIOLENTLY FROM EVERY ORIFICE ... HIS BODY SPASMING LIKE A FISH PLUCKED FROM WATER ... UNTIL FINALLY ...

... *He is still ...*

A very long, tense moment. The revelers' faces bewitched by fear.

A WOMAN GETS A NOSE BLEED ... THEN ANOTHER MAN ... AND ANOTHER ... THEN ... **PANIC** - crowd psychology plunges into a spasm of fury ...

ONE BY ONE, EVERYONE IS GETTING NOSE BLEEDS ... which of course PROGRESS INTO FACE BLEEDS.

TOTAL CHAOS as the nation's elite try in vein to escape and scatter across the palace and its grounds, one by one, succumbing to the pestilence.

THE MASQUE OF THE RED DEATH floats serenely through the halls as revelers rush out in an avalanche, every man for himself.

CATARINA, not yet bleeding, rushes towards the exit, pushing through the double doors. She rounds a corner to find the corridor FLOODED with sewage.

RATS scattering amongst the hallowed halls.

THE ENTRYWAY

As the guests rush out, succumbing one by one to the horrific spectacle of the Red Death, the PEASANT MOB RUSHES IN.

THE PEASANTS, IN RAGE-FILLED FRENZY, TEAR AT THE FLESH OF THE KINGDOM'S NOBILITY ...

OTHERS take advantage of the feast, gorging themselves on oxen and truffles and suckling pig.

But the Red Death does not concern itself with the trifling vanities of mortal kind -- be it class, virtue, creed, or station. AND SO, one by one, THE PEASANTS, TOO, SUCCUMB TO THE PLAGUE.

OUTSIDE THE ENTRANCE

In the rain, CLUSTERS OF NOBILITY clamber onto horseback.

Catarina tears someone off their horse and mounts it herself.

She rides furiously, as others succumb to the Red Death and FALL FROM THEIR HORSES into the muck.

Those who make it to the castle's welded gates try desperately to pry them open. Others try to scale the walls.

As they climb, many fall to their death as they succumb to bloody sickness, showering thick blood in all directions.

CATARINA climbs ... higher and higher ... finally reaching--

THE LEDGE.

She pulls herself up, victorious. She grins, when blood starts streaming down her nose. Her eyes WIDEN.

Blood starts pouring out of her pores. She screams BLOODY MURDER, TEARING AT HER VEINS ...

WHEN she FALLS FROM THE PARAPETS ... IMPALING HERSELF ON THE NEWLY ERECTED STATUE OF HER LATE GREAT HUSBAND.

THE PARAPETS.

Isabel crawls on all fours, along the edges of the castle.

She knows there's only way out.

She LEAPS off the other side ... FALLING deep into --

THE MUCK.

She wades through, trying not to drown.

EXT. THE CASTLE. BIRD'S EYE. DAWN.

A sea of corpses. A ROOSTER crows then spouts blood and dies.

THE SQUARE.

Dried mud cakes the monstrous heap of dead revelers frozen in the last agonies of the Plague, sprawled grotesquely across the cobblestone.

The statue of Prospero swaddled in what's left of Catarina.

THE CASTLE. VARIOUS GRAND HALLS AND CHAMBERS.

The GREAT CLOCK's music box echoes vibrantly.

Blood-caked CORPSES litter the many great rooms. Sewage floods the halls.

Lit by flickering torchlight, **THE MASQUE OF THE RED DEATH** sits in what was once the ORGY ROOM.

RATS SWARM PROSPERO'S CORPSE, FEASTING ON IT.

THE RED DEATH looks at the Prince with its deathly visage, then quietly reaches into its hood and pulls off its OWN FACE -- a ROTTED SKULL, and places it on a small side table.

The DISEMBODIED SKULL (THE NARRATOR'S VOICE) TALKS:

DISEMBODIED SKULL
And now was acknowledged the
presence of I, the Red Death. I had
come like a thief in the night.

The now headless, hooded body of the MASQUE OF THE RED DEATH crosses its legs, casually taking in the space.

EXT. CASTLE GATES. MORNING

Isabel awakens to the sound of CHANTING.

She pinches herself, to make sure she isn't dreaming. Though she is blind, she can hear, nearby - A PROCESSION - covered from head to toe in pure white cloth, with only two holes slit open for them to see through.

Above their shoulders sways a giant SCULPTURE of Jesus on the cross. They cling together unnaturally, the ones on the outside wave torches as if to drive someone or something away. All of them chant words of prayer in a groaning voice.

Isabel regains her composure and begins trekking alone down the hill.

PATHWAY IN THE WOODS. LATER.

Isabel rests against a willow tree.

She runs her fingers through the dirt, when they graze over a SILVER PENDANT. She picks it up and traces it with her fingers, feeling an engraved "R" - just like Rose's pendant.

She feels it over and over again.

FLASH TO:

THE BURNING SHED.

Rose CRAWLS OUT through the hole. She RUNS.

THE CATACOMBS.

Barefoot, Rose sneaks into the secret passage.

THE MOUNTAINS.

She emerges at the waterfall, begins the trek down.

THE WOODS.

She walks past a tree, the same one Isabel has found herself at present. A BRANCH catches her coat, tearing a small hole in it. OUT FALLS THE PENDANT.

MORE WOODS.

Rose on the verge of collapse, when she encounters a small encampment of WANDERING PEASANTS. They run to her aid.

ROLLING HILLS.

Rose, looking much healthier, travels horse-and-buggy.

SUNNY SEASIDE TOWN.

Somewhere almost tropical, far from the Red Death's grasp. The caravan emerges. They have reached their destination.

Rose runs into the water, feeling the sand beneath her toes, finally free. She is happy.

BACK TO:

THE WILLOW TREE.

Isabel exhales, an unspeakable weight off her shoulders. Whether it is fact or fantasy is irrelevant because it is real for her and that is all she needs.

She traces the pendant over and over when a RED DROPLET stains it. She feels it, then puts her finger to her nose.

She feels the blood dripping. Startled at first, then accepting it. She smiles. At peace. Blood streams from her eyes and pores.

She erupts in crazed laughter, reveling in her final moments.

INT. CASTLE. BALL ROOM. NIGHT.

THE ROTTING SKULL and the surrounding ballroom decompose before our eyes. Centuries pass as it speaks its final verse in a distorted, horrific double voice:

DISEMBODIED SKULL
And the life of the ebony clock
went out with that of the last of
the gay. And the flames of the
tripods expired. And darkness and
decay and The Red Death held
illimitable dominion over all.

A heavy gust extinguishes the torchlight. All is dark.

THE END.