

At The Mountains Of Madness

By Guillermo Del Toro & Matthew Robbins

FADE IN:

EXT. COASTAL WATERS - DAWN

Grey skies. Desaturated daylight.

Slack tidal waters heave gently under a blanket of heavy mist. A wooden FISHING SCOW gradually takes shape.

Superimposure: **OCTOBER, 1939, HOBART, TASMANIA**

Four aboriginal Australian FISHERMEN are on board, hauling in a net. Silvery fish flop in the bilge as the men transfer the bountiful catch into an ice-filled hold.

One of the fishermen suddenly sees something. The chatter and work come to a stop.

Silence. Except for the thumping of the dying fish, gulping for air.

ANOTHER ANGLE

With infinite slowness, a huge, derelict WHALER floats into view, listing heavily. Its half-exposed bottom encrusted in barnacles and rust, the hulk dwarfs the fishing boat.

High on one side is a faded name: *Arkham*.

ON BOARD - LATER

THUNK! - a grappling hook sails over the rail and lands on the main deck.

An Australian PATROL BOAT has drawn alongside. A dozen SAILORS climb onto the wreck, fully armed.

EXTERIOR DECKS

The hatches and windows are smashed, the wheelhouse crushed. Bloodstains blacken the decks; the stairs and ladders have been torn out and twisted.

At the stern, a faded AMERICAN FLAG hangs in tatters.

The boarding party fans out wordlessly, awed by the destruction. The men switch on their torches and peer down the stairs. Water everywhere.

BELOW DECKS

CRASH -! A steel floor collapses, landing a SEAMAN waist-deep in rusty water one level down.

The sailors wade through tilting corridors, stopping to gawk at a cluster of MUMMIFIED DOGS fused onto a hatchway. The snarling teeth shine in the dim light.

IN A STATEROOM

A LIEUTENANT COMMANDER examines a shelf stacked with 35mm film cans. A handwritten label reads:

"MISKATONIC UNIVERSITY, ANTARCTIC EXPEDITION, 1930"

LIEUTENANT COMMANDER
Nineteen-thirty..?

The officer puts the cans into a leather pouch.

CORRIDOR

Up ahead, a storeroom. One of the men tries the door: shut tight. As the Lieutenant Commander approaches...

SAILOR
It's locked from *inside*, sir...

With a hunk of scrap metal, the officer bashes on the lock.

INSIDE

Pushing aside floating crates and planks, they play their lights over the riveted bulkheads, which are scratched and buckled.

SEAMAN
(*seeing something*)
Oh- Blimey, great God almighty-

The Lieutenant Commander follows his gaze-

THE MADMAN

Panting, wild-eyed, a crouching old man stares madly at them.

Chin-deep in the rusty water, his pale features and dry skin are in sharp contrast with his glittering, wide-open eyes.

SEAMAN

Can you understand me, sir? If you can,
just nod your head.

The SEAMAN approaches-

SEAMAN (CONT'D)

(approaching cautiously)

Sir. Don't be afraid, we're here to help
you- sir-

The seaman stops, becoming aware that the rotted remains of a HUMAN BEING are glued to one of the bulkheads. Disbelieving, he moves for a closer look.

Suddenly, screaming, the lunatic stands, revealing, in his hands, a rusty fire AX!

WILD MAN

Don't touch him!

With a brutal blow, he sinks the ax deep into the seaman's chest. As the water reddens, other sailors leap onto him, but he shakes them off and chops again, catching one man in the back.

BANG -! The Lieutenant Commander leans in from the doorway, his gun smoking, aiming for a second shot.

The madman drops to his knees, his grimace exposing hideous, broken teeth.

His wild hair is yellow gray, and a long, scraggy beard conceals gaunt features. His bulging, terrified eyes are pale blue. He touches the spreading bloodstain on his filthy coat and stares at his reddened hand.

WILD MAN (CONT'D)

A gun- You- shot me- my blood-

(a gory smile)

-I'm back- !

With a sigh, he falls face forward into the water. The men close in.

CUT TO:

EXT. HOBART DOCKS - DAY

Bright sunshine warms the docks at Sullivan's Cove, Hobart's busy harbor. The Union Jack is everywhere, as ENGLISH SAILORS provision a sturdy freighter, *HMS MOONSTONE*.

They load water barrels, crates of fresh food. Sailors carry a couple of dog sleds up the gangway.

The bemedaled ship's captain, ALAN STARKWEATHER, a no-nonsense, ruddy-faced veteran, walks briskly down the dock, followed by his WARRANT OFFICER. He signs a few forms and climbs into a shiny, black BENTLEY, its fenders decorated with consular flags.

EXT. HOBART STREETS - DAY

A CHAUFFEUR drives the Bentley through the colonial-era streets, where uniformed British and Australian soldiers mingle with colorfully-dressed natives.

IN THE BENTLEY

Starkweather and the local BRITISH CONSUL are seated in the rear of the car.

CONSUL

You're how close, then, Captain Starkweather?

STARKWEATHER

Two days and counting, sir. If the weather holds.

CONSUL

You ever hear of the Arkham?

The CONSUL hands him a sealed package.

STARKWEATHER

(surprised)

Lost at sea, almost a decade ago- along with her sister ship, the *Miskatonic*.

Starkweather opens the package: maps, memos and the 35mm film cans from the ship.

CONSUL

She just fetched up here, last night.

(beat)

With a survivor on board.

CUT TO:

EXT. MILITARY HOSPITAL - DAY

The Bentley sweeps past manicured lawns, palm trees and colorful flower beds. It parks at the main entrance, where Starkweather and the Consul get out.

A pair of uniformed sentries salutes smartly as the men enter the building.

HOSPITAL CORRIDOR

Steel bars: it's the prison ward. Starkweather and the Consul follow the HOSPITAL DIRECTOR.

HOSPITAL DIRECTOR

I must remind you, gentlemen, that despite the patient's sedation, we consider him extremely dangerous.

(beat)

Two men are dead, one in grave condition. We had to amputate an arm...

STARKWEATHER

The corpse, on board. Has it been autopsied?

HOSPITAL DIRECTOR

(nods)

Shotgun wound.

He opens another door. Starkweather stares in amazement.

INT. SHOWER ROOM - CONTINUOUS

The madman is propped up on a stool, his bony shoulder swathed in bandages. He's shackled to the white-tiled walls with long chains fastened to his neck, wrists and ankles.

Burly, uniformed SENTRIES stand guard as two ORDERLIES cautiously cut the man's fingernails and hair.

STARKWEATHER

Good Lord. Do you know his name?

CONSUL

I'm afraid not. He hasn't said a word.

Starkweather sits down opposite the man and studies his gaunt features.

STARKWEATHER

*Sprechen sie deutsch - ? Vous parlez
français - ?*

No response.

HOSPITAL DIRECTOR

We've been through all that. I say he's a Yank.

The Consul comes over to him.

CONSUL

The Admiralty feels that, given your destination, it's essential you look into it. Before you sail, you understand?

Starkweather can't conceal his impatience.

STARKWEATHER

(to the Consul)

I'm hardly in a position to - to get involved with this-

(beat)

With Hitler in Poland my timetable is even more urgent. I have to reach Antarctica by-

FWAPPPP!!!! The stranger wraps a bony hand around Starkweather's arm. Starkweather grimaces; it hurts.

STRANGER

Not- Antarctica!

The man's grip is like steel.

STRANGER (CONT'D)

(hoarse whisper)

You- must not go-

STARKWEATHER

I say, sir, let go - now-

The stranger gulps back tears and looks at the other men, barely able to control his voice.

STRANGER

You must-not-sail... to Antarctica-

The man totters to a mirror, dragging his chains.

He leans close to the mirror. Pulling back his long hair, he touches his face, aghast.

STARKWEATHER

Could you be more specific, sir about your warning- sir?

STRANGER

(agitated)

Wh- what year- is it?

CONSUL

1939.

STRANGER

(awestruck)

1939??

AT THE MIRROR

The stranger twitches in horror as something moves beneath his skin... A faint, jagged fissure opens... His fingers elongate and undulate, suddenly devoid of cartilage or bone.

STRANGER

No-

In a brutal, sudden *SHOCK CUT* his face and chest extrude into a mass of hungry, wet pseudopods that whip wildly in the air!!!!

Howling, the stranger turns away!!

And then -just as suddenly- his appearance reverts to normal!

BACK TO SCENE

The other men stare at him.

STARKWEATHER

What's wrong?

STRANGER

Did you see it??!! Did I change??!! I cannot trust my eyes- my mind-

He grows increasingly distraught, yanking at his chains.

STRANGER (CONT'D)

If I change- if I do, you must kill me,
you hear??? You must kill me!! Or I will
infect the world!!!

The sentries restrain him. Starkweather approaches.

STARKWEATHER

Sir? Your name, sir, what is your name??

STRANGER

I- my name is - William Dyer. Adjunct
Professor... the Miskatonic University
expedition.

The Hospital Director takes notes.

STARKWEATHER

And your age, Professor Dyer?

STRANGER

I am - I- was- I- was- twenty-five years
old- when we left America-

DISSOLVE TO:

EXT. MISKATONIC CAMPUS - NIGHT

Flashback.

CAMERA pulls back from young WILLIAM DYER. At 25, wearing a tuxedo, he's almost unrecognizably healthy and handsome.

A party is underway in a FLOWER GARDEN, where prosperous New England DONORS and FACULTY mingle under festive paper lanterns. In the background: the imposing red brick buildings of the university.

DYER (V.O.)

*I was handpicked for the voyage by Dr.
Gilman Lake, chairman of the biology
department...*

Dyer poses with a group of distinguished scientists (ATWOOD, PABODIE, FOWLER, DYER and LAKE) beneath the wing of a huge aluminum AIRCRAFT. News photographers gather round.

DYER (V.O.) (CONT'D)

*...along with my best friend, Walter
Danforth, a geologist like me.*

Danforth, an appealing, boyish scholar runs up for the photograph. He grins at Dyer as the reporters' flash powder lights up their faces.

Superimposure: **SEPTEMBER, 1930, MISKATONIC UNIVERSITY, ARKHAM, MASSACHUSETTS**

The center of attention is PROFESSOR GILMAN LAKE, 62, a charismatic, natural leader. More flash powder explosions as yelling PRESS PHOTOGRAPHERS crowd around him.

He leans close to Dyer and Danforth.

LAKE

Dreadful, isn't it, boys? All this hubbub? Our scientific community: as hidebound as the Vatican. But we're showmen, really. Forced to thrive as vaudevillians.

ATWOOD

(in passing)

"Forced"?!

The rest of the group chuckles.

LAKE

Thank you very much, Atwood. Just grin and bear it.

BOB GEDNEY, a rakish NEWSREEL CAMERAMAN stands on a table cranking his 35mm motion picture camera. His little brother PIP, 17, is ready with an extra film magazine.

GEDNEY

Come on, Professor Lake! Say something! I'm running out of film!

Pip laughs and the crowd applauds as Lake takes the microphone.

LAKE

Our trip will be one of discovery. Antarctica promises rich fossil records and with them, important clues to the origin of all species.

Danforth notices a beautiful YOUNG WOMAN standing in the shadows under an elm tree. He nudges Dyer, who abruptly leaves the line-up.

LAKE (CONT'D)
(noticing this)

In fact, we're seeking our place in the evolutionary ladder- and answers to age-old questions as to our very nature.

EXT. GARDEN - MOMENTS LATER

At the margins of the campus, the woman is walking away.

DYER

Anne! Anne! Wait!!

As Dyer catches up with her, she turns to face him. She is visibly pregnant.

DYER (CONT'D)

Anne? Wh- What are you doing here?

ANNE

I'm sorry, Bill. I shouldn't have-

Dyer gazes into Anne's sad eyes.

ANNE (CONT'D)

I'm leaving- for Providence. Tonight.

DYER

No, no... Please, Anne. Don't- I'll be back in the summer!

She hands him a key. An uncomfortable silence.

DYER (CONT'D)

You know how long I've worked to be part of this...

The crowd behind them CHEERS. A band strikes up a celebratory waltz.

ANNE

You look happy with them. Wonderful, really. Good-bye.

She kisses him on the cheek and turns to leave. Anguished, Dyer stops her. Holds her hand.

ANNE (CONT'D)

You're afraid you'll miss something? This is your child coming, and you'll miss that.

They stand for a moment, looking at each other.

DYER

Wait- Anne- wait. I - I'll stay- with you-

ANNE

Then, let's leave. Now. You'll send Dr. Lake a telegram tomorrow.

DYER

(shakes his head)

I have to do it face to face.

ANNE

He's not your father, Bill. He may think he has a hold on you, but he doesn't. Not unless you give it to him.

DYER

Still. I owe it to him, Anne, trust me- Will you wait?

ANNE

For the last time. I will.

He kisses her again and hastens off.

CUT TO:

EXT. - GARDEN - NIGHT

The guests sip champagne and admire various contraptions on display: a DORNIER PLANE, a FIELD LABORATORY, and a couple of DIESEL GENERATORS.

DYER (V.O.)

I should have left then and there, Anne knew it. She knew me better than myself.

(beat)

Unfortunately, so did Lake-

Lake shows the reporters a massive, Jules Verne-like DRILLING APPARATUS.

LAKE

Heck of a rig, eh? Five inch bore, self-cleaning augur. Brilliant idea. Take a bow, Frank.

He hauls forth PABODIE: a thin, well-bred English engineer. More picture-taking.

REPORTERS

But it's so big. How do you plan to transport it?

Lake eyes Pabodie, who obediently takes his cue.

PABODIE

It folds into sections. They take no more than twenty cubic feet. The whole thing is transportable on dog sleds.

LAKE

Always travel light, gentlemen!! A couple of ships, a few tons of food, four airplanes and- something warm for the winter!!!

The REPORTERS laugh, eating it up

LAKE (CONT'D)

(seeing Dyer)

Young Dyer, just in time. Join us!

Lake snatches two glasses of champagne from a passing tray.

DYER

(sotto voce)

Professor Lake. There is something- we need to talk. About my participation-

Lake takes Dyer aside. Hands him a drink.

LAKE

(smiles, looks back at Anne)

Bill, Bill- I am not blind. I know what you're going through. I, too, was young once... Do exactly as you must.

DYER

I'm very sorry, sir.

LAKE

Oh, no, no- please, no apologies. But- before you leave: a crate arrived this morning. It'll take only a minute.

DYER

A crate?? From whom? What's in it?

Lake glances over at Danforth, who grins in anticipation.

DANFORTH

Something you *must* definitely see.

INT. NATURAL SCIENCE HALL - NIGHT

Lake leads Danforth and Dyer down a corridor, lined with tall glass cabinets containing bones and pickled specimens. Running the length of the vaulted ceiling is a complete WHALE SKELETON.

LAKE

Did I ever tell you that they named this wing after my grandfather?

DYER

Yes, sir, I believe you did.

LAKE

And that the library was-

DYER

-named after your father, you've mentioned that too, sir. Twice.

Lake chuckles. They climb a flight of stairs.

LAKE

Forgive me, I tend to dwell on it. But-
-it's not easy, you see. Having these illustrious dead men weighing on your shoulders... Not easy at all. At your age, time has no meaning. It's of no consequence. But-

He unlocks the door to an office.

LAKE (CONT'D)

-I'm fifty-two. For the longest time, I had the certainty that mine has been a life lived in vain.

DANFORTH

Sir, you have achieved great-

LAKE

(interrupting)

I said "I had-"

He opens the door. Dyer's jaw sags in astonishment.

INT. LAKE'S OFFICE - SAME

Lake's office is wall-to-wall books and glass cases. In the center SOMETHING stands, unseen by CAMERA.

LAKE

The creature was heavily decomposed when fossilization began, but the striations on both flanks clearly suggest the existence of other appendages, you see??

DYER

Sir, I- I've never seen anything like it-

DANFORTH

No one has, actually.

As Dyers approaches, the display comes into view: a massive - if fragmentary - FOSSIL of a monstrous CREATURE.

Outside, the party is in full swing. Lake glances through the window into the garden. Anne is directly below, waiting.

DANFORTH (CONT'D)
(looks at Dyer)

Want to venture a date?

DYER

I- there are faint traces of a layered stromatolite that would suggest-

DANFORTH

Precambrian, late Archaean.

DYER

Impossible- nothing remotely as complex as this creature existed on earth. It must be a fake-

LAKE

Oh, it's real. That much I'm sure of. You may recall the Randolph expedition-

DYER

Yes, sir, six months ago, uncharted stretch of land, west of Mt. Lister.

LAKE

Precisely.

DYER

Not much came of it, as I recall.

DANFORTH

(wry smile)

That's what was said, wasn't it?

LAKE

In fact, Professor Randolph was -
intimidated by this find. I am not.

Outside, Anne leaves.

LAKE (CONT'D)

If we can dig up further evidence to
sustain its provenance-

DANFORTH

We'll make history, Bill!

LAKE

Are you interested in that, Dyer?
(extends his hand out)
Making history??

Dyer's eyes gleam with excitement. They shake hands.

CUT TO:

EXT. ANTARCTIC OCEAN - DAY

Two whalers sail through frozen waters. The *ARKHAM* and her
sister ship, the *MISKATONIC*.

EXT. SHIP'S DECK - AT SEA

A two-masted brig, the *Arkham* is laden with the drills and
seaplanes. Smoke curls from the single funnel. A quarter
mile away, the *Miskatonic* sails through heavy seas.

Superimposure: **OCTOBER 20th, 1930. ANTARCTIC CIRCLE.**

A small PLANE flies overhead.

MAIN DECK - THE *ARKHAM*

On deck, excitement mounts as the plane releases **FOUR**
BUNDLES, which float down on small parachutes.

Sailors grab and open them. Inside, sacks of **MAIL**.

DYER (V.O.)

By mid-October, our ships had crossed the
Antarctic circle. They were wooden ex-
whalers, "*The Arkham*" and "*The*
Miskatonic", reinforced for ice
conditions.

(MORE)

DYER (V.O.) (CONT'D)

*On board were four Dornier airplanes,
eight pneumatic drills, fifty-five sledge
dogs and thousands of pounds of food,
fuel and equipment.*

CAPTAIN DOUGLAS, a distinguished man in a white beard nods to his second-in-command, HIGGINS, who blows a whistle.

HIGGINS

Alright, you lot, come and get it!

Three sailors distribute the mail, reading off the names on the envelopes and packages.

DYER

*And yet, the most precious object on
board every two weeks was a simple
envelope...*

SAILOR 1

(reading the envelopes)
Chesterton, Daniels, Danforth-

DYER is in the crowd, waiting for his name to be called.

SAILOR 1 (CONT'D)

-Denton, Friederich, Horne-

Nothing. Dyer is disappointed.

DYER

*And the saddest of all things: the lack
of one-*

DANFORTH opens a carton of books.

DANFORTH

Look, Bill, from my mother. Some Jules Verne, Twain and *The Narrative of Arthur Gordon Pym, of Nantucket*- very appropriate...

(scanning a note)

My sister says Boston's having a cold snap. That's funny, huh? A cold snap?

Dyer smiles faintly, hiding his feelings.

Suddenly, PIP rushes past, carrying electrical cables. He descends through-

THE GALLEY

-almost toppling the cook who doles hot soup to half a dozen hungry sailors.

Four crew members (amongst them Pabodie and a bearded meteorologist, MOULTON) are playing poker at the mess table.

Pip whizzes by and enters the-

SHIP'S LABORATORY

Where Daniels, SUMNER and GORDON are unpacking the precious fossil. Gordon, a zoologist, is a touchy New Yorker.

GORDON

Damn kid!! Watch it!!

PIP

Sorry, Dr. Gordon!!

Pip scampers down a SPIRAL STAIRCASE to-

THE KENNELS

A cacophony of BARKING.

There are two dog handlers: IAN LARSEN, a muscled, tattooed, Canadian brawler, dressed lightly despite the cold-

- and JAN GUNNARSON, a lanky, blond Dane. They're feeding the huskies.

Pip plugs in the cables as Gedney waits by his camera.

GEDNEY

Thank you, Pip. Now, let there be light.

He snaps on some photofloods. Larsen squints in the sudden glare and notices Pip petting one of the dogs.

LARSEN.

Mr. Gedney, kindly tell your brother not to play with those animals. They ain't pets.

Pip backs off.

PIP

Just... saying hello, Mr. Larsen. I didn't -

MCTIGHE

And those lights, turn 'em off.

GEDNEY

But you're a star, McTighe! Like Rin Tin Tin!

Gedney is rolling film.

PIP

Mr. Larsen, your dogs, will they sense a difference down here? Instead of Canada?

Larsen wears a hearing aid, its microphone pinned to his shirt pocket.

LARSEN

Ice is ice. And dogs is dogs.
(to a dog)
Down, girl. Wait your turn.

GUNNARSON

(to the camera)

We've done three Arctic expeditions, them and us! 1921, '22, '26, '28.

PIP

That's four.

Larsen grabs a jumbo can of horse meat. He produces a huge, gulp-inducing BOWIE KNIFE and brutally lops off the can top.

LARSEN

I'll say this much about their smarts.
I'd take a good canine over a boatload of pencil pushers any day.

GUNNARSON nods in agreement and Larsen grins a mouthful of chromed teeth.

CUT TO:

EXT. ALLAN HILLS-DAVID GLACIER - DAY

Three of the portable DRILLS are in operation. Individual crews are in various stages of excavation and fossil recovery.

DYER (V.O.)

In a matter of weeks we secured excellent fossils...

Superimposure: **ALLAN HILLS-DAVID GLACIER, NOV. 8th, 1930**

Tons of supplies dot the barren shore, along with sleds and drilling equipment.

AT A DRILL SITE

Two graduate students, ROPES and BOUDREAU, work under Pabodie's supervision. They bring up a core sample from deep underground, then pick through it.

DYER (V.O.)

...scientific treasures rivalling anything held in the world's finest collections. You may have read about it in our wireless reports to the Boston papers...

Within its layers, specimens of ancient marine life.

SHORELINE

Sailors transfer the crated finds onto the ships by means of cables and a breeches-buoy.

Two of the DORNIER PLANES fly overhead. Danforth helps the portly Daniels board a third plane, ready for takeoff.

DYER (V.O.)

But as the weeks passed, Lake remained distant and unsatisfied.

Dyer and Danforth exchange a look. Lake keeps his back to them, gazing at the icy ocean from the shore.

INT. SHIP'S LABORATORY - DAY

Lake enters the lab. Dyer observes him, unseen, from the doorway.

DYER (V.O.)

As if all this was just so much routine and his mind was already further ahead...

Displayed in all its glory is the large, mysterious fossil.

DYER (V.O.) (CONT'D)
 ...waiting for the rest of us to catch
 up.

Lake sits before it, in a reverie, as if in prayer.

EXT. SHIPS AT SEA - NIGHT

The *Arkham* and the *Miskatonic* churn through dark waters.

Superimposure: **NEW YEARS EVE, 1931.**

Distant MUSIC can be heard.

INT. MESS HALL - NIGHT

A phonograph plays a merry Danish drinking song. ORRENDORF, a ruddy-faced Norse giant sings along. LARSEN starts dancing as the rest of the sailors and academics sing the chorus.

Dyer seems cheerful at last. Fowler, a kindly chemist sporting a paper hat, hands him a drink.

FOWLER
 Here, Dyer. Try this.

DYER
 I - I'm not much of a drinker, Dr.
 Fowler, thanks-

Danforth intercedes.

DANFORTH
 It's a New Year! Besides, that's
 Professor Fowler's own concoction.

DYER
 In the interests of science, then-

He takes a gulp, then gags.

DYER (CONT'D)
 I'll stick to prussic acid, Dr. Fowler-
 it tastes better!!!

More laughter from the men.

EXT. MAIN DECK - SAME

Lake, swaddled in furs, stands at the rail, staring out at passing icebergs.

On the horizon, a moonlit, majestic cloud bank seems to have swirled up into ramparts and towers.

Captain Douglas appears, his white beard whipped by the wind.

CAPTAIN DOUGLAS

We'll be into that fog bank all night and all day tomorrow-

LAKE

But it's utterly fantastic. It looks like a city, doesn't it?

CAPTAIN DOUGLAS

A mirage at sea- just like the desert. A glacier becomes a boat. A land blink appears where there is none. Can't trust your eyes this far south...

Lake feels an intermittent light on his face and turns: *The Miskatonic* is flashing its SIGNAL LIGHT to communicate with *The Arkham*.

CAPTAIN DOUGLAS (CONT'D)

(reading the signal)

The *Miskatonic* has received a message from Boston.

(explains to Lake)

We're having trouble with our radio-

LAKE

Magnetic field, perhaps.

CAPTAIN DOUGLAS

Perhaps-

McTighe, Communications Officer, approaches and hands Douglas a piece of paper.

MCTIGHE

Sir-

The captain reads it in silence then hands it to Lake.

CAPTAIN DOUGLAS
 Professor Dyer- his wife and baby. Died
 in childbirth, the both of them.

Lake scans the message. The massive fog bank now towers
 above the ship, filling the sky like a collapsing
 skyscraper.

CAPTAIN DOUGLAS (CONT'D)
 I'll deliver the news.

LAKE
 No- no- say nothing to him- not now. I
 know him well, Captain, I'll take care of
 it. At the right time. Trust me.

The captain acquiesces. Lake pockets the telegram. They are
 now engulfed by fog.

INT. MESS HALL - NIGHT

The song ends, everybody cheers and claps. Atwood steps in.

ATWOOD
 All right, lads, drink up and simmer
 down!
(smiles)
 You're all a bunch of heathens but God's
 patience is infinite... So-

The men stop the phonograph and cluster around Atwood.

ATWOOD (CONT'D)
 Join me in a short prayer of thanks.
(bowing his head)
 Lord, we ask thy blessing here in this,
 the earth's farthest reaches.

EXT. ANTARCTIC OCEAN - NIGHT

The ships are barely visible now, swallowed by the thick
 fog.

ATWOOD'S VOICE
(faint, in the distance)
 ...May you keep us safe in the many long
 toils ahead. Deliver us from all evil.
 Amen.

Atwood's voice dies away.

The *Arkham* plows through a thin ice crust- TCHNK-TCHNK-TCHNK-
a rhythmic sound, like a heartbeat...

INT. CORRIDOR - SAME

The empty corridors. TCHNK-TCHNK-TCHNK-

DYER (V.O.)

*All through the night we sailed on.
Sailors of the past called this
Finisterre: the edge of the world.*

INT. SHIP'S LABORATORY - SAME

TCHNK-TCHNK-TCHNK-

DYER

*They believed that monstrous things lived
in these waters...*

A low-frequency VIBRATION swells, shaking the ship and-

IN THE LAB

-the peculiar FOSSIL. The vibration seems to emanate from
within it like a HOMING BEACON.

DYER

*...that whoever ventured further, would
fall off the face of the earth.*

DISSOLVE TO:

INT. DYER'S CABIN - NIGHT

TCHNK- TCHNK- TCHNK- Dyer lies face up in his bunk, fast
asleep. The cabin shakes.

DYER (v.o.)

Maybe that's exactly what we did.

Suddenly, on the soundtrack, Jessie Matthews' 1927 "My Heart
Stood Still" FADES IN.

DREAM

Dyer slowly wakes up.

CAMERA PULLS BACK TO REVEAL: Dyer, sitting placidly in a couch in his parlor. On a table radio, Jessie Matthews sings on.

Smiling, Dyer looks into the adjacent room where Anne gently rocks a cradle. She smiles and half-closes the door. Now he sees only her shadow, and that of the cradle, on the wall.

He stirs a cup of tea, but the spoon tumbles from his hand. As he picks it up, he notices snow on the floor.

Removing one of the floorboards, he finds that the parlor rests on ice. Dyer stares: the shadows in the adjacent room distort, as does the song. The *THING* in the crib is festooned with squirming tentacles.

A gust of wind tears the walls away, revealing a vast, featureless SNOWSCAPE. And on the far horizon: a boundless, jagged mountain range.

DYER (V.O.)

*I felt utterly alone and lost- alone in
the whole wide world-*

In his shirtsleeves, Dyer stands in the middle of nowhere. White snow, white sky. In SLOW MOTION, snowflakes swirl.

DYER (V.O.) (CONT'D)

*Unfathomable silence all around me... and
then- for the first time... I saw the
DARK MAN...*

A FIGURE, shrouded in a fur parka, walks towards him.

CUT TO:

INT. DYER'S CABIN - NIGHT

Dyer opens his eyes, still lying on his bunk. He sits up. Hands shaking, he pours a glass of water.

DYER (V.O.)

*And from that nightmare I awoke into a
real one.*

He turns on a light and reacts.

In the mirror, he sees that he is unshaven and thin, with bony fingers and long nails.

INT. SHIP'S CORRIDOR - CONTINUOUS

Dyer hurries through the empty corridor. A low, throbbing HUM reaches his ears.

MESS HALL - CONTINUOUS

Sailors are face down at the mess table, sleeping.

Soup has congealed on their plates, potatoes have sprouted. The rotten meat teems with thousands of worms.

ENGINE ROOM - CONTINUOUS

All engine are running full speed with no one manning them! The boilers are white hot!!!

BAMMM!!! BAMMM!!! BAMMM!!! The ship's hull groans and shudders!!

DYER

Oh, Jesus-

EXT. SHIP'S DECK - NIGHT

Dyer explodes onto the main deck. The spars and lines are ghostly shapes, shrouded in thick FOG.

There's no one at the wheel. More sailors and officers lie in a heap on the bridge.

CRACKKKK!! The Arkham smashes through heavy layers of ice, the floes cracking like pistol shots.

Then, only yards away, a rocky cliff goes by! Blind and heedless, the ship is bearing down on land!! Dyer screams at the top of his lungs-

DYER

Oh, Jesus, Oh, Jesus!! Help!! Somebody help!!! We're going to-

BAMM!!!

The Arkham shudders!

Deck cargo breaks loose and topples over the side! A few unconscious sailors follow, dropping four stories onto the ice, like rag dolls.

BELOW DECKS

Something has pierced the hull. Seawater shoots into the forward hold, washing away the crew and inundating the engine room.

Nevertheless, the engines still roar and-

EXT. - SHIP

...the ship yaws sideways with a metallic groan!

INT. THE BRIDGE

Captain Douglas staggers to his feet.

CAPTAIN DOUGLAS
Stop all engines!! Shut them down!!

Higgins rapidly relays the message down to-

INT. ENGINE ROOM

As sailors struggle to kill the engines, the electricity fails and sparks fly. Steam pours out of a firebox.

EXT. SHIP'S DECK

Inertia pushes the listing ship abeam onto a rock-strewn ice field. Men shout in confusion. Dyer lunges for the railing as the world tilts under his feet.

A cargo box smashes into the chains holding the DERRICK to the foredeck.

INT. CORRIDOR

A wave of water sweeps through a dark corridor, dousing the crew and invading-

THE KENNELS

Waist-deep in water, Larsen sloshes from cage to cage, rescuing his dogs.

In his arms he valiantly carries a limp, bleeding bitch.

EXT. SHIP'S DECK

The DERRICK breaks loose and slides towards Dyer. It embeds itself in the combing with a deafening KLLANGG!!! Rivets pop, struts bend. Now the back end swings around...

...and strips off the railing and Dyer along with it! Flying debris opens up a gash in his forehead.

Dangling fifty feet above the ground, bleeding profusely, he holds on for dear life. The derrick smashes onto the ice.

Dyer's hands are sliding. He's too weak to hold on.

INT. HOLD - DAY

Water gushes in from the ruptured forward compartment.

Burly sailors stagger to a massive steel door and force it closed, turning a large wheel and isolating the breach.

MAIN DECK

Danforth races to the edge of the deck and reaches down.

DANFORTH

Come on, Bill, take my hand! You can do it.

DYER

I can't- I'm- slipping- I-

DANFORTH

Jesus Christ, man!!! Do it!!!

The rail gives. For a helpless instant Dyer's suspended in mid-air. In a blur, Danforth snags his sleeve!!! He grunts and PULLS.

Dyer climbs back on board, out of breath and shaking. His friend embraces him. His hair is long... his cheeks unshaven.

DANFORTH (CONT'D)

You did it!!!

DYER

It was you, Walter. You. Thank you.

Dyer sits down heavily. Only then do they notice -

- the other men are also gaunt and dazed, showing several days' growth of beard.

ON THE BRIDGE

In the binnacle, the COMPASS is spinning like a pinwheel. Distraught, Captain Douglas runs outside.

CAPTAIN DOUGLAS
(as something crackles)
What's that?

Glinting FROST races along the *Arkham's* spars and lines!! In an instant, the captain's hand is frozen to the rail... he struggles to pull free!

DOGS charge across the deck. Larsen comes up from below and pushes a couple of sailors aside as he heads for Higgins.

LARSEN
What were you doing, Higgins???
Sleeping??

He follows Higgins' gaze down to the waterline. The ship is wedged in among great hunks of sea ice.

As THE FOG LIFTS, the men gather at the rail.

LARSEN (CONT'D)
(looks around, awed)
Sweet Jesus, Carol and Joe... Where the crackling fuck are we??

AT THE MOUNTAINS OF MADNESS

CAMERA executes a grand PAN of a new world, never before seen by human eyes.

A dreamlike range of MOUNTAINS surrounds them. Sharp, imperial peaks recede in jagged ranks, bathed in low, slanting sunbeams. Two distant volcanoes send smoke into a vault of purplish sky glowing with ice clouds.

No sound from anyone. Just the clicking of Gedney's movie camera as he records everything, like a man possessed.

DISSOLVE:

BLACK & WHITE FOOTAGE

‡ Panning slowly over the vast, unknown landscape.

DYER (V.O.)

The mountains before us surpassed anything in imagination. At thirty-six thousand feet they put Everest out of the running.

Then the film becomes hazy, as if irradiated.

INT. SCREENING ROOM - DAY

In a darkened projection room, Starkweather sits alone, watching reels of black and white film.

Gedney's grainy, jumpy shots:

‡ Out on the ice, Lake, Dyer, Sumner, Douglas and Gordon are taking a theodolite reading of the nearest peaks.

DYER (V.O.)

Pre-Cambrian slate, with plain signs of many other upheaved strata. But...

‡ Lake looks through the theodolite.

Among the streaks and shadows: some vague geometric shapes at the top of the mountains.

DYER (V.O.) (CONT'D)

...at the very top, through the clouds we could make out bizarre structures. Unnatural, almost symmetrical. Sumner ventured the possibility of buildings, but back then, that seemed impossible-

INT. DYER'S PADDED CELL

Back in the prison ward, Dyer huddles on his bunk bed, shivering and wild-eyed.

DYER (V.O.)

*What on earth could have built them??
What could have lived in such a cold,
dead place??*

His hand caresses the scar on his forehead,

DYER (V.O.) (CONT'D)
*The answer became evident soon enough...
 Nothing human. Nothing human at all.*

CUT TO:

EXT. ICE FIELD - THE ARKHAM - DAY

On the ice next to the *Arkham*, DR. HENNESSY, the Irish ship's surgeon, stitches up Dyer's forehead. Whiskey is the anesthetic of choice.

All around them, the sailors pitch tents.

CUT TO:

EXT. AT THE WATERLINE - DAY

Higgins and a work detail are laboring around the ship's perimeter, chopping at the ice with picks and axes. CAPTAIN DOUGLAS is frustrated.

CAPTAIN DOUGLAS

Higgins. Damn you, man. I thought you cleared the prow!

HIGGINS

We did, sir. Just now!

CAPTAIN DOUGLAS

Well, it's frozen solid!

They watch the water around the hull. Crackling and popping, the ice grows back in seconds!

CAPTAIN DOUGLAS (CONT'D)

By God, it's growing like ivy-
 (to Higgins)

Get all available men here. Use the welding torches. I want her back at sea. Now!!!

CUT TO:

INT. SHIP'S LABORATORY - DAY

Surrounded by charts and maps, Lake and half a dozen scientists are working on a broken drill.

LAKE

(to Ropes and Boudreau)

We need core samples, starting in the
foothills-

(to Pabodie)

Ready.

Pabodie starts the engine but it clanks to a stop.

PABODIE

Sumner, turn the pipe, see if it clears
the housing...

Dyer enters the lab.

PABODIE (CONT'D)

Bill!! You shouldn't be walking around,
my boy.

DYER

(looking at Lake)

I need to speak to you, sir-

LAKE

Not now, Dyer. Pabodie's right: you must
rest and-

DYER

Sir- have you looked at your watch?

Lake guffaws. To him, the question is a non-sequitur.

LAKE

Dyer, please- we-

FOWLER

Mine has stopped!!

The others look at Fowler, whose bookish demeanor speaks of
precision and fastidiousness. He holds up his pocket watch.

FOWLER (CONT'D)

6.14 a.m.

Reflexively, Pabodie, Atwood and the others check their
watches. Lake, too.

DYER

Every clock in the ship has stopped at
the same time.

(beat)

6.14 a.m.... January, the twenty-eighth.

ATWOOD

That's weeks away!

A bleak pause as they look at each other, aware again of their haggard faces.

PABODIE

Please, gentlemen. A magnetic field. An aberration. Clocks damaged on impact... Make a note of it in your journals and move on. We have work to do.

They start the drill again. This time it works. They all cheer!! Dyer remains somber.

EXT. ICE FIELD CAMP AROUND THE ARKHAM - DUSK

Sailors work with welding torches around the hull. Behind them, dozens of tents are now illuminated.

McTighe suddenly calls to Captain Douglas from the bridge:

MCTIGHE

Captain!! I'm getting something!!

INT. ARKHAM'S BRIDGE - DUSK

McTighe sit at the radio, surrounded by the ship's officers. Dyer listens attentively.

MCTIGHE

...Come in *Miskatonic*. Calling *Miskatonic*. This is research vessel *Arkham*, do you read? We need assistance... present position unknown...

Indeed, SOMETHING can be heard, but it's faint.

MCTIGHE (CONT'D)

Hear that, sir? A voice! A voice! I can boost it, just give me a minute.

Suddenly, a clear VOICE, breaks through! The men eagerly close in.

RADIO VOICE

...Come in *Miskatonic*. Calling *Miskatonic*. This is research vessel *Arkham*, do you read? We need assistance... present position unknown...

The VOICE is inhuman- hissing as if in mockery. The static becomes a wheezing cackle. As it dies away, the men stare at one another, at a loss for words.

CUT TO:

INT. SHIP'S HOLD - DAY

A clattering AIR PUMP starts up. The men fit a copper diving helmet over Orrendorf's head.

UNDERWATER: FORWARD COMPARTMENT

The water is a limbo full of floating papers, planks, rags and dead dogs. Bluish acetylene torchlight filters in through a diagonal slash in the bow.

Orrendorf drops down to examine the damage. Something odd and bulky has pierced the hull. Impossible to make it out...

Suddenly, CRRRCK!!! It breaks free!

Orrendorf's eyes grow huge: the dark shape RUMBLES toward him! He twists aside, narrowly avoiding being crushed to death.

He plays a light over an eight foot green OBELISK, intricately carved. The tip is crowned with five sharp cones, incised with circles.

Orrendorf squeezes through the gash and out into the open ocean.

BELOW THE SHIP

Orrendorf floats under the ship and shines his light on the underside of the adjacent ice floes, illuminating a vast, ghostly landscape.

As far as he can see, STONE MONOLITHS jut down like jagged, black teeth.

CUT TO:

ICE FIELD / CAMP - DAY

Next to a tent, Gedney opens an equipment case and brings out lenses and filters.

Pip squats nearby, developing film in a sealed steel bucket.

GEDNEY

Watch it- that footage- it's worth its weight in gold.

PIP

Come on, Bob. I've done this a million times.

GEDNEY

Pathé, Hearst Movietone - money in the bank, for once.

Larsen and Gunnarson pull up on a couple of sleds; they have weapons - a rifle and a shotgun - slung across their backs.

PIP

Where you guys off to?

LARSEN

We got hungry dogs. They smell fresh meat.

He points at the horizon. In the fog, they can discern a few distant silhouettes. Pip squints at them.

PIP

Jesus- what are they?

GUNNARSON

(using binoculars)

Penguins. Biggest I've ever seen.

Pip uses a camera viewfinder to get a closer look.

LARSEN

I've had plenty of penguin, kid. It's tasty-

GUNNARSON

How would you know? You like dog food.

Larsen chuckles and they take off. The penguins look odd: tall as a man and motionless.

PIP

(peering at them)

Hey- they're completely white...

EXT. ICE FIELD - DAY

The huge penguins - albinos - all face the mountains. CAMERA pushes closer to one of them, revealing-

-its sickly, translucent skin, webbed by bluish veins. The wings are abhorrent, malformed and elongated, not unlike paws. The eyes are covered by thick, milky cataracts.

CUT TO:

EXT. FORWARD DECK - DAY

Under Pabodie's supervision, two of the drills bore deep into the ice.

The ship's crane hauls on a chain sling. CAPTAIN DOUGLAS, DYER, DANFORTH and LAKE watch as one of the stone monoliths comes up, dripping and shining in the sunlight.

LAKE

(rapt)

Look at that -! And, if what Orrendorf says is true, there are hundreds-

DYER

Thousands-

LAKE

-thousands of them right under our feet.

CAPTAIN DOUGLAS

Better pick them up fast, gentlemen- and your equipment, too. As soon as the ship is free I intend to put out to sea.

LAKE

And head to where, captain?!

CAPTAIN DOUGLAS

Out of here, sir! That's as good a destination as any other!

LAKE

In other words you still have no idea as to our position-

CAPTAIN DOUGLAS

(interrupting)

The Arkham is a whaling ship made of wood and steel!

(MORE)

CAPTAIN DOUGLAS (CONT'D)

I reckon we've fetched up further south than she's ever been. We don't free her soon and we'll be icebound for months. If she'll last that long. Then the ice will crack her wide open and swallow us all.

(beat)

So we're leaving. With or without your precious cargo.

BLACK & WHITE FOOTAGE:

• EIGHT STONE MONOLITHS, covered in runes, are laid out on the floor of a tent. The scientists move among them.

• Lake examines a fine line on a monolith's side.

MAIN TENT - DAY

The main tent is a large square, with adjoining bays. In the glare of floodlights, Gedney and Pip film everything.

LAKE

They could be channel markers-
I've seen similar motifs. But where-

DYER

It's not soapstone. It's way too hard-

Pip turns off the photo lights.

PIP

They give me the creeps, these things.
Lined up like that- they look like
coffins-

Lake hears this and mutters:

LAKE

Dyer- !

He grabs a crowbar from a table and works it into the slit circumscribing one of the monoliths.

LAKE (CONT'D)

Help me out, will you?

Dyer grabs a second crowbar and goes to work.

ATWOOD

What are you doing?

CRACK!!! The stone falls open into two perfect halves! A stream of green, viscous liquid spills out and a CARCASS slithers to the floor. The men cover their noses.

ATWOOD (CONT'D)

(gagging)

Dear God!! What on earth -?!

They stand over the remains of a CREATURE identical to the fossil at Miskatonic U.

LAKE

A godsend, gentlemen.

As he kneels...

ATWOOD

Don't touch it!

LAKE

But Atwood... we all prayed for this, did we not? I know I did.

Danforth bolts from the tent, shaking.

EXT. CREVASSE - DUSK

Two dog sleds make tracks, pulled along by excited huskies. On board, Larsen and Gunnarson.

Gunnarson halts his animals, then rears back. They're at a CRACK in the ice, a FAULT LINE, which is half a mile long.

GUNNARSON

(as Larsen pulls to a stop)

Watch it. Long way down.

The crevasse is a blue-green abyss. Larsen draws a HUNTING RIFLE from his sled pack and trots up a slope.

EXT. HILLSIDE

Larsen and Gunnarson creep over the hilltop. Penguins everywhere.

LARSEN

See that? Dumb birds- what are they waiting for?

GUNNARSON

I've never seen anything like it-

LARSEN

I have. Slaughterhouse sheep. Back home.
At killing time, they all face the
butcher block. They know the knife is
coming-

GUNNARSON

It looks like... they're praying.

LARSEN

Good, 'cause they're gonna meet their
maker.

BANG! Larsen fires. A penguin topples to the ground; the
other birds barely react.

LARSEN (CONT'D)

One shot! And that sucker was eight foot
tall!

INT. SHIP'S LABORATORY - NIGHT

Danforth tears through the bookshelves in the ship's lab.
He's in a frenzy, throwing books onto the floor.

He opens a steamer trunk full of books and locates a
tattered, leather-bound volume.

DANFORTH

Sweet Jesus-

On the book's frontispiece, there's an engraving of a
MONSTER, surrounded by runes and symbols.

Inside, more engravings of the creature as seen when *cut in
half*.

MATCH CUT TO:

INT. MAIN TENT - NIGHT

The specimen, *cut in half*. Brandishing steel knives, Lake,
Fowler and Dyer, bend over it.

Lake records his comments on a wire recorder. Behind him,
all the stone coffins have been opened.

LAKE

(speaks into microphone)

When extended, their membranes resemble serrated wings. Seven feet long, tip to tip, suggesting an avian predator.

Lake moves to another dead creature. Pulls at the lid on what looks like a complex eye.

LAKE (CONT'D)

-their multiple ocular globes are protected by a triple membranous lid. Probably marine in origin.

Dyer's rubber gloves and scalpel are wet with alien mucus.

DYER

(to Fowler)

These five radiating lobes. They're all brain, do you think?

FOWLER

Young man, I'm not even convinced that's the head.

LAKE

If it is- a cranial cavity of this size would indicate intelligence. Of a very high order.

Fowler collects some of the green viscous liquid in a test tube.

DYER

This species may be unique to Antarctica. A self-contained environment, an isolated population... like the marsupials...

A two-way radio crackles to life.

CAPTAIN DOUGLAS'S VOICE

- a storm is kicking up. I want everyone back on board.

FOWLER

Well- much as I would like to stay- I'll leave you gentleman alone with your friends...

Fowler exits, taking the test tube with him. Dyer and Lake continue the dissection.

CAMERA PUSHES IN on one of the eight specimens. Turned away from Dyer and Lake... the long, sagging neck wound is slowly closing itself -

- until the gray, rubbery flesh is smooth and healed over.

CUT TO:

EXT. HILLSIDE - NIGHT

The fog thickens as Larsen and Gunnarson push their way through the flock of penguins. The enormous birds stand their ground, HOOTING softly.

Dark blood seeps into the snow under the fallen bird, which heaves and flops in agony.

GUNNARSON

Crack shot, huh? Thing's still alive.

LARSEN

Not for long-

Larsen thrusts his Bowie knife into it and kills it.

GUNNARSON

Hey. It's got no eyeballs!

(looks at the others)

None of them do. Blind as bats, every one.

Larsen start gutting it out.

LARSEN

I guess they didn't see it coming then-

He pauses, repelled by a fetid vapor emanating from the insides of the dead bird.

LARSEN (CONT'D)

Ugh-

The pearlescent internal organs spilling out are pale and weirdly deformed- more geometric than organic.

GUNNARSON

My dogs won't eat that.

LARSEN

If they're hungry enough, they will.

He keeps cutting. Gunnarson stumbles. He looks down.

GUNNARSON

Larsen-

Larsen doesn't pay any attention to him.

GUNNARSON (CONT'D)

What you said, about the sheep- there's-
a- kind of fence here-

Indeed, the remains of a large, misshapen fence poke up from the ice and snow.

LARSEN

(still not getting it)

So?

GUNNARSON

Who the hell built it???

Unseen by them, the penguins turn their heads!!

All of them at the same time.

And in the fog, *something moves*. The dogs leap to their feet, growling.

Larsen grabs his SHOTGUN, loads a couple shells.

LARSEN

Jesus- ! Smell that?

Cursing, Gunnarson squints into the white void.

GUNNARSON

Something dead-

A peculiar PIPING sound reaches their ears. The dogs snarl and tear at the wooden posts holding them down.

GUNNARSON (CONT'D)

Larsen... the birds-

Larsen turns. All the penguins face straight at them now!

GUNNARSON (CONT'D)

...are looking this way!

The dogs are mad with fear. Gunnarson loads the rifle.

LARSEN

Shhh, dogs - simmer down...

The huskies turn on him, shredding his coat! Gunnarson backs away, terrified. As Larsen rolls to his feet, the dogs break free and dash off into the fog.

LARSEN (CONT'D)

Molly! Godammit!

There follows a desperate chorus of WHINING and YELPS. Larsen runs after them-

GUNNARSON

Stay here, for Christ's sake- !

Gunnarson follows Larsen, cursing in Danish.

IN THE FOG

Larsen finds bright blood and clumps of fur on the snow.

LARSEN

No- no, no...

He hears a sad, long whimper.

HALF A DOG pathetically drags itself toward him, trailing intestines, smearing the snow with clear pink fluid. Gunnarson catches up as Larsen falls to his knees, devastated.

GUNNARSON

(looking up)

Oh, Christ -

High in the mist, a dozen TENDRILS are waving like an undersea protoplasm. More shrill PIPING sounds.

The back of the dog is suddenly writhing sinew. Larsen realizes that the "intestines" are pseudopods growing from the dog's body!! They coalesce into crab-like claws.

The creature GROWLS and explodes into a mass of translucent, knobs, shot through with ligaments, tendons, and coiling veins.

The "neck" propels outward, growing a series of hungry mouths. A fleshy tongue attaches to Gunnarson and lifts him up! His gun goes off.

Gunnarson disappears into a mass of vibrating flesh, screaming, fusing with it!!!

Larsen instinctively shoots, then reloads. The tendrils keep coming.

LARSEN
Jesus, Mary and Joseph!!!

He disappears into the fog.

LOST IN LIMBO

The mist is alive with darting movement and inhuman noise. Larsen stumbles and falls, losing his hearing aid.

Now he's in a white limbo, effectively blind and deaf.

The ice under his feet snaps; he jumps back. The ice cracks with each step!

A dark, big SHAPE looms ahead. The tough Dane groans as he sees-

LARSEN
Oh, no, God, no-

- THE MISKATONIC!! The Arkham's sister ship: sunk into the ice, thickly blanketed in snow. Not a living soul in sight.

GUNNARSON
(hoarse whisper)
Larsen- over here-

Larsen turns!! Here comes an accursed apparition.

Gunnarson's deformed body has fused with other creatures of unknown origin.

GUNNARSON (CONT'D)
No... Don't run. You. Come. To me-

Larsen stands his ground, gulping back his revulsion.

LARSEN
(loads another shell)
Speak up, Jan- I- can't hear a thing -

BAMMM!!! He shoots the Gunnarson/THING point blank in the face.

The creature's head explodes in a burst of pink flesh, but instantly recomposes, regaining its shape and awful purpose in mid-air!! As it lands, it sprouts fresh tentacles, mouths and eyes.

Larsen takes the only way out: he reloads and *fires his gun into the ice*, blowing open a hole at his feet!

ABOVE/UNDER THE ICE

He jumps in!!!

The tentacles lunge, but upon contact with the water they SIZZLE and erupt in bubbles! Hissing, steaming, the thing shrivels as if burned.

It SQUEALS!!!

UNDERWATER

Larsen swims away from the sinuous DARK SHAPES visible above the ice! He swims on, then- after some agonizing seconds-

-he presses the tip of his weapon against the ice and fires!!

ICE FIELD

Larsen resurfaces, gasping for air. The shapes race at him. He checks his gun: one shot left!!! Takes a DEEEEEEP breath and dives back down!!!

UNDER THE ICE

Larsen sinks slowly away... into the dark.

DANFORTH (V.O.)

"And they were the makers and enslavers of life. They were the great *Old Ones* who filtered down from the stars when the Earth was young!"

CUT TO:

INT. SHIP'S LAB - NIGHT

Danforth is reading to the other scientists from the leather-bound volume.

DANFORTH

It's all here: the time and space anomalies, the creatures- known here as the "Old Ones."

ATWOOD

I know that text: Schwab's translation of the *Necronomicon*. 1875. A collection of pagan rubbish scribbled down by an eighth century Yemeni astrologer - Abdul Alhazred.

Pabodie takes the book and leafs through the yellowing pages.

PABODIE

It breaks down their alphabet. Gives us a place to start-

ATWOOD

Start what?? It's an embarrassment. You can't possibly rely on such a source.

PABODIE

Under the circumstances-

ATWOOD

Pabodie, you astonish me. That book should be destroyed! Forgotten!

LAKE

Not if we want to leave this place.

They all turn to Lake.

LAKE (CONT'D)

Einstein has written about the elastic nature of time and space-

(beat)

What if these creatures harnessed them as energy or as a tool? If there's a residual effect here- a vortex... then our most fundamental perceptions matter no more.

DYER

Yes! The ice encasing the ship is growing faster than we can melt it, because weeks may be passing while we believe them to be just minutes!

ATWOOD

Speculation proves nothing.

LAKE

(exploding)

Then what is your explanation, sir??!!
Mass hysteria???

(MORE)

LAKE (CONT'D)

Your beloved Jesus, practical jokes????!!!

(beat)

The fact is: we're trapped here-

Atwood keeps silent, but his eyes are on fire.

LAKE (CONT'D)

But I believe that the puzzle can be solved.

(beat)

Gedney's film shows *structures* on top of the mountains! I say they're buildings!

(the group murmurs)

The answer is at hand. We must fly up there.

CUT TO:

EXT. ICE FIELD - DAY

The engines on both DORNIER PLANES come to life; the propellers stir the exhaust smoke into the clear sky.

The scientists are loading equipment; Gedney and Pip haul their cameras on board.

INT. SHIP'S LABORATORY - DAY

Lake and Dyer pack some things into leather flight bags.

LAKE

Everything we've ever learned. Every piece of knowledge: out the window. Physics, biology- we'll need a new set of tools, a new language. What will we find up there???

Lake goes to the large, headless fossil.

LAKE (CONT'D)

To think that *this* seemed so important. It was just a first clue. A piece of rubble. Insignificant, really

Outside, the ROAR of the airplane engines grows louder.

DYER

Sir, we'd better hurry-

LAKE

We are scientists, Bill, this is what we live for!! You couldn't miss this for the world. I-

But Dyer has grown quiet. Remembering. Lake pauses. A moment of strange intimacy.

LAKE (CONT'D)

Are you- glad you came along??

DYER

I'm... grateful. Really - it's... all just a bit overwhelming-

Not the answer Lake was looking for, but still-

LAKE

So am I. There's something-

He presses a small steel KEY into Dyer's hand.

LAKE (CONT'D)

Go to my stateroom. There's a box on my desk... Look inside.

DYER

Now?

LAKE

(nods gravely)

Now.

He grabs the leather bags and his heavy coat and steps outside.

INT. LAKE'S STATEROOM - MOMENTS LATER

Dyer enters Lake's stateroom and sees the box on Lake's crowded desk. He uses the key and opens it up.

Inside, a folded telegram. It's the *message from Boston*.

As he reads it, the din from the planes becomes deafening.

EXT. ICE FIELD - DAY

Captain Douglas follows Lake to the waiting aircraft.

CAPTAIN DOUGLAS

(yelling)

Follow the coastline! Sumner's headed east, you go west - we can triangulate.

LAKE

You have my pledge, Captain: we will return with a way out of this.

CAPTAIN DOUGLAS

Keep the coast in sight! The *Miskatonic* would do that- look for a whaling station, a weather outpost...

LAKE

Captain Douglas. You've made it abundantly clear: it's your ship. I, however, am in charge of the expedition.

Dyer approaches.

LAKE (CONT'D)

(turning)

Ah, Dyer. Did you-

Dyer throws the telegram at him.

LAKE (CONT'D)

Yes. You've foun-

WHAMM!!! Dyer punches him in the face. A mist of blood explodes from Lake's nose as he falls back. Dyer is upon him, pummeling him again and again. Danforth leaps in and separates them.

Lake stands, dizzy and weak.

DANFORTH

Jesus Christ, Bill, what are you doing??

DYER

(to Lake)

When were you planning on telling me?

(beat)

She was my wife, Lake! My wife!!!!

LAKE

It's not your fault, or mine! Can't you see??

Dyer charges again- Danforth holds him back.

DYER

(to Danforth)

Anne is dead! And the baby! He knew!!
He's known for weeks!

LAKE

You're here because you knew your
priorities- you just won't admit it!!!

(beat)

You chose what was best for you!!

DYER

Who are you to say? *Everything* is a
distraction: art, poetry, love - human
life... So- you've led us to where -
lunacy? Death?

(beat)

Where are you leading these men, now??
Huh??? Where????

LAKE

Knowledge.

DYER

Well, you can go without me.

He pulls free and walks away. Lake regains his composure.

LAKE

Come along, Danforth, let's go.

EXT. ICE FIELD - DAY

The motors belch smoke and the first plane lifts off.

Dyer bitterly observes from the ship's deck. The second
plane takes off.

CUT TO:

COCKPIT - PLANE "A"

Moulton at the controls. Lake sits next to him. CAMERA moves
into the-

CABIN AREA - PLANE "A"

-where Boudreau, Daniels and Pip are belted in. Gedney
points his camera out a window and cranks off some footage.

BLACK AND WHITE FOOTAGE

From the air, the *Arkham* seems like a toy. It's trapped in the middle of a white finger of ice, surrounded by ocean.

INT. PLANE "B" - SAME

Sumner is at the controls, with Ropes alongside him.

In the main cabin, Atwood and Gordon peer through portholes. Behind them sit Danforth and Dr. Pabodie, who slowly opens his eyes.

PABODIE

Are we off the ground now? Really up in the air?

DANFORTH

Is this your first flight, Dr. Pabodie?

The old Englishman nods and hazards a look out the window.

PABODIE

(over the engine noise)

See that? The ice shelf holding the ship? The whole thing is just a peninsula. The open sea is just there-

The plane shakes. Pabodie tenses and Danforth smiles, urging the old man to go on:

DANFORTH

And that?? What is that?

DOWN BELOW

A jagged, dark CRACK demarcates the pristine white where the ice peninsula attaches to the mainland.

PABODIE

A fault line. From successive melting and re-freezing...

(the plane shakes)

Uh-oh. Here we go.

Buffeted by winds, the plane shakes violently and struggles to gain altitude.

EXT. ROCKY SHORE - SAME

From the ground, the planes are visible, headed into a bank of cloud shrouding the mountain peaks.

TRACKING over a smooth patch of snow, CAMERA finds a naked, armless GUNNARSON on his knees. His skin is translucent, throbbing. He regards the planes with detached cruelty.

On his neck, the flesh swells and pulsates; his bare shoulders sprout arms. He slowly stands and staggers, like a baby taking its first steps. His legs flex and bend, yielding an eerie, spastic gait.

Bit by bit his walk becomes firm, full of purpose.

The *Arkham* is not far away.

CUT TO:

EXT. SKIES ABOVE ICE FIELD - SAME

The planes fly into the clouds.

INT. PLANE "A"

Plane "B" is in and out of clouds, a mile to starboard. Sumner's voice crackles on the radio:

SUMNER'S VOICE

I'm losing sight of you, Moulton. Over.

MOULTON

Watch your compass. We'll be out of this in a second-

(seeing the compass)

What now??

The compass disc flips from north to south, as if pulled by magnets.

INT. CABIN - PLANE "B" - SAME

In the half-light from the windows, Danforth's face tenses. It's like flying through wool.

Suddenly, sharp, rocky SLOPES glide past, only yards away!

DANFORTH

Jesus!! Sumner!! Up! Go up!!!

Sumner heaves on the stick, practically willing the plane up.

SUMNER

Come on, baby... climb..!

THE PLANE

-soars upward, but a jagged outcropping of rock slices through the fuel tank. A wall of granite looms, dead ahead!

COCKPIT - PLANE "B"

Swearing, Sumner veers away-

EXT. - PLANE "B"

-but this time, a peak tears the landing gear off!!

COCKPIT - PLANE "B"

Sumner fights for control. A BEEPING SOUND!!! The gas tank indicates EMPTY.

MOULTON'S VOICE

Sumner!! You're losing fuel!! Set her down, now!!!

Plane "A" reappears in the thinning fog.

SUMNER

Where, goddammit?? Those peaks- a second ago - were miles away- how in hell did we- Oh, Jesus-

As golden light blasts into the cabin. Sumner looks down at-

SUMNER (CONT'D)

Moulton, my God, look down- !

COCKPIT - PLANE "A" - SAME

Moulton and Lake look down upon-

THE CITY BY AIR

- a broad valley, covered in eons of ice, bristling with TOWERS, SPIRES, AND ROOFTOPS.

The scientists stare in awe at alien architecture, indescribably ancient and strange. The buildings vary in size, evidencing innumerable honeycombed compartments, wide ramps and hanging terraces.

The airplanes start a descent over a smooth slab of ice that grips two of the largest towers.

INT. COCKPIT - PLANE "B"

Sumner struggles to keep the plane on course. Descending, the wounded aircraft bobs like a roller coaster car.

INT. CABIN - PLANE "B"

Everybody on board readies for a crash landing. Atwood clutches his Bible and rosary. Praying.

EXT. ICE SHEET

Plane "B" touches down and immediately tilts over, breaking off a wing and describing a jagged spiral on the ice. It pitches into the base of one of the towers.

INT. COCKPIT - PLANE "B"

The windshield shatters; an overhanging stone arch rips off the roof. A blast of wind, and then a second impact crushes the cockpit in twisted steel and glass.

EXT. ICE SHEET

The roaring plane comes to a stop. The remaining propeller bites into the ice, then snaps off.

Fifty yards away, Plane "B" lands smoothly. All the occupants rush to the wreck, which lies steaming in the shadow of a crumbling tower.

When Boudreau yanks open the cabin door, Danforth is there. He pushes a dazed Atwood out to safety. Gordon and Pabodie follow.

BOUDREAU

Are you all right?

ATWOOD

Yes, yes- I think so- what about Sumner?

Scratched and bleeding, Ropes crawls out from the cockpit, pulling Sumner's limp body with him. The scientist is covered in blood.

ATWOOD (CONT'D)

(hurrying over)

Lloyd-! Ll-

They roll him over, but it's no use. He's dead.

ATWOOD (CONT'D)

Ah, no. No. Sweet Jesus...

(looking up)

What godforsaken place is this?

In the dying light, CAMERA CRANES UP and WIDENS revealing more and more buildings, but the size of the dead city is impossible to gauge.

CUT TO:

EXT. MAIN DECK - DAY

Captain Douglas stands at the rail of the *Arkham* with some of his men. He grimly hands his binoculars to Higgins.

CAPTAIN DOUGLAS

Nothing. Can't even hear 'em. One moment they're there, then-

Higgins spots a small, bare FIGURE staggering over the snow, waving.

HIGGINS

Sir-! It's Gunnarson!!

ON THE ICE

Higgins and Orrendorf run to Gunnarson, who collapses in their arms.

CUT TO:

INT. DYER'S CABIN - DUSK

Dyer is immobile at his desk, gazing out a porthole. *My Heart Stood Still* plays on the phonograph.

Fowler appears in the doorway. He carries a couple of wooden cases.

FOWLER

Dyer. I need your help... The fluid surrounding the bodies-

Outside, the twilight dies and is replaced by a cold, blue afterglow. Dyer doesn't move.

FOWLER (CONT'D)

It contains a high concentration of minerals. No nutrients to speak of, but it's loaded with sodium chloride.

(beat)

Like high-dose seawater.

No answer. Fowler is about to give up when-

DYER

It helped preserve them. A primitive form of embalming fluid.

He gets up slowly. Stops the record and turns to Fowler.

DYER (CONT'D)

Or maybe it acted as a deterrent of some kind.

FOWLER

They were underwater. What would they deter??

DYER

That's what we're going to find out.

CUT TO:

INT. INFIRMARY - SAME

The beds in the small ship's infirmary are occupied by injured sailors.

A half-conscious Gunnarson looks up from his cot to see Captain Douglas and Higgins standing over him.

GUNNARSON

(reaching for Douglas)

I - I can't feel my fingers. I'm numb...

CAPTAIN DOUGLAS

Shh. We'll thaw you out.

Dr. Hennessy comes over.

HENNESSY

There's no frostbite. He's bruised from head to toe. Cuts on his torso, thighs. I've dosed him with morphine.

CAPTAIN DOUGLAS

Has he said anything? About Larsen?

HENNESSY

Nothing yet. He needs to rest.

In the darkness, Gunnarson's face seems to liquefy and rearrange into a new, vaguely inhuman shape...

ATWOOD'S VOICE

Deliver us oh, Lord from the harm and the influence of your old enemy...

CUT TO:

EXT. ICE SHEET / ALIEN CITY - SAME

Not far from the crashed plane, the surviving scientists stand at a freshly-dug ice grave.

ATWOOD

...so we can find our peace, as has our brother Lloyd Sumner. Now and in the final days. In the name of Jesus Christ, our Lord. Amen.

After a muttered chorus of "amens", Atwood nods, and Ropes and Boudreau lower Sumner's body, which is wrapped in tarps. Danforth glances up at a figure wandering the city ramparts high above, carrying a torch.

LAKE

He studies ancient walls, where chiselled pictograms show star-headed Old Ones wielding weapons and piloting strange spacecraft. In the flickering torch light, the creatures seem to jump about. Danforth approaches him.

LAKE

Danforth-

DANFORTH

Sir-

LAKE

(back to his work)

Take a look. They organized their narratives in cartouches, defined by these diagonal lines, see?

DANFORTH

-You should go down, sir- as a measure of respect-

LAKE

Once you read them - right-to-left, upwards- it's clear enough.

DANFORTH

One of our party died, sir-

LAKE

Thank you, Danforth. Yes. I noticed. Contrary to what you may think- what *anyone* may think... I did. I'll do my mourning back in Boston.

(beat)

We worry because our *wristwatches* have stopped... But these beings - they stepped across time- crossed over from other worlds!

Lake continues up the steep ramp. Danforth follows.

LAKE (CONT'D)

They were scientists, like us, *only more so!!*- their minds were creative and hungry.

(beat)

They landed here and built all this, or more accurately... they had it built for them... Look-

Lake shows him a strange mural representing a fearsome globular creature.

LAKE (CONT'D)

A second race- a slave race... beasts of burden-

(consults the Necronomicon)

"Shoggoths", if we are to believe this.

(MORE)

LAKE (CONT'D)

Mutable creatures bred to perform any task. If they needed extra arms, eyes, fingers, mouths... they grew them. They were capable of mimicking any form of life... down to the smallest detail-

(beat)

Now here- You can see the writing, the craftsmanship changing here, right here on this wall. These beasts rebelled against their masters. A war ensued. These are now *their* pictograms. *Their* story-

DANFORTH

A war-

LAKE

These Shoggoths worshipped an ancient deity. A creature so malevolent, that even the Old Ones were afraid-

They reach the top of the rampart. Lake points to a plaza below:

At the center of the plaza, carved out of a natural pillar 100 feet high: a statue of a primordial creature - CTHULHU- a wild congeries of tentacles claws and wings!

DANFORTH

And the outcome?? Of that war??

LAKE

In time, we'll know.

CUT TO:

INT. INFIRMARY - NIGHT

Doctor Hennessy moves among the sleeping, wounded men. He pauses to feel Gunnarson's forehead.

As Hennessy leaves, Gunnarson's eyes open. He looks at the sleeping SAILOR in the adjacent bed.

A shadow falls over the man's face. Gunnarson's hand appears, sprouting tentacles which enter the man's nostrils and ears. After a quick, wordless struggle, the sailor's face melds with Gunnarson's rubbery fingers.

ANOTHER MAN wakes up to find Gunnarson and the sailor standing at the foot of his bed - shirtless and *conjoined at the waist!*

A stump sprouts tentacles, one of which grows an eye at its tip. Before the man can say a word, a fresh eruption of tentacles stifles his cries.

CUT TO:

EXT. ARKHAM / ICE FIELD - NIGHT

In the blowing snow, the *ARKHAM* is starting to look like a ghost ship, encased in ice.

MCTIGHE'S VOICE

The barometer's bottomed out. You should wait 'til dawn-

RADIO ROOM - SAME

Captain Douglas, Higgins and McTighe huddle around the radio.

MCTIGHE

-and hope for a weather break. Over.

MOULTON'S VOICE

I will - but I can't carry us all, the load would be too much-

EXT. ICE SHEET / ABANDONED CITY - NIGHT

Moulton's in his cockpit, using the airplane radio. Gordon listens outside, bundled up against the blowing snow.

MOULTON

I'll have to make two trips.

GORDON

Fat chance-

MOULTON

Just keep a runway clear, okay?

GORDON

Now, tell them about the fuel-

Moulton sighs and then-

MOULTON

One more thing. We were only thirty minutes in the air - but we've used more than half our fuel-

RADIO ROOM - SAME

The men look at each other, confused.

CAPTAIN DOUGLAS
(taking the microphone)
 Moulton- you've been gone for ten hours.

EXT. ICE SHEET / ABANDONED CITY

Moulton nods wearily. He half-expected something like this.

CAPTAIN DOUGLAS' VOICE
 Listen to me, Moulton. Leave all cargo
 behind. Split into two groups. Luck of
 the draw- fly back with the first group-
 as light as you can, you hear?? As light
 as you can...

MOULTON
 Yes, sir- we'll be ready.

INT. COMMUNICATIONS DECK - NIGHT

Captain Douglas sighs as McTighe signs off.

CAPTAIN DOUGLAS
(to Higgins)
 Clear the runway, ready a crew to mark
 the perimeter with landing lights-

Suddenly a door opens and snow flies in. Higgins turns to see-

-surprise!! Gunnarson. Behind him, the other men from sick bay.

CAPTAIN DOUGLAS (CONT'D)
 What are you all doing out of b-?

Gunnarson's shadow on the wall is a cockscomb of boiling tentacles! In a flash, a wriggling mass of flesh catapults into the room!!

Off Captain Douglas' screams...

CUT TO:

INT. SHIP'S LABORATORY - NIGHT

Dyer enters the on-board laboratory and collects pH measuring equipment. Fowler helps him.

They hear a noise... Dyer peeks out into the corridor: nothing.

INT. SHIP'S CORRIDORS - NIGHT

Puzzled, Dyer steps out into the empty hallway. The bulkhead lighting flickers. A door is ajar. Dyer opens it:

INT. EMPTY QUARTERS

Nothing- but a few things have been overturned.

INT. SHIP'S CORRIDORS - SAME

Now one of the injured sailors from the sick bay stands at the end of the corridor, mouth moving silently.

DYER
(seeing him)
Can... I help you??

The man stumbles towards him. In the shadows, CAMERA glimpses three thick strands of flesh extending from his back and legs into an adjacent bay.

FOWLER
(still in the lab)
What is it??

Dyer turns to him.

DYER
One of the men, from sick bay...

Fowler, carrying the equipment, peeks out: *no one is there.*

FOWLER
Where?

DYER
Maybe he found his way back...

The lights flicker again. A rhythmic, metallic noise grinds at the end of the corridor. Chewing...

CUT TO:

EXT. ICE FIELD NEAR MAIN TENT - NIGHT

Carrying the equipment cases, Fowler and Dyer walk through blowing snow into the main tent.

INT. MAIN TENT - NIGHT

The eight entombed Old Ones rest peacefully on steel tables. The wind howls; the tent's string of light bulbs flickers.

FOWLER

Uh oh. Here - let me-

Fowler lights an oil lamp as Dyer enters an adjacent bay, separated by a flap of canvas.

DYER

I'll set up a bench in there.

Fowler, alone now, goes to the radio.

FOWLER

Captain Douglas- this is Fowler. The generator's acting up-

(static)

Hello...? Captain Douglas???

A sibilant, raspy voice comes back, mixed with the static-

VOICE

Tekele-li, Tekele-li-

Fowler is taken aback. He snaps off the transmission.

INT. TENT BAY - NIGHT

Dyer opens up a pH test kit on a work table: its a portable wonder full of siphons and turning gears.

DYER

Okay. Bring samples from each one and I'll get started.

INT. MAIN TENT - NIGHT

FOWLER

Y- yes. Coming -

Fowler gathers up some flasks. For a moment the supine things are all out of view, behind him.

A RATTLE!!

Fowler whirls around: nothing has changed, except-

-a SCALPEL lies on the floor, discarded. Carrying the flasks, Fowler picks it up.

When he straightens up, *all the beings are upright*, standing behind him!! Tall, gray and slender, they glide silently to block his escape.

One of them whips out an appendage and snatches the scalpel from his hand! Another flips him off his feet-!

TENT BAY - SAME

Dyer hears glassware breaking and a muffled VOICE in the other section of the tent.

The lights go out, leaving only the oil lamp.

DYER

Oh, great.

(silence)

Dr. Fowler- ?

Suddenly, an odd shadow crosses the other side of the tent flap. Then the CLINK of stainless tools on an autopsy table.

He gets up. More noises. *Snipping and cutting!!*

Dyer cautiously approaches the canvas divider... and pushes it aside!!

INT. MAIN TENT - SAME

Dyer recoils.

DYER

Dear God, no!!!

Standing over the writhing body of Doctor Fowler, the alien entities conduct their own brutal dissection.

One of the Old Ones turns an inquisitive gaze at Dyer. Fowler's legs drum on the autopsy table.

Dyer screams and bolts outside!! The creature follows.

EXT. ICE FIELD - NIGHT

Outside: a snowstorm in hell!

On the ice field, fires are blazing. Men rush past, pursued and engulfed by shape-shifting masses of flesh. Near the boat, GUNSHOTS and SCREAMS.

The tentacled Old One pursues Dyer, crawling on its wings like a bat on land.

Running blindly through a maze of tents and dog pens, Dyer rounds a corner and finds GUNNARSON...

...or what's left of him, affixed to a globular entity, methodically impaling the frenzied dogs on its spidery legs! A gaping maw at the center of the GUNNARSON-THING ingests them, dissolving their bodies in gelatinous tissue!!

The Old One rounds the corner. A PAUSE. The two ancient enemies are face to face. Screeching, the Gunnarson-thing attacks, engulfing its adversary in a tide of flesh.

Dyer runs on as dozens of misshapen but recognizable crewmembers converge upon him. He doubles back.

BEHIND A TENT

Suddenly, Dyer stumbles upon LARSEN, who whirls on him with a shotgun, one of several he has strapped to his back.

DYER

Oh, Jesus, no!! Please, please don't-

LARSEN

You're scared. That's good. Help me out here - quick!

He's stuffing burlap sacks into a backpack. Dyer blindly follows suit, with no idea why. A ROAR as the adjacent tent collapses.

LARSEN (CONT'D)

Move!

He shoves Dyer aside and fires his shotgun at the oncoming THING. The creature screeches and bubbles, twisting in agony.

LARSEN (CONT'D)

Follow me!!!

Larsen leads Dyer to a dogsled, laden with burlap sacks. He reloads the shotgun and tosses it to Dyer.

LARSEN (CONT'D)

You fall off, you're on your own. You understand, I ain't coming back for you.

BAMMM!!!! Larsen shoots a second shotgun at two approaching creatures, disintegrating them. He pushes Dyer onto the sled.

LARSEN (CONT'D)

Hold on, Egghead.

He cracks his whip and the dogs start pulling. As the sled gathers speed...

...Dyer ventures a look back at the chaos surrounding the Arkham.

DYER (V.O.)

I thought of Hell. As I conceived of it as a child: a place of chaos and damnation...

The sled moves towards the mountains, which are black against the purple sky.

DYER (V.O.) (CONT'D)

No one could have imagined what was at hand... nor how much worse it would get...

CUT TO:

INT. ICE SHEET / ABANDONED CITY

Plane "A" is covered by a tarp. The blizzard is brutal. Wind drones through the city's stone canyons and empty avenues like a pipe organ.

The men have set up a campsite in a-

INT. VAULTED STONE GALLERY - NIGHT

Standing next to a bonfire, Moulton readies a handful of straws.

MOULTON

I'll fly back as soon as I can. You have my word. But for now- with no argument:

(beat)

Short straws stay, long straws go.

The men draw their straws: Atwood gets a long one, so does Danforth, Gedney, Daniels and Lake.

Gordon gets a short one. So do Ropes, Boudreau, Pabodie and Pip.

MOULTON (CONT'D)

If it clears, we leave at daybreak. No equipment, no extra load.

GEDNEY

Wait, please, I- I accept the rules... but my brother, he should be on that plane, not me. I'll stay behind.

MOULTON

Fine by me, son.

PIP

No, no! We stay together -!

Pip grabs Gedney, imploring.

PIP (CONT'D)

(near tears)

I'm not leaving without you! Never, you hear me, never-

GEDNEY

Shhh, it's okay. I'm here.

(looking at the others)

For him, you understand? I- have nothing to offer-

Gedney fumbles through his pockets, producing a pocket watch and a modest leather wallet.

GEDNEY (CONT'D)

-but what I have is yours, in exchange for your seat...

Silence. No one's willing to trade. Atwood looks away, ashamed, but afraid. Lake notices this, full of forboding.

CUT TO:

EXT. ICE FIELD - NIGHT

More blowing snow. Larsen's dogsled approaches the base of a mountain, speeding toward a rock wall. Dyer grows nervous and looks at Larsen, who cracks his whip, demanding more speed from the huskies!

DYER

Larsen- Larsen- my God you-

LARSEN

Shut up, Egghead. I'm driving-

The sled accelerates down a slope, straight at the wall!! Dyer closes his eyes and curls up...

At the last second, a narrow passage comes into sight! They whiz in!!

INT. ROCK PASSAGE - CONTINUOUS

The sled flies through, almost scraping the rough walls.

DYER

Oh, Jesus, oh, Jesus-

Larsen is delighted. He cracks the whip even harder as passage widens, giving onto an vast-

ICE CAVE - CONTINUOUS

A natural amphitheater, filled with colonnades of sparkling stalactites. Larsen stops the sled. Dyer looks around.

DYER

Where the hell are we???

LARSEN

Somewhere safe. I found it by accident-

He points at a hole blasted in the ice floor. Dark water is visible below.

LARSEN (CONT'D)

We're about four miles from the ship.
I've been gathering provisions all day-

DYER

Where- where have you been-?? We should
go back, help them-

LARSEN

We can't help them. We'll help ourselves.
Those things back there- they've probably
taken the whole crew by now-

DYER

Not everyone! No, don't say th-

LARSEN

Look. You saw enough. So shut up and
medit-atate on it, or make notes or
whatever your professor brain wants to
do. Me? I'm tired. Grab a fur and lie
back. If we talk, we'll do it in the
morning.

Dyer obeys: he plops down on some furs from the sled. Then
he hears a rustling noise, deeper in the cave.

DYER

Larsen-

But Larsen is busy unloading the sled. Dyer grabs his gun
and moves towards the noise. Something moves in the
darkness. He snaps on a torch and comes face to face with-

-AN ALBINO PENGUIN!!! He screams!!! Larsen runs over and
pushes him away.

LARSEN

Shut up!! Shut up!! Are you crazy!! It's
just a fucking penguin!! The dumbest bird
on the planet!

MORE NOISE... then, half a dozen eyeless albino PENGUINS,
waddle out from the TUNNEL, clucking and squawking.

DYER

They have no eyes!

LARSEN

So?? What's the difference? Caves,
tunnels, they're pitch black!

DYER
Caves? There's more?

LARSEN
Far as I can tell, the mountain's full of
them.

He sees Dyer shivering, near shock.

LARSEN (CONT'D)
You okay?

DYER
That thing, it- it-

LARSEN
It scared you?

DYER
(recovering)
A little, I-

BAMMM!!! Larsen shoots one of the penguins in the head. It
topples over.

LARSEN
There. Now, for the last time, Egghead:
shut up and go to sleep.

Dyer lies down a few feet from the carcass of the penguin.
Its spasms cease as it dies.

Exhausted and horrified, Dyer turns away and closes his
eyes.

EXT. MOUNTAIN RANGE / THREE VIEWS

The snow whirls through the canyons and peaks of the
mountains of madness,

FADE OUT.

FADE IN:

EXT. ICE SHEET / ABANDONED CITY - DAWN

Dawn breaks. Pale sunlight creeps up the colossal black
monoliths and angular turrets.

Moulton and Gordon pull the tarp from the plane, while
Atwood, Gedney and Pip clear a path in the fresh snow.

EXT. ICE SHEET / ABANDONED CITY

The plane's engines drone, ready for take off. Danforth stands by the boarding stairs.

Gedney tearfully embraces his brother. Lake approaches them.

LAKE

There's no good reason for the two of you to be separated- so, here: take this.

He hands Gedney his long straw.

GEDNEY

Sir... thank you, sir!

LAKE

That's quite all right-

Gedney proffers his watch and wallet.

GEDNEY

A deal's a deal, sir, I-

LAKE

Please. Put them away.

(smiles)

Nothing a good Christian wouldn't do-

ATWOOD

(getting on board)

There is not an ounce of Christian faith in you, Lake. You don't fool me. You want to stay.

Lake embraces Danforth, clutching the *Necronomicon*.

LAKE

I hope you don't mind me holding on to this. For a while.

Danforth nods, keeping his emotions in check.

DANFORTH

I don't lend out my books. Tonight, on the *Arkham*, you'll give it back, understood?

LAKE

Tell-

(sotto voce)

(MORE)

LAKE (CONT'D)

Tell Dyer- when you see him- tell him-
that I'm very sorry. I- really am...

Lake smiles sadly.

LAKE (CONT'D)

Tell him that I felt-

(beat)

The road to greatness is paved with old
glories like me. I didn't want him to be
left behind.

DANFORTH

(gripping Lake's hand)

You'll tell him yourself, personally! I
know you will.

DAYBREAK

The plane takes off. The men left behind watch as it gains
altitude.

INT. PLANE CABIN - SAME

The plane flies over the towers. The view below is soon
obscured by clouds.

Atwood focuses on his Bible. Gedney puts his arm around Pip
as a sun pierces the cabin, bathing their haggard features
in pink daylight.

EXT. SKY ABOVE THE CITY

As the plane disappears, the sun plays over the city.

ICE SHEET / ABANDONED CITY

The ruins are gleaming. Lake smiles and turns to Gordon.

LAKE

Praise the Lord, gentlemen, you're stuck
with me.

He gathers some rope and climbing equipment.

GORDON

What are you doing?

LAKE

We're going for a walk.

CUT TO:

EXT. ICE FIELD - DAY

Dyer, sleeping...

DYER'S VOICE

It was then that I had the dream again-

Suddenly, he opens his eyes and gets up. He is alone on the ice field.

He's wearing street clothes, as in his last dream.

DYER'S VOICE

I felt the cold, the loneliness just as before. And I looked for the DARK MAN.

(beat)

And yes - again - I found him-

In the distance: the fur-covered figure of the DARK MAN.

DYER'S VOICE (CONT'D)

Without knowing why. Without really wanting to- I called out-

Dyer waves his arms...

DYER'S VOICE (CONT'D)

Over here... over here!!

The figure stops, slowly turns, then walks directly at Dyer.

DYER'S VOICE (CONT'D)

And it was then that I saw my mistake. That thing- it imitated our shape, our walk... but it was not human!

It comes close, its hooded face remaining in shadow. Dyer backs away, frightened.

DYER'S VOICE (CONT'D)

I knew, somehow, that whatever horror lurked under that hood... if ever I saw it... would drive me mad..!

The MAN stretches out his arms, fingers clawing the air.
CAMERA PUSHES INTO THE HOOD with a ROAR: barely visible is a
boiling MASS OF FLESH- A SCREAMING VOID.

CUT TO:

INT. ICE CAVE - DAY

Dyer opens his eyes. He's in the cave.

LARSEN
Bad dream, Egghead??

Larsen is busy at an improvised table made of wooden boxes.
One of the dogs regards Dyer with curiosity as he gets up.

LARSEN (CONT'D)
There's a tin of biscuits over there,
boiled beef and some rum.

Dyer nods, still sleepy.

The ice cave is spectacular. Half the ceiling is pure ice,
allowing light to filter in, as if from a church window.

Dyer grabs a biscuit and takes a swig of whisky-

DYER
(coughing)
Where'd this come from?

LARSEN
You don't want to know.

Larsen is re-filling dozens of shotgun shells with a white
powder. Next to him are about five sawed-off shotguns.

LARSEN (CONT'D)
You wanna help, sit down and do-

DYER
-exactly what do you.

LARSEN
Look, kid, we're screwed, alright? Get to
work and I'll tell you what I know-

He hands over a box of shells.

LARSEN (CONT'D)
Crack 'em open and empty half the load.
Just half- then pour this in...

Dyer grabs the powder, looks at it. Tastes it.

DYER

Salt? You're using salt??

Larsen starts SAWING OFF a shotgun barrel.

LARSEN

(nods)

Does the job. One of those things jumped after me, into the sea. Melted and squealed.

Dyer reflects, trying to figure it out.

DYER

Soluble salts, metal and non-metal compounds. Chlorine, bromine - foreign to their species. Elements existed before them-

LARSEN

Mmh- Goes good on the beef, too-

He takes the bottle of rum from Dyer and gulps down a quarter of it.

LARSEN (CONT'D)

(wiping his mouth)

You know, in Canada, that's how the kids kill leeches - a little salt. We loved to watch 'em squirm.

He smiles a mouthful of steel at the memory, then passes the bottle back to Dyer.

DYER

We should light a bonfire-

LARSEN

I don't advise it-

DYER

It's daylight. They couldn't-

Larsen motions him to silence. Tries the shotgun for balance.

LARSEN

Kid, let me show you.

INT. ICE CAVE TUNNELS - DAY

Larsen guides Dyer into a natural ICE CHAMBER. Dozens of tunnels and passages lead off into the heart of the mountain.

They cross a narrow stone bridge which crumbles beneath their feet. Dyer cautiously peers down into a huge chasm.

LARSEN

The whole mountain is riddled with tunnels. Like moles- ice, rock... same difference. They go on for miles.

DYER

Leading where?

LARSEN

Where I don't give a shit.

He puts his hand on the rock. Feels a rumble.

LARSEN (CONT'D)

Now, lean over and don't move-

The RUMBLE grows, until the whole area shakes! A few stone blocks break loose. Several stories down, they splash into water. Terrified, Dyer bolts, but Larsen holds him in place.

DYER

(as if in prayer)

...Under-Kendall - Central - Harvard -
South Station Under - Washington Under -
Park Street-

Larsen clamps a hand over Dyer's mouth. A massive Shoggoth slips through a tube directly below, separated from them by only a few inches of clear ice. Its many eyes are moving, scanning.

After it passes-

LARSEN

You can move now.

Dyer collapses, trembling.

LARSEN (CONT'D)

-the fuck were you were mumbling??

DYER
 Sorry- I- all I could think of-
 (beat)
 Subway stops back in Boston...

Larsen gestures for silence. They hear a SPUTTERING ENGINE.

LARSEN
 It's a plane- they're coming back!

EXT. ICE FIELD - ARKHAM

The air is dancing with snowflakes. Dyer and Larsen exit the cave and run up the hill to see-

-the plane, flying dangerously low to the ground, buffeted by the wind.

CUT TO:

INT. COCKPIT - SAME

Moulton and Danforth are white-faced, seated in the cockpit. The ground blurs by.

MOULTON
 What the hell is going on?? They didn't
 clear a runway!!!

DANFORTH
 Jesus-

The engine is coughing. On the dash, the fuel level reads "Empty."

MOULTON
 (into microphone)
 Arkham, this is Moulton, do you read?? We
 have no clear runway, I repeat, no clear
 runway, over-

No answer. The engine re-starts with a ROAR. The plane momentarily heaves up, then drops.

MOULTON (CONT'D)
 (to Danforth)
 We're going down one way or another. Tell
 everyone to brace for it-

EXT. FROZEN LAKE - DAY

Pitching like a toy, the plane drops over a range of foothills.

Fifty men from the *Arkham* stand like statues on the snow, watching the plane come down. But there's something wrong with them:

They all seem oddly... *similar*.

CUT TO:

THE PLANE LANDING

It ploughs into the fresh snow, sliding for hundreds of feet in a rooster tail of white!

INT. - THE CABIN

Chaos. Yelling with fear, Pip embraces Gedney. Steam and smoke belch from the engines as they come to a stop.

EXT. ICE FIELD

The impassive *Arkham* sailors immediately march towards the plane, like choreographed puppets.

IN THE COCKPIT

Danforth goes back into the cabin. Moulton looks angrily at the approaching throng.

MOULTON

Goddam them!!! What were they doing out there?? Standing around like morons!! They're going to catch hell!!!

He jumps out of the cockpit and heads towards-

THE GROUP

-and all his bravado fades.

MOULTON

Oh, dear Jesus, no-

INT.- THE CABIN

A SCREAM from outside.

PABODIE

You hear that??

GEDNEY

What??

PABODIE

A scream-

GEDNEY

I didn't hear-

PIP

Shh- Someone's coming...

Outside: low MURMURS. Suddenly, the cockpit door opens!!

Snowflakes fly in. Pause. Then Gunnarson enters.

GEDNEY

(relieved)

Oh, Jesus. Gunnarson- it's just Gunnarson-

And so it is. But the nightmare begins... Pip turns to find-

a *second* Gunnarson, also staring at him from a window! *And*, standing next to him... *another* Gunnarson!! And further down, leering from the cockpit windshield, *three more!*

DANFORTH

Jesus Christ Almighty-

The GUNNARSON-THING standing in the doorway grins, but *the* grin expands into a massive mouth- an open snout, *shining* with endless rows of teeth. Arms extend like *fleshy vines*, grabbing Gedney!!

Pip screams. All the faces at the windows SCREAM too, as if in mockery. And the mouths meld and the flesh fuses and *all* the hungry maws press against the window glass, like a diabolical parody a playful child.

Danforth grabs Pip and pulls him away. Now an *inquisitive* blob of protoplasm oozes up from behind the Gunnarson-Thing and surveys the cabin with a dozen filmy eyes.

Danforth and Daniels struggle with the emergency door at the rear of the plane!!

THE SNOW

-has jammed it!!!

Danforth and Daniels redouble their efforts and manage to crack it open. Danforth pushes Pip out!!!

DANFORTH

Run!!! Pip, run!!!

And the kid does. A few steps. Until a voice calls him-

GEDNEY

Pip- don't leave me!!!

Pip looks back: Gedney is leaning against the side of the half-buried plane, apparently in pain.

INSIDE

Moulton helps Atwood to his feet. Behind them, Danforth-

OUTSIDE

-climbs out. At a porthole, Atwood watches helplessly as Pip heads towards his brother.

INSIDE

Daniels is next.

The mass of flesh re-enters the cabin. Hairless dog heads bulge from the fleshy mass and, trailing the rest of the body, they lunge!!! A tentacle wraps around Daniels' boot.

He brings out a hunting knife and slices it off. A spray of goo hits his face; bellowing, he jumps out!!! Enraged, the thing barrels through the cabin like a freight train, pushing aside the seats!!!

OUTSIDE

Pip reaches his brother, who has fallen to his knees.

Inside, Atwood screams-

ATWOOD

No!! Pip!! Get back!!!

But it's too late. Gedney grabs PIP, or rather, the GEDNEY-THING does. Its hungry flesh traps the boy's head. Gedney's FACE becomes a proboscis full of grinding appendages.

Gedney's legs are connected by thick tentacles to the thing inside the plane. Like an obscene hand puppet, he rises, still gripping his brother/prey.

The plane's fuselage splits open, ripe with swollen, invading flesh!! The hideous Shoggoth surges out.

Danforth grabs Atwood and starts running. Daniels is a few steps ahead of them.

The thing splats onto the snow and resolves into three GUNNARSONS and three GEDNEYS, combined with dog parts and crinoid creatures. They rush over the ground, rolling over Moulton like an ocean wave. He disappears.

Danforth, Atwood and Daniels run as new faces bloom in the jelly: Pip and Moulton several times over, their slack, dead faces shimmering and rippling.

In an instant, they all become GUNNARSONS, then GEDNEYS- all watching as-

-the remaining humans flee toward the Arkham.

THE HUMANS

Running. Atwood is panting, having trouble keeping up. Then, among the shredded tents, a VOICE stops them.

DYER

Danforth!!!

It's Dyer and Larsen, each brandishing twin shotguns. Other guns are strapped to their backs.

Larsen levels his weapons at them.

ATWOOD

No! No! Please, don't!! No!!

DYER

(coming forward)

It's us- don't be afr-

Larsen holds Dyer's arm.

LARSEN

Wait- wait-

DYER

We know them!

LARSEN

Don't be so sure.

(to Danforth)

You. Stay right there.

He tosses them one of his burlap sacks.

LARSEN (CONT'D)

All of you: eat that.

Danforth falls to his knees and rips open the bag.

DANFORTH

Wh- what's this??

The bag contains nothing but salt.

LARSEN

Go on. Chow down.

Atwood looks at them, pleadingly.

ATWOOD

You don't understand- the plane- these things- there are things-

SOMETHING slides in the cold mist, moving towards them.

LARSEN

Shut up and eat some salt or you'll get some from here.

(he cocks both barrels)

You're all too smart for me-

(beat)

Now. Eat- A good handful, and then we'll see who's who.

They watch warily as Atwood and Danforth each take a fistful of salt and gulp it down. They cough and retch. But nothing more.

ATWOOD

You bastards! Are you satisfied now? Are you? You're inhuman- you hear me???

LARSEN

Inhuman-? You're funny.

Daniels watches in silence.

DYER

You, too, Dr. Daniels-

Daniels SQUEALS, his whole torso exploding into a million tentacles. Wheeling around, LARSEN SHOOTS him!!!

The Daniels-thing bubbles up and squirms. As the wide-eyed men back away-

DANFORTH

But- that thing, it only touched him for a second- !

Larsen listens: movement.

LARSEN

Now, they'll come after us. Let's move.

They run off. On the snow, Daniels' sizzling remains melt away.

CUT TO:

INT. ABANDONED CITY - DAY

Lake and his companions work their way down a gargantuan set of steps, like toddlers inching their way to a massive room downstairs.

INT. BIOLOGY ROOM

At the bottom, they find themselves in a round chamber, pierced by blasted-out holes, as if it had been invaded by gigantic moles.

The men peek into an endless tunnel. All quiet. They move on.

Mammoth sculptures of unknown Gods have toppled like outsize trees. The walls are tiled with bumpy, translucent shapes emitting a soft green glow.

LAKE

Bioluminescence-

He presses his hand against a panel. As he pulls away, a lingering silhouette of his hand throbs and fades.

LAKE (CONT'D)

-reacting to the heat of our bodies.

As they reach the center of the space, they find a web of stalactites and stalagmites reaching down from a broken dome high overhead. Tangled within it, a petrified fusion of BONES at least eighty feet high, one hundred feet wide at the base!

GORDON

Are those... bones?

Awed, the men come closer.

ROPES

There- a Pteranodon skull- almost complete-!

Gordon points at an enormous, club-like femur.

GORDON

-Allosaurus- !

The men spread out, marvelling at mollusks, crustaceans, skeletal birds and mammals.

ROPES

-Iguanodon-

Ropes brings out a manual drill and samples the mound. A large SHARP CHISEL finishes the job.

GORDON

Petrified, fused together by mineral drips-

(beat)

It would take hundreds of millions of years to create a formation of this size-

Pabodie illuminates a mastodon skull.

PABODIE

But there are higher mammals here!

Lake's flashlight beam illuminates a complex mural spiralling its way up a column.

LAKE

All life on earth, actually...

GORDON

What are you saying?

Lake scrutinizes PICTOGRAMS of familiar animals on earth. Beneath each one there's a schematic of muscles, bones, nervous systems.

LAKE

Classified here- insects, mammals,
reptiles, birds-

He brings out the *Necronomicon* and decipher's.

LAKE (CONT'D)

These beings- on the first day- created
the birds. On the second day, they
created the fish and the animals that
inhabit the sea-

Ropes and Gordon look at the skeletal remains with growing
amazement.

ROPES

No. Stop. Where are you going with this?

LAKE

Where do you think?

GORDON

(seeing something)

Dear God in heaven-

There, fused with other creatures of the mound, a *human*
skeleton is perfectly visible! Lake is serene.

LAKE

Yes. I knew it. Humbling, is it not?

The grinning skull trembles. A VIBRATION-

Light hits their faces. It emanates from one of the doorways
across the hall.

GORDON

You feel that?? Heat!!

They can hear distant noises. Gordon and Ropes pull shotguns
from their backpacks.

INT. MACHINE ROOM - CONTINUOUS

They enter an even larger chamber, as big as Rome's
colosseum. Everywhere, water is dripping. And great machines
are humming. Massive platforms swing around and lock into
place.

Copper spheres float overhead, silently orbiting like
burnished planets.

This area, too, has been tunneled. The men are sweating. They throw off their backpacks, open their parkas.

ROPES

Jesus, it's like an oven in here-

GORDON

Look-

He points at one of the machines. It's broken, gutted out.

Organic-looking ducts spill onto the floor. Diffuse arcs of electricity radiate from it, forming a field of energy.

Debris hovers around it, suspended in mid-air, as if fixed in a still photograph.

Fascinated, Ropes takes a step forward, inserting his hand into the crackling energy!! He grimaces in pain. His hand shrivels before his eyes!

Before he can speak, he's sucked inward, his body drying up as if vacuumed from within-

Gordon heads to the rescue, but Lake stops him.

LAKE

No-!

The clothing - now rags - falls away from Ropes' body. The mummified husk shrinks into an unrecognizable blob in mid-air.

The men stand in shock, disbelieving. Lake pulls out his watch and moves towards the distortion.

GORDON

Stay away from there-

The watch hands accelerate as Lake gets close. Then he throws it at the machine. It arcs, then stops in mid-air!!

LAKE

There. The distortions. They emanate from here. If we find a way to shut this down-

Lake leans against an organic console, filled with knobs and protrusions. A HUMM as they unfold a metallic clamp, trapping his hand!!

One of the spheres descends, spins and pops open, above Lake's head, as if generating power. Lake panics!

LAKE (CONT'D)

For the love of God, Gordon, help me!!!!

The sphere projects a beam of blinding light down onto Lake's head. His arms and body become translucent!!

He screams!!

DISSOLVE TO:

VISION

Images come in rapid succession:

† The Old Ones creating life in a strange room, using glassy receptacles charged with electricity and liquids. Alien alchemy at work.

† Bones and muscles weave and intertwine in each receptacle, forming fish, fowl, mammals.

Then, a faint, other-worldly CLAMOR reaches Lake's ears - a chorus of ten thousand VOICES.

† He finds himself gazing over the alien city in its moment of glory. Gleaming spires, ziggurats, temples. Even the mountains look new and majestic. The lower slopes are covered in green jungle.

The skies are alive with soaring star-headed creatures, gliding in majestic formation, peeling out from behind radiant golden clouds! Down, down...

...into a MAELSTROM OF WAR!!!

The broad, smoke-filled causeways of the city are covered with surging agglutinations of slime, which fling up long tentacles to ensnare the winged aliens and pull them in...

...and wrap hungry orifices over their wriggling, helpless bodies.

The Shoggoths decapitate the Old Ones!!!

† Underwater, the stone "coffins" splash down, away from the reach of the Shoggoths. As they bob gently in the water, CAMERA COMES UP. The distant mountains are in flames.

† On the horizon, amidst columns of smoke, a massive THING, as tall as the mountains, seems to undulate.

As it rises...

FLASHBACK ENDS

The ray beam stops and the sphere retracts as silently as it descended. The contraption that held Lake's hand folds back into the console.

Lake staggers, blinking and disoriented. His arms and torso are still translucent!!!

Pabodie and Boudreau grab Lake as he collapses. As Gordon runs over-

LAKE

We- we have to warn the others!! The ship!! They must leave- without us-

GORDON

Calm down. You're all right -

LAKE

No! The ones we found! Underwater- they were heroes, warriors- injured, but alive! The Old Ones were keeping them safe...

GORDON

Safe from what??
(glancing at Pabodie)
 I'm sorry, Dr. Lake, but-

Lake seizes Gordon by the collar.

LAKE

Will. You. Hear. Me! The Shoggoths- they needed those bodies for a summoning- to bring forth-

(beat)

-something much worse than them. They needed the bodies. To awaken their God.

(a groan)

And we- we helped them!

PABODIE

Shoggoths?? Summoning?? What on earth-

(beat)

I say we go back to the surface and wait - yes, wait! - for Moulton to get b-

BAMMMMM!!!!!! A massive Shoggoth explodes out from of one of the tunnels!!!!!! It grabs and devours Pabodie in mid-sentence!!!!!!

Gordon drags Lake away. Boudreau follows. They run into a-

GALLERY

From other tunnels, Shoggoths spring out, emitting shrill piping sounds, displaying pink beaks lined with rows of teeth.

They snatch up Gordon, then Boudreau!!!

Lake rounds a corner.

CATACOMBS

He reaches a room resembling a burial vault, lined with crypts containing ancient skeletons. Hearing a sound, Lake lies down in a niche and keeps still.

A Shoggoth enters the vault, sniffing. Then it withdraws.

Lake exhales and looks up. He discovers a hole right above him! A RUMBLE. Something plunges down on him...

WHAPP! He's taken. For a few terrifying moments CAMERA FOLLOWS upward as his body is devoured and assimilated.

Then the Shoggoth gains speed and disappears in the darkness.

FADE OUT.

FADE IN:

EXT. ICE FIELD - NIGHT

Under a star-filled, velvet sky, a dozen oversize albino penguins face the glowing mountains. The birds are rigid and silent - as if in anticipation.

LARSEN'S VOICE

What the hell are they doing???

EXT. ICE FIELD PANORAMA - SAME

Larsen and Dyer are on a hilltop; Danforth and Atwood stand behind them. The Arkham is a mile below, cloaked in mist. Through binoculars, FLAMES are visible at the ship's waterline.

Spidery/humanoid aberrations crawl over the ship's hull.
 Busy as a beehive.

DYER

They're burning diesel fuel. I think
 they're freeing the ship-

DANFORTH

Once at sea, these *beings* will spread-
 infect the world...

ATWOOD

At best, we're all mad, inhabiting a
 nightmare. At worst, we'll see them
 reclaim the planet.

DANFORTH

What if we keep them where they are -
 surrounded by seawater-? We're on an
 isthmus. Inherently unstable -

Danforth points to the dark, jagged fault line running
 through the ice.

DANFORTH (CONT'D)

And that's an ice fracture.

LARSEN

I saw it. It's deep.

DANFORTH

We set charges and blow off the entire
 peninsula.

DYER

Using what?

LARSEN

Dynamite-

(beat)

We have enough dynamite to do it.

DYER

We do??

LARSEN

The *Miskatonic* had a ton of it.

DANFORTH

The *Miskatonic*???

LARSEN

You heard me.

CUT TO:

EXT. THE MISKATONIC - DAY

Four small figures - Dyer, Atwood, Larsen and Danforth enter the brooding, frozen hulk of the *Miskatonic*.

IN A HOLD

In the cavernous forward hold, the men pry open a wooden crate, exposing a fresh supply of dynamite. Larsen handles one of the sticks. It crumbles to dust.

LARSEN

Shit. It's like it's been here for ages!!

DYER

It has.

They sort through the boxes. A third of the sticks are still intact.

LARSEN

Question is: how much is enough?

They all dig in, amassing a pile of explosives.

ATWOOD

I- have something to collect too- I won't be a minute...

INT. MISKATONIC CORRIDORS - SAME

Atwood - shotgun in hand - walks through the frozen corridors of the *Miskatonic*. Loose scraps of paper float by, moved by an unseen breeze.

ENGINE ROOM

The rusty door opens. Atwood peeks into the engine room: dead, cold, with icicles hanging from the boilers. He moves off.

CAMERA pans to reveal a gaping hole. Something soft and wet emerges from it and regards the open door.

MISKATONIC'S CHAPEL - SAME

Atwood enters the ship's chapel and puts down his shotgun. Below the large wooden cross, he quietly crosses himself. Behind the altar, he breaks through a sheet of ice and opens drawers and cabinets

At last, he finds what he's looking for: a BIBLE.

As he turns to leave, he sees something briefly reflected in the cracked glass of the cabinet. He spins around to witness a glistening shape resolve into the form of a man, standing in the doorway.

It's LAKE. He gazes balefully at Atwood.

ATWOOD

Lake- how did you- ???

The Lake-thing laughs, a wet, horrible noise.

LAKE

Not Lake.

ATWOOD

Th- the Lord is my shepherd, I sh- shall not want. He maketh me to lie down in - in green pastures...

LAKE

At-wood-

He utters the name as if it were an unfamiliar memory.

LAKE (CONT'D)

Lake is here. With us. He wants you to know that it was *them* - The Old Ones, who brought life to this planet, not your God!

The Lake-thing shimmers and glides up to Atwood.

ATWOOD

Surely goodness and mercy shall follow me all the days of my life, and I will dwell in the house of the Lord forever.

LAKE

They created life many times, on many worlds! First, out of hunger. Then, out of *boredom* they created men! Yes! They made you: a house pet!

(MORE)

LAKE (CONT'D)

And gave you doubts and fears and hopes
and faith. It made you more entertaining
to watch- like a puppy chasing its tail.

Tentacles envelop Atwood in a smothering embrace.

LAKE (CONT'D)

Go on, little man. Finish your prayer.
You know that no one is listening.

Atwood struggles. The Lake-thing wraps a tentacle around the man's neck and pulls him close. Lake's face slowly, painfully re-shapes itself into that of Atwood. The suffocating man is now staring at himself.

ATWOOD

In your merciful hands -

Overcome, Atwood can't go on. He extends his hand and grabs the shotgun.

A surge of wet, rubbery tentacles invade Atwood's neck. His face becomes bestial, with a huge, grinning mouth and sharp teeth. It lunges!!!

OUTSIDE / ON THE ICE - LATER

Outside the *Miskatonic*, the men lash three crates of dynamite onto a dogsled. From inside the boat, the sound of a SHOT.

LARSEN

Atwood!!!

(beat)

Where's Atwood?

ATWOOD

I- I'm sorry- the shotgun- I heard something and- it went off-

The men look up at the highest of the *Miskatonic's* rusty decks. They see Atwood, standing woodenly at the rail.

ATWOOD (CONT'D)

I- I'm sorry- I found what I was looking for-

He lifts the Bible. Danforth and Dyer exchange a look. Atwood seems distant, ready to die.

LARSEN

Well, get down here, now!! We have no time to waste-

Atwood stand there, watching them work. Finally, he starts down.

DYER'S VOICE

We had no real hope... but this last plan gave us something to hold onto...

CUT TO:

INT. MILITARY HOSPITAL - DAY

END FLASHBACK. Back to 1939.

In the greenhouse of the MILITARY HOSPITAL, Starkweather sits opposite old, haunted Dyer, who is in handcuffs.

DYER

Something to act on-

Tears run down his wizened cheeks.

STARKWEATHER

Yes, go on... it's all right, Dyer. I'm here.

But Dyer is looking at the CONSUL, who comes in from the lush gardens outside.

CONSUL

Captain? We've had word from London. Warsaw has fallen.

As Starkweather opens his orders, the Consul glances at Dyer.

CONSUL (CONT'D)

(whispers in his ear)

They say this Arkham inquiry... it's not worth any more of your time. They want you to sail. Tonight, to-

STARKWEATHER

(whispers back)

Shh. I understand. Say no more, please. Not now.

The Consul moves away.

STARKWEATHER (CONT'D)

Please. Tell me what happened to Danforth, to Larsen...

Dyer nods. Looks at Starkweather, readying to finish the tale.

CUT TO:

EXT. CREVASSE - NIGHT

Roped together, Larsen and Atwood are deep in the crevasse, setting charges of dynamite and stringing lengths of fuse wire. Shreds of FOG blow past them.

Dyer and Danforth work on another section, closer to the surface. Hearing CHANTING, Dyer cautiously raises his head.

DYER

(whispers to Danforth)

Keep working.

Staying low, he grabs a shotgun and moves off toward the bonfires around the ship.

CLOSER

The scorched tents billow in the night wind; the empty stone monoliths and their lids are scattered about.

Dyer hides and spies on the remnants of the men from the Arkham, now fused into grotesque, multi-limbed crawling things. Their arachnoid arms have speared the still-twitching bodies of the exhumed Old Ones.

They intone a guttural phrase: "Ph'nglui mglw'nafh Cthulhu R'lyeh wgah'nagl fhtagn."

DYER

Oh, dear God-

A crude welter of symbols and stones is arranged in a RITUAL CIRCLE. Impaled on stakes, lifeless alien heads drip blood.

Dyer sees the monstrous beings genuflect towards the mountains in expectation. He follows their gaze...

...as beams of greenish aurora australis reach up from behind the peaks. Clouds boil up as in a gathering storm.

DYER (CONT'D)

What the hell-??

He scurries away.

AT THE CREVASSE

Dyer comes running, and finds Danforth climbing out.

DYER

Now!!! Touch it off now!!! Now, do you hear!!!

DANFORTH

But Larsen and Atwood-

DYER

It doesn't matter- set it off- you hear??? Don't wait-!

Danforth frantically wires up the detonator, hands shaking. Dyer darts along the crevasse, following the fuse wire.

DYER (CONT'D)

Larsen!! Atwood?!!!

INSIDE THE FISSURE

Larsen hears the shouts as he places the last of the dynamite.

LARSEN

Ready!! Let's get-

When he turns, he sees Atwood ripping down the wires!! Larsen chuckles.

LARSEN (CONT'D)

You- whatever the fuck you are-

(beat)

You're good. You got me.

Atwood turns and starts to transform.

LARSEN (CONT'D)

But-

(beat)

-you really don't know shit about explosives, do you???

The Atwood-thing lunges, but Larsen grabs his shotguns and points them, not at the creature, but at the dynamite.

BAMMMMM!!!!

ICE FIELD - CONTINUOUS

A blinding series of EXPLOSIONS rockets along the ice fissure, lighting up the night.

A mighty SOUND wells up from below; Danforth and Dyer are thrown backward as the world heaves and bucks.

Gargantuan shards of ice lift from the sea, then slide away. The entire isthmus is breaking apart!

AT THE ARKHAM

The creatures turn, reacting to the explosions. Like spiders, they leap toward the crevasse.

RUNNING

The two men head for the ship. Sheets of seawater wash over their boots as the ice floe tilts under their feet.

DYER

They're off the ship!!! Keep running!!!

Behind them, the creatures howl as the saltwater overruns their extremities, burning away hunks of flesh.

In the middle of it all, the Arkham, surrounded by smoke, rolls slowly toward her port side.

A huge, insect-like thing lands ahead of Danforth, swatting at him. He ducks and manages to shoot. The thing goes down, dragging its wounded membranes.

A pack of six-legged, snarling dog-things is expelled from the boiling flesh, their backs alive with tendrils. Danforth shoots again - CLICK - he's out of shells. The dogs leap!!!!

Suddenly, Danforth's legs go out from under him and he skids into the widening gap!

IN THE GAP

Danforth grabs a hand hold, dangling over oblivion. Hunks of ice slide past. The dog-things tumble past him into darkness but transform rapidly enough to grip the ice wall and climb. Their heads fuse and form a massive maw, open and hungry!!!

Danforth slides towards it!!! From out of nowhere, Dyer's hand reaches down, seizing Danforth.

DYER

My turn, pal-

He shoots at the climbing creature and pulls Danforth up. For a moment, the two friends look at each other, remembering.

DANFORTH

The ship- it's free!!

The Arkham is drifting away, heeled over from the still open gash in her side.

THE ARKHAM

Danforth and Dyer grab onto a trailing hawser.

Two creatures leap after them, sprouting spidery legs, seizing the same line.

Climbing for all he's worth, Dyer loses his shotgun. Danforth fires, blasting the first monster, sending it bubbling and boiling into the sea!!!

But the second Shoggoth is gaining on them, sprouting more limbs.

They reach the deck. The creature keeps climbing, right behind them.

Danforth points the gun... CLICK!!! Out of shells!! He starts reloading!!!

In a tool cabinet next to one of the massive drills, Dyer finds a FIRE AX. He hacks at the hawser!!!

The Shoggoth throws out three tentacles which grab the rail. Dyer slices through them, then chops the rope!!! The Shoggoth tumbles to its watery death.

IN THE WATER

It disintegrates, squealing and squirming.

EXT. ARKHAM DECK - SAME

The freshly severed tentacles roll and grow exponentially, ballooning ten-fold!! Glowing stalks burgeon from the fingers, shining with new life!!

Then, A ROARING sound fills the air.

DANFORTH

Bill- Oh, Jesus, Bill, we're in hell-

Danforth and Dyer look back as-

- up from behind the mountain range comes a heaving TITAN: CTHULHU!!!

It towers in the darkness, shifting and swaying. Its membranous wings extend, filling the horizon, its abominable head silhouetted by lightning in the clouds!!

Danforth and Dyer flee into the ship's bowels. The growing Shoggoths pour down a deck grate in pursuit!!

INT. THE SHIP - NIGHT

Danforth and Dyer run through a corridor. The floors are dark with blood. The Shoggoth flesh foams in through the ventilation grills, snatching at Dyer, who swings his ax-

Danforth fires wildly at anything that moves.

They enter a-

FLOODED HOLD

-and jump waist-deep into the salt water. They wade frantically into a storage room.

The shrieking Shoggoth makes contact with the water and steams and bubbles. A growing RUMBLE... !!!

EXT. THE ARKHAM - NIGHT

The writhing Cthulhu looms over the ship, black against the starry sky. The creature squeezes the vessel, bending steel plates, popping rivets.

It plucks the Arkham from the water...

...and cracks it like a boiled egg! Dozens of fleshy organs explode into the mess hall, the cabins, the bridge.

DYER AND DANFORTH

-hold for dear life as the STORAGE ROOM TURNS OVER -360 degrees!!!!

EXT. THE ARKHAM - CONTINUOUS

Slow motion: the *Arkham* tumbles slowly through the air, thrown by the THING. The ship comes down with a huge splash.

INT. VARIOUS VIEWS/CORRIDORS OF THE SHIP

Water rushes in through every opening in the ship-

-flooding the engine room-

-the mess hall-

-the lab-

-in each instance, destroying Shoggoths. Washing them away in hissing, steaming chaos!

INT. STOREROOM

Dyer hits the floor, hard. Icy water rushes in!!!

Staggering to his feet, Dyer pushes the steel door shut. LOCKS IT!!

Danforth lurches to a porthole and beholds a mind-snapping image...

EXT. SHORELINE - CONTINUOUS

The CTHULHU, impossibly big. It's black, sparkling body throbbing with energy.

INT. STOREROOM

Then Danforth sees something else.

DANFORTH

Oh, no-no-

Dyer turns to him. Danforth is pale and will not speak-

DYER

What- what is it???

In shock, Danforth slams a shutter over the porthole. Locks it. He puts down his shotgun and sinks down onto a bench.

DANFORTH

No, no- please-

DYER

Tell me what you saw-

LAKE'S VOICE

He saw- the future-

A Shoggoth resolves into the form of Professor Lake and steps from the shadows.

LAKE

You too, Dyer.

(beat)

You saw the Dark Man.

Dyer FREEZES in recognition. Danforth edges toward the shotgun.

LAKE (CONT'D)

In your dreams. Dreams are a form of knowledge-

(beat)

Isn't that what you crave?? Knowledge.

(beat)

Then learn this: the Dark Man is us. For one of us can contain all. Indeed, our name is Legion...

(beat)

You may warn everyone- there will be others... who will come here...

(beat)

The Old Ones gave you pride. Pride was their downfall.

(beat)

It will be yours.

Danforth snatches up the gun. Lake sends out a stalk of protoplasm, engulfing his arm.

LAKE (CONT'D)

It's only a matter of time. And we have all the time in the world.

A SWISH of the ax as Dyer slices the Shoggoth flesh in two, freeing Danforth!!! BAMM!!! Danforth fires!!!

Lake screeches and screams, falling backwards and decomposing into a mass of ooze.

DANFORTH

Oh... oh, God...

Lake's Shoggoth tissue wriggles up Danforth's sleeve.

He flings off his jacket, rips open his shirt, and exposes his bicep, which has been invaded by the opalescent jelly-!

DANFORTH (CONT'D)

Dyer!! Shoot me!! Shoot me. Now!!

Danforth's arm starts to bubble and mutate!!

DYER

I can't, I-

DANFORTH

Bill, please, I beg you-

(beat)

Do it!! Bill- I can feel it taking over, please...

(beat)

Let me choose- how I die.

Grimacing, Dyer points the gun and shoots!!! Danforth drops to his knees, covered in blood. He stares glassy-eyed at Dyer.

DYER

I- I'm so sorry- I am so sorry.

Danforth dies in Dyer's arms. Dyer cries, embracing the corpse.

Suddenly- from outside, in the ship's CORRIDOR-

Dyer hears VOICES. He scrambles backward, holding Danforth's body. He curls up, trembling, in the water.

He waits, heart pounding.

Wet, shuffling noises move closer and closer. Horrible WHISPERS.

Then- the doorknob slowly turns.

Then, it RATTLES! A moment later, an awful BANG as something pounds on the door, hard! It bursts open: a figure is silhouetted, speaking incomprehensibly. With a SCREAM, Dyer leaps up.

End flashback.

INT. STOREROOM - DAY

Dyer's ax connects with a hapless sailor from the Royal Navy in 1939!! He's quickly surrounded and pinned down by the terrified Australians.

And Dyer is impossibly old; the boat around him is a rusted, waterlogged ruin.

The men can't contain his inhuman strength. As he tears free of his captors, the Australian officer leans down from above, aiming a PISTOL.

BANG! - he shoots... Dyer bleeds in slow motion.

One by one, the drops of blood fall from his hands, like pearls from a broken necklace.

DYER'S VOICE

I felt relief. Seeing my blood. Someone- a human- had shot me.

DISSOLVE TO:

INT. HOSPITAL CELL - NIGHT

Dyer finishes his tale, shivering.

DYER

I hoped to die. I really did...

(beat)

But I know now why I've been spared. To deliver this warning.

(chokes back tears)

In my mind- to me- this happened yesterday. Just yesterday- do you understand???

STARKWEATHER

I understand perfectly.

Starkweather knocks firmly on the cell door. Two ORDERLIES open it.

STARKWEATHER (CONT'D)

(turns to Dyer)

You killed the men on board the Arkham.
You shot Danforth in cold blood- You,
sir, sabotaged the expedition. Why or how-

(beat)

That does not concern me.

(beat)

Now, I must go. I sail at midnight.

Starkweather hurries for the door.

DYER

Nooo!! Noooo!!! You're wrong!!!

MENTAL HOSPITAL CORRIDOR

The ORDERLIES shut the door on Dyer, who screams through the barred window.

DYER

You can't go!!! It's still there-
waiting!!! -for us!!!

In adjacent rooms, other patients scream in excitement. The cacophony becomes unbearable. Starkweather hastens to the exit.

EXT. HOSPITAL EXIT - NIGHT

Insects are buzzing in the warm night air. Starkweather's WARRANT OFFICER is hurrying up the path toward the hospital.

WARRANT OFFICER

Good evening, sir-

Starkweather sweeps by him, headed for a staff car parked at the curb.

STARKWEATHER

Let's get going, Wilson. I've wasted more
than enough time here.

CUT TO:

EXT. OCEAN - DAY

Jagged blue-green icebergs stretch off into a gray limbo.
HMS Moonstone surges through heavy fog in the Antarctic sea.

ON MOONSTONE

From his command on the bridge, Starkweather scans an approaching shoreline with binoculars. A COMMUNICATIONS OFFICER approaches him.

COMMUNICATIONS OFFICER
Sir, report from Hobart, sir.

STARKWEATHER
Yes, what does it say??

COMMUNICATIONS OFFICER
It says. Sir, that Mr. William Dyer, died in his cell last night. Hanged himself, sir-

STARKWEATHER
That will be all.

COMMUNICATIONS OFFICER
Yes, sir.

Starkweather contemplates a CLOUD approaching the ship-

As it engulfs them-

DISSOLVE TO:

EXT. ANTARCTIC LANDSCAPE - DAY

A snowstorm ravages the frozen wastes.

Starkweather appears with half a dozen men on sleds... Half a mile off, he sees a dark line in the ice, a zigzag frozen fissure marking an isthmus that has re-joined the main ice field.

Closer in, a ragged TENT... the ruins of a DOG SLED, rusting diesel cans... Starkweather and the men go down to investigate.

INT. TENT - DAY

Starkweather enters the tent. Nothing inside but piles of snow and a blood-stained autopsy table. Outside, the wind rises...

EXT. CAMP - CONTINUOUS

Starkweather exits the tent. He looks around, disoriented.

All his men have vanished, without a trace.

STARKWEATHER

(staggering back)

Wilson! Hello - ! Anyone?

And then he sees it- blurry at first, then more clearly:

A hooded figure coming toward him, through the snow. Closer and closer. The face remains in shadow.

In the sky, the clouds begin to churn at super-speed.

CAMERA PULLS BACK until the two figures are alone in the vast, white plain, dwarfed by the mountains of madness.

Superimposure:

*"And at the end of days will come a man
that walks like a man, looks like a man,
but is not a man."*

Revelations 5:19

FADE TO BLACK.

