

STRANGER THINGS 3

EPISODE #302

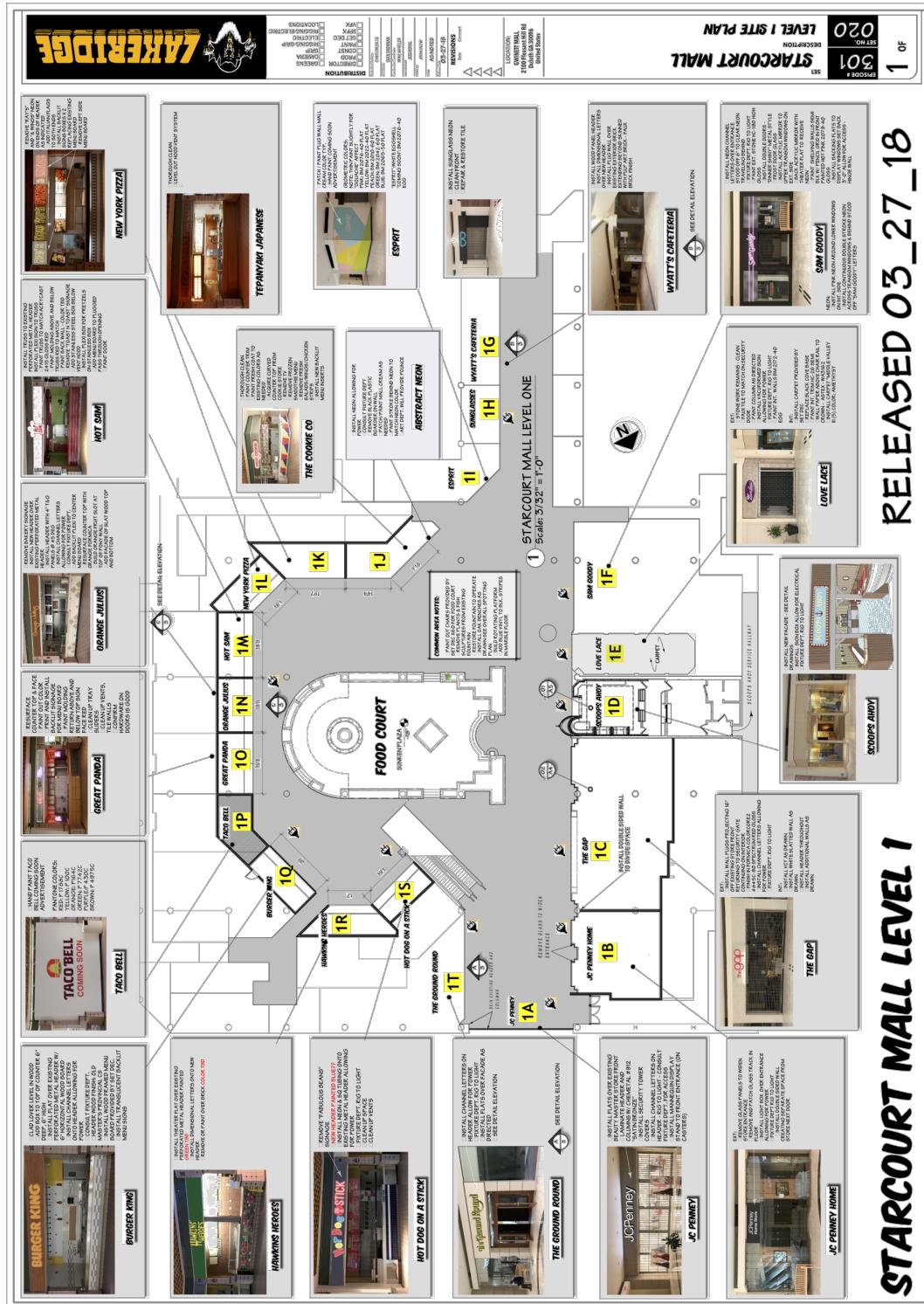
"CHAPTER TWO: THE MALL RATS"

by

The Duffer Brothers

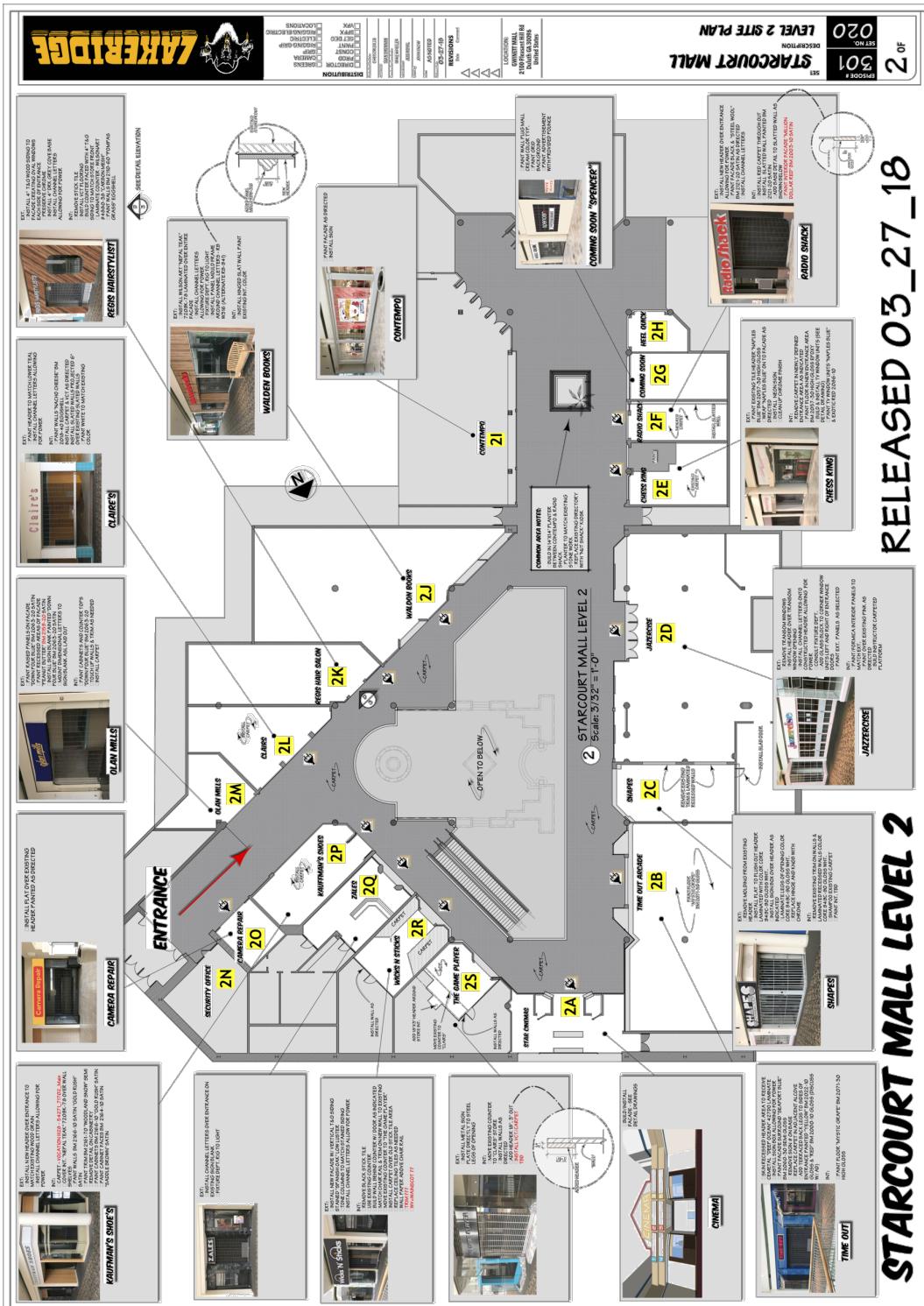
FINAL PRE-POST DRAFT

Floor plans are for reference only. Check with Art Dept. for updated versions.



RELEASED 03-27-18

STARCOURT MALL LEVEL 2



NOTE: **Scenes in RED take place in the UPSIDE DOWN.**

NOTE: Interior Starcourt Mall scenes include SHOP ADDRESS in parenthesis (see attached floor plan).*

* 2M is now FLASH STUDIO (formerly OLAN MILLS).

FADE IN:

INT. ERIMBORN STEELWORKS - NIGHT

Picking up where we left off.

The only light, from the BRIGHT MOON, spills through the FILTHY, BROKEN, WINDOWS. The RAYS OF MOONLIGHT highlight the STAIRS leading to the basement. It's QUIET.

JUST THEN, BILLY HARGROVE SCREAMS, grabbing the frame of the stairwell door, pulling himself up. Then, he BREAKS FREE from the FLESHY TENTACLE which pulled him downstairs only moments ago.

EXT. ERIMBORN STEELWORKS - MOMENTS LATER

Billy sprints out of the abandoned factory, heading to his CAMARO.

Billy speeds away; leaving a trail of dust in his wake.

EXT. CORNWALLIS ROAD - LATER

Billy pulls over to a TELEPHONE BOOTH. He dashes frantically from his car to the BOOTH. He DIALS 9-1-1. On the SECOND RING, the FEMALE OPERATOR picks up:

OPERATOR (O.S.)
Nine-one-one, what's your
emergency?

FLASHBACK:

I/E. ERIMBORN STEELWORKS - NIGHT

Billy getting pulled into the factory, and down the stairs.

IN THE BASEMENT, Billy SCREAMS as BLOOD and GOO-SOAKED RATS attack him. Then, the FLESHY TENTACLE WIDENS and then CLAMPS TO BILLY'S FACE.

FLASH CUT TO:

EXT. CORNWALLIS ROAD - NIGHT

The LIGHT inside the booth FLICKERS.

OPERATOR (O.S.)
Is someone there? Hello?

The LIGHT GOES OUT, the PHONE GOES DEAD. Billy hangs up the receiver and then steps outside the booth.

He sees something off in the distance. WHITE PARTICLES float in the air. Billy steps onto Cornwallis Road. Through THICK FOG, Billy sees A SILHOUETTED GROUP OF PEOPLE (12 - 15, male, female, various ages) shuffling forward.

BILLY
What do you want?

He cautiously walks toward the crowd.

BILLY (CONT'D)
Hey! I said, what do you want?

The group continues shuffling toward Billy.

BILLY (CONT'D)
I said WHAT -- DO -- YOU -- WANT?

THUNDER CLAPS. RED LIGHTNING crackles in the DARK SKY of the UPSIDE DOWN. The group halts their march. A LONE FIGURE emerges from the silhouetted group and approaches Billy.

The FIGURE STEPS INTO THE LIGHT.

Billy stares into the face of an IDENTICLE VERSION OF HIMSELF.

CUT TO:

OPENING CREDITS

EFFECTS IN:

EXT. HOPPER'S CABIN - MORNING

ELEVEN is pacing on the porch. She leans over the edge, takes a look round, then turns and storms inside the cabin.

INT. HOPPER'S CABIN - ON GOING

El marches in and heads straight for the TELEPHONE ON THE WALL. HOPPER is in the KITCHEN preparing breakfast. El DIALS.

HOPPER
Is everything okay?

EL
Yes.

INT. WHEELER RESIDENCE - KITCHEN - MORNING

KAREN WHEELER is packing LUNCH and SNACKS.

PHONE RINGS

Karen answers.

KAREN
Hello, this is the Wheelers.
Yeah, just a sec.

Karen puts her hand over the mouthpiece, then yells:

KAREN (CONT'D)
Mike! Phone!

INT. WHEELER RESIDENCE - BASEMENT - ON GOING

Mike is pacing nervously.

MIKE
(yells to Karen)
Okay!

Mike walks stiffly to the PHONE ON THE WALL. He takes a deep breath before picking up.

MIKE (CONT'D)
(into the phone)
Hello?

INT. HOPPER'S CABIN - EL'S ROOM - MORNING

El goes into her room.

EL
It's nine-thirty-two. Where are you?

She TELEKINETICALLY closes her bedroom door.

INTERCUT: MIKE'S BASEMENT AND EL'S BEDROOM

MIKE
(stammers)
Sorry, I was just about to call. I -
- um -- can't see you today.

EL

What? Why not?

MIKE

It's my Nana. She's very sick.

EL

But Hop said that your Nana was okay. That it was a false alarm.

MIKE

Yeah -- that's what we thought it was at first, but then she took a real turn for the worse.

EL

Oh.

MIKE

Yeah. We think she might -- die.

INT. WHEELER RESIDENCE - KITCHEN - ON GOING

Karen's been listening in.

KAREN

What?

INT. WHEELER RESIDENCE - BASEMENT - ON GOING

A look of worry flashes across Mike's face before he covers the mouthpiece and yells upstairs.

MIKE

Mom! Get off the phone! How many times?!

INT. WHEELER RESIDENCE - KITCHEN - ON GOING

Karen, still on the phone, but yelling to Mike.

KAREN

Did Nana call?

INT. WHEELER RESIDENCE - BASEMENT - ON GOING

MIKE

(yelling in the direction of the kitchen)

(MORE)

MIKE (CONT'D)
No, Mom! Just get -- off - the --
phone!

INT. WHEELER RESIDENCE - KITCHEN - ON GOING

With a distraught expression, Karen SCOFFS, then hangs up.

INT. WHEELER RESIDENCE - BASEMENT - ON GOING

Mike takes a deep breath, then:

MIKE
(to El)
Sorry about that.

INT. HOPPER'S CABIN - EL'S ROOM - ON GOING

EL
Was that your mom?

INTERCUT: MIKE'S BASEMENT AND EL'S BEDROOM

MIKE
Yeah. She's so upset, she's making
no sense. Because we have to go to
the nursing home. To see Nana.

EL
You can come over after?

MIKE
No! I mean -- I just think I need
to be alone today.
(thinking)
With my -- feelings?

EL
Do you lie?

MIKE
(aghast)
What?! No. Friends don't lie.

Time to end this before the hole gets any deeper.

MIKE (CONT'D)
(covers the mouthpiece)
What, Mom?

Mike waits for Karen's "response". Then:

MIKE (CONT'D)
(to El)
My mom's calling me. Better go.
Talk to you tomorrow. Miss you
already. Bye!

He quickly hangs up.

INT. HOPPER'S CABIN - EL'S ROOM - ON GOING

El stares at her receiver in bewilderment.

INT. WHEELER RESIDENCE - BASEMENT - ON GOING

Mike leans his forehead against his phone and sighs.

INT. HOPPER'S CABIN - ON GOING

El comes out of her room to hang up. Hopper is standing in the kitchen eating a BOWL OF CEREAL.

HOPPER
What's going on?

Without answering, El trudges back to her room and TELEKINETICALLY slams the door behind her.

IN THE KITCHEN, a smile spreads across Hopper's face. The song: "YOU DON'T MESS AROUND WITH JIM" BY JIM CROCE plays.

EXT. FORESTED ROAD - DAY

Hopper's POLICE TRUCK drives by. The SONG CONTINUES, and Hopper sings along.

INT. HOPPER'S TRUCK - DAY

He's drumming his hands on the wheel and singing along. Yes, he certainly showed that -- that smug sonofabitch, Mike, who's boss.

HOPPER
(singing)
And they say...
You don't tug on Superman's cape...
You don't spit into the wind...
You don't pull the mask on...
That old Lone Ranger...
And you don't mess around with Jim.

EXT. MELVALD'S GENERAL STORE - LATER

Hopper pulls into an empty parking space next to JOYCE'S FORD PINTO.

INT. MELVALD'S GENERAL STORE - MOMENTS LATER

With a hop in his step, Hopper bursts through the door. JOYCE BYERS is at the CASH COUNTER.

HOPPER

Emotions have been shared.
Boundaries have been set. Order --
has been ... restored.

JOYCE

Wait, wait, it worked?

HOPPER

Uh, this is the first day in six
long, excruciating months that they
will not be seeing each other. Yes!
I think it worked! Yes!

Hopper chuckles and Joyce CLAPS EMPHATICALLY.

HOPPER (CONT'D)

No, stop! It's all you. I'm a
puppet, you're the master.

JOYCE

So you remembered everything?

HOPPER

(laughs)

Yeah, yeah. I mean I had to
improvise a little bit, you know?
It turns out, getting to Mike --
that was the key.

JOYCE

And you didn't yell at him?

HOPPER

I'll tell you everything over
dinner. I was thinking, you know,
Enzo's, tonight, seven o'clock.
Hey, before you say no, I'd like to
make one thing crystal clear. This
is not a date.

JOYCE

Wait, a date? You never said anything about a date.

HOPPER

I know. I didn't say anything about a date. I just wanted to clear it up in case there was any confusion on your part.

JOYCE

There's not.

HOPPER

Great. It's just two friends getting together for a nice dinner. I mean, we've earned it, haven't we?

JOYCE

I can't be out late.

HOPPER

You'll be home by nine.

JOYCE

Eight.

HOPPER

Eight-thirty, I'll pick you up.

JOYCE

I'll meet you there.

HOPPER

Seven. Enzo's. Meeting there. Deal.

JUST THEN, Hopper's WALKIE TALKIE comes alive.

OFFICER POWELL (O.S.)

Hey, Chief, do you copy? Chief!

He turns and heads for an AISLE while grabbing his walkie from his belt.

HOPPER

(to Powell)

Yeah, I'm a little busy right now.

EXT. TOWN HALL - DAY

PROTESTERS, female, male, adults, have gathered to protest the Mayor and Starcourt Mall. They're carrying PLACARDS and shouting.

OFFICER POWELL

Yeah, well, I'm busier here. You wanna keep your job tomorrow, I think you need to get your ass to Town Hall. Now!

INT. MELVALD'S GENERAL STORE - DAY

Hopper puts his walkie on his belt.

HOPPER

Duty calls.

While heading for the door, he nearly slips on FALLEN MAGNETS. But, without missing a beat:

HOPPER (CONT'D)
Clean up on aisle five.

JOYCE

Bye!

HOPPER

See you tonight.

IN THE AISLE, Joyce crouches down and picks up one of the magnets. She tries to put one back on the DISPLAY, but it falls down. She tries again with DIFFERENT MAGNETS but the same thing happens.

INT. THE HAWKINS POST - COFFEE ROOM - DAY

NANCY WHEELER is pouring COFFEE into a MUG absentmindedly while glancing at the NOTE: DORIS DRISCOLL 4819 CORNWALLIS RD DISEASE RATS. Then she notices the coffee overflowing.

NANCY

Oh, shit, shit, shit.

INT. THE HAWKINS POST - REPORTERS' OFFICE - ON GOING

BRUCE is leaning back in his chair. He notices Nancy.

BRUCE
Whoopsie-daisy! Careful, there,
Nancy Drew. Careful. Pouring
coffee's a tough gig, girl

The other REPORTERS in the room, SNICKER.

INT. THE HAWKINS POST - COFFEE ROOM - ON GOING

Nancy forces a tight smile then begins the clean up.

INT. THE HAWKINS POST - TOM HOLLOWAY'S OFFICE - LATER

TOM HOLLOWAY is at his DESK. Nancy walks in carrying the MUG.

NANCY
And here you are, two creams, two
sugars.

TOM
Thanks, sweetheart.

NANCY
Of course.

BEAT

NANCY (CONT'D)
Tom?

TOM
Hm?

NANCY
I really hate to ask this, but do
you think one of the other girls
could run and grab lunch today?

TOM
They're needed at their desks.

NANCY
I know, I just, I really need to go
to the doctor.

Nancy leans closer to Tom while he sips his coffee.

NANCY (CONT'D)
I've been having some -- um, *girl*
problems.

Tom COUGHS NERVOUSLY before recovering and nodding shyly.

INT. THE HAWKINS POST - DARK ROOM - MOMENTS LATER

Ignoring the ILLUMINATED RED LIGHT, Nancy bursts in. JONATHAN BYERS is working.

JONATHAN
Oh, come on! The light!

NANCY
Let's go!

EXT. THE HAWKINS POST - MOMENTS LATER

With a spring in her step, and a renewed sense of self-worth, Nancy rushes out of the building. Jonathan is not too far behind her carrying BAGS OF PHOTOGRAPHY EQUIPMENT.

JONATHAN
Look, I just don't know if this is such a good idea anymore.

NANCY
Really? Because I feel like this is the best idea I've had all summer.

NEAR JONATHAN'S CAR

JONATHAN
Look, all I'm saying is, what harm is there in asking?

NANCY
The harm in asking is that Tom will say no. We ask for forgiveness, not permission. And if the story's as good as I think it's gonna be, then Tom won't care. In fact, he'll thank us.

JONATHAN
Or, the old lady is nuts and the story blows up in our face and Tom fires us.

NANCY
And then we never have to work in this shithole again.

They climb into the car.

INT. STARCOURT MALL - FOOD COURT - DAY

MONTAGE OVER THE SONG: "GET UP AND GO" BY THE GO GO'S

- PATRONS eating.
- COUPLES by the FOUNTAIN.
- WORKERS preparing FOOD.
- TEENAGERS being teenagers.

INT. SCOOPS AHOY (1D) - DAY

ROBIN BUCKLEY glumly hands a FATHER AND DAUGHTER their ICE CREAM CONES.

ROBIN
(emotionless)
Have a nice day.

DAUGHTER
(enthusiastic)
Thank you!

DUSTIN HENDERSON is standing right behind them. He approaches Robin at the counter. Dustin's toothless smile - BEAMING.

DUSTIN
Hi!

ROBIN
(morosely)
Hi.

DUSTIN
I'm Dustin.

ROBIN
I'm Robin.

DUSTIN
Please to meet you. Uh, is -- is he here?

ROBIN
Is who here?

STEVE HARRINGTON swings open the door from the back room.

STEVE
(excited)
Henderson!

Dustin laughs.

STEVE (CONT'D)
Henderson! He's back!

He makes his way to Dustin.

DUSTIN
I'm back! You got the job!

STEVE
I got the job!

Steve PANTOMIMES AND IMITATES A TRUMPET before he and Dustin do a COMPLICATED HANDSHAKE, including a DUEL WITH LIGHTSABERS where Steve, ultimately, "dies" after being disemboweled. They both LAUGH AND GRIN WIDELY after Steve "spills his guts."

ROBIN
How many children are you friends with?

Steve's smile fades.

INT. SCOOPS AHOY (1D) - BOOTH - LATER

Steve and Dustin are in a BOOTH. Dustin is enjoying the BANANA BOAT ICE CREAM.

STEVE
No, no. No way. Hotter than Phoebe Cates?

DUSTIN
Brilliant, too. And she doesn't even care that my real pearls are still coming in. She says kissing is better without teeth.

Steve struggles to maintain a neutral expression.

STEVE
Wow. Yeah, that's great. Proud of you, man. That's kinda romantic. Just -- like, wow.

BEAT

DUSTIN
So do you really just get to eat as much of this as you want?

STEVE

Yeah. I mean, sure. It's not really a good idea for *me*, though. I gotta keep in shape for the ladies.

Robin is cleaning and organizing near the counter.

ROBIN

Yeah, and how's that working out for you?

STEVE

Ignore her.

DUSTIN

Seems cool.

STEVE

She's not. So, where are the other knuckleheads?

DUSTIN

They ditched me yesterday.

STEVE

No.

DUSTIN

My first day back! Can you believe that shit?

STEVE

Whoa. Seriously?

DUSTIN

I swear to God. Mm. They're gonna regret it, though. Big time. When they don't get to share in my glory.

STEVE

Glory? What glory?

Dustin scoots closer to Steve, and lowers his voice.

DUSTIN

So, last night, we're trying to get in contact with Suzie -- and, uh --
(glances around, covers mouth, whispering)

I intercepted a secret Russian communication.

STEVE
What?

Dustin looks around, and repeats SOFTLY:

DUSTIN
I intercepted a secret Russian communication.

STEVE
Just speak louder.

DUSTIN
(much louder)
I intercepted a secret Russian communication!

PATRONS stop what they're doing and look.

STEVE
Jeez, shh. Yeah, okay that's what I thought you said.
(beat)
What does that mean?

DUSTIN
It means, Steve, we could be heroes. True American heroes.

STEVE
Ah!

DUSTIN
Mm-hmm.

STEVE
American heroes.

DUSTIN
Just think, you could have all the ladies you want and more.

STEVE
More?

DUSTIN
More.

STEVE
I like more.

DUSTIN
Mm-hmm.

STEVE
What's the catch?

DUSTIN
No catch, I just need your help.

STEVE
With what?

Dustin unzips his BACKPACK and pulls out a RUSSIAN - ENGLISH DICTIONARY.

DUSTIN
Translation.

EXT. 4819 CHERRY LANE - DAY

MAX MAYFIELD SKATEBOARDS out front of her house. She attempts an OLLIE but fails. She tries again, nearly falling this time, and sending her board rolling away.

The board rolls to a stop at El's feet. She kicks it up into her hands.

EL
Hi.
(gives Max the board)

MAX
(confused)
Hi?

EL
(shyly)
Can we talk?

INT. MAX'S BEDROOM - LATER

El is sitting on the edge of Max's BED. Max paces.

EL
And then he said he missed me. And then he just hung up.

MAX
He's a piece of shit.

EL
What?

MAX

Mike doesn't have jack shit to do today and his Nana obviously isn't sick. I guarantee you, him and Lucas are playing Atari right now.

EL

But friends don't lie.

MAX

Yeah, well, boyfriends lie. All. The. Time.

INT. WHEELER RESIDENCE - BASEMENT - DAY

Mike is pacing.

MIKE

She knows I'm lying. She *knows* I'm lying.

LUCAS SINCLAIR is sitting in the RECLINER listening intently. WILL BYERS is sitting at the GAME TABLE, setting up D&D, not interested in the conversation.

LUCAS

I don't even understand. Why lie?

MIKE

Hopper. He threatened me.

LUCAS

Did he say he'd kill you?

MIKE

What? No!

LUCAS

So then, what's the big deal?

MIKE

The big deal is, if I don't do what he says, then he'll stop me from seeing El. Like, permanently. You don't understand, Lucas. He's crazy. He's lost his mind.

WILL

Hey, guys, I'm almost set up here.

MIKE

I had no choice, Lucas. I really had no choice.

LUCAS

I just wish you'd consulted me,
because the way you handled this,
you're in deep shit.

INT. MAX'S BEDROOM - DAY

MAX

You're going to stop calling him.
You're going to ignore his calls.
As far as you're concerned, he
doesn't exist.

EL

(intrigued)
Doesn't exist?

MAX

He treated you like garbage. You're
gonna treat him like garbage. Give
him a taste of his own medicine.

EL

Give him the medicine.

MAX

Mm-hmm. And if he doesn't fix this,
if he doesn't explain himself, dump
his ass.

INT. WHEELER RESIDENCE - BASEMENT - DAY

Mike flops down on the SOFA.

LUCAS

I'm not gonna lie, it's gonna be
bad. But, you can fix this.
(rises from his seat)
It's just one little mistake.
I've made hundreds, thousands. Max
has dumped me *five times!* But what
have I done? Huh? Have I despaired?
No. I've marched back into battle,
and I've won her back. Every.
Single. Freaking. Time.

MIKE

How?

LUCAS

I'll show you. Come on.

INT. MAX'S BEDROOM - DAY

MAX

Come on.

EL

Where are we going?

MAX

To have some fun. There's more to life than stupid boys, you know.

INT. WHEELER RESIDENCE - BASEMENT - DAY

Mike and Lucas run upstairs, forgetting Will.

WILL

Wait, guys! I'm still here!

Will cranes his neck toward the stairs.

WILL (CONT'D)

Guys?

EXT. HAWKINS COMMUNITY POOL - DAY

DOZENS OF CHILDREN AND ADULTS hang out and play in the water. HEATHER HOLLOWAY, on duty sitting in the HIGHCHAIR, blows her MARINE WHISTLE, then raises a MEGAPHONE to her mouth.

HEATHER

Hey! No dunking, Curtis!
(beat)
No -- dunking.

Karen and HER MOM FRIENDS lounge, reading ROMANCE NOVELS, TRASHY MAGAZINES. MOM #1 (blonde), MOM #2 (LIZ - black hair), MOM #3 (Jill - brunette).

LIZ

God, even her voice annoys me.

JILL

Nails on a chalkboard.

MOM #1

(putting lotion on her legs)

Don't worry, ladies, ten more minutes 'till showtime. Liz --
(holds up lotion bottle)
-- will you get my back?

Karen notices Billy rushing through a GRATED DOOR into the BUILDING next to the pool.

KAREN

Hey, Jill, I gotta used the restroom. Will you watch Holly for me?

JILL

Sure thing, hon.

KAREN

Thanks.

INT. HAWKINS COMMUNITY POOL - MECHANICAL ROOM - ON GOING

Karen walks in, through the grated door. It's a NARROW ROOM lined with MACHINERY AND ELECTRICAL PANELS. She rounds a corner into the next room

INT. HAWKINS COMMUNITY POOL - STORAGE ROOM - ON GOING

SHELVES LINE THE WALLS. CHEMICALS and HARDLY-USED POOL SUPPLIES fill the shelves. Karen walks in. Billy, looking through the chemical bottles, has his back turned to the door.

KAREN

(concerned)

Billy?

Billy sets down a CHEMICAL BOTTLE on the shelf, but does not turn to face Karen.

KAREN (CONT'D)

I understand if you're angry with me.

Billy does not respond.

KAREN (CONT'D)

I wanted to explain --

(takes two steps closer)

-- why I didn't come last night.

It's not you, it's just -- I have a family.

SWEAT on Billy's face glistens in the poorly-lit room. Karen's VOICE STARTS TO ECHO. We can HEAR BILLY'S HEARTBEAT POUNDING.

KAREN (CONT'D)

And I can't do anything that will
hurt them. You can understand that,
right? But I shouldn't have said
that --

Billy TURNS QUICKLY, THEN SLAMS KAREN'S HEAD INTO A SHELF.

CUT TO:

BLACK

BEAT

Karen's VOICE ECHOES:

KAREN (O.S.)

Billy?

CUT TO:

INT. HAWKINS COMMUNITY POOL - STORAGE ROOM - DAY

Karen is standing behind Billy as if nothing happened.

KAREN

Billy ... please, will you talk to
me?

Billy turns to face her. Karen is slightly taken aback by his appearance.

BILLY

Stay away from me, Karen.

He marches past Karen.

EXT. HAWKINS COMMUNITY POOL - DAY

INTERCUT: BILLY'S POV & HANDHELD FOLLOW

POV BILLY: Walking through the grated door.

Billy stumbles out. He looks up, holding a hand up against the blazing sun.

POV BILLY: BLURRED, OVER-EXPOSED. Scans the pool and surroundings. Heather struts past him.

HEATHER

Looking good, Billy.

Billy stares at her confusedly, then passes Karen's friends.

POV BILLY: Karen's friends, flirty smile, then in UNISON:

KAREN'S FRIENDS
Afternoon, Billy.

Billy stares at them confusedly.

EXT. HAWKINS COMMUNITY POOL - MOMENTS LATER

AT THE HIGHCHAIR, Billy struggles to climb up but manages to get himself seated. He's pale, clammy. He LOOKS UP. The bright sun PULSES. He's exhausted. **His PUPILS: FULLY DIALATED.**

ECU: INTENSLY GLOWING SUN

DISSOLVE TO:

INT. SCOOPS AHOY - DAY

ECU: OVERHEAD; TUB OF ICE CREAM. MINT CHOCOLATE-CHIP. Robin's HAND, holding a small SAMPLE SPOON, scoops.

Robin gives it to ERICA SINCLAIR, who, with her THREE FRIENDS standing close behind, accepts the free sample. She tastes it.

ERICA
Can I try the peppermint stick?

ROBIN
Haven't you already tried the
peppermint stick?

ERICA
(annoyed)
Yes, and I'd like to try it again.

Robin rolls her eyes.

ROBIN
(calling out)
Steve!

INT. SCOOPS AHOY - BACK ROOM - DAY

Steve, eating a BANANA, is pacing. Dustin is sitting at a TABLE. On the table: RUSSIAN - ENGLISH DICTIONARY and a MICROCASSETTE RECORDER.

A recording Dustin made of the SECRET RUSSIAN COMMUNICATION plays. In the background of the recording, the instrumental song: "DAISY BELL" BY HARRY DACRE plays.

DUSTIN
(turns off recorder)
So, what do you think?

STEVE
It sounded familiar.

DUSTIN
What?

STEVE
The music. The music right there at
the end.

DUSTIN
Why are you listening to the music,
Steve? Listen to the Russian! We're
translating Russian!

STEVE
I'm trying to listen to the
Russian, but there's music playing -
-

Robin bursts in.

ROBIN
All right, babysitting time is
over. You need to get in there.

Robin instantly turns her attention to the WALL MOUNTED WHITE BOARD. It no longer shows Steve's "YOU SUCK" ratio. Instead, the RUSSIAN ALPHABET and its ENGLISH EQUIVALENT.

ROBIN (CONT'D)
Hey, my board! That was important
data, shitbirds.

DUSTIN
I guarantee you, what we're doing
is way more important than your
data.

ROBIN
Yeah? And how do you know these
Russians are up to no good,
anyways?

Dustin turns to Steve in shock, and without a hint of irony:

DUSTIN
How does she know about the
Russians?

STEVE
(mouth full of banana)
I don't know.

DUSTIN
You told her about the
Russians. STEVE (CONT'D)
It wasn't me.

ROBIN
Hello, I can hear you.

Steve and Dustin regard Robin.

ROBIN (CONT'D)
Actually, I can hear *everything*.
You are both extremely loud. You
think you have evil Russians
plotting against our country, on
tape, and you're trying to
translate, but haven't figured out
a word because you didn't realize
Russians use an entirely different
alphabet than we do. Sound about
right?

She reaches for the recorder, but Steve snaps it away.

STEVE
Whoa, whoa, what do you think
you're doing?

ROBIN
I wanna hear it.

STEVE DUSTIN
Why? Why?

ROBIN
'Cause maybe I can help. I'm fluent
in four languages, you know.

DUSTIN
Russian?

ROBIN
Ou-yay are-yay umb-day.

Steve and Dustin are impressed!

STEVE
Oh-ho-ho!
DUSTIN
Holly shit!

ROBIN
That was Pig Latin, dingus.

Steve smacks Dustin with the banana peel.

STEVE
Idiot.

ROBIN
But I can speak Spanish and French
and Italian, and I've been in band
for twelve years. My ears are
little geniuses, trust me.

Steve is skeptical.

ROBIN (CONT'D)
Come on, it's your turn to sling
ice cream, my turn to translate. I
don't even want credit, I'm just
bored.

The SERVICE BELL at the counter rings.

Steve and Dustin glance at each other resignedly. Then, Steve
trades the recorder for Robin's ICE CREAM SCOOP.

EXT. 4819 CORNWALLIS RD. - DRISCOLL RESIDENCE - DAY

Jonathan's car pulls in to the driveway and past a MAILBOX
that reads: DRISCOLL.

EXT. DRISCOLL RESIDENCE - PORCH - MOMENTS LATER

Nancy knocks on the door, Jonathan standing beside her. DORIS
DRISCOLL, 80s, answers the door.

MRS. DRISCOLL
Yes?

NANCY
Mrs. Driscoll?

MRS. DRISCOLL
Yes?

NANCY

Hi, I'm Nancy? Nancy Wheeler, we spoke briefly on the phone last night.

JONATHAN

We're from The Hawkins Post.

MRS. DRISCOLL

Oh! Oh, yes! Oh my goodness. Oh. You look too young for reporters.

JONATHAN

We get that a lot.

MRS. DRISCOLL

(chuckles)

Follow me.

INT. DRISCOLL RESIDENCE - ON GOING

Mrs. Driscoll leads Nancy and Jonathan through the house and toward the basement stairs.

NANCY

Lovely. Do you live here all alone?

Jonathan is carrying BAGS OF PHOTOGRAPHY EQUIPMENT and Nancy is carrying her NOTEBOOK.

MRS. DRISCOLL

Yes. Jack, my husband, he passed away -- what is it now -- ten years ago.

NANCY

Oh, um, I'm so sorry.

MRS. DRISCOLL

Oh, don't be. I kinda like the quiet.

They're now standing at the DOOR LEADING TO THE BASEMENT.

MRS. DRISCOLL (CONT'D)

At least, I did.

Mrs. Driscoll opens the door.

INT. DRISCOLL RESIDENCE - BASEMENT - ON GOING

MRS. DRISCOLL
This way.

She starts down the stairs. Jonathan and Nancy peer down after her and exchange an uneasy look before following her down.

AT THE BOTTOM of the stairs, Mrs. Driscoll turns on the light.

MRS. DRISCOLL (CONT'D)
It's right over there.

She points to the other side of the basement. Nancy and Jonathan venture ahead. Nancy crouches down in front of PARTIALLY EMPTY BAGS OF FERTILIZER WITH HOLES IN THEM. She lifts one up.

MRS. DRISCOLL (CONT'D)
You see those little teeth marks,
don't ya?

Jonathan SNAPS a photo and Nancy locks eyes with him.

NANCY
And, these bags, you're sure they
were full before?

MRS. DRISCOLL
I'm old, honey, not senile. Bought
them over at Blackburn's Supplies
just last Tuesday. Now you tell me,
why would rats wanna eat a poor old
woman's fertilizer?

NANCY
Are you sure they did?

Mrs. Driscoll is slightly offended by the question.

NANCY (CONT'D)
Maybe they just gnawed the bag? I
mean, eating fertilizer seems --

MRS. DRISCOLL
Crazy. Believe me, I know, honey.
But -- something's not right with
these rats.

NANCY
What does that mean, exactly ...
not right?

MRS. DRISCOLL
 Rabies, my guess. That's when I said to myself, *Doris*, you gotta call the paper. Because if those diseased rats are runnin' loose, the people, the oughta know. Wouldn't you agree?

Just then, a CRASHING SOUND from the other room startles Nancy and Jonathan.

MRS. DRISCOLL (CONT'D)
 (excited)
 Oh, yes, I forgot to mention! Come on over here.

INT. DRISCOLL RESIDENCE - BASEMENT - OTHER ROOM - ON GOING

Mrs. Driscoll rounds a corner, followed by Nancy and Jonathan. Mrs. Driscoll proudly proclaims:

MRS. DRISCOLL
 I caught one of the little bastards.

ON TOP OF A WASHING MACHINE, A FLORAL SHEET covers a RECTANGULAR OBJECT which shakes violently.

SQUEALING. SNARLING. BANGING.

EXT. TOWN HALL - DAY

CROWDS OF PROTESTERS are shouting.

PROTESTERS
 Kline's a swine! Kline's a swine!
 Kline's a swine!

INT. TOWN HALL - HALLWAY - DAY

CAMERA FOLLOWS BEHIND a STRAPPING MAN CARRYING A MOTORCYCLE HELMET (Grigori - no face is shown) heading for the FRONT DOORS. He passes by Hopper sitting in a CHAIR, where the CAMERA HOLDS. Hopper eyeballs (Grigori) momentarily. Hopper has a LIT CIGARETTE hanging from his lips.

CANDACE
 Jim? Mayor Kline is ready for you.

CANDACE, late 20s, is MAYOR KLINE's SECRETARY.

HOPPER
 (unenthusiastic)
 Great.

He butts his cigarette out in an ASHTRAY.

INT. KLINE'S OFFICE - MOMENTS LATER

MAYOR LARRY KLINE, 50s, the wealthy (some say corrupt), smarmy politician responsible for building Starcourt Mall, is sitting behind his DESK reading the latest edition of THE HAWKINS POST. Candace leads Hopper in.

KLINE
 Jim!

He warmly greets Hopper at the door.

KLINE (CONT'D)
 Thanks for coming by.

HOPPER
 I'm not doing it, Larry.

KLINE
 (laughs)
 Calm down, now. You don't even know what I want.

Kline goes back to his desk.

HOPPER
 You don't like your fan club, you want me to shut 'em down. Sound about right?

KLINE
 (laughs)
 When did you get so serious? Take a seat.

PROTESTERS CAN BE HEARD YELLING. Hopper sits in the chair opposite the MAYOR'S DESK.

KLINE (CONT'D)
 My *fan club*, as you call them, no, you know why they're out there, don't ya?

HOPPER
 They're not actually *fans*?

KLINE

They lost their jobs to the mall
and blame me for helping make that
happen. Now, you go ask anyone else
in this town -- they all love the
mall. It helped our economy grow,
brought in new jobs, and just some
incredible new stores.

(reaching for a fresh
CUBAN CIGAR)

Which is why they all stopped
shopping at their, uh, mom-and-
pops. Now, that's not me, Jim.

(uses the CIGAR CUTTER)
That's just good old fashioned
American capitalism.

HOPPER

Well, Larry, I think that they're
just exercising their good old
fashioned American right to
protest.

Hopper stands and heads for the door. Kline is preparing to
light his cigar.

KLINE

I agree. If they had a permit. Now
correct me if I'm wrong here, Jim,
but I don't believe they secured a
permit from your office. Did they?

HOPPER

Not that I'm aware of.

KLINE

Then I do believe it's within my
right to get rid of them.

(lights cigar)

HOPPER

Larry, I'm not a politics guy, but
I think if you force those people
out of here without provocation, I
don't think that's a good look for
your re-election campaign.

Kline walks to the window overlooking the protesters. He
peers out. An instrumental version of "**AMERICA THE BEAUTIFUL**"
(ironically) plays SOFTLY in the BACKGROUND.

KLINE

You know what's in four days, Jim?

HOPPER
Independence Day?

Kline turns and walks over to Hopper.

KLINE
That's right. And I'm gonna throw
this town the biggest bash it's
ever seen.

(now face to face)
Fireworks, music, activities, you
name it. I'm gonna pull out all the
stops. You know why? 'Cause at the
end of the day, that's all the
voters will remember. But I can't
think, much less plan, with all
that racket going on out there.

(opens the door for
Hopper)

So, if you don't mind, please, just
do your job. Flash your little gold
badge and get rid of them.

As the SONG CRESCENDOS, Kline flashes a bright smile, pats
Hopper on the arm, and sticks the cigar between his teeth.

EXT. STARCOURT MALL - BUS STOP (L2) - DAY

MALL PATRONS get off a BUS. Including El and Max.

MAX
So, what do you think?

El gazes worriedly.

MAX (CONT'D)
Hey, what's wrong?

EL
Too many people. Against the rules.

MAX
Seriously? You have superpowers.
What's the worst that could happen?

INT. STARCOURT MALL - FOOD COURT - MOMENTS LATER

A SWEEPING SHOT of the ATRIUM settles on Max and El.

MAX
So, what should we do first?

El looks at Max blankly.

MAX (CONT'D)
You've never been shopping before,
have you?

El shakes her head.

MAX (CONT'D)
Well, then I guess we're just gonna
have to try everything. Come on.

Max takes El by the hand and they run in to THE GAP.

INT. STARCOURT MALL - NEAR THE GAP (1B) - ON GOING

AT THAT MOMENT, Mike, Lucas and Will walk past, neither notice the other.

MIKE
I just -- I don't understand what
we're looking for.

LUCAS
Something pretty and shiny that
says, *I'm sorry*.

MIKE
What, just something that literally
says *I'm sorry*?

LUCAS
(exasperated)
No!

INT. THE GAP (1B) - LATER

Max smiles as she trails behind El who peruses racks of clothes. Her mouth agape, El stares up at an OUTFIT DISPLAY.

MAX
You like that?

EL
How do I know -- what *I* like?

MAX
You just try things on. Until you
find something that feels like *you*.

EL
Like *me*?

MAX
Yeah. Not Hopper. Not Mike. You.

EXT. MELVALD'S GENERAL STORE - LATER THAT DAY

It's quiet. A lone CAR drives past.

INT. MELVALD'S GENERAL STORE - DAY

Joyce, sitting at the CASH COUNTER, studies an open TEXTBOOK. Stacked around her: SEVERAL TEXTBOOKS ON ELECTROMAGNETIC CONCEPTS. Exhausted, she sighs and drops her head. Then, she looks up; her eyes shifting thoughtfully.

EXT. MELVALD'S GENERAL STORE - MOMENTS LATER

Joyce's CAR backs out of its spot, then speeds off.

EXT. SCOTT CLARKE'S RESIDNCE - PORCH - LATER

Joyce, holding the TALL STACK OF TEXTBOOKS, rings the DOORBELL.

JOYCE
Hello!?

INT. SCOTT CLARKE'S RESIDNCE - WORKSHOP - ON GOING

FROM BEHIND we see a MAN sitting at a work table. He's WEARING A HEADBAND MAGNIFIER.

ECU: The man is using a FINE BRUSH and PAINTING A FIGURINE.

JOYCE (O.S.)
Hello?

DOORBELL CHIMES

The man looks up and then over his shoulder.

EXT. SCOTT CLARKE'S RESIDNCE - PORCH - ON GOING

Joyce glances around, then heads back to her car - walking past the GARAGE.

JUST THEN, the garage door begins to open. Joyce turns her attention there. The door opens all the way, REVEALING MR. CLARKE. He flips up the magnifier.

MR. CLARKE
Mrs. Byers?

INT. DRISCOLL RESIDENCE - BASEMENT - OTHER ROOM - DAY

Jonathan SNAPS pictures of the RABID RAT running into the walls of it's CAGE on the WASHING MACHINE.

JONATHAN
We're going to have to keep doing this until you stop moving, you little shit.

INT. DRISCOLL RESIDENCE - KITCHEN - ON GOING

Nancy stands over an open PHONE BOOK with the PHONE to her ear. Mrs. Driscoll is in the kitchen preparing LEMONADE.

NANCY
Hi, yes, this is nancy Wheeler from The Hawkins Post. Yeah, I have a bit of a weird question for you. I was wondering if you guys had gotten any recent call about rabid rats?

INDISTINCT MALE VOICE RESPONDS.

NANCY (CONT'D)
No, rabid rats. Rats with rabies?
Okay, how about just rats in general?

The response is in the NEGATIVE.

NANCY (CONT'D)
Okay, thank you.

Nancy hangs up. Mrs. Driscoll comes from the kitchen carrying a GLASS OF LEMONADE.

MRS. DRISCOLL
You're a regular little detective, aren't ya? Lemonade? It's fresh-squeezed.

NANCY
Sure. Thanks.
(reluctantly accepts the drink)
Do you mind if I make just a few more calls?

MRS. DRISCOLL
Not at all! I enjoy the company.

Mrs. Driscoll walks off, then Nancy looks through the phonebook. She turns to a page with a LARGE ADVERTISEMENT:
BLACKBURN'S FARM SUPPLY. "BEST PRICES & LARGEST SELECTION!"

Nancy picks up the phone and dials.

INT. DRISCOLL RESIDENCE - BASEMENT - OTHER ROOM - ON GOING

Jonathan continues snapping photos as the rat continues to throw itself against the walls of its cage. Jonathan turns away to reload his camera at a nearby WORKBENCH.

The SQUEALING suddenly STOPS. Jonathan looks over his shoulder. He walks back to the cage. The rat is now WRITHING ON THE FLOOR of its cage.

JONATHAN
You all right, little bud?

JUST THEN, Nancy at the bottom of the stairs:

NANCY
Jonathan!

Startled, Jonathan turns to Nancy.

NANCY (CONT'D)
I have a lead.

JONATHAN
Yeah, okay, but -- I just think
there's something really wrong with
this rat.

NANCY
Yeah, no shit. Come on.

Nancy starts heading back upstairs.

JONATHAN
No, I --

He takes another look at the writhing rat before hastily grabbing his camera gear and following her.

JONATHAN (CONT'D)
Nancy, wait up.

Once he's gone, the BASEMENT LIGHTS BEGIN TO FLICKER. SORES APPEAR on the writhing rat's body moments before it EXPLODES INTO A PILE OF GOO. Then, the pile of goo starts SLIDING ACROSS THE CAGE FLOOR and SEEPS through the bars of the cage.

It drifts off the side of the washing machine and onto the floor. It begins to MORPH INTO A CREATURE WITH LEGS and moves across the basement floor with increasing speed.

EXT. CORNWALLIS ROAD - NIGHT

In the UPSIDE DOWN, RED LIGHTNING FLASHES across the dark sky.

BILLY

I said, what do you want!?

Facing the IDENTICAL VERSION of himself:

BILLY #2

To build. I want you to build.

BILLY

To build what?

BILLY #2

What you see.

BILLY

I don't understand.

LIGHTNING FLASHES

FLASH CUT TO:

EXT. CORNWALLIS ROAD - NIGHT

BILLY

I don't understand.

(looks around)

What do you mean? I don't understand!

FLASH CUT TO:

EXT. HAWKINS COMMUNITY POOL - DAY

Billy JERKS AWAKE, sitting on the LIFEGUARD HIGHCHAIR. His BLUE EYES appear VIVID. He glances around at the CROWDED POOL. He notices his arm HANGING OUT OF THE SHADE of the UMBRELLA. The SKIN NEAR HIS ELBOW, DARK RED and SHINY.

Walking along the pool deck, Billy bumps into a MAN causing him to drop his COOLER. ICE and CANNED SODA spill out of the busted cooler.

POV BILLY: Heather is sitting at a nearby TABLE with FRIENDS.

HEATHER
Billy, are you okay?

Ignoring her, Billy continues on.

INT. HAWKINS COMMUNITY POOL - LOCKER ROOM - MOMENTS LATER

AT A SHOWER STALL, Billy pulls aside the CURTAIN and turns the TAP TO COLD. Bracing himself against the wall, he stands under the water stream.

He studies his LEFT ARM. A DARK VEIN travels up his skin and branches off. He touches it and **SEES A FLASH OF THE SHADOW MONSTER.**

He WRITHES in pain and backs into the corner of the shower stall. HIGH PITCHED NOISES causes Billy to cover his ears. He YELLS as he CRUMBLES to the floor.

HEATHER (O.C.)
Billy?

Billy looks up and sees Heather standing there.

HEATHER (CONT'D)
Billy.

Heather crouches down to eye-level - her expression, completely calm. In a DISTORDED VOICE:

HEATHER (CONT'D)
Take me to him.

BILLY
What?

HEATHER
(concerned, normal voice)
I said, are you hurt?

Billy stares in disbelief.

HEATHER (CONT'D)
What's going on? I heard screaming.
Should I call an ambulance?

Billy's stare changes. His face, WITHOUT EMOTION. His FINGERS DIG INTO HIS LEG. Heather LEANS BACK fearfully moments before Billy LASHES OUT.

INT. STARCOURT MALL - THE GAP (1C) - DAY

MONTAGE: "MATERIAL GIRL" BY MADONNA plays while:

- Eleven tries on different clothes in front of a FULL LENGTH MIRROR.

INT. STARCOURT MALL - ZALES (2Q) - ON GOING

MONTAGE CONTINUES:

Mike, Lucas, Will browsing for pretty shiny things that say "I'm sorry." Mike sees a SMALL GOLDEN TEDDY BEAR behind the GLASS COUNTER. Mike gets the attention of the salesman, PARKER, early 40s, standing nearby.

MIKE

Excuse me, sir. How much for this little teddy bear here?

Parker eyes Mike, then smiles politely.

INT. STARCOURT MALL - (EXT.) ZALES (2Q) - MOMENTS LATER

Lucas, Will and Mike leave the store (heading SOUTH).

LUCAS

Three-hundred? Three-hundred.

MIKE

I should have shoved that little teddy bear right up his --

INT. STARCOURT MALL - THE GAP (1C) - ON GOING

MONTAGE CONTINUES:

- El tries on DIFFERENT OUTFITS.
- Max trying on DIFFERENT SUNGLASSES; eventually finding ones she likes.

INT. STARCOURT MALL - LOVELACE (1E) - ON GOING

MONTAGE CONTINUES:

The boys are about to enter the LINGERIE STORE but stop dead in their tracks when noticing:

- SEVERAL WOMEN, 20s and 30s, perusing sexy lingerie.
- Mike gawks at THIGH-HIGH STOCKINGS.
- Lucas stares at a MANNEQUIN in a BRA AND PANTIES.
- Will sees BIKINI BOTTOMS on a MANNEQUIN'S LOWER-HALF.
- The boys backing away from the store, then taking off.

INT. STARCOURT MALL - THE GAP (1C) - ON GOING

MONTAGE CONTINUES:

- El has found a COLORFUL ROMPER. She smiles as she checks herself out in the mirror.

INT. STARCOURT MALL - (EXT.) THE GAP (1C) - MOMENTS LATER

MONTAGE CONTINUES:

- Max and El leave the store. El wearing the ROMPER and Max wearing RED FRAMED SUNGLASSES.
- Strutting through the mall, smiling, arm-in-arm.

INT. STARCOURT MALL - PERFUME COUNTER (2G) - ON GOING

MONTAGE CONTINUES:

- Mike and Will sniff SAMPLE FRAGRANCES.
- Lucas sprays A BOTTLE into the air and smells it.

LUCAS

Hey, Mike.

Lucas sprays Mike's face.

INT. STARCOURT MALL - (EXT.) FLASH STUDIO (2M) - ON GOING

MONTAGE CONTINUES:

Max and El go into a PHOTO STUDIO.

INT. STARCOURT MALL - FLASH STUDIO (2M) - ON GOING**MONTAGE CONTINUES:**

Max and El pose in VARIOUS COLORFUL COSTUMES. While the FLAMBOYANT PHOTOGRAPHER, TOBY, 30s, SNAPS PICTURES.

TOBY
Wardrobe change! Wardrobe change,
thank you!

- More cheesy poses in EXTRAVAGANT OUTFITS.

TOBY (CONT'D)
Shake it! Shake it out for me.

INT. STARCOURT MALL - KAUFMAN SHOES (2P) - ON GOING**MONTAGE CONTINUES:**

In the SHOE STORE, Max helps El walk in a PAIR OF HEELS. El twists her ankle and falls, CRACKING UP.

THREE GIRLS, 17, INCLUDING STACEY, are looking at a display of HEELS. They ROLL THEIR EYES at the immature behavior. Max and El just burst into LAUGHTER.

INT. STARCOURT MALL - FOOD COURT (1N - 1Q) - ON GOING**MONTAGE CONTINUES:**

Near BURGER KING, Max and El peek around a corner at Stacey and her friends chatting with a TEEN BOY, 17, OUT FRONT OF ORANGE JULIUS. The girls are enjoying a TALL FROTHY ORANGE JULIUS BEVERAGE.

El concentrates momentarily, then JERKS HER HEAD UPWARD.

JUST THEN, Stacey's DRINK EXPLODES, covering her and her friends with the beverage.

Max and El run away giddily.

INT. STARCOURT MALL - FOOD COURT (1R - 1S) - ON GOING**SONG CONTINUES as Max and El, running:**

MAX
See, what did I tell you. There's
more to life than stupid boys.

INT. STARCOURT MALL - BENCH (1C) - ON GOING

SONG CONTINUES as Max and El run by, still unaware of the boys' presence. Sitting on a NEARBY BENCH, with POTTED PLANTS BEHIND, Will, Mike and Lucas sit gloomily.

WILL

Can we please play D&D now.

MIKE

No.

LUCAS

No.

INT. SCOOPS AHOY (1D) - BACK ROOM - DAY**SONG ENDS.**

Dustin is sitting at the table, controlling the RECORDER. The SECRET RUSSIAN COMMUNICATION plays, while Robin paces, listening.

ROBIN

Wait, that last part, just one more time.

DUSTIN

(cuing the recorder)

Okay.

RECORDING CONTINUES and Robin listens intently. AT THE WORD: "DLYNNAYA":

ROBIN

Okay, that word.

Dustin stops the recorder.

ROBIN (CONT'D)

It's pronounced dly-nna-ya.

DUSTIN

Dly-nna-ya.

ROBIN

Which is spelled --

(pointing to the white board)

-- D, D ...

Dustin rushes to the WHITE BOARD.

DUSTIN

D ... D ... The -- the chair! The chair-looking thingy!

ROBIN
Yeah, okay.

Robin jots something down on a NOTE PAD.

INT. SCOOPS AHOY (1D) - ON GOING

Robin slides open the window to the front of the store. Steve is serving two CUSTOMERS (Max and El: O.C.).

ROBIN
We've got our first sentence.

Steve turns around, holding TWO ICE CREAM CONES.

STEVE
Oh, seriously?

ROBIN
(Russian accent)
The week is long.

STEVE
(disappointed)
Well that's thrilling.

ROBIN
I know. But, progress.

She shuts the window. Steve turns his attention back to the customers: Max and El.

STEVE
Okay, here you go, you got a strawberry and then a vanilla with sprinkles, extra whipped cream.

MAX EL
Thanks. Thanks.

STEVE
(to El)
Wait a second. Are you even allowed to be here?

The girls exchange a giddy look then run out leaving Steve perplexed.

STEVE (CONT'D)
Okay.

EXT. STARCOURT MALL - FRONT (L2) - DAY

Max and El burst out the MALL ENTRANCE, enjoying their ICE CREAM CONES.

MAX
You wanna trade?

They switch cones. Max and El stop when they HEAR MIKE at the BICYCLE RACK nearby.

MIKE
That's ridiculous. Why can't I just mow Old Man Humphries' lawn?

MAX
(to El)
You've gotta be shitting me.

LUCAS MIKE
He hasn't got that much. Yeah, but --

MIKE (CONT'D)
Okay, what if we split it?

LUCAS
Split it with what? That doesn't even make sense.

Max and El march over.

MAX
Isn't this a nice surprise.

Mike drops his bike and points at El.

MIKE
What are you doing here?

EL
Shopping.

MAX
This is her new style. What do you think?

MIKE
What's wrong with you? You know she's not allowed to be here.

MAX
What is she, your little pet?

EL
Yeah. Am I your pet?

MIKE
What? No!

EL
Then why do you treat me like
garbage?

MIKE
What?

EL
You said Nana was sick.

MIKE She is. She is sick. (motions to Lucas for back up) She is sick.	LUCAS Yeah, sick -- she's sick.
---	------------------------------------

LUCAS (CONT'D)
She's super sick. That's why we're
here, actually.

MIKE
(nervously)
Yeah, we're shopping -- Not for us,
but for her, for Nana.

LUCAS
For Nana!

MIKE
(to El)
Also, we're here to get a gift for
you. Just -- we couldn't find
anything that suited you. And I
only have, like, three dollars and
fifty-cents, so it's hard.

LUCAS
Super. Hard. It's expensive.

Nope. Not working.

EL
You. Lie.

Mike looks at El guiltily.

EL (CONT'D)
Why do you lie?

JUST THEN, the BUS pulls in.

El glares as she steps closer. Mike stands his ground - albeit very nervously.

EL (CONT'D)
I dump your ass.

Max's jaw drops as she follows El away leaving the boys staring dumbly.

INT. CITY BUS - MOMENTS LATER

El and Max take their seat on the CROWDED bus. They HIGH FIVE.

EXT. STARCOURT MALL - BUS STOP (L2) - MOMENTS LATER

The boys watch the bus pull away.

WILL
Now can we play D&D?

LUCAS
No.

Mike stands. Heartbroken.

EXT. TOWN HALL - DAY

Hopper HANDCUFFS a PROTESTER, HENRY, 40s, before leading him away to a WAITING POLICE CAR.

HENRY
He raised my property taxes, Jim.
Forced me off my land.

HOPPER
You can protest all you want,
Henry, you've just gotta go through
the proper channels first.

AT THE POLICE CAR, Hopper tries to sit Henry in the back seat where THREE OTHER PROTESTERS are already sitting handcuffed.

HENRY
Nothing proper about what that man did to us! To our town!

Henry relents and get in. Hopper slams the door.

FLO
Special delivery!

FLORENCE arrives carrying a PAPER BAG FROM **JC PENNY**. She holds the bag out for Hopper.

HOPPER
(grabbing the bag)
Ohh, yeah!

Hopper pulls out a sweet-looking HAWAIIAN SHIRT.

FLO
Is that the right one?

HOPPER
(chuckles)
Yeah. Yeah!

Powell, standing nearby, looks on in disbelief.

OFFICER POWELL
That's a lot of color for you,
Chief.

HOPPER
(placing the shirt back in
the bag)
It's cuttin' edge stuff, all right?

Hopper marches off to his TRUCK. Looking over his shoulder back at Flo and Powell:

HOPPER (CONT'D)
It's cutting edge!

Powell shakes his head.

INT. ENZO'S - NIGHT

An UPSCALE RESTAURANT. A LIVE ENSEMBLE plays "**STRING QUINTET IN E MAJOR, G. 275: III. MINUETTO" BY LUIGI BOCCHERINI.**

Hopper comes in wearing a TAN BLAZER over his new shirt. He adjusts his blazer.

INT. ENZO'S - TABLE - MOMENTS LATER

Hopper peruses the DRINK MENU. A SNOBBY WAITER, 30s, is taking Hopper's order.

HOPPER

I'll start off with a Scotch, you
can make that a double.

WAITER

Very good, sir.

HOPPER

And I think we'll have a bottle of
red, as well.

WAITER

Very good, sir!

HOPPER

And how's your *chee-an-ti*?

WAITER

Our *Chianti* is quite good.

HOPPER

Chianti.

WAITER

Medium-bodied, with just a hint of
cherry.

HOPPER

Great! Women love cherries, huh?

(closes the menu, hands it
back to the waiter)

All right, we'll have that and two -
- two glasses, please, one for, uh,
me, and one for the lady.

WAITER

Ooh, very good sir.

The waiter leaves and Hopper lights a CIGARETTE. He stares past the EMPTY SEAT across from him -- at the door. Hopper checks his watch. The restaurant is PACKED. Hopper sits alone -- waiting.

EXT. SCOTT CLARKE'S RESIDENCE - DRIVEWAY - NIGHT

It's dark. Joyce's CAR is parked in front of the garage.

INT. SCOTT CLARKE'S RESIDENCE - WORKSHOP - ON GOING

Scott is wrapping COPPER WIRE around a METAL TOOLBOX.

JOYCE

What is this, again?

MR. CLARKE

This is a solenoid. It's a coil
wrapped around a metallic core, and
when electricity passes through it -
-

JOYCE

It creates an electromagnetic
field.

MR. CLARKE

Exactamundo. Now for the fun part.
Shall we?

Mr. Clarke flips on a TRANSFORMER.

JOYCE

I don't see anything.

MR. CLARKE

Nope. You can't see it, but it's
there, I assure you. Our very own
Clarke-Byers Electromagnetic Field.
Pretty neato, huh?

JOYCE

(bewildered)

Yeah.

MR. CLARKE

And this field affects any charged
object in its vicinity.

JOYCE

Just like my magnets.

MR. CLARKE

Just like your magnets.

JOYCE

Okay. Why is nothing happening?

MR. CLARKE

Oh, because our field is stable.
But, if we reduce the current --

He turns a CRANK on the transformer and MAGNETS FALL OFF THE METAL TOOLBOX.

JOYCE

How ...

MR. CLARKE

The magnetic dipoles tried to
orient according to the field, but
since --

JOYCE

No, no, no, I mean, how is this
happening at *my* house?

MR. CLARKE

You want my honest opinion? One of
your kiddos got up in the middle of
the night, bumped into the fridge,
and knocked the suckers loose.

JOYCE

And the magnets at Melvald's?

MR. CLARKE

Apophenia. (app-oh-fee-nee-ah)

JOYCE

Apo-what-o-whah?

MR. CLARKE

Apophenia. Uh -- You're seeing
patterns that aren't there.
Coincidence.

JOYCE

But what if it's not.

MR. CLARKE

Well --

(turns away thoughtfully)
Theoretically speaking, I suppose
some large version of this AC
transformer could exist. A machine
of some kind.

JOYCE

A machine?

MR. CLARKE

But, in order to reach your house
and downtown, gosh, that would take
billions of volts of electricity
and cost tens of millions of
dollars.

JOYCE

But, it *is* possible?

MR. CLARKE
We cured polio in fifty-three.
Landed on the moon in sixty-nine.
As I tell my students, once you
open up that curiosity door,
anything is possible.

INT. STARCOURT MALL - NIGHT

The mall is CLOSED. The FOOD COURT is vacant. Shops' BARRED GATES are down and locked. Except for:

INT. STARCOURT MALL - (EXT.) SCOOPS AHOY (1D) - NIGHT

The only shop in the mall whose lights are still on.

INT. SCOOPS AHOY (1D) - BACK ROOM - NIGHT

Robin, Steve and Dustin are making progress.

ROBIN, DUSTIN, STEVE
(reading from the white
board)

The week is long. The silver cat
feeds. When blue meets yellow in
the west.

INT. STARCOURT MALL - (EXT.) SCOOPS AHOY (1D) - MOMENTS LATER

Steve closes and locks the GATE.

STEVE
I mean, it just, it just can't be
right.

ROBIN
It's right.

Steve joins Robin and Dustin as they walk through the closed mall (heading SOUTH exit).

DUSTIN
Honestly, I think it's great news.

STEVE
How is this great news? I mean, so
much for being American heroes.
It's total nonsense.

DUSTIN

It's not nonsense. It's too
specific. It's obviously a code.

STEVE

What do you mean, a code?

DUSTIN'

Like a super secret spy code.

STEVE

That's a total stretch.

ROBIN

I don't know, is it?

STEVE

You're buying into this?

ROBIN

Listen, just for kicks, let's
entertain the possibility that it
is a secret Russian transmission.
What'd you think they were gonna
say, *fire the warhead at noon*?

DUSTIN

Exactly.

ROBIN

And my translation is correct. I
know that for sure, so, *the silver
cat feeds*. Why would anyone talk
like that unless they were trying
to mask the meaning of their
message?

DUSTIN

Exactly.

ROBIN

And why would anyone mask the true
meaning of their message unless the
message was somehow sensitive?

DUSTIN

Exactly!

ROBIN

So I guess that confirms your
suspicion.

DUSTIN

Evil Russians.

ROBIN

I can't believe I'm about to agree
with this strange child, but, yeah,
totally evil Russians.

DUSTIN

So how do we crack it?

ROBIN

Well, I guess we translate the rest
and hopefully a pattern emerges.

DUSTIN

A pattern. Right, like maybe *silver*
cat is a meeting place?

ROBIN

Or a person.

DUSTIN

Or a weapon.

ROBIN

It's probably gonna take a super
genius to crack it, but -- where's
Steve?

INT. STARCOURT MALL - (EXT.) (1F - 1H) - ON GOING

Steve is standing next to the INDIANA FLYER MECHANICAL HORSE,
going through his pockets for change.

ROBIN

What are you doing?

STEVE

It's a quarter. I need -- do you
have a quarter?

ROBIN

Are you sure you're tall enough for
that ride?

STEVE

Quarter!

Robin tosses Steve a quarter and he puts it into a slot on
the machine. The ride comes to life. The song: "DAISY BELL"
BY HARRY DACRE plays.

ROBIN

You need help getting up, little
Stevie?

STEVE

Shh!

DUSTIN

(chuckles)

STEVE

Would you two just shut up and
listen?

DUSTIN

Holly shit. The music.

Dustin takes off his BACKPACK and kneels down.

DUSTIN (CONT'D)

The music!

He takes the RECORDER out of his backpack and presses play.
The SECRET RUSSIAN COMMUNICATION plays with the SAME SONG
behind it.

ROBIN

I don't understand.

DUSTIN

It's the exact same song on the
recording.

ROBIN

Maybe they have horses like this in
Russia.

STEVE

Indiana Flyer? I don't think so.
This code, it -- didn't come from
Russia.

(looks to Robin)

It came from here.

INT. ENZO'S - NIGHT

The STRING QUARTET plays: LA TRAVIATA: ACT I. "LIBIAMO, NE'
LIETI CALICI".

INT. ENZO'S - TABLE - ON GOING

Hopper, staring toward A YOUNG COUPLE ENJOYING THEIR DINNER,
holds a NEARLY EMPTY GLASS OF CHIANTI. His eyes, SUNKIN. He's
drunk. He chugs what's left and bites into a BREADSTICK.

WAITER

Would you like to order your entrée, sir?

HOPPER

(slurring)

You know what, Enzo?

WAITER

My name is not Enzo.

Hopper waves him off, reaching for his WALLET.

HOPPER

I just lost my appetite, all right?

(slaps down cash)

Here you go. You can keep the change.

Hopper stumbles to his feet, grabs the Chianti bottle.

WAITER

Sir, I'm afraid no alcohol is allowed off the premises.

Hopper BLOWS RASPBERRY in the waiter's face.

HOPPER

I can do anything I want. I'm the chief of police.

Hopper takes a SWIG FROM THE BOTTLE as he leaves the restaurant.

BY THE BAR, Hopper bumps into a MAN enjoying a DRINK but says nothing and just keeps walking. It's Grigori - his MOTORCYCLE HELMET in front of him. He watches Hopper go.

EXT. CORNWALLIS ROAD - NIGHT

Billy's car SPEEDS DOWN THE ROAD.

EXT. ERIMBORN STEELWORKS - LATER

Billy pulls up to the abandoned factory and parks.

The door SWINGS OPEN and Billy gets out. He moves to the back of the car and opens the TRUNK. He peers into it. Heather Holloway, BOUND AND UNCONSCIOUS.

FLASHBACK: Inside the locker room at the Hawkins Community Pool.

HEATHER
Billy, are you okay?

Billy grabs Heather by the throat. He shuts the curtain, which she FLAILS AGAINST.

CUT TO:

BLACK

BEAT

CUT TO:

INT. ERIMBORN STEELWORKS - NIGHT

Billy, carrying the unconscious Heather, walks through the factory toward the BASEMENT STAIRS.

INT. ERIMBORN STEELWORKS - BASEMENT - MOMENTS LATER

Billy lays her down. DUCT TAPE covers Heather's mouth. She comes to and looks around before noticing Billy staring down at her. She squirms desperately, but is unable to break free from the ROPES THAT BIND HER HANDS AND ANKLES TOGETHER.

Billy grabs her by the shoulders and leans close to her ear.

BILLY
Don't be afraid. It'll be over
soon. Just stay very still.

Hovering his face close to hers, Billy slowly tears the duct tape off of her mouth. Billy gets up. Heather turns her head toward a GROWLING SOUND.

A LARGE SLIMY CREATURE emerges from the shadows. GROWLING.

Heather SCREAMS.

As he watches the FLAYING, Billy's face remains impassive.

CUT TO:

BLACK

THE END