

STRANGER THINGS
SEASON 2 - CHAPTER ONE

"The Promise"

Spec Script

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Based on the Stranger Things series on Netflix

Previously on *STRANGER THINGS*:

Season 1 ended with major losses and an uncertain future-- which somehow looked a lot like a happy ending. Police Chief Jim Hopper finally shook his depression, but a shadowy limousine picked him up for a conversation he couldn't refuse. Will Byers was rescued from the twisted alternate reality known as *the Upside Down*, but he's secretly coughing up slugs. Our four "Goonies" Mike, Lucas, Dustin, and Will were reunited, but Eleven (our psychically gifted hero) sacrificed herself to save them. Which makes us wonder why Chief Hopper keeps leaving Eggo waffles for her. The Demogorgon (the killer monster from *the Upside Down*) was eradicated by Eleven, but Hawkins Lab continues to cover everything up. Things have gotten very bad in Hawkins, Indiana and they're about to get stranger...

STRANGER THINGSSeason Two - Chapter One

"The Promise"

EXT. WOODS NEAR HAWKINS NATIONAL LAB - EARLY AM

We FADE UP on dew covered tree roots and damp leaves.

We stay low--watching eerie morning half-light wash over the woods.

Footsteps CRUNCH the leaves. The sound is slow, plodding. We search the woods but no one's there.

EXT. ROAD LEADING TO HAWKINS LAB

We REVERSE out of the woods and TILT DOWN...

A road comes into view. Cracked white lines border faded asphalt.

As we scan the road we see wet BARE FOOTPRINTS crossing it. The prints are too small for a man--it must be a woman or an older child.

A RUMBLING like an oncoming disaster startles us. TILT UP - A white HAWKINS LIGHT AND POWER van ROLLS OVER us.

We RISE - TILT DOWN - the wet TIRE TREADS of the van have obliterated the footprints.

Superimpose titles:

HAWKINS, INDIANA

OCTOBER 1984

Beat.

MIRKWOOD

EXT. HAWKINS SANITATION PLANT - SAME MORNING

A concrete pool of MIRKY WATER leads up to the town's water treatment facility. It's small--like the town--and covered with a layer of unidentifiable grunge.

INT. HAWKINS SANITATION

TWO WORKERS trudge down a long hall. Their workdays are a never ending study in monotony.

SERIOUS WORKER

You think MILLS worked another all-nighter? I will report him. He doesn't believe it but I will. It's against regulation.

OLD-TIMER WORKER

I'd be more worried about what pranks he's planning today. He really got you with that Saran wrapped toilet gag.

They both STOP and LOOK DOWN at Serious' feet. Serious shivers.

SERIOUS WORKER

He's lucky he bought the beers that night...I had to throw those sneakers away.

OLD-TIMER WORKER

Yeah, well, thank your maker you didn't get the Ex-lax chocolate brownies.

Old-Timer rubs his paunch meaningfully. A wisp of a smile crinkles his face. Despite the pranks it's clear their co-worker, Mills, is a friend.

INT. SANITATION OFFICES

We PAN across a desk decorated with CONAN THE BARBARIAN action figures and memorabilia from comedies like ANIMAL HOUSE and THE BLUES BROTHERS.

Files lay open. A pen lays on top of an abruptly abandoned report--the writing aborted in the middle of a word.

A name plate says:

P. MILLS

A work bag, baseball cap, and a pair of sneakers sit on the floor near Mills' desk.

Old-Timer and Serious walk in. The other desks are average--uninteresting.

Serious gestures to Mills' bag.

SERIOUS

You see? Another unauthorized all-nighter. And on the weekend. There's no overtime budget for that.

NEAR THE DOOR

Light shines through the doorway, forming a rectangle on the floor.

Out of nowhere, the SHADOW of a man blocks the light.

Old-Timer catches the movement out of the corner of his eye. Both workers turn.

It's MILLS. He stands there. A beat. We PUSH in. If this is the fun guy we've heard about we can't tell. He looks DAMP--expressionless and waxy, with the eyes of a dead man.

OLD-TIMER

Dammit, Mills, cut it out. You know I hate that freaky-deaky horror shit. Let's have one day without your pranks.

Serious agrees.

Mills looks oddly puzzled. A beat. He SMILES--if you want to call it that. The smile is slow and too toothy, like an animal imitating a human.

The snarl-like smile ends abruptly. Mills walks to his desk. He puts his baseball cap on at an odd angle.

The next thing we know he's gone.

Old-Timer and Serious share puzzled looks.

SERIOUS

Watch your back. He's liable to jump out at us when we least expect it.

A SHUDDERING sound reverberates through the building. The LIGHTS GO OUT in a total blackout.

CUT TO:

INT. SANITATION DEPARTMENT TUNNELS - MOMENTS LATER

We follow Old-Timer and Serious into the tunnels. They move slowly--something isn't right.

BACK-UP LIGHTS FLASH and sputter in the darkness. The ominous shapes of huge pipes twist in and out of the darkness.

SERIOUS

The generator is holding but...

OLD-TIMER

What the hell did Mills get up to down here? I can't get the lights to--

The AIR THICKENS. It's so heavy it seems to clog our ears like air pressure.

The WHITE NOISE of the plant ebbs and flows rhythmically--the breathing of a beast.

We realize the twisted shapes aren't just pipes, they're VINES.

We PUSH in.

OLD-TIMER (CONT'D)

The hell is that?

Serious shoves past Old-Timer with a flashlight.

The flashlight STROBES WEAKLY but what it illuminates is enough to scare the shit out of the Old-Timer.

Large whitish-pink flowers have bloomed in the bowels of the facility. They ooze with viscous slime as though they've grown straight out of prehistoric times.

Serious is less cautious, more curious. He gets closer to the flowers. The faltering beam of his flashlight bounces around the tunnels.

We see something glistening white at the base of a LARGE BLOOM.

SERIOUS

Mills?

Both men rush forward.

Mills' limp body is propped up against the vines under the bloom. He's NAKED.

Old-Timer and Serious shake Mills, calling his name.

OLD-TIMER

This is a damn sight past funny,
son. Quit it. I mean it.

Mills' mouth falls open. A large slick bud BURSTS OUT OF HIS THROAT. It BLOOMS with blood-covered petals. Slime slides down the deadman's chin.

Old-Timer and Serious freeze in horror.

On a REVERSE ANGLE we see their shocked forms silhouetted in the sputtering light.

The vines pulsate like arteries.

The tunnel seems to contract. We hear a GHOSTLY INHALE.

Something SUCKS Old-Timer and then Serious into the darkness. Their flailing arms are the last things we see.

We BARELY HEAR THEM SCREAM--the vines swallow their cries too.

THEME MUSIC

OPENING TITLES:

STRANGER THINGS

The Promise

INT. DEAN MEMORIAL HOSPITAL

WILL BYERS - 13, gentle and soft-spoken - stands highlighted by white tiles. The bags under his eyes are dark against his pale skin.

We PULL OUT to a torso shot. Will is in a hospital gown--he reminds us of Eleven when we first met her in season one.

COFF COFF he covers his mouth. The coughing stops. Wheezing breaths fill and collapse his chest.

Will violently lurches forward. He's bent over a toilet.

One SLUG, then ANOTHER drops into the toilet.

Will almost looks relieved, then he realizes it's happening again.

He quickly flushes the slugs away.

AN INSISTENT TAP ON THE DOOR.

JOYCE (O.S.)
Will? Will, are you okay?

Will wipes his mouth.

WILL
Yeah, just hocking a loogie.

INT. WILL'S HOSPITAL ROOM

JOYCE BYERS - 30s, perpetually frazzled - leans against the door. SIGHS. She's tired and worried but also relieved by Will's answer.

JOYCE
Eww, baby, that's gross.
But better outside than inside you.

Joyce turns from the door to look at ROMAN - late 30s, Shawnee indigenous - has a laid back ease that softens his sharpness.

JOYCE (CONT'D)
(to Roman)
He'll be excited to see you,
doctor. Ah, I mean Roman.
And, and thank you. Y'know, for
being so good with him.

ROMAN
He's a cool kid.

JOYCE
Yeah, well, he could hear that more
often. Especially after what he's
been through.

Roman's attention is piqued.

ROMAN
Does he talk about it? Where he
was? What happened?

Joyce flails a bit.

JOYCE
Oh no. Nah. Yeah. Yes. I don't
know.

ROMAN

You can't believe the stories you told the papers.

JOYCE

What answer do you want, Dr. Roman? I told the truth but the truth didn't take. So, now I give everyone whatever answer they're looking for.

Roman takes stock.

ROMAN

I'm going to give you the apology I know you're looking for.

A beat.

ROMAN (CONT'D)

You can go ahead and thank me.

JOYCE

Thanks.

They look at each other. They laugh. The tension is broken.

Will comes out of the bathroom and quietly closes the door. He's dejected until he sees Roman.

WILL

You're back.

ROMAN

Of course, I'm here for you.

CUT TO:

INT. WILL'S HOSPITAL ROOM - CONTINUOUS

Roman is listening to Will's breathing through a stethoscope. They're both sitting on the hospital bed.

Joyce is standing by the window. She's twitchy. She can't seem to watch Will go through this.

Will notices. His mom's discomfort has a visible effect on him--he's more worried about her than the slugs (and whatever else is happening to him).

Roman picks up on the interplay between the two. He puts his stethoscope away.

ROMAN

Will, you got any new drawings to show me?

This lifts Will's spirits. He NODS and reaches for his backpack.

ROMAN (CONT'D)

We're all done here, Joyce, but why don't you go out for a smoke, so I can catch up with my guy here?

Joyce doesn't want to seem too eager to leave, but she wants that cigarette. She agrees.

JOYCE

I'll be back.

She gives Will and Roman a hard look. She LEAVES.

Roman sighs.

ROMAN

Whew, scary. I think your mom might be *The Terminator*.

Will grins but he's perplexed.

ROMAN (CONT'D)

You haven't seen that movie yet?

WILL

Nope.

Roman is truly affronted.

ROMAN

That's something we'll have to fix another day. Today...

Roman goes into his lab coat pocket and pulls out a mix tape. There's a title written on it in doctor scrawl:

Quintessential Bowie

ROMAN (CONT'D)

...today I'm going to fix your tragic Bowie under-education.

WILL

I know about Bowie. I listen to him, The Smiths and The Clash a lot.

Roman ruffles his hair.

ROMAN

Hah. Will-wise, you know new Bowie.
I'm talking 'bout the classic shit.

Roman looks down at Will's backpack--laying on the bed between them.

Scattered around the backpack are COLOR PENCILS, a DARK PHOENIX COMIC, a copy of QUAG KEEP by Andre Norton, a WALKMAN, and Will's SKETCH PAD.

The sketch pad is open. On the page is a frenetic black, white, and dark pink DRAWING OF VINES AND THE PREHISTORIC FLOWERS from the Sanitation Plant. Pushing up through the vines is either a distant tree or a hand (we can't tell).

TIGHT ON Will's backpack and the objects around it. Roman's hand lingers over the drawing. Finally he grabs the Walkman.

With deft fingers, Roman puts the tape in the deck.

That done Roman puts the headphones over Will's ears. A beat. Roman adjusts the headphones, making sure one side is on one of Will's ears and the other side is behind the other ear.

Roman presses play. CLOSE-UP on the Walkman - we watch the REELS TURN.

The playful guitar intro for "The Man Who Sold The World" starts up.

Will perks up.

ROMAN (CONT'D)

Ever heard that before?

Will nods his head. It's not believable.

Roman gives him the disbelieving look his answer deserves.

ROMAN (CONT'D)

True?

Will shakes his head this time.

ROMAN (CONT'D)

Looks like somebody is learning to lie.

Roman looks around conspiratorially, then leans into Will.

ROMAN (CONT'D)
Your secrets are safe with me.

He and Will enjoy the moment--the best of friends.

WILL
I've never heard it but I like it.

ROMAN
Yeah? I thought you might. You know what it's about?

Will is firm this time.

WILL
No. Tell me.

ROMAN
It's about a guy who's changed so much he doesn't recognize himself anymore. It bothers him because he thinks he's gone the wrong way-- maybe he should've died.

Will looks down. He fidgets with the wire spiral on his sketch pad.

Roman scans the drawing again.

ROMAN (CONT'D)
But it's not true. Change, growth, evolution. It's a good thing. Like the X-Men. The mutant gene makes them heroes--

WILL
--and villains. Some of them are bad guys. It could go either way.

Roman smiles. We wonder about his intent.

ROMAN
Not the X-Men and not Bowie.
(beat)
There's a reason why his eyes are freaky like that.

Will leans into the conversation.

WILL
Why? What happened to him?

ROMAN

A buddy of his hit him in the head--
over a girl. Gave him a case of
anisocoria. That's when one pupil
is blown out big and stays that
way. That's why one eye is night
and the other is sky.

WILL

His friend did that? That sucks.

ROMAN

Yeah. Seems like a bad thing,
right? Like trauma?

Will nods.

ROMAN (CONT'D)

It might've been in the beginning,
but try to imagine Bowie without
those freaky eyes. Or Jean Gray
without her psychic abilities.

Will looks away to think about it.

ROMAN (CONT'D)

You can't do it. 'cause the freaky
shit is what makes them both
special.

(beat)

What about you...?

JOYCE (O.S.)

Okay. All smoked out.

Joyce walks over to stand by the bed.

JOYCE (CONT'D)

(to Will)

You ready?

Roman shares a look with Will that silently asks:

Are you? Are you ready?

END OF ACT ONE

ACT TWO**EXT. THE SINCLAIR'S BACK YARD - SAME MORNING**

LUCAS (O.S.)

Ready!

TIGHT ON LUCAS - 13, brash but lovable. We see his face through the center of a BOW. The ARROW points at us. Lucas squints.

CLARE (O.S.)

Aim! Fire!

TWANG! Lucas releases the string. The arrow flies toward a target. We think it's going to hit but no--it's a tragic miss.

The backyard is big. Very little landscaping, but small trees and bushes line the perimeter.

LUCAS

Aww, c'mon!

CLARE SINCLAIR - late 30s - studies her son. She's short and curvy but commanding, anyone who makes the mistake of underestimating her doesn't do it a second time.

CLARE

Why'd you suddenly need to be an archer? Is it a Dungeons & Dragons thing?

LUCAS

Pretty much.

He draws the bow and takes AIM again. Clare moves into place beside him. She gently corrects his stance.

Lucas looks at his mom via his peripheral vision. He decides it's a good time to butter her up.

LUCAS (CONT'D)

In D&D I'm a fighter. Like you.
(he lists his attributes
for her.)

Clare is thrilled at first but her expression darkens.

CLARE

I hope you never see combat, luca.
You don't want to see the things
your father and I have. Or to do
the things we've been ordered to
do.

Lucas didn't expect this. He wasn't trying to upset his mom--
he wanted her to be proud.

He lets the string go without paying attention. It snaps his
finger.

LUCAS

Shit. Ow.

The arrow wobbles into the ground.

Clare grabs Lucas' injured hand. But then she realizes he
cursed.

CLARE

Lucas Skywalker Sinclair

She drops his hand and lightly smacks him on the butt.

LUCAS

Ow. Sorry.
(shakes his hurt hand)
Ow.

Clare remembers he's hurt and grabs her son's hand again.

LUCAS (CONT'D)

Skywalker? That's not my name, mom.

CLARE

Shush, I have the paperwork to have
it legally changed.

Lucas jerks away.

LUCAS

No! I'm not whiney Luke.

CLARE

Let me see that hand.

Clare inspects the cut. Satisfied it's nothing serious, she
wraps her son's finger with the corner of her t-shirt.

CLARE (CONT'D)

It's easy to get hurt, luca.
Staying safe is a skill.
(MORE)

CLARE (CONT'D)

We like to think standing behind a good cause will shield us. It doesn't.

Lucas looks up at his mom. He's not sure what to say. She's challenging his beliefs about his role in D&D and among his friends.

LUCAS

But what about the people you're sworn to protect. You have to keep them safe. It's a warrior's honor.

Clare is proud now--concerned but still proud.

CLARE

Absolutely. When it comes to protecting loved ones or country, then and only then, I'll stand behind you fighting.

She wraps an arm around his neck. Before Lucas knows it, he's pulled into a HEADLOCK. His mom leads him toward the back of their home.

CLARE (CONT'D)

Let's go pour some peroxide on that cut...and see how loud you yell.

Lucas yells while laughing and TAKES OFF RUNNING. His mom chases after him.

CLARE (CONT'D)

Alcohol. Let's try alcohol.

Lucas runs ZIG-ZAG. It's Clare's turn to laugh.

EXT. SUBURBAN DRIVEWAY - SAME MORNING

A car trunk SLAMS shut.

C.U. Mills staring blankly. His eyes have a strange iridescent film over them. His hair and skin are still damp and waxy.

He's looking at his house. It's nice, not too big but firmly upper middle class. A black '82 Camaro is parked to the left of Mills' Jeep Cherokee.

Back to a TORSO SHOT of Mills. As WE PULL OUT we see he's holding something--we can't tell what it is.

Mills moves towards his house.

INT. MILLS HOUSE - CONTINUOUS

Mills closes the door. He stands in his foyer. One hand is behind his back--we still can't see whatever he's holding.

At first we think Mills isn't moving. We soon realize his slow gaze is assessing every part of the house. It's eerie.

LOUD FOOTSTEPS clomp down the stairs.

Mills turns only his head to see who's approaching--very much like an animal.

BILLY - 17, charismatic - appears halfway down the stairs. For Billy the boundary between good and bad is a dotted line--he could go either way. Billy sees Mills. He stops.

LINDA (O.S.)
Is that you, Billy? You ready for
pancakes.

Billy answers his mom cheerfully--without smiling. It's quite a feat and it tells us exactly who this kid is.

BILLY
Mm, love 'em. As long as they're
stacked up with fried bologna.

LINDA (O.S.)
Is that a hint?

No answer. Billy jumps down to the bottom of the stairs. Without hesitation, Billy invades Mills' personal space.

The two of them stare each other down--one burning hot, the other inhumanely cold. If Billy was hoping for a response he doesn't get one. He backs up a few steps, then turns to go join his mom.

Mills doesn't move. In the background we hear Billy and LINDA MILLS chat in the kitchen. Linda is the personification of the term *putting-on-airs*. She's relatively kind but anxious.

BILLY (O.S.)
Pete is home.

INT. MILLS KITCHEN - CONTINUOUS

Julia Childs would applaud this kitchen. It's got every gadget the mid-80s were known for, along with an impressive set of Ginsu knives.

LINDA
Did he go upstairs?
(beat)
Pete? Pete, come get food.

FOYER - CONTINUOUS

Mills starts to move toward his wife's voice. Quiet footsteps stop him.

MAX MILLS takes the last step down. She gives her dad a sidelong glance. Max is 12 or 13, red-haired, strong and willowy--Pippi Longstocking done 80s-style. She's wearing combat boots, knee high hiking socks, saggy shorts, and an oversized Army Surplus jacket.

MAX
Hey Ackroyd, you better not be planning a prank. Okay? My revenge will be cold and swift.

Mills gestures down the hall, telling Max to lead the way.

She GRUMBLES and turns her back to him. Shoving her hands into the pockets of her surplus jacket she marches toward the kitchen.

On a REVERSE ANGLE we catch her smiling. She actually likes her dad. Giving each other shit used to be their thing--before he died.

MILLS KITCHEN - MOMENTS LATER

All four of the Millses are gathered around the Kitchen island.

Billy is eating his pancakes with fried bologna. He uses a knife and fork to cut neat triangular bites.

Max can't be bothered with table manners. She deploys the stab-n-shove the food into her face tactic.

Mills has a full plate of food. He hasn't picked up his fork. He hasn't eaten a thing.

Linda moves from range to the sink to refilling juice glasses. She pauses and frowns at her husband. Something isn't right. She's just not sure what it is.

Moving on, Linda turns her attention to the kids.

LINDA

Oh pshaw, it'd be so much nicer if
you two were going to the same
school.

Linda notices a lock of hair has fallen over Max's forehead.

LINDA (CONT'D)

I'm sure Max would be more
comfortable if Billy were there to
show her around.

Max gives Billy FULL SIDE EYE.

Linda reaches out to tuck the stray lock behind Max's ear. It
catches Max off guard--she RECOILS like the touch hurts.

Linda draws back but goes for a shoulder rub. Max jerks away,
dodging the second touch.

Linda gives up.

MAX

I'd be comfortable if Billy lived
in another state. Like a state
penitentiary.

Linda gasps. Billy KICKS Max's chair.

Max doesn't mind. She looks to her dad for the laugh he'd
normally award her with. Mills is staring at Linda--he didn't
hear Max's joke. The disappointment is palpable.

To hide her hurt feelings, Max grabs her plate, scrapes it in
the trash, and tosses it into the sink.

MAX (CONT'D)

I'm goin' exploring.

LINDA

Be careful, little girl.

MAX

(mumbles)

Don't worry. I'm fully armed.

She runs out the backdoor.

Through the window, Linda watches Max disappear into the
woods.

Billy smiles into his orange juice--he enjoyed Max's
disappointment.

Linda throws her hands up and lets out a frustrated little scream.

LINDA

I simply do not understand, Pete. She needs counseling or Jesus or something. Her mother's parents are obscenely rich. Why didn't they take her in afterwards?

BILLY

I heard juvie has a ward for crazies.

Mills doesn't answer. Doesn't react.

Billy scowls at Mills. He rises and heads towards the front door. Unlike Max, Billy leaves his dirty dishes where the are.

BILLY (CONT'D)

Going for a ride.

Mills watches Billy go. He turns slowly back to Linda and grins that weird predatory smile.

Linda is vexed.

LINDA

Why are you simply sitting there like a goat with a tin can to chew.

Rather than answer, Mills reaches down beside his chair. When he sits upright he holds out a BOUQUET OF THE WEIRD PINK FLOWERS.

Linda clutches her pearls. She reaches out for the bouquet...hesitates...

LINDA (CONT'D)

Pete Mills, those better not squirt water in my face.

No answer. Only the offering held aloft.

Linda sighs and takes the bouquet. Her delight is short lived.

Vines SNAKE out of the flowers. They wrap themselves around Linda's wrist with a SCREECHING SNAP.

She cries out. SHE RESISTS. It doesn't matter. Her gaze finds her husband--pleading for help.

Mills is standing--quietly watching. His eyes are more animated than before.

Linda realizes no help is coming. She slumps.

Mills catches her. He grabs her hair and pulls her head back.

He goes in for the kiss. On a C.U. we see his mouth is dark.

A vine like TONGUE WHIPS out at Linda.

Linda SCREAMS.

Mills covers her mouth in a death-kiss. It's a macabre mockery of a romantic moment. And it's disturbing as hell.

We PUSH IN on Linda. Her eyes roll in terror. Dark slime slides out of the corner of her mouth.

SMASH CUT:

INT. MILLS KITCHEN - THE UPSIDE DOWN

Linda drops to the floor with a THUD.

We know we're in the UPSIDE DOWN immediately. The kitchen is dark--barely lit by tainted blue light. A steady fall of ASH snows down. Throbbing vines ensnarl everything around us.

From the opposite side of the kitchen island, we see Linda's hand grab the edge of the counter. She pulls herself up. Slime stains her nose and mouth.

With wide eyes she realizes the nightmare isn't over.

She spins around. And around again. She can't get her bearings. Her hands shake uncontrollably.

A vaguely humanoid shadow falls over her. We hear a SCREECHING ROAR.

LINDA screams and keeps screaming...

INT. THE POLICE STATION - SAME DAY

FLO - 62, the classic mother-figure who always wants the best for you - is standing at the BULLETIN BOARD while having coffee.

On the board are several NEWSPAPER CLIPPINGS with the following headlines:

THE BOY WHO CAME BACK TO LIFE
Former missing child Will Byers found after a week of
searching. Stable condition Hawkins General Hospital...

HAWKINS LAB BLOCKS INQUIRY

MORE HEADS ROLL IN STATE TROOPER SCANDAL

CORONER ARRESTED FOR FALSIFYING AUTOPSY

Flo's gaze roves over the bulletin board in slow circuits. Nothing ever happens in Hawkins. The disappearance of Will Byers still dominates the board.

POWELL - well meaning but sarcastic - notices Flo's preoccupation with the bulletin board and walks over to join her.

They squint at the board together. Quickly getting over it, Powell looks to Flo for an explanation.

She picks up a mug and pours him some coffee. He takes it with a nod of thanks.

FLO
I keep looking at it and it keeps
niggling me.

Powell gives her a funny look.

POWELL
Still? Come on, Flo. Everything is
right there in black and boring.

FLO
(takes a sip)
You hit it on the nose. It's like a
patchwork quilt with everything
stitched nicely together.

Powell shakes his head. He can't understand why people invent trouble for themselves.

POWELL
That's what it's supposed to do.

Flo nods.

FLO
Yes it is. Isn't it?

She runs a finger along the bare cork showing between the news clippings--it's like cracks in the theory.

FLO (CONT'D)

But something's not quite right. It just--

POWELL

You know? You've got a funny way of picking at things. Jigsaw puzzles...

They look over at Flo's desk. There's a half done jigsaw puzzle on it.

POWELL (CONT'D)

...cases, the Chief...and he don't hold up so well under pressure. It's just what?

Flo traces the B&W photo of Will Byers with a fingertip. She taps the news clipping, once, twice, three times.

Momentarily stumped, she wraps both hands around her coffee mug.

FLO

It doesn't quite come together.

Flo finally turns her full attention on Powell.

FLO (CONT'D)

We got a call from Bev Mooney over at the Goodwill. Some mannerless bastard went over there and ransacked their donation box, but good.

EXT. HAWKINS GOODWILL

Outside the local Goodwill, Powell is taking a report from an irate BEV MOONEY - she's round but there's nothing soft about her. Bev gesticulates wildly. Powell repeatedly ducks to avoid getting accidentally sucker-punched.

We PAN right to see the DONATIONS BOX has indeed been RANSACKED...but there's something odd about it. Despite the mess of the donation box itself, all the clothes and shoes littering the sidewalk are for women or girls.

END OF ACT TWO

ACT THREE

EXT. HAWKINS PUBLIC LIBRARY - ESTABLISHING - SAME DAY

INT. HAWKINS PUBLIC LIBRARY - CONTINUOUS

DUSTIN - 13, no filter yet adorably geeky - wanders up and down SCI-FI/FANTASY stacks. At the end of one row he finds a book called *Spellsinger* by Alan Dean Foster.

DUSTIN
The Star Wars guy. Cool.

MARISSA - the acerbic librarian from season one - and another librarian are at the top of the aisle--not far from Dustin. They're chatting as they shelve books.

We can see Dustin on the aisle behind them but they're oblivious.

LIBRARIAN
This special request just came in from the city.

The Librarian waves a book in the air.

We can see the AUTHOR'S PHOTO ON THE BACK COVER, we'll want to REMEMBER HIS FACE, but we can't see the title of the book.

Marissa is uninterested. The second librarian tries again.

LIBRARIAN (CONT'D)
It's a hold for... "that dick".
Isn't that what you call him?

That get's Marissa's attention. Her eyes dart around.

MARISSA
Shh. Give me that.

They've caught Dustin's attention. He can't resist gossip. He tucks the SF book under his arm. On tiptoe, he creeps to the top of the aisle and peers around the shelf.

Marissa grabs the book and reads the title.

MARISSA (CONT'D)
MKULTRA: THE ULTIMATE BETRAYAL OF
THE AMERICAN MIND by Andrew McGee.
(beat)
(MORE)

MARISSA (CONT'D)

Huh, isn't MK-Ultra that experiment Joyce Byers wouldn't shut-up about last year? Said it had something to do with her boy getting lost in the woods.

Dustin's eyes go wide. A surprised choking sound escapes him.

The librarians look around.

Dustin drops low.

Someone else SNEEZES. The pressure is off Dustin. The librarians relax.

MARISSA (CONT'D)

What does Hopper want with this?

LIBRARIAN

Men can't resist crazy. Maybe Joyce is what he wants. He might have white knight syndrome.

Marissa FLINGS the book back onto the cart, as though it offends her.

MARISSA

Well, I don't care.

Marissa walks away. The remaining librarian shrugs. She goes back to shelving books.

Dustin BELLY CRAWLS over to the cart. In SUPER SPY MODE he carefully reaches up and GRABS THE BOOK.

That done, Dustin duck walks as fast as he can. He's headed for the door. As he moves he shoves the MK-ULTRA BOOK in his backpack.

Only a few feet from the door he stands up to make a break for it.

A vise-like grip wraps around his arm.

It's Marissa.

MARISSA (CONT'D)

You need to check that book out, Dustin.

He glances at her innocently.

She glares down at the SF book tucked under his arm.

Dustin snatches the book out.

DUSTIN

Oh yeah. That's okay. I'm not
literate at all. I don't need
books.

He draws back and THROWS THE SF BOOK with everything in him.
It SAILS over the stacks and drops out of sight.

SAH-SWOOSH.

Marissa can't believe Dustin just did that.

Dustin takes the opportunity to shake free of her grasp. He
runs out of the library like his ass is on fire.

EXT. HAWKINS PUBLIC LIBRARY - CONTINUOUS

Dustin yanks his bike out of the bike rack. He hops on, going
into a frenetic standing peddle. He takes off.

He's out of control.

His bike WOBBLER into the street.

A car swerves to miss him. At the same time Dustin swerves
back onto the sidewalk.

HONK. HONK.

Dustin doesn't stop. He does send up a one handed wave...

DUSTIN

You'll get over it!

...and he's gone.

EXT. DEAN MEMORIAL HOSPITAL - SAME DAY

Roman walks out of the backdoor of the hospital. He crosses
the parking lot.

A BLACK SEDAN is idling at the outer edge of the lot.

As Roman approaches, a black suit clad GOON gets out of the
front passenger side.

The GOON opens the backdoor for Roman. Roman climbs in.

EXT. HAWKINS NATIONAL LABORATORY

The black sedan clears the security checkpoint and drives onto the site.

INT. HAWKINS LAB - OBSERVATION ROOM

A BLACK CLAD FIGURE with a CANE stands silhouetted against the bright lights of the surgical theater below.

We're immediately trepidatious--we know who this must be.

The VIEW from the observation room is expansive. We quickly notice the surgical theater is actually the room containing the SENSORY DEPRIVATION TANK from season one.

We FLASH on a memory of ELEVEN'S PSYCHIC BREAK. The imagery resonates as the inciting incident--the moment that started it all.

(That's what we think but it's not true. We'll soon learn that the roots of the Upside Down go much deeper.)

Roman walks in and closes the door behind him. The black clad figure turns to greet us.

As we expected it's DR. MARTIN BRENNER - the head of the MK-Ultra Project.

Brenner is different from the last time we saw him. Along with the cane he has a SPLINTERED SCAR on the left side of his face. The scar starts just below his cheekbone, travels across his eye, and burrows through his hair on one side.

Brenner's left eye is now a darker shade than his right eye. He's developed anisocoria--the left pupil is permanently dilated. Brenner is a "Mirror, Mirror" doppelgänger for David Bowie.

But that's not the surprise. At the EDGE OF THE SCREEN, someone has their feet up on a chair. The boots are well worn and dusty.

The UNKNOWN MAN drops his feet to the floor. He stands.

We spin to see Roman's reaction. He's surprised.

The Unknown Man walks onto screen. We know him well.

It's CHIEF JIM HOPPER. He's undergone a transformation as well. His hair is cut short, his facial hair is gone.

Hopper is still wearing his khaki SHERIFF'S UNIFORM but he looks sharper, more on the ball--calculating.

ROMAN

There were rumors you came back to the agency. I thought, 'bullshit, they wouldn't have him.'

HOPPER

Surprise, asshole. Serve up the celebratory cake squares whenever you're ready. But I get to keep the slice with my name on it.

Roman looks to Brenner. Brenner nods.

BRENNER

Will Byers?

ROMAN

It won't take long. He already trusts me like a brother.

Hopper starts to ask a question but the meeting of the villainous minds is interrupted...

A RESEARCHER, in full white HAZMAT SUIT, bursts into the observation room.

He's breathless--somewhere between excited and freaked out.

Brenner is not happy about the interruption. Before he can express his displeasure the Researcher blurts out:

RESEARCHER

We've got movement inside THE RIFT.

No further explanation is necessary. Brenner, Roman, and Hopper clear out of the room.

INT. HAWKINS LAB - GATE TO THE UPSIDE DOWN

RESEARCHERS, SOLDIERS, and SCIENTISTS, all in hazmat suits, have formed a semicircle around The Rift.

In the year since it opened, The Rift has grown. Individual tendrils twist in and out of each other, forming what looks like the membrane of a massive BRAIN.

We hear and see it PULSATE with WET SLITHERING SOUNDS.

Brenner, Roman, and Hopper enter the room. They're each appropriately suited up.

A section of The Rift RIPPLES. It BALLOONS OUT and SUCKS IN. Then it RIPPLES again.

The section STRETCHES. As it thins it REDDENS.

The darker outer tendrils stretch apart, revealing more of the reddish pink inner layer.

A LOW GROWL fills the room--so low-pitched we don't notice it at first.

The reddish pink inner membrane pulses, again, and again, and again.

It RIPS with a sickening shredding noise.

A beat. Two beats.

A human ARM thrusts through the rip.

The Soldiers raise their weapons.

BRENNER

Hold!

A NAKED MAN pushes through the rip. He slumps over onto the floor.

The Rift begins to knit back together.

What the hell?

The entire room holds their breath.

Brenner signals to TWO SOLDIERS.

BRENNER (CONT'D)

Stand him up, boys.

The Two Soldiers don't move quickly. They approach the Man slowly--without lowering their weapons. Not until they have to.

The Soldiers finally reach the man. They cautiously grip him under the arms. Once he's up, we finally see his face.

Brenner is stricken.

WE FLASHBACK...

A year ago - SAME ROOM - a LONE FIGURE in a yellow hazmat suit approaches The Rift.

A MECHANICAL TETHER, loaded with thick metal wire, whirrs. The tether is attached to the Figure's suit with a reinforced steel mount.

The Figure slides his hand through the outer membrane. It opens - SLIME drips.

Brenner watches from behind reinforced glass.

Nothing about this seems like a good idea. The FIGURE looks back at Brenner once more.

Brenner is impassive.

TIME JUMP - CONTINUOUS

FIGURE

There's something else, there's something else in here.

BRENNER

Reel him in! Reel him back in.

FIGURE

There's something else in here. Pull me out! Pull me out!

The tether whirrs, spinning in the opposite direction.

GROWLS and SNARLS and Wet SNAPPING NOISES fill the room.

The wire snaps TAUT. It's stuck.

More growling.

A SCREAM

The machine starts again.

The steel mount finally reels back in. That's all. JUST THE MOUNT. It's covered in dark blood.

THE PRESENT - CONTINUOUS

We recognize the Naked Man. It's the same Figure who DIED in the Upside Down a year ago.

Brenner recognizes him too.

BRENNER

Shepard?

INT. WHEELER FAMILY HOUSE - SAME DAY

Moving boxes are everywhere. Some are full, taped closed, and labeled. Others are open and ready. Some boxes are flat in pallets wrapped in plastic bands.

STEVE HARRINGTON - reformed mean boy - walks into the overcrowded, box filled, foyer. There's a sadness as he calls back:

STEVE

It's alright, I'm going out to get more boxes.

INT. WHEELER FAMILY ROOM - CONTINUOUS

We TRACK into the Wheeler's Family Room. More boxes and lots of items to be packed.

In the middle of it all are MIKE WHEELER and NANCY WHEELER. They share perplexed looks. The one thing they don't need is more boxes.

MIKE

(silently mouths)
He can't deal.

Nancy bumps her brother with her hip.

He's a classic kid-hero. She's the girl-next-door with hidden strength.

Mike goes back to wrapping things with tissue paper and bubble wrap. He hands a vase off to Nancy and she deftly packs it.

Mike gets progressively more antsy as the seconds tick past.

He's on the verge of erupting--we can see it.

MIKE (CONT'D)

We can't just leave!

Nancy keeps packing. She needs to do something with her hands.

NANCY

I don't want to go either, doofus.
I'm in high school. My emotions are volatile enough as it is.

She stops packing and WHACKS Mike on the arm for no reason.

MIKE

Ow! What was that for?

Nancy gestures as if to say: *See. Toldja.*

NANCY

We have to do this for mom. She can't handle it anymore. She's freaked out all the time, worried about whether or not we're safe.

(beat)

I get it now. Worrying does something to you. It wears you down. Mom is worse than Ms. Byers when Will was gone.

Mike looks down. He gets agitated all over again.

MIKE

I know. I know, okay? But my friends need me...

NANCY

It's one town over.

MIKE

That's too far, dammit. I don't have a car like your boyfriend
(grimaces in distaste)
Steve.

Nancy slaps the flaps of the box she's been packing closed.

NANCY

Stop saying his name like that.

MIKE

Like what? Ste-EVE.

NANCY

Yes, like you're some kind of squawking bird.

MIKE

Yeah well, yeah, totally sorry I insulted your *Skeksis*.

Nancy makes a noise in her throat that tells Mike he should run. He runs.

NANCY

I. WILL. Slice your head off.

Mike dashes around the coffee table. He holds his hands up in a defensive position.

Nancy gives chase.

They make a circuit around the table.

NANCY (CONT'D)

It's hard for me too.
Especially...especially after Barb.

Mike spins out of Nancy's grasp.

MIKE

I'm sorry Barb died. It sucks bad.
But El might still be trapped in
there.

Nancy finally gets ahold of Mike. She shakes him. She's a lot more gentle than we expected. She gets into her brother's face.

NANCY

It's been a year, Mike. Neither one
of them are coming back. They're
never coming back.

WHOOM. The TELEVISION SWITCHES ON. Mike and Nancy freeze. They turn cautiously toward the sound.

The TV cycles through several channels.

Nancy rushes over. She hits the power button with a THWACK.

The TV blinks to black.

Nancy sighs but Mike moves closer.

Nancy looks down.

NANCY (CONT'D)

My-ike...

She bends over.

We see what she's looking at. The TV plug is laying on the carpet--it's not plugged in.

Nancy stands up with the cord in hand.

Mike is stunned.

MIKE

Whoa.

The TV SWITCHES on again. Nancy jumps to the side. Mike moves in. He's silhouetted against the whitish-gray static.

The DIAL STARTS TO TURN. The TV cycles through several shows, a news report, and commercials. Finally it lands on a station.

Mike and Nancy silently watch as a brother and sister fight over breakfast.

The commercial ends when the TV siblings leap for the TOASTER, both grab the freshly toasted WAFFLE and yell:

"L'Eggo of my Eggo!"

Mike and Nancy turn to each other. There's no denying what just happened.

A CHESHIRE GRIN spreads across Mike's face.

Nancy puts one hand on her hip. She wags the TV plug in Mike's face.

NANCY

No.

END OF ACT THREE

ACT FOUR**EXT. BYERS FAMILY HOUSE - SAME DAY**

The house looks spruced up--a fresh coat of paint and a front wall with no holes in it has done wonders for the place.

From the edge of the property - We watch Joyce and Will pull into their driveway. Our view is obscured by leaves.

The SOUND has a liquid quality--as though our ears are stopped up.

Will gets out of the car first. We PAN slightly right--getting closer without leaving the cover of the leaves.

Joyce opens her door and grabs a couple of plastic shopping bags.

Will uses his key to open the front door.

We PAN right a bit more--creeping closer.

JOYCE

What're you guys gonna do? You're not playing in the woods, okay?

Will opens the door.

The FAMILY DOG comes bounding out. He's all over will.

WILL

We'll probably go to the arcade to play Dragon's Lair.

JOYCE

Keep a' extra quarter so you can call when you're done. I'll swing past and get you.

The dog goes rigid. It looks in our direction--starts BARKING ferociously. The dog runs down into the yard and keeps barking.

Will looks directly at us. If he sees us he doesn't react. His lack of reaction is actually scary.

Joyce grabs the dog by the collar and drags it back toward the house.

EXT. POLICE STATION - SAME DAY

Hopper is headed into the station. He stops when a black LIMOUSINE pulls up behind him.

Looking back, Hopper rolls his eyes. He raises his cigarette for one last puff.

Flicking the cigarette away he sets his shoulders and turns to get into the limousine.

INT. BLACK LIMOUSINE

Hopper settles himself on the back rear seat. He leans back and looks across at SOMEONE.

That someone is a woman, a formidable one. This is CHARLOTTE SATTLER - 74, blonde. Charlotte is what would happen if Blythe Danner was possessed by a dragon. You do not fuck with her.

HOPPER

How can I help you, Mrs. Sattler?

An arched eyebrow in response.

CHARLOTTE

Oh Jim, I require a great deal from you. I'll have my secretary send you a list.

Charlotte turns to the mini-bar. She pours a drink from a crystal decanter with grace.

CHARLOTTE (CONT'D)

I'd offer you a drink but you'll only say you're on duty.

Rather than offer Hopper the drink she puts it in his hands. He doesn't resist.

After pouring herself a drink Charlotte studies Hopper. Sip.

CHARLOTTE (CONT'D)

You seem better.

Hopper downs his entire glass.

HOPPER

I am. I'm better at fooling the casual observer. *Look at that. Hopper's been healed by the power of time.*

Charlotte flinches.

CHARLOTTE
I dislike that name.

HOPPER
That's precisely why I use it.
(beat)
Why'd you come looking for me?

CHARLOTTE
I hear you've rejoined the agency.

Hopper can't believe it. She has a way of getting to him. He plays the asshole hoping to get her worked up too.

HOPPER
Goddamn it, lady. Mata Hari ain't got shit on you.

CHARLOTTE
Jim?

HOPPER
Yeah?

CHARLOTTE
Shut the fuck up. Yes?

Shockingly Hopper does.

CHARLOTTE (CONT'D)
Did you or did you not?

A beat. Two beats. Hopper looks around fecklessly.

CHARLOTTE (CONT'D)
Answer me.

Hopper leans forward. He's suddenly intense.

HOPPER
Oh. I'm sorry, mom. I was lost in a complete state of shutting the fuck up.

Another arched brow from Charlotte.

HOPPER (CONT'D)
What do you want, mom?

CHARLOTTE

If you're strong enough to return
to your old life, perhaps you're
strong enough to take your place in
the company.

Hopper reaches for the door latch.

HOPPER

My old life... I'd need a time
machine to get back to any part of
a life that matters to me.

He opens the door and starts to get out. Pausing, he leaves
his mother with one last thought.

HOPPER (CONT'D)

I'm not going backwards. I've got
something else in mind. And I don't
want you coming to the rescue.

The limo door SLAMS shut.

EXT. OFFICES OF THE STARGAZER GAZETTE - ESTABLISHING

The newspaper's second floor office is above a Pharmacy. The
sign is ostentatious for such a small business.

INT. STARGAZER OFFICES

TIGHT on a paste up of a GHOSTBUSTERS ad for the local movie
theater.

SOUNDTRACK - The Smiths

We PULL OUT to see JONATHAN BYERS - 16, a lanky outsider with
something special about him. Jonathan is working at a paste
up desk. He's got his headphones on and is in a groove.

The office is well equipped with a small but expeditious
staff.

The Stargazer Gazette aspires to be a tabloid publication,
but not much goes on in Hawkins. Which makes the Stargazer
more of a local gossip 'zine. It remains in business because
it's funded by wealthy eccentric, MR. SPAULDING.

Jonathan senses someone looking over his shoulder. He turns.

Mr. Spaulding is standing there--much too close. He looks
like a business man but acts like a conspiracy theorist. He
basically telegraphs "weirdness" with every word he says.

Spaulding also looks familiar--we've seen him before.

Jonathan pulls his headphones off.

SPAULDING

You've been taking mighty fine pictures, Jonathan. Mighty fine.

JONATHAN

Thanks, Mr Spaulding.

SPAULDING

Did a real fine job with Phil Larson's garden gnomes. I told him they're inhabited by forest spirits but he doesn't have the knowing of things like we do.

Awkward...

Jonathan kind of nods. He's reconciled himself to dealing with Spaulding's weirdness for the joy of having his photos printed.

SPAULDING (CONT'D)

How's your mom?

JONATHAN

She's fine, sir.

SPAULDING

Is she?

Jonathan does the best he can with the conversation. He doesn't know whether to laugh or be annoyed.

JONATHAN

Still no story there, Mr. Spaulding.

SPAULDING

Well, be sure to tell me first if more news of those secret experiments bubbles up out of her.

Jonathan nods--bobblehead style.

JONATHAN

I'll definitely let you know if my mom bubbles up, sir.

Still awkward...

SPAULDING
I'm not talking about gas there,
son.

Wouldn't that be nice.

JONATHAN
Yes, sir. I wish you were sir.

A beat.

SPAULDING
Unless it's alien gases.

Jonathan silently prays this exchange will be over soon.

Spaulding pats Jonathan on the shoulder...for much too long.
A beat. Spaulding walks away.

Jonathan lowers his head.

JONATHAN
(mumbles)
All the news that's unfit to print.

Jonathan starts to put his headphones back on. An ELECTRIC
CRACKLE O.S. stops him.

He looks out the window. His second floor view is level with
the nearby ELECTRIC POLE.

POP. POP. The power lines spark a few times.

Jonathan stands. He waits. The power lines have gone quiet.

Bothered, but with nothing to go on, Jonathan puts his
headphones on and goes back to work.

We TRAVEL through the Stargazer Gazette window...

EXT. ELECTRIC POLE - CONTINUOUS

Five SLUGS have crawled onto the power lines. There's a
steady ELECTRIC HUM as they feed.

We TILT DOWN - scanning the street below. The black Camaro,
from the Mills driveway, roars past.

INT. HAWKINS HIGH SCHOOL - SAME DAY

It's a Saturday. The school is quiet...except we hear MUSIC.

The CUSTODIAN is making his rounds--cleaning here and there, refilling the toilet paper.

He has a SMALL RADIO on his cart. He's not a good dancer but he's committed.

We pass a CLASSROOM. Out of the corner of our eye we see someone sitting inside.

The Custodian pauses. Did he just see someone? He backs up.

Sure enough, there's A GIRL sitting in one of desks by the window. She's staring outside. We can't see her face.

Sunlight obscures our vision but we can make out a few details: medium length red hair, round shoulders...

The Custodian turns his radio off.

CUSTODIAN

Hello?

The Girl straightens.

CUSTODIAN (CONT'D)

It's Saturday. No classes.

Nothing.

Puzzled, the Custodian enters the classroom.

CUSTODIAN (CONT'D)

I like how quiet it is on the weekends too. You can slide like *Risky Business* in the halls...

He realizes he might've implicated himself. Not that the girl has responded at all.

A few steps closer.

CUSTODIAN (CONT'D)

Not that I've had any prostitutes in here. They've all been real nice ladies.

He abruptly stops talking. He's implicated himself even more.

CUSTODIAN (CONT'D)

What I'm saying is, you can't be here today. It's not allowed unless there's an event.

No answer. The girl doesn't make a move. It's baffling.

The Custodian snaps his fingers.

CUSTODIAN (CONT'D)
(to himself)
Maybe she's deaf.

He walks into clear view of her peripheral vision and waves.
Nothing...

...but WE'RE STARTING TO RECOGNIZE HER.

Giving up on the pretense of keeping a mannerly distance, the
Custodian walks over and taps the Girl's arm.

CUSTODIAN (CONT'D)
I'm sorry, but you shouldn't be
here today.

The Girl finally stirs. She turns slow--like a mannequin.

We do know her. It's BARB.

But it's not the Barb we know, the one who DIED in the Upside
Down. This one is DAMP and WAXY. Her eyes have an unnatural
iridescent sheen.

The Custodian is right. She really shouldn't be here.

END OF ACT FOUR

ACT FIVE**EXT. KERLEY ROAD - ROADSIDE - SAME DAY**

Through a REARVIEW MIRROR - We see both Billy's impatient face and Chief Hopper approaching from his jeep.

Hopper puts his hand on the top of Billy's black Camaro and leans into the driver side window.

HOPPER

Damn, Billy, you been driving laps around town or what?

BILLY

(turning on the charm)
What.

Hopper gives him one of those looks that says: *Don't test me.* He's amused but not that much.

HOPPER

You weren't speeding but I can tell you're working up to it.

Billy leans back in his seat--frustrated but hiding it.

Hopper gives him a second look, realizing there's something going on with Billy that he hadn't noticed before. Hopper tries again.

HOPPER (CONT'D)

What's on your mind, billy badass?

Billy considers being honest but emotion isn't his thing.

BILLY

I'm looking for girls.

That line comes with such a shit eating grin, the Chief has to respond in kind.

HOPPER

I don't think we're going to get along, Billy.

BILLY

Why's that, Chief?

HOPPER

You're fucking charming. Which I know is a big red flashing warning.

(MORE)

HOPPER (CONT'D)
I know that because I'm fucking
charming too.

Hopper smiles--it's not pretty. Hopper taps the roof of the Camaro.

HOPPER (CONT'D)
Slow down.

He starts back toward his jeep.

Billy watches Hopper in the REARVIEW MIRROR. He grips his steering wheel. The Chief is almost to his car.

Billy leans out of his window.

BILLY
Hop.

Hopper stops and turns.

HOPPER
Did you just call me...Hop?

BILLY
The girl I'm looking for...it's my
mom.

EXT. THE POLICE STATION - SAME

Steve gets out of the driver side of his car. He walks around to the passenger side and opens the door.

Nancy gets out. She marches toward the Police Station. She stops. Her face works for a second. She turns around and goes back.

Steve is concerned.

Nancy leans back against his car.

Steve rests one of his arms on the roof of the car--cushioning Nancy's head. He entwines the fingers of the other hand with hers.

STEVE
You going in to see her?

Nancy looks at him. She leans in--resting her head on his chest.

NANCY

They said she was dead. They saw the body. Not just Mike's friend, Eleven, but Mrs. Byers and the Chief.

Steve doesn't have an answer. He wraps both arms around Nancy and pulls her close.

EXT. CASTLE BYERS - SAME - ESTABLISHING

Will's FORT, which he calls Castle Byers, is an arrangement of well placed sticks, the American flag, and three hand-painted signs that read:

CASTLE BYERS

HOME OF WILL THE WISE

ALL FRIENDS WELCOME

INT. CASTLE BYERS

Will's drawings and a lumpy mattress are the main decoration in Castle Byers. Three backpacks are scattered, along with soda cans.

Will, Mike, and Lucas sit in a circle. Lucas looks around.

LUCAS

Curumo - it's a good password. How come you never brought us here before?

WILL

This is where I go when you guys aren't around.

Lucas nods. Then he looks puzzled.

MIKE

Are you okay? Not "talking to parents" okay but for real okay?

WILL

Getting better. We need to go soon. My mom doesn't want us in the woods.

MIKE

Where's Dustin?

They hear the sound of LEAVES CRUNCHING. Lucas gets up to look outside.

We see Dustin walking his bike in our direction.

INT. CASTLE BYERS - MOMENTS LATER

Dustin settles in--completing the circle.

DUSTIN

Curumo, huh? Nice password. Oh, guys, I have to tell you about this book.

LUCAS

Shhh, it's decision making time. Tell us after.

Dustin acquiesces.

DUSTIN

Sure. Just don't forget.

MIKE

Alright, where do we wanna go?

LUCAS

We could go to the arcade.

Dustin likes that idea.

DUSTIN

They got Tetris now an' I totally kick ass at it.

Lucas rolls his eyes.

LUCAS

Boring. Why would you pay a quarter to put a puzzle together. My gran-gran would let you help her for free.

DUSTIN

It's a game of strategy. You just wanna shoot the shit outta everything. Either way, the arcade has pizza. We need pizza. And I could show you guys this--

Dustin digs in his backpack. He pulls the MKULTRA BOOK halfway out--

WILL
Yeah. I wanna play Dragon's Lair.

LUCAS
Yeah.

Dustin throws his hands up.

Mike is weirdly silent.

WILL
What about the movies?

DUSTIN
Do we have enough copper and
silver?

OVERHEAD VIEW - All four boys hold out their hands. Each has a variation of dollar bills and coins...which all add up to: Broke.

DUSTIN (CONT'D)
We could start a new campaign at
Mike's.

LUCAS
(shakes his head
vehemently)
I don't want to.

DUSTIN
(incredulous)
Why not?

Lucas is still shaking his head.

LUCAS
Because Mike is leaving. That's
why. C'mon.

Dustin and Will both sigh. Mike looks away.

DUSTIN
Damn, man. Why'd you have to bring
that up?

LUCAS
Because it's true. You think
ignoring it will make it go poof?
Like spell casting.

DUSTIN

Alright already. Fine. That just proves we have to make our time before winter break epic.

ALL FOUR

EPIC!

They give each other high fives.

Their smiles fade. An awkward silence descends.

A beat. Two beats.

Even in the awkward silence Mike is too quiet. They all notice it.

WILL

What do you think, Mike?

Mike looks into each of his friends' faces. He looks down. After a beat he looks up. He's a bit frantic so we know something is on his mind.

MIKE

Don't freak out, you guys. Got it?

LUCAS

Yeah. When do we ever freak out?

They all look at Lucas. Lucas defends himself.

LUCAS (CONT'D)

That's only about the stuff that matters. Like the safety of the party, traitors, and Dustin nabbing the last Chips Ahoy. I've got good reasons.

Truth. No denying it.

DUSTIN

He does only freak out on matters of defense. He can be forgiven.

Everyone's attention turns back to Mike. A beat.

MIKE

Earlier today my TV landed on an Eggo commercial.

He waits for a reaction.

DUSTIN

And...?

LUCAS

So?

WILL

Did something weird happen?

MIKE

Yeah, something weird. It wasn't plugged in. Nowhere near the socket. And it did it twice.

DUSTIN

Whoa.

MIKE

Right.

They each take a moment to think about what Mike's freaky TV experience might mean.

MIKE (CONT'D)

Me and Nancy were talking about El when it happened. It's gotta be a sign.

Will takes a pull on his new INHALER. The action is louder than anything he could say.

Mike looks at Will meaningfully.

MIKE (CONT'D)

Right!

LUCAS

What are you saying? You think--?

MIKE

I'm saying the party is supposed to protect our world. But we're failing because we don't take care of our own.

The other three look guilty.

MIKE (CONT'D)

Not Will or El. Not Barb. That's why my mom is scared.

Mike gets up and starts pacing.

MIKE (CONT'D)

Hawkins isn't safe for anyone. What are we doing? We're supposed to be protectors.

Dustin stands.

DUSTIN

He means a quest. We're embarking on a quest.

Lucas and Will stand up too. All four close the circle. Stepping in, they speak low--conspiratorially.

MIKE

Here's what we do. We find a healing elixir for Will the Wise,

They wait for agreement from Will. He takes another pull on his inhaler. He nods.

MIKE (CONT'D)

Then we rescue the lost knight. And then we close the goddamn gate. That's our quest, we turn Hawkins into a haven.

INT. POLICE STATION - SAME

We FOLLOW Nancy and Steve as they walk into the station.

There's a lot of activity--all centered around one person.

Barb is in the middle of the frenzy. She's wrapped in a blanket and is being repeatedly hugged by her mother, MRS. HOLLAND. MR. HOLLAND keeps wiping tears from his eyes.

Flo crosses the room to bring Barb a steaming mug.

The Chief is leaning against the window, watching and waiting, like he's ready to go into action at any sign of the paranormal.

Mrs. Holland sees Nancy. She rushes over. Nancy gets pulled into a crushing hug.

MRS. HOLLAND

Oh Nancy, our girl came back.

We REVERSE to look at Nancy's face--the fact Barb is back is exactly what she's afraid of.

EXT. THE WOODS SURROUNDING CASTLE BYERS - SAME

The sound of the Boys' ARGUMENT is faint, distant.

We move between the trees, never losing sight of Castle Byers. Our breaths are heavy.

We CREEP CLOSER.

EXT. CASTLE BYERS - CONTINUOUS

Mike pushes through the curtain hanging over the entryway. He walks a few feet away. The others are on his heels.

LUCAS

Are you out of your mind? The last time we went up against Hawkins Lab we almost got demolished. El saved our asses.

Mike spins around to face them.

MIKE

Duh, Lucas. That's why we have to find her first.

DUSTIN

People died. It might not be on the news but we know it happened.

WILL

The rule of the party is no one gets left for dead.

MIKE

That's what I'm saying. We all know Will is sick and we haven't done anything to help him. We keep acting like the world is gonna fix itself. Plus...

We **FLASHBACK** to the moment Will made a promise to Eleven, back at Hawkins Middle School: No more bad men, a mom to take care of you, a bed of your own, all the Eggos you can eat.

MIKE (CONT'D)

...El is my family. I promised her... I promised.

(beat)

I can't leave without her.

PHOOM! Mike gets HIT WITH A PROJECTILE. It bursts on his shoulder.

PHOOM. PHOOM. PHOOM. Will, Dustin, and Lucas all take direct hits. GREEN SLIME spatters them.

They all run for cover. The BARRAGE CONTINUES. They barely have time to regroup, much less launch an offensive.

Their attacker FLIPS down off a tree branch.

Lucas runs inside Castle Byers.

The attack stops as suddenly as it started. That's when the LAUGHTER begins. It's a good laugh--high pitched yet husky at the same time.

Dustin's hands are up to shield his face. He peeks through his fingers.

Mike and Will peer out from behind Castle Byers.

Lucas comes out of the fort with his yellow WRIST ROCKET slingshot in hand.

MAX is falling all over herself laughing.

She looks like a commando in her Army surplus jacket and combat boots.

The sleeve of her jacket is pushed back and we can see she has a CONTRAPTION strapped to her wrist. It looks like a tiny potato gun, with a CLEAR TUBE that goes up her sleeve. The tube is filled with green SEEDLESS GRAPES.

MAX

It's just grapes.

Max holds up her wrist and waves it so they can see her Grape Shooter clearly.

Will takes another pull on his inhaler.

All four Boys are stunned. They slowly move to stand together.

Max walks over to them.

Dustin gawks at her--mouth wide open.

Max gives him a once over.

MAX (CONT'D)

Who decked you?

Dustin recovers.

DUSTIN

No, no, no, my front teeth aren't missing. I have a condition called Cleidocranial dysplasia. They're coming in.

Max takes a moment to process. The other boys crowd in around her--she's either an Alien or their own private Ripley. They can't decide.

Max brightens. She leans in to look Dustin directly in the mouth.

MAX

Rad.

...and she wins Dustin's heart.

MAX (CONT'D)

I heard you guys talking about your friend. She sounds like a Jedi.

MIKE

That's what I said.

Lucas gives Mike a look: 'Really?' Mike shrugs.

LUCAS

(to Max)

Who the hell are you?

Max is undaunted.

MAX

I'm Max.

LUCAS

More like Mad Max.

MAX

(ignoring Lucas)

I just moved here from Beverly Hills.

MIKE

Why?

Max shrugs.

MAX

Family issues. I've got a lot of 'em.

As if on cue, Mills steps out of the trees. He stops.

Mills doesn't move, doesn't speak. He only STARES AT WILL.

INT. POLICE STATION - CONTINUOUS

Mrs. Holland lets Nancy go and goes back to Barb.

Steve moves in close, behind Nancy.

Barb turns her head without moving her body. It's eerie. She looks at Nancy.

BARB

Nancy. I promised...I said I'd be
your guardian.

Nancy looks at Steve. What in the hell? This can't be good.

EXT. CASTLE BYERS - CONTINUOUS

STORM CLOUDS roll in overhead. The woods darken.

Will, Mike, Dustin, Lucas, and Max look over at Mills.

Mills continues to stare at Will.

Will moves behind Lucas.

MAX

And there's one of my issues.
That's my dad.

THUNDER booms. A crack of lightning.

Mills takes a few plodding steps forward.

Will disappears behind Lucas.

Mills begins to breathe heavy.

MAX (CONT'D)

What's up, Ackroyd?

No answer. A beat.

Mills' JAW UNHINGES. His entire FACE ELONGATES as he lets out a HORRIFIC SCREECH.

MAX (CONT'D)

That's not my dad. That's not my
dad!

All five kids RUN--leaving their bikes behind.

Thunder rolls. Lightning cracks.

A HARD RAIN falls. The woods get darker.

Mud and slippery leaves make it harder to run. The kids keep moving...

...but Mills is fast--unnaturally fast.

He's nearly on them.

Will falls. The other boys and Max go back to get him.

There's no time to get away. They're gonna die. They know it.

They back away...

Will FLASHES BACK. He hears Lucas and Dustin's voices.

LUCAS (V.O.)
Fireball him!

DUSTIN (V.O.)
Fireball the son of a bitch.

Will concentrates. His EYES SPARK--ember bright, like the edges of burning paper.

The spark in Will's eyes blinks out so fast we almost miss it--the rain seems to douse the flames. Will's nose starts to bleed. The blood mixes with the rain and runs down his face.

All five kids huddle together. This is it. This is the end.

Mills creeps towards them. He looms. His fiendish eyes focus on Will.

We hear a ROAR somewhere behind us. IT'S A SOUND WE RECOGNIZE--that's a very bad sign.

The kids turn--slowly.

There's A PALE MISSHAPEN FIGURE standing behind us. Its long arms end in claws. It doesn't have a face.

Oh shit! It's the DEMOGORGON - the monster from season one who kidnapped Will and killed Barb.

The Demogorgon storms towards us. We're dead. They're dead. Everyone is dead.

Water sluices off the Demogorgon as it charges past the Kids.

The two monsters face off. The Demogorgon towers over Mills.

The Demogorgon unleashes a heart stopping ROAR directly into Mills' face.

Mills SCREECHES back.

The Demogorgon takes a SWIPE at Mills--so fast it blurs our vision. Its claws slice, leaving pink gelatinous gashes across Mills' face.

The kids try to run again. They slip and slide on mud and leaves.

That's when THEY SEE HER--standing in the rain as though she never left.

It's ELEVEN.

MIKE

El!

The Boys are shocked. They run to El anyway.

Max can't stop watching the fight between the Demogorgon and THE THING she thought was her father.

The two monsters get dangerously close to TRAMPLING Max.

Lucas runs to Max. He grabs her under the arms and drags her back to the group.

Once they're all together again, El steps in front of her friends.

The Thing gets sliced by the Demogorgon again and again.

The Thing reels backward.

It screeches one last time and lopes back the way it came.

The Demogorgon turns toward us. Holy freaking shit.

The kids scatter.

El calls out to them.

ELEVEN

It's okay. Friend. All friends.

CUE CLOSING THEME and TITLES.

END OF EPISODE