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Halloweentown II: Kalabar's Revenge

By Jon Cooksey

(Marnie) Two years ago.
Before I even knew I was a witch.
That was the last time
I was in Halloweentown.
My mom Gwen.
My grandma Aggie. My sister Sophie
and my brother Dylan and I
all had to join together
and use the power of the Cromwell
witch family to defeat Kalabar.
An evil warlock who's had a thing
for my mother since they were teenagers.
Halloweentown
was always a happy place
where creatures of different sizes
and shapes and species...
some of them downright weird...
could live apart from the real world
in peace and harmony.
So. After we saved Halloweentown.
Grandma decided
to leave her comfy house there
and live with our family
in the mortal world.
Now it's Halloween night again.
The only night we can pass freely
between Halloweentown and our world.
I'm thinking about Halloweentown.
I wonder how it's changed.
Grandma says things in Halloweentown
are always changing.
I know nothing has changed at our house.
Mom and Grandma are fighting again.
(female computer voice)
What's going on at your party?
Ehh... I'm avoiding it.
Why?
What's the matter?
(Sophie) Marnie,
Grandma wants you to come down.
([music] rock)
One per customer, please.
Yes, we have hats for everybody.
Everybody, now, don't...

Don't fight. No fighting.
Witches don't fight.
Oh, now, if you're going to be
real witches and warlocks,
we need brooms, too, right?
Here we go.
Ooh! Magic, magic, brooms, brooms.
There you are, dear.
You got here just at the
right time, Marnie.
Now, perhaps you'd like
to take our little partygoers
for a little spin around the house.
Grandma, I don't think
this is a very good idea.
What? Oh, fiddle.
I can't let your mother
spoil my fun every day of the year.
- Mother.
- Oh, hello, dear.
I spend all of my time
trying to keep you
from turning my own daughters
against me.
Now you're gonna corrupt
all the children in the neighborhood.
Mom, we're not turning against you.
My dear, if you want to reject your
heritage, that's your business,
but someone has to take my place
as head of the Cromwell line,
and I know Marnie is just the stuff.
Or me.
I'd be good, too.
- That's right. That's right.
- All right, dress-up's over.
We've got bobbing for apples
right over there.
- (children groaning)
- Oh, yes, it's fun. It's fun. Go play.
Well, I hope you're happy.
Oh, ecstatic.
I'll take Grandma.
(woman) Hey. Gort. Are you home?

- (gruff voice) What do you want?
- Hi. Gort.
I'm asking everyone for a small donation
for the Halloweentown school.
Forget it. Astrid.
I don't give to charity.
Astrid, you're forever the optimist.
That's Gort, right?
He's the one who steals the socks?
Oh, he doesn't steal them.
He's more like a junk magnet.
Everything in the
universe that gets lost...
that other sock,
the last piece of the jigsaw puzzle,
the earring you put down
for just a second...
they all end up in Gort's front yard.
Not that he's willing
to part with any of it.
(jingling sound)
(Sophie) Oh, look, there's Benny.
Why don't you go back to Halloweentown
tonight while the portal's open?
I know you miss Astrid and Benny
and all your friends there.
(chuckles)
After a year away,
going back for just a few hours...
is harder than not going back at all.
No, I'll just wait till next Halloween,
and then I can take Marnie for the year.
But won't a year in Halloweentown
feel like 100 years to her?
Oh, becoming the head of the Cromwell
witches takes commitment, Sophie.
She can't live in both worlds.
She has to choose.
Ohh, look, look, look.
There's Luke.
Oh, he's becoming a fine young goblin,
hasn't he?
Look, look. H...
- What's the matter, dear?

- Somebody's coming.

Who?

I don't know.

- Come on.

- Well, I... I...

Do you think it could be someone...

I didn't invite anyo...

Come on, Grandma. Hide.

And do the thingy with your door.

It's not supposed to be there

when we have guests.

Ohh, your mother's rules.

- Mom.

- What?

I... I'm not turning against you.

I love you.

But I'm a witch.

I can't just not be.

I'm sorry that I got mad at you.

It's just so frustrating.

I want you to learn what I know, too.

Magic can give you

whatever you wish for,

but nothing's worth anything

if you can get it just by wishing.

- That's what your dad taught me.

- But I don't use magic for everything.

I don't use it on tests.

All right.

There was that one algebra test...

Marnie, you can't pick and choose.

If you go to Halloweentown for a year,

that's gonna become your life.

You're a stranger

in this world after that.

Knock, knock.

The bomb.

I hope I'm not interrupting anything.

Dad, I found 'em.

Hi, I'm Alex.

This is my son Cal.

We just moved in down the street,

and we heard about your party.

Oh, well, welcome to

the neighborhood. I'm
Gwen, and this is my daughter Marnie.
Hi.
If all witches were as pretty as you,
they'd have a better reputation.
Oh. Thanks.
Can I put those in the freezer for you?
Whatever you want.
They're for you. Uh, for the party.
I hope you like lime.
Green's my favorite color.
OK.
Is the rest of your family coming, too?
Oh, it's just me and Cal.
Oh. Well, lime is good.
- Good.
- I've got some scoops over here.
(Alex) Let me help you.
(whispers) Rrarr!
That's Cindy.
Yeah.
Well, it's a little crowded in here.
You wanna give me a tour?
Sure.
Let's go this way.
This is it.
- So, um, when did you move in?
- Just tonight, actually.
Really? And your dad let you come
to our party? Don't you have to unpack?
No. My dad doesn't waste his breath
on stuff like that.
He lets me figure it out myself.
Uh, so has anyone
asked you to go with them
to the costume party at the high school?
Why?
Did you want to ask me?
Well, that depends on whether or not
that would be ridiculous.
Dylan, you're not even
wearing a costume.
Oh. Well, I'm not really into
the whole Halloween thing.

But that's the whole point of the party.
Most disgusting costume wins a prize
after the unmasking at midnight.

- Might that prize be a kiss?

- That's disgusting.

(laughs)

(Marnie) When we moved in last year,
I finally got my own room.

- Huh.

- What?

Oh, I don't know. It's just,
usually people's rooms look like 'em.
Yours doesn't.

What do you mean?

Well, you strike me as unconventional,
but in a good way.

Yeah, well, my room is kind of ordinary.
My mom likes ordinary, I guess.

Oh, she's the boss, huh?

Well, there is my grandma's room.

Why?

What's hers like?

I'll show you.

Was that there before?

Shh.

This is a secret.

Wow.

This is so cool.

Does she do it like
this every Halloween?

She's very into the whole witch thing.

Um, stories, I mean, about witches.

(Cal) Yeah, I guess so.

"Hair of werewolf."

- This must not be easy to get.

- It wasn't, believe m...

Um, I mean, in the old
days of fairy tales.

Oh. So you know about
this witch stuff, too.

- A little.

- Do you know any magic spells?

Well, sure,
but they're pretend ones, of course.

See, there are common spells
that every witch knows...
I mean, supposedly...
and then there are the
really secret ones
that are only known
to the witch who made them up.
Or warlock.
That's what male witches
are called, right? Warlocks?
So you've been doing some reading, too.
Just movies and stuff,
but they're not really that educational.
Well, Grandma feels like
witches are misunderstood,
so she likes to teach us about them.
Whoa. Is that supposed
to be a book of spells?
No.
I mean...
yes, that's what it's supposed to be.
But you can't touch it.
Oh, come on.
It's just pretend, right?
Well, sure, but it's still
my grandma's stuff,
and we really shouldn't be in here
when she's not here, so I...
OK.
- So, you like ice cream?
- Sure.
All right.
- Oh, thanks.
- Do you want some, son?
Actually,
I think I'm gonna head home, Dad.
I think I'll stay around here
and help out... If that's OK.
Oh, I never turn down help.
Hey, Marnie, I'm not enrolled yet,
but I hear there's this really big
costume party at the high school.
I figured if my costume's good enough,
maybe I could crash it.

Well, let's see. If you went
with a student who is enrolled,
then maybe you wouldn't
have to crash it.
Pick you up in an hour?
Yeah, sure.
(whispers) Yes!
Meeting you is everything
I hoped it would be.
I don't see anyone.
(reciting spell)
- And one for you.
- Ooh.
And one for you, and...
Where's mine?
It's empty.
Well, dear, it's always empty.
That's why it's magic
when we pull things out of it.
Grandma, there's nothing in there,
not even by magic.
Well, that's impossible.
Oh. Oh, well, I'm sorry, kids.
I guess... I guess that is all there is.
Just my luck.
Well, I can't...
I've had this for centuries.
It's never been empty before.
- Empty?
- Well, it's no wonder.
Every day for two years, pulling
out bat games, dancing skeletons,
enchanted toads,
back issues of Magic Monthly...
And, hey, let's not forget the ogre
with the flatulence problem.
Stinky.
I miss him.
It just can't run out. It's connected
to my house back in Halloweentown
with all my charms and all my spells.
Oh, perhaps I should just
pop back up to Halloweentown,
just... just to look at my house.

Can I go?

Can I go?

Oh, forget it, Sophie.

Mom already put the big foot down.

None of us can go.

Well, perhaps if I said that I need your help with a technical problem.

I'll get my coat.

This'll never work.

Oh, no, let me do the talking, dear.

I'll use my utmost powers of persuasion.

(chuckles)

It'll work.

And here I thought we were going to avoid the annual family meltdown.

Ha.

...what we're made of,

do you know what I mean?

I do. Just the other day...

Honey, I'm taking the girls out for a little while. Is that all right?

Sure, Mom.

Just make sure...

Wait.

Out where?

Oh, just home.

We'll be back in a jiffy.

Oh, how do you do?

I'm Aggie, Gwen's mother.

Nice to meet you.

- I'm Alex.

- Mother...

Marnie's going to be staying with me for a whole year after she gets out of high school.

Isn't that fabulous?

How lucky for her.

Yes, and Sophie is

going to stay with me.

Mom!

Sweetheart, it's your bedtime. Why don't you go upstairs and start getting ready?

We'll be back soon, Mom.

Don't worry.

OK?

You see?

Your mother can be reasonable.

We should have a stranger there
for all our family discussions.

If she wants to check on us, you tell
her to call me on my head phone.

You mean cell phone.

- Head phone.

- Ew!

What good are those things?

Well, they're a little bit
like your walkie-talkies...

(whispers) Except they work like magic.

(Aggie's voice)

Except they work like magic.

Ohh!

They can even be used to communicate
between the mortal world
and Halloweentown.

I invented them myself.

Aren't they cute?

Anyway, it probably won't be a problem,
because you know we're gonna
be home before midnight.

We'll be back in an hour,
because I have a date.

And I've never understood
why you bother with that Internet thing
when my witch's glass can show you
anything you want to know.

Wait. Isn't this where
the bus stop's supposed to be?

Oh, yes. Oh, Arnold must have forgot
to put the thing out again.

I swear, that man would lose his head if
his wife didn't put it in his lunchbox.

(laughs) Well... I'll summon the bus.

- Good.

- Ahem.

Gestum ex alius mundus

nos te appello ut adduco domus!

- Didn't I say it right?

- Try it again with more feeling.

OK. Ahem.

Gestum ex alius mundus

nos te appello ut adduco domus!

Well, I guess we'll just have to
call up the portal ourselves.

(both) From the mortal world

depart we now,

on this, the night, All Hallow's Eve,
back into Halloweentown.

Through the portal we take our leave.

Four hours till midnight.

We'll be back in plenty of time.

Has anyone ever told you

you have the most beautiful green eyes?

They're like two lily pads

floating on a crystal-clear lake.

Look, I don't want to be too forward,

but would you consider being my date

for the costume party?

- At the high school?

- Yeah.

That's just for the students.

Oh, I'm sure they can

always use more chaperones.

Hey, it'll give me an excuse

to see you again.

Well, I don't even have a costume.

Oh, that's all right. Cal's got

loads of stuff back at the house.

I'm sure we can find you something.

All right. Sure.

I'd like that.

Great.

Well... till then.

Till then.

I was just curious.

- Thanks for stopping by.

- (Croaks)

(croaking)

Same to you.

(croaking)

Oh, it feels so good to be back.

Sophie was right.

I needed to come home.

I've been missing my friends terribly.
Where's the big jack-o'-lantern?
Is this some kind of joke?
(Aggie) As goes the jack-o'-lantern,
so goes Halloweentown.
Grandma, what's happened?
Everything's kind of gray and boring.
Not just everything.
Everybody.
Wait, please.
Could you tell me what's happening here?
I would just like...
Astrid, is that you?
I'm Astrid.
Astrid, what's happened to you?
What do you mean?
Well, I mean, you're turning gray
and your bell-bottoms are gone.
And your shoes. Ooh!
These are very comfortable.
Sensible shoes are important.
I think I'll buy some more.
Ohh, Astrid.
Oh, excuse me.
I was talking.
Whatever.
Oh, I hate that word.
Wait a minute.
Dear...
Do I know you?
Duh.
It can't be. Luke?
Yeah.
But you look just like you did
when Kalabar put that spell on you
and turned you human.
Whatever.
Would you stop that?
Look, what is going on?
- Why are you turning gray?
- Everybody's doing it.
- That's not what I mean.
- It's the spell, dear.
A spell? You think someone

put a spell on all of Halloweentown?

- How could they do that?

- I'm not sure.

But the spell seems to be turning
the creatures not only gray,
but once it progresses far enough,
into humans.

Come on, Grandma.

Humans aren't this boring.

No.

I should say this is the caricature
of humans in Halloweentown,
just as humans make fun of us
from the mortal world at Halloween.
But who would cast a spell like this?

I don't know,

but someone is destroying my home.

OK, let's not get upset.

Undoing spells isn't that hard, right?

You just say 'em backwards.

I remember... I remember something
from my spell book. It was a spell...
Well, I haven't looked at it in years,
but it was similar to this.

Well, great. Then maybe
the spell in your book can cure it.

It's worth a try.

Dylan? Dylan?

Oh, Dylan.

Are you there?

Can you hear me?

Dylan, will you please answer this?

Dylan. Can you hear me?

Dylan. Are you there?

Dylan. Will you please answer me?

All right, I hear you.

What do you want?

I want you to go into my room
and read me a spell out of my book.

Grandma, I'm busy.

Oh! Oh...

Just do it, Dylan,
or I'll spam your diary
all over the Net.

You don't know my password.
Wanna bet, Iron Buns?
Shh. OK, I'll do it.
(chuckles) Iron Buns.
I should have been allowed to go, too.
Yeah.
Just open the door.
We're in.
Oh!
Gotcha.
Look, just find the
spell book, all right?
It's not here.
What do you mean. It's not there?
It should be on the table.
- Well, it's not.
- It has to be.
Maybe Grandma misplaced it.
Dylan, it's huge.
How's she gonna "misplace" it?
- She misplaced the ogre.
- Stinky liked playing hide and seek.
Someone must have taken it.
Did any of you go to my room
since I came down to the party?
- Not me.
- Not me.
Um, well, I was, for a few minutes.
Well, did someone go in with you?
Just this boy I met - Cal...
but he couldn't have taken it,
'cause I was with him the whole time.
He must be the one I felt coming.
He stole it, Grandma.
It could have been somebody else.
I mean,
we've been gone for almost an hour.
Well, only you, Grandma and Sophie
know the spell to get in.
Children, you seal my room.
I'm going to go back and have a talk
with Marnie's new friend.
He wouldn't steal anything, Grandma.
He's really sweet.

Perhaps, but for the moment,
he's our only suspect.

Mm.

(both)

From Halloweentown depart we now,
on this, the night, All Hallow's Eve,
back into the mortal world.

Through the portal we take our leave.
The... the portal won't open.

Oh, it's just as I feared.

Whoever cast this Gray Spell
knew it would affect my suitcase
and knew we'd come to investigate.

It was a trap.

(Cal) Very good, Aggie.

You're keeping up nicely.

Cal?

Over here.

Cal?

You cast the spell on Halloweentown?
Just the way it was written in Aggie's
little spell book. You naughty girl.
I knew it seemed familiar.
But... But then you'd have to be a w...

A warlock?

Sweet, huh?

So then that whole thing...
your so-called dad,
the tour of the house -
it was just to get the book.

No, I could have stolen
the book anytime.

See, I wanted you to show it to me
because you felt something between us,
and you did.

- You tricked me.

- Ha. You'll get over it.

And, hey, I still need a date
to the costume party.

Forget the party.

I wanna know why...

- Kalabar.

- What did you say, dear?

The rose.

You always did let
your magic do the talking.
I should have known
when he gave me the rose.
Cal.

You're Kalabar's son.
And I guess I inherited my father's
attraction to Cromwell witches.
I didn't know Kalabar had a child.
He didn't want people to know.
Dad and I didn't always agree, but he
was the only one that stood in the way
of the Cromwells' domination
of Halloweentown.

Oh, that's absurd.
The Cromwells dominate no one.
Then why'd you let the mortals
take charge of the earth
while we had to hide like rats
in another dimension?
Oh, we all voted to create our own world
so everyone could live in peace.
And when my father tried to bring
the creatures of Halloweentown
back as rulers of the human race,
you Cromwells
brought everyone against him,
and then you destroyed him!
So that's what this is about - revenge.
Just say the word,
and I'll open up the portal.

Say what word?
Stop doing everything
your mama tells you,
and I can show you things that Aggie
could not teach you in a million years.

Ha!
I'm not interested in
your kind of magic.
All you do is destroy.
Oh, the Gray Spell
is just the first act, Marnie.
The finale will come at midnight
in the mortal world.

- What finale?

- Join me and find out.

No way.

Well, you think about it, and, uh...

Catch ya later.

I'm sorry, Grandma.

I really blew it.

We all make mistakes, dear,

but don't worry about it.

We'll show Cal the Cromwells

are not so easily beaten.

But how?

I mean, we're trapped here,

and... he's got your spell book.

Well, I still have a few

tricks up my sleeve.

(whistles)

First we have to get back to my house.

Oh, thank goodness.

The taxicab is still working.

Oh, now, on the way, you can call

your brother and give him an update

while we find a way

to break this accursed spell.

- Hmm?

- OK.

- Benny?

- Wow! Ahh...

Need a ride?

Uh, Grandma, I think it's Benny.

(Marnie) Can you drive

any faster, Benny?

(Aggie) Relax, Marnie.

We've arrived.

Wow. Turning gray sure has made you

a careful driver, Benny.

- Have we met?

- Ohh...

Well, yeah, but the last time,

you were just skin and bones,

except for the skin.

Thank you for the ride, dear.

We're in something of a hurry.

Come on, children, let's get inside.

What do you think
Cal's going to do to the mortal world?
Well, he clearly shares
his father's hatred of humans,
but if he's willing
to break the Code of Merlin,
which forbids stealing
the spells of another,
then I think that we can safely assume
that he's capable of anything.
Now no more talk until we're inside,
and even if he's still eavesdropping,
he won't be able to hear us in my house.
I hope the Gray Spell
hasn't changed an...
(gasp)... anything. Ohh.
I like what you've done with the place.
I can't believe Cal did this
with a spell out of your book.
We'll never undo it.
Oh, I'd agree with you, dear,
if there was only one copy
of my spell book.
But what he doesn't
know is there are two.
Two?
They're matched sets,
two complete copies.
I took the one I usually use
to the mortal world with me,
and the other one is still here.
Someplace.
- Well, then, let's look for it.
- Oh, let's. Let's.
- (high-pitched voice) OK, yes.
- (High-pitched voice) Is it in there?
No. Excuse me. Excu...
OK. Uh, no...
OK, maybe...
Oh, this is it. No. Aah!
(normal voice)
You can help out, you know.
- I'm kinda hungry.
- Ohh!

I wonder if there's anything
to eat around here.

(both. High-pitched voices) Oh!

Maybe it's in here.

Maybe it's in here.

It's gotta be here.

I know it is.

(normal voice) It's not here.

(sighs)

- How about that one?

- No, that's not it. That's too small.

- How about this? This?

- It's just a big... it's a big book.

- No. OK.

- Oh, my goodness.

Then some of these.

Here, here. I know. Here. This is it.

We can't find it.

Grandma, we can't just give up.

There's gotta be something

we haven't thought of, right?

I mean, something to get us out

of this trap, a spell or...

(whooshing sound)

- Luke!

- Yeah.

Look!

You're a goblin again.

Something broke the spell.

I guess so.

Well, what happened, Grandma?

Did you say something?

- Not that I'm aware of.

- Then how come I'm not gray anymore?

Hmm. I suppose the spell

could be temporary.

Then maybe the spell

on the house will wear off,

and we can find your spell book.

But if takes too long, midnight

will pass, and the mortal world...

Grandma, you already said the spell book

isn't here. What else can we do?

Well, I haven't seen

that other spell book for decades.

Perhaps it's lost.

Grandma, why are you smiling?

That's terrible.

No, no, dear, not at all,

because, you see, if it's lost,

I know just where it is.

- Wait. Gimme that again?

- (Chuckles)

Everything that's lost in both worlds

always ends up at Gort's house.

He's the junk man of the universe.

Ohh! Excuse me.

(engine running)

- Your receipt.

- Mail it, dear.

Great, Benny.

OK, now to Gort's house, and step on it.

You should see him

when he's not in a hurry.

Good night.

Thank you so much for coming. Bye.

- (woman) Thanks very much.

- (Girl) Bye.

Did Grandma ever consider that
she might have misplaced the book?

I tried that.

Your grandmother thinks
everything's about magic.

If she keeps this up, you kids are never
gonna grow up to be normal people.

Grandma says being normal
is vastly overrated.

And you should already be in bed.

Marnie swears this kid Cal
is a warlock and that he stole it,

- and about his dad...

- All right, that's enough.

OK, I think that it would be
a good idea if everyone around here
started coming up with
simple explanations for things
before they summoned up
the powers of darkness

every time they're trying
to find their car keys.

Now, Cal seems like a very
sweet and charming young man
and his father seems li...

(gasp) Alex.

Hey, Gwen.

Great costume, huh?

- Hope I didn't scare you.

- Well, it is Halloween.

And, to celebrate,

Cal and I found a terrific mask for you.

Woo-ooo.

Ew.

Oh, it's...

You don't like it.

Oh, no.

It's... It's great.

We are gonna be the hit
of the costume party.

Oh, wait.

You're going to the Halloween party?

Yes. Alex invited me, and...

Oh, Sophie.

I get to go, too?

Oh, no, sweetie.

You should already be in bed.

Oh, Alex, I'm so sorry.

I wasn't even thinking.

Oh. Well, that's OK.

It's no big deal.

You guys go.

I'll baby-sit Sophie.

Dylan, no. You've been
looking forward to this for weeks.

Let's face it, Mom.

I'm just not that into Halloween.

I mean, I was hoping
for a little social interaction,
but you're the one
that's got the date.

Did you ask Tiffany?

- She was busy.

- Samantha?

- Boyfriend.

- Julia?

She laughed so hard
that milk came out of her nose.

You guys go.

You can make it up to me later.

- Are you sure?

- That is wonderful.

- Shall we go?

- Sure.

You're not gonna give
me warts, are you?

That is a complete myth.

- Bed.

- Don't make me laugh.

Where'd all the junk go?

Looks like Gort's been straightening up
ever since the Gray Spell hit.

Oh, you'd still better
prepare yourself, my dear.

Spell or no spell, Gort the Rancorous
is still the foulest, meanest, smelliest
inhabitant of Halloweentown.

Yes?

Hello, Gort.

You're looking... clean.

Um, do you need something?

I'm busy, you see, sorting my socks.

Uh, yes, Mr. Gort, sir.

We were looking for a book.

Oh, I see.

Well, come right in.

I have several books.

Yes.

(Gort) Well, here they are.

Oh, thank you, Gort.

"Proper Toenail Cutting."

"Dusting for Fun and Profit"?

"100 Recipes for Tapioca."

You know, I don't think
whoever lost these is missing 'em much.

Gort, these can't be
all the books you've got.

Well, I sold the rest at the yard sale.

Yard sale?

Oh, yes.

This place was very messy.

I only kept the useful books.

I'll sell these socks, too,

as soon as I match them up.

Gort, there was a particular book,

an extra copy of my spell book.

Do you remember who you sold it to?

Do you think these two match?

No, I suppose not.

Well, we've hit a dead end.

You know, that book could be anywhere.

OK, I say we head back

to the mortal world.

- The spell - it's coming back.

- Ohh.

Grandma, wh... what's happening?

It's the Gray Spell.

It's affecting me

now that we're in Halloweentown.

It's probably gonna go

after you, too, dear.

We've gotta get out of here.

The door - it won't open.

(Marnie) What?

There are no windows, either.

Grandma, you gotta do something.

Oh, dear.

Oh, I can't.

The Gray Spell must be

draining our powers.

(Cal) Right again, Agatha.

(laughs) You see, at

this point, I could

keep you people in

here with a toothpick.

Grandma was right.

You've been spying on

us this whole time.

Oh, I didn't need to. You see, I already

knew about Aggie's little spell book.

That's why I knew you'd

end up at Gort's.

How could you?

I lost that book before you were born.

So, Marnie, have you thought any more about going to the party?

I mean, everyone's gonna be there, even your mom.

My mom?

You're lying.

My mom hates Halloween.

Oh, I think my dad got her into the spirit.

He's not really my dad, actually.

He's more of a science experiment.

But he got her into a really ugly mask.

It's a scream.

You know, this is not the way to talk me into a date.

This is more than a date.

This is our future together.

I'm in control of my own future, and it doesn't include you.

Creature Spell.

- What?

- That's a spell in my book.

It's a spell that was banned after the dark times.

It was used on humans who mocked us by dressing up like creatures.

It was used on them to turn them into the very creatures they were mocking.

He turned the creatures into humans, and now he's gonna

turn the humans into creatures.

That's why Cal put

your mother in a mask.

I think he plans to use the Creature Spell on the mortal world at midnight.

Dylan.

Do you want me

to read you a bedtime story?

No. Listen.

"Golems are very pleasant creatures

"built entirely from mud

or other natural elements.

They have no will of their own and do whatever their creators tell them."
Good. Be a golem.
Go to bed.
You said you saw a frog on the floor just after Cal's dad left.
And then, later, he shows up in a giant frog costume?
What is this, some sort of Biblical plague thing?
Sophie, Mom hasn't gone out with anyone in two years.
I'm not going to that party just to tell her that you think her date is a reptile.
Frogs are amphibians.
I'm not going.
Somebody's gotta be here to water the plants when they take you all away.
Dylan, I can't do this by myself.
Whether you like it or not, you're a Cromwell, too, and that means you feel things just like we do.
Tell me you don't feel like something's wrong.
OK, maybe we'll go for a minute, but just to prove to you that nothing is wrong.
You'll need a costume.
No way.
OK... he's keeping us in here with a spell, so maybe we can come up with a stronger one.
Oh, our powers are draining, dear.
I'm afraid we're trapped.
But, Grandma, saying a spell backwards can't be the only way to undo it.
Oh, rules are rules.
But rules... rules have exceptions, right?
I mean...

like... like how hackers
get into computer programs.
They just look for the back door.
Computers have back doors?
Well, back doors are ways of getting
into a program if there's a problem.
I wonder if spells have back doors.
So you mean a way to weasel out of
the spell without actually breaking it.
Right.
Like this spell.
It's supposed to keep us
from getting outside, right?
Yeah. So?
So what if we tried to go somewhere else
other than outside?
There is nowhere else.
There's only outside and inside,
and right now, we're inside.
Time travel. Oh, Grandma,
you have a spell for that, right?
Grandma,
do you have a spell for time travel?
- Time-travel spell.
- Yeah.
Oh, I believe I do.
A lovely little poem.
Gort... Gort...
That sock doesn't match the other one.
Grandma, Grandma,
none of them match. Focus.
Come on. Ooh, I know. Here, here.
You write it down, write, write.
- What is it? What...? Just a minute.
- Give me that.
- Write it down before you forget it.
- Spell, spell. Oh...
Hurry, Grandma.
There.
It's a little fuzzy...
fuzzy there, but...
There, that's it.
That's it, that's it.
Grandma!

Can you read that?

I don't know, but here,
let's help her up.

Oh...

Gort, there are no matching socks here.

Yes, well, uh,

I have some more in the cupboard.

Well, go get them.

No. Grandma, read this spell with me.

No, go away.

We're busy.

- She's gone.

- But, Grandma, it's me - Marnie.

- Here we go.

- Grandma...

Oh, finally we can

get something accomplished.

Matching, matching.

You want the long one?

Look, we have to get out of here.

We can come back for her later.

OK.

(reading spell)

OK, I say we head back
to the mortal world.

The spell, it's coming back.

Grandma, what's happening?

It's the Gray Spell.

It's affecting me...

This is only five minutes ago.

Must not have said it right.

(reading spell)

- Aah.

- Whoa.

(grunts)

OK, I overshot just a little bit.

(reading spell)

(Marnie screams)

Luke?

Grandma?

Nice job of escaping my spell.

You have real potential, Marnie.

Where's Luke and Grandma?

And what time is it?

They're... Well, I guess you could say
I took 'em offline for the moment.
It's a simple limbo spell.
I could teach it to you later.
You better stop
breaking in on my spells, Cal.
It's against the Code of Merlin.
Nobody cares about
the Code of Merlin anymore, Marnie.
You need an update. And besides,
what do you wanna hang around
a bunch of moldy
old creatures for, anyway?
These creatures are my friends.
Your mom's about to become
a really moldy old creature.
Leave my mother alone.
Oh, yeah, that reminds me... Bye.
(reading spell)
Luke?
Luke? Luke, where...?
You know, I think I liked this place
better when it was gray.
Where is Gort?

It's almost 11:

We've got to find him.
(door closes)
Oh, yeah, I think you found him.
What are you doing in my house?
Um, it's OK.
Aggie sent us.
Well, that doesn't
make you welcome here.
I hate Aggie!
Don't feel bad.
He hates everyone.
Um...
Well, Aggie has
the greatest respect for you.
She does?
Yeah.
She said that you were
the smelliest, foulest,

meanest inhabitant
in all of Halloweentown.
Marnie, ixnay.
She said that?
Ehh...
She's just trying to butter me up.
No, no, no.
She meant it, really.
That's very sweet of her,
and I hate it when people are sweet!
Now get out!
I have messing up to do.
No. No, but there's
something that we need.
Oh. Well, in that case, take a number.
- I'm now serving nobody!
- Uh, but...
Little girl, you stink like a Cromwell,
and I want you out of my cottage!
OK, OK.
Nice Gort.
(growls)
Well, um, it was nice seeing your place
while it was still messy.
Wait.
What do you mean, "still messy"?
There's this thing called the Gray
Spell, you see, and in a few years,
Kalabar's son is gonna make
your whole house neat.
What?!
Aah!
(screaming)
Slow down.
Watch out. Aah!
Are you sure Mom said this was OK?
No. Grandma hasn't
taught me how to fly yet.
- What?
- It's OK.
(laughs)
Yeow!
(screaming and moaning)
- (Luke) What does it look like?

- (Marnie) It's a big leather book.
It's gotta be around here somewhere.
I can't let this happen.
My beautiful dirt cleaned?
My wonderful junk
sold in a yard sale? Oh...
Don't you have some sort of,
I don't know, a filing system?
Of course I do.
I keep all my scabs under the porch.
- Ew!
- Ugh, I'm sorry I asked.
Aah!
Hey, Spike.
My boy, my boy.
Come to Papa.
Ha-ha-ha-ha.
Yes.
OK.
Go play, but you play nice.
Ohh.
I don't think the spell book is here.
We've looked everywhere.
Maybe we came too far
back in time, maybe
before she even lost the spell book.
Well, Grandma said
she hasn't seen it for decades.
We couldn't have come back that far.
Hey, is this book you're
looking for leather?
Yes.
With some kind of
fancy writing on the front?
Biblio Magica.
Yeah.
- I remember it.
- That's really good.
Kalabar bought it from me
about 50 years ago.
That's really bad.
Kalabar must've been working on
this world-domination thing for decades.
Well, then that means Cal must've had

Grandma's other spell book all along
with the Gray Spell in it.
And the only reason
he took it out of our house...
Was to stop you from undoing the spell.
Ugh.
I can't believe it.
We came all this way for nothing.
Ohh...
([music] dance)
- Nice landing, Sophie.
- Like you could do better.
I don't see Mom.
Oh, Cindy,
I found a great costume for the dance.
Yeah? Who are you
supposed to be - El Geeko?
There she is.
Mom. Hey, Mom.
Mommy.
Sophie? Dylan?
- What are you guys doing here?
- Um...
Well, we're just rocking to the beat.
We had to talk to you.
Talk to me? About what?
How did you get here?
Alex, would you excuse us
for just a minute?
- Sure. I'll get some punch.
- Great.
- You flew here?
- Not very well.
Why would you do something like that?
Sophie wants to talk
to you about Alex.
Alex?
He's not really Cal's dad, Mom.
Oh, I see.
He's not. And who is?
Well, we kind of left
that part out before
because we didn't think you'd like it.
It's Kalabar, Mom.

- Aggie told you that.
- Marnie, but Grandma thinks so, too.
Oh, I see, and so Alex is what,
an actor that Cal hired?
Sophie has a theory.
I think he's a golem.
- A golem.
- Made of frogs.
You know, you did undo Cal's spell once.
- What do you mean?
- With me - the Gray Spell.
No, it just wore off.
It didn't wear off of Benny or Gort.
It had to have been
something you did or said.
Like what?
Well, uh, all right, you were searching
through Aggie's house...
Right, and you were picking your nose.
And you couldn't find
the second spell book.
Right, so I was trying to get
Grandma to think of something else,
some other way to break the spell.
No, but you didn't say spell.
You said something else.
So?
So maybe whatever you said
undid the spell.
I would've had to be talking backwards
to undo the spell.
Maybe it was in there
backwards somehow.
OK. Um...
I think I called it a trap. Uh...
Something to get us out of this trap.
All right, why don't you
just say it all again?
OK, it was something like,
something to get us out of this trap.
A spell or a charm.
This trap.
A spell... or a...
You didn't say "charm," I know that.

Something backwards. Uh...

Trap, no.

Spell or a... no.

Wait, wait.

Here, trapa.

- Trapa?

- Yeah, it's "apart" backwards.

So?

So, does every spell have to be long?

No. Some spells are short.

- Then say this like a spell.

- But it's one word.

- Will you just try it?

- Fine.

Apart.

Oh, my.

Oh, my.

Tsk, tsk, tsk.

This place is very, very messy.

All right, now say it backwards.

Uh...

Trapa?

That was awful.

I wanted to... clean.

- Try it again.

- OK.

Apart.

- Oh, my. Oh, my.

- (Both chuckle)

Does anyone have a, uh...

a dustpan perhaps?

Trapa.

Will you stop doing that?

You were right. We figured out
how to break the Gray Spell,
and now we can get our full powers back.

How much time do we have left
before the portal closes?

15 minutes.

Oh, my gosh, Mom doesn't
know about the Creature Spell.

What if she's still wearing that mask?

We have to get back to the present
before we can warn her.

Right. Uh...
Where's the time-travel spell?
What do you mean?
You had it.
Right, well, I put it
over there on that table
when I had to dig through the garbage.
Oh...
You shouldn't have done that.
Uh...
Why not?
What happened to it?
It's lost.
Well, that's OK, right, because
things that get lost end up here.
Everything that's lost
other places ends up here.
But things that are lost here go poof.
- Poof?
- Poof.
Gone... forever.
Poof.
Please tell me that you
remember the spell.
It was Welsh.
I could barely read it.
So we're stuck here?
We can't be stuck here.
OK, OK, all right.
Let me think.
(reciting spell)
(growls)
Uh...
No, that's not it.
Excuse me.
And as for you, Dylan,
I would've expected you to be more...
Hey, I brought you guys some cookies.
- Everything all right?
- Um, yeah, just peachy.
- Where's Cal?
- Sophie?
Oh, he's around here somewhere.
Your daughter stood him up. I'm afraid

he's a little bit hurt, poor fella.

Why did you pick that costume?

OK, guys, I think it's time
that you were running.

'Cause the funny thing
is, I just saw this
seventh grader dressed
up as a big fly.

- A fly.

- Dylan.

A big black one with
feelers and fuzzy legs.

Mm.

I can even show you what he looked like.
Sweetheart, not here.

(buzzing)

Sophie, you know that you're not allowed
to do magic around strangers.

Mommy, look.

Alex?

Are you all right?

Oh, that's not normal.

(gulps)

Oh, that was very good.

You're not human.

Ha.

Nobody's perfect.

You... you... you... you golem.

(recites spell)

Does anybody know

where we can find a swamp?

Ohh, he was so perfect.

Except for the being-made-of-frogs part.

I'm really sorry, you guys.

You came here to warn me, but Marnie...

Marnie... where is she?

She was in Halloweentown

last time she called.

She and Grandma were having trouble
getting through the portal

because of Cal's spell.

It's almost midnight.

How did you talk to her?

The head phone.

Marnie?

Marnie, can you hear me?

The party you are trying to reach
is currently out of this dimension.

If you'd like to leave a message.

Your party will receive it
in approximately 400 years.

400 years?

Pooh bear thenatos 23 skidoo.

Will you just stop saying that one?

- I can't remember the spell.

- You have to.

This is stupid.

Why don't we just use my timeline?

- Your what?

- My timeline.

Some wizard must've lost it.

- Come on, I keep it in the closet.

- Timeline?

Wow, how does it work?

The timelines tell us what year it is
in the mortal world.

The past is one direction,
future is the other.

You know, that looks just like
a Stephen Hawking description

- of a non-stellar black hole.

- And your point is?

Theoretically,

black holes can accelerate time.

And that would help us how?

Just follow the fastest-moving timeline.

Now get out of here.

Gort, I'm a goblin.

Theoretically, I can't fly.

Oh, yes, you can.

- What's that?

- This...

is my new-and-improved broom.

- Grandma gave it to me.

- Wow.

Cool, huh?

Come on, get on.

Could you lower it a little?

Well, come on, just swing your leg over.

I'm a little afraid of flying.

- Oh, do you wanna stay here?

- No.

Thought so.

Whoa, whoa.

Just hold on a minute.

Thanks, Gort.

We are out of here!

(Gort) Goodbye and good riddance.

Watch out, watch out.

(Sophie) We've looked everywhere, Mom.

(Dylan) I didn't see
that Cal guy anywhere.

Do you think he's wearing a mask?

(Gwen) I don't know. You guys go
hang out over by the refreshment table.
Now, if you see him, don't do anything.

Just come and get me.

And whatever he's planning,
it is up to us to stop him.

I'm gonna wear my mask.

He knows me.

"The Creature Spell."

And so the fun begins.

- Any luck?

- No.

- He's here somewhere. I can feel it.

- So can I.

We've gotta find him and get the
portal open before midnight...

The witchin' hour.

Everyone, count down with me.

Here we go. 60...

Find him.

We're never gonna make it.

The portal closes in just a few minutes,
and we're only in the 1600s.

Hey, I think we should try to go
into that black hole over there.

57, 56...

This magic spell will transform
any human you choose
into the creature they pretend to be,

and I choose all of you.

47, 46, 45,

44, 43, 42,

41, 40, 39...

(recites spell)

35, 34, 33,

32, 31, 30,

29, 28, 27, 26...

Now... where was I?

Oh, oh, oh...

(partygoers counting down)

- What is that?

- The portal.

- Mommy.

- Sophie, honey, my mask won't come off.

Try and pull it.

By wind, by rain, by fire, by Earth,

with this spell, I will avenge

their cruel jokes at our expense.

And what if this black-hole theory,

let's say, doesn't work?

Whoa.

- (Marnie) Whoa!

- Aah!

Hurry.

It's almost midnight.

Grandma...

You can do it.

Trapa.

Oh.

Oh, yes.

Grandma, we have to

go back to the mortal world.

Yes... yes.

- Are you ready?

- Yeah.

(both) From Halloweentown

depart we now,

on this, the night, All Hallow's Eve,

back into the mortal world.

Through the portal, we take our leave!

No!

It's closing.

It can't close now, it can't!

Mama. No!
- Pull from the top.
- I'm trying.
Mom!
3, 2, 1!
- Oh.
- (Luke) It's too late.
Oh, yeah.
OK, OK, everyone.
Now, before we tell the winners
of the costume contest,
it's time for the great unmasking...
Change them into the creature
whose disguise they have taken.
(yells spell)
(screams)
(girl) I can't breathe!
What's going on?
Where's my other eye?
Mom...
Marnie, where are you?
(screams)
This can't be happening.
That's weird.
My teeth won't come out.
- I'm really thirsty.
- Cindy.
Uh... uh...
Cindy, stop it.
Help me.
I can't believe it.
The portal's closed.
We're gonna be stuck here
for a year of mortal-world time.
I suppose it'll give us time to
train you, as we planned to do.
And then, when the portal opens again,
we'll be ready to fight Cal.
Just wait for a year of mortal time?
It's gonna feel like a century here.
- Whatever.
- No, not whatever.
It's all my fault.
It's all my fault Mom's been

turned into this horrible creature.
There's gotta be something we can do.
Marnie, I love them, too,
but I can't change the rules.
Then maybe we can.
What... What are you doing?
Calling Sophie.
Sophie.
Soph, are you there?
(monsters yelling and growling)
Marnie, is that you?
Sophie, listen to me.
We're gonna open the portal.
We can't.
It's after midnight.
I don't care.
That's not gonna stop me.
The portal hasn't always been there.
It was created by magic, and nobody's
magic is stronger than ours, right?
- I guess so.
- No. You've got to believe it.
And Dylan has to, too.
Come on.
What do you say?
OK, but how do we do it?
There's no spell for this.
We'll just have to make up our own.
- Are you ready?
- What am I supposed to do?
Stop thinking about it, Dylan.
Just feel it.
Hey, I'm no warlock.
I need somebody who
believes that anything
is possible. Do you believe that?
If you're there, yeah.
Grandma.
I'm not sure how this'll work out,
but I've always believed in you.
We call on the dreams
of creature and mortal,
to heal the wound that worlds divide.
From now on, we each

can create a portal,
and each of us our own path decide.
We call on the dreams
of creature and mortal,
to heal the wound that worlds divide.

From now on, we each
can create a portal,
and each of us our own path decide.

- What is that?

- Something's happening.

I can't believe it.

She's trying to open the portal.

We call on the dreams
of creature and mortal,
to heal the wound that worlds divide.

From now on, we each
can create a portal,
and each of us our own path decide.

- Yes.

- Marnie!

- We did it.

- Oh, look, there's Sophie.

No. It's impossible!

- Yes. Good job.

- That's him.

(gasps)

I don't care how strong you think you
are, but you could never beat me.

Your only power
was the power to keep us apart, Cal.
And now you don't have
that power anymore.

We don't have to hate each other.
Just give me back Aggie's spell books.

Dad was right. You're the
enemy, and you always will be.

You told me you make your own decisions.
Don't let your father's hate
decide for you now.

Go ahead.

Take the books.

I'd like to watch.

Is good stronger than evil?

Let's find out.

I'm not afraid of you.

I may feel sorry for you,
and I'd like to help you,
but I'm not afraid of you.
Marnie, be careful.

Aah!

He'll be back.

And we'll be waiting... together.

- Grandma, will you do the honors?

- Of course, dear.

Oh, Luke.

(reading spell backwards)

Wow, I just had the weirdest dream.

Was I asleep?

Well, I don't know who
put this all together,
but let's have a big hand
for the best Halloween party ever, huh?!

Huh? Yeah.

Whoo.

Yeah.

Mom.

You're OK.

Mother.

I don't know if I'll ever
stop you guys from fighting,
but at least you won't have to
fight over me anymore.

I know you both have things to teach me,
and now I don't have to choose.

I'm not sure what I'm
going to teach you.

It seems Marnie already
knows more than I do.

We better go back to Halloweentown
and get rid of the Gray Spell.

- Quite right. You coming?

- I don't think so, Mom.

This is my world.

But I guess the kids can come and visit
you any time they want
now that they've figured out
their way around the rules.

Then you can expect me for dinner

next Halloween.

- You be good, sweetheart.

- Oh, you too, Mom.

- Bye.

- Bye.

All right, come on.

Let's get you out of here
before somebody gives you
the prize for best mask.

- Ya think?

- Yeah. You, too.

Trapa.

Trapa.

Trapa.

Trapa. Trapa.

Trapa.

- Just try it.

- He's busy.

I've got your receipt... right here.

Trapa.

Wow, talk about going on
a crash diet. Ha-ha.

(cheers and applause)

- Yay!

- Yes.

What's everybody so happy about?

- Hey, she did it. She changed it back.

- Yeah, check it out.

So this World Wide Web I've heard
about - does it involve spiders?

Grandma... I think it's time
maybe we started your training.

- Ooh, I'd like that.

- Yeah.

I'd like that.

[Music] Under a cloak of black
and a pointed witch's hat

[music] I saw a face that made
a chill run down my spine

[music] When she looked me in the eye.

She must have hypnotized me

[music] 'Cause the next thing I remember

I was there. Standing in her lair

[music] Watching as she stirred

[music] And then she looked at me.
And she said these words
[music] Eye of newt and wing of bat
[music] And a long black whisker
from a big black cat
[music] Spider legs and wolfhound fur.
Bring it to a boil and begin to stir
[music] Add poison ivy
with a hemlock root
[music] And a thread from
the collar of a vampire suit
[music] Guaranteed with
your money back. Too
[music] But be careful when
you mess with witch's brew
5@y3