The chapter opens with the striking of a town clock as Charles Halloway, bent over a table in the library, hurriedly arranges books under a green-shaded lamp. His anticipation seems palpable as he interacts intimately with the pages, whispering to himself and echoing the silent ambiance of the library. Fragments of his day flash through his mind: mingling uneasily with carnival crowds, evading the shadows of dubious figures, and managing thoughts of Jim and Will, two boys he senses are caught in a web of danger.

The library feels like a sanctuary for Halloway, a place where he attempts to decipher the chaos outside—an unsettling carnival filled with frightening and strange sights. He mentally catalogs the books laid out like a clock, each representing different themes of darkness and temptation—from 'Dr Faustus' to 'The Torments of the Damned.' The collection reflects the fears and enigmas he perceives surrounding his world and the boys' possible fates.

As he flips through a book on physiognomy, he questions the nature of Jim and Will—are they innocent souls looking up at the face of evil? Or do the carnival's grotesque characters mirror the darker aspects of humanity? Halloway grapples with the duality of appearance versus reality, concluding that if judgments were based solely on physical traits, even the so-called freaks might be no worse than countless others in society.

Feeling a growing sense of dread, he recalls a line from Shakespeare—"By the pricking of my thumbs, something wicked this way comes"—marking the gravity of his thoughts. He knows he cannot escape this feeling, especially knowing he must confront it if he hopes to ensure the safety of Jim and Will. Halloway gazes out into the night, yearning for the boys' return and feeling the encroaching pale realization of the dangers they face. The chapter encapsulates themes of fear, impending chaos, and the complexities of moral judgment, leaving Halloway filled with a sense of melancholic anticipation.