

Written by

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FINAL SHOOTING SCRIPT

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OVER BLACK WE HEAR THE DULL SOUNDS OF INDUSTRY; A MUFFLED MASS OF MACHINES, GEARS, STEAM. FADE IN ON:

A SIGN. Twelve feet across. Painted decades earlier, grim-covered black, white and red. It reads in large 40's era, hand-painted type, "SAFETY IS OUR PRIMARY CONCERN!" Then: "DAYS SINCE LAST ACCIDENT" and below that, NUMBERS, painted on hanging metal cards. Four possible digits can hang here, but there are currently three: "784."

SLOWLY PUSH IN on this sign as a MAN APPEARS, rising on a forklift, in a greasy, monochromatic work jumpsuit. Removes the "4" from its hooks. Then removes the "8." Then the "7."

Finally, he hangs up a number. "1."

The man LOWERS out of frame as we creep even closer to the hanging single digit, wondering about the accident... and

how

bad it was and the FACTORY SOUNDS GROW DEAFENING -- AND AS

IT

BUILDS TO A CRESCENDO, WE CUT TO SILENT BLACKNESS.

EXT. JOE'S HOUSE - PORCH - DAY

Shiny black loafers. Black pants, three inches too long. We BOOM UP, stopping at a boy's hand reaching into the black suit jacket pocket. Pulls out a WOMAN'S GOLD NECKLACE with a LOCKET. He holds the locket. Rubs it gently with his thumb. CONTINUE TO BOOM UP. We now SEE THE BOY'S FACE.

This is JOE LAMB, 14. On the precarious edge of adulthood.

He

looks out at the horizon with stricken eyes.

He moves forward and we PAN, so we're BEHIND HIM NOW. In the frosty distance, past countless leafless trees and modest homes, is a STEEL MILL. Smokestacks and structures. The lifeblood of this late 70's town.

INT. LAMB LIVING ROOM - DAY

Close on CHARLES' MOTHER AND FATHER, funeral attire. She looks out of the window sadly; heartsick and concerned. Behind her, he picks at his plate of food.

CHARLES' MOTHER

I'm so worried for that boy.

CHARLES' FATHER

Joe's gonna be okay.

2.

CHARLES' MOTHER

...she was everything to him.

CHARLES' FATHER

Jack's gonna step up. He's a good man.

CHARLES' MOTHER

But he was never really a father...I don't think he ever...understood Joe.

CHARLES' FATHER

(maybe a little concerned

HIMSELF)

Joe's gonna be okay.

But his wife isn't so sure.

Then, BOYS' HUSHED VOICES:

INT. LAMB DINING ROOM - DAY

CHARLES (we'll see him in a moment) LEANS FORWARD, reaching for food on a buffet table. Charles' leaning has revealed CARY, a blonde kid in a dark blue sport jacket and tie, and PRESTON, pale and smart, in a DARK SWEATER:

CARY

What do you think was in the

coffin?

MARTIN

Jesus, shut up.

CARY

I mean cause of how she died.

CARY (CONT'D)

... you weren't wondering that?

PRESTON

No, I'm eating macaroni salad.

and We now see CHARLES, big and in an ill-fitting BLACK SUIT,
MARTIN, good looking, in a shirt and tie, at the buffet:

CHARLES

I was thinking that, about the coffin.

MARTIN

I don't know how you guys can eat.
3.

CHARLES

Try a Goddamn turkey roll and you'll discover how. They're delicious.

darkly CUT WIDE TO REVEAL that we are in a modest Ohio house in the year 1979. At a wake. Forty-odd friends and neighbors, dressed. Quiet discussions. Some crying.

CARY

Either nothing was in there, or like whatever they scraped up--

MARTIN

Jesus -- guys--

CHARLES MARTIN

I heard it crushed her completely. At least keep your voices
DOWN--

PRESTON CHARLES

A steel beam-- those things weigh a ton. Literally. If it had been open casket, I

would not be eating right now. Despite the turkey rolls.

JACK (O.S.)

Hey-- Lucy.

They look up -- in the other room, a dog (mutt, Lucy) has jumped on a guest, for food. JACKSON LAMB, Joe's father, 42, black suit, moves to the dog, walks her out of shot.

CHARLES

Bet Joe's not gonna wanna do my movie anymore.

CARY

Why?

CHARLES

Why do you think why? The story. It's about the living dead.

PRESTON

His mother's not a zombie.

CHARLES

But she's dead, shithead.

CARY

Those turkey rolls are pretty good.

4.

CHARLES

Told you.

EXT. JOE'S HOUSE - DAY - MOMENTS LATER

in A WIDE SHOT. A grey, snow-covered, early February day here

LILLIAN, OHIO. Many cars are parked outside the house, notably a SHERIFF'S DEPARTMENT SQUAD CAR in the driveway. Joe, a vision of black on white in his too-big black suit, now sits on a small swing set he hasn't used in years.

doubt He solemnly looks down at the LOCKET he still holds. No

trying to reconcile the fact that it no longer hangs around his mother's neck. Then a SOUND. Joe looks up. A CAR has arrived -- a distinct 1968 BUICK GSX -- a YELLOW MUSCLE CAR with a BLACK RACING STRIPE down its center. Joe watches as

Someone the car sits there for a moment. Then a MAN gets out.

Joe has seen before, but doesn't know personally. A man in his early 40's, in jeans and a work shirt. He's not exactly sloppy, but if you look closely, you could tell he's been drinking. This is LOUIS DAINARD.

for Joe watches Louis carefully as he moves to the house, to the porch and inside the house. Joe's eyes glued on the house

he a while. Then he looks back to the locket. He OPENS IT, and stares at the picture inside (which we do not see). And as

stares, TEARS come to his eyes.

A moment broken by the SOUND OF RAISED VOICES -- Joe turns toward the house. After a beat, the SOUND of something BREAKING -- something glass. Then the house BACK DOOR bursts open -- Joe cranes his neck -- and what he sees he'll never forget: his father, Jack, leading an in-pain and HAND-CUFFED Louis Dainard from the house and into the rear of the squad car. When he slams the back door, he sees Joe. Sort of freezes as their eyes lock. But Jack's more uncomfortable

THAN COMFORTING:

JACK

I'll be home soon.

And Jack gets into the car and drives away. Joe watches them drive off. And after a beat, he looks down at the locket again. Mom's just gone. Finally he CLOSES IT -- and we hear an oddly LOUD SNAP and our SCREEN GOES BLACK.

Over darkness: APPLAUSE -- then a LONE VOICE: "I want you... to want me!" DRUMS kick in, CHEAP TRICK BLASTS. CUT TO:

5.

EXT. MIDDLE SCHOOL - DAY

Hundreds of KIDS eagerly leave their last day of school for the year, winter a memory. GIRLS emphatically embrace each other good-bye. BOYS run off, just happy to be out. Lots of "Have a great summer!"

DOLLY WITH Joe, who walks through the crowd alone, backpack on shoulder.

Suddenly Charles is there, red-faced -- he hands Joe PAGES:

CHARLES

That was the longest day ever--

here.

JOE

What's this?

CHARLES

New scene, check it out. Let's hit the 7.

JOE

(as he reads)
You hear Martin barfed in the hall?

CHARLES

I know, does that guy ever not barf? Keep reading.

JOE CHARLES

-- I am reading. -- Not carefully. Focus, this is important.
-- Detective Hathaway has a wife?

CHARLES (CONT'D)

I think it might help make my movie better. I need two things: a better story and production value.

is They head across the street to the 7-Eleven. Suddenly Cary there, a BURN WRAP on his right arm now:

CARY CHARLES

Martin booted all over his locker, it was the grossest one yet-- Let Joe focus, he's reading.

CARY CHARLES

After he ate two boxes of Mike and Ikes-- never seen so many colors in my life. Will you shut up a minute?
6.

JOE

Who's gonna play the wife, Jen?

CHARLES

No way -- did I tell you what she did with my top hat?

JOE

Oh yeah, that was bad.

CARY

What wife?

CHARLES

Alice Dainard.

Joe stops. His friends don't. PUSH IN ON HIM --

EXT. 7-ELEVEN - DAY

As they head to the doors:

CHARLES

I was returning that book on codes and ciphers-- she was in the silent reading section -- I thought, "Screw it." So I asked her if she'd play Hathaway's wife.

JOE

You talked to Alice Dainard really?

CARY

You're not supposed to talk at all in the silent reading section--

CHARLES CARY

Shut up. It's for "silent reading."

CHARLES

She said yes, we're filming tonight and she's driving.

INT. 7-ELEVEN - DAY - CONTINUOUS

Joe, Charles and Cary scan the candy aisle.

JOE

-- driving where?

7.

CHARLES JOE

To the train depot -- did you not read the scene I just gave you? Does Alice have a license? Is she old enough? Whose car are we taking? Are you making

this up?

CHARLES

Jesus, Freak Show, she offered to drive and I accepted--

CARY

(takes scene pages)
Can I see --?

JOE

-- was she nice? Why is she doing this? I don't understand, we don't even know her--

CHARLES

Maybe she just wants to be in a good movie, y'ever think of that?

JOE

I don't think that's what it is--

CHARLES

I've been working on this movie for months. I'm just trying to make it good.

CARY

(reading, disapproving)
Hathaway's married now? Really?

Charles swipes the pages from critic Cary.

JOE

What was she reading?

CHARLES

... what?

JOE

In the silent reading section, what was Alice reading?

CHARLES

Who gives a rat's ass what she was reading-- the festival deadline's in one week -- my movie's gotta be great!

8.

CHARLES' SUPER 8 MOVIE BEING PROJECTED ON A MOVIE SCREEN.

SLOWLY PUSH IN ON THE SCREEN: kids earnestly playing adults:

INT. BUILDING 47 - DAY (SUPER 8)

DARKNESS. Then a DOOR OPENS. It's DETECTIVE HATHAWAY (played by MARTIN), in silhouette. He enters. It's an old WAREHOUSE, dirty, cobwebbed, crowded with CRATES, old MACHINERY, CHEMICAL BARRELS and JUNK. The Detective turns on his FLASHLIGHT -- aims it -- sweeps it across the space -- the light HITTING THE LENS for a moment.

The Detective walks through the spooky, dark space. A low, growling industrial DRONE makes the whole place oddly
creepy.

Then: A SOUND -- quick but strange -- slithering -- and the Detective aims his flashlight -- tense. He watches. Waits.
We

see where he's aiming the light, which cuts through THICK DUST in the air. It's an old office door, ajar.

Hathaway is still. Nervous. Watching the door -- waiting for it to open... and then -- from the darkness BEHIND HIM -- a terrifying open-mouthed ZOMBIE APPEARS -- ATTACKS -- and the Detective TURNS -- his flashlight KNOCKED TO THE GROUND -- and Hathaway falls too -- the wild-eyed gaping-mouthed
Zombie

DROOLING as it tries to bite Hathaway's flesh -- we recognize
The

that the Zombie is CARY. Actually, not a bad performance.
The
wrist

Detective pulls out his GUN -- but the Zombie grabs his -- they wrestle with the gun -- the Zombie wanting to rip into Hathaway's neck -- but Hathaway sees three SHARP-TIPPED NAILS sticking out of an old piece of WOODEN CRATE -- and after a significant struggle, Hathaway PUSHES THE ZOMBIE
BACK

so his head is IMPALED BY THE NAILS -- which we see ENTER
HIS

SKULL!!! The Zombie (stuck to the crate via the nails) SCREAMS AND DIES and just at Hathaway catches his breath THE IMAGE DIMS AND FREEZES; the projector has just been STOPPED. We are in:

INT. CHARLES' ROOM - DAY

Board games, books, records, a stereo, toys, and magic.
Super

8 film equipment and paraphernalia. Movie ONE SHEETS hang: CARRIE, HALLOWEEN, EARTHQUAKE and NIGHT OF THE LIVING DEAD.

No sports memorabilia. Charles turns on the lights, looks anxiously at Joe:

JACK

That was a good zombie murder.

CHARLES

Yeah, but it's not a st-- thank you for that-- it's not a story yet.

(MORE)

9.

CHARLES (CONT'D)

Older kids enter this film festival -- I'm competing with fifteen- and sixteen-year-olds, who have better stories and cars and production value, I've got nothing!

CHARLES' MOTHER (O.S.)

Charles! Dinner!

As he tosses Joe a SUPER 8 FILMMAKER MAGAZINE:

CHARLES

I'm coming!

(TO JOE)

There's a whole article in there about stories, you should read it, it explains everything.

JOE

(looks at magazine)

I don't understand how the wife makes it a story--

CHARLES CHARLES' MOTHER (O.S.)

Jesus, that's what I've been explaining: in the scene we're filming tonight, the wife telling the detecting she's scared for him, that she loves him-- Charles!

-- I'M COMING!!!

-- so when he investigates the zombie stuff you'll be scares -- you'll feel something -- because you don't want him to die because they love each other! Does that make sense?

JOE (CONT'D)

I just can't believe you talked to
Alice Dainard.

CHARLES

You're impossible.

CHARLES' MOTHER (O.S.)
CHARLES!

CHARLES

GOD, MOM! I'M COMING!

(opens the door, whispers)
Midnight. Okay? Don't forget.
10.

JOE

I won't forget.

CHARLES

Read this.

Joe just nods and looks at the magazine.

INT. CHARLES' KITCHEN - DUSK

A hectic FAMILY: Charles' mother cooks. JEN, his smoking hot
17-year-old sister, ANGRILY sets the table where his father
pays bills. Pale 15-year-old sister PEG does a PUZZLE. Twin

9-

YEAR-OLD BOYS bicker over an action figure. TV in the living
room plays a MATCH GAME. Joe and Charles enter.

JEN

Mom, it's not fair that I can't go
to Wendy's. Every single person is
going except me!

CHARLES' MOTHER

Then every single person can tell
you how it was --

CHARLES' FATHER

Move the puzzle, get the napkins.

JEN

MOM---

CHARLES' MOTHER

It's your turn to babysit.

JEN

So...

PEG

Get off that thing.

JEN

Mom, why can't I switch with Charles?

CHARLES

Because you crushed Charles' top hat, you ever think of that?

Disgusted, Jen LOUDLY sets Charles' place as --

JEN

Oh, really, guess what? We're switching.

11.

Charles grabs a roll.

CHARLES

Guess what, no we're not.

CHARLES' MOTHER

Charles take these to the table!
Benji, it's time for dinner. Hey,

JOE--

JOE

Goodnight, Mrs. Kaznyk--

CHARLES' MOTHER

Grab a seat, we have lots of food.

JOE

Oh no thanks, Ma'am, I'm okay.
(to Charles, loaded)
"See you tomorrow."

CHARLES

Later days.

CHARLES' FATHER

There's always a place for you here, you know that--

JOE

Oh, yessir. Thank you.

Joe leaves; Charles' parents share a look of pity for Joe.

EXT. CHARLES' HOUSE - DUSK

An anomalous moment in this small steel town: the sun sets through the distant trees and it's beautiful, despite the distant belching SMOKESTACKS. Joe leaves Charles' house and CROSSES THE STREET to his own. SQUAD CAR in the driveway.

INT. JOE'S HOUSE - DUSK

Joe comes into the kitchen through the BACK DOOR. Lucy the dog greets him. A TV is head somewhere. NIGHTLY NEWS reports on the ONGOING CLEAN-UP OF THREE MILE ISLAND. A half-empty BEER BOTTLE on the table. Joe peeks into the living room -- but no one's there.

Joe looks around for his father. Heads down the hallway. Stops when he sees something off camera. We HOLD on Joe's face, sort of quietly stunned.

12.

T-

And we se his POV: Jack, Joe's father, in uniform pants and shirt, sits on the edge of the bathtub, head in his hands, quietly CRYING.

Joe is stunned, staring at his dad. But he can't look away. And when he finally starts to head off, Jack looks up. Joe's mind scrambles for something to say, but Jack snuffles, gets it together, quick. Puts on a strong face.

JACK

Hey -- I'll be out in a minute--

door.

Joe nods as Jack forces a smile and closes the bathroom

HOLD ON JOE. Stunned and heartsick.

INT. CAROL'S DINER - NIGHT

father,

a

Commodores quietly sing "EASY" on the PA. Joe and his in civvies, sit beside each other at the counter. Jack eats a beef stew and reviews office paperwork, not looking at his son. Joe eats a grilled cheese, deeply lonely and not even

knowing it.

Jack pulls out a PAMPHLET, and places it on the table:

JACK

It's a six-week program, hands-on training with college coaches.

(BEAT)

You'll like it. I know I did.

Joe looks at the pamphlet for HEWITT SPORTS CAMP. Images of happy, smiling, healthy ATHLETIC KIDS. Not his thing.

JOE

I thought I was going to have the summer for myself--

JACK

Things have obviously changed for us. And it'd be good for you to spend some time with kids who don't run around with-- cameras and

MONSTER MAKE-UP--

JOE

I gotta help Charles finish his movie.

JACK

I have nothing against your friends. I like your friends.

(MORE)

13.

JACK (CONT'D)

Except Cary, who can't stop lighting things on fire. You'll like it there.

(FINALLY)

It's what we both need.

Joe looks back at the pamphlet -- his other hand coming up from under the table -- and Jack sees that Joe is HOLDING

HIS

MOTHER'S LOCKET. Jack wants to cry again. He wants to throw that locket away, out of sight. But he just turns away.

Joe stares at the pamphlet. PUSH IN on the photo of beaming 15-year-old KIDS. Then CUT TO THE HUNCHBACK OF NOTRE DAME:

INT. JOE'S ROOM - NIGHT

TIGHT ON QUASIMODO; a plastic, painted AURORA model. RACK
FOCUS to the paintbrush that comes into frame -- FOLLOW IT

TO

JOE, holding the brush, at his desk, making a model. A boy's
room recently devoid of a mother's oversight; a mess. COMIC
BOOKS and other PLASTIC MODELS, all built and painted by

Joe.

CARS and CREATURES and a TRAIN. His bedside CLOCK RADIO
(11:56 PM) quietly plays "BAKER STREET." Then a RADIO SQUAWK

-

- Joe grabs a KID'S WALKIE-TALKIE:

CHARLES (V.O.)

Okay, it's time -- don't get
caught, over.

JOE

I won't. Over.

Joe turns off the walkie -- and he grabs a small plastic
FISHERMAN'S TACKLE BOX as we HEAR:

CHARLES (V.O.)

Wanna hear something gross?

CARY (V.O.)

I do.

MARTIN (V.O.)

No please, if you're really asking.

EXT. JOE'S HOUSE - NIGHT

Midnight. Sitting on the curb with their GEAR and talking
quietly, are Joe, Charles, Martin, Preston and Cary. Martin
dressed in his detecting SUIT. Joe eats from a bag of
Twizzlers.

14.

CHARLES

I sneezed so hard yesterday I shit
my pants.

(THEY MOAN)

I debated telling you.

JOE

Thanks.

PRESTON

That's called a "sharteeze" by the

way.

CHARLES CARY

Well then I totally sharteezed in my pants. That's exactly what I'm talking about: the world is crazy, there's a name for everything...

CHARLES

Twizzler me.

Joe passes him a Twizzler.

MARTIN

So... people are turning into zombies because of the chemical factory, right?

CHARLES

Martin? I don't see how the guy playing Detective Hathaway can ask where the zombies are coming from.

CARY

Another classic from Smartin.

MARTIN

I told you, I don't like it when you call me that.

CARY

I'm sorry, Smartin.

MARTIN

Shut up.

JOE

GUYS--

15.

boys
14- All the boys look. Their faces BRIGHTEN. Headlights. The stand as the car STOPS beside them -- IT'S THE YELLOW BUICK WITH THE BLACK RACING STRIPE THAT PULLED UP TO JOE'S HOUSE DURING THE WAKE. But now, sitting in the driver's seat is year-old ALICE DAINARD. She sees Joe.

ALICE

Joe Lamb?!

JOE

-- yeah?

ALICE

What the hell's he doing here?

CHARLES

Make-up, sound and special effects.

ALICE

He's the deputy's kid!

CHARLES JOE

-- what? (touch flattered)

-- you knew that?

ALICE (CONT'D)

Charles, I don't have a license. I can't drive with him!

CHARLES

You want Joe to-- stay back? I--?

ALICE

It's too late! He's seeing me in this car right now.

JOE

You can trust me. My dad'll never know. I won't tell him anything.

Looking away, she's pissed. All the boys in silent wait. She considers, annoyed. Shakes her head. Finally:

ALICE

Get in.

The boys EXCITEDLY SCRAMBLE into the car.

EXT. COUNTRYSIDE - NIGHT

The Buick crosses the nighttime horizon, leaving the small town, driving through a rural landscape.

16.

PRESTON (V.O.)

(TERRIFIED)

You're driving very well. I'm impressed.

INT. BUICK - NIGHT

in
there's
Alice drives. The boys shoved in the back with the gear --
front Charles struggles with his backpack and camera bags as
he pulls out PAGES, arranging them. With her driving,
an unusual, electric energy in the air. Joe eats his
Twizzlers in the back, trying not to stare at Alice.

CHARLES

So I wrote a couple new lines, can
I show you?

ALICE

What?

MARTIN

New lines? Charles-- what, I have
new lines?

CHARLES

Shut up. There aren't a lot--

ALICE

I'm sorta trying to drive--

CHARLES

What would be great is: could you
cry during the scene? Can you do
that?

ALICE

... no...?!

Cary messes with the radio. Alice moves his hand away.

ALICE (CONT'D)

Stop.

CARY

You know the first place I'm gonna
drive when I get my license?

JOE

(offering to Alice)
Want one?

Alice looks at him in the rear view. Their eyes hold a beat.

CARY

New Castle, Pennsylvania. Fireworks
capital of America.

She takes the Twizzler he offers and looks back to the road.

MARTIN

So I don't have any new lines,
right? Because I just learned
these.

CHARLES

Shut up.

PRESTON

I have never been a passenger in a
vehicle without an adult driving.
I'm unresolved as to how I feel
about it.

EXT. RURAL OHIO - NIGHT

The Buick WOOSHES PAST a solitary KELVIN GAS STATION. The
car
dips into the darkness, beneath a blanket of stars.

EXT. TRAIN DEPOT - NIGHT

The Buick pulls up to this small, EMPTY TRAIN STATION in the
middle of, essentially, nowhere. A series of HANGING LIGHTS
illuminates the TRAIN PLATFORM. There's a small office,
currently closed. No one around.

The kids get out of the car.

CHARLES

Guys, there's an electrical socket
up here.

MARTIN

Hey, Charles, Charles, do I have
more lines?

CHARLES

No. But you can pick up some stuff.

The boys carry many bags and the tripod.

PLATFORM - Charles looks at the scene through the "lens" he creates with both hands.

18.

CHARLES (CONT'D)

Guys, this is going to be great. Get the lights and camera on that end, we'll shoot this direction first, like we talked about! Joe, get the mike plugged in-- make sure the new batteries are in the camera before you do the make-up!

JOE

Okay.

Joe walks past Alive, who watches him. It strikes her that Joe is Charles' lackey.

EXT. TRAIN DEPOT - PLATFORM - NIGHT

reading
Martin sits alone with his copy of the pages, quietly and memorizing his lines.

MARTIN

"-- Sweetheart, this is my job, I have no choice." "That's nothing you need to worry about..." "What am I suppose to go to Michigan with you..."

Cary grabs his paper and throws it to the wind, sending Martin running after it.

MARTIN (CONT'D)

No, no, no. Cary.

INT. PLATFORM

Preston sets up the lights as Cary arrives to show him his backpack full of FIRECRACKERS:

CARY

I took apart two packs of cherry bombs and made my own M-80.

PRESTON

Your obsession with fireworks --

and I'm saying this as a friend --
concerns me. And my mother.

CARY

Well you're a pussy. And your mom
has one.

Cary takes off. Martin returns with his paper.
19.

MARTIN

Bogus, Cary.

EXT. TRAIN DEPOT - PLATFORM - EDGE OF PLATFORM - NIGHT

Charles writes in his notebook. He starts to get up...

CHARLES

Martin, I have a new line for you.

He gets up to reveal Joe putting make-up on Alice. He walks
over to Martin, Cary and Preston. Charles and Martin AD LIB.

TIGHT ON JOE'S TACKLE BOX, which opens. Inside is an
assortment of MAKE-UPS, sponges, cotton balls, brushes,

derma

wax, spirit gum, and a large jar of FAKE BLOOD. Joe is
preparing to make up Alice, who sits in front of him,
watching carefully as Joe prepares BASE MAKE-UP on a sponge.
He looks to her. A beat.

JOE

You mind?

up

Alice shakes her head: nope. Joe starts stippling the make-
up onto her face. He is now, via sponge, touching the face of a
girl he's admired for some time. After a beat:

ALICE

My dad works at the mill.

And she looks at him. Almost as if she were looking for
something. Joe stops stippling. The tension is almost too
much for him to bear.

JOE

Close you eyes. Please.

He indicates the sponge: it's for the make-up. She does. Joe

starts applying the make-up to her eyelids. There's something provocative for Joe, being so close to Alice, with her eyes closed. Then, PRE-LAP:

CHARLES (O.S.)

So this is very emotional.

EXT. TRAIN DEPOT - PLATFORM - NIGHT

The lights (plugged into the car cigarette lighter) and camera (a EUMIG) are set. Alice has been made up, wears a coat with purse. Martin, in his tie, faces her. They both look over their script pages as Charles adjusts the camera.

20.

Joe, observing, holds the boom mike (a condenser mike taped to a broom handle), Preston wears an overcoat.

CHARLES

Alice: Mrs. Hathaway really doesn't want her husband to keep investiga--

ALICE

I know, we read it, we get it.

CHARLES

Okay, I'm just directing. Martin get on your mark. Martin, you're going to have to reassure her. Do you know what "reassure her" means?

MARTIN

Yeah, I think so.

CHARLES

Okay-- we're starting on Alice's side first-- Preston: a couple seconds after "action" walk to the pay phone, make it look like this place is busy--

PRESTON

I know what that looks like.

POP! Everyone JUMPS -- Charles turns -- Cary, laughing, has just exploded a firecracker:

CHARLES

Asshole, could you stop blowing

shit up for two seconds and deal with the camera?

CARY

Sorry man.

CHARLES

Let's rehearse this -- save your real performances for when we're filming, though.

the Martin and Alice put away their pages -- Cary gets behind

camera. Charles stands near the camera, kneeling to camera-height. Joe wears headphones and holds the boom over the actors' heads. Preston holds a suitcase, ready to walk.

CHARLES (CONT'D)

Ready? Here we go... action!

21.

Martin and Alice now perform as their characters, DETECTIVE JOHN HATHAWAY and MRS. REBECCA HATHAWAY:

DETECTIVE HATHAWAY

I'm going to stay here and investigate. I think it would be safer if you leave town.

MRS. HATHAWAY

John. I don't like it. This case. These murders.

DETECTIVE HATHAWAY

What am I supposed to do, go to Michigan with you?

Preston walks past them, acting in the background.

MRS. HATHAWAY

Mackinac Island's beautiful this time of year.

We're TIGHT ON JOE NOW, watching Alice. Slowly amazed at the unexpected depth and truth she brings to this role --

DETECTIVE HATHAWAY

Sweetheart. This is my job.

MRS. HATHAWAY

The dead, coming back to life...? I

think you're in danger--

DETECTIVE HATHAWAY

I have no choice--

MRS. HATHAWAY

You do have a choice. We all do...

And holy shit, Alice actually starts to cry as she performs her lines. Not overdone, not hammy. Just fucking real.

MRS. HATHAWAY (CONT'D)

John, I've never asked you to stop.
I've never asked you to give up or
walk away.

Charles watches -- in awe -- he's suddenly, giddily transported. But it's JOE who, as he stares, becomes galvanized; any vague interest in Alice has just set:

MRS. HATHAWAY (CONT'D)

But I'm asking you now-- please.
For me. Don't go back. Don't leave
me.

(MORE)

22.

MRS. HATHAWAY (CONT'D)

I need to know this isn't the last
time I'll see you.

(BEAT)

I just love you so much.

Martin is thrown by the passion and heart of her performance.

DETECTIVE HATHAWAY

... I... I love you too...

And in the heat of it, Alice looks at Charles, unsure:

ALICE

Was that okay? Or... not really?

Charles is stunned -- almost crying -- can't talk -- and as he searches, behind him, a LIGHT --

CHARLES

-- uh, that was... I'm... that--
yeah, good. Just like that.

Then a distant AIRHORN -- Charles looks: AN ONCOMING TRAIN. PUSH IN ON CHARLES, TIGHT. He turns to them all:

CHARLES (CONT'D)

PRODUCTION VALUE!!! Is there film
in the camera?!

CARY

-- I didn't put it in--

CHARLES

PUT IT IN!!! PUT IT IN!!! Joe, get
the mike ready. Go, go, Preston,
get in position. Costume, costume.
Martin, get that tripod set up.
Joe, help her with her costume.
Hurry, hurry! Go! I hope we don't
miss the train. Preston, get in
position! Martin, you know you
lines, right?! **IS THE FILM IN THE
CAMERA YET?!**

As Charles runs to Alice, takes her script pages.

ALICE

I love how calm he is.

JOE

Yeah, he's a very relaxed guy.

23.

Joe laughs a little as he goes -- Cary RIPS OPEN a YELLOW
SUPER 8 box -- Joe grabs the mike -- Cary INSERTS the film:
CLICK! Joe plugs in the mike, Charles grabs the camera:

CHARLES

Everyone ready...?! Be extra loud
when the train passes by! Oh God, I
hope it stops! You ready?!

They're set to film toward Alice, the approaching train in
her background -- Charles puts on the headphones --

CHARLES (CONT'D)

And... ACTION!

And they're shooting:

DETECTIVE HATHAWAY

I'm going to stay here and
investigate. I think it would be
safer if you left town for a couple
of days.

MRS. HATHAWAY

John. I don't like it. This case.
These murders.

DETECTIVE HATHAWAY

What am I supposed to do, go to
Michigan with you?

MRS. HATHAWAY

Mackinac Island's beautiful this
time of year.

DETECTIVE HATHAWAY

Sweetheart. This is my job.

boom,
he
mile

Charles watches, beaming with excitement. Joe holds the
looks to Charles to make sure it sounds okay; this is when
notices something in the distance. HEADLIGHTS. A quarter
away, a vehicle drives along the horizon. A beat. But the
train is APPROACHING -- GETTING LOUDER -- which makes Joe
turn back toward the train -- the thing almost upon them --
LOUDER AND LOUDER, so the actors begin to YELL over the
GROWING DIN:

MRS. HATHAWAY

**THE DEAD, COMING BACK TO LIFE?! I
THINK YOU'RE IN DANGER!**

DETECTIVE HATHAWAY

**I HAVE NO CHOICE!!!
24.**

MRS. HATHAWAY

YOU DO HAVE A CHOICE! WE ALL DO!!!
John, I've never asked you to stop.
I've never asked you to give up or
walk away.

Joe looks back at the headlights -- and sees something very
odd: the distant vehicle TURNS ONTO THE TRACKS. PUSH IN ON
JOE, unsettled -- as the train CROSSES THEM NOW -- Joe looks
back toward Alice -- a BLAST OF AIR, shockingly LOUD!

MRS. HATHAWAY (CONT'D)

But I'm asking you now-- please.
For me. Don't go back. Don't leave
me. I need to know this isn't the

last time I'll see you.

(BEAT)

I just love you so much.

Alice and Martin continue to yell their lines -- Charles is almost LAUGHING at how good this looks -- but Joe LOOKS DESPERATELY BACK toward the headlights -- the train LIGHTING UP THE OLD PICK-UP THAT IS ABOUT TO CRASH INTO THE TRAIN!

DETECTIVE HATHAWAY

I love you too!!

And Joe finally swings the mike down and YELLS:

JOE CHARLES

GUYS, WATCH OUT!!! Joe what the hell are y--?!

-- just then BA-BA-BA-BAM!!! THE TRAIN ENGINE, HUNDREDS OF YARDS AWAY, SLAMS INTO THE TRUCK -- THE KIDS GASP -- REACT -

AS THE TRAIN ENGINE DERAILS!

JOE

Run!

THE TRAIN BEGINS TO CRASH -- ACCORDION -- THE KIDS SCREAM -- RUN -- ENTIRE 50-TON CARS JACKKNIFE AND CRASH UPWARD --

FLYING

VERTICAL -- CHARLES' SUPER 8 CAMERA AND TRIPOD SLAM ONTO THE PLATFORM, LANDING SIDEWAYS, STILL FILMING as the CRASH WAVE APPROACHES AND PASSES THEM!

THE KIDS SCATTER, PRESTON AND MARTIN RUN ONE WAY. CHARLES, CARY AND JOE RUN ANOTHER. JOE STOPS AS ALICE RUNS AROUND THE BUILDING.

JOE (CONT'D)

Alice!

CHARLES

Joe, we have to go.

25.

They run off.

CHARLES (CONT'D)

I DON'T WANT TO DIE!!!

AS NEARBY CARS RIP OFF TRACKS, TUMBLE -- CARS FROM FATHER BACK JETTISON TOWARD THEM, SLAMMING INTO THE DEPOT, SHATTERING IT -- THE ENTIRE AREA IS DECIMATED IN AN INSTANT!

And then --

IT'S OVER. Just the odd, dying CHUGS and SCREECH-SCREECH-SCREECH of TRAIN WHEELS running out of momentum, HISSES of STEAM, the unnatural bending of steel.

In the DUST, JOE lies frightened on the ground, eyes tightly shut. His mind races, his heart pounds -- and then: A LOUD METAL BANG! Joe stands up fast, faces a MOUNTAIN of twisted STEEL -- UPSIDE-DOWN TRAIN CARS PILED FRIGHTENINGLY around him. Just another few feet and he would've been crushed. But what was that sound? Something metal? Then again: SLAM! Joe BACKS UP, afraid -- it was almost a LABORED GROAN -- MECHANICAL or ANIMAL?! A crazy SCREECH, another BANG, then AGAIN and AGAIN!!!

We see Joe TIGHTLY GRIPPING HIS NECKLACE LOCKET IN HIS HAND

--

THEN: CRASH! -- AWFUL-LOUD -- and a TWISTED TEN-FOOT SQUARE SHEET OF METAL EXPLODES FROM BEHIND THE OVERTURNED TRAIN

CARS

-- Joe covers his head as the metal STABS THE GROUND, twenty feet away: a TRAIN SLIDING DOOR. Joe turns to see it -- stunned -- then back to the direction of the NOISE -- but it is GONE. Nothing.

TIGHT ON CHARLES' CAMERA -- on its side, FINISHING UP A CARTRIDGE OF FILM.

JOE (O.S.)

Guys?!

Joe finds MARTIN, on his knees, THROWING UP -- Martin keeps throwing up, but pumps a THUMBS UP.

JOE (CONT'D)

Martin, are you okay?! Preston, is that you?

PRESTON

I'm okay! Though I think I'm having a heart attack! And I have a scrape!

Joe MOVES FORWARD -- up to camera -- behind him, Cary appears, smiling. This kid enjoyed the crash:

26.

CARY

Guys, did you see those explosions? That was awesome.

JOE

Has anyone seen Alice?!

CHARLES (O.S.)

I'm alive! Is anyone dead?

Through the debris, steel and dust. Joe moves forward -- Charles, shaken, eyes wide, appears through the thick dust -

-

Joe moves forward, looking at, under a train WHEEL ASSEMBLY... BLOOD. A PUDDLE OF BLOOD and Joe's heart sinks

as

he moves toward it -- another woman he loves, crushed?! Charles and Preston and Cary see the blood --

CHARLES (CONT'D) PRESTON

-- oh God-- -- no -- nonono...

Martin, still sick, calls out:

MARTIN CARY

-- what? Guys, what is it? ... shit...

of

Joe moves closer to the blood -- heartsick -- on the verge DEEP, REAL TEARS -- everything stops -- but then:

ALICE (O.S.)

-- what's all that blood?

Joe WHIPS AROUND -- standing in the dusty mess is ALICE -- shaken, but absolutely alive. Joe just BEAMS.

ALICE (CONT'D)

What's the blood? -- did someone get hurt--?

But JOE SUDDENLY KNOWS -- he moves to the blood -- reaches below the wheels -- the others watch, freaked out --

KIDS (AD LIB)

Joe, wait -- maybe you shouldn't touch -- what are you-- careful!

Joe pulls out his CRUSHED MAKE-UP KIT. He brightens:

JOE

It's my fake blood. It's fake!

CHARLES

What is this stuff?
27.

ALICE NOTICES THAT HE'S HOLDING THE NECKLACE. Joe notices this and POCKETS IT self-consciously. PRESTON calls out:

PRESTON

Guys, what are these things?

heads
Joe looks -- they all move to Preston (except Cary, who off): CRATES have spilled from a nearby split car; many shattered, revealing THOUSANDS OF SMALL WHITE-METAL CUBES which now litter the ground. Joe kneels, picks one up:

MARTIN

Hey, don't touch it, what are you doing?

CHARLES

They look like white Rubik's cubes or something. They're heavy like metal or something. There's like a billion of them.

It's just a few inches per side, an UNUSUAL DESIGN. Behind them, having walked up the ANGLED SIDES of overturned train cars, Cary calls out:

CARY

Guys, get up here. You can see everything from up here.

They move up the mass of metal, revealing a VAST VIEW OF THE WRECK. It seems to stretch on forever. It is SOBERING.

CHARLES CARY

Oh my God. ... Look at that...

PRESTON

According to my Uncle Seth, an accident like this is exceptionally rare.

JOE

It wasn't an accident.
(turns away, eyes on the

FIELD)

There was a truck. On the tracks.

CHARLES

What? Driving on the tracks?

Joe's seen it. He points. Chilled.

JOE

There.

28.

Thrown fifty yards from the main wreckage is THE PICK-UP TRUCK. SHEARED IN HALF UPON IMPACT and lying in the overgrown grass.

MARTIN

How can a pick-up truck derail a train? That's impossible.

PRESTON

Obviously it isn't.

BOOM UP from behind the SHATTERED PICK-UP as the kids approach from the wreckage. PUSH IN ON THEM as they arrive

at

the truck and STOP; what they see makes Joe's heart pound -- they're stunned -- all of them. They just stop. Finally:

CARY

... holy shit...

CHARLES

-- is that him?

ALICE

(covers her mouth)

-- yeah, it's him--

MARTIN

-- who?

PRESTON CHARLES

It is, yeah, for sure-- Holy shit.

MARTIN (CONT'D)

What? Who is that?

WE SEE NOW: it's DR. WOODWARD -- 75, seat-belted, bloody and unconscious, stuck inside the crushed wreckage. Alice moves closer -- scared and sad for him --

ALICE

Dr. Woodward...?

No one can take their eyes off this as, SOTTO:

MARTIN

That's Dr. Woodward? The science
guy?

PRESTON

Biology.

CARY

Honors biology.
29.

MARTIN

Wow... I'm not in his class.

CARY

We know.

MARTIN

Shut up, Cary.

CHARLES

Remember when Old Man Woodward took
your Electronic Football?

CARY

Yeah, he put it in the "dungeon,"
never gave it back...

MARTIN

The dungeon?

PRESTON

That trailer Woodward keeps in the
school parking lot.

Joe moves next to Alice, who reaches out and gently NUDGES
him -- you keep expecting him to suddenly grab her --

ALICE

... Dr. Woodward?

But he's apparently dead; when she nudges him, he LEANS, his
arm drops limp from the steering wheel, where he was HOLDING
A PAPER, that has now fallen onto the ground. Joe picks it
up. UNFOLDS IT: it's an OLD MAP -- thin, off-white paper.
They hold it up, the map now backlit and obscuring Woodward.
We see MARKER WRITING ON IT -- a BLACK LINE, from Nevada to
Dayton -- and NUMBERS written along the way.

PRESTON JOE

Map of the contiguous United States... -- what's the writing?

ALICE (CONT'D) CHARLES

-- dates and times. -- what's that line across?

JOE

It's a schedule for the train.

But a SHADOW has appeared: A TREMBLING HAND -- before they can react, it RIPS THE MAP AWAY -- THEY ALL SCREAM AS OLD

DR.

WOODWARD IS REVEALED, BLOODY EYES OPEN, in a DAZE:

DR. WOODWARD

-- who-- who are you?

30.

They're all speechless for a moment. Finally, too loudly:

CHARLES

Dr. Woodward! It's Charles Kaznyk!
From fourth period! You've been in
an accident!

BUT WOODWARD HAS REACHED INTO HIS JACKET AND PULLED OUT A

GUN

-- THE KIDS JUMP BACK, STUNNED --

DR. WOODWARD

They will kill you. Do not speak of
this -- or you -- and your parents -
- will die.

We're on Joe's stunned face -- but DISTANT VOICES make him
turn his head: hundreds of yards away, through the wreck,
FIGURES WITH FLASHLIGHTS APPROACH FAST --

JOE

-- guys, look --

The rest turn to look -- their minds are racing, all of
them:

**ALICE
(SCARED)**

-- we shouldn't be here--

DR. WOODWARD

GOOOOOOOOO!!!

The kids start moving away --

PRESTON CHARLES

My dad will de-ball me! Let's get out of here!!!

Now they're SPRINTING -- FLASHLIGHT MEN getting closer.

Charles arrives on the platform, grabs his camera.

Alice hurries past, hunting for her keys in that big purse -

she eyes the FLASHLIGHT MEN getting closer:

ALICE

MOVE YOUR ASS, WE GOTTA GO!!!

Joe grabs his make-up kit -- another duffel -- runs for the car, past a whining Charles.

JOE

GET IN THE CAR!!!

31.

As the FLASHLIGHT MEN APPROACH, Joe runs and gets in the front seat, the other boys in back -- Alice SLAMS the car into REVERSE, SCREECH-BACKS UP, narrowly avoids debris, then RIDES OFF -- the FLASHLIGHT MEN arrive -- SOLDIERS -- their adrenaline pumping. One man who WALKS UP TO THE CAMERA, eyeing the vanishing car with intense suspicion: COLONEL NELEC. He then looks to the ground in front of him.

CLOSE ON A FRESH, EMPTY YELLOW SUPER 8 FILM BOX. Nelec steps to it, picks it up. Looks at it. Then back up at the disappearing car. We PUSH IN ON HIS BURNING EYES AND --

EXT. OHIO ROAD - NIGHT

RRRRRRRRROOOOOOOOOAAAAARRRRRRRRR! The Buick speeds past.

INT. BUICK - NIGHT

Overlapping mayhem, but Charles obsesses over his camera:

CHARLES PRESTON

Holy shit, that was insane! He had a gun! An actual physical gun!

CARY CHARLES

I can't believe all that just happened here! Nothing ever My whole camera lends is like happens here!!! shattered now!

PRESTON

My heart is pounding! That train could of killed us.

JOE

(TO ALICE)

Are you okay?

As Alice nervously drives, she shakes her head: no.

CHARLES

Oh shit, all the glass just fell out!

MARTIN

I HAVE NEVER HAD A TEACHER AIM A GUN AT ME!

ALICE

It's hard enough to drive without everyone yelling!
32.

JOE

Guys, keep it down!

CARY JOE

Joe: what was Woodward talking about? I don't know, I don't know--

MARTIN

I'm never taking a train again.

PRESTON

"You'll die, your parents will die," guys, that is not good information.

CHARLES

Great, the focus ring just fell off!

CARY

No one cares about your CAMERA!

MARTIN

Am I the only one shaking?! I'm
also crying --

ALICE

We can't tell anyone we were there -
- we can't say a thing about it --
my dad cannot find out I took his
car, do you guys hear me?!

JOE

It's okay-- no one's saying
anything. None of us.
(to his friends)
Guys -- we're not gonna say
anything -- are we?!

The boys all muster, "no's." Joe turns sweetly to Alice.

JOE (CONT'D)

See? No one's gonna know.

Joe.
Alice nods; if not quite relieved, at least grateful for
But they all stare off for a long beat... haunted.

EXT. ROAD - NIGHT

The Buick SPEEDS AWAY...
33.

EXT. JOE'S HOUSE - NIGHT

CRANE DOWN as the Buick pulls up. The dusty boys pile out.
They all kind of look at each other. What a night. Charles,
who looks at Joe for a beat, holds up his defunct camera on
the tripod. Joe nods.

out.
Alice finds something on the passenger seat and holds it

ALICE

Joe, this is yours.

Joe goes to the window. Alice holds it out: THE CUBE. He
takes it with:

JOE

-- oh, thanks,

ALICE

I should never have done this.

She just drives away. Left there are Joe, Charles, Preston, Cary and Martin. They all kind of look at Alice go.

INT. JOE'S BATHROOM - NIGHT

Joe in the bath. The quiet SWISH of water as Joe holds the CUBIC OBJECT. He relives the night: he mouths explosions. Remembers the fear... then he smiles.

INT. JOE'S BEDROOM - MORNING

awoken
Joe is STARTLED AWAKE as if from a nightmare; Jack has him, quickly bucking his holster, urgent:

JACK JOE

Gotta head in early -- -- okay--
Make sure you let Lucy out. -- I will --

Pull back WIDE to see Joe's room -- while in the FOREGROUND is his desk, crowded with stuff. In focus, however, is the CUBED OBJECT he took from the crash site. As the shot progresses, you may notice that THE CUBE HAS CHANGED SHAPE; **THE VOLUME IS THE SAME, BUT THE CORNERS HAVE EXTENDED.**

JACK JOE

You gonna -- what, you with Charles today? Yeah, I'll be with Charles--
Make sure you get the yard. -- okay, I will.

Jack heads off.

34.

INT. JOE'S HOUSE - KITCHEN - MORNING

TIGHT SHOT: Joe fills Lucy's FOOD DISH with kibble. No dog.

EXT. JOE'S HOUSE - MORNING

Joe hurries across the street.

INT. CHARLES' HOUSE - MORNING

Typical Kaznyk bustle: Father busily packs sack lunches. Hot Jen eats cereal, reads a magazine. One Twin plays HANDBALL

loudly against a wall. Peg keeps walking through the scene with clothes. Mother cooks, says to the other twin (in grimy **SHORTS**) :

JEN

Mom, come on!

CHARLES' MOTHER

No. You're not wearing that. No one in this house is wearing that.

JEN

Compared to Debbie's these are long.

CHARLES' FATHER

Just listen to your mother.

JEN

I can't wear these or go to Wendy's party? This is not fair.

CHARLES' MOTHER

Jennifer Anne, not fair is Africa.

JEN

Mom's racist.

PEG

Are there anymore English muffins?

CHARLES' MOTHER

I don't know, go check.

CHARLES' FATHER

Peg, tell the twins to stop.

PEG

They don't listen to me.

35.

CHARLES' FATHER

Hi, Joe.

It all continues as Joe has entered from the front door.

JOE

Morning, Mr. Kaznyk--

CHARLES' MOTHER

Hi, Joe. Did you hear about the

train accident?

JOE

Uh... no.

CHARLES' MOTHER

It's on the news.

Joe is moving toward the living room, where Charles sits on the sofa, eyes glued to the TV, A TRAIN CRASH BEING REPORTED ON THE LOCAL NEWS; HELICOPTER SHOT of the wreck. The CHYRON READS, "TRAIN DERAILED - AIR FORCE AIDS CLEAN UP." Joe sits beside Charles. They both watch, stunned, as a PHOTO OF DR. WOODWARD appears on the TV, with the heading "DRIVER OF

TRUCK

CRITICALLY INJURED, BEING TREATED." WHISPERED:

CHARLES

Can you believe this?

JOE

No.

CHARLES

It's on the news. That means it's real.

NEWS REPORTER (V.O.)

Meanwhile, local science teacher Thomas Woodward is still being treated by Air Force medical personnel after last night's train derailment. Woodward apparently fell asleep at the wheel of his pick-up truck, which was hit by the speeding train at approximately one AM. Eighty-two train cars were thrown from the tracks in the derailment, the largest such accident in Ohio's history. The condition of Woodward, who has taught at Lillian Middle School for the past six years, remains unknown.

36.

Both stare at the train crash, stunned. Finally, quietly:

JOE

... Looks like a disaster movie, doesn't it...?

And we PUSH IN ON CHARLES, going from depressed and lost to
INSPIRED:

CHARLES
(WHISPERS)

... oh my God, Joe... that's
AWESOME--

JOE

-- what?

CHARLES

We can use this -- we can film it --

JOE

(starts to smile)
-- you wanna go back?!

CHARLES JOE

(turns to him) --okay--
Holy shit, that's mint.
You're a total brain--! We
gotta get the camera fixed
and the film developed from
last night-- I gotta go steal
some more money from my mom!

EXT. LILLIAN, OHIO - BRIDGE - MORNING

Joe and Charles ride their bikes into town, across a BRIDGE,
the massive STEEL MILL in the background --

CHARLES

If any of the footage from last
night is usable, that means we need
Alice to play the wife again.

JOE

Yeah, I thought she was good.

CHARLES

She was mint, but she's never gonna
do it.

JOE

I think she will.

37.

CHARLES

There's no way. You heard what she said.

JOE

But that was before the new pages, right?

CHARLES

You honestly think she cares about the scenes?

EXT. LILLIAN, OHIO - MAIN STREET - DAY

ride
TILT DOWN from the town's WATER TOWER -- Joe and Charles
their bikes underneath it, crossing Main Street -- two large
MILITARY TRUCKS drive past, we may note the Airman in the
passenger seat SCANS THE AREA with a handheld device.

CHARLES

Man, did you hear what she said last night? "I never should have done this!" Dude, she was totally wiggled!

JOE

Yes, she was, we all were.

CHARLES

Did you see her face?

JOE

Yeah, I saw her face.

CHARLES

Man, what's wrong with you?

JOE

Nothing. I think she's going to do it.

They park their bikes outside OLSEN CAMERA AND HI-FI.

INSERT - WHITE PAGES

The book opens -- Joe's finger goes down -- finds "LOUIS DAINARD" and the phone number. We're in:

38.

INT. OLSEN CAMERA AND HI-FI - MORNING

Joe at the counter, DIALING THE ROTARY PHONE, Charles behind him with DONNY, the 19-year-old, dark-haired, bearded salesman with a big collared button-down shirt.

CHARLES

Lens is cracked. Focus ring broke.

(BEAT)

Ya think it's fixable?

Joe HEARS Alice's phone number RINGING.

DONNY

I think it's cheaper to buy a new one.

CHARLES

(TO JOE)

We're screwed, man, it's over!

JOE ALICE (V.O.)

We can use my dad's camera -- it's got sound and-- Hello?

JOE

Alice-- hi, it's Joe. Lamb.

As Charles opens the camera, pulls out the film:

ALICE (V.O.)

Hi...

JOE

So we have some new scenes. For the movie. We were hoping you'd be in `em.

ALICE (V.O.)

Oh-- no. No, I'm done with that.

Joe twirls a hanging Kodak "RELIVE THE MEMORIES" SUPER 8
film

PROMOTIONAL SIGN, speaking in a soft voice:

JOE

Really? `Cause these are really good scenes.

Charles hands the film cartridge to Donny.

CHARLES

We need this developed as soon as possible -- can you do overnight?
39.

DONNY

Asshole, no one can do overnight.
You wanna buy some pot?

Charles reacts; he's never smoked anything.

CHARLES

... no, thank you.

DONNY

You guys are weak.

ALICE (V.O.)

I'm watching the crash on the news.

JOE

Yeah, I know, I saw it.

(CONCERNED)

Are you okay?

CHARLES

Well, what's the fastest you can do?

DONNY

I can make it a rush, you get the film back in three days-- what's your sister up to? The hot one, not the other one.

CHARLES

I don't know.

ALICE (V.O.)

I should go.

JOE ALICE (V.O.)

-- wait, hold on -- lemme come over and show you the pages, okay? I'll be right there. No, d--

EXT. ALICE'S HOUSE - DAY

Lower-lower-middle class house, set against woods. Joe with Alice at her front door. She seems unnerved:

ALICE

I don't care what Charles wants-- I
said no on the phone.

40.

JOE

You totally did, that's true, I
know, but--

ALICE

And now you're at my house.

JOE

I am, which-- under normal
conditions I would nev--

ALICE

It's too weird after last night-- I
don't understand how you guys can
keep working on your stupid movie,
I really don't.

JOE

We have to-- while the crash is
still there.

(waits, anxious, then,

VERY SOFTLY:)

... please...?

ALICE

(she considers, then:)

No.

But Alice's eyes have flicked to the Buick, pulling up.

ALICE (CONT'D)

You should go.

Joe watches Louis get out of the car -- the man who got
arrested at his mother's wake -- carrying a small grocery
bag. He sees Joe and darkens as he approaches:

LOUIS

What's this?

ALICE

He was just inviting me to a party.

Joe steps back as Louis arrives; Louis seems to hate Joe,

but

at the same time, can barely look at him:

LOUIS

She's not going to your party.

JOE

Yessir.

Louis throws Alice a dark, resentful glare.

41.

LOUIS

You know better than this.

She nods, uncomfortable. Louis turns to Joe:

LOUIS (CONT'D)

You get outta her. You go home and don't come back, I don't wanna see you.

Louis goes back inside. Alice follows, turns to Joe. As awkward moment between them. Then, quietly, conflicted:

ALIE

I'll do it.

JOE

-- what?

Off
She closes the door. Alone, despite it all, Joe is happy.
his smile, we HEAR LOUD POPS: BAM! BAM! BAM! BAM!

EXT. HILLTOP - DAY

ZOMBIE
Martin -- as Detective Hathaway -- FIRES A GUN -- shooting
CARY, dressed in a dirty suit, as a man TURNING INTO A

-- his eyes WIDE AND GLOSSY WHITE -- and as he is HIT BY THE
BULLETS, he SLAMS HIS HAND ONTO HIS CHEST -- BLOOD BURSTS

ALL
OVER HIM and he FALLS PAINFULLY TO THE GROUND. We then find
CHARLES, behind his camera, yelling out:

CHARLES

CUT! That was mint! So good! And it
looked huge with the train! Wow!
Joe: go reload the cap gun!

JOE
OKAY --

WIDE SHOT, rising PAST SIX BICYCLES, thrown to the ground in a typical kid jumble. Charles, Joe and Preston, with Joe's dad's KODAK CAMERA on tripod, have been filming, their gear scattered. KEEP MOVING OVER THEM, to Martin and Alice, who were on camera. Beyond them, in the valley, the TRAIN CRASH seems to go forever. MILITARY TRUCKS, TENTS and SOLDIERS. HELICOPTERS buzz in the distant sky. Joe moves over to

Alice,

who looks out at the crash. During all this:

CHARLES

We'll get the other direction next -
- Alice, that was mint-- Martin, go
a little faster next time.

42.

MARTIN

I'll try, but I'm still crying
about last night, I feel like I'm
crazy.

Cary sits, pulls off the CUT-OUT PING PONG BALLS that were covering his closed eyes.

CARY

Did it really look good? My death?

the

CLOSE ON JOE as he arrives beside Alice, who looks out at
train, haunted. Quiet:

ALICE

... what do you think happened...?

Joe stops reloading the gun, looks out, gets lost as well.

JOE

You mean why he crashed the train?

ALICE

I just got a horrible feeling.

Martin has arrives there too. Preston too:

MARTIN

Anyone else still shaking from the
crash?

PRESTON

I got in my parents' bed last night. Haven't done that since I was eleven.

Joe suddenly WALKS AWAY FROM THEM, back toward the camera.

PRESTON (CONT'D)

... did I just insult him?

Joe grabs the camera, near Charles:

CHARLES

-- dude, what are you doing?

Joe moves the camera back to Alice -- he looks through the lens -- uses the ZOOM -- and WE SEE JOE'S POV -- the CRASH, ZOOMED IN -- he PANS from ONE CAR TO ANOTHER.

beat,
Alice watches Joe, who peers into the camera for a long finally standing up, looking out at the crash:

43.

JOE

That whole thing's an Air Force train.

ALICE

-- what?

INT. DINER - DAY

The kids sit at a table at the window. The CAR LOT is across the street. They're talking excitedly but quietly:

JOE

I make models-- plastic ones-- you know, glue `em, paint `em--

PRESTON

And he's not embarrassed by that.

CARY

Looks who's talking, Math Camp.

A WAITRESS is there, delivering more FOOD --

CHARLES

Thanks, could I have a coffee,

please? Cream on the side?

WAITRESS

(really?)
Sure.

She heads off. Cary smiles at Alice.

CARY

He is so sophisticated.

CHARLES CARY

Shut up, I like coffee. No one likes coffee.

ALICE

Keep going.

JOE

Air Force trains -- even models --
have these hooks...

PRESTON

Ooo! Ooo ooo ooo! They do -- for
when their train cars are put on
transport ships.

44.

JOE

Every car in that crash had hooks,
every one...

CHARLES

Joe: stop talking about it.

MARTIN

Am I the only one who doesn't
understand what this all means?

CARY

Probably, Smartin.

MARTIN

Shut up, I don't like that--

JOE PRESTON

Dr. Woodward had that map.
He drove onto the tracks.
Maybe there was something-- -- he wanted to destroy,
he wanted to destroy? yeah.

CHARLES

Please shut up, all of you.

CARY

I say he was just sick of being old and wanted to kill himself.

JOE

He had a gun, why not use that?

PRESTON

There are infinitely more effective ways to commit suicide: pills,
HANGING--

CARY CHARLES

Pussy, stop pulling the fries away. I ordered these for a reason. -- he gets all possessive with his fries, it's so annoying.

PRESTON (CONT'D)

You could jump from a building.

MARTIN

Fall down stairs.

PRESTON

Well, that's not really effective.
45.

ALICE

So, if it's Air Force, what would the Air Force have on a train?

CHARLES

(WHISPER YELLING)

SHHHHJESUS! You heard what the Old Man said, we can't talk about this! (to waitress, with coffee)
-- thank you, very much.

PRESTON

Drowning, hari kari, also known as seppuku--?

CARY

Excuse me, could we please get another order of fries because my friend here is fat?

CHARLES

Funny, Chompers, at least I don't use a booster seat.

MARTIN

What was your teacher even talking about? Who are we supposed to be afraid of anyway?

CHARLES

I don't wanna find out -- guys, we gotta forget we were there. Joe, seriously... you really wanna take a chance that something could happen to your dad, too?

This lands for Joe -- for all of them -- as we CUT TO:

EXT. CRASH SITE - DAY

The massive train wreck that goes on for a mile. Hundreds of MILITARY work to clean up fast. A truck DRIVES PAST CAMERA, taking us to Jack and Nelec, who WALK together amid the debris. Choppers land and take off in the background:

NELEC

Yes, I understand, this crash has caused a whole mess of confusion.
46.

JACK

As you can expect, the local authorities are trying to figure out just what happened here as well as how to help you out.

NELEC

It's under control. It'll be a very fast clean-up.

JACK

Colonel, there isn't anything I should know, is there?

NELEC

Not that I can think of, Deputy. I understand you have concerns about our cargo.

JACK

I'd like to see that manifest, yes.

NELEC

That's not going to be possible.

JACK

Colonel, I've got a lot of people in my town that are gonna want to know what's taking place.

NELEC

-- what town is that?

JACK

... Lillian.

NELEC

Deputy, if you're asking me if we had any dangerous property on board this train, I can assure you the answer's no.

OVERMYER

Colonel.

NELEC

Excuse me.

Jack looks at Nelec -- not quite believing him...

47.

INT. POLICE STATION - DAY

Jack is with Sheriff Pruitt, who stands, distracted, picking up reports from his desk, on his way out.

JACK

They gave me the run around for two hours before I was allowed to talk to anyone.

PRUITT

I'd say they have their hands full, wouldn't you?

JACK

Nelec -- the Colonel -- refused to show me their manifest, said they were carrying mostly airplane parts-

PRUITT

It's Air Force, Jack. Airplane parts sorta make sense.

JACK

Sheriff, I'm telling you, there's something else going on -- they're taking molds of tire tracks -- now why would they be doing that? Who are they looking for? And they're packing these weird little cubes into crates and they're--

PRUITT

Weird little cubes?

JACK

--yeah, into these red trucks, dozens of these trucks -- and I'm telling you, they're scrambling to get the hell outta there--

PRUITT

I'd say that's a good thing, wouldn't you?

JACK

Sheriff, I think you need to go check it out.

PRESTON

And I think you need a break.

(BEAT)

Jack, I've been telling you this since Elizabeth.

(MORE)

48.

PRESTON (CONT'D)

You're a good deputy. But you need to take a vacation.

(BEAT)

Go home. Take off your uniform. Go fishing. And give your son a hug.

Pruitt walks off. Jack, unsettled, watches him go.

INT. KELVIN GAS STATION - NIGHT

FINGERS TAPPING -- they're fingers on a COUNTER, a WALKMAN sitting beside them. BOOM UP to 23-year-old BREEN, who digs the BLONDIE he's listening to. He is alone in the station store. Behind him, 60-year-old SHERIFF PRUITT enters.

SHERIFF PRUITT

Hey Breen, I'm not sure Edie's paying you to listen to the radio.

Breen doesn't respond. The sheriff throws a candy bar at him.

SHERIFF PRUITT (CONT'D)

Breen.

Breen pulls off the headphones.

BREEN

Hey, Sheriff.

SHERIFF PRUITT

What's that?

BREEN

Walkman. It's like a stereo, play your own cassette tapes.

(OFFERS HEADPHONES)

You wanna try it?

SHERIFF PRUITT

(pays for the candy bars)

I don't think so. Kids walking around with their own stereos. Just what we need. It's a slippery slope.

He exits the store.

BREEN

... yessir.

Pruitt heads out; Breen puts the headphones on again.

49.

EXT. KELVIN GAS STATION - NIGHT

We see we're at the lonely gas station the kids drove past earlier. Pruitt's SQUAD CAR filling up, the only car here. High overhead, a yellow KELVIN sign TURNS atop a tall pole near the road. Pruitt crosses to his car. Peels the candy bar. Hearing something, he turns -- a PACK OF DOGS RUN BY. A **DISTANT SHOT AS THE LIGHTS ALL MOMENTARILY DIM AND FLICKER.** CLOSE UP of the PUMP'S SPINNING white NUMBER on black; the gallons and dollar amount blurring higher -- then A BIZARRE REFLECTION -- Pruitt sees it, turns -- and what he sees is

TALL AND TERRIFYING -- he DROPS THE CANDY -- GOES FOR HIS GUN, BUT --

INT. KELVIN GAS STATION - NIGHT

Breen, eyes closed, blasts his Walkman (we only hear TINNY MUSIC) as, through the window behind him, the rear of the squad car SUDDENLY SPRINGS UPWARD VIOLENTLY as if the FRONT SECTION WAS SUDDENLY CRUSHED! PRUITT SCREAMS, MUFFLED, as

the

CAR SLAMS back to the pavement -- LIGHTS FLICKER --

EXT. KELVIN GAS STATION - NIGHT

Gas PUMPING onto the asphalt, SCREAMS OF PRUITT, horrible, CONFOUNDING --

INT. KELVIN GAS STATION - NIGHT

PRUITT'S SCREAMS END as Breen OPENS HIS EYES AND RIPS off

the

headphones: the hell was that? He looks outside -- sees the car -- shattered windows. Confused, he heads out --

EXT. KELVIN GAS STATION - NIGHT

Breen moves tentatively toward the CRUSHED CAR -- quickly glances for Pruitt, who's missing. He gets close to the car, confounded by what he sees -- hands shaking, he rights the pump and replaces it. His heart pounds as he starts for the building -- but SLIPS ON THE GAS -- falls hard -- looks up -

-

sees whatever's coming for him -- SCREAMS as he gets to his feet and RUNS LIKE A MOTHERFUCKER --

INT. KELVIN GAS STATION - NIGHT

Breen RUSHES INSIDE -- we're WITH HIM as behind him: KKKRASH!!!! An EXPLOSION OF GLASS AND JUNK FOOD and --
50.

EXT. KELVIN GAS STATION - NIGHT

WE LOOK DOWN UPON THE STATION FROM UP HIGH -- where the turning, lit KELVIN SIGN BLOCKS OUR VIEW FOR THE MOMENT --

we

can only HEAR THE HORROR happening inside the station until FINALLY the sign REVEALS THE STATION -- everything inside looks like it's in a BLENDER -- THERE'S A SUPER-HUMAN UPHEAVAL HAPPENING IN THERE -- and Breen's SCREAMS CONTINUE as the turning Kelvin sign BLOCKS OUR VIEW AGAIN -- as the **SOUND GETS UNBEARABLE, A SUDDEN CUT TO:**

A FACE. A MAKE-UP BRUSH APPLYING MAKE-UP. It's ALICE, and she's becoming a ZOMBIE. We are:

INT. CHARLES' KITCHEN - DAY

Joe makes her up -- a not half-bad, simple ZOMBIE MAKE-UP. Pale skin, sunken eyes and cheekbones. In the background,

the

other kids prepare to film.

He hands her a mirror, she gazes into it, sort of amazed.

ALICE

Where'd you learn how to do this?

JOE

Mostly the Dick Smith Monster Make-up Handbook.

She nods. Whatever. Charles is suddenly there, with Cary:

CHARLES

Hey! So I'm gonna need more shots of the train crash, obviously-- you know that train model you made? Can we blow it up and film it?

Joe doesn't want to do this at all. AT ALL. But...

JOE

... sure.

CHARLES CARY

Mint. Gnarly!

Charles and Cary head off, planning the explosions. Alice looks at him knowingly.

JOE (CONT'D)

I don't care, they can blow it up. I can show you the train, it's nothing, it's stupid.

(BEAT)

(MORE)

51.

JOE (CONT'D)

You wanna see it? Later? The...
train? My train model? The train I
made?

The LIGHTS IN THE HOUSE DIM -- BROWN OUT -- then back on.

CHARLES MARTIN

That's like the third time Dude. Bitchen.
that's happened.

ALICE

So how am I supposed to be a
zombie?

JOE

Oh. Just be a lifeless ghoul.
Someone with no soul, dead eyes.
Scary. D'you ever have Mrs. Mullin?

ALICE

For English? Yeah--

JOE

-- like her. But hungry, like
hungry for human flesh. To make
them turn into zombies, because
that's what zombies do.

Alice considers this -- then, after a beat, starts doing her
best zombie. Joe smiles, `cause it's pretty good.

JOE (CONT'D)

Oh my God. That's really good...

And Alice slowly leans in toward him -- is this performance?
Or is this something else--? And she PUTS HER MOUTH ON HIS
NECK IN A FAKE BITE, which makes Joe go still -- a shiver
down his spine -- he's never felt anything like this in his
life. And when she pulls back, her performance over, she's
smiling. He doesn't know what to say, tries to stay cool.

JOE (CONT'D)

... not bad.

EXT. KELVIN GAS STATION - DAY

Jack,
We're NEAR THE GAS PUMPS, LOW TO THE GROUND -- DOLLY as
EDIE and MR. BLAKELY come out here. We pass SMALL SHATTERED

PIECES OF RED AND BLUE PLASTIC and STOP AND RACK to the GUN
Sheriff Pruitt dropped.

52.

EDIE

-- Careful, there was a gas spill.
I don't even know how much fuel
I've lost.

MR. BLAKELY

-- You don't seem to be asking a
lot of questions.

EDIE

-- Give this man some time, Mr.
Blakely.

MR. BLAKELY

He's just the Deputy, he's not the
Sheriff...

Jack kneels by the Smith and Wesson Model 19. Jack pulls out
a handkerchief, lifts the fun -- PUSH IN ON the engraved
initials "H.P." JACK IS ROCKED BY THIS. He opens the
cylinder
to check if it had been fired.

CUT BACK WIDE. No squad car here. Jack checks out the broken
BLUE AND RED PLASTIC as he makes a walkie call:

MR. BLAKELY (CONT'D)

I think this is most likely a bear
attack.

EDIE

Remember when I said you talk too
much? Well, this is the time.

JACK

Vicky, ya heard from Sheriff Pruitt
this morning?

VOICE (V.O.)

Negative, still no word.

JACK

Vicky, I need you to have Dayton
send a CS unit out to Edie's. You
put out an APB on the Sheriff and
Breen Haskell -- send units to
their houses immediately. You copy

all of that?

VOICE (V.O.)

... copy. And Jack, we're getting a lot of unusual calls.

JACK

... what kind of unusual calls...?
53.

EXT. CAR LOT - DAY

Angry IZZY, 65, OPENS A NEW CAR HOOD: PIECES OF THE ENGINE RIPPED AWAY, MESSY -- DOLLY WITH HIM, Jack follows:

IZZY

Never seen this kinda thing before.

Izzy opens ANOTHER CAR HOOD: PIECES MISSING.

IZZY (CONT'D)

What the hell am I supposed to do? Insurance company thought I was joking with him. Look at my Bonneville here-- look at this. I got a call about this car yesterday. What am I going to tell the customer?

ANOTHER HOOD -- PIECES MISSING.

JACK

Having trouble with anyone lately, Izzy?

IZZY

I was thinking, you should talk to Louis Dainard. I didn't help him out with financing last year, wouldn't be surprised if this was-- some sorta sick retribution.

As Jack heads back to his car, THREE RESIDENTS move to him, walk with him, AD LIB:

RESIDENTS JACK

-- Some strange shit has been -- d'you call the station going on. My antenna's gone-- yet. You need to call the our dog is gone, he hasn't station. And file a report, come home this morning -- before anything can be done Jack, my lights keep going on about it. And then we can

and off. Counting on you, take care of these things. If Jack. you do that for me, I promise you, I'll handle it myself.

how He seems to have appeased them -- but as he turns, we see

stressed he is. He stops, noticing FOUR MILITARY TRUCKS DRIVING PAST, SLOWLY, ANTENNAS atop the trucks, and the men inside seemingly scanning the area. Jack is disturbed by this.

54.

EXT. HILL TOP

Joe rides along a hillside. Parks his bike. Walks toward the edge.

JOE

Lucy. Lucy. Lucy!

He stops to reveal the town of Lillian.

EXT. LILLIAN STREET - DUSK

Joe rides the street, calling out:

JOE

Lucy! ... Lucy!

WIDE SHOT as he DIPS down a neighborhood hill, sun LOW.

EXT. LILLIAN, OHIO - MAIN STREET - DUSK

A community CORKBOARD. Joe posts up a piece of paper; we SEE IT NOW IN CLOSE-UP. It's a MISSING DOG SIGN FOR LUCY. We're on Joe's face as he finishes pinning it up -- when something he sees makes him stop. He slowly takes a step back. Then another... his eyes glued to the board.

Then we see the REVERSE -- SLOWLY PULLING BACK -- REVEALING **THAT THERE ARE DOZENS AND DOZENS OF BRAND NEW "DOG MISSING" SIGNS POSTED ON THE BOARD.** It's COVERED in them. Joe is so stunned, he doesn't notice the MILITARY TRUCKS that pass in the background behind him.

INT. JOE'S HOUSE - KITCHEN - NIGHT

KA-BAM: back door opens, Joe enters. EMPTY PIZZA BOX on the

notes

table. Jack and four POLICE OFFICERS in the living room, smoking, reviewing POLICE REPORTS, marking MAPS, taking

-- WORKING ON THE PROBLEMS THEY'RE HAVING --

OFFICER MIKE

We need more help around here.

OFFICER GORDON

We've got four men on the Pruitt case alone. We've called into Dayton, they'll be out in the

MORNING----

55.

JACK

That's not enough. People don't feel safe here -- and you know why? `Cause they're not--

The officers agree. Joe moves into the doorway where his dad and other convene.

JACK (CONT'D)

-- the Air Force isn't answering a damn question: they've got trucks at Woodward's house, looking for
SOMETHING --

OFFICER

They've got trucks all over town.

OFFICER JAY

I saw a guy riding shotgun in one of those trucks -- had some kind of scanner in his hand --

DEPUTY TALLY

--like a Geiger counter or
SOMETHING--

JACK

I know. They're saying it's just clean-up at the train crash, but they're taking molds of tire tracks. Which means they're looking for someone-- now what's that about?

Joe has heard this and DROPPED HIS FLASHLIGHT -- the men all turn, silent. Joe, on the spot:

JOE

-- have you... seen Lucy?

JACK

I'm sure she's around. I put a couple of slices in the fridge for you there.

DEPUTY TALLY

-- oh-- I ate those. Sorry, Kid--

JOE

That's... okay, I'll find a--

Then the POWER GOES OUT -- the men react -- it FLICKERS ON AND OFF -- Jack grabs his radio a the POWER RETURNS:

56.

JACK

Vicky, you got power at the station?

DISPATCH (V.O.)

On and off. Brook County's in the dark.

JACK

Get water and power out there now.

INT. JOE'S LIVING ROOM - NIGHT

Joe paints his model on the floor of his living room, watching In Search Of and talking to Charles on his walkie talkie.

JOE

So the Air Force is looking for a car -- Alice's dad's car -- they're taking tire prints from the crash site. Over.

CHARLES

I don't wanna hear about it. They could be monitoring us right now! Jesus, shut up. Over!

JOE

(VERY CONCERNED)

And the military's at Woodward's

house. Looking for his research.
Whatever that means?

CHARLES

Joe -- YOU CAN NOT FLAKE OUT ON ME
AND BE A DICK! Are you gonna come
help me tomorrow or not? I need you
to make Alice a zombie again.

And Joe tries to snap himself out of it. But is disturbed.

JOE

Okay... I'll do the make-up. Over.

EXT. COUNTRY ROAD - NIGHT

WIDE SHOT: middle of nowhere wooded area as an OHIO POWER
CHERRY PICKER TRUCK drives up, parks beside a UTILITY POLE.
57.

INT. DWP CHERRY PICKER - NIGHT

ROONEY, 49. Cigarette in his mouth, makes notes on a
weathered clipboard. Glances at the power line. Doesn't
understand what he sees -- PUSH IN ON HIM. He radios in:

ROONEY

This is Rooney at Mary-10, was
there re-routing on this line?

VOICE (V.O.)

Negative, but the grid through
Liberty is dark.

ROONEY

... yeah, `cause there's no
overhead lines on these poles.

VOICE (V.O.)

-- come again?

ROONEY

No power, no comm cables. Stand by.

He DRIVES AGAIN -- we see a WIDE SHOT OF THE LANDSCAPE --
HALF A DOZEN UTILITY POLES -- ALL BARE -- NOT ONE WIRE.

EXT. SALVAGE YARD ROAD - NIGHT

SALVAGE The truck comes to a stop, roadside. Tall trees and a
YARD behind them. PUSH IN ON ROONEY who calls in:

ROONEY

We got over a half mile of copper
missing.

VOICE (V.O.)

-- that-- doesn't sound possible.

ROONEY

Lines are back up at M-38.

In the cherry picker bucket, Rooney works the controls. He begins LIFTING; a WIDE SHOT shows him rising to the bare utility pole STEPDOWN TRANSFORMER. When Rooney finally gets to the top, with gloves hands, he inspects the transformer. After a moment, though, he stops. HEARS something else, past the sound of electricity. He looks over toward the SALVAGE YARD. Except it's mostly hidden by the trees. From here, Rooney can only see the tops of the JUNK PILES. A small METALLIC CRASH. Then ANOTHER.

58.

CRASH, Rooney cranes his neck to get a view. Another METALLIC
this time GLASS BREAKING, too. Then, in the distance, at the middle of the salvage yard, SOMETHING FLIES INTO THE AIR, **FALLING AND LANDING WITH A CLANG-THUNK.**

Rooney strains his eyes to see -- what the hell was that? A tin can? A piece of a fender? Hard to tell from here.

UP Then, thrown into the air: A CAR TIRE. It lands with a THUD. Rooney then uses the bucket controls -- MOVES BACKWARD AND

-- a touch higher toward the transformer -- not exactly watching how close he is getting. He stops. Watches.

An ENTIRE JUNKED MOTORCYCLE flies into the air, discarded, twirling, and CRASH LANDS, out of sight.

CONTINUE, Rooney is stunned. As the METALLIC RUMMAGING SOUNDS
Rooney moves the bucket EVEN HIGHER -- when suddenly his bucket BEEP-BEEPS LOUDLY -- a warning he's too high -- and
he suddenly stops it and the BEEPING STOPS --

But so do the rummaging sounds. SILENCE, save for the eerie

HUM OF POWER. He waits. Nothing. Wants a better view, so he begins to LOWER THE BUCKET.

We're in a WIDE SHOT, seeing his DESCEND, PAINFULLY SLOWLY.

Then we're in a LONG LENS CLOSE UP of Rooney as he SLOWLY DROPS -- TIGHT ON HIM as he's looking over toward the salvage yard -- and it takes us a minute to realize there's fucking SOMETHING BEHIND HIM -- SO BIG WE DIDN'T SEE IT -- COMING

OUT

OF THE SHADOWS -- IT'S GOT MUSCLE AND FLESH AND IT MAKES AN UNGODLY SOUND AND IT INSTANTLY GRABS HIM -- THE TRUCK ROCKS AS WE CUT INSIDE THE CAB OF THE TRUCK, LOOKING OUT THE WINDSHIELD -- KEEEEEEESH!!! IT SPIDERS AS ROONEY'S LEGS IMPACT THE GLASS AND SUDDENLY WE'RE IN A WIDE SHOT OF THE CHERRY PICKER, ROCKING BACK AND FORTH IN INCREASINGLY

SMALLER

MOVEMENTS, UNTIL THE TRUCK IS MOTIONLESS. Empty. Alone.

Then: NOISE -- and an AMPLIFIED VOICE:

MRS. BABBIT (V.O.)

I wanna know who took `em.

INT. TOWN HALL - DAY

A LOUD TOWN MEETING. Two-hundred frustrated CITIZENS crowd the auditorium. Jack at the podium, TOWN OFFICIALS, including the local MAYOR sit on stage as well. Currently, MRS. BABBIT, 52, speaks into the microphone on the floor:
59.

MRS. BABBIT

Twenty microwave ovens: gone from my inventory. Brook County's without power -- this feels to me like a Russian invasion.

The town ROARS its approval -- Jack, impotent, tries:

JACK

Mrs. Babbit, I don't believe the Russians have anything to do with what's happening in town-- but I'm calling the curfew because w--

MRS. BABBIT

Until you can tell me who's messing with us, I say it's the Soviets and we're at war. I like you, Jack, but we need Sheriff Pruitt back.

The town ERUPTS in agreement --

JACK

We have good people working on that. Mr. McCandless.

A short, bald man of 65, MR. MCCANDLESS speaks:

MR. MCCANDLESS

Since Wednesday morning, my Ham radio's been a mess -- all sorts of frequencies I like to scan. Some kind of buzz modulation-- have you found that?

PUSH IN ON JACK, HEARING THIS --

JACK

Mr. McCandless, can I speak with you for a moment, privately?

The Mayor takes over as Jack has a SIDEBAR MEETING with Mr.

MCCANDLESS:

MR. MCCANDLESS JACK

-- it was like having my -- that must be very annoying-radio hi-jacked-- - you don't know the frequencies off-hand, do you?

-- sure I do: 13201 to 13710, (pulls out paper, pen)

15015 TO 15048--

60.

EXT. POLICE STATION - DAY

Jack hurries from the town meeting to the station --

WOMAN

Jack, all the tools in the garage are gone.

JACK

Patty, get in touch with Vicky. David, have you seen Milner?

DAVID

No, sir, I haven't seen him.

MAN

There's a sink hole in my garage.
It almost sank a foot.

JACK

Hey Tom. Tom, have you seen Milner?

TOM

Have you tried his office?

JACK

Check his office.

MAN

The powers been out for days

Jack continues, into:

INT. POLICE STATION - DAY

DOLLY FAST with an exasperated Jack as he WRITES, tailed by
ASSISTANT DEPUTY ROSKO --

JACK

--Rosko, I need you to get every
radio we have and you tune to these
frequencies -- understand?

ROSKO

No. What?

JACK

Hey Danny, you have a radio scanner
with a descrambler don't you?

DANNY

Voice inverter, yeah.
61.

JACK

Whatever, get it down and set it up
for me.

ROSKO

What is this?

JACK

I think the Air Force is using
UNASSIGNED CHANNELS--

He heads for his office, seeing LOUIS, who is being escorted out by an Officer across the room.

LOUIS

Hey -- he was at my house yesterday morning, are you aware of that?

OFFICER ROSKO

(quiet to Jack)
We brought him in about the car lot and other things -- he's clean.

LOUIS

I'd appreciate it if you would inform your son that my house is off-limits. And so is my daughter.

Louis heads out -- HOLD ON JACK AS he turns, ENTERS HIS OFFICE, and as that door opens, we CUT TO:

INT. JOE'S ROOM - LATE AFTERNOON

The door opens of his messy, motherless room. Joe and Alice enter. He could not be more self-conscious. He moves stacks of comic, tosses some dirty clothes behind the bed -- pair of underwear and socks. He closes the closet and hangs a bath towel on his desk chair. She looks around as she enters. The light dim, intimate.

JOE

Oh gawd, I didn't clean up.

Joe quickly moves a pile of papers and books from the desk to the floor; NOTEBOOKS AND SCHOOL WORK spill out and we get a GLIMPSE of some "B-MINUSES" and other "C-PLUSES" in RED.

Joe, embarrassed, hides them, then moves to his MODELS:

ALICE

-- you made all these?
62.

JOE

Yeah, that's the Hunchback of Notre Dame. I watched that one on TV.

HERE---

Alice sits on the bed. Joe takes the FIVE-CAR TRAIN MODEL.
She moves close:

JOE (CONT'D)

This is the train they wanna
destroy.

Alice hold it. Joe watches her. She really looks at it.

ALICE

... it looks real.
(beat, studies)
It looks so old...

JOE

That's dry brush technique.
(off her look)
After you've painted the base
color, you take something like...
(grabs up Testors bottle)
Euro Gray.

Her face is so close to his. Her hair touches his ear.

ALICE

Euro Gray...

JOE

There are so many different grays,
it's crazy. And you pour a little
onto like a paper plate. Then you
take a dry brush and you just dip
it in, then you brush on the paper,
so the paint's barely on the brush.
Then you make small brush strokes
on the model. Little ones, like
where the wear and tear would be.
Around the wheels. Or where the
doors would slide. Then you do it
again, like with Camouflage Gray--
or here, I used Insignia Red to
make it look like there was another
coat of paint on there before. Like
they painted over it, but you could
see it scratched off.

Lost in thought, he looks at her. Suddenly self-conscious.
63.

ALICE

What was that necklace?

(off his awkward stare)
The one you were holding at the
train crash. Was it your mom's?

It takes him a beat. Finally:

JOE

My dad gave it to her the day I was
born. She wears it all the time.
Used to.

(BEAT)

It was bad, how she-- died and
stuff, but they got the necklace
back. So.

Their tension INTERRUPTED BY an out of breath Charles:

CHARLES

Guys, what the hell?! No one knew
where you were.

JOE

We're sitting right here.

CHARLES

You gotta be the soldier.

JOE

I thought you were calling Evan.

CHARLES

Evan blew us off, he's a pussy.

(TO ALICE)

Excuse me.

ALICE

It's okay.

CHARLES

You gotta do it. You're the only
one.

INT. POLICE STATION - JACK'S OFFICE - DAY

Jack with OFFICER TALLY (24):

JACK

The hell do you mean you "found my
dog in Brookville?" That's a

DIFFERENT COUNTY--

OFFICER TALLY

Lucy-- that's where she is. We've gotten nearly thirty calls from people who have found local dogs. Thing is, the calls coming in aren't local.

anywhere Tally puts a MAP on his desk -- 28 DOTS in a CIRCLE, from a 20 to 150 MILE RADIUS, WITH LILLIAN AT THE CENTER.

OFFICER TALLY (CONT'D)

It's like they all just... ran away, every direction...

Jack is stunned.

INT. POLICE STATION - DAY

at Officer Rosko at his desk, with a YOUNG WOMAN, a HAM RADIO his desk beside a REEL-TO-REEL TAPE DECK. He takes notes:

YOUNG WOMAN

It's not her. She never's disappeared before.

OFFICER ROSKO

Alright. Now what does she look like?

YOUNG WOMAN

She's got dark hair, it was in rollers. Do you know what rollers are?

OFFICER ROSKO

Yes, I know what rollers are.

YOUNG WOMAN

She went to her car--

Rosko Suddenly a GARBLED ELECTRONIC SOUND from the HAM RADIO. quickly hits RECORD on the reel-to-reel --

OFFICER ROSKO

EXCUSE ME--

He grabs speaker, turns the volume knob, puts the speaker close to the tape recorder, turns on recorder.

65.

INT. POLICE STATION - DAY

FOUR OFFICERS gather as Jack PLAYS BACK THE REEL-TO-REEL through Milner's DESCRAMBLER. He WRITES DOWN AS THEY LISTEN TO MEN'S VOICES, creepily FILTERED and BROKEN UP:

MALE VOICE (V.O.) OFFICERS

--zero-niner center opera - (AD LIB)
ocal position-- fangs out. Listen, that's Air Force.
Cop-- confirm, Operation What are they doing
Walking Distance is-- six- transmitting on these
three-niner, retur-- frequencies? Maybe they don't
erations. want anyone to find em? Maybe
they're not Air Force.

ROSKO

What's he say? Operation what?

CLOSE ON--JACK:

JACK

Walking Distance.

EXT. WOODWARD'S HOUSE - DAY

boxes

MILITARY VEHICLES parked everywhere. Personnel removing from the house, packing it all up. But out front, Joe is dressed as an Airman, performing with Martin, dressed as the detective.

Military trucks surround the house. Hathaway is with a

SOLDIER:

DETECTIVE HATHAWAY

I came as soon as I could, what's happening here?

OFFICER JOE

Military police investigation. It was a suicide.

DETECTIVE HATHAWAY

Suicide? Who was it?

OFFICER JOE

A former Air Force officer. He called me last night, said he had a secret that he couldn't keep any longer.

Officer Joe hands Hathaway a FILE. Hathaway looks at it.

66.

DETECTIVE HATHAWAY

What's this?

OFFICER JOE

He worked at Romero Chemical. He found out some things the company's been doing. After what you told me at the bar, I thought you should know.

Cary behind the camera, Charles beside him:

CARY

(QUIETLY)

Are we gonna get in trouble here--?

CHARLES

(WHISPER-YELL)

Shhhh! Production value! It's for the movie!

DETECTIVE HATHAWAY

This proves it. They knew, the company knew. Thank you so much for the information.

OFFICER JOE

We just made the discovery ourselves. You understand this is top secret.

DETECTIVE HATHAWAY

Of course.

OFFICER JOE

I would never have given you this information if you and I hadn't served together in Vietnam.

As it continues, we see Alice behind the camera, watching Joe, smiling. But then she sees something that disturbs her: Jack's CRUISER pulls up.

INT. WOODWARD'S HOUSE - DAY

A dozen OFFICERS go through HUNDREDS OF CARDBOARD BOXES of documents. Books and personal belongings are put into boxes, taken from the house. Overmyer enters, crosses to Nelec, who reviews a folder.

OVERMYER

Nothing so far--
67.

NELEC

How much more is there?

OVERMYER

Sixty boxes in the basement, maybe more.

NELEC

What, more tax returns?

OVERMYER

It's here somewhere. If we can't find it, Woodward'll tell us where it is.

But Nelec has seen something outside: THE KIDS.

NELEC

... the hell's that?

OVERMYER

... looks like kids making a movie...

insists Behind them, a WINDOW, showing the street, where Jack

Joe get into the car. Nelec looks out -- sees Jack take Joe by the arm, grab the tripod and head to his squad car.

EXT. WOODWARD'S HOUSE - DAY

As Jack gets out, he sees the kids and isn't happy. He moves toward Joe and his friends:

CHARLES

Joe.

(TO JACK)

Hey, Mr. Lamb!

Joe spins around as Jack arrives, grabs his camera from Charles and saying firmly, to Joe:

JACK

Get in the car.

Joe is stunned -- instantly humiliated in front of Alice -- he's taken back to the squad car --

CHARLES

Uh-- Mr. Lamb? That's your camera,
but technically, that's my film--
68.

Jack OPENS the car's back door -- Joe gets in -- Jack SLAMS it shut, then throws the camera and tripod into the passenger seat and SLAMS that door, heading to the house, leaving Joe in the back. Nelec heads outside -- Jack moves to him:

NELEC

I would like to help you out
deputy. I really would. But we
operate on a need to know basis.

JACK

Why are your trucks sweeping the
town?

NELEC

We'll be out of your way shortly.

JACK

Then I'm sure you wouldn't mind me
contacting DC. Talk to some friends
about "Walking Distance."

This lands on Nelec.

JACK (CONT'D)

All right. We'll do it that way.

Jack heads off.

NELEC

Deputy.

(JACK TURNS)

Let's talk. Just not here.

Jack stops, turns to uncomfortable Nelec.

INT. SQUAD CAR - DAY

Joe, his breathing heavying, sits in the car, heart
pounding,
watching his father move over to talk to Nelec, close again.
Then he looks over at his friends -- Charles giving him a
"WHAT THE FUCK?!" Look. Alice watches him sympathetically.
She mouths to him a guilty, "...is it me...?" And Joe shakes
his head: "No." But we -- and she -- know better.

EXT. JOE'S HOUSE - DAY

The squad car pulls up. Jack gets out, Joe follows -- **THE
CAMERA PULLS BACK TO REVEAL THAT WE ARE:**

69.

INT. JOE'S HOUSE - DAY

Door opens. Jack enters, then lets Joe pass him. Joe closes
the door hard and says, angrily, but restrained:

JACK

This is new. All this. For the both
of us. Dealing with-- all this,
just us. So I'm going to make this
as clear and simple as I can:
You're not friends with Alice
Dainard. When I say no, I don't
mean maybe. I don't mean yes. I
mean no. I've known Louis Dainard
for alotta years-- he's been
nothing but trouble. Your mother
used to say he's not a bad guy, he
just needs a chance, he's just sad -
- well I tried to be good to him,
but I can't. Not anymore. I will
not allow him or his daughter in
this house. I will not allow you
spending time with her, doing
projects or whatever it is that
you're doing. THAT'S IT. I hope
we're clear.

Jack turns to leave -- but Joe, enraged, says:

JOE

We're not clear.

Jack stops -- stunned -- Joe's heart pounds --

JACK

What'd you say?

JOE

We're not clear. You and I aren't clear about anything. We couldn't be less clear.

JACK

Joseph Francis Lamb--

JOE

(ERUPTING)

Just `cause mom died doesn't mean you know anything about me!!! You don't. You don't know about Alice either -- she's kind!

70.

JACK

I'm not having this discussion with you--!

JOE

She's NICE to me!

JACK

I don't care what she is! Her father is a selfish, irresponsible son-of-a-bitch!

Jack moves CLOSE to Joe -- intimidating -- Joe steps back -- Jack is fucking intense:

JACK (CONT'D)

You listen to me, I've got twelve thousand people in this town that are scared out of their minds-- they've got one person they can rely on -- it used to be someone else, but now it's just me.

Jack suddenly stops himself, realizing what he's saying. And to whom he's saying it. But somehow, in this moment, he

can't

be a better father than law officer. Not yet. More upset at himself than Joe, he heads out.

EXT. LILLIAN STREET - DUSK

Joe rides UP A HILL -- BOOM UP -- REVEAL THE TOWN CEMETERY.

EXT. CEMETERY - NIGHT

OPEN

Joe sits, his back against his mother's grave. Holds her
LOCKET, staring at it. He's just come here for comfort. But
then -- a SOUND -- and Joe turns. Deep and low, in the
distance. Joe is motionless. HEARS IT AGAIN. He stands,

pulls

out his flashlight -- aims the beam down ROWS OF GRAVES,
toward the big CARETAKER'S SHED in the distance. Another
INTENSE, LOW SOUND -- then a high pitch HIT, like METAL ON
WOOD and Joe backs up, nervous. Another odd sound -- then
ANOTHER -- which TRANSITIONS US TO:

EXT. MUNICIPAL AIRPORT ENTRANCE - NIGHT

Jack's squad car arrives at the abandoned airfield.

71.

EXT. MUNICIPAL AIRPORT BUILDING - NIGHT

Jack's car pulls up. He gets out of the car. Suddenly the
three large MILITARY TRUCKS' HEADLIGHTS COME ON -- all aimed
at Jack -- he is blinded -- tries to see --

JACK

Hello--?

And now BODIES are seen of SOLDIERS, holding and aiming
WEAPONS. Then, a VOICE over a TRUCK PA:

VOICE (V.O.)

Drop your weapons. Put your hands
on the car.

JACK

--I'm here to see Colonel Nelec. He
told me to meet him here.

VOICE (V.O.)

You're under military arrest. Drop
your weapons.

JACK

WHERE'S NELEC?

INT. MILITARY MEDICAL ROOM - NIGHT

TIGHT ON NELEC. Past an IV and medical machinery. He's looking at someone we don't yet see. In the background, Overmyer stands, watching. Nelec is quiet, simple:

NELEC

I don't want any more trouble. Do you?

Now we see who he's talking to. IT'S DR. WOODWARD. Battered and scraped, he lies in a medical bed, afraid, but defiant.

NELEC (CONT'D)

We've been going through your belongings, looking for evidence. Of what you knew, how you knew it... and who else might know.

(BEAT)

I remember you. In the lab. And I recall we didn't see eye to eye, but that's no excuse for doing what you did here.

72.

Dr. Woodward swallows. Feels that his time on Earth is coming to an end no matter what he does here. By the door, Overmyer is quietly putting on his BLACK GLOVES.

NELEC (CONT'D)

So in the spirit of moving forward and avoiding more trouble, tell us where you put your research. I know you had someone document the crash that night. Tell me who that was and I'll help you, I swear to God. On my mother's life -- if you help us now, we will take care of you.

DR. WOODWARD

I've seen what happens, Mr. Nelec, when you take care of people.

NELEC

--I'm going to bait him. I'm going to catch him.

DR. WOODWARD

He's in me, you know. As I am in him. So when you see him next, as I'm sure you will... I'll be watching you, too.

-
remains
the

Nelec offers a vague, searching smile. But Woodward will not
- not ever -- relent. So. Nelec moves to the door, he
FACING CAMERA, his back to Woodward, as Overmyer moves to
bed. PUSH IN ON NELEC'S FACE, UNDERSTANDING HIS TRUE NATURE
AS WE CUT TO:

INT. JOE'S ROOM - NIGHT

Joe sleeps, power still out. Then, a KNOCK. He wakes up. Another KNOCK. His window. He moves to it. Opens it. It's Alice. Joe is half asleep, but also stunned. Very quietly:

ALIE

-- are you-- were you sleeping?

JOE

Before, earlier, b-- no, you okay?

ALICE

Yeah.

JOE

(BEAT)

Oh, you wanna come in?

73.

And Alice climbs in. Joe sits on the floor. Alice does too. It's odd and silent for a moment.

ALICE

Power's still out.

JOE

Room's still messy.

ALICE

I was in bed, couldn't sleep.

(BEAT)

Thinking. I wanted to tell you something, before tomorrow -- Don't let Charles blow up your train.

Joe stares, amazed at her.

ALICE (CONT'D)

I don't think it's right, do you? I know he's your friend, but he's so **BOSSY--**

JOE

He can be sorta li-- I've known him since Kindergarten, though--

ALICE

He shouldn't always get what he wants. I mean, who always gets what they want? -- I know I don't know you at all. Even though... it sort of feels like I do.

(BEAT)

Do you not... feel like that?

JOE

-- no, I totally do, I'm just... sort of in shock at this whole

CONVERSATION--

him And the POWER RETURNS -- Joe's CLOCK LIGHT goes on behind

SILENT -- but more chilling, the PROJECTOR comes back on; the

HOME MOVIE OF HIS MOTHER PLAYS. Joe crawls to the projector to stop it -- but:

ALICE

-- no, keep it-- please --

Alice moves closer to the screen. Joe sits behind her. She watches the film. Can't take her eyes away.

ALICE (CONT'D)

... is that her?
74.

JOE

... yeah...

And as Alice watches, we GENTLY PUSH IN... as tears start to fill her eyes. Behind her, at a near WHISPER:

JOE (CONT'D)

... it's so weird watching her like this, like she's still here...

(beat, lost in it)
... she used to look at me, this way... like really look. And I just... knew I was there. That I existed.

A tear drops down Alice's face, though Joe can't see that. Finally, quietly:

ALICE

He drank that morning. My dad.

(BEAT)

He missed his shift.

(beat, hard)

Your mom took it for him. The day of the accident.

Watching his mother, Joe is quietly stunned. Finally, eyes wet, Alice turns to Joe.

ALICE (CONT'D)

... I know he wishes it was him. Instead of her.

(HARD BEAT)

... and sometimes I wish it was, too.

Joe just stares at her... heartsick and speechless. Finally:

JOE

Don't say that.

(BEAT)

He's your dad.

Just then, the SUPER 8 movie ENDS: the film FLIPFLIPFLIPS. Joe turns off the projector -- but a SOUND REMAINS. A sort

of

SHUDDER-HUM. Joe unplugs the projector, but the sound remains. Then they look: THE SHUDDERING IS COMING FROM THE CUBE HE TOOK FROM THE CRASH SITE, sitting on his desk.

cube

Joe and Alice move to it. He turns on his desk lamp. The VIBRATES, almost imperceptibly.

ALICE JOE

-- has this--? -- no.

75.

cube

Joe opens a drawer, grabs a paintbrush -- he touches the

-- the thing SHUDDERS ON ITS OWN.

They are amazed. They get LOW -- eyes at desk level -- the SHUDDERING INCREASES IN PITCH AND VOLUME -- he reaches out to touch it with his finger, but suddenly the cube BULLETS AWAY --

- ACROSS THE ROOM -- AND BLASTS THROUGH THE WALL, LEAVING A FIVE-INCH HOLE IN THE WALL! She screams -- they both fall to the floor, STUNNED -- PUSH IN ON Joe, his heart pounding. He moves to the wall -- looks through the hole: in the distance, trees and the TOWN WATER TOWER.

INT. ALICE'S HOUSE - NIGHT

Alice enters the dark house quietly. She steps carefully toward her room, when --

LOUIS (O.S.)
Morning.

His voice makes her JUMP. She turns: sitting in the dark, in an armchair, is her father. He's awake. And drunk.

LOUIS (CONT'D)
You wanna tell me where you were?
Or you want me to tell you.

A tense beat, her mind races. Breathe, Alice, just breathe.

LOUIS (CONT'D)
Sit down.

ALICE
I should go to bed.

LOUIS
I wanna talk to you. I said sit down.

ALICE
I don't want to sit down.

LOUIS
Then go. Be just like your mother and leave.

This kills her -- but she does: she leaves the house.

LOUIS (CONT'D)

GO AHEAD, GO!
76.

EXT. ALICE'S HOUSE - PRE-DAWN

Alice, crying, gets on her bike and rides off -- a DISTANT FIERY GLOW past the factory and over the hills. The front door opens -- Louis comes out and yells, miserable:

LOUIS
ALICE!!! WAIT!!!

But she's far gone -- Louis' mind races -- he runs to his BUICK -- starts it up -- PULLS OUT FAST and goes after her -

EXT. LILLIAN STREET - PRE-DAWN

Alice PEDALS HARD, she wants to escape everywhere. No cars the street, no people. A block behind her, SCREECH: a CAR turns onto the road. Her father's car -- she makes a turn --

INT. BUICK - PRE-DAWN

We're with Louis as he drive -- clearly drunk --

EXT. SHARP TURN ROAD - PRE-DAWN

Alice makes a daring stop -- turns back up the hill, pedals hard, crying and hyperventilating --

LOUIS
ALICE!!! I'M SORRY!!!

Louis sees her, tries to stop, but can't -- and his car

SLAMS

INTO A PARKED CAR IN A VIOLENT, SUDDEN STOP!

EXT. LILLIAN STREET - PRE-DAWN

Alice GASPS -- stops pedaling -- looks back at her father's car, wide-eyed and terrified -- should she go back?!

INT. BUICK - PRE-DAWN

Louis is bleeding. Badly hurt. He adjusts himself -- painfully -- then looks into the CRACKED-GLASS REAR VIEW MIRROR -- AND HE SEES SOMETHING THAT MAKES HIS EYES GO WIDE.
77.

EXT. LILLIAN STREET - PRE-DAWN

Alive is still looking back at the car -- SO SHE DOESN'T SEE THE SHAPE THAT IS COMING BEHIND HER -- and just as she decides: I'M NOT GOING BACK, she turns to begin riding on -- BUT SEES SOMETHING AND SCREAMS --

INT. BUICK - PRE-DAWN

THROUGH THE MOSAIC OF THE SHATTERED REAR VIEW MIRROR, WE SEE THE CREATURE GRAB ALICE -- HER SCREAMS BECOME HER FATHER'S:

LOUIS

-- ALICE, NO!!!!!! NO!!!!!!!

Louis tries to get out of the car -- but it's painful -- and his door is JAMMED SHUT -- he goes for the passenger door --

EXT. LILLIAN STREET - PRE-DAWN

-- when Louis finally gets out -- he runs from his car -- stumbling drunk and bleeding -- SCREAMING, SHREDDING HIS VOCAL CHORDS --

LOUIS

ALICE!!!

But all that's there is her bike -- and before he can even get that far, Louis FALLS HARD onto the pavement, crying, a drunken, horrified, shocked, battered MESS. In a WIDE SHOT, LOUIS is in the middle of the street, Alice's fallen bike on the sidewalk.

EXT. FIELD - NIGHT

In the great distance, the WATER TOWER. We BOOM DOWN in a MASSIVE WIDE SHOT of a field at night. Then a LONG LENS SHOT of SIX SOLDIERS standing in the field. But ONE stands out front, wearing a FLAME THROWER. And suddenly the quiet is broken by the ROAR OF FLAME. A WIDE, WIDE OVERHEAD SHOT as the flames ARC in the tall, dry grass. Over the radio:

VOICE

Firelight is 0500 hours. Operation Walking Distance is in effect. T-minus four hours until evacuation. Evacuation is T-minus four hours.
78.

EXT. LILLIAN, OHIO - EARLY MORNING

The distant factory, the even more distant mountains, and an ominous PLUME OF SMOKE -- a far-off SIREN is HEARD. Then:

JOE (V.O.)

Why are you not reacting?

INT. OLSEN CAMERA AND HI-FI - MORNING

Joe stands at the counter with Charles, who is in a bad mood.

JOE

(EMPHATIC WHISPER)

That thing went through my wall.

CHARLES

I told you not to pick it up in the first place.

JOE

What are you so angry about? That I'm not going to let you blow up my train?

CHARLES

That's part of it! Juts a part!

"RUSH"
Donny's returned with a DEVELOPED FILM ENVELOPE. A red stamp on it. He gives Charles his change:

DONNY

Tall your sister Donny from Olsen's broke up with Karen, that shit ended a week ago.

Charles heads off -- Joe follows.

EXT. OLSEN CAMERA AND HI-FI - DAY

As Charles rides off with the film, Joe follows -- and we

BOOM UP along the WATER TOWER as they go --

JOE

What's your problem?

CHARLES

My whole movie's a disaster 'cause
of you!

JOE

I know, my dad's being a turkey.
79.

CHARLES

Whatever.

JOE

We're still gonna finish your
movie!

CHARLES

It's not about the movie.

JOE

What are you talking about? Of
course it is.

CHARLES

Just forget it.

JOE

Why?

CHARLES

There's nothing wrong--

As we CONTINUE BOOMING UP, we arrive at the top of the WATER
TOWER, where THE CUBE HAS AFFIXED ITSELF TO THE SIDE --
unseen from the street. In the distance, THE THREATENING

FIRE

SMOKE LOOMS --

EXT. CHARLES' HOUSE - DAY

As Joe and Charles ride their bikes up to his house:

JOE

I'll get the camera back, I know
where my dad put it -- We can still
make the festival.

CHARLES

It's not about the movie.

JOE

Then what is it about?

CHARLES

Jesus, you don't even get it do you? It's obvious.

JOE

What's obvious?

CHARLES

Gawd, you're a dumb ass.

80.

Frustrated beyond belief, Charles goes inside. Joe follows.

INT. CHARLES' ROOM - DAY

Charles threads the film into the projector.

CHARLES

That night of the crash, you started getting all weird.

JOE

-- what?

CHARLES

Like Mr. Attitude all of a sudden.

JOE

Your movie was over! That's what you said! You were upset. I gave you a camera! I helped you!

CHARLES

Don't pretend like you did it for me! You didn't do it for me and you know it!

JOE

What's your problem?

Charles ROLLS THE FILM, DIMS THE LIGHTS --

CHARLES

It was never about me! It was
always about Alice!

And suddenly on the poster board pinned to the closet, there
she is: ALICE, from the night of the train crash. The scene
plays as they filmed it:

MRS. HATHAWAY

John. I don't like it. This case.
These murders.

DETECTIVE HATHAWAY

What am I supposed to do, go to
Michigan with you?

THE FILMED SCENE CONTINUES as Joe and Charles argue:

JOE

Well, you're the one who wanted the
wife in the movie!
81.

CHARLES

Not so you could fall in love with
her!

Joe's mind spins -- how does he respond to this?!

JOE

What do you even care what I think
about Alice?!

CHARLES

Because I like her! That's why!
That's why I asked her in the first
place! So I could get to know her,
not YOU!

JOE

-- wait, you like Alice Dainard?

CHARLES

You're such an idiot.

JOE

(from Charles' movie)
Guys, look out!

They watch for a moment as the TRAIN CRASH HAPPENS -- but
it's SO SUDDEN, SO FAST, the camera picks up almost nothing.
Within a moment, the camera is on its side, filming the

SETTLING DEBRIS. Charles moves forward, so the film is now partially BEING PROJECTED ON HIM.

CHARLES

SHIT! Look at all that smoke! We can't use any of this. And you won't even let me blow up your train. Everything's bogus.

JOE

We can make another train and blow that one up.

Joe moves forward. Part of the film PROJECTED ON HIM, too.

JOE (CONT'D)

I do like her. Sorry about that.

CJAR

Shut up. It's okay.

(BEAT)

That's not even what bothers me.
(beat, finally, sad)
It's that she likes you too. That really bothers me. I dunno...

82.

But Joe has seen something -- on the screen -- SOTTO:

JOE

... Charles...

CHARLES

I know it's stupid. What would she ever like me? I haven't leaned out yet, which the doctor says is gonna

HAP--

But Joe has slapped Charles' arm, his eyes locked to the screen -- Charles looks too -- AND NOW WE SEE IT: through

the

BROKEN CAMERA LENS -- SOMETHING MOVES -- SOMETHING BIG -- FROM THE TRAIN CAR, THROUGH THE WRECKAGE -- what the hell is it? TOO DAMN BIG -- MOSTLY OUT OF FRAME, ITS SHAPE AND FLESH TOO BIZARRE -- we only see the LEGS as it clears frame --

CHARLES (CONT'D)

-- Joe, what the hell--?!

PUSH IN ON THEIR FACES AS THEY SEE THE ALIEN THEY'VE

CAPTURED

ON FILM -- then from outside: AN AIR RAID SIREN RAMPS,
WHINING THROUGH THE TOWN. The boys look at each other --
afraid. QUICK CLOSE-UPS as they REWIND THE FILM AND RIP IT
OUT AND TAKE THE CANNISTER:

EXT. LILLIAN NEIGHBORHOOD - DAY

WIDE SHOT of the neighborhood -- in the distance: MILITARY
TRUCKS, JEEPS AND BUSES drive. NEIGHBORS coming from their
homes in the MID-GROUND: confusion and talk, more VEHICLES.
Finally, as we BOOM DOWN, RACK TO JOE AND CHARLES, trying to
make sense of this -- Joe calls to a passing adult, MR.

HARKIN:

JOE

Mr. Harkin. What's going on?

MR. HARKIN

Evacuation! The fire!

DISTANT Mr. Harkin POINTS -- Joe turns to look -- we PAN: THE
SMOKE, BIG AND LOOMING.

VARIOUS SHOTS of MILITARY busses STOPPING -- SOLDIERS
ORDERING AND ASSISTING PEOPLE ONTO VEHICLES -- carrying all
the belongings they can. Others quickly LOAD UP CARS,
strapping belongings to the roof. Over all this:

83.

PA VOICE (O.S.)

-- Due to a wildfire that is raging
out of control and threatening to
reach the Lillian Chemical Plant--

Other people in a panic, running to find others who are
lost.

A LITTLE GIRL CRIES amid the madness.

PA VOICE (V.O.) (CONT'D)

-- an evacuation has been called
for your safety. Please remain calm
and as you board the bus...

INT. BUS - DAY

Joe and Charles get on, frightened and uncomfortable. They
sit. Outside: the madness of the evac -- they scan the
crowd.

JOE CHARLES

You see your family anywhere? -- no, you see your dad?
-- no...

EXT. LILLIAN, OHIO - DAY

The evacuation BUSES drive through Main Street -- passing soldiers who are MOVING IN THE RED CARGO TRUCKS that we may recognize from the train crash site: **THE CONTENTS FROM THE TRAIN ARE BEING MOVED INTO THE CENTER OF TOWN.**

EXT. COUNTRYSIDE - DAY

SUPER WIDE SHOT as an ENDLESS LINE OF BUSES, CARS and TRUCKS makes its way from Lillian to...

EXT. GREENVILLE AIR FORCE BASE - DAY

the

The buses drive past the guard gate into the base -- into huge HANGAR that we were in earlier. Those who drove themselves PARK THEIR CARS -- and are ushered to the hangar. DONNY steps out of his 1972 PONTIAC CATALINA, carrying a duffel. RACK FOCUS to see we're IN THE BUS with Joe, who has seen Donny -- and they drive INSIDE THE HANGAR --

INT. GREENVILLE AIR FORCE BASE HANGAR - DAY

ARMED Air Force and National Guard SOLDIERS direct MASSES OF PEOPLE, carrying luggage and belongings. Move with Joe and Charles, who scan for familiar faces -- suddenly Charles' MOTHER IS THERE -- embraces Charles:

84.

CHARLES' MOTHER

Charles, Charles -- sweetheart, are you okay? I went back to the house and you were gone.

CHARLES

They made us get on the bus.

CHARLES' MOTHER

Hi, Joe.

JOE

Hi.

(TO CHARLES)

I'm gonna find my dad.

CHARLES

You gonna tell him about that thing?

JOE

Yeah.

CHARLES' MOTHER

Come back if you can't find him.

He heads off. ORDERS are being BARKED -- RESIDENTS can be heard, complaining and arguing. Walkie SQUAWKS and PA ANNOUNCEMENTS as SOLDIERS check their wrist bands. Joe

passes

an ARGUING MAN and SOLDIER:

ARGUING MAN ARGUING SOLDIER

-- I need to go back to my -- sir, the town is sealed house, I left some medication off -- no one is allowed back that my wife needs-- -- you can talk to the nurses -- no, we can't get it here -- the town must stay anywhere else, I need to go empty until we've been given back-- the all-clear--

BOOM UP TO REVEAL the EVAC CENTER. A THOUSAND PEOPLE so far.

INT. GREENVILLE AIR FORCE BASE HANGAR - DAY

LOUIS lies in a cot in the TRIAGE UNIT, fifty beds transferred from the hospital. Louis stares off, head bandaged, eyes open, MUTTERING TO HIMSELF, like a man as tired, hung over, injured and in shock as he is.

finally
Find Joe, who is looking everywhere for his dad -- he sees Louis and hurries to him.

85.

JOE

Mr. Dainard, it's Joe Lamb. I know you don't like me sir, and I'm sorry about that-- but I'm looking for my dad--

And Louis GRABS HIS SHIRT and pulls him close. In a voice desperate and heartsick, he says:

LOUIS

It took her.

JOE

(long beat, sotto)

... what?

LOUIS

It took her. I saw it. It was... something... so... big, like nothing -- it was-- and no one... no one believes me...

(CRYING)

... no one believes me-- they just keep giving me pills. It took her... Joe, it took Alice... no one believes me.

Joe's mind is on fire as he absorbs this -- HE WHISPERS:

JOE

... I believe you.

And Louis looks at him with hope --

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

It took Alice.

CUT TO JOE WITH HIS FRIENDS, assembled around a set of cots.

CHARLES CARY

That thing took her--?! -- are you shitting me?

JOE (CONT'D)

Guys, WE HAVE TO GO BACK.

They look at him like he's from Uranus.

CHARLES PRESTON

Back where? To do what?

JOE (CONT'D)

Back to town -- to find Alice -- we have to find her--

86.

MARTIN JOE

She's dead, if it took her, she-- -- don't say that!

PRESTON

Wait a minute -- first of all, I want to live. Okay?

JOE

I'm going whether you come or not-- which I really hope you do.

CARY

(pats his backpack)
I've got six tons of explosives in here, let's find that thing and blow it to shit.

INT. GREENVILLE AIR FORCE BASE HANGAR - DAY

Columbia Jen, Charles' hot sister, lies on her cot making her House Records choices. Charles is in her face.

JEN

As if I'm gonna help you.

CHARLES

Do this for me and I'll babysit the twins next week so you can go to Wendy's stupid party.

Jen suddenly closes her magazine, stares at him suspiciously.

CHARLES (CONT'D)

I am not shitting you. You can't ask me any questions though. You can't tell anyone. I'm serious. No one.

JEN

... does it have to be him?

CHARLES

Yes or no, you ugly freak. I'm about to rescind the offer.

INT. GREENVILLE AIR FORCE BASE HANGAR - DAY

Jen looks RIGHT AS US, vulnerable, but seductive:

JEN

This whole evacuation thing's freaking me out. Making me rethink my priorities. Saw you over here and thought maybe we could kick back.

Now we see Donny, looking RIGHT AT US. Utterly stunned.

DONNY

-- we totally could.

JEN

I asked Charles about you, and he said you're a great guy--

DONNY

I totally am.

JEN

Will you hate me if I start our relationship by asking a favor?

EXT. GREENVILLE AIR FORCE BASE HANGAR - DAY

MOVING PAST as Donny moves through PARKED CARS, Joe, Charles,
Cary and Martin keeping up:

DONNY

So there are rules to being in my car, okay?

CARY

Where the hell are we going anyway?

JOE

We're going to the school to open the trailer Woodward had in the parking lot. I bet that's where he keeps his research.

The boys duck as SOLDIERS pass by.

CARY

What research?

JOE

We're gonna learn everything we can about that thing so we can find it. And that's how we're gonna save

Alice.
88.

DONNY

Dorks: no shoes on the upholstery
and no one touches the CB, gottit?

CHARLES

You think Woodward's got
information about that thing in the
dungeon?

JOE

Why else are there padlocks on the
door?

(TO DONNY)

We're going to the school.

DONNY

When did this one get so bossy?

INT. MUNICIPAL AIRPORT ROOM - DAY

A small, tiled room, no windows. Jack, up all night and
pissed off, but bored being pissed off, POUNDS ON THE DOOR:

JACK

Hey! I gotta take a leak! What am I
supposed to do, piss in here?!

A beat. He POUNDS again. The door finally unlocks and opens.
A 32-year-old humorless, armed SOLDIER stands there.

JACK (CONT'D)

Thanks for the hospitality.

INT. MUNICIPAL AIRPORT CORRIDOR - DAY

the
Jack is led down a dilapidated, narrow hall. Soldier with
semi-auto behind him, aimed at his back. As Jack passes an
open door, he spies an empty office -- through the window on
the tarmac are a few MILITARY VEHICLES, a handful of airmen.

of
Jack's mind races as he approaches the bathroom at the end
the hall -- Jack turns:

JACK

So am I going in alone or are y--?

-- AND MID-SENTENCE, JACK GRABS THE GUN, PULLS THE SOLDIER AND SLAMS HIM HARD IN THE THROAT! THE STUNNED SOLDIER GETS SLAM-FLATTENED BY JACK, who KNEELS to him. PUSH IN CLOSE -- his eyes wide, mind racing -- WHAT THE HELL NEXT? CUT TO:

89.

INT. MUNICIPAL AIRPORT BUILDING - DAY

BEHIND A SOLDIER as he RUNS through the dark building -- oh shit -- he comes to a stop, back against the wall -- but

PUSH

IN on his face: IT'S JACK, IN AN AIR FORCE UNIFORM. He is fucking scared; at least he's holding a rifle. He peels around a corner -- through a window, the tarmac: GUARDS, VEHICLES. Jack's eyes shift -- he spots an AIRCRAFT FUEL TANK. Eyes wild -- A METALLIC CLI-CHUNK AS HE UNSAFETIES THE
RIFLE --

EXT. MUNICIPAL AIRPORT - DAY

A SOLDIER crosses to a vehicle, on his radio when KAFA-BOOOOOM! The FUEL TANK EXPLODES, A MASSIVE BLAST! The airmen take cover, RUN TO MOVE NEARBY VEHICLES, GENERAL MAYHEM -- and our CAMERA BOOMS UP -- to the MILITARY JEEP THAT DRIVES
AWAY FROM THE AIRFIELD --

INT. JEEP - DAY

Jack behind the wheel, he blasts the vehicle through the exit, along the road back to town --

EXT. COUNTRYSIDE - LATE AFTERNOON

Jack drives up in the jeep -- comes to a stop in SHOCKED CLOSE UP -- we see in the distance the MASS OF VEHICLES driving from town --

Jack's mind races --

EXT. COUNTRYSIDE - LATE AFTERNOON

The jeep RACES past camera -- we PAN -- revealing as
APPROACHING CAR: DONNY'S CATALINA:

INT. DONNY'S CAR - LATE AFTERNOON

Donny drives, Joe shotgun. Charles, Cary and Martin in back.

MARTIN

Well, so guys, if the Air Force has already searches Woodward's house, wouldn't they've already searched the classroom too?

CARY

Hay Donny, this car is gnarly.
90.

CHARLES

I was thinking about that too.

JOE

Maybe the classroom, but not the dungeon.

CHARLES

Yeah, Woodward has all kinds of weird stuff in the dungeon.

MARTIN

Where's the dungeon?

DONNY

Shut up. What kind of music does she like? Your sister.

CHARLES

I don't care. Disco I guess?

DONNY

I could get back into disco.

JOE

We shouldn't take River Road, they had a roadblock.

DONNY

Dork. I saw it. Observe.

Donny YANKS the steering wheel -- he turns onto a DIRT ROAD

--

the car RUMBLES away from camera --

EXT. MIDDLE SCHOOL - DUSK

Donny's car pulls up, lights go off. The kids pile out --

DONNY

So what, I wait here like a douche?

JOE

Yes. Thank you very much. Do you have a tire iron?

EXT. MIDDLE SCHOOL - DUSK

A SHOT of the boys CLIMBING A FENCE.

They move fast across the alley, to a TRAILER locked with A PADLOCK -- the DUNGEON.

91.

Joe tries PRYING the locks off with the tire iron -- it doesn't budge.

CHARLES

Joe, let me try -- let me try.

Joe hands the tire iron to Charles -- he tries -- nothing.

As Martin grabs the tire iron:

CHARLES (CONT'D)

Joe, this is impossible, man.

Martin breaks off the LATCH -- BAM!

CHARLES (CONT'D)

--I loosened it for you.

Now we CUT TO DARKNESS -- we're INSIDE THE DUNGEON as it opens -- the boys look DIRECTLY AT US -- their faces say it all: THE MOTHER LODE.

JOE

GUYS--

MARTIN CHARLES

Look at all this junk. He's got movies in here.

INT. MIDDLE SCHOOL HALL - DUSK

The boys -- with FLASHLIGHTS -- turn a corner -- hurry down

the hall --

CHARLES

I cannot believe we're breaking
into school, who does that? No one
does that-- idiots do that--

The boys BREAK A CLASSROOM DOOR WINDOW and enter.

INT. CLASSROOM - NIGHT - LATER

We're looking down at the boys, SURROUNDED by hundreds of
documents, boxes, photographs, 16MM film cannisters and
cassette tapes. Charles threads the film.

JOE

Dr. Woodward was dishonorably
discharged from Nellis Air Base in
1963 because of "subversive
conduct," whatever that is.
92.

Joe holds up a 20-year-old PHOTO of MEN IN A LAB. Among them
is 50-year-old WOODWARD:

MARIN

Dude, check it out. Old Man
Woodward.

CHARLES

Back when he was like Middle-Aged
Man Woodward.

MARTIN

-- He's been tracking this thing
since like 1958.

JOE

(to the movie)
What is this?

CHARLES

I don't know. It says April 8th,
1963 incident. I dunno.

JOE

Cary, we got to find this thing.

CARY

Sorry.

Cary puts a CASSETTE into a tape deck, hits PLAY:

DR. WOODWARD (V.O.) JOE

-- I told them this creature is more sophisticated than any of us. That his species -- that's him --
IS PREDOMINANTLY
subterranean. He's being -- subterranean -- treated without compassion or respect....

VARIOUS SHOTS of PHOTOGRAPHS AND DOCUMENTS: "UFO CRASH,"
"MAJOR NELEC IN CHARGE OF OPERATIONS," "TWO ALIEN BODIES,

ONE

LIVING," "RESTRAINTS USED," "EXPERIMENTS CONDUCTED" -- as Charles threads a FILM:

The FILM: an AIR FORCE LOGO pops on and off. We see inside a HANGAR, where dozens of SCIENTISTS examine LARGE, BUS-SIZED pieces of jagged and unearthly material. All the while:

DR. WOODWARD (V.O.)

-- I explained that all he wants is to rebuild his ship.

(MORE)

93.

DR. WOODWARD (V.O.) (CONT'D)

A craft made up of those cubes of a complex, shape-shifting element-- remarkable material that we'll never fully understand. He has been desperate to reconstitute his ship since it crashed here in '58, but instead of giving him the help he needs, we've held him as a prisoner. He's been restrained and experimented upon -- Through pain and lack of compassion, we have taught him to hate us all. We've turned him into an enemy.

Scientist explaining something to a group of SENIOR OFFICERS.

Among them, a 32-year-old NELEC.

Film JUMP CUTS to a HUGE REINFORCED LAB CAGE. Inside, sitting

almost in a ball, IS THE MASSIVE CREATURE. Hard to see here. Another JUMP CUT as a SOLDIER offers a bucket of FOOD to the alien -- IT'S WOODWARD.

CARY

Guys, it's Dr. Woodward. Look.

Woodward offers what looks like RAW MEAT to the motionless, sitting CREATURE. All the boys watch quietly -- then, suddenly, in milliseconds, the creature is UP, GRABBING WOODWARD THROUGH THE BARS -- the boys JUMP --

CHARLES MARTIN

Arh! I can't watch that!

DR. WOODWARD (V.O.)

I told them I knew these things because he made contact with me. That he makes a psychic connection by touch. The moment we made contact, I understood him and he, me. What I know is that if we don't change this and start helping him, we will all pay the price. But Nelec won't listen--

The boys are SCARED as they watch the creature HOLD WOODWARD TIGHT -- LIFT HIM -- and its TENTACLES suddenly THRUST into his NOSE, EARS and MOUTH --

Joe stands and looks intently at the screen.

JOE

Woodward wasn't trying to kill it.
94.

CHARLES

He was trying to help it escape.

Just then a MUFFLED SHATTER-CRASH --

MARTIN

Did you hear that?

Suddenly BOOM! The doors BURST OPEN and ARMED COMMANDOS, **NIGHT VISION GOGGLES OBSCURING THEIR FACES, AIMING SEMI-AUTO WEAPONS AT THE BOYS WHO SCREAM --**

CHARLES COMMANDO

DON'T KILL US! PLEASE DON'T (calls on radio)
KILL US!!! PLEASE DON'T KILL -- we've got civilians --
US!!! minors-- four of `em.

INT. DONNY'S CAR - NIGHT

Donny gets stoned in his car. Doesn't notice the MOVEMENT in the distance behind him. The MILITARY coming in.

INT. MIDDLE SCHOOL - NIGHT

being The locker hallway: the Boys are HANDCUFFED AND SCARED, led out by ARMED SOLDIERS. Nelec moves to them. QUIETLY:

CHARLES

-- oh shit!

NELEC

Search them.

BACKPACK, Overmyer CHECKS THEIR POCKETS as Nelec TAKES CARY'S opens it -- pulls out some FIREWORKS. Proudly:

CARY

I rolled those M-80's myself, that's right.

NELEC

(eyes flick to Joe)
You're the Deputy's boy.

Joe's terrified as Overmyer pulls from Joe's pocket a couple COINS, half a pack of Bubble Yum and HIS MOTHER'S NECKLACE. Drops everything but the necklace. Joe reacts, panicked --

JOE

-- hey, no--
95.

NELEC

(TO OVERMYER)

Move out.

necklace. Joe's on the verge of tears as Overmyer POCKETS the Off the TERRIFIED BOYS as they're ushered away --

EXT. MIDDLE SCHOOL - NIGHT

The BOYS are put onto the bus -- BOOM DOWN to DONNY'S CAR IN THE FOREGROUND, where we realize that WE HAVEN'T BEEN THE ONLY AUDIENCE TO THIS: Donny, sunk deep in his seat, hiding,

watches wide-eyed as the bus DRIVES AWAY.

DONNY

... oh shit...

His stoned mind races. Staying hidden from the remaining military, Donny scrambles for his CB, turns to CHANNEL 9, grabs the mike, speaks quietly, frantic:

DONNY (CONT'D)

Breaker breaker, requesting police backup, over?! Breaker breaker, is this the police channel?

INT. GREENVILLE AIR FORCE BASE HANGAR - NIGHT

Jack moves fast through the crowded evac area --

SOLDIER

Staff Sergeant.

JACK

Hi, how are you doing?

YOUNG KID

Hi, Mr. Lamb.

JACK

Shhhh.

Jack moves to Officer Rosko, who reacts to seeing him dressed this way --

JACK (CONT'D)

Rosko!

OFFICER ROSKO

Where the hell you been? What are YOU WEARING--

96.

JACK

--come here. The Air Force set that fire, they want the town empty for some reason. The whole military operation, the evacuation, everything is all bad.

OFFICER ROSKO

Did you hear about Joe? Dispatch
just got a call on citizen's band:
Joe and some friends were grabbed
by military personnel at the middle
school.

Off Jack's REACTION --

INT. GREENVILLE AIR FORCE BASE HANGAR - NIGHT

Preston reads ISAAC ASIMOV'S SCIENCE FICTION MAGAZINE --
suddenly Jack is there, grabs him and pulls him up:

JACK

Tell me everything, right now, and
I won't throw you in jail.

PRESTON

-- yessir --
(holds the SUPER 8 FILM)
But you should look at this first.

EXT. ROAD - NIGHT

The TRANSPORT BUS speeds on the road, the only vehicle here.

INT./EXT. TRANSPORT BUS - NIGHT

ANGLE ON THE DRIVER as a RADIO CALL come in:

VOICE (V.O.)

(FILTERED)

Base Fortress requests ETA.

Nelec arrives, grabs the radio mike:

NEWS REPORTER

Chief Master Sergeant, Dustoff-03
is twenty minutes out.

VOICE (V.O.)

Roger.

97.

which
PAN as Nelec moves back -- we PUSH IN on OVERMYER, who sits
near the front, putting on his DARK GLOVES. Nelec sits,
takes us to a shot towards the back of the bus -- another

Airman, HERNANDEZ, 40, sits too. PUSH PAST THEM toward our four BOYS, sitting cuffed and seat-belted behind the dirty, wired SAFETY GLASS, all looking toward us, terrified.

CHARLES

... what... what's gonna happen?

CARY

I think we're gonna die.

MARTIN

No. They'd never do that.

JOE

-- guys-- I forced you to come with me... I'm... I'm so sorry.
(looks to Charles)
I'm so sorry...

CARY

I think they're gonna kill us.

CHARLES

(UNCONVINCING)

Joe. They're not gonna kill us. You know why?

Joe is suddenly hopeful:

JOE

... why--?

HIM

But just as he's spoken, a SHAPE FROM THE DARKNESS BEHIND
SLAMS HARD INTO THE BUS, SPIDER-WEBBING THE BULLETPROOF
GLASS! The ENTIRE BUS IS ROCKED, Charles SCREAMS, hurt --

At the front of the bus, NELEC FALLS -- HITS A BENCH, THEN
CRASHES INTO THE SIDE WINDOW --

EXT. ROAD - NIGHT

The bus was hit SO HARD it rides for a moment ONLY ON ITS
RIGHT TIRES --

INT. TRANSPORT BUS - NIGHT

The MILITARY DRIVER struggles with the wheel --

98.

DRIVER

-- HOLD ON. HOLD ON--!!!

CHARLES

Was that the thing from the train?!

EXT. ROAD - NIGHT

The bus SLAMS BACK onto the road, LOUD -- A TIRE BLOWS! We
MOVE AROUND THE BUS -- JUST MISSING SEEING THE CREATURE --

INT. TRANSPORT BUS - NIGHT

The kids panic as the HOBbled BUS STILL DRIVES --

CHARLES

Was that it?! Oh my God!!!

MARTIN

I can't see anything -- do you see
anything?

JIE

-- not yet --!

DRIVER

-- Sir, I gotta pull over!

EXT. ROAD - NIGHT

HIGH OVERHEAD: the bus comes to a sudden SCREECHING stop.

INT. TRANSPORT BUS - NIGHT

Charles looks forward --

CHARLES

Oh my God, guys --

Joe turns to see NELEC LOADING A RIFLE, straining to see out
a driver's side window. Mayhem:

CHARLES (CONT'D)

What's that gun --?

Cary, behind him, actually answers him:

99.

CARY CHARLES

Sako Bolt Action, 30-06
(pronounced: thirty-aut-six) -- okay okay okay, I get it --
Leathwood Art Scope--

Hernandez makes a radio call, Overmyer straining to see out the windows as Nelec locks and loads the unique ammo and moves to a driver's side window, tries to see --

HERNANDEZ OVERMYER

-- repeat, contact with
precious cargo, thirty clicks -- sir, I do not have visual -
from center of town, - Driver, can you see
currently headed for Base anything?

FORTRESS --

HERNANDEZ DRIVER

-- send support immediately! No sir, nothing!

Despite his handcuffs, Charles desperately tries to unlatch his seatbelt with his shaking hands -- Cary sees this:

CARY

Charles, what are you doing?

CHARLES

I don't feel good about this --

PUSH IN on Cary, to CLOSEUP, looking PAST CAMERA, TERRIFIED

--

CARY

-- oh God -- guys --

THROUGH THE WINDSHIELD -- THE CREATURE EMERGES FROM THE DARK LIKE A GHOST THROUGH BLACK VELVET -- HIT BY THE HEADLIGHTS, IT ROARS AT SUCH A PITCH AND VOLUME THAT THE WINDSHIELD SPIDERS! It's out of the light and gone again -- PUSH IN ON NELEC -- newly terrified, he hands his TRACKING RIFLE to
OVERMYER:

NELEC

Here. Tag it.

Overmyer is stunned for a moment, but hides it well:

OVERMYER

Yessir.

NELEC

Open the door.

Reluctant as hell, for a tense beat, the Driver pulls the controls: the door HISSES LOUDLY as it opens.

100.

In the back, the boys are all frozen for a moment, watching.

Overmyer moves for the door. Five feet away from the door,
he stops, turns back to Nelec:

OVERMYER

Is there anywhere in particul--

DOOR
KKKKRRRRRRASSHHH!!! THE THING REACHES IN -- SHATTERS THE

GLASS
-- the Driver SCREAMS -- the thing GRABS OVERMYER, who DROPS
THE RIFLE -- IT FIRES -- the projectile HITS THE SAFETY

**IN FRONT OF THE BOYS AS OVERMYER, GRABBED, BLOOD IN HIS
MOUTH, TRIES TO HOLD ONTO THE SEATS, REACHING FOR NELEC, WHO
DOES NOTHING -- OVERMYER IS VIOLENTLY YANKED OUT OF THE BUS**

--

Joe IN SHOCK -- Behind him, Martin VOMITS.

NELEC

GET US OUT OF HERE, NOW! NOW!!!

(TO HERNANDEZ)

What kind of firepower do we have?

CHARLES SCRAMBLES to unlatch his seatbelt --

JOE

Charles! Maybe you should wait!

CHARLES

FOR WHAT?! ANOTHER MONSTER?!?!

BAAAM!!! The bus is SLAMMED SO HARD --

EXT. ROAD - NIGHT

The BUS IS PUSHED TWENTY FEET FROM SOMETHING ON THE OTHER
SIDE -- THEN IT TIPS OVER AND CRASHES TO THE GROUND:

INT. TRANSPORT BUS - NIGHT

Windows SHATTER -- Charles and Cary -- seatbelts removed --

LAND ON JOE AND MARTIN! The THREE SOLDIERS hit the window-floor painfully -- Hernandez so hard he's INSTANTLY UNCONSCIOUS! THE BUS IS NOW MOTIONLESS ON ITS SIDE, OPEN

DOOR

UP. Nelec rises. Scared, but pissed.

The REAR WHEELS of the bus SCREAM in rotation -- we COUNTERMOVE with the creature as it COMES AROUND the other side, CLIMBS onto the exposed side -- METAL AND WINDOW CRUNCHES --

The boys gather their wits -- LIGHTS FLASHING HAUNTINGLY -- 101.

JOE

-- you guys okay?!

CHARLES

-- I wanna go home so bad --

Joe moves to the locked bulletproof glass door -- tries the handle -- but it's never gonna open.

On the OTHER side of the glass, Nelec rights himself, momentarily disoriented -- breathing heavily, he moves away from the bus door to the locked glass separating him from

the

kids; he tries the handle, but it won't open for him either.

And there is Joe and Nelec, face-to-face -- Joe seeing the fear in Nelec's eyes -- his understanding that this is his fate. Somehow Nelec takes this moment to look into Joe's

face

-- to silently -- in a look -- repent. Instantly, Joe knows he's about to watch this man's life end.

SMASH! Nelec turns -- the creature is BUSTING the bus door -

-

SMASHING AT IT -- to make it BIGGER. So it can get inside. The Driver's LEG IS CAUGHT -- he's trying to get out, but cannot -- is PANICKING -- as SSSSTAB!!! The creature KILLS HIM INSTANTLY and SMASH as again it tries to WIDEN the door. Nelec WINCES -- the only conscious man on this side of the glass; the boys COWER on their side, with each monstrous

hit,

all their eyes on Nelec -- except Joe, who only wants to get to Alice. He sees the SHATTERED BULLETPROOF WINDOW -- above them, on what has become the "roof" of the bus.

JOE

Up there, there's broken glass --

MARTIN

-- here, use me, I'm strong!

JOE

Lemme get on your shoulders!

CHARLES

I'm strong!

The boys struggle to get Joe onto Martin's shoulders as, on the other side of the glass, Nelec scrambles for Hernandez's fallen SEMI-AUTO RIFLE. He grabs it and scampers back to the glass as SMASH!!! Pieces of metal and glass BURST like ice chips as the creature violently WIDENS the bus door opening-

On Charles' shoulders, Joe can reach the shattered-but-thick window -- which he must HIT -- BREAK OPEN to get out -- essentially exactly what the creature is doing, in reverse.

Using both fists, Joe POUNDS the window. No give.

102.

MARTIN CARY

Harder! Come on, you PUSSY!!!

With all his might, Joe hits the window again -- the SLIGHTEST sound of glass adjusting -- meanwhile, SLAM!!! The creature BUSTING the bus door -- PRYING it wider like a sardine can -- NELEC SITS AGAINST THE GLASS AND OPENS FIRE, FUTILELY, ON THE CREATURE. He makes a CALL on his walkie:

NELEC

This is Nelec -- use the big guns.
Whatever happens to me, you take it
down, you kill him --

-- and he drops the walkie and FIRES AGAIN -- the LOUD GUNFIRE BARELY AUDIBLE behind the glass with the boys as Joe hits the glass again -- BAM -- a CRINKLING of glass --

CHARLES

You can do it!

Joe hits again -- so does the creature -- as Nelec RUNS OUT OF AMMO. That was never really hope anyway. Joe hits again and CRASH! The window SHATTERS! Glass chunks RAIN DOWN on

the

boys -- all covering their face -- Cary seeing the CREATURE **STARTING TO ENTER THE BUS --**

CARY

Go! Joe, move!!!

to
Joe
With all the boys helping, Joe pulls himself up -- outside the bus, Joe peeks out -- the fucking creature -- its back
Joe -- just fifteen feet away, focused on the door -- and
strains to climb out here, onto the top-side of the bus.

"You
And as the boys climb out, the creature climbs in -- first Joe, then Charles (AD LIB DIALOGUE WITH CARY AND MARTIN:
gotta lose some weight --" "I know!!!"), Then Cary, and
Martin last -- they all jump down to the dirt -- they hear
SCREAMS and turn back for a moment --

Inside the bus, Nelec watches as the creature ENTERS THE
TIGHT-FITTING BUS, SMASHING BENCHES, MAKING ITS WAY
TERRIFYINGLY DOWN THE AISLE TOWARD HIM. And as the creature
descends upon him, in the silence before the final lunge --
Nelec says, eerily quietly, terrified:

NELEC

-- it was my turn once... to find
you. Now... it's your t--
103.

Before he can finish, the creature fucking ATTACKS -- and it
would be horrible and brutal, if the BLOOD DIDN'T SPRAY UPON
THE BULLETPROOF GLASS -- WHICH OUR CAMERA IS SAFELY BEHIND -
-
OBSCURING THE NIGHTMARISH VIEW.

SHUDDER
In the field, a distance away, the boys watch the bus
and SHAKE. Then... silence. They see the creature burst out
of the bus -- then RUN OFF -- fast and stealthy, away from
them in the overgrown grass, like a native hunter. Which, of
course, is partly what it is. They're sort of stunned.

CHARLES

I just sharteezed a little.

INT. GREENVILLE AIR FORCE BASE HANGAR - NIGHT

Louis stares off, lost. Two AIR FORCE SOLDIERS arrive:

SOLDIER

You need to come with us, we have
some questions for you --

LOUIS

-- what, is she... Is she dead--?

SOLDIER TWO

Just come with us.

Standing is hard for heartsick Louis, his legs so hurt --
suddenly JACK IS THERE, acting the role of Air Force:

JACK

Hey fellas, I've got orders from
Colonel Nelec to personally
transport this man to base.

SOLDIER

He's all yours, Staff Sergeant.

As the two Soldiers head off, Jack wraps Louis' arm over his
shoulders, heads off in the other direction, as Louis looks
him over, confused:

LOUIS

Where're we going--?

JACK

-- to find our kids.

On LOUIS' FACE -- a surprised glimmer of HOPE --
104.

EXT. TRANSPORT BUS - NIGHT

Moments later, TIGHT on a POCKET -- Joe pulls out his
MOTHER'S NECKLACE. WIDEN to see that he's taken the necklace
from Overmyer's dead body. Cary holds up his backpack.

CARY

Got my fireworks back!

CHARLES

(who gives a shit)
Congratulations!

They turn: a car comes, fast -- PUSH IN ON JOE who studies
the oncoming car, as behind him:

MARTIN

They're coming, man! I think we

should go!

JOE

No--!!! No, look!

The car ARRIVES: It's DONNY. He gets out of his car, wild- and red-eyed, incredibly happy to see them:

DONNY

Ho ho!!! You dorks are alive! I didn't know...!
(finally sees the bus)
... what the FUCK?!

JOE

We need to get back to town!

DONNY

Hop in, man! But you should know: I am massively stoned right now.

JOE

You want me to drive?

Donny looks at Joe, like it hurts to think.

EXT. LILLIAN SUBURB STREET - NIGHT

The Catalina cruises fast through the deserted neighborhood

--

INT. DONNY'S CAR - NIGHT

Joe drives, Donny is ASLEEP. Other boys in the back.

105.

CHARLES

Joe, where are we going?

JOE

I saw something at the cemetery.
Woodward said it's subterranean-- I think I know where it--

CARY

What's that? What are those sounds?

MARTIN

Guys, that sounds like guns!

CARY

(points to a tank)
What the hell is that?!

SUDDENLY, BOOM!!! A DEAFENING, CONCUSSIVE GUNBLAST! They're LIT UP by what they see ahead: in the oncoming cross-street, **TANKS -- TWO OF THEM -- AND A ROCKET-LAUNCHING VEHICLE FIRE** AGAIN AND AGAIN AT SOMETHING WE CAN'T YET SEE! The boys

COVER

THEIR EARS -- Donny awakens, but only for a moment --

CHARLES

TURN THE CAR AROUND!

Joe quickly turns left into a driveway -- but we PUSH IN TIGHT ON HIM -- from the direction they just came are MORE TANKS AND MILITARY VEHICLES -- Joe's eyes go wide -- they're stuck. GUNFIRE CONTINUES!

JOE

We gotta go by foot--!

CHARLES

Where?!

JOE

Just follow me!
(nudges Donny hard)
Donny! Hey! Donny, wake up!
(Donny half looks at him)
We have to get out of here!

CARY

He's too stoned!

MARTIN

Drugs are so bad!

Joe and the boys get out of the car fast and RUN across the street, zig-zagging between the enormous MILITARY VEHICLES -

-
106.

EXT. NEIGHBORHOOD - NIGHT

SOLDIER

Sir, the weapons are misfiring!
Surface to air, radar -- all of them! It's a mess out here, sir.

Soldier hurries off.

EXT. NEIGHBORHOOD STREET - NIGHT

Joe in the lead - they turn and look back -- a massive shot of the neighborhood under fire -- houses getting BLOWN TO SHIT in collateral damage.

An EXPLOSION HITS TOO CLOSE -- the boys SCREAM as they run BETWEEN HOUSES -- and WE TRACK WITH THEM -- four boys racing through a neighborhood under siege -- power GOES OUT -- and some explosions are much closer than others -- another BIG HIT and they go to a back door of a house -- and go inside -

INT. NEIGHBORHOOD HOUSE - NIGHT

-- they run in for cover -- they're silhouetted in this dark space by the EXPLOSION LIGHT emanating from the windows. They're all out of breath in a strange KITCHEN --

CARY

You guys see those explosions? They were huge.

MARTIN

-- whose house is this?

CARY

(he hands him a picture)
Kathy's. I got it off the fridge.

MARTIN

Kathy? Oh, Kathy's cool.

fixtures
Another CRAZY LOUD AND BRIGHT EXPLOSION -- the light sway. Charles grabs a coke on the counter.

MARTIN (CONT'D) CHARLES

Charles-- that's not yours-- -- what?! I'm thirsty and I'm in a war zone!

Another fucking LOUD BLAST -- sound of GLASS BREAKING -- and the creature ROARING --

107.

And there it is, in silhouette, moving past the bay window -

Joe realizes: where the creature is, so are the blasts:

JOE

Come on, guys, let's go. Come on!

Joe runs -- the others follow --

CARY

Where we going?

JOE

To the cemetery--

OUT

But as they get to the living room a HUGE EXPLOSION BLOWS

real

A WALL! They all go down -- but Martin is in agony all of a sudden -- his leg RIPPED by concrete. If there's good news here, the creature has left this area -- the explosions getting further away. But there's blood and Martin is in pain.

MARTIN

What happened to my leg? It hurts.

CHARLES

Oh shit, Martin, you gotta bone sticking out of your leg!

CARY

There's a hole in the house!

CHARLES

Joe, gimme that thing on the curtains!

fabric

Charles wants the tie around the curtains, still hanging on the wall that now has a HOLE in it; MILITARY VEHICLES can be seen driving past outside. Joe hands Charles the thick

tie -- which Charles fashion into a tourniquet, wraps it around Martin's leg, tight --

JOE

I'm gonna go find Alice-- you have to stay with Martin.

Charles looks at Martin -- can't argue. Says, sincerely:

CHARLES

... you gonna be okay without me?

JOE
(a meaningful beat)
... yeah.
108.

Charles nods -- Joe looks to Cary:

CARY
I'm not staying with the girls!

CHARLES
God, Cary. Shut up!

CARY
Calm down.

MARTIN
Oh, my leg hurts!

JOE
Come on, Cary, we gotta go.

Joe nods, determined, and he and Cary head off --

CHARLES
This is going to hurt.

Martin screams.

CHARLES (CONT'D)
I haven't even done it yet.

Joe and Cary run through the semi-demolished neighborhood, many houses shattered, some cars obliterated. The only lone figures in town.

EXT. CEMETERY - NIGHT

Joe and Cary stop, out of breath, at the graves.

CARY
So what are we doing here?

JOE
Just follow me.

CARY
I've been following you for the last five blocks. What are we doing here?

Joe and Cary run through the graveyard and over to the
CARETAKER'S SHED.

109.

EXT./INT. CEMETERY CARETAKER'S SHED - NIGHT

They're out of breath -- they try ONE garage door, windows
CAKED WITH DIRT. Stuck. The SECOND door. Dirt-caked windows.
Stuck. The third is a barn door -- they try it: locked.

JOE

Help me!

CARY

Help you with what?

JOE

We need to get inside.

CARY

For what? What's in these windows?

JOE

Cary, help me.

CARY

It's dirt. Why is there dirt in
these windows?

JOE

Help me, on three.

JOE/CARY

One, two, three.... One, two,
three.... One, two threee.

The two begin KICKING the door together -- on three -- one -

-

two -- CRASH! Again and again, until finally the door KICKS
OPEN -- and they almost FALL INSIDE -- and thank goodness
they didn't -- because -- and now we're looking STRAIGHT

DOWN

FROM INSIDE THE SHED -- the entire floor of the shed has

been

DUG OUT -- DROPPING FORTY FEET STRAIGHT DOWN, dirt PILED,
caked along the sides of the structure. The boys catch their
breath.

CARY

Whoa. This is scary.

JOE

You got any sparklers in there?

CARY

Are you kidding me?

Cary opens his backpack, whips out a Fourth of July
SPARKLER. LIGHTS it with a lighter and DROPS IT IN. The thing falls
far enough to tell them it's too far to jump.
110.

But burning on the dirt floor of the nearly-dug hole, it
lights up a TUNNEL at the bottom.

JOE

-- Alice is down there.

EXT. ROAD - NIGHT

A JEEP roars past.

INT. JEEP - NIGHT

Jack drives fast. Louis sits beside him. It's awkward. But
not angry. Finally, vulnerable, scared and sad:

LOUIS

I came to your house that day. To
tell you that I never meant to hurt
anyone. Swear to God.

(beat, respectful tears)

I'm sorry, Jack. About what
happened to your wife.

Jack looks at him for a moment, then back to the road. A
beat. Finally:

JACK

... It was an accident. It was an
accident.

Jack glances at him. A small nod of forgiveness and
gratitude. Louis wants to cry again, but just accepts it.

INT. SHED - NIGHT

Joe begins CLIMBING DOWN the ROPE.

INT. CEMETERY SHED HOLE - NIGHT

Joe lands on the bottom. Dark as hell -- looks up -- at Cary climbing down into the hole -- the barn roof looming above him. Now Cry lands too. There are THREE POSSIBLE WAYS TO GO. Joe's mind races about which way to go.

CARY

Joe, I don't understand--

We HEAR a DISTANT RUMBLING -- like something far off, but MECHANICAL. Then:

111.

JOE

Shhh. This way.

They begin their walk into the dirt tunnel, a TALL OVAL TUNNEL, TWENTY FEET TALL --

INT. TUNNEL #1 (W/FURNIURE) - NIGHT

We're SO FAR AWAY, that the screen is mostly black, with a small speck of SPARKLY LIGHT.

They come to an area LITTERED WITH THE STUFF OF A LIVING ROOM. They look up: ANOTHER HOLE LEADING DOWN, DUG STRAIGHT THROUGH A HOUSE. They continue, coming to an INTERSECTION -- where a NEW TUNNEL branches off.

INT. TUNNEL #2 - NIGHT

There's DIM LIGHT from up ahead, where the tunnel BENDS. The RUMBLING/MECHANICAL SOUND LOUDER now. Joe and Cary slowly move forward -- seeing something off-camera that scares and amazes them all at once.

IT'S A HUNDRED-FOOT DIAMETER, FORTY-FOOT TALL UNDERGROUND SPACE, FILLED WITH A MECHANICAL MARVEL -- A MASSIVE, BIZARRE CONTRAPTION COMBINING THOUSANDS OF MECHANICAL PIECES, FROM THE MISSING MICROWAVES, CAR ENGINES, ANTENNAS, AND COUNTLESS OTHER DEVICES -- WIRES AND CABLES HANG AND CONNECT EVERYWHERE, ALL LEADING TO THE DIRT CEILING, HEADING UP, TO SOMEWHERE ABOVE GROUND. THE THICK-WITH-FUMES SPACE CHUGS AND HUMS WITH A SLOWLY INCREASING PITCH, AS IT IT'S WARMING UP,

GETTING READY TO FINALLY, ACTUALLY WORK.

They cross to the other side. Cary bumps into a HANGING SHERIFF PRUITT. Cary is about to scream, but Joe puts a hand on his mouth and leads him away from Pruitt.

CARY

It's Sheriff Pruitt.

JOE

I know. Cary look.

other Makeshift HANGING BULBS provide some light; a number of

TUNNELS are visible from here, too. Joe and Cary look at the space in disbelief.

CARY

What is this?

JOE

We're under the water tower.

112.

Then Joe sees something that makes him grab at Cary's shirt. Cary looks: **THROUGH THE MASS OF METAL AND MACHINERY AND DANGLING CABLES, AT THE OTHER END OF THIS UNDERGROUND EXPERIMENT, IS THE CREATURE. HUNCHED OVER. BACK TO THE BOYS. AND IT'S SAVAGELY EATING SOMETHING. IT MOVES A BIT: WE SEE IT'S A HUMAN LEG.** Joe and Cary would SCREAM if they didn't need to stay quiet. In a panicked WHISPER:

CARY

It's eating a person.

Joe moves away from Cary to get a better view of the other side of the machinery -- and there he sees, in an INSET section of the rock-wall, **THREE HUMAN BODIES, HANGING LIFELESS FROM THEIR FEET, WRAPPED IN SOME KIND OF THIN SHELLAC.** TIGHT ON JOE as he sees, among them, ALICE. His heart POUNDS, his resolve quadruples. Cary sees her too --

JOE

She's here. We're going to use your firecrackers.

CARY

I don't think it's going to hurt it, Joe.

JOE

There are other tunnels.

CARY

So?

JOE

I need you to make noise. Lots of it, right here, in two minutes. Make it loud and make it last-- gimme some sparklers.

CARY

(goes through his bag)
-- why-- what are you gonna do--?

JOE

(takes SPARKLERS and a LIGHTER from Cary)
Make sure you're gone by the time it blows: you can't be here, you gotta run.

CARY

Where are you going?
113.

But Joe's already gone. Stay with Cary, who opens his backpack, starts pulling out his amazing array of EXPLOSIVES, glancing up to make sure he's out of the creature's view --

INT. TUNNEL #3 - NIGHT

MOVE FAST with Joe as he races, a LIT SPARKLER giving him his light -- the MECHANICAL RUMBLING all but gone now. Joe runs, looking for another way into the creature's massive space -- he finally finds another INTERSECTION -- he turns into it -- he disappears down the tunnel --

INT. TUNNEL #2 - NIGHT

Cary's made a long, insane pile of FIRECRACKERS -- he uses an OPEN M-80 and begins laying a SQUIGGLY, LONG LINE OF GUN POWDER back, away from the firecrackers -- away from the entrance to the creature's CONTRAPTION space.

INT. TUNNEL #4 - NIGHT

Joe races down the dirt tunnel, the SOUND OF THE MECHANICAL RUMBLING -- and its INCREASING PITCH -- getting LOUDER. The SPARKLER DIES as LIGHT BEGINS TO REVEAL JOE, who slows -- peers around the dirt tunnel bend -- he is now on the OTHER SIDE of the space. He sees the creature -- then looks across to the lifeless body of Alice. His heart sinks.

INT. TUNNEL #2 - NIGHT

Cary's done laying out the charges -- he pulls out his lighter -- FFFT! FFFT! The damn thing won't light --

CARY

-- come on-- damnit!

FFT! FFT! No go -- he keeps trying.

INT. TUNNEL #4 - NIGHT

Joe watches as the creature FINISHES WITH ITS MEAL AND HEADS FOR THE OTHER HANGING BODIES -- PUSH IN ON JOE, DESPERATE --

JOE

-- Cary, come on, come on--

114.

INT. TUNNEL #2 - NIGHT

Cary frantically trying the lighter -- FFT! FFT! FFT!

CARY

-- damnit!!!

He looks up -- watches the creature GRAB AND PULL ALICE'S LIFELESS BODY DOWN FROM HER HANGING POSITION -- it moves

with

her to where he was eating the teacher -- Cary SHAKES THE LIGHTER, STARTING TO CRY AND HE FLICKS IT AND FFFFFTH!!! IT LIGHTS! HE TOUCHES IT ON THE GUN POWDER AND RUNS OFF --

INT. MECHANICAL CONTRAPTION SPACE - NIGHT

The creature PULLS AWAY the fibrous covering over Alice -- its TENTACLES SLITHER OUT.

INT. TUNNEL #4 - NIGHT

Watching this is horror, Joe's about to run in just as
BABABABABABABABAM!!! The creature JERKS UP from its almost-
meal of Alice, looks toward the EXPLOSIVE SOUNDS, then
LEAVES
HER, quickly moving for the tunnel --

INT. TUNNEL #2 - NIGHT

The creature arrives in the SMOKE-FILLED TUNNEL, as the
FIREWORKS FILL the tunnel with BRIGHT, MULTI-COLORED LIGHTS
--

INT. MECHANICAL CONTRAPTION SPACE - NIGHT

Joe SPRINTS in, gets to Alice -- lightly slaps her face --
JOE
-- Alice, please -- please --
(nothing -- SLAP)
Alice, wake up!
Nothing -- so he fucking SLAPS HER FACE HARD and she
suddenly
INHALES SHARPLY, he eyes WIDE, terrified --

JOE (CONT'D)

Alice! You're alive! Can you hear
me? Are you okay?!
She's CATCHING HER BREATH, nodding, looking at him, amazed -
-

115.

ALICE

What is this? What are you doing
here?!

JOE

I'm just-- doing the best I can to
save you.

She GRABS HIM AND HUGS HIM TIGHT, teary and grateful --
during which -- quietly:

ALICE

How did you know?

JOE

Your dad. He told me. He was worried. And flipping out.

ALICE

Really?

JOE

-- we need to move--

But she breaks out of the hug and grabs his shirt, intense:

TINA (O.S.)

Excuse me?

TINA, a 24-year-old , disoriented woman with curlers in her hair, wakes up.

TINA (CONT'D)

Where are we?

INT. MECHANICAL CONTRAPTION SPACE - NIGHT

Joe and Alice have helped down one FAMILIAR FACE: SHERIFF PRUITT. They're out of breath, but their survival instinct has kicked in:

TINA

I left my bag in my car. Then I went to my car to get my bag--

ALICE

It's been experimented on for years. It's terrified and exhausted and hungry, it just wants to go home. When it touched me, I knew --

116.

JOE

Alice, help me get the sheriff down.

TIME CUT:

SHERIFF PRUITT

Follow me. I can get us out of here.

JOE

Sheriff, we came that way.

SHERIFF PRUITT

Don't argue with me.

TINA

Come on, kids, let's go with the sheriff.

Joe and Alice follow. They run into a tunnel. We PUSH IN ON THE MECHANICAL DEVICE -- the PITCH INCREASING MORE NOW -- AS IF IT'S ABOUT TO "FUNCTION" -- The creature returns and sees that the humans are gone. He takes off.

INT. TUNNEL #4 - NIGHT

Pruitt Sparkler lighting the way, we're with Joe and Alice -- and Tina behind them:

JOE

Sheriff, I really think we're going the wrong way.

PRUITT

We'll talk about it when we get up top.

They continue following Pruitt.

CARY (O.S.)

Joe!

JOE

I told you to get out!

CARY

I thought this was the way out. I tried! Hey, Alice, welcome back--

PRUITT

Kids, come on, we gotta go.

117.

BUT HE'S LOOKING BACK AND HIS SPARKLER ILLUMINATES THE CREATURE THAT IS RIGHT UP AHEAD AND TINA SCREAMS -- THEY ALL DO AS PRUITT TURNS AND IS TAKEN, LIFTED HIGH, KILLED IN THE DARK AS THEY ALL TURN AND RUN -- PRUITT'S HORRIBLE SCREAMS terrifying as the foursome sprint in the opposite direction! After RUNNING HARD for a beat:

They haul ass, but after a long moment TINA IS GRABBED AWAY INTO THE DARKNESS!!! HER SCREAMS CONTINUE behind them --

END.
They run and run and run, but then BOOM: they hit a DEAD A DIRT WALL. No more tunnels. No options. Out of breath, they turn -- but dare not go back toward the horrifying blackness.

The only SOUND the sparkler, their erratic breathing and the **DISTANT INCREASING PITCH OF THE CREATURE'S MECHANICAL DEVICE.**

THE CREATURE IS THERE -- FORTY FEET FROM THEM, -- APPROACHING! ALICE SCREAMS -- SHE AND CARY MORE BACK AGAINST THE WALL -- AND THE CREATURE MOVES FOR THEM, BUT JOE YELLS

AS THE THING PASSES THE FIREWORKS:

JOE
GO! YOU DON'T WANNA BE HERE, GO!

CARY
Joe, what are you doing?

IT KEEPS COMING -- PAST THE FIREWORKS, AMAZINGLY BACKLIT AS IT LUMBERS TOWARD JOE, DESPERATELY TRYING TO STAND GROUND:

JOE
WE UNDERSTAND! WE KNOW HOW HARD IT'S BEEN! BUT NOT EVERYONE IS HORRIBLE!

CARY
Joe, shut up, it's gonna kill you!

JOE
YOU'RE GONNA BE OKAY NOW!

AND IT GRABS JOE AND LIFTS HIM -- Alice and Cary SCREAM AS **JOE IS BEING SQUEEZED -- HE LOOKS INTO THE GLOSSY BLACK EYES OF THIS BEAST, WHICH COULD KILL HIM AT ANY TIME --** but in this moment of fear comes something else. Simple truth -- he **WHISPERS, SHAKILY:**

JOE (CONT'D)
-- I know bad things happen-- bad things happen, but you can still live. You can still live, you can still live, you're gonna be okay--
118.

JUST AS WE THINK THE CREATURE'S GONNA KILL HIM: A DISTANT MECHANICAL TONE -- THE CREATURE TURNS, ACKNOWLEDGING THAT SOUND -- THEN TO JOE AGAIN. IT CONSIDERS HIM. ITS EYES' COVERING PEELS AWAY -- REVEALING HUGE, WET, VULNERABLE EYES. AND THE THING LOOKS AT HIM. REALLY LOOKS AT HIM. In a way,

as

you imagine his mother once had. And Joe feels this too. AND AFTER A LONG, SCARY BEAT, THE CREATURE SETS HIM DOWN. Joe backs up as the creature TURNS FAST AND SPEEDS AWAY. JOE IS **STUNNED. SHOCKED RELIEF. ALICE AND CARY, TOO --**

CARY

Okay, wait a minute, WHAT?!

Then, over the HIGH-PITCHED MECHANICAL SOUND comes RUMBLINGS

-

- like THUNDER from above -- and the three LOOK UP --

EXT. LILLIAN, OHIO - MAIN STREET - NIGHT

The kids round a corner -- ON MAIN STREET, COUNTLESS

METALLIC

OBJECTS -- ANYTHING METAL AND LOOSE -- has been INVISIBLY DRAGGED -- FLOATING -- toward the WATER TOWER -- at

different

speeds and with different personalities, metal objects

BULLET

TO THE TOP OF THE TOWER AND STICK THERE.

Suddenly, THE DINER WINDOW SHATTERS as a STOVE RIPS THROUGH IT -- we PAN WITH IT as it TUMBLES TOWARD AND UP THE WATER TOWER! HUNDREDS OF OBJECTS move past them -- from bicycles

to

silverware and sinks! DISHWASHERS AND TVS SMASH THROUGH THE **TOWN'S APPLIANCE STORE WINDOW -- A TV FLOATS, UNPLUGGED,**

PAST

THE KIDS -- AND IT IS ON -- AND SHOWS AN EPISODE FROM THE TWILIGHT ZONE -- all things eventually SLAMMING into the WATER TOWER, the objects BEGINNING TO CRUSH TOGETHER,

FORMING

ONE DENSE METALLIC MASS!

BAM! BAMBAM! Sounds like GUN BLASTS -- the KIDS TURN: behind them are the RED CARGO CONTAINERS -- ONE BY ONE those cubes BURST THROUGH THE CONTAINERS: BAM! BAMBAMBAM! BAMBAM! And they SLAM INTO THE WATER TOWER -- AND THEY BEGIN TO FORM AN ODD, HUGE CRESCENT SHAPE ABOVE THE TOWER! Alice is crying-laughing at seeing it work --

CARY

-- what's he doing...?

JOE

... he's making a model.

AGAIN and AGAIN, pieces FLY OVERHEAD, beginning to FORM WHAT IS CLEARLY AN ALIEN CRAFT -- LIGHTS BEGINNING TO ILLUMINATE FROM INSIDE as it continues -- ONE OF THE SPOTLIGHTS ILLUMINATING A JEEP THAT HAS JUST ARRIVED: JACK GETS OUT. HE SEES JOE. JOE IS SURPRISED TO SEE HIM -- ALICE CONCERNED.
119.

LOUIS
THE
TAKES

BUT THEN THE KIDS ARE BOTH INCREDULOUS TO SEE JACK HELP OUT OF THE JEEP -- THE TWO MEN MOVE THROUGH THE DEBRIS IN STREETS, STUNNED AT THE ACTIVITY SURROUNDING THEM, BUT FOCUSED ON THEIR CHILDREN; A TUMBLING TYPEWRITER ALMOST OUT JACK, BUT HE AVOIDS IT AS IT SHOOTS UP TO THE WATER TOWER.

JACK GETS TO HIS SON -- HOLDS HIS SHOULDERS -- LOOKS DEEPLY INTO HIS EYES, TOUCHES HIS FACE AND EMBRACES HIM --

JACK

-- I got you. I got you.

LOUIS, CRYING, DESPERATELY SORRY -- AND SHE SEES THIS IN HIS SAD, WOUNDED FACE -- SHE HOLDS OUT A HAND -- HE TAKES IT AND PULLS HER INTO AN EMBRACE, HUGGING HIS DAUGHTER DESPERATELY.

BEHIND THEM, THE SHIP CONTINUES TO TAKE SHAPE, ALMOST FULLY-FORMED -- but here, as he is being hugged by his father, Joe LOOKS DOWN: SOMETHING IN HIS POCKET IS MOVING -- he considers it, confused for a moment -- but he reaches in and pulls it out. HIS MOTHER'S NECKLACE -- and he holds the chain, but the LOCKET PULLS TOWARD THE WATER TOWER -- wanting to go.

Joe knows what this means. He looks up at his father, who also understand. AND THIS IS WHEN WE GO INTO SLOW MOTION -- FROM HERE UNTIL THE END. After a long beat, Joe HOLDS THE NECKLACE UP, toward the tower -- the thing PULLING... TEARS in Joe's eyes as he looks up at it -- not wanting to let go, but knowing he must. Jack, heartsick, watches his son, on the verge of letting go. Alice watches Joe, on the verge of tears

not -- except Joe just can't bring himself to do it, not now,
ever. But then something happens.

Pulled by the invisible force, THE LOCKET POPS OPEN. And we
see what's inside. A PHOTOGRAPH of Joe's MOTHER. A young
woman, HOLDING HER ONE SMALL BABY. And Joe looks at his
mother -- and in this moment, she at him and Jack's eyes
suddenly WELL WITH TEARS -- Alice, too, tears streaming down
her face and finally Jack reaches out -- and puts his hand
on his son's shoulder -- which was all Joe needed, really.

UP And finally... after all... JOE LETS GO. OUR SCORE SOARS AS,
IN SLOW MOTION, the necklace SHOOTs ACROSS THE MAIN STREET

TO THE WATER TOWER!

**AND WHEN IT HITS, THE ENTIRE TOWER IMPLODES FROM PRESSURE --
A FIREWORKS-LIKE EXPLOSION OF WATER BURSTS AND SHOWERS THE
STREET AS THE MAJESTIC SHIP COMPLETES ITS FORMATION -- and
that's when Joe sees the CREATURE, LEAVING -- CLIMBING UP**

THE **WATER TOWER AND ENTERS HIS SHIP -- AND IT BEGINS TO LIFT. AS
IT TAKES OFF, THE WEIGHT OF THE TOWER IS TOO MUCH: IT
COLLAPSES INTO MAIN STREET.
120.**

**THE SHIP RISES SLOWLY INTO THE SKY -- ITS PURE WHITE
SPOTLIGHTS FINALLY SCANNING THE GROUND BENEATH IT --**

LILLIAN, OHIO -- EARTH -- A PLANET IT IS FINALLY LEAVING --

INT./EXT. HOUSE - NIGHT

And we PUSH IN on Charles and Marin, who watch, amazed, as
the distant light RISES INTO THE SKY --

EXT. DRIVEWAY - NIGHT

And we PUSH IN as DONNY SLEEPS, the REFLECTION OF THE RISING
SHIP seen in his windshield --

EXT. LILLIAN, OHIO - MAIN STREET - NIGHT

Joe and Alice, Jack, Louis and Cary watch, amazed, as the
ship disappears into the night sky, we are TIGHT ON JOE'S
HAND, as it takes ALICE'S.

And looking skyward, Joe smiles.

As our SCORE SWELLS, we finally...

FADE TO BLACK.

THE END