

# Hibernation

by

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FADE IN:

EXT. REMOTE FOREST ROAD - NIGHT

A police SUV is stopped on the dark remote road, which vanishes ahead into infinite snow.

Police Chief JACK BRENNER (40s) slides a snow gate across the road. A sign reads ROAD CLOSED. INACCESSIBLE WINTER ROAD.

Something unseen races low overhead. It emits an intense electromagnetic pulse. Jack is startled, reacts, and ducks. The trees rustle wildly in the wake of the unseen object.

EXT. LAKE - NIGHT

A distinct thud as something impacts with the small lake, shattering the thin ice and opening small pockets of water.

UNDERWATER

A strange looking pod sinks. The two halves rotate opposite each other and separate. Billions of fluorescent green particles explode from the pod.

EXT. LAKE - NIGHT

The fluorescent green particles illuminate pockets of water. They spread out across the lake and dim as they sink.

INT. PARKED CAR - NIGHT

BRIAN KELLMAN (20) and ANDREA LEYTON (18) are making out. Music plays. Andrea pulls away from him. Looks out window.

ANDREA

What was that?

He moves her close. Keeps kissing her.

EXT. PARKED CAR - NIGHT

The lake overflow reaches the ground at Brian's car.

INT. PARKED CAR - NIGHT

Andrea pulls away from Brian again. Looks out her window.

ANDREA

I'm serious.

Brian sighs and rolls his eyes.

EXT. PARKED CAR - CONTINUOUS

Brian steps out of the car. The ground is soaked. His shoes get caked with mud. He shakes the excess mud off his shoes.

BRIAN

Great.

INT. PARKED CAR - CONTINUOUS

Brian gets back into the car. Clearly agitated.

BRIAN

My new shoes are shot.

ANDREA

Can we go?

Brian puts his arm around her, pulls her close, kisses her.

ANDREA (CONT'D)

Now, please.

INT. FIRE STATION - NIGHT

Captain DON RICHMOND (40s) and four volunteer FIREMEN watch TV. The lights flicker. The short band radio goes to static. The TV signal is lost. Reactions from all.

INT. POLICE SUV - NIGHT

Jack drives down the remote road. Static fills his radio. Brian's car suddenly turns in front of him. Jack slams on his brakes, swerving hard. Brian skids to a stop.

EXT. REMOTE ROAD - CONTINUOUS

Jack is clearly annoyed. He jumps out of his SUV. Quickly approaches Brian's car on foot.

JACK

Brian, what the hell are you doing?

BRIAN

Andrea's spooked. She heard something weird at the lake.

JACK

I think a meteor hit. Something passed over me, but I didn't see a fire trail. I'll go check it out.

INT. POLICE SUV - NIGHT

Jack drives down the partially snow covered road. His high beams bounce off trees into infinite darkness. He slowly drives around the lake shining his side spot. He stops, grabs a flashlight, and gets out.

EXT. LAKE - NIGHT

Jack steps on an old log and shines the flashlight out onto the water. The lake overflow stopped just a foot away.

He starts to step forward but hears movement in the woods behind him. He turns and shines the flashlight. Sees nothing. He returns to his SUV and continues his drive.

EXT. LACEY'S DINER - NIGHT

Jack drives down the old rustic Main Street. He pulls up to Lacey's Diner. A two-story building well over a century old. A long wood patio out front. Brian's car, along with a few others, are parked in the plowed and sanded lot.

INT. LACEY'S DINER - NIGHT

A sign reads: Established 1875. The diner retains its original look. It's highlighted by an original rock fireplace.

Jack enters. He passes a man at a table - KENT REILLY (30s). Volunteer fireman uniform. Good looking. Fit.

Jack sits at the counter near Andrea and Brian. Behind the counter are LACEY COYLE (40s). Attractive. Wears a plaid lumberjack-style shirt. And CHARLENE COYLE (20s). Pretty. Wholesome. Gorgeous eyes. She pours Jack a cup of coffee.

JACK

Thanks.

He glances up at the television. Nothing but snow.

CHARLENE

Everything but the power is out.

ANDREA

Maybe it has something to do with what happened at the lake?

JACK

I didn't see anything unusual. It must have been some sort of meteor. I'll do another check tomorrow.

EXT. LAKE - DAY

Lacey is dressed in a heavy sweater. She walks her dachshund Beckham around the lake. Beckham darts across the mud to the lake edge. He growls, whines, and barks wildly at the water.

LACEY

Beckham!

Beckham keeps growling and barking wildly at the water. Lacey claps her hands repeatedly as Beckham barks and growls.

LACEY (CONT'D)

Beckham! Now!... NOW!

Beckham reluctantly comes back to Lacey. They continue on their walk. Beckham briefly stops, gives an ominous look back at the water, then lets out a very intense growl.

EXT. WOODS - DAY

A traumatized MAN runs through the woods - and the remnants of a recent snow. He is panicked. An overwhelming look of terror. He glances behind him, whimpers, cuts hard, then stumbles and falls.

He attempts to get back to his feet. Looks behind him. Eyes widen. He screams.

EXT. MAKESHIFT RUNWAY - DAY

Jack stands outside his SUV drinking from a large mug of coffee.

A Cessna comes in for a landing. The landing lights are vivid against the grey sky and towering snow covered mountain ranges.

A Ford F-250 pulls up. RICHARD TAYLOR (40s) gets out.

RICHARD

Hey, Jack. We expecting visitors?

JACK

I don't know. I saw it coming through the pass.

RICHARD

This guy's suicidal flying through the pass in this weather.

The Cessna lands on the crude runway. The BUSH PILOT gets out and opens the passenger door.

MARK HACKWELL (late 20s) steps out. Boyishly handsome. Fit. Wearing an US Marines jacket. Jack and Richard react.

JACK  
I don't believe it.

RICHARD  
Holy shit! Mark?

Mark grabs his duffel bag and walks over to Jack and Richard. They shake hands. Man hugs.

JACK  
Good to have you back. How was it over there?

MARK  
Hot. Nasty. Nothing but dirt.

RICHARD  
This is a real surprise. I didn't think you'd ever come back.

MARK  
It was time. After discharge I spent from 2020 to now in New York and California.

RICHARD  
You've been quite the topic of conversation since you split.

Mark notices CHIEF on Jack's name plate.

MARK  
Chief? What happened to Dennis?

JACK  
Retired to Arizona three years ago.

RICHARD  
Mark, after you settle in, stop by the clinic and see Nancy.

INT. POLICE SUV - DAY

Mark rides with Jack.

JACK  
Still no Internet or cellphone service. The TV and radio signals have been out since Tuesday.

MARK  
My cabin still standing?

JACK  
Pete's been on it. We'll have to  
get generator gas and propane.

Jack pulls into the parking lot of Lacey's.

JACK (CONT'D)  
Hungry?

Mark looks at Lacey's with trepidation.

INT. LACEY'S DINER - DAY

Lacey and Charlene work the counter. Chat up customers. The  
waitress - TRINA NASH (30s) - grabs orders.

Jack and Mark enter. Several customers react. Lacey rushes up  
to Mark and gives him a kiss and long hug.

ANGLE

Charlene and Trina watch the ruckus from behind the counter  
as several customers greet Mark. He seems uncomfortable.

TRINA  
That boy doesn't know how damn  
adorable he is.

CHARLENE  
He's hot. Who is he?

TRINA  
Mark Hackwell. I had a very serious  
crush on him years ago before he  
just took off.

CHARLENE  
Why did he take off?

TRINA  
There was a real bad incident out  
at the lake caverns. Real bad.  
People died.

CHARLENE  
What happened?

TRINA

We don't talk about it... but after that he just took off and joined the Marines. No one has heard from him in over ten years.

ANGLE

Lacey motions Charlene over. She goes over to Lacey and Mark.

LACEY

Mark, this is my niece, Charlene.

Charlene smiles. Appears instantly smitten.

CHARLENE

Hi.

MARK

Nice to meet you.

EXT. LACEY'S DINER - CONTINUOUS

Mark comes out with Jack and Richard. Kent passes them, stops, shakes his head, and gives a slight chuckle.

KENT

If it isn't the little soldier boy.

Mark steps up to Kent.

MARK

I'd kick your ass, Kent, but you're what, six foot? I didn't know they made pussy that big.

Kent has no comeback. He goes into the diner.

MARK (CONT'D)

Jack, can you take me out to the lake?

JACK

You sure?

EXT. LAKE - DAY

Jack leans against his SUV. Mark walks around the area near a couple of caverns. Stares at them. He sweats and trembles.

MARK

(long beat)

I need to go see Pete.



INT. GENERAL STORE - DAY

PETE WASHINGTON (43). Slightly overweight. Glasses. Sits behind the counter reading a newspaper. A Pepsi slams on the counter.

PETE  
Five dollars.

MARK (O.S.)  
Jesus Christ, I'd hate to think  
what a beer would cost.

Pete looks up. Sees Mark. Reacts. He takes off his glasses and comes around the counter.

PETE  
Well I'll be damned.

He gives Mark a man hug, steps back, takes him by both shoulders. Looks him up and down.

PETE (CONT'D)  
No damage. Nothing broken.

MARK  
Not a dent in the fender.

Pete touches him on the side of the head.

PETE  
How about up there.

MARK  
Rock solid.

PETE  
Good to have you back.

Pete walks back around the counter. He kneels down for several seconds. He reemerges with cash in his hand.

PETE (CONT'D)  
Your Jeep is up to date and  
maintained. I had to have your  
cabin roof fixed and a few windows  
replaced. Been checking on it every  
few weeks.

Pete hands Mark the wad of cash.

PETE (CONT'D)  
Most is still there.

Mark looks at the wad of cash. He hands it back to Pete.

MARK

Keep it. I appreciate your help.

PETE

That's a serious amount of money...  
and it's yours.

Pete tries to hand it back. Mark closes Pete's hand around the cash.

MARK

Keep it, but I'd appreciate a ride  
out to my cabin.

EXT. MARK'S CABIN - EVENING

Pete and Mark pull up. The cabin is nestled in deep woods.

INT. MARK'S CABIN/SCREENED PORCH - EVENING

Mark lights two lanterns. The porch is split. Bottom half is solid wood and the top half is thick mesh and screen. It's furnished with a hammock covered with heavy blankets, TV, Stereo, and lamp. The door to the living room is open.

PETE

We'll get your Jeep tomorrow.

INT. CABIN - NIGHT

Two lanterns are lit. Mark has clothes and personal items from his duffel bag laid out.

He moves over to his small kitchen. Opens a cupboard, moves some cans around, and pulls a coffee can out. He opens the plastic lid and pulls out a big wad of cash.

He reaches into his duffel bag and pulls out another wad of cash. He puts all the cash into the can, puts the lid back on, and places the can back in the cupboard.

INT. BRIAN'S BEDROOM - DAY

Andrea enters. Brian is in bed. His mud-caked shoes next to his bed. He looks ill. She crawls under the covers.

BRIAN

I really feel like shit.

ANDREA

My baby needs some TLC.

Andrea's pants and top hit the floor. Andrea starts making love to him. Closes her eyes. Her hands move from his chest to his face.

Brian's facial flesh peels off intact. His human flesh has been replaced by a thin greenish red layer with veins. His eyes and mouth are severely mutated.

Andrea flicks her hair, opens her eyes - and loses it. She leaps off the bed. Screams hysterically.

ANDREA (CONT'D)  
OH MY GOD!! Brian!... Brian!

Brian stands. His mutated eyes lock on Andrea. She flees - screaming hysterically.

INT. LACEY'S DINER - DAY

Mark enters. Lacey and Charlene comfort a distraught and traumatized Andrea. She's wrapped in a table cloth.

Doctor HENRY WHEELER (50s) examines Andrea. Kent and another volunteer fireman stand by. Mark immediately approaches Jack.

MARK  
What happened?

JACK  
She says her boyfriend turned into a hideous monster.

KENT  
Whatever happened, it's bad.  
She's traumatized...  
(looks at Mark)  
... I've seen that look before.

JACK  
Alright...  
(to Mark)  
Shit... Let's go talk to Brian.

EXT. BRIAN'S HOUSE - DAY

Jack and Mark exit Jack's SUV. Mark holds a shotgun. They approach the front door of Brian's house. Jack motions to Mark - who disappears around the side of the house.

Jack knocks on the front door. It sways open. He pulls his gun and cautiously enters the doorway. He stands still, then slowly moves forward, aiming his gun.

EXT. BRIAN'S HOUSE/BACKYARD - DAY

Mark stops at an open sliding-glass door.

MARK

Brian, my name is Mark. I'm here  
with Jack. We're coming in.

INT. BRIAN'S BEDROOM - CONTINUOUS

Mark creeps in through the sliding-glass door. Aims the  
shotgun. Jack enters through the main bedroom door.

JACK

House is clear.

Jack checks the bathroom and closet. Mark checks the bed. The  
sheets are stained with a greenish red liquid. Mark spots  
something next to a pillow. His expression quickly changes.

MARK

Jack... You better see this.

Jack comes over. Mark grabs a ski pole and uses it to gently  
move the blankets. He reacts and jumps back... Way back.

MARK (CONT'D)

Oh, fuck!

Brian's facial flesh - completely intact - lays on the bed.

JACK

We better get Henry over here  
now... like right now.

TWO HOURS LATER

Henry wears gloves, a medical mask, and protective glasses.  
He closely inspects Brian's facial flesh.

HENRY

This flesh definitely wasn't cut.  
It has smooth edges, it's perfectly  
proportioned, and intact. It looks  
like it shed off his body.

JACK

What's going on, Henry?

HENRY

I don't have a clue. I've never  
seen anything like this.

EXT. BRIAN'S HOUSE - DAY

Henry secures everything in his truck. He turns to Jack.

HENRY

This might take a while. Get that  
boy to me as soon as you find him.

INT. VETERINARY CLINIC - DAY

NANCY TAYLOR (30s) finishes up with a mother and young  
daughter - who has stunning green eyes. She holds a doll. A  
small carry cage with a lizard inside sits on the counter.  
Nancy puts two small bottles in bag. Hands it to the mother.

NANCY

You're all set.

The mother grabs the small carry cage. Mark enters as she  
leaves with her daughter. Mark carries a container of  
aquarium fish. Nancy sees Mark. Glowing smile. Mark sets  
the container down. They hug.

NANCY (CONT'D)

Mark, how are you?

MARK

Good.

She slaps him on the arm.

NANCY

Why did you do that? Why did you  
just take off?

MARK

I just couldn't deal with the  
situation.

NANCY

None of you could have known what  
was going to happen. It was a freak  
timing. Please understand that.

MARK

I know. But back then it was too  
much for me to handle.

NANCY

So you go join the Marines?

MARK

In a weird way it made sense. It made me realize that no matter what, life isn't always fair.

NANCY

Well, I'm happy you're safely back.

Johnnie Taylor(10) enters the room.

NANCY (CONT'D)

This is my son, Johnnie.

Johnnie gives him a polite gesture.

MARK

Nice to meet you, Johnnie.

Mark points to the container of aquarium fish.

MARK (CONT'D)

Jack wanted me to bring these to you. They belong to Brian. There was some sort of incident between him and his girlfriend. Trying to find him.

INT. JEEP - EVENING

Mark drives on the outskirts of town. He sees Jack's SUV parked askew in the middle of the remote road. The driver door is open. The emergency lights are flashing.

He spots Jack, weapon ready, and intensely moving along the tree line. Mark stops, grabs his shotgun, and jumps out.

EXT. ROAD - CONTINUOUS

Mark rushes up to him. Jack's demeanor appears to be very odd, nervous, and scared. His hands visibly tremble.

JACK

I must be losing my mind.

MARK

Was it Brian?

JACK

I'm sure, no, I'M POSITIVE, that I just saw Elaine Trosper.

(beat)

Problem is, she died over thirty years ago.

MARK

It was probably just Brian.

Jack holsters his gun. Looks hard at Mark.

JACK

(very stern)

No... it wasn't.

(long beat)

We have about thirty minutes of  
daylight left. Let's keep lookin'.

EXT. CEMETERY ROAD - EVENING

Dusk quickly creeps in. Jack stops at the entrance to cemetery road. Exits his SUV. He slowly walks up the rough dirt road - which is dotted with patches of snow.

CEMETERY

Jack enters the iron gates of the very old and creepy cemetery. Most of the tombstones are from the 1800s and early 1900s. Many partially covered by snow. Some slightly sunk in.

He locates a tombstone marked ELAINE TROSPER BORN 1895 DIED 1993. Her grave looks sunk in about a foot.

Hugging the dense treeline at the back end of the cemetery is a very old and weathered crypt with an iron-barred door. He slowly approaches the crypt.

He peers into the darkness of the crypt. He pulls his flashlight and shines it through the iron-barred door. A tomb inside. He clicks off the flashlight.

A rabbit suddenly bolts from the crypt and darts past him. Jack is startled, stumbles back, and takes a deep breath. A hand grabs his shoulder. He jolts, spins around, and sees Mark.

MARK

You okay?

JACK

Yeah... Yeah. Swell.

They walk out of the cemetery. Jack stops at the road, looks back at the cemetery, and holds his stare for a few moments. He then turns and starts walking back down the road.

INT. HENRY'S OFFICE - NIGHT

Brian's facial flesh sits on a medical tray. Henry lifts an edge of one eyelid with tweezers. There is a thin layer of eye membrane and tissue underneath.

He uses a scalpel and cuts off a piece of flesh. Places it underneath a microscope. Takes notes as he examines it.

The eye lids on Brian's facial flesh suddenly open. Thin transparent tentacles start protruding from the edges of the flesh and slowly creep toward Henry.

Henry glances over. Jolts. The tentacles shoot forward and attach to his face. Henry's body severely trembles as Brian's facial flesh inches closer and closer to him.

INT. LACEY'S DINER - NIGHT

Mark sits at a table drinking coffee. He appears lost in thought. Trina comes over and sits on his lap, putting one arm around his shoulder. She gives him deep kiss. Feels his biceps. Runs her hand across his buff chest.

TRINA

The Marines did you right.

Mark gives a slight smile and half-hearted chuckle.

TRINA (CONT'D)

You doing okay?

MARK

Yeah... Why?

TRINA

I'm here because I'm on shift. How come you're not over at the bar?

MARK

Everyone's just gonna ask me the same questions... the same questions I've already been asked a dozen times. And I'm sure Kent will throw his two cents in.

TRINA

Kent's just insecure.

MARK

Kent insecure? I don't think so.



TRINA

After you left... and broke my heart, he joined the Coast Guard, but only lasted two weeks at the academy. Jack then got him into the state trooper academy. He lasted about three weeks there. What happened out at the lake was his defining moment. And it will always be. He's like a star high school athlete who never made the pros. He relives his high school glory because he has nothing else.

MARK

Yeah... Maybe you're right.

A customer raises his coffee cup.

TRINA

The natives are getting restless.

She lays another kiss on him.

TRINA (CONT'D)

You know where I live.

She gets up and helps other customers.

BREAK ROOM

Beckham lays on a dog pillow. A cat walks by. She stops, turns, and hisses wildly at Beckham.

INSERT - BECKHAM'S POV

Of the hissing cat as he rushes her.

BACK TO SCENE

The dog pillow is empty. A stark and brief meow is heard.

INT. FRANCINE HOUSE/BEDROOM - NIGHT

ABBY, the young girl from the veterinary clinic stands next to her mother's bed. She tightly clutches her doll.

ABBY

Mommy!

Her mother stirs awake.

FRANCINE  
What's the matter, honey?

ABBY  
There's something in my room.

FRANCINE  
I'm sure it's nothing.

ABBY  
I'm scared.

ABBY'S ROOM

Francine walks Abby into the room. It's eerily dark. She checks the window. Secured. She opens the closet door and turns on the light. Nothing out of the ordinary. She turns the light off and shuts the door.

She moves to the bed. It is covered with dozens of dolls. She gets down on her knees. She lifts the side of the bedspread. She leans down and looks underneath the bed. She is suddenly pulled under the bed with great force. Stark silence.

Abby stands still. She clutches her doll. All the dolls on her bed turn their heads to her in unison. Their creepy eyes stare directly at her. She trembles with fear.

INT. BAR - NIGHT

Mark enters. Several people greet him. He spots Charlene and Kent together. They are with a group. Kent sees Mark and puts his arm around Charlene, pulls her close, kisses her neck.

Mark approaches Jack. He sits with Pete and nine men who range in age from twenties to thirties.

MARK  
Any word from Henry?

JACK  
Not yet. The boys here are gonna give us a hand at first light.

Jack slides a chair out for Mark.

JACK (CONT'D)  
Have a beer.

Mark scans the bar. Sees Charlene and Kent.

MARK  
Pass.

JACK

Mark, come on. One beer.

MARK

Thanks, but I'm going to check on Andrea, then call it a night.

Mark gestures and leaves. Charlene spots him as he exits.

EXT. ANDREA'S HOUSE - NIGHT

Mark approaches the front door. Knocks. SUSAN LEYTON (40s) answers the door. Appears very tired.

SUSAN

Mark... Nice to have you back.

MARK

Good to be back. I'm helping Jack with this Brian thing, and I just wanted to check on Andrea.

SUSAN

Come in.

INT. ANDREA'S HOUSE - CONTINUOUS

Mark enters. He notices a quart of whiskey and tall glass on the coffee table. Susan points down the hallway.

SUSAN

She's in her room. Heavily sedated.

ANDREA'S ROOM

Mark enters the room. Andrea is sleeping under thick blankets. Several pill bottles are on the night stand. He checks the window. It's open. He looks around the room.

ANDREA (O.S.)

(menacing)

You won't find him.

Mark turns toward Andrea, who stands on her bed like something out of the Exorcist. Brian bursts out of the closet. Brian violently knocks Mark across the room.

Mark quickly gets to his feet. He sees Andrea's body morph into Brian's just as Brian leaps out the window. Mark leaps out the window after Brian.

EXT. ANDREA'S HOUSE - CONTINUOUS

Mark hits the ground and sees Brian disappear into the woods.

MARK  
Brian... stop!

He grabs a flashlight from his jeep. Runs hard into the woods.

EXT. WOODS - NIGHT

Mark slows and moves with caution, slowly shining the flashlight. He turns. Brian takes a swipe at him, missing by mere inches. He flees into the darkness. Mark pursues him.

MARK  
(yells)  
Brian!... Brian stop!

Mark's flashlight beam catches glimpses of Brian. He vanishes in a heartbeat. Mark stops. He hears a distant screech.

EXT. WOODS - EARLY MORNING

Mark stands by with a shotgun. Jack addresses Pete and the other nine men from the bar: CORY, EDDIE, JUAN, ORLO, RICKY, TED, ULYSSES, VICTOR, and WES. All are armed.

JACK  
Gentlemen, we all know what Mark experienced last night. If you make contact with Brian, or run into trouble, fire your weapon three times. We regroup back here at ten.

The men disperse into the woods.

EXT. TAYLOR HOUSE/BACKYARD - DAY

Johnnie Taylor grabs two logs from the woodpile. He spots a lone duck floating a few yards into the lake.

ANGLE

The duck's eyes are misshaped. Dark. Extremely ominous.

BACK TO SCENE

Johnnie puts the logs down. He moves over to a barrel. He opens the lid, scoops out some duck food, and flings it to the ground at the edge of the lake.

INT. TAYLOR HOUSE - DAY

Nancy pours herself a cup of coffee. Johnnie comes in through the sliding-glass door. He cries. Nancy moves over to him.

NANCY  
What's wrong, honey?

Johnnie shows her what appears to be a cut on the index finger of his right-hand.

NANCY (CONT'D)  
It's just a small cut. You're okay.

Nancy steps away for a few moments. Johnnie looks out the sliding-glass door. The duck now sits on the ground. Eerily stares at the sliding-glass door.

Nancy returns with some Peroxide and a band-aid. She washes the wound out with the Peroxide and slaps on a band aid. Johnnie points out the sliding-glass door.

JOHNNY  
Duck.

Nancy looks out the sliding-glass door. She sees the duck. It is now sitting midway up the backyard.

NANCY  
Poor thing must have been left behind.

Nancy puts the band-aid on Johnnie's cut. BOOM! Both Nancy and Johnnie are badly startled. They stagger back several feet.

They look at the sliding-glass door. There is a large blood stain halfway up the glass. They move to the sliding-glass door. Outside on the ground is the dead duck.

BOOM! Both Nancy and Johnnie are jolted back again as a second duck violently flies into the sliding-glass door. Two ducks now lay dead.

Nancy slowly starts to move toward the sliding-glass door. BOOM! A third duck violently flies into the sliding-glass door. She screams out, stumbles back, and hugs Johnnie.

Nancy's eyes widen. She turns her head. BOOM! A fourth duck violently flies into the sliding-glass door. Nancy shakes with fear as she tightly hugs a crying Johnnie.

Several tense moments of hesitation. Nancy slowly approaches the sliding-glass door with extreme trepidation. Johnnie cautiously follows her.

She looks out at the lake. No more ducks. The four ducks lay dead just outside the sliding-glass door.

NANCY (CONT'D)  
It's okay, honey. You're alright.  
Go get ready for school.

EXT. TAYLOR HOUSE/BACKYARD - DAY

Nancy wears rubber gloves. She has two ducks in each hand. She walks to the lake. She tosses them into the water.

EXT. WOODS - DAY

Orlo and Victor search as a team in very dense woods. They stop and drink water. Orlo points to his forearm. Hair standing up. Victor's as well.

ORLO  
Listen.

They listen intently. A low frequency electromagnetic pulse fills the air. A faint hum. Victor nods.

VICTOR  
Where the hell is this guy?

ORLO  
Let's split up. I don't want to be  
out here longer than I have to be.

Orlo veers off to search a nearby area. Victor searches the immediate area. He moves slow and cautious. He hears a brief scream. He looks over his shoulder.

VICTOR  
Orlo?

No response. He cautiously follows Orlo's tracks. He spots Orlo's rifle on the ground. He picks it up then suddenly freezes. He sees Orlo's face morphed inside the trunk of a large tree directly in front of him. It is the exact same color and consistency as the tree trunk.

He suddenly jolts hard as sap-like tentacles shoot out of the tree trunk and stick to him. He attempts to resist as he is violently pulled toward the tree trunk with great force.

INT. VETERINARY CLINIC - DAY

Lacey looks on as Nancy finishes examining Beckham.

NANCY

He has some swelling and  
sensitivity in his stomach.

LACEY

He's been lethargic lately.

Nancy gives Beckham a shot.

NANCY

We should keep him here overnight  
until he digests whatever he ate.

They place Beckham in a large floor cage.

EXT. WOODS - DAY

Except for Orlo and Victor - the other men have regrouped.  
Pete looks at his watch.

PETE

Orlo and Victor should have been  
back over an hour ago.

JACK

Let's split up and do an area  
search. Again, if you locate them  
or Brian, or run into trouble, fire  
your weapon three times. We meet  
back here at 1:30.

They split up into three teams. They head out in different  
directions.

EXT. SCHOOL YARD - DAY

Johnnie wears a hooded jacket. He stands away from other  
students. There is something very, very wrong with Johnnie.

EXT WOODS - DAY

Jack, Mark, Pete, Eddie, Ulysses, Ted, and Juan are at the  
meeting spot. Cory and Wes emerge from the woods.

WES

No trace.

JACK

Let's get back to town.

INT. LACEY'S DINER - DAY

Mark and Jack eat with the other men. They are deep in conversation. Charlene timidly watches Mark from around the counter as she folds napkins. Trina comes up.

TRINA

What in the hell are you doing?

CHARLENE

Nothing.

TRINA

Oh, please. You're acting like you're in third grade. A blind person can see you have the total hots for him. Staring at him from afar like a mental patient.

CHARLENE

He saw me with Kent. I think he got the wrong impression.

TRINA

You two sitting tight, his hands all over you. Why would anyone get the wrong impression?

CHARLENE

Look, nothing happened beyond him getting a little touchy feely.

Trina grabs her order.

TRINA

But Mark doesn't know that?

CHARLENE

Do you think I should tell him?

TRINA

Why would Mark even care? He doesn't even know you other than being introduced.

CHARLENE

I don't know?

TRINA

Then the question is... do you care if he knows or not?



CHARLENE

No... I mean... maybe.

(beat)

Yeah, a little. So, you think I should tell him?

TRINA

(rolls eyes)

Probably, unless you plan to drool over him from behind the counter on a daily basis.

Trina walks away. Charlene looks back over. Mark and the others are going out the door. She lets out a sigh.

EXT. MAIN STREET - DAY

Jack and Mark walk down the main street boardwalk.

MARK

What about Orlo and Victor?

JACK

I'm trying to get a handle on all of this, and I can't risk sending more people out there.

They stop at Henry's office. The door is locked and the lights are off.

JACK (CONT'D)

Not in.

A woman approaches them.

WOMAN

Sheriff, can you do me a favor? Can you check on Francine and Abby? I haven't seen them.

JACK

I'll take a run over there.

MARK

I'll stop by Henry's place, see if he has any info.

INT. JEEP - DAY

Mark can see the small lake in the near distance. Partially covered by thin ice with large pockets of blue water. He spots Henry's wife EDITH WHEELER (50s) sweeping her walkway. He blasts his horn in three short spurts.

EXT. HENRY'S HOUSE - DAY

Edith approaches the passenger window.

EDITH  
Hello, Mark. Any luck finding  
Brian?

MARK  
Not yet. Still working on it.

EDITH  
I hope you find him soon.

MARK  
You didn't happen to see Orlo or  
Victor pass by have you?

EDITH  
Sorry, I haven't.

MARK  
We can't seem to locate them.  
(beat)  
Is Henry around?

EDITH  
I heard him come home early this  
morning. He went to the other  
bedroom to sleep so he wouldn't  
disturb me.

MARK  
Can you please tell him to come see  
Jack as soon as he can.

EDITH  
When he wakes up.

MARK  
Thanks, Edith.

Mark gives a slight wave and drives away. Edith goes inside.

INT. HENRY'S HOUSE/KITCHEN - DAY

Edith prepares a salad. Henry appears in the entry way behind her. He looks completely demented and horrific. Pus drips from his black eyes, his skin is pale, blotched, and shedding. His face has his, alien, and Brian's features.

Edith turns. She sees Henry, gasps, and stumbles back. A look of intense fear on her face.

EDITH

Henry?!

Henry does not respond. Stands still. Stares at her.

EDITH (CONT'D)

What's wrong with you?

Henry still does not respond. Just stands silent and stares at her. He starts walking toward her. Edith steps back.

EDITH (CONT'D)

What are you doing?

Henry keeps coming slow and deliberate. Edith stumbles back against the counter. She shakes her head.

EDITH (CONT'D)

No... No...

Trapped. Nowhere to run. Edith begins to cower and cry.

EXT. FRANCINE HOUSE - DAY

Jack pulls up. He approaches the porch. He knocks on the door. No reply. He tries the door. It is locked. He glances in the window.

INT. FRANCINE HOUSE - DAY

The house appears immaculate. Another knock at the door.

EXT. FRANCINE HOUSE - DAY

Jack knocks again. Still no answer. He looks into the windows again. He leaves.

INT. FRANCINE HOUSE/ABBY BEDROOM - DAY

The room looks normal. The doll Abby was clutching is amongst the dozens of dolls on the bed. It now has green eyes. They blink. A tear runs down the dolls face.

INT. SCHOOL SHORT BUS - DAY

DEBBIE JENSEN (30s) - pulls over at a dirt drive. A frightened young girl quickly exits.

Debbie glances in the rear view mirror. Johnnie is the last student. He sits in the first row. His jacket hood is pulled tightly over his hidden face. His head is down.

Debbie accelerates. Glances back in the rearview mirror. Johnnie is now in the rear seat. An impossible move in less than a second.

DEBBIE  
Johnnie Taylor...

No response. She pulls over. Presses the emergency brake. She walks to the rear seat. She stands in front of Johnnie.

DEBBIE (CONT'D)  
Enough of this nonsense.

EXT. SCHOOL SHORT BUS - CONTINUOUS

Debbie bolts off the bus. Flees hysterically down the road.

INT. JEEP - DAY

Mark is surprised to see Debbie run hysterically down the other fork in road going in the opposite direction. Moments later he sees the bus. He stops. The bus is idling in the middle of the road. The door is open.

Mark sits in his Jeep. Stares at the bus. He scans the immediate area. No one is around.

EXT. SCHOOL SHORT BUS - DAY

Mark approaches the bus. He grips a pistol. He walks along the side of it. Glances in a few windows. Looks underneath.

INT. SCHOOL SHORT BUS - CONTINUOUS

Mark enters the bus. It looks empty. He turns off the ignition. He is viciously knocked into the windshield from behind as someone runs off the bus. He recovers.

EXT. SCHOOL SHORT BUS - CONTINUOUS

Mark bolts from the bus aiming his gun. He searches around the bus. Looks underneath it. He quickly looks into the treeline on both sides of the road. Sees no one.

EXT. REMOTE ROAD - DAY

Debbie passes Cemetery Road. Hears movement in the woods. She stops and turns, but no one is there. She keeps her stare.

DEBBIE  
This isn't funny, Johnnie Taylor.  
You're in a world of trouble.

Twigs snap. Shrubs rustle. Debbie runs down the road. Hears movement on the road behind her. She suddenly darts into the thick woods on the other side of the road.

EXT. WOODS - DAY

Debbie runs through the woods. Something makes a menacing screech.

Debbie runs hard, trips, and falls. She quickly gets up. She runs across a stream and cuts deeper into the woods.

She stops. Out of breath and trembling she looks behind her. The figure is gone. She turns, jolts, and shakes uncontrollably. She slowly backs up. Her eyes widen with extreme terror.

INT. JACK'S OFFICE - DAY

Jack sits at his desk. Mark drinks a cup of coffee.

JACK

What are you saying?

MARK

Debbie wasn't just scared... she was terrified. She blew down the road and left her bus idling in the middle of the road.

JACK

She probably saw Brian.

Mark paces. Looks at Jack. Appears reluctant.

JACK (CONT'D)

Jesus Christ, spit it out already.

MARK

Look, Jack... I don't think Brian is our only problem here.

JACK

What do you mean?

MARK

I think we got some real Twilight Zone shit going on.

JACK

(rolls eyes)

Christ Almighty. Come on, Mark. I think combat fucked up your head.

MARK

I know I sound crazy.

JACK

We're as far from Twilight Zone  
shit as we are from an LA traffic  
jam. We're a small isolated Alaska  
town, and we're cooped up in the  
middle of winter. People are just  
getting carried away.

MARK

I'm just getting a very weird vibe.

JACK

Weird vibe? What are we, back in  
the sixties?

Jack opens a drawer. Pulls out a pint of whisky and a glass.

JACK (CONT'D)

The power of suggestion can play  
mind games. One person sees a UFO,  
then hundreds suddenly see one. One  
Big Foot report, and everyone comes  
out of the woodwork. Someone tells  
you the face of Jesus is in his  
bowl of corn flakes, and suddenly  
you see it as well.

MARK

I understand what you're saying,  
but after dealing with all this,  
I'm more than a little jumpy. Plus  
I don't like all the communications  
being out.

JACK

You know that's not uncommon up  
here. We are close to the magnetic  
north, we suffer magnetic  
interference from the Aurora  
Borealis, and we're meteor central.

Jack gets up and turns on the short band radio. Nothing but  
static. He looks at Mark and gestures to the radio.

MARK

I heard there was a weird meteor  
just before I arrived.

Jack fills the glass halfway with whiskey. Quickly downs his  
drink. Refills his glass halfway again.

JACK

Okay Mark... let's attack this logically. Magnetic interference here is not that uncommon. Meteors are not uncommon. Hell, you can claim the meteor had something to do with all this.

MARK

That's crossed my mind. Everyone says things went sideways after that meteor hit.

JACK

It's not possible. The incident with Andrea happened four days after the fact, and Andrea was with Brian at the lake. She didn't get sick. So there goes that theory. Also, Henry, Edith, and the Taylor's live at the lake, and they're fine. There is only one sick person, and that is Brian. Simply put, I think Brian caught some bad infection or virus.

MARK

What about what we found in his room? That was the freakiest thing I have ever seen.

Jack downs the second glass of whiskey.

JACK

No matter what you or I think, we're not qualified to make a sound or qualified judgement on this. Let's leave that up to Henry.

(takes drink)

So I would appreciate it if we don't lose our heads or jump to conclusions. The last thing we need are panicked people thinking there's a virus or infection going around.

(chuckles)

Or aliens taking over.

(beat)

As soon as we hear back from Henry, we'll have a much better handle on all this. Until then, let's focus on finding Brian.

INT. TAYLOR HOUSE/MASTER BEDROOM - NIGHT

Nancy sits at her vanity. She leans forward, letting her hair flow over her face. She brushes it, then flicks her head back. She is startled. Slightly jolts.

She sees Johnnie's hideous reflection in the vanity mirror. His eyes are chilling, dark, and horrific. His mouth deformed. His skin is pale grey and blotched.

NANCY

What's wrong, honey?

Nancy quickly looks behind her. No one is there. The door sways slightly. There is an eerie silence.

She moves over to the door. She opens it all the way. She hesitates. Every breath audible. Stares down the dark foreboding hallway.

NANCY (CONT'D)

Johnnie?

HALLWAY

Nancy slowly walks down the dark hallway. The bathroom light shines through the bottom of the door. She gently knocks.

NANCY (CONT'D)

Honey, you okay?

A shadow moves under the door. She eases the door open.

BATHROOM

Nancy steps in. The shower curtain is closed.

NANCY

Johnnie?

She cautiously approaches the tub. Nervous hesitation. She slowly slides the curtain open. Johnnie stands in the corner of the tub. His head is down.

He looks up. She sees his hideously mutated face, grey blotchy skin, black dead eyes, and deformed mouth. She shudders, steps back, and stumbles, grabbing a towel rack.

NANCY (CONT'D)

(horrified)

Richard!!

(louder)

Richard!!



Johnnie shows terrifying alien teeth. Nancy screams and bolts out the door. Johnnie slowly turns. Scowls menacingly. Moves towards the door.

HALLWAY

Nancy holds the bathroom door closed with all her might. Johnnie violently pounds on the door. Nancy is hysterical.

NANCY

(screams)

Richard! I need you in here NOW!!

Johnnie's arm blasts through the door. He violently rips the door off its hinges.

Johnnie stands. Shoulders straight, head tilted down, eyes looking up. Nancy screams and flees. Johnnie wags a mutated finger, sighs, and calmly goes after her.

LIVING ROOM

Nancy frantically knocks whatever she can into Johnnie's path. Johnnie reaches out and grabs her ankle. She screams as he starts to pull her back toward him.

NANCY (CONT'D)

Richard!!! Richard!!!

Nancy grabs a marble figurine. She bashes Johnnie's arm with it. He lets out a terrifying alien scream and lets go. A horrified Nancy runs toward the back of the house.

DINING ROOM

Nancy races around a corner and slams into Richard. She looks up. Richard is mutating. She screams, pulls away, and turns to run.

A scowling horrific Johnnie blocks her path. He unfurls his razor-sharp alien claws. Nancy is hysterical. She looks around. No way to escape.

NANCY (CONT'D)

What's happening?!

Richard and Johnnie calmly come at her from both directions. They say nothing. Their horrific alien mutated eyes stare right at her. No recognition.

Nancy turns to flee - and inadvertently bursts through the closed sliding-glass door.

INT. LACEY'S DINER - NIGHT

Trina searches the diner. Charlene is putting together two dinners to go.

TRINA  
Anyone seen Samantha?

Charlene and Lacey shake their heads.

INT. VETERINARY CLINIC - NIGHT

Beckham stands in his cage. A foreboding presence about him.

INT. MARK'S CABIN/BATHROOM - NIGHT

Mark gets out of the shower. He towels off. He hears a knock at his screened door. He slips on shorts. Grabs his handgun.

SCREENED PORCH

Mark approaches the screened door. Charlene is there. He appears surprised.

MARK  
Hey.

He unlocks the door. Lets her in.

CHARLENE  
I almost missed the turn off.

She has a six-pack and two dinners. Her eyes scan his body.

MARK  
How did you find my place?

CHARLENE  
Trina.

MARK  
What's going on?

CHARLENE  
I just didn't want you to get the wrong impression about Kent and I.

MARK  
Well, I don't have an impression of you and Kent. I try not to think of Kent at all.

CHARLENE

He just asked me out for a drink,  
that's all.

MARK

Look, whatever is going on between  
you and Kent is your business.

CHARLENE

There's nothing going on.

Charlene abruptly leans in and lays a kiss on him... really  
lays a kiss on him. Mark is clearly surprised.

HOURS LATER

Mark and Charlene cuddle on the hammock. Heavy blankets over  
them. They kiss. The digital clock reads 3:17AM.

CHARLENE

What happened to you at the lake?

MARK

Look, Charlene... This is not  
something I ever discuss.

CHARLENE

I'm sorry. I was just curious.

Several moments of dead awkward silence.

MARK

Me and some friends were out near  
the lake spelunking. We were down  
there a few hours when we had a big  
tremor. It all caved in on us. We  
couldn't get out.

(beat)

One of the guys had gone back to  
his truck to get his head lamp. He  
alerted everyone. But we were  
pretty far down. The following  
tremors opened a crack, and water  
started coming in. Not rushing in,  
but steady. After a real long time  
our head lamps started dying, and  
the water was getting deeper. Then  
total darkness, and the sound of  
water. After a while we stopped  
talking.

CHARLENE

Oh my God.

MARK

I don't know how long it was, but I kept trying to talk to them, and started getting fewer replies. Must of been a few days. No one had responded to me for a real long time. The water was up to my chest.

CHARLENE

That's horrible.

MARK

Then I remember blinding light. Kent came down. I briefly saw the bodies of my friends floating. Kent pulled me to safety... and he continued to remind me constantly that he pulled me out.

(beat)

After a while, dealing with Kent and the stress of being the only survivor was just too much. I decided to leave. I put Pete in charge of looking after my stuff and he quietly had me flown out. Join the Marines. Spent most of my time in action overseas.

Charlene kisses him on the cheek.

MARK (CONT'D)

So, why are you hiding out up here?

CHARLENE

Who says I'm hiding out?

MARK

Girls like you live at the beach and come pre-packaged with a boyfriend. They don't show up in small remote towns.

CHARLENE

I happen to like remote towns.

MARK

Really? One day you were laying on a sunny beach and decided "This really blows."

CHARLENE

For your information, I can hold my own.

MARK

I know. You're a real babe in the woods.

CHARLENE

The truth is, my ex-boyfriend wouldn't let it go. No matter how many times I moved he would always get my number, or show up at my apartment. So one night I packed up my clothes and came here to stay with my aunt. Been pretty chill until this whole Brian thing.

MARK

I've seen some freaky stuff, but this Brian thing takes the prize. I don't know what's got a hold of that guy.

CHARLENE

Well... Let's not worry about that at the moment.

They kiss passionately. They are interrupted by a car horn. It gets closer. Car headlights speed up the dirt road. Mark and Charlene sit up.

MARK

Who the hell is this?

Mark gets out of the hammock and puts on a pair of pants. He grabs his handgun and opens the screen door. It's Trina.

TRINA

They need you in town. I think something bad has happened at the pet clinic.

MARK

What about Jack?

TRINA

He got way too sauced.

MARK

Great.

He turns to Charlene as he finishes getting dressed.

MARK (CONT'D)

You better follow Trina back to town.

EXT. LACEY'S DINER - NIGHT

Mark pulls up. He's met out front by Lacey and a distraught ERICA PEREZ (40s).

ERICA

I'm Nancy's assistant. Something isn't right in there. I tried to call Nancy, but the phones are still out.

MARK

You guys stay put.

LACEY

Mark, be careful.

Mark rolls his eyes. He grabs his gun and flashlight and starts walking toward the veterinary clinic.

INT. VETERINARY CLINIC - NIGHT

Mark enters very slow and cautious. He has his gun and flashlight in hand. He stays extra vigilant. He stops and listens. He hears nothing.

MARK

Listen... I have a gun. You need to show yourself.

No response. No sound. He enters a darkened hallway. He keeps tight against the wall.

MARK (CONT'D)

Come out with your hands above your head.

(stern)

Do it now!

No response.

MARK (CONT'D)

Do as instructed, or you will be shot! I'm not fucking around!

Still no response.

He slowly moves toward a room. Its light shining into the hallway. He stops just short. Leans against the wall.

MARK (CONT'D)

(sotto)

I could have stayed in California.

He tosses the flashlight hard into the room. He hears it slam into the wall, hit the floor, and roll. He hesitates. Deep breath. Spins into the room. Aims his gun.

ANIMAL WARD

MARK (CONT'D)

Hey, asshole!

Mark freezes. He lowers his gun. He is shocked. The room is destroyed. Blood, guts, and bits of animal hide everywhere. He moves forward with extreme caution. His breathing the only sound. He hears something to his right. He turns to see -

Alien mutated Beckham saunters out of an examination room. Eight times bigger. Growls a menacing alien growl. He has alien and cat features incorporated into his own features.

Mark stumbles back, falls, and loses his gun. Beckham comes at him in attack mode. Mark rolls, grabs his gun, and fires several rapid shots into Beckham.

Beckham keeps coming. Mark fires more shots. Beckham lets out an unearthly yelp, slumps to the floor, and dies.

Mark continues to aim his gun. He shakes badly, but slowly regains his composure. He scrambles to his feet and flees the room.

EXT. VETERINARY CLINIC - NIGHT

A less than sober Jack and the fire department have arrived.

INT. VETERINARY CLINIC - NIGHT

Beckham is being photographed. Firemen neutralize the blood.

EXAMINATION ROOM

Kent enters and slips on blood. He cuts his left-hand on the metal edge of a shelf as he falls. His hand and cut get covered in the blood on the floor.

KENT

Damn't... Stupid.

He looks around - momentarily confused. He rushes over to the sink and quickly washes the blood off.

He grabs a bottle of Peroxide and generously pours it over his hands. He grabs a bottle of rubbing alcohol and rinses his hands off. He looks at the small cut.

EXT. VETERINARY CLINIC - MORNING

An exasperated Jack meets with Mark and Don.

DON

It looks like a Goddamned massacre  
in there.

JACK

Clearly this is some sort of major  
infection. We need to ID this thing  
before it becomes an epidemic. We  
need Nick to fly the dog remains  
outta here and get the state health  
department up here ASAP!

DON

Jack... You know as well as I do,  
that attempting to fly over the  
range in this weather is courting  
suicide. The crosswinds and  
downdrafts are exceptionally  
dangerous.

JACK

I don't care!  
(stressing point)  
We don't have time to worry about  
the weather! We need help NOW.

DON

Look, Jack, I underst...

Jack turns and puts his hand on Don's chest.

JACK

(stern)  
DO IT!  
(to Mark)  
My radio's still out. Russ has that  
short band radio out at his place.  
See if it's working yet. But be  
careful. I'm gonna go see if I can  
hunt Henry down.

EXT. MAKESHIFT RUNWAY - MORNING

Don and Eddie open a cooler. They cover Beckham's remains  
with snow. The cooler is put into a Cessna. NICK GRANT (46)  
is the pilot.



DON  
 (to Nick)  
 Nick, it's imperative that you get  
 authorities back here ASAP.

NICK  
 I'll bring the whole damn cavalry.

ANGLE

The Cessna accelerates the down the crude runway. Gets  
 airborne. Flies toward dark storm clouds and mountains.

EXT. RUSS WALYTON HOME - DAY

Mark pulls up. A fifty foot radio tower has capsized. The  
 front door to the log home is wide open. Mark grabs his gun  
 and exits the Jeep. He slowly approaches the house.

MARK  
 Russ... It's Mark. I'm coming in.

Mark aims his gun and slowly enters the house.

INT. RUSS WALYTON HOME - CONTINUOUS

Interior is trashed. The short band radio has been destroyed.

MARK  
 Russ?

Mark searches the rest of the small home. Glances inside a  
 partially open bedroom door. Appears empty. He leaves. The  
 bedroom door gently slides shut.

EXT. HENRY'S OFFICE - DAY

Jack tries the door but it is locked. He knocks.

JACK  
 Henry?

No reply. He leaves.

INT. HENRY'S OFFICE - DAY

Kent is in the examination room. Sweats profusely. His face  
 twisted in pain. His left-hand around the thumb is overtaken  
 by alien DNA.

He loads up on bandages, gauze, antibiotics, pain killers,  
 and syringes.

INT. JEEP - DAY

Mark drives. He glances down Old Miners Road. Something catches his eye. He makes a U-turn and heads up the rough snowy road. He stops behind a pickup truck and gets out.

EXT. WOODS - DAY

Mark approaches a black Chevy pickup truck parked in the woods. It is caked with snow and ice. Been there awhile.

He opens the passenger door. He searches the entire cab. Finds nothing.

MARK

Hello?

No reply. He looks inside the truck bed then writes down the make and license plate number. He cautiously walks deeper into the woods.

EXT. HENRY'S HOUSE - DAY

Jack knocks on the front door several times. He glances in the front window.

JACK

Henry? Edith?

No response. He walks around to the open kitchen door. Uneasy. Stands in the doorway. Looks inside. Listens intently. Nothing but stark silence.

JACK (CONT'D)

Henry? Edith? It's Jack.

(beat)

You guys okay?

No response. He cautiously enters.

INT. HENRY'S HOUSE - CONTINUOUS

Jack enters. Looks around the kitchen.

JACK

Hello?

A figure darts across the hall behind him. He's unaware. His radio suddenly beeps. Loud static.

MARK (V.O.)

(severe static)

Jack... wha... you... locat...n?

JACK  
 (into radio)  
 I'm trying to find Henry.

MARK (V.O.)  
 (severe static)  
 ... ld Miner's Ro...

The radio goes static.

JACK  
 (into radio)  
 Mark...

INT. CESSNA - DAY

Nick flies over majestic snow-covered mountain ranges. The weather is stormy with heavy clouds. The Cessna is rocked by severe turbulence. The cooler falls over. Beckham's remains roll out.

EXT. OLD MINER'S ROAD - DAY

Jack's SUV is parked next to Mark's Jeep.

EXT. WOODS - DAY

Jack and Mark look at two rifles laying on the snow. The snow is heavily stained with blood.

JACK  
 Looks like they got a hold of  
 something...  
 (looks around)  
 ... Or it got a hold of them.

Jack kneels down next to Mark and runs his hand over the odd animal tracks in the snow.

JACK (CONT'D)  
 I've never seen tracks like these  
 before.

Mark notices blood-splattered shrubs in front of them.

MARK  
 Looks like they went this way.

Mark gets no reply. He looks next to him. Jack is gone. Vanished into thin air.

Mark looks at the snow. The only tracks other than the strange animal ones are his and Jack's from their vehicles to this spot. No foot tracks leading away.

MARK (CONT'D)  
What the fuck?

He looks around the immediate area.

MARK (CONT'D)  
Jack?  
(beat)  
Jack?

No reply.

MARK (CONT'D)  
(loud)  
Jack?!

Mark stands perfectly still. Listens. Scans.

MARK (CONT'D)  
Jack. Where the hell did you go?  
(beat)  
Seriously, man. This ain't cool.

Mark thoroughly searches the area.

MARK (CONT'D)  
Jack, where the hell are you?

Stark silence. Mark jogs back to the vehicles. Looks inside Jack's SUV. Keys in the ignition. No Jack.

Mark opens the driver door to his jeep. Hits the horn repeatedly. No response. He gets inside. Starts the ignition.

INT. JEEP - DAY

Mark turns the jeep around. Drives back to the road. Turns right and speeds back towards town.

INT. JACK'S OFFICE - DAY

Mark bursts in to find BETSY RICE (20s). He pulls out a box of shells and a double-barrel shotgun from the gun case.

BETSY  
You okay?

MARK

I just went through some really  
bizarre shit... and Jack vanished  
into thin air.

BETSY

Not too far. He's over at Lacey's.

MARK

What are you talking about?

BETSY

He's over at Lacey's. I saw him  
there like twenty minutes ago.

MARK

Impossible. We were out on Old  
Miner's Road twenty minutes ago.  
His SUV is still out there.

BETSY

Okay... But unless he has a twin,  
I'm telling you he's there.

EXT. MAIN STREET - DAY

Mark walks hurriedly down main street. He has an intense  
expression as he loads the shotgun with numerous shells.

INT. LACEY'S DINER - DAY

Mark enters. Lacey, Charlene, and Trina stand at the door.

LACEY

Jack's not right.

Mark gestures. Everyone leaves. Mark cautiously approaches  
Jack. He sits in a booth with his back to Mark - who stops  
several feet behind him.

MARK

Jack...

No response.

MARK (CONT'D)

Jack... You okay?

No response. Mark keeps his distance.

MARK (CONT'D)

How did you get back here?

No reply. Mark pumps the shotgun. Jack suddenly sits rigid.

MARK (CONT'D)  
Jack... I need to see your hands.

Jack doesn't move. Mark slowly aims the shotgun.

MARK (CONT'D)  
I need to see your hands.

Mark tightly grips the shotgun. Sweat drips from his forehead. Tense hesitation that lasts several moments.

MARK (CONT'D)  
Jack?

Jack suddenly leaps to his feet. He whips around while pulling his handgun. His face is hideously mutated. Mark fires. Jack is blasted out a diner window.

EXT. LACEY'S DINER - DAY

Onlookers approach Jack - who lays in a large pool of blood. Mark rushes out. Wildly aims the shotgun.

MARK  
(screaming)  
Get back!... Everyone get back!

Screams and gasps. Mark turns around. His eyes widen. Jack is standing. Bleeding profusely from a large gaping wound. His flesh is cracked, dissolving, and shedding.

Mark walks toward Jack with ferocity. He fires. Hits Jack in the stomach. Jack staggers way back. Mark keeps coming. He pumps the shotgun and fires again. Hits Jack in the chest.

Jack lets out a loud unearthly screech as he staggers farther back. He recovers and turns toward the oncoming Mark. He stands his ground. Mark picks up his pace. No sign of fear. He pumps the shotgun, levels it, and fires.

The shot hits Jack in the throat and face. He stumbles back several feet, collapses, and dies. People start to move closer. Mark wildly waves the shotgun.

MARK (CONT'D)  
Everybody stay the fuck back!

Mark pumps the shotgun. He stands over Jack. Fires one final shot point-blank into his chest.

EXT. DUMP - DAY

A tractor pulls up with Jack's body on the blade. Dumps it onto a large pile of cut logs and wood. Men generously douse Jack's body and the logs with gasoline. It's ignited as several people solemnly look on.

INT. CESSNA - DAY

Nick fights turbulence. He suddenly hears a menacing growl. He slowly looks behind him.

Alien mutated Beckham has regenerated. He attacks. Blood splatters all over the cockpit windshield. The Cessna descends out of control.

INT. LACEY'S DINER - DAY

The shattered window has been boarded up. About fifty townspeople crowd inside the diner. Almost all are armed.

There is clear tension and concern amongst the people. The talk is loud and excited. Several people swarm Mark.

OLD MAN

Mark, what the hell is going on?

MARK

I know as much as you. It's some sort of infection or virus, but how it spreads I don't know.

(beat)

But... I don't think it's earthbound.

RICKY

What do you mean?

MARK

I don't know what I mean, but it seems all the trouble started at the lake after that meteor hit. I know this sounds REAL crazy, but I think this infection, or whatever it is, has something to do with that meteor.

RICKY

How?

MARK

When a meteor passes through our atmosphere, whatever germs or organisms it may have usually burn up. Instant sterilization.

PETE

But maybe this time they didn't?

MARK

I don't know, Pete. But something isn't right. People heard that meteor, but no one saw it. It passed directly over Jack, then Andrea and Brian, but they didn't see it. I believe that meteor might be the cause of all this. Because what I've... we've seen tops my weirder than shit scale.

WOMAN

You're saying we're being infected by germs from another planet?

MARK

I don't know. But whatever it is, it hits fast and hard.

BETSY

Jack didn't look human.

MARK

I came across Jack the other day. He was scared, really scared, but was trying to hide it. He was sure he saw an Elaine Trospen walking down the road.

Everyone reacts.

PETE

Has anyone seen Henry? Anyone?

No one answers. Several people shake their heads.

DON

We sent Nick to Anchorage to bring back health officials and the authorities.



PETE

Once they get a look at that dog, I don't think they'll waste any time getting their asses up here.

MARK

Whatever it is, I think its around the lake.

(to Cory & Ted)

Go get Henry, Edith, and the Taylor's. Get'em here quick.

Cory and Ted quickly head out. Conversations grow intense.

DON

Look everyone, best thing to do is stay calm. Until help arrives everyone stay together. Put up here or at the firehouse.

PETE

Nick should make good time.

EXT. WILDERNESS - DAY

The wreckage of the Cessna is scattered across dense woods. The remains of alien mutated Beckham lay forty yards away.

INT. LACEY'S DINER - DAY

People mill around, talk, and set their spots in the diner. A haggard Mark pours himself a cup of coffee. Pete comes over.

MARK

Lacey is well stocked, but might be a good idea to get some extra food and supplies for here and the firehouse. Just in case.

Pete grabs his rifle and talks to Eddie and two other men. They nod. Grab their guns. Head out the door.

MARK (CONT'D)

(to Lacey)

Pete's gonna grab some extra supplies from his store. We don't want to go out unless we have to.

Mark sips his coffee. Charlene comes over and sits next to him. She rubs his shoulders and back. Kisses his neck.

Several shots are heard. Everyone reacts. Moments later - Pete, Eddie, and the other two men slowly back into the diner. They continue to fire more shots.

Mark grabs his shotgun and rushes up to the men as they slam and lock the door.

PETE  
(to Mark)  
Your weirder than shit scale just  
went through the roof. George  
Wyman's out there.

Loud gasps and reactions from the people. Mark looks outside. He sees a partial skeletal figure in ratty and tattered early twentieth century clothing crumpled in the snow.

MARK  
Who's George Wyman?

PETE  
Used to own this building until  
1918... when he died.

Pete points to a small framed black & white photo on the wall. It's dated 1895. It's a picture of middle aged George standing behind the counter.

WES  
This is just great! Some guy who  
died over a hundred years ago is  
out taking a stroll. Time to become  
an alcoholic, and I'm starting  
right fucking now!

EXT. TAYLOR HOUSE - LATE AFTERNOON

Cory drops Ted off in front of the house.

CORY  
I'll get Henry and Edith and meet  
you guys back here.

TED  
Hurry up, this is creeping me out.

Cory drives off. Ted approaches the house. He knocks on the front door. No reply. He rings the doorbell. No reply. He walks around to the backyard.

Ted spots Johnnie sitting on the slightly snow covered grass. He's wearing a jacket with a pullover hood. He's sitting with his legs crossed. He stares straight ahead at the lake.

TED (CONT'D)  
 Hey, Johnnie. Where's your parents?

No response. Ted reaches out and touches Johnnie on his arm. Johnnie's head whips around with lightening speed. His alien teeth dig deep into Ted's hand.

Ted screams. His face twisted with agony. Johnnie bites down harder - crushing the bones in Ted's hand.

Ted tries to pull his hand away. Johnnie's alien teeth clamp down harder. His alien hand reaches up and grabs Ted's face.

EXT. HENRY'S HOUSE - LATE AFTERNOON

Cory rushes up to the door. He knocks. No reply. He knocks again. The door opens. It is Edith.

EDITH  
 Hello, Cory.

CORY  
 Edith, you guys and the Taylor's  
 have been ordered into town.

EDITH  
 We're perfectly fine out here.

CORY  
 Ted's over at the Taylor house.

EDITH  
 This is nonsense.

CORY  
 Edith, I'm being serious. They're  
 all waiting for us.

Edith appears annoyed. She opens the screen door.

INT. HENRY'S HOUSE - CONTINUOUS

Cory enters. Edith shuts the door. Locks it with a very distinct click.

EDITH  
 Sit down. I'll get Henry.

Cory sits on the sofa as Edith leaves the room. He fidgets. Appears restless. Taps his fingers on the coffee table for several moments. He gets up and glances down the hallway.

CORY  
Henry?... Edith? You guys ready?

HALLWAY

Cory walks up the hall very slow and deliberate.

CORY (CONT'D)  
We gotta get going, guys.

He glances into a doorway on his left. He glances into a doorway on his right.

He comes to the master bedroom at the end of the hall. He sees Edith inside. He enters.

MASTER BEDROOM

CORY (CONT'D)  
Edith, we have to get to town.

The face looks up. It is an alien face - with hideous disfigured features of alien, Brian, Henry, and Edith.

Before Cory can react, Edith turns around and faces him. The hideous face he saw has mutated on the back of Edith's head.

EDITH  
(menacing)  
Come here, Cory.

Edith takes a few steps toward him. He stumbles back.

CORY  
Oh, fuck no!

Cory turns to flee. Henry appears in front of him. Cory is trapped in-between Henry and Edith.

Cory spots a large hunting knife on the dresser. He grabs it. Henry make a move toward him. Cory raises the knife. He maneuvers Henry in front of Edith.

Cory backs out of the room. Henry makes a move. Cory throws the knife. Henry ducks. The knife impales Edith in the face. She lets out a screech, collapses, and dies. Cory flees.

LIVING ROOM

Cory almost makes it to the front door. Henry grabs him by the neck and violently flings him back. He lands hard in front of the lit fire place.

Henry comes at Cory with menacing force. Cory struggles to get back to his feet. He faces off with Henry. Both maneuver for position.

CORY (CONT'D)  
Henry... Listen to me, man. It's  
really not that bad.

Henry attacks. Cory grabs the fire poker and bashes him across the head.

Cory starts to flee. Henry charges him. Cory raises the fire poker, quickly turns, and impales Henry through the chest.

Henry collapses into the fire. He lets out loud alien scream. He's engulfed by the flames. The flames quickly spread throughout the living room.

INT. TRUCK - DAY

Cory jumps into his truck. Gets the truck started. He speeds away from the house as flames engulf it.

He speeds up to the Taylor's house. He feels his side. Brings his hand up. It is covered with blood.

CORY  
Oh God! Oh God! No!

The ravaged Ted slams against the driver door. Startled, Cory almost loses control.

Ted blasts his arm through the driver window. His alien hand clamps onto Cory's face. The alien claws slice into his flesh. Cory tries to force the hand off his face.

Cory lets go of the steering wheel as he struggles with Ted. The truck leaves the road and speeds directly at the Taylor's propane tank.

The truck crashes through the large propane tank and into the Taylor's house. A huge explosion engulfs the house and truck.

INT. LACEY'S DINER - NIGHT

Mark and two dozen others remain in the diner.

RESTROOM

Kent shakes and sweats profusely. His left-hand is mutated. He downs pills, swallowing them with a handful of water. He gives himself a shot of antibiotics. His face twisted in agony.

KENT  
Shit! Shit! Shit!

He rewraps his hand. Splashes water on his face. Wipes it off. Goes back out into the diner.

INT. LACEY'S DINER - NIGHT

Wes motions to Mark. They step out onto the patio.

EXT. LACEY'S DINER PATIO - CONTINUOUS

The men react to the bitter cold. The lights of the fire station at the far end of Main Street shine brightly.

WES  
Cory and Ted should be back.

MARK  
I know.

WES  
What do you want to do?

INT. LACEY'S DINER - CONTINUOUS

Mark and Wes come back inside. Mark approaches Kent.

MARK  
Cory and Ted never came back. Wes and I need to go look for them.

KENT  
(gestures)  
You want to go out in that?

WES  
We could use an extra pair of eyes.

KENT  
(shakes head)  
No way. You said it yourself...  
Stay here.

Mark starts to fire back but relents. He puts on a heavy coat. He grabs his shotgun as Wes does the same.

CHARLENE  
You're not going out there are you?

Mark just shoots her a look.

PETE  
I'll go with you.

MARK  
I appreciate it, Pete, but I need  
you here to keep everyone calm.

Mark and Wes head out the door.

KENT  
There goes dumb and dumber.

INT. FIRE STATION - NIGHT

Don and a few of the volunteer firemen take refuge. With them  
are family and several of the townspeople.

INT. JEEP - NIGHT

Mark drives slow on the treacherous remote road.

WES  
Check that out.

Mark slows to a stop. They can see bright glowing in two  
different locations. Mark grabs binoculars. He scans.

MARK  
The houses are burning.

WES  
Maybe they're signaling for help?

MARK  
Or warning us to stay away.

WES  
What do you think?

MARK  
If they were trying to signal us  
they have a forest to burn down.

WES  
Maybe the houses were just easier?

Moments of indecision. Mark stares at the distant glow.

MARK  
We can't risk it.

He puts the Jeep in reverse. Turns around. Heads back.

INT. LACEY'S DINER - NIGHT

Charlene is nervous and quiet. Lacey rubs her shoulders.

Kent talks with Trina. He flirts heavily with her. Rubs her leg. Kisses her neck. Tilts his head signaling they should leave.

INT. JEEP - NIGHT

The headlights reflect on a heavily bundled person walking along the road. Mark and Wes do a double take.

WES

Who the hell is this?

Mark blasts his horn. He stops. Wes starts to get out. Mark stops him. He hands Wes a shotgun.

MARK

Be on your toes.

Mark and Wes get out, shotguns in hand. Mark also grabs a flashlight.

EXT. REMOTE ROAD - NIGHT

The person is bundled up in a heavy winter coat, scarf, and beanie. Mark wipes off ice and snow. Moves the scarf. He shines the flashlight in the person's face.

MARK

It's Nancy...

(to Nancy)

Where are the others?

Nancy doesn't respond.

MARK (CONT'D)

Nancy... I need to know where the others are?

She shivers uncontrollably.

WES

She's freezing.

Mark gestures to Wes to hold on.

MARK

Nancy, are the others okay?

Nancy doesn't respond.



WES  
She's going to freeze to death.

MARK  
Get her in the Jeep.

Wes helps Nancy into the back seat.

INT. JEEP - NIGHT

Mark and Wes jump back in. Mark accelerates.

MARK  
I'm numb.

Mark turns the heater all the way up. He puts one hand at a time in front of the vents.

WES  
If Nancy walked from her house to where we picked her up, that would have taken her hours in this weather. Really lucky she's not dead.

Mark's expression quickly changes.

MARK  
We never passed her on the way out.

Wes looks over at Mark, then back at Nancy. Her face is in the shadows.

Her hands shoot forward onto the seat backs. They're mutated. A startled Wes reacts.

WES  
Oh, shit!

As Mark looks behind him. Nancy leans forward. Her face starts coming off. Wes panics.

WES (CONT'D)  
Jesus Christ!

Mark desperately tries to maintain control as Nancy's facial flesh, fully in tact, sticks to inside of the windshield looking at him.

MARK  
Shoot her!

Wes quickly grabs the shotgun, takes aim, then freezes.

MARK (CONT'D)  
 (screaming)  
 Shoot her, Goddamn't! SHOOT HER!

Wes blasts Nancy. Mark slams on the brakes. The Jeep skids and spins on the snowy road, wildly sliding to a stop.

EXT. REMOTE ROAD - CONTINUOUS

Mark and Wes leap out of the Jeep. Shotguns in hand. Both men aim their guns at the Jeep.

WES  
 I don't see her!

Mark and Wes stay several feet back as they circle the Jeep. Their attention is intensely focused on the jeep.

Slight movement. Nancy appears. Her face has alien, Johnnie, and Richard's features.

WES (CONT'D)  
 Fuck this!

Mark and Wes open fire. They blast both Nancy and the Jeep with constant shotgun fire. The Jeep is obliterated in an intense explosion.

Mark and Wes are blown backwards to the ground. Mark recovers. He grabs his gun and helps Wes to his feet.

MARK  
 Come on!

Mark and Wes rush down the dark road. Mark pulls a handful of shells and hands them to Wes.

MARK (CONT'D)  
 Reload, quick!

An unnerved Wes does not respond. They keep moving.

MARK (CONT'D)  
 Reload!

Wes still does not reload. Mark stops. Grabs him.

MARK (CONT'D)  
 Get your shit together! Now reload  
 and let's get back to town.

Wes complies. They pick up their pace. Mark suddenly stops him. Gestures quiet. They hear something moving in the snow.

They stare at the dark ominous tree line. They hear the crunch of frozen snow, and a low and constant alien growl.

WES  
What the hell is that?!

MARK  
Keep moving.

They start jogging. The unseen stalker continues to make the alien growl in the soft and deliberate manner. Wes stops. Looks confused. Mark stops. Wes turns in a circle.

MARK (CONT'D)  
Come on!... Move your ass!

They move out again when something darts across the road behind them. Wes spins around and fires. They hear movement along their right side. Wes spins to fire again. Mark forcibly pushes the barrel of the gun down.

MARK (CONT'D)  
Don't waste your shots!

They hear something dart onto the road in front of them.

WES  
They're surrounding us.

Something rushes past them. It's very close. Wes screams and fires. He takes off after it. Mark reaches out to stop him.

MARK  
Wes stop!... STOP!

Wes runs into the dense forest. He fires repeatedly. Mark loses sight of him. He rushes up to the tree line. He looks hard for several moments. Sees only stark darkness.

MARK (CONT'D)  
Wes!... Wes!... Get back here!

Mark hears an alien screech come from deep within the woods that is quickly followed by a short horrific scream, then dead silence. Mark makes his way back down to the road.

EXT. REMOTE ROAD - NIGHT

Mark shivers badly as he runs at a jog pace. He constantly glances around him. He stumbles along the road and falls. He struggles back to his feet and starts walking.

INT. TRINA'S HOUSE - NIGHT

Trina and Kent enter. Kent grabs her around the waist, pulls her close, kisses her. She kisses him back.

TRINA  
Hold on, Romeo.

Trina pulls away. Disappears into her kitchen. Kent takes off his jacket. Sits on the sofa. Gets comfortable.

Trina brings him a beer. She straddles him. She takes a swig from the beer. Gives it to him. They kiss.

EXT. REMOTE ROAD - NIGHT

Mark stumbles along the road. He can see the dim flicker of the diner lights in the distance. He's badly struggling.

INT. TRINA'S BEDROOM - NIGHT

Kent and Trina make love. She reacts. Wipes off her face.

TRINA  
You're bleeding.

BATHROOM

Kent shuts the door. He flips on the light. His hand and arm are wrapped up to his elbow. Around his thumb is soaked greenish red.

KENT  
Shit.

He carefully pulls away the ace bandage. Reveals bloody gauze. There is a knock at the door.

TRINA (O.S.)  
You okay?

This startles Kent. He stumbles away from the door.

KENT  
Yeah... give me a minute.

He slowly pulls the gauze bandage away from the infected flesh. The greenish liquid drips into the bathtub drain.

He finds some cotton balls and slips them inside the gauze. He winces. He firmly tightens the ace bandage back around the infected hand.

## LIVING ROOM

Kent comes out of the bathroom. Trina is wearing underwear and a T-shirt. She comes over to him and looks at his hand.

TRINA  
Is your hand okay?

KENT  
Fine.

She reaches for it. He moves it away.

TRINA  
Let me see it.

She reaches for it again. Kent moves his arm.

KENT  
Don't worry about it.

TRINA  
Jesus! Stop being such a big baby.

Trina reaches for it again. Kent is agitated. He grabs her wrist and shoves her hard to the floor.

KENT  
I said don't worry about it.

Trina gets back to her feet.

TRINA  
Asshole!

Trina throws a glass. Kent ducks just in time. It shatters on the wall just over his head.

KENT  
Jesus! Come on!

TRINA  
You better be gone when I come out!

Trina grabs a beer and her iPod. She storms into the bathroom and slams the door. Kent throws up his arms.

## BATHROOM

Trina is clearly upset. She sips her beer. Sets it on the sink along with her iPod. She moves over and closes the bathtub drain. She turns on the water and adds bubble bath.

Thick bubbles and water start to fill the tub. Steam rises up from the tub. Trina looks back at the bathroom door.

TRINA (CONT'D)

Asshole!

She moves back over to the sink. Looks in the mirror. She puts earphones on and turns on her iPod.

KITCHEN

Kent sits at the kitchen table. His coat next to him. He has a bottle of whiskey and a meat cleaver in front of him.

He takes two big swigs of whiskey. He carefully unwraps his arm. Reacts.

KENT

Oh, God...

From his fingers to midway up his forearm is now mutated. He mumbles incoherently to himself.

He takes another drink of whiskey. Picks up the meat cleaver. Fidgets with it.

He takes a deep breath. Nervously places his forearm flat on the table.

KENT (CONT'D)

Come on... make it a clean cut.

He raises the meat cleaver over his head. He holds it there for numerous seconds. Lowers it.

He raises it again. His arm shakes, he begins to cry. Determination gives way to defeat.

He angrily throws the meat cleaver. It embeds deep into a cupboard door. He wipes the tears from his eyes.

He pulls a tongue depressor, syringe, and antibiotics from the inside coat pocket. He fills the syringe halfway.

He puts the tongue depressor between his teeth and clamps down. He gives himself the shot. His face is twisted in agony. He tosses the syringe in the trash.

He pulls out two Vicodin and downs them with whiskey. He rewraps his arm, grabs his jacket, and goes out the door.

## BATHROOM

The tub is almost full. Trina finishes brushing her teeth. She rinses out her mouth, checks her face, and sings along to the song she is listening to.

Transparent tentacles emerge from the bath water. They move up the side of the tub. Down the outside of the tub, and move along the floor toward the unsuspecting Trina.

The tentacles reach Trina's feet. The tentacles start up Trina's legs. She immediately moves her right-leg and scratches the back of her left-leg with her toes.

Trina jerks violently. Startled, a look of intense fear engulfs her. She tightly grabs a hold of the sink. Her earphones fall out.

The transparent tentacles tighten around her legs. She is pulled back with sudden and violent force. She slams onto the floor on her stomach.

She screams as the transparent tentacles pull her to the filling tub. She digs her nails into the floor as she fights and claws at the floor. Her nails are ripped off as she is pulled into the filling tub.

The water splashes wildly as Trina kicks and fights. Trina's screams hysterically, then sudden and eerie silence as she is violently sucked down the drain.

## EXT. MAIN STREET - NIGHT

Kent walks down the darkened main street boardwalk. Shivers in the bitter cold. He spots a figure stumbling down the street. It's Mark.

KENT

Jesus Christ, this fuckin' guy  
again.

He grabs a hold of Mark and struggles to keep him on his feet. Mark doesn't even recognize him.

KENT (CONT'D)

Where's Wes?

Mark is too hypothermic and confused to answer. Kent puts Mark's arm around his shoulder and leads him down the street.

INT. LACEY'S DINER - NIGHT

The door opens. Mark is helped inside by Kent. His color is blue and he shivers uncontrollably.

KENT  
Coffee, now!

Lacey pours a large mug of coffee. Mark sits close to the diner fireplace. He's wrapped in blankets. Charlene holds the coffee mug - giving him sips.

CHARLENE  
What happened?

Mark doesn't immediately answer. He gets more coffee down.

MARK  
Someone burned down the houses. We picked up Nancy Taylor walking on the road. She was badly deformed.

WOMAN  
Burned?

Mark shakes his head.

MARK  
Deformed or infected. I don't know.  
(beat)  
Something else was out there. They were stalking us.

KENT  
What?

MARK  
I don't know, but I'm not sure they were human.

LACEY  
Where's Wes?

MARK  
Things turned bad real fast. He took off. I looked and looked, but I couldn't find him.

He finishes his coffee. Lacey refills it.

LACEY  
You're lucky you made it back.



Charlene holds the cup while Mark drinks. He quickly downs that cup as well. He starts to get up.

MARK

I have to go find him.

Everyone intervenes. Force him to sit back down.

LACEY

Mark, you can't go back out there.

MARK

Don't you understand? I have to. If I can't find him, he'll die.

KENT

He's already dead. He had no chance to survive out there.

Everyone stares at Kent. A few nasty looks. Kent just gestures to the others and shrugs.

KENT (CONT'D)

In this weather, at night, with what's already going on out there... he's not coming back.

CHARLENE

Mark did.

Kent points.

KENT

And look at him.

(beat)

He got lucky again. This is the second time I've saved his ass.

Pete grabs Kent by the shirt.

PETE

Why don't you give it a rest already? Yeah, you saved him. We all know that because you never shut up about it. You couldn't cut it at the Coast Guard Academy or the State Trooper Academy, but Mark went to Iraq.

(leans close)

Time for you to sing a new tune.

He shoves Kent hard then turns his attention back to the others. Kent straightens out his shirt. Leaves the room.

INT. CHARLENE'S ROOM - NIGHT

Charlene leads Mark into her cozy room above the diner. She kisses him. He appears drained and exhausted.

She takes him by the hand and leans in close. She kisses him. She places her hand on the back of his neck. She gently stroking his neck. She wraps her arms around him.

EXT. LAKE WOODS - DAY

Strange and vivid alien plant life is both spreading and thriving. Many strange alien bugs are starting to mutate and adapt as well. It is becoming an alien species utopia.

INT. CHARLENE'S ROOM - DAY

Charlene enters. Mark stirs awake. The clock reads 2:15.

CHARLENE

Pete went to get more supplies, and we heard shots.

Mark sits up and starts to get dressed.

MARK

Any sign of Wes?

CHARLENE

No. And Trina didn't show up today. You and Wes were gone. She wanted to go to her place last night to shower and change, but never made it back. Just Kent.

MARK

Everyone was supposed to stay put.

INT. LACEY'S DINER - DAY

Mark comes downstairs. He wears a cap and a heavy jacket. He's armed with his sidearm and shotgun. Everyone in the diner peeks out the windows.

MARK

Where's Pete?

KENT

Down by the fire house.

Mark grabs a shotgun and hands it to Kent.

KENT (CONT'D)

You're out of your fucking mind if you think I'm going out there.

MARK

You run your mouth about saving people. Now get your ass up.

KENT

One stupid decision after another.

LACEY

Be careful.

KENT

Apparently you didn't get the memo, because being careful would be keeping our asses planted right here.

EXT. MAIN STREET - DAY

Mark and Kent emerge from Lacey's. They move with caution. They look at the partial skeletal remains of George Wyman.

MARK

Keep your eyes open.

KENT

No shit.

They walk down the board walk. They keep tight against the businesses. They make it to the edge of main street.

KENT (CONT'D)

There's Pete.

They see Pete crouching behind a truck. He sees them and motions over his shoulder. They see the fire station fifty yards beyond Pete. A body is sprawled in a doorway.

MARK

Cover me.

Mark crouches down and runs over to Pete. He then takes aim at the fire station as he waves Kent forward. Mark peeks around the truck. He sees the body in the fire station doorway. He turns to Pete.

MARK (CONT'D)

Get back to Lacey's. Lock it up. Only Kent and I get back inside.

Mark creeps toward the fire station. Kent is a few yards behind him. Both men aim their weapons.

They come near the fire station and abruptly stop. They look at the body in the open doorway. It is badly deformed. Very grotesque.

MARK (CONT'D)  
Stay here and watch my back.

KENT  
Yeah, I'll do just that.

Mark aims his shotgun. He steps over the body, hesitates, then cautiously enters the station.

INT. FIRE STATION/KITCHEN - CONTINUOUS

Mark enters. All is deathly quiet. He glances into the dining area. Four bodies. He stands still. Listens intently.

He moves through the kitchen and looks into the living quarters. Don sitting against the far wall. He holds a gun and bottle of whiskey.

A sudden shot rings out. The bullet strikes the wall close to Mark. He dives to the floor.

MARK  
Don, it's Mark.

DON (O.S.)  
Go away!

MARK  
I just want to talk.

Another shot. Mark covers his head.

DON  
Fuck off!

MARK  
I'm going to slide you my gun.

Mark sets his shotgun against the wall. He pulls his pistol. Removes the clip. Slides it into the room.

LIVING QUARTERS

The gun slides near Don. He immediately kicks it away.

DON  
You're too late.

MARK (O.S.)  
Don, be cool. I'm comin' in, okay?

Mark cautiously turns the corner. Don is clearly disturbed. He aims his gun at Mark - who moves slow and deliberate.

MARK (CONT'D)  
Go easy, man. It's just me and you.

Mark casually glances around the room. Ten bodies are sprawled on the sofa and floor. They are partially deformed and in different stages of mutation.

Three bodies sprawled on the floor in the rec room. Two more bodies just visible on the second floor.

Don shakes so bad he can barely hold onto the whiskey bottle. He takes a big swig. Gulps it down.

DON  
They were overtaken... All of 'em.  
(crying)  
I shot them.

His tormented face reflects his enormous guilt.

DON (CONT'D)  
I killed them all...

Mark notices Don's nervous hands.

DON (CONT'D)  
What I did.  
(struggles)  
I can never forgive myself.

MARK  
(pleading)  
Don, don't get crazy on me. We don't know what this thing is, or how widespread it is. But I've seen what it does. I've seen it. No one is going to blame you. This is something we don't understand.

DON  
It happened so fast.

MARK

I need your help. Everyone is panicking. They want answers. I'm all alone trying to deal with this thing. I don't know what it is or how it infects.

(beat)

I don't know how to protect everyone.

DON

You can't protect anyone...

(beat)

... They're going to get us all.

MARK

Who's going to get us all?

DON

It's not an infection or a virus like you think.

MARK

Then what is it?

Don looks intently at Mark.

DON

They're here to make this their new home... their planet's atmosphere.

MARK

What are you saying? Aliens have landed?

DON

Not Aliens... Their DNA... Their genetic make up. They're metabolizing their alien DNA with earth's organisms... animals, plants... humans.

MARK

The meteor?

DON

(nods)

Survival and procreation at all costs. Adapt here, and spread across the world.

(swigs whiskey)

We're ground zero.

MARK

Don... You're talking crazy.  
Aliens? DNA? How do you know all  
this?

Don looks at Mark. Uneasy smile. He turns his head and rips open his shirt. The right side of his head, face and body are rapidly mutating.

DON

I know because its already in me.  
I'm not all human anymore.  
(takes swig)  
It won't be long now  
(ominous)  
Stay away from the lake.

MARK

They won't get us.

Don suddenly stiffens. He raises his voice. Becomes agitated. He gestures to the bodies.

DON

Don't you get it?! We're trapped  
here, snowed in, no way to  
communicate with the outside world.  
(ominous)  
Everyone and everything will be  
overtaken.

Don puts the whiskey bottle down. He fiddles with his gun. He aims the barrel up toward his face.

MARK

We'll make it out.

Don looks up at Mark. He looks like a man who is suddenly and completely at peace. He smiles.

DON

I hope you do.

He places the gun under his chin.

MARK

No!

Mark leaps toward Don - who pulls the trigger. Boom! Kent rushes in. Sees Mark. Sees Don is slumped against the wall. He realizes the firehouse is full of dead bodies.

KENT  
What the fuck did he do?!!

MARK  
(somber)  
What he had to.

Kent goes over to the sofa. Sees the mutated bodies.

MARK (CONT'D)  
We gotta get outta here.

KITCHEN

They move back through the kitchen. Mark grabs his shotgun and turns on all eight stove burners. Sound of gas. They exit into the truck bay.

TRUCK BAY

They stop at the fire truck.

MARK (CONT'D)  
Flares.

Kent goes to a back panel on the truck. He pulls out eight flares. He hands them to Mark.

MARK (CONT'D)  
Pull the truck out.

Kent gets into the truck, starts it, and pulls it out of the bay. Mark ignites three flares then goes back inside. Moments later he runs back out.

EXT. FIRE TRUCK - DAY

Mark rides on the skid. Kent accelerates away from the station as black smoke billows out of the bay doorway.

MARK  
Trina.

Kent turns up a short street. They stop near a small house.

EXT. TRINA'S HOUSE - DAY

They approach the door. Mark knocks loudly.

MARK  
Trina, you okay?

No reply. Mark knocks again.



MARK (CONT'D)  
It's Mark and Kent.

Mark tries the door. It opens. He looks at Kent.

INT. TRINA'S HOUSE - CONTINUOUS

Mark and Kent enter. The house is dark and quiet.

MARK  
Trina? You okay?

No reply. Mark and Kent split up. Kent heads to the bedroom.

BEDROOM

Kent pushes the door open. The room is dark. A drop hits the carpet in front of him. He looks up at the ceiling. The hideous Trina falls toward him.

Kent leaps back just in time, stumbles, and falls on his ass.

HALLWAY

Trina comes at him. Kent kicks at her.

LIVING ROOM

Kent stumbles backwards. He is wide-eyed.

MARK  
What?

KENT  
I... I... I don't know.

The horrific-looking Trina emerges behind them. Kent stumbles back, aims his gun at her, and freezes. Trina grabs his throat. She sticks out her alien tongue as she brings her other hand up, unfurling razor sharp alien claws.

Mark fires repeatedly. The shots blast Trina against the wall. She shakes off the shots, gives a chilling stare, and rushes them with menacing force.

Mark and Kent unleash a barrage of shots. Trina keeps coming, jerks violently as she is blasted with bullets, and slides to the floor. She is dead.

KENT (CONT'D)  
I... I don't like this.

Mark ignites two flares and tosses them into the living room.

INT. LACEY'S DINER - EVENING

Mark and Kent come back inside. Everyone reacts. Several people approach them. Charlene hugs Mark.

CHARLENE  
Where's Trina?

Neither Mark or Kent reply. Mark moves to the windows. He starts closing and latching the heavy interior wood shutters.

MARK  
No one gets in.

LACEY  
What happened out there?

MARK  
You don't want to know.

LACEY  
Mark... What happened?

MARK  
(terse)  
You don't want to know!

Lacey is taken aback by Mark's terse tone. Politely gestures and backs off. People start to talk with each other.

WOMAN  
We can't just sit here. Sooner or later this thing will reach us, and we won't be able to stop it.

ULYSSES  
We're snowed in, no way to communicate. Nick is way overdue. And at this rate, we have no chance.

MARK  
We're on our own. We're going to have to find help ourselves.

STOREROOM

Mark, Pete, Kent, and a few others sit on apple boxes.

ULYSSES  
What about sending someone on snowmobile over to Beaver Falls or Silver Bear Ridge?

MARK

It's too risky with the weather.  
Besides, Silver Bear Ridge is  
thirty miles through wilderness,  
Beaver Falls fifty.

RICKY

And we don't know what's out there,  
or how widespread it is.

KENT

(very adamant)  
Some freaky crazy assed shit is out  
there. That's what's out there.

PETE

Whatever we come up with, we better  
come up with it real soon, because  
we're right about one thing...  
we're out of time.

INT. CHARLENE'S ROOM - NIGHT

Mark and Charlene are asleep. There is a sudden thud on the  
roof. Then a slight unidentifiable noise.

Mark opens his eyes. He lays perfectly still. Listens. He  
hears footsteps on the roof. The footsteps move toward the  
front of the building.

He gently slides away from Charlene and gently climbs out of  
bed. Charlene stirs. Doesn't wake up. He quickly dresses,  
grabs his shotgun, and puts extra shells in his pocket.

INT. LACEY'S - NIGHT

Mark comes downstairs to the darkened diner. A few candles  
are lit. Pete sits alone having a drink.

PETE

What's wrong?

Mark points to the ceiling. Places his finger against his  
lips indicating to Pete to be quiet.

PETE (CONT'D)

(sotto)  
I don't hear...

The footsteps are suddenly heard on the roof above the dining  
room. A few people lift their heads. The footsteps slowly  
move across the roof.

They hear a stark thud out on the front wood patio. Something paces the wood patio just outside the secured windows.

Shattering glass can be heard on the outer side of the solid wood shutter. It slams hard into the heavy shutter. Moments later it slams the shutter again... then again.

Mark walks closer to the front. He stops and listens. He hears the footsteps suddenly walk to the left. Mark gestures to the left. Both Mark and Pete walk with the sound.

Mark and Pete walk along the side wall toward the back. Keep pace with the sound. They enter the storeroom.

STOREROOM

Mark stands perfectly still. Listens. He looks over at Pete.

MARK

It's coming for us.

They hear movement on the other side of an old long sealed door. It is slammed into once. Slammed into a second time. The old door handle jiggles.

Mark places the barrel of the shotgun against the door. He fires. The blast blows a grapefruit-sized hole in the door.

A loud unearthly scream expels backwards. They hear whatever it is run off around the building. Mark and Pete bolt out of the storeroom.

EXT. MAIN STREET - NIGHT

Mark and Pete run outside with guns and flashlights. A few others gather in the front doorway.

They shine flashlights on the snow. Pete spots a greenish red trail and odd looking footsteps leading down main street.

PETE

Look at this.

Mark rushes over. Sees a greenish red liquid. They keep their flashlights on the trail and follow it. They come to the spot where George Wyman's remains were. Nothing is there.

MARK

Looks like George Wyman continued his stroll.

Pete nervously looks around.

PETE

You gotta be shittin' me.

They continue to follow the trail of odd footsteps. It vanishes at the boardwalk. They kill their flashlights.

They walk slow and deliberate, searching and listening. They come to Pete's general store. The front window is shattered.

Mark motions to Pete. They carefully step into the store through the broken window.

INT. GENERAL STORE - CONTINUOUS

Mark motions to Pete. He goes to his right. Mark clicks on his flashlight and shines it around the store.

He steps with caution. Pete stays on his right. Mark motions to Pete to stop. They stand motionless. Listen.

MARK

(sotto)

We're not alone.

PETE

(sotto)

Thanks for that.

Mark motions to Pete to go down a far aisle. Mark goes to the left. They move with extreme caution, shine their flashlights ahead of them.

A can rolls down the aisle to Mark's feet. He stops. Steps on it with his right boot. He slowly makes his way down the aisle. Aims his shotgun and flashlight.

Mark gestures to Pete. They stand motionless and listen intently. Mark spins around and fires his shotgun twice, blasting a shadowed figure. It makes a frightening alien screech and falls to the floor.

Mark and Pete rush down adjacent aisles. They quickly shine their flashlights. Their flashlight beams shine on a badly deformed human figure being dwarfed by invading alien DNA. Mark stares hard at it.

MARK

It's Wes.

EXT. MAIN STREET - NIGHT

Mark and Pete walk back toward Lacey's. Pete's general store burning behind them.

PETE  
 How do I explain this one on my  
 insurance claim?

Mark doesn't reply. He visibly appears very angry and upset.

INT. LACEY'S DINER/STOREROOM - NIGHT

Juan and Ulysses have nailed an old heavy door over the damaged door. They then stack two old heavy counter sections in front of the door. Mark and Pete return.

ULYSSES  
 Who was it?

PETE  
 Wes.

Mark loses it. He starts destroying everything in the storage room. Pete motions to everyone. They leave Mark alone.

Mark gets it out of his system. He grabs a pint of whiskey and sits on an apple box. There is a tap at the doorway. Charlene comes in. She sits just behind him. She leans against his back.

CHARLENE  
 You okay?

MARK  
 No... I don't know...

CHARLENE  
 Talk to me.

MARK  
 (beat)  
 I don't know what to do. I don't  
 how to stop it. Whatever it is,  
 it's spreading very fast.

He takes a big swig of whiskey.

MARK (CONT'D)  
 And I'm tired of seeing my friends  
 die.

CHARLENE  
 We're all in this together. It'll  
 be okay.

MARK  
 I don't know if it will be?  
 (struggles)  
 I can't guarantee you that I can  
 keep you safe.

Charlene leans in and gently kisses the back of his neck. She turns her head to the left and rests it against his shoulders.

EXT. MAIN STREET - DAY

Bright morning sunlight gives the false impression of peaceful winter serenity.

INT. LACEY'S DINER - DAY

Juan, Pete, Ricky, Kent, and Ulysses sit and talk. The jukebox plays Deep Purple's Smoke on the Water low in the background.

INT. CHARLENE'S ROOM - DAY

Mark can just hear Smoke on the Water playing on the jukebox. He shoots up in the bed.

MARK  
 (reacts)  
 Smoke on the water, fire in the  
 sky...

INT. LACEY'S DINER - DAY

PETE  
 We certainly can't risk sending  
 anyone for help. They wouldn't make  
 it very far.

MARK (O.S.)  
 We have two options. Sit here and  
 wait, which means we're fucked, or  
 we go out and deal with it.

They look at Mark. He comes down the stairs.

RICKY  
 Which means we're still fucked.

MARK  
 But at least we'll have a fighting  
 chance. We attack it hard at its  
 source... which is the lake.

KENT  
(rolls eyes)  
Oh God, he has a plan.

Pete shoots Kent a hard stare.

PETE  
At least he has one.

RICKY  
Why do you think the lake?

MARK  
Jack told me he heard what sounded like a meteor. Brian became infected after he and Andrea were out at the lake. Beckham became infected after being out at the lake. Henry and the Taylor's live closest to the lake. Don warned me to stay away from the lake.

KENT  
And dumb ass here wants to go to... thinking, thinking, thinking... the lake?

ULYSSES  
How do we attack it?

MARK  
We have everything we need, the fire truck, gasoline, Russ' generator, and blasting supplies.  
(beat)  
We go into the caverns under the lake. Anything in there, or in the lake, gets toasted.

KENT  
(rolls eyes)  
That's your master plan?  
(chuckles)  
Okay Bob the Builder.

MARK  
It's our best shot, plus it just might draw attention to us.

RICKY  
How do you know that's going to work?



MARK

I don't. It might not. I'm open to suggestions if anyone else here has a better idea? Speak up or shut up.

Everyone looks at each other. No one speaks.

PETE

What do you got?

EXT. FUEL DEPOT - DAY

Kent fills the fire truck's 4000 gallon water tank with gasoline. Mark and Pete stand guard with shotguns.

Kent finishes. He caps the full tank and puts the pump back. He starts to climb back behind the wheel.

MARK

Go slow.

Kent climbs in. Pete gets in the passenger seat. Mark jumps on the skid. Kent puts the truck in neutral. It rolls several feet away from the pump. Once a safe distance away from the pump - he starts the engine.

EXT. WALYTON MINING SUPPLIES - DAY

The fire truck is parked near a Ford F-150 truck. Mark, Pete, and Kent stand guard. Juan, Ricky, and Ulysses quickly carry out several backpack pouches. They set them in the truck bed.

PETE

Russ was mining inside the caverns.  
We'll go in at his point of  
entrance. He has a generator and  
lights rigged.

(beat)

Hopefully they work.

INT. FIRE TRUCK - DAY

Kent drives the truck slow and cautious. Pete and Mark ride with him. They pass the burned out shell of Mark's Jeep.

INT. FORD F-150 - DAY

Juan drives. Ricky and Ulysses ride with him. They are behind the fire truck. They pass the burned out shell of the Jeep.

As they near Cemetery Road the fire truck stops. Mark and Pete get out. Juan stops behind it.

EXT. CEMETERY ROAD - DAY

Ulysses gets out. He approaches Mark and Pete.

MARK  
(to Ulysses)  
Get three.

Mark stares intently up the foreboding and ominous Cemetery Road. He slowly scans the dark woods. Looks directly at Pete.

MARK (CONT'D)  
There's something up there.

Pete stares at the white knuckle grip Mark has on his shotgun. He then looks hard at the dark ominous woods.

PETE  
We don't have to go up there.

Mark looks at Pete. He then looks back up the road.

MARK  
Yeah... we do.

PETE  
Fuck.

Ulysses returns with three explosives. Each is a five pound brick of C-4 with six sticks of dynamite. It is all wired together with detonator wire, blasting cap, and small digital detonator/timer.

Mark, Pete, and Ulysses walk up Cemetery Road as it winds through dense woods. They come to the cemetery.

CEMETERY

They enter the iron gates and stop in their tracks. They are clearly stunned. Alien vines and plant life are abundant.

Three corpses are strewn on the ground. Half covered in alien mutated flesh. The attempted alien regeneration failed.

There are two corpses partially out of their graves. One is exposed to its shoulders. The other exposed to its waist. These corpses also show traces of alien mutated flesh.

ULYSSES  
What the hell is happening?

MARK

Alien DNA. Don was sure. The alien DNA is trying to integrate with anything it can overtake. Human remains still have traces of DNA. If there is enough remaining, the alien DNA can regenerate mutated flesh and organs. Basically a creature with a combination of alien and human DNA.

Pete nervously chuckles. Mark shoots him a very uneasy look.

PETE

What?

Mark points to the crypt. The iron-barred door is open, bent, and off one hinge.

MARK

When Jack and I were up here last time that door was undisturbed.

The men look at the crypt. Then look at each other.

MARK (CONT'D)

Cover me.

ULYSSES

(gestures)

Yeah... you go ahead.

Mark slowly approaches the crypt. He reaches the door. He stands still, peers into the crypt, and cautiously inside.

Mark suddenly bolts out of the crypt backwards. He stumbles back several yards and falls on his ass in front of Pete and Ulysses. Drops his shotgun.

He frantically grabs his shotgun and scrambles back to his feet. Shocked expression. Wide-eyed. Trembling badly.

PETE

What?!

(frantic)

What is it?!

Mark's expression speaks volumes. He looks at Pete and Ulysses.

MARK

(foreboding)

Bad rabbit.

Pete and Ulysses shoot each other confused glances.

ULYSSES  
 (mouths words)  
 Bad rabbit?

Pete's eyes suddenly widen. Ulysses looks completely terrified.

ANGLE

Movement in the dark crypt doorway. Moments of hesitation. An exceptionally horrific six-foot tall alien mutated rabbit saunters out of the crypt. It stands on its alien-mutated hind legs.

It has alien, George Wyman, and rabbit features. Its skeleton is exposed in several areas, mangy hide, alien deformed rabbit ears, and black chilling terrifying eyes. Puss drips from its deformed nose. Incredibly horrific and terrifying mutated face.

BACK TO SCENE

The rabbit makes a bone-chilling alien noise. No one moves. It stares at them with its black chilling eyes. It suddenly charges the men at incredible speed.

Mark and Pete open fire. They unleash an unrelenting volley of rounds into the charging rabbit. The rabbit lets out an agonizing screech... and collapses just feet from the men.

PETE  
 Shit... There goes Easter.

Mark nods at Ulysses. He sets the timers on the explosives. He throws them at three different spots.

ULYSSES  
 Go!

The three of them turn and run back down Cemetery Road. Seconds later there are three loud explosions. Dirt, snow, and bits of tombstones shoot into the air.

INT. FIRE TRUCK - DAY

Kent reacts. He grabs his gun. He cautiously moves forward. Mark, Pete, and Ulysses rush off of Cemetery Road to his relief.

EXT. LAKE - DAY

The fire truck is stopped seventy yards up an incline from the lake. It is facing a boat dock. Mark opens the top tank valve on the fire truck. He hops off.

KENT

I got this.

Kent gets into the truck. He leaves the door open. He puts his left-leg on the running board. He accelerates the fire truck toward the wooden dock.

ANGLE

Kent jumps out of the speeding fire truck just before it speeds onto the dock. He rolls hard on the ground.

The truck hits the end of the dock and crashes out into the small lake. It floats for several yards, slightly bobbles up and down, then slowly starts to sink. Gasoline flows out in a steady stream.

EXT. CAVERNS - DAY

Mark and Juan stand guard as Ricky and Ulysses unload the pouches from the bed of the truck.

Kent walks over to a barred cavern opening and blasts the lock. He swings open the barred door. Kent and Pete enter.

INT. CAVERNS - CONTINUOUS

Pete shines a flashlight around the cramped entry. They spot Russ' small generator and a exhaust hose leading outside. Kent checks the gas then flips a switch. The generator fires up the string of dim lights leading down the winding path.

EXT. MINING CAMP - DAY

Pete and Kent come out of the cavern. Kent and Ulysses take three of the pouches. Grab their weapons and flashlights.

MARK

Fifteen minutes.

They nod. Juan and Ricky get into the truck and drive off. Pete is armed with a flashlight and shotgun. Mark checks his shotgun and flashlight. He approaches the cavern. He freezes at the entrance. He begins to shake. Kent immediately reacts.

KENT

I knew this was going to happen!

Mark falls to his knees, shakes badly, and vomits in shrubs.

KENT (CONT'D)  
Get him away from here. He's out

MARK  
No! No! I'm going in.

Kent and Ulysses go into the cavern. Mark and Pete slowly move over to the entrance. Mark takes a deep breath and climbs down into the caverns. Pete right behind him.

INT. CAVERNS - CONTINUOUS

Mark, Kent, Pete, and Ulysses all regroup inside the cavern. Kent and Ulysses sling the pouches over their shoulders.

Mark leads the way. Pete is behind him. They are followed by Kent then Ulysses.

INT. FORD F-150 - DAY

Ricky slows. Standing in the road ahead of them is Richard Taylor. He has alien, Nancy, and Johnnie features.

Ricky is becoming unglued. He looks at Juan. Richard walks toward the truck with terrifying intensity.

RICKY  
What the fuck?!

JUAN  
Gun it! NOW!

Ricky hits the accelerator. Richard leaps over the hood with inhuman agility. There is a violent bang. The cab roof is dented inward. Another violent bang.

Juan aims his shotgun upward. He places the barrel against the roof of the cab and fires. They see Richard's lifeless body fall off the truck and slam onto the road.

INT. CAVERNS - DAY

Mark motions. Pete, Kent, and Ulysses immediately stop. Kent and Ulysses set an explosive. They start moving.

EXT. LAKE - DAY

Ricky stops near a rock formation. It has a unique flat top formation with a four foot diameter opening.

Juan and Ricky jump out of the truck. They have shotguns and flashlights in hand. They grab two pouches from the truck bed and quickly make their way over to the opening.

Ricky shines his flashlight down into the cavern. There is a six foot drop. He tosses the two pouches down. He then drops down into the caverns. Juan drops in behind him.

INT. FLAT TOP CAVERNS - CONTINUOUS

Juan and Ricky shine their flashlights - see two separate paths which join at this spot. Ricky points to the left.

Juan and Ricky move several yards down the path. They stop and start to set two explosives. They place one against each side of the cavern wall.

They string a trip wire across the path and set timers. They step over the wire and backtrack to a few feet from the opening. They start setting two more bombs.

INT. CAVERNS - DAY

Mark, Pete, Kent, and Ulysses come to a tight downward turn in the path. This is where Russ' light string ends. Mark motions to Ulysses. He sets an explosive. Mark pulls his flashlight. Shines it down the path.

MARK

Gonna be tight.

They pull their flashlights and follow the winding descending path. They stop. They hear water dripping. They shine their flashlights. See an opening on the right side of the wall.

Water is seeping down from the lake above into a large cavern. It is a breeding ground for strange alien life.

Something quickly darts out. It lands on Pete's chest and hisses. He knocks it off with the butt of his gun. The men see it on the cavern wall. It is a large alien bug.

KENT

What the hell is that?!

It makes a hissing noise and comes at them. Kent blasts it. This gets an immediate reaction from the other alien life. Mark frantically motions to Ulysses. He quickly sets and tosses two explosives inside the cavern opening.

INT. FLAT TOP CAVERNS - DAY

Juan and Ricky have set the second set of explosives. They set timers and trip wire. Ricky shines his flashlight down the other path. He and Juan rush down it.

JUAN

Here.

Ricky stops and sets an explosive. Juan quickly moves down the path. Ricky hears blood-curdling screams. He grabs his shotgun and runs down the path. He suddenly stops.

Juan has been attacked by a semi-transparent form. It traps him inside a semi-transparent milky white sack.

RICKY

Juan?

Ricky can hear Juan's muffled screams. There is a distinct pop. The interior of the alien sack quickly turns blood red.

Ricky opens fire, obliterating the alien sack. He ignites a flare and throws it onto the blasted alien form. It's engulfed in flames. He flees the caverns.

EXT. LAKE - CONTINUOUS

A panicked Ricky climbs out of the flat top cavern. He aims his gun wildly in his terrified state.

INT. CAVERNS - DAY

Kent quickly sets an explosive. His face is twisted pain.

EXT. FORD F-150 - DAY

Ricky sits on the truck tailgate. He lays the shotgun across his lap. He stares intently at the flat top cavern opening.

ANGLE

Something is moving in the lake off to Ricky's right. He is completely oblivious. It gets bigger and bigger. Moving closer. Johnnie Taylor walks out of the water.

BACK TO SCENE

Ricky glances to his right just as Johnnie charges him. Johnnie viciously locks onto Ricky - and starts gouging him with his razor sharp claws. Blood everywhere.



Ricky screams and violently pushes Johnnie away with his shotgun. Johnnie comes at him again. A panicked Ricky shoots him twice at point-blank range.

Johnnie stumbles back, chuckles evilly, and comes at Ricky again. Clamps his hand on Ricky's face. His claw-like fingernails dig deep into Ricky's flesh giving him an ironclad grip.

Johnnie and Ricky violently fight. They tumble into the water. They wrestle violently - water wildly splashing. The water turns blood red. Both disappear under the water.

INT. CAVERNS - DAY

Mark, Kent, Pete, and Ulysses come to a split in the cavern. They stop. Mark and Pete shine their flashlights.

KENT

Lets get movin'.

Brian drops in-between Kent and Ulysses. He has a mixture of his, alien, and Andrea's features. Brian jabs his alien claws into Ulysses' throat, lifts him, and slashes him across the face - killing him instantly.

Both Mark and Pete are violently shoved to the ground by Kent as Brian comes at them. Brian and Kent are locked in a horrific wild fight.

Mark and Pete quickly get to their feet. Pete grabs a flashlight. Mark grabs his gun and aims it.

MARK

I can't get a clean shot!

Kent's eyes quickly turn terrifying. His facial flesh begins to crack and peel. Kent quickly turns to Mark and Pete.

KENT

I don't want to hurt you. GO!

Mark and Pete turn and run. Kent spins Brian. He kicks him back far enough to pull out the last explosive. He quickly sets the detonator.

Brian attacks. They roll down the path. Kent bear hugs him. He forces both of them down to on top of the explosive.

Both Mark and Pete are knocked off their feet by the large explosion. They shake it off and slowly get back to their feet. They run hard. Hear the menacing alien sounds.

They drop their weapons and bolt for the cavern opening. Pete reaches a trip wire and leaps over it. Keeps running. Mark leaps over the trip wire.

An alien form behind them hits it. Huge explosion. Mark is violently slammed to the ground. He slowly gets to his feet and stumbles forward. He reaches the entrance, leaps over the second trip wire, and jumps as high as he can.

EXT. LAKE - DAY

Mark climbs out of the cavern just as an alien form comes up after him. Pete stomps the alien back down into the cavern. It lands on the second trip wire. Another powerful explosion.

Mark and Pete cover their faces as debris and fire shoot out into the surrounding woods. Trees and shrubs are ignited.

Mark and Pete run hard. They quickly distance themselves from the caverns. They spot the truck and run to it as fast as they can. They jump in.

INT. FORD F-150 - CONTINUOUS

Mark hits the horn repeatedly. No one shows up.

PETE

We're out of time. We gotta go! GO!

Mark starts the engine and presses the accelerator.

INT. CAVERNS - DAY

The bombs in the caverns explode seconds apart, sending rocks, dirt, and debris into the air. An intense wall of flames race through the caverns.

INT. LACEY'S - DAY

Everyone reacts as the diner is rocked from the force of the explosions.

EXT. LAKE - DAY

As the caverns collapse - the gasoline saturating the lake ignites. The draining lake waters burn in a sea of fire. The lake collapses down into the remnants of the burning caverns.

The caved-in lake and woods are a massive inferno. Thick black smoke now billows high into the sky.

INT. FORD F-150 - DAY

Pete looks out the rear window. Sees the flames and the rising thick black smoke. He slams his hand on the dashboard.

PETE

We blew 'em to hell!

Pete looks at Mark. He sees the devastated expression on Mark's face. Takes it down a notch. Mark slams on the brakes. The truck slides to a stop.

Mark gets out of the truck. He paces around the road, clearly upset. Pete gets out of the truck.

EXT. ROAD - CONTINUOUS

Mark looks at Pete. His eyes swelled up with tears. He is animated with his gestures. Close to completely losing it.

MARK

All those guys gone. Jack, Don,  
Kent, the Taylor's, Doc, Edith...  
and all the others. Just gone.

PETE

(exasperated)

Listen Mark, I feel the way you do,  
even more so. They're all my close  
friends. It sucks badly, and it's  
very hard to take. I don't think  
I'll ever get over this. But as  
hard as it is to take, think of  
what the outcome would be if you  
didn't come back, they didn't  
sacrifice themselves, and we didn't  
beat this thing.

(beat)

Think of the alternative.

EXT. LACEY'S - DAY

Mark and Pete make it back to Lacey's. The remaining people rush out and swarm them. Charlene runs to Mark.

CHARLENE

Where's everyone else?

Mark just looks at her with a devastated expression. Charlene hugs Mark tightly. Doesn't let go. They can all see the thick black smoke rising into the air.

EXT. SKY - DAY

Three military helicopters fly over the breathtaking wilderness toward the thick rising smoke.

EXT. WILDERNESS - DAY

A lone wolf cautiously approaches the Cessna wreckage. Sniffs around. He stops at Beckham's alien mutated remains. Sniffs them repeatedly.

The wolf clutches Beckham's remains in his jaws. Looks around. Disappears back into the dense woods.

FADE OUT.

ROLL CREDITS.

THE END