

SUPER 8

By

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FINAL SHOOTING SCRIPT

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SUPER 8

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

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

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

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

The man LOWERS out of frame as we creep even closer to the hanging single digit, wondering about the accident... and how bad it was and the FACTORY SOUNDS GROW DEAFENING -- AND AS IT BUILDS TO A CRESCENDO, WE CUT TO SILENT BLACKNESS.

EXT. JOE'S HOUSE - PORCH - DAY

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

This is JOE LAMB, 14. On the precarious edge of adulthood. He looks out at the horizon with stricken eyes.

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

INT. LAMB LIVING ROOM - DAY

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

CHARLES' MOTHER
I'm so worried for that boy.

CHARLES' FATHER
Joe's gonna be okay.

CHARLES' MOTHER
 ...she was everything to him.

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

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

CHARLES' FATHER
 (maybe a little concerned himself)
 Joe's gonna be okay.

But his wife isn't so sure.

Then, BOYS' HUSHED VOICES:

INT. LAMB DINING ROOM - DAY

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

CARY
 What do you think was in the coffin?

MARTIN
 Jesus, shut up.

CARY
 I mean cause of how she died.

CARY (CONT'D)
 ... you weren't wondering that?

PRESTON
 No, I'm eating macaroni salad.

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

CHARLES
 I was thinking that, about the coffin.

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

CHARLES

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

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

CARY

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

MARTIN

Jesus -- guys--

CHARLES

I heard it crushed her completely.

MARTIN

At least keep your voices down--

PRESTON

A steel beam-- those things weigh a ton. Literally.

CHARLES

If it had been open casket, I would not be eating right now. Despite the turkey rolls.

JACK (O.S.)

Hey-- Lucy.

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

CHARLES

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

CARY

Why?

CHARLES

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

PRESTON

His mother's not a zombie.

CHARLES

But she's dead, shithead.

CARY

Those turkey rolls are pretty good.

CHARLES

Told you.

EXT. JOE'S HOUSE - DAY - MOMENTS LATER

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

He solemnly looks down at the LOCKET he still holds. No doubt trying to reconcile the fact that it no longer hangs around his mother's neck. Then a SOUND. Joe looks up. A CAR has arrived -- a distinct 1968 BUICK GSX -- a YELLOW MUSCLE CAR with a BLACK RACING STRIPE down its center. Joe watches as the car sits there for a moment. Then a MAN gets out. Someone Joe has seen before, but doesn't know personally. A man in his early 40's, in jeans and a work shirt. He's not exactly sloppy, but if you look closely, you could tell he's been drinking. This is LOUIS DAINARD.

Joe watches Louis carefully as he moves to the house, to the porch and inside the house. Joe's eyes glued on the house for a while. Then he looks back to the locket. He OPENS IT, and stares at the picture inside (which we do not see). And as he stares, TEARS come to his eyes.

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

JACK

I'll be home soon.

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

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

EXT. MIDDLE SCHOOL - DAY

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

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

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

CHARLES

That was the longest day ever-- here.

JOE

What's this?

CHARLES

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

JOE

(as he reads)

You hear Martin barfed in the hall?

CHARLES

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

JOE

-- I am reading.
-- Detective Hathaway has a wife?

CHARLES

-- Not carefully. Focus, this is important.

CHARLES (CONT'D)

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

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

CARY

Martin booted all over his locker, it was the grossest one yet--

CHARLES

Let Joe focus, he's reading.

CARY

After he ate two boxes of Mike and Ikes-- never seen so many colors in my life.

CHARLES

Will you shut up a minute?

JOE
Who's gonna play the wife, Jen?

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

JOE
Oh yeah, that was bad.

CARY
What wife?

CHARLES
Alice Dainard.

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

EXT. 7-ELEVEN - DAY

As they head to the doors:

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

JOE
You talked to Alice Dainard really?

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

CHARLES
Shut up.

CARY
It's for "silent reading."

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

INT. 7-ELEVEN - DAY - CONTINUOUS

Joe, Charles and Cary scan the candy aisle.

JOE
-- driving where?

CHARLES
 To the train depot -- did you
 not read the scene I just
 gave you?

JOE
 Does Alice have a license? Is
 she old enough? Whose car are
 we taking? Are you making
 this up?

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

CARY
 (takes scene pages)
 Can I see --?

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

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

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

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

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

Charles swipes the pages from critic Cary.

JOE
 What was she reading?

CHARLES
 ... what?

JOE
 In the silent reading section, what
 was Alice reading?

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

CHARLES' SUPER 8 MOVIE BEING PROJECTED ON A MOVIE SCREEN.
SLOWLY PUSH IN ON THE SCREEN: kids earnestly playing adults:

INT. BUILDING 47 - DAY (SUPER 8)

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

The Detective walks through the spooky, dark space. A low, growling industrial DRONE makes the whole place oddly creepy. Then: A SOUND -- quick but strange -- slithering -- and the Detective aims his flashlight -- tense. He watches. Waits. We see where he's aiming the light, which cuts through THICK DUST in the air. It's an old office door, ajar.

Hathaway is still. Nervous. Watching the door -- waiting for it to open... and then -- from the darkness BEHIND HIM -- a terrifying open-mouthed ZOMBIE APPEARS -- ATTACKS -- and the Detective TURNS -- his flashlight KNOCKED TO THE GROUND -- and Hathaway falls too -- the wild-eyed gaping-mouthed Zombie DROOLING as it tries to bite Hathaway's flesh -- we recognize that the Zombie is CARY. Actually, not a bad performance. The Detective pulls out his GUN -- but the Zombie grabs his wrist -- they wrestle with the gun -- the Zombie wanting to rip into Hathaway's neck -- but Hathaway sees three SHARP-TIPPED NAILS sticking out of an old piece of WOODEN CRATE -- and after a significant struggle, Hathaway PUSHES THE ZOMBIE BACK so his head is IMPALED BY THE NAILS -- which we see ENTER HIS SKULL!!! The Zombie (stuck to the crate via the nails) SCREAMS AND DIES and just as Hathaway catches his breath THE IMAGE DIMS AND FREEZES; the projector has just been STOPPED. We are in:

INT. CHARLES' ROOM - DAY

Board games, books, records, a stereo, toys, and magic. Super 8 film equipment and paraphernalia. Movie ONE SHEETS hang: CARRIE, HALLOWEEN, EARTHQUAKE and NIGHT OF THE LIVING DEAD. No sports memorabilia. Charles turns on the lights, looks anxiously at Joe:

JACK

That was a good zombie murder.

CHARLES

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

(MORE)

CHARLES (CONT'D)

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

CHARLES' MOTHER (O.S.)

Charles! Dinner!

As he tosses Joe a SUPER 8 FILMMAKER MAGAZINE:

CHARLES

I'm coming!

(to Joe)

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

JOE

(looks at magazine)

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

CHARLES

Jesus, that's what I've been explaining: in the scene we're filming tonight, the wife telling the detecting she's scared for him, that she loves him--
-- I'M COMING!!!
-- so when he investigates the zombie stuff you'll be scares -- you'll feel something -- because you don't want him to die because they love each other! Does that make sense?

CHARLES' MOTHER (O.S.)

Charles!

JOE (CONT'D)

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

CHARLES

You're impossible.

CHARLES' MOTHER (O.S.)

CHARLES!

CHARLES

GOD, MOM! I'M COMING!

(opens the door, whispers)

Midnight. Okay? Don't forget.

JOE
I won't forget.

CHARLES
Read this.

Joe just nods and looks at the magazine.

INT. CHARLES' KITCHEN - DUSK

A hectic FAMILY: Charles' mother cooks. JEN, his smoking hot 17-year-old sister, ANGRILY sets the table where his father pays bills. Pale 15-year-old sister PEG does a PUZZLE. Twin 9-YEAR-OLD BOYS bicker over an action figure. TV in the living room plays a MATCH GAME. Joe and Charles enter.

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

CHARLES' MOTHER
Then every single person can tell you how it was --

CHARLES' FATHER
Move the puzzle, get the napkins.

JEN
Mom---

CHARLES' MOTHER
It's your turn to babysit.

JEN
So...

PEG
Get off that thing.

JEN
Mom, why can't I switch with Charles?

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

Disgusted, Jen LOUDLY sets Charles' place as --

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

Charles grabs a roll.

CHARLES

Guess what, no we're not.

CHARLES' MOTHER

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

JOE

Goodnight, Mrs. Kaznyk--

CHARLES' MOTHER

Grab a seat, we have lots of food.

JOE

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

CHARLES

Later days.

CHARLES' FATHER

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

JOE

Oh, yessir. Thank you.

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

EXT. CHARLES' HOUSE - DUSK

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

INT. JOE'S HOUSE - DUSK

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

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

And we see his POV: Jack, Joe's father, in uniform pants and T-shirt, sits on the edge of the bathtub, head in his hands, quietly CRYING.

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

JACK

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

Joe nods as Jack forces a smile and closes the bathroom door. HOLD ON JOE. Stunned and heartsick.

INT. CAROL'S DINER - NIGHT

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

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

JACK

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

(beat)

You'll like it. I know I did.

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

JOE

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

JACK

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

JOE

I gotta help Charles finish his movie.

JACK

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

(MORE)

JACK (CONT'D)

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

(finally)

It's what we both need.

Joe looks back at the pamphlet -- his other hand coming up from under the table -- and Jack sees that Joe is HOLDING HIS MOTHER'S LOCKET. Jack wants to cry again. He wants to throw that locket away, out of sight. But he just turns away.

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

INT. JOE'S ROOM - NIGHT

TIGHT ON QUASIMODO; a plastic, painted AURORA model. RACK FOCUS to the paintbrush that comes into frame -- FOLLOW IT TO JOE, holding the brush, at his desk, making a model. A boy's room recently devoid of a mother's oversight; a mess. COMIC BOOKS and other PLASTIC MODELS, all built and painted by Joe. CARS and CREATURES and a TRAIN. His bedside CLOCK RADIO (11:56 PM) quietly plays "BAKER STREET." Then a RADIO SQUAWK -
- Joe grabs a KID'S WALKIE-TALKIE:

CHARLES (V.O.)

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

JOE

I won't. Over.

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

CHARLES (V.O.)

Wanna hear something gross?

CARY (V.O.)

I do.

MARTIN (V.O.)

No please, if you're really asking.

EXT. JOE'S HOUSE - NIGHT

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

CHARLES
 I sneezed so hard yesterday I shit
 my pants.
 (they MOAN)
 I debated telling you.

JOE
 Thanks.

PRESTON
 That's called a "sharteeze" by the
 way.

CHARLES
 Well then I totally
 sharteezed in my pants.

CARY
 That's exactly what I'm
 talking about: the world is
 crazy, there's a name for
 everything...

CHARLES
 Twizzler me.

Joe passes him a Twizzler.

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

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

CARY
 Another classic from Smartin.

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

CARY
 I'm sorry, Smartin.

MARTIN
 Shut up.

JOE
 Guys--

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

ALICE
Joe Lamb?!

JOE
 -- yeah?

ALICE
 What the hell's he doing here?

CHARLES
 Make-up, sound and special effects.

ALICE
 He's the deputy's kid!

CHARLES
 -- what?

JOE
 (touch flattered)
 -- you knew that?

ALICE (CONT'D)
Charles, I don't have a license. I can't drive with him!

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

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

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

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

ALICE
 Get in.

The boys EXCITEDLY SCRAMBLE into the car.

EXT. COUNTRYSIDE - NIGHT

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

PRESTON (V.O.)
 (terrified)
 You're driving very well. I'm
 impressed.

INT. BUICK - NIGHT

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

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

ALICE
 What?

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

CHARLES
 Shut up. There aren't a lot--

ALICE
 I'm sorta trying to drive--

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

ALICE
 ... no...?!

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

ALICE (CONT'D)
 Stop.

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

JOE
 (offering to Alice)
 Want one?

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

CARY
New Castle, Pennsylvania. Fireworks
capital of America.

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

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

CHARLES
Shut up.

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

EXT. RURAL OHIO - NIGHT

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

EXT. TRAIN DEPOT - NIGHT

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

The kids get out of the car.

CHARLES
Guys, there's an electrical socket
up here.

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

CHARLES
No. But you can pick up some stuff.

The boys carry many bags and the tripod.

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

CHARLES (CONT'D)

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

JOE

Okay.

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

EXT. TRAIN DEPOT - PLATFORM - NIGHT

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

MARTIN

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

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

MARTIN (CONT'D)

No, no, no. Cary.

INT. PLATFORM

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

CARY

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

PRESTON

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

CARY

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

Cary takes off. Martin returns with his paper.

MARTIN
Bogus, Cary.

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

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

CHARLES
Martin, I have a new line for you.

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

TIGHT ON JOE'S TACKLE BOX, which opens. Inside is an assortment of MAKE-UPS, sponges, cotton balls, brushes, derma wax, spirit gum, and a large jar of FAKE BLOOD. Joe is preparing to make up Alice, who sits in front of him, watching carefully as Joe prepares BASE MAKE-UP on a sponge. He looks to her. A beat.

JOE
You mind?

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

ALICE
My dad works at the mill.

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

JOE
Close you eyes. Please.

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

CHARLES (O.S.)
So this is very emotional.

EXT. TRAIN DEPOT - PLATFORM - NIGHT

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

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

CHARLES

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

ALICE

I know, we read it, we get it.

CHARLES

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

MARTIN

Yeah, I think so.

CHARLES

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

PRESTON

I know what that looks like.

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

CHARLES

Asshole, could you stop blowing shit up for two seconds and deal with the camera?

CARY

Sorry man.

CHARLES

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

Martin and Alice put away their pages -- Cary gets behind the camera. Charles stands near the camera, kneeling to camera-height. Joe wears headphones and holds the boom over the actors' heads. Preston holds a suitcase, ready to walk.

CHARLES (CONT'D)

Ready? Here we go... action!

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

DETECTIVE HATHAWAY

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

MRS. HATHAWAY

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

DETECTIVE HATHAWAY

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

Preston walks past them, acting in the background.

MRS. HATHAWAY

Mackinac Island's beautiful this time of year.

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

DETECTIVE HATHAWAY

Sweetheart. This is my job.

MRS. HATHAWAY

The dead, coming back to life...? I think you're in danger--

DETECTIVE HATHAWAY

I have no choice--

MRS. HATHAWAY

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

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

MRS. HATHAWAY (CONT'D)

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

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

MRS. HATHAWAY (CONT'D)

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

(MORE)

MRS. HATHAWAY (CONT'D)
 I need to know this isn't the last
 time I'll see you.
 (beat)
 I just love you so much.

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

DETECTIVE HATHAWAY
 ... I... I love you too...

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

ALICE
 Was that okay? Or... not really?

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

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

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

CHARLES (CONT'D)
PRODUCTION VALUE!!! Is there film
 in the camera?!

CARY
 -- I didn't put it in--

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

As Charles runs to Alice, takes her script pages.

ALICE
 I love how calm he is.

JOE
 Yeah, he's a very relaxed guy.

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

CHARLES

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

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

CHARLES (CONT'D)

And... ACTION!

And they're shooting:

DETECTIVE HATHAWAY

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

MRS. HATHAWAY

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

DETECTIVE HATHAWAY

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

MRS. HATHAWAY

Mackinac Island's beautiful this time of year.

DETECTIVE HATHAWAY

Sweetheart. This is my job.

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

MRS. HATHAWAY

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

DETECTIVE HATHAWAY

I HAVE NO CHOICE!!!

MRS. HATHAWAY

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

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

MRS. HATHAWAY (CONT'D)

But I'm asking you now-- please.
 For me. Don't go back. Don't leave
 me. I need to know this isn't the
 last time I'll see you.
 (beat)
 I just love you so much.

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

DETECTIVE HATHAWAY

I love you too!!

And Joe finally swings the mike down and YELLS:

JOE

GUYS, WATCH OUT!!!

CHARLES

Joe what the hell are y--?!

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

JOE

Run!

THE TRAIN BEGINS TO CRASH -- ACCORDION -- THE KIDS SCREAM -- RUN -- ENTIRE 50-TON CARS JACKKNIFE AND CRASH UPWARD -- FLYING VERTICAL -- CHARLES' SUPER 8 CAMERA AND TRIPOD SLAM ONTO THE PLATFORM, LANDING SIDEWAYS, STILL FILMING as the CRASH WAVE APPROACHES AND PASSES THEM!

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

JOE (CONT'D)

Alice!

CHARLES

Joe, we have to go.

They run off.

CHARLES (CONT'D)
I DON'T WANT TO DIE!!!

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

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

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

We see Joe TIGHTLY GRIPPING HIS NECKLACE LOCKET IN HIS HAND -- THEN: CRASH! -- AWFUL-LOUD -- and a TWISTED TEN-FOOT SQUARE SHEET OF METAL EXPLODES FROM BEHIND THE OVERTURNED TRAIN CARS -- Joe covers his head as the metal STABS THE GROUND, twenty feet away: a TRAIN SLIDING DOOR. Joe turns to see it -- stunned -- then back to the direction of the NOISE -- but it is GONE. Nothing.

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

JOE (O.S.)
Guys?!

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

JOE (CONT'D)
 Martin, are you okay?! Preston, is that you?

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

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

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

JOE
Has anyone seen Alice?!

CHARLES (O.S.)
I'm alive! Is anyone dead?

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

Joe moves forward, looking at, under a train WHEEL
ASSEMBLY... BLOOD. A PUDDLE OF BLOOD and Joe's heart sinks as
he moves toward it -- another woman he loves, crushed?!
Charles and Preston and Cary see the blood --

CHARLES (CONT'D) PRESTON
-- oh God-- -- no -- nonono...

Martin, still sick, calls out:

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

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

ALICE (O.S.)
-- what's all that blood?

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

ALICE (CONT'D)
What's the blood? -- did someone
get hurt--?

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

KIDS (AD LIB)
Joe, wait -- maybe you shouldn't
touch -- what are you-- careful!

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

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

CHARLES
What is this stuff?

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

PRESTON
Guys, what are these things?

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

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

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

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

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

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

CHARLES
Oh my God.

CARY
... Look at that...

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

JOE
It wasn't an accident.
(turns away, eyes on the field)
There was a truck. On the tracks.

CHARLES
What? Driving on the tracks?

Joe's seen it. He points. Chilled.

JOE
There.

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

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

PRESTON
Obviously it isn't.

BOOM UP from behind the SHATTERED PICK-UP as the kids approach from the wreckage. PUSH IN ON THEM as they arrive at the truck and STOP; what they see makes Joe's heart pound -- they're stunned -- all of them. They just stop. Finally:

CARY
... holy shit...

CHARLES
-- is that him?

ALICE
(covers her mouth)
-- yeah, it's him--

MARTIN
-- who?

PRESTON
It is, yeah, for sure--

CHARLES
Holy shit.

MARTIN (CONT'D)
What? Who is that?

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

ALICE
Dr. Woodward...?

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

MARTIN
That's Dr. Woodward? The science guy?

PRESTON
Biology.

CARY
Honors biology.

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

CARY
We know.

MARTIN
Shut up, Cary.

CHARLES
Remember when Old Man Woodward took
your Electronic Football?

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

MARTIN
The dungeon?

PRESTON
That trailer Woodward keeps in the
school parking lot.

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

ALICE
... Dr. Woodward?

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

PRESTON
Map of the contiguous United
States...

JOE
-- what's the writing?

ALICE (CONT'D)
-- dates and times.

CHARLES
-- what's that line across?

JOE
It's a schedule for the train.

But a SHADOW has appeared: A TREMBLING HAND -- before they
can react, it RIPS THE MAP AWAY -- THEY ALL SCREAM AS OLD DR.
WOODWARD IS REVEALED, BLOODY EYES OPEN, in a DAZE:

DR. WOODWARD
-- who-- who are you?

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

CHARLES

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

BUT WOODWARD HAS REACHED INTO HIS JACKET AND PULLED OUT A GUN
-- THE KIDS JUMP BACK, STUNNED --

DR. WOODWARD

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

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

JOE

-- guys, look --

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

ALICE

(scared)
-- we shouldn't be here--

DR. WOODWARD

GOOOOOOOOO!!!

The kids start moving away --

PRESTON

My dad will de-ball me!

CHARLES

Let's get out of here!!!

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

Charles arrives on the platform, grabs his camera.

Alice hurries past, hunting for her keys in that big purse --
she eyes the FLASHLIGHT MEN getting closer:

ALICE

MOVE YOUR ASS, WE GOTTA GO!!!

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

JOE

GET IN THE CAR!!!

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

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

EXT. OHIO ROAD - NIGHT

RRRRRRRROOOOOOOOAAAAARRRRRRRR! The Buick speeds past.

INT. BUICK - NIGHT

Overlapping mayhem, but Charles obsesses over his camera:

CHARLES
Holy shit, that was insane!

PRESTON
He had a gun! An actual
physical gun!

CARY
I can't believe all that just
happened here! Nothing ever
happens here!!!

CHARLES
My whole camera lens is like
shattered now!

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

JOE
(to Alice)
Are you okay?

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

CHARLES
Oh shit, all the glass just fell
out!

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

ALICE
It's hard enough to drive without
everyone yelling!

JOE
Guys, keep it down!

CARY
Joe: what was Woodward
talking about?

JOE
I don't know, I don't know--

MARTIN
I'm never taking a train again.

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

CHARLES
Great, the focus ring just fell
off!

CARY
No one cares about your CAMERA!

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

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

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

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

JOE (CONT'D)
See? No one's gonna know.

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

EXT. ROAD - NIGHT

The Buick SPEEDS AWAY...

EXT. JOE'S HOUSE - NIGHT

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

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

ALICE
Joe, this is yours.

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

JOE
-- oh, thanks,

ALICE
I should never have done this.

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

INT. JOE'S BATHROOM - NIGHT

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

INT. JOE'S BEDROOM - MORNING

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

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

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

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

Jack heads off.

INT. JOE'S HOUSE - KITCHEN - MORNING

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

EXT. JOE'S HOUSE - MORNING

Joe hurries across the street.

INT. CHARLES' HOUSE - MORNING

Typical Kaznyk bustle: Father busily packs sack lunches. Hot Jen eats cereal, reads a magazine. One Twin plays HANDBALL loudly against a wall. Peg keeps walking through the scene with clothes. Mother cooks, says to the other twin (in grimy shorts):

JEN
Mom, come on!

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

JEN
Compared to Debbie's these are long.

CHARLES' FATHER
Just listen to your mother.

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

CHARLES' MOTHER
Jennifer Anne, not fair is Africa.

JEN
Mom's racist.

PEG
Are there anymore English muffins?

CHARLES' MOTHER
I don't know, go check.

CHARLES' FATHER
Peg, tell the twins to stop.

PEG
They don't listen to me.

CHARLES' FATHER

Hi, Joe.

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

JOE

Morning, Mr. Kaznyk--

CHARLES' MOTHER

Hi, Joe. Did you hear about the train accident?

JOE

Uh... no.

CHARLES' MOTHER

It's on the news.

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

CHARLES

Can you believe this?

JOE

No.

CHARLES

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

NEWS REPORTER (V.O.)

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

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

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

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

CHARLES
(whispers)
... oh my God, Joe... that's
awesome--

JOE
-- what?

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

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

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

EXT. LILLIAN, OHIO - BRIDGE - MORNING

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

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

JOE
Yeah, I thought she was good.

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

JOE
I think she will.

CHARLES

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

JOE

But that was before the new pages, right?

CHARLES

You honestly think she cares about the scenes?

EXT. LILLIAN, OHIO - MAIN STREET - DAY

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

CHARLES

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

JOE

Yes, she was, we all were.

CHARLES

Did you see her face?

JOE

Yeah, I saw her face.

CHARLES

Man, what's wrong with you?

JOE

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

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

INSERT - WHITE PAGES

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

INT. OLSEN CAMERA AND HI-FI - MORNING

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

CHARLES
 Lens is cracked. Focus ring broke.
 (beat)
 Ya think it's fixable?

Joe HEARS Alice's phone number RINGING.

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

CHARLES
 (to Joe)
 We're screwed, man, it's over!

JOE ALICE (V.O.)
 We can use my dad's camera -- Hello?
 it's got sound and--

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

As Charles opens the camera, pulls out the film:

ALICE (V.O.)
 Hi...

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

ALICE (V.O.)
 Oh-- no. No, I'm done with that.

Joe twirls a hanging Kodak "RELIVE THE MEMORIES" SUPER 8 film PROMOTIONAL SIGN, speaking in a soft voice:

JOE
 Really? 'Cause these are really good scenes.

Charles hands the film cartridge to Donny.

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

DONNY

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

Charles reacts; he's never smoked anything.

CHARLES

... no, thank you.

DONNY

You guys are weak.

ALICE (V.O.)

I'm watching the crash on the news.

JOE

Yeah, I know, I saw it.
(concerned)
Are you okay?

CHARLES

Well, what's the fastest you can
do?

DONNY

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

CHARLES

I don't know.

ALICE (V.O.)

I should go.

JOE

-- wait, hold on -- lemme
come over and show you the
pages, okay? I'll be right
there.

ALICE (V.O.)

No, d--

EXT. ALICE'S HOUSE - DAY

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

ALICE

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

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

ALICE
And now you're at my house.

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

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

JOE
We have to-- while the crash is
still there.
(waits, anxious, then,
very softly:)
... please...?

ALICE
(she considers, then:)
No.

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

ALICE (CONT'D)
You should go.

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

LOUIS
What's this?

ALICE
He was just inviting me to a party.

Joe steps back as Louis arrives; Louis seems to hate Joe, but
at the same time, can barely look at him:

LOUIS
She's not going to your party.

JOE
Yessir.

Louis throws Alice a dark, resentful glare.

LOUIS
You know better than this.

She nods, uncomfortable. Louis turns to Joe:

LOUIS (CONT'D)
You get outta her. You go home and
don't come back, I don't wanna see
you.

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

ALIE
I'll do it.

JOE
-- what?

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

EXT. HILLTOP - DAY

Martin -- as Detective Hathaway -- FIRES A GUN -- shooting
CARY, dressed in a dirty suit, as a man TURNING INTO A ZOMBIE
-- his eyes WIDE AND GLOSSY WHITE -- and as he is HIT BY THE
BULLETS, he SLAMS HIS HAND ONTO HIS CHEST -- BLOOD BURSTS ALL
OVER HIM and he FALLS PAINFULLY TO THE GROUND. We then find
CHARLES, behind his camera, yelling out:

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

JOE
Okay --

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

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

MARTIN

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

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

CARY

Did it really look good? My death?

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

ALICE

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

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

JOE

You mean why he crashed the train?

ALICE

I just got a horrible feeling.

Martin has arrives there too. Preston too:

MARTIN

Anyone else still shaking from the
crash?

PRESTON

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

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

PRESTON (CONT'D)

... did I just insult him?

Joe grabs the camera, near Charles:

CHARLES

-- dude, what are you doing?

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

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

JOE
That whole thing's an Air Force train.

ALICE
-- what?

INT. DINER - DAY

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

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

PRESTON
And he's not embarrassed by that.

CARY
Looks who's talking, Math Camp.

A WAITRESS is there, delivering more FOOD --

CHARLES
Thanks, could I have a coffee, please? Cream on the side?

WAITRESS
(really?)
Sure.

She heads off. Cary smiles at Alice.

CARY
He is so sophisticated.

CHARLES
Shut up, I like coffee.

CARY
No one likes coffee.

ALICE
Keep going.

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

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

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

CHARLES
Joe: stop talking about it.

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

CARY
Probably, Smartin.

MARTIN
Shut up, I don't like that--

JOE	PRESTON
Dr. Woodward had that map.	
He <u>drove onto the tracks.</u>	
Maybe there was something--	-- he wanted to destroy,
he wanted to destroy?	yeah.

CHARLES
Please shut up, all of you.

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

JOE
He had a gun, why not use that?

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

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

PRESTON (CONT'D)
You could jump from a building.

MARTIN
Fall down stairs.

PRESTON
Well, that's not really effective.

ALICE

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

CHARLES

(whisper yelling)

SHHHHJESUS! You heard what the Old Man said, we can't talk about this!

(to waitress, with coffee)

-- thank you, very much.

PRESTON

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

CARY

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

CHARLES

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

MARTIN

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

CHARLES

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

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

EXT. CRASH SITE - DAY

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

NELEC

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

JACK

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

NELEC

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

JACK

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

NELEC

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

JACK

I'd like to see that manifest, yes.

NELEC

That's not going to be possible.

JACK

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

NELEC

-- what town is that?

JACK

... Lillian.

NELEC

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

OVERMYER

Colonel.

NELEC

Excuse me.

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

INT. POLICE STATION - DAY

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

JACK

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

PRUITT

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

JACK

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

PRUITT

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

JACK

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

PRUITT

Weird little cubes?

JACK

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

PRUITT

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

JACK

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

PRESTON

And I think you need a break.

(beat)

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

(MORE)

PRESTON (CONT'D)

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

(beat)

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

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

INT. KELVIN GAS STATION - NIGHT

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

SHERIFF PRUITT

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

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

SHERIFF PRUITT (CONT'D)

Breen.

Breen pulls off the headphones.

BREEN

Hey, Sheriff.

SHERIFF PRUITT

What's that?

BREEN

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

(offers headphones)

You wanna try it?

SHERIFF PRUITT

(pays for the candy bars)

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

He exits the store.

BREEN

... yessir.

Pruitt heads out; Breen puts the headphones on again.

EXT. KELVIN GAS STATION - NIGHT

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

INT. KELVIN GAS STATION - NIGHT

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

EXT. KELVIN GAS STATION - NIGHT

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

INT. KELVIN GAS STATION - NIGHT

PRUITT'S SCREAMS END as Breen OPENS HIS EYES AND RIPS off the headphones: the hell was that? He looks outside -- sees the car -- shattered windows. Confused, he heads out --

EXT. KELVIN GAS STATION - NIGHT

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

INT. KELVIN GAS STATION - NIGHT

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

EXT. KELVIN GAS STATION - NIGHT

WE LOOK DOWN UPON THE STATION FROM UP HIGH -- where the turning, lit KELVIN SIGN BLOCKS OUR VIEW FOR THE MOMENT -- we can only HEAR THE HORROR happening inside the station until FINALLY the sign REVEALS THE STATION -- everything inside looks like it's in a BLENDER -- THERE'S A SUPER-HUMAN UPHEAVAL HAPPENING IN THERE -- and Breen's SCREAMS CONTINUE as the turning Kelvin sign BLOCKS OUR VIEW AGAIN -- as the SOUND GETS UNBEARABLE, A SUDDEN CUT TO:

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

INT. CHARLES' KITCHEN - DAY

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

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

ALICE

Where'd you learn how to do this?

JOE

Mostly the Dick Smith Monster Make-up Handbook.

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

CHARLES

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

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

JOE

... sure.

CHARLES

CARY

Mint.

Gnarly!

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

JOE (CONT'D)

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

(beat)

(MORE)

JOE (CONT'D)

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

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

CHARLES

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

MARTIN

Dude. Bitchen.

ALICE

So how am I supposed to be a
zombie?

JOE

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

ALICE

For English? Yeah--

JOE

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

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

JOE (CONT'D)

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

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

JOE (CONT'D)

... not bad.

EXT. KELVIN GAS STATION - DAY

We're NEAR THE GAS PUMPS, LOW TO THE GROUND -- DOLLY as Jack,
EDIE and MR. BLAKELY come out here. We pass SMALL SHATTERED
PIECES OF RED AND BLUE PLASTIC and STOP AND RACK to the GUN
Sheriff Pruitt dropped.

EDIE

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

MR. BLAKELY

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

EDIE

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

MR. BLAKELY

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

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

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

MR. BLAKELY (CONT'D)

I think this is most likely a bear
attack.

EDIE

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

JACK

Vicky, ya heard from Sheriff Pruitt
this morning?

VOICE (V.O.)

Negative, still no word.

JACK

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

VOICE (V.O.)

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

JACK

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

EXT. CAR LOT - DAY

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

IZZY

Never seen this kinda thing before.

Izzy opens ANOTHER CAR HOOD: PIECES MISSING.

IZZY (CONT'D)

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

ANOTHER HOOD -- PIECES MISSING.

JACK

Having trouble with anyone lately, Izzy?

IZZY

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

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

RESIDENTS

-- Some strange shit has been going on. My antenna's gone-- our dog is gone, he hasn't come home this morning -- Jack, my lights keep going on and off. Counting on you, Jack.

JACK

-- d'you call the station yet. You need to call the station. And file a report, before anything can be done about it. And then we can take care of these things. If you do that for me, I promise you, I'll handle it myself.

He seems to have appeased them -- but as he turns, we see how stressed he is. He stops, noticing FOUR MILITARY TRUCKS DRIVING PAST, SLOWLY, ANTENNAS atop the trucks, and the men inside seemingly scanning the area. Jack is disturbed by this.

EXT. HILL TOP

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

JOE
Lucy. Lucy. Lucy!

He stops to reveal the town of Lillian.

EXT. LILLIAN STREET - DUSK

Joe rides the street, calling out:

JOE
Lucy! ... Lucy!

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

EXT. LILLIAN, OHIO - MAIN STREET - DUSK

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

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

INT. JOE'S HOUSE - KITCHEN - NIGHT

KA-BAM: back door opens, Joe enters. EMPTY PIZZA BOX on the table. Jack and four POLICE OFFICERS in the living room, smoking, reviewing POLICE REPORTS, marking MAPS, taking notes -- WORKING ON THE PROBLEMS THEY'RE HAVING --

OFFICER MIKE
We need more help around here.

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

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

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

JACK (CONT'D)
 -- the Air Force isn't answering a
 damn question: they've got trucks
 at Woodward's house, looking for
something --

OFFICER
 They've got trucks all over town.

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

DEPUTY TALLY
 --like a Geiger counter or
 something--

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

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

JOE
 -- have you... seen Lucy?

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

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

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

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

JACK
Vicky, you got power at the station?

DISPATCH (V.O.)
On and off. Brook County's in the dark.

JACK
Get water and power out there now.

INT. JOE'S LIVING ROOM - NIGHT

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

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

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

JOE
(very concerned)
And the military's at Woodward's house. Looking for his research. Whatever that means?

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

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

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

EXT. COUNTRY ROAD - NIGHT

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

INT. DWP CHERRY PICKER - NIGHT

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

ROONEY

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

VOICE (V.O.)

Negative, but the grid through Liberty is dark.

ROONEY

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

VOICE (V.O.)

-- come again?

ROONEY

No power, no comm cables. Stand by.

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

EXT. SALVAGE YARD ROAD - NIGHT

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

ROONEY

We got over a half mile of copper missing.

VOICE (V.O.)

-- that-- doesn't sound possible.

ROONEY

Lines are back up at M-38.

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

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

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

Then, thrown into the air: A CAR TIRE. It lands with a THUD. Rooney then uses the bucket controls -- MOVES BACKWARD AND UP -- a touch higher toward the transformer -- not exactly watching how close he is getting. He stops. Watches.

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

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

But so do the rummaging sounds. SILENCE, save for the eerie HUM OF POWER. He waits. Nothing. Wants a better view, so he begins to LOWER THE BUCKET.

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

Then we're in a LONG LENS CLOSE UP of Rooney as he SLOWLY DROPS -- TIGHT ON HIM as he's looking over toward the salvage yard -- and it takes us a minute to realize there's fucking SOMETHING BEHIND HIM -- SO BIG WE DIDN'T SEE IT -- COMING OUT OF THE SHADOWS -- IT'S GOT MUSCLE AND FLESH AND IT MAKES AN UNGODLY SOUND AND IT INSTANTLY GRABS HIM -- THE TRUCK ROCKS AS WE CUT INSIDE THE CAB OF THE TRUCK, LOOKING OUT THE WINDSHIELD -- KEEEEEEESH!!! IT SPIDERS AS ROONEY'S LEGS IMPACT THE GLASS AND SUDDENLY WE'RE IN A WIDE SHOT OF THE CHERRY PICKER, ROCKING BACK AND FORTH IN INCREASINGLY SMALLER MOVEMENTS, UNTIL THE TRUCK IS MOTIONLESS. Empty. Alone.

Then: NOISE -- and an AMPLIFIED VOICE:

MRS. BABBIT (V.O.)
I wanna know who took 'em.

INT. TOWN HALL - DAY

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

MRS. BABBIT

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

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

JACK

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

MRS. BABBIT

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

The town ERUPTS in agreement --

JACK

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

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

MR. MCCANDLESS

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

PUSH IN ON JACK, HEARING THIS --

JACK

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

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

MR. MCCANDLESS

-- it was like having my radio hi-jacked--
-- sure I do: 13201 to 13710,
15015 to 15048--

JACK

-- that must be very annoying--
- you don't know the frequencies off-hand, do you?
(pulls out paper, pen)

EXT. POLICE STATION - DAY

Jack hurries from the town meeting to the station --

WOMAN

Jack, all the tools in the garage
are gone.

JACK

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

DAVID

No, sir, I haven't seen him.

MAN

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

JACK

Hey Tom. Tom, have you seen Milner?

TOM

Have you tried his office?

JACK

Check his office.

MAN

The powers been out for days

Jack continues, into:

INT. POLICE STATION - DAY

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

JACK

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

ROSKO

No. What?

JACK

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

DANNY

Voice inverter, yeah.

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

ROSKO
 What is this?

JACK
 I think the Air Force is using
 unassigned channels--

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

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

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

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

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

INT. JOE'S ROOM - LATE AFTERNOON

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

JOE
 Oh gawd, I didn't clean up.

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

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

ALICE
 -- you made all these?

JOE

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

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

JOE (CONT'D)

This is the train they wanna destroy.

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

ALICE

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

JOE

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

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

ALICE

Euro Gray...

JOE

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

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

ALICE

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

It takes him a beat. Finally:

JOE

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

(beat)

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

Their tension INTERRUPTED BY an out of breath Charles:

CHARLES

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

JOE

We're sitting right here.

CHARLES

You gotta be the soldier.

JOE

I thought you were calling Evan.

CHARLES

Evan blew us off, he's a pussy.
 (to Alice)
 Excuse me.

ALICE

It's okay.

CHARLES

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

INT. POLICE STATION - JACK'S OFFICE - DAY

Jack with OFFICER TALLY (24):

JACK

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

OFFICER TALLY

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

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

OFFICER TALLY (CONT'D)

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

Jack is stunned.

INT. POLICE STATION - DAY

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

YOUNG WOMAN

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

OFFICER ROSKO

Alright. Now what does she look like?

YOUNG WOMAN

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

OFFICER ROSKO

Yes, I know what rollers are.

YOUNG WOMAN

She went to her car--

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

OFFICER ROSKO

Excuse me--

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

INT. POLICE STATION - DAY

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

MALE VOICE (V.O.)
 --zero-niner center opera -
 ocal position-- fangs out.
 Cop-- confirm, Operation
 Walking Distance is-- six-
 three-niner, retur--
 erations.

OFFICERS
 (AD LIB)
 Listen, that's Air Force.
 What are they doing
 transmitting on these
 frequencies? Maybe they don't
 want anyone to find em? Maybe
 they're not Air Force.

ROSKO
 What's he say? Operation what?

CLOSE ON--JACK:

JACK
 Walking Distance.

EXT. WOODWARD'S HOUSE - DAY

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

Military trucks surround the house. Hathaway is with a SOLDIER:

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

OFFICER JOE
 Military police investigation. It
 was a suicide.

DETECTIVE HATHAWAY
 Suicide? Who was it?

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

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

DETECTIVE HATHAWAY

What's this?

OFFICER JOE

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

Cary behind the camera, Charles beside him:

CARY

(quietly)

Are we gonna get in trouble here--?

CHARLES

(whisper-yell)

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

DETECTIVE HATHAWAY

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

OFFICER JOE

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

DETECTIVE HATHAWAY

Of course.

OFFICER JOE

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

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

INT. WOODWARD'S HOUSE - DAY

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

OVERMYER

Nothing so far--

NELEC

How much more is there?

OVERMYER

Sixty boxes in the basement, maybe more.

NELEC

What, more tax returns?

OVERMYER

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

But Nelec has seen something outside: THE KIDS.

NELEC

... the hell's that?

OVERMYER

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

Behind them, a WINDOW, showing the street, where Jack insists Joe get into the car. Nelec looks out -- sees Jack take Joe by the arm, grab the tripod and head to his squad car.

EXT. WOORWARD'S HOUSE - DAY

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

CHARLES

Joe.
(to Jack)
Hey, Mr. Lamb!

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

JACK

Get in the car.

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

CHARLES

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

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

NELEC

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

JACK

Why are your trucks sweeping the town?

NELEC

We'll be out of your way shortly.

JACK

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

This lands on Nelec.

JACK (CONT'D)

All right. We'll do it that way.

Jack heads off.

NELEC

Deputy.
(Jack turns)
Let's talk. Just not here.

Jack stops, turns to uncomfortable Nelec.

INT. SQUAD CAR - DAY

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

EXT. JOE'S HOUSE - DAY

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

INT. JOE'S HOUSE - DAY

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

JACK

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

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

JOE

We're not clear.

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

JACK

What'd you say?

JOE

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

JACK

Joseph Francis Lamb--

JOE

(erupting)

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

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

JOE
She's NICE to me!

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

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

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

Jack suddenly stops himself, realizing what he's saying. And
 to whom he's saying it. But somehow, in this moment, he can't
 be a better father than law officer. Not yet. More upset at
 himself than Joe, he heads out.

EXT. LILLIAN STREET - DUSK

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

EXT. CEMETERY - NIGHT

Joe sits, his back against his mother's grave. Holds her OPEN
 LOCKET, staring at it. He's just come here for comfort. But
 then -- a SOUND -- and Joe turns. Deep and low, in the
 distance. Joe is motionless. HEARS IT AGAIN. He stands, pulls
 out his flashlight -- aims the beam down ROWS OF GRAVES,
 toward the big CARETAKER'S SHED in the distance. Another
 INTENSE, LOW SOUND -- then a high pitch HIT, like METAL ON
 WOOD and Joe backs up, nervous. Another odd sound -- then
 ANOTHER -- which TRANSITIONS US TO:

EXT. MUNICIPAL AIRPORT ENTRANCE - NIGHT

Jack's squad car arrives at the abandoned airfield.

EXT. MUNICIPAL AIRPORT BUILDING - NIGHT

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

JACK

Hello--?

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

VOICE (V.O.)

Drop your weapons. Put your hands on the car.

JACK

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

VOICE (V.O.)

You're under military arrest. Drop your weapons.

JACK

WHERE'S NELEC?

INT. MILITARY MEDICAL ROOM - NIGHT

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

NELEC

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

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

NELEC (CONT'D)

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

(beat)

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

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

NELEC (CONT'D)

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

DR. WOODWARD

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

NELEC

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

DR. WOODWARD

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

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

INT. JOE'S ROOM - NIGHT

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

ALIE

-- are you-- were you sleeping?

JOE

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

ALICE

Yeah.

JOE

(beat)
Oh, you wanna come in?

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

ALICE
Power's still out.

JOE
Room's still messy.

ALICE
I was in bed, couldn't sleep.
(beat)
Thinking. I wanted to tell you something, before tomorrow -- Don't let Charles blow up your train.

Joe stares, amazed at her.

ALICE (CONT'D)
I don't think it's right, do you? I know he's your friend, but he's so bossy--

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

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

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

And the POWER RETURNS -- Joe's CLOCK LIGHT goes on behind him -- but more chilling, the PROJECTOR comes back on; the SILENT HOME MOVIE OF HIS MOTHER PLAYS. Joe crawls to the projector to stop it -- but:

ALICE
-- no, keep it-- please --

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

ALICE (CONT'D)
... is that her?

JOE

... yeah...

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

JOE (CONT'D)

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

(beat, lost in it)

... she used to look at me, this way... like really look. And I just... knew I was there. That I existed.

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

ALICE

He drank that morning. My dad.

(beat)

He missed his shift.

(beat, hard)

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

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

ALICE (CONT'D)

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

(hard beat)

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

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

JOE

Don't say that.

(beat)

He's your dad.

Just then, the SUPER 8 movie ENDS: the film FLIPFLIPFLIPS. Joe turns off the projector -- but a SOUND REMAINS. A sort of SHUDDER-HUM. Joe unplugs the projector, but the sound remains. Then they look: THE SHUDDERING IS COMING FROM THE CUBE HE TOOK FROM THE CRASH SITE, sitting on his desk.

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

ALICE

-- has this--?

JOE

-- no.

Joe opens a drawer, grabs a paintbrush -- he touches the cube -- the thing SHUDDERS ON ITS OWN.

They are amazed. They get LOW -- eyes at desk level -- the SHUDDERING INCREASES IN PITCH AND VOLUME -- he reaches out to touch it with his finger, but suddenly the cube BULLETS AWAY - - ACROSS THE ROOM -- AND BLASTS THROUGH THE WALL, LEAVING A FIVE-INCH HOLE IN THE WALL! She screams -- they both fall to the floor, STUNNED -- PUSH IN ON Joe, his heart pounding. He moves to the wall -- looks through the hole: in the distance, trees and the TOWN WATER TOWER.

INT. ALICE'S HOUSE - NIGHT

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

 LOUIS (O.S.)
Morning.

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

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

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

 LOUIS (CONT'D)
Sit down.

 ALICE
I should go to bed.

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

 ALICE
I don't want to sit down.

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

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

 LOUIS (CONT'D)
GO AHEAD, GO!

EXT. ALICE'S HOUSE - PRE-DAWN

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

LOUIS
ALICE!!! WAIT!!!

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

EXT. LILLIAN STREET - PRE-DAWN

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

INT. BUICK - PRE-DAWN

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

EXT. SHARP TURN ROAD - PRE-DAWN

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

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

Louis sees her, tries to stop, but can't -- and his car SLAMS INTO A PARKED CAR IN A VIOLENT, SUDDEN STOP!

EXT. LILLIAN STREET - PRE-DAWN

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

INT. BUICK - PRE-DAWN

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

EXT. LILLIAN STREET - PRE-DAWN

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

INT. BUICK - PRE-DAWN

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

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

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

EXT. LILLIAN STREET - PRE-DAWN

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

LOUIS
ALICE!!!

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

EXT. FIELD - NIGHT

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

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

EXT. LILLIAN, OHIO - EARLY MORNING

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

JOE (V.O.)
Why are you not reacting?

INT. OLSEN CAMERA AND HI-FI - MORNING

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

JOE
(emphatic whisper)
That thing went through my wall.

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

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

CHARLES
That's part of it! Juts a part!

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

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

Charles heads off -- Joe follows.

EXT. OLSEN CAMERA AND HI-FI - DAY

As Charles rides off with the film, Joe follows -- and we BOOM UP along the WATER TOWER as they go --

JOE
What's your problem?

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

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

CHARLES

Whatever.

JOE

We're still gonna finish your movie!

CHARLES

It's not about the movie.

JOE

What are you talking about? Of course it is.

CHARLES

Just forget it.

JOE

Why?

CHARLES

There's nothing wrong--

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

EXT. CHARLES' HOUSE - DAY

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

JOE

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

CHARLES

It's not about the movie.

JOE

Then what is it about?

CHARLES

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

JOE

What's obvious?

CHARLES

Gawd, you're a dumb ass.

Frustrated beyond belief, Charles goes inside. Joe follows.

INT. CHARLES' ROOM - DAY

Charles threads the film into the projector.

CHARLES

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

JOE

-- what?

CHARLES

Like Mr. Attitude all of a sudden.

JOE

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

CHARLES

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

JOE

What's your problem?

Charles ROLLS THE FILM, DIMS THE LIGHTS --

CHARLES

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

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

MRS. HATHAWAY

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

DETECTIVE HATHAWAY

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

THE FILMED SCENE CONTINUES as Joe and Charles argue:

JOE

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

CHARLES

Not so you could fall in love with her!

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

JOE

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

CHARLES

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

JOE

-- wait, you like Alice Dainard?

CHARLES

You're such an idiot.

JOE

(from Charles' movie)
Guys, look out!

They watch for a moment as the TRAIN CRASH HAPPENS -- but it's SO SUDDEN, SO FAST, the camera picks up almost nothing. Within a moment, the camera is on its side, filming the SETTLING DEBRIS. Charles moves forward, so the film is now partially BEING PROJECTED ON HIM.

CHARLES

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

JOE

We can make another train and blow that one up.

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

JOE (CONT'D)

I do like her. Sorry about that.

CJAR

Shut up. It's okay.

(beat)

That's not even what bothers me.

(beat, finally, sad)

It's that she likes you too. That really bothers me. I dunno...

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

JOE
... Charles...

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

But Joe has slapped Charles' arm, his eyes locked to the
screen -- Charles looks too -- AND NOW WE SEE IT: through the
BROKEN CAMERA LENS -- SOMETHING MOVES -- SOMETHING BIG --
FROM THE TRAIN CAR, THROUGH THE WRECKAGE -- what the hell is
it? TOO DAMN BIG -- MOSTLY OUT OF FRAME, ITS SHAPE AND FLESH
TOO BIZARRE -- we only see the LEGS as it clears frame --

CHARLES (CONT'D)
-- Joe, what the hell--?!

PUSH IN ON THEIR FACES AS THEY SEE THE ALIEN THEY'VE CAPTURED
ON FILM -- then from outside: AN AIR RAID SIREN RAMPS,
WHINING THROUGH THE TOWN. The boys look at each other --
afraid. QUICK CLOSE-UPS as they REWIND THE FILM AND RIP IT
OUT AND TAKE THE CANNISTER:

EXT. LILLIAN NEIGHBORHOOD - DAY

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

JOE
Mr. Harkin. What's going on?

MR. HARKIN
Evacuation! The fire!

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

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

PA VOICE (O.S.)

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

Other people in a panic, running to find others who are lost.
A LITTLE GIRL CRIES amid the madness.

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

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

INT. BUS - DAY

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

JOE

CHARLES

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

EXT. LILLIAN, OHIO - DAY

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

EXT. COUNTRYSIDE - DAY

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

EXT. GREENVILLE AIR FORCE BASE - DAY

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

INT. GREENVILLE AIR FORCE BASE HANGAR - DAY

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

CHARLES' MOTHER

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

CHARLES

They made us get on the bus.

CHARLES' MOTHER

Hi, Joe.

JOE

Hi.

(to Charles)

I'm gonna find my dad.

CHARLES

You gonna tell him about that thing?

JOE

Yeah.

CHARLES' MOTHER

Come back if you can't find him.

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

ARGUING MAN

-- I need to go back to my house, I left some medication that my wife needs--
-- no, we can't get it anywhere else, I need to go back--

ARGUING SOLDIER

-- sir, the town is sealed off -- no one is allowed back -- you can talk to the nurses here -- the town must stay empty until we've been given the all-clear--

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

INT. GREENVILLE AIR FORCE BASE HANGAR - DAY

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

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

JOE

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

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

LOUIS

It took her.

JOE

(long beat, sotto)
... what?

LOUIS

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

(crying)

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

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

JOE

... I believe you.

And Louis looks at him with hope --

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

It took Alice.

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

CHARLES

That thing took her--?!

CARY

-- are you shitting me?

JOE (CONT'D)

Guys, WE HAVE TO GO BACK.

They look at him like he's from Uranus.

CHARLES

Back where?

PRESTON

To do what?

JOE (CONT'D)

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

JEN

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

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

DONNY

-- we totally could.

JEN

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

DONNY

I totally am.

JEN

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

EXT. GREENVILLE AIR FORCE BASE HANGAR - DAY

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

DONNY

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

CARY

Where the hell are we going anyway?

JOE

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

The boys duck as SOLDIERS pass by.

CARY

What research?

JOE

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

DONNY

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

CHARLES

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

JOE

Why else are there padlocks on the
door?

(to Donny)

We're going to the school.

DONNY

When did this one get so bossy?

INT. MUNICIPAL AIRPORT ROOM - DAY

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

JACK

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

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

JACK (CONT'D)

Thanks for the hospitality.

INT. MUNICIPAL AIRPOT CORRIDOR - DAY

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

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

JACK

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

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

INT. MUNICIPAL AIRPORT BUILDING - DAY

BEHIND A SOLDIER as he RUNS through the dark building -- oh shit -- he comes to a stop, back against the wall -- but PUSH IN on his face: IT'S JACK, IN AN AIR FORCE UNIFORM. He is fucking scared; at least he's holding a rifle. He peels around a corner -- through a window, the tarmac: GUARDS, VEHICLES. Jack's eyes shift -- he spots an AIRCRAFT FUEL TANK. Eyes wild -- A METALLIC CLI-CHUNK AS HE UNSAFETIES THE RIFLE --

EXT. MUNICIPAL AIRPORT - DAY

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

INT. JEEP - DAY

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

EXT. COUNTRYSIDE - LATE AFTERNOON

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

Jack's mind races --

EXT. COUNTRYSIDE - LATE AFTERNOON

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

INT. DONNY'S CAR - LATE AFTERNOON

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

MARTIN

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

CARY

Hay Donny, this car is gnarly.

CHARLES

I was thinking about that too.

JOE

Maybe the classroom, but not the
dungeon.

CHARLES

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

MARTIN

Where's the dungeon?

DONNY

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

CHARLES

I don't care. Disco I guess?

DONNY

I could get back into disco.

JOE

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

DONNY

Dork. I saw it. Observe.

Donny YANKS the steering wheel -- he turns onto a DIRT ROAD --
the car RUMBLES away from camera --

EXT. MIDDLE SCHOOL - DUSK

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

DONNY

So what, I wait here like a douche?

JOE

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

EXT. MIDDLE SCHOOL - DUSK

A SHOT of the boys CLIMBING A FENCE.

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

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

CHARLES

Joe, let me try -- let me try.

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

As Martin grabs the tire iron:

CHARLES (CONT'D)

Joe, this is impossible, man.

Martin breaks off the LATCH -- BAM!

CHARLES (CONT'D)

--I loosened it for you.

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

JOE

Guys--

MARTIN

Look at all this junk.

CHARLES

He's got movies in here.

INT. MIDDLE SCHOOL HALL - DUSK

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

CHARLES

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

The boys BREAK A CLASSROOM DOOR WINDOW and enter.

INT. CLASSROOM - NIGHT - LATER

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

JOE

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

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

MARIN

Dude, check it out. Old Man Woodward.

CHARLES

Back when he was like Middle-Aged Man Woodward.

MARTIN

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

JOE

(to the movie)
What is this?

CHARLES

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

JOE

Cary, we got to find this thing.

CARY

Sorry.

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

DR. WOODWARD (V.O.)

JOE

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

-- that's him --

-- subterranean --

VARIOUS SHOTS of PHOTOGRAPHS AND DOCUMENTS: "UFO CRASH," "MAJOR NELEC IN CHARGE OF OPERATIONS," "TWO ALIEN BODIES, ONE LIVING," "RESTRAINTS USED," "EXPERIMENTS CONDUCTED" -- as Charles threads a FILM:

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

DR. WOODWARD (V.O.)

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

(MORE)

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

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

Scientist explaining something to a group of SENIOR OFFICERS. Among them, a 32-year-old NELEC.

Film JUMP CUTS to a HUGE REINFORCED LAB CAGE. Inside, sitting almost in a ball, IS THE MASSIVE CREATURE. Hard to see here. Another JUMP CUT as a SOLDIER offers a bucket of FOOD to the alien -- IT'S WOODWARD.

CARY

Guys, it's Dr. Woodward. Look.

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

CHARLES

Arh!

MARTIN

I can't watch that!

DR. WOODWARD (V.O.)

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

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

Joe stands and looks intently at the screen.

JOE

Woodward wasn't trying to kill it.

CHARLES
He was trying to help it escape.

Just then a MUFFLED SHATTER-CRASH --

MARTIN
 Did you hear that?

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

CHARLES	COMMANDO
<u>DON'T KILL US! PLEASE DON'T</u>	(calls on radio)
<u>KILL US!!! PLEASE DON'T KILL</u>	-- we've got civilians --
<u>US!!!</u>	minors-- four of 'em.

INT. DONNY'S CAR - NIGHT

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

INT. MIDDLE SCHOOL - NIGHT

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

CHARLES
 -- oh shit!

NELEC
 Search them.

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

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

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

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

JOE
 -- hey, no--

NELEC
 (to Overmyer)
 Move out.

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

EXT. MIDDLE SCHOOL - NIGHT

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

DONNY
 ... oh shit...

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

DONNY (CONT'D)
 Breaker breaker, requesting police backup, over?! Breaker breaker, is this the police channel?

INT. GREENVILLE AIR FORCE BASE HANGAR - NIGHT

Jack moves fast through the crowded evac area --

SOLDIER
 Staff Sergeant.

JACK
 Hi, how are you doing?

YOUNG KID
 Hi, Mr. Lamb.

JACK
 Shhhh.

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

JACK (CONT'D)
 Rosko!

OFFICER ROSKO
 Where the hell you been? What are you wearing--

JACK

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

OFFICER ROSKO

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

Off Jack's REACTION --

INT. GREENVILLE AIR FORCE BASE HANGAR - NIGHT

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

JACK

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

PRESTON

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

EXT. ROAD - NIGHT

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

INT./EXT. TRANSPORT BUS - NIGHT

ANGLE ON THE DRIVER as a RADIO CALL come in:

VOICE (V.O.)

(filtered)
Base Fortress requests ETA.

Nelec arrives, grabs the radio mike:

NEWS REPORTER

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

VOICE (V.O.)

Roger.

PAN as Nelec moves back -- we PUSH IN on OVERMYER, who sits near the front, putting on his DARK GLOVES. Nelec sits, which takes us to a shot towards the back of the bus -- another Airman, HERNANDEZ, 40, sits too. PUSH PAST THEM toward our four BOYS, sitting cuffed and seat-belted behind the dirty, wired SAFETY GLASS, all looking toward us, terrified.

CHARLES

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

CARY

I think we're gonna die.

MARTIN

No. They'd never do that.

JOE

-- guys-- I forced you to come with me... I'm... I'm so sorry.

(looks to Charles)

I'm so sorry...

CARY

I think they're gonna kill us.

CHARLES

(unconvincing)

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

Joe is suddenly hopeful:

JOE

... why--?

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

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

EXT. ROAD - NIGHT

The bus was hit SO HARD it rides for a moment ONLY ON ITS RIGHT TIRES --

INT. TRANSPORT BUS - NIGHT

The MILITARY DRIVER struggles with the wheel --

DRIVER
 -- HOLD ON. HOLD ON--!!!

CHARLES
 Was that the thing from the train?!

EXT. ROAD - NIGHT

The bus SLAMS BACK onto the road, LOUD -- A TIRE BLOWS! We
 MOVE AROUND THE BUS -- JUST MISSING SEEING THE CREATURE --

INT. TRANSPORT BUS - NIGHT

The kids panic as the HOBbled BUS STILL DRIVES --

CHARLES
 Was that it?! Oh my God!!!

MARTIN
 I can't see anything -- do you see
 anything?

JIE
 -- not yet --!

DRIVER
 -- Sir, I gotta pull over!

EXT. ROAD - NIGHT

HIGH OVERHEAD: the bus comes to a sudden SCREECHING stop.

INT. TRANSPORT BUS - NIGHT

Charles looks forward --

CHARLES
 Oh my God, guys --

Joe turns to see NELEC LOADING A RIFLE, straining to see out
 a driver's side window. Mayhem:

CHARLES (CONT'D)
 What's that gun --?

Cary, behind him, actually answers him:

CARY CHARLES
 Sako Bolt Action, 30-06
 (pronounced: thirty-aut-six) -- okay okay okay, I get it --
 Leathwood Art Scope--

Hernandez makes a radio call, Overmyer straining to see out the windows as Nelec locks and loads the unique ammo and moves to a driver's side window, tries to see --

HERNANDEZ OVERMYER
 -- repeat, contact with
precious cargo, thirty clicks -- sir, I do not have visual -
 from center of town, - Driver, can you see
 currently headed for Base anything?
 Fortress --

HERNANDEZ DRIVER
 -- send support immediately! No sir, nothing!

Despite his handcuffs, Charles desperately tries to unlatch his seatbelt with his shaking hands -- Cary sees this:

CARY
 Charles, what are you doing?

CHARLES
 I don't feel good about this --

PUSH IN on Cary, to CLOSEUP, looking PAST CAMERA, TERRIFIED --

CARY
 -- oh God -- guys --

THROUGH THE WINDSHIELD -- THE CREATURE EMERGES FROM THE DARK LIKE A GHOST THROUGH BLACK VELVET -- HIT BY THE HEADLIGHTS, IT ROARS AT SUCH A PITCH AND VOLUME THAT THE WINDSHIELD SPIDERS! It's out of the light and gone again -- PUSH IN ON NELEC -- newly terrified, he hands his TRACKING RIFLE to Overmyer:

NELEC
 Here. Tag it.

Overmyer is stunned for a moment, but hides it well:

OVERMYER
 Yessir.

NELEC
Open the door.

Reluctant as hell, for a tense beat, the Driver pulls the controls: the door HISSES LOUDLY as it opens.

In the back, the boys are all frozen for a moment, watching.

Overmyer moves for the door. Five feet away from the door, he stops, turns back to Nelec:

OVERMYER

Is there anywhere in particul--

KKKKRRRRRRASSHHH!!! THE THING REACHES IN -- SHATTERS THE DOOR -- the Driver SCREAMS -- the thing GRABS OVERMYER, who DROPS THE RIFLE -- IT FIRES -- the projectile HITS THE SAFETY GLASS IN FRONT OF THE BOYS AS OVERMYER, GRABBED, BLOOD IN HIS MOUTH, TRIES TO HOLD ONTO THE SEATS, REACHING FOR NELEC, WHO DOES NOTHING -- OVERMYER IS VIOLENTLY YANKED OUT OF THE BUS -- Joe IN SHOCK -- Behind him, Martin VOMITS.

NELEC

GET US OUT OF HERE, NOW! NOW!!!

(to Hernandez)

What kind of firepower do we have?

CHARLES SCRAMBLES to unlatch his seatbelt --

JOE

Charles! Maybe you should wait!

CHARLES

FOR WHAT?! ANOTHER MONSTER?!?!

BAAAM!!! The bus is SLAMMED SO HARD --

EXT. ROAD - NIGHT

The BUS IS PUSHED TWENTY FEET FROM SOMETHING ON THE OTHER SIDE -- THEN IT TIPS OVER AND CRASHES TO THE GROUND:

INT. TRANSPORT BUS - NIGHT

Windows SHATTER -- Charles and Cary -- seatbelts removed -- LAND ON JOE AND MARTIN! The THREE SOLDIERS hit the window-floor painfully -- Hernandez so hard he's INSTANTLY UNCONSCIOUS! THE BUS IS NOW MOTIONLESS ON ITS SIDE, OPEN DOOR UP. Nelec rises. Scared, but pissed.

The REAR WHEELS of the bus SCREAM in rotation -- we COUNTERMOVE with the creature as it COMES AROUND the other side, CLIMBS onto the exposed side -- METAL AND WINDOW CRUNCHES --

The boys gather their wits -- LIGHTS FLASHING HAUNTINGLY --

JOE
-- you guys okay?!

CHARLES
-- I wanna go home so bad --

Joe moves to the locked bulletproof glass door -- tries the handle -- but it's never gonna open.

On the OTHER side of the glass, Nelec rights himself, momentarily disoriented -- breathing heavily, he moves away from the bus door to the locked glass separating him from the kids; he tries the handle, but it won't open for him either.

And there is Joe and Nelec, face-to-face -- Joe seeing the fear in Nelec's eyes -- his understanding that this is his fate. Somehow Nelec takes this moment to look into Joe's face -- to silently -- in a look -- repent. Instantly, Joe knows he's about to watch this man's life end.

SMASH! Nelec turns -- the creature is BUSTING the bus door -- SMASHING AT IT -- to make it BIGGER. So it can get inside. The Driver's LEG IS CAUGHT -- he's trying to get out, but cannot -- is PANICKING -- as SSSSTAB!!! The creature KILLS HIM INSTANTLY and SMASH as again it tries to WIDEN the door. Nelec WINCES -- the only conscious man on this side of the glass; the boys COWER on their side, with each monstrous hit, all their eyes on Nelec -- except Joe, who only wants to get to Alice. He sees the SHATTERED BULLETPROOF WINDOW -- above them, on what has become the "roof" of the bus.

JOE
Up there, there's broken glass --

MARTIN
-- here, use me, I'm strong!

JOE
Lemme get on your shoulders!

CHARLES
I'm strong!

The boys struggle to get Joe onto Martin's shoulders as, on the other side of the glass, Nelec scrambles for Hernandez's fallen SEMI-AUTO RIFLE. He grabs it and scampers back to the glass as SMASH!!! Pieces of metal and glass BURST like ice chips as the creature violently WIDENS the bus door opening--

On Charles' shoulders, Joe can reach the shattered-but-thick window -- which he must HIT -- BREAK OPEN to get out -- essentially exactly what the creature is doing, in reverse.

Using both fists, Joe POUNDS the window. No give.

MARTIN
Harder!

CARY
Come on, you PUSSY!!!

With all his might, Joe hits the window again -- the SLIGHTEST sound of glass adjusting -- meanwhile, SLAM!!! The creature BUSTING the bus door -- PRYING it wider like a sardine can -- NELEC SITS AGAINST THE GLASS AND OPENS FIRE, FUTILELY, ON THE CREATURE. He makes a CALL on his walkie:

NELEC
 This is Nelec -- use the big guns.
 Whatever happens to me, you take it
 down, you kill him --

-- and he drops the walkie and FIRES AGAIN -- the LOUD GUNFIRE BARELY AUDIBLE behind the glass with the boys as Joe hits the glass again -- BAM -- a CRINKLING of glass --

CHARLES
You can do it!

Joe hits again -- so does the creature -- as Nelec RUNS OUT OF AMMO. That was never really hope anyway. Joe hits again and CRASH! The window SHATTERS! Glass chunks RAIN DOWN on the boys -- all covering their face -- Cary seeing the CREATURE STARTING TO ENTER THE BUS --

CARY
 Go! Joe, move!!!

With all the boys helping, Joe pulls himself up -- outside the bus, Joe peeks out -- the fucking creature -- its back to Joe -- just fifteen feet away, focused on the door -- and Joe strains to climb out here, onto the top-side of the bus.

And as the boys climb out, the creature climbs in -- first Joe, then Charles (AD LIB DIALOGUE WITH CARY AND MARTIN: "You gotta lose some weight --" "I know!!!"), Then Cary, and Martin last -- they all jump down to the dirt -- they hear SCREAMS and turn back for a moment --

Inside the bus, Nelec watches as the creature ENTERS THE TIGHT-FITTING BUS, SMASHING BENCHES, MAKING ITS WAY TERRIFYINGLY DOWN THE AISLE TOWARD HIM. And as the creature descends upon him, in the silence before the final lunge -- Nelec says, eerily quietly, terrified:

NELEC
 -- it was my turn once... to find
 you. Now... it's your t--

Before he can finish, the creature fucking ATTACKS -- and it would be horrible and brutal, if the BLOOD DIDN'T SPRAY UPON THE BULLETPROOF GLASS -- WHICH OUR CAMERA IS SAFELY BEHIND -- OBSCURING THE NIGHTMARISH VIEW.

In the field, a distance away, the boys watch the bus SHUDDER and SHAKE. Then... silence. They see the creature burst out of the bus -- then RUN OFF -- fast and stealthy, away from them in the overgrown grass, like a native hunter. Which, of course, is partly what it is. They're sort of stunned.

CHARLES

I just sharteezed a little.

INT. GREENVILLE AIR FORCE BASE HANGAR - NIGHT

Louis stares off, lost. Two AIR FORCE SOLDIERS arrive:

SOLDIER

You need to come with us, we have some questions for you --

LOUIS

-- what, is she... Is she dead--?

SOLDIER TWO

Just come with us.

Standing is hard for heartsick Louis, his legs so hurt -- suddenly JACK IS THERE, acting the role of Air Force:

JACK

Hey fellas, I've got orders from Colonel Nelec to personally transport this man to base.

SOLDIER

He's all yours, Staff Sergeant.

As the two Soldiers head off, Jack wraps Louis' arm over his shoulders, heads off in the other direction, as Louis looks him over, confused:

LOUIS

Where're we going--?

JACK

-- to find our kids.

On LOUIS' FACE -- a surprised glimmer of HOPE --

EXT. TRANSPORT BUS - NIGHT

Moments later, TIGHT on a POCKET -- Joe pulls out his MOTHER'S NECKLACE. WIDEN to see that he's taken the necklace from Overmyer's dead body. Cary holds up his backpack.

CARY
Got my fireworks back!

CHARLES
(who gives a shit)
Congratulations!

They turn: a car comes, fast -- PUSH IN ON JOE who studies the oncoming car, as behind him:

MARTIN
They're coming, man! I think we should go!

JOE
No--!!! No, look!

The car ARRIVES: It's DONNY. He gets out of his car, wild- and red-eyed, incredibly happy to see them:

DONNY
Ho ho!!! You dorks are alive! I didn't know...!
(finally sees the bus)
... what the FUCK?!

JOE
We need to get back to town!

DONNY
Hop in, man! But you should know: I am massively stoned right now.

JOE
You want me to drive?

Donny looks at Joe, like it hurts to think.

EXT. LILLIAN SUBURB STREET - NIGHT

The Catalina cruises fast through the deserted neighborhood --

INT. DONNY'S CAR - NIGHT

Joe drives, Donny is ASLEEP. Other boys in the back.

CHARLES

Joe, where are we going?

JOE

I saw something at the cemetery.
Woodward said it's subterranean-- I
think I know where it--

CARY

What's that? What are those sounds?

MARTIN

Guys, that sounds like guns!

CARY

(points to a tank)
What the hell is that?!

SUDDENLY, BOOM!!! A DEAFENING, CONCUSSIVE GUNBLAST! They're
LIT UP by what they see ahead: in the oncoming cross-street,
TANKS -- TWO OF THEM -- AND A ROCKET-LAUNCHING VEHICLE FIRE
AGAIN AND AGAIN AT SOMETHING WE CAN'T YET SEE! The boys COVER
THEIR EARS -- Donny awakens, but only for a moment --

CHARLES

TURN THE CAR AROUND!

Joe quickly turns left into a driveway -- but we PUSH IN
TIGHT ON HIM -- from the direction they just came are MORE
TANKS AND MILITARY VEHICLES -- Joe's eyes go wide -- they're
stuck. GUNFIRE CONTINUES!

JOE

We gotta go by foot--!

CHARLES

Where?!

JOE

Just follow me!
(nudges Donny hard))
Donny! Hey! Donny, wake up!
(Donny half looks at him)
We have to get out of here!

CARY

He's too stoned!

MARTIN

Drugs are so bad!

Joe and the boys get out of the car fast and RUN across the
street, zig-zagging between the enormous MILITARY VEHICLES --

EXT. NEIGHBORHOOD - NIGHT

SOLDIER

Sir, the weapons are misfiring!
Surface to air, radar -- all of
them! It's a mess out here, sir.

Soldier hurries off.

EXT. NEIGHBORHOOD STREET - NIGHT

Joe in the lead - they turn and look back -- a massive shot of the neighborhood under fire -- houses getting BLOWN TO SHIT in collateral damage.

An EXPLOSION HITS TOO CLOSE -- the boys SCREAM as they run BETWEEN HOUSES -- and WE TRACK WITH THEM -- four boys racing through a neighborhood under siege -- power GOES OUT -- and some explosions are much closer than others -- another BIG HIT and they go to a back door of a house -- and go inside --

INT. NEIGHBORHOOD HOUSE - NIGHT

-- they run in for cover -- they're silhouetted in this dark space by the EXPLOSION LIGHT emanating from the windows. They're all out of breath in a strange KITCHEN --

CARY

You guys see those explosions? They were huge.

MARTIN

-- whose house is this?

CARY

(he hands him a picture)
Kathy's. I got it off the fridge.

MARTIN

Kathy? Oh, Kathy's cool.

Another CRAZY LOUD AND BRIGHT EXPLOSION -- the light fixtures sway. Charles grabs a coke on the counter.

MARTIN (CONT'D)

Charles-- that's not yours--

CHARLES

-- what?! I'm thirsty and I'm
in a war zone!

Another fucking LOUD BLAST -- sound of GLASS BREAKING -- and the creature ROARING --

And there it is, in silhouette, moving past the bay window --
Joe realizes: where the creature is, so are the blasts:

JOE

Come on, guys, let's go. Come on!

Joe runs -- the others follow --

CARY

Where we going?

JOE

To the cemetery--

But as they get to the living room a HUGE EXPLOSION BLOWS OUT
A WALL! They all go down -- but Martin is in agony all of a
sudden -- his leg RIPPED by concrete. If there's good news
here, the creature has left this area -- the explosions
getting further away. But there's blood and Martin is in real
pain.

MARTIN

What happened to my leg? It hurts.

CHARLES

Oh shit, Martin, you gotta bone
sticking out of your leg!

CARY

There's a hole in the house!

CHARLES

Joe, gimme that thing on the
curtains!

Charles wants the tie around the curtains, still hanging on
the wall that now has a HOLE in it; MILITARY VEHICLES can be
seen driving past outside. Joe hands Charles the thick fabric
tie -- which Charles fashion into a tourniquet, wraps it
around Martin's leg, tight --

JOE

I'm gonna go find Alice-- you have
to stay with Martin.

Charles looks at Martin -- can't argue. Says, sincerely:

CHARLES

... you gonna be okay without me?

JOE

(a meaningful beat)
... yeah.

Charles nods -- Joe looks to Cary:

CARY
I'm not staying with the girls!

CHARLES
 God, Cary. Shut up!

CARY
 Calm down.

MARTIN
 Oh, my leg hurts!

JOE
 Come on, Cary, we gotta go.

Joe nods, determined, and he and Cary head off --

CHARLES
 This is going to hurt.

Martin screams.

CHARLES (CONT'D)
 I haven't even done it yet.

Joe and Cary run through the semi-demolished neighborhood, many houses shattered, some cars obliterated. The only lone figures in town.

EXT. CEMETERY - NIGHT

Joe and Cary stop, out of breath, at the graves.

CARY
 So what are we doing here?

JOE
 Just follow me.

CARY
 I've been following you for the last five blocks. What are we doing here?

Joe and Cary run through the graveyard and over to the CARETAKER'S SHED.

EXT./INT. CEMETERY CARETAKER'S SHED - NIGHT

They're out of breath -- they try ONE garage door, windows CAKED WITH DIRT. Stuck. The SECOND door. Dirt-caked windows. Stuck. The third is a barn door -- they try it: locked.

JOE

Help me!

CARY

Help you with what?

JOE

We need to get inside.

CARY

For what? What's in these windows?

JOE

Cary, help me.

CARY

It's dirt. Why is there dirt in these windows?

JOE

Help me, on three.

JOE/CARY

One, two, three.... One, two, three.... One, two three.

The two begin KICKING the door together -- on three -- one -- two -- CRASH! Again and again, until finally the door KICKS OPEN -- and they almost FALL INSIDE -- and thank goodness they didn't -- because -- and now we're looking STRAIGHT DOWN FROM INSIDE THE SHED -- the entire floor of the shed has been DUG OUT -- DROPPING FORTY FEET STRAIGHT DOWN, dirt PILED, caked along the sides of the structure. The boys catch their breath.

CARY

Whoa. This is scary.

JOE

You got any sparklers in there?

CARY

Are you kidding me?

Cary opens his backpack, whips out a Fourth of July SPARKLER. LIGHTS it with a lighter and DROPS IT IN. The thing falls far enough to tell them it's too far to jump.

But burning on the dirt floor of the nearly-dug hole, it lights up a TUNNEL at the bottom.

JOE

-- Alice is down there.

EXT. ROAD - NIGHT

A JEEP roars past.

INT. JEEP - NIGHT

Jack drives fast. Louis sits beside him. It's awkward. But not angry. Finally, vulnerable, scared and sad:

LOUIS

I came to your house that day. To tell you that I never meant to hurt anyone. Swear to God.

(beat, respectful tears)

I'm sorry, Jack. About what happened to your wife.

Jack looks at him for a moment, then back to the road. A beat. Finally:

JACK

... It was an accident. It was an accident.

Jack glances at him. A small nod of forgiveness and gratitude. Louis wants to cry again, but just accepts it.

INT. SHED - NIGHT

Joe begins CLIMBING DOWN the ROPE.

INT. CEMETERY SHED HOLE - NIGHT

Joe lands on the bottom. Dark as hell -- looks up -- at Cary climbing down into the hole -- the barn roof looming above him. Now Cry lands too. There are THREE POSSIBLE WAYS TO GO. Joe's mind races about which way to go.

CARY

Joe, I don't understand--

We HEAR a DISTANT RUMBLING -- like something far off, but MECHANICAL. Then:

JOE
Shhh. This way.

They begin their walk into the dirt tunnel, a TALL OVAL TUNNEL, TWENTY FEET TALL --

INT. TUNNEL #1 (W/FURNIURE) - NIGHT

We're SO FAR AWAY, that the screen is mostly black, with a small speck of SPARKLY LIGHT.

They come to an area LITTERED WITH THE STUFF OF A LIVING ROOM. They look up: ANOTHER HOLE LEADING DOWN, DUG STRAIGHT THROUGH A HOUSE. They continue, coming to an INTERSECTION -- where a NEW TUNNEL branches off.

INT. TUNNEL #2 - NIGHT

There's DIM LIGHT from up ahead, where the tunnel BENDS. The RUMBLING/MECHANICAL SOUND LOUDER now. Joe and Cary slowly move forward -- seeing something off-camera that scares and amazes them all at once.

IT'S A HUNDRED-FOOT DIAMETER, FORTY-FOOT TALL UNDERGROUND SPACE, FILLED WITH A MECHANICAL MARVEL -- A MASSIVE, BIZARRE CONTRAPTION COMBINING THOUSANDS OF MECHANICAL PIECES, FROM THE MISSING MICROWAVES, CAR ENGINES, ANTENNAS, AND COUNTLESS OTHER DEVICES -- WIRES AND CABLES HANG AND CONNECT EVERYWHERE, ALL LEADING TO THE DIRT CEILING, HEADING UP, TO SOMEWHERE ABOVE GROUND. THE THICK-WITH-FUMES SPACE CHUGS AND HUMS WITH A SLOWLY INCREASING PITCH, AS IT IT'S WARMING UP, GETTING READY TO FINALLY, ACTUALLY WORK.

They cross to the other side. Cary bumps into a HANGING SHERIFF PRUITT. Cary is about to scream, but Joe puts a hand on his mouth and leads him away from Pruitt.

CARY
It's Sheriff Pruitt.

JOE
I know. Cary look.

Makeshift HANGING BULBS provide some light; a number of other TUNNELS are visible from here, too. Joe and Cary look at the space in disbelief.

CARY
What is this?

JOE
We're under the water tower.

Then Joe sees something that makes him grab at Cary's shirt. Cary looks: THROUGH THE MASS OF METAL AND MACHINERY AND DANGLING CABLES, AT THE OTHER END OF THIS UNDERGROUND EXPERIMENT, IS THE CREATURE. HUNCHED OVER. BACK TO THE BOYS. AND IT'S SAVAGELY EATING SOMETHING. IT MOVES A BIT: WE SEE IT'S A HUMAN LEG. Joe and Cary would SCREAM if they didn't need to stay quiet. In a panicked WHISPER:

CARY

It's eating a person.

Joe moves away from Cary to get a better view of the other side of the machinery -- and there he sees, in an INSET section of the rock-wall, THREE HUMAN BODIES, HANGING LIFELESS FROM THEIR FEET, WRAPPED IN SOME KIND OF THIN SHELLAC. TIGHT ON JOE as he sees, among them, ALICE. His heart POUNDS, his resolve quadruples. Cary sees her too --

JOE

She's here. We're going to use your firecrackers.

CARY

I don't think it's going to hurt it, Joe.

JOE

There are other tunnels.

CARY

So?

JOE

I need you to make noise. Lots of it, right here, in two minutes. Make it loud and make it last-- gimme some sparklers.

CARY

(goes through his bag)
-- why-- what are you gonna do--?

JOE

(takes SPARKLERS and a LIGHTER from Cary)
Make sure you're gone by the time it blows: you can't be here, you gotta run.

CARY

Where are you going?

But Joe's already gone. Stay with Cary, who opens his backpack, starts pulling out his amazing array of EXPLOSIVES, glancing up to make sure he's out of the creature's view --

INT. TUNNEL #3 - NIGHT

MOVE FAST with Joe as he races, a LIT SPARKLER giving him his light -- the MECHANICAL RUMBLING all but gone now. Joe runs, looking for another way into the creature's massive space -- he finally finds another INTERSECTION -- he turns into it -- he disappears down the tunnel --

INT. TUNNEL #2 - NIGHT

Cary's made a long, insane pile of FIRECRACKERS -- he uses an OPEN M-80 and begins laying a SQUIGGLY, LONG LINE OF GUN POWDER back, away from the firecrackers -- away from the entrance to the creature's CONTRAPTION space.

INT. TUNNEL #4 - NIGHT

Joe races down the dirt tunnel, the SOUND OF THE MECHANICAL RUMBLING -- and its INCREASING PITCH -- getting LOUDER. The SPARKLER DIES as LIGHT BEGINS TO REVEAL JOE, who slows -- peers around the dirt tunnel bend -- he is now on the OTHER SIDE of the space. He sees the creature -- then looks across to the lifeless body of Alice. His heart sinks.

INT. TUNNEL #2 - NIGHT

Cary's done laying out the charges -- he pulls out his lighter -- FFFT! FFFT! The damn thing won't light --

CARY

-- come on-- damnit!

FFT! FFT! No go -- he keeps trying.

INT. TUNNEL #4 - NIGHT

Joe watches as the creature FINISHES WITH ITS MEAL AND HEADS FOR THE OTHER HANGING BODIES -- PUSH IN ON JOE, DESPERATE --

JOE

-- Cary, come on, come on--

INT. TUNNEL #2 - NIGHT

Cary frantically trying the lighter -- FFT! FFT! FFT!

CARY
-- damnit!!!

He looks up -- watches the creature GRAB AND PULL ALICE'S LIFELESS BODY DOWN FROM HER HANGING POSITION -- it moves with her to where he was eating the teacher -- Cary SHAKES THE LIGHTER, STARTING TO CRY AND HE FLICKS IT AND FFFFFTH!!! IT LIGHTS! HE TOUCHES IT ON THE GUN POWDER AND RUNS OFF --

INT. MECHANICAL CONTRAPTION SPACE - NIGHT

The creature PULLS AWAY the fibrous covering over Alice -- its TENTACLES SLITHER OUT.

INT. TUNNEL #4 - NIGHT

Watching this is horror, Joe's about to run in just as BABABABABABABAM!!! The creature JERKS UP from its almost-meal of Alice, looks toward the EXPLOSIVE SOUNDS, then LEAVES HER, quickly moving for the tunnel --

INT. TUNNEL #2 - NIGHT

The creature arrives in the SMOKE-FILLED TUNNEL, as the FIREWORKS FILL the tunnel with BRIGHT, MULTI-COLORED LIGHTS --

INT. MECHANICAL CONTRAPTION SPACE - NIGHT

Joe SPRINTS in, gets to Alice -- lightly slaps her face --

JOE
-- Alice, please -- please --
(nothing -- SLAP)
Alice, wake up!

Nothing -- so he fucking SLAPS HER FACE HARD and she suddenly INHALES SHARPLY, he eyes WIDE, terrified --

JOE (CONT'D)
Alice! You're alive! Can you hear me? Are you okay?!

She's CATCHING HER BREATH, nodding, looking at him, amazed --

ALICE
 What is this? What are you doing here?!

JOE
 I'm just-- doing the best I can to save you.

She GRABS HIM AND HUGS HIM TIGHT, teary and grateful -- during which -- quietly:

ALICE
 How did you know?

JOE
 Your dad. He told me. He was worried. And flipping out.

ALICE
 Really?

JOE
 -- we need to move--

But she breaks out of the hug and grabs his shirt, intense:

TINA (O.S.)
 Excuse me?

TINA, a 24-year-old , disoriented woman with curlers in her hair, wakes up.

TINA (CONT'D)
 Where are we?

INT. MECHANICAL CONTRAPTION SPACE - NIGHT

Joe and Alice have helped down one FAMILIAR FACE: SHERIFF PRUITT. They're out of breath, but their survival instinct has kicked in:

TINA
 I left my bag in my car. Then I went to my car to get my bag--

ALICE
 It's been experimented on for years. It's terrified and exhausted and hungry, it just wants to go home. When it touched me, I knew --

JOE
 Alice, help me get the sheriff
 down.

TIME CUT:

SHERIFF PRUITT
 Follow me. I can get us out of
 here.

JOE
 Sheriff, we came that way.

SHERIFF PRUITT
 Don't argue with me.

TINA
 Come on, kids, let's go with the
 sheriff.

Joe and Alice follow. They run into a tunnel. We PUSH IN ON THE MECHANICAL DEVICE -- the PITCH INCREASING MORE NOW -- AS IF IT'S ABOUT TO "FUNCTION" -- The creature returns and sees that the humans are gone. He takes off.

INT. TUNNEL #4 - NIGHT

Sparkler lighting the way, we're with Joe and Alice -- Pruitt and Tina behind them:

JOE
 Sheriff, I really think we're going
 the wrong way.

PRUITT
 We'll talk about it when we get up
 top.

They continue following Pruitt.

CARY (O.S.)
 Joe!

JOE
 I told you to get out!

CARY
 I thought this was the way out. I
 tried! Hey, Alice, welcome back--

PRUITT
 Kids, come on, we gotta go.

BUT HE'S LOOKING BACK AND HIS SPARKLER ILLUMINATES THE CREATURE THAT IS RIGHT UP AHEAD AND TINA SCREAMS -- THEY ALL DO AS PRUITT TURNS AND IS TAKEN, LIFTED HIGH, KILLED IN THE DARK AS THEY ALL TURN AND RUN -- PRUITT'S HORRIBLE SCREAMS terrifying as the foursome sprint in the opposite direction! After RUNNING HARD for a beat:

They haul ass, but after a long moment TINA IS GRABBED AWAY INTO THE DARKNESS!!! HER SCREAMS CONTINUE behind them --

They run and run and run, but then BOOM: they hit a DEAD END. A DIRT WALL. No more tunnels. No options. Out of breath, they turn -- but dare not go back toward the horrifying blackness. The only SOUND the sparkler, their erratic breathing and the DISTANT INCREASING PITCH OF THE CREATURE'S MECHANICAL DEVICE.

THE CREATURE IS THERE -- FORTY FEET FROM THEM, -- APPROACHING! ALICE SCREAMS -- SHE AND CARY MORE BACK AGAINST THE WALL -- AND THE CREATURE MOVES FOR THEM, BUT JOE YELLS AS THE THING PASSES THE FIREWORKS:

JOE

GO! YOU DON'T WANNA BE HERE, GO!

CARY

Joe, what are you doing?

IT KEEPS COMING -- PAST THE FIREWORKS, AMAZINGLY BACKLIT AS IT LUMBERS TOWARD JOE, DESPERATELY TRYING TO STAND GROUND:

JOE

WE UNDERSTAND! WE KNOW HOW HARD IT'S BEEN! BUT NOT EVERYONE IS HORRIBLE!

CARY

Joe, shut up, it's gonna kill you!

JOE

YOU'RE GONNA BE OKAY NOW!

AND IT GRABS JOE AND LIFTS HIM -- Alice and Cary SCREAM AS JOE IS BEING SQUEEZED -- HE LOOKS INTO THE GLOSSY BLACK EYES OF THIS BEAST, WHICH COULD KILL HIM AT ANY TIME -- but in this moment of fear comes something else. Simple truth -- he WHISPERS, SHAKILY:

JOE (CONT'D)

-- I know bad things happen-- bad things happen, but you can still live. You can still live, you can still live, you're gonna be okay--

JUST AS WE THINK THE CREATURE'S GONNA KILL HIM: A DISTANT MECHANICAL TONE -- THE CREATURE TURNS, ACKNOWLEDGING THAT SOUND -- THEN TO JOE AGAIN. IT CONSIDERS HIM. ITS EYES' COVERING PEELS AWAY -- REVEALING HUGE, WET, VULNERABLE EYES. AND THE THING LOOKS AT HIM. REALLY LOOKS AT HIM. In a way, as you imagine his mother once had. And Joe feels this too. AND AFTER A LONG, SCARY BEAT, THE CREATURE SETS HIM DOWN. Joe backs up as the creature TURNS FAST AND SPEEDS AWAY. JOE IS STUNNED. SHOCKED RELIEF. ALICE AND CARY, TOO --

CARY

Okay, wait a minute, WHAT?!

Then, over the HIGH-PITCHED MECHANICAL SOUND comes RUMBLINGS -- like THUNDER from above -- and the three LOOK UP --

EXT. LILLIAN, OHIO - MAIN STREET - NIGHT

The kids round a corner -- ON MAIN STREET, COUNTLESS METALLIC OBJECTS -- ANYTHING METAL AND LOOSE -- has been INVISIBLY DRAGGED -- FLOATING -- toward the WATER TOWER -- at different speeds and with different personalities, metal objects BULLET TO THE TOP OF THE TOWER AND STICK THERE.

Suddenly, THE DINER WINDOW SHATTERS as a STOVE RIPS THROUGH IT -- we PAN WITH IT as it TUMBLES TOWARD AND UP THE WATER TOWER! HUNDREDS OF OBJECTS move past them -- from bicycles to silverware and sinks! DISHWASHERS AND TVS SMASH THROUGH THE TOWN'S APPLIANCE STORE WINDOW -- A TV FLOATS, UNPLUGGED, PAST THE KIDS -- AND IT IS ON -- AND SHOWS AN EPISODE FROM THE TWILIGHT ZONE -- all things eventually SLAMMING into the WATER TOWER, the objects BEGINNING TO CRUSH TOGETHER, FORMING ONE DENSE METALLIC MASS!

BAM! BAMBAM! Sounds like GUN BLASTS -- the KIDS TURN: behind them are the RED CARGO CONTAINERS -- ONE BY ONE those cubes BURST THROUGH THE CONTAINERS: BAM! BAMBAMBAM! BAMBAM! And they SLAM INTO THE WATER TOWER -- AND THEY BEGIN TO FORM AN ODD, HUGE CRESCENT SHAPE ABOVE THE TOWER! Alice is crying -- laughing at seeing it work --

CARY

-- what's he doing...?

JOE

... he's making a model.

AGAIN and AGAIN, pieces FLY OVERHEAD, beginning to FORM WHAT IS CLEARLY AN ALIEN CRAFT -- LIGHTS BEGINNING TO ILLUMINATE FROM INSIDE as it continues -- ONE OF THE SPOTLIGHTS ILLUMINATING A JEEP THAT HAS JUST ARRIVED: JACK GETS OUT. HE SEES JOE. JOE IS SURPRISED TO SEE HIM -- ALICE CONCERNED.

BUT THEN THE KIDS ARE BOTH INCREDULOUS TO SEE JACK HELP LOUIS OUT OF THE JEEP -- THE TWO MEN MOVE THROUGH THE DEBRIS IN THE STREETS, STUNNED AT THE ACTIVITY SURROUNDING THEM, BUT FOCUSED ON THEIR CHILDREN; A TUMBLING TYPEWRITER ALMOST TAKES OUT JACK, BUT HE AVOIDS IT AS IT SHOOTS UP TO THE WATER TOWER.

JACK GETS TO HIS SON -- HOLDS HIS SHOULDERS -- LOOKS DEEPLY INTO HIS EYES, TOUCHES HIS FACE AND EMBRACES HIM --

JACK

-- I got you. I got you.

LOUIS, CRYING, DESPERATELY SORRY -- AND SHE SEES THIS IN HIS SAD, WOUNDED FACE -- SHE HOLDS OUT A HAND -- HE TAKES IT AND PULLS HER INTO AN EMBRACE, HUGGING HIS DAUGHTER DESPERATELY.

BEHIND THEM, THE SHIP CONTINUES TO TAKE SHAPE, ALMOST FULLY-FORMED -- but here, as he is being hugged by his father, Joe LOOKS DOWN: SOMETHING IN HIS POCKET IS MOVING -- he considers it, confused for a moment -- but he reaches in and pulls it out. HIS MOTHER'S NECKLACE -- and he holds the chain, but the LOCKET PULLS TOWARD THE WATER TOWER -- wanting to go.

Joe knows what this means. He looks up at his father, who also understand. AND THIS IS WHEN WE GO INTO SLOW MOTION -- FROM HERE UNTIL THE END. After a long beat, Joe HOLDS THE NECKLACE UP, toward the tower -- the thing PULLING... TEARS in Joe's eyes as he looks up at it -- not wanting to let go, but knowing he must. Jack, heartsick, watches his son, on the verge of letting go. Alice watches Joe, on the verge of tears -- except Joe just can't bring himself to do it, not now, not ever. But then something happens.

Pulled by the invisible force, THE LOCKET POPS OPEN. And we see what's inside. A PHOTOGRAPH of Joe's MOTHER. A young woman, HOLDING HER ONE SMALL BABY. And Joe looks at his mother -- and in this moment, she at him and Jack's eyes suddenly WELL WITH TEARS -- Alice, too, tears streaming down her face and finally Jack reaches out -- and puts his hand on his son's shoulder -- which was all Joe needed, really.

And finally... after all... JOE LETS GO. OUR SCORE SOARS AS, IN SLOW MOTION, the necklace SHOOTS ACROSS THE MAIN STREET UP TO THE WATER TOWER!

AND WHEN IT HITS, THE ENTIRE TOWER IMPLODES FROM PRESSURE -- A FIREWORKS-LIKE EXPLOSION OF WATER BURSTS AND SHOWERS THE STREET AS THE MAJESTIC SHIP COMPLETES ITS FORMATION -- and that's when Joe sees the CREATURE, LEAVING -- CLIMBING UP THE WATER TOWER AND ENTERS HIS SHIP -- AND IT BEGINS TO LIFT. AS IT TAKES OFF, THE WEIGHT OF THE TOWER IS TOO MUCH: IT COLLAPSES INTO MAIN STREET.

THE SHIP RISES SLOWLY INTO THE SKY -- ITS PURE WHITE SPOTLIGHTS FINALLY SCANNING THE GROUND BENEATH IT -- LILLIAN, OHIO -- EARTH -- A PLANET IT IS FINALLY LEAVING --

INT./EXT. HOUSE - NIGHT

And we PUSH IN on Charles and Marin, who watch, amazed, as the distant light RISES INTO THE SKY --

EXT. DRIVEWAY - NIGHT

And we PUSH IN as DONNY SLEEPS, the REFLECTION OF THE RISING SHIP seen in his windshield --

EXT. LILLIAN, OHIO - MAIN STREET - NIGHT

Joe and Alice, Jack, Louis and Cary watch, amazed, as the ship disappears into the night sky, we are TIGHT ON JOE'S HAND, as it takes ALICE'S.

And looking skyward, Joe smiles.

As our SCORE SWELLS, we finally...

FADE TO BLACK.

THE END