UNDER THE STUDIO LOGO:  

*  

The sound of crickets and a gentle breeze... then the unsettling mewls of a cow in distress.

EXT. HASKEL FARMHOUSE - NIGHT

A dim light flicks on inside an old, rundown Tennessee farmhouse as the cow's cries intensify. Inside, we see the silhouette of a man getting out of bed.

We come in closer...

INT. HASKEL FARMHOUSE - NIGHT - CONTINUOUS

We never actually see the face of the farmer JOHN HASKEL (41), who is fit for his age, as he grabs a well-worn shotgun off of the wall.

    MYRA HASKEL (O.S.)
    (groggy)
    You be careful, ya hear? Don't you go get hurt--

    JOHN HASKEL
    It's just them damn kay-otes again... I'll be right back.

John purposefully steps out the back screen door of the house, and we follow.

EXT. HASKEL FARMHOUSE - NIGHT - CONTINUOUS

Thunder rumbles in the distance as we hear the trees and grass rustling uneasily. It's eerie. John heads toward the barn, which looms ahead in the moonlight.

The cow's cries suddenly escalate to blood-curdling SCREAMS that sound almost human. He COCKS his shotgun as he walks.

Behind the barn, we see a large, menacing wall that stretches far into the distance. Looking like the Berlin Wall, only bigger, it is silhouetted by a brief flash of heat lightning.

Haskel picks up the pace... and as he approaches the barn he stops; we immediately see why:
One of the barn's walls looks like it's been blasted with dynamite. Large wood splinters are scattered across the ground, all pointing toward the 15-foot hole that's been smashed through the wall.

Suddenly, it's very quiet. The cow's screaming stops. The crickets have stopped. The wind has stopped. Haskel finally realizes something is very wrong--

A MAN darts across the lawn and off into the woods.

    JOHN HASKEL
    Hey!!

No response but the sound of crackling branches as the man bounds through the woods.

Tentatively, Haskel walks up to the hole in the wall, and we see his face for the first time as he gasps in horror.

He falls to his knees. We don't see what he's seeing, but we do see blood -- lots of it -- splattered across the wall he's just walked through.

Haskel doesn't notice as something HUGE looms just outside the barn behind him. Whatever it is STOPS for an agonizing moment, SEEING HIM, before --

TITLE CARD:

FEAR COUNTY

INT. BARBER SHOP - DAY

Clean, crisp SNIP SNIP of hair. JEB SWEENEY (13), a goofy looking, lovable kid who's the definition of adolescent awkwardness, is getting his hair cut. Behind him, a group of old men, GREG (late 60s), BUD (72), EDDIE (70), and MACK (82) sit around, chewing the fat.

This is a good old-fashioned 50s barbershop, right off of Main Street, USA.

    GREG
    Well, I'll tell ya what I heard --
BUD
-- and you'll make the rest up...

The guys laugh heartily. CHUCK (60s), the man cutting Jeb's hair, speaks up:

CHUCK
Bud, would you shut it for a second? I wanna hear this.

Mack gives Bud the stinky eye. They all shut up and listen, especially Jeb, who is eager to hear this.

GREG
All right. Now. I heard that John found some real big markings out in the mud by his barn, but it wudn't no tire marks; didn't nobody bust a car through there or anything like that. Whatever tore up Buttercup was a critter.

BUD
Yeah. I bet it was a huge-ass dinosaur. Came along and decided to have some steak.

EDDIE
Dammit, Bud, Greg might not be makin this up... I heard somethin, too...

BUD
Yeah? Who'd you hear it from?

EDDIE
John Haskel...

BUD
Yeah? Was it this mornin? At the grocery? When he was drunk as a skunk?
EDDIE
(looks down)
...Yeah... but he says he's got proof... says we could go over to his barn and see for ourselves.... and that there ain't nothin left of the cow but a skeleton. And then there's the markings in the mud.

BUD
Okay, so maybe, drunk as he was, he was telling the truth, but that coulda been a bear, you know. I heard they spotted one over in Bedloe County last summer. Or maybe somethin from the circus--

Mack, by far the oldest of the bunch, who has said nothing so far, finally sits up and cuts Bud off:

MACK
Bud, I knew you were stupid, but I didn't know it was all of you.

The room goes silent as they all turn to Mack.

MACK (CONT'D)
This doesn't sound familiar to any of you?
(dumb stares from the men)
Jesus Christ. This is exactly what happened in '32.

Chuck stops cutting Jeb's hair.

CHUCK
You mean... Jack Gallow?

The entire shop goes silent.

MACK
Well what do you think? The first kid he ate--
GREG
(nods toward Jeb)
Eaaasy--

MACK
No. He's old enough to hear this.
Hear me out. The first kid he... took... lived where?

EDDIE
Hell, Mack, that was twenty years ago.

Mack gets up and goes to the farthest wall, where a political map of the town hangs, labeled PIKESVILLE, MANGRUM COUNTY. The far right of the map is completely BLACKED OUT. Mack points to a spot bordering the blacked-out area.

MACK
It was here. We all know where Jack Gallow came from, and if what John Haskel says is true -- and I bet my left nut that it is -- then whatever tore up his cow--

BUD
--Buttercup--

MACK
Whatever tore up Buttercup came from the same place.

JEB
You mean Fear County?

Everyone turns to Jeb.

CHUCK
Boy, you know we don't talk about that--

MACK
Ahh, hell. Jeb, that's exactly what I mean--
CHUCK
I think it's time you go on home now. Help your grandmother out.

Jeb starts to protest, but--

INSERT SHOT: The men all staring at him solemnly.

Jeb hops off of his stool and hands his money to Chuck.

EDDIE
You tell your grandmother our prayers are with her, will you?

JEB
Yes, sir.

Jeb heads for the door. As he leaves:

BUD
Oh, and, uhh... I hope your daddy gets better... I'm sorry about what happened.... it's a real tragedy--

JEB
Just stop.

Jeb leaves sullenly. All of the men except for Mack gather at the front window and watch him go.

GREG
(to Bud)
Well, you sure know how to cheer a boy up.

BUD
It's a damn shame. Whadaya reckon's gonna happen to him when Lucille dies? Lord knows his daddy can't take care of himself, not after--

MACK (O.S.)
Enough about that. That's their business. We got our own situation.
The gang turns around, where Mack is staring intently at the map on the wall. As we slowly dolly in on the map—

MACK (CONT'D)
We better call Sheriff North.

-- We see that the blanked-out space is labeled **FEAR COUNTY**.

EXT. MAIN STREET - DAY

Jeb walks down the street of a town that looks like it's straight out of a Norman Rockwell painting. 50s Chevies, Mercuries, Nashes, Studebakers, and Lincolns line the street. The town may be small, but it sure is busy. On a beautiful day like this, everyone gets out and about.

The only thing off about it, though, is that it's all under the shadow of the massive WALL, off in the distance.

Jeb goes to an ice cream stand, fishes out a nickel, and slides it under the window. The man behind the window takes it.

**ICE CREAM MAN**
The usual?

Jeb glances to the side, where we see a gaggle of girls emerge, led by a blonde knockout-in-the-making who looks like she's about Jeb's age.

**JEB**
No. I'm getting something different. I want a double-scoop of chocolate, please.

**ICE CREAM MAN**
Ooh, boy, your grandma would have two fits and a bad spell if she heard you were gettin this much chocolate before supper.

**JEB**
It's not for me.
The ice cream man shrugs, scoops out the ice cream, and hands it to Jeb.

JEB (CONT'D)
Thank you, sir.

Jeb promptly marches the ice cream over to the girls, who don't notice him. They're all hunched together, whispering and giggling.

JEB (CONT'D)
Uhh... Mandy?

None of the girls hear him. The ice cream starts to run down Jeb's hand -- it's summer and it's melting fast.

JEB (CONT'D)
Mandy?

One of the girls notices him and gestures to the blonde knockout-in-the-making, MANDY NORTH (14), who turns and regards Jeb with cruel amusement. Jeb only stares at her. This is truly awkward.

MANDY
Well? You just gonna look at me?

JEB
Uh -- I got you some ice cream.

Mandy starts to blush, but hides it as her friends all snicker cruelly.

BITCHY FRIEND
Ice cream? What's she gonna do with ice cream? That's for kids.

OTHER BITCHY FRIEND
Yeah, don't you have Lincoln Logs to go play with?

Another laugh from the girls... except for Mandy, who doesn't seem to share the same cruel streak as her friends. Jeb notices.
JEB
Mandy...?

Mandy looks eagerly at the quickly-melting ice cream, then back at her friends.

MANDY
(ashamed)
I-- it would just get on my dress.

JEB
Well, I was... gonna eat it myself anyway--

He goes to lick it himself, and the entire thing just falls off of the cone and PLOPS into the dirt. This is the last straw -- the girls just erupt into laughter, unable to contain themselves. They walk off, leaving Jeb to stand there holding his empty cone.

He doesn't see Mandy look over her shoulder at him, wanting to go back to him.

EXT. BARNYARD - DAY

Jeb is on the outskirts of town. As he passes a farmhouse, he hears a big bray of laughter come from behind a barn.

Jeb's eyes widen and he sneaks around the house, nervously looking out for whoever lives here.

EXT. BARNYARD - DAY - CONTINUOUS

Behind the barnyard he finds his father: SAM SWEENEY (45), a massive, athletic man. He's wearing overalls that reveal massive tree trunks for arms. His eyes don't quite understand the world around him.

He's hunched over a nest of mice in a crate, smiling vacantly as they squirm about. Jeb watches him sadly from behind.

JEB
Sam.

But Sam only continues to smile vacantly.
JEB (CONT'D)
Sam.

Sam turns to his son. Not a hint of recognition.

JEB (CONT'D)
We gotta go home, Sam.

Sam clumsily tries to scoop up the hay that the mice are nesting in.

JEB (CONT'D)
No. We can't take them home. They stay here.

FARMER (O.S.)
The hell is goin on here?

A lean, tall man with a lone crop of hair on his head is crossing the farmyard with a hoe in hand.

SAM
I found some mouses!

His voice is childlike; it doesn't fit the huge body it comes from.

FARMER
So that's where the bastards have been hiding.

The farmer moves toward the mice with the hoe. Jeb tries to intervene.

JEB
Wait--

FARMER
(shoves Jeb aside)
Move.

JEB
No! Wait!
We hear a loud SNAP and a SQUEAL as he viciously slams his hoe down on the mice over and over again.

SAM
Stop it!

The mice squeal, and Sam squeals even louder as he breaks down into childish sobs, collapsing to the ground as he watches the entirety of his world get hacked apart --

-- But one mouse has escaped. Terrified, it scampers away from the hay and toward Sam, who crawls toward it.

SAM (CONT'D) (CRYING)
That's right! That's right! I gotcha safe! I gotcha safe--

But he doesn't. When the mouse is only inches from Sam's outstretched hands, the farmer's massive boot STOMPS down, crushing the little mouse.

Sam WAILS, crying inhuman sounds, rolling on the ground.

JEB
Sam, we gotta go now.

Sam scoops up the bloody remains of one of the mice and cradles them to his massive chest.

SAM
NO! Gotta bury 'im... gotta bury--

But he's crying too hard to speak. Jeb gently puts his arms around him and helps him up. He takes his father by the hand.

FARMER
You must be Jeb Sweeney. Yeah, I guess they weren't jokin when they said that your dad got turned into a retard--

JEB
He's not retarded! He's a war hero, you... you asshole.
Jeb and Sam head for the street. The farmer follows them.

FARMER
I'll tell you what we did with the retards when I was your age... I gotta twelve gauge in the garage. He won't feel a thing...

The farmer's words follow Jeb out to the street, where he finds the gaggle of girls on the other side, watching as he leads his crying father away. As the girls snicker, it's obvious that Jeb is close to crying as well.

What he doesn't notice is that, behind his back, Mandy is the only girl who isn't snickering. In fact, she looks heartbroken.

INT. SWEENEY FARM HOUSE - DAY

Jeb sits at a stool at the counter, eating a piece of pie. His good-natured grandmother, LUCILLE (77), stands across from him. She is skinny and sickly looking -- even for her age.

Behind them, Sam absentmindedly winds a music box, totally engrossed in its tune. This would look comical if it weren't completely depressing.

JEB
...and he killed them... while dad was watching... he didn't even care...

LUCILLE
Jeb, your father will be fine. I promise.

She looks at Sam.

LUCILLE (CONT'D)
He's already forgotten.

JEB
Is there anything I can do? To help him... remember me?
LUCILLE
Just pray. And hold his hand. Let him know you're there. Your father may not recognize you, but he loves you. I promise. You go on outside and play now -- just give your granny a hug first.

Jeb comes over and hugs her. He's getting old enough that this is kind of awkward for him. As soon as Jeb is out of sight, Lucille buckles, out of breath. She makes it to one of the stools and collapses into it, exhausted.

EXT. HASKEL FARMHOUSE - DAY

SHERIFF EDWARD NORTH (45), a clean-shaven, all-American man who will live in Mangrum County his entire life, stands hunched over the strange markings in John Haskel's yard, outside his barn.

John and Myra Haskel are there. A few rubberneckers have shown up as well, including Chuck and Bud from the barbershop.

Mandy sits to the side, looking bored.

CHUCK
So what's the word, Sheriff North?

NORTH
The word? The word is go home and do something useful with your time. Make an omelette. Take out the trash.

CHUCK
You're real cute. Now how bout you tell just why the hell you've got Haskel's barn taped off like a murder scene?

North looks to John Haskel, who nods his head.
NORTH
Well, truth is, we think that there may have been foul play.

JOHN HASKEL
No shit.

NORTH
You know what I mean. My guess is that some teenagers were drunk, or—
(to someone OS)
STOP WALKING RIGHT NOW OR I'LL HAVE YOUR ASSES THROWN INTO THE JUVENILE DETENTION CENTER BY SUPPER!!

REVEAL: Two terrified youngsters stand like deer in headlights several feet away. They are frozen red-handed, trying to slip under the yellow tape. They slowly start to back away.

NORTH (CONT'D)
(to Chuck)
So you get the idea. Just keeping the scene safe from the public.

BUD
Right. Next time one of my animals dies I'll give you a call.

Chuck and Bud leave, clearly not buying North's story. North turns back to John and Myra, about to speak to them—

MANDY
Daddy, I'm bored...

North turns to her and softens.

NORTH
We'll be gone in a minute, sweetheart. Just don't go anywhere where I can't see you.

He glances toward the torn-up barn nervously.
EXT. WOODS - DAY

Three dark figures watch Jeb walk in the creek below them. The two shorter guys are DANNY BOONE (15) and his identical twin DON.

As Jeb passes below, the tallest one gives a signal and the twins jump down into the creek bed, one in front of Jeb, the other behind.

DANNY
Hiya, Jeb.

Don shoves him from behind. Danny spins him around.

DON
It's been a while, Jeb. We've been missing you in shop class. Bet you feel real special in your bullshit honors classes. What's the one you're in now?

JEB
It's uh-- it's called --
"Literature from Britain--"

DANNY
Idn't that a fancy way of sayin
"English from England?"

Don buckles in laughter.

DON
English from--! Danny that's pretty good! That's FUNNY!!

TROY (O.S.)
Would you two shut up?

REVEAL: TROY JENKINS (17), a pimply teenager whose hair looks like it was cut by an epileptic with a chainsaw. He and the Boone Twins have stupid faces that promise nothing but futures as factory workers.
Troy holds a gigantic squirming beetle. He slowly approaches Jeb.

TROY (CONT'D)
Jeb, you are here at a particularly opp-or-tune moment. The boys and I have been having ourselves a townhouse debate. On one side, Danny and myself believe that, if dropped down someone's throat, a bug might be able to survive for a while, crawl around -- maybe even crawl back out.

DANNY
We do?

TROY
Ab-so-lutely. Don believes that it would die. Right, Don?

Don shrugs. Whatever.

TROY (CONT'D)
So, we're gonna have an experiment.

Jeb realizes where this is going and tries to bolt. Danny nonchalantly sticks out his foot, and Jeb faceplants into the mud.

TROY (CONT'D)
Get him.

Don pulls Jeb out of the mud by the hair. Jeb tries to yell. Danny holds his mouth open as he struggles.

Slowly, Troy approaches with the beetle. Jeb can see all those kicking legs...the bug actually CHIRPS as they close in on Jeb's mouth...

ROSCOE (O.S.)
Ya know, where I'm from, we at least fry em up first.
REVEAL: ROSCOE LEDBETTER (68), an older black man. He is filthy, wearing galoshes that protect him from the mud he's in.

We'd be relieved to see him standing there if we didn't recognize him as THE MAN IN JOHN HASKEL'S YARD IN THE FIRST SCENE. Shit. The boys look at each other nervously.

   TROY
   Who let you off the plantation?

Not even the twins laugh at that one. Roscoe approaches them slowly, solemnly locking eyes with Troy, his galoshes squishing into the mud with each step.

   ROSCOE
   I can save you time and tell you that the bug will surely die. So how about you just go ahead and set it down, right by that snake behind your left foot.

Troy whips around, looking for the snake that isn't there. Roscoe snatches the beetle from his hand and drops it down Troy's shirt.

Troy hops about, slapping his back.

   TROY
   GETTI OFF ME!! GETTI OFF!!

Roscoe wastes no time musing over Troy, who is now writhing on the ground. Slowly, Roscoe produces an even BIGGER beetle, seemingly from out of nowhere, nastier than a Mexican Cockroach.

With his other hand he pulls Jeb away from the twins, who offer no resistance.

   ROSCOE
   Now which one of you boys wants the first bite? One eats its head. The other eats the rest.

He holds the huge thing up.
Danny and Don bolt away as fast as they can.

Behind Roscoe, Troy has composed himself again and is about to swing a large stick he's found at Roscoe's head, but before he can, Roscoe throws the beetle in his face without even turning around.

Troy collapses to the ground again as the thing latches to his face. As Troy writhes on the ground, Roscoe slowly, methodically walks and stands over him, then gently pulls it off of him.

Troy stands up, ready to fight, and then decides better of it. Roscoe calmly stares him down, and Troy scurries off.

Roscoe turns toward Jeb, who is just as afraid of him.

A brief moment of tension as this frightening man studies Jeb closely. They're alone now. He slowly walks toward Jeb, who tries to back away.

We get more and more worried for Jeb as he approaches, then:

    ROSCOE (CONT'D)
    Are you okay?

Jeb nods.

    ROSCOE (CONT'D)
    What's your name?

    JEB
    I'm Jeb. Jeb Sweeney.

Roscoe flashes a warm, gentle smile that spreads up to his eyes.

    ROSCOE
    Pleased to meetcha. Name's Roscoe Ledbetter, though it's been a while since anyone used my last name.

Light dawns in Jeb's eyes.
JEB
I thought I knew you from somewhere. You're that guy who sets up shop down on Willow and Main. You play guitar and beg for money.

ROSCOE
Never begged a day in my life, son. No, I've always given a fair share of entertainment in return for a man's nickels and dimes. Do those boys always treat you like that?

JEB
Well, that was the first time that they've ever tried to do that, but--

ROSCOE
But it ain't the first time you've bumped shoulders with them, is it?

Jeb only shakes his head, embarrassed. Roscoe chuckles.

ROSCOE (CONT'D)
"Man is not but a prisoner of his time and place."

Over Jeb's head. Roscoe chuckles again.

ROSCOE (CONT'D)
Well, Jeb, you run on home. I'll see you around town, all right? Might see me playin my guitar here.

Roscoe starts off into the woods.

JEB
I'd like to hear you play sometime.

Roscoe turns around, touched.

ROSCOE
I'll see you around, Jeb.

And Roscoe is on his way.
EXT. PORCH - SWEENEY HOUSEHOLD - DUSK

Jeb sits on the porch, bitterly fashioning a slingshot for himself. Grandmother Lucille comes out and sits in her rocking chair, watching him. He ignores her. After a while:

LUCILLE
And how was your hike today?

JEB
Uh, just fine, grandma.

LUCILLE
So where did you get all them scrapes and bruises?

JEB
Wasn't looking where I was going and walked smack dab into a tree.

LUCILLE
Then that tree must've spouted a right hard pair of knuckles. What's that you're working on, son?

JEB
A slingshot.

LUCILLE
You planning to use this slingshot on anybody in particular?

JEB
No, ma'am. Just soda bottles and tin cans.

LONG PAUSE, then:

LUCILLE
If you do something to Troy Jenkins and wind up in jail, don't expect me to come get you. I got enough troubles taking care of your father without you getting sinful thoughts in your head.
Those boys only pick on you because their scared of you, all right? You can get your revenge in twenty years, when you're doing something with your life and they're still here in Pikesville, working at the Metal Factory. You'll beat them in the end, and they know that. And you don't need no slingshot to do it, either.

And with that, she gets out of her chair, and nearly falls to the floor. She barely catches herself in time.

JEB
Grandma?

LUCILLE
Don't you fret none over me. I'm all right.

She manages to make it to the screen door. After she goes inside, Jeb watches her hobble down the hallway, having to stop to catch her breath.

Jeb, having finished his slingshot, pops a marble in it, takes aim at some coke cans he's got sitting on their fence at the end of the yard. As he fires, the WHHAP of the slingshot SNAPS us to--

EXT. WOODS - NIGHT

Troy is hustling through the woods, when all of the sounds in the woods suddenly STOP. No birds, no wind, nothing. Troy notices and is suddenly uncomfortable.

Then, CRACKLING. Something is nearby. Something BIG. And it's getting closer. Troy starts to back away, looking around in all directions.

EXT. WOODS - NIGHT

Some sort of projectile zips through the woods, slamming straight into a tree trunk. It came from Jeb. He's about to fire again, when --
A CRY is heard off in the woods. Jeb stops.

The cry is heard AGAIN, only louder -- this time distinctly human. THEN --

Branches CRACK off to the side. Jeb looks just in time to see ROSCOE dashing through the woods in the distance. He hurries after him.

EXT. WOODS - NIGHT

Troy stumbles through the woods, moreso crawling than running. Something or someone is right behind him.

EXT. WOODS - NIGHT

Jeb races through the woods toward Troy's escalating cries.

Behind them, the mysterious WALL that separates us from Fear County can be seen stretching off into the distance.

Jeb reaches the mouth of a CAVE, where he last heard the yells from. All is silent now.

   JEB
   Troy?

No response.

Holding his slingshot in front of him, Jeb cautiously goes in.

INT. CAVE - DAY

Jeb stops, eyes adjusting to the dim light. The cave widens out inside, stretching back like a tunnel into solid darkness. He keeps walking

   JEB'S POV: The dark cave slowly comes into focus, and we see TROY, and HE'S HANGING UPSIDE DOWN FROM THE CEILING.

Behind him appear HUGE EYES, and from the darkness a spider-web substance wraps itself around Troy.

Jeb freezes, trying to understand --
The movement from the creature stops as it notices Jeb's presence. The eyes in the darkness freeze, locking onto Jeb.

A moment of silence as Jeb and the creature take each other in. Then the eyes, which at first were about fifteen feet off the ground, slowly begin to rise... and rise... and rise... How tall is this thing?

Then, on Jeb, we hear thunderous steps as the creature rumbles toward him. The cave shakes and Jeb’s eyes get wider and wider as he panics, unable to move--

ROSCOE (O.S.)
Jeb, COME ON!!

Roscoe appears and scoops Jeb up. Roscoe runs through the cave toward the entrance as fast as he can -- we can see the yellow eyes, moving from side to side, closing in fast.

The creature SCREAMS in excitement as it closes in on them and it's almost reached them when--

Roscoe and Jeb BURST out of the cave and into the woods. They run for a ways, then Roscoe signals for Jeb to stop. They freeze, silently listening for any rustling any trees, looking around frantically. Every little snap, crackle, and pop in the forest makes them (and us) jump.

JEB
(whisper)
What was that?

ROSCOE
Somethin from Fear County. Somethin that got out.

JEB
How do you know? Whadowe do?

A GROWL from somewhere in the woods. It's hunting.

ROSCOE
JEB

Why were you out here?

Another GROWL.

ROSCOE

NOW!!

Jeb bolts, more afraid of Roscoe than he is of the monstrosity that he's just seen.

EXT. SHERIFF NORTH'S HOUSE - NIGHT

Jeb runs onto the sheriff's porch and begins shaking his screen door violently.

MANDY answers the door in her nightgown. When she sees who it is, her eyes widen and she starts to SLAM the door in his face--

Jeb JAMS his foot in the way, grimacing in pain.

MANDY

Dad!! DAD!!!

JEB

Mandy, ya gotta let me in! Listen, your dad needs to hear this-

The door SWINGS open, and there stands SHERIFF NORTH, big and pissed off.

NORTH

Boy, you got some gall followin my daughter home--

JEB

(all in one breath:)
Sheriff North you know how that cow got all torn up over at Haskel's place well I found what did it and it's HUGE--
NORTH
Whoa, whoa, whoa, whoa. Mandy, go on upstairs.

North steps out onto the porch and shuts the door behind him. He leans over Jeb.

NORTH (CONT'D)
You got thirty seconds to make some goddam sense.

Jeb composes himself.

JEB
Okay. I heard the guys at the barber shop talking about John Haskel's cow. They said that it might have been an animal that did it. Well, I ran into it. And, I think it might have come out of Fear County--

Sheriff North grabs Jeb's collar and SLAMS him against the side of his house.

NORTH
Now you listen here, boy. People are already spooked enough about the cow, and now Troy Jenkins was just reported missing--

JEB
I know where he is! The monster's got him tied up in a cave not a hundred feet from Hangman's Point--

INSERT: Mandy watches through a window as her father rips Jeb a new one. Her face is a look of shock and sympathy as she watches what Jeb is going through.

NORTH
You shut your yap, boy and you keep it shut.
I've got folks tugging at me from all over, expecting me to do something, but -- between you and me -- this may be completely out of my power, especially if, in fact, this is Fear County-related. All I can do for the moment is keep everybody calm and go check out this cave you're hollerin about. But it's really gonna be hard for me to keep everyone calm if you're firin off at the mouth about Fear County. So if I find out that you've said ONE more word about Fear County, I'll drive you straight to the state reformatory.

JEB
Why's no one talk about Fear County? What's in there?

Beat. North actually thinks about this. He softens.

NORTH
Jeb, I don't know. And I don't want to. And you shouldn't, either--

JEB
--But --

NORTH
(back to his old self)
--So you get on home and keep your trap shut before I change my mind and take you straight to the reform school right now. Git!

He escorts Jeb off of the porch roughly and follows him out to the yard. He gets in his cruiser, which is parked there.

NORTH (CONT'D)
One more thing. I'd better not catch you even coming near Roscoe Ledbetter. Ever. I know he seems nice enough, but you can't trust him. You hear me, boy?
Jeb nods meekly. Satisfied, North takes off in the cruiser.

As Jeb leaves, he turns and looks back at the house just in time to see Mandy dart from the window. Jeb can't help but smile to himself.

INT. CAFE - DAY

Roscoe and Jeb sit across from each other at a table. Neither one says anything. Finally:

    ROSCOPE
    Whenever you want to talk, just say so.

    JEB
    Have you ever been there? To Fear County?

The pause is long enough to tell us all we need to know:

    ROSCOPE
    Yes.

Jeb can hardly contain himself -- someone who's been to Fear County...

    JEB
    And?

    ROSCOPE
    And there's a damn good reason nobody talks about what's in there.

    JEB
    At school, a kid got suspended for asking the teacher about Fear County.

    ROSCOPE
    Doesn't surprise me one bit. It's a miracle curiosity survives formal education.
JEB
Hey... you stole that from Einstein.

ROSCOE
(chuckles)
Smart kid.

JEB
Roscoe... I ... I have to ask...

ROSCOE
You wanna know what's in Fear County, don't you?

Jeb nods. Roscoe thinks solemnly.

ROSCOE (CONT'D)
What time you gotta be home?

JEB
Just... whenever.

ROSCOE
All right. Follow me. And don't you tell nobody I showed you this.

EXT. FEAR COUNTY WALL - DAY

Roscoe and Jeb walk along the Fear County Wall. Up close, we see that it's worn, weathered, and ancient. All vegetation stops about ten feet from the wall, abruptly dying and leaving a path of dirt and mud along the wall.

JEB
How long has the Wall been here, Roscoe?

ROSCOE
Well, it's older than Pikesville; we know that much. And it was here even before the Cherokee lived here -- it was just as much a mystery to them as it was to us.
A lot of their folklore about monsters comes from this area -- the Wendigo, Skinwalkers, Atahsia. After what we saw yesterday, I can't help but wonder if maybe they didn't make that stuff up. Maybe somethin got out five hundred years ago and they've told stories about it ever since. Which leads us to a more important question: If the Cherokee didn't build the Wall, and they'd been here thousands of years, then who built it?

JEB
And... why did they build it?

ROSCOE
Well that much should be obvious.

Jeb shrugs, not sure. Roscoe turns and feels the ancient stones of the wall.

ROSCOE (CONT'D)
Somebody wanted to keep somethin in. And now somethin's out.

Distantly, we hear the sound of a long, drawn out mooaaaannn carried through the wind. Jeb's eyes widen.

JEB
It's back!

ROSCOE
That came from the other side of the wall, Jeb.

JEB
(points ahead)
But I heard it up there!

ROSCOE
Then go up there. Tell me what you see.

Jeb starts to run ahead, then stops, suddenly unsure.
JEB
This is what you wanted to show me, isn't it?

Roscoe nods. Now nervous, Jeb makes his way along the wall. Ahead, the path is covered in a thick fog. Jeb stops when he reaches it. He turns to Roscoe, unsure of himself.

ROSCOE
It's foggy for a reason. You'll see why up here.

Jeb steps into the fog. Roscoe follows. Jeb is now uncomfortable -- he's now alone with Roscoe, who is walking right behind him. Ahead, he sees what Roscoe is taking him to:

A giant HOLE in the wall. Dozens of stones lie scattered across the ground. The fog is pouring from the hole, from Fear County.

ROSCOE (CONT'D)
That's where the critter that took Troy busted through.

JEB
How do you know?

ROSCOE
Go look.

Jeb is scared, but he's even more curious. As he approaches the hole, visibility gets close to zero, the fog is so thick. He reaches the hole and we see that the stones that border it are covered in CLAW MARKS.

CU of Jeb as he moves his head up, from the stones at the bottom of the hole, to the hole itself, and he looks into Fear County for the first time.

From his POv, we see inside with him: Beyond the hole is a dark forest. We can only make out silhouettes of trees in the fog--
The trees all *lean* forward, eager for someone to come through. Jeb's eyes widen at first, then he starts to step closer, his eyes somewhat glazed over. Behind him, Roscoe makes no attempt to stop him. He only watches...

Jeb suddenly **SNAPS** out of his trance and looks back at Roscoe, who looks disappointed.

**JEB**

What just happened?

**ROSCOE**

You asked what's in Fear County. There's things in there... things that make our visitor from the cave look like a puppy. Things that just wander around, trapped. But that ain't the worst part of Fear County. The reason that only two people have ever made it out of there alive isn't the monsters, but what it does to your head. If you go in -- And people do every year-- you've only got so much time before Fear County finds that one percent of you, that one percent that could kill someone. Or eat someone. Once it finds that part of you, it takes over, and you won't ever be the same. If you're bad to start with, it'll only take ten minutes to get to you.

**JEB**

How did you keep Fear County from getting to you?

Roscoe is silent at first.

**ROSCOE**

It just... didn't affect me...

Jeb warily steps away from the wall, becoming increasingly uncomfortable with the way that Roscoe stares into the hole.
JEB
I think we should go.

ROSCOE
But I gotta tell you more, Jeb. Don't you wanna know about Fear County? Don't you wanna know about the Ezekial Gallow Expedition?

Jeb looks away from the wall, where ahead, the sun can be seen shining through the fog, then looks back into the hole, where it looks like night. Roscoe eagerly watches him.

JEB
...Okay. But I can't stay long.

ROSCOE
But you said you had all day...
(shrugs)
All right, I won't keep you long. Now. History. Back in 1812 or somethin like that, a man named Ezekial Gallow led a team of about 30 men and women on an expedition into Fear County. We never saw any of them again -- that's when people started calling it Fear County. For years, people claimed to have heard them on the other side of the wall, or to have seen lights, even years after the expedition. We thought it was just one of the hundred rumors about Fear County, but after Jack Gallow came wanderin out in '32 and took those kids, that pretty much told us all we need to know:

Roscoe looks long and hard into Fear County.

ROSCOE (CONT'D)
They're still living in there. Lord knows how many of them there are by now.
JEB
When you were there, did you see any of em?

ROSCOE
Yes.

JEB
And?

ROSCOE
It's time to go, Jeb.

JEB
But why do people jump the wall every year? Why would they go in there? Why did you go in?

Roscoe starts to back away from the wall.

ROSCOE
I said it's time to go.

JEB
But--

ROSCOE
Now!!

He points into the hole, where dimly, through the fog, two yellow eyes look back at us. Jeb jumps and quickly follows Roscoe. Behind them, the eyes vanish.

EXT. MAIN STREET - DAY

Roscoe and Jeb walk back through town. They pass the ice cream stand, where Mandy is buying an ice cream cone.

JEB
I thought that was for kids, Mandy!

Mandy sticks her nose in the air angrily.

MANDY
It's Amanda, stupid.
She marches off, trying to look pissed. Roscoe watches her go.

    ROSCOE
    Ooooh boy, that girl's got it bad for you...

    JEB
    She does?

    ROSCOE
    Oh, yeah.

INT. MANDY'S BATHROOM - NIGHT

Mandy combs her hair in front of an expensive mirror.

    MANDY
    Mandy Sweeney... Mandy Sweeney...
    Amanda Sweeney...

INT. MANDY'S BEDROOM - NIGHT

Mandy snuggles into bed.

    MANDY
    Mandy Sweeney... Mandy Sweeney...

There is a TAP at her window. She sits up.

INSERT: A pebble bounces off of the window and out of sight.

    MANDY (CONT'D)
    (whispers to herself)
    Jeb!

She gets out of bed and opens the window. She looks out over her lawn, but no one is there.

    MANDY (CONT'D)
    Jeb?

Nothing but darkness, then--
MOVEMENT in the tree in front of her. Mandy looks up in time to see--

THE CREATURE DROPS IN FRONT OF HER FACE. We only catch a glimpse of its yellow eyes -- they're alive and excited.

Before she can scream, it STRIKES her like a snake. She FALLS to the ground, stiff as a board, trying to scream. No sound comes out--

NORTH(O.S.)
Mandy, you all right?

Mandy tries to call to her father, but she is powerless as the creature silently slides through her open window. It is huge, taking up most of her room. It begins to wrap her in a spider-web substance.

NORTH (O.S.) (CONT'D)
Mandy, you need anything, you just let daddy know, kay?

MANDY
(barely audible)
...daddy!

The creature wraps her in its spider web-like substance and drags her out the window.

Her room is silent and empty. As if nothing had happened.

EXT. TOWN HALL - NEXT DAY

Sheriff North stands before a concerned crowd gathered on Main Street. He looks completely torn up -- all power he once had is gone. Jeb watches from the back of the crowd.

NORTH
We believe that whoever took--

(his voice cracks)

-- Amanda North is in fact the same person who took young Troy Jenkins--

Murmuring from the crowd.
NORTH (CONT'D)
I assure you that all measures to
locate her are being taken...

But the sheriff can't finish his public statement, because
he's trying to retain his composure. Jeb walks away.

INT. SWEENEY FARM HOUSE

Jeb grabs a rifle off the wall and loads it. Sam sits at one
of the bar stools.

SAM
Jeb, I think Lucille is sick...

JEB
I know, Sam.

SAM
Well what are we gonna do?

JEB
I don't know.

He grabs a knife and leaves.

EXT. CAVE - DAY

Jeb marches up to the cave, rifle in one hand, knife in the
other. He takes a moment to steel himself for whatever's in
there, then enters--

INT. CAVE - DAY

Troy still hangs from the ceiling. His skin has become waxy.
His eyes are crusted over. Jeb checks his pulse, and his eyes
go wide as he realizes that he's dead.

JEB
Oh my... Oh my God...

MANDY (O.S.)
...it's sleeping right now...
JEB

Mandy?

He runs over to Mandy, who also hangs upside down. Her eyes flutter open. There isn't much life in them.

MANDY

...jeb... can't breathe ...

JEB

I'm gonna cut you down. Keep talking, Mandy. We've got to hurry.

Jeb tries to cut her down, but the blade BOUNCES right off of the web. He accidentally touches some massive bite marks on Mandy's neck. She winces.

MANDY

it's... it's feeding off me, Jeb...

Jeb tries to cut the web again. The blade only bounces off of it.

Neither of them notice the two yellow eyes that silently appear in the back of the cave.

JEB

Let me see if I can smash it with a rock--

A LOW GROWL from the darkness. Jeb looks --

The eyes seem to be grinning -- saying gotcha. Shaking, terrified, Jeb levels the rifle.

JEB (CONT'D)

You know what this is, you stupid thing?

Another growl from the creature. Jeb squeezes his eyes shut and FIRES. The force of the blast knocks him off his feet, but the yellow eyes vanish and we hear the creature screaming in pain and thrashing about -- it's been hit!
Jeb gets up and starts to dust himself off. As he is bent over, the bullet that he just fired rolls out of the darkness and goes between his feet.

He slowly picks it up. Jeb backs away slowly until we hear THUDS as the creature RUSHES him ---

He bolts, throwing down the bullet.

MANDY (O.S.)
JEBS, don't leave me here! Come
back! COME BACK!!

Jeb barely makes it out into the sunlight in time. The yellow eyes STOP the second they reach the light.

EXT. MAIN STREET - DAY

Roscoe sits on the corner, strumming his guitar, looking at Jeb with concern.

JEB
It's got Mandy!! She's almost
dead!! I shot the thing with a
rifle and it spat the bullet right
back out. You gotta go back in
there and help me get her!

Roscoe continues to strum the guitar calmly.

ROSCOE
Take my word for it: That thing
could swallow a stick of pure
dynamite and more'n likely not
suffer more than a bad case of
indigestion.

JEB
There's gotta be somethin we can
do!

ROSCOE
I really don't know, Jeb.
Jeb looks at Roscoe helplessly, pleading. He hunches down to his level.

**JEB**
Roscoe, listen to me. Mandy's all
I've got. My grandma is about to
die. She's got cancer. Real bad.
And once she goes, the state's
gonna take my daddy to the asylum.
And I'll be sent to the
reformatory. I'm gonna lose
everything pretty soon, Roscoe.
Just not Mandy. Pleeeassee...

He's now got tears in his eyes. Roscoe stops playing and looks at Jeb long and hard.

**ROSCOE**
What if... you didn't have to lose
everything?

**EXT. WOODS - EVENING**

Jeb hurriedly follows Roscoe down a dirt road in the middle of nowhere. They round a corner and come upon a miserable shack off the side of the road.

**ROSCOE**
Wait here.

Roscoe goes down to the shack.

**JEB**
Is that where you... live?

**ROSCOE**
Home sweet home.

Roscoe goes in. We hear him shuffling around in there. He comes back out less than a minute later, holding a photograph. He hands it to Jeb.

**ROSCOE (CONT'D)**
You asked why people go into Fear County. This is why.
INSERT: The photograph: A picture of a rustic cottage in an open field. We can vaguely see Roscoe with his arm wrapped around an ancient-looking woman.

JEB
Who's this?

ROSCOE
That... is a Granny Woman.

JEB
A Granny-what?

ROSCOE
A Granny Woman. They used to live up in the hills, back before we had real doctors in these parts. They had a cure for everything, but they ain't around anymore. Not since Penicillin came around. Now there's only one left, and she lives smack dab in the middle of Fear County, in a place called Paradise Hollow. She's the reason people jump the wall every year, hopin to find her, hopin she'll cure their Alzheimer's, their arthritis... their cancer...

JEB
And... can she?

ROSCOE
They say she could bring the dead back to life if she had a mind to.

JEB
Is that why you went in? To see her?

ROSCOE
No. I... had other reasons.
JEB
Maybe... she could... help my grandma...

ROSCOE
And she'll know what to do about that thing that's got Mandy. If we leave tomorrow we can get there in two days flat.

Roscoe's eyes are alive, excited.

JEB
You mean... go into Fear County?
(Roscoe nods eagerly)
But... what about it turnin us bad like you told me it does to people?

ROSCOE
As fast as we'd be in and out of there, why, it wouldn't even be able to touch you. It can't touch kids like it can adults.

JEB
But I'm thirteen. I'm not really a--

ROSCOE
No, you're still more of a kid than a grown-up. Not for long, not even for another year, but for now, you should be fine.

JEB
And what about you?

Roscoe stirs uncomfortably.

ROSCOE
Ah, I whipped Fear County once, and I can do it again. Hell, I'm the only one who's ever made it out of there alive.
JEB
Except for Jack Gallow.

An awkward pause. Roscoe takes the picture back.

ROSCOE
So, whادo you say, Jeb? We'll save your grandma... save your girl...

Jeb wavers, then makes his decision.

JEB
Okay. We'll go in.

ROSCOE
All right! I'll start packing--

JEB
But we're taking my dad.

ROSCOE
What? No. Fear County ain't no place for someone like Sam--

JEB
If this "Granny Woman" can stop cancer and monsters, then maybe she can help my dad. He doesn't know who I am, Roscoe. And that's real hard. And if you're tellin the truth, then Fear County won't be able to get to him-- he's got the mind of a five-year-old right now.

Roscoe looks at Jeb unhappily.

ROSCOE
Fine. But we leave first thing tomorrow. And I sure hope he don't slow us down.

JEB
He won't.
ROSCOE
I'll be at your place seven AM
tomorrow morning.

He heads back toward his shack.

JEB
Why are you so eager to go back to
Fear County, Roscoe? If it's as
terrible as you say it is?

Roscoe stops, again hiding something.

ROSCOE
What other choice do you have, Jeb?

On that note, he goes back into his shack. Jeb walks away.

INT. ROSCOE'S SHACK - NIGHT

CU of Roscoe's bag as he packs. At first he puts in normal
things, like clothes and food. And then he throws in wooden
stakes. And holy water. Bags of salt.

We slowly pull back, revealing Roscoe's home:

The walls are covered in HUNDREDS OF PICTURES of everything
Fear County -- the Wall, aerial photos, topographical maps,
blurry pictures taken in a dense forest. Every surface is
cluttered with thick, old books.

As we watch Roscoe pack, we see that this is not the home of
an entirely sane person.

INT. LUCILLE'S ROOM - DAY

Jeb lightly knocks on the door, then opens it and steps into
his grandmother's dark room. He goes to her bed, where she
lays, looking even worse than before. She limply squeezes his
hand.

LUCILLE
My baby.
JEB
Grandma? I...Sam and I are going to go away for a few days. Miss Claudine is going to come over and take care of you while we're gone.

LUCILLE
Go open the bottom drawer over there in my dresser.

Jeb does so and finds a stack of clothes.

LUCILLE (CONT'D)
Now reach under them clothes.

Jeb does, and pulls out a Colt .45 revolver.

LUCILLE (CONT'D)
That was your father's service revolver. They say he was holding it when the grenade went off in France. It's the last thing he would've seen... Maybe it'll help in Fear County.

JEB
Uh...We're not going to--

LUCILLE
I hope that you find the Granny Woman, and that she can help your daddy. You're a brave boy, and I love you, Jeb. Don't forget me when I'm gone, okay?

Jeb fights the tears.

JEB
Of course not, granny. Never.

LUCILLE
Now you come here and give your granny a hug before you go.

Jeb hugs her gently as he cries quietly.
EXT. GORDON'S GAP - DAY

Sheriff North, who looks like hell, drives his cruiser past a sign that announces Gordon's Gap. It is riddled with bullet holes. In the BG, the Fear County Wall looms over the town, which looks abandoned.

INT. TRUCK STOP CAFE - DAY

There are a few tired souls hunched over their coffee in the truck stop. They all turn and look at Sheriff North warily as he enters.

WAITRESS
Can I help you?

NORTH
Sheriff North -- Mangrum County Police Department. Are any of you familiar with a man named Roscoe Ledbetter?

The entire cafe comes to a HALT at the mention of the name.

TRUCKER
The only thing I wanna hear you say about him is that you caught him and hung the bastard.

NORTH
You know he didn't do it.

FAT LADY
The hell he don't. My daughter's dead cause of him.

NORTH
Look, I'm just trying to get some background info on the man. Any of you know where he's from? Before he came here?

BALD MAN
He told me he's from Memphis.
TRUCKER
Ralph, you know that's a load of bull. Yeah, he said he's from Memphis. But we all know where he's really from. Night before he showed up in town some kids saw someone jump the Fear County Wall, and I swear to God--

NORTH
You mean--

TRUCKER
Roscoe Ledbetter came from Fear County.

EXT. FEAR COUNTY WALL - DAY

Jeb, Roscoe, and Sam, each with backpacks and sleeping bags, solemnly march across the field toward the fog that conceals the hole in the wall.

SAM
This sure isn't the way to the Greyhound station...

ROSCOE
Sam, my man, we ain't goin to the Greyhound station. We're going into Fear County.

Sam stops abruptly.

SAM
No, no, no, no -- that's a bad place, that's a bad place.

JEB
Yeah, I'm really starting to have some second thoughts about this--

ROSCOE
But I don't know how else we're gonna save Mandy...
As Jeb and Roscoe talk, their dialogue becomes indiscernible as Sam walks toward the hole, which slowly emerges from the fog as he comes closer. There almost seem to be voices whispering from Fear County. His trance is broken by ROSCOE:

    ROSCOE (CONT'D)
    (to Jeb)
    Okay, up you go!

    JEB
    Wait, just a sec... let me just...

Jeb takes a second to look at the field on the Mangrum County side, at the blue sky, at the world that he knows.

    JEB (CONT'D)
    Okay.

Roscoe helps him up.

    ROSCOE
    Okay, Sam, your turn.

Sam stands with his eyes scrunched shut.

    SAM
    ...Okay...

He slowly climbs up into the hole, whimpering to himself.

And lastly, Roscoe climbs through, but not before glancing behind him to make sure that no one is watching.

EXT. FEAR COUNTY - DAY

The three of them stand side by side, looking around with wide eyes. We switch to

    JEB'S POV: There is zero visibility past the first patch of trees, which are all gnarly and leafless. They still seem to be lleeaaanninng in toward them. It's completely silent.

Roscoe takes in a deeeeep breath, holds it, and lets it out slowly, with his eyes closed. Like he's savoring it.
SAM
...Smells somethin awful in here...

ROSCOE
Yeah, better get used to that, Sam.
It's brimstone. And it's only gonna get worse.

Roscoe walks ahead, immediately fading into the fog. Jeb and Sam look at each other, then set off into Fear County, following Roscoe. As they leave the wall, Jeb glances behind him.

JEB'S POV: The hole in the wall gets smaller and smaller, until it fades completely, lost in the fog.

SAM
Where'd that man go?

Jeb turns back to Sam, who has stopped walking. He looks around, perplexed. Roscoe is gone.

JEB
Roscoe!!

No answer -- only the atmospheric hum of Fear County.

JEB (CONT'D)
Rosssssccccccccccccccccccccccccccccccc!!!

SAM
I don't like this, Jeb. I'm goin back home. Right now.

Sam turns around and marches back toward the wall. Jeb hurries after him--

JEB
Wait! No!

-- But Sam has stopped, frozen. Jeb catches up to him and sees what he's staring at:

The wall is gone. Fear County stretches ahead of them as far as they can see... in all directions.
SAM
It... changed...

ROSCOE (O.S.)
Which is why we have to find the Granny Woman.

Behind them, Roscoe has stepped out of the mist.

ROSCOE (CONT'D)
What I didn't tell you, Jeb, is that when I went in here... I was trapped for three years. You could walk a thousand miles that way and never leave Fear County.

JEB
And you still took us in here?

ROSCOE
We'll get out, don't worry.

SAM
And how we gonna do that?

ROSCOE
The same way I got out: The Granny Woman. Which is why we have to find her. Now let's all stay together. Things have a way of changing here real fast. As you can see.

Again, he walks into the mist, away from where the wall used to be. Now with no choice, Jeb and Sam follow.

EXT. FEAR COUNTY - DUSK

The gang tromps through a shallow stream with steep, moss-covered banks. Some of the moss MOVES across the ground like a manta ray. It's getting darker.

SAM
This water sure is hot, hey Jeb?
JEB
Yeah, da-- Sam.

ROSCOE
That's cause the ground's hot.

SAM
How come?

ROSCOE
For the same reason that this place smells like brimstone--

A SCREAM cuts through the air. They all freeze--

Ahead, a woman stands in the stream, holding a newborn baby. It's crying its little eyes out. She DROPS it into the stream, SEES the gang looking at her, and runs off.

JEB
Hey!!!

Jeb tromps through the stream up ahead, running as fast as he can toward the baby, who we can still hear screaming.

ROSCOE
Jeb, NO!!

Jeb STOPS just in time-- a giant LEECH slams into the water, right where Jeb would've been. He looks down--

There is no baby.

ROSCOE (CONT'D)

Nobody move.

He silently points up, where hundreds of leeches hang from the trees like bats. They're everywhere.

Again, they hear the sound of a baby SCREAMING and crying. Only now there's more of them. Coming from everywhere. Another leech PLOPS into the water, missing Roscoe by inches.

PLOP -- another one falls. PLOP -- another.
SAM
What do we do?

As he says this, we see that there's a huge one HANGING from the side of his face.

ROSCOE
Don't move.

Roscoe reaches into his pack, pulls out some salt, and THROWS it on the leech, which has already DOUBLED in size. It falls off immediately. PLOP PLOP PLOP -- more fall from the trees.

ROSCOE (CONT'D)
You see that cave?

They look -- indeed, there is a cave ahead that the water flows into.

ROSCOE (CONT'D)
We have to make a run for it.

The babies' cries have turned into ecstatic GIGGLES and laughter, that under these circumstances sound malicious. It seems to come from the trees -- maybe from the leeches themselves.

As they BOLT for the cave, the leeches all fall en masse, raining down on them-- PLOP -- one hooks itself under Jeb's eye-- PLOP -- another from Roscoe's arm. And their size quickly increases as they begin to feed--

They reach the cave. As they climb out of the water and onto a rock ledge that follows the stream into the cave, we see that their legs are COVERED in quickly expanding leeches.

ROSCOE (CONT'D)
Everyone hold still!

He begins to administer salt to everyone's leeches, which quickly fall off. As they die on the floor, they POP, showing just how much blood they've sucked.

They all stand, staring at each other, out of breath.
SAM
I'm gonna wash myself off.

JEB & ROSCOE
NOO!!

INSERT: The water is filled with dozens, hundreds, of leeches, all pointed toward them, waiting for someone to come in.

Roscoe reaches back into his bag and fishes out some flashlights. He hands them to Jeb and Sam.

JEB
No. There's no way I'm--

ROSOCOE
You wanna go back out there?

INSERT: Outside the cave, more leeches hang from the trees than ever.

ROSOCOE (CONT'D)
Right. Everyone stay together.

From outside, we watch as their flashlights fade into the cave.

INT. RIVER CAVE - NIGHT

We see nothing but three flashlight beams that cut through the cave's solid darkness. The sound of water bubbling.

ROSOCOE
I think it's about time we called it a day. Let's eat.

There is a HISSSS as Roscoe turns on a portable gas stove. The cavern that they're in comes into view as it is lit up by the firelight.

There are CAVE PAINTINGS all over the wall.

JEB
Oh, wow.
Roscoe carries the stove over to the wall to inspect the paintings. They show dozens of Indians hunting a massive buffalo.

JEB (CONT'D)

Didn't know there were ever buffalo in Tennessee...

ROSCOE

I don't think that's a buffalo they're bringing down...

Jeb looks again, and Roscoe's right. The thing has six legs. And too many horns. And it's too big. Upon closer inspection, most of the paintings are far more sinister than they thought:

One shows several tentacles coming out of a stream and pulling people in. Another shows someone being sacrificed before TWO HUGE EYES thatloom over the terrified stick people.

One actually depicts Cthulhu of H. P. Lovecraft lore. Beneath all of these pictures, though, is a picture of a huge CHASM that appears to be filled with fire.

JEB

Are these... Cherokee?

ROSCOE

Uh uh. They never went in here. These are from before. From whoever built the wall...

INT. RIVER CAVE - NIGHT

Jeb, Roscoe, and Sam sit around a fire made from driftwood, eating a dinner that consists of beans and... more beans.

JEB

Roscoe... there's somethin that's been bugging me... somethin that just don't add up.
ROSCOE
Speak your mind.

JEB
Well... it's just... I appreciate you helpin me and all, but...

ROSCOE
Why am I doing it?

JEB
Yeah.

Sam watches the conversation with interest. Roscoe says nothing at first. Then:

ROSCOE
This isn't the first time somethin's climbed outta Fear County and started taking children.

JEB
Jack Gallow...

ROSCOE
That's right. He showed up in a town called Gordon's Gap, over on the other side of Fear County, claiming to have escaped. It was the first time anyone had met someone who'd seen the inside of Fear County, so, hell, they took him in. By the time they brought him down, he'd taken nine people.

JEB
How do you know all of this?

ROSCOE
Because I was there.

INT. ROSCOE'S HOME - NIGHT - FLASHBACK - MOS

A younger and much cleaner Roscoe sits in a small but neat living room, hunched over a piano, writing a song.
ROSCOE (V.O.)
I didn't always live in that
miserable shack, you know. I wasn't
rich, but I had a job in a time
that most people didn't. And then
Jack Gallow happened.

Behind Roscoe, we see a silhouette step up to his front door
and knock. He gets up, opens the door, and there stands a
young, handsome, broad-chested police officer. Behind him, a
MOB stands, torches, pitchforks, and all.

ROSCOE (V.O.)(CONT'D)
He cut two of his own fingers off
to keep other fingers from pointing
at him...

A man with a serious mullet stands in front of the mob,
clutching his hand, which is minus two fingers: Jack Gallow.

ROSCOE (V.O.)(CONT'D)
And to get them pointing at me. And
a little Tennessee town like that
in 1932? Why, it's what they all
wanted to think anyway.

The handsome police officer slowly bends down to the bushes
in front of Roscoe's house. He reaches down, and we follow
his hand to the ground, where TWO SEVERED FINGERS lay rotting
in the dirt.

INSERT SHOTS of the crowd's reaction. Roscoe and Jack Gallow
lock eyes -- Roscoe's a plea of shock and desperation, Jack's
a smug look of triumph. As they break eye contact--

Roscoe DARTS back into his house just as the entire mob
ATTACKS. He runs straight through to the back door as bricks
and torches SMASH through the windows, lighting the place on
fire.

Roscoe RUNS into the woods, which is lit up by the torches of
the pursuing townsfolk. As he runs out of breath, it becomes
clear that the torches are closing in on all sides.
ROSOCO (V.O.)(CONT'D)
They would've lynched that night. I had nowhere to hide. Except--

Roscoe BURSTS out into a clearing... directly beneath the Fear County Wall. He looks back toward the woods, where the torches are getting closer, then back to the wall. He begins to climb.

ROSOCO (V.O.)(CONT'D)
And that's why I went into Fear County.

Roscoe tops the wall just as the townsfolk appear below. As he drops to the other side, we slowly move down to the townsfolk below, where the handsome sheriff looks in all directions for Roscoe. We come in close on his badge. It reads ED NORTH.

INT. RIVER CAVE - NIGHT - RETURN TO PRESENT

Jeb and Sam stare in horror at Roscoe.

ROSOCO
From what I heard later, Jack Gallow killed four more kids before Ed North shot him down in the street.

JEB
...That's why you were out in the woods when Troy--

ROSOCO
I was trying to stop the critter before it got to him. So you ask why am I helping you? I already saw Fear County tear one town apart. And now it's coming for Pikesville. It's trying to grow, Jeb. And we have to stop it.
INT. RIVER CAVE - NIGHT

Jeb lies asleep on the bank of the creek. He is lit by the dying fire light.

SAM
Jeb! Wake up! Quick!

Jeb stirs groggily.

JEB
Whassa matter?

SAM
Look, Jeb. Look at em dance.

Jeb starts to nod back off, then with a start he sits up.

JEB
What?

Sam points to the wall, where the shadows of dozens of INDIANS silently dance across the wall, as if there is a group around the fire. Jeb looks over to the fire... yet nothing is there.

The shadows leap and dance, swinging silent tomahawks and pounding silent drums. Jeb and Sam are breathless.

SAM
Should I wake Roscoe?

JEB
No. Let him sleep.

Sam and Jeb gaze in awe as the shadows dance. Suddenly, a HUGE shadow comes into view. The fire is actually blown by an unseen wind. A deep growl comes from within the cave.

SAM
What was that?
JEB
I dunno.
(nudges Roscoe)
Roscoe!

Another growl from the cave. The ground actually SHAKES as something huge moves from within the darkness. Roscoe stirs.

JEB (CONT'D)
Wake up! Wake up!

The shadow is now CONSUMING the shadow-Indians. It turns toward the gang. Roscoe sits up, fully alert.

JEB (CONT'D)
Something's in the cave!

Jeb points over to the wall -- where THERE ARE NO SHADOWS.

JEB (CONT'D)
But--

SAM
...they're gone...

ROSCOE
(still groggy)
...the hell you boys carryin on about...

JEB
Nothing... just go back to sleep.

Jeb and Sam warily watch the wall, but no more shadows come out. They lay back down and slip back off into sleep. As we pull away from them, we see the shadows resume their dance.

EXT. SWEENY FARM HOUSE - DAY - DREAM

SAM'S POV:

A beautiful but very upset woman stands on the porch before us, screaming at us:
WOMAN
You don't even recognize me! Just, TRY, Sam! Please...

SAM
Ma'am, there ain't no reason to be upset...

WOMAN
STOP CALLING ME MA'AM!!

END SAM'S POV:

SAM
Then you gotta tell me your name.

The woman breaks down crying.

WOMAN
You'll find it on our marriage certificate.

She storms off of the porch, still crying.

SAM
Aww don't cry, ma'am. Ya know, you're real pretty. Anyone ever tell you that?

She stops walking and looks up at him sadly: Yeah, you did.

WOMAN
Goodbye, Sam.

She gets in her car and drives off without looking back. As Sam stands on the porch, stupidly watching her go, a GRENADE bounces out of the house, past Sam, and out onto the yard--

Which is now a BARREN BATTLEFIELD. Body parts are strewn everywhere. The grenade lands by a group of guys who face away form it, oblivious. Sam RUNS off of the porch toward them. He is now in uniform.
He tries to scream, but the sound is muted by the deafening explosions. He throws himself over the men, just as the grenade goes off--

INT. RIVER CAVE - NIGHT

Sam sits straight up with a frightened yell, covered in sweat and breathing heavily. Roscoe is still awake, keeping guard by the dying fire.

ROSCOE
Bad dream?

SAM
There was a lady...I think I liked her...I don't know who she was, though...

ROSCOE
You were crying in your sleep.

SAM
I... really?

Roscoe nods.

EXT MOUTH OF CAVE - DAY

A shot of total darkness, then, one by one, the gang emerges from the cave. We pull back and see that they're emerging from the mouth of the cave and into the fog.

SAM
I knew we'd make it out. I knew it--

Again, he stops, staring at something ahead. Jeb and Roscoe join him, also staring. We swivel around 180 degrees, and we see what they're looking at:

A COBBLESTONE ROAD, leading off into the fog.

ROSCOE
Well, I'll be damned...
JEB
But where does it go to...

ROSCOE
One way to find out...

He sets out on the road. Jeb and Sam follow...

EXT. BRIMSTONE - DAY

The gang comes upon an old sign that simply reads BRIMSTONE.

JEB
What's Brimstone?

ROSCOE
It's an abandoned town. Probably built by the Gallow Expedition, but I'm not sure.

Sure enough, they round a corner, and the forest pulls back to reveal a small town. There isn't a soul in sight.

ROSCOE (CONT'D)
All right, we're walking straight through this town, from one end to the other, as fast as we can. We don't stop, we don't speak to anyone, we don't touch anything, and most importantly, we don't speak until we're on the other side. Got it? (Jeb and Sam nod)
Here we go.

EXT. BRIMSTONE - DAY

The gang walks through Main Street. The entire town is deserted and has been for at least fifty years. Not a sound from any of the empty storefronts. Most of the windows are broken out.

They pass some sort of theatre, riddled with bullet holes.
The buildings are all out of kilter, as if they were built in a hurry and with limited resources. They don't follow any set architectural style, giving the town a dreamlike, haunted look. And every building is a hundred years old, if not older.

They reach Town Square, where they come upon a statue of an angry, fiery looking man. Jeb goes over for a closer inspection. The plaque reads:

**EZEKIAL GALLOW**

Jeb mouths the words "It's true!"

Behind him is an unusually small guillotine. Jeb walks over to it and finds out why. Engraved in the wood are the words:

**CHILDREN, OBEY YOUR ELDERS**

There are faded blood stains on the guillotine.

Jeb shivers and backs away: The guillotine would fit him perfectly.

**EXT. BRIMSTONE - DAY**

They've made it to the far side of town, where the buildings give way to pastures.

**ROSCOE**

I think we're out.

As if on cue, they hear a bell chime over the nearest hill.

All stop and look at each other. They then cross the hill, where they find an odd-looking church that's been painted black. The proportions are all wrong -- the walls bow out toward the roof, giving it an intimidating, bloated look.

The gang warily walks closer. Ahead, beyond the church, the dense forest of Fear County resumes again.

Chanting can be heard off in the distance. It's low, solemn, and not in any known language.
There are symbols painted on the church -- none are recognizable. Suddenly, the sound of a dog whimpering and yelping comes from within the church.

The chanting stops. Jeb, Roscoe, and Sam all freeze, terrified.

Jeb winces and covers his mouth as the dog's yelps escalate to human-sounding wailing -- and is then cut short. The world is silent both within and outside the black church -- it feels like eternity.

ROSCOE (CONT'D)
Let's get outta here, right now.

All three of them turn and bolt as the doors of the church open behind them.

Jeb looks over his shoulder in time to see EZEKIAL GALLOW emerge from the church, his hair just as stormy as the statue's, his eyes pure fire and, well, brimstone.

JEB (running)
That's...

ROSCOE
Ezekial Gallow...

Ezekial's congregation emerges behind him. They wear ragged, mangy robes. Their eyes are hollow, vacant.

Ezekial points up to Jeb, Sam, and Roscoe, who are heading for the forest of Fear County at breakneck speed.

EZEKIAL
Yog-sogoth, nthulmuth!

The members of Brimstone's church scatter across the field toward the gang. Many of them have knives. One man's face is smeared with blood.

EZEKIAL (CONT'D)
Ngthogm cthulhu thrughthm!!
ROSCOE
Hurry, Sam!

EXT. WOODS - DAY - CONTINUOUS

The three of them dash into the woods. Roscoe grabs Jeb's hand, pulls him over to Sam, grabs his hand, and the three of them run together, hand in hand.

Behind them, they hear shouts from the crazed citizens of Brimstone.

JEB
They're coming into the woods!!

Around them, branches crackle and snap as the cult surrounds them.

ROSCOE
Jeb, hand me the revolver!

Trying to keep up, Jeb fishes through his backpack as they weave through the trees. To his right, we catch a glimpse of a man closing in.

Jeb finds the gun and passes it to Roscoe, who immediately cocks it.

Ahead, a bearded man whose eyes have been gouged out leaps in front of them. Despite his blindness, he seems to have no trouble locating them.

Jeb opens his mouth to scream, but Roscoe SHOOTS the man. They all leap over his body.

BAM -- A bullet whizzes by Sam's head, slamming into a tree.

BAM -- Another barely misses them.

Ezekial Gallow is somewhere behind them.

EZEKIAL (O.S.)
Muthngoth noggruthm!

Another GUNSHOT. People closing in on both sides --
BAM -- Another gunshot--

Jeb GOES DOWN, losing his grip with Roscoe.

Roscoe turns to fetch him, but Sam keeps running, oblivious that his son is gone. He has a tight grip on Roscoe's hand, pulling him along.

ROSCOE
Sam, let go, we lost Jeb!

But another spray of bullets cuts through the trees, scaring Sam even more. He runs out of sight, dragging Roscoe along with him.

They are gone.

A moment of silence, then Jeb picks himself up -- he's uninjured. The cult can be heard closing in.

VOICE (O.S.)
Psssst!

Jeb looks to the source of the sound and is startled to see a PRETTY LITTLE GIRL (12) hunched in the bushes. She wears overalls and has her hair in pigtails.

PRETTY LITTLE GIRL
Hurry -- I can get you out of here!

Jeb runs over to the bushes and hunches down with her.

JEB
My name's--

PRETTY LITTLE GIRL
No time for that-- come on!

The pretty girl grabs his hand and whisks him away just as the Brimstone cult bursts through the trees.

EXT. - WOODS - DAY

The pretty girl pulls an already exhausted Jeb along at a frightening speed.
JEB
Wait -- stop...

PRETTY LITTLE GIRL
(giggling)
Almost there...

MA GALLOW (O.S.)
Peggie, that you?

The pretty girl (who we now know as Peggie) and Jeb emerge in a small clearing. In the center of this clearing is a dangerously dilapidated shack. Standing on the porch of this shack is a morbidly obese woman wearing a dirty dress and an apron. This is MA GALLOW (54), weighing in at at least 300 pounds.

Two little boys, RANDY GALLOW (11) and JASPER GALLOW (12) come out of the shack to see their new catch.

MA GALLOW (CONT'D)
Peggie, I heard the most godawful hollerin out in the woods. Now what the hell's goin on?

PEGGIE GALLOW
It was the folks from Brimstone.
They were after this boy.

MA GALLOW
Well, mercy's sake, Peggie, you gone and done a brave thing takin on them Brimstone nuts like that. Boy, you must be plum scared outta yer mind! What's yer name?

JEB
I'm Jeb... Jeb...Sweeney.

MA GALLOW
Sweeney... Hmm... there's a whole slew of Sweeneys over in Brimstone, ya know...
JEB
There... there are?

Ma Gallow nods.

MA GALLOW
Well, listen, it's lunchtime around here, and you look like you haven't had a proper meal in weeks! You best come on in here with us.

JEB
I really can't, ma'am.

MA GALLOW
Nonsense!

And, somehow, she's gotten close enough to Jeb to fold a saggy arm around his shoulder and usher him inside.

INT. GALLOW HOUSE - DAY

The inside of the house is even filthier than the outside. Jeb finds himself in a huge kitchen. Every spare inch of space is stacked with pots, pans, plates, and other random junk.

There are two other boys: BILLY (7), and BEN (5).

MA GALLOW
Now, Jeb, you just call me Ma, and this here's Peggie, who you met in the forest, and this here's Randy, this here's Jasper, this here's Ben, and this here's Billy. Now you sit down. Make yourself at home.

Jeb tentatively walks over to the stools at the counter. All six Gallows watch him eerily.

He reaches the stool, starts to sit down, and then notices that it's covered with a tanned hide. The hide is covered with imperfections. He can't quite figure out what's wrong with it, and then he realizes that the hide has a tattoo on it of a ship's anchor.
It reads: **U.S. NAVY.** Below that: **MOTHER.**

Jeb claps his hand over his mouth and backs away slowly.

**MA GALLOW (CONT'D)**
Boy, you ever heard of Jack Gallow?

Jeb spins around, and there is **JACK GALLOW'S PICTURE.** It's a family photo, complete with Ma, Peggie, Randy, and Jasper.

Behind him, Jasper slams the front door shut and bolts it.

**MA GALLOW (CONT'D)**
Well, don't just sit there like bumps on a log! If you're gonna eat, you're gonna have to help skin and clean him!

**RANDY GALLOW**
Yes, ma'am!

The children leap on Jeb excitedly. Jeb's down on the floor as Randy expertly weaves a rope around his ankles.

**INSERT (JEB'S POV):** Looking up straight up, we see a huge hook in the ceiling: a makeshift pulley.

**JEB**
Oh, God, no...

**MA GALLOW**
Jasper, you go fetch the bleeding bucket. Randy, you get the big iron kettle out. I got a new recipe I'm gonna fix for ya.

**BEN GALLOW**
Oh, boy! Can I lick the spoon this time, Ma? Can I?

**MA GALLOW**
Peggie, go to the pantry and get out those canned tomaters and shelly beans.
Billy, you and Ben fetch some kindling outta the woodbox. Stoke up that stove good and hot.

Jeb starts to hyperventilate on the floor. Ma looks down at him tenderly.

**MA GALLOW (CONT'D)**

Don't you worry, boy. I'll cut your throat before we get to work. I'm not gonna be inhumane about it.

She throws the rope through the hook in the ceiling and pulls him up into the air. She ties the knot by the front door, securing him.

He swings wildly upside down. She cleans a knife on her apron and walks toward him with it.

**MA GALLOW (CONT'D)**

Hold still, Jeb Sweeney, and you won't feel a thing.

Suddenly, the front door is BLASTED OFF ITS HINGES, and there stands SAM, a human raging bull. He has easily kicked the door down.

**SAM**

YOU GET AWAY FROM JEB!! YOU GET AWAY FROM HIM RIGHT NOW!!

Ma turns toward Jeb hurriedly, intent on killing him fast. As she swings the blade, though, Sam grabs the rope and pulls, lifting Jeb above the arc of the blade. It actually cuts some of his hair.

Jasper runs in with a knife.

**JASPER GALLOW**

I'll chase him off, Ma!

Jasper leaps at Sam, who sidesteps the boy's slash, GRABS his wrist and SLAMS it against the wall, making him drop the knife. He then expertly CHOPS the boys neck, making him pass out.
As Sam does this, he simultaneously lets Jeb fall— but not all the way to the ground. He catches the rope just in time to keep Jeb’s head from cracking on the floor. He then looks puzzled, not sure how he knew to do that...

As Jeb drops, Ma swings her knife again, but only succeeds in cutting the rope.

Jeb falls to the floor and starts to crawl away, but Ma Gallow steps on him like a bug... and starts to apply weight.

    ROSCOE
    I think you can stop right there.

Roscoe stands in the doorway, holding the .45. Any good cheer he’s had before this is gone.

    MA GALLOW
    Wellll... Roscoe Ledbetter... I believe you and my husband have crossed paths...

Roscoe COCKS the gun.

    ROSCOE
    Woman, let Jeb go right now or I will kill you. Right here. In front of your kids. And then who’ll feed them?

The children watch the showdown, their eyes wide.

    PEGGIE GALLOW
    Momma...?

Ma Gallow looks at her children... and lets Jeb go.

    MA GALLOW
    Randy, you cut this boy loose.

    RANDY GALLOW
    But ma...

    MA GALLOW
    Do it, Randy!
Randy gruffly cuts the ropes around Jeb's ankles. Jeb scurries over to Roscoe and Sam. Sam is just as friendly as ever, having already forgotten what just happened.

SAM
Hey, any of you folks know where Paradise Hollow is?

MA GALLOW
There ain't no such place.

Jeb and Roscoe glance at each other, worried.

MA GALLOW (CONT'D)
It's a story we made up in Brimstone to lure poor bastards in like you. Sorry--

PEGGIE GALLOW
Just head East. You're less than ten minutes away.

She smiles feebly at Jeb. She may be a cannibal, but she's a cannibal with a crush.

ROSCOE
I appreciate it, young lady. If you ever get out of Fear County, you just come to Pikesville, and I'll--

MA GALLOW
Get out. Now.
(to Peggie)
And I'm taking you to the Bad Place.

PEGGIE GALLOW
Momma, no--

ROSCOE
We should leave, Jeb.

Jeb looks sadly at Peggy as her mother drags her down a flight of stairs and into a basement.
PEGGIE GALLOW

I'll run away! I'll do it!! I'm gonna get out of this whole County!!

Her screams are silenced as the basement door SLAMS behind them. Roscoe goes to help Jasper up, but Jasper waves the knife, CUTTING Roscoe's face. Roscoe screams and SHOVES the .45 into Jasper's face. His eyes are glazed over, the same expression that the Brimstone cult wore...

JEB

Roscoe, NO!!

Roscoe pulls the trigger.

CLICK. It's empty.

ROSCOE

SON OF A BITCH!!

CLICK. CLICK. CLICK. CLICK. The gun is completely empty.

ROSCOE (CONT'D)

Gimme your bag, Jeb, there's bullets in there--

But Sam SLAPS Roscoe in the face. He snaps out of it and looks at the gun, bewildered. The children all watch Roscoe, terrified.

ROSCOE (CONT'D)

We're leaving.

EXT. WOODS - DAY

They walk across the yard and into the woods.

JEB

What... happened?
ROSOCOE
Fear County had me for a second. Just like it got hold of Jack Gallow and everybody else who spends too much time here.

SAM
Oh boy... oh boy...

ROSOCOE
What's wrong, Sam?

SAM
(pointing ahead)
...nothin's wrong...

Ahead, the forest and fog give way to an open field and blue skies.

ROSOCOE
We're here. Praise the Lord, we're finally here.

JEB
...Paradise Hollow...

All three of them get big goofy grins on their faces and start to run through the woods toward the light. They burst out of the woods into

EXT. PARADISE HOLLOW - DAY

Sam makes it first. He ecstatically jumps up and down, but Jeb isn't as excited -- as soon as he crosses into the field, he clasps his head.

JEB
Owwww...

He turns to Roscoe, who has stopped at the line where the forest stops.

JEB (CONT'D)
Roscoe, my head hurts.
ROSCOE
It'll get better; give it a second.
You must've gotten a little Fear County in you.

Sure enough, Jeb stands back up and looks around uncertainly.

JEB
I think I'm okay. So what's keeping you?

ROSCOE
I think I caught a little more than you did.

He squeezes his eyes shut, crosses over, and immediately collapses, vomiting uncontrollably. He gives Jeb and Sam a look of pure hate and SCREAMS as loud as he can. Jeb and Sam recoil.

As quickly as it happens, it passes. Roscoe stands back up and collects himself.

ROSCOE (CONT'D)
And now, we're clean again. Only people with pure hearts can make it into Paradise Hollow. One more day in Fear County and I would've died right there.

JEB
You mean... it's getting to you?

ROSCOE
Let's go see the Granny Woman.

He walks ahead, leaving Jeb and Sam troubled.

INT. MANGRUM COUNTY POLICE STATION - DAY

Sheriff North enters his office, shuts the door behind him, and closes the blinds. He's twitchy and -- just wrong, his eyes vacant and hollow.
He goes to a cabinet in the corner and opens it, revealing a safe inside. He looks around suspiciously, then works the combination and opens the safe. Inside is a big manila folder and an even bigger candle. He studies the candle for a second, then puts it back and takes the folder.

We watch from directly above as he THUMPS the huge folder onto his desk. It is labeled **US GOV -- TOP SECRET UMBRA 1389723** in small letters. In bigger letters, below that, it simply reads **RE: FEAR COUNTY.**

As he flips through the pages, we catch flashes of aerial photographs of Fear County, pictures of Jack Gallow, the wall, and ROSCOE, among several inexplicable pictures of things we haven't seen.

Finally, he reaches a page of text, picks up his phone, and dials a number written on the page.

**NORTH**  
Hello, Lieutenant Penham?...Yes, this is Sheriff Edward North with the Mangrum County Police Department... yes, I understand I am to report any civilian activity regarding Fear County...uh-huh...well, three people have breached the wall --

CLICK -- as soon as he says this the line goes dead. North looks at his phone, dumbstruck.

**NORTH (CONT'D)**  
(to himself)  
They're ignoring it...

**EXT. GRANNY WOMAN'S COTTAGE - EVENING**

As the gang approaches a quaint cottage from behind, they hear a woman humming. It's a hymn: "How Great Thou Art."

They round the corner of the cottage, where, on the porch, a woman sits in a rocking chair, facing away from us. All three stop, unsure how to approach her. Jeb turns to Roscoe.
JEB
(whispers)
Roscoe?

Roscoe shakes his head.

ROSCOE
(also whispers)
Mmm-mm. This one's on you. You came here for your girl, your daddy, and your granny, so you bes' do the talkin.

Cautiously, Jeb steps onto the porch. He gently knocks on the side of the cottage.

JEB
Ma'am?

She continues to hum, ignoring him. He edges his way closer.

JEB (CONT'D)
Ma'am... uh, my name's Jeb Sweeney. I came through Fear County to find you, and--

The humming STOPS. He freezes, nervous. She says nothing, though. Doesn't move. Jeb takes the initiative and walks around the chair to face her--

JEB (CONT'D)
We'd love to talk with you and tell you about--

The woman in the chair is a corpse. Her eyes have settled to the bottom of their sockets, where they lay deflated. Her mouth hangs open. What's left of her skin is wet and soggy, hanging in clumps from her face. There is a gaping hole in her chest. But worst of all are the MAGGOTS that cover her body, squirming in and out.

Jeb SCREAMS and falls to his butt, scooting away from her as fast as possible--

The humming starts again. It's coming from within the house.
They all turn and stare at the front door, which is open. Beyond that, only darkness.

Sam and Jeb move away, but Roscoe grabs a poker from the ground and heads for the door. He is oddly teary-eyed.

    JEB (CONT'D)
    Roscoe, no!!

INT. GRANNY WOMAN'S COTTAGE - EVENING

Roscoe steps into the cottage--

It's been ransacked. Everything inside has been broken, flipped upside-down, smashed, destroyed. There's been a fight. Roscoe notices liquid dripping from a broken jar.

    ROSCOE
    This wasn't that long ago...

The humming comes from the next room over. Roscoe warily moves to the door... into the room... he pans the room, looking for the source--

It's a 1930s portable wind-up phonograph, mindlessly looping over and over. It reaches the end of the song, resets, and begins again. Roscoe stops it and sets the needle back to the side.

He goes back to the main room, where Jeb and Sam stand in the doorway.

    ROSCOE (CONT'D)
    Hey guys, it's okay--

Upstairs, something CRASHES to the ground, making them all jump.

Then, footsteps.

They don't need Roscoe to tell them -- they HAUL ASS out of the house and into the yard, where they hunch down in the grass.
Roscoe deftly loads the pistol and takes aim at the front door. From within the cottage, we hear footsteps coming down the stairs, then...

TWO YELLOW EYES appear in the doorway -- Roscoe COCKS the gun, his eyes focused, trained--

A jet black CAT steps out onto porch and sits down, looking at them with serious, knowing eyes.

ROSCOE (CONT'D)
(whispered)
Midnight!

He throws down the gun, runs to the porch, and happily scoops the cat up. It purrs contentedly, happily licking his nose. Jeb and Sam only watch in confusion.

EXT. PARADISE HOLLOW - EVENING - MONTAGE

-- The sun has almost set, casting glorious oranges and reds across the sky. Roscoe and Sam have almost finished digging a grave for the Granny Woman, about a hundred feet from her cottage. She lies next to them, covered in a sheet. Midnight sits behind them, watching them.

-- They all help lower the Granny Woman into the grave.

-- As Jeb and Sam shovel dirt on top of her, Roscoe only watches, singing "Amazing Grace" at the top of his lungs. His voice cracks -- there are tears in his eyes. Again, Jeb and Sam look at each other, confused.

-- As Jeb and Sam head back for the house, Roscoe stays behind, kneeling over the grave. Something's wrong.

INT. GRANNY WOMAN'S COTTAGE - NIGHT

Jeb wanders about the wreckage within the house. He looks down at a collapsed table, which covers a fallen bookshelf.

Protruding from the bookshelf is a photograph, which Jeb reaches down and picks up. His eyes go wide as he sees it.
It's the same photograph that Roscoe first showed Jeb of the Granny Woman, the one with her and Roscoe standing side by side on her porch. As Jeb pulls the table back from the fallen bookshelf and we SEE what lies on the shelves:

\[
\text{JEB (V.O.)} \\
\text{Why are you so eager to go back to Fear County, Roscoe? If it's as terrible as you say it is?}
\]

The shelves hold DOZENS of pictures of the Granny Woman, who we see was black... and she's with a little boy. As he moves down the pictures, the boy gets older...

Once the boy in the pictures reaches about Jeb's age, the pictures abruptly switch, showing the Granny Woman and a man, who we recognize as ROSCOE from the flashbacks.

Jeb flips the picture over. Written on the back is the word SON.

\[
\text{ROSCOE} \\
\text{This was my room.}
\]

Jeb JUMPS and drops the picture, causing the glass that covers it to shatter. Roscoe stands in the doorway.

\[
\text{ROSCOE (CONT'D)} \\
\text{The Granny Woman...was my mother.} \\
\text{Her real name was Marie.}
\]

Jeb is speechless, but only for a second:

\[
\text{JEB} \\
\text{So... all that stuff about her healing the sick and raising the dead, you just made that up?}
\]
ROSCOE
No. That's exactly why I brought you in here, cause I spent the first thirteen years of my life watchin her work miracles for any person who managed to make it in here. I knew she'd be able to help you. But now this...

He runs his hands along the wall, where CLAWMARKS run through the wood.

ROSCOE (CONT'D)
This explains why that critter's gotten out of Fear County -- those walls don't keep everything in. She did that; she kept this place in check. And now she's gone.

JEB
And that stuff about Gordon's Gap?

ROSCOE
Also true -- I was there for all of that, just like I said. The only thing that I left out was that when I climbed the wall, I was going back into Fear County, back for the first time since I was thirteen. Since ma kicked me out.

JEB
Kicked you out?

ROSCOE
She was always worried about Fear County "getting to me," like it got to my pa.

INT. GRANNY WOMAN'S COTTAGE - DAY - FLASHBACK

Roscoe as a five-year-old boy sits in a chair in the basement, across from a middle-aged black man, who puts a shotgun in his own mouth.
EXT. PARADISE HOLLOW - DAY - FLASHBACK

Roscoe, now age 13, takes an aged hound dog out behind the cottage. He's carrying a shovel.

ROSCOE (V.O.)
I didn't know what she meant by it "getting to me." And then one day, when I was a few weeks shorta bein fourteen, I took our dog out behind the house and beat it to death with a shovel. Just because.

As the boy wails away, we see the Granny Woman standing in the doorway, watching him.

INT. GRANNY WOMAN'S COTTAGE - DAY - FLASHBACK - LATER

Now the boy holds the remains of the dog, sobbing wildly.

INT. GRANNY WOMAN'S COTTAGE - NIGHT - RETURN TO PRESENT

The boy and the dog disappear and the cluttered wreck appears in their place, along with Roscoe and Jeb, bringing us back to present.

ROSCOE
So she made me leave. Didn't want me to go bad, like everything else in Fear County. I never came back until the business with Gordon's Gap. I stayed here for a while, but it didn't take long for Fear County to find me.

INT. GRANNY WOMAN'S COTTAGE - NIGHT - FLASHBACK

Same shot of the basement as when Roscoe was five... only now he sits in the chair his father sat in, with the same shotgun in his own mouth.

ROSCOE
This time, though, Ma caught me in time.
The Granny Woman storms down the stairs with a sort of powder in her hands. She throws it in Roscoe's face, causing him to pass out immediately.

INT. GRANNY WOMAN'S COTTAGE - NIGHT - RETURN TO PRESENT

ROSCOE
When I came back, Ed North had killed Jack Gallow, but that didn't matter -- In Gordon's Gap they still want to think I did it. And that's all there is to me. I swear.

Jeb is silent for a second, unsure of how to react. He studies him carefully. Finally:

JEB
How do we get out, Roscoe? When she "kicked you out," how'd she do it?

ROSCOE
She used a candle that shines light straight from the sun. Keeps the critters away and makes the wall show itself. I just pray to God she still has one somewhere. We'll look for it tomorrow. We best get some sleep.

He turns to leave, then stops:

ROSCOE (CONT'D)
Hey. Your dad has barely said a word since we've been in Fear County--

JEB
That's not Fear County; that's just him. He hardly ever talks anymore.

EXT. GRANNY WOMAN'S PORCH - NIGHT - LATER

The gang sleeps out on the porch. CU on Roscoe, whose eyes snap open mechanically. Possessed.
He gets up and goes inside. A second later, he returns with the shovel that he killed his dog with in the flashback.

He stands over Sam as he sleeps. After a moment, he casually HACKS IT STRAIGHT INTO SAM'S CHEST. Sam only looks up at him, not understanding, but then there is a moment of clarity before he dies.

Still possessed, Roscoe turns to Jeb and slams his foot on his head. We hear the sickening sound of it cracking open as he does it again. And again. And again--

EXT. GRANNY WOMAN'S PORCH - NIGHT - END OF DREAM

Roscoe leaps to his feet in horror, covered in sweat from his sleep. He looks over at Jeb, who sleeps soundly. His head is completely intact and blood-free.

Roscoe starts to breathe a sigh of relief, when he realizes that he's holding the shovel. He turns to Sam--

Who also sleeps soundly. Again, Roscoe starts to breathe a sigh of relief--

Ezekial Gallow stands in the yard.

EZEKIAL GALLOW
It's got hold of you, Roscoe. You can feel it, can't you? It's always had a hold on you. You never really leave Fear County. But you know that, don't you? It's why you came back... one last time.

ROSCOE
I came back to help this boy.

EZEKIAL GALLOW
You came back... to let it take you. To become one of us. Two days. That's all the time you got left.

With a smile, Ezekial disappears back into the woods, leaving Roscoe badly shaken.
EXT. GRANNY WOMAN'S COTTAGE - DAY

An establishing shot of the cottage on this beautiful morning-

A table comes CRASHING through the open front door, spilling out onto the porch. It is followed by a nightstand. Other objects come spilling out. We go in closer--

INT. GRANNY WOMAN'S COTTAGE - DAY

-- to see that it's coming from Roscoe, Sam, and Jeb, who are hauling all of the wrecked furniture out of her house, searching for the candle.

    ROSCOE
    Please be here, please be here...

Midnight hops on top of an old, sealed chest that Roscoe and Sam are about to pick up.

    SAM
    Shoo.

Sam swipes his big hands at the cat, but it oddly doesn't even budge. Sam shrugs and goes to lift the chest--

Midnight NIPS at his fingers, causing him to jump back.

    SAM (CONT'D)
    Wha--

    ROSCOE
    Midnight, I don't care if ma's gone, you do not run this house--

Midnight STOMPS his front paws on the lid, looking at Roscoe with serious eyes.

    JEB
    Hey guys... I think... he... wants you to open it.

    ROSCOE
    No, he's just bein a stinker--
Midnight bends down and NUDGES the lock with his head, then looks back at Roscoe, visibly annoyed.

ROSCOE (CONT'D)

Oh.

INT. GRANNY WOMAN'S COTTAGE - DAY - LATER

The chest is SLID into frame by all three of them. Sam hunches down with a crowbar, POPS the lock with ease, and opens it, and their jaws drop.

Inside are three bags, each evenly spaced apart, each with a different name printed on it: JEB, SAM, and ROSCOE.

JEB
She... knew we were coming...

Midnight rubs against Roscoe's leg, purring loudly.

ROSCOE
Yeah, yeah, yeah.

But he scratches Midnight's head with a smile. Then, without speaking, they reach in together, withdraw their bags, and open them.

Jeb's bag contains a baggy of seeds... and two scaly, green eggs the size of marbles. A fetus floats in each of them. He stares at them curiously, making sure not to touch them.

Sam's contains a boring-looking bowl of what appears to be mud. He stares at it with disappointment.

Roscoe's contains a huge candle that is exactly identical to the one in Sheriff North's safe. Also, a bag of strange-looking cookies. And a note. As Roscoe picks it up and begins to read it out loud:

INT. GRANNY WOMAN'S COTTAGE - NIGHT - FLASHBACK

The Granny Woman sits, hunched over the table that has since been thrown out, scribbling this note down, lit by her fireplace. Eerie sounds and calls can be heard outside.
GRANNY WOMAN (V.O.)
Roscoe, I know that you're comin back in a few weeks, and that you're bringin the boy who'll fight Fear County as it tries to grow again. I also know that come tomorrow morning I'll be with my maker--

A loud shhhrerrrrriiieeekkk cuts through the night, coming from right outside the cottage, causing her fire light to dim for a second. She continues writing.

GRANNY WOMAN (V.O.) (CONT'D)
Something's outside, ready to take me home. But I'll give it hell first. I only wish I could've made it long enough to meet you, Jeb. The seeds there are from a plant that no longer lives on this earth. You plant two or three in a plot of land and the next day there'll be a full-grown plant in that very spot. It'll look like any other old plant, but if you strip the leaves and cook em and feed em to your grandma, then it oughta burn the cancer right out of her. But cancer is like termites -- if you get rid of em too late, it won't matter: There won't be much left to save.

Another shriek from outside.

GRANNY WOMAN (V.O.) (CONT'D)
And the eggs are for the critter, the one that's outside right now. That thing can do a whole list of sins against God, but cannibalism ain't one of em. If it eats its own kind, then it'll shrivel up and die on the spot. And for your pa, that mud is from the Garden of Eden.
You rub that into his hair like shampoo, and it might help his memory. This ain't a disease or a monster, though -- every brain's different, and it may or may not work. And for you, Roscoe, I leave only the candle and my love.

Several THUDS are heard out on the porch. The Granny Woman sighs and writes:

**GRANNY WOMAN (V.O.) (CONT'D)**

And now it's time to meet the Lord.

She gets up, puts the note in the chest, locks it, grabs a powder from one of her many bowls and a crucifix. She goes to the door and opens it. Outside, TWO HUGE EYES stare at her from the darkness beyond her porch, eyes that look exactly like those of the critter in Mangrum County...

She immediately THROWS DOWN the powder, causing it to ignite into dazzling light. She shuts the door behind her, leaving us to only hear as all hell breaks loose outside --

**INT. GRANNY WOMAN'S COTTAGE - DAY - RETURN TO PRESENT**

We pull back, showing Roscoe sitting there with the letter, reading the end of it. The sounds of the fight fade, and we are back to the present. He's misty-eyed again.

**ROSCOE**

*She coulda just lit the candle... we've used it before... but she saved it for us...*

**JEB**

And she didn't explain the cookies... what are they for?

Roscoe stares at Jeb stupidly.

**ROSCOE**

*They're for eating. They taste good.*
EXT. PARADISE HOLLOW - DAY

Roscoe is finishing rubbing the mud into Sam's head. Sam has his eyes squeezed shut, hating it. They're all packed up, ready to go.

SAM
Smells like a dead skunk... covered in rotten eggs... and poo--

He suddenly looks at Jeb with wide eyes.

SAM (CONT'D)
Jeb?

JEB
(hopeful)
Yeah?

And then the light is gone from Sam's eyes.

SAM
Uh... I dunno.

Now finished, Roscoe wipes his hands off.

ROSCOE
Ready to get this show on the road?

Jeb nods and starts to head toward the woods--

ROSCOE (CONT'D)
Oh, wait. Let me get some water from your bag.

Jeb stops, allowing Roscoe to dig around in his bag.

ROSCOE (CONT'D)
So we're gonna go a little bit of a different route that'll take us south of Brimstone and all the crazy bastards that live there--

As he talks, we see him palm one of the eggs, sneaking it into his own pocket. He shuts the backpack and continues on.
ROSCOE (CONT'D)
And if we hustle, we'll be home
sometime tomorrow--

From behind them, Midnight comes STREAKING out of the
cottage. He runs right up to them and joins them.

JEB
Oh, came to say goodbye, huh?

He scratches Midnight's head, then continues on, but Midnight
follows right behind him. Jeb notices and sets him back a few
feet.

JEB
Oh no, you don't want to go where
we're going.

He sets back off into Fear County -- Midnight catches right
up to him and rubs against his leg. Jeb helplessly looks at
Roscoe and Sam, who only shrug.

JEB
But, what if he--

ROSCOE
He'll be fine.

They set off into Fear County, now accompanied by Midnight.

INT. MANGRUM COUNTY POLICE STATION - DAY

Sheriff North sits at his desk. He leans forward, grabbing
his head in the throes of a terrible headache. He looks up,
eyes are glazed over, and he mutters. Again, he has that look
of vacancy on his face that has a familiar Brimstone look to
it.

The normally quiet small-town police department is bustling
with commotion. On the bulletin board are TROY and MANDY'S
picture, and beside their pictures are SEVEN OTHER CHILDREN'S
PICTURES.

A secretary pokes her head in.
SECRETARY
Sheriff North?

NORTH
Get out.

SECRETARY
Sheriff, we just got another call -- another child is missing--

North WHIPS AROUND and draws his gun--

NORTH
GET OUT GET OUT GET OUT!!!

The secretary bolts from the office, but North remains with his gun pointed at the door, breathing heavily. He looks outside, where the town is bordering on chaos.

EXT. FEAR COUNTY - DAY

The gang stomps through a marshy area. Then:

MA GALLOW (O.S.)
(off in the distance)
Peggggiieeeee!!!!!

JASPER GALLOW (O.S.)
Peggggiieeeee!!!!!

ROSCOE
That sounds like --

JEB
Ma Gallow. Hide!

They dart and hide in the reeds, just as Ma Gallow and her children emerge from the foliage, holding huge knives. Travis holds a bow and arrow.

TRAVIS GALLOW
Peggggiieeee!!!!
JEB
(whispering, with a smile)
She actually did it!! She ran away!

The Gallows pass on by, fading into the forest.

EXT. ABANDONED BOXCAR - DAY

The gang reaches a small clearing...where an old abandoned boxcar sits off to the side. The wheels are long gone and it's partially collapsed.

ROSCOE
How the hell did this get here...

Jeb looks around.

JEB
There's no tracks...

SAM
Hey, Jeb, can we have lunch here?

Jeb looks to Roscoe, who only shrugs.

JEB
Yeah, sure, I'm pretty hungry.

They sit down and unpack their stuff. Behind them, black flowers on the vines of the trees silently open. No one notices, except for Midnight, who growls uneasily, arching his back.

Sam lays down flat on the ground.

JEB (CONT'D)
So what's it gonna be today, Roscoe? Cold jerky and stale bread?

ROSCOE
And cookies. Don't forget the cookies.

SAM
Yeah, Jeb.
Roscoe hands the food over to Jeb and Sam, who snarf it down hungrily. More of the black flowers are opening, causing Midnight to now hiss angrily. No one notices, though. Roscoe yawns...

ROSOCIE (CONT'D)
Say, Jeb, I think I'm gonna lay down for just a second, take a cat nap...

Roscoe lays down. Jeb looks over at Sam, and sees that he's also fast asleep.

JEB
Roscoe, are you sure we should be sleeping now...?

ROSOCIE
Uh...huh...

And Roscoe's out. Jeb looks at him, worried about how fast he fell asleep. Jeb starts to take another bite, but instead yawns. His eyes gloss over. The black flowers are huge now, and they are STRETCHING toward him...

JEB
You know, that's not a bad idea.

He carefully sets down his food and lays down. Midnight angrily tries to nip at his arm, but Jeb is fast asleep, and even Midnight unwillingly collapses into unconsciousness.

Their job done, the flowers silently close back up and slip into the foliage, as if they were never there.

EXT. ABANDONED BOXCAR - DUSK

The three of them lay in the grass in deep sleep as their daylight slips away. The candle lays off to the side, unused.

INT. FUNERAL HOME - DAY - DREAM

JEB'S POV:
We are at the back of a funeral home, which is packed full of solemn people. No one speaks. A muted, dead sounding organ labors its way through "How Great Thou Art."

We come up the middle aisle. A casket sits at the front of the viewing room...

REVEAL: GRANDMOTHER LUCILLE lays in the casket.

As we get closer, she sits up. And slowly turns toward us. She tries to open her eyes, but they're sewn shut and it pulls her skin tight enough that we can see the thread that's been sewn through them.

She opens her mouth to speak, but it's also sewn shut. Her lips rip as she stretches her mouth, tearing the thread that holds it shut. She reaches for us.

    LUCILLE
    (muffled)
    ...give your granny a hug...

END JEB'S POV:

He turns to run back down the aisle, but the funeral home is now empty. It's just him and Lucille. The music changes from being an organ to being the humming that was playing through the Granny Woman's record player...

There is a CRASH as Lucille leans too far and tips the casket off its stand. The bottom half of the casket spills open and out she comes, crawling on the floor. The stitches in her eyes pop loose and they open.

She crawls down the aisle toward Jeb, who backs away...

    LUCILLE (CONT'D)
    ...give your granny a hug...

Jeb is backed against the back wall, and now there are no doors to this room. Lucille paws her way closer, her eyes black and cut from the stitches. Her mouth dangles open, only held by a few remaining stitches.
LUCILLE (CONT'D)
...give your granny a HUG.

She STANDS UP and REEEACCCHES--

EXT. ABANDONED BOXCAR - NIGHT

Jeb shoots up from the ground, screaming. The dream is over. Gasping, he takes a second to collect himself. He looks around. Sam and Roscoe are still in their deep sleep.

The surrounding forest is silent--

There's a faint light coming from the boxcar. Jeb stares at it, fixated. It flickers, just a little bit. Jeb walks over to the boxcar. He looks around and climbs in.

INT. ABANDONED BOXCAR - NIGHT

It's plain: four empty walls--

MANDY stands at the far end of the boxcar. She is more beautiful than ever, but her figure is partly concealed in shadow.

MANDY
Jeb!

She waves. Her hand is white as lard.

JEB
...Mandy! What are you doing here?

MANDY
I came to find you, Jeb.

JEB
...But how did you escape...

MANDY
(seductively)
Shhhh... I want you to kiss me...

She wiggles her finger -- a "come and get it" gesture. Jeb can't help it; he starts stumbling toward her.
MANDY (CONT'D)
I know you've wanted to do this so bad ever since you met me. I'm gonna let you kiss me as many times as you want...

As he gets closer to her, she sways a little bit, as if she's floating. He realizes that something's wrong.

Behind Mandy comes a deep, low growling.

MANDY (CONT'D)
Come on, Jeb... Just a little closer...

Jeb has almost reached her... and then we see that the back wall of the boxcar is not made of wood but is made of TEETH which are sliding apart as the mouth they're in opens...

Behind the thing that appears to be Mandy is a _giant anglerfish-like creature_.

Huge eyes glow, and out of its head comes a huge protrusion that, instead of dangling a light as bait, dangles this apparition of Mandy.

The protrusion sticks out of the back of her head. She swings like a pinata in front of the anglerfish as it moves.

Jeb starts to back up, but the anglerfish rises behind the boxcar... and it's thirty feet tall.

It opens its huge mouth to snag Jeb--

_A shotgun blast goes off_. The beast ROARS and backs away from the boxcar.

REVEAL: Sheriff North stands in the clearing in front of the boxcar, smoking double-barreled shotgun in hand. He reloads.

Sam appears in the door to the boxcar.

SAM
Jeb, what's goin on?
(still hypnotized)
I dunno...

Sam shakes Jeb hard. Jeb snaps out of his trance, and the two run to the door and watch, hidden, as Sheriff North faces off with this towering monster. North blasts the creature again. It SCREAMS, but it thunders toward him, unphased by firepower.

North strikes a flare against a tree (and the tree SHUDDERS as he does so), lighting up the night and casting eerie shadows through the forest. The creature halts... but the flare is running out fast.

Roscoe has woken up. He turns toward North--

ROScoe
Sheriff--

North CRACKS his shotgun butt against Roscoe's head without looking at him, knocking him down. He may be saving them, but whatever he has in store may not be much better.

The anglerfish, which technically isn't a fish because it's out of water and thirty feet tall, swings its huge head and hurls a log at North. He barely ducks in time. The trees behind him SLIDE to the side as the log crashes through the woods.

North tries to reload his shotgun while holding the flare, but it's hard to do with one hand, and the flare is almost out. The anglerfish patiently waits for it to die.

JEB'S POV: Mandy continues to smile sweetly, dangling from the filament attached to the monster's head

SAM'S POV: The filament dangles HIS EX-WIFE, looking happy and beautiful. He stares at her in wonder.

ROSCOE'S POV: We see what really dangles from the anglerfish's head: A sticky, slimy lump that would almost certainly trap anyone who touches it.
Midnight watches it all from the foliage with wide, dilated pupils, not even daring to jump into this fight.

ROSCOE (CONT'D)

Ed, you ain't got much light left--

NORTH

I KNOW--

As he fumbles with the shotgun, he drops both of the shells he's trying to load. The vines at his feet SUCK the shells into the ground -- they're gone.

ROSCOE

Ed...

NORTH

--Dammit--

In desperation he grabs Roscoe and hauls him out of the clearing. As he pulls Roscoe along, he kicks Sam's service revolver to the side. The flare GOES OUT. The anglerfish lunges--

SAM

HEY!!

Sam has stepped out of the boxcar, waving his arms frantically. The anglerfish TURNS at the sound of his voice and BOUNDS toward them. Mandy continues to bounce wildly from its head.

MANDY

Here I come, Jeb!

Jeb spots the candle lying off to the side.

JEB

Sam, give me your matches!

Sam SLAPS the matches into Jeb's hands and Jeb RUSHES through the clearing toward the candle. As he runs, though, the vines in the ground reach up and try to trip him -- Jeb barely avoids falling--
A vine has almost reached the candle—

As it closes the distance, Jeb grabs the vine and YANKS it away from the candle. As he passes it, it snags him by the foot and begins to pull him away.

Jeb digs into the ground and tries to pull away from the vine, and he is barely stronger than it. He crawls toward the candle as the vine wraps itself further up his leg—

He GRABS the candle -- but can't light the matches --

As the anglerfish SWOOPS down on him, Sam appears and SNATCHES the candle and the matches from Jeb, lights a match between his own fingers, and LIGHTS THE CANDLE.

The effect is instantaneous -- although it's just a candle, it gives off the light of a massive bonfire. The anglerfish nearly flips over from changing direction so quickly. The vine pulling Jeb away immediately releases him and scurries back into the ground.

As the anglerfish bounds back into the woods --

MANDY

*I JUST WANTED TO KISS YOU!!!!*

Sam and Jeb stand there in disbelief, out of breath.

JEB

What do we do?

SAM

We gotta get to Mangrum County...

Sam thinks for a second.

SAM (CONT'D)

Get on my back.

JEB

Sam, it's okay.

SAM

Get on my back!
Jeb crawls onto his father's back. Sam holds the candle, eerily lighting the way as they set off into the woods.

As they run off, PEGGIE GALLOW emerges slowly from the forest, her eyes wide with fear. She looks around behind her, and then grabs the service revolver that Roscoe dropped, along with the bullets..

MA GALLOW (O.S.)

Peggggiieeee... we're getting clooosssseer.....

Peggie loads the gun and darts off into the night, following Jeb and Sam.

EXT. FEAR COUNTY - NIGHT

North is pulling Roscoe through the woods. Roscoe has been handcuffed. He's still groggy from getting clocked.

As North walks, he roughly goes through Roscoe's bag. He tosses most stuff aside, but then his eyes go wide as he sees the egg. His eyes are hollow, filled with Fear County. He reaches in and holds the egg up.

NORTH

So you found her.

ROSCOE

Yes, we did. But we can't save your daughter if we're trapped here in Fear County. We need--

NORTH

One of these?

North produces the candle that he had in his safe.

ROSCOE

Where did you get that?

NORTH

You and Jack Gallow aren't the only people who made it out of Fear County alive.
ROSCOE
You mean...you've been here before?

NORTH
It's been fourteen years, but it sure feels like yesterday.

He gazes longingly at the egg

NORTH (CONT'D)
She helped me get my wife pregnant. We'd been trying for years, but nothing...and then after I came back from meeting the Granny Woman, it only took one time, and...ta-da...Mandy came along...

His eyes darken.

NORTH (CONT'D)
I remember she had a bunch of these. This can bring Mandy back...

He strikes a match and puts it to the candle, which of course burns with the intensity of a massive bonfire. Ahead, where there was nothing, we can now see the outline of the wall...and the light that streams through it.

As they reach it, Roscoe sees the stones scattered across the ground...this is a different hole than the one they came through. North's police cruiser is parked on the Mangrum County side.

ROSCOE
Did you...blow the wall?

NORTH
...Had to...

ROSCOE
Ed, this is bad. This is real bad.

As they pass through the hole in the wall, neither of them notice MIDNIGHT, who is trailing them.
EXT. FEAR COUNTY - DAWN

Peggie runs as fast as she can down the tracks, but she's stumbling, tired. As she comes to a rest--

MA GALLOW (O.S.)
There's my little girl...

Peggie screams. The Gallows emerge from the forest around Peggie. They're smiling and still holding their weapons.

PEGGIE GALLOW
No.... no...

EXT. FEAR COUNTY WALL - DAWN

Sam emerges from the hole in the wall that North blasted, with Jeb still on his back. As soon as they step out of Fear County, the candle abruptly GOES OUT.

Sam is sweaty and exhausted, but he's also one big muscle. There's still energy in him. Then--

SCREAMING coming from Fear County.

JEB
Peggie!

GUNSHOTS in the distance. Several of them. Then --

SILENCE.

SAM
We gotta leave, Jeb.

JEB
But Peggie...

Sam takes Jeb by the hand and leads him away, looking more confident than we've seen him.

SAM
Gotta go to the cave. Gotta save some kids.
EXT. MANGRUM COUNTY POLICE STATION - DAY

Roscoe and North pull up in front of the police station. Roscoe still looks fairly dazed from being hit... from Fear County.

North goes to Roscoe's door, and as he opens it --

Roscoe SMACKS his hand, sending the egg FLYING.

NORTH

NNOOOO!!!

As North dives for it, Roscoe shoves him to the ground, snatches the egg from the air, and takes off running as fast as he can down the alley on the side of the building. North quickly recovers, draws his sidearm, takes aim--

NORTH (CONT'D)

Yahhhhhhhhh!!!

REVEAL: Midnight has CLAMPED his teeth down into North's ankle. He instinctually points the pistol down and SHOOTS the cat, killing it instantly. He turns back to the alley--

But Roscoe is gone. The people from GORDON'S GAP emerge from the station in time to see him.

TRUCKER

Was that--

NORTH

THAT WAS ROSCOE!! GET HIM!!

The Gordon's Gap folks all SCATTER, some jumping into trucks, some running on foot.

After they're gone, we hear a sickening sound -- a cat hacking up what sounds like a furball--

It's MIDNIGHT, coughing up the bullet, which clatters to the ground. Midnight slips away without the slightest hint of injury.
EXT. PIKESVILLE - DAY

Tornado siren wails across the town as townsfolk storm across the city, looking for Roscoe. Some trucks scream past Chuck, Mack, and Greg, who still sit in front of the barber shop.

MACK
Mmm-hmm. Toldja somethin was up.

INT. CAVE - DAY

Jeb and Sam stand at the mouth of the cave, steadying their resolve as their eyes adjust to the light. From inside, someone can be heard crying. Jeb pulls out the egg carefully.

JEB
Where's... the second one?

SAM
Roscoe's got it.

JEB
You saw him take it?
(Sam nods)
And you didn't say anything.

SAM
I... trust him.

Jeb nods -- he does, too.

JEB
Let's go kill us a monster.

They go into the cave. It's much more crowded than before. There are eleven children hanging from the ceiling. Two of them are less than four years old.

Immediately, Jeb spots Mandy, who looks horrible. He runs to her.

JEB (CONT'D)
Mandy! I came back! And I can get you down this time--
She doesn't move.

JEB (CONT'D)
Mandy?

He pokes her. Nothing. All breath leaves his body as he realizes that--

She's dead.

As he takes this in, from the back of the cave comes a screeching, Satanic laugh that sounds like fingers on a chalkboard.

SAM
Oh, God, Jeb...

Slowly, the creature's eyes come into view, bouncing in the darkness as it laughs at Jeb's devastation. But when he looks up at the monster, it's not a little boy facing the monster. It's a man. An angry man.

JEB
You killed her. And you killed the Granny Woman, didn't you?

Again, the screeching laugh.

JEB (CONT'D)
Well the only reason she didn't kill you is cause--
(to himself)
She wanted me to do it...

Time slows down and all sounds cease as the creature lumbers out of the shadows... and we SEE IT for the first time.

It smiles, showing off its snaggled teeth -- what looks like thousands of needles crammed into its mouth. Bits of flesh are caught in it.

It looks like its mother was a alligator, and its father was a snake. It has primitive, half-formed legs.
It ROARS -- Sam and Jeb clamp their hands to their ears as the sound and the wind escalates. Jeb has to grab onto Sam to keep from getting blown over.

While trying to maintain his balance, Jeb loses a hold on the egg. As it bounces into the darkness, back by the mouth of the cave, he tries to chase it, but the creature LEAPS through the air.

Sam INTERCEPTS the creature's leap. The two of them roll on the ground. Sam uses all of his strength to keep the thing from snapping at his head, like he's in a rodeo from hell.

Meanwhile, Jeb spots the egg by the cave's mouth. He reaches for it-- and a foot STAMPS down on his hand between him and the egg.

Jeb looks up, and there stands DANNY BOONE, who reaches down and picks up the egg carefully. Of all of the people who Fear County has managed to infect, it's gotten Danny the worst of all. His eyes are hollow, glass.

DANNY
You killed Troy...

Don approaches behind his brother.

DON BOONE
Danny, what are you doing?

Behind them the creature has thrown Sam across the cave. Sam slams against the wall near Jeb, immediately unconscious.

The creature turns its attention toward the standoff. While the three boys are distracted, it creeps toward them.

EXT. WOODS - DAY

Roscoe limps through the woods as fast as he can. His side is hurting, and he's on the verge of collapsing. Behind him, we hear the townspeople calling to one another and stomping through the woods behind him.
NORTH (O.S.)
He got Gordon's Gap and now he's after Pikesville!! I don't care if he's dead or alive, just FIND HIM!!

INT. CAVE - DAY

JEB
If you give me the egg now, I can kill it and... maybe bring Troy back...

The monster quietly closes the distance behind the boys.

A sick, Fear County smile comes across Danny's face.

DANNY
I think I'd rather see you dead than see Troy alive.

He makes a fist to smash the egg--

DON
DANNY, NOOOO!

Don TACKLES his brother, and they roll on the floor, past Jeb, and toward the monster, who seizes its opportunity.

It SNAGS Don, sinking its huge teeth into his side. Don screams as he is dragged away from Danny. The monster scurries back into the shadows of the cave, where we hear Don scream as his life ends.

Danny stands up, triumphant. His face is pure lunacy.

DANNY
So long, Jeb.

And he crushes the egg in his hand. He chuckles as it pops and the fluid runs through his hand... and then he starts to scream.

His hand flexes open, and we see the tiny fetus burrow into his skin like a scarab beetle.
He falls to the floor, screaming as the thing works its way up his arm.

Behind him, the creature returns, happily watching as Danny twitches on the floor. For a second, the fetus can be seen in his mouth as it crawls up into his brain.

Behind all of this, Sam blinks his eyes a few times, then:

**SAM**

Jeb?

The monster whips around at the sound of Sam's voice and begins to crawl toward him.

Sam watches from the floor as the grinning creature moves slowly toward him.

**JEB**

**NNNOOOOO!!**

**ROSCOE (O.S.)**

Hey, Jeb, ya need this?

Jeb whips his head around, and there stands Roscoe, saving the day yet again. He holds out his hand and opens it, revealing the egg he took.

Roscoe tosses the egg to Jeb, who catches it easily. At first he holds it up uneasily to throw it, but the creature is so far away that there's no way he'll make it --

Then the light bulb clicks in Jeb's head.

**JEB**

Oh, you're one sorry son of a bitch.

He reaches around to his back pocket, pulls out his slingshot, places the egg in it, draws back, and--

**JEB (CONT'D)**

You know what this is, you stupid thing?
Sheriff North walks into view, his pistol held to Roscoe's back.

NORTH
Jeb, I want my daughter back. Bring her back.

JEB
Oh Jesus, I CAN'T! She's dead!

NORTH
I know. I found her last week. Fear County gave her to me, and now it's trying to take her back. But the egg can bring her back to life!

JEB
I don't know why you think that--

ROSCOE
That's Fear County talking. Now Jeb, you ain't got much time! Shoot it!

NORTH
You fire that egg and I swear to God I will blow Roscoe to hell.

The monster is feet away from Sam...

NORTH (CONT'D)
Now who's it going to be? Roscoe, or your bumbling retard of a father, who doesn't even know who you are--

Sam, his head covered in blood, looks up as the monster closes in the final inches:

SAM
Yes... yes I do. Jeb Sweeney... you're my son... and... and I love you...
Jeb's eyes can't help but fill with tears.

JEB
Love you, too, dad...

ROSCOE
Finish it, Jeb!!

WWWHAPP! Jeb fires the egg right into that serpent bastard's mouth. The creature stops right before it reaches Sam and lets out an inhuman roar as it starts to die.

BAM!! - A gunshot behind Jeb. The wall is splattered with blood, and Roscoe is heard collapsing OS.

The creature rolls over onto its back, dying. It SCREAMS again.

REVEAL: Roscoe is a ruined mess, but he's got a few more seconds of life left in him. As the creature twitches and dies, Roscoe smiles...

ROSCOE (CONT'D)
...we did it...

... and he dies in peace.

Sheriff North stumbles toward Jeb, smoking pistol in hand. He steps over Roscoe's body. North's eyes are now completely possessed -- Fear County is exacting its revenge.

NORTH
You go next... Put your hands against the wall...

SAM
(standing up)
Please! Don't hurt my boy!!

North SHOOTS Sam in the stomach. Sam collapses, bleeding.

JEB
NOO!!! DADDD!!!
NORTH
I said put your hands against the wall.

Sobbing, Jeb obliges, no longer caring.

NORTH (CONT'D)
You're about to see Mandy again, and I'll be right behind you.

North puts the gun to Jeb's head.

BAM - Sheriff North falls dead.

REVEAL: Behind Sheriff North stands PEGGIE GALLOW, with the smoking pistol in hand. She's covered in mud, blood, and bruises -- but she's made it out of Fear County.

JEB
You... you're...

PEGGIE GALLOW
I'm okay. They can't follow me anymore.

The cobwebs holding up the children start to crack.

PEGGIE GALLOW (CONT'D)
Oh, God.

The townsfolk appear at the mouth of the cave.

BALD MAN
(calling)
Hey! HEY!! They're in here!

The townsfolk rush in just as the webs holding up the children snap. They catch them and begin to peel the sticky substance off of them, but Jeb doesn't care... he rushes over to his father, who is feebly stirring on the floor.

JEB
Dad? Dad!
He rolls his father over. His head is bloody. And he's lifeless.

JEB (CONT'D)

...Dad...

He starts to cry, and Peggie puts her arms around him.

And we leave the cave, where the monster, Danny, Don, Troy, Mandy, Roscoe, and Sheriff North lay dead and Jeb Sweeney grieves for his father.

INT. FUNERAL HOME - DAY

Jeb is dressed up in a suit. He sits by a closed casket, his eyes red and full of more pain than any thirteen-year-old boy was ever supposed to know.

A line of people passes by the casket.

BUSINESS WOMAN
I'm so sorry about your loss, Jeb...

MACK
It's a real tragedy, son. A real tragedy.

ANOTHER WOMAN
My deepest sympathies, Jeb.

SAM (O.S.)
She was a good mother and a good grandmother, wasn't she, son?

REVEAL: Sam stands by his son as the mourners pass by. Sam has a brace around his midsection. His eyes are red from crying, because he remembers the woman who has died. He remembers the young man who's sitting next to him, mourning his grandmother.

He remembers.
EXT. CEMETARY - DAY - MOS

Jeb and Sam stand as Roscoe is lowered into a pauper's grave. Sam no longer has the brace—just a cane. Other than the undertakers, they are the only ones present.

INT. BARBER SHOP - DAY

Clean, crisp SNIP SNIP of hair. JEB Sweeney (13), a confident young man, is getting his hair cut.

CHUCK
How're you and your daddy doing, Jeb? Are ya'll getting along pretty well? Must be kinda hard trying to make do while he's still recovering.

JEB
Yes, sir, but we're managing.

CHUCK
It was a miracle, your papa regaining his memory like he did. A flat-out miracle.

Jeb notices that Eddie is sitting off to the side, by himself. His eyes are red.

MACK
(hushed)
Oh... since you been gone, Eddie just found out that his daughter's got the cancer... it's spreadin fast.

CHUCK
Yeah, and from what I heard, that's about what it's gonna take to save her, too. A damn miracle. He's tryin to make his peace about it.

JEB
Well, he may not need to do that just yet.
He hops off of his stool, pays, and leaves. Peggie and Sam wait for him outside. Sam leans on his cane. Peggie, now that she's cleaned up, is beautiful. Midnight is now with them. Eddie follows them outside.

**EDDIE**
And what's that supposed to mean?

Jeb shrugs.

**JEB**
Nothing. Just -- anything could happen, that's all.

As he walks toward his father, he absent-mindedly reaches into his pocket and comes back out holding the Granny Woman's healing seeds. He drops them back into his pocket immediately.

Sam throws his big arm around Jeb's shoulder, and they all turn and walk away, leaving Eddie in the street dumbfounded, but hopeful.

**EDDIE**
(smiling)
Yeah. Anything could happen...

THE END

OPTIONAL ADDITIONAL ENDING AFTER THE CREDITS:

EXT. FEAR COUNTY WALL - NIGHT

Just like in the opening, thunder rumbles unhappily in the distance. The trees stir uneasily.

And the fact remains that there is still a GAPING HOLE in the Fear County Wall. Something slithers out, too quick to be anything recognizable. Then something else slithers out, followed by another.

And lastly, EZEKIAL GALLOW emerges.