FADE IN:

EXT. A TWO-LANE HIGHWAY - NIGHT

A restless wind skitters dry leaves across a desolate highway snaking through moonlit mountain peaks.

MATT (V.O.)
I was New York City bound eighty miles out of Pittsburgh hauling a full load on a windy nipper of an October night.

The sound of a roaring truck engine. Shifting gears.

A tractor-trailer, a road-worn Peterbilt, growls and groans up the mountainside.

MATT (V.O.)
Lately my rig's been sounding as worn out as me. My heart's gettin' a little too frazzled for these long hauls. But last time I checked, that pile of bills back home wasn't shrinkin' any smaller. So it's keep on chuggin'.

INSIDE THE CAB

MATT McALLEN, 50s, at the wheel. Clearly as worn out as the truck he drives. Waylon on the CD player. Between gearshifts he claws into a carton of Whopper Malt Balls.

MATT (V.O.)
I promised Susie five more years of this before I hung up the keys for good, sold my rig and retired. That's starting to look like a long time away. Crazy thing. Drive till you drop just to pay off a rig you're gonna dump soon as you stop haulin'. Makes no sense at all...

ON THE SHOULDER

A scrawny OLD MAN, barely four feet tall, stands with his back to us. He watches Matt's rig approach. His clothes hang on him like rags caught on a tree branch.
A filthy squashed hat hides a matted head. A pair of tattered work gloves poke out of the grimy sleeves of a wrinkled coat.

One thin arm swings up like a railroad signal, thumb out.

MATT'S POV

The Peterbilt crests the hill and levels out. Its headlights wash over several deer just off the shoulder before they bound away. The old man stands in the distance.

IN THE CAB

Matt sees the hitchiker. He has time for another palmful of Whoppers before he starts to downshift and brake.

MATT
	Damn. Middle of nowhere.

ON THE SHOULDER

The Peterbilt roars past the old man. Air brakes squeal in protest. The truck idles, out of sight. The old man pivots around. His ravaged face is not pleasant to look at.

IN THE CAB

Matt checks the passenger side mirror...

MATT
	It's open!
ON THE SHOULDER

The old man stares up at the door like it's Mt. Everest.

IN THE CAB

A little pissed, Matt slides over to the passenger seat. He unlatches the door and swings it open, revealing the little old coot.

Matt stares down at him. The old guy still doesn't move.

MATT
You gettin' in or not? It's a cold one, fella --

The old man starts to crawl onboard like a struggling child. He hops up onto the seat and just sits there staring straight ahead.

MATT
How about closing the goddamn door?

No response.

Matt leans impatiently across the old man, grabs the handle and slams the door shut.

The hitchhiker recoils against the seat back in total fright, exhaling a strange wheeze.

Matt reclaims his own seat. He makes a face.

MATT
Whew! Where you been? Sleepin' in the woods?

Silence.

MATT
Can't you talk?

Not a peep.

MATT
Be that way.
Matt releases the air brakes. Eases into gear and pulls out onto the highway. Soon the truck is up to cruising speed. He looks over.

The old man rides in silence, staring out the windshield like a toddler on his first car ride. He can barely see over the dash.

The Peterbilt eats up a few more miles. Matt lowers Waylon.

MATT
I'll tell you why I pick up hitchers.
You wanna know?

More of the silence Matt's come to expect.

MATT
It's the conversation. It's getting to know new people. Another way of seeing things. And people help keep me awake. Too many uppers messed up my heart.

Night air whistles through the windows.

MATT
Name's Matt, by the way.

OLD MAN
Eddie. Whorl.

Matt turns surprised at the old man's weak, raspy voice.

MATT
Hell of a name. Eddie Whorl. Some kinda circus name?

OLD MAN
Circus. No. I'm -- from the mountain.

MATT
A mountain man! You got a cabin up there?

OLD MAN
No cabin. I -- I lived in the woods.
MATT
Well ya could've fooled me. When's the last time you looked at a bar of soap?

The old man turns his head toward Matt. That makes the weirdest crackling sound.

Matt stares at --

-- the weeds and twigs sticking out of the old man's collar.

Matt smiles and shakes his head.

MATT
Brought your bed with you?

No answer.

They ride in silence. Finally...

MATT
So where ya headed?

OLD MAN
I want to go -- where's there's more of you.

MATT
Truck drivers? Or people? Is that it? You wanna be around more people?

OLD MAN
Yes.

MATT
Well, Mister Mountain Man. Looks like you just stepped into a pile of shit, because I'm headed straight for New York. More people than you can shake a stick at.

The old man laughs. It's a strange, unhuman sound.

OLD MAN
Good joke -- Matt.
A couple more miles of silence.

MATT
You got family there? Friends?

OLD MAN
Neither.

MATT
Then it looks like I'll be droppin' you off at a shelter, Mr. Whorl.

Matt looks at the old man again...

...staring out the passenger window.

Matt sighs. He turns Waylon way up. Watches the road ahead. Reaches into a travel bag, pulls out a corncob pipe. Goes to light it with a lighter.

A loud moan of panic fills the cab, jolting Matt. He almost drops the pipe.

It's the old man, recoiling against the passenger door as far away from Matt as he can get. The impact puffs a cloud of forest dust from his clothes. He cringes in fear.

Matt shakes out the flame and turns apologetically.

MATT
Sorry about that. You got emphysema?

OLD MAN
I'm -- afraid of fire!

MATT
Just as well I lay off. Doesn't help the coronary arteries. How old are you, if you don't mind me asking?

OLD MAN
I'm older than the forest I walked out of, and just born.

MATT
Born again, you mean? My wife's sister's born again. Whenever she comes over she won't let us forget it.
The old man chuckles. Like twigs scraping together.

OLD MAN
Let me apologize for my condition.
I've been sleeping wherever I can.
Can't seem to keep the twigs and leaves out of my clothes.

MATT
I've seen much worse. Hey -- you hungry? Thirsty?

OLD MAN
Hungry? Not yet, sir. But thirsty on the other hand -- quite.

Matt reaches over for a spare spring water bottle. He passes it to the old man, who grasps it in both gloved hands like a marionette.

Matt concentrates on driving for a spell. Glances over.

The old man hasn't opened the bottle. It's still resting between his hands. Matt grasps the bottle, unscrews the cap and hands it back.

MATT
Eddie, how the hell did you survive in the woods?

OLD MAN
Streams don't need uncorking.

The old man brings the bottle up to his mouth and chugs the entire contents at once. Most of the water spills out of the old man's clothes onto the seat.

OLD MAN
I thank you. I'll sleep now.

MATT
(shaking his head)
Suit yourself, Mr. Whorl.

Matt watches the miles pass under his rig.

Later. The radio clock shows 2:11.
OLD MAN
What's it like?

Matt turns to the old man, who is staring straight ahead.

MATT
What's what like?

OLD MAN
New York.

MATT
Never been to the Big Apple? Can't say I'd ever want to live there. Big, sprawling, dirty place. Tons of people, cars, buildings, crime. Noisy too. Traffic's straight from hell.

OLD MAN
Woods?

MATT
Bunch of little parks everywhere, and big Central Park in midtown. You expect to camp out? Good way to get your throat slashed. You a veteran?

OLD MAN
What's -- a veteran?

Matt looks over. Was the old coot serious?

MATT
You have trouble recalling things?

OLD MAN
Certain things.

MATT
So you can remember what you can't remember, right?

Silence again.

MATT
I'm joking. What do you remember about yourself?
OLD MAN
Waking up on the ground. I'm in the corner of a parking lot. I wake up in an alley. I wake up in the back of a pickup truck. I wake up where the wind -- puts me.

Matt scowls. Shakes his head.

MATT
You're not in your right mind, Eddie. Maybe I should drop you off at the nearest hospital. That's why I asked if you were a vet --

The old man swivels his potbellied excuse for a body around toward stiffening Matt.

OLD MAN
And when I wake up, I'm very hungry.

Matt swallows hard. Tries to stare at the road ahead. The Peterbilt starts to shudder. Matt downshifts. Turns back to the old man...

...perched like a big stuffed rag doll on the wet seat.

Matt glances out the windshield, fear washing his face. Sees a road sign...

REST AREA 2 MILES

...looks back at the thing pivoting toward him, its mouth forming an evil, toothless grimace...revealing a hollow opening lined with dead leaves and twigs...

...and an empty skull.

Matt snaps back to the road. The Peterbilt's been drifting to the shoulder. He wrenches the wheel. Turns back...

Eddie's now sitting right next to him.

Matt edges away with a groan.

MATT
Son of a fucking bitch! OW!
Matt clutches his chest. Breathes heavily, watching the road. Grabs heart pills out of his travel bag.

He struggles to shake one out as he steers with his wrists. Pops it, waits for relief. Reaches out to shift gears...

...and sees a spindly little hand, gloveless now, clutch his arm like a big spider. Its fingers are made of twigs.

Matt looks up. Out the windshield. Another road sign.

REST AREA -- TRUCKS ENTER HERE

Matt wrenches the steering wheel over with his free hand.

The Peterbilt barrels into the deserted rest area. It screeches to a hard stop.

Matt flings the cab door open. Leaps sideways out into the cold wind, the thing still gripping his arm. Like dragging out a big sack of branches.

His knee slams the pavement. Matt winces in pain. Struggles to get up. Freezes as the thing slowly claws its way toward Matt's throat.

Matt collapses again, too fearful to move, just watching the mass of twigs and rotting leaves twitching its way up his body. He groans, wincing in pain as his chest tightens...

MATT
You ain't -- gonna do this -- to me!

Matt swings out with both fists and starts to smash the life out of Eddie Whorl.

It takes a long time, Matt grunting and wailing and sobbing as he pounds and rips and tears the crackling, struggling mass of forest debris.

Finally the thing stills. Matt sees no flesh or bones or blood. Just dark puddle of leaf rot beneath those old clothes, reflecting the harsh overhead lights.

Matt reaches out to inspect what had made Eddie's face.
Leaves. Stuck-together, flesh-colored leaves pushed out from behind by twigs and rocks in the right places.

Matt stands, nursing his smashed knee. He stares down at the clump of refuse that had nearly killed him.

MATT (V.O.)
We all know about the big predators that stalk and kill humans. Critters that use strength and claws and teeth to bring down their prey.

Matt watches the wind as it finds the pile of murderous leaves and twigs, caressing them loose and skittering them in little bunches across the pavement.

MATT (V.O.)
Seems there's all kinds of predators loose in the world. Some that need the pulse of life just to keep themselves together in one piece, but too weak to accomplish their kill --

Matt clutches at his chest again. The pain subsides.

MATT (V.O.)
So they find other ways.

The wind starts gathering Eddie's remains in a new spot...

MATT (V.O.)
Ever seen the wind when it scoops up leaves and gathers them in one neat little pile?

...they slowly form a new pile of leaves and twigs...

MATT (V.O.)
Ever seen a heap of trash tidy as can be in an alley after the wind's died down? Or a perfect circle of leaves centered in the bed of a pickup after it's gotten where it's goin'?

Matt turns his gaze away from the pile. He heads limping for the Peterbilt.
Out from under the pile, five twigs scrape together. They become a rudimentary hand, clutching at the cold air.

Matt climbs into the cab. Slams the door shut. Slips the truck into gear and drives off.

Back to the pile of forest debris...

MATT (V.O.)
Do yourself a favor, friend. Steer clear of it.

...forming a vaguely human shape. It struggles to move.

FADE OUT.