

**L I F E F O R M S**

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FADE IN:

EXT. REDWOOD NATIONAL PARK - LOG CABIN - NIGHT

JAY and CADIE, a most beautifully perfect twenty-something couple, snuggle on a deck chair, sip foam lattes and watch the stars.

And there must be a million of them. All shining crisp and bright on this most pleasant evening.

Hundreds of towering REDWOODS surround the cabin like mother nature's own home security system.

Some smooth and sexy JAZZ RIFF pours from an Alexa rested on a handcrafted cedar table.

CADIE  
This is perfect.

Cadie squeezes in close to her man. A true Hallmark moment if there ever was one.

All is well. Until --

They throw a peculiar stare at something very strange and very deep in the night sky, leaving them in a state awe and true perplexity.

Bombs appear to burst in outer space. As if the stars were popping in a series of mini explosions closely mimicking a fireworks display.

CADIE (CONT'D)  
What's going on up there?

JAY  
Meteor shower maybe.

A series of FALLING STARS break the atmosphere.

Cadie stares up at Jay.

CADIE  
Say. Isn't that supposed to mean something?

JAY  
I don't know. Like what?

CADIE  
I don't know. Like some kind of omen or something.

JAY  
Let's ask Alexa.

CADIE  
(to Alexa)  
Hey, Alexa!

Jay squeezes Cadie's knee.

JAY  
No. Wait.

CADIE  
What is it?

Jay loses himself in thought. He squeezes his eyes shut. Cadie notices.

CADIE (CONT'D)  
Better not be farting on me again.

With his eyes still shut, an impatient Jay clasps his hand over Cadie's mouth.

JAY  
And the third angel sounded his trumpet, and a great star, blazing like a torch, fell from the sky on a third of the rivers and on the springs of water-

Jay removes his hand, opens his eyes. Cadie cracks a smile, surprised and impressed.

JAY (CONT'D)  
And I can't remember the rest. Something about a falling star poisoning the rivers. End of the world. Armageddon. All that fun stuff.

CADIE  
Very good, baby.

JAY  
Book of Revelation. Pretty hairy shit.

Cadie laughs.

CADIE  
Yeah, that's what I hear.

JAY  
I'd seriously avoid reading when  
you're high by the way.

CADIE  
I'll keep that in mind.

Jay cracks a mischievous grin.

JAY  
You know what I think it means?

CADIE  
What?

JAY  
That you should take off all your  
clothes.

Cadie slaps him hard in the chest.

JAY (CONT'D)  
Ouch!

CADIE  
Pretty sure that's not what that  
means.

JAY  
Yeah, well. A loose translation.

Cadie grabs Jay's collar, pulls him in for a kiss.

A LOUD AND METALLIC RUMBLE IN THE SKY draws their attention  
to the stars above.

Another FALLING STAR seems to be moving their direction. And  
GROWING IN SIZE with every second it draws closer to the  
earth's surface.

JAY (CONT'D)  
That's weird. They usually break  
up by now.

Jay and Cadie sit up. At full attention now.

A BRIGHT ORANGE MASS of what appears to be a blazing hot rock  
of fire continues to GROW...and GROW...until it's  
uncomfortably imposing in size.

CADIE  
Doesn't that seem kind of close?

Jay and Cadie set their feet to the floor, tightly gripping the handles of their deck chair.

FROM ABOVE THE REDWOODS

The now massive FIREBALL tears an impressive six hundred yards through the forestry and causes the outright destruction of hundreds of redwoods.

From up here- the once imposing trees appear to be a series of tiny match sticks being struck all at once.

The FLAMING STICKS fall like dominos.

EXT. REDWOOD NATIONAL PARK - LOG CABIN - NIGHT

Jay and Cadie, now standing up, holding each other close and looking truly petrified, feel the ground beneath them rumble like an earthquake.

Their coffees spill. Foam lattes run like rivers through sandalwood cracks.

And the RUMBLING has gotten LOUDER. And LOUDER. And ominous to the point of deafening.

CADIE  
What's happening?!

JAY  
It's okay! We're in the safest possible spot in the world!

A CRACKLING ORANGE LIGHT battles through the forest like a runaway freight train. And this train happens to be a FIRESTORM headed their direction.

And in the blink of an eye, the giant redwoods before them are ENGULFED IN FLAMES as a massive DISC-LIKE SPACECRAFT snaps them like twigs.

JAY (CONT'D)  
Fuck --

CADIE  
-- me!

OVER BLACK

SUPERIMPOSE: THREE HOURS EARLIER

INT. MASTER BEDROOM - DAY

An almost pitch black room. The soft and barely audible WHIMPERS of a young woman are heard.

A door creaks open, flooding the dark room with the LIGHT OF AN OUTER HALLWAY.

But there appears to be no one here.

The tall and imposing SHADOW OF A MAN towers over the tan colored carpet.

The man is SCOTTIE TEMPERTON---20s, shirtless and covered with bizarre death metal tattoos. A pierced eyebrow and matching nipple ring.

SCOTTIE

I know you're in here. You can breathe now.

Scottie follows the faint sound of WHIMPERING to the other side of a king sized mattress.

Without warning, the high powered beam of a bright FLASHLIGHT strikes the freshly bruised and bone thin face of CALLIE ALCOTT---20s, a truly broken soul who never felt the loving touch of a man that didn't come with a closed fist.

She is curled in a corner like a scared animal.

Her back rested against an old and scratched up night stand covered in garage band stickers.

And most notably gripping a phone with 911 on speed dial.

SCOTTIE (CONT'D)

Put the phone down, Callie. You know how this one ends. We tell each other sorry and we move on. That's how it's gotta be.

Callie's lips quiver with fear. Her thumb ready to press the dial button.

Scottie violently slaps the phone from her hand.

CALLIE

Not one more step.

SCOTTIE

Or what, Callie? You gonna call the cops? Go back to Mommy and Daddy?

Scottie SPOTLIGHTS the night stand covered with drug paraphernalia.

And then an unkempt mattress with disheveled sheets.

SCOTTIE (CONT'D)  
Take a good look.

Callie follows the beam of the flashlight to piles of dirty laundry bursting through a closet door.

Plates of half eaten food on the bed.

Orange prescription bottles and little pink and white pills spilled on the carpet.

SCOTTIE (CONT'D)  
You think they'd take in a piece of trash like you?

Callie's eyes well with tears. Scottie unbuckles his jeans, slowly unzips his fly.

SCOTTIE (CONT'D)  
Now. Come give Daddy a kiss on his booboo and tell him you're sorry.

Callie surprises him with a thirty eight revolver aimed straight for his crotch.

OUTER HALLWAY

Peering inside the bedroom...

POW! A BRIGHT WHITE FLASH pierces the darkness like a crack of lightning.

Thump. A body hits the floor.

EXT. GOVERNMENT HOUSING - DAY

Still in a t shirt and boxers, a barefoot Callie races down a set of stairs with shoes in hand and toting a badly tethered book bag stuffed with clothes.

Pit bulls BARK. Death metal BLASTS.

As she reaches the second set of steps, she stops and stares at the trash ridden lot below.

McDonalds cups. Empty Gatorade bottles. Plastic dime bags.

And Scottie's vintage but rusted Mustang.

EXT. DESERT HIGHWAY - DAY

The rusted out Mustang chases along the lone highway and barrels past a road sign. HWY 101.

INT. MUSTANG - DAY

Callie now wears a camo ballcap and dark shades, far too big for her bone thin face. As if picked up at a truck stop somewhere along the way.

She spots her reflection in the rearview mirror, removes the shades and dabs at her badly bruised eye.

INT. MOTEL ROOM - NIGHT (FLASHBACK)

Callie wears a white satin robe as a shirtless man with lust in his eyes stands behind her. Scottie readies a mounted camera while --

Callie is slowly disrobed.

As her robe drops to the floor, the man behind her gropes her breasts with both hands. Scottie smiles, kisses her passionately as the man behind her caresses her lower back with the tip of his finger.

INT. FRAT HOUSE - NIGHT (FLASHBACK)

A blasted out of her mind Callie does a strip tease for a room of horny frat boys pounding beers and spraying her with carbonated foam.

INT. FRAT HOUSE - BEDROOM - NIGHT (FLASHBACK)

Callie lay in bed, a tourniquet around her puncture marked arm, half unconscious and her sight blurred, watches as two frat boys pull at her stripper shorts.

INT. MUSTANG - DAY (PRESENT)

Callie seems all but disgusted with herself as she throws on her dollar mart shades.

EXT. SHEPHARD HOUSE - DRIVEWAY - DUSK

RICK SHEPHARD---50s, upper middle class suburbanite, has his hands full as he totes a heavy suitcase in one hand and rolls another large bag with the other.

RICK  
 (to kids)  
 Josh and Jill! Let's move! I'm  
 not gonna tell you again!

From inside the home --

JILL (O.S.)  
 Hold on! I'm saying goodbye to  
 Granpda! Gees!

Rick walks to the trunk where he's met with the sour mug of his angry wife DEBBIE SHEPHARD---50s, tired face, matching luggage under restless eyes. Her arms crossed and truly upset with Rick.

DEBBIE  
 You said you were gonna talk to  
 them this morning.

RICK  
 When was I supposed to do that,  
 Deb? Before Mom's pancakes or  
 after Dad's bi annual ping pong  
 tournament?

DEBBIE  
 This is serious, Rick.

RICK  
 Yeah, I get that Deb.

DEBBIE  
 It's just that I don't want you to  
 wait until we're four months in  
 and...

Debbie breaks into tears. The words unable to reach her lips as she crumbles emotionally.

Rick checks the front door and spots his parents hugging their two teenage children...

JILL---17, quiet nerdy type, but could be prom queen with a bit of touch up work, and Josh---15, chubby, non athletic, a phone permanently glued to his thumbs.

RICK  
 Tonight. After we're settled in  
 and off the road. I'll talk to  
 them.

Debbie wipes her eyes.

DEBBIE  
 What about a second opinion? There  
 are other doctors.

RICK  
 I got one of those. And a third  
 and fourth. It is what it is.

DEBBIE  
 (crying)  
 I feel like I'm holding this big  
 secret. And it's not fair, ya  
 know. To either of them.

RICK  
 Or you.

Debbie spots Josh and Jill roll their bags across the  
 driveway and uses a tissue to wipe her eyes.

DEBBIE  
 Let's go you two!

RICK  
 Ya know, it's ironic. Suddenly I  
 could use a smoke.

DEBBIE  
 That's really not funny.

RICK  
 Yeah, I suppose it isn't.

Debbie heads for the passenger side as Josh and Jill dump  
 their bags with Rick. All eyes on their smart phones as  
 they crawl in the back.

RICK (CONT'D)  
 (to Josh and Jill)  
 Yeah. Thanks for your help.

He loads the bags and waves goodbye to his parents by the  
 front door.

INT. RANGE ROVER - DUSK

Rick jumps behind the wheel. Debbie rides shotgun while the kids wave goodbye to their grandparents.

Rick HONKS THE HORN as they pull out.

JOSH  
What's wrong with Grandma and  
Grandpa? They don't look so good.

Rick sighs.

Debbie bites her lip, conceals an urge to burst into tears.

Jill notices.

DEBBIE  
Nothing, baby. They're just sad to  
see us go. That's all.

Jill stares at her father. A growing suspicion.

JILL  
Too bad we couldn't get the cabin  
at Tahoe this year, huh, Dad.

RICK  
Yeah it is. Sorry about that.

JILL  
I guess there's always next year.  
Right, Dad?

Rick stares back at Jill in the mirror. Their eyes locked. As if Jill has the goods on him.

EXT. GAS STATION AND REST STOP - NIGHT

The Mustang finds an empty spot near the front of the busy rest area and parks. Just beyond a chain-link fence, cars whizz by on a busy interstate.

INT. MUSTANG - NIGHT

Callie reaches for her book bag spilled over with clothes and other crap packed in a hurry. She digs around in the front zipper pocket - pulls out a plastic baggie with a spoon, syringe, lighter and tinfoil of heroin.

EXT. GAS STATION AND REST STOP - NIGHT

Callie is still in her boxers and shirt as she catches a slight chill. She is thin and pale. Her legs and arms spotted with multiple bruises.

A HIGHWAY PATROLMAN steps away from the vending machine area stirring a cup of coffee, spots a strung out Callie head for the restrooms in dire need of a fix.

Callie spots him looking, quickly averts eye contact.

The Highway Patrolman turns his attention to her rusted out Mustang parked near the front.

Parked at a gas pump about twenty yards from the restrooms and vending machines...

A familiar White Range Rover. Rick and daughter Jill chat while he fills the tank.

EXT. GAS PUMP - NIGHT

Jill dumps some old chip bags and other collected garbage into a trash bin while Rick finishes pumping.

JILL

So what was that all about at Grandpa's?

Rick plays stupid while he unwraps the foil from a stick of chewing gum.

RICK

Can you be more specific?

JILL

It's just that everyone was fine last night. And this morning it's like someone died.

Rick re hooks the gas pump.

JILL (CONT'D)

Is this about her?

A bit shocked, Rick faces his daughter.

RICK

Her who?

JILL  
I'm not stupid, Dad. Mom told me  
over a month ago.

Rick stares back at Josh and Debbie inside and standing at  
the front register.

RICK  
Your brother know about this?

JILL  
No. She asked me not to say.

Rick sucks in a deep breath. A moment to gather himself.

RICK  
Okay. I could stand here and try  
to sugar coat everything you  
probably already know. Try to give  
you some tired excuse as to why I'd  
ever think about stepping out on  
your mother.

Jill spots Debbie getting handed her change. The transaction  
complete and headed for the door. But as they step outside,  
Josh stops, grabs at his crotch like an incontinent child  
about to piss himself.

He races to the restrooms.

DEBBIE  
Hurry up!

Debbie follows behind.

Rick sighs in relief as he and Jill have an extra couple  
minutes together.

RICK  
Bottom line?

JILL  
Bottom line.

RICK  
Your old man screwed up. But it's  
over now.

JILL  
Is that why Grandma and Grandpa  
were so upset? She told them about  
her?

RICK  
 Never mind all that. I told you  
 it's over. What's important now is  
 that your mother's forgiven me.

Rick very lovingly wraps his arms around her waist. But Jill  
 isn't having it and looks away.

RICK (CONT'D)  
 Just like I need you to forgive me.

Jill avoids eye contact, still pissed off.

RICK (CONT'D)  
 I need you to do that for your old  
 man. It's kind of important.

Jill halfheartedly nods. And then looks deeper into Rick's  
 eyes, as if sensing something else, something much more  
 dire is troubling her father.

INT. LADIES REST ROOM - NIGHT

Callie lights a spoonful of heroin, steals a peek through the  
 cracks of the door.

Debbie stands at a sink and splashes some water in her face.  
 A long and tired sigh. A single tear falls.

Callie watches.

EXT. GAS STATION AND REST STOP - NIGHT

Callie steps away from the restrooms and spots the Highway  
 Patrolman running Scottie's license tag.

Debbie and Josh head for the Range Rover with their bag of  
 sodas and snacks. Josh's face buried in his phone and  
 oblivious to the world.

DEBBIE  
 Let's go. We don't have all night.

Before they can reach the gas pump area, Debbie and Josh are  
 startled by the DEAFENING ORANGE CRACKLE of a GIANT METEOR  
 pummeling dangerously close to the earth.

She tackles Josh to the ground.

Everyone at the rest stop cowers on the ground with hands  
 over their heads and covering ears.

Debbie watches as the sodas spill out of her white bag and roll across the asphalt.

Josh grabs his mother's sleeve and points at the ORANGE GLOW pulsating in the horizon.

JOSH  
Look at that!

Callie spots the Range Rover at the pump and wastes no time rushing across the busy lot of travelers.

The Highway Patrolman pays her little mind as he observes the incredibly large crowd of strangers gathered near the center of the lot.

Debbie wraps a protective arm around Josh as she faces a startled Rick and Jill.

The Shephards all come together.

JOSH (CONT'D)  
That was crazy, man!

JILL  
Yeah, and I totally missed it.

RICK  
Yeah. Because your face was probably buried in your phone.

Jill rolls her eyes, still not thrilled with Dad.

JOSH  
What was that?

Rick stares back at the huge crowd, all pointing at the sky and talking over one another.

RICK  
I don't know. Airplane crash maybe. Something big and very close whatever it was.

JOSH  
Yeah, no kidding!

RICK  
Traffic's gonna be a nightmare. Let's get out of here before this gets worse.

Rick grabs Josh by the arm, walks him to the Range Rover.

JOSH  
Oh come on, Dad! I wanna see!

RICK  
You can see from the car.

INT. RANGE ROVER - NIGHT

Rick and Debbie buckle up as an excited Josh and Jill crawl in the backseat with giant grins.

JOSH  
I just thought of something. What if it was a space ship?

JILL  
Shut up. Dumb ass.

Debbie almost comes unglued as she twists in her seat.

DEBBIE  
Watch your mouth! Like a couple potty mouths the two of you! You know better!

RICK  
Okay. Everyone buckled in? Everyone got clean underwear?

DEBBIE  
No, not really.

Callie jerks open the back door and jams her pistol into Josh's ribcage.

JOSH  
Hey!

A confused Rick spots Callie's pistol and nervously fumbles his keys between the crack of the seat.

Debbie quickly faces her kids.

Josh slides in closer to Jill. Callie shuts the door.

DEBBIE  
(to Callie)  
What do you think you're doing?

CALLIE  
Spreading the word. What's it look like? Now turn around. Face front.

Debbie does like she asks. She faces Rick.

Rick bends the rearview mirror in Callie's direction, spots the gun aimed at the back of his head.

JOSH  
Dad, she's got a...

RICK  
I can see, Josh.

Callie spots the Highway Patrolman greet another POLICE OFFICER parked behind the Mustang.

CALLIE  
Shit.

Josh watches as more and more cops arrive at the scene.

JOSH  
(to Callie)  
Just a guess. Is that your car?

RICK  
(to Callie)  
What do you want from us?

Callie is still out of it, high as a kite. Her face and hair soaked in sweat.

CALLIE  
What? Nothing. Just a ride.

JOSH  
It is her car, Dad. The cops are all over it.

JILL  
Yeah, we gathered that, Josh.

RICK  
(to Callie)  
And you don't want any money? Just a ride?

Callie is a hot mess. She stares out the front and back windows and all around her. Paranoid.

The sound of POLICE SIRENS draw nearer.

CALLIE  
Shit!

She swiftly kicks Debbie's seat.

DEBBIE  
Because if it's money you want, we  
can give you money.

CALLIE  
Look, just shut up! Shut up a sec!  
Let me think for a minute!

DEBBIE  
I'm sorry.

Callie pokes her gun in Debbie's seat.

CALLIE  
You're still talking.

DEBBIE  
Sorry. I'm just nervous, that's  
all. Don't hurt my kids...

RICK  
(angry)  
Deb! Knock it off!

JILL  
(to Callie)  
Can you please get that gun away  
from my mother? You're making me  
nervous.

Callie stabs the gun in Josh's hip bone.

CALLIE  
Okay, pops. Get us on the road. I  
don't care where.

Rick snags the keys from the crack of his seat and cranks up  
the engine, pulls away from the pump. Meanwhile, Callie  
watches more cops enter the rest stop area.

CALLIE (CONT'D)  
Nice and easy. Don't get nervous.

Rick drives straight through the crowd of cops gathered near  
the stolen Mustang.

A couple of LADY COPS rest hands on their gun holsters as  
they enter the ladies restroom.

As they leave the rest area and barrel down a long exit  
headed for the interstate...

RED AND BLUE LIGHTS light up the rest stop.

EXT. CRASH SITE - REDWOOD NATIONAL PARK - NIGHT

A fiery ORANGE STREAK OF FLAMES cuts through the towering redwood forest like a demonic river.

At the end of this trail lies a great hole in the earth.

And pouring out of this hole is a combination of burning RED STEAM, CRACKLING FIRE, and a strange GREEN MIST.

Helicopters buzz the scene.

From out of the hole crawls...

A tall and slender figure with the limbs of an arachnid and face that closely resembles a human.

The LIFEFORM easily clears the brink with its six long arms.

It falls face first to the earth and crawls along like a spider with claw-like feet.

And following behind this lifeform are three more identical creatures.

The four alien spiders camouflage themselves in the twisted mess of fallen trees and scorched debris - going unnoticed by the passing helos.

EXT. INTERSTATE - NIGHT

The Range Rover is just one of several hundred vehicles barely inching along a gridlocked interstate.

INT. RANGE ROVER - NIGHT

Rick steals a few glances in the rearview mirror at the strung out junkie holding his daughter at gunpoint.

CALLIE  
Eyes on the road. That's how  
accidents happen.

RICK  
Where am I going?

CALLIE  
You tell me. You're driving.

RICK  
Well. My family and I are headed  
home.

CALLIE  
And where's home?

RICK  
Phoenix.

CALLIE  
You gonna stop somewhere for the night?

RICK  
Not if you don't want.

CALLIE  
There's a motel off exit two ninety two called The Sand Dunes. I'm meeting some friends there.

Rick nods in agreement. All is quiet. Until Debbie breaks the silence.

DEBBIE  
I suppose you want money.

CALLIE  
Bitch, did I ask you for money?

RICK  
(to Callie)  
Take it easy now.

CALLIE  
I'll tell you how we're gonna take it! Eyes on the road!

Callie watches Debbie and snickers with disdain.

CALLIE (CONT'D)  
(to Debbie)  
You think you're so better than me. That this is all about me wanting what you have. But bitch, you don't know nothin.

DEBBIE  
I apologize.

CALLIE  
My parents had money and they didn't give a damn about me. So I don't give a damn about them or what they got. Ain't nobody can buy me.

DEBBIE

I'm sorry.

CALLIE

Yeah, you said that already.

RICK

Okay. Fair enough. So what was all that about back there? With those cops?

Callie laughs.

CALLIE

I'm supposed to just tell you? Spill my guts so you can tell the first cop you come across?

RICK

No disrespect, but I think the cat's out of the bag.

CALLIE

It's not my car.

Rick and Debbie both terrified.

RICK

Oh. I see.

CALLIE

No, you don't. You don't see. That's your problem.

RICK

So tell us about it. Make us understand.

CALLIE

Let's just say someone finally got what's coming to them.

RICK

Is that why the gun? You hurt somebody?

CALLIE

Take a good look at my face. Real pretty, huh. But all the cops see when they look at me is nothing more than another night on the job. Business as usual.

JOSH  
Dad. She's a...

RICK  
Yes, Joshua. We got it.

Callie smiles at Josh's gleeful ignorance.

CALLIE  
Then again I could always plead insanity. Blame it on the smack and pills. Sit in court for the next six months with my parents eyes on the back of my neck. Shaking their heads, wondering where it all went wrong.

DEBBIE  
How do you think running looks?

CALLIE  
I don't plan on running. I plan on disappearing. All of us are. Somewhere none of them will ever think to look. As long as I have their back, they'll have mine.

DEBBIE  
These are your friends? The ones you're meeting tonight?

CALLIE  
You catch on fast, white bread.

RICK  
You and your friends. Sounds like you've been put through the ringer. I guess whatever happened had to happen.

Callie's grin turns deadly serious. She aims her pistol at the back of Rick's head.

CALLIE  
You trying to screw with my head, Brooks Brothers? Why don't you just shut up and drive.

Rick and Debbie notice traffic slowing to a stand still as the GLOWING ORANGE LIGHT grows in intensity behind a forest full of trees.

People step from their cars and observe a strange green mist spilling from the woods.

Police cars cruise along the soft shoulder with RED AND BLUE LIGHTS FLASHING.

DEBBIE

My God, Richard. We're closer than I thought we were.

JILL

Yeah, but close to what exactly?

The Range Rover inches forward a bit. They stop next to a pair of idle cop cars as TWO UNIFORM HIGHWAY PATROLMEN stare and point at the glowing green mist.

Debbie squeezes Rick's hand. Callie notices.

CALLIE

Don't even think about opening that door. I'll do all of you right here.

The two cops return to their cars and speed off.

The traffic finally breaks up. The slow as snail vehicles quickly pick up speed.

And off they go.

CALLIE (CONT'D)

You're gonna make a right in about three minutes. Not the next exit but the one after.

EXT. CRASH SITE - REDWOOD NATIONAL PARK - NIGHT

And from out of the fiery pit spins a cylindrical shaped object with the arms of a windmill.

Attached to each arm are round, sphere like objects that quickly detach from their respective home.

In unison, the drone-like spheres all turn on powerful external SPOTLIGHTS.

The WHITE BEAMS OF LIGHT penetrate the woods in all directions.

The spheres quickly split up and begin their search for the missing lifeforms.

INT. HELICOPTER - NIGHT

A POLICE OFFICER in the back seat wearing a SHERIFF'S OFFICE windbreaker stares down at the dozen or so WHITE BEAMS OF LIGHT searching the dense forest.

POLICE OFFICER  
 What the hell!  
 (to Pilot)  
 Looks like we got some kind of  
 search party down there! Get  
 closer!

EXT. CRASH SITE - REDWOOD NATIONAL PARK - NIGHT

The helo hovers closer to the SMOKING PIT as the thick red cloud seems to engulf them.

INT. HELICOPTER - NIGHT

As the SMOKE fills the helo, the Police Officer and PILOT cough hysterically.

POLICE OFFICER  
 What is that? Like diesel fuel or  
 something!

He gags so hard he all but throws up on the seat.

POLICE OFFICER (CONT'D)  
 This whole thing could blow! Get  
 us outta here!

And before the helo can pull away...

A SPIDER ALIEN bursts from the red cloud below and grabs a hold of the landing bar.

POLICE OFFICER (CONT'D)  
 Fuck me! Shit!

The spider alien jabs all five razor sharp fingers into the Police Officer's throat.

BLOOD SHOTS FROM HIS MOUTH like a paint sprayer.

He's quickly tossed from the helo and into the wonders of the mystery pit below.

The Pilot turns --

-- observes the alien beast behind him.

Without warning, the Pilot's throat is caught in a vice like grip by the alien's claw.

And TWO MORE ARMS wrapped around his mid section.

And finally...

His chest BURSTS OPEN as a FOURTH ARM rips straight through his ribcage and body cavity.

The Pilot observes his own beating heart in the palm of a razor sharp claw. It's SQUISHED like a grape as the windshield and cockpit are turned into an expressionist painting of human flesh.

He slumps forward. Dead.

EXT. CRASH SITE - REDWOOD NATIONAL PARK - NIGHT

The helo is just over the massive hole as it CRASHES NOSE FIRST in a perfect bullseye.

EXT. SAND DUNES MOTEL - PARKING LOT - NIGHT

The White Range Rover pulls into the two story motel with a mostly empty lot. The GREEN MIST spills in from the nearby woods like a ghostly fog.

It goes unnoticed as the Range Rover parks just four spaces down from a black Chevy Nova.

INT. RANGE ROVER - NIGHT

Rick and Debbie stare back at Callie in their respective rearview and side view mirrors.

Everyone on edge.

Callie stares across the lot at the black Nova waiting with the engine running. A thick and cloudy smoke spills from the loud exhaust.

Callie cracks open the door. A remorseful look on her face.

CALLIE

I guess now's the part where I'm supposed to apologize.

JOSH

Hey. No problem. You can go now.

Jill slaps Josh in the arm.

CALLIE  
Remember when I said I don't need  
your money?

RICK  
Yeah?

CALLIE  
Well I lied. Hand over the cash.  
(to Debbie)  
Yours too.

Rick hands Callie his wallet.

Debbie pulls a billfold from her purse, reaches it over the seat as Callie snags it up.

Callie sighs with irritation as she counts the twenties in Debbie's billfold.

She reaches a hand full of cash into the front seat.

Rick observes the fistful of twenties.

CALLIE (CONT'D)  
Here. Take it. Take it before I  
change my mind.

Rick squints with confusion. He reluctantly snags the money from Callie's hand.

CALLIE (CONT'D)  
Well. So long Brady Bunch.

Callie dips out.

EXT. SAND DUNES MOTEL - PARKING LOT - NIGHT

Callie is halfway to the Nova when the driver's door swings open and out crawls --

SPIDER---20s, a real white trash creep with a giant black widow tattoo wrapped around his skull. He grins at Callie with a mouthful of gold teeth.

SPIDER  
What do you say, sweetness?

Before she can draw her gun, Spider has her arm pinned behind her back.

SPIDER (CONT'D)  
Whoa! Got a live one here, Remi!

And from the other door crawls REMI TEMPERTON---20s, a strung out addict with crazy black hair and even blacker eyes.

CALLIE  
Where are they? Where's Tina and Laine?

REMI  
They couldn't make it.

Spider holds her still while Remi forcefully grabs her by the mouth and pulls her close.

REMI (CONT'D)  
My brother says hello by the way.

CALLIE  
Both of you can kiss my ass!

Callie spits in his face.

INT. RANGE ROVER - NIGHT

The Shephards watch as Remi wipes spit from his face.

DEBBIE  
Who are they?

RICK  
Beats me.

JILL  
What're we gonna do?

RICK  
Sit still. Don't draw attention.

Remi stares over Spider's shoulder.

JOSH  
Too late.

EXT. SAND DUNES MOTEL - PARKING LOT - NIGHT

Remi offers a warm smile and a friendly wave hello to the odd family staring back at him.

REMI  
 (to Callie)  
 What have you been telling your new  
 friends?

CALLIE  
 Nothing. Just leave them alone.

REMI  
 Why don't I just go say hello.

CALLIE  
 Remi. Don't.

Spider has himself a laugh as a smiling Remi struts his way to the Range Rover. He taps on Debbie's window.

She rolls down.

REMI  
 Hey there. I just wanted to thank  
 you for getting my sister back in  
 one piece. I'm afraid she's in a  
 bit of trouble back home. But I  
 guess you already knew that.

Rick checks with Debbie.

RICK  
 Yeah. No problem.

REMI  
 So, yeah. We'll be taking it from  
 here if that's okay with you guys.

DEBBIE  
 Of course.

Remi playfully taps his fingers on the roof and drools over Jill as he gets himself an eyeful.

REMI  
 Splendid.

Remi joins Spider as they walk Callie to the motel.

INT. RANGE ROVER - NIGHT

Josh stares back at Callie and her two captors through the rear windshield. Spider and Remi each have an arm as all three take the stairs to the second floor.

Josh faces forward.

JOSH  
Shit, Dad. What are we gonna do?

RICK  
It's none of our business.

JILL  
They're gonna hurt her, ya know?

DEBBIE  
Okay, fine! So we call the cops!  
End of discussion!

Rick pulls out his cell. It's completely lifeless.

RICK  
Kidding me? Someone give me their  
phone.

Debbie, Jill and Josh all check their phones. All of them completely dead.

JOSH  
It's dead.

JILL  
Mine too.

Debbie plays with the power button. No juice left in this one either. She stares back at Rick, totally baffled.

DEBBIE  
I don't understand.

And then...

Every parking lamp in the lot cuts out. One at a time, like a domino effect.

Gas stations. Diners. Dollar stores. Everything on the outside street goes pitch dark.

Rick stares across the lot and spots a restaurant and bar called SMOKEY JOE'S BREWHOUSE. The giant neon sign that stands proud on the edge of the lot cuts out.

As well as the lights inside the restaurant.

The GREEN MIST grows more and more in intensity.

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

RICK  
Probably just a blown transmitter.  
Or maybe even a downed power line.

JOSH  
Yeah, more like a few hundred  
downed power lines. You see the  
size of that space ship?

JILL  
Shut up, Josh! Just shut up  
already!

DEBBIE  
Enough you two!

RICK  
Everyone sit tight.

Rick cracks open his door, stares up at Spider on the second story railing, finishing a smoke. He flicks the butt and walks inside.

RICK (CONT'D)  
Alright. I'm going to the lobby  
and calling the cops. Keep the  
doors locked.

EXT. REDWOOD NATIONAL PARK - DEEP WOODS - NIGHT

A white pick up truck marked CALIFORNIA STATE PARK looks like an ant negotiating a maze of giant timber as it barrels down a twisting dirt path.

It comes to a swift halt. A whirlwind of dust hits the air.

INT. PARK RANGER TRUCK - NIGHT

A MALE RANGER behind the wheel and his FEMALE RANGER partner riding shotgun.

FEMALE RANGER  
Hell are you doing?

MALE RANGER  
Gonna take a quick leak.

The Male Ranger pops open his door and crawls out, armed with a very large flashlight.

FEMALE RANGER  
You're going here?

EXT. REDWOOD NATIONAL PARK - DEEP WOODS - NIGHT

The Male Ranger follows a CRACKLING ORANGE GLOW through a small clearing in the woods.

The Female Ranger fights to keep up.

FEMALE RANGER  
How long does it take to piss,  
Chris?

The Male Ranger stops at the edge of a ravine. Some two hundred feet below sits the crash site.

FEMALE RANGER (CONT'D)  
I thought we were evacuating the  
park. That includes us.

MALE RANGER  
We are. I just had to see it for  
myself.

And the LIGHT INSIDE THE PIT begins to PULSATE as if it had a life of its own.

Both of them creeped out.

FEMALE RANGER  
Well now you've seen it. Let's  
move.

The Male Ranger gets a whiff of the green smoke and coughs like a madman.

MALE RANGER  
God. It's like gasoline.

The Female Ranger covers her mouth, choking, gagging. She hurries through the woods, headed for the truck.

FEMALE RANGER  
Enough. Let's go.

And from the dark belly of a towering redwood crawls one of the spider aliens.

Surprise!

FEMALE RANGER (CONT'D)  
Chris!

She turns and runs --

-- straight into the arms of the Male Ranger. He's oblivious as he attempts to console her.

MALE RANGER  
What is it?

He looks behind her.

The spider alien reaches back its claw and SPEARS IT THROUGH OUR TWO RANGERS.

SPLAT! A human shish kabob.

Both SPEWING BLOOD from their mouths and all over each other's crisp and clean uniforms.

They stare into each other's eyes. So much left unsaid. An alien arm suspended between their stomachs.

The spider alien raises them high in the air and unleashes a most loud and thunderous ROAR.

From around the alien's back scurry a dozen or so BABY SPIDER ALIENS that quickly devour our rangers.

Eaten alive.

INT. SAND DUNES MOTEL - LOBBY - NIGHT

Rick ducks his head in. All quiet here. A simple couch and coffee table decorated with a dozen or so lit candles sit before the front desk.

The entire lobby walls are decorated with old UFO magazine covers and news articles about extra terrestrials and strange lights in the sky.

*The Roswell Daily Record: RAAF Capture Flying Saucer On Ranch in Roswell Region*

*The Cedar Rapids Gazette: Saucers Swarm Over Capitol*

RICK  
Hello?! Anyone here?!

Just behind this desk is a beaded curtain which leads to a private back room.

INT. SAND DUNES MOTEL - MANAGER'S OFFICE - NIGHT

Rick dips through the beads and finds a disheveled office of sorts with an ancient desktop computer, fax machine, a cheap printer and scads of unopened mail.

And an array of lit candles among the debris.

He feels the cold steel of a double barreled shotgun pressed against his face.

The shotgun belongs to DEL COFFEE---60s, a frail and pickled old coot with a propensity for spinning alcohol induced tales of governmental cover-ups.

DEL  
Identify yourself, boy.

RICK  
Rick Shephard. Phoenix, Arizona.  
And you are...?

Del pulls a wallet from Rick's pocket. He checks his driver's license.

DEL  
I thought you was one of them. You  
don't know how close you got to  
losing your own ass, boy.

Del dips through the beaded curtain and into the front lobby.

RICK  
One of who?

INT. SAND DUNES MOTEL - LOBBY - NIGHT

Del quickly shuts all of the front window blinds as the green mist circles the lot like an eerie fog.

Rick watches in awe.

DEL  
Yeah, you go ahead and play  
ignorant. That's just what they  
want.

RICK  
You're losing me.

DEL  
Why you think all the lights just  
suddenly cut out?

RICK  
I don't know, sir. I'm guessing it  
has something to do with that  
meteor crash.

DEL  
I'll tell you why. They cut em  
off! That's why!

RICK  
They?

DEL  
They. The government. Hell  
they've been tramping all over  
these woods for forty years. They  
didn't think I'd remember but they  
were wrong.

Del nervously checks the locks on each of the windows.

RICK  
That all sounds real interesting.  
But I need to use your phone.  
It's an emergency.

DEL  
Phone?

Del scoffs.

DEL (CONT'D)  
What phone? Ain't got no phone.  
They're dead. Just like everything  
else.

Del peels open his venetian blinds and steps aside. As if  
giving Rick some space to see for himself.

DEL (CONT'D)  
Take a look.

Rick steps to the window.

He stares out at a slew of cars dead center of a four way  
intersection and stoplight.

The DIM STREET LAMPS begin fading. Until the cars are no  
longer visible to the eye.

RICK  
Gotta be kidding me.

DEL

This ain't no joke. It's them.  
They're shutting us down. Our  
phones. Our cars. Our  
televisions. Cutting us off from  
the outside world.

RICK

It's like all the energy's been  
sucked from the air. All at once.

Rick finds it difficult to tear himself from the window but quickly regroups.

RICK (CONT'D)

Look. I know this might sound  
crazy but...

Rick observes the broke back old man with his shotgun and a crazed look in his eye.

RICK (CONT'D)

Then again, maybe it won't.

(beat)

But there's a couple of guys  
staying upstairs. They got a girl  
in there with them. And if we  
don't help her soon, she's gonna  
get hurt.

EXT. SAND DUNES MOTEL - SECOND STORY - NIGHT

Rick and a shotgun toting Del quietly rush up the second story walkway and crouch in front of a door.

Rick snags the shotgun. He gives Del the nod.

Del quietly uses his master key to unlock the deadbolt.

And without warning, he pushes open the door.

In rushes Rick with shotgun ready.

INT. ROOM ONE FORTY NINE - NIGHT

The lights not working.

A row of lit candles rest on a corner round table.

Callie is tied to the bedpost while Spider uses a zippo lighter to help Remi see. He's readying a syringe with a hot dose of heroin.

RICK  
Drop that needle.

SPIDER  
(to Rick)  
Why don't you put that thing down  
before you hurt yourself.

RICK  
Shut up and sit down! On the bed!

Spider slowly raises his hands, rests on the edge of the mattress.

Rick turns the shotgun on Remi.

RICK (CONT'D)  
I said drop that needle!

REMI  
Take it easy, uptown.

Del is distracted by the half dozen or so cars with no headlights stopped on the road.

Lots of confused faces step from their vehicles, walk back and forth with phones in hand.

DEL  
I don't believe it.

For a split second, Rick turns his head and observes the confusion downstairs.

RICK  
What is it?

And before he knows what's happening...

Spider grunts like a wild animal and tackles Rick into a corner table.

The shotgun drops to the carpet.

Del spots it. But before he can make a move...

Remi has one racked and ready.

REMI  
(to Del)  
That's far enough.

DEL  
 (to Remi)  
 It's all good, brother man. No  
 need for all that.

Spider picks up Rick by the shirt collar and throws him  
 against the wall like a rag doll.

Callie still tied to the bed.

SPIDER  
 I say we do all of them. Right  
 here. Right now.

Del turns his focus on the parking lot below. As if held in  
 some sort of trance.

DEL  
 It's happening. They're here.

REMI  
 (to Del)  
 What the hell are you babbling  
 about old man?

Remi dips outside and observes all of the travelers stepping  
 from their dead vehicles. And a green mist continuing to  
 fill the air.

REMI (CONT'D)  
 What the hell is all this?

DEL  
 The cops aren't coming because all  
 the phones are dead. Cells too.

Remi laughs this off.

DEL (CONT'D)  
 Go on. Try it.

Remi snags his cell form his pants. Dead as a doornail.

SPIDER  
 (to Remi)  
 What's happening?

On the outside road...

Remi spots a PATROL CAR getting hit with the bright beam of a  
 high power FLASHLIGHT. A UNIFORM COP uses this light to find  
 his way to the motel lobby.

Remi grabs Del by the throat, chucks him against the door frame, tucks the shotgun under his neck.

DEL  
Hey. That wasn't me. I swear.

Remi tosses him aside.

REMI  
(to Spider)  
Well, partner. Looks like we got some company.

SPIDER  
Hell are you talking about?

REMI  
Some tin star cowboy asshole who don't know how dead he is.

Remi gets in Rick's face.

REMI (CONT'D)  
(to Rick)  
Okay, Daddy. Where's the rest of the brood?

INT. RANGE ROVER - NIGHT

Debbie stares in the direction of the lobby. Growing more and more impatient, biting at her bottom lip.

JILL  
What's taking Dad so long?

Debbie crawls in the driver's seat and attempts to crank over the engine. It's totally dead.

DEBBIE  
Gotta be kidding me.

Debbie tries again. She flicks the headlights on and off. They're done too.

JILL  
What's going on, Mom?

Debbie gawks back at Jill in the rearview mirror.

DEBBIE  
Like I'm supposed to know.

And just behind her children, she spots a brief glimpse of what first appears to be a very large animal.

She's frozen with fear.

DEBBIE (CONT'D)  
Do-not-move. Whatever you do.

In unison, Josh and Jill slowly turn their heads left to find the SPIDER ALIEN peering in at them. Teeth like elongated blades of razor sharp steel.

JOSH  
Mom. Is this an okay time to  
curse?

DEBBIE  
Don't move.

JOSH  
I can't.

JILL  
Mom. Get us out of here.

Debbie turns the key once more. And once again getting nothing. Not a peep.

Stepping through the THICK GREEN FOG and appearing seemingly from nowhere stands DEPUTY OMAR PITTS.

Debbie spots him through the windshield.

Deputy Pitts carefully, quietly opens the door.

DEPUTY PITTS  
(calm and quiet)  
I'm gonna need all three of you to  
very slowly step out of the car and  
come with me.

JOSH  
You're crazy. I'm not going out  
there.

The hissing spider alien leaps onto the roof...

...followed by the outright panicked SCREAMS of Debbie, Josh and Jill. The spider alien uses four of its six elongated arms to SMASH OUT THE FRONT AND REAR WINDOWS.

JOSH (CONT'D)  
(to Jill)  
Move!

EXT. SAND DUNES MOTEL - PARKING LOT - NIGHT

Jill and Josh join Debbie as all three quickly tear ass across the parking lot.

DEPUTY PITTS  
Get to the restaurant and lock the door! Do it!

Deputy Pitts holds his shotgun on the spider alien as it's still latched to the vehicle.

DEPUTY PITTS (CONT'D)  
Nice and easy now.

And coming down the steps are Remi, Rick, Del, Spider, and last but not least, his hostage Callie.

Spider finds an oblivious Deputy Pitts stepping backwards. Away from the Range Rover.

The spider alien itself now lost in the green fog.

Spider cracks a sinister smile and takes aim.

Remi notices and grows worried. He rears back the butt of his shotgun --

Deputy Pitts turns, faces them.

Remi knocks out Spider. He drops like dead weight.

Rick and Del both surprised by this turn of events.

The green fog thins...revealing the giant spider alien still locked on the Range Rover.

Rick, Del, Remi and Callie shit their pants.

DEPUTY PITTS (CONT'D)  
Go on! Get the hell outta here!  
Get to the restaurant!

All four sprint toward Smokey Joe's.

The spider alien rears its head, faces them all. Another loud roar echoes the lot.

It leaps from the car! Tackles Deputy Pitts.

Rick spots him in trouble. He snags Remi's shotgun and doubles back.

REMI  
Hell are you doing, man?!

Rick racks another shell and takes aim.

Darkness and fog fill the lot. The alien and cop are indecipherable.

Rick throws caution to the wind and fires.

POW!

Deputy Pitts struck in the back. Dead.

Rick lowers the shotgun. In a state of shock.

Remi snags him by the sleeve.

REMI (CONT'D)  
Are you happy, asshole! Now move!

Rick and Remi watch as the spider alien bites off the dead cop's head and gulps it like a meatball.

INT. SMOKEY JOE'S BREWHOUSE - DINING ROOM - NIGHT

A panicked Debbie paces back and forth on the hard wood floors blanketed with peanut shells.

A cool little steak and beer joint with an upstairs bar and live entertainment.

Josh and Jill sit at one of several tables. Atop of each table rest a single lit candle.

DEBBIE  
Come on. Where is he?

Standing behind a register and peering out the front window is DAISY LOU SUTTON---20s, a simple down home girl with a white apron tied at her waist, old before her time.

And behind the downstairs bar with a tall beer before him and twirling a toothpick is Daisy's brother SLY SUTTON---20s, a tall and lanky country boy with mischief constantly brewing in his eyes.

Del bellies up and snags the beer. He chug a lugs.

Daisy peels back the blinds. She spots Rick and Remi running full speed for the door.

DAISY  
Here comes somebody!

Debbie, Josh and Jill all stare through the fogged out glass of the oak wood door and spot a couple of bodies running their direction.

REMI (O.S.)  
Open up!

RICK (O.S.)  
Deb!

DEBBIE  
Oh my God. It's Rick!

Debbie quickly unlocks the door as Remi and Rick tear inside.

Rick and Debbie hug while Remi locks up.

DEBBIE (CONT'D)  
(to Rick)  
Where have you been?

REMI  
(sarcastic)  
Oh! Nowhere much!

Josh and Jill join in a family embrace.

DEBBIE  
Where's that policeman?

Rick and Remi share a look. A sensitive subject.

RICK  
He's gone.

Jill totally shocked.

JILL  
Gone like dead?

REMI  
Very much so, yes.

With nervous hands, Remi sparks up a smoke.

RICK  
I've never seen anything like that before.

REMI

You mean the twelve foot spider or someone getting their head ripped off their shoulders?

RICK

(annoyed)

I don't know. I suppose both.

JOSH

Someone got their head ripped off?

JILL

Yes, Josh! He just said that!

RICK

It doesn't matter now. What matters is that we're together and we're safe.

REMI

You think so, huh?

The room all turn to Remi.

REMI (CONT'D)

No car. No phone. We're basically sitting in a giant glass house.

Remi paces in a frantic circle.

REMI (CONT'D)

I got an idea! Why don't we go outside and collect some stones from the parking lot we can toss at them!

Callie sighs at Remi's non stop ramblings.

CALLIE

Why don't you cool it, Remi. Take a shot and give it a rest for a sec. Like, get a fucking tampon already.

Remi throws his hands on his hips in a full blown tantrum.

DEL

(to Remi)

Boy. Here I thought you was some type of rough and tumble badass or somethin.

CALLIE  
 He's not a badass. And he's not a  
 criminal. He works produce at the  
 supermarket. Part time. Slings  
 skank weed to eight graders...  
 (to Remi)  
 And he thinks he's in love with me.

Del has himself a laugh at Remi's expense.

DEL  
 (to Callie)  
 He's a melon man?

Sly also cracks up.

SLY  
 (to Remi)  
 Dude, you're a melon man.

REMI  
 Yeah, laugh it up.

SLY  
 He can unload cantaloupes faster  
 than a speeding bullet.  
 He's Melon Man!

REMI  
 (to all)  
 Yeah. Sorry to disappoint all of  
 you. I'm not a cold blooded  
 killer. My life is boring.

RICK  
 (to Remi)  
 Who are you and what was all that  
 about back there?

REMI  
 I came here for Callie.

Remi's smile is warm and sincere. Callie can't handle the  
 attention and looks away.

REMI (CONT'D)  
 I was supposed to come alone but  
 Scottie insisted I bring Spider.  
 What can I say? I had to play the  
 part so Spider wouldn't catch on.

CALLIE  
 So what was in the syringe?

REMI  
 Nothing. Just a little something  
 to help you sleep. The back up  
 plan was shoving it in Spider's  
 neck while his back was turned.  
 But I digress.

Remi takes a huge drag of his smoke and once again paces the  
 floor like a nervous wreck.

REMI (CONT'D)  
 That was all before we all fell  
 under siege by space aliens.

The reality of the situation sinks in for everyone as they  
 stand in a state of shock.

JOSH  
 (to Jill)  
 I told you it was...

JILL  
 Shut up, Josh!

Rick also paces the floor, grows more and more pissed off as  
 he rubs at his sore neck.

RICK  
 What the hell are we doing here?  
 Of all the places on earth. I  
 mean...why here?

Debbie shoots Callie a piercing stare. One of pure  
 unadulterated hatred.

DEBBIE  
 I'll tell you why. It's because of  
 her.

Jill notices how truly upset Callie is.

JILL  
 Come on, Mom. Lay off.

The entire room watch Callie. None too pleased.

CALLIE  
 (to all)  
 Stop looking at me like that. All  
 I wanted to do was get away. I  
 didn't have a choice.

Callie heads for the bar. She snags the free beer straight  
 out of Del's hands.

DEL

Hey.

Sly quickly sets up Del with another. Remi joins Callie at the bar.

REMI

(to Callie)

You had a choice. But you ran.  
Just like you always do.

CALLIE

Are we really gonna do this now?

She turns to the others.

CALLIE (CONT'D)

(to all)

You guys really wanna play the  
blame game? Well go ahead. But  
it's not gonna help us get out of  
here any faster.

Debbie, Josh and Jill still very much pissed off. Debbie wraps an arm around her kids.

RICK

She's right. We gotta come up with  
a game plan.

DEL

Well. Can't speak for everyone.  
But I'm for not dying.

Sly raises his hand.

SLY

I second that.

RICK

Good. In that case, I'd suggest we  
not drink ourselves into a shit  
witless stupor. Just a thought.

REMI

Well. So much for Plan A.

While Del isn't looking, Sly snags the mug from his hand.

An oblivious Del raises an imaginary glass to his lips.

He gawks back at Sly who hides the glass behind his back and plays stupid.

RICK  
 First things first. Weapons.  
 How're we doing on those?

Callie pulls her gun she retrieved from an unconscious Spider's hand.

RICK (CONT'D)  
 How many shots you got left in that thing?

CALLIE  
 All six.  
 (beat)  
 No, wait.

Callie opens the cylinder.

CALLIE (CONT'D)  
 Five.

Remi scoffs at Callie.

CALLIE (CONT'D)  
 What's with you?

REMI  
 (to Callie)  
 How can you forget almost shooting my brother in the dick?

CALLIE  
 Sorry, Rem. I guess the whole alien invasion subplot's got me all fucked up.

REMI  
 Yeah. I could see that.

RICK  
 Okay, great. So anyways. Back to weapons. I've got...I don't know.  
 (to Del)  
 How many shells this thing hold?

DEL  
 Five.

RICK  
 Four shots left.

Rick turns to Daisy, still behind the register.

RICK (CONT'D)

And how about you guys? You keep a gun here?

DAISY

No, sir. I mean, Dad used to keep one here before he died, but I don't like guns. Told Sly to get rid of it along time ago.

Rick nods.

RICK

I see.

Rick turns to Remi as the two share a quiet exchange.

Remi then faces Sly behind the bar.

Sly plays stupid.

SLY

What?

REMI

(to Sly)

Okay, Sly. Where's the gun?

Sly and Daisy catch eyes. She's already hot pissed.

SLY

Yeah, okay. Right here.

Sly reaches under the bar, pulls out a nine mil. Daisy scoffs with disgust.

SLY (CONT'D)

(to Daisy)

Okay, Daisy Lou! You tell them alien things you don't believe in guns and I'm sure they'll understand!

RICK

Alright. We have three guns. Plenty of ammo.

REMI

And what if that's not enough? Take a look around you.

Rick observes the large pane glass windows on virtually every corner of the building. The green mist outside so thick you could never see the monsters coming.

JILL

He's right. Nothings gonna stop them from busting in here.

Rick observes all the candle lit tables that occupy the main dining area. And then to the stairs which lead to an upstairs bar and entertainment room.

RICK

We can block those steps. Take cover upstairs. With it nice and dark in here, they'd never even think to look for us up there.

DEL

Boy, you don't know what you're dealing with.

They all turn to Del, waiting. He gets up from his stool, slowly strolls the room. It's story time.

DEL (CONT'D)

Don't forget, I've dealt with these things before.

Rick huffs with exhaustion. A rolling of the eyes from the rest of the room.

DEL (CONT'D)

Nineteen Seventy Three. First time them damn things crashed here in Bucksville. Right there in those same woods.

REMI

I think we would've heard about that.

DEL

Yeah, you heard what they wanted you to hear. But there were folks here in Bucksville and all around these parts that saw it with their own eyes. People from all over came forward.

JOSH

For real?

Del smiles proudly as he's captured the young man's imagination.

DEL  
 First they went to the cops. And  
 then the FBI and NSA come  
 mysteriously showing up. Next  
 thing you know, these witnesses  
 start disappearing.

Sly coughs "bullshit". Remi laughs.

DEL (CONT'D)  
 Then all the sudden showing up back  
 home some three or four weeks later  
 and looking like zombies. Their  
 minds a blank. Like nothing ever  
 happened.

JILL  
 (to Rick)  
 Dad, he's scaring me.

Remi scoffs.

REMI  
 Don't listen to it. He's just a  
 crazy old man.

DEL  
 They got their memories erased.  
 Just like chalk from a blackboard.  
 You see, they thought they got me  
 too.

Del gets right in Rick's face.

DEL (CONT'D)  
 But I remember. I remember all of  
 it like it was yesterday.

Remi huffs in boredom.

DEL (CONT'D)  
 And now they're doing it all over  
 again. Shutting us all down.  
 Making sure none of us get any  
 where even close to that crash  
 site.

Josh and Jill now petrified.

DEL (CONT'D)  
 Afraid of us finding the truth.

JOSH  
 And what's the truth?

DEL  
That they've come back for one of  
their own.

JILL  
I don't get it.

Del hovers over Jill and Josh.

DEL  
You think that thing crashing in  
those woods a second time was some  
kind of accident?

JILL  
Umm...  
(guesses)  
No?

DEL  
Hell no. It was them. The  
government. They shot it down.

Remi chokes back his laughter.

DEL (CONT'D)  
Before they could return and  
reclaim their fallen comrade.

Sly steps behind Remi, whispers in his ear.

SLY  
This guy's fucked.

Del quickly faces Sly.

DEL  
Yeah, make fun if you want. But  
those things didn't just happen by  
planet earth by accident. They  
were on a mission.

JOSH  
So you're saying the government is  
holding one of those things?

JILL  
Don't encourage him, Josh.

DEL  
That's exactly what I'm saying.

The room all turn and stare at one another with truly  
dumbfounded looks.

Until Remi breaks the awkward silence.

REMI  
 (to Rick)  
 So are we doing the stairs thing or  
 what?

Minutes later...

Josh and Jill, as well as Sly and Daisy, drag some dining room tables to the foot of the stairs.

Jill takes a moment, catches her breathe. She flirtingly smiles back at Remi, who is helping Rick drag one of the large party tables to the base of the steps.

Sly notices their quiet exchange. Jelly faced, he gets uncomfortably close to Jill.

SLY  
 So you got a boyfriend back home?

JILL  
 (creeped out)  
 Uh. No. No boyfriend. I'm  
 actually really into girls mostly.

SLY  
 Oh, yeah? I could get into that.

JILL  
 I'm only seventeen.

SLY  
 Oh, I get it. You're still in that  
 experimental stage. Testing the  
 waters. I can dig it.

Jill smiles politely.

JILL  
 Yeah. Look. I'm gonna  
 go...somewhere else.

Jill quickly walks to Debbie, who is helping Callie collect dining room chairs.

Basically, the entire dining room has been pulled toward the base of the stairs.

SLY  
 So now what?

DEL  
Now we gotta drag all that heavy  
shit upstairs.

SLY  
Gotta be kidding me.

RICK  
Deb. Jill. Callie.

Rick spots Daisy behind him.

RICK (CONT'D)  
And Daisy.  
(to all)  
You girls get upstairs.

All the ladies file up the steps. Debbie kisses Rick softly  
on the lips.

RICK (CONT'D)  
Wait.

All the ladies stop, stare down at Rick.

RICK (CONT'D)  
We should really cover those  
windows.

REMI  
Gee. There's a novel idea,  
Richard. Thanks for that.

JOSH  
Cover them with what?

Daisy bites her bottom lip, in deep thought. She finally  
comes around.

DAISY  
There's some lumber in the  
stockroom. All cut up and sized  
and everything.

They all turn, stare up at Daisy.

DAISY (CONT'D)  
Daddy was gonna put on a deck  
upstairs. Up on the roof. Been  
talking about it for years.

RICK  
Long enough to barricade those  
windows?

DAISY

Sure.

RICK

(to Sly)

And what about a drill and some nails? We got those too?

SLY

The nails, yes. As for the drill? Not so much.

DAISY

Where is it?

SLY

In the truck. Outside. In my toolbox.

REMI

Great. There goes that idea.

Rick checks with Debbie. She shakes her head, knowing what he's about to do.

RICK

I'll go get it.

Debbie scoffs with disgust.

DEBBIE

Excuse me?

SLY

Cool.

With a quickness, Sly hands his keys to Rick.

DAISY

(to Rick)

No, wait a sec.

Rick, halfway to the door, stops, turns back --

DAISY (CONT'D)

(to Sly)

Sly, go get the drill.

SLY

You gotta be shitting me.

DAISY

You're the only one who knows where the damn thing is. And he's been through enough for one night.

SLY

Those things are out there!

DAISY

Yeah, and they're gonna be in here if we don't do this! Daddy put you in charge of this place! Made you promise that nothing would happen to it! Or me!

SLY

Yeah, yeah. Daddy said a lot of things he didn't mean. Like I love you, son.

CALLIE

(to Sly)

How far is your car?

SLY

Out front. To the left of the door.

CALLIE

Okay. So we got your back.

Callie comes down, off the steps, snags the thirty eight from her belt loop.

CALLIE (CONT'D)

If those things show up, we'll blow their heads off. Fair enough?

SLY

Promise?

CALLIE

You mean like pinky swear? Fine. I pinky swear with a fucking strawberry on top.

SLY

Yeah, real funny, but it's my ass isn't it?

RICK

We'll do you one better. We'll go with you.

A pissed off Debbie charges down the steps.

DEBBIE  
Now wait just a damn min --

RICK  
Not now, Deb!

JOSH  
I don't like this plan.  
(to Debbie)  
Mom, stop him!

RICK  
I'll be fine, Josh. We'll be in  
and out before they even know  
what's going on.

Debbie huffs in protest, hands on her hips.

REMI  
Okay, so who's going?

RICK  
Funny you should ask.  
(to Callie)  
Callie, give him your gun.

Callie dumps her thirty eight in Remi's palm.

REMI  
Now wait a second here. Let's talk  
this out.

RICK  
Sly, give Del your gun.

SLY  
The hell I am. What am I supposed  
to use? My boyish charm?

Del quickly snags the nine mil from Sly's pants.

SLY (CONT'D)  
(to Del)  
You digging for gold, old man?  
Ain't no genie in that bottle  
bitch.

RICK  
(to Sly)  
You let us worry about those  
things. You worry about finding  
that drill.

Now panicked, Sly throws a mini tantrum, walks in circles and nervously pulls at his hair.

SLY  
I'm gonna die. I know it for certain.

RICK  
Pull it together! We're losing time!

DAISY  
You heard him, Harold Sylvester! Get it together and stop being such a damn pussy!

SLY  
Alright, woman! Just get off my back! Ya know, if I wanted to be emasculated in front of large crowds I'd have gotten married a long time ago, Daisy Lou!

Rick locks eyes with Sly as he very calmly lays the car keys in his palm.

RICK  
Come on, Sly. The girls are counting on us. And I'm counting on you. I need you.

Sly ever so slowly wilts in defeat. Rick's eyes locked on his and awaiting his answer. A few moments pass. And then...

SLY  
Fuck you. I ain't goin out there.

EXT. SMOKEY JOE'S BREWHOUSE - FRONT DOOR - NIGHT

A shotgun toting Rick, along with an armed Del and Remi, quietly exit the front door.

No aliens in the nearby vicinity. The dead and lifeless cars still parked in the street.

REMI  
Go, Sly. We're clear.

Sly runs for the rear cab of his dusty pick up. He clumsily fumbles with his keys.



DEL  
 If that ain't the damnest thing I  
 ever seen in my life then I don't  
 know what is.

REMI  
 Yeah yeah! We were there too, Del!  
 So save your war stories!

DAISY  
 No! Where's Sly?!

Daisy rushes the door. Remi quickly snags her by the waist  
 and pulls her close.

REMI  
 He's dead. Your brother's dead.

DEL  
 Well if that ain't the  
 understatement of the year.

Rick throws his hands on his hips, out of ideas, his mind in  
 turmoil as he rests his back on the wall.

DAISY  
 Oh God. I made him do it. I made  
 him go out there.

REMI  
 It's not your fault, Daisy.

Remi pulls her closer, lets her rest on his shoulder as she  
 balls her eyes out.

REMI (CONT'D)  
 (to Rick)  
 It's his.

Rick is shocked by Remi's blunt directness.

Debbie notices her husband's blood boiling.

DEBBIE  
 Take it easy, Rick. Don't let him  
 get to you.

Callie gets between them.

CALLIE  
 You're out of line, Remi.

REMI  
 (to Rick)  
 That's two people you've killed  
 tonight, hero. Why don't you do us  
 all a favor and keep the next plan  
 to yourself.

Rick quickly snaps--and in a moment of blind rage--snags up  
 Remi by the throat. He quickly puts him down.

Debbie freaks.

DEBBIE  
 Rick! Stop it!

Josh and Del are able to pull him off Remi before he does any  
 permanent damage.

Remi rubs his sore throat.

Rick stumbles toward one of the chairs at the base of the  
 staircase and pops a squat, coughing non-stop in a  
 violent fit.

DEBBIE (CONT'D)  
 Rick! Can you breathe? Look at  
 me!

Rick slowly looks up at Debbie, still gasping for air and all  
 the color gone from his face.

JOSH  
 Mom, what's wrong with him?

DEBBIE  
 Nothing.

Rick spits blood on his shirt. Jill notices.

JILL  
 It's not nothing. He's bleeding.

Remi stands, peanut shells stuck to his bloody clothes.

REMI  
 (to all)  
 Yeah, I'm fine. Thanks guys.

And Rick can't stop coughing.

JILL  
 Dad, what's wrong? Answer me!

DEBBIE  
He's fine, I said! Lay off!

RICK  
I'm not fine.

And Remi couldn't care less as he spots his bloody peanut shelled figure in the mirror behind the bar.

REMI  
(to himself)  
Looks like I got buttfucked by an elephant.

A confused Josh and Jill walk to their father. Not quite following but concerned just the same.

JOSH  
(to Rick)  
What are you saying?

RICK  
I'm sick. Not just a little. But a lot.

Remi almost looks embarrassed. He steps away from the crowd, quietly takes a seat.

JILL  
That appointment you had last year. You said everything was fine. But you weren't fine.

RICK  
No. I wasn't. And I'm not.

JOSH  
I don't understand.

DEL  
(to Josh)  
Your old man's sick, boy. He's dying.

RICK  
(to Del)  
Thanks for your help. But I'll take it from here.

Del throws up his hands in defeat, joins Remi at the bar.

JILL  
(to Rick)  
Is that right? You're...dying?

RICK  
We all die, Jill. Some of us  
sooner than others.

Rick stares through the crowd and spots Del pulling himself a mug of beer.

RICK (CONT'D)  
(to Del)  
No drinking!

As Del puts it to his lips, Debbie snags the glass.

Jill hovers over Rick.

JILL  
(to Rick)  
Is that supposed to make us feel  
better? You've been lying to us  
this whole time. For over a year.  
First the girlfriend and now this.

Rick and Debbie both face a startled Josh.

JOSH  
Girlfriend?  
(to Debbie)  
What's she talking about?

Jill huffs in defeat, walks away.

RICK  
News flash. Your father isn't  
perfect. He's made of flesh and  
bone, just like you. And I haven't  
always had the best judgement.

Remi steps behind the bar and pulls himself a beer.

RICK (CONT'D)  
I guess I've proven that again  
tonight.  
(to Remi)  
Put-the-beer-down!

They all turn to Remi. He stops the glass before it hits his lips. Del secretly snags it from his hand.

RICK (CONT'D)  
(to Josh and Jill)  
I don't want either of you spending  
the rest of your lives hating me.  
It's not gonna change anything.

Josh bursts into hysterical tears.

JOSH  
No. This is fucked. This can't be  
happening. None of this.

Jill also tears up, steps into a corner for a moment of  
privacy.

RICK  
Josh, come here, son.

Josh stubbornly turns away from his father.

Rick sighs. All the life drains from his body.

REMI  
(to Rick)  
Ready for that drink, Richard?

Rick steps up behind Josh--gently touches his shoulder.

RICK  
Look at me.

Josh slowly turns.

RICK (CONT'D)  
You know those Make A Wish things  
for kids you see on TV?

Josh nods.

RICK (CONT'D)  
Well your father has one last wish  
before he goes.

Josh can't stop crying.

RICK (CONT'D)  
Listen to me, because it's  
important. Wipe those tears.

Jill hands Josh a napkin. An amused Del picks peanut shells  
off of an oblivious Remi.

RICK (CONT'D)  
My last wish...is that you get your  
mother and sister back home. No  
matter what happens or doesn't  
happen to me. You have to promise  
me that, son.

Josh slowly comes around. A simple nod.

REMI  
I don't mean to interrupt.

The room all turn to Remi behind the bar and in the midst of finishing his secret beer. He slams down the empty glass.

REMI (CONT'D)  
(to Rick)  
But what's the plan, boss?

EXT. SMOKEY JOE'S BREWHOUSE - PARKING LOT - NIGHT

What seem like DOZENS OF BABY SPIDER ALIENS converge on the bloody mess of what used to be Sly.

They quickly devour him. His arms. Legs. Torso.

INT. SMOKEY JOE'S BREWHOUSE - UPSTAIRS BAR - NIGHT

This is where the fun happens. A couple amplifiers and a drum set rest on a small stage. A simple stool and single microphone.

Daisy stands behind the bar using a box of matches to light a row of fat candles.

Del stands at the bar, jonesing hard for a drink, tapping his fingers on the steel rim. He stares at the beer taps, tempted.

Debbie, Josh, Jill and Callie watch on as...

Remi and Rick flip over a heavy table and push it down a steep staircase. It's just one of many tables, chairs, couches blocking the steps.

REMI  
You think this will work?

RICK  
You don't trust my judgement. Why would you trust my opinion?

Remi ponders this.

REMI  
Good point.

He pats Rick on the shoulder and joins Callie who is staring out the window and keeping an eye out.

REMI (CONT'D)

Well. This isn't exactly how I planned our evening going. But at least we're together.

CALLIE

Ya know, you better hope those things got Spider.

REMI

Pretty stupid plan, huh.

CALLIE

What was the plan, Remi? Because I honestly don't get it. Were you just planning on never speaking to your brother again while you and me run for the rest of our lives?

REMI

After what you did to Scottie, I don't think we'll have to run anywhere.

CALLIE

What do you think's gonna happen between us? If we set up somewhere else, he's just gonna find us. If we keep running, we're gonna be jumping from one motel to the next, eating out of the McDonald's dumpster because we just blew our grocery money on smack.

REMI

Fuck. That's some dark shit.

CALLIE

You think either of us is gonna stay clean, you're crazy.

REMI

News flash. I'm crazy.

CALLIE

Be serious. Think about it.

REMI

So we get help. Both of us.

Callie laughs this off.

CALLIE

Get real, Remi.

Remi grows offended.

REMI  
Or maybe you just don't want help.

CALLIE  
Maybe I don't.

REMI  
You'd rather keep skipping from one town to the next until the inevitable. Because it's easier to do that than accept for one second that there's a man out there who isn't interested in completely destroying you.

CALLIE  
Look at me, Rem. I mean really look at me.

REMI  
I'm looking at you.

CALLIE  
It's too late for me. It is what it is.

REMI  
What the hell's that mean?

CALLIE  
Ain't ever had nothin, Remi. Ain't never gonna have nothin. Whatever happens or doesn't happen to me ain't gonna change what is.

REMI  
So lets just let nature take its course. Is that what you're saying?

Del laughs at them from the bar. A half empty beer in hand. On his way to a good old fashioned drunk.

REMI (CONT'D)  
I say something funny?

DEL  
You two are talking like you're actually gonna make it out of here alive.

The life all but drains from Remi's face. All hope lost.

REMI  
Yeah. I don't know what I was  
thinking. Thanks, Del.

Del chugs the rest of his beer. Callie slaps her hands on the  
glass, super excited.

CALLIE  
(to all)  
Hey, you guys! Look!

They all join Callie by the window.

CALLIE (CONT'D)  
There's a helicopter out there.

A blinking dot in the sky cuts through the darkness.

DEL  
Impossible. There's nothing with  
running power within three mile of  
here. You're seeing things.

REMI  
Shut up, you damned old fuckin  
drunk! Drink your beer!

DEL  
Happily. Since it's the last thing  
I'll ever taste in this shitty  
world.

CALLIE  
I'm telling you it's out there.  
It's already made a couple passes.

REMI  
Why didn't you say something  
before?

CALLIE  
Because I'm saying something now,  
smart guy.

DAISY  
Maybe if one of us went up on the  
roof they'd see us.

The entire room silent and none too excited for that  
particular plan.

REMI  
Are we really playing that game  
again?

CALLIE  
(to Daisy)  
It's pitch black outside. How's  
anyone gonna see us?

Josh snaps his fingers.

JOSH  
I got it! We send up one of those  
things!

DAISY  
You mean a flare?

REMI  
(to Josh)  
You got one of those in your back  
pocket there, junior?

Jill throws an arm around her brother.

JILL  
It was a good idea, Josh.

REMI  
Yeah. And we could blow them all  
up with a bazooka if we had one of  
those. But we don't.

Remi shakes his head.

CALLIE  
Cool it, Remi. He's just thinking  
out loud.

DAISY  
Wait a second. I think we have  
one.

REMI  
(confused)  
What? A bazooka?

DAISY  
A flare gun. Along with the rest  
of Daddy's fishing gear. It's all  
locked up in the stockroom.

REMI  
No shit?

DAISY  
No shit.

REMI  
 (to Josh)  
 Good plan, kid.

Josh smiles, proud of himself.

DEL  
 He don't by any chance have a  
 bazooka in there too?

DAISY  
 (to Del)  
 Afraid not.

The room all shoot Del a stupid look.

DEL  
 Didn't hurt to ask.

REMI  
 (to Daisy)  
 I take it this stockroom is  
 downstairs?

DAISY  
 Yeah? So?

They all slowly turn and face the staircase.

It's blocked with every piece of furniture in the building.

Just a wide enough gap in this makeshift gauntlet to fit a  
 particularly small human being.

RICK  
 Well. I guess one of us could  
 crawl through if we had to.

DEBBIE  
 I think you've played hero enough  
 for one night. You're staying  
 here.

RICK  
 Not that I could actually fit.  
 Even if I wanted to.

Remi stares back at Josh and Jill.

REMI  
 How about the kids?

DEBBIE  
 No way! Why don't you go!

Callie observes the gap in their blockade of furniture.

CALLIE  
I can fit.

Remi faces her, truly concerned.

REMI  
Forget it.

DAISY  
(to Remi)  
Somebody has to go.

REMI  
(to Daisy)  
Nobody has to go!  
(to all)  
We can all stay here. Hold up  
until morning. Maybe by then these  
things will be long gone.

DEBBIE  
I agree. It's not worth risking  
anyone else's life.

CALLIE  
(irritated)  
Look. Everybody's here because of  
me.  
(huffs)  
I said I'll go, so I'll go.

REMI  
(to Callie)  
Just tell me now. Should I bother  
wasting my breath?

CALLIE  
No.

Remi throws up his hands in defeat.

Callie stares into the darkness of the staircase. A truly  
frightened look comes over her.

CALLIE (CONT'D)  
(to Daisy)  
Are you gonna tell me where to find  
this flare gun or am I supposed to  
guess?

DAISY  
You're never gonna find it in the  
dark. Not without knowing where to  
look.

CALLIE  
Okay, so tell me.

An ALIEN PAW slaps the outside glass. They all face the  
window in a panic.

The spider alien hangs its head over the side, attempts to  
stare through the glass.

JOSH  
Oh God. This is it isn't it?

JILL  
What?

JOSH  
The part where we get our heads  
ripped off.

JILL  
(whispers)  
Be quiet. Don't move.

Remi notices a full row of glowing candles on the bar.

REMI  
(whispers)  
Someone wanna blow out those  
candles.

Del quickly blows them out. One at a time. But he is loud  
and clumsy about it.

REMI (CONT'D)  
(whispers)  
A little quieter please.

The spider alien lets out an otherworldly roar.

Debbie so scared she shuts her eyes. Jill grips her mother's  
arm, as Josh grips his sister's.

Daisy grabs Callie's arm, pulls her closer.

DAISY  
(whispers)  
Listen. It's the second door on  
the left. Next to the freezer.  
Daddy's tackle box is on the floor.

Callie nods with understanding.

DAISY (CONT'D)  
As soon as you walk in, make a  
right. You'll practically trip  
over it.

Remi hands her his zippo lighter.

REMI  
To see with.

RICK  
Just remember. Only use it if you  
absolutely have to. One of those  
things could already be downstairs  
waiting on you.

REMI  
(to Rick)  
Thanks for the pep talk, Coach, but  
we got this, thanks.

Callie very quietly heads down the creaking steps.

Remi grabs her by the arm, stops her. She faces him.

Callie grins.

CALLIE  
You're crazy. Coming back here for  
me. You could've been killed,  
dumbass.

REMI  
Yeah, well. Some things are worth  
dying for.

JOSH  
(to Remi)  
Hey, Romeo.

An annoyed Remi faces Josh.

JOSH (CONT'D)  
You think thine could hurry things  
up a tad? Before thou window  
breaks, please.

Remi and Callie kiss.

Callie smiles, heads down the steps, and with legs first,  
crawls through a space just wide enough for her bone  
thin frame.

INT. SMOKEY JOE'S BREWHOUSE - STAIRCASE - NIGHT

Callie barely squeezes through the maze of heavy dining room furniture, climbs over a railing, drops to the floor.

She trips and falls face first. Drops the zippo.

She grabs the zippo and LIGHTS IT. And she's nose to nose with a SPIDER ALIEN.

Her face quivers with fear. Sweat drops from her cheeks and tears fall from her eyes.

Like an animal, Callie cowers backward on all fours.

The spider alien follows her every step.

Callie shuts her zippo. Total DARKNESS.

A low growl. Callie whimpers.

Across the room --

A new zippo lighter spotlights Daisy's face.

DAISY  
(whispers)  
Over here, Callie. Hurry.

Callie quickly joins Daisy.

DAISY (CONT'D)  
Stay with me.

The spider alien lunges across the room.

Daisy grabs Callie's wrist, shuts her zippo. Total DARKNESS.

Panicked feet scurry across the hard wood floor. And then...

Click! The sound of a large steel door being swung open.

Daisy lights her zippo.

INT. SMOKEY JOE'S BREWHOUSE - STORAGE ROOM - NIGHT

They have safely managed to find the old cooler turned storage unit and it's full of old junk. And this junk includes pots and pans and other kitchen tools and equipment.

On the other side of the room rests a hand carved canoe with two paddles. A pair of bicycles hang on a wall rack.

A tackle box, rods and reels, and loads of other fishing equipment collected on the immediate floor.

DAISY  
There it is.

Daisy opens the tackle box. A flare gun inside.

DAISY (CONT'D)  
Alright. We're gonna have to go dark. Whatever you do, don't let go of my arm.

CALLIE  
How are we doing this?

DAISY  
We're gonna run as fast as we can for the front door and take the fire escape to the roof.

A low GROWL from across the room.

Daisy and Callie both notice a SPIDER ALIEN cowering in a most dark and tight corner.

Callie trips and falls on her ass.

Daisy SPEARED THROUGH THE THROAT by spider alien's claw.

Callie's face spattered with BLOOD.

The flare gun and zippo hit the floor. And once again...

DARKNESS

Daisy's gasps for oxygen turn to a gnarly GARGLING sound as she chokes on her own blood.

Hurried footsteps trample the floor...

And then...

EXT. SMOKEY JOE'S BREWHOUSE - FRONT DOOR - NIGHT

The front door bursts open. Callie almost out of breath now. Her body frail and broken. Dripping with sweat.

She quickly makes around the side of the building and toward the rear parking lot.

A fire escape leads to the roof.

And here comes the helo for another pass.

Callie then spots THREE SPIDER ALIENS roaming around the motel parking lot.

The helo passes overhead.

Her attention drawn to what looks to be a hundred or so baby spider aliens carrying SPIDER'S SEVERED HEAD across the asphalt lot.

Callie turns and loses her lunch.

With no more time to waste, she chases up the rusted out ladder, headed for the roof.

EXT. SMOKEY JOE'S BREWHOUSE - ROOF - NIGHT

Callie makes it to the top, pulls a flare gun from the front of her pants, grips it with both hands.

The helo makes another pass.

INT. NEWS CHOPPER - NIGHT

A FIELD REPORTER in a shirt and tie and wearing a headset fitted with a microphone, sits with a CAMERAMAN in the rear of the chopper.

They cruise over the interstate, SPOTLIGHTING the stand still traffic and the hundreds of vehicles without headlights or power of any kind.

And many of them smashed up, ran into, or with WHITE SMOKE spilling from under the hoods.

FIELD REPORTER  
 (to TV audience)  
 As you can see below, there is absolute gridlock on both north and southbound lanes. And people are sitting in total darkness. I just can't imagine the outright panic that's going through people's minds right now.

Just off the interstate, he spots the bright RED FLARE firing high in the air like a rocket.

FIELD REPORTER (CONT'D)  
 Over there! On that roof!

The helo changes course and buzzes The Sand Dunes Motel and Smokey Joe's Brewhouse.

CAMERAMAN POV:

All three remaining spider aliens gather in the motel parking lot. As if curious about the hovering aircraft now circling them like a hungry shark.

And the camera switches to Callie on the roof.

CAMERAMAN (O.S.)  
Oh my God!

BACK TO SCENE

FIELD REPORTER  
(to Cameraman)  
Are you seeing this?

CAMERAMAN  
I'm seeing this.

FIELD REPORTER  
(to TV audience)  
This is a very bizarre and most shocking sight to say the least! As you can see in the lot below! These creatures! These things have somehow trapped at least one woman that we know of inside Smokey Joe's restaurant!

CAMERA POV:

The helo circles the roof of Smokey Joe's as Callie jumps up and down in a desperate plea for help.

FIELD REPORTER (O.S.) (CONT'D)  
There could be many more taking cover inside! We don't know! All we can do at this time is alert the police of their whereabouts and await the rescue team!

FIELD REPORTER (O.S.) (CONT'D)  
God only knows they have their hands full tonight!

EXT. SMOKEY JOE'S BREWHOUSE - PARKING LOT - NIGHT

One of the robotic drone-like spheres from our space craft finds its way to Smokey Joe's.

It's high intensity WHITE SPOTLIGHT strikes our three spiders crawling back to the restaurant.

The sphere floats upward and stops just eye level with the second story window. It hovers in mid air.

INT. SMOKEY JOE'S BREWHOUSE - UPSTAIRS BAR - NIGHT

Debbie leans against one of the second story windows and is struck by the bright spotlight outside.

DEBBIE

Rick!

Josh, Jill, Rick and Del all face the window.

The drone-like sphere searches the room.

JILL

What is that thing?

The WHITE SPOTLIGHT strikes each and every one of them in the face. Inspecting them. One at a time as they each block the intrusive beam with their hand.

And then...the TELEVISION TURNS ITSELF ON.

A startled Jill faces the screen. As do the rest of them.

A high definition image of what appears to be the inside of a technologically advanced spacecraft. And the halls of this spacecraft are filled with smoke.

Someone or something is giving them a guided tour.

Lots of complicated meters and switches line a long stretch of hallway with shattered glass partition walls on both right and left sides.

Individual rooms of some sort.

Sparks fly from wall mounted touch screens.

JILL (CONT'D)

Where is that?

The who or what recording the image steps through the shattered glass wall and into one of the rooms.

It is filled with smoke.

Lots of cords and hoses dangle from the ceiling. And what appear to be giant neck and wrist shackles have been ripped from the walls.

JOSH

Don't you get it? It's their ship.  
It's the insides or something.

DEBBIE

What are those rooms?

Del moves closer to the television with a truly shocked look on his face. His jaw almost hits the floor.

DEL

Cells. Prison cells. I haven't  
seen the inside of that room in  
forty seven years.

Josh and Jill read Del's most sincere and honest eyes.

DEL (CONT'D)

One minute I'm watching reruns of  
Bonanza with my old lady. Next  
thing you know...I'm sitting in  
some weird x ray machine type deal  
and got what feels like a cattle  
prod shoved about three quarters up  
my backside.

Remi grimaces at the thought.

DEL (CONT'D)

Before I know what's going on...I'm  
looking at my own intestines on  
some giant computer.

Josh and Jill once again doubting his story.

DEL (CONT'D)

You guys talk about your must see  
TV. Well that was one Thursday  
night I won't soon forget. That I  
can tell you.

JOSH

It's like something broke out of  
there.

Rick slowly catches on. He turns, faces the floating sphere outside the window.

RICK

They're showing us something.

DEBBIE

Who?

RICK

Them. Whoever they are.

The image of the prison cells cuts to an actual digital file of a spider alien held in captivity.

DEL

That's it. They're holding those damn things on their ship.

JILL

Okay. But why are they showing us?

RICK

They're communicating.

JILL

For what reason?

RICK

I don't know. A warning maybe.

Josh smirks.

JOSH

Yeah. Like, thanks for the heads up guys.

DEL

They're letting us know before it's too late. That they're not here for us. They're here for them.

Rick nods in agreement.

RICK

Right.

And the TELEVISION SHUTS ITSELF OFF.

Debbie still a bit lost. Jill too.

JILL

Wait. I still don't get it.

Jill grabs Del's arm, desperate for answers.

JILL (CONT'D)

(to Del)

So are they like asking us for help or something?

Del stares at a hysterical Jill like she's crazy.

DEL  
What're you asking me for? Hell, I  
don't know.

He shakes his head in disgust, takes a swig of beer.

JILL  
(to Del)  
Of course. Sorry I asked.

Jill rolls her eyes and joins her mother.

RICK  
Del's right. They don't want any  
trouble. This is their way of  
showing us.

Remi is face planted at the window. In search of Callie.

REMI  
(to himself)  
Where are you, baby? Talk to me.

Remi loses patience, faces the others.

REMI (CONT'D)  
(to all)  
It's been almost five minutes.  
Where the hell are they?

EXT. SMOKEY JOE'S BREWHOUSE - ROOF - NIGHT

Callie continues her quest to flag down some help.

CALLIE  
Over here!

The helo hovers over the roof.

The drone-like sphere reaches the rooftop and catches  
Callie's undivided attention.

CALLIE (CONT'D)  
(to sphere)  
Hello?! Can you hear me?!

The sphere hovers closer and closer. Its bright white  
spotlight hits the fire escape.

Callie follows the light.

A spider alien crawls over the edge of the ladder and touches down on the roof.

An almost frozen Callie slowly backs up. A little bit at a time as the spider alien inches toward her.

Callie faces the sphere.

CALLIE (CONT'D)  
 (to sphere)  
 A little help here, please! Just saying!

INT. SMOKEY JOE'S BREWHOUSE - UPSTAIRS BAR - NIGHT

And once again...THE TV TURNS ITSELF ON. The drone sphere showing live feed of Callie facing off with her alien adversary.

Jill and Josh watch on.

JILL  
 It's got her closed in. But what's it waiting on?

Debbie also confused as the spider alien doesn't finish her off like the others.

Remi snags the shotgun from Rick's hand and chases out the emergency exit behind the bar.

RICK  
 (to Remi)  
 Wait!

Rick snags Del's nine mil from the bar and tears out the door behind Remi. Debbie almost trips stopping him.

EXT. SMOKEY JOE'S BREWHOUSE - ROOF - NIGHT

The spider alien almost has Callie to the edge of the roof as she stares behind her.

A long way down.

Callie stops, squats in a fetal position.

The spider alien has her cornered.

Callie squeezes her eyes shut.

The spider alien leans in...up close and personal...right in her face...taking in her vibe. But he won't make the next move. It's as if he's not interested.

It slowly steps backward.

INT. SMOKEY JOE'S BREWHOUSE - UPSTAIRS BAR - NIGHT

Debbie watches the television as the spider alien steps away from a frightened Callie.

DEBBIE  
It's letting her go.

Debbie almost disappointed.

DEBBIE (CONT'D)  
It doesn't want her.

EXT. SMOKEY JOE'S BREWHOUSE - ROOF - NIGHT

Callie opens her eyes. Surprised she's not dead.

The floating sphere hovered over the proceedings.

Remi and Rick step up behind the spider alien. Their guns aimed and ready to rock.

REMI  
Yo, stretch!

Spider alien faces Remi and Rick.

REMI (CONT'D)  
Yeah, I'm talking to you!

A loud and thunderous roar fills the air.

REMI (CONT'D)  
Open wide, mother fucker!

Rick and Remi unload every bullet and shell in their arsenal. The spider alien's teeth blown out...and face and body ripped to shreds.

It falls face first to the roof. Dead.

REMI (CONT'D)  
How's that feel, bitch!

Nothing from spider alien. He's all done. Remi leans over him. All bravado.

REMI (CONT'D)  
Cat got your tongue?

Rick checks the magazine in his pistol. All out of shells.

REMI (CONT'D)  
Oh, that's right! You ain't got no tongue! No tongue! No teeth! And one fuckin eye!

RICK  
I'm out.

Remi racks his shotgun. He's out too.

REMI  
Well at least it went to a good cause.

RICK  
Yeah. At least we got one.

REMI  
Damn straight.

Remi spots Callie still squatting near the edge of the roof and almost catatonic.

And the loud sound of WHIPPING HELO BLADES draw their focus to the night sky.

The news chopper broadcasting live at the scene.

INT. NEWS CHOPPER - NIGHT

The Field Reporter stares down at the seemingly dead lump of bullet ridden alien, as well as two more citizens who have joined our lone woman.

FIELD REPORTER  
(to TV audience)  
It looks as if one of the creatures has found its way onto the roof of Smokey Joe's Brewhouse! And appears to not be moving! Again! The creature appears to not be moving!

EXT. SMOKEY JOE'S BREWHOUSE - ROOF - NIGHT

As the helo draws closer...it suddenly locks up...losing power all at once. The helo blades slow to a stop as the vehicle itself spins like a top.

REMI

Well that's not good.

INT. NEWS CHOPPER - NIGHT

The Field Reporter and Cameraman both grab a hold of the walls as they brace themselves for impact.

FIELD REPORTER

(to Pilot)

Get us out of here!

PILOT

I can't! We lost power! We lost power! Hold on!

EXT. SMOKEY JOE'S BREWHOUSE - ROOF - NIGHT

Remi, Rick and Callie all watch as the helo drops like wet cement from the sky.

EXT. SMOKEY JOE'S BREWHOUSE - PARKING LOT - NIGHT

The spider alien from inside the storage room violently tears the front door to shreds and crawls through the hole.

As it steps further outside...

The falling helo crushes it to death.

KAAAABOOOOM!

INT. SMOKEY JOE'S BREWHOUSE - DINING ROOM - NIGHT

The front windows are completely blown out from the sheer power of the explosion.

The runaway helo rotors strike pavement and ricochet through the restaurant with great power and speed...

Striking the dining room ceiling.

INT. SMOKEY JOE'S BREWHOUSE - UPSTAIRS BAR - NIGHT

The broken helo rotor spears through the floor and takes half of Del's left foot.

DEL  
AHHHHHH!

He drops face first. His foot destroyed. Blood gushing like a water spring.

INT. SMOKEY JOE'S BREWHOUSE - DINING ROOM - NIGHT

The restaurant flooded with clouds of black smoke as the crackle of flames lights the room. The smoke quickly finding its way to the ceiling.

EXT. SMOKEY JOE'S BREWHOUSE - ROOF - NIGHT

Callie stares over the edge and down at the fallen news chopper roasting like a campfire.

REMI  
(to Callie)  
Come on, baby! Let's go! Before  
Olive Oil here changes his mind and  
decides he's not dead!

And it does. Spider alien jumps up. Bleeding from the mouth and missing an eye and some teeth.

REMI (CONT'D)  
Callie! Get inside! Go on!

Callie runs for the emergency exit and bangs on the door. It's stuck and doesn't budge.

CALLIE  
Open up!

REMI  
(to spider alien)  
Yo, Adrian. Gotta admit. Not  
digging the new look.

Remi turns, checks on her.

REMI (CONT'D)  
(to Callie)  
Callie, get inside!

And with his back turned...

Spider alien snags him by the throat...holds him high while he gasps for air.

Josh appears out of nowhere with a FIRE AXE.

JOSH

Dad!

He hands it off to Rick...who moves to the side of the spider alien and --

SWOOSH!

-- takes off the arm holding Remi.

Remi drops to the roof with a severed RAZOR CLAW still clenched tightly to his neck.

Spider alien hunches over. Feeling its injury.

Rick takes its head with a clean swing of the axe.

Blood spills from the spider alien's headless torso.

JOSH (CONT'D)

Oh gnarly!

It collapses face first. Toast.

Remi still chokes from the tight grasp of the claw.

REMI

(barely audible)

Help...me.

JOSH

Oh crap.

Josh pulls the razor fingers free of his throat.

Remi coughs. And then...a giant smile.

REMI

(to Josh)

You did it, you little useless shit stain! You got him!

Josh smiles.

JOSH

We did it, Dad!

He turns to Rick. A second spider alien secretly hovering behind him.

RICK  
We sure did, son. You saved us.

JOSH  
Dad!

Josh points.

Rick turns around, faces a second, and even bigger spider alien.

RICK  
Get out of here, Josh!

JOSH  
No!

RICK  
Just remember what I told you! Do  
that for me, Josh!

The spider alien wraps TWO ARMS AROUND HIS NECK and TWO AROUND HIS WAIST...holding him high.

It observes him. In a similar fashion to Callie. A bit unsure of what to do with him.

Josh breaks into tears.

JOSH  
Dad, what do I do?!

REMI  
We gotta go, kid!

Remi attempts to grab Josh and gets his hand slapped.

JOSH  
Get off!

Remi practically drags Josh toward the emergency exit.

JOSH (CONT'D)  
No! Dad!

Remi tries to open the stuck door. He swiftly kicks it in as he and Josh duck inside.

INT. SMOKEY JOE'S BREWHOUSE - UPSTAIRS BAR - NIGHT

Remi now with his back pressed against the emergency exit and trying like hell to catch his breath.

Jill, Josh and Debbie sobbing uncontrollably and holding each other close.

DEBBIE  
 (cries)  
 He'll always be with you. With  
 both of you.

Callie witnesses the touching scene. Her eyes welled with tears of guilt.

Remi notices.

REMI  
 (to Callie)  
 I thought we were too late. You  
 got lucky, Callie.

DEBBIE  
 She wasn't lucky. They don't want  
 her. If they did, she'd be dead by  
 now. Like my husband. Like the  
 rest of them.

Callie now free flowing with the tears. An emotional wreck. So guilt ridden and sick, she can't look Debbie or her kids in the eye.

Debbie gets right in her face.

DEBBIE (CONT'D)  
 They don't want her because she's  
 full of poison! Look at her!

Callie avoids eye contact with Debbie.

DEBBIE (CONT'D)  
 You better look away! They're all  
 dead because of you! All of this  
 is because of you!

In a blind fit of rage, Debbie slaps the shit out of Callie, forcing Remi to pull her off.

JOSH  
 (to Remi)  
 Get away from her!

Josh pulls Remi off his mother, pushes him back.

An injured Del is forced away from the chaotic scene and hobbles behind the bar.

The BLACK SMOKE flooding the dining room has found its way upstairs as Del gets a whiff.

He faces the staircase where steady streams sneak through a crack in their gauntlet.

DEL  
Fire!

Debbie, Jill, Josh and Remi all face the staircase.

REMI  
God bless it! Gotta be kidding me  
here! What next?!

Just behind the bar and over the racks of liquor...

An air conditioning vent is BLOWN OPEN as dozens of BABY SPIDER ALIENS drop on Del's head.

He does his best to pull them off. But there's far too many to control.

DEL  
Get em off! Help! Someone fuckin  
get these damn fuckin things off!  
Help!

He attempts to crawl over the bar. Remi grabs his hand in a last ditch effort to pull him over.

But one of the spider aliens sneaks its way up Remi's arm and onto his face.

REMI  
Shit!

Remi swats him off.

Within seconds, Del is covered with spiders and slumps forward on the bar.

Dead.

Remi and Josh stomp the miniature terrors the best they can but there are just too many.

Debbie and Jill cower in the corner, hold each other tight.

Jill spots one of the baby spiders crawl up Josh's leg.

She eyes one of the white linen table cloths piled up in the corner and snags one up. She twists it around and pops it like a bath towel.

SNAP!

The spider knocked off Josh's leg.

JOSH  
Ouch!

JILL  
Sorry!

Remi and Josh give up--join Debbie and Jill in the corner.

REMI  
Okay. New plan. We run. Like,  
really fast.

JILL  
And?

REMI  
And what? That's it.

JOSH  
What kind of shit plan is that?

REMI  
It's not really a plan. It's more  
like our only option.

Callie unaccounted for.

REMI (CONT'D)  
Where's Callie?

And once again...THE TV TURNS ITSELF ON.

Remi stares at the screen.

Callie is back on the roof and holding her thirty eight  
revolver on a spider alien.

REMI (CONT'D)  
What the hell is she doing?!

EXT. SMOKEY JOE'S BREWHOUSE - ROOF - NIGHT

Callie grips her thirty eight in both hands as she calmly  
moves in on the spider alien.

Hovering just above her are four of our drone-like spheres  
from the spacecraft. All four of them spotlighting the  
beast on the roof.

And hovering over all of them...

A gigantic free floating spacecraft bigger than most major metropolitan cities.

CALLIE  
So you don't want me, huh? We'll  
see about that.

Callie fires a warning shot just to the right of the spider alien's foot. It hisses a warning.

CALLIE (CONT'D)  
What's wrong? You don't like that?

And out the emergency door runs Remi, Debbie, Jill and Josh.

DEBBIE  
What is she doing?

REMI  
Saving your ass. Now get going.  
Get down that ladder.

Jill looks up and spots the hovering spacecraft.

JILL  
Holy crap! Mom, look!

All three look up.

REMI  
(to all three)  
You waiting till the mood hits?!  
Get down the ladder!

Debbie, Jill and Josh all take turns down the fire escape. Debbie waits for Remi.

DEBBIE  
Are you coming?

Remi ignores Debbie. His focus on Callie.

REMI  
Callie!

Remi hears what sounds like a giant iron gate slowly opening. He stares at the ship's undercarriage and spots what appears to be a spectacular laser cannon aimed at the roof.

REMI (CONT'D)  
Callie, run! We gotta go!

Callie and the spider alien now walking in circles around one another. She fires another warning shot between spider alien's feet.

The monster finally loses patience and tackles her to the rooftop.

REMI (CONT'D)

Callie!

Remi spots a BRIGHT RED LIGHT pulsating from the tip of the massive weapon. As if ready to fire.

He gives up and quickly chases down the fire escape.

EXT. FIRE ESCAPE - NIGHT

Remi goes full track star down the winding and rusted out steps. He's almost to the bottom when...

The hovering spacecraft fires a single but ultimately destructive beam onto the roof.

KAAAAABOOOOOOM!

The entire building erupts in what may be the biggest and most massive explosion in history.

EXT. SAND DUNES MOTEL - PARKING LOT - NIGHT

As Smokey Joe's Brewhouse crumbles to the ground...

Debbie, Jill and Josh hunker behind their Range Rover while pieces of Smokey Joe's blanket the asphalt.

All three slowly peak over the hood of the vehicle.

A grey smoke has engulfed the entirety of the lot.

EXT. SMOKEY JOE'S BREWHOUSE - REAR LOT - NIGHT

A green garbage dumpster lay at the foot of the fire escape.

A black lid flips open and out crawls Remi, who falls face first to the asphalt.

He coughs from the onslaught of smoke and burning building.

A familiar GROWL. Remi slowly looks up.

A spider alien caught in silhouette.

Remi laughs and flips it a double bird.

REMI  
(tired)  
Eat me.

Before the smoke can clear...

About four hundred rounds of AUTOMATIC GUNFIRE rip spider alien into an indecipherable blob of goo.

Remi with his hands over his head.

He looks up.

A crew of real hard ass Kevlar fitted soldier types step through the smokescreen.

SOLDIER #1  
Sir! You alright?!

SOLDIER #2  
Sir! Are you hurt?! Talk to me!

REMI  
No. I mean yes. My head hurts, so stop screaming please.

They help him from the ground. Before he can dust himself off or catch his breath, they grab him by the arms and rush him from the scene.

REMI (CONT'D)  
What's going on, guys?

SOLDIER #3  
You need to come with us, sir! No talking!

Somewhere through the thick smoke, Remi spots Debbie, Jill and Josh, as well as their personal military escorts, headed his direction.

DEBBIE  
(to Remi)  
We didn't think you made it.

REMI  
Yeah, me either.

Remi barely makes out the burning restaurant behind the wall of grey smoke. A sadness in his eyes.

Jill notices. Remi sighs.

Debbie holds her two children close.

DEBBIE  
It's over. It's finally over.

And then the smoke begins to clear. Lest we forget the giant hovering spacecraft in the sky.

Debbie, Jill, Josh and Remi all stand in awe.

JOSH  
Is it? Over?

REMI  
This should be interesting.

And their attention now drawn to a tall, dark figure wearing camouflage fatigues and a green beret.

This is GENERAL TAUREAN BRADBURY---50s, African-American, Secretary of Defense, tough as they come.

REMI (CONT'D)  
Holy shit. It's General Bradbury.

JOSH  
The General Bradbury? As in  
Taurean Bradbury, the toughest  
mother in the land?

REMI  
(to Josh)  
No. General Bradbury the side show  
geek. He's come all this way to  
show us his third nut.

Jill slaps her dumbass brother on the arm.

DEBBIE  
I think he's coming this way.

General Bradbury is joined by three of his top men as they stop before the four survivors.

GENERAL BRADBURY  
(to all)  
Glad you could make it.

DEBBIE  
Thank you, sir.

REMI  
I'm afraid a lot of us didn't, sir.

GENERAL BRADBURY

Yeah, there's a lot of that going on, unfortunately. We've already accounted for thirteen fatalities on this block alone. Looks like our friends went on a feeding frenzy.

REMI

You don't say.

DEBBIE

Pardon me, sir. But what are you doing here?

General Bradbury squints, not following.

GENERAL BRADBURY

A spaceship the size of three football fields crashed less than four miles from here.

DEBBIE

Sorry. Dumb question.

GENERAL BRADBURY

Plus, a little birdie told us you guys were in trouble.

DEBBIE

A little birdie?

He motions to the hovering spacecraft.

Remi cracks a smile.

REMI

So they really are friendly.

GENERAL BRADBURY

Yeah. That they are. But I'm afraid we didn't exactly give them a warm welcome some years back. Commandeered one of their ships and even kept one of their own as a souvenir.

JOSH

Crazy old fart was telling the truth.

REMI

You guys had an alien this whole time?

GENERAL BRADBURY

Hey. I was surprised as you, believe me. I'm just learning of this information just a few short hours ago. I guess some of our crew at Area 51 missed the meeting about keeping the Secretary of Defense in the loop.

REMI

(to Josh and Jill)

What he's saying, kids, is that the current administration is pleading total ignorance and will be claiming full deniability with regard to today's events.

Remi faces General Bradbury - a knowing look.

REMI (CONT'D)

Specifically the part where they used their satellite systems to shoot down a space ship before it broke our atmosphere.

GENERAL BRADBURY

That's hardly important now.

REMI

Of course not.

Jill raises her hand.

JILL

Excuse me, sir.

GENERAL BRADBURY

Yes?

JILL

What do they want, exactly?

GENERAL BRADBURY

Well. We've established what we believe is an open communication with these creatures. What we were able to decipher is that they're holding one of ours captive on that ship.

Josh and Jill beaming with hope.

JOSH

It could be Dad.

Remi also cracks a hopeful grin as he gawks up at the ship.

DEBBIE

I still don't understand. Why are they keeping hostages if they came in peace?

GENERAL BRADBURY

You're about to find out. If you could come with me, please.

The tired crew all follow General Bradbury across the lot and through what's left of the fog.

Every light on the street comes back on. Street lamps. Gas stations. Dollar stores.

And every abandoned car's headlights.

Bloody corpses are draped with white sheets. And there's a bunch of them next to their vehicles.

A crew of camo fatigued soldiers load bodies onto stretchers.

Debbie and the others watch in horror.

DEBBIE

By God. Look at all of them.

Remi notices the power has been restored coincidentally with the arrival of the US Military.

REMI

I suppose you didn't know anything about us losing power either.

GENERAL BRADBURY

I'm afraid we can't take credit for that.

REMI

Oh really? Then who turned out the lights?

GENERAL BRADBURY

That you'll have to ask our visitors.

Remi looks to the hovering spacecraft.

REMI

I don't get it.

GENERAL BRADBURY  
 Maybe they figured its easier to  
 track those damn things without so  
 many distractions.

A TOMAHAWK HELICOPTER lands safely in the middle of The Sand  
 Dunes Motel parking lot.

JILL  
 Mom, what's happening?

GENERAL BRADBURY  
 You're about to find out.

From out of the helo step TWO MEN WEARING HAZMAT SUITS and  
 protective gloves.

They unload a hospital gurney from the belly of the helo as a  
 set of wheels hit the asphalt.

The gurney is carrying a large metal crate of sorts with a  
 glass encasing over the top half.

An alien with familiar round eyes and elongated face rests  
 inside the tube.

The hovering spacecraft spotlights the tube below.

The men in hazmat suits quickly step away from the light and  
 join the other onlooking infantry.

DEBBIE  
 Oh...my...God.

REMI  
 Is that what I think it is?

GENERAL BRADBURY  
 That it is.

The tube ever so slowly rises from the gurney and continues  
 to rise...and rise...until it finds its way into the belly of  
 the space ship.

A few moments pass. An excited Josh and Jill hug each other.

JILL  
 Daddy? Come on, where are you?

Another BRIGHT SHINING BEAM OF LIGHT hits the asphalt below.

DEBBIE  
 Richard?

And a black haired female figure in a silk white robe is slowly lowered to the parking lot.

The beam disappears.

The female figure is an almost unrecognizable Callie.

Her long and flowing hair is full and healthy, as are her gorgeous eyes and flawless skin.

Callie looks to her arms as the track marks have completely disappeared. She's been reborn.

Remi cries tears of joy.

Debbie, Josh and Jill heart broken as Rick is officially gone for good.

Remi and Callie reunite near the center of the lot.

REMI

I like the new look.

Callie smiles.

CALLIE

Good. I'm planning on keeping it awhile.

And the onlooking crowd erupt in thunderous applause.

EXT. SAND DUNES MOTEL - PARKING LOT - EARLY MORNING

The sun has just risen. And most of the military personnel and troops have filed out. Abandoned cars on the road are being loaded onto flatbeds and towed from the scene.

Smokey Joe's has completely burnt to the ground.

Debbie, Josh and Jill crawl in what's left of the Range Rover.

DEBBIE

Let's see if this works.

Debbie is able to crank over the engine.

Josh and Jill sigh in relief. Debbie reluctant to leave her husband behind. She stares at her kids in the rearview mirror.

DEBBIE (CONT'D)

Well. I know this isn't how you wanted to say goodbye. But it only would've been harder in the long run. For you and for your father.

JILL

I don't know. This is pretty hard.

DEBBIE

I know. It's gonna hurt for a long long time. But your father would've wanted it this way. Saving the two of you. And going out with a bit of dignity. Honor.

JOSH

I don't understand. Those things healed Callie. Why couldn't they heal Dad?

DEBBIE

Well. Maybe he was beyond fixing.

JILL

(annoyed)

Is there a reason we're still sitting here or can we go?

Debbie sighs with exhaustion.

DEBBIE

Right.

Debbie is about to throw it in reverse when a DARK SHADOW eclipses their car.

All three stare through the windshield. The reflection of a giant spacecraft on the glass.

A bright beam of white light shoots from the undercarriage and strikes the lot below.

Debbie cracks a grin.

FADE OUT.

THE END