

THE LIGHT IS NOT AFRAID OF THE DARK

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"Now the Shadows are moving in the
stars as they are moving within me,
within all things, all the places
which are created according to the
essence of these shadows and of
ourselves. . ."

THOMAS LIGOTTI

FADE IN:

BLACK.

The first few tiny introductory CREDITS. The hint of an indecipherable WHISPER, and then -

STEFANIE

Yeah?

VOICE

It's ready for you. At the usual location.

The other voice YAWNS.

STEFANIE

Thanks, Mystery Man.

VOICE

No, thank you.

Click.

INT. STEFANIE'S APARTMENT - BEDROOM - EARLY MORNING

Pre-dawn. Light just sneaking in through the dirty blinds. In the bed, a YOUNG WOMAN sets her phone down on the nightstand, and KISSES the MAN laying next to her.

STEFANIE

Baby, I gotta go.

He kisses her back, and grabs her hand - they CUDDLE for a half-moment.

MAN

Be safe.

STEFANIE

You too.

She gets up - in boxers and a T-SHIRT - and goes to the PILE of laundry on the CHAIR in the corner. Pulls a pair of pants off it, and starts putting them on -

EXT. SEWER DRAIN - MORNING

Water sluices down, after the rains. The sky is grey - more to come. We're staring into the BLACK PIT of the SEWER DRAIN - ANGLED UP just enough to see cars passing by overhead, through the railings.

One of them STOPS. The DRIVER, our woman from one scene ago, gets out. Now in the cold light of day, we can see she's a WOMAN in her early 20s. Furry hoodie, beanie. GLASSES. PIERCINGS. A TEXAS STAR tattoo on her neck. This is STEFANIE.

She comes around the side of the railing and carefully INCHES her way down the rain-slick concrete wall of the drain-pipe.

In spite of herself, looking into the gaping maw of the drain, she shudders for a moment.

She walks forward a few feet into the dark enclave, and we see now - perfectly pristine, ready and waiting for her, a UTILITARIAN-LOOKING HARD-SHELL BLACK CASE, with clasps on the end.

She flips it on it's side, and opens it. We don't see the contents - but, she's counting them. Checking them. Inventory.

Satisfied, she CLOSES the case, and - wait, did she just hear something? She looks up, into the dark.

NOTHING.

Carrying the case, she gets up - a little fast.

INT. STEFANIE'S CAR (MOVING) - DAY

Rough, hard-edged music comes from the stereo - El-P.

MONTAGE

As STEFANIE makes several STOPS. She's a DRUG DEALER, slapping hands with THUGS, BUSINESSMEN, and EVERYONE in between. Every so often, she takes a BUMP of cocaine off the back of her hand while she drives.

Money is exchanged for. . .

EXT. TENAMENT APARTMENT COMPLEX - DAY

. . .a small VIAL with an eye-dropper plunger. The liquid inside is GOLDEN AMBER. Four of them are HANDED over to a LARGE, UNSHAVEN WHITE MAN in his early 30s, who hands back several HUNDRED DOLLARS. He smiles at her.

MATCH CUT TO:

INT. HIGH RISE OFFICE - DAY

An OLDER, SKINNY BLACK MAN in a SUIT hands over a stack of money for five VIALS, across his desk to Stefanie, who looks very out of place.

INT. STEFANIE'S CAR (MOVING)

The sky is grey, downcast. A light drizzle. Outside, the houses that roll by are old, delapidated - a stark contrast to the flashy neon low-riders that sit in their driveways. The houses outside the car are slowly starting to become more and more well-to-do as she comes to a STOP SIGN, looks left. . .and turns.

EXT. SOCCER MOM'S HOUSE - DAY

Stefanie pulls up, looking out on - a TWO-STORY HOUSE, gone way to seed. All MUSIC CUTS OUT. The YARD IS INCREDIBLY OVERGROWN, the picket fence missing several planks. It looks DARK.

She gets out.

As she walks up the steps to the front door, she sees, stuck on top - an EVICTION NOTICE PINK SLIP. Stefanie pulls it off, and KNOCKS ON THE DOOR.

Waits. Then, the sound of DEADBOLTS unlocking - and the door opens, on a chain. A SINGLE EYE peers out. Registers Stefanie. The FACE cracks into a smile.

SOCCER MOM

There you are.

The door opens - revealing a mid-forties SOCCER MOM, standing in the dark. Her skin looks sickly, and her eyes look. . .strange.

SOCCER MOM

Come on. Come on in.

INT. SOCCER MOM'S HOUSE - DAY

The house is very dark. Stefanie follows Soccer Mom toward the back, carrying the black case with her, carefully around the mess. Papers LITTER the floor. Some FLUTTER from the walls, scrawled with WRITING.

STEFANIE

Is anyone else home?

No response.

THE KITCHEN

Stefanie sets the CASE up on the island, and opens it.

STEFANIE

How much can I do you for?

KAREN

Eight.

STEFANIE

(disbelief)

Eight?

Karen nods with nervous energy. Smiles.

STEFANIE

Eight vials.

KAREN

I need it. It's helping me write.

Stefanie considers. Is this ethical? Then she shrugs it off.

STEFANIE

Eight it is. That's. . .woof,
that's \$1,400. That good for you?

KAREN

Okay, yes. Wonderful. I'll - uhm.
I'll be right back.

Stefanie nods, as Karen exits the room. Silent. Not even an air conditioner. Stefanie notices. She gets up - tries the LIGHT SWITCH. Nothing.

The POWER'S OFF.

She sits back down, disturbed. Something catches her eye - on the kitchen table, laid out in hazardous order, more WRITING. And DRAWINGS. Scanning over it all, it appears to be the philosophical and existential ponderings of a CRAZY PERSON. There are diagrams of mathematical and scientific precepts, anatomy and . . .IMPOSSIBLE things.

Stefanie picks up the one closest to her. A DRAWING OF A FACE, with THE EYES CLOSED OUT. Above both, a THIRD EYE, OPEN. Below it is SCRAWLED: "EYES ARE A VESTIGE."

KAREN

Sorry for - for the wait.

Stefanie looks up, sets the paper down. Karen approaches, holding WADS of CRUMPLED BILLS. A complete mess, she sets them down on the KITCHEN TABLE and begins organizing them.

Not saying a word, Stefanie sees - a few of the bills have FLECKS OF RED on them.

STEFANIE

Karen, hey - where are the boys?

KAREN

Oh - school, I guess.

STEFANIE

It's Saturday.

Karen looks at her, smile faltering. She GLANCES UP at the STAIRS, and so does Stefanie. Just for a moment. A BEAT too long.

KAREN

They're fine, I promise.

Stefanie stares at her, across the KITCHEN ISLAND. Karen's face recedes into SHADOW.

KAREN
 (sharp whisper)
 Give it to me.

The air seems to DROP out of the room -

INT. STEFANIE'S CAR - EVENING

Stefanie sits, thinking - smoking a cigarette. Looking at Karen's house. She pulls out her PHONE, dials a number. After a second:

VOICE
 Yup?

STEFANIE
 Hey, old man. You doing alright?

VOICE
 Ah, I mean - six 'a one, half dozen
 'a the other.

The VOICE is old, whiskey-baked Texan. It breaks into a RACKING COUGH.

VOICE
 Whatch'a need, kiddo?

STEFANIE
 Nothing, I just - can I come by
 tonight?
 (beat; off look at the
 house)
 Something weird's going on.

VOICE
 Sure, but you're bringing the beer.
 You in trouble?

STEFANIE
 No. Not yet, at least.

VOICE
 Aight then. See you then -

STEFANIE
 Ahuh.

She hangs up. Sits there stock-still, thousand yard stare, thinking. Then, she makes another call. After a moment:

VOICE 2
 Hey, man.

A YOUNGER VOICE. Spritely. Early 20s.

STEFANIE
 Hey. I've got something you uh. .
 .you might want to take a look at.

VOICE 2
No shit. The gold stuff?

STEFANIE
The gold stuff.

VOICE 2
Fuck yeah. I can't wait. When can you bring it by?

STEFANIE
Don't know yet. I'll keep you posted.

VOICE 2
Word. After what you told me about it, I've been wanting to run an analysis on -

STEFANIE
Hey, save it for later, okay? Gotta go.

VOICE 2
Sure thing. I'll -

She clicks off. Sits still again for a moment - then, she looks in the rearview. We don't see what she does, but she quickly throws the car into GEAR, and drives off.

CUT TO:

INT. GAS STATION - EVENING

Stefanie walks out with a CASE OF BEER and a plastic bag under her arm, to see -

EXT. GAS STATION - EVENING

STEFANIE
What the fuck?

- crowded around her car are six or seven REAL NIGHTCRAWLER looking TYPES. One of them tries the back-door handle. Locked. No dice.

They LOOK UP as she approaches. She sets the beer on the ground.

STEFANIE
Hey! Get the fuck away from my car!

NIGHTCRAWLER 1
We just need some of the gold stuff, man -

She's already got the GLOCK out.

STEFANIE

Move. Go.

Slowly, gradually - eyes wide like LAMPS - they SHUFFLE AWAY, staring HUNGRILY at her all the time.

STEFANIE

Go go go. Come on.

INT. STEFANIE'S CAR (MOVING) - NIGHT

Trying to shake off what just happened, Stefanie drives and smokes. She takes a turn down a dark road - and, something catches her eye. She STOPS, looking out the window.

She ROLLS down the window. We see, on the WALL of the BUILDING OPPOSITE -

GRAFFITI. TWO EYES, with Xs over them, and a THIRD ONE above. Below: "WE WILL TEACH YOU TO SEE."

We PUSH IN on Stefanie, coming to a REALIZATION. . .just as we're about a foot from the window, she SPEEDS OFF.

EXT. SECOND CHANCE APARTMENT COMPLEX - NIGHT

Night sounds. This is a rough place, for people down and out. Broken down buildings, overgrown grass.

On the 3rd FLOOR of one building in particular, an OLD MAN sits in his doorway, in a fold-out chair. He's NAKED save for a pair of black gym shorts. He's looking out with rheumy eyes at the sky. His CHEST is RED with inflammation, and in his lap is a yellow-looking CLOTH NAPKIN. This is LOUIS FLANAGAN.

A SOUND startles him, and we see -

- Stefanie, achieving the landing with the CASE OF BEER.

STEFANIE

Say, old man. You can't sit out here in your undies. Cops might show up.

LOUIS

Let 'em. 'Bout time you showed up.

He gets up, achingly slow. He's incredibly FRAIL, but for a distended BELLY. His skin is ALL MESSED UP, like something is consuming him from the inside.

He pulls the chair back inside the doorway, and WAVES her in. She follows, CLOSING THE DOOR behind her. We HOLD ON IT, for just a moment too long.

INT. LOUIS' APARTMENT - NIGHT

Louis moves off, slowly - begins trying to rearrange things a little, make the place VISITOR FRIENDLY. Not that it'll do much good - the place is a complete mess. Trashbags and laundry everywhere, old packets of cigars on the floor. Discarded PLASTIC VODKA JUGS. VHS tapes and an old CRT TV on a worn-out shelf, a threadbare couch and EASY CHAIR.

Yellow sunlight through moth-eaten curtains. The apartment of an old ex-convict. Spare, simple and badly kept. It smells like the old cheap cigars you buy when you don't have enough for real cigarettes.

All the time he cleans, he's STRUGGLING with a pretty rough sounding COUGH, trying to keep it at bay.

LOUIS

Put those in the fridge, bring a couple here -

IN THE KITCHEN

Stefanie OPENS the stained-up FRIDGE, hoisting the CASE OF BEER onto the lower shelf. It's pretty empty. Bologna, cheese, microwave dinners and a pot of beans. Jug of milk. Two or three bottom shelf vodka and whiskey bottles. And in the door -

CANCER AND CHEMOTHERAPY MEDICATION. A lot of it. Stefanie looks at the row of pill bottles.

LOUIS

(os)

Come on, girl! I'm thirsty.

STEFANIE

Oh, quit bitching -

THE LIVING ROOM

The two of them sit, her on the couch, him in the easy boy. Beer and cigarettes in hand.

STEFANIE

You. . .doing alright, Lou?

LOUIS

Ain't much a' nothin'. Just sittin' here like a bump on a log these days.

STEFANIE

What'd the doctor say?

LOUIS

Tol' me to quit drinkin', quit smokin'. I told him -

Louis takes a big long GULP of his beer, and flips the bird to the air.

LOUIS
- sorry 'bout your luck.

STEFANIE
Sounds like you.

He SCRATCHES his red chest, and COUGHS a little into the CLOTH.

LOUIS
We ain't need to get into all that,
now. You had somethin' eatin' at
you. What's goin' on?

Stefanie considers, thinking on how to begin. Then, she pulls out a single VIAL - sets it on the table in front of them. Louis picks it up, examining it.

LOUIS
Huh. What is it? Drugs?

STEFANIE
I don't know. But I think it's
something bad.

She leans forward conspiratorially to begin.

CUT TO

LATER

LOUIS is raising his hand to stop her.

LOUIS
Wait wait wait, come on, now girl.
You started schlanging something,
you don't even know what it is?
Come on now, that's amateur hour.
You smarter 'n that.

STEFANIE
The money though, Lou. You wouldn't
believe it.

LOUIS
But you never met no one.

She SHAKES her head.

STEFANIE
Just phone calls.

LOUIS
Mmm.

STEFANIE

I mean, look - weed's one thing.
Coke, shrooms, I mean whatever. But
this. . .this is doing something
bad to people.

LOUIS

Sounds like it.

(beat)

You want me to hold on to it for
you.

STEFANIE

Just for a little while. A week,
maybe. Look, I've got a guy who -

LOUIS

You want me to hold on to something
that's making people go all moonie
over it, everything right - little
old cancer man all by his lonesome?

STEFANIE

. . .yeah.

LOUIS

Sounds like fun. Yeah, why not?

Stefanie SIGHS in relief.

STEFANIE

God, thank you, Lou.

LOUIS

Ain't no thing, Princess.

STEFANIE

You still got your guns?

LOUIS

I got the one. Had to sell the
others. Shit, all a man ever needed
was a gun a gee-tar.

(beat)

Don't think I'll need one anyhow.
I'll hide it real good.

STEFANIE

You sure you can -

LOUIS

You know who I used to be.

This is said with such sudden gravitas that Stefanie's a
little taken aback. Just for a minute, Louis' eyes FLASH at
her, and we realize - this guy was probably a real mean
sonofabitch, in his day.

LOUIS

If by some chance someone does show up, everything right - they ain't never gonna find it. They'll find a bullet, though. Promise you that muuUU -

He STARTS COUGHING again, LOUDLY. REALLY, REALLY BADLY. Stefanie sits up, alert. He DOUBLES OVER in the chair, holding the CLOTH up to his mouth. It FLECKS with BLOOD.

LOUIS

(struggling)

- some water, please -

Stefanie BOUNDS UP, into the KITCHEN. Louis finally manages to catch his breath, save for a few resilient stragglers - his face is tear-streaked and BEET-RED.

As Stefanie pours the water, he STARES at the VIAL on the table, shimmering WEIRDLY in the smoky light of the apartment.

INT. STEFANIE'S CAR - DAY

. . .as Stefanie does another BUMP. COUGHS. Finagles with her nose a little, and wiggles her shoulders. She looks out at the back of a squat grey building, and opens the door -

INT. WING SHACK - BACK OF HOUSE - DAY

Stefanie crumples her sweater up and throws it in a LOCKER - Shuts it, locks it and walks upfront.

INT. WING SHACK - DAY

We PUSH IN from the edge of the BAR to reveal - Stefanie, just returning from the WELL, tending a nearly empty BAR.

It's a shitty little SPORTS BAR, in a bad part of town. Smells like despair and buffalo sauce. You know the type. Theoretically a family restaurant, but in reality a cheap place for cheaper people.

A CUSTOMER sits down.

CUSTOMER

Sup. Aye, lemme get a . . .Shiner.

She POURS IT, and as she sets it down -

CUSTOMER

(sotto)

Say, you got any snow?

STEFANIE

How much you looking for?

CUSTOMER

Shit, how much you got?

ANGLE ON

As the two talk shop, we see - a MANAGER watching from the side-door, just behind. He sighs.

MANAGER

Fuck's sake.

INT. STEFANIE'S APARTMENT - NIGHT

Stefanie and her boyfriend sit watching TV - she's on the couch, he's between her legs on the ground. They're relaxed, wearing baggy PJ bottoms, trading a BLUNT back and forth. Beside them, two DINNER PLATES and BOWLS, just used. Remnants of MAC AND CHEESE and NUGGETS.

He caresses her leg.

On the TV, we see - they're watching THE CHAIN REACTION. Not the Keanu Reeves movie, the Ozploitation flick from the early 80s (featuring assistant direction by George Miller!).

She notices that Ol' Boy is falling asleep. She sets the blunt down in the ashtray and nudges him.

STEFANIE

Hey, come on. Let's get to bed -

He snorts, yawns and NODS. The two of them get up and move out of frame, Stef the plates taking the plates with her.

We HOLD on the TV, as we hear Stefanie turn on the sink faucet. For just a moment, like a BROADCAST HIJACK - the image of a SMILING FACE cuts in, with the EYES SCRATCHED OUT.

INT. STEFANIE'S APARTMENT - BEDROOM - NIGHT

The two of them sleep. Dark and dead quiet. Some light snoring. Then - on the nightstand, Stefanie's phone LIGHTS UP, BUZZING LOUDLY.

Stefanie rolls over, grabs it.

STEFANIE

Lou?

LOUIS

Stefanie. . .I can. . .I can see. .
.everything. . .Jesus Christ it
hurts. . .

Stefanie BOLTS out of bed -

LOUIS

For god's sake. . .help me -

INT. STEFANIE'S CAR (MOVING) - NIGHT

Driving for dear life, into - the PARKING LOT of a SECOND CHANCE APARTMENT COMPLEX. Into chaos.

There are POLICE CARS, an EMS van. The crowd of TENANTS and buildings are covered in the flashing red and blue lights. A tableaux.

Stefanie gets out -

EXT. SECOND CHANCE APARTMENT COMPLEX - NIGHT CONT'D

- and walks into the tumult. Tenants look at her as she passes. A POLICEMAN, half silhouetted from the lights, comes to her.

POLICEMAN

Ma'am, I need you to step back -

STEFANIE

What's going on here?

POLICEMAN

I can't say nothing right now, I need you to step back -

STEFANIE

The old man in there, Louis - is he
-

POLICEMAN

Ma'am, I need -

Suddenly, she raises her hand to her mouth, GASPING as the POLICE and EMS carefully carry a BODY BAG down from the THIRD FLOOR to the STRETCHER at the bottom of the stairs.

We HOLD on Stefanie's face, as she watches the stretcher PASS. We PUSH IN, delicately, as the lights play over it.

THE TEARS COME.

BLACK.

OPENING CREDITS

BLACK, at first. Stark WHITE LETTERS over the VOID, growing larger. . .beneath this, the sound of WATER RUSHING, a hushed, repetitive CHANTING. The CHUGGING of some DISTANT, UNGODLY MACHINERY. There is at first the impression of movement now, given only by the reflection of light off the wet, black stone surface around us. Pieces of nondescript METALWORK.

And then. . .glints of white, through the dark. Resolving into FOCUS, we see - they're BODIES, in silhouette, moving in and out of DIM SHADOWS, marching in single file through STAGNANT SEWER WATER, ALMOST CLAMBERING OVER EACH OTHER,

toward some unseen destination in the DARK. It's very much like a GOYA painting.

The TITLE BLOOMS, in WHITE AT FIRST. . .seeping into LIVING NEON GREEN:

"THE LIGHT IS NOT AFRAID OF THE DARK"

FADE IN:

BLACK, again - but only for a moment. Slowly, swirling pinpricks of red, green and yellow lights RESOLVE into focus, revealing -

TITLE

Abstammung.

EXT. HIGHWAY - NIGHT

- as the humid rain beats down hard. We're MOVING over the top of TRAFFIC, toward one car in particular - a beaten up old GREEN PINTO. Indistinct at first, growing out of the sounds of traffic, the CHATTER of LATE NIGHT RADIO HOSTS.

INT. PAUL'S CAR (MOVING) - NIGHT

The DRIVER, in silhouette, watches as a 18-WHEELER overtakes him - he POPS his neck, like rice-crispies. He lights a cigarette, and takes a sip of RED BULL. His phone is on the DASH, displaying DIRECTIONS.

COUNTRY MUSIC starts playing on the RADIO - something old and sad, like Conway Twitty.

The driver is in his late 20s. He's WILD-HAIRED and UNSHAVEN. There's a despondant, sad air about him. This is PAUL.

On the right of the road, a sign - "NOW ENTERING ARLINGTON TEXAS."

Paul smokes. We PUSH IN on his face -

EXT. PAUL'S HOUSE (FLASHBACK) - NIGHT

A HAZY, WOOZY MONTAGE sees PAUL stumble DRUNKENLY through a BACKYARD of friends and family, sloshing his drink. Everyone looks -

PAUL

Everyone. . .everyone. . .my daddy
just died.

Sounds of condolence from the crowd. Paul downs the drink in his hand. We watch as. . .progressively, he gets more and more BLOTTED, ending up in him KNOCKING OVER a TABLE, shouting at a WOMAN, and FALLING ON HIS ASS. I won't go into too much detail here, except to say - this will be a lot of fun to improv, let's be real here.

Our MONTAGE ends as A WOMAN and a MAN carry PAUL, all three in silhouette from the porch lights, into the HOUSE.

INT. PAUL'S CAR (MOVING) - CONTINUOUS

On the CROWN OF THE ROAD, the RANGERS STADIUM is just visible.

The music CUTS OUT, descending into STATIC. Paul HITS the DASHBOARD, trying to get it to cooperate. No dice. He sighs, resolves himself to the WHITE NOISE.

But. . .then, like whispers: DISTANT CONVERSATION, half-heard. The sounds of RUSHING WATER. Behind it, a DISTANT INDUSTRIAL CHUGGING, growing LOUDER all the time.

Paul's attention is caught. He turns up the volume, just as
-

RADIO

(whisper)

Eyes are only a vestige. . . We
will teach you to see. . .

Then the MUSIC RETURNS, LOUDLY. PAUL jumps in his seat, startled. He turns the volume down quick, and looks up - his EXIT, coming on the right.

PAUL

Goddamn.

He almost missed it - not today, though! He QUICKLY DIVERTS onto the off-ramp.

EXT. ARLINGTON - NIGHT

Rain beats down, over the Ballpark and Lincoln Square. Paul drives past.

INT. PAUL'S CAR (MOVING) - CONTINUOUS

Jumpcuts. Paul drives past Arlington landmarks. To hotel.

INT. HOTEL - NIGHT

Dark for a beat. Nothing visible, save the rustle of the cheap plastic blinds. Then - keys turning in the lock. The door opens.

Paul enters, flipping the light on - lugging a TRAVEL BAG behind him on roller-wheels. He sets it down hastily by the front door.

He looks. The hotel room is small, empty - weirdly partitioned. Dimly lit. One bed, a mini-fridge. A RADIATOR chugging loudly by the WINDOW.

It sounds conspicuously like the CHUGGING we heard in the car. Paul eyes it curiously.

He turns around on his heel and walks back out.

The AC chugs.

INT. PAUL'S CAR (MOVING) - NIGHT

. . .as he PULLS UP outside a REAL WATERING HOLE type of bar. LAST CHANCE SALOON. He STARES at it, deciding.

PAUL

Just one, for you, Pop.

He gets out. We HOLD ON HIM, walking toward the entrance. He goes inside. We KEEP HOLDING.

A GAUZY REFLECTION passes over the mirror.

INT. LAST CHANCE SALOON - NIGHT

It's one of those places where you go for beer and not much else - cheap whiskey, dim lights and tired, gruff-looking PATRONS.

We PUSH IN from the end of the BAR-TOP, Tom Waits' "Who Are You This Time" playing on the JUKEBOX, to reveal - PAUL, several beers and four SHOTS deep, at that stage of drunkenness where he's HUNCHED OVER the BAR-TOP, RAMBLING to the BARTENDER.

PAUL

. . .I ain't been back here in a minute. I use'ta sit up in that back room playin' videogames while dad drank here.

The BARTENDER, a young guy, just nods as he goes about his work.

PAUL

. . .yeah, I ain't been back in town for almost. . .almost seventeen years. I been -

BARTENDER

Yeah? Why'd you come back?

PAUL

He died, my - my daddy died.

BARTENDER

Aw, man. I'm sorry to hear that, bud.

PAUL

No, it's okay, it's okay. I mean, I ain't seen him in ten years, and -

PAUL spots something, behind the bar - a BULLPIN BOARD with polaroid pictures of PATRONS past, all cutting up and having

a GOOD TIME. In the MIDDLE, dog-eared, is LOUIS - a little younger, arm around a YOUNG LATINA WOMAN, beer in hand.

PAUL

Hey, hey there he is. Up there.

He points to the picture. The Bartender turns. Grabs it.

BARTENDER

This guy? Oh, I've seen him a couple of times. You want it?

PAUL

Yeah. . .yeah.

Paul TAKES IT. Looks at it. Then:

OLD-TIMER

(os)

Is that. . .Paul?

Paul looks up. A GRIZZLED-LOOKING old COWBOY, skinny and wiry, down at the other end of the bar.

PAUL

Yeah?

OLD-TIMER

It sure is. I'm Bobby. I knew your dad, long time back.

Paul STUMBLES off his chair. Comes over, beer in hand.

PAUL

Yeah?

OLD-TIMER

Oh, yeah - me and Lou? We go way back. Sorry to hear he's gone, I ain't heard from him in a minute.

PAUL

Yeah, he - he passed on about four days ago.

OLD-TIMER

It's a shame. To Louis!

He raises his drink. Paul does the same. They drink.

OLD-TIMER

Tell you the truth, kid - your dad owed me quite a little bit of money.

PAUL

I don't know nothin' about that.

OLD-TIMER

You're about to.

PAUL

Look, he's dead, and I don't know you from Adam.

OLD-TIMER

He sure is dead, and that's real sad, and I am sorry - but, you came back at just the right time. Call it serendipity. Kismet, even.

PAUL

You tryna get money out of me, man?

OLD-TIMER

Just what I'm owed. To be honest, your daddy was a greased-up, drug-dealing little shit-kicker. I ain't the only one in town he's in for a penny with. I'm just the nice one.

Paul takes a sip of his drink.

PAUL

Excuse me? What'd you - what'd you say?

OLD-TIMER

What part?

PAUL

I'm deaf in my left ear. What'd you - I ain't never heard that term before. Shit-kicker.

PAUL takes a long drag of his beer, inches closer to Old-Timer.

OLD-TIMER

It means he's a -

Paul SUDDENLY CLOTHES-LINES the guy off his BAR-STOOL, onto the ground. EVERYONE looks up, as - PAUL climbs on top of him, SLUGS HIM in the FACE.

PAUL

Come on, say it again!

WHAP!

PAUL

Say it again, you fuck!

WHAP!

PAUL
Who's a shit-kicker?

The Old-Timer has his hands up, protecting his face. He stops. Stands. Dead-quiet, save for the music - now a harsher Tom Waits song. Everyone is staring. The Bartender is paused, mid-glass polish.

PAUL
You calling the police?

BARTENDER
Uh-uh.

PAUL
Good. Pay me out.

EXT. LAST CHANCE SALOON - NIGHT

. . .as PAUL stumbles drunkenly out. He WAVERS on the sidewalk, lights a cigarette - missing it by an inch the first time. Blows out a PLUME, looks at his BLOODY KNUCKLES.

PAUL
. . .fuck.

He cracks his neck. Then, something catches his attention. He cranes his head.

Across the ROAD, on the other end of the PARKING LOT, beneath a yellow streetlamp - TWO MEN, dressed all in WHITE, simple JUMPSUITS. Almost in silhouette. SHAVED HEADS. BANDANAS around their eyes. In the half-light, they look like ghosts. They're looking dead at PAUL, hands folded politely.

PAUL
Holy shit. They're real?

Paul hops off the curb, starts walking toward them -

PAUL
Hey.

Slowly, they start walking away, in synchronised pace. Into SHADOW.

PAUL
Hey! Come back!

Paul hops onto the other CURB at a jog, just as the two PALE MEN almost lazily round the CORNER, one of them GLANCING back at him for a half-second. . .

Paul follows, and comes face to face with - nothing. Dead air. An empty street and the sound of distant traffic. Rain-slicked road.

He LOOKS AROUND. Dead air. They're gone. Then, behind him - he stops.

The GRAFFITI, writ LARGE on the concrete wall, beneath an ILLUSTRATION of a FACE with HANDS OVER IT'S EYES -

"YOU CAN'T SEE THE TRUTH WITH YOUR EYES."

Paul steps closer, reading it. Then, the exertion catches up to him, and he bends over, grasping his knees, breathing hard -

PAUL
(catching his breath)
Holy shit.

INT. STEFANIE'S APARTMENT - NIGHT

IN THE BEDROOM

Stef sleeps, big spoon against her BOYFRIEND (okay, let's not assume here). Her eyes OPEN. She stares at the back of his head, then peers around the room. Empty, black. The chug of the AC.

She gets up, fully naked, and goes to the WINDOW. Cautiously, she pulls one blind down and peers out.

There, waaaay down and across the road, in silhouette - two of the PALE MEN. Looking up at her, unmoving.

She watches them for several beats, as they remain still - unmoving. One of them slowly raises his hand up, and POINTS a FINGER at her. Then, they walk away, their SHADOWS trailing behind them.

Stefanie SINKS to the floor. The anxiety on her face is almost electric.

What comes next?

FADE TO BLACK.

INT. PAUL'S HOTEL ROOM - MORNING

ANGLE ON Paul's face, as he sleeps - still in his clothes from the night before. His face twitches, uncomfortably.

A FLICKER OF AN IMAGE - The PALE MEN, rounding the corner.

He wakes up and sits, reaching for a glass of water. Starts COUGHING. Grabs a cigarette, lights it.

PAUL
Jesus Christ. What did -

The IMAGE of the PALE MEN flickers again, but stays for a moment - hovering in the air like AFTER-BURN.

Paul kneads his forehead. Thinks.

CUT TO:

INT. LOUIS' APARTMENT - DAY

It's DARK. It's much the same as we left it the last time, except a little EMPTIER. And now -

There is POLICE TAPE strung up everywhere, fluttering.

ANGLE ON

The FRONT DOOR. Paint chipped and flecked away, long since. A KEY TURNS in the lock - it opens, revealing PAUL and the crusty old APARTMENT MANAGER. PAUL walks in, carrying two big cardboard boxes - taking it in.

MANAGER

. . .cops were here again
yesterday. They still got tape and
shit up everywhere. I'm sorry about
that.

Paul NODS, not really listening. He throws the boxes down.

MANAGER

And your family came through.

PAUL

Who?

MANAGER

I think they said he was his
brother, and -

Paul STOPS - in the LIVING ROOM (or what passes for it), tape is strung up in a square. All of the MARKERS of an investigation in progress. And in the middle. . .the EASY CHAIR. DRIED BLOOD STAINS TRAILING off the head cushion, down onto the carpet.

MANAGER

That's where they found him.

PAUL

Did you. . . see?

MANAGER

No. I was off.

PAUL looks at the CHAIR, kneels. His EYES WATER, but he blinks it away.

MANAGER

Yeah, he used to love sittin' in
that chair with the front door open
- you know, he got real hot, with
the -

The MANAGER makes a MOTION over his face and throat.

PAUL

Yeah.

(beat)

Is this all he had?

MANAGER

Naw, your family came in and took most of it. How long'd you say it was since you seen him last?

PAUL

Ten years. We didn't get on too well.

The MANAGER nods. Paul looks over the remnants of his father's last years - trash bags full of clothes, a kitchen piled high with discarded beer cans, wine bottles and TV DINNER BOXES. Cheap plastic vodka bottles on the floor.

On the wall, hung by a PUSH-PIN, is a beat-up old black felt COWBOY HAT.

MANAGER

You look like him.

Paul SMILES a little - then turns back to the mess, alighting on a STACK of notebooks and LEGAL PADS on a COUNTER. Something about them piques his curiosity.

MANAGER

Sorry there isn't more. Your - his family seemed pretty eager to take what they could.

PAUL

Yeah, they usually are.

The MANAGER looks at PAUL, who doesn't know where to start.

MANAGER

I'll. . .uh, I'll leave you to it. Office is two buildings over if you need me.

PAUL

Thanks.

The MANAGER leaves, shutting the door behind him. PAUL stands in the middle of the refuse, not knowing where to start.

INT. STEFANIE'S CAR - DAY

. . . pulls up outside the Second Chance complex, looking at Louis' apartment on the top floor. She gets out, doing a BUMP off the back of her hand as she walks.

INT. LOUIS' APARTMENT - DAY

IN THE BEDROOM

Dusty, and rank. Paul enters. The sheets on the bed are stained yellow, just like the walls. On the nightstand, discarded packs of cheap Clippers cigars.

He searches the room - flipping the pillows, opening the closet door, revealing MORE TRASHBAGS, and discarded clothes. SUITCASES. On the top of the closet - Paul pulls down. . .a FRAMED PICTURE of him and Louis, both a lot younger. Paul looks about 14, maybe. Goofy. Louis looks a lot healthier than he did when we saw him last.

PAUL smiles, and sits back on the bed.

IN THE LIVING ROOM

Paul exits with a stack of STUFF, lugging the SUITCASES behind him. He throws the smaller stuff in one of the boxes, and the suitcases beside.

He turns again, looking at the chair where his father died. Something glints in the cupholder. Paul picks up. . .a SHINY ZIPPO LIGHTER.

PAUL

All these years, huh Lou?

He looks up on the ceiling - the reflection from the lighter shines. Paul PASSES his hand over it. But. . .nothing changes. He WIGGLES the lighter. The LIGHT doesn't move.

Slowly, it begins to DRIFT ethereally over the ceiling, creeping down the wall, like a ghost. . .settling behind the THREADBARE COUCH.

Paul looks at it curiously.

PAUL

Dad?

CUT TO:

. . .as Paul moves the COUCH, and kneels down. The LIGHT flickers abstractly, over. . .a FOOT LONG space of wall, HASTILY PLASTERED OVER. Paul taps it. HOLLOW. He waits a BEAT - and then, suddenly PUNCHES IT, hard. The PLASTER caves. PAUL pulls out his phone, shakes it and shines the FLASHLIGHT inside. . .

We don't see what's in there, but PAUL does. He reacts by quickly pulling apart the remainders of PLASTER, and reaches in. He pulls out -

- THE BLACK CASE. He undoes the clasps on the side, revealing TWENTY SMALL, two-inch vials of GOLDEN AMBER liquid. They SHIMMER with the same kind of ghost light.

PAUL

What the hell.

(beat)

Dad, what were you into?

He picks up one of the vials, and UNSCREWS the top - holds it up to his nose and SNIFFS. And SUDDENLY -

- A BARRAGE OF VISUALS, a SENSORY ASSAULT, SHIFTING OVER THE WALLS ALL AT ONCE, A KALEIDOSCOPE OF IMAGERY AND SOUND.

Images that we'll come to explore fully later in the coming pages - of Stefanie, and of the Pale Men, and of things yet unrevealed to you, dear reader. It's gonna get weird.

But, it's all over in half a second. And Paul doesn't know what in the holy hell just happened. He FALLS back on his ass, trying to catch his breath.

PAUL

Holy shit. Holy shit.

He looks down at the vial in his hands, and then up at the apartment around him. The AIR CHANGES, dropping down a PITCH. Hazy AFTER-IMAGES of leering, eyeless faces float, disembodied, FADING into nothing. The darkness seems to grow -

EXT. SECOND CHANCE APARTMENT COMPLEX - OUTSIDE LOUIS' APARTMENT - DAY

Stefanie's standing, watching, by the door.

Paul exits, LUGGING the BLACK CASE and a few others. She turns, HIDING her face. Watching as Paul goes down the stairs to his car, and OPENS the trunk.

STEFANIE

. . .fffuck.

INT. PAUL'S CAR (MOVING) - DAY

He drives, backseat packed with boxes and paraphernalia. RADIO ON. It starts to FIZZLE again, and he hits it - just as:

RADIO

We can teach you to see. . .what
has been. . .what will be. . .

Paul STARTS - hurriedly turn the volume up.

RADIO

. . .all will be REVEALED.

STATIC.

He steals a GLANCE at the BLACK CASE sitting beside him in the PASSENGER SEAT. The COGS are turning in his head -

something's really not right, here.

A TRAFFIC LIGHT is coming up - turning green. Paul MAKES a SWIFT RIGHT.

We PUSH PAST the BOXES in the backseat, to reveal - Stefanie's CAR, just CRESTING the road.

INT. STEFANIE'S CAR - CONTINUOUS

. . .as she watches him, traveling into the CENTER of TOWN.

STEFANIE
Where you going?

INT. PAUL'S CAR (MOVING) - CONTINUOUS

. . .as he pulls into the ARLINGTON POLICE STATION PARKING LOT.

INT. STEFANIE'S CAR - CONTINUOUS

She JERKS the brakes, and redirects.

STEFANIE
Dammit.

INT. ARLINGTON POLICE STATION - DAY

Paul walks up to the FRONT DESK. The portly OFFICER behind the glass looks up.

OFFICER
Yessir?

PAUL
Hi, I'm - uh, Paul Flanagan. I wanted to see about getting a copy of an autopsy report.

OFFICER
We don't have those here.

PAUL
Coroner's report?

OFFICER
Examination report.

PAUL
Yeah, that. It's for my father - Louis Flanagan.

The Officer types something into the computer.

OFFICER
Let me check. . .full name, date of birth?

PAUL
Louis Miller Flanagan, 09/08/1958.

Paul waits, looks around at the comings and goings. The Officer gets up.

OFFICER
Hang on a second.

INT. STEFANIE'S CAR - DAY

Across the street from the police station, smoking a cigarette. Watching. Her phone BUZZES. Unknown number.

She picks it up.

STEFANIE
Hello?

Breathing.

VOICE
Hello, Stefanie.

It's the VOICE from the very first scene. Cold, crisp. Metallic.

VOICE
(beat)
Don't hang up.
(beat)
Your car is idling in the parking lot of a McDonald's. You're watching for the son.

STEFANIE
You can see me?

VOICE
In a manner of speaking, yes.
(beat)
We know everything, Stefanie. We know what you and the old drunk had planned.
(beat)
We are coming for you. You will not see us coming. But we can always see you.

Stefanie's breathing harder, now.

STEFANIE
I'm not afraid of you.

VOICE
That's a lie.
(beat)
We know what you fear.
(MORE)

VOICE (cont'd)

(beat)

You're afraid of him. The Doctor.

STEFANIE

He's not real. What, you're trying to scare me with urban legends now?

VOICE

Urban legends.

(beat)

Did you look down the road last night, Stefanie? We know you did.

(beat)

We are very real.

(beat)

We are more real than you.

A pause. This is a REVELATION for Stefanie. A terrifying one. We can see it in her eyes. But, she steels herself -

STEFANIE

Yeah? If you know where I am, and you know where he is, why don't you just come get it, space monkey?

Silence. The sound of CHUGGING MACHINERY builds, over the phone.

VOICE

All will be revealed.

CLICK. A beat. Then:

STEFANIE

GODDAMMIT!

She HITS THE STEERING WHEEL, over and over again - and collapses in a lump against it.

INT. ARLINGTON POLICE STATION - DAY

Paul, pacing in the waiting room. A door opens.

DETECTIVE

Mr. Flanagan?

He turns. An OLDER LADY, badge swinging around her neck.

DETECTIVE

I'm Detective Black. I'm sorry for your loss. Can I speak with you for a moment?

PAUL

Look, I just came for the examination report, I've got a funeral to get to.

BLACK

Just take a few minutes. Promise.

Paul glances around. He's edgy in police stations. Who wouldn't be? But then - enh, fuck it.

INT. ARLINGTON POLICE STATION - INTERVIEW ROOM - DAY

The two of them, seated across from one another. The room is SOUND-PROOFED, grey.

BLACK

What do you know about your father's last few years?

PAUL

That's not very specific.

BLACK

Anything that comes to mind.

Paul sighs.

PAUL

. . .well, I know he was homeless for a while. In and out of rehab, you know. Drinking. He came back to the hometown about. . .two years ago, I guess?

BLACK

How do you know that? You said you hadn't talked to him in ten years.

PAUL

Family would keep me updated, periodically, on when they saw him last. And I talked to the manager at the apartment complex he was living at, there. Apparently he'd just rolled up one day two years ago, slapped down six thousand dollars and said "whatever's available, for as long as this'll get me."

(beat)

I mean, that sounds like him. He'd pop up all the time out of nowhere when I was a kid, after I wouldn't see him for months.

BLACK

Do you think that money was from drug dealing?

Paul is taken aback just slightly.

PAUL

I mean. . .probably. I wouldn't be surprised. Guy couldn't really work after a while. He got cancer, real bad. So, guy had to make money somehow.

(beat)

Why are you asking this?

The Detective shuffles her papers. Then, looking at him inquiringly:

BLACK

Your father had in his bloodstream a very, very high amount of a certain substance that. . .uh, we've been seeing crop up a lot over the last few years, in the toxicology reports for suicides. Homicides.

(beat)

We don't know where it comes from, we don't know what it does, and we've never managed to get ahold of any for any kind of real analysis.

This registers with Paul, somewhere deep.

PAUL

What are you saying? Look, my father died from cancer, and drinking so much his throat fucking exploded.

The Detective looks at him.

BLACK

No. No he didn't.

INT. STEFANIE'S CAR - DAY

Across the road, Paul emerges from the Police Station, looking shaken. Under his arms he has a thick MANILLA ENVELOPE.

Stefanie just catches sight of him, and buckles her seatbelt.

INT. PAUL'S CAR - DAY

As he undoes the ENVELOPE, and pulls out a SHEAF of papers. We don't see much in the way of details - but we PUSH IN on his face, as he reacts. Whatever he's reading, it's GRUESOME.

Every so often, a brief, soundless GLIMPSE of words: "lacerations," "cardiorespiratory arrest," "exsanguination," "empty eye-sockets." And the graphic - the drawing. The FACE, with no eyes.

We keep PUSHING IN -

EXT. PARK - EARLY EVENING

Paul gets out of his car, now wearing a BLACK SUIT and TIE. We FOLLOW HIM as he comes onto the grass, revealing - a GATHERING. A PARTY, happening around two big PICNIC TABLES. Lights strung up lazily in the trees. Everyone is DRESSED IN BLACK. It's a WAKE. An alcohol and country music-filled WAKE.

Everyone here looks very related - like Paul, they've got the fire-apple red hair. But, there's a lot of cowboy hats and boots.

One of the good ol' boys separates from the pack, and comes to greet Paul - beer in hand. Budweiser.

GOOD OL' BOY

Well, look who the fuck it is!

PAUL

Hey, Rudy.

Rudy gets him in a big bear-hug and ruffles his hair - looks at him in the face.

RUDY

Shit, I'm sorry, kid.

PAUL

Yeah, me too.

RUDY

Glad you could make it.

The two of them walk toward the rest of the family.

RUDY

Beer? You're old enough to drink now, right?

PAUL

I'm almost 30, Rudy.

RUDY

Damn, it has been a while.

(beat)

Well, let's go ring it in for my little brother.

INT. STEFANIE'S CAR - EARLY EVENING

She's parked now, watching the gathering from afar. Waiting, as the light disappears. In spite of herself, she smiles a little as she sees - a YOUNG WOMAN HUGS PAUL, and says something we can't hear about the BABY she's holding. He responds - a joke. They start laughing, and he smiles and waves at the kid.

EXT. PARK - EARLY EVENING

The family all stands in a circle, holding up beers and shotglasses. Paul stands off to the side, holding up his drink. Rudy orates.

RUDY

- well, y'all know Louis. He ain't never had the best taste in liquor, so I figured it was only right to send him off with his old standby. Kentucky Deluxe.

Paul smiles a little.

RUDY

(beat; quietly)

I'm gonna miss you, you son of a bitch.

(beat; loudly)

To Hacksaw!

Everyone raises their glasses. "To Hacksaw!"

PAUL

To Hacksaw.

They drink. We see that. . . holy shit, even the kids are drinking whiskey.

LATER - THE TABLES

Everyone's milling around, talking in groups of two or three. Kids play in the grass, but the majority of the adults and teenagers are sitting at the picnic tables.

Paul is talking to RUDY, the COUSIN he hugged and a FRUMPY bespectacled woman, all four smoking cigarettes.

RUDY

So, Paul - how you been holding up?

PAUL

Ah, you know.

RUDY

Come on, boy. We ain't seen you in ten years. What'chu been up to?

Paul downs the last of his drink. Clears his throat.

PAUL

Well, I been down in Austin for the last eight, trying to make it as a writer.

RUDY

Yeah? That's excellent.

PAUL
Yeah - even got married for a while.

RUDY
No kidding. Where's she?

PAUL
. . .it was a real short while.

RUDY
Ooh.
(conspiratorially)
Sorry 'bout your luck.

They laugh.

RUDY
Can I ask what happened?

PAUL
You can ask.
(beat)
Naw, she just. . .she wasn't a fan of the drinking, was all. You know how that goes.

Rudy and the other two exchange a glance.

RUDY
Mmm.
(beat)
Well, your pop was married six times. Maybe she was just a trial run.

PAUL
Yeah, maybe.

Paul pours himself another shot.

PAUL
So, dad's ashes - when do I get those?

FRUMPY
Excuse me?

He looks at her, and there's something in his look.

PAUL
His ashes. I told him way back I'd take care of them.

FRUMPY
How dare you.

PAUL
What?

FRUMPY
HOW DARE YOU?

RUDY
(to Frumpy)
Okay, Sheila, now - come on.

PAUL
No, no - go 'head, Aunty.

FRUMPY/SHEILA
You just bet I will. We ain't seen
you in a decade, you damn sure
ain't talked to him -

PAUL
I didn't know where the fuck he
was!

SHEILA
He was right down the road from -

PAUL
- okay, he moved back after I left
-

SHEILA
Your daddy, my brother, up here
dyin' of cancer and you don't say
tickety-boop, and you come up here
and want his ashes?

PAUL
He was my dad.
(beat)
And where the fuck were you? You
didn't help him either, and you
knew where he was.
(beat)
Shit, last I heard, you kicked him
out of your house - that's how his
ass ended up on the street in the
first place.

SHEILA
You know what -

She pauses, relishes what she's going to say, like it's a
bombshell about to go off.

SHEILA
He hated you, you know that?

RUDY
SHEILA! What the hell?

He grabs for her, trying to calm her down. No go. She stands
up.

SHEILA

He hated you, you little pussy. You
and your filthy lesbian mother!

Everyone's watching, now. Some of them probably expected
this. Paul stands up, just about done.

PAUL

Oh, fuck you bitch! You just hate
her 'cause she fucked him and you
didn't!

That did it.

SHEILA

GET OUT! GET HIM OUT OF HERE! GET
HIM OUT!

She's SCREAMING and CRYING. Rudy comes around to Paul - puts
his hand on his back, pressing him toward the PARKING LOT.

RUDY

Paul, come on -

PAUL

Get the FUCK off me, Rudy.

He turns to address everyone. Hobbling, clearly inebriated.
What a surprise.

PAUL

You all suck. All of you.

(to Sheila)

'specially you.

(beat)

You knew he needed help, and all
y'all ever did was talk shit about
him 'till he died - then you
swooped in like fuckin' vultures
and took his stuff.

(beat; with emphasis)

I'm getting those ashes. I promise.

He STALKS off towards the PARKING LOT, angry. The party is
frozen in time watching him go.

EXT. PARK - PARKING LOT - EVENING

We FOLLOW Paul as he walks to his car.

STEFANIE

(os)

Hey. Hey!

He turns. Registers STEFANIE walking up to him.

PAUL

Yeah?

STEFANIE

Hey, I'm - uhm, I'm Stefanie. I was a friend of your dad's. I'm sorry for your loss.

PAUL

Thanks.

He pauses. Wait a second.

PAUL

How'd you know I was his son?

STEFANIE

You look like him.

PAUL

No I don't.

STEFANIE

Listen, your dad had something of mine -

PAUL

The black case?

Oh, he's quick.

STEFANIE

. . .and I need it back.

PAUL

What's in it? Drugs, right?

STEFANIE

Can't tell you.

PAUL

Well, then you don't get it back.

STEFANIE

You don't understand -

PAUL

No, I don't. You sure right. So, help me out. Something's going on here. You know what, don't you?

(beat)

You know how he really died? 'Cause they don't.

(beat)

I do.

She leans in. Whispering. There's a palpable look of fear on her face.

STEFANIE

Not here. They could be listening.

PAUL

Who?

STEFANIE

You know who.

PAUL

. . .The Pale Men?

She smiles a little. Nods.

STEFANIE

You don't think I'm crazy. You seen them too, haven't you?

PAUL

I need to know what happened to my dad.

STEFANIE

It doesn't involve you.

PAUL

He's my dad. Yes it does.

(beat)

When you're ready to clue me in, you can find me at the Best Inn out by Lincoln Square, till Friday. Then you can get your shit back.

(beat)

Till then.

He crosses, goes to his car -

PAUL

Bring beer.

- and gets in.

STEFANIE

(to herself)

You sound like him, too.

He starts pulling away. Stefanie looks down at her phone, at the TIME.

STEFANIE

Shit.

EXT. PARK - EVENING

Elsewhere, waaaaaaay off from everyone, almost indistinct from the trees. . .a PALE FIGURE watches Stefanie drive off, and then moves out of sight.

INT. WING SHACK - NIGHT

Stefanie tends BAR, in a SPORTS JERSEY. It's moderately BUSY at this goofy little place - the DINING ROOM is packed, and

there's a WAIT.

A CUSTOMER sits in front of her with hooded eyes. The SAME ONE from before.

CUSTOMER
Take a Shiner.

She nods, grabs it from the COOLER. As she hands it over, the CUSTOMER leans forward -

CUSTOMER
Say, you got any more coke?

Stefanie looks behind her, and frowns.

STEFANIE
Not here, not right now.

But:

MANAGER
Hey, Stef - come to the back for a second.

STEFANIE
What, you want me to leave the well on a Saturday night?

MANAGER
Yeah. Come on. Let's go.

She FOLLOWS the Manager into the back. Our CAMERA trails, free-floating, toward the front of the restaurant, toward the front doors, where - KAREN enters, following behind a FAMILY of FIVE, wearing big black SUNGLASSES and a HEAVY PURSE. Expressionless.

CUT TO:

INT. WING SHACK - BACK OF HOUSE - NIGHT

Stefanie trails behind the Manager, to the KEGS. The back, like most restaurants big and small, is loud, wet and busy. People constantly RUSH PAST the two of them. Considering what they're about to talk about, this should tell you something that neither one of them care who hears.

STEFANIE
Okay, Phil. What's up?

MANAGER
I'm gonna have to let you go.

STEFANIE
. . .what? I don't -

MANAGER

Shut the fuck up, everyone knows.
You're dealing to the customers and
the staff. Again. We talked about
this before.

STEFANIE

Yo, this is bullshit, Phil.

INSERT - KAREN, in her booth, slings her purse off her
shoulder onto the seat beside her, and rummages through it.
She pulls out - holy shit. An AUTOMATIC HANDGUN. Carefully,
below the counter of the table, she LOADS IT.

MANAGER

I've got you on camera. Who was
that guy just now?

STEFANIE

I told him no.

MANAGER

Right, look - I'm gonna have Kev
take over the register. Just - go
get your stuff.

STEFANIE

Man, fuck you, dude.

INT. WING SHACK - NIGHT

. . .as Stefanie walks out from the back, clearly pissed
beyond the point of return. She grabs her sweater and bag
from behind the register, just as -

BANG! A GUNSHOT! SCREAMS!

Stefanie turns - sees Karen standing up, as she FIRES into
the BOOTH next to her. People are RUNNING, screaming.
Terrified.

ANGLE ON

Karen, a DAZED LOOK in her eyes, as she turns and BLASTS a
middle-aged MAN cowering in his chair.

A YOUNG BOY tries to RUN - behind her. She turns, and -

BANG! He's down. She turns, looking right at Stefanie.

KAREN

Stefanie.

ALL IS CHAOS.

Karen FIRES straight up, into the CEILING, hitting a CIRCUIT
BOX. The dining room descends into DARKNESS, lit only by the
EMERGENCY LIGHTS.

Stefanie RUNS, right past the MANAGER, just as -

MANAGER

What's -

- his HEAD IS BLOWN OFF, onto the WALL BEHIND HIM!

KAREN

STEFANIE!

Stefanie ducks through the SWINGING DOORS, into -

INT. WING SHACK - BACK OF HOUSE - NIGHT

. . .like the front, eerie and chaotic. Lit only by the red of the emergency lights. Beeping. PEOPLE RUSHING for the exits, for dear LIFE. SMOKE BILLOWS out from the KITCHEN as cooks leave their stations unattended.

Someone grabs her, frantic - in the dark, wide eyed.

SERVER

What's going on?! Why is she shooting everyone?

Stefanie PULLS AWAY hard. Behind her - KAREN enters. Ducking hard, Stefanie ROUNDS the corner just as Karan CAPS the Server Stefanie was just talking to.

KAREN

I want to tell you, Stefanie. . .
(beat)
What I've seen. . .

ANGLE ON

Stefanie, DUCKING into the DISH ROOM. Taking a BREATH.

KAREN

(os)
. . .he showed me, you know. The Doctor. He showed me the truth.

Karen's voice is getting closer. Another SHOT. SCREAMS.

KAREN

(os)
So, I showed my boys too.

Stefanie MAKES A HARD BREAK FOR IT, down another HALLWAY. In the dark, it's all a maze. She ALMOST SLIPS, on a patch of DISHWATER.

KAREN

(os)
I showed them all the secrets I'd learned, Stefanie.
(MORE)

KAREN (cont'd)

(beat)

All the dark beauty at the heart of
the universe he showed me.

(beat; almost remorseful)

They couldn't take it. Not all of
it.

STEFANIE

Oh god, oh god. . .

A BEAT. Silence. But, wait - there, at the BACK. The GIANT
METAL BACK DOOR, exit sign flickering. There it is. Escape.
Salvation. Run, Stefanie!

She BOOKS IT - but then, just as she's mere feet away --

KAREN rounds a CORNER, covered in VISCERA. A HORRIFYING
VISAGE. A NIGHTMARE.

Stefanie FALLS BACK on her ass, slipping on the WET FLOOR,
in shock. Trying in vain to scoot away, as Karen approaches.

KAREN

One bullet. . .left. I came to give
you a message.

(beat)

You took something from The Doctor,
Stefanie. . .and he wants it back.

. . .

(beat)

. . .and he will find you.

Karen pauses in the half-light, throws down the GUN and
takes off the sunglasses - revealing her withered, bloodshot
eyes.

KAREN

I know the truth now, Stefanie. .
.and I have you to thank.

(beat)

You showed me. . .I don't need
eyes. . .to see -

And with INHUMAN endurance, SCREAMING all the TIME, she
PULLS HER OWN EYES OUT OF HER HEAD.

Stefanie SCREAMS, frozen in UTTER, PRIMAL TERROR -

- Karen tosses her EYEBALLS into the WET MURK, and grabs the
GUN, just as:

POLICE

FREEZE!

Down at the end of the CORRIDOR, in SILHOUETTE from the
FLASH of their LIGHTS, the POLICE.

Stefanie's got her moment. Go! She BURSTS for the BACK DOOR, SLIPPING OUT OF IT, escaping into freedom, into the night!

ANGLE ON

Karen as she turns, in the flickering, sparking HALF-LIGHT, EYELESS, covered in BLOOD, grinning a DEVIL'S SMILE.

POLICE

Put down the gun or we will open
fire. Do it! Do it now!

She looks almost as if she's about to say something, but instead - she RAISES THE GUN to her TEMPLE and BLOWS HER OWN HEAD OFF.

EXT. WING SHACK - BACK PARKING LOT - NIGHT

. . .as STEFANIE RUNS, achieving her car and getting in frantically.

INT. STEFANIE'S CAR (MOVING) - NIGHT

DRIVING like a bat out of hell, away from the MAELSTROM, her face a million SHOCKED EMOTIONS at once. She's covered in blood herself.

But, she thinks - wait a minute.

STEFANIE

Paul! Oh goddammit!

Her eyes go WIDE, and she TURNS THE WHEEL -

PAUL'S DREAM

The image is over-contrasted, noisy. In front of us, a giant concrete STORM-DRAIN - a void of BLACK. The sounds of water trickling.

ANGLE ON: A young RED-HEADED KID, about 12. PAUL. He's holding a skateboard, and peering into the dark. He looks terrified. A hoarse whisper rings out:

VOICE

(os)

We know what you fear.

We PUSH IN on the DRAIN. The SOUND of FOOTSTEPS. Paul cranes his head closer.

Something WHITE emerges from the dark, as we -

CUT TO:

INT. PAUL'S HOTEL ROOM - NIGHT

Paul's eyes open. He's smushed his face hard into the pillow. He groans, sits up. Grabs the pack of cigarettes on

the nightstand, lights one. Just like before, except -
 He stops - something is different, in here.

INT. HOTEL - 3RD FLOOR - NIGHT

The empty hallway stretches on forever. Neon hums. Paul exits his room, locks the door behind him. He's still SMOKING.

He starts walking down the hallway - we see that Paul's room is on the third floor of an open-air HOTEL, with the ground floor still under construction, covered in YELLOW TAPE, PAINT and half-finished displays.

INT. HOTEL - STAIRWELL - NIGHT

The CHUNK of the third floor door as it SHUTS, and Paul comes down the stairs. The flourescents flicker.

As he comes to the 1st Floor landing, he notices - the Back Door, out to the Pool Area, is OPEN. He cocks his head and SHUTS IT, and opens the 1st Floor door.

We HOLD on the back door, as a SHADOW flits over it -

INT. HOTEL - DINING ROOM - NIGHT

Empty tables. A JANITOR vacuums across the way.

Paul stands at the COFFEE MACHINE - one of those automated drip dispensers - waiting for his cup to fill.

A brief, soundless FLASH - a much younger LOUIS, getting PULLED AWAY from someone on the ground by POLICE in a hole-in-the-wall bar, as a 6 year old red-headed kid runs toward him. The last image is LOUIS' face, about to break into a YELL - and then another. . .for a brief moment. Paul, drunkenly, ANGRILY yelling at a woman, the two of them mid-argument -

Paul looks up at his reflection in the window behind the coffee machine. The two are unavoidably similar. He looks away, his eyes lost in pools of shadow.

FLAMING LIPS
 (Virgo Self Esteem
 Broadcast)

. . .It's just you and me.

The soundtrack FILLS with WOLF HOWLS, as -

INT. HOTEL - 3RD FLOOR - NIGHT

Paul opens his door, and steps inside -

INT. PAUL'S HOTEL ROOM - NIGHT

- closing the door behind him. He BLOWS on the coffee cup in his hand, and walks toward the window, looking out. He lights another cigarette. For a moment, the only illumination is the burning ember, and the ambient light from outside - Paul is lost in silhouette and shadow.

He BLOWS OUT a plume of blue smoke, and PACES back the other way. He STOPS. The AIR DROPS an OCTAVE in the room, noticeably.

The TV comes to life soundlessly. Paul looks, entranced. A SMILING HUMAN FACE, in black and white. Suddenly, the eyes are SCRATCHED OUT. Words on the screen: "EYES ARE ONLY A VESTIGE." This FADES. Then: "WE WILL TEACH YOU TO SEE."

Paul, all this time, moves closer to the TV. . .and to the WARDROBE right next to it. The CAPTION FADES, replaced by:

"HELLO, PAUL."

PAUL

What the fuck?

The WARDROBE BURSTS OPEN, and ARMS WRAP TIGHT AROUND PAUL'S NECK IN A CHOKEHOLD, pulling him back. A GHOSTLY FACE, eyes bandana'd over, leers out of the darkness. A PALE MAN.

Paul SCREAMS, as -

INT. STEFANIE'S CAR (MOVING) - NIGHT

Stefanie wheels the car roughly through a TURN, causing SCREECHING behind her. She's looking frantically at the GPS display on her phone. Getting closer to the hotel, all the time.

She FUMBLES with the glovebox - pulls out the GLOCK, stuffs it into her hoodie.

INT. PAUL'S HOTEL ROOM - CONTINUOUS

The Pale Man leans close into Paul's ear. Dead silence.

PALE MAN

Hello, Mr. Flanagan.

Paul can't breathe. He watches, as - two more EMERGE from the dark of the room (were they there this entire time? Very probably). One of them is holding the BLACK CASE.

From now on, as the Pale Men speak, they finish each other's sentences - and when they move, it's with a strange, distended lyricism. One word can come from any of them, except where noted specifically.

PALE MEN

You have something of ours. We've
come to take it back.

PAUL

(choking)

I don't. . .even know you. . .

PALE MAN

(whispers)

Yes you do.

One of the Pale Men lays the black case on the bed - and opens it, taking out one of the VIALS, affixing something to the end.

PAUL

Look, that was - that was in my
dad's apartment. I don't even know
what it is -

PALE MEN

Your father and his little whore
friend stole this from us - in an
attempt to stop what's coming.

(beat)

But The Doctor cannot be stopped.

PAUL

The Doctor. . .he's real? Jesus
Christ. . .it's all real?

The one holding the VIAL waits as, suddenly, PAUL is harshly PULLED down and held by the other two - toward the bed.

PAUL

Wait! Wait - you got what you came
for! What are you doing?

Above him, the Pale Men float, disembodied in the blue light of the still-changing TV.

PALE MEN

The Doctor knows who you are. He's
seen what comes next - what you'll
do. He can't let that happen.

(eat)

Not before it's time.

PAUL

What?

The Pale Man holding him WRENCHES his head back, by the hair - and spreads open his eyes.

PALE MEN

You're a big drinker like your
father, aren't you? We can smell
the poison on you.

The one holding the vial cranes over his face, INSECT-LIKE. Moving it closer.

PALE MEN

This will show you the truth of things, Mr. Flanagan.

As the vial gets closer, it SHIMMERS in the dark, CASTING off those weird, strange reflections we saw so long ago. The Pale Man holding it unscrews something on the end, revealing a NEEDLE -

PALE MEN

Whole, complete and terrible. And you will understand.

(beat)

Just like your father did -

- millimeters from his eyeball, a drop dangling off the end.

But oh boy, they said the wrong thing. Paul SUDDENLY wrenches his hand free - and it shoots up toward the offending Pale Man's face. With an angry YELL, he REARS UP - headbutting the one holding him, twice - and PUSHES the Pale Man into the WALL --

-- dislodging the bandana, and we see. . .the PALE MAN has no eyes. Empty, ragged sockets, as if they'd been torn from him.

The Pale Man seems to stare back down at him curiously. With his free hand, Paul grabs. . .a beer bottle. He SHATTERS IT against the wall, and turns - holding the shattered bottle out toward the other two.

A tense moment. Pin-drop quiet, in the room. Breathing.

PALE MAN

Break him.

Then, all at once - all three of them REACH FOR HIM, and he SLASHES WILDLY -

PAUL

GET BACK!

- carving a LINE in the closest one's FACE - a spray of blood, but no reaction - we see also that this one has no eyes. . .

He makes a mad grab for the Black Case - closing it, he turns to run for the door as the THREE STAND slowly. . .

. . .the one that Paul cut is POURING BLOOD, and we see now that Paul got him pretty good in the THROAT, too. He gargles, holding his throat closed, blood squirting through his finger, and the three BEGIN TO MOVE -

INT. HOTEL - 3RD FLOOR - NIGHT

Paul RUNS for dear life down the hallway, holding the CASE and the broken bottle. A HEARTBEAT begins on the soundtrack, slow and distended, BUILDING. . .

PAUL
HELP ME! SOMEBODY!

He DASHES around the end of the hall, rounds it - heads to the first door he sees, KNOCKS ON IT. . .

. . .the door OPENS an inch. He looks at it, curiously. PUSHES IT OPEN, and sees -

- a SMALLER ROOM, one bed. Lit by the desk lamp, where AN OLDER MAN lays dead on the bed in the middle of a GRAND GUIGNOL, his face hidden from us in shadow.

PAUL
Jesus. . .Jesus Christ. . .

- Paul backs out into the hallway, in SHOCK at what he's seen. He thinks, looking left and right. Then, he BOOKS IT.

As he runs, we see. . .all the doors on this floor are HANGING JUST SLIGHTLY OPEN.

INT. STEFANIE'S CAR (MOVING) - NIGHT

. . .as she JERKS to a WILD STOP in front of the HOTEL, and gets out, RUNNING FOR THE ENTRANCE -

INT. HOTEL - 3RD FLOOR - NIGHT

INSERT CUTS

The tenants of various rooms, all VERY DEAD. In SHADOW, the worst hidden from us - chiaroscuro nightmares. The HEARTBEAT grows LOUDER.

ANGLE ON

Paul, stopping to rest in the middle of. . .one of the various dizzying corridors on this floor. Sweating, dazed. Completely terrified.

He gets to his feet, just as - at the end of the HALLWAY, out of focus at first. . .the PALE MAN with the mangled face and throat, holding a GASOLINE CANISTER in his free hand. He HOLDS IT UP, POURING it all over himself.

Paul turns to run back the way he came, except - down at the other end. . .here come the other two, advancing slowly.

Paul is TRAPPED.

The mangled Pale Man lets go his throat, and STRIKES A MATCH - in an INSTANT, he GOES UP in FLAMES, with a ROAR. But he

never takes his "eye-holes" off of Paul. Expressionless. Emotionless.

PALE MEN

There is nothing left, Mr. Flanagan.

(beat)

You are alone.

(beat)

You will give us the case.

(beat)

And then you will see what The Doctor has to show you.

Paul turns back to the BURNING MAN, his CLOTHES and SKIN RAPIDLY BURNING AWAY, but still he comes . . .burning with the INTENSITY of a SUPERNOVA. Hobbling still, shambling like a Frankenstein monster on legs whose muscles are bubbling and melting into nothing.

The FIRE ALARMS begin going off. The HEARTBEAT on the soundtrack is DEAFENING. The THREE of them are ADVANCING very quickly. PAUL has nowhere to go.

Suddenly - BLAM! BLAM! Two shots ring out -

- and the BURNING MAN's head EXPLODES. HE FALLS, DEAD. A SMOKING HUSK on the carpet. The SPRINKLERS rain down in a torrent.

Paul looks up -

PALE MEN

The girl.

- and standing just at the other end of the hallway, shocked and shaking, looking at the SMOKING GUN in her hand. . .is STEFANIE.

She looks at Paul, and seems to regain her composure a little.

STEFANIE

Come on! Run!

He BOOKS IT.

INT. HOTEL - NIGHT

IN THE STAIRWELL

The two of them descend rapidly down the steps, EXITING -

THE FIRST FLOOR

As TENANTS and STAFF alike move in a panic toward the front doors. BEDLAM and FRENZY. Paul and Stefanie join them. Safety in numbers.

Paul looks back, up at the 3RD FLOOR, where the FIRE RAGES, and the SPRINKLERS rain down over all - glimpsing. . .

EXT. HOTEL - NIGHT

Paul and Stefanie separate quickly from the crowd, as a few of them reach out or point as if to say "hey, those two look suspicious!"

They're heading toward Stefanie's car -

PAUL

There were two more!

STEFANIE

I know! Just get in!

INT. STEFANIE'S CAR (MOVING) - NIGHT

. . .as Stefanie GUNS IT, PULLING OUT of the parking lot with a SQUEAL, as FIRETRUCKS and EMS rush past.

BOTH OF THEM ARE IN COMPLETE AND UTTER SHOCK.

The black case is resting on the floorboards between Paul's legs, and he hasn't let go off the broken beer bottle.

Silence in the car, save for the sound of both of them trying to catch their breath. And the SIRENS from outside, as POLICE CARS speed past.

A beat.

PAUL

What is -

SUDDENLY - BAM! The car is SIDESWIPED viciously, into a GUARD-RAIL. Sparks!

STEFANIE

Oh, shit!

Stefanie corrects hastily. Paul looks -

PAUL

That's my car!

- and sees a NIGHTMARISH VISION: The two PALE MEN, sans bandanas, eyeless, faces moving in and out of shadows - DRIVING. It's like some forgotten Goosebumps cover. All sound falls out except the growl of engines revving.

Stefanie PRESSES THE GAS, and diverts around a car in the lane - but the Pale Men keep pace.

STEFANIE

Shit shit shit shit. . .

SPAK! SPAK! Bullets against metal. In the driver-side window, Stefanie sees - The Pale Man in the passenger seat, taking aim with a LONG-BARRELLED REVOLVER.

BLAM! The backseat window on the driver's side SHATTERS - the two of them scream!

Stefanie keeps her eyes on the road - beads of sweat pouring down her forehead. The speedometer climbs steadily - we're at 90mph easy, by now.

Alongside, the Pale Man Shooter is lining up again - taking aim. . .just the tiniest glimpse of a SMILING face, and the arm stretching out -

. . .except Paul grabs the gun out of Stefanie's lap and FIRES! HITTING the Shooter in the shoulder.

PAUL

Fuck yeah! Fuck! I got him!

She SWIPES THEM, hard - and they careen a little. The West Street OVERPASS is coming up -

- beside them, the gunman is lining up again, with his other arm. Stefanie's eyes dart back and forth. She accelerates.

STEFANIE

(to herself)

Come on.

They PRESS ON, right beside her - the sound drops all the way out now. The gunman raises the revolver, Paul raises the GLOCK, just as:

Stefanie VICIOUSLY SWIPES them - they LOSE CONTROL, mounting the CURB, and CRASHING into the the CONCRETE DIVIDERS. Metal goes FLYING. Glass SHATTERS.

She KEEPS DRIVING, FAST. Into the Night. In spite of themselves. . .they start laughing. Exhilarated.

In the rearview mirror, we see - the Pale Men getting out of the car, standing. . .receding into nothing. . .

EXT. ARLINGTON - WEST STREET OVERPASS - CONTINUOUS

Paul's car, now smoking. The Pale Men watch them drive away. The shooter's shoulder bleeds freely, spreading over his jumpsuit. One of them smiles.

PALE MAN

They are running, Doctor.

CUT TO

INT. THE DOCTOR'S LAIR - NIGHT

Somewhere so dark and deep, the shadows have created an IRIS around us. The middle is illuminated by a strange blue GLOW, whose source is hidden from us, almost neon.

One of the shadows MOVES. . .

There is a sound, halfway between a COUGH and a LAUGH. A strange, metallic and unnatural sounding laugh.

THE DOCTOR

Excellent. You've performed your roles wonderfully. Now, oh my pale men, my enlightened ones. . .

The shadow MOVES to the center of the image, and at first it looks like a very impossibly tall man, in complete silhouette - but the more we look at it, the more the details don't make any sense at all. The shape is all wrong.

Then it stretches out it's ARMS, and SPLAYS its FINGERS. They are impossibly, inhumanly long and spindly - spiderish.

The Thing COCKS its elongated head.

THE DOCTOR

Now we may begin our passion play in earnest. . .

Meet The Doctor.

BLACK.

TITLE

Verrwirrung.

. . .and then suddenly, BRILLIANT WHITE. Grainy. A CRT television screen. A FACE. SMILING. There is a strange ELECTRONIC HUM behind everything that follows.

Slowly, the EYES are scratched out. A THIRD EYE OPENS.

Words on the screen: "Eyes are only a vestige. We will teach you to see." And suddenly - a weird, surreal MONTAGE, images bleeding and FADING into one another. . .

The screen CUTS awkwardly to BLACK, but an image resolves, slowly - grainy, far-off. A SHADOW among SHADOWS, tall and obscured, cocking an inhumanly shaped head on an elongated neck.

PALE BODIES crawl through water, heads bowed, in HIGH CONTRAST.

WATER RUSHES, becoming a torrent.

STARS EXPLODE, fading into HORRIFIC GENOCIDAL VISTAS, and ATROCITIES. Match-cutting on SHAPES.

And every so often. . .the SHADOW among SHADOWS, like a conductor.

Over all this, phrases blip SUBLIMINALLY - "Ablation of SUBCONSCIOUS. TRUTH behind THE VEIL. Truth is SIGHT. We will be as GODS. Take your medicine. THE DOCTOR will CURE YOU."

The images RISE to a BOILING POINT, colliding and JUXTAPOSING against one another, all the time the ELECTRONIC NOISE getting louder and louder, more distorted, closer to some alien heartbeat. . .

We PULL OUT, revealing a YOUNG RED-HEADED KID, silhouetted against the TV screen. We can see in the reflection a MAN stop and rush over -

LOUIS

(os)

Jesus Christ. . .

- and an ARM reaches across and TURNS THE TV OFF.

The YOUNG BOY looks up at. . .LOUIS, twenty years younger (but still bald), dressed in t-shirt and pajama pants, staring down at the boy with a mix of expressions - shock, anger, consternation, concern.

LOUIS

. . .you okay?

YOUNG PAUL

Ahuh. What was that?

Louis doesn't respond. He rubs his lips.

LOUIS

Go play outside.

YOUNG PAUL

I don't want to -

Louis SLAMS his PALM loudly against the WALL.

LOUIS

GODDAMNIT PAUL I SAID GO PLAY OUTSIDE!

Paul JUMPS up like he's been shot, goes for the front door -

LOUIS

Just forget. . .forget you saw that, alright Paulie? That wasn't for you to see. Just -

YOUNG PAUL

Daddy?

But LOUIS is already walking away to the KITCHEN, pouring himself a GLASS OF WHISKEY. . .and as he sets the BOTTLE

DOWN, we -

CUT TO

EXT. ARLINGTON - NIGHT

Stefanie's car ZOOMS into the night.

INT. STEFANIE'S CAR (MOVING) - CONTINUOUS

Tense, silent. The radio's off. Both of them are just trying to catch their breath. Paul cradles the black case in his lap. A beat.

PAUL

Okay, what is going on?

No response. We see - Stefanie's GRIPPING the wheel very tight, and her face is beaded with nervous sweat. She stares, wide-eyed.

PAUL

Answer me!

Nothing. Stefanie checks the mirror.

PAUL

Goddammit -

He reaches over, WRENCHES THE WHEEL suddenly -

STEFANIE

Hey, WHAT THE FUCK -

Stefanie HITS THE BRAKES. The car JERKS to a sudden stop.

STEFANIE

What the hell are you doing? We can't stop -

Paul points a FINGER with his free hand, keeping his other on the wheel, at his wit's end. Then again, so is she.

PAUL

Shut. Up.

(beat)

Tell me what is going on.

A beat. We can hear the engine cooling. The two of them are barely silhouettes, in the dark - lit only by the dashboard.

STEFANIE

(sarcastic, negotiating)

If you take your hand off the wheel.

(MORE)

STEFANIE (cont'd)

(beat)

Look, if we sit here any more,
they're gonna catch up.

Paul says nothing, but looks back at the road.

STEFANIE

(off look)

They will catch up.

Gradually, he releases his grip. She straightens herself in the seat, and then - CLICK. Paul's eyes flick down - but she's already stuffing the gun back in her waistband.

The CAR starts moving.

STEFANIE

If we're gonna talk, we need
somewhere safe.

PAUL

I know somewhere.

EXT. SHOPPING CENTER - NIGHT

The ground is still wet and slick with rain - giant brown puddles dot the landscape. We're staring down at one of them, rippling in the slight wind - seeing vague NEON lights in the reflection of the water.

Tires SPLASH through the water, destroying the unity of the image - a car STOPS. Doors open. We CRANE UP, just as -

Paul and Stefanie walk past, Paul lugging the black case beside him, both edgily looking out at the darkness around them as they walk toward. . .a WAFFLE HOUSE.

Stefanie slips the GLOCK into the back of her pants, pulls the hem of her jacket down over it.

CARS pass by on the OVERPASS beside, oblivious. For just a moment, before the two of them go inside, we pull out VERY WIDE - to see that the WAFFLE HOUSE is the only place open in this part of town, the only bit of illumination in a sea of dark.

The two of them are VERY SMALL.

The stars begin to WINK in sequence in the sky, unseen by them, like some weird morse code conversation -

INT. WAFFLE HOUSE - NIGHT

Greas-stained fluorescents HUM overhead. Flies BUZZ. A COOK flips a BURGER behind the line.

The place is populated now by the very late-night crowd, and then only sparsely - drunks, drug dealers, the random old

man reading THOMAS LIGOTTI by himself in the corner.

We PUSH IN to achieve - Paul and Stefanie in a BOOTH, cups of coffee in front of them. The black case sits beside Paul.

PAUL

- wait, wait. Stop. So, you started selling something without knowing what it did?

(beat)

Bitch, are you for real?

STEFANIE

("this again?")

Okay, look -

He RUNS his hands through his hair, frustrated.

STEFANIE

I don't know for certain, but I'm starting to piece it together?

PAUL

And?

She LEANS in closer, conspiratorial.

STEFANIE

I didn't realize it before, but it's all. . .

Stefanie CLASPS her hands together.

STEFANIE

That creepy graffiti shit everywhere. I saw the same thing at the old woman's house. She been writing it all over the place. She started telling me right before she

-

At a loss for words, she MIMES pulling her EYES out.

PAUL

"You don't need eyes to see." It's on the radio too. And the TV. And, dad -

He STOPS, shakes it off.

STEFANIE

It's all them. It's been them, this whole time. The Pale Men.

(beat)

The Doctor.

Unseen by them, EVERYONE STOPS in tandem and looks at them for half a moment -

STEFANIE

They been real this whole time,
y'understand?

(beat)

They been waiting. Planning.

PAUL

. . .for what?

Stefanie SHRUGS.

STEFANIE

I don't fuckin' know.

Paul leans back in his seat.

PAUL

(to himself)

The Shadow Man in the dark. . .

STEFANIE

What?

PAUL

Nothing. So, what's our plan?

STEFANIE

Our? You ain't leaving town?

PAUL

No. Figure they'd find me anyway.

(beat; off look)

Look, they killed my dad. I'm in
this with you.

They LOOK at each other. Something PASSES between them -
trust? They've been through a lot in the last few hours.
Maybe it's too soon to say.

STEFANIE

Aight, so - I got this guy up at
UTA, a biochemist. He makes LSD and
shit for me, for a side hustle.
Dude's a crazy genius. Like,
legitimately. Plan is, I'd bring it
to him so he could figure out what
the hell it is. Then we'd, I don't
know. Do something about it.

PAUL

That as far as you got?

STEFANIE

Yeah.

PAUL

It's a start, at least. You get him
on the phone?

STEFANIE

Nah, they'd know. Figure we scoop my boyfriend and head over there, like now.

PAUL

Sounds good. Let me take a piss first.

He DOWNS his coffee, and gets up.

She PULLS OUT HER PHONE - hits "boytoy :P" and waits. It RINGS.

ANGLE ON

Paul as he walks toward the restroom. As he passes, eyes FLICK toward him from all directions.

Meanwhile, Stefanie continues holding. Then - ". . .at the tone, please record your message." BEEP.

She REDIALS (or, you know. Presses the number again. We live in future times after all).

INT. WAFFLE HOUSE - BATHROOM - NIGHT

In the BATHROOM, Paul ZIPS up and walks to the sink - turns on the faucet, and looks at himself in the DIRTY MIRROR. There's RED on his SHIRT. He SCRATCHES at it. Some of it FLECKS off.

Spent, for just a second he RESTS his head on the sink COUNTER.

Behind him, someone WALKS IN. A BIG, BURLY GUY. But, he doesn't go to the urinals. Instead, he just stands there, looking at PAUL.

After a moment, Paul stands - sees the guy in the mirror.

PAUL

Oh, sorry. Shit -

He goes to move out of the way, but the guy just stares at him, blankly - following his movements.

PAUL

You good?

No response. At first.

BURLY GUY

There's nowhere you can run.

PAUL

What?

BURLY GUY
 You heard me. Paul.
 (beat; whisper)
 He comin' for you.

The BURLY GUY starts LAUGHING -

INT. WAFFLE HOUSE - CONTINUOUS

Another "please record your message." BEEP!

Stefanie looks down frantically at her phone. We see that she's texted "boytoy :P" about eighteen times in the last ten minutes, all some variation of "get up," "dude get up it's serious," and so on.

She SETS her PHONE down, and takes a breath. Don't freak out, now. Maybe he's asleep.

The PHONE BUZZES. She PICKS IT UP. A text message. "Boytoy :P".

"icansee".

Oh, shit.

PAUL
 Hey.

She looks up. Paul is there, already reaching over, grabbing the case -

PAUL
 We gotta go. Now.

EXT. SHOPPING CENTER - NIGHT

As the two of them leave, in a BIG DAMN HURRY, we see inside through the glass the BURLY GUY watching them go. . .along with everyone else. He WAVES.

In the reflection of the glass, we see Stefanie's car SPEED OFF.

INT. STEFANIE'S CAR (MOVING) - CONTINUOUS

She BARRELLING DOWN THE HIGHWAY, criss-crossing lanes like it's going out of style. Paul HOLDS ON for dear life -

EXT. STEFANIE'S APARTMENT - NIGHT

- as Stefanie gets out of the car, running toward her building, Paul following.

INT. STEFANIE'S APARTMENT - NIGHT

The door opens, and she steps in, followed by Paul. The place is COMPLETELY DARK, save for the TV - which is playing a LOOP of the FACE, as the eyes are continuously SCRATCHED

OUT.

We see. . .the PATIO SLIDING DOOR is open. Winds FLUTTER the blinds. There are signs of a STRUGGLE.

STEFANIE

JASON!

Paul watches the LOOP on the TV, edging closer - for just a second, did he just see his own face?

Stefanie heads toward the bedroom -

STEFANIE

Jay! Come on, man!

JASON

(os)

I'm back here.

Paul turns, just as -

INT. STEFANIE'S APARTMENT - BEDROOM - NIGHT

- Stefanie enters the BEDROOM. We BEGIN in an EXTREME CLOSE-UP of her face, PULLING BACK glacially slowly as she reacts to what she sees, settling on the face of the BOYFRIEND, Jason, in the foreground. Out of focus.

Her reaction begins as one of ABJECT HORROR, descending into sadness and shock.

STEFANIE

Jason. . .

We see now, in front of her as she steps cautiously closer, that Jason is sitting NAKED, cross-legged in the middle of the bedroom floor. Head BOWED. Around him, the carpet is soaked wet with BLOOD, in something like a circle -

- as she approaches, from a BIRD'S EYE VIEW of the room, we see that the bloodstain makes a strange, familiar symbol around the young man.

JASON

I am going to die, Stefanie.

STEFANIE

What?

JASON

This is. . .it's like nothing you could ever imagine. They came to me, the Pale Men. They. . .they gave me the gold. I. . .I didn't want it at first, but. . .I see now.

Stefanie comes around to his front, grabs him by the shoulders. He raises his head and we see - his FACE is BLOODY, and his eyes are gone.

JASON

I see everything.

She CUPS HER HAND to her mouth, on the verge of tears.

STEFANIE

Jesus, Jason. . .

As he TALKS, Jason is really struggling - lost between two planes of CONSCIOUSNESS, but fighting.

Paul stands in the doorway.

JASON

I know what's going to happen. I know what you and Paul are going to do. I know what the Doctor will do.

(beat)

I know how the world ends, Stefanie.

(beat)

I know how it started.

She starts trying to WIPE the blood off his face.

STEFANIE

Baby, baby c'mon, we gotta get you to the hospital. . .you're gonna be okay. . .

JASON

No. . .I'm not. None of us are.

He holds up his WRISTS. He's SLASHED THEM really, really good - like an expert.

Stefanie is openly CRYING, NOW.

JASON

You. . .you have to know. . .the truth is so much bigger than you think. And you and Paul and the Scientist are a part of it. He doesn't - doesn't want me to tell you -

(beat)

- supernovas are burning, a galaxy is collapsing. . .I can grab the stars with my hands. . .

(beat)

- the truth is in the drug. The real truth. The future. Not the Doctor's, hehehe made a mistake that isn't a mistake, it's the -

(MORE)

JASON (cont'd)

(beat)

Ffffuccck you -

SUDDENLY, he picks up the STRAIGHT RAZOR that's been laying beside him the whole time, and PUSHES her back. In one FLUID MOTION, he CUTS HIS THROAT OPEN.

Stefanie SCREAMS, RUSHES TO HIM as he GARGLES, blood spurting out of his open neck. As she grabs at him, he lets himself bleed out - but grabs her FACE with his hands.

JASON

(gurgled, distorted)

I can see you. . .all of you.

(beat)

Every atom.

(beat)

You are so beautiful.

And he's GONE. Stefanie sits back on her haunches, UGLY CRYING, covered in blood.

Paul stands there, uncertain of what to do. It's a GARISH, NIGHTMARISH TABLEAUX - the two of them and Jason's body, in the dark.

The only sound is Stefanie CRYING, fading into silence --

INT. STEFANIE'S APARTMENT - NIGHT

. . .as Paul and Stefanie leave. Stefanie walks in something like a DAZE, holding onto Paul's arm. She stops, noticing the TV.

On the screen, on a void of GLITCHING BLACK, a message: "We taught him to see, Stefanie."

She comes closer, perplexed.

STEFANIE

Why's it. . .why's it sayin' that?

The message changes, becoming: "We will teach you too." Then, impossibly. . .JASON's face, EYELESS.

PAUL

Jesus Christ.

A BEAT. She SHUDDERS, turns back to leave. . .then, all at once, she SCREAMS, turns and PLANTS HER FOOT right in the MIDDLE OF THE TV SCREEN, crashing right through.

Unfortunately, it's a DIGITAL TV, so the MESSAGES are still coming, now WARPED - we can see FRAGMENTS. Jason's FACE, becoming DISTORTED.

She PICKS UP THE TV, YANKING THE PLUG OUT, and THROWS IT ON THE GROUND, STOMPING ON IT.

STEFANIE

I'm NOT SCARED OF YOU! COME GET ME!
COME FUCKING GET ME, YOU HEAR ME?!
COME ON!

And on that, we -

CUT TO

INT. STEFANIE'S CAR - NIGHT

ANGLE ON Paul, as he talks on the phone.

PAUL

. . .yeah. Yeah, the address is
(not important here, gonna be
honest, wherever we end up
shooting) - I dunno, I heard
screaming, and just - get over
there as soon as you can.

As he ENDS THE CALL, for a brief moment we see on the illuminated - it was 911. He looks over at Stefanie in the driver's seat, her face tear-stained, red. Completely DISTRAUGHT. Shakily SMOKING a cigarette.

Rain begins to PLINK DOWN on the windshield.

STEFANIE

Let's go.

EXT. STEFANIE'S APARTMENT - NIGHT

. . .as, slowly, the car drives off. A beat.

The RAIN BEGINS to come. Thunder RUMBLES.

INT. ERIC'S APARTMENT - NIGHT

ANGLE ON what looks like a FACE, in grainy BLACK AND WHITE. We PULL BACK to see. . .it's a POSTER, of the FACE ON MARS. One of MANY, many ALIEN POSTERS and DIAGRAMS. UFOS everywhere. It's ALIEN CENTRAL, over here. Music wafts in - Mos Def's "Sun, Moon and Stars," on a good sound system, with a SUBWOOFER.

We PAN down to reveal a skinny, glasses-wearing guy, about 26, typing aggressively at his PC. We see that he's ARGUING with some goombah on Twitter - about ALIENS. Deep science, in 160 characters or less.

He hits send, and takes a SIP out of a COFFEE CUP - then SPINS in his chair, STEEPLING his fingers, becoming lost in THOUGHT. This is ERIC.

He gets up, and CROSSES to the other side of the LIVING ROOM, where two DRY-ERASE BOARDS stand on easels, filled with EQUATIONS. He looks between the two - the one on the left is filled with LOGICAL and PHILOSOPHICAL QUANDARIES

about the existence of alien life - mathematical equations and question marks. The right is covered in CHEMICAL FORMULAS, some - if we're worldly - we can recognize as PSILOCYBIN, COCAINE AND DMT.

He picks up the HANGING MARKER on the left board, thinks a beat, and writes something - then, drops the marker and writes something on the right board. He GIGGLES to himself.

Dominating the OTHER WALL, blown up and slightly grainy, is a PAINTING . . . of a CAR out on a COUNTRY ROAD, the passengers standing outside, staring and pointing up at a GIANT, DUN-BLACK TRIANGLE in the sky, with bright lights at every end.

ERIC puts down the marker, and walks toward it. Looking at it. Taking in details.

He SIGHS.

A MEOW. He turns, and sees - a FAT BLACK CAT, staring up at him imploringly.

ERIC
What? Whatchu need?

Another MEOW.

He looks up at the analog clock on the wall.

ERIC
Oh. Yeah, I guess it is time, huh?
(beat)
Alright, big boy. Let's get you
some nommin's.

He heads into the KITCHEN.

ANGLE ON

Eric setting the BOWL down on the floor, full of wet food. The cat goes nuts, and chows down. A RINGING. Eric looks up, spoon still in hand.

He comes out, PICKS UP the phone and plops back down in his seat.

ERIC
Hey, girl.

A beat. Quiet breathing.

ERIC
Stef?

STEFANIE
(os)
I've got it, Eric.

He rocks a fist. Privately laughs to himself.

STEFANIE

Where can we meet?

ERIC

I mean, you just wanna swing by my place?

STEFANIE

No. That's too dangerous.

ERIC

Dangerous?

STEFANIE

Somewhere public. Secure.

Now, that's heavy. This is serious. He thinks.

ERIC

Meet me at the Chemistry Building on campus, half an hour. The Planetarium.

STEFANIE

Got it.

He's already getting up, grabbing his coat -

STEFANIE

Eric - make sure you're not followed.

She CLICKS OFF.

Eric finishes putting his coat on, and goes into the KITCHEN - kneels down, pets the cat.

ERIC

(cute voice)

Gotta go, big boy. I be back, no worries. Be good, watch the house.

The cat MEOWS inquiringly.

ERIC

Yeah, I don't know either. Wish me luck.

He gets up, leaves frame. We HOLD on the cat, but we hear him grab his keys, open the door and head out, locking it behind him.

A BEAT.

The cat slowly leaves the kitchen, sauntering into the hallway. . .and sits, staring at the black VOID of the open bedroom door.

It cocks its head, and MEOWS. Then, all at once, it raises up on its HAUNCHES - HAIR STANDING ALL ON END - and HISSES.

MATCHCUT TO

EXT. WING SHACK - FRONT PARKING LOT - NIGHT

Chaos. Pandemonium. Police are crawling over the scene already, inside and out. We TRACK across the WINDOWS as Detective Black talks briefly with officers and CSI, who are working over the bodies and blood, and then goes to the PATIO.

She comes to a STOP on the sidewalk, and looks back at the building.

Her phone RINGS. She PICKS IT UP.

BLACK

Black.

We can't quite hear the other side.

BLACK

Jesus Christ, another one?

EXT. STEFANIE'S APARTMENT - NIGHT

. . .as Detective Black gets out of her car, in RAINCOAT, closing the door and stretching, POPPING HER ANKLES. The RAIN is coming down HARD, now. Full-on THUNDERSTORM.

The POLICE are already there, flashing red and blue over the buildings. Neighbors are coming out to look, some being pushed back or talked to by police.

Black hustles toward Stefanie's apartment, and into the fray.

INT. STEFANIE'S APARTMENT - CONTINUOUS

. . .as she walks in, wiping the water off her face. We see that an INVESTIGATION is already in progress. Crime Scene Investigators taking pictures, dusting for prints, laying down tape. The whole bit.

Black sees them examining the BROKEN, SHATTERED TV on the ground, conversing. Collecting and bagging evidence.

She singles one officer in particular, standing in the hallway - a young black WOMAN in CSI uniform.

WOMAN

Howdy, Miss Black.

BLACK

Miss White.

It's an inside joke. They CHUCKLE for a second, then back to business.

BLACK

Long night.

WHITE

Three at once. This is insane.

BLACK

No kidding.

BLACK

This one's a mess, holy shit.

BLACK

I've seen a lot of mess already tonight. What's different about this one?

WHITE

Suicide, it looks like. Kid cut up his wrists, his throat, bled out. Missing his eyes, of course.

BLACK

The theme of the night. Back there?

WHITE

Yeah.

BLACK

Clear?

White nods, and Black moves past, through the crowd into -

INT. STEFANIE'S APARTMENT - BEDROOM - NIGHT

- where Jason's sprawled-out body and the bedroom is being SURVEYED and PROCESSED.

Black nods to one of the Investigators, and kneels down - looking at the BLOODY, EYELESS FACE.

INVESTIGATOR

Careful, we -

Black waves in acknowledgement.

BLACK

(to herself)

. . .who were you?

We PAN down Jason's face, to his hands and the blood smears on the carpet.

INT. STEFANIE'S APARTMENT - NIGHT

. . .as Black talks to the LEAD CSI, by the front door.
Mid-conversation.

BLACK

. . .tell toxicology to call me as
soon as it's in. I mean it.

LEAD CSI

Right, right. Think it's another
one?

She gives him a sarcastic "you serious" look.

BLACK

Did we find the eyes?

LEAD CSI

No. Not yet, at least. What's going
on?

BLACK

I don't know. Dollars to donuts,
it's the gold stuff. If it is,
we've got to get a bead on it, and
fast.

(beat)

Who called?

The CSI checks his notes.

LEAD CSI

Number was (whatever). Said it was
a neighbor - number's registered to
a Paul Flanagan.

(beat)

Flanagan. . .wasn't that the name
of the old dude who -

Black smiles grimly. It's all coming together.

BLACK

That's his son.

(beat)

I've got a real feeling here, Don.

LEAD CSI

One of your famous feelings?

BLACK

Too much synchronicity. There's a
whole other story happening here.

She turns to leave.

BLACK

Keep me posted. I'm serious.

EXT. STEFANIE'S APARTMENT - NIGHT

. . .as she moves through the crowd, toward her car.

INT. BLACK'S CAR - NIGHT

. . .as she closes the door, and thinks. We PUSH IN, as the wheels turn in her head. A small smile.

BLACK
Synchronicity.

EXT. UTA CAMPUS - NIGHT

We PAN down from the edge of a brownstone BUILDING as rain sluices down, the storm continuing on, to achieve - PAUL and STEFANIE, Paul lugging the black case, trudging through the darkened CAMPUS courtyard.

The rain is a TORRENT, no use talking - but, the two of them exchange a look, and bear down.

Lightening FLASHES up ahead, illuminating - on the rooftops, silhouetted against the clouds. . .PALE MEN. Five of them - the one at the lead points a finger at them.

Stefanie and Paul duck around a corner, into an alleyway between BUILDINGS!

We PAN DOWN from the top of the buildings as LIGHTENING STRIKES again, illuminating for a brief moment - the Pale Men scurrying along the top.

A SHOT! Glass shatters! Paul flattens against the wall, Stefanie slides in the rain as ANOTHER SHOT hits the wall ride beside her!

They COME OUT of the alleyway, Stefanie STUMBLE-SLIDING back into a run, into another COURTYARD where, at the end -

STEFANIE
There!

A tall, wide building with an all-glass front, and a BULBOUS CONCRETE DISPLAY. The PLANETARIUM Chemistry and Physics building.

Sound fades out - save for their labored breathing and water SPLASHING.

There's someone at the FRONT DOOR of the building, holding it open - ERIC. He WAVES to them, urging them on.

ERIC
Come on! Hurry up!

They BARREL PAST HIM inside, and he CLOSES the door, locking it. All that's left is the RAIN -

INT. UTA - CHEMISTRY BUILDING - NIGHT

- as Stefanie grabs Eric by the arm and pulls him along, down the corridor.

They take a sharp LEFT, into -

INT. UTA - LAB ROOM - NIGHT

. . .A deserted lab-room. Lights on.

STEFANIE

Get the lights! The lights!

Eric shuts them off.

ERIC

Yo, Stef - what's going on? You alright?

Stefanie closes the door, spying a JANITOR pressing his floor cleaner along.

STEFANIE

Were you followed?

ERIC

What?

STEFANIE

Where you followed? Answer me.

ERIC

No, no I don't - I don't think so.

She GRABS him by the arms.

STEFANIE

You don't think so or you know so?

ERIC

Hey, come on, now - I wasn't followed!

Stefanie breathes out, leans against the wall and sinks to the floor. Eric turns to Paul, indicates the BLACK CASE.

ERIC

Is that it?

PAUL

That's it.

ERIC

I know you?

PAUL

Paul. Hi.

A beat of silence. Eric sits next to Stefanie on the floor - notices the GUN in her hand, and the BLOOD on her clothes. Then looks at Paul, who's staring intensely at the WINDOW.

ANGLE ON

. . .the rain-drenched courtyard, outside. SHADOWS slink away, far off.

ERIC

(os)

What is this? What's going on?

STEFANIE

(os)

It's a lot.

Paul turns.

STEFANIE

(beat)

Everything's gone wrong.

CUT TO

INT. ARLINGTON POLICE STATION - NIGHT

The station is in constant, frenzied MOTION - phones ringing off the hook, people hurrying to and fro. It's a VERY BUSY NIGHT.

Detective BLACK walks and talks urgently with an older, GRAY-HAIRED BLACK GENTLEMAN, the CHIEF OF POLICE, and A YOUNGER WOMAN.

BLACK

The apartment was registered to a Stefanie Simpson, who also works at The Wing Shack, and was on shift tonight.

(beat)

Paul Flanagan, he's the son of Louis Flanagan from a week back - he had a room at the hotel site. Room is a mess. Blood everywhere, looks tossed.

(beat)

They're at the center of this, whatever it is.

CHIEF

Get an APB out for 'em.

(beat; to YOUNG WOMAN)

Any leads on where they might be?

YOUNG WOMAN

We're working on phone logs right now.

CHIEF
Get it going, and I mean damn quick.

The YOUNG WOMAN heads off. Black and the Chief walk a bit more slowly. He's got something on his mind.

CHIEF
Black.

BLACK
Yessir?

CHIEF
What's the last count on the bodies from the hotel site?

BLACK
Seventeen, sir.

CHIEF
Oh, my god. . .
(beat)
You know, I started my career here around the time Amber Hagermen got kidnapped. I've been around. Arlington's no stranger to dead bodies - but this. . .and all at once. . .

A thousand yard stare just for a second - then he SHAKES IT OFF, and claps his hands.

CHIEF
Come on. Let's go, let's go.

They split up. Black heads down a CORRIDOR to her office, past a bank of COMPUTERS - something out of the corner of her eye catches her. One of the SCREENS. A FAMILIAR FACE.

She stops. It's back to normal.

Her EYES NARROW, just a bit. She keeps walking.

INT. CHEMISTRY LAB - NIGHT

Eric holds two of the GOLD VIALS up, examining them in the light for a moment, and inserts them into a CENTRIFUGE. He SHUTS the LID, and presses a button. It begins to SPIN.

ERIC
(vo)
Okay, so - walk me through this. What's going on?

INT. UTA - LAB ROOM 2 - NIGHT

Rain and rolling THUNDER, outside. Stefanie sits on a desk, backlit by a BLUE COMPUTER SCREEN. Eric sits in a chair just

opposite. Paul PACES.

ERIC

Who are these people who're chasing you?

Stefanie looks at Paul.

STEFANIE

He's from out of town.

She LIGHTS a cigarette.

ERIC

You know there's chemicals and shit everywhere in here, right? You could blow up.

She blows out a plume. Shrugs. Considers her words. She looks at Paul again.

INSERT - Two shots: Eric in the CHEMISTRY LAB, analyzing chemical read-outs. Looking befuddled. He begins LOADING THE DRUG UP into a GAS CHROMATOGRAPH-MASS SPECTROMETER.

STEFANIE

. . .how do I even start?

He SHAKES HIS HEAD - "I dunno." She thinks - well, might as well just go for it:

STEFANIE

We call them "The Pale Men," here in town.

(beat)

Everyone knows about them, or they've seen 'em or. . .

(beat)

It's one of those things. I didn't know it was them until tonight.

ERIC

How did you not know?

PAUL

That's what I said.

STEFANIE

It wasn't that kind of deal.

(beat)

I didn't think they were real.

ERIC

You hadn't seen them?

STEFANIE

No.

PAUL

I have.

They both look at Paul.

PAUL

I saw them, once. When I was a kid.

(beat)

In a storm drain. I thought it was
a dream, but -

He steps in, assuming lead in the conversation.

INSERT - ERIC, in the lab. Watching the Spectrometer run through it's process. We see him operating, at the same time, a SPECTROPHOTOMETER and a CHROMATOGRAPH. Machines are buzzing, everywhere. He's completely in his element. Liquid BEADS, threading through tubes.

PAUL

Look, Arlington's a weird place. It
always been. Amber Alert started
here - I knew that girl's family.
People are always going missing.
Everyone's got a lot of bad
memories here.

(beat)

And most of them are because of The
Pale Men. And The Doctor.

ERIC

The Doctor?

STEFANIE

Another urban legend.

(beat)

Until tonight, I didn't know they
were related at all.

PAUL

Yeah, me neither.

STEFANIE

The Pale Men work for The Doctor.

ERIC

Okay, who is the fucking Doctor?

Paul and Stefanie exchange looks.

STEFANIE

The Shadow Man in the Dark.

(beat)

Something old. He's been around
forever.

(beat)

He comes to parents, and tries to
take your kids away. Nobody knows
why.

PAUL

I think I can figure. Stories go back a hundred years.

(beat)

I got curious, one day. I asked my mom about The Doctor, she got reeeal angry at me and shut me down. So, I went to the library and started reading, as much as I could.

(beat)

At first, there are accounts of. . .like you said, kidnapping. And at first that's all it is.

(beat)

Then, you start hearing about The Pale Men. See what I'm saying?

(beat)

He's been building himself a cult, all this time. In secret. In the dark. Who knows for how long, or how many.

Paul's face drifts away in the shadows.

INSERT - A REACTION IN THE MACHINES, beginning.

STEFANIE

(to Eric)

This is probably hard for you to take.

ERIC

Not at all. I mean, it's a little inside-baseball, but it tracks.

(beat)

Every town, every city, has old stories about things like this. You go back to Jung, Campbell - the archetypes. They come from somewhere, right?

(beat)

Maybe this is something like that.

PAUL

Maybe.

ERIC

So he takes the children, and makes them into Pale Men - but what does the gold stuff have to do with anything?

(beat)

What does he want?

Silence.

STEFANIE

I don't know, yet -

BOOM! All heads turn to the left - to the OPEN DOOR.
Everyone RUSHES UP, toward the CHEMISTRY LAB.

INT. CHEMISTRY LAB - NIGHT

- as they come in, we see that the CHROMATOGRAPH/
SPECTROMETER has EXPLODED, and what's more. . .

. . .the entire ROOM is AWASH in that HALLUCINOGENIC,
PYSCHDELIC LIGHT-SHOW DISPLAY, all over the walls. IMAGES
OF PAST, PRESENT AND FUTURE.

ERIC walks in, completely entranced.

ERIC

Oh my god.

Strangely, he starts to laugh.

ERIC

. . .oh my god. Look at this!

PAUL

Hey, there's a fire -

Eric is beside himself, glancing at all the STRANGE IMAGERY
dancing over the ceiling.

ERIC

What the fuck is - oh my god! Is
that you? Look! Up there! There I
am! How is this even possible? This
is. . .

He turns to them.

ERIC

This isn't a drug, is it?

(beat)

This is. . .something else.

The FIRE GROWS behind him.

INT. ARLINGTON POLICE STATION - BLACK'S OFFICE - NIGHT

An IMAGE of STEFANIE on a monitor screen - a MUGSHOT. Arrest
details.

Black SCRIBBLES down notes in a legal pad.

A KNOCK. She looks up. It's the YOUNGER WOMAN from before,
standing in the doorway.

YOUNG WOMAN

Briefing. You ready?

BLACK

Just about.

She gets up, collecting her materials.

INT. ARLINGTON POLICE STATION - BRIEFING ROOM - NIGHT

A LINE OF DESKS, full of OFFICERS. At the front of the room, in front of a WHITEBOARD full of information, the CHIEF stands at a PODIUM stand. Seated next to him are Black and three others.

CHIEF

Okay, everyone - let's make this real quick. We're in the dark here, but let's give it a quick run-through.

(beat)

In the last four hours, we've seen three consecutive attacks across the city - all seemingly at random, but each fitting a specific pattern, in their way.

He steps over to the WHITE-BOARD, and points.

CHIEF

One at 9:00PM, that's 21:00, at the Wing Shack on Matthews. 14 confirmed dead.

(beat)

The next at the Best In, 9:45. 17 confirmed dead.

One of the seated members gets up, whispers to him.

CHIEF

Sorry - 21. 21 confirmed dead.

(beat)

11:00PM, Jason Sanchez found dead at (Stefanie's address).

Chief spots a YOUNGER OFFICER talking to another.

YOUNGER OFFICER

(soto)

They were missing their eyes. .
.all of them. It was. . .

CHIEF

Hey! Hey. Pay attention. We are in code red.

(beat)

We have no idea who perpetrated any of these attacks. Assailants currently unknown. We have no way of knowing if these attacks are over.

(beat)

Understand this, very sincerely - the severity of where we're at with

(MORE)

CHIEF (cont'd)
 this cannot be understated.
 (beat)

Fortunately, we do have several
 leads for persons of interest, and
 I'll have Detective Black run
 through that for you - and then
 it's out the door, on the road.

(beat; to Black)
 Black, you're up.

She stands, goes to the PODIUM. The MICROPHONE WHINES.

BLACK
 Alright. Here's what we do know -
 (beat)
 Jason Sanchez's body was located at
 (Stefanie's address). That
 apartment was registered to a
 Stefanie Simpson, who works at the
 Wing Shack and was on shift
 tonight.

(beat)
 Stefanie Simpson is a two-time
 loser, small-time dealer trying to
 go big time.

(beat)
 Hotel site seems to have a point of
 origin at a room registered to a
 Paul Flanagan, who is already a
 person of interest in the death of
 his father - Louis Flanagan.
 Another wash-out.

(beat)
 Here's the thing -

INSERT - ANGLE ON a COMPUTER SCREEN, image fizzing away,
 revealing THE FACE WITH THE EYES SCRATCHED OUT. Behind it,
 another computer screen does the same, and another. The DESK
 JOCKEYS don't know what to do.

DESK JOCKEY
 Hey, what the fuck is this?

BACK TO BLACK

Something stops her - she looks up. The LIGHTS are
 FLICKERING in the hall, outside.

BLACK
 - Louis Flanagan's body was pumped
 to burst with "the gold stuff." The
 Shooter at the Wing Shack? Same
 deal. Whoever these assailants are,
 it's my guess it's got something to
 do with our mystery substance we've
 been seeing. We find these two, and
 I'll bet they're together, we'll
 find -

INSERT - On the COMPUTER SCREENS, on the faces. . .the THIRD EYE OPENS.

SUDDENLY, BLACK-OUT. SHOUTS OF CONFUSION.

FLASHLIGHTS click on, in the dark. BLACK turns to the Chief, exchanges a look -

BLACK

We have to get -

SHOTS! Out in the hall! CHAOS. SIRENS BLARE -

BLACK

Jesus Christ -

She DUCKS DOWN, pulls out her GUN. The CHIEF does the same. The OFFICERS are readying themselves, in the room. Heading out - headlong. Black FOLLOWS - the Chief stays hunkered.

CHIEF

Wait -

She disappears.

INT. ARLINGTON POLICE STATION - CONTINUOUS

. . .as Black stalks through DARK HALLWAYS, gun and flashlight out.

Up ahead, she sees - BLOOMS OF LIGHT! SHOTS! OFFICERS RUSHING to and fro in the shadows.

SHOUTS!

As she turns a corner, she stops - on the opposite wall, just a GLIMPSE. . .a PALE MAN moves out of sight.

INT. ARLINGTON POLICE STATION - BRIEFING ROOM - CONTINUOUS

The CHIEF readies his gun, talks into his WALKIE.

CHIEF

- We need the lights back up, now.
Hello?

VOICE

There's no one there.

Out of the black, just next to his face - an EYELESS PALE MAN emerges, wrapping a hand around his throat.

PALE MAN

You don't need to search for who's responsible for this.

(closer)

You know.

He tries to SCREAM, but the HAND CLASPS over his mouth -
he's PULLED BACK -

INT. ARLINGTON POLICE STATION - VARIOUS - CONTINUOUS

A series of SHOTS, in the dark - utter madness, as the Pale Men sweep through the STATION.

ANGLE ON

A line of RIOT-GEARED OFFICERS, FIRING at two rapidly APPROACHING PALE MEN, down a GLASS-LINED CORRIDOR - not hitting them at all.

They DODGE, like UNHOLY DANCERS - and then, all at once, they're ON THEM, tearing them APART. STABBING. RIPPING.

ANGLE ON

ELSEWHERE, the BARRICADES are being set-up. OFFICERS hunker down. Except, right next to them - a PALE MAN, pulling a GRENADE! He COCKS HIS HEAD, smiles. BOOM!

ANGLE ON

DESK JOCKEYS, shouting at each other.

DESK JOCKEY

We need support! We need -

Out of the WALLS, PALE MEN. KILLING THEM with GARROT WIRES, taking their guns. All in silence, all rhythmic and choreographed by some unseen hand.

INT. ARLINGTON POLICE STATION - CONTINUOUS

- Black turns another CORNER, into a HALLWAY lit in EMERGENCY RED. BODIES of OFFICERS litter the FLOOR.

VOICE

(os)

Detective Black.

(beat)

We know what you fear.

(beat)

We know what you hide.

(beat)

We know where you hid the body.

The VOICE floats around her, from the dark places.

VOICE

(os)

We know why your husband left you.

And why he took the children.

(beat)

We know why they let him take the children. Don't we?

Behind her, an eyeless FACE leers out from the dark. She
TURNS - but it's gone.

VOICE
(more immediate, close)
We know your secret heart.

Up ahead - PEEKING OUT of an open door, like a CHILD. . .a
SNEERING, ANGRY PALE-MAN FACE. The DOOR SHUTS.

VOICE
You know who we are.

Suddenly, behind her - a BARRAGE of SHOTS and SCREAMS!

She TURNS - RUNS BACK the other way! Comes face to face
with. . .

. . . an OFFICER and a PALE MAN, BACKLIT by EMERGENCY
LIGHTS, locked in a DEATH-EMBRACE. The OFFICER is bleeding
from the throat, firing into the STOMACH of a PALE MAN who
doesn't flinch, holding him tight against the wall.

An eerie quiet descends. BEHIND HER, fingers GRAZE her neck
- she TURNS, finds no one.

INT. ARLINGTON POLICE STATION - HOLDING CELLS - CONTINUOUS

The INMATES are SCREAMING, railing through the BARS. They
HEAR THE SHOTS. Something bad is happening.

Like any collection of holding cells on a given weeknight,
these aren't hardened criminals - most of them, at least.
These are just your garden variety pickups - DRUNKS,
DRUG-DEALERS, FIGHTERS. Here and there, someone more ominous
looking. They're desperate and afraid.

So are the OFFICERS guarding the doors, talking into their
radios -

GUARD OFFICER 1
(to the inmates)
SHUT UP! SHUT THE FUCK UP!

DRUNK
Hey man, fuck you - this ain't
right, let us out!

The Officer steps away from his post, leaving his partner
alone by the door. He REACHES THROUGH THE BARS, grabs the
DRUNK by the shirt -

GUARD OFFICER 1
I don't give a shit, you wanna
live? We're doing our best -

Except - up ahead, coming out of the CEILING. . .a Pale Man.
One DROPS DOWN SILENTLY behind the GUARD, CUTS HIS THROAT,
spraying blood all over the DRUNK. He TAKES HIS GUN, and in

one fluid motion, just as the other Guard turns, he SHOOTS HIM in the head.

Silence.

The Pale Man walks over to the CONTROL PANEL on the wall.

He OPENS THE CELL DOORS. All of them.

PALE MAN
Do as thou wilt.

INT. ARLINGTON POLICE STATION - BRIEFING ROOM - CONTINUOUS

At the front of the room, FIVE PALE MEN surround the CHIEF, one holding him down by the shoulders, on his knees.

One of them KNEELS DOWN.

PALE MAN
We told your predecessors about us.
But not you.
(beat)
Do you know why that is?

He's readying a SYRINGE.

PALE MAN
Because you serve no purpose to us.
(beat)
The Doctor has no need of you.
(beat)
Let us show you what comes next. .
.

Just as he PLUNGES THE SYRINGE into the CHIEF'S EYE -

BLACK
LET HIM GO!

Black at the door! She FIRES A SHOT! They TURN in UNISON.

PALE MAN 2
The Detective.

The CHIEF is starting to SEIZE UP, CONVULSING IN THEIR ARMS.

BLACK
Don't. . .don't move.

The one in front SMILES.

PALE MAN 2
You are alone, woman. Completely,
entirely.

She FIRES, hitting the lead PALE MAN in the HEAD - he falls.
The other four take no notice.

PALE MAN 2

You have nothing.

The speaking Pale Man steps toward her, in the dark. He's inches away. She FIRES AGAIN, but - oh, shit. She's EMPTY.

PALE MAN 2

You don't even have bullets.

He tenderly grabs the barrel of the gun and moves it away.

PALE MAN 2

But The Doctor has use of you,
still.

(beat)

For a while.

He SMILES, begins CHUCKLING and walking toward her, WAVING HIS HAND in her face PLAYFULLY - she STUMBLES BACK, and as she TRIPS, FALLS on her ASS. .the LIGHTS COME BACK ON, all at once.

Black looks around, in panic. She's alone in the room, surrounded by CORPSES upon CORPSES. In a series of QUICK SHOTS, we see the extent of the damage, throughout the STATION. BLOOD like rivers, the walls JACKSON POLLOCK PAINTINGS.

There is only silence, in the BRIEFING ROOM. Then -

The CHIEF SITS UP, STANDS AND TURNS - LURCHING TOWARD HER, arms outstretched.

CHIEF

I. . .I. . .

He STOPS, grabbing his head. She watches.

BLACK

Chief --

All at once, he PUTS HIS GUN TO HIS TEMPLE -

CHIEF

I see.

- and SHOOTS HIMSELF.

Black is in COMPLETE shock, face spattered with blood - nothing else for it, she backs up against the wall and SLIDES OUT OF THE ROOM.

A beat.

INT. ARLINGTON POLICE STATION - CONTINUOUS

. . .as she RUNS FOR DEAR LIFE, through the GRAND GUIGNOL around her.

ERIC

(vo)

I've had this theory for years, see

-

INT. CHEMISTRY LAB - NIGHT

ANGLE ON

Paul's phone in the immediate foreground, on a table.
RINGING. It stops. RINGS AGAIN.

The RINGING stops, replaced by an EMERGENCY MESSAGE. We can't read it, because we're RACKING FOCUS to. . .the three in the background, in the room. Eric sits, fingers steepled in-front of his face. Lost in thought.

ERIC

- in the sixties, the CIA used LSD and other hallucinogens to try and induce telepathy. Remote viewing, they called it. For spying.

(beat)

Results were mixed. But the science was promising.

(beat)

I've spent the last four years - uh, extracurricurly, we'll say - trying to figure out what they were missing.

(beat)

Years and years and years, and - this might be the missing piece.

PAUL

That seems like a reach.

He looks back toward the room.

ERIC

You saw the same thing I did, right? Those images on the wall -

STEFANIE

You don't understand what this stuff does to people -

ERIC

No, I do. I get it.

(beat)

Look, you sell coke. You sell ecstasy. That shit can kill people if you take too much, right?

STEFANIE

Yeah.

ERIC

But, let's be real - we wouldn't have half the advancements that we do now if not for cocaine.

(beat)

It's how it's used. How it's taken
-

PAUL

Look, you're acting like this is just some normal drug, it isn't -

ERIC

It's not a drug. That's the thing.

(beat)

We don't even know what this thing is, experientially. That would help.

PAUL

. . .to what end?

STEFANIE

You're gonna love this.

ERIC

Communication. With everyone.

(beat; he points at the ceiling)

With everyone.

Paul looks up.

PAUL

. . .you mean like, aliens?

ERIC

For lack of a better term. . .yeah.

Paul looks at Stefanie, dubious.

PAUL

. . .oh.

Eric and Stefanie's pockets BUZZ. They pull out their phones - we see the EMERGENCY MESSAGE, on Stefanie's:

"TURN ON THE NEWS"

INT. UTA - COMMON AREA - NIGHT

ANGLE ON

A FLATSCREEN TV, hanging off the wall. We PULL BACK, as it TURNS ON.

The LOCAL NEWS. The POLICE STATION, up in flames. The SMOKE rises in A STRANGE CONFIGURATION. Firetrucks, pointlessly spraying the wreckage. TV ANCHOR in the background,

chattering in shock.

STEFANIE
Jesus Christ.

ERIC
What does this mean?

STEFANIE
It was them.

He looks at her. The TV suddenly goes completely BLACK. An EMERGENCY KLAXON blares. A MESSAGE begins to SCROLL PAST:

"THEY ARE ALL DEAD. EVERY POLICE
OFFICER IS NOW DEAD. YOUR CITY IS
FREE."

It disappears.

"THE DOCTOR BIDS YOU - DO AS THOU
WILT. THE TRUTH WILL COME IN TIME."

This, too, scrolls past. And suddenly, the NEWS RETURNS - except, the CAMERA is sideways, on the ground.

TV ANCHOR
(beat)
Lisa? Lisa are -

Eric CLICKS the screen off. The three of them stand in silence. Then - Paul's phone rings. He looks at Stefanie.

STEFANIE
Answer it.

He does.

PAUL
. . .hello?

A tense BEAT.

BLACK
(os)
Paul - where are you? It's Black,
we. . .we met the other day -

STEFANIE
Who is it?

PAUL
You're alive?

INT. BLACK'S CAR - (MOVING) - NIGHT

. . .as she SPEEDS through the streets, we can see the beginnings of what's to come. LOOTING. People RUNNING in the

street. We hear GUNSHOTS.

Her PHONE is ATTACHED to the dash, and she's talking on speaker. We can see that she is CLEARLY in COMPLETE SHOCK.

BLACK

Everyone is dead, Jesus. . .where
are you?

EXT. ARLINGTON - CONTINUOUS

. . .as BLACK SHOOTS through a RED LIGHT, and PULLS A SUDDEN LEFT, we PULL UP and UP and UP. . .to the sight of the CITY, as CHAOS begins to spread. We hear a cacaphony of SHOUTS, GUNSHOTS, SCREAMS, melding into the RISING TENSE NOTE on the soundtrack.

Embers from some unseen FIRE flick past us, swirling in a VERY FAMILIAR SHAPE. . .

INT. BLACK'S CAR - (MOVING) - NIGHT

. . .as she pulls into the COLLEGE PARKING LOT, eyes wide. She stops the car, breathing heavily.

EXT. UTA CAMPUS - NIGHT

BLACK walks, in a daze, through the rain toward the chemistry lab - gun out, dangling limply at her side. We PUSH IN.

At a SOUND, she turns - a GLIMPSE of white, rounding a CORNER. And ANOTHER, in the opposite direction.

She RAISES her gun, turning in a WIDE CIRCLE - we see. . .oh shit, she is SURROUNDED. The PALE MEN emerge, slowly, from the SHADOWS. AMBLING down the sides of BUILDINGS.

Black BACKS up, gun trained all the time on them as they advance. They don't seem to notice, but instead walk casually, even slowly toward her.

Oh shit, there's about twenty or thirty of them. Eyeless. THE HORDE, moving like ghosts through INKY BLACK.

BLACK

Stay back!

No response. She FIRES, HITTING ONE in the chest - who does nothing, except begin to LIMP, holding his hand to the wound.

Nothing else for it, BLACK fires WILDLY into the crowd - until CLICK CLICK her gun is empty.

Awkwardly, without taking her eyes off the PALE MEN, walking backward all the time, she attempts to RELOAD - but they advance steadily. . .until one of them, which we recognize as one of the pair that attacked Paul, calmly grabs the

BARREL of her gun.

Pin-drop quiet. She attempts to wrest it away from him, to no avail. They've surrounded her now, in a crescent -

PALE MAN

Run.

She BOOKS IT, in the opposite direction - toward the LAB.

INT. CHEMISTRY LAB - NIGHT

MOVING QUICK TOWARD the front door, as BLACK BANGS on the glass - and PAUL, STEFANIE and ERIC RUSH to answer.

She almost DIVES in, grasping PAUL by the arm, COLLAPSING, STUMBLING TO THE GROUND -

BLACK

Close the door, close it -

Stefanie does, and backs away from the door at the sight of the PALE MEN, waiting outside.

STEFANIE

Paul.

Paul looks up, seeing the CROWD. The one in the front, the shooter, motions to Paul. POINTING at him, and Stefanie.

We HOLD on that IMAGE, FADING INTO -

BLACK

They're dead. . .

BLACK.

BLACK

. . .they're all dead.
(beat)
God. . .god. . .

Her VOICE trails away, into the VOID. A BEAT. Two.

A hum on the soundtrack. A BLUE LIGHT fades into VIEW, and we're in -

INT. THE DOCTOR'S LAIR

We're again in that black and blue VOID, seeing the tall SHAPE of THE DOCTOR - as he wafts in and out of light, moving past us. For a brief moment, it almost seems as if we can make out the details of his face, but it's lost to us in shadow.

HE SPREADS HIS LONG, SPIDERY FINGERS.

THE DOCTOR

Now.

We PULL BACK from him, through the SHADOWS, to reveal - HUNDREDS of PALE MEN, marching through the SEWERS, heads and shoulders bowed, laden down with supplies.

In a MONTAGE of rising, METRONOMIC TENSION, we see a series of increasingly apocalyptic moments:

- The DELUGE of PALE MEN divert, going down different avenues in the SEWERS - some reaching for STEEL-RUNGED LADDERS, others continuing down toward STORM DRAINS.

- We see them EMERGE at various places around THE CITY, from STORM DRAINS and MANHOLE COVERS, coming "up from underground," and SPREAD OUT - hundreds of them. Their movements are rhythmic, almost choreographed - like some insane, psycho-spiritual Busby Berkeley number.

- A GROUP of them CONVERGE on a FIRE DEPARTMENT. Another on a HOSPITAL. . .

- A BUM sleeps on the side of the street. A SHADOW falls over him. He WAKES. A PALE MAN, in silhouette from the street-lamp. The Pale Man kneels down, and hands him a vial of the DRUG.

PALE MAN

Time to play.

- Another GROUP, much larger, CONVERGES on an 18-WHEELER DEPOT. We see them move AMONG THE TRUCKS, MURDERING the DRIVERS VIOLENTLY.

- The FIRE DEPARTMENT BURNS. The Pale Men EMERGE from the flames, and continue on. . .

- THE DOCTOR conducts their MOVEMENTS in his private place like a CONDUCTOR.

- At the 18 WHEELER DEPOT, The Pale Men load up the 18 WHEELERS with their cargo, among a sea of BODIES.

- Pale Men MARCH through the HOSPITAL, now shrouded in darkness. PEOPLE RUN hither and yon. THREE PALE MEN stop at the NEWBORN WARD. . .

- In CLOSE UP, we see the top of one of the 18 WHEELERS, the road rushing past beneath. And we begin PULLING OUT. . .revealing three more. And then three more, and so on. . .a LINE OF THEM, CRESTING all the WAY DOWN THE ROAD. Our OMNISCIENT CAMERA PANS, revealing their DESTINATION - A WATER RECLAMATION/FILTRATION FACILITY.

We HOLD ON IT as the 18 WHEELERS begin to CONVERGE on the FACILITY. . .and the LIGHTS begin to BLINK OUT.

BLACK.

The SOUND of labored breathing.

HARDCUT TO:

PAUL'S FACE

Beaded with sweat, lying back in THE CHAIR. He's stubbly, like Paul. We PULL BACK slowly. . .he opens his eyes, and looks to the left. There's an IV tube in each arm.

BLACK

(os)

Are you okay?

He nods.

ERIC

We're getting somewhere. Hit me again.

A small bead drops into the IV tube on the left. . .

ERIC

Just a . . .bit. . .just -

His EYES start FLUTTERING - he GRUNTS in pain. Then again, becoming -

EXT. PAUL'S GRANDMA'S HOUSE (FLASHBACK)

Screaming. Yelling. LOUIS races out the front door, with a Young Paul (5) in his arms. Behind him, Paul's MOTHER, a curly-haired woman of about 42, follows quickly behind - YELLING, trying to tug Paul out of his arms. An OLDER WOMAN, Grandma, follows even farther behind, slowly.

Paul is CRYING, loudly. He's frightened.

MOTHER

You can't take him! He's here with his grandma!

LOUIS

It's my weekend, woman -

MOTHER

It's not your weekend! You're drunk, Louis! Let him go, Louie or I swear to God -

(beat)

Louis, put him down!

(beat)

Darlene, come on -

GRANDMA

Louie B, you put him down, you give him back to his mamma -

Louis has come around to the passenger side of a big, rusty old TRUCK. He opens it - Paul's Mother tries to stand in front of him.

MOTHER

No! You're drunk, I'm not gonna -

LOUIS

Move, or I'll move you.

(beat)

Get the fuck out of the way.

A moment. A STARE-DOWN. Will he hit her? The sound of Paul crying breaks the tension - and he shoves the kid inside the truck, slamming the door and going around the other side.

MOTHER

You think I'm not gonna call the police?

He gets in.

LOUIS

Oh, fuck you, bitch!

He starts the TRUCK -

LOUIS

Call 'em, for all I care!

- and DRIVES OFF, leaving Mother and Grandma staring after him.

INT. LOUIS' TRUCK (FLASHBACK) (MOVING) - DAY

Paul in the passenger seat, CRYING his eyes out. A scared child. This is gonna leave a mark.

LOUIS

Hey, buddy. It's okay - it's. . .

(beat)

Hey.

(beat; shouting)

HEY, GODDAMMIT!

Paul stops crying, abruptly. Scared. Louis LAPSES back into kindly, loose tones -

LOUIS

Look, we gonna have a good time, alright? You're my boy and I love you, we're gonna - go up to Blockbuster, pick out some movies, get a pizza, cool buddy deal -

He reaches over, pats Young Paul on the chest, and starts laughing -

INT. LOUIS' APARTMENT (FLASHBACK) - NIGHT

ANGLE ON

Louis, sprawled out on the couch. Asleep. Snoring loudly. Bottle of WHISKEY dangling from his hand. On the coffee table, an open PIZZA BOX. Four or five Blockbuster tapes. A full ASHTRAY, shaped like a naked woman.

We PULL OUT, revealing. . .it's a different apartment. A two-story LOFT. Tiny, but nice. Messy. Dimly lit.

Young Paul sits in front of the television, watching - ERNEST GOES TO JAIL, a blank look on his face.

The screen blips, just for a micro-second, over Jim Varney's face ("go outside").

Paul, bored, gets up - goes to the SLIDING DOOR to the patio.

EXT. LOUIS' APARTMENT (FLASHBACK) - NIGHT

. . .as Paul exits, coming out onto the sparse landing. A couple of extended folding chairs. A cooler. Another lurid ashtray. A calender pinned up to the wall.

He goes to the railing, looking down and seeing -

A PALE MAN, emerging from the WOODS below. Half hidden in shadow. He looks up at Paul, who looks back at him curiously.

The Pale Man waves. Paul waves back.

The Pale Man holds up a finger, like a Magician going into a routine - which is an appropriate comparison - and pulls out a thin strip of paper, and a pencil. He writes something on it, looking comically at Paul every so often.

Behind him, imperceptibly, just peeking out through the trees - two more Pale Men have drifted into view.

He holds the piece of paper up, and then - it begins to DANCE UPWARDS, as if it was being tugged by strings, until -

Paul GRABS IT. Unfolds it. It reads: "DO YOU WANT TO BE HAPPY?"

He looks back down at the Pale Man, who BECKONS to him. "Come on!" There's something hypnotizing about it all.

Paul looks back, in a daze - begins to climb the railing -

Just as - LOUIS emerges onto the patio.

LOUIS

Paul, whatchu -
(beat)

Christ!

He YANKS Paul down, and looks over the railing - Paul lands on his ass. Louis grabs something from inside - a GUN.

He FIRES OFF THE BALCONY, into the woods!

LOUIS
STAY THE FUCK AWAY FROM MY KID!

. . .but they're gone. Louis sets the gun down, and goes to Paul.

LOUIS
Son. Son, you alright?

Paul takes a second - his eyes seem far away, at first, but then:

PAUL
I'm okay Daddy.

Louis HUGS HIM.

LOUIS
Listen, you ever see them again,
you run the opposite way, you
understand?
(beat)
Paul, goddammit - I'm talking to
you, son. You understand?

Paul nods.

PAUL
Who were they, Daddy?

ANGLE ON

Louis' knowing face. What he knows, though - he ain't telling.

MATCHCUT TO

INT. CHEMISTRY LAB - MORNING

PAUL's face. Present-day. Unshaven. Week-old stubble. He stares off at something. We PULL OUT, revealing - him and Stefanie, sharing a BLANKET on a COUCH. She's got her head on his shoulder, and she's SNORING loudly.

SUBTITLE
One Week Has Passed.

Slowly, awkwardly - he edges himself out, lays her down and stands up. His clothes look ruffled, unwashed. He looks around. A PACK of cigarettes on the floor.

He picks it up, opens it - three left. He pulls one out and lights it.

ERIC
(os)
Alright, so - look at this.

INT. CHEMISTRY LAB - TESTING ROOM - MORNING

ERIC and Detective BLACK look straight at us. He's got a towel wrapped around his shoulders, and he's absent-mindedly applying medical tape to one of his arms. They're looking at. . . a COMPUTER SCREEN. CHEMICAL READ-OUTS. Analysis. Pictures of "the gold stuff."

BLACK

I don't know what I'm looking at.

ERIC

That's the thing - neither do I.

(beat)

It's. . .the more I dig into it,
the weirder it gets.

BLACK

Have you slept at all?

ERIC

No. See, let me show you -

(analysis dialogue)

ERIC

Any of this have any kind of
relevance to you at all?

Black shrugs. Eric sighs.

ERIC

Of course not.

(beat)

It's funny. What do you know about
aliens, Black?

BLACK

Aliens?

ERIC

UFOs. UAPs. Little green men. The
greys.

BLACK

Well, can't say I put much stock in
the idea, personally.

ERIC

Mmm.

(beat)

I think I was. . .six or seven the
first time I saw them.

INT. UTA - CHEMISTRY LAB - MORNING

ERIC

(vo)

See, my brother had gotten stranded with his girlfriend on some little country road outside of town, and my mom had to go pick him up.

ANGLE ON

Stefanie, her eyes opening slowly. She sees - Paul, walking to the other side of the room to the sink.

She grabs her jacket off the floor, searches in the inside pockets - grabs a small baggie of coke. There's not a lot.

She takes out about even less, being careful not to dole out too much - a MICRO-BUMP. She SNIFFS IT BACK.

Yeah, that's the good shit. Now we're awake.

CUT TO

Paul, at the sink, filling a MEASURING CUP with water. He takes a sip. Looks down at the cup.

PAUL

That's weird.

CUT TO

INT. UTA - CHEMISTRY LAB - MORNING

ON ERIC

We're PUSHING IN very, very slowly - ala' SMOKE. Every so often, we see GLIMPSES of what he's describing.

ERIC

She couldn't find a babysitter on such short notice, so she brought me along. So, there we were, driving down this highway at night, must've been. . .ten or eleven. We're far outside of town, and I'm in the backseat.

(LITTLE ERIC's face, looking bored in the backseat)

ERIC

I look up, and I see. . .these THREE BRIGHT LIGHTS, perfectly keeping track with the car.

(LITTLE ERIC looks up, and sees the 3 LIGHTS - like a TRIANGLE in the sky, the points illuminated and the middle blacker than the surrounding night. . .floating soundlessly)

ERIC

Silent. Quiet. And in between the lights. . .the sky was dark, but this was darker. So I said -

(LITTLE ERIC taps his mom's seat -

LITTLE ERIC

Mommy, lookit!

ERIC'S MOM

Don't do that while I'm driving son, it's - oh, my lord.

She SLOWS the car.)

ERIC

She stopped the car. So had everyone else. There were twenty or thirty cars out there, and we all saw it. Weird thing was, the streetlights had all gone out.

He laughs.

(Little Eric and his Mom stand by the side of the road, her holding his hand tight, both of them looking up at THE TRIANGLE - behind them, on the PITCH-BLACK highway, other fellow travellers, watching the lights, shocked -

ERIC

(vo)

So, we're all just standing in the dark, watching this triangle float through the air, when suddenly -)

Back to ERIC. He MOTIONS with his hand.

ERIC

It SHOT OFF - just ZOOMED right the fuck out of there. Gone.

(beat)

This turned lil' Eric into a lil' conspiracy nut, the older I got. You don't ever forget something like that. Read everything I could - all the rumors, the books. SERPO. Project Blue Book. I didn't even know if what I'd seen was real or a dream or. . .you know, what. Until I saw this.

He PULLS OUT HIS PHONE, scrolls through for a second, and pulls Black's chair over - on the screen is Art Bell's painting of the UFO he and his wife saw: a triangle with lights at each end.

ERIC

That's Art Bell's painting - he's a hero of mine, you know. That's the UFO he saw that pulled him down the rabbit hole. The exact same one I saw. It was real.

He settles back in his seat. Black is interested, but not sure where this is going.

ERIC

Later, I found out about MKULTRA. I think I was in high school - you know the type. Precocious, angry little nerd, making bombs out of household chemicals with his friends in the woods in his spare time - except mine actually worked. You know about MKULTRA?

She nods.

BLACK

A. . . little? That's mind control, right?

ERIC

Mind control, telepathy. Remote viewing, though - that's the big one.

(beat)

CIA program to induce these abilities through the use of psychotropics - now, the stated purpose was for defense, sure. Spy on the Chinese, or the Russians, or whoever. But I can figure what the real engine was -

BLACK

What?

ERIC

To contact "them." Buuuut, maybe I'm biased.

(beat)

In any case, I read their science. Lot of interesting results, but nothing permanent. It worked, but not long term. It was missing something.

He PUMPS HIS CHEST, points comically to himself.

ERIC

This guy. This guy, right here.

BLACK

Real high opinion of yourself, huh kid?

ERIC

Sure. But I can back it up.

He LAUGHS, spins around - grabs A VIAL of the drug.

ERIC

. . .and this. This is the missing puzzle piece.

BLACK

How do you know?

ERIC

Trust me, I know.

(beat)

Not firsthand, well - not then - but from Stefanie in there. I met her when she was in school. She asked me to cook up some acid for her on the side, I said what the hell, extra money. Eventually, I started hearing rumors about this stuff. Doesn't seem to have a name, but people who use it talk about it like it's LSD and DMT rolled up into one. So, I asked Stef to put some feelers out.

(beat)

Eventually, she starts selling - and shit got real weird. She never saw the suppliers, just briefcases of the shit around town. She had a frankly obscene cut of the money, so they weren't after the usual stuff, whoever they were. People started acting real weird, real fast - and, you know the rest.

BLACK

What about the other guy? You know him?

ERIC

Paul? No. Before this, never seen him before in my life.

(beat)

We know now a little bit of what the users are seeing - we can piece it together, but there's something else in the drug. Something hidden - but I can't find out what. Every other drug, you can tear apart. It's chemistry, but this - it just is. You follow me?

BLACK

Sure. No. Wait, what are they seeing?

ERIC

You don't know? After all this, you don't know? I'll get to it. I'll show you.

BLACK

This is a lot of shit. Aliens to mind control to. . .this. The Doctor.

ERIC

That's how it always is, right? Disparate elements collating, one on top of the other until. . .

He gets up, his back to her, begins prepping a demonstration

-

ERIC

you stand back, and all is revealed.

INT. UTA - COMMON AREA - DAY

Paul and Stefanie, walking down deserted, dessicated corridors. Water trickles, somewhere. Stefanie has her gun out. They're alarmed - jumpy.

INT. UTA - CAFETERIA - KITCHEN - DAY

The light is dingy. It's a MESS. Flies BUZZ.

Paul and Stefanie stalk forward. They talk in a low buzz.

PAUL

. . .it's gonna be slim-pickin's this time. We're about down to the wire, here.

(beat)

You'd think a goddamn university would have more than a week's worth.

STEFANIE

Yeah, you'd think. Maybe they pissed off someone at Sysco.

They both CHUCKLE, a little.

EXT. HIGHWAY - DAY

WIDE SHOT of the same highway as before, now TRANSFORMED. Dessicated. CARS deserted, stretching off into the distance.

We PUSH IN, achieving - the BLOCKADE. One of many.
Underneath a DESTROYED BRIDGE - cars, vehicles PILED UP
HIGH. A PALE MAN sitting cross-legged on top, zen-like.

. . .and, zig-zagged across the white line, a SYSCO
EIGHTEEN-WHEELER. Driver-side door open. In silhouette, just
out of our field of vision, the DRIVER's body lies back
against the seat. . .destroyed.

A bird crows somewhere, laconically.

INT. UTA - CAFETERIA - KITCHEN - DAY

ANGLE ON

A big metal FREEZER DOOR, labelled "meat and dairy."
Stefanie YANKS ON IT, but stops and turns - to Paul, at the
other side of the KITCHEN, searching through the prep area.

STEFANIE

Ay, yo -

He turns -

STEFANIE

Watch the door.

PAUL

Got it.

STEFANIE

Seriously, don't let it shut on me
this time - I hate it.

PAUL

I won't, I won't - you're good, go
'head.

She PULLS IT OPEN, revealing -

A WALK-IN freezer, and at the end of it, a BODY HANGING DOWN
between two collapsed shelves, head slung low, surrounded by
fallen food and spilled sauce.

. . .but, tellingly, no plume of ice-fog.

The SMELL HITS HER.

STEFANIE

Fuck. Goddammit.

(beat)

Hey, it's no good.

Paul has SCROUNGED UP some bread from the OVEN.

PAUL

What?

STEFANIE

I don't think the power came back
on for this one after the last
blackout.

PAUL

What about the other one?

CUT TO

ANGLE ON

A freezer door opening from the inside, revealing Paul -
throwing light on. . .spoiled vegetables and fruit.

STEFANIE

Well, this is fucked.

INT. CHEMISTRY LAB - TESTING ROOM - DAY

Eric, standing in front of a HEATING APPARATUS, turns to
Black. They're both wearing GLOVES and SAFETY GOGGLES.

ERIC

. . .now, watch this.

He TURNS IT ON. The DRUG, in it's container. We PUSH IN, as
a reaction begins - bubbling, at first. Colors, shifting.

He turns the HEAT UP. The GLASS begins to CRACK. Hairlines
at first.

ERIC

. . .we should probably step back.
It's gonna get weird.

BLACK

Maybe you should turn the heat down

-

ERIC

No, we want it to get weird.

He waits, his fingers dancing antsily - and then, all at
once, cranks the heat dial as high as it'll go and pulls
Black back.

In no time, the GLASS EXPLODES - and reveals once again that
SHIMMERING, WEIRD DISPLAY we saw before. IMAGES thrown all
over the wall, a hazy mirage of past and present.

BLACK

Jesus Christ.

(beat)

Jesus Christ. . .

She spots something, on the wall - an image of herself,
flitting by, becoming a BIRD, becoming a destroyed BODY,
becoming a terrifying, familiar FACE. . .all in a moment.

BLACK

That was me. What am I. . .what am I doing there?

(beat; panic building)

Eric, what am I doing there?

(beat)

What is this? What the fuck is this? How is this possible? It's insane.

He GRASPS her by the arm.

ERIC

Hey, it's okay. It's okay. Deep breath.

A moment. She BREATHES.

ERIC

It is insane. It's . . .I don't think there are words for any of this. It is. It's all insane. Look at me.

She looks at him. A beat.

ERIC

You know what else is insane?

(beat)

I think I'm beginning to understand it's logic. I'm not there yet, but I'm getting there.

(beat)

Look at it. Remote viewing. Here. In this stuff. You, me. Everyone.

A moment. She NODS. He steps back, becoming illuminated by the light. She remains in SHADOW.

ERIC

Come on.

She walks forward, uncertainly. He turns, points to a travelling display of images over the wall -

ERIC

People were putting this in their goddamn brains. You know what they were saying?

(beat)

"You can see everything." "See the truth." Sounds like moonie cult-speak, and yet - here it is. Independent of any specific user, in front of us. Past. Present.

(beat)

Future?

(MORE)

ERIC (cont'd)

(beat)

But it's unfocused, you see. Same thing the users experienced - too much all at once.

(beat)

Users describe hearing a voice - The Doctor's voice. . .telling them what they're seeing, and why. Controlled chaos. That's unfortunate.

He turns around, becomes lost for a moment in thought.

ERIC

Can't have that, Doctor. You don't own the truth, Beezlebub.

BLACK

. . .what did you see?

A beat.

ERIC

Come here, check this out.

BLACK

Wait a second, we've been running these tests for days.

(beat)

What did YOU see, Eric?

He thinks.

ERIC

. . .well, we only used a tiny drop. Probably not the best control. Safest, though.

(beat)

It was like. . .watching a hundred movies, on fast forward, all at once. And then a hundred more.

BLACK

Movies of what?

ERIC

Nothing good.

He leads her over to another CHEMICAL DISPLAY. A similar set-up, except this one has two different chemicals -

BLACK

Did you hear his - I mean The Doctor's - voice?

ERIC

No. Maybe the sample was too small.
Or maybe. . .it's this.

BLACK

What am I looking at, exactly?

ERIC

The one on the right is our drug.
The one on the left is. . . my
life's work. The stuff in the other
tube. Everything you were just
pumping into me.

BLACK

What is it?

ERIC

A perfectly balanced mixture of
psilositybin, LSD, DMT, Ketamine and
various pharmaceuticals.

She looks at him.

ERIC

Completely legal. Promise. This is
what I've been working on since I
was a young buck. I call it "third
eye."

(beat)

And right now, we're gonna take
what just happened inside me. .
.and we're gonna watch it, right
here. We're gonna see if I'm right.

BLACK

About what?

ERIC

About whether or not I'm as smart
as I think I am.

He turns on the APPARATUS, and the two CHEMICALS begin to
MIX, and to heat, and while it heats -

ERIC

See, my "third eye" is my own
little remote viewing passion
project - not just for aliens. You
think about it for therapy. For
depression.

(beat)

Communication.

Suddenly - the REACTION BURSTS IN A DAZZLING DISPLAY OF
COLOR. . .resolving into. . .a calmer, easier MIRAGE on the
wall, of . . .the TOWN from a BIRD'S EYE, far up. A beat.
It's STABLE.

ERIC smiles, as BIRDS FLY BY.

ERIC
I'll be. . .I'll be goddamn.

He NUDGES HER, starts LAUGHING - big belly laughs.

ERIC
You think about this - this was
happening IN. MY. BRAIN. My
whole-ass brain, you get me? All
this? No trick or a magical act.
(beat)
I didn't think that was gonna work,
honestly - this is more guessing
than anything, and the sample size
is a little bigger for both, and -

Wait a second. A SHADOW FALLS over the TOWN, behind him. He
turns, watching -

ERIC
That's interesting -

And suddenly. . .it loses STABILITY, quickly becoming VISUAL
CHAOS. Violence.

ERIC
GODDAMMIT! Fuckin'. . .

BLACK
I can't fucking look at that -

They turn.

ERIC
It's still missing something.

BLACK
What?

Perfect timing. Stefanie and Paul enter, her RUBBING HER
NOSE, and take a beat to register the EXPLOSIONS OVER THE
WALL. . .

STEFANIE
We're out of food.

ERIC
What?

PAUL
It's all gone bad.

He looks back at the WALL. A thought.

ERIC
Of course it has.

PAUL

We gotta go, y'all. We gotta find something somewhere, if we can.

BLACK

You mean. . .go out there?

PAUL

Gotta be done, unless you're up for eating stray dogs and rats.

ERIC

I can't just leave this -

STEFANIE

Two hours, man. We'll be quick. Otherwise, we starve. You get me?

He looks back at the wall -

PAUL

Come on, man. Let's go!

EXT. ARLINGTON - DAY

From a BIRD'S EYE, we follow. . .Black's car, as it manuevers out of the UTA PARKING LOT, onto the road.

INT. BLACK'S CAR - (MOVING) - DAY

Stefanie's in the passenger seat. Paul and Eric in the back. They drive in silence, watching the road. Stefanie smokes, hand hanging lazily out the window.

The road seems. . .relatively untouched. Empty, even. Quiet.

ERIC

Doesn't look that bad, actually.

Up ahead, the TRAFFIC LIGHTS are blinking red. Black turns right.

Paul looks out at the street. Suddenly, the car JERKS to a STOP.

STEFANIE

Jesus.

Paul breaks out of his reverie - him and Eric crane to look.

We see - CARS strewn across the road, doors open and windows broken. A LINE of bodies, on the PAVEMENT. About 10 or 12. Lying FACE UP. White cloths cover their faces, bloody stains where the eyes would be and a third eye HASTILY DRAWN on their foreheads. Their hands and feet are BOUND. The one in the middle is CHARRED, burned to a HUSK. There is writing we can't make out around them, and some strange type of FETISHES.

EXT. ARLINGTON - CONTINUOUS

From a Bird's Eye, we see Black redirect the car around the ATROCITY, and zoom off - and, what's more, we can make out the writing:

WELCOME TO A NEW WORLD

INT. BLACK'S CAR - (MOVING) - DAY

Stefanie searches the skies.

STEFANIE

I don't understand how no one's
come to help yet.

BLACK

What would they do?

Paul, watching the road - sees. . .HOMELESS PEOPLE, walking slowly in a PROCESSION along the side of the road, heads bowed, eyes haphazardly BANDAGED. Every so often, they lift their hands SKYWARD, in a strange DANCE. The one at the front carries a LARGE KNIFE.

EXT. ARLINGTON - CONTINUOUS

We CRANE DOWN slowly, as Black car pulls up across the street - SMOKE flitting across in the foreground, obscuring our vision.

INT. BLACK'S CAR - CONTINUOUS

All four are staring, distraught, at what's off-screen.

PAUL

There's your answer.

EXT. ARLINGTON - CONTINUOUS

As the four get out, we see - A SUPERMARKET, across the street. CHAOS swept through here, a while back. Now the WIND sweeps through it, rustling the detritus.

ARMY and NATIONAL GUARD VEHICLES strewn all over the road, a VAN turned on it's side, windshield SHATTERED. Signs of a SKIRMISH that spilled out into the main street. ARMY BOYS, face down in the road, in various states of "we shouldn't be seeing this," guns here and there - dried BLOOD everywhere.

The four walk past, edgy - staring at the strangely COMPOSED DESTRUCTION. Black isn't having a good time of it at all - her eyes flit nervously, and she's breathing a bit too hard.

She stops.

BLACK

I don't. . .I don't think this is it. It's not a good idea, it's not -

(beat)

We need to get out of here. There are others, what if they're still -

ERIC

They're all gonna be like this. I guarantee it.

Paul and Stefanie look at each other.

STEFANIE

Say man, weren't you a cop? Where are your balls?

BLACK

Hey, fuck you junkie, alright?

(beat)

You lost your boyfriend. That sucks. I. . .everyone died. I couldn't help anyone.

(beat)

You know what that's like?

STEFANIE

More than you'd probably think.

Black starts talking, getting more and more frantic, a PANIC ATTACK BUILDING. . .

BLACK

They just. . .just swept through and they came in like nothing, and no one could stop them and they killed my friends and they left me, and I shot them but they kept coming and coming and they had no eyes, they took their eyes. . .why do they take their eyes?

(beat)

GODDAMMIT!

(beat; to Paul and Stefanie)

You know what's fucked up? We were coming to get you two little motherfuckers, right before - see what you knew about all this.

(beat)

Turns out the answer is - nothing. They died for nothing! You're just a fuckin' sadsack, and you're a cheap fucking drug dealer junkie - and you don't even know what you're caught up in.

Stefanie REARS UP.

STEFANIE

Bitch, I don't care what you're going through, I will slap the shit outchu -

Paul HOLDS her arms -

PAUL

Hold on, hold on.

STEFANIE

Man, let go of me - I'm tellin' you. . .

PAUL

(soto)

Not you too. Just. . .fuckin'. . .hang on.

He inclines his head back, as -

Black sits down, puts her face in her hands. A SOB. A beat. Eric kneels down to her. Talks to her, but we can't hear.

STEFANIE

Swear, man. I'm getting tired of that shit.

PAUL

She's afraid. We should be afraid too.

STEFANIE

I mean, I am.

Imperceptibly, he squeezes her hand a little.

PAUL

I. . .uh, I don't really know. . .what I feel right now.

(beat)

You know, it's been a week since I had a drink?

STEFANIE

(distracted)

Yeah, that's great, Paul.

Stefanie looks back at Eric and Black, talking - her eyes go to the road, roving corners. Paul lights a cigarette - behind him, strangely. . .the SKY CHANGES COLORS, and RIPPLES for a micro-second.

He pauses, and looks up. Nothing.

ANGLE on ERIC and BLACK

ERIC
 We'll try another one, okay?
 (beat)
 But that's gotta be it.

They get up. Black takes a beat to COMPOSE herself. Turns to Paul and Stefanie.

BLACK
 I'm. . .I'm sorry. I'm not. . .I'm
 not doing too well.

Paul nods. Stefanie. . .acknowledges.

STEFANIE
 It's cool.

BLACK
 We should. . .uhm, we should take
 these guns, bullets. Good to have,
 you never know.

ANGLE ON

Paul, picking up a CARBINE RIFLE - gingerly. He's never held one before. Examining it. In the background, the other three are roving, doing the same.

He PULLS the CARTRIDGE OUT. Empty.

He throws the gun down, finds another - does the same, except. . .this one also has no trigger.

STEFANIE
 (os; to everyone)
 Hey! These don't have any firing
 pins!

HARDCUT TO:

INT. BLACK'S CAR - CONTINUOUS

ANGLE ON THE FOUR

Clearly in various states of "shook." Especially Black.

Chanting building in the background, and we see - we're coming down Main Street, the Arlington Public Library on the left. There is a CROWD of sixty or seventy PEOPLE on the front steps, PROSTRATING.

Black slows the car as a few stragglers pass in front of the car - blood-stained, shaggy haired, Manson-eyed - looking in and smiling, waving at them before hurrying to join.

Then, she presses the gas, and ZOOMS off.

EXT. ARLINGTON - CONTINUOUS

. . .as Black's car zips down the road, we PAN UP from the friendly stragglers, revealing the crowd on the Library steps, rhythmically MOVING. At the head of the group, sitting CROSS-LEGGED, a PALE MAN.

The BUILDING is on FIRE. Smoke pours out the windows, past bodies slung over broken glass, and inside the front doors, an INFERNO rages. The message is plainly apparent: No other sources of "truth."

We PUSH IN, following the stragglers as they take their place on their knees among the others. Someone hands them an EYE-DROPPER, which they take eagerly, and we leave them behind, weaving upwards through the other Fellow Travellers and Moonies of all types and stripes -

- coming finally to a LOW ANGLE of the PALE MAN, seeing but not looking, ANGLED just so that the FIRE inside the building seems to be coming out of his head.

The CROWD raises their hands, in UNISON - a FINAL CHANT goes up --

HARD MATCHCUT TO

EXT. TOM THUMB - PARKING LOT - DAY

. . .and A HORRIFYING SITE, set against the now-dull logo of the store. Bodies of Policemen, Army, National Guardsmen, heads covered, POSED and CRAFTED into an unrecognizable, impossible SHAPE. It's massive. GHOULISH. Trinkets and fetishes hang off of them. It almost looks like it defies gravity. Couldn't be, right?

Down below, Black THROWS UP while Eric stares up at THE THING impassively. Curiously.

ERIC

Now, how did they even accomplish
this one?

He turns to Black, who's wiping her mouth, and helps her up.

ERIC

You good?

She nods.

BLACK

Let's go.

They turn, following Paul and Stefanie, some ways off.

ANGLE ON

Paul and Stefanie from the front.

PAUL
She's getting worse.

STEFANIE
Heh. Sorry 'bout yer luck.

Paul looks at her.

PAUL
He got you saying that too, huh?

She smiles IMPISHLY.

INT. TOM THUMB - DAY

Trashed and looted; dark. You can smell the rotten, decaying food. We PAN OVER the aisles, slowly - soaking in the decay and the mildew.

And then, incongruously. . . a SHOPPING CART rolls into frame, being pushed by Paul, Stefanie beside him. He stops - grabs a dented can of LENTILS off the mostly bare shelf.

PAUL
Beans.

He tosses it in the cart, and continues on - down toward the end of the aisle, a RED EMERGENCY LIGHT is BLINKING for no one.

PAUL
. . .so how was the old man, before he died?

STEFANIE
Louis? He was. . .he was sick. Really sick.

PAUL
Mmm.

STEFANIE
He asked about you all the time, though.

PAUL
That's surprising.

STEFANIE
He missed you.

PAUL
That's. . .unlikely.
(beat)
I ain't heard from him since I was fifteen.

STEFANIE
He said you abandoned him.

PAUL

Of course he did. Look, let me tell
you something about Louis Flanagan

-

There's a sudden noise - a BANGING. Stuff falling off
shelves.

CUT TO

IN ANOTHER AISLE

Black and Eric look up from their own shopping cart
excursion.

BLACK

(startled)

Jesus -

ERIC

Hold on. Stay calm -

He EDGES out to the end of the aisle, and looks toward the
direction of the noise - and sees:

A PACK OF WILD DOGS. Ten of them. Big ones.

ERIC

It's dogs.

STEFANIE

(sotto)

Hey!

He turns, waves in acknowledgement and turns back to the
dogs - a tense moment as. . .one of them turns, sees Eric.
Stares, eyes hidden in shadow. SLAVERING. Growling. And then
-

- starts BARKING. It sounds like something dredged up from a
nightmare.

ERIC

Oh, fuck.

The other dogs turn, and begin to approach. As they come
into the light we see. . .they HAVE NO EYES.

Pin-drop quiet.

Stefanie and Paul back up, toward THE COOLERS - doors ripped
off, but the lights still on inside. Stefanie RAISES her
gun, and across the way, with a nod of acknowledgement,
Black does the same. . .

- unseen, behind them: a HAND reaches out, and another, and
another, GRABBING PAUL! He SCREAMS, shattering the
stillness!

The DOGS BOLT toward them! Stefanie and Black FIRE, taking one down! She turns, grabs PAUL and PULLS, but the arms are gripped tight. . .Black keeps FIRING, and Eric takes quick cover, RUSHING to her to help!

Stefanie AIMS the GUN into the dark, toward the FIGURE in the storage area, FIRES! THREE SHOTS!

The HANDS relent, and the three of them COLLAPSE to the linoleum, right into the path of the DOGS, fast-approaching, Stefanie trying to aim, Black firing in vain as a subset of them GO STRAIGHT FOR HER, and JUUUUUUUST as they're all about to get their faces ripped off -

VOICE

Stop.

It rings out in the empty space - and all the dogs, uniformly and in one movement, SIT calmly. Unnaturally calm. Breathing in UNISON. Inches from Paul's face.

In her aisle, Black nervously backs away, scooting back on her ass.

Eric looks around - and out of the back of the MARKET, in a procession, emerges a PALE MAN, followed by a gaggle of types - old and young, all with their faces BLINDFOLDED.

The three of them slowly get up. Paul and Stefanie see - it's one of the Pale Men from way back.

This is looking real DIRE, folks.

PALE MAN

The thieves. You remember me.

(beat)

And the Scientist. We've heard of you.

(beat)

You're still running. You haven't realized.

(beat)

You still haven't seen what The Doctor has to show you. Even now.

(beat)

He hasn't forgotten what you took from him. But he doesn't need it anymore.

Meanwhile, Black in the back (ha ha) is aiming her gun at the Pale Man. . .

PALE MAN

Do you know why?

BLAM! The PALE MAN falls!

STEFANIE

Run.

All four BOOK IT! The dogs give CHASE! The Followers turn, and begin to walk casually after them. . .

. . .the front EXIT of the STORE looms! They so close!

EXT. TOM THUMB - PARKING LOT - DAY

BOOM! CRANING UP from their heels as the DOGS SNAP at them. Out into the sunlight - and back toward the CAR. RUSHING to get in, except - Stefanie stops, looking back at the store, WHERE --

- the DOGS WAIT, in formation. And behind them, THE FOLLOWERS. Emerging from the darkness - The Pale Man.

He looks at them with his eyeloss sockets, cocking his head - and HOLDS UP a CLOSED PALM. Slowly, he smiles and OPENS IT - and A SINGLE UNIMPACTED BULLET falls out of it, clattering to the ground.

BLACK's mouth is agape with horror -

ERIC

Go!

CUT TO

The last DOOR SLAMS, and the WHEELS SQUEEL as they GET THE HELL OUT OF DODGE. We CRANE UP from their car to achieve in the foreground. . .the SCULPTURAL ABOMINATION, the TRINKETS tinkling ironically like wind chimes. . .

INT. BLACK'S CAR - CONTINUOUS

STEFANIE DRIVING HARD. Black in the backseat, loading her gun, breathing nervously. Paul keeping watch in the passenger seat.

ERIC

They're everywhere.

PAUL

Me and Stefanie knew that one, back there.

ERIC

What do you mean?

STEFANIE

We ran into him the night all this started.

ERIC

That's. . .that's impossible. The same one? What are the chances of -

(beat)

Wait a minute.

Something HITS him. In spite of everything, he smiles.
Meanwhile, Paul notices something in the side-mirror. . .

A CAR APPROACHING FAST from the side. PALE MEN inside.
STEFANIE sees it - and DIVERTS down a side-street, too
quick. Everyone is FLUNG topsy. But the CAR keeps pace. . .

EXT. ARLINGTON - CONTINUOUS

. . .joined by another on the left, and on the right. Black
SHOOTS, taking out the passenger of the one on the right,
his throat EXPLODING, but the CAR is undeterred. The DRIVER
looks at her, emotionlessly.

Stefanie nervously EYES them as they TRADE PLACES, DANCING
AROUND HER. She waits a SECOND, biding time - the sound of
ENGINES and WHEELS on TARMAC. . .

- and then SIDESWIPES one of them, knocking it into another.
TIRES SQUEEL as they SLIDE to an awkward stop. . .but the
one on the right is still keeping PACE.

ERIC

It's a trap. It's always been a
trap. Don't you get it?

(beat)

They knew exactly where we'd go.

Where we'd run -

(beat)

I think I know what the drug does.

Suddenly, the BACK WINDOWS SHATTER, INEXPLICABLY. Stefanie
can't TURN the WHEEL - no matter how hard she urges it, it's
got a mind of it's own -

STEFANIE

HOW THE FUCK - how are they doing
this?! It's impossible!

(a look from Eric, in spite of his visible fear)

Paul TRIES to help, but to no avail.

- and now, the two other cars have returned, so they've not
gained a single bit of ground. And the CAR is DRIVING
ITSELF. What's more. . .it's CHANGING COURSE.

STEFANIE

Jesus Christ. Jesus Christ. Jesus
Christ -

PAUL

Everyone, strap in! Now!

SEATBELTS, EVERYONE.

They all brace for impact, and Stefanie grabs Paul's hand -

ERIC

Oh god.

As whatever unholy power is motivating the car sends them CRASHING into a BRICK WALL, knocking over a FIRE HYDRANT.

EXT. ARLINGTON - CONTINUOUS

A quiet moment, a tableaux. The CRASHED CAR, engine hissing. The FIRE HYDRANT ERUPTS.

In WIDE, we see. . .the three cars STOP, and their drivers emerge. The Pale Men. Slowly, casually - they approach.

INT. BLACK'S CAR - CONTINUOUS

Paul is fumbling with Stefanie's seatbelt, looking out the back window at the Pale Men approaching - Eric and Black are trying to get their doors open -

EXT. ARLINGTON - CONTINUOUS

. . .as the four TUMBLE out, worse for wear. They've just been in a serious collision, after all. Black rests on Eric's shoulder, and Stefanie's face is bruising up.

No time to recuperate, though. Stefanie pulls out her GUN and takes AIM - blood in her eyes - FIRES!

. . .AND MISSES! The Pale Men keep coming.

PAUL

Fuck it, just - run!

He PULLS HER - and they take off, down the sidewalk.

The Pale Men watch them go.

EXT. ARLINGTON - ELSEWHERE - CONTINUOUS

. . .as the four break for an ALLEY -

PAUL

We can cut over to Cooper -

STEFANIE

What the fuck's on Cooper?

PAUL

I don't know, just keep moving!

- there's light at the end of the alley. Can they make it?

A WINDOW SHATTERS, above them! They HIT THE WALL.

Eric looks up. Anyone on the roof?

Another WINDOW EXPLODES! And ANOTHER!

ERIC

Just go!

They BOOK IT, out into the open air - as, behind them, the building's front WINDOWS all EXPLODE. . .and the brick facade BEGINS to COLLAPSE!

ERIC

Jesus. . .Jesus - how are they. . .

BLACK

. . .oh my god.

The four of them turn.

All up and down COOPER STREET, a blindfolded BODY hangs, swinging from every street lamp.

And behind them, coming down the middle of the road. . .THE PALE MEN.

PAUL

Go!

They MOVE, running for dear life - and, as they do. . .CAR WINDOWS, BUILDING STORE-FRONTs, street-lamp BULBS, every available source of GLASS EXPLODES around them, SHOWERING THEM in shards that seem to fall a little too SLOWLY. . .

. . .behind them, a GREAT, OMINOUS RENDING: the VERY ROAD itself BURSTS up, in a completely FLAT WALL of CONCRETE, sending cars tumbling - ERIC falls FLAT on his face, this CLOSE to being overtaken by the encroaching tarmac - before PAUL pulls him up. A moment of acknowledgement between the two. He turns to Stefanie -

PAUL

We gotta hotwire - one of these -
any of them -

- he searches. . .a BEAT-UP old PICKUP TRUCK, far off.

PAUL

Right here! Come on!

INT. PICKUP TRUCK - CONTINUOUS

. . .as Stefanie UNLOCKS it, gets in the driver's seat - but, wait:

ERIC

Hang on, let me.

He SLIDES IN, pulls out his KEYS and quickly undoes the steering column casing, taking to the individual pieces like the scientist he is -

- the other three RUN around to the OTHER SIDE, PILING IN -

- except Eric's having some issues. The wires are sparking, and he's pressing the gas - but it's not taking.

BLACK

Is it shorted?

ERIC

No.

BLACK leans over - in the background, through the windshield. . .something RISES INTO THE AIR. Stefanie and Paul see:

- a BLINDFOLDED CORPSE, hanging limp and RAGDOLL. MOVING CLOSER to the TRUCK. . .

Suddenly, eerily, it's ARMS SPREAD. It's head LOLLS -

- and then, it begins to. . .well, the only way to put it is that it DISASSEMBLES. BLOOD begins to POUR out of every orifice, hanging impossibly in a CLOUD around it. SKIN rips, revealing MUSCLE, distending and disconnecting from the bone. ORGANS floating freely, Lines of NERVE, DANCING around the rest. . .

STEFANIE

JESUS FUCKING CHRIST, COME ON!

. . .the MESS in the AIR begins to ROTATE, elements spinning and expanding outward, around the OPEN SKULL.

And, all at once, THE ENGINE COMES TO LIFE. Eric PUNCHES IT - the TRUCK ZOOMS under the ATROCITY, which is now beginning to resemble the DOCTOR'S SYMBOL, floating ethereally in the air - a BLOT against the GREY SKY, rotating lazily.

ERIC

I . . .I don't understand, I don't.
 . .it's science, it's all science.
 Has to be.

He almost hits a stationary TRUCK. As it is, he has to SLALOM around the DEAD TRAFFIC.

Behind them, Stefanie and Paul see - the ATROCITY is still lazily approaching, followed by. . .The Pale Men, floating close behind.

PAUL

Drive faster.

ERIC

Why?

PAUL

Don't ask why, just drive faster!

The HIGHWAY is coming up, and on the left of the road, the GLEAMING DIAMOND STRUCTURE of THE PARKS MALL.

Except - there's a BLOCKADE across the road. Trucks, MEN and WOMEN gathered around with guns.

CUT TO

ON THE BACK OF A TRUCK

One of the MEN, his face covered by a tied-up t-shirt, points at the TRUCK approaching, starts yelling. . .he HOPS off the truck-bed, and marches forward as the others stand at attention -

EXT. ARLINGTON - ELSEWHERE - CONTINUOUS

FROM ABOVE, the TRUCK races toward the BLOCKADE. . .as the shadow of The Atrocity engulfs the frame, and it lowers into view, ephemerally gliding like some sort of forgotten undersea creature. . .a chunk of it falls off -

INT. PICKUP TRUCK - CONTINUOUS

. . .HITTING THE ROOF of the truck. PLUNK. Stefanie PUTS ON THE GAS as The Atrocity gets ever closer. PAUL grips the hand-guard.

The BLOCKADE is coming up quick. They've got their GUNS out, and they're YELLING.

The ROAD ahead, suddenly littered with BITS and PIECES. . .

What do you do, Stefanie?

EXT. ARLINGTON - ELSEWHERE - CONTINUOUS

. . .as the BLOCKADE GUARD holds up his hand, yelling inaudibly, we see:

The TRUCK, coming FAST, followed by the RAPIDLY DISINTEGRATING ATROCITY, which is FLECKING OFF in PIECES all over the road like HAIL FROM HELL.

She's not SLOWING DOWN. A BULLET WHIZZES PAST from behind him, hitting the FENDER of the truck, just as:

THE ATROCITY, disintegrating now like a METEORITE -

INT. PICKUP TRUCK - CONTINUOUS

. . .Stefanie, split second, PULLS THE BREAKS - SWERVING THE TRUCK -

EXT. ARLINGTON - ELSEWHERE - CONTINUOUS

- into a WIDE-ANGLE STOP. A moment of relative CALM. Breath.

INT. PICKUP TRUCK - CONTINUOUS

KA CHUNK! The DISTENDED SKULL of the ATROCITY IMPLANTS ITSELF RIGHT THROUGH THE WINDSHIELD.

PAUL
 (breathless)
 Christ.

His door is YANKED OPEN, and he's PULLED OUT -

EXT. ARLINGTON - ELSEWHERE - CONTINUOUS

- into the arms of the surrounding Guard, as are the other three in quick succession. Eric follows Paul.

GUARD ONE
 Who are you?!

PAUL
 Survivors! Who're you?

On the other side of the truck, Stefanie has her hands up and is followed by Black -

BLACK
 I'm a police officer. Look -

PAUL
 (os)
 Shoot them!

PAUL is pointing up into the sky, where the PALE MEN are floating up, lazily, weirdly, toward the CLOUDS. . .

PAUL
 SHOOT THEM, GODDAMMIT!

They're out of sight.

GUARD ONE
 Wouldn't do any good. Can't waste what we've got.

Paul takes a BREATH, rests against the HULL of the TRUCK. Spent.

ON ERIC

. . .as he looks around at the MILITIA, who eye him warily. Strangely, he SMILES and starts LAUGHING.

EXT. PARKS MALL - DAY

A SCHOOL BUS ENGINE ROARS, and the BUS is PULLED BACK from the place where it acts as a makeshift gate, a 'la MAD MAX 2. A few MILITIA walk through first, and wave behind them - they're followed by THE TRUCK, and a handful of other GUARD VEHICLES.

BIRD'S EYE

As, in a slow procession, the TRUCK is led through the PARKING LOT - we see that it's not in any better shape than

anywhere else. In the week since, they've fortified this place as well as they could - which isn't much, but it's something. A FIRE BURNS, off to one side.

We ANGLE UPWARD to achieve - PARKS MALL, your regular concrete collection of superstructures, tied together here and there by crystalline glass displays.

INT. PICKUP TRUCK - CONTINUOUS

Stefanie drives, at an even pace, keeping her eyes ahead of her on the MILITIA. She glances at Paul in the passenger seat, who glances furtively back. These two, more than the others in the back, know enough to not expect calmness.

BLACK wipes the sweat from her chin and neck.

ERIC

You're holding up pretty okay.

BLACK

I'm trying.

And up front -

PAUL

Parks Mall. I haven't been here since I was a kid.

(beat)

Crazy.

INT/EXT. PARKS MALL - PARKING GARAGE - CONTINUOUS

The TRUCK stops, and the four get out.

GUARD ONE

This way.

They ascend the stairs, coming out onto - THE TOP LEVEL. Open air.

GUARD ONE

We've got the works here, my friends. Power, water. Food. Good company.

(beat)

Ice-skating, if you're into it. That's a joke.

ERIC

When did y'all get this set up?

GUARD ONE

Second night. After everyone realized this wasn't just your good old fashioned riot - we got everyone together we could before cell service went down. A lot of

(MORE)

GUARD ONE (cont'd)
people gravitated here pretty
naturally.

PAUL
How long have they been flying?

GUARD ONE
The whole time.
(beat)
Where the hell have you people
been?

INT. PARKS MALL - DAY

. . .as they all walk in through the foyer.

ERIC
No cell service, roads blockaded.
What about the air?

The GUARD mimes.

GUARD ONE
KA-BOOM.

Eric nods. For all of them, this is a grave revelation. But
for him, something clicks.

ERIC
Guinea pigs.

GUARD ONE
What?

Eric SHAKES his head.

PAUL
(soto, to Stefanie)
What do you think?

STEFANIE
We'll see.

They enter the MAIN BUILDING. YOWZA.

There must be HUNDREDS, if not THOUSANDS, here. BUSTLING.
Jostling. COTS on every level - the impression is one of a
SAFE SHELTER after a massive storm, except lit by
still-glowing NEON. There's something going on in every
corner.

Incongruously, the SPEAKERS play something that just doesn't
fit the mood AT ALL, tinny and muted. The Guard sighs.

GUARD ONE
Alright, let's get you screened.

INT. PARKS MALL - MAKESHIFT DOCTOR'S/SCIENTIST'S OFFICE -
DAY

EXTREME CLOSE UP of an EYE. PULL BACK as a PEN-LIGHT FLASHES
into it -

VOICE

(os)

Don't move.

- it's Stefanie's eye. We see, over her shoulder, a MASKED
DOCTOR examining her, and behind them, the MAKESHIFT
LABORATORY where the other three are getting the same
treatment.

MASKED DOCTOR

How far back can you remember?

STEFANIE

. . .what?

MASKED DOCTOR

In your life. How far back can you
remember?

STEFANIE

. . .I don't know. Until I was
five, I guess?

MASKED DOCTOR

And how far ahead?

STEFANIE

I can't.

ON PAUL

The doctor examines the side of his head, and his eyes with
a MAGNIFYING GLASS. Looking at the lines of red.

MASKED DOCTOR 2

Look up.

He does.

MASKED DOCTOR 2

(soto)

What is the secret at the heart of
the universe?

PAUL

I don't know.

ON ERIC

ERIC

So, you've figured out it's the
drug - you got that far, at least.
What else have you discovered?

No response.

ERIC

Have you figured out what happens when it's combined with other stuff?

MASKED DOCTOR 3

Turn your head.

ERIC

Listen, if you tell me what you know, I can tell you what I've figured out.

A COMMOTION, at the other end of the room - BLACK isn't doing well. She fucking hates this.

MASKED DOCTOR 4

YOU NEED TO CALM DOWN!

BLACK

I don't need - get off! Get off me! I've never touched it!

ERIC

(to the other Doctor)

She's just nervous! Anxiety.

(beat, to his)

It's not what you think, I'm telling you. It's not a drug.

MASKED DOCTOR 3

(imperiously)

How do you know?

ERIC

(getting frustrated)

Because I'm a FUCKING GENIUS, that's why!

Everyone PAUSES, to look at him. A moment of stillness.

LEAD SCIENTIST

(os)

We're just trying to keep you, and everyone else in this building, safe.

The LEAD SCIENTIST enters the frame - older, GANGLY. A WOMAN.

LEAD SCIENTIST

First night, three of them "activated" - killed fifteen people before they shot themselves in the head.

She comes to Eric.

LEAD SCIENTIST
What's your name, kid?

ERIC
Eric.

LEAD SCIENTIST
. . .and what do you know?

ERIC
More than you, probably. About how
this works. I'm a scientist.

She SMILES.

LEAD SCIENTIST
Show me.
(beat)
Let him up. The rest of them are
fine.

Eric looks primed and ready to go. Someone kneels down and
undoes his restraints. He gets up.

The other three are freed from their chairs. Stefanie sizes
up the Masked Doctor in front of her.

LEAD SCIENTIST
The rest of you, go get some food.
We'll find some cots.
(to Eric)
This way, scientist.

Eric turns to the others.

ERIC
. . .I'll be back, I guess.

They all wave. Eric and the Lead Scientist go off, followed
by one of the guards. A beat, as they stand there - Black is
trying to catch her breath.

LEAD SCIENTIST
(vo)
Did you ever think you'd see
something like this in your life?

INT. PARKS MALL - BACK ROOMS - DAY

A PLASTIC TARPAULIN is whipped back. Eric and the Lead
Scientist enter, followed by the Guard, into a DARK HALLWAY,
filled with WORKLIGHTS burning RED.

LEAD SCIENTIST
Whole snatches of film, books,
music - videogames, if you're into
that - dedicated to seeing what
happens when the rug gets swept out
(MORE)

LEAD SCIENTIST (cont'd)
 from under us.
 (beat)
 Like a dress rehearsal for our own
 deaths.

Through another tarpaulin at the back - and we're in:

INT. PARKS MALL - BACK ROOMS - MAKESHIFT LAB - DAY

. . .it's a little rinky-dink. Makeshift. The impression is that whoever set this up, probably the scientist, had to grab whatever they could in a hurry -

- there's a table set-up with a LAPTOP BANK, with two other heavy-set Bookish types peering over readings, who look up and nod. A CENTRIFUGE. Two FRIDGES, set up against the wall. Lots of WORK-LIGHTS. TUBES. MICROSCOPES.

LEAD SCIENTIST
 . . .it's a little rudimentary, but
 we did what we could.

ERIC is paused, in thought. Face turned away from us.

LEAD SCIENTIST
 So, what did you have to show us?

ERIC
 No, this is just too perfect.

LEAD SCIENTIST
 What do you mean?

He marshalls his words.

ERIC
 I'll tell you shortly. Let's get to
 it.

LEAD SCIENTIST
 Perfect. Grab a mask, over on the
 wall. Mira.

She shakes his hand.

CUT TO

INT. PARKS MALL - FOOD COURT - DAY

All the stands are being MOBBED. At one, a poor EMERGENCY WORKER hurriedly hands out trays to a line of frustrated, tired looking people.

We TRACK with one person, carrying their tray and their CUP OF WATER, until we locate - PAUL, STEFANIE AND BLACK, at one particular table, eating their noms.

Paul takes a sip of his water - looks at it curiously for a moment, and puts it down.

PAUL

They must have. . .a lot of generators.

He looks around.

PAUL

Like. . .a lot of generators.

STEFANIE

They got this set up in a week. That's crazy.

PAUL

I mean, it's not that nuts. You think about hurricanes or whatever. Forces of nature. Acts of God.

STEFANIE

It's an act of someone, alright. Maybe the Devil.

Black, meanwhile, scratches her arm nervously.

BLACK

I don't think we're safe here. I don't like it.

PAUL

What do you mean?

BLACK

I dunno. Something doesn't. . .doesn't feel right.

STEFANIE

Look, you got some badass nerves. We're safer here than where we were. We're surrounded. We're barricaded in. Everyone is clean, here.

(beat)

What's got you saying that, anyhow?

Black looks at her.

BLACK

Just a feeling.

CUT TO

A WORN FACE

. . .a woman in her thirties. Wrapped in a blanket. Thousand yard stare. We PULL BACK, as she talks -

WOMAN

I was at home. My husband was using. I didn't know. He tried to kill me. Tried to -

(beat)

He killed himself. He was trying to fight it, whatever it was. But he lost. Tore his eyes right out of his head. I ran, I took the kids.

- revealing Paul and Stefanie, knelt down talking to her. By her side are two CHILDREN, about five or six.

PAUL

How did you come to be here?

WOMAN

He told me to. The last thing he said.

Paul and Stefanie take this in.

OLD MAN

(vo)

It's a new world now. No doubt about that.

CUT TO

PAUL and STEFANIE walk down a crowded, cramped MALL corridor, filled with PEOPLE in various states of distress. Forlorn, primal faces of fear and shock - like something out of Goya's war paintings.

OLD MAN

(vo)

All these people know, now, intimately, that these bogeymen they used to hear about as kids - they exist.

CUT TO

INT. PARKS MALL - SKATING RINK - DAY

Paul and Stefanie walk along with an OLD MAN, bespectacled, beside the MARKED OFF SKATING RINK.

OLD MAN

People don't put much stock into Jungian psychology, or Campbell or any of them, for more than easy stock characters, anymore - except for me. Made my colleagues look at me sideways, but there's a reason for them.

(beat)

There is a reason.

STEFANIE

How did you know to come here,
though?

OLD MAN

I was late on campus, taking care
of some work -

(beat)

Oh, fuck it. I was cheating on my
wife with my TA. Ha! Feels great to
let that one out.

(beat)

The entire campus went insane, all
at once. I saw a kid, couldn't be
much younger than you, shoot
himself - BOOM! - right in front of
me.

(beat)

She left in a hurry. Don't know
what happened to her. Or my wife.

(beat)

One of them told me to come here.

PAUL

They told you?

OLD MAN

I didn't understand why, at that
point. I still don't, really.

(beat)

The Doctor. . .the Pale Men. . .

Stefanie and Paul look at each other. This is getting
FOREBODING.

OLD MAN

You two from here?

STEFANIE

Yeah.

OLD MAN

You know the old stories?

PAUL

Some of them.

OLD MAN

People have talked about The
Doctor, here for. . .almost two
hundred years. The tall man in the
woods who whispers in your ear, Mr.
No Eyes who comes when you're sick.

(beat)

But then you go further back. The
story about the thing in the cave
that attacked Tarrant and the
Indians.

(MORE)

OLD MAN (cont'd)

(beat)

What's funny is, every single developed culture on Earth has a bogeyman just like that. You think about it from a purely academic standpoint and it's all archetype, but - maybe there's something else.

(beat)

Arlington's always had it's spate of missing kids. Now we know why.

(beat)

Don't we?

CUT TO

EXT. PARKS MALL - DAY

BLACK looks down the line of makeshift MILITIA GUARDS at the gate. She STUDIES it, up and down.

BLACK

No way in or out.

CUT TO

INT. PARKS MALL - SKATING RINK - EVENING

. . .the mood, at least, is a little more festive than it was. There's MUSIC on the BLEACHERS. Down below, some TEENAGERS break the CAUTION LINES around the rink and run onto the ICE - someone shouts after them!

Paul, Stefanie and Black consider.

STEFANIE

They all said the same thing.

PAUL

Maybe it's not as complex as we're thinking. Maybe it's. . .you know, the drug. The stuff. They saw where everyone needed to go, told their loved ones - last gasp of humanity.

STEFANIE

So, why didn't Jason tell me that?

A pause. That's true. Black, staring off -

BLACK

There is no coincidence.

CUT TO

INT. PARKS MALL - BACK ROOMS - MAKESHIFT LAB - DAY

ERIC
. . .only the illusion of
coincidence.

We PAN UP, over Eric's back, revealing - the scientists, in
a tight circle around him, listening.

ERIC
Look at this.

He holds up a VIAL of the stuff in front of them. One
Scientist holds up a finger -

SCIENTIST 1
So, wait - you're saying you. .
.you combine this with your fuckin'
wonder-drug, and - what? Your brain
doesn't melt out of your head?

The others chuckle.

ERIC
Yeah, essentially.

SCIENTIST 1
Look, you're talking about
pseudoscience, kid. This stuff is
dangerous. Look at what it's done.
In one week, it's done all this,
and you're talking about - giving
people more? We're not doing that.

ERIC
In a controlled environment,
safely. Here. With my "wonder
drug." Look, I've done it myself.
Multiple times. It works. My
science is air-tight.

MIRA
Look, this is all very interesting,
but it's theoretical.

ERIC
It's not, I'm telling you. Whatever
this stuff is doing - The Doctor -

Eyes go up, at the name.

ERIC
- we can fix it. We can stop it.
It's all there, at my lab. We get
five, ten people together, we go
back and get it -

MIRA

You think you can. You're gonna get more people killed.

He stares at her.

ERIC

You think I'm just talking bullshit?

Suddenly, he gets up, walks to the other side of the room - to the BUNSEN HEATER. He CRANKS IT UP, leaves the VIAL on top, and walks back to his seat.

MIRA

What are you -

ERIC

Shhh.

Suddenly, a WHINING, a WHIRRING - and BOOM! The Scientists all duck in their seats. Except - as we've seen now, many times, the room is filled with. . .the strange MOSAIC KALEIDOSCOPE of image and color.

They get up, and observe - looking around, in silent awe.

ERIC

You see what I'm saying?

MIRA

I don't understand. I don't. . .

She turns to him.

ERIC

I know I'm right. You understand?

A moment, between the two. Then:

MIRA

John!

The scientist from earlier breaks from his observance -

SCIENTIST 1

Sup?

MIRA

. . .let's consider this. Call the boys in here.

EXT. PARKS MALL - ROOF - NIGHT

PAUL and STEFANIE step out onto the roof. . .where groups of people are huddled, smoking cigarettes and talking. As they pass, we hear SNATCHES of foreboding conversation - until they come to the EDGE.

Paul lights his cigarette, then lights another off of it and hands it to Stefanie.

PAUL
Smoke 'em if you got 'em. If you
don't -

STEFANIE
Sorry 'bout yer luck.

He SMILES.

STEFANIE
How you doing, Paulie?

He SHRUGS.

PAUL
I don't know. How you doing,
"Steffy?"

STEFANIE
. . .you gotta admit, old man
probably would've loved all this.

PAUL
He did always enjoy violence.
(beat)
How did you meet him?

STEFANIE
Louis? He was one of my regulars at
my old gig -
(beat)
Always tipped real big, though.
Cash. Big ol' wad of cash he'd pull
out, twenty on forty.
(beat)
Later, he saw that I was dealing,
and he'd buy weed off me. Then he'd
just ask me to come around for the
company.

PAUL
At least he gave you money.
(beat)
You know, when I was a kid, dude
never paid his child support. You
never saw someone try to dodge his
child support so hard.

STEFANIE
He didn't think you needed it?

PAUL
Oh, so he told you about it -
great.

(MORE)

PAUL (cont'd)

(beat)

You wanna know something about Louis? Last time I ever talked to him, see - I was sixteen. My mom had just gotten with another UHaul girlfriend and moved us out to the country, didn't tell him. After about a month, he called me - and. . .he was angry at me. For leaving him. He said, and I quote, "you and your faggot mother can go live out there in bumfuck, I don't care. Go to hell, Paul. I don't even want you." Then he hung up.

(beat)

Last time I ever heard from him.

STEFANIE

He was probably drunk.

PAUL

Drunk, coked up. Probably both. Dude was living in his friend's shed at the time.

(beat)

When I was 23, I started calling around - to family I hadn't talked to in forever. See, I felt bad. He was my dad. But no one knew where he was. They knew where he'd been - rehab, on couches. Little shit apartments.

(beat)

His brother had put him up in a real nice rehab place, up there in Houston, for a minute. Dad said "fuck it," and his last day, he went out, bought a six pack and drank it on the front lawn. Then he went out, got into a fight, got arrested, you know - brother had to put him drunk on a plane to somewhere. Just. . .somewhere, anywhere. Get him away. 'Cause that's what he'd do - blow in, cause a bunch of trouble and blow right back out. Went through five wives that way.

(beat)

And it turns out. . .ha ha ha. . .he was right back in the old hometown, the whole time.

Stefanie is quiet for a beat.

STEFANIE

He was ashamed. That's why he kept moving.

A moment.

PAUL

What about your boyfriend? I ain't
heard you mention him once, since -

Stefanie SHIVERS.

STEFANIE

(a quiet, subdued sob)

Yeah.

Paul HUGS her. First just for her comfort, then - he puts his head in her shoulders, and the two of them SAG. They've been through a lot - not just for the past few weeks, but all their lives.

It's a lot of weight to carry.

But then - STEFANIE REELS BACK!

STEFANIE

Ow, dammit!

Oh, right. The CIGARETTES. She starts to LAUGH - they both do. Paul puts his arm on her, and they share a moment.

The MOOD is broken suddenly. . .as a DISTANT ORANGE GLOW erupts from the center of TOWN, followed by a DULL, REPETITIVE SOUND. . .

Everyone is looking. PAUL and STEFANIE watch as the GLOW grows. . .

. . .and then the SKY RIPPLES. Paul NOTICES, watching it RECEDE back behind them.

PAUL

Did you . . .did you see that?

STEFANIE

See what?

He turns, uncertain, back toward the GLOW in the middle of town. . .and we PUSH IN ON IT. . .

FADE TO BLACK

ON A TUBE, AS WATER SEEPS THROUGH IT

. . .PULL OUT to REVEAL an INDUSTRIAL SIZE COFFEE MACHINE.

The brew light flashes. . .

INT. PARKS MALL - MORNING

ON THE WHEELS of a CART

PULL OUT to reveal. . .it's a COFFEE CART. BIG JUGS, styrofoam cups. An OLDER MAN pushes it, stopping along the COTS to ask -

OLDER MAN

Coffee?

PAUL, Stefanie and Black, having just woken up, look up blearily at the guy.

PAUL

Yeah, three.

The Older Man pours out three cups. Paul distributes them, cheers the Older Man, who carts on down the line.

The three look at each other, and sip their coffee.

INT. PARKS MALL - BATHROOM - MORNING

. . .as Stefanie WASHES UP, waiting for two other women to leave the restroom. Then, she pulls out the little vial of coke. Daubs a bit on her hand, just a bit, gotta make it last, and SNORTS.

Now she's AWAKE.

And now. . .

EXT. PARKS MALL - PARKING GARAGE - NOON

ERIC walks among several of the tricked out VEHICLES. The Guards are sitting behind one, on crates. Smoking. He WAVES.

ERIC

Y'all ready for today?

GUARD ONE

Ready as we can be.

(beat)

It's a new world, out there.

INT. PARKS MALL - DAY

. . .as the four eat, at one of the tables. Eric leans forward, enunciating with his spork.

ERIC

. . .if we can get to the lab, get what equipment we need and get it back here without incident, we can fix this. I can fix this.

BLACK

You sound real sure of yourself.

(beat)

After all we've seen the last few days, I wouldn't be.

ERIC

If I let go of confidence, I let go
of agency.

PAUL

Right, and what if one of those
flying motherfuckers comes after
y'all? Or a brick wall comes down
on you out of nowhere?

ERIC

. . .I'll do what I have to to get
it back here.

(beat)

Are y'all coming?

Paul and Stefanie exchange a look. After a beat, she nods.

PAUL

Yeah, why not.

ERIC

Black? You?

BLACK

Back out there?

(beat)

God no. No no no.

(beat)

I'll hold down the fort here,
thanks.

She gestures with her knife.

CUT TO

INT. PARKS MALL - MAKESHIFT LAB - DAY

. . .as Eric weaves his way around various SCIENTISTS and
workers, getting things prepped, locating MIRA and two
others. In words we can't hear, they CONVERSE and direct
someone moving a box. The impression is as if the moment was
snatched by chance.

INT. PARKS MALL - DAY - LATER

. . .Quiet. As the Guard walks back toward the VEHICLES, he
stops.

HOODS are open. Engines dismantled, broken. All of them.

He turns. There's no one else in the garage.

INT. PARKS MALL - BACK ROOMS - MAKESHIFT LAB - DAY

An old-fashioned corporate LANDLINE phone rings on a desk.
One of the Scientists answers.

SCIENTIST 2

Hang on.

He holds the phone to his chest. A worried expression on his face.

SCIENTIST 2

Eric!

Eric comes over, takes the phone -

ERIC

Yeah?

(a beat; chatter)

No. That's impossible, that's. . .

EXT. PARKS MALL - PARKING GARAGE - DAY - EVEN LATER/SUNDOWN

. . .as Eric and Mira walk, with a small entourage, among the vehicles. The Guards wait to greet them.

ERIC

Is this every vehicle?

GUARD ONE

All of them. Every level.

We PUSH IN on Eric's face. . .

ERIC

Now what?

INT. PARKS MALL - BACK ROOMS - MAKESHIFT LAB - NIGHT

A quiet beat. Eric at a computer on one end of the room, Mira on the other. She drinks from her water bottle.

He sits with steepled fingers, considering. Dejected.

ERIC

No such thing as coincidence. . .

MIRA

What?

He shakes himself out of the reverie, waves it off.

Back to silence.

A beat. MIRA takes another drink of water. She scrunches her eyes, opens them again as if she'd been awake for a while.

She's sweating. Takes another drink. Sets the bottle down. In her view, the bottle seems rather. . .present. She PUSHES IT over.

The water bottle rolls off the table, clattering to the floor. . .a small pool forms out of the opening.

She watches it, wipes her face with her hand. . .and her entire FACE SMEARS, like PAINT, revealing the grist and muscle underneath. She starts screaming -

- Paul looks up. From his end, everything looks normal, except that now MIRA has backed wildly out of her chair, and is currently doubled over in PAIN, like some sort of ghoulish hunchback. . .

PAUL

Oh shit, Mira!

He gets up, cautiously walking forward toward her, as she BEGINS to FLAIL on the ground, WRINGING HER HAIR -

As he reaches out to grab her shoulder, she RISES...unsteadily, unnaturally. Turns to him, bleeding out of the eyes.

MIRA

Paul. . .what's happening?

He backs away. . .putting his hand in front of his face, and it blurs, like someone sets the shutter speed way too low.

The LIGHTS in the room are growing brighter, buzzing. . .

PAUL falls to his knees, VOMITING as the room begins to SHIFT around him. . .and MIRA approaches, clawing at her eyes. COLOR begins to FLIT over the walls. . .

. . .MIRA knocks over the COOLER of the drug on the table, and the equipment. It crashes, in SLOW-MOTION.

PAUL looks up, dazed. . .on the opposite wall, backlighting MIRA, the color has settled, into a FLOWING, MOSAIC PORTRAIT of THE DOCTOR.

PAUL

No. No no no. . .

MIRA searches, picking up something jagged -

MIRA

Help. . .help me. . .it's so, so much. . .

. . .slowing down even further, even now, as she raises the instrument. On the walls, over the walls, The Doctor's head cocks.

PAUL BOOKS IT, running for dear life - through rooms upon rooms, just as THE STORM HITS. . .

. . .people vomiting, people frightened. People SCREAMING. Ghoulish, Grand Guignol sights, backlit by shifting, moving colors.

. . .and then the SHOTS ring out. PAUL rebounds against a wall, looking behind him - seeing: Guard One, from forever ago, standing over a DOWNED MAN, gun pointed at his head. SHOOTS HIM. The SHADOWS move organically. . .

He looks up at PAUL, and begins walking. PAUL keeps RUNNING -

INT. PARKS MALL - NIGHT

. . .PAUL and STEFANIE, and BLACK, watch as around them THE SCREAMS BEGIN TO BUILD.

STEFANIE

Jesus. . .Jesus Christ. . .

. . .PAUL grabs her HAND, gripping it for dear life. BLACK pulls out her gun, nervously training it on everyone around her.

BLACK

What's happening?

PAUL stops - up ahead, in the crowd. . .LOUIS?

He's gone.

INT. PARKS MALL - NIGHT

ON ERIC

. . .into the MAIN BUILDING, as en masse the SCREAMS BECOME A CACAPHONY. Through the crowd as, for a moment, the hundreds of heads stretch into forever.

CUT TO

ON PAUL

. . .as he pulls Stefanie with him, backing up. Nervous.

Through the crowd, LOUIS approaches. Except. . .with every cut, something else falls off him. A piece of skin. A finger. . .until he GRABS PAUL by the neck. . .

DEAD LOUIS

LOOK AT ME, BOY!

He STARTS TO SCREAM - tries to wrest himself away -

- but Louis is gone, replaced by ERIC!

PAUL

Eric?. . .what's. . .

STEFANIE

What is this? Is it the drug?

ERIC

I don't know. I don't - this is
impossible, I. . .

He looks around and, through the chaos, he sees: a turned
over cart, a giant WATER JUG pouring out onto the floor. We
PUSH IN on it. . .

A sudden realization, from Eric. His EYES open wide.

ERIC

. . .it's in the water.

Someone DROPS a glass. It SHATTERS. Water hangs in the air.

(INSERT - THE DOCTOR, in the DARK PLACE. He cocks his head.)

People look up. Too many people. Everyone. Stillness.

Eric doesn't notice. He looks at his hands - they're
shaking. . .vibrating. Thrumming. Glowing.

Shit is about to get reeeeeeeally weird, y'all.

Stefanie and Paul do the same, as thin GOSSAMER STRANDS of
blue light drift out of them - out of their heads, their
eyes and mouths. . .out of everyone's. Connecting, becoming
a CRISS-CROSSING WEB -

STEFANIE

Oh god. . .Paul, I -

Black, meanwhile, is seeing after-images of EVERYONE, like
someone taking SPORTS BURSTS of photos. She's FREAKING OUT,
and falls ass-backwards off the cot - leaving a trail of
after-images of herself.

STEFANIE

Eric, Eric - what's happening?

Eric looks up at Stefanie, and we see - her FACE DESSICATES,
melting away to BONE, then to. . .an ORB of light, beneath
FLESH and brain, quickly reassembling itself.

ERIC

It's . . .the drug.

Paul looks around, like a caged animal - the PEOPLE around
him are a SHIFTING PARADE of FACES, tension building until -

- BLAM! A SHOT! ANOTHER!

A MAN on the other side of the FOOD COURT falls in SLOW
MOTION, his head BLOWN APART - the blood hanging in the air.

There is SCREAMING building, becoming a SYMPHONY -

All EYES go to the FOUR - hundreds of them, on both levels
of the MALL. The GOSSAMER WEB OF LIGHT begins to CHANGE

COLOR, BECOMING RED.

They begin to CHANT, and - as Paul gets up, followed by the other three, a MAN on the other end DISEMBOWELS HIMSELF, his entrails SPILLING onto the FLOOR. . .then someone else does the same.

THE DOCTOR

(vo)

LOOK AND SEE.

A WOMAN LEAPS onto a MAN and TEARS AT HIS FACE.

A BLIP - A SUN, A BLACK HOLE.

A CHILD leaps off the BALCONY, arms spread out, to a CROWD OF WATCHERS.

A GRAND GUIGNOL. CHAOS.

THE DOCTOR

(vo)

COME AND SEE.

Paul GRASPS Stefanie's hand, who grasps Eric's, who grasps Black's. . .who, with her free hand, points her GUN at the CROWD.

The EYE-LETTING begins, EN MASSE. Men, women and children fall to the floor, PULLING OUT THEIR EYES, LAUGHING IN PURE ABANDON.

Blood is everywhere. TIME HAS FRACTURED. SOMETHING BAD is HAPPENING to the SKY OUTSIDE.

THIS IS IT.

THE APOCALYPSE.

But suddenly. . .it FREEZES. Everyone stops, in the middle of their particular acts of violence, riveting their eyes on the four.

Eric is FLOP-SWEATING - a BEAT of silence, punctuated only by their ragged breathing.

THE DOCTOR

(vo)

What evil lurks in the hearts of men?

All at once, in UNISON - EVERYONE:

THE DOCTOR/EVERYONE

THE SHADOW KNOWS.

And, they begins to LAUGH, raising their bloody hands like RATTLES to the BROKEN SKY - it melds with the sound of The Doctor's, creating something UGLY and DISHARMONEOUS.

THE DOCTOR/EVERYONE
Do you know who I am?

ERIC
. . .The Doctor?

THE DOCTOR/EVERYONE
Yes. I am the one who can look into
the seeds of time, and say which
grain will grow. . .and which will
not.

(beat)
Will you three grow for me, now? I
wonder.

The Four try to back up, inch by inch, before realizing -
they're completely surrounded. Men, women and children,
staring wide-eyed, moving in tandem.

STEFANIE
You're not. . .you're not getting
it back -

More LAUGHTER.

THE DOCTOR/EVERYONE
Stefanie. I don't want it back. . .

(more dialogue, rough - but)

ERIC
What did. . .what did you do to
them?

We see now - hazy, like AFTER-BURN, floating OVER ALL like a
SHADOW, something out of FAUST. . .the STATICKY IMAGE of THE
DOCTOR.

THE DOCTOR/EVERYONE
I have taught them how to see.
(beat)
I have shown them the truth.
(beat)
And the truth is. . .

Suddenly, the PERSON SPEAKING SLITS their own throat,
splattering ERIC with blood -

THE DOCTOR/EVERYONE
There IS a GOD. And he HATES YOU.
(beat)
This universe was constructed to
hurt you. He is a cruel, absent
father to a world of ants.
(beat; from a CHILD)
We know about absent fathers, don't
we, Paul?

(MORE)

THE DOCTOR/EVERYONE (cont'd)

(beat)

Religion sells you a salve for the torture, and tells you it's only struggle.

(beat)

But existence is meant to be torture. It is pain, because he made you to feel it.

(beat)

But there is another way, isn't there? A way out. A way to rebel.

(beat)

Let me show you. . .

A HAND reaches for Eric -

ERIC

You're LYING!

- and STOPS, flutters in the air.

THE DOCTOR/EVERYONE

Eeeeric. I'm surprised at you. Have you scientists no sense of storytelling?

(beat)

We're nearing the climax, but we haven't gotten there yet - it isn't good manners to give away the ending before it's time.

ANGLE ON

Black, training her gun wherever she can -

THE DOCTOR/EVERYONE

And you. . .

She turns - a kindly OLD WOMAN.

THE DOCTOR/OLD WOMAN

I have an entirely other purpose for you. . .

The Old Woman smiles. Black looks EDGY, and then - all at once, someone REACHES FOR HER, and she SHOOTS! A BURLY MAN falls, half his head gone!

BLACK screams! TURNS toward the other three, completely out of her mind. . .oh, SHIT. Through the KALEIDOSCOPIIC HAZE, the impression is like something out of Picasso's worst nightmare.

She APPROACHES. Training the gun on all three of them - but, she's FIGHTING IT. Watching her face, it's like someone having several strokes at once -

BLACK suddenly REELS, in a wide arc that isn't totally her own, points the GUN at the Faustian DOCTOR -

- before turning it back on herself. ERIC reaches out for her. . .his friend. . .

BLACK
(to the three, with
Olympian effort)

Run.

- and SHOOTS HERSELF IN THE HEAD. FROZEN IN TIME, as she FALLS. . .photochromatic images hanging in the air.

They BOOK IT - and, it's. . .well, it's a weird EXPERIENCE. People GRAB for them, hands out-stretched, and it's all a PSYCHOTROPIC HAZE, like HIERONYMUS BOSCH and MC ESCHER had a baby. Faces, bodies, landscapes change on a whim, CHANGING AGE, SHAPE and TEXTURE - and everything leaves a TRAIL of after-images SWIRLING behind it.

It builds, and BUILDS - we PUSH IN on the four from behind as they ROUND A CORNER, coming to a harsh stop --

ERIC
Stefanie. . .the coke.

STEFANIE
The. . .what?

ERIC
Goddammit, the COKE! In your
POCKET!
(beat)
I . . .know what we have to do.

She brings it out, hands it to him. BREATHING HARD, he unscrews the top pours a shaky bump on his hand. . .the other two do the same.

PAUL
Are you sure about this?

Eric looks at him, frightened. Wide eyed.

ERIC
No.

All at once, all three SNORT - and suddenly. . .ERIC reels back against the wall, eyes WIDE OPEN -

THE THREE round the corner. And everything, far from being KALEIDOSCOPIIC, has now COOLED - pure REALISM, almost too crisp. 60 FPS. TRUMOTION. The VIOLENCE up FRONT, too DISTINCT. Except. . .

. . .okay, essentially, like the rest of this very, very heady sequence, we're dealing with a relatively abstract idea without concrete language. We'll fine tune it later,

but the basis of it is this -

- adding the COCAINE to the mix gives everything CLARITY. And CLAIRVOYANCE, in PHOTOCROMATIC BURSTS. Everything becomes FOCUSED. DIRECTED. With it, the three can see the way forward, through the ENCROACHING VIOLENCE, all around them.

Everything becomes PURE RHYTHM.

EXT. PARKS MALL - PARKING GARAGE - NIGHT

. . .as the three BOUND down the concrete levels, through the various vehicles. Suddenly, PAUL stops - grabs the other two, PULLS THEM BACK, JUST AS:

- THE AFTER-IMAGES OF A TRUCK COME RUSHING PAST, INCHES FROM THEIR FACE, FOLLOWED BY THE REAL THING. . .BARRELLING STRAIGHT INTO THE WALL!

PAUL

Now!

They GET UP, keep going. Behind them - the MASSES are APPROACHING.

CUT TO

THEIR TRUCK. . .as they approach. Suddenly, PAUL reers back, as the CHROMATIC IMAGE OF OLD TIMER (remember him?) comes into focus, eyes missing. . .SWINGING something BIG and SHARP.

MISSING PAUL, who GRABS IT AWAY from him - and SWINGS IT INTO HIS NECK!

STEFANIE

Jesus fucking CHRIST.

Old Timer falls. Paul turns.

PAUL

Let's go.

INT. PICKUP TRUCK - CONTINUOUS

. . .as they get in, and Stefanie busies herself HOTWIRING. In a SECOND, it starts up - and through the back window, we can see - the MASSES getting closer.

ERIC

Go! Go!

She FLOORS IT! PAUL holds on, in spite of himself -

STEFANIE

Where are we going?

ERIC
Back to the lab!

STEFANIE
What?

ERIC
I know the secret now!

Covered in blood, hyped up on bad drugs. . .ERIC LAUGHS
WILDLY -

EXT. ARLINGTON - CONTINUOUS

. . .as the CAR SWERVES wildly across two lanes, we BOOM UP
to STEFANIE in the DRIVER'S SEAT as she SCREAMS in FEAR and
ANGER.

Outside, moon-eyed stragglers make prostrations in the
middle of the road, marking everything with WHITE PAINT in a
circle.

The SKY, we can now see, has totally, completely transformed
- resembling something out of a Victorian painting of the
Apocalypse: LIKE A NUCLEAR BOMB EXPLODED UPSIDE DOWN, IN
MID-AIR. Everything is varying SHADES OF RED, and BLACK.

Stefanie maneuvers around the stragglers -

INT. CAR (MOVING) - NIGHT

- but there's more, and more. Before long - ERRK! Stefanie
brakes the car, as:

DIRECTLY IN FRONT, moving across the road - a PROCESSION OF
HUNDREDS, holding effigies. CHANTING. Eyeless. LED by the
PALE MEN, who walk with heads bowed like MONKS.

But, wait - they're not all EFFIGIES.

PAUL
Oh my god. . .

BODIES. One of them is the limp form of DETECTIVE BLACK.

The CHANTING is growing louder, and suddenly - the CAR
ROCKS. We see that. . .there are FOLLOWERS on either side,
pushing it forward.

PAUL
Jesus Christ, gun it - gun the
fucking thing, fucking -

She's FROZEN by fear (and a little from the mix of drugs).

PAUL
STEFANIE! FLOOR IT! NOW!

She HITS THE GAS - the WHEELS SQUEEL on ASPHALT for a moment, before the CAR shoots out of the follower's grasp -

EXT. ARLINGTON - CONTINUOUS

. . .and, in a BIRD'S EYE, we see Stefanie execute a DANGEROUS U-TURN, coming inches away from the procession and shooting off into the dark.

We LAZILY, HAZILY float back over to the PROCESSION, following it. . .there's smoke rising.

EXT. ARLINGTON - ELSEWHERE - NIGHT

. . .from behind, we follow the up and down motion of Detective Black's body, as it moves out of sight, revealing:

A GIANT, HAND-MADE, ROUGH-HEWN EFFIGY OF THE DOCTOR HIMSELF, arms and fingers spread wide against the GIANT OPENING in the SKY, where now, we can see FULLY, long, spindly FINGERS much like THE DOCTOR'S are TEARING THEIR WAY THROUGH, inching their way across the BLOOD-RED, NIGHTMARE SKY -

It's an EXPLOSION of GARISH, VISCERAL COLOR.

The crowd, all at once, falls to it's knees, in the throes of some hideous EXHALTATION. We PUSH FORWARD, over their heads - as the PALE MEN busy themselves with the bodies, and clamber with them onto the EFFIGY.

All at once, the EFFIGY is LIT - and the bodies are THROWN from the ARMS, where they hang from ROPES.

The PALE MEN conduct the CROWD, who ululate and HEAVE in crazed, INHUMAN PASSION. . .

We end on an EXTREME CLOSE-UP of BLACK'S face. Her eyes are gone, of course - and she has a THIRD painted on her forehead.

ABOVE THE TOWN

. . .a MONSTROUS NIGHTMARE IMAGE. STRINGS AND A HORRIBLE CHORUS ENTREAT US TO LOOK AT -

THE DOCTOR, impossibly tall, GARGANTUAN, cranes over the town, arms and spindly fingers spread wide. . .and we see all the lines of RED shooting up into the sky, intertwining, woven together, HANGING FROM HIS FINGERS like the strings of MARIONETTES. . .

INT. CAR (MOVING) - NIGHT

As STEFANIE drives for dear life through CORRODED, DESSICATED STREETS. Paul in the passenger seat grips the handholds as the lights outside BLUR. . .his FATHER looks back at him, out of the reflection of the glass, and he QUICKLY looks away.

We see - Stefanie is COVERED in sweat. Outside the car, on the street, STRAGGLERS and PALE MEN stop their strange rituals and stand stock-still in the street, watching them pass.

STEFANIE

What are they doing?

Eric, in the backseat, face hidden in the dark.

ERIC

Waiting.

(beat)

Hurry. Faster.

She SPEEDS UP.

EXT. UTA CAMPUS - NIGHT

Stefanie comes to a SUDDEN STOP in front of the CHEMISTRY BUILDING, and the three get out quick - in a big damn hurry.

PALE MEN on the roof watch them, like silent monoliths against the red, PULSATING SKY.

INT. UTA - CHEMISTRY BUILDING - NIGHT

A series of JUMPCUTS follows the THREE as the RUSH through the dark, STEFANIE with her GUN out, until -

INT. CHEMISTRY LAB - NIGHT

The TRIO rush in, covered in BLOOD, turning LIGHTS ON - Eric busies himself on the other end of the room, making PREPARATIONS, in the thrall of an EPIPHANY. Laughing WILDLY.

STEFANIE

Why haven't they broken in here?

Eric smiles back at her.

ERIC

You know, you. . .you helped me figure this out, Stef. I got it. It's the missing piece.

He hits a few buttons on the PC, and sits down in THE CHAIR, begins applying the two IVs to himself. MODULES light up. Stefanie watches.

STEFANIE

What do you mean?

ERIC

(as he busies himself with minutia)

This thing of mine I've been cobbling together - it's a real mad

(MORE)

ERIC (cont'd)
 scientist concoction, see. The
 wrong measurements could drive a
 person crazy.

(beat)

And here I thought - I THOUGHT -
 all that was needed was
 hallucinogens. LSD, psilocybin,
 THC. Silly me. Send you off like a
 rocket into space with no seatbelt.

(beat)

Stef, the coke?

STEFANIE

What?

ERIC

I need you to take exactly half a
 gram's worth and put it in that
 machine there.

(beat; she does)

I'm never wrong.

PAUL

What if you are?

ERIC

I'm not. This stuff - he's given us
 everything. Don't you realize what
 it does?

(beat)

It lets you see what God sees.
 Everything. Everything everything.
 All at once. It's evolution.

(beat)

He thinks he's so much smarter than
 he is. Ha! The devil is a lie.

STEFANIE

You're not making any sense. You
 saw what it did -

ERIC

Right, right. I did. Exactly. Like
 I said - all at once. A human brain
 can't take all that, all of the
 sudden. You become untethered. And
 then he comes in, the voice in your
 head, to show you The Way. The
 Truth. And the Light.

(beat)

But, if we can control it - if we
 can focus it. . .then that's the
 game.

PAUL

You think you can control it?

Eric looks at him.

PAUL

What if you're wrong? What if you.
. .overdose?

ERIC

Then I'll die. Look, I've been
testing this stuff for days. I can
do it. And if I can -

(beat; vulnerable)

This is all we've got.

(beat)

Stefanie. You're at the computer.
When I say, start the first drip.
It's the gold. Then when I do this

-

He holds up the V sign.

ERIC

Start the second. That's my magic
potion.

(beat)

Paulie, if. . .if I am wrong,
unhook me. Got it?

They nod. Stefanie goes to the PC, Paul watches cautiously.
Eric takes a DEEP BREATH, adjusts the head sensors. He looks
at Stefanie.

ERIC

Hit it.

Stefanie presses a button on the PC, and the AMBER LIQUID
starts its long journey through the IV tube. . .into Eric's
veins. We FOLLOW IT down.

The other two watch expectantly.

Eric COCKS his head. His eyes WIDEN slightly. And suddenly -
BEGIN THE TRIP.

What he (and we) see begins to FRACTALIZE. . .and split
apart. A wash of information in MONTAGE, incomprehensible.
VERTOV ON STEROIDS. Trees, the open air, the ocean - FADING
into STARS, GALAXIES, NEON BUILDINGS, FAMINE and POVERTY. A
million images all at once, fading into one another,
SHIFTING, A CONSTANT KALEIDOSCOPE.

ERIC

Jesus. . .too much. . .it's too
much. . .

The STARS. We're in OPEN SPACE now. A star, up close.
Burning BRIGHT RED. A SUPERNOVA.

ERIC holds up a shaky, unsteady hand - the V sign. Stefanie
turns, and hits the BUTTON. Eric's MIXTURE begins flowing
into the second IV.

The image begins to cool, and resolve. . .for ERIC, he's back in the LAB. But the AIR is SHIMMERING. A thousand directions. He looks at Paul and Stefanie - and, like we've seen before, a WASH OF IMAGES pours over the walls. Now RHYTHMIC, COORDINATED. A sound like the TINKLING OF BELLS.

What comes next is AWE-INSPIRING.

We're going to have to work on the language of what it is we're seeing, and it's going to go on for longer than we can describe here (let's get real weird with it, I mean it) because it's heady, STRANGE and complicated stuff - but essentially, Eric was RIGHT.

He SMILES. He's also BLEEDING out of his NOSE, but we'll let him have the win.

He's GAINED CONTROL. He can direct what he's seeing - and it's almost intuitive. He can see through the EYES of anyone or anything. People, animals. Or, have an OMNIPRESENT VIEW over all. He's seeing ACROSS THE EXPANSE of TIME, PAST and PRESENT all at once.

As he COURSES over the SURFACE of the EARTH, and all the RELIGIOUS, HORRIFIC CHAOS that's happening outside, we see. . .as we saw before, but now on an grand, OPERATIC LEVEL, STRANDS of LIGHT criss-cross from person to animal to insect, a GIANT, MAGNIFICENT WEB OF LIFE.

But, here and there - strands of what seem to be dark PURPLE LIGHT, under the GROUND.

Eric FOLLOWS THEM, in his way.

Back in the LAB, the machines all begin to SPARK and EXPLODE, and become suddenly animated, flying up into the air.

In his way, he sees - the PURPLE LIGHT comes from the PALE MEN. He FOLLOWS, interrogating. Deep into the CAVERNOUS DEPTHS OF THE SEWER, into the waters. . .into the DARK.

As he MOVES FURTHER and FURTHER IN, we see now - the WEIRD, almost ALIEN routines of this NIGHTMARE HORDE, crawling hunched like post-apocalyptic CHUDS through dank water, CREATING STRANGE FIXTURES we can't understand. . .and DIVING off HIGH PRECIPACES to fall to their DEATHS, in MASS RITUAL SUICIDE. This place goes on FOREVER, impossibly.

But, Eric can't be stopped. Up ahead, he approaches. . .the tall FIGURE in the dark.

THE DOCTOR.

The Doctor turns his elongated head, sensing a PRESENCE, and LOOKS at ERIC, with a face that has no EYES, hidden from us.

In the LAB, we see the debris of the machines, and CORDS and whatever else, has begun floating in that strange symbol

we've seen before. . .the GOLDEN RATIO. And what's more, Eric is FLOATING TOO, right up into the middle of it, arms outstretched, bleeding out the ears now too. Paul and Stef watch, shocked.

ERIC

It's all information. . .all of it.
 . .it's all light. . .

Now Eric's found The Doctor. But, he's not done yet. His VIEW SHIFTS UPWARD, out of the sewer, out of the dark and above all the DEATH and DEIFICATION. The further up he goes, the more small it seems.

He's in SPACE. Going FARTHER. PLANETS and GALAXIES cross his field of vision. He CROSSES over STRANGE ALIEN WORLDS, weird and UNKNOWABLE BEINGS of all kinds with lives and rituals completely out of the bounds of imagination.

He goes FURTHER, pressing on the FABRIC of REALITY itself - a MACRO/MICROCOSMIC GOLDEN WEB OF LIGHT, STORY AND IDEAS, the very makeup of it. And, what's more. . .it responds to him. By the act of OBSERVATION, it changes.

But, that might've been too much. The DRUG suddenly cuts off -

- and we're RETURNED COMPLETELY TO REALITY.

All the MACHINES and CORDS CRASH suddenly to the FLOOR, and Eric along with them.

CUT TO

INT. THE DOCTOR'S LAIR

THE DOCTOR turns, sensing something has changed in the air.

THE DOCTOR

. . .all is revealed.

There's something like the suggestion of a smile.

INT. CHEMISTRY LAB - NIGHT

Paul and Stefanie rush to Eric. He's CONVULSING WIDLY, bleeding out of ears, nose and mouth. His face is curiously out of focus -

PAUL

Jesus. Get a pillow. Hold his head
 up -

As a pillow is placed underneath him, Paul shoves a PENCIL in his mouth.

STEFANIE

Now what? What do we do?

PAUL

We just gotta wait, we -

Eric COUGHS, splitting the pencil out of his mouth, and a bit of BLOOD WITH IT.

ERIC

Holy shit. Holy shit.

He takes a deep, wracking breath and looks up at them - weak, but invigorated. A smile. Importantly, but imperceptibly, as he moves. . .so too do the things in the background. The entire environment seems to FLEX with him -

ERIC

. . .I was right.

(beat)

I know where they are.

(beat)

Who's next?

Stefanie and Paul look at each other, uncertainly.

STEFANIE

Me.

PAUL

What?

STEFANIE

I caused all this. If my brain explodes, not too much of value was lost. If not, you're in the chair next.

He looks at her. Then, all at once, she KISSES HIM and turns around to pull Eric out of the chair.

We PUSH IN on Paul as we hear -

STEFANIE

Can you walk? You good?

ERIC

Yeah. . .I think so. Got a towel or something?

CUT TO

STEFANIE, slamming down into the chair. ASSURED. Teeth gritted. She looks at Eric.

STEFANIE

Let's go.

BLACK.

Whisps of. . .multi-colored light, swirring around in the dark. The image begins to brighten, only slightly, as we

dance with the motes. We realize we're back in the LAB, now completely dark and BLOWN OUT.

A HAND comes into view. Stefanie's hand. We PULL OUT, slowly. . .revealing the motes of light, swarming around her. She's in AWE.

Keep PULLING BACK, revealing PAUL next to her - he holds up his hand, and the MOTES split, moving over him. . .

. . .ERIC holds up his hand, and the MOTES split once again, coming toward him. We realize now that what they're dabbling with is that same GOSSAMER WEB of LIFE, we saw earlier.

We PULL OUT finally, into a WIDE, revealing all three of them. . .united by the lights, moving in some kind of strange spiritual reverie. And, just before we CUT. . .do their feet leave the ground?

CUT TO

From overhead, we see. . .a CAR moves into frame. The city, at rest. The EFFIGY, still burning.

INT. CAR (MOVING) - NIGHT

PAUL looks out the window, as they drive. FACES look back, motionless. CROWDS of people stand, watching them go.

PAUL

(vo)

Are you ready?

STEFANIE

(vo)

I don't know. Everything's. .
.different, now.

As they TURN a corner, we see - the CROWDS have parted, to let them through.

PAUL

(vo)

We'll make it.

. . .and as the car passes, they begin to raise their hands, and POINT. All of them. Hundreds.

ERIC

(vo)

Funny when you think about it,
isn't it? All this.

(beat)

There is no coincidence.

(beat)

And now, not even the illusion of
one.

The CROWD begins to CHANT. . .

CUT TO

EXT. THE DOCTOR'S LAIR - NIGHT

The three of them stand outside a GNARLED, RUSTED chain-link fence, bent unnaturally. Behind it, the degraded, broken outline of what appears to be a CONSTRUCTION SITE, long left behind. The WEATHER RUMBLES ominously. WIND.

Paul looks at Stefanie and Eric, for a beat. They start walking toward the fence.

ANGLE ON

The three of them CLAMBERING over dips in the chainlink, hitting the DIRT. Eric STUMBLES - Paul turns, catches him.

They continue.

The WIND begins to BLOW dangerously HARD. . .kicking up dust and DIRT in PLUMES.

STEFANIE

Jesus Christ!

The three of them shield their eyes - Paul is BLOWN BACK a little on his feet. He steadies himself, but the WIND GROWS ever harder.

STEFANIE

It's him!

ERIC

Hunker down!

The three of them tuck their heads into their chests, and HUDDLE, pressing forward as one. . .

ANGLE ON

In a WIDE SHOT, we see the three of them move forward through the TUMULT, as the WIND BLOWS FURIOUSLY, and the DUST AND DIRT blows around them unnaturally in the SHAPE we've come by now to recognize as The Doctor's sigil. . .SHIFTING into his FACE, the GAPING MAW of his MOUTH OPENING.

They TRUDGE THROUGH, and the dust dissipates.

ERIC

(loud, over the wind)

LOOK FOR AN ENTRANCE!

PAUL

What?

ERIC

Into the ground! A. . .a storm drain or something! It'll be big!

Stefanie looks through the WASTELAND of discarded CONSTRUCTION VEHICLES and skeletons of buildings, THROUGH the sheet of dust. She points off -

STEFANIE

There!

- to a POINT of BLACK, a SEWER DRAIN in the distance. They change course toward it.

The DUST STORM grows STRONGER, blowing them back on their feet - getting HARDER AND HARDER. . .engulfing everything.

There is a GROAN, as of METAL RENDING against itself, and Stefanie looks up - a MASSIVE CONCRETE FIXTURE has IMPOSSIBLY torn itself from its holdings, and is falling down toward them, like some great, SHAPELESS BEAST. . .blocking their way forward.

. . .then something CURIOUS happens. It stops.

We PULL BACK from Stefanie's scrunched up face expecting an impact, hand in front of her face, revealing - PAUL and ERIC in the same position.

The air is PULSING around the three of them - and the DUST is beginning to blow in the opposite direction.

Eric looks down at his hand - FLEXES IT. The FIXTURE moves back slightly, rippling. He turns to the other two -

ERIC

I have an idea! Focus on it!

PAUL

Focus on it?

ERIC

Tell it to move!

(beat)

Do it!

Eric raises his hand. Sceptically, Paul does the same, followed by Stefanie. All three of them laser-focus on the METAL HULK - in spite of the unearthly weather, a bead of sweat drips down Stefanie's face.

The groaning RETURNS - it's MOVING. Tearing APART. RESTRUCTURING AROUND THEM, piece by piece.

In spite of himself, characteristically. . .Eric laughs.

ERIC

Look!

(beat; shouting)

It's information! That's all it is!

It FLOATS up into the air, as the dust BUFFETS around them -

EXT. THE DOCTOR'S LAIR - ELSEWHERE

- we PULL BACK from a DEEP BLACK VOID. The SEWER DRAIN. Water SLUICES OUT of it, in a torrent. Rough, improvised steps lead down from the lip.

The THREE approach, holding onto each other. Tentatively, they climb the steps.

PAUL

Oh, god. What the fuck is that smell?

Eric thinks, but says nothing.

ERIC

Are you ready?

He looks at the both of them -

STEFANIE

Are you?

ERIC

Let's find out. Come on.

They GRASP each other's hands, and - taking a deep breath, one by one, they disappear. . .into the dark.

INT. THE DOCTOR'S LAIR

Pitch black, for a moment. Then, a LIGHT flickers - a LIGHTER, being held by STEFANIE.

The three of them have progressed far into the TUNNEL, and the light from the outside is very far behind them. The WATER is around their shins.

In front of them, more black.

Paul holds his nose -

PAUL

It's getting worse. . .

Suddenly, a SHIMMER over the walls. . .

ERIC

(to himself)

I see what you're doing, now.

(to them)

Follow it.

CUT TO

THE DOCTOR'S LAIR - FURTHER IN

To a GIGANTIC HOLE in the tunnel, WATER SLUICING down around the edge. The three stand, looking down at it. Paul looks

like he's going to be sick.

PAUL

Down there?

Eric nods.

STEFANIE

You know what's going to happen,
right? You know where we're going?

ERIC

Down below. He's waiting for us.

PAUL

Waiting?

ERIC

Has been, all this time.

He SHOUTS into the hole.

ERIC

HAVEN'T YOU?

DOWN BELOW

We TRACK with the three of them, as they slowly, carefully
make their way down a RICKETY, RUSTED IRON LADDER as the
water pours over them. . .

. . .and SPLASH DOWN into more, deeper, WATERS.

We see behind them, as they progress further in, strange
CARVINGS and sigils on the wall, here and there obscured by
a strange, FLESHY MOSS.

They TRUDGE slowly forward. We PUSH IN on each of their
FACES in the DIM LIGHT.

Then -

PAUL

Oh, fuck -

He RECOILS.

In the water, a DEAD BODY face down, floating by. A PALE
MAN. And ANOTHER, and ANOTHER. . .floating lazily through
the murk.

ERIC

Keep going.

THE DOCTOR'S LAIR - EVEN FURTHER IN

ANGLE ON

The DISTENDED, dessicated head of a PALE MAN corpse. We PULL OUT revealing - dozens. Hundreds, maybe. The TUNNEL is CHOKED with them - a RIVER OF DEATH.

And, PUSHING THEIR WAY through it - our TRIO OF LIGHT.

We see that, with some considerable effort, they're PUSHING THE BODIES aside, making a path for themselves, with those same FUNKY MIND POWERS we saw earlier. The MOSS on the wall has grown stronger.

PAUL

There's so many of them -

ERIC

All.

(beat)

He's killed them all.

A moment of uncomfortable silence at this - then, a voice RINGING out in the darkness: the familiar, rumbling tones of

-

THE DOCTOR

. . .not all of them.

They stop.

THE DOCTOR

I have a final lesson for you. . .

A LAUGH that echoes, going on forever, as - just up ahead, from among the SEA OF CORPSES. . .an ARM EMERGES. And another and another, pulling itself up, revealing - the PALE MEN we've seen so many times before, the three who've popped up so inconveniently as to be rivals, standing almost weightlessly on the backs of the bodies.

But, the one in front has been TRANSFORMED. Mutilated would be a better word for it. Along with a slight throat, his EYES are gone, yes - and his mouth is SEWN UP. His ears are gone, holes COVERED in some kind of plaster -

PALE MAN

Mr. Flanagan -

PALE MAN 2

Scientist -

PALE MAN 3

(muffled)

PALE MAN 2

Wonderful to be with you now. . .at the end of things.

A BEAT of SILENCE - water trickling from the walls. Then -

The three stalk toward them, the one in front FLIPPING OVER THEIR HEAD - KICKING PAUL in the JAW. He STUMBLES BACK. PALE MAN 3 holds his inhuman composure, pulling out LONG BLADES from behind his back -

- he SWINGS at PAUL, who holds his arm up in defense. . .and the blade STOPS in mid-air, begins to bend. Pale Man 3 COCKS his head, and robotically, disconnectedly SWINGS the other sword. . .

. . .except it's locked in place by Stefanie, holding her hand up. A BEAT. Then -- Pale Man 2 backflips onto the CEILING, crouched like a SPIDER.

Let's not transcribe every beat of this fight, because honestly who does that (isn't half the fun of a big set-piece like this storyboarding it and choreographing it?), but the essentiality of it is - it's a fight sequence of ideas: synchronized, flowing and rhythmic, like an intensely choreographed BALLET, yet brutal and bloody, like a combination of THE RED SHOES and THE RAID. As it progresses, we see the Trio become in sync with each other and their strange new powers, but The Pale Men respond in kind, every bit as confident as the three of them put together. There is emotion here, a fulfillment and a welcome revenge for all the torture these three have put the three through.

Pale Man 3 LEAPS at ERIC, both BLADES raised to strike, and the THREE OF THEM raise their hands - he FREEZES in the air, as a BURST of water and smoke BOUNCES OFF the walls and the surface of the DEAD. It's like a moment from Akira, reconfigured into a GRAND GUIGNOL.

He bursts out out of their control, and RAISES his hands like a CONDUCTOR, in tandem with the other two. . .and the BODIES of the DEAD begin to move, begin to CLAW and TEAR at the three of them, pulling them down into the MURK. . .

Silence. A beat.

. . .except something strange happens, now. The WATER begins to BOIL and WRITHE - and the THREE of them BURST up, sending BODIES flailing RAGDOLL-LIKE into the wall.

And oh boy, Paul is angry. He's furious. He's drenched in sewer-water, bruised and bloody - wouldn't you be?

He stalks forward in the water toward The Pale Men, SCREAMING, anger radiating off him - the other two moving to stop him - Pale Man 3 raises his hand --

. . .and then the air VIBRATES outward. A miniature EXPLOSION, in fantastic COLOR and LIGHT. The Pale Men IMplode, in a spray of RED AND OFAL.

Paul STANDS there SCREAMING angrily, hands still CLENCHED.

We PULL BACK from him, revealing - the TUNNEL has been perfectly CUT into a SPHERICAL CIRCLE, roughly the diameter of the explosion.

STEFANIE

Paul?

He doesn't move.

STEFANIE

PAUL!

Eric and Stefanie look at him uncertainly. He turns - a thousand yard STARE on his face, gritted teeth.

THE DOCTOR

Wonderful. Brilliant.

(beat)

Now. . .

The tunnel and the waters begin to GLOW suddenly, with that unearthly BLUE LIGHT. It stretches back, toward the other end -

The TRIO cautiously begin to walk toward it -

INT. THE DOCTOR'S LAIR - FURTHER IN

- and come to a fork in the road, so to speak, where it splits down three separate TUNNELS.

ERIC

No more games, Doctor. We're past that.

A beat. Then, the light fades. . .leaving one PATH.

THE DOCTOR

(os)

Perhaps.

INT. THE DOCTOR'S LAIR - THE CENTER

. . .the room we've seen before. A long, NARROW CORRIDOR, filled with the blue light from nowhere. And at the end -

THE DOCTOR, turned away from us. Arms and fingers OUT-STRETCHED.

THE DOCTOR

Well. . .

He turns, slowly. The MOSS on the wall begins to move, leaving the wall and we realize - it's HIS FINGERS, having grown impossibly into and out of each other.

The FINGER-MOSS falls to the WATER, enveloping all of them with a MIND of it's own.

THE DOCTOR

Have you come to kill the dragon?

The three of them are silent, stunned in spit of themselves - it's like seeing the BOOGEYMAN in the flesh.

He MOVES TOWARD THEM, and it's suddenly clear for the first time how tall he really is - at least nine feet.

His face remains hidden as he moves toward them, sluicing silently through the water.

ERIC

Step into the light. Show us your face.

The DOCTOR stops, cocking his head. Slowly, the BLUE LIGHT begins to SHIFT over him, as if the SHADOWS are pulling back - and we see, for the first time: THE DOCTOR'S FACE.

No NOSE. Where a MOUTH should be, only a THIN SLIT. In place of his EYES, two GNARLED, DESSICATED PITS, sealed like OLD WOUNDS.

THE DOCTOR

Am I all that you hoped I'd be?

When he speaks, there is no movement - yet the SOUND of his voice reverberates off the walls.

Eric has his hand raised, tense.

THE DOCTOR

You can put your hand down, child.
Do you think you hold any surprises
for me?

Uncertainly, Eric lowers his arm. Imperceptibly, Paul GLANCES at Stefanie.

The DOCTOR peers at them - a revelation.

THE DOCTOR

Perhaps you do, yet.

(beat)

Follow me.

He turns, GLIDING off in the opposite direction. Eric FOLLOWS.

PAUL

No. No tricks.

THE DOCTOR

No tricks, Mr. Flanagan. Only
Truth.

Dubiously, Stefanie and Paul follow suit - he reaches out, grabbing her hand. She looks over, a little shocked - but then relieved.

THE DOCTOR stands at the OTHER END of the LONG CORRIDOR, against the wall - where we see, finally in focus, the source of the BLUE LIGHT: the BACK WALL is a giant, old ETCHING of THE DOCTOR'S FACE, except - where the pits of his eyes should be, SHINE TWO ORBS of BLUE FLAME.

THE DOCTOR
(unintelligible, Eldritch
language)

. . .and slowly, the MOUTH begins to OPEN, grinding STONE against STONE, until it settles below the level of the water. A GAPING MAW of EVEN DEEPER BLACK.

The Doctor looks back at them for a moment - and DISAPPEARS inside, his FINGER-MOSS trailing behind him.

BLACK.

A beat.

TITLE
Ordnung.

THE DOCTOR
(os)
Long have I been here.

Then, through the black. . .a POINT of BLUE LIGHT, just a dot. Slowly, our vision begins to adjust and we see the THREE, following behind the towering, alien form of THE DOCTOR down a ROUGH-HEWN STONE STAIRCASE, covered in SLUICING WATER, in a CAVERNOUS TUNNEL, all black save for the HALO of BLUE that floats around the Doctor's head.

He TRAILS his long fingers against the CONCRETE WALLS, feeling the water that trickles down them.

INT. THE DOCTOR'S LAIR - DEEPER IN - THE STAIRCASE

Stefanie loses her footing in the sluicing water. Paul GRABS her hand. Eric is transfixed.

As they walk, behind everything, is the CHUGGING of some distant MACHINERY, growing louder all the time. . .

THE DOCTOR
Longer than anyone could ever
imagine. Here in the dark.
(beat)
As you. . .yourself have seen, I am
sure.

ERIC
Where are you taking us?

THE DOCTOR

I will show you, scientist, my most
sacred machinery, that I keep in
the heart of the world.

Stefanie notices, just before the light escapes it - a
CARVING on the wall, elaborate and old, in the Native
American style. An eyeless face, surrounded by SWIRLS.

ERIC

Why?

THE DOCTOR

With all that you think you know,
I'm surprised it hasn't come to you
yet.

INT. THE DOCTOR'S LAIR - EVEN DEEPER IN

Illuminated by The Doctor's halo, the four enter what can
only be described as. . .a small CATHEDRAL, hewn into the
rock, among the pipes and concrete. His blue light casts
weird shadows over - STRANGE, OLD CARVINGS, surrounded by
fetishes and ephemera, paper fluttering in the dark.

Paul stops - looks at one CARVING in particular that
dominates the opposite wall: an etching of a few human
figures, with bow and arrow, surrounding a BLACK HOLE in a
crescent. . .where arms and fingers extended out from the
darkness. We PUSH IN. . .to see a face in the wet granite.
The Doctor's face.

THE DOCTOR

Throughout these tunnels, my most
treasured Pale Men lived and
worked, in secret -

- as they walk, they pass by. . .an enclave in the wall, a
PATHWAY leading off into the dark, suddenly illuminated,
revealing the HUNCHED OVER bodies of PALE MEN, and strange
sights beyond. Only for a brief moment -

THE DOCTOR

Navigating the inner reaches of
outer space, at my . .
.encouragement.

Other tunnels BRANCH off the main path.

THE DOCTOR

There are secrets hidden here even
they have forgotten.

INT. THE DOCTOR'S LAIR - THE ANTI-BODHI

The Doctor stalks forward through a STONE ARCHWAY into a
KNEE-DEEP POOL of water, filled with murk and liquid. The
three follow through the archway. . .and stop, gazing

upward, mouths slack.

The Doctor turns to them, and we can see behind him something huge and fleshy, out of focus. . .

THE DOCTOR

Look now, upon my bodhi tree.

STEFANIE

Gawd.

As The Doctor strides forward, we see - the ANTI-BODHI. A MASSIVE, strange, indescribable mass of DECOMPOSED CORPSES, other FLESHY MATERIAL, and ORGANIC TUBING THAT RUNS THE LENGTH of the ROOM, and into the waters. It is pulsing. BREATHING.

THE DOCTOR

Root above, branches below. . .this primal fig tree. Pure indeed it's root. It is Brahman, known as the Immortal.

Stefanie VOMITS. Paul goes to help her.

THE DOCTOR

. . .in it rest all the worlds: No one soever goes beyond it. All this, verily. . .is that tree.

Paul's eyes drift upward, into the dark, where the ANTI-BODHI'S roots extend into unknowable places. We can see, very, very far up above the ANTI-BODHI, a WATERFALL. The WATERFALL from the opening. Is it all coming together now?

Paul, meanwhile, with Stefanie -

PAUL

Are you alright?

STEFANIE

I. . .think so, I - I don't know what I'm seeing. Those used to be -

THE DOCTOR

(os)

Yes, woman. They used to be. And now they aren't, anymore.

(beat)

Now, they are a machine. My machine.

The Doctor moves toward the organic machine, stretching his arms and fingers out - splaying them, even farther than we've seen. They ELONGATE.

THE DOCTOR

Here, I've built it - a refinery
made from the seed of myself, whose
cogs are my Pale Men, who have
drank from it themselves, who give
back to it what they've taken. . .

(beat)

Only. . .a thousand times more
refined. More powerful. More
terrifying. More beautiful.

(beat)

Decades of iteration.

(beat)

Thousands of deaths. Here, in this
church.

STEFANIE

You're. . .you're a monster.

THE DOCTOR

I am the one who births monsters,
Miss Simpson. I am the reason you
have nightmares. As long as you
live, you will never understand
what I am.

(beat)

But then. . .I've taken so much
from the both of you, haven't I?

(beat)

I'd consider it a fair trade for
what I've given you, I think. . .

The question hangs in the air. Eric, in spite of his
disgust, is studying the makeup of the abomination.

ERIC

Where. . .where is it's output?

THE DOCTOR

You're standing in it.

Eric looks down - the MURKY waters that cover the ground
are, indeed, blooming in subtle variations of color with
strands of gold throughout.

ERIC

. . .why?

Something like a laugh from The Doctor. The machine GROANS.

THE DOCTOR

As a rebuke.

(beat; to Paul)

To absent fathers.

(beat)

A long time ago, before there were
fathers. . .my father cast me away
from him. My father that you know,

(MORE)

THE DOCTOR (cont'd)
 after a fashion. He who would leave
 us all here, in blind ignorance of
 the abattoir he's built. For all of
 us.

PAUL
 . . .Are you the devil?

THE DOCTOR
 No. Nothing nearly as simple. Only
 a shade. An echo. Part of me
 was...once...very much like you. A
 very long time ago.

(beat)

It is time for you to achieve the
 vision that's been kept from you.

(beat)

You will take my medicine out into
 the world, evolved, free of it's
 constraints. You WILL achieve the
 enlightenment you've all hunted for
 for so long, and take your species
 out. . .into the dark of the
 universe among thousands of others,
 among beauties and terrors that you
 could not imagine, and eventually.
 . .to the door of your God.

(beat)

And you will show him what I have
 taught you -

(beat)

- and achieve the justice that I
 can not.

(beat)

All this death. . .to bring us four
 here, finally.

PAUL
 . . .and all this death was
 necessary, Doctor?

THE DOCTOR
 Death is an extant form of life.

(beat)

In time, you will understand.

(beat)

Your father. . .and your friend,
 Stefanie. . .isn't worth grieving
 over.

PAUL
 Maybe not.

Paul, holding Stefanie, has been slowly undulating his
 finger - the CONCOCTION NEEDLE floats out of his back
 pocket. It's a strain to keep focused. . .and, he gives up.
 IT FLIES, whistling, at The Doctor -

ERIC

No, wait -

THE DOCTOR
(sympathetically)

Paul.

- and impales itself in his forehead. His gaping maw flutters. Paul GRUNTS - and the needle BORES itself slowly into The Doctor's flesh. The PLUNGER depresses.

He stands, stock-still - his wispy fingers falling lazily like ribbons into the water.

THE DOCTOR
. . .I know how you feel.

. . .and then, all at once, he begins to EXPAND. To GROW. Fingers SHOOTING OUT to the walls, to the ceiling. . .over and under each other, wrapping around him as he gains one foot, then another and other, new ANGLES JUTTING OUT, growing off of him all the time.

His head ELONGATES, CRACKS, becoming . . .good lord. The MAW opens, revealing a pit of COMPLETE BLACK. A VOID. The wrinkled PITS where eyes would be SPLIT OPEN, revealing MOVING, PULSATING DARKNESS.

By the end, he stands easily FORTY FEET - a giant, ALIEN HEAD from out of our deepest Jungian nightmares in a pool of wavering SHADOW. His FINGERS have become a DENSE, criss-crossing WEB, fingers upon fingers upon fingers, all FLOATING, all MOVING, around him and the room.

He makes a NOISE - something between gutteral Eldritch speak, a GROAN, a SCREAM and A HISS.

The ROOF of the cavern shakes, CRACKING - DEBRIS splashes into the water. The Doctor's "fingers" IMPALE themselves into the walls, and then back out. . . Paul notices -

PAUL
He's going to bring it down on us -

The WALLS begin to VIBRATE, as The DOCTOR begins to PULL - his demonic FACE wavering like a mirage over the chaos -

THE DOCTOR
(disembodied)
Death is an extant form of life -
(beat)
. . .now DIE for ME. . .and live -

HANDS upon FINGERS, FINGERS on HANDS, shoot toward STEFANIE, who BLASTS at them with her gun - to no avail. Paul, equally, is BESET by the same, aiming for his MOUTH and EYES and other orifices - it's looking DIRE.

- then: they STOP, from the both of them. RECEDE.
Imperceptibly, they begin to FLAKE. Stefanie looks. It's
ERIC, shaking - a raised, steady hand.

ERIC
FOCUS! Focus on him!

Now freed, the two of them join ERIC - just as. . .A MASSIVE
CHUNK of the CEILING comes SAILING out of the darkness - and
breaks CLEAN INTO TWO over their heads, as PAUL grabs
STEFANIE and takes her to the floor.

They hold HANDS, looking straight up at The Doctor - sweat
beads on their foreheads. ERIC leads, with determined gaze -
and SUDDENLY, the very AIR is ALIVE with the DANCING,
KALEIDOSCOPIIC LIGHT we've seen so many times before, but not
like this. Something MAJOR is HAPPENING -

- The DOCTOR is BEING TORN APART FROM THE INSIDE, slowly.
FLAKING AWAY, being RENDED, DISINTEGRATING, being burned
away by the dancing LIGHT. All around the Cavern, his
"hands" and "fingers" are MELTING, sloughing off.

He SCREAMS, an inhuman NOISE from the deepest places in our
nightmares. . .and LUNGES toward THEM, a GAPING BLACK MAW
fifteen feet WIDE, SHADOWS pouring from his EYEHOLEs. . .

. . .and STOPS, mere inches away from them. He can't move.
He doesn't have the MASS.

A BEAT. The dust settles.

The three back up, tenuously - hands still raised.

. . .The DOCTOR heaves his mutilated half-body along the
floor, flecking away into pieces of BLUE LIGHT around them,
shooting off into the distance. Web of fingers
disintegrating still, in the background. The sound of a
giant animal dying, laboured breath shaking the walls of the
cavern.

THE DOCTOR
You. . .

He looks at them, with his immense, eyeless, melting face -
dissolving further into now multi-colored, blooming light
all the time -

THE DOCTOR
. . .did you think. . .to kill me?.
. .Look at me.
(beat)
Look at me. . .
(beat)
There is. . .no. . .going back. . .
.from what I've shown you. . .
(MORE)

THE DOCTOR (cont'd)

(beat)

Unless. . .you would choose. . .to
live in darkness. . .

(beat)

You cannot. . .kill me. . .in any
way. . .that matters. . .

. . .and he's gone, save for the dessicated, inhuman
carapace of his head, like some forgotten monument, dwarfing
the three of them.

A beat. Is it over?

Eric helps Paul up out the water.

ERIC

You alright?

PAUL

Yeah. Yeah, I'm - I'm good. You?

Eric nods. They're both clearly in SHOCK. Paul goes to
Stefanie - grasping her shoulders. They grasp for words for
a beat, until -

She HUGS HIM tightly. He kisses her. They CLING to each
other, holding on for dear life, afraid and wild-eyed,
adrenaline fueled. Small, human.

Eric, meanwhile, keeps walking - looking back at them for
just a moment. It seems inevitable to him.

He looks up at the Anti-Bodhi. Considering. Thinking.

ERIC

(to himself, as he
thinks)

. . .I don't think there's a need
for anything so crude, anymore.

(beat)

I can do better, Doctor.

STEFANIE

(os)

Hey!

He turns. Stefanie and Paul are looking at him.

STEFANIE

What now?

Eric's not quite sure how to respond to that. Something like
a smile grows across his face. . .a CHUCKLE.

FADE TO BLACK.

EXT. STEFANIE'S APARTMENT - NIGHT

THE ENDING

Black screen. We hear WHISPERS. Radio transmissions.
"Contact" by Daft Punk begins, as we FADE INTO -

ARLINGTON, TEXAS. From above. GLIDING OVER. . .empty parking lots, cars in the middle of the road. Apartment complexes deserted. Deserted OVERPASSES.

We're RUSHING OVER THE TOWN, GODLIKE OVER ALL, and as we do, we begin to see. . .specks of white, in the road. First a handful, then tens. Twenties. Hundreds.

THOUSANDS of PEOPLE, marching together. MEN, WOMEN and CHILDREN of all ages, races and sexes. In the DOWNTOWN area, they line the rooftops of buildings, and we can see the PROCESSION stretches far off into the distance, a great, LIVING MASS. We keep moving, toward. . .

EXT. FIELD - DAY

. . . the head of the procession, as everyone begins to sit. At the front is ERIC, flanked on the left and right by a MAN and a WOMAN. Everyone is dressed in simple white.

Eric takes out an EYE-DROPPER, filled with the same GREEN-AMBER mixture of the Drug and his own compounds we saw so long ago.

In tandem, everyone begins to do the same, holding them up to their eyes.

INT. STEFANIE'S CAR (MOVING) - DAY

. . .SPEEDING through the deserted highways. Paul's in the passenger seat, holding a small urn.

EXT. HIGHWAY - DAY

They get out, parked in the middle of the road, walking toward the SIDE of the OVERPASS. They stop, looking out at ARLINGTON in the distance.

EXT. FIELD - DAY

. . .as the Biologist raises his hands to the sky, undulating it. Everyone does the same, following his movements in complete synchronicity.

We're RUSHING BACK toward the front of the procession now, as. . .THE GROUND BEGINS TO TREMBLE. SOIL in GREAT MASSES is pulled up into the air, and grass. . .and ROCKS. TREES UPROOTED, becoming bigger and bigger, SWIRLING.

As we reach the BIOLOGIST's hand and PAN UP, revealing the SWIRLING CONFIGURATION we've seen so many times before, now writ large in the sky and getting larger and larger all the

time, spinning in and out of itself. . .

EXT. HIGHWAY - DAY

We see a PLUME of DUST float out over the sky. ASH. It too begins to SWIRL in the same configuration, spiralling endlessly. . .

As we PULL BACK, we see - PAUL, moving his finger in a CIRCULAR MOTION.

PAUL
Goodbye, Dad.

He stops moving his finger. . .

. . .and the ashes slowly blow away, into the wind.

FADE TO BLACK.

THE END.