

SLiThER

written by
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FADE IN:

INT. HIGH SCHOOL CLASSROOM -- DAY

CLOSEUP: A slender woman's hand writes on a chalkboard, in teacherly cursive.

We PULL BACK to REVEAL STARLA GRANT, a stunningly beautiful Southern woman in her twenties, as she finishes writing out, "SURVIVAL OF THE FITTEST"

Starla glances at the classroom of high school students. She is a demure woman, somewhat awkward in her speaking, but she has the rapt attention of all the boys in the class.

STARLA

When Darwin said 'fittest,' he didn't necessarily mean the strongest or the most intelligent, or any one trait -- he merely meant those organisms most well--suited to their environment.

The boys in the class look her up and down as she speaks. KYLIE STRUTEMYER, a pretty student, notices a BOY beside her drawing Starla, only without her clothes. She hits him. He CHUCKLES.

STARLA

We humans think we're more fit,
more evolved, because we're smarter.
But we're neophytes. We've been
around two million years, give or
take. The cockroach has been here
for 350 million. You tell me who's
the more successful species.

A BOY raises his hand.

STARLA

Will.

WILL

How's all this go with how the
Bible says there ain't no dinosaurs?

Some of the kids LAUGH at the boy. Starla pauses, about
to answer, when the BELL RINGS.

STARLA

We'll tackle that tomorrow...
Everyone bring your boxing gloves.

The kids start to leave.

EXT. MAIN STREET -- DAY

Celebratory banners are strung over this street, including
one that reads: "DEER SEASON STARTS TODAY!" We're in the
center of Wheelsy, South Carolina, a moderately depressed
small town. Today's a big day, as HUNTERS from far and
near crowd the streets in their massive pickups.

MEN spill in and out of a gun store buying loads of
ammunition. OLD HUNTERS with faces like prunes stand
outside Angell's Tavern getting drunk. A MAN WITH FEW
TEETH has a dead deer strung out across the back of his
truck, skinning the carcass, its innards spilling loose.

JACK, an older, uptight man in fancy clothes, is driving
through town in his big old Cadillac. He comes upon a
hunter's truck, double--parked, jamming up traffic. Jack
jams on his HORN.

JACK

Get the fuck out of the way,
cocksucker!

Jack turns to see a MOTHER and her two CHILDREN on the

sidewalk, listening and staring in shock.

MOTHER

Mornin', Mayor.

Jack smiles, a bit embarrassed. Jack notices a group of HUNTERS on the sidewalk, looking and pointing at something up in the sky.

He looks up to see a small meteor plummeting toward earth.

EXT. HIGH SCHOOL -- DAY

Students file out of the open door for the day. Kylie, Starla's pretty student, is among them. She and her FRIEND are looking up at the falling meteor.

KYLIE

Proolly go find it later, sell it
on eBay.

EXT. HORSE RANCH -- DAY

A RANCHER with a cleft palate turns his head to see the meteor, much closer to him. It's rushing down toward the treetops of a nearby forest.

INT. GRANT'S OFFICE -- DAY

A framed wedding photograph of a very young Starla and a large man is sitting on a desk. The photo TREMBLES LIGHTLY, with the impact of the meteor hitting the earth.

GRANT GRANT, a large, indelicate man in his mid forties, notices the photos on his desk moving. He looks up from his desk and out his door, where there's a GLASS WORKSHOP. Two WORKERS are carrying a large pane of glass, looking relieved they didn't drop it.

GRANT

Just a tremor, boys.

Grant goes back to filling out the tags of file folders with a Sharpie.

EXT. POLICE STATION -- DAY

Four cops -- BILL PARDY, the town's young, relaxed, and handsome Chief of Police, WALLY, an older, toad--like cop, TREVOR, a younger, somewhat goofy cop, and MARGARET, a mannish cop -- are standing stock--still in the station

parking lot. They CHUCKLE.

TREVOR
Did ya' feel that?!

They enter the station.

INT. POLICE STATION -- DAY

The four cops start to remove their holsters and so forth, finished for the day.

TREVOR
I always get afraid when that happens, 'cause what if the ground cracks open and you fall inside? It's so hot in there you get all burnt to nothin' like that --
(snaps)
Happened to my uncle Barry.

Wally and Bill LAUGH at him.

WALLY
Who told you that story, Trevor?

TREVOR
My aunt.

BILL
Your uncle Barry left her for a stripper up in Winnsboro.

Trevor looks shocked, sad.

SHELBY, a slightly dim dispatcher, on his headset at the police operator's unit, swirls toward them, alarmed.

SHELBY
Chief! We got a 'mergency over at the diner!

INT. DINER -- LATER

The four cops move in. There's a COMMOTION. Most of the patrons are standing.

WAITRESS
Back there, Bill!

The Waitress nods back through the service window, into the kitchen, where a large DOE is hopping around. A

DISHWASHER stands on the counter, YELPING with fear.

INT. DINER KITCHEN -- MOMENTS LATER

Bill, Wally, Trevor, Margaret, and the Waitress enter.
The doe skips around.

WAITRESS

She slipped in, was eating trash.
We seen it on TV, how they kill
ya'--

BILL

Right.

WAITRESS

So we thought we best call in.

Bill spots the open rear door, and tries to herd the deer
toward it.

BILL

Come on now, honey, door's this
way.

MARGARET

It's open season. Let's shoot
her.

BILL

She's just scared, Margaret.

WALLY

Also, Bill likes to take a female
through the back door any chance
he gets.

Wally and Margaret LAUGH. Trevor snatches a dish--towel
and rushes the doe, using it like a cape. The scared doe
leaps away from him, jumping onto the kitchen counter.

BILL

She ain't a bull, Trevor!

The animal kicks off a pot, which hits Margaret.

MARGARET

Goddamn bambi--rat!

As the doe jumps to the floor, she gets her hoof wrapped
in a telephone cord.

The cord is plugged into the wall, trapping the doe in place. Wally, Margaret, and Trevor attempt to dive for the cord, but can't avoid the doe's crazy, flying hooves.

BILL

Get back.

The other cops step away. Bill steps slowly toward the doe, speaking calmly.

BILL

It's okay, sweetheart. Nobody's gonna hurt you.

The doe looks at him, settling a bit. His voice seems to be soothing her. Bill gets closer.

BILL

That's right. Just gonna pull this cord out. It's gonna be all right.

The cops and restaurant folk look on in awe as the doe, breathing heavily, becomes still. Bill scoops close past her, and yanks the telephone cord out of the wall.

Bill smiles. Then the doe runs forward, almost knocking Bill over, and streaks out the back door.

Bill, Wally, Margaret, and Trevor move up to the doorway and watch the deer skitter off into the woods beyond, dragging the telephone, tied to her leg.

BILL

Hell, she took a phone. Now them forest critters are gonna be calling us all hours of the night.

Everyone LAUGHS. Wally pretends to be on the phone.

WALLY

Chief of police there? This a squirrel. Bring me a bag of peanuts, motherfucker!

Everyone LAUGHS some more.

INT. GLASS WORKSHOP -- EVENING

Grant locks his office for the day. His SECRETARY sees

him going.

SECRETARY

'Night, Mr. Grant.

GRANT

See ya', Ashley.

Grant walks across the workshop toward the door. He sees a crowd of WORKERS lounging around a glass--cutting table, LAUGHING at something.

Some of them nod at Grant, and he nods back. But he's completely outside their circle.

EXT. GRANT HOUSE -- NIGHT

A sizable two--story suburban home. All the lights are off but one.

GRANT (O.S.)

So I get home today, phone's ringing. It's Hank Wilcox.

INT. GRANT DINING ROOM -- NIGHT

Starla and Grant eat dinner in this well--decorated room. As Grant chatters, Starla occasionally smiles politely at him.

GRANT

Callin' for you. What the hell?
I said, 'Hank, that's a little bit
outta line don't'cha think, a single
man callin' someone's wife?' At
night, nonetheless.

Starla is quiet, almost afraid:

STARLA

He's teaching environmental science,
Grant. Probably wants to borrow
my lesson plans from last semester.

GRANT

Oh yeah, that's what he wants to
borrow, this guy.

STARLA

It's just a work thing.

GRANT

Work thing hell, Starla. He just wants to get in your pussy. Him and most these other ones around here. That's where their minds is at, them sick fucks.

Grant takes a big bite of food, stuffing his mouth.

GRANT

I'll tell you, sugarplum, you're lucky you got me. You're too damn trusting. Without me to protect you, you'd get kilt one of these days.

Starla nods.

INT. GRANT MASTER BATHROOM -- LATER

Starla stares at herself in the mirror as she brushes her hair. She uses long, slow strokes, as if stalling.

GRANT (O.S.)

Sugarplum, you coming into bed?

Starla turns toward the door. She doesn't say anything for a moment.

STARLA

Just a second.

Starla sets her brush down on the counter. She arranges it neatly beside the others. And walks into the bedroom.

INT. GRANT BEDROOM -- MOMENTS LATER

Grant turns off the TV as Starla gets into bed with him. It's almost completely dark in here.

Grant crawls on top of Starla. He kisses her and grabs her in a way not meant to be rough, but is utterly without grace.

After doing this for a few moments, Starla starts to push him off her.

STARLA

Grant, no -- I'm sorry, I'm just --
I'm not in the mood.

Grant is on top of her, breathing a little too heavy.

GRANT

Come on, baby, it's --

STARLA

I'm sorry. I don't just have some switch.

GRANT

Sure you do.

Through Starla's nightgown, Grant pretends to flick one of her nipples.

GRANT

Flip.

Then the other.

GRANT

Flip.

STARLA

That's disrespectful.

Grant, peeved, gets off of her. He sits on the edge of the bed for a moment, in silence. Starla looks afraid.

GRANT

When are you in the mood, exactly?
Seems to me that mood's as rare as
winnin' the Goddamn lotto.

Grant grabs his slacks off the valet and starts putting them on.

STARLA

Where are you going?

GRANT

I'm just some big clown to you,
ain't I?

STARLA

That's not true -- Where are you--?

GRANT

Out.

INT. HENENLOTTER'S SPORTS BAR -- LATER

Grant sits at the bar, knocking back a shot of tequila. He's getting drunk. He taps his glass.

GRANT

Hit me again there, killer.

The BARKEEP fills his drink.

BARKEEP

Hey, Grant, how's it you come to
have the same last name as first?

GRANT

Parents thought it sounded pleasant,
I s'pose. Joke on me, ain't it?

Grant notices a woman with a lot of makeup -- BRENDA GUTIERREZ -- staring at him from across the bar, smoking a cigarette. Grant stares at her, trying to figure out who she is. She slides off her stool.

She sashays toward him. She props herself on the stool beside him, leans drunkenly in toward him.

BRENDA

Megan Halesy' little sister.

GRANT

Shit. You're kidding me.
Nope.

BRENDA

Brenda!

GRANT

Hell, you were --

Grant holds his hand only so high.

BRENDA

I was! And I'll tell you somethin',
Grant Grant. I's in love with
you.

Grant stares at her.

BRENDA

My sister Megan, she's a big fat
cow. Was then, even more so now.
I'd be thinking, what'd you see in
her ain't in me?

GRANT

Shit, girl, you couldn't'a been
eleven.

BRENDA

Hell, I was game!

She LAUGHS. So does Grant. He stares at her, contemplating sinful things. He nods at her wedding ring.

GRANT

Who's the lucky fella?

BRENDA

Fuck lucky. Never marry a damn half--Mexican.

GRANT

Already ain't. Married a gal named --

BRENDA

Starla Covington. Don't be ignorant. Everyone knows that. Fucking prom queen.

Grant thinks.

GRANT

Yeah.

Grant finishes his drink, and gets up to go.

BRENDA

Where you goin'?

Grant speaks more loudly than need be:

GRANT

Starla, she gets real worried 'bout me I stay out too late. Loves me too much, that one.

He glances around to see if people have heard, and stumbles out.

EXT. SHADED CREEK -- LATER

Grant sits on a boulder beside a creek, looking miserable, downing a six pack.

He throws an empty can into the creek, when he glances down and sees particles flowing down the river.

Grant slides off the boulder. He kneels and examines the

particles. They shimmer in the moonbeams coming down between the trees.

Grant peers up the creek from where the particles are coming.

He sees a gap on the edge of the creek, where water splashes and is diverted in streamlets down the hill.

He approaches the spot, and comes upon a small crater on the side of the creek. The meteorite is inside the crater, but it's cracked into pieces. The rock seems almost organic, like a shell. The shimmery specks are part of the shell itself, flecking off into the creek and rushing downstream.

Grant crouches. He touches the meteorite, and feels some sort of goo inside it. It's sticky.

He notices a strip of the same slime leading out of the crater itself and into the woods.

Grant, curiously, slowly, follows the slimy trail.

He comes to a flurry of colorful wild flowers. Something is rustling the flowers ever so slightly. He moves in closer.

A gelatinous yellow organism slithers sluggishly between the flowers. The organism is a mound a few inches high, gross and veiny, yet as colorful as the flowers around it. A small cavity on the apex of the organism constricts and expands lightly. I guess it's not worth keeping secret that this thing looks a tad like a bright yellow vagina.

GRANT

What the,?

Grant is a little freaked--out by this thing, even frightened. He looks around for someone else.

GRANT

Hey, anybody 'round here? 'Lo?

No one answers. Grant looks down at the organism, unsure. He picks up a tree branch.

Grant softly prods the organism with the pointy end of the branch.

Nothing happens.

He does it again. The thing pulses a little, and surges toward Grant.

Grand pokes it again.

A small, thin quill -- a SPORE -- emerges from the cavity in the center of the organism. The spore is quivering and, as it trembles upward, little bulbed spurs pop up as well.

Grant slowly bends down to look at it when --

The SPORE suddenly SHOOTS OUT. It strikes Grant in the stomach.

GRANT

Ow! Fuck!

Grant yanks up his shirt, looking at a wound on his abdomen. He watches as the spore quivers and disappears inside him.

He clutches his stomach, SCREAMS in agony. He falls back into the colorful flowers. His body convulses.

MATCH CUT TO:

CAT SCAN SHOT -- INT. GRANT'S BODY

We see the insides of Grant's body, as if sliced in half. We ZOOM IN on the little spore, which is jittering up through his body, and into his neck.

The spore keys into the base of Grant's cerebellum, and his entire brain crackles with a WHITE ELECTRICAL ENERGY.

BACK TO SCENE

Grant freezes in place, his fingers contorted up in front of him, silent. He's utterly still, a wax corpse.

A hippie CAMPING COUPLE run into the area, looking for the source of the screams. The man looks down at the frozen Grant.

CAMPER

Over here!

The Camper crouches down beside him.

CAMPER

Hey, man. You all right?...
Dude?... Oh shit.

The Camper turns from Grant to his girlfriend.

CAMPER

I think he's d --

Grant GASPS suddenly, sitting up and grabbing the man, like a drowning man popping up above water. The Camper YELPS and jumps back. Grant sweats and heaves, trying to speak, but hardly can --

GRANT

It's taking... my... brain.

CAMPER

Buddy?

Grant's eyes glaze over, and he eases off. He heaves there, momentarily confused. His eyes dart around, as if seeing his surroundings for the first time. Grant stands.

CAMPER

You all right, man?

Grant looks down curiously at the camper. Then he turns and stumbles away from them, out of the forest.

CAMPER

That might of been a stroke, buddy.
You better take it easy.

INT. GRANT'S PICKUP -- DAWN

Grant drives down the road in his luxury pickup truck, sweating and blinking rapidly.

EXT. GRANT HOUSE -- MORNING

Grant steps out of the truck in his driveway, when he hears --

NEIGHBOR (O.S.)

Hey ya', Grant.

Grant swings his head toward his NEIGHBOR, who is taking a happy BEAGLE for a morning walk.

NEIGHBOR

What were ya', night--fishing again?
You catch anything?

GRANT

I caught a little somethin', yeah.

Grant walks inside his house.

INT. GRANT FOYER -- MORNING

Grant looks around the foyer.

INT. GRANT BEDROOM -- MORNING

Grant creeps into the bedroom, looking around. We can hear the SHOWER RUNNING.

Grant spots his face in a mirror above the dresser. He moves in close to the mirror, and stares at his own image.

He pulls on his face a little, his eyes brimming with excitement. He smiles at himself.

Grant looks toward the open bathroom door, where he hears the running shower. He creeps toward it.

Grant peeks around the doorway. Starla is in the shower, soaping herself. She looks beautiful there. Grant tilts his head to the side like a dog. He watches her, mesmerized, even moved.

INT. GRANT BATHROOM -- MOMENTS LATER

Starla is wearing a white towel and brushing her wet hair in the foggy bathroom mirror when she hears Air Supply's EVERY WOMAN IN THE WORLD coming from the bedroom. She's struck by it.

She moves toward the door. Opens it.

INT. GRANT BEDROOM -- MORNING

The shades are drawn, darkening the room. A few candles have been lit. Grant is standing there, mostly in silhouette. He's silent, and he doesn't move.

GRANT

Hey there, sugarplum.

Starla looks at him, stirred.

STARLA

Haven't heard this for a while.

Grant walks toward her. He takes her hand in his own, lifting it beside him. He wraps his other arm around her waist. And he slow dances with her. Starla dances too, a bit hesitantly, a bit shy.

STARLA

I never danced in a towel before.

GRANT

Wearing white, just like on our...
wedding day. I remember it.

Starla nods.

GRANT

I'm sorry about last night. I get
a little insecure sometimes, want
to hold on too tight. It's just
'cause you're precious to me,
Starla.

(MORE)

GRANT (CONT'D)

But I swear to God, baby, I'm
turning over a new Goddamn leaf.
Okay?

Starla nods, touched. Grant's eyes are teary.

GRANT

I love you, sugarplum.

Starla and Grant kiss, tenderly.

Grant falls to his knees in front of her. He runs his hand over the curve of her hip, her thigh, her buttock, with as much fascination as lust. He pushes Starla back onto the bed.

He lifts her leg, and kisses it, nibbles on it a little, scrapes his teeth on it. Starla is surprised by this, but enjoys it too: it's probably the most foreplay she's had in years.

Grant crawls on top of her, runs his hands over her breasts, her face. Starla's hand moves over Grant's back, and to his stomach. When she stops, startled.

STARLA

Grant, what's that?

She gazes down at the wound between them, on Grant's bare abdomen, where the spore entered him. The wound is yellowish, and surrounded by veins.

Grant, embarrassed, pulls his shirt down.

GRANT

Just a little bug bite is all.

Grant kisses and munches on Starla as she lies back on the bed, enjoying it.

O.S. HUMMING.

FADE TO:

INT. TEACHER'S LOUNGE -- DAY

Starla is HUMMING Every Woman in the World as she drops coins into a soda machine and chooses Tab. JANENE, a heavysset black teacher, notices this.

JANENE

What are you so smiley about, girl?

STARLA

Oh, nothin'

Starla grabs her soda and sits down with Janene. just stares.

Janene

STARLA

Just, Grant and I had a nice morning. It's been a while.

JANENE

Oh! You got that fresh--fucked glow, don't you? Janene.

STARLA

You slut.

JANENE

Hush.

STARLA

No shame.

JANENE

You're a married woman.

STARLA

He was... considerate. Maybe this is the start of a real change in Grant.

INT. GRANT BATHROOM -- DAY

Grant is holding up his shirt, and looking at his torso. The wound on his side is blackened and gangrenous, and is starting to puff up into a veiny little spout. A fuzzy bluish moss is growing in the crevices around the spout. A pus oozes out.

Grant looks concerned. He squirts some Neosporin onto his fingers. He massages it slowly into the wound.

INT. GRANT KITCHEN -- MOMENTS LATER

Grant opens the refrigerator door and rummages around inside. He pulls out some bread. Some cheese.

He opens the meat drawer. It's replete with cold cuts. He pulls out some Oscar Mayer baloney. Turkey. Pastrami and salami. He grabs every type of meat there is.

MOMENTS LATER

Grant assembles a sandwich at the table. Two pieces of bread and some cheese. He starts putting the meat on. But he can't stop, piling more and more on until he has a little sandwich tower.

He looks at it. Something seems off about it. He removes the cheese. Better. And then the bread. Even better. He stares at what is now simply a tower of cold cuts.

GRANT

Meat.

After contemplating it for a moment, Grant stands and carries off the pile of meat.

INT. GRANT GARAGE -- MOMENTS LATER

Grant enters the garage through a door from the FOYER. He flips the lights on with his shoulder. He looks around.

Grant spots an old file cabinet. He sets the tower of meat down on the oily floor and opens a drawer. It's

filled with files. He closes that drawer, and opens another. It has manila file folders, but no files.

Grant takes out the folders. He uses a Sharpie to write out "BALONEY" on a folder. Then he stuffs all the baloney into the folder and files it away.

He starts writing out "PASTRAMI"

LATER

Grant flips through his alphabetically--filed meat: from BALONEY through "TURKEY." But he doesn't look satisfied.

INT. SUPERMARKET -- LATER

Grant stands beside the butcher's counter with a shopping cart. He peers dreamily in through the glass at the rows of steaks, pork chops, and so on.

GRANT

Meat.

BUTCHER

Howdy, Mr. Grant. You goin' to the Deer Cheer this weekend?

Grant snaps out of his reverie.

GRANT

Sure thing, killer.

BUTCHER

What can I do you for?

GRANT

Thinkin' 'bout getting me a couple of these big ol' rib eyes.

BUTCHER

How many you need?

Grant stares at the steaks.

GRANT

Well... having us a little dinner party... I'd say... eight. No, no... fourteen...

The Butcher nods, starts to grab steaks. Grant CHUCKLES.

GRANT

Hell, what am I holding back for?
Why don't you just give me
everything you got here?

BUTCHER

All the rib eyes?

GRANT

Yep. And while you're at it, get
me a few of them chicken wings...
some pork loins... and, ooo, what's
this here? Osso buco?...

EXT. GRANT HOME -- LATER

Grant backs his pickup toward the garage. Meat is piled into the bed. Wrapped packages of meat fill the seats around him.

INT. GRANT GARAGE -- MOMENTS LATER

Grant stands in the garage, tearing open the packing, and letting the loose meat slide into piles onto the floor, muttering:

GRANT

Meat.

MOMENTS LATER

Grant rolls slabs of beef over the dirty floor and into a pile.

SOMETHING skitters across the garage and around the pile. Grant peers around the pile and sees a RAT nibbling on some ribs. He realizes something.

GRANT

You're meat.

The rat moves away from Grant. But Grant snaps out his arm with alarming speed, snatching the rat. It SQUEAKS and wriggles in his grip, tearing and biting at him, trying to get free.

Grant snaps its neck, and tosses the dead rat onto the pile of meat. Continues on.

EXT. GRANT GARAGE -- NIGHT

Starla pulls into the driveway. She presses the button on her garage door opener.

The door SHUDDERS but stays closed. Starla's confused.

She gets out of the car and examines the door. She looks down and sees a new padlock, locking the door to the cement driveway with bolts on both sides.

INT. GRANT FOYER -- MOMENTS LATER

Starla enters the house. She heads toward a door along the wall that leads to the garage. There's a shiny new lock on that door as well. She touches it, baffled.

She turns to see Grant standing at the end of the foyer. He's in shadows, a little spooky in the darkness.

GRANT

Welcome home.

STARLA

Grant? Why are there -- did you put locks on the garage?

Pause. No answer.

STARLA

You drilled into the driveway.

Grant walks into the light.

GRANT

Yeahhhh. I'm sorry. I just got so excited about... your present.

STARLA

My present?

GRANT

You're my princess, aren't you?

STARLA

Okay.

GRANT

I got a super--special birthday present for you this year. I couldn't risk you finding it, so I had to put them locks on the doors.

Pause.

STARLA

All right... I have to clean up
before dinner.

Grant smiles at her. Starla confused, tries to smile back, then turns and heads up the stairs. Grant watches Starla's fine form from behind, somewhat lustily. But his leering gaze gradually turns into something darker, and he has a realization.

GRANT

You're meat.

Starla turns.

STARLA

What?

Grant snaps himself out of it.

GRANT

Oh, nothin'. Nothin'. See you in
a sec.

Starla smiles uneasily, and heads on upstairs.

EXT. GRANT HOME -- MOMENTS LATER

Grant steps onto the front porch to get some air. He's blinking and seems a little dizzy. He gazes around the neighborhood:

Down the way, a BOY in a little league uniform and his MOTHER get out of their car and walk toward the front door.

Across the street, THROUGH A KITCHEN WINDOW, a PLUMP MAN and his WIFE are eating dinner.

At another home, a SHORT MAN steps on a stepladder, changing the dome light on his porch.

Grant stares at these individuals, looking like an animal ready to lunge at its prey, fighting the urge.

GRANT

Meat.

He HEARS a BARKING. Grant turns to see the beagle next

door, tied to the tree, YAPPING at him.

Grant looks around to make sure no one's watching.

EXT. GRANT HOME -- MORNING

Starla walks to get the paper in her robe, and she sees a BOY, aged thirteen or so, stapling a LOST: REWARD flyer to a telephone pole, with a picture of the beagle.

STARLA

Roscoe's gone?

The Boy's face is streaked from a long night of crying.

BOY

You haven't seen him, have you?

Starla shakes her head.

STARLA

I'm sure he'll show up, Tim.

The Boy nods, and walks to the next telephone pole to put up another flyer.

EXT. SHADED FOREST -- DAY

Grant moves up a hill, between trees, looking around for something. He comes to a stop, trying to remember which way to go. He does, and moves on.

EXT. OLD BARN -- LATER

Grant comes upon an old wooden barn. The structure is maybe a hundred years old, and long abandoned. It's spattered with graffiti. Grant stares at it.

MOMENTS LATER

Grant gathers large fronds and other foliage in his arms.

INT. OLD BARN -- LATER

Grant spreads the plant life over the floor of the barn. He arranges it, fluffs it there. His actions are very animal--like when no one's around. He seems to be making a nest. He sits back, looks at it.

He's happy.

FADE TO:

INT. GRANT BEDROOM -- NIGHT

Starla, dressed in her weekend finery, is looking in the mirror above her dresser, and putting on earrings.

STARLA

Grant, are you almost ready?

INT. GRANT MASTER BATHROOM -- MOMENTS LATER

Grant looks ill. He is leaning over the sink, sweating, clutching his stomach.

GRANT

Yeah, hon, I'll be right there!

Grant turns and pushes open his door.

INT. GRANT BEDROOM -- NIGHT

Grant sees Starla sitting on the edge of the bed, her back to him, as she puts on her nylons. She doesn't know he's there.

Grant stares at her, demented, and moves slowly toward her, stalking her.

Something starts to push Grant's shirt up at his stomach, like a bellybutton erection. The thing slips out of his shirt -- a writhing, pointy tubule, aiming toward Starla's back.

Grant looks at the nape of Starla's neck. Her delicate ear. He becomes confused; he softens.

Starla turns to see Grant, his body now turned away from her. He's trying to push the tubule back down.

STARLA

What are you doing?

GRANT

You're pretty.

Starla nods, confused by his behavior.

EXT. WHEELSY SADDLE LODGE -- LATER

A banner hangs across the front of the lodge, "DEER CHEER

05" -- the first Friday of deer season in Wheelsy. Inflatable deer totems decorate the front of the wooden lodge. RAMBUNCTIOUS MUSIC comes from inside. Partyers enter.

Grant and Starla step out of his truck. As they do, one of Starla's students, Will, sees her and waves. Starla waves back.

Grant notices this and grabs Starla's arm, a bit too hard, pulling her back.

GRANT

Who's that?

STARLA

It's just one of my students, Grant.

Grant stares at the boy with distrust, and ushers Starla towards the lodge.

Bill, Trevor and Margaret are hanging out on a large rock outside the entranceway, drinking beer. Bill watches Grant and Starla cross the lot. Trevor sees this.

TREVOR

What's she see in that douchebag?

BILL

That's the mystery of the ages there, Trev. Starla was seventeen when they got engaged. He was, like, in his thirties. No one even knew they were goin' out till she had that ring on her finger.

MARGARET

Ain't no mystery to it. She's raised in them shanties off St. Luc. Dirt--poor.

TREVOR

Gold--digger, huh?

BILL

Hell, you don't know that, Margaret.

Margaret shrugs, BELCHES. Jack, the mayor, with his WIFE, stops beside them after she does, staring at her.

JACK

Bill, you're Chief of police now.
(MORE)

JACK (CONT'D)
Comes with some Goddamn
responsibility, like keeping your
people in line.

BILL
You're right, Jack. Margaret,
you're fired.

Margaret and Trevor LAUGH. Jack shakes his head with
disdain, and enters the party.

INT. WHEELSY SADDLE LODGE -- NIGHT

Wheelsy citizens celebrate. A country--western band PLAYS.
Couples two--step.

Starla and Grant move through the party. Grant looks
around at the dancing and laughing bodies. Starla sees
her friend from school.

STARLA
Janene!

Janene LAUGHS heartily and the two embrace

JANENE
Hey, Grant.

GRANT
Why don't you two catch up? I'll
go see what the boys are doing.

Starla nods. She and Janene watch as Grant moves off
through the crowd.

STARLA
He's been strange the past couple
days.

EXT. WHEELSY SADDLE LODGE -- MOMENTS LATER

Grant steps outside, and looks around.

Across the parking lot is a playground. Two YOUNG CHILDREN
are spinning on a little carousel there.

Grant starts toward them.

EXT. SADDLE LODGE PLAYGROUND -- NIGHT

The Children GIGGLE, unaware of Grant inching up on them. Grant gets closer, excited, when he hears:

BRENDA (O.S.)
Hey there, handsome.

Grant turns and see Brenda Gutierrez standing there. Once again, she's very drunk.

BRENDA
Must be fate, us meeting again
like this.

Grant smiles.

GRANT
Well, you might be right...

Grant sees if anyone's watching. He circles around her.

GRANT
You're lookin' awful pretty.

BRENDA
Shut up.

Brenda SNICKERS.

GRANT
Where's the old half--Mexican?

BRENDA
Took the kids to his Mom's for the
weekend.

Grant smiles.

EXT. FOREST -- NIGHT

Grant holds Brenda's hand, and he pulls her between the trees. She GIGGLES.

BRENDA
Where you takin' me, you bad boy!

Grant stops in a secluded place, beside the creek, looking around. No one's there. He turns toward her, smiles.

GRANT

Take off your shirt, doll.

Brenda looks at him, confused.

GRANT

Guess it's hard to explain how amazin' a human brain is to someone who that's all they know.

BRENDA

What?

GRANT

Stuff you can never imagine. Feelings. Big thoughts. And love. Yeah. I'm inclined to parlay it into somethin' more. So, go ahead there, beautiful, and take off your shirt.

Brenda, though startled, leans back on a boulder and starts unbuttoning her blouse. After a moment, she looks at Grant, trying to be sexy while she does it. Grant looks at her in her bra.

GRANT

Nice.

Grant unbuttons his shirt as well. As he removes it completely, he turns toward her.

Brenda sees the wound on his stomach has blossomed into a veiny, blue--moss--encrusted yellow spout, huge and pulsing.

BRENDA

Grant!? What -- ?!

Grant grabs her. She tries to push his arms away.

BRENDA

No, no, we --

Brenda gets up, trying to run away. But Grant grabs her necklace, yanking her back. The necklace snaps and falls into the creek beside them.

Grant pins Brenda's wrists against the rock. She struggles to get free.

Brenda's eyes widen as she looks down to see the writhing,

tentacle--like tubule emerge from Grant's wound. She SCREAMS.

Grant shoves his hand over her mouth, shutting her up. He's extremely strong. She watches as the tubule twitches, feeling its way like a blind snake.

The tubule comes to rest on her abdomen. Tears stream down from Brenda's eyes. It pushes into her flesh.

Brenda goes into convulsions. Something -- a fluid -- pumps through the tubule and into Brenda.

Grant watches Brenda without emotion as her body spasms there beside him.

Then she falls back, unconscious. The tubule retracts into Grant's torso.

EXT. WHEELSY SADDLE LODGE BACK PORCH -- NIGHT

Starla is leaning over a wooden rail, looking at the lights of the town below. She turns to see Bill lean on the rail beside her. She looks genuinely happy.

STARLA

Hey, Bill!

Starla catches herself, and looks around to see if Grant is watching.

BILL

Don't worry. The lurker ain't around. I checked.

STARLA

That's not funny.

BILL

Sorry.

STARLA

Whatcha' doin'?

BILL

Tryin' to get a buzz on. But I'm too buff. Too much muscle mass.

Starla LAUGHS.

BILL

What you up to?

STARLA

Just checking out the lights.

Bill and Starla look out over the city together.

BILL

Pretty, ain't they?

STARLA

I don't know. I've seen them so many times before. I guess any spot gets boring after awhile.

BILL

Well that's only if you're in the wrong spot.

Starla looks at him.

BILL

There's a place over there on the bluffs. When the fog is just right, like tonight, the lights of Main look like a kaleidoscope.

STARLA

Oh, yeah?

BILL

Mm hm. But only a few folks know how to get there. Wally. Rollo Linkski coulda taken you, but 'course he got hit by that train. Me.

STARLA

I'll get Wally to show me sometime then.

Starla LAUGHS out loud. So does Bill.

BILL

Oh, will you now?

STARLA GRANT (O.S.)

Or Rollo's ghost. Starla.

They turn to see Grant approaching. He's a mess. His pants are streaked with mud.

STARLA

Grant, where'd you go?

BILL

Hey, Grant.

Grant eyes Bill with suspicion. He grabs Starla.

GRANT

You ready, sugarplum?

Starla nods. She looks at Bill and mouths:

STARLA

Bye.

Bill watches Grant and Starla head off, as he downs the rest of his beer. Wally walks up beside him.

WALLY

Surprised you're able to lift a mug after carrying that torch for so long.

BILL

Hey, Wally. Glad you're here. There was something I wanted to tell you...

Bill SNAPS his fingers, trying to remember.

WALLY

What?

BILL

Oh yeah. Fuck you, fat ass.

They both LAUGH.

INT. GRANT BEDROOM -- LATER

Starla lies on her side, awake. She's staring at the dirt on Grant's pants, which are hung over a valet. Grant holds her from behind, sleeping peacefully.

FADE TO:

INT. WHEELSY POLICE STATION -- DAY

The front door of the precinct opens, and a confused

Mexican MAN walks inside. He is trying to keep from crying. Three half--naked children follow him, clutching onto his clothes. The man walks slowly through the office, looking around for help.

Margaret sees him from her desk.

MARGARET

Sir, may I help -- ?

BRENDA'S HUSBAND

My wife, Brenda. I think something has happened to her!

EXT. STOP SIGN -- DAY

Starla, in her car with groceries, comes to a stop sign. She looks at the telephone pole beside it and sees that it's covered with flyers for missing pets.

INT. GRANT FOYER -- MOMENTS LATER

Starla enters with a shopping bag. The lights are off. CREEPY MUSIC plays.

STARLA

Grant?

No answer. Starla tries to turn on the lights, but nothing happens.

STARLA

Damn fuse.

She passes the door to the garage, noticing the lock.

INT. GRANT KITCHEN -- MOMENTS LATER

Starla sets down the bags on the counter, looks around.

STARLA

Grant?

Again, no one's here. She sees a potted flower on the counter. A green INCHWORM is crawling up the stem, little by little. She stares at it, as if it's a portent.

She hears a MOAN, coming from upstairs.

INT. GRANT BEDROOM -- MOMENTS LATER

Starla moves slowly into this dark room, looking for her

husband. It seems no one is here.

STARLA

Grant, where are y -- ?

Starla turns, when Grant POPS INTO FRAME. Starla, startled, SCREAMS. Grant is sick and trembling. But, worse, he's been transforming. There are small pustules all over his face.

STARLA

Grant. Oh my God. What happened to your -- ?

GRANT

Heh. It ain't as bad as it looks, sugarplum. Dr. Carl was just here. I had a reaction to a bee sting. He gave me a prescription. Said I should be fine, in a couple days.

Starla stares at him, mute and horrified.

GRANT

Don't look at me like that, baby. Please? I'm gonna go get my... prescription filled.

Grant grabs his keys off the dresser, puts them in his pocket, trying to pretend he doesn't hurt.

STARLA

I'll get it for you.

GRANT

No! No. Heh. I'll be right back.

He moves outside the door, leaving Starla, shell--shocked.

INT. GRANT GARAGE -- DAY

It's too dark to see much in here, but we do see Grant putting meat into a garbage bag.

EXT. GRANT HOUSE -- DAY

Grant looks around to make sure no one's looking, as he places the garbage bag full of meat into his trunk, closes it.

EXT. OLD BARN -- EVENING

Grant moves through the forest, in massive pain, dragging the garbage bag.

Grant comes upon the old wooden barn.

INT. OLD BARN -- NIGHT

Grant enters. It is almost completely dark. He hears WEEPING. CHAINS RATTLE.

Grant peers over at Brenda, mostly in silhouette, sitting on the nest he has made. She's chained up and MOANS through a mouth gag. Grant walks to her. Her body is horribly pear--shaped and misshapen, like some tumorous pregnancy. Grant pulls her gag away.

BRENDA

Grant? Grant, I'm hungry. I'm so fuckin' hungry I think I'm gonna die.

GRANT

Brought you munchies.

Grant pours the garbage bagful of rotting meat and dead animals out in front of her.

GRANT

Been saving for a rainy day.

CLOSEUP: Brenda's face, still mostly in darkness. She stares at the meat, simultaneously excited and repulsed.

She looks up at Grant.

BRENDA

Grant, I'm sorry if I did something wrong! I think I gotta -- I think I should go to a hospital!

Grant doesn't respond. Brenda's eyes trail back down to the meat.

Brenda's hand reaches out, and grabs a maggot--infested pork chop, pulling it toward her.

We HEAR, but can barely see, Brenda CHOWING DOWN on the raw pork in the nearly pitch black barn.

INT. GRANT'S TRUCK -- LATER

Grant gets into his pickup; he trembles and YELPS as his body is wracked with pain and his body starts to transform even more.

INT. GRANT FOYER -- NIGHT

There's a HARD KNOCKING on Starla's door. She swings it open to see Bill and Wally standing there, worried.

Wally tries to see inside.

WALLY
Grant around?

STARLA
No. He went to the pharmacy.

WALLY
Pharmacy?

STARLA
He's got a... rash.

Bill and Wally exchange a glance -- maybe this means something. Starla can see Trevor and Margaret, across the street, talking to another neighbor.

BILL
Starla, you know Brenda Gutierrez?

Starla shakes her head.

BILL
Maybe she's ever called the house,
or -- ?

STARLA
No. What,?

BILL
She disappeared Friday night. We
got reason to believe foul play
might be involved.

WALLY
Some kids found her necklace near
Tipper Creek, as well as what might
be her blood on a rock.

BILL

The problem, Starla, is, the last person anyone saw her talking to was Grant.

Starla looks at him, surprised.

BILL

The Deer Cheer. And Wally and me, we also saw him that night, with mud all over his slacks.

Bill hands her his card.

BILL

Have him call me right away, okay?

Starla nods, distraught. Bill tries to smile kindly before he and Wally move out and off to canvas other neighbors' homes.

Starla closes the door behind her, distraught, panicked.

She looks at the foyer door, leading into the garage. Her eyes fall down to the floor, where she sees what appears to be blood drop stains near the door.

She gains courage, and moves off toward --

INT. GRANT CLOSET -- MOMENTS LATER

Starla throws open this door. She looks at old, unused sports equipment. She grabs an aluminum baseball bat.

INT. GRANT FOYER -- MOMENTS LATER

Starla holds the aluminum bat, standing in front of the door to the garage. She hesitates a moment. But then she swings the bat at the lock on the door.

She swings it again, GRUNTING.

And again.

Finally, the lock is knocked off the wooden door.

Starla pushes away the useless lock, letting it fall to the floor.

Starla steels herself, and slowly pushes open the door into the dark garage. As she does, the horrendous stench hits her. Terrified, she covers her face with her hand,

and enters.

INT. GRANT GARAGE -- NIGHT

Starla sees what's there: not only a huge stockpile of rotten meat, but a dozen dead pets. They are neatly divided into various categories, and labeled: Pork, Ground Beef, Cats, Dogs. The walls and doorway have been heavily insulated so the smell doesn't sink into the home. She looks on the floor and sees poor, dead Roscoe the beagle, his tongue dangling out.

Starla starts to CRY.

She moves quickly back inside.

INT. GRANT LIVING ROOM -- MOMENTS LATER

Starla runs to the front picture window, and looks out onto the street. She can't see any of the cops.

She turns from the window and picks up a cordless phone. She looks at the card Bill gave her, and dials the number. The phone RINGS, and:

SHERRY (O.S.)

You've reached Chief Pardy at the
Wheelsy Police Department. Please
leave a message and your call will
be returned as soon as possible.

There's a BEEP. Starla tries to speak through her SOBS, pacing:

STARLA

Bill, it's Starla!

As Starla passes the large picture window, she doesn't see Grant staring in at her, his face now that of some diseased cephalopod.

STARLA

It's -- I think you better come
over right away -- I think Grant's
sick, he --

Starla turns to see the monstrous Grant through the window. She just stops. They stare at each other for a moment. And then Grant lets out a FURIOUS WAIL. Starla turns and dashes toward the back of the house. Grant disappears from the window.

INT. GRANT FOYER -- NIGHT

As Starla runs through here, she looks behind her at the front door to make sure Grant isn't following.

INT. GRANT HALL -- NIGHT

She runs past a wall of family photos.

INT. GRANT FAMILY ROOM -- NIGHT

Starla sees the door on the rear of the house, leading to the backyard.

She arrives at it, and flings it open --

Grant is there.

He lunges onto her. Starla SCREAMS and drops the cordless phone, just as it starts RINGING. Grant crawls on top of her body. Starla reaches for the ringing phone, but he pins her hands above her head. He looks into her eyes. He's CRYING. His voice and breath are sick and raspy.

GRANT

Why'd you betray me, sugarplum?!

STARLA

Grant, no!

GRANT

I loved you. I loved --

STARLA

Grant, you're sick!

Grant is about to cry.

GRANT

I wanted you by my side, but you --
I can't trust you now!

Starla's WEEPING, confused. Grant rips his shirt open. Starla looks down to see the tubule protruding from the

now enormous yellow spore on Grant's chest. The tubule feels over Starla's blouse, and then slips beneath it. It starts to poke into her skin.

STARLA

Noooo!

Starla grabs the leg of a coffee table beside her. She

SLAMS the table into Grant's head. This hurts and surprises him sufficiently to let Starla get out from under him.

Starla grabs the cordless phone, which is no longer ringing, and scurries behind the couch. She dials 9--1--1.

Grant thrusts the couch aside.

Starla crawls away again, when Grant attacks her from behind. He wraps his arm around her neck, pulling her back. He looks down at her with his sick, angry eyes, as his arm -- now apparently jointless -- curls around her like a snake.

Starla gasps for air. Her face turns purple. She hears a SLAMMING on the door.

BILL (O.S.)

Starla?! Starla, are you in there?!

Starla tries to speak but she cannot. Suddenly, we HEAR the FRONT DOOR OPEN.

BILL (O.S.)

Starla?!

Starla, with barely an ounce of life left in her, sees Bill, Wally, Trevor and Margaret burst into the living room.

They are surprised, to say the least, to see this diseased humanoid strangling Starla from behind.

TREVOR

Fuck!

The cops, freaked out, pull their guns. Grant makes a SCREECHING SOUND at them. They SHOOT at Grant, nicking him.

Grant jumps away from Starla, back into the shadows, SCREECHING in anger and pain. Starla falls to the floor.

Grant slips out the back door and away.

The cops stare, gape--jawed and frozen with shock; what the hell was THAT?!

Starla rubs her neck, COUGHING.

Bill Pardy runs toward the back door.

EXT. GRANT HOME -- NIGHT

Bill runs out into the backyard. Wally runs up behind him. They look around at the trees surrounding the area. Grant is nowhere to be seen.

We CRANE UP and AWAY from them as we...

FADE TO BLACK.

O.S. SNIFFLING.

PASTOR (O.S.)

Jesus, these past few days have
been a trying time for us.

INT. CHURCH -- DAY

We PAN OVER an altar where family members have placed little items that remind them of Brenda -- photographs, mementos, "Come home, Mommy" cards, etc.

PASTOR (O.S.)

We ask you now for the safe return
of our beloved Brenda.

Everyone in this modest little church has their heads bowed as the PASTOR leads the prayer service.

PASTOR

Our sister. Our daughter. Our
mother. Our wife.

Brenda's husband, in the front pew, loses it, CRYING. His little children, beside him, fiddle in their seats.

PASTOR

And we ask that you keep your light
alive in her heart, wherever she
may be. We ask all this in your
name, Lord. Amen

Bill Pardy is here, in full uniform, hat in hands.

BILL CONGREGATION

Amen. Amen.

Bill looks around the church. He spots Starla, in the very back of church, head down, distraught, guilty.

He also sees a group of OLD CRONES nearby, pointing at Starla, and whispering about her.

EXT. CHURCH PARKING LOT -- MOMENTS LATER

Starla's high heels CLACK on the pavement as she moves quickly to her car.

BILL (O.S.)

Starla.

Starla turns to see Bill coming after her. She stops.

BILL

I talked to the CDC. They didn't have nothin' on file consistent with Grant's... symptoms.

Starla nods.

STARLA

How about Brenda?

BILL

New? No. We're hoping we find Grant, he'll lead us to her.

Starla nods. The wind is strong. Her hair is flying over her face. Tears come to her eyes.

BILL

You all right?

Starla nods.

STARLA

Yeah.

She moves away from him.
Bill watches her go.

INT. POLICE STATION -- DAY

Bill enters. A few COPS and SECRETARIES are bustling, making phone calls, etc. They all look tired, as if they haven't slept. Jack, the mayor, sees Bill.

JACK

Bill!

Bill spots him, moving quickly toward him.

BILL

Shit.

JACK

Bill, we need to talk!

BILL

'Mornin', Jack.

Bill crosses the station. Jack follows.

JACK

Bill, this Brenda's Randy Flagg's niece. We need to find Grant yesterday! The town council has lit a Roman candle and stuck it up my ass!

BILL

Hell, Jack, your leisure activities ain't my business.

JACK

Don't fuck with me, Bill. Your post here as Chief is in dire straits you don't work this shit out.

They come to a desk with Wally and Trevor working away.

BILL

Don't worry, we'll find him.

(to Trevor)

Anything new?

Trevor shakes his head.

JACK

How are you going to find him?

BILL

Dude's a half--squid. Ain't many places he can hide. Sea World, maybe.

Jack sees a SECRETARY making copies nearby. He speaks in hushed tones:

JACK

That young lady heard you say

'squid.' She's gonna go out and
create a Goddamn hysteria!

BILL
Sherry, you gonna create a hysteria?

SHERRY
Not today, Bill.

JACK
Still, quit that talk! You yourself
said it was dark in there! You
don't know what you saw!

TREVOR
We saw his arm was all bendy.

JACK
Bastard obviously got lyme disease!

BILL
What?

JACK
Touch some deer feces out in the
forest. Eat a sandwich without
washing your hands. Then you got
lyme disease.

BILL
And that makes you look like
a squid?

JACK
I'll tell you what, no one with
lyme disease gonna win any damn
handsome contests!

Bill, Wally, and Trevor can't help but SNICKER.

JACK
Well, screw you all for laughin'

SHELBY (O.S.)
Bill!

Bill looks over at Shelby, on his headset at the dispatch
unit.

SHELBY
Another ranch attack! Up at the

Castavets'

Bill nods for Trevor and Margaret to get up from their desks. They do, and start to move out with Bill and Wally.

JACK

Ranch a --'? What 'ranch attacks'?

EXT. CATTLE RANCH -- LATER

POV: A dead rottweiler is lying on its back in the long grass, its gut split open and intestines spilling out, almost perfectly symmetrical.

WALLY (O.S.)

It looks like one of them psyche tests. What do they call it?

Bill and Wally are staring at the dog from above.

BILL

Rorschach.

WALLY

What do you see? I see a butterfly.

Bill moves on through the windswept weeds.

BILL

I see we're fucked. Three ranches in three days.

Margaret is taking measurements and writing in a note pad; she sees Bill.

MARGARET

So, I think I got it part--way figured. You want to hear it?

Bill nods.

MARGARET

So Grant -- I mean, we're saying this is Grant, right?

Bill nods.

MARGARET

Grant kills a cow right about here. See there's the blood, musta slit its neck.

Margaret walks backward, showing the trail of blood in the crushed grass.

MARGARET

So he drags the cow backwards here.
Only he prolly didn't know 'bout
the Castavets had them dogs.

TREVOR (O.S.)

Hey, look!

Bill looks over at Trevor, standing up between the tall weeds, holding a dog's head in his hand.

TREVOR

He knocked this 'n's head clear
over here!

WALLY

Put that down, numbnuts!

Bill peers at the various slaughtered dogs around them.

MARGARET

So the dogs attacked, somehow he
slew 'em all, and he stole off
with the cow into the forest.

Trevor heads toward them. Bill looks off into the dark forest on the edge of the ranch.

BILL

He's gotta be in the forest. All
three ranches run alongside it.

TREVOR

Think we should get up a search
party, head in there?

WALLY

It's a hundred thousand acres. Be
finding a needle in a fuckstack.

Bill has a realization. He moves quickly for his car.

BILL

Wally, come on. Trevor and
Margaret, get some folks together.
I think I know where he's gonna
hit next.

INT. POLICE STATION -- LATER

CLOSEUP: A property map of Wheelsy is tacked to a bulletin board. Red Magic Marker circles are around various ranch properties on the edge of the city, next to an enormous forest. A finger points to one of the red circles.

BILL

So the night after Grant ran off,
a calf went missing from here, the
Raglans' ranch.

REVEAL Bill, standing beside the bulletin board. A posse has gathered, listening intently: Wally and the usual cops; Jack; an OLDER COP, probably pulled out of retirement; and a couple of recruits -- a REDNECK and a GOOD OL' BOY. Bill points to the next red circle.

BILL

Two nights ago, a mare was stolen
from this property, run by
Fitzgibbon, that old rancher with
the cleft palate.

Wally whispers to Margaret, amused:

WALLY

Looks like a chipmunk.

BILL

Your momma wasn't too proud when
you came out neither, Wally.

Bill points to the next circle.

BILL

And then we get here, the
Castavets', where last night's
shit--storm took place.

TREVOR

I see. It's like as if he's going
in a pattern. Is that what you're
saying, Bill?

Bill nods and points to the next red circle.

BILL

And if he sticks to that pattern
he'll be here next. Belongs to a

family, the Strutemyers'. Now I

know y'all are tired and you've barely seen your families. But we're gonna have to go there tonight, lie low and wait.

The posse nod, agreeing.

REDNECK

Let's get that son--of--a--bitch, Chief.

BILL

Just remember, we don't know what we're up against here. So let's be careful.

INT. POLICE STATION/ARMORY -- DAY

Beside a small armory, Trevor loads a Benelli M--1 super semiautomatic shotgun. Margaret checks the site on a Remington 700 PSS rifle. Bill takes a Springfield M--1A pump--action for himself, while Wally stuffs numerous pistols and ammo into a leather satchel. Trevor notices a dusty grenade on a shelf.

TREVOR

Hey, Bill, we got that grenade we confiscated from them jokers wanted to use it fish for trout?

Bill looks at Trevor, considering.

BILL

Can't hurt.

As Trevor puts the grenade into a side--pocket on the satchel, Bill sees Jack and the Older Cop, watching.

JACK

I didn't know the Russkies were invading there, folks.

MARGARET

You seen this guy, you'd wished they was.

EXT. POLICE STATION -- LATER

The posse loads up their vehicles, and start taking off

out of the parking lot.

Bill and Wally walk out to their police car. Bill tosses the leather satchel into the trunk.

They get in the car, Bill starts the engine, when --

Starla Grant pulls quickly into the parking lot. Bill rolls down the window as she gets out of her car and runs toward them.

STARLA

Bill, I heard what you're doing.
I think I should go along.

BILL

Why? Listen, it doesn't matter.
I gotta go.

Bill starts to roll away, but Starla holds on to the car, following.

STARLA

Wait! Dammit, Bill, if that girl's still out there, how will you find her? How, unless you bring Grant in alive? Your best chance of doing that is with me. I can talk to him --

BILL

He tried to kill you, Starla.

STARLA

He did. I know. But I got him angry 'cause I wasn't calm. This time I could --

Starla's on the verge of tears.

STARLA

Please, Bill. What happened, it's my fault, I know it.

BILL

Starla, it ain't --

STARLA

It is. He'd been acting strange.
And the physical changes. I should have told someone right away...

But I was just blind. I wanted to pretend it wasn't happening... If I don't do what I can to help now, I just couldn't live with it.

Bill looks at her. He looks at Wally. Wally shrugs.

Bill nods for Starla to get in.

INT. STRUTEMYER KITCHEN -- EVENING

Kylie is blowing on a cup of coffee. Her MOM, DAD, and two younger SISTERS, aged 9 and 11, are relaxing after dinner. As Kylie's Mom picks up plates --

KYLIE'S MOM

Kylie! What'd you do to your fingers?

Kylie's Mom grabs her hand, looking at her very long fingernails. They're painted sky blue and spotted with minute teddy bear and bumblebee decals.

KYLIE

Kiri Goshima done 'em. She's Japanese.

KYLIE'S DAD

Looks like Pokemons done 'em to me!

Kylie's sisters LAUGH out loud.

KYLIE

Foreign stuff is classy if you knew something.

Kylie's family sees, OUT THE WINDOW, police cars pulling up by a gravel road.

KYLIE'S DAD

Oh. There's Jack. I want y'all to stay inside tonight. All right?

Kylie's sisters nod. Kylie too.

EXT. STRUTEMYER FARMHOUSE -- EVENING

Kylie's Dad steps onto the front porch of this quaint family farmhouse. He sees Jack heading toward the ranch, and waves. Jack gives a little salute, while muttering

to the Older Cop.

JACK

This turns out to be a mountain
lion we're gonna look like a damn
bunch of idiots.

The Redneck and Good Ol' Boy make their way to the ranch
as well. They see Bill with Starla.

REDNECK

Didn't know it was date night.

The Good Ol' Boy LAUGHS.

REDNECK

I'll be expecting you toss my salad
at the end of all this then,
Charlie.

GOOD OL' BOY

Shut up.

EXT. STRUTEMYER RANCH -- MOMENTS LATER

The posse fans out over this grassy land where the cattle
graze, finding places to hide. The sun sets behind them.

FADE TO:

EXT. STRUTEMYER RANCH -- NIGHT

Darkness has crept over the ranch, and the beautiful,
pastoral scene has become distinctly more sinister.

The wind blows hard, WHISTLING through the long weeds.

A rusty rooster windmill atop the old barn twists and
CLINKS on its half--bent perch.

A piece of tarp hangs down from the barn roof, FLAPPING
incessantly against the wooden wall.

Trevor and Jack; the Redneck and the Good Ol' Boy; and
Margaret and the Older Cop are hidden around the ranch,
waiting, watching or dozing.

INT. STRUTEMYER BARN -- NIGHT

Inside the barn, the wind is only slightly quieter, and
it's darker. Bill, Starla, and Wally are here. Bill

peers out through the doorway at cattle drinking from the trough. He looks at Starla; her head tilts to the side as she nods off. When her head falls all the way, she snaps back up, and catches Bill gazing at her.

Bill nods and smiles. She doesn't smile back; she's embarrassed and miserable and this is the last place she wants to be.

They sit there for a moment in the dark.

BILL

Hey, Starla, remember that time when you were a kid and you came knocking on my window in the middle of the night?

Wally looks at them.

BILL

Starla here's twelve. Guess I was fourteen. I said, 'Starla, what the hell you doing out there?' She tells me she's running away to Hollywood to become a big star. She said she knew I was in ROTC, and she was gonna need a bodyguard. Invited me along.

Wally LAUGHS. Bill smiles. Starla is embarrassed, but grudgingly enjoys the story.

BILL

I said, 'Starla, if there's anybody can take care of herself, I think it's you. I'm gonna have to decline.'

WALLY

(to Starla)

How far'd you get?

STARLA

About the bus stop. Ranger Rick here called my dad.

WALLY

Ha! A cop from the get--go! You son--of--a--bitch!

STARLA

You fucked up our fame and fortune,

Bill Pardy.

BILL

Yeah, maybe I did.

EXT. STRUTEMYER RANCH -- NIGHT

Jack smokes a cigarette as he keeps an eye out for the cow killer. The burning ember of the cigarette is blown off by the wind. Jack searches for it in the dry grass, trying to catch it before it starts a fire. He crawls forward, slapping the ground, when he glances up and sees...

A large, shadowy shape hulking through the trees on the edge of the forest.

INT. STRUTEMYER BARN -- NIGHT

Bill, Starla, and Wally see Grant Grant emerging from the forest. He has transformed into something much more monstrous: a giant, gangrenous, slug--like beast, a clump of cells and tumor--like protuberances. He has various tentacle--like--arms growing out of him, like overgrown eyes on a potato. As opposed to just having the disease, he now seems to BE the disease itself.

STARLA

Grant?

EXT. STRUTEMYER RANCH -- NIGHT

Jack and Trevor watch in amazement as Grant slithers across the field, his large, dark, watery eyes searching out prey. Jack turns to Trevor, pissed, and whispers:

JACK

You said 'squid'!

TREVOR

It got worse.

The Redneck and the Good Ol' Boy watch too, mouths dropped.

The diseased Grant slithers through the grass just a few feet beside Margaret and the Older Cop. They duck below the grass, looking as if they're going to have heart attacks.

Grant approaches a cow. The cow makes a little MOO of protest when he gets too close, and steps back.

The Grant--creature stabs one of his tentacle growths into the cow's neck, piercing it. The cow stumbles, choking. Blood spurts from her neck. And she topples over.

INT. STRUTEMYER BARN -- NIGHT

Bill and Wally stare out the window, motionless.

WALLY

What we gonna do now, Bill? Cuffs
won't even fit on 'im.

Starla musters courage. She stands, and moves out of the barn.

BILL

Starla, where you,?

EXT. STRUTEMYER RANCH -- NIGHT

Grant wraps a feeler around the cow's horns, and starts dragging it back in the direction of the forest.

INT. STRUTEMYER BARN -- NIGHT

Bill motions through the barn window to Margaret.

EXT. STRUTEMYER RANCH -- NIGHT

Margaret motions to Trevor.

Trevor motions to the recruits.

And Starla moves slowly in toward Grant.

STARLA

Grant?

Grant turns and looks at her with his half--human eyes. His breathing is loud, raspy, and sick. He sees, in a wide circle around him, the nervous posse standing up, their guns at the ready.

Starla moves even closer. Bill and Wally are coming in close behind her.

STARLA

Grant? It's okay.

As Starla and the posse get closer, Grant looks almost

scared. His eyes dart around from cop to cop.

STARLA

You're just sick is all. But we'll take you to get help right now. I'll stay by your side, Grant, just like I swore I would. For better or worse. Remember?

Grant's huge milky eyes betray that he does.

STARLA

Okay?

The posse inch in closer, tightening the circle.

Grant lets out a PIERCING SCREECH of protest. All of the posse stop, terrified.

Everything is quiet and still except for Grant's gross breathing. Deep: In, out.

STARLA

Okay, Grant? It's gonna be all right.

Grant SCREECHES again: a warning. He looks from Starla to Bill, with hurt, jealous eyes, and GROWLS.

Then Grant's eyes close to half--mast, and he turns away. His tentacle tightens around the cow's horns, and he again drags it toward the forest.

While Bill tries to decide what to do, the Good Ol' Boy nervously blocks Grant's path. He aims his pistol at him.

GOOD OL' BOY

You stop right there, you son of a bitch. I don't care what kinda leprosy you got. We need to find that girl. Now you can make this peaceful, or you can make it hard.

Pause. Grant and the Good Ol' Boy stare at each other.

And then Grant SNAPS out a tentacle--arm, whipping it up the front of the man's body, and back.

The front of the Good Ol' Boy's whole body is split neatly in half. For a split second, he remains alive: the two

different sides of his split head look down in disbelief as his organs spill out from inside him. And then he topples over.

BILL
Fire! Fire!

The posse SHOOT at Grant. Starla covers her head.

Grant is struck; he SCREECHES in pain. He lets go of the cow. He slithers with incredible speed off toward the forest.

Bill and the other posse members take off after him like hounds on the heel of their prey. They SHOOT madly.

Starla watches as the posse follows Grant into the woods.

Starla stands alone and worried a moment, and then she darts off after them.

INT. KYLIE'S BATHROOM -- NIGHT

Kylie is running a bath. She hears GUNSHOTS ECHO in the distance.

She peers out a little window above the tub, trying to see where the shots are coming from.

EXT. FOREST -- NIGHT

The posse run through this very dark forest after Grant, leaping over brush and rocks. They're nervous, but also excited, as the primordial hunting urge takes over. Their eyes are filled with anger and bloodlust.

They're able to follow Grant only by catching glimpses -- a flash of flesh between trees, a tentacle disappearing around brush.

WALLY
There he is! Over there!

They FIRE at the creature, taking chunks out of trees, but missing. He's too fast.

EXT. CREEK -- NIGHT

Grant slips around a boulder and splashes through a creek, and into the plentiful trees beyond. He rustles thick fronds as he moves up alongside the creek.

The posse run up the creek itself, splashing, trying to peer through the leaves to get a shot at Grant.

Jack, carrying his revolver, trips and falls in the creek. He cuts his knee on a sharp rock. He stands, and keeps going.

They come to --

EXT. FOREST CLEARING -- NIGHT

The posse come up out of the creek. They've completely lost track of the diseased man--beast.

They stop, out--of--breath and looking around. They whisper:

TREVOR

Where'd he go?

MARGARET

We ain't never gonna find that girl now.

The Redneck is WEEPING with rage.

REDNECK

I'll kill that asshole what he did to Charlie.

Bill sees Starla run up behind them. He waves her back.

BILL

Starla, get the hell out of here!

Starla takes a couple steps back, but doesn't leave. She watches there, half in shadows as the posse creep around, searching for some trail of Grant.

Margaret looks down into the bubbling creek. She sees it's turning red. She looks up the trail of red, which is rippling downhill in the water. The red flow starts somewhere near a boulder.

Bill and Wally are searching in front of the boulder. Margaret SEES, but they don't, Grant pulling himself up on a tree branch and RISING behind them. Blood from a shotgun wound is dripping into the creek. Grant, pissed, lifts a tentacle.

MARGARET

Bill!!

Bill turns as the tentacle swings down toward him. He falls back; the tentacle slashes inches from his face.

Bill BLASTS his shotgun up at Grant, but Grant is already slithering swiftly back into the thick brush.

The posse squeeze themselves though the brush, following.

EXT. OLD BARN -- NIGHT

The posse emerge on the other side of the brush, only to be confronted by a terrible odor. They cover their noses and mouths as their faces shrivel in disgust.

TREVOR

What the hell's that smell?

WALLY

It's something dead.

The posse gaze up at the old ramshackle barn where Grant had brought Brenda.

JACK

It's coming from in there, ain't it?

Margaret looks at Bill.

MARGARET

Think he's inside?

Bill takes the lead, carefully approaching the barn.

The posse follows, their weapons drawn. The closer they get to the barn, the more unbearable the smell becomes. Only Bill, intent on the task in front of him, doesn't react to the stench at all.

Bill leans his ear in close to the front door, and listens. Through the door he can HEAR a QUIET SOBBING. Bill and Wally exchange a look.

Bill steps back. He and Wally aim their shotguns at the door. Bill nods to Margaret, and gestures for her to open it. Starla watches all this from the rear.

Margaret swings open the door.

INT. OLD BARN -- NIGHT

Bill and Wally move cautiously but quickly inside. But they stop suddenly, in disgust and horror.

BILL

Oh...

It's Brenda. And she doesn't look good. Her weepy little head is stuck to the front of a huge fleshy orb, which is what her body has become. This enormous ball of flesh is nine or ten feet tall. Vestigial fingers protrude from the sides. She is utterly immobile. Her flesh sloshes, slightly and constantly; a thousand snakes seem to be slithering beneath her thin, tight, bruised skin. The woman is in great pain. She SOBS. Her mouth and chin are stained with blood.

The posse and Starla enter behind Bill and Wally and are equally astounded.

OLDER COP

Oh, shit!

They see the source of the awful stench:

Brenda is encircled by the rotting carcasses of cows and horses and forest critters. They are mostly skeletal, as they have been largely devoured. They're swarming with flies. The stench is so bad the posse cover their faces with the bottom of their shirts.

The SOBBING Brenda looks desperately at Bill and Wally.

BRENDA

Something's wrong with me.

WALLY

Uh, yeah.

Bill and Wally get in a little closer.

BILL

Brenda, um...

BRENDA

I didn't want no one to be seeing me like this.

As the posse inch closer, Brenda's whole body suddenly LURCHES FORWARD a bit -- like whatever's inside her is

trying to get out and to the posse. Brenda SCREAMS in agony.

The posse jump back. They stare as she recomposes herself.

BRENDA

How are my boys, Bill? Are they all right?

BILL

Boys are fine, Brenda. Uh, what's -- what's happening here, exactly?

BRENDA

I'm so fucking hungry, Bill. I'm so hungry. I just never knew anybody could be so hungry.

Brenda tries to smile in a way she might charm her Daddy into giving her candy. This is creepy as hell.

BRENDA

Would you mind handing me a piece of that possum there at your feet? Little bit?

Trevor gags and runs out of the barn.

EXT. OLD BARN -- NIGHT

Trevor vomits into some bushes.

INT. OLD BARN -- NIGHT

Bill eyes poor Brenda.

BILL

I think we best get you to a hospital right quick.

WALLY

What the fuck they gonna do with her in a hospital, Bill?

Again, Brenda SCREAMS. Her body LURCHES FORWARD.

OLDER COP

Why's she doing that?!

REDNECK

Her tumors is moving.

JACK

Bill, get her to stop that shit!

BRENDA

It hurts!

Her body lurches forward AGAIN. She sobs.

BRENDA

Help me!! Help!!

And then AGAIN. Starla notices that Brenda's skin is starting to SPLIT AND TEAR on her side.

STARLA

Bill!

BRENDA

Little fuckers are tearing me
aparrrr-- !

Brenda SCREAMS like a woman giving a thousand evil births at once and her body RIPS OPEN in one part; and then, in quick succession, ANOTHER, and ANOTHER. Bill looks out one of the windows. Grant is peering in at them, smiling.

BILL

He led us here.

And then Brenda's body BURSTS OPEN COMPLETELY, like a water balloon hitting cement, and thousands of little SLITHERING EYELESS PARASITES with slippery black--red skin like slugs spill forth. The horrid creatures, eight inches long and a few inches thick, swarm over the posse, completely covering them before they can react.

EXT. OLD BARN -- NIGHT

Trevor sees the things flooding over the posse in the barn. The parasites are especially drawn to the posse's heads. Because there are so many, the weight of the beasts knocks most of them down.

Trevor runs, but the things make it out the doorway, covering him like lava in One Million B.C., and he buckles.

INT. OLD BARN -- NIGHT

A parasite slithers quickly and fluidly into Wally's mouth. He gags on it. His eyes flip back up into his head, and

his body starts to spasm.

Jack tries to pull one away from his face, but it's too slippery and it disappears inside his mouth. His body, too, convulses, and he spits up blood.

Bill notices the parasites slithering into the mouths of the Redneck and the Older Cop as well; whites of their eyes, bodies convulsing, spewing blood. Bill sees the things oozing up Margaret's neck.

BILL

Margaret, cover your mouth!

Bill sees Trevor outside the door in the dirt, trying to slap the parasites off. Bill yells to everyone:

BILL

Don't let 'em in your mouths!

One starts to get in Bill's mouth as he speaks, but he slaps it aside. Margaret pulls her shirt over her face.

Starla SHRIEKS. She puts her hand over her mouth as the parasites rush up her. She's knocked over, and falls back onto the floor.

A parasite slithers between Starla's lips -- when, suddenly, a KNIFE thrusts down, pinning the creature to the dirt, stopping it from oozing further into Starla.

Bill is holding the knife in one hand, his other hand firmly over his mouth. Bill swats more incoming parasites away from Starla's mouth. He covers her mouth with his free hand. He lies on top of her, mashing their bodies and faces as closely together as possible so the things don't get into them. The parasites swarm all over them, flapping their slimy little tails as they try to fight their way inside their mouths. But Bill holds tight to himself and Starla.

Eventually, the parasites give up on Bill and Starla, and begin to slither away. Bill watches as they crawl off the posse and filter out of the barn in a squirmy mound.

Eventually, they're gone. Bill takes his hand from Starla's mouth. Starla looks around.

She sees Margaret lift her face from the ground, shivering, holding her shirt over her mouth. They gaze out the front door of the barn.

EXT. OLD BARN -- NIGHT

Trevor pulls his face from the dirt and stands. He spits violently and wipes the dirt off his tongue with his wrist.

TREVOR

They wanted us to eat 'em! Why would they want that!?

INT. OLD BARN -- NIGHT

Bill is trying to make sense of it all. He gazes down at Brenda's body, her bloody skin and misshapen skeleton spread out over the floor, split open like an enormous bloody tiger rug.

He looks around at the posse lying on the floor in mangled positions, their mouths and lips covered in blood, still lightly convulsing.

He gazes out INTO THE FOREST to see the parasites rushing away like an ugly wormy army, shaking the brush as they head off in different directions.

CUT TO:

EXT. STRUTEMYERS' RANCH -- NIGHT

Parasites crawl over rocks and out of the forest and onto the ranch. The Strutemyer farmhouse looms nearby.

INT. KYLIE'S BATHROOM -- NIGHT

Kylie is taking a steamy bubble bath. Her head is back, her eyes shut; she's enjoying the warm water. The tub faucet drips lightly in an uneven rhythm.

EXT. STRUTEMYERS' FARMHOUSE -- NIGHT

The parasites squirm up the side of the house, sticking to the wood siding.

INT. KYLIE'S BATHROOM -- NIGHT

Kylie glances out the window beside the tub, at the starry sky and crescent moon, beautiful and still.

There's a KNOCK on the bathroom door. Kylie turns toward the door -- as she does, a parasite crawls across the window behind her, streaking a moist slimy trail.

KYLIE'S MOM

Kylie! You're gonna turn into a plum in there!

KYLIE

Prune, Mom. Plums turn into prunes.

INT. STRUTEMYERS' HALLWAY -- NIGHT

Kylie's Mom is at the bathroom door.

KYLIE'S MOM

I know what turns into what. You got school tomorrow. Finish up in there and get to bed.

O.S. Kylie GRUNTS in vague agreement. Kylie's Mom trots down the hall, to another door. She KNOCKS once, then opens the door to --
INT. STRUTEMYER GIRLS' BEDROOM -- NIGHT

Kylie's younger sisters lie in single beds, reading Goosebumps by bed--lamps clipped to the headboards.

KYLIE'S MOM

Time to turn in, ladies.

KYLIE'S SISTER

Just a couple more pages, Mom?

KYLIE'S MOM

Come on now.

The girls SIGH in lazy protest, but still turn off their reading lamps.

KYLIE'S MOM

G'night.

KYLIE'S SISTER 1 KYLIE'S SISTER

Night, Mom. Night.

EXT. STRUTEMYERS' FARMHOUSE -- NIGHT

THROUGH THE WINDOW we see Kylie's Mom start to close the door.

KYLIE'S MOM

Sleep tight. Don't let the bed
bugs bite.

Numerous parasites slither INTO FRAME, up the side of the house, approaching the girls' bedroom window, which is open a few inches for air.

INT. STRUTEMYER GIRLS' BEDROOM -- NIGHT

Kylie's Mom shuts their door completely. The girls turn on their sides and close their eyes to sleep.

And the parasites pour in through the cracked window. They slither over the walls. Their slimy black--red bodies contrast sharply with the pretty flowered wallpaper.

INT. KYLIE'S BATHROOM -- NIGHT

The door cracks open, and a parasite enters. It slithers silently over the linoleum tiles.

It arrives at the base of the tub, and crawls up the side.

Kylie continues relaxing, her eyes closed. She doesn't see the parasite enter the soapy bath water at her feet.

Kylie hears a SOFT SPLASHING and peers down. She spots the creature swimming toward her between her knees.

Kylie SHRIEKS and scrambles up to get out of the tub. As she clamors out, she slips and falls to the floor.

The parasite squirms up Kylie's wet naked back. Kylie SHRIEKS again, jumping up as she tries to slap the thing off.

KYLIE

Mom!!

The parasite winds toward her lips. Kylie goes to grab it with both hands, but it slips through them. The thing slides into Kylie's mouth as she looks down at it.

Kylie snatches the very end of the parasite's tail. Her long, teddy--bear--spotted fingernails pinch it there, digging into the parasite's flesh, barely stopping it from sliding completely into her mouth. It wildly flaps its tail like a docked trout, desperate to enter her.

Kylie falls to her knees. Her eyes roll back in her head,

and her body spasms while she holds tenuously onto the very tip of the parasite's tail.

We TRACK IN to a CLOSEUP of Kylie's face: a slight white electrical--telepathic charge can be seen SPARKING inside her mouth.

FLASH TO:

KYLIE'S VISION

We are RUSHING through some amoebic landscape, PAST microbes and cytoplasm and cells, and to:

KYLIE'S VISION -- SERIES OF IMAGES -- CREATURE'S POV

Perhaps the memories of some creature not of earth. Its eyesight is not like our own; it's in grainy black and white and amber outlines. Various images FLASH in quick succession, including the following:

--We are on top of an alien ANIMAL, pinning it down. it HOWLS beneath us as we tear into its flesh, feasting.

--All around us, diseased monstrous BEASTS feed on more alien animals. They lunge toward them and pin them down, ripping them apart, like some National Geographic documentary shot in Hell.

--In FAST MOTION, unfamiliar plant life around us grows sick and withers, dying out.

--A group of diseased monstrous BEASTS CRY OUT In uniform pain. They buckle to their knees; now they're dying.

--The diseased BEASTS feed on their own appendages.

BACK TO SCENE

Kylie tries to regain control of her mind. Her eyes fight against flipping back in her head. Tears pour down her face. She pulls the parasite out just a bit.

But then it SLAMS back into her and there are more SPARKS inside her mouth --

KYLIE'S VISION -- SERIES OF IMAGES -- MANGLED INSECT POV

--We are CLIMBING UP through A creamy, gelatinous yellow. An opening slit widens in front of us, and we see Grant slowly bending to look at us, the forest behind him.

KYLIE'S VISION -- SERIES OF IMAGES -- GRANT'S POV

--We watch Starla soaping herself In The shower.

--We make love to Starla, our hands on her face.

--We sit over A convulsing Brenda, impregnating her with

our tubule.

--We see The posse members coming In toward us.

BACK TO SCENE

With a last, desperate effort, Kylie yanks at the exhausted worm, pulling it fully from her mouth. It flaps in her fingers. Kylie spits up blood.

Kylie tosses the parasite away from her. Though slightly crippled, the little bastard writhes back toward her.

Kylie spots her curling iron on the counter; it's plugged in, the red light is on. She grabs it, and swings it into the wormy thing.

The parasite SQUEAKS and trembles with pain. Smoke rises from it as Kylie digs the curling iron in deeper, burning it, and, finally, killing it.

Kylie lifts the iron in front of her and looks at it. The dead parasite is stuck to it, dangling from the metal.

KYLIE

Mom!!

Kylie drops the iron. She quickly steps into her clothes lying on the floor. She runs out of the bathroom and into --

INT. STRUTEMYERS' HALLWAY -- NIGHT

Kylie runs to the stairway.

KYLIE

Mom!! Mom!!

Kylie stops. Dozens of the things are slithering up the stairs and up the handrail towards her.

O.S. Kylie hears her SISTERS' SCREAMS. She looks in their direction, running toward their room.

KYLIE

Emily!! Jenna!!

Kylie tosses open her sisters' door.

INT. STRUTEMYER GIRLS' BEDROOM -- NIGHT

Kylie's youngest sister is on her knees on the bed, a parasite sticking out of her mouth. Her eyes are rolled back. Her arms flail spastically. The slithering beast wags its tail as it disappears down her throat.

Kylie's other sister is backing into a corner, with parasites crawling up her body. She's SCREAMING bloody hell, trying to slap them off.

Kylie runs toward her to help. Kylie slaps the parasites off her sister. But there's too many and they're too fast. They slide into her sister's mouth.

KYLIE

No!! Nooo!!

Her sister's eyes flip back in her skull as the thing disappears completely, and she starts spitting up blood.

Kylie sees the parasites around the room coming at her. There's a clear path toward a window. Kylie runs to the window, and shoves it open. As the things approach her, she crawls out --

EXT. STRUTEMYERS' FARMHOUSE AWNING -- NIGHT

Kylie steps onto this shingled, angled canopy over the front porch. She turns to see the parasites slithering out towards her. She looks down. It's probably too far to jump, but she has no choice.

So she jumps down onto --

EXT. STRUTEMYERS' FRONT LAWN -- NIGHT

Kylie lands, hard, tumbling over.

She glances back at the front of the house.

THROUGH THE KITCHEN WINDOW she sees her Mom and Dad, eyes rolled back, convulsing, spitting up blood.

More parasites are crawling towards Kylie through the grass.

She spots her family's old Luv pickup truck on the driveway in front of her. She breaks for it.

She throws open the front door, and jumps inside.

The things approach, crawling in after her. Kylie tries to slam the door shut, but it won't; many things are stuck in the door jamb.

They SQUEAK in a chorus of pain, trying to wriggle toward her.

So she SLAMS the door AGAIN, and AGAIN, and she slices the little bastards in half.

INT. PICKUP TRUCK -- NIGHT

Kylie makes sure none are inside.
She feels for the keys in the ignition. There aren't any.

The creatures crawl up and over all the pickup's windows, trying to get in. Slithery shadows cover over Kylie, leaving her in almost complete darkness.
Kylie crouches down in on herself, and WAILS.

INT. OLD BARN -- NIGHT

Starla, Trevor, and Margaret stand, wide--eyed and shaken. All three seem to be in some mild state of shock.

Bill, suppressing his desperation, is trying to make contact on his police radio.

BILL

11--41. We're gonna need paramedics out here right away. We got four men down.

Bill listens for a response, but there's only STATIC. He presses the button again.

BILL

Shelby, you there?

Still, only STATIC. Bill tries another frequency.

BILL

Shelby, this is Bill. We got an emergency here.

STATIC.

BILL

Goddammit.

Bill steps outside the doorway, to see if he can get reception. Trailing off:

BILL

Shelby?

Starla sees Wally's body on the floor. His skin is white and corpse--like. His mouth is streaked with blood. Starla crouches beside him, and takes his pulse. Her hands are visibly shaking.

MARGARET

Is he alive?

Starla looks at Margaret, and nods.

MARGARET

Praise Jesus.

TREVOR

'Praise Jesus?' That's fucking pushing it, Margaret.

Trevor looks about to cry.

TREVOR

What the hell were those things?!
You ever seen anything like that?
You ever heard of anything like that?

Margaret shakes her head. Trevor looks at Starla, who also shakes her head.

TREVOR

Me neither. And I watch 'Animal Planet' all the fuckin' time!

Bill re--enters.

BILL

No reception out here.

STARLA

Bill, I'll run out to your car, call for paramedics from there.

MARGARET

That's a long ways. Them worms

are out there.

STARLA

I'll keep my mouth covered.

BILL

No. I'll go. The three of you,
you wait here. Get these folks,
out of the barn. The stench and
rot can't be any good for 'em.

Margaret and Trevor nod. As Bill starts to leave, Starla grabs him.

STARLA

Be careful, Bill.

Bill nods. Makes a feeble attempt at a smile. He jogs off into the forest.

EXT. FOREST CLEARING -- MOMENTS LATER

Bill runs into the small glade, and looks around, trying to remember which way he came from.

He gazes between some greenery, some distance away, and spies a long--lashed deer munching on foliage. A couple more deer and a fawn are eating as well. Bill looks at them a moment, peaceful, perhaps a sign of some hope...

And then a parasite crawls up the deer's neck and slithers into its mouth. Parasites crawl up the bodies and necks of the deer behind it. The deer buck and flounce and scratch trying to get the things off of them.

Bill runs away as fast as he can.

EXT. OLD BARN -- NIGHT

Trevor and Margaret carry Jack out of the barn. He's bloated, corpse--like and covered in varicose veins. Margaret is wearing a gag--like swatch of clothing tied around her mouths, to protect themselves. Trevor's gag is down around his chin so he can chatter.

TREVOR

It's got to be some Goddamn
biological weapons. Government's
testin' 'em out on us! 'Cause who
gives a shit if Wheelsy disappears,
right?!

They set down Jack and head back toward the barn.

TREVOR

I hope it ain't contagious. I'll be pissed as hell I turn into a big mollusk. I'll fuckin' sue, I swear to God.

Starla, also wearing a gag, is kneeling beside Wally, who is similarly sick and bloated. His lips are parched and cracking.

Starla squeezes a wet cloth, dripping all the water onto Wally's lips. Then she stands, and heads toward the creek.

She doesn't see Wally open his eyes behind her. He sits up, and stares over at Starla with milky eyes as she kneels down beside the water.

Starla dips the swatch of clothing into the creek, re--wetting it.

She stands, and turns, only to see Wally directly in front of her, standing between trees, almost completely covered in darkness.

WALLY

Hey, sugarplum.

Pause. Starla pulls the gag from her mouth.

STARLA

What?

Wally speaks with Grant's cadence.

WALLY

Marriage. It's a sacred bond. Just like you said.

Starla stares at him. Wally almost looks weepy.

WALLY

I'm sorry 'bout trying to strangle you and all. I lost -- Lost my head. I didn't want to do none of the things I done. Not kill them pets. Not make Brenda a womb. But it's my nature, ain't it? How can you blame a one for actin'

according to his nature?

Starla, too freaked to speak, takes a step back from him.

WALLY

I wanted to tell you what was going on. But I didn't -- didn't think you'd love me no more. I never knew... love, Starla, I --

Trevor and Margaret are setting down the Older Cop. They see Wally standing. Margaret pulls down her gag.

MARGARET

Wally?

Wally turns and stares at her like some angry animal.

MARGARET

You all right?

Wally doesn't answer.

MARGARET

Maybe you better sit back down. You don't look so good.

TREVOR

Margaret.

Trevor's staring at something. Margaret follows his eye line. Jack and the Older Cop are sitting up, staring at her, just like Wally.

The Redneck stumbles into the barn doorway, also staring at them.

EXT. STRUTEMYERS' FARMHOUSE/INT. PICKUP TRUCK -- NIGHT

Kylie is still alone in the Luv truck. The windows are clear; the parasites have abandoned their quest, just as they did with the posse in the barn. But Kylie stays in the car, trembling, afraid to leave.

She HEARS a DOOR OPEN. She sees her parents and her sisters come stumbling out the front door of her home. They're also bloated and diseased. Their chins and shirts are stained with the blood they spit up.

KYLIE'S DAD

Kylie, honey, you okay? Come on

out.

Her family lumbers up to the truck. They peer in with their milky eyes. Her youngest sister pushes her face up close to the window.

KYLIE'S SISTER

Hi, Kylie. It's me.

Her family tries the door handles, but they're locked.

KYLIE'S MOM

Open the door, sweetie. I know we don't look so good, but your mommy and daddy love you.

KYLIE

Get away!!

KYLIE'S MOM

Now, Kylie, there's no excuse why not to be with your family. This is family fun day, isn't it?

They continue RATTLING the door handles, over and over. They SLAP the windows.

Kylie SOBS. Her sister speaks in a singsongy voice:

KYLIE'S SISTER

Kyyy--leee, this is your last chance.

Her Dad leans over and picks up a large rock. He carries it toward the truck. He holds it up over the windshield.

Kylie SCREAMS as he SMASHES it down. The windshield CRACKS, but doesn't shatter. He holds it up again.

EXT. FOREST NEAR STRUTEMYER'S -- NIGHT

Bill, out of breath, runs out of the forest --

EXT. STRUTEMYERS' RANCH -- NIGHT

Bill emerges on the edge of the ranch, stretching five or six acres out in front of him. On the other side of the field is the gravel road, where his police car is parked. Beside the field is the Strutemyer's farmhouse.

Bill HEARS a CRASH. He turns to see the diseased Strutemyers in their driveway, all holding rocks now,

smashing the pickup's windows.

BILL

Hey!

The Strutemyers stop, mid--swing. They turn toward him.

Kylie sees Bill through the rear windshield. She unlocks the door, and jumps out of the car.

BILL

What's -- ?

Kylie runs past her family and up to Bill. She grabs onto him, and hides behind him, *WEEPING*.

BILL

What's going on here?

Kylie's Dad's cadence is also like Grant's:

KYLIE'S DAD

Well, hello there, Pardy.

BILL

What happened to you, Dwight?

Kylie's Dad looks down at his own bloated arm.

KYLIE'S DAD

Poison ivy out back, maybe?

KYLIE'S SISTERS

We're itchy!

Kylie is obviously in shock.

KYLIE

They're not my... They killed...

BILL

Okay. Y'all just wait in this spot. I'm gonna call the paramedics for you. Kylie can come with --

RANCHER (O.S.)

Hey there, killer.

Bill turns to see the RANCHER with the cleft palate, now diseased, holding a shovel. He swings it into Bill, knocking him down.

Kylie SCREAMS. Her family runs in toward them. She looks around to see a couple more DISEASED RANCHERS rushing toward them through the fields.

The Cleft Palate Rancher stands over Bill and raises the shovel to bring it down again.

Bill feels for his shotgun, which has fallen into the dirt beside him. He yanks the trigger.

The BLAST hits the Rancher in the foot. He buckles.

Bill stands, pulling Kylie with him as the other diseased folks rush toward them through the fields.

BILL

Come on.

Bill and Kylie dash toward the cluster of cars as the diseased chase them.

EXT. OLD BARN -- NIGHT

The infected posse -- Wally, Jack, the Older Cop, and the Redneck recruit -- are all coming in towards Trevor and Margaret.

MARGARET

Now, what'd I say?! Y'all just sit down! You need to get some Goddamn rest! You're sick!

Starla watches this, by herself, next to the creek. She eyes a rifle in the dirt.

Jack grabs a fistful of Trevor's hair and restrains his arms. Wally pulls his pistols from their holsters and tosses them into the dirt.

TREVOR

Let go!!

Margaret goes to grab her pistol, when the Redneck opens his mouth wide and --

GLEEKs; that is, he sends a yellowish globby--stream shooting out of the back of his throat. The glob SPLASHES on Margaret's hand. Margaret SCREAMS, drops the pistol.

MARGARET

It burns!!

Margaret looks at her hand as the gleek--liquid sinks into her skin. The hand is swelling monstrously. It's soft. Parts of it are nearly dripping off the bone.

MARGARET

What'd you do to my fuckin' hand?!

Jack opens his mouth and GLEEKs too -- shooting the stream--glob forward and onto her neck. Margaret SCREAMS again, grabbing onto her neck.

Margaret tries to speak, but she struggles just to breathe, as her neck puffs up, impeding her thorax.

OLDER COP

Meat.

The Older Cop buries his fingers into her neck. The puffy flesh comes off easily; it's soft, almost creamy. He stuffs the flesh into his mouth, eating it.

As Margaret topples over, dying, the other posse members turn to look at a very freaked--out Trevor. The Redneck opens his mouth at him, when --

STARLA (O.S.)

Let him go!

The posse turn and see Starla, who has made her way over to where the rifle was on the ground, and is now pointing the rifle at the posse, trembling.

STARLA

Trevor, come on.

Surprised, they release Trevor.

STARLA

What'd you do to her?!

Jack stares at Starla. He too speaks with Grant's cadence.

JACK

There you go, sugarplum! Why you choosing camps 'fore you hear --

JACK REDNECK

Both sides of the story!? Both sides of the story!?

STARLA

Why are you talking like Grant?!

The posse moves toward her. Starla is CRYING. The posse makes a COLLECTIVE SCREECHING sound, then speaks again:

WALLY

'Cause I am Grant!

WALLY REDNECK

I'm you husband --I'm
you husband, Goddammit --JACK

You swore to honor and obey --

OLDER COP REDNECK

Obey me --Obey me, so put that Goddamn
gun down.

STARLA

Don't come any closer. I'll...
shoot.

WALLY

You ain't gonna shoot me! You
always needed me to protect you!
You for damn sure ain't got the
balls to --

Starla BLASTS Wally, blowing open a big crater into his face.

Wally falls to his knees. Starla and Trevor look on in shock, as they see...

A slithering parasite squirming out of the crater on his face -- out of the Wally's brain.

The little thing squirms down Wally's body and slithers off quickly into the woods. Wally falls over, dead.

The sick posse look at Starla, surprised, infuriated.

And then they leap at her.

Starla tries to shoot them. But she's out of ammo.

She and Trevor turn and dash away as quickly as their legs can take them.

EXT. TREE--THICK FOREST -- NIGHT

Trevor and Starla run in a zigzag pattern through trees rooted closely together, panicked, breathing heavy.

TREVOR

Oh shit oh shit oh shit oh shit!

EXT. STRUTEMYERS' RANCH -- NIGHT

Bill and Kylie arrive at his police car. Bill throws the door open, and shoves Kylie inside. As he starts to get in, he turns to see the two little girls closing in.

One opens her mouth and GLEEKs -- it shoots out and lands on the car right beside Bill's hand.

The other little girl opens her mouth to GLEEK as Bill jumps into the driver's seat. He slams the door shut just as the oozy liquid splashes on the window beside him.

Bill is grossed--out by this, but he doesn't have much time. He goes to reload his shotgun, when he remembers.

BILL

Shit. Ammo's in the trunk.

He grabs the police radio.

BILL

Trevor! Margaret!

EXT. TREE--THICK FOREST -- NIGHT

Trevor turns and sees Jack, the Redneck, and the Older Cop leap powerfully over the brush behind them, coming in fast. But he's able to grab onto his radio.

TREVOR

They killed Margaret!

EXT. STRUTEMYERS' RANCH -- NIGHT

Kylie's two sisters jump onto the hood, SCREECHING. They SLAM rocks on the windshield. Kylie SCREAMS.

BILL

(into radio)

Where are you?!

TREVOR (O.S.)

We're coming your way, man!

Bill JAMS the car forward, knocking the sisters off the hood. Then he slams on the brakes.

He looks back and sees the two little girls running toward the car again.

And he sees the mass of diseased ranch families also running toward the car. Kylie is SCREAMING and CRYING.

KYLIE

Go! Go! Please!

But, instead, of pulling forward on the gravel road, Bill turns up and onto the ranch itself -- back towards the running diseased.

BILL

My friends are still in the forest.

Bill speeds the police car over the dirt field, trying to avoid approaching ranchers. Some leap at the car, holding on and getting tossed aside. Bill zooms back toward the trees.

Just as Bill gets a little headway on the diseased, the car gets stuck in some mud. The wheels spin, spraying mud, as the infected approach.

INT. TREE--THICK FOREST -- NIGHT

Starla looks back to see Jack right behind her.

EXT. STRUTEMYERS' RANCH -- NIGHT

The infected arrive at the car. Bill just lets his foot off the gas, and sits there, letting the ranchers leap onto the car. Kylie looks at Bill, panicked by his choice to do nothing.

BILL

We need their weight.

Bill slams down the gas again, and the car zooms forward. The diseased get knocked off.

BILL

Dumbshits.

Bill rushes toward the trees of the forest.

INT. FOREST -- NIGHT

Starla keeps running, when she trips and falls. She looks down to see she stumbled over old barbed wire fencing, now long fallen and curling on the forest floor. Starla forces herself up, as Jack closes in.

Jack grabs onto her blouse, SCREECHING furiously. When he HEARS something and looks over to see:

Bill's police car, cruising over the forest floor, directly toward him. Jack, frightened, lets go of Starla. He's about to get hit when --

The police car suddenly stops, jammed between two trees, inches from Jack.

Jack smiles, and moves toward Bill -- but Starla rises behind him, holding a sharp rusty stake from the barbed--wire fence.

She thrusts it forward, hard; and it pops out the front of Jack's neck.

Jack turns to look at Starla, and topples over into the leaves.

Bill backs the car out from between the trees. He sees the Older Cop and Redneck coming in toward them.

BILL

Come on!

Trevor and Starla get into the car. The Older Cop watches them back away and yells:

OLDER COP

Starla!!

EXT. ROAD AWAY FROM FOREST -- MOMENTS LATER

The police car pulls up and out of the forest. The car is in bad shape. Steam rises from the smashed grill.

Bill looks to his side; he's down a bit from the Strutemyers' ranch. He pulls away, heading back toward town.

The foursome sit in a stupefied daze. Starla's beside Bill. Trevor and Kylie are in the back. Bill grabs the

police radio.

BILL

Shelby?

Nothing. STATIC. Everyone notes this, worried. Bill tries again:

BILL

Shelby, you there?

For a moment, there's nothing. And then:

SHELBY (O.S.)

Yo, Chief. How y'all doin'?

Bill and Starla look at each other, relieved.

INT. POLICE STATION -- NIGHT

Shelby sits at the police operator's unit, peppy.

SHELBY

You dig that rat out of the hole?

INTERCUT POLICE CAR AND STATION

BILL

Listen, you got any reports of...
I don't know what you call 'em.
They look like big slugs, only
fast.

SHELBY

Slugs? No. 'Less you talkin'
about that new waitress down at
Sloan's! Ha ha!

BILL

Shelby --

SHELBY

Oh, shit! I hope she ain't a police
radio aficionado. If so, I apolog

BILL

Shelby, shut up. Keep an eye out
for these things. If you see 'em,
keep your mouth covered. Otherwise
they'll go straight down it. All
right?

Shelby looks confused, and nods.

BILL
Are you nodding?

SHELBY
Yeah.

BILL
I can't hear when you're nodding.

SHELBY
Sorry.

BILL
We'll be there in ten minutes.

Bill hangs up. Kylie is clutching onto herself, hollow-eyed, in deep shock. She mutters, almost unintelligibly:

KYLIE
The worms are in their brains.

Starla, Bill, and Trevor look at her.

INSERT -- FOREST

The CAMERA TRACKS QUICKLY FORWARD, through the forest, and to a CLOSEUP on the Redneck, who is hunched over Margaret's body, eating her flesh.

MATCH CUT TO a CAT SCAN of the REDNECK'S HEAD: a parasite is imbedded into his brain; its tail hangs down his spine, wagging just a bit.

KYLIE (O.S.)
Drivin' 'em around...

BACK TO THE POLICE CAR

Bill stares at Kylie like she's insane.

STARLA
She's right. We saw one -- one came out of Wally's head.

TREVOR
Yeah. Sort of his eye, it came out there --

STARLA

Kylie, how do you --

Kylie is rocking back and forth.

STARLA

Kylie, how do you know that?

Kylie shakes her head. She doesn't want to answer.

BILL

Kylie, honey. Please.

(MORE)

BILL (CONT'D)

A lot of bad things have happened to you today, we know. But we need your help to find out what's going on.

Kylie CRIES.

KYLIE

I was in the bath. It tried to go inside me and I -- for a minute I became it.

BILL

The worm?

KYLIE

I got it out.

TREVOR

What are they?

KYLIE

Part of him.

BILL

Who?

(pause)

Who?

KYLIE

Mrs. Grant's husband.

Starla stares at her.

KYLIE

But not always. I was -- He was... other stuff too.

STARLA

What other stuff?

Kylie kind of points at the sky.

TREVOR

He's a fucking Martian?!

BILL

A Martian is from Mars, Trevor.

Kylie tries to think.

KYLIE

For real it looks like a needle.
Its real face. But it always gets
another.

(MORE)

KYLIE (CONT'D)

He goes from place to place,
worlds... planets... killing 'em.
He takes over half of what's alive
and eats the other half. Till
they're gone.

They stare at her, freaked out.

KYLIE

Now he's here. He went in Mr.
Grant.

STARLA

Through a wound on his stomach?

Kylie nods.

KYLIE

He took him over. His body. His --
his brain, everything what he knew.
He's only been dumb stuff before
amoeba--things, and rhino--things.
He liked being human. Didn't want
to change.

STARLA

And you said the worms are part of
him. They're all linked, like one
creature?

KYLIE

When one sees you they all see
you.

STARLA

An animal that doesn't procreate.
It spreads, grows. A living
disease.

BILL

(to Kylie)

So the way to stop this thing is
to stop Grant?

Kylie shrugs. The police car starts CHUGGING.

BILL

Shit.

The car slows, and comes to a stop.

EXT. ROAD TOWARD WHEELSY -- MOMENTS LATER

Bill, Starla, Kylie, and Trevor step slowly out of the
car. They look around the deserted road.

The wide--open night is shrouded in darkness. Quiet.
They can see the lights of Wheelsy down the road in front
of them.

Bill speaks into the radio again, as he gets his leather
satchel of weaponry out of the trunk. Trevor grabs ammo
from the satchel to reload his pistol.

BILL

Shelby, we broke down on 22, a
mile outside town. Come pick us
up.

SHELBY (O.S.)

I got to leave my post.

BILL

Do it.

MOMENTS LATER

The foursome walks down the road, toward the city. Starla
and Bill are in the lead.

BILL

Hey, Starla.

She looks at him.

BILL

Was always curious why you...
married Grant in the first place...
Just never seemed outta love.

STARLA

I know what people say, Bill.
I... Remember, back in high school
I worked at my father's gas station?

Bill nods.

STARLA

Grant used to get filled up every
day. I knew it was just to see
me. He was too old -- But he was
handsome. And he had that big ol'
Lincoln then. I flirted with him.

BILL

Well, big ol' Lincoln, sure. Guess
I would have flirted with him too.

Starla smiles, thinks.

STARLA

My father, he was -- he was real
close to evil. People didn't know.
Still don't. From the time I was
a toddler he'd beat the hell out
of me. I don't mean just like a
smack for smart--mouthing... he
took a real enjoyment in it. And
when I turned eleven or twelve,
things... well, they got worse.

Starla looks at Bill, who seems struck.

BILL

When you wanted to run away, I
called your dad.

STARLA

That wasn't a good night, no.

BILL

I'm sorry.

Starla shrugs it off.

STARLA

Anyway, Grant rolls in one day. I fill his tank with like an eighth--a--gallon as usual. And he notices my lip's all swollen up, and starts asking me how it happened. I don't know why I chose then, why Grant -- I guess I saw an opportunity. And I told him everything, first time I told anyone. Grant was furious. He picked up a tire iron, walked straightaway into the garage, and beat my father half to death. You say it's not about love, Bill. But that was the closest thing to it I ever knew.

Pause.

STARLA

Grant asked me to marry him a few weeks later. I felt... safe with him.

Bill nods. Starla looks at him, smiles.

STARLA

After all this shit tonight, I know for sure now you regret not running off with me to Hollywood!

BILL

Hell, Starla. I always regretted that.

Starla looks at him, moved.

Trevor looks at Kylie, shivering and terrified.

TREVOR

Don't worry, kid. Pretty soon, we'll be in town, everything'll be fine.

EXT. WHEELSY CITY LIMIT -- NIGHT

A slithering parasite squirms over a paint--chipped sign that reads "WELCOME TO WHEELSY, SOUTH CAROLINA, THE WHEELS

OF THE FUTURE," featuring early--'sixties graphics of a utopian future.

THE CAMERA MOVES DOWN to the road, where hundreds of slithering parasites squirm into the city. They divide off in thin lines heading toward the various homes.

We MOVE UP TO a WINDOW on a SMALL HOUSE, through which we can see an OVERWEIGHT WOMAN in spasms with a slithering thing in her mouth.

We PAN TO the WINDOW of the HOME NEXT DOOR, where we can see a FAMILY gathered around a CORPSE, feasting on his goopy flesh.

EXT. ROAD TOWARD WHEELSY -- NIGHT

STARLA

What's that?

Our foursome look up to see a Buick Century parked at a haphazard angle in the middle of the road. The driver's side door is open. The headlights are still on.

They look at each other. Bill takes his flashlight off his belt and aims it in front of him. They all slowly approach the car, in the darkness.

Bill aims his flashlight into the Buick. The keys are still there, but no one's inside.

Trevor looks at the grill of the car. It's dented.

TREVOR

They musta hit a deer. Probably got out to see if it's okay.

Bill and the others look around.

Bill hears a LAPPING sound behind him. He turns, aiming the flashlight downward.

A DISEASED DEER is lapping a thick purple tongue on the wound of a dead man. The sick creature is mostly hairless and pink and covered in veins. Bulbous black eyes hang on the sides of its head like a goldfish's.

The diseased deer glances up at Bill and GROWLS a low growl.

BILL

Fuck me.

The deer springs upward, bringing his hoofs into Bill's chest. Bill is knocked violently to the gravel, dropping his shotgun and satchel. The deer rears back and brings his hoofs down into Bill again. They CRACK Bill's head against the hard road.

Kylie, Trevor, and Starla see diseased deer coming in at them from different directions. The deer SCREECH like dying rabbits.

TREVOR

Bambi--rats!

Trevor aims his pistol at a DEER jumping toward him. He SHOTS, misses. The deer knocks him down. The deer stomps his feet, rearing up and down on Trevor's ribs, almost like a little dance. The deer tears at Trevor's sleeve with decidedly carnivorous teeth, forcing him into letting go of his gun.

Kylie SCREAMS. She dives into a small space beneath a rock overhang on the side of the road. She watches what's going on from there.

Starla sees the Buick a few yards away. She glances beside her to see the largest diseased deer of all, a HORNED BUCK, careening toward her.

She dashes toward the Buick as fast as she can.

A TUMOROUS DOE leaps onto Bill, biting into his shoulder and tearing at his flesh, so now he has two deer on him. Bill is bleeding, dizzy, and disoriented, but he's able to turn, just a bit, to see the barrel of his shotgun above him. He tries to scoot himself back as he's being battered. He reaches up for the shotgun; but the tips of his fingers barely graze the muzzle.

Starla arrives at the Buick, and starts to crawl into the front seat.

But the horned buck is upon her. He bites into Starla's ankle. She SCREAMS.

He yanks back on her, half pulling her onto the road. But Starla grabs onto the steering wheel with all her might, and pulls against the horned buck's massive power.

The deer on Trevor starts pulling him off, dragging him

down the road as he HOLLERS.

Kylie, underneath the rock overhang, watches Bill try to scoot himself back and reach for the shotgun. It's just a little too far away. She works up her nerve and slowly starts to crawl out toward him.

As Starla is stretched between the horned buck pulling on her ankle, and her hand on the steering wheel, she's able to flip on her side and turn the keys in the ignition; the ENGINE STARTS. She reaches one hand down to the floorboard, pressing on the gas.

The Buick lurches forward, wrenching her away from the horned buck's mouth.

Bill reaches again for the barrel of his rifle. It's too far away. But then he sees Kylie, at the butt of the rifle. She reaches out and pushes it just a little, into Bill's hand. Bill grips the muzzle like a baseball bat, and swings it into the face of the deer jumping on him, knocking the beast back.

The deer tries to stumble forward again, but its whole head and neck have been knocked askew. It topples over, dead.

Bill flips the shotgun forward into his hands. He stuffs the muzzle into the tumorous doe biting into his leg. The deer looks at him. Blood is running down Bill's face and he looks half--crazed. Bill glances down and sees the telephone wire wrapped around her ankle.

Bill pulls the trigger, destroying her.

He stands, looking around for the deer with Trevor. It has dragged him a fair distance down the street. Bill SHOOTS once, missing it, and again, hitting it straight on.

Kylie looks around to see more diseased deer running through the fields toward them.

Starla pulls herself into the driver's seat and backs up alongside her friends. Throws open the passenger door.

STARLA

Get in!

INT. BUICK CENTURY -- MOMENTS LATER

Bill fumbles for the radio controls.

BILL

Shelby!

Trevor looks out the window, watching the deer fade away behind them.

TREVOR

When I buy my zoo, I'm leaving them things the hell out!

BILL

Shelby!

SHELBY (O.S.)

Hey there, Chief.

BILL

Shelby! We need people out here at Cosgrove and McCammon right away!

SHELBY (O.S.)

Don't worry, Chief.

EXT. MAIN STREET -- NIGHT

Shelby, sick and bloated, speaks into his radio, as he moves down the street with a hoard of the infected.

SHELBY

Already on our way.

BACK TO BUICK

Kylie turns her head, and glances out the window. And SCREAMS. Starla, Bill, and Trevor turn to see --

An SUV barreling straight towards them.

It SLAMS hard into the side of the Buick.

And SMASHES the car back, across a short lot, and through the glass storefront of a flower store.

INT. FLOWER STORE -- NIGHT

The Buick and SUV are destroyed, amidst the ruins of this store. Shattered vases and flowers surround them. Glass fragments dangle from the window frame. Some fall and

CLINK to the floor.

Starla lifts her battered head from the wheel. She looks beside her to see Bill and Trevor, seemingly unconscious.

She looks back at Kylie. The impact has killed her. Her neck is bent at an ungodly angle. Bone juts up out of her skin.

Starla looks out her rear window and sees the SUV door open, and the DISEASED DRIVER stumble out. His body is battered and broken, but, still, he lumbers toward her. He tries to speak, but his jaw is broken, and only a MUMBLY MOAN comes out.

Starla struggles to get out of the car. Eventually, she does, and she falls to the floor, amidst the broken glass from the shattered window, and the water all over the floor from the broken vases.

She sees the moaning driver limping toward her. He's still trying to speak, but he's unintelligible.

The driver gets close, ready to grab her. Starla sees a metal bar. She grabs it. And SLAMS it into the diseased man's shin.

He topples over.

She crawls onto the fallen driver and brings the metal bar down into his head, again and again, SHOUTING and CRYING with fury.

Starla looks down at the man, who is very dead.

Starla looks up to see dozens of DISEASED TOWNSFOLK coming at her, from down the street, between buildings. They see Starla there.

DISEASED TOWNSFOLK
Starrrrrlaaaaaa!!

Bill and Trevor limp up behind Starla, pulling her toward a door on the back wall.

BILL
Come on.

INT. FLOWER STORE STORAGE AREA -- MOMENTS LATER

Bill closes and locks the door behind them.

EXT. FLOWER STORE -- NIGHT

The diseased townsfolk surround the little store on all sides. They SCREECH.

INT. FLOWER STORE STORAGE AREA -- NIGHT

TREVOR

What the hell are we going to do?!

BILL

Just block the doors, any way you can.

Bill grabs hammers and nails off a hardware bench.

Trevor knocks things off shelves and yanks up the metal shelving.

Starla looks doubtful of this whole activity. But still, she helps.

The storeroom has two doors. They start nailing anything over them they can.

Trevor sees some slithering parasites coming in through a crack in the upper corner of the room.

TREVOR

Goddamn snakes!!

Trevor aims his pistol at the things and starts shooting wildly at them, BLASTING up the whole room.

Bill and Starla see slithering parasites coming in from other cracks in the room as well. They also BLAST at them. Dust is all around; they can hardly see.

Bill runs out of ammo. He grabs a hand--held Black and Decker electric circular saw and turns it on. He starts jamming it into the parasites, cutting them up, and putting big slices in the floor. They SQUEAK with pain.

EXT. FLOWER STORE -- NIGHT

The diseased townsfolk WAIL and SLAP their hands on the walls, almost rhythmically, like some tribal ritual. Some push on the doors.

INT. FLOWER STORE STORAGE AREA -- NIGHT

Bill hears something POP behind him. He turns to see a little hole in one of the doors. Three diseased fingers slip inside, trying to pull away more.

Bill uses the circular saw to cut off the fingers.

An arm pops through the door. Bill slams the circular saw into that. Blood spurts. Bone grinds.

A man's eye peeks through another crack. Bill jams the circular saw through the crack and into the man's face.

EXT. FLOWER STORE -- NIGHT

The FACE--SAWED MAN backs away from the hole, clutching his bleeding eye.

INT. FLOWER STORE STORAGE AREA -- NIGHT

Bill spots a wide piece of shelving falling off the door across from him. He runs over to the space, when the circular saw stops turning. Bill turns to see he's accidentally unplugged it.

EXT. FLOWER STORE -- NIGHT

The diseased townsfolk have all gathered on one side of the building now, putting all their efforts into tearing down one door. Some have even climbed onto the roof above it, curling off the gutter and roofing overhead.

INT. FLOWER STORE STORAGE AREA -- NIGHT

Bill grabs his leather satchel, and starts to reload his shotgun. Starla sees that the diseased townsfolk have almost torn down one of the doors.

STARLA

This is stupid.

Starla goes to the other door, and starts tearing away the planks they nailed there.

BILL

What are you doing?!

STARLA

We can't make it. Just get away,
when you get the chance.

BILL

What?

STARLA

He wants me, Bill! I'm going to get him to take me to him! See if you can follow me, and kill him!

BILL

No, Starla! No!

Another full metal plate is pushed off the door. A DISEASED MAN'S face peeks through. Trevor swirls to see it. The Man GLEEKs, hitting Trevor on his chest. Trevor looks down, in shock.

And the whole door and part of the wall bursts open. The Diseased pour inside and around Trevor, GLEEKING all over him, splattering his body with the burning liquid. Trevor starts to puff up, swelling, becoming soft. They grab him.

BILL

Nooo!

Bill grabs Trevor by the wrist, and tries to pull him away from them. But Trevor SCREAMS in agony; the liquid has made his flesh too soft. His entire body splits apart like wet tissue, his organs spilling out in front of them.

Bill stares down in shock, still holding Trevor's arm.

Starla has pulled away enough boards of the other door. She throws it open. None of the diseased are on this side of the building anymore. She moves outside.

EXT. FLOWER STORE -- NIGHT

Bill follows her. Two DISEASED PEOPLE appear, SCREECHING and running toward them. Bill SHOOTS them both. And he makes a break for it, running as fast as he can across the street.

He turns, expecting to see Starla right behind him. But she has stayed behind, staring quietly at the ground. Starla has tears in her eyes. She motions with her head for Bill to go. Bill is confused.

The diseased townsfolk come up around Starla from the sides of the flower store, no one paying attention to Bill. They encircle her, slowly. Some SCREECH angrily

at her. She's too disgusted or fearful to even look in their eyes. They BREATHE with SICK, RASPY breath.

DISEASED WOMAN
Starlaaaaaaa!

DISEASED KID
Starlaaaa!

And they WAIL, in a cacophony of simultaneous voices, all the deep angers, fears, frustrations, and jealousies they inherited from Grant Grant, such as:

SMASHED--FACE MAN
You said for better or worse! You lied!

NO LONGER PRETTY
I gave you everything!

BRENDA'S HUSBAND
I. Loved. You!

SHELBY FAT
It's not just about lesson plans! Hank Wilcox wants your pussy!

SICK GUY
I wanted you by my side, sugarplum. But I'm too ugly now, huh!!?

MR. INAPPROPRIATE
Your daddy'd still be a fucking your every hole weren't it for me!!

WAITRESS
You always thought I was joke, ain't you?

BRENDA'S HUSBAND
You like Pardy better'n me? That's who you want to screw now?!

STARLA
Grant... Please...

They surround her. They touch her body, her ass, her breasts. Pull on her clothes. She trembles.

STARLA
I'm sorry... I know I haven't behaved how you -- how you want. I know. Don't... hurt... me.

Starla glances down to see a diseased dog licking her calf, tasting her.

STARLA
We need... to... talk.

A DISEASED MAN grabs the side of her neck and face.

DISEASED MAN

BRENDA'S HUSBAND

Then talk.

Then talk.

STARLA

Not here, though, okay? Not all of you. I'm not used to -- I want to talk to your face, Grant. Your more real face. Your --

The diseased townsfolk grab Starla, enveloping her, and start dragging her away.

A few townsfolk remain behind. They look around for Bill.

SMASHED--FACE MAN

Pardy?!! Where are you, Pardy!!

But he's nowhere to be seen. They SCREECH angrily.

EXT. MAIN STREET -- NIGHT

Bill runs as fast as he can across the street here -- the same direction the hoard took Starla, but down a block.

EXT. SIDE OF MOVIE THEATER -- NIGHT

Bill falls against the side of this building, hiding in a dark crevice. Down the way, he can see numerous dead bodies, and a WOMAN chased down and tackled by some infected townsfolk.

Some diseased townsfolk wander by Bill, looking for him. Bill crouches down so he isn't seen.

DISEASED WOMAN

Pardy. Pardy. Pardy.

SHELBY

Come on out, Pardy.

PASTOR

We've surrounded the town, you prick! Ain't no way outta here!

Bill waits for them to pass. When they're gone, Bill looks up toward the next street -- he can see the hoard moving Starla across that street.

He makes sure no one's looking, and follows her.

EXT. GRANT STREET -- LATER

One of the diseased pushes Starla too hard, and she falls to her hands and knees. They keep pushing her. She stumbles back to her feet and moves on. She's almost

hyperventilating.

EXT. GRANT HOME -- MOMENTS LATER

Here, the Diseased Townsfolk around Starla stop. She looks up to see that they've led her onto her own front yard. Starla gazes up at her home:

The diseased have done a little remodeling. Part of the front wall has been torn away, replaced with some primitive thatched woodwork. The front doorway has also been partially destroyed. Because of the sloppy reconstruction, the roof is caved--in and sloping.

Diseased people sit in meerkat--like poses on all sides of the Grants' home, watching out for trouble.

EXT. HOUSE ACROSS FROM THE GRANT HOME -- NIGHT

Bill, out of breath, arrives across the street. He can see Starla standing with the diseased. He hides behind some shrubs.

EXT. GRANT HOME -- NIGHT

The diseased push Starla up between them, violently, to the front door.

Starla stops at the dark hole on the front of the house. It's pitch black inside. She looks back at the rotting faces behind her. And then slowly enters.

INT. GRANT FOYER -- NIGHT

Starla balks at the smell. She looks beside her at the garage; the wall has been torn out, and this has become Grant's feeding area, with rotten meat, including some bodies, in a pile.

Starla steps slowly forward, looking around.

STARLA

Grant?

Starla can see into the shambles of a kitchen from here.

EXT. HOUSE ACROSS FROM THE GRANT HOME -- NIGHT

Bill looks at the diseased surrounding the Grant home. They seem impossible to get through.

Bill eyes the house next door, maybe twenty--five feet from the Grants'. He makes sure no one's paying attention for a moment, and he darts across the street to a parked car. The diseased don't see him. Bill gazes down the street beside him.

The sun is just barely beginning to rise. They don't have much time to move in the darkness.

Bill makes a break for the house next door.

INT. GRANT KITCHEN -- NIGHT

Starla walks into the kitchen. Cooking supplies and condiments are scattered over the floor. She spots a meat thermometer on the floor amongst other utensils.

She glances out the rear window. Diseased people are guarding the backyard, looking away from the home.

She grabs the meat thermometer. She snaps the thermometer part off the top, discards it, and shoves the long metal spike into the seam of her skirt.

Suddenly, Starla hears EVERY WOMAN IN THE WORLD, the song she and Grant danced to earlier, starting to play through tinny speakers.

Starla looks up through a missing section of ceiling; she can see a tiny piece of Grant in the bedroom above her.

STARLA

Grant? We should talk.

EXT. NEIGHBOR'S BACKYARD -- NIGHT

Bill has made his way into the backyard. He looks over at the Grant home. Some diseased townfolk in the backyard could conceivably see or hear him. He tries the back door, but it's locked.

Bill notices a window slightly open. He starts to push it up. It SQUEAKS LOUDLY.

He peers over at the diseased. They don't hear. He throws the window up further, and crawls inside the home.

INT. GRANT FOYER -- NIGHT

Starla stands at the base of the stairwell. The SONG is louder.

STARLA

Grant?

She starts to ascend the stairs. They CREAK beneath her feet.

INT. NEIGHBOR'S HOUSE -- NIGHT

Bill peeks out the window, careful not to be seen by the diseased humans around Grant's. Bill can see Starla in the home next door, walking up the stairs.

Bill runs toward the stairwell here.

INT. GRANT UPSTAIRS HALLWAY -- NIGHT

Starla looks down the hall. Most of the walls have been torn away.

Between wooden beams, Starla can see Grant's cumbersome mass, his back to her, in what was once the bedroom.

In front of him, the SONG ENDS on the CD player. It starts into the NEXT SONG on the album. Grant uses one of his crusty tentacles to push the back button.

EVERY WOMAN IN THE WORLD starts over.

Starla walks toward him.

INT. GRANT BEDROOM -- NIGHT

Grant keeps his back to her. Starla takes in the room. Photographs from their scrapbooks are all over the walls: photos from their wedding, and vacations, and family parties.

STARLA

Hey, Grant.

Starla walks around Grant, giving him a decent berth.

STARLA

You did some real interesting
decorating here.

Grant watches her from the corner of his sad, purulent eye.

STARLA

Hey.

Starla walks by a window.

STARLA

Look, the sun's starting to come
up.

Starla starts to open the drapes.

INT. NEIGHBOR'S UPSTAIRS HALL -- NIGHT

Bill happens to look through the neighbors' kid's bedroom
and to the home across the way where Starla is pulling
the drapes away from the window. She sees Bill there.

INT. GRANT BEDROOM -- NIGHT

Grant SCREECHES angrily at Starla. She quickly closes
the drapes, not letting on she saw Bill.

STARLA

Sorry. I didn't -- I didn't know
you wanted it dark.

INT. KID'S BEDROOM -- NIGHT

Bill walks into this young boy's bedroom, filled with
airplanes and sports memorabilia.

He peeks around the window frame at the Grant bedroom
window, now closed to him. He makes sure his shotgun is
loaded.

INT. GRANT BEDROOM -- NIGHT

Starla tries to change the subject by walking to a wall
with the photos.

STARLA

You like these memories, huh, Grant?

Grant looks away from her. Starla moves toward him, almost
seductively.

STARLA

You like being called Grant, don't
you?

Grant is silent. She gets closer.

STARLA

I think you do. You really do.
You like being Grant. Like when
we danced. And when you... made
love to me here on the bed.
Remember that?

Grant looks embarrassed. Starla becomes more brazen.

STARLA

I know you've been alone, Grant.
Almost forever. From here to there
to there to here, there's never
been another one for you.

Starla almost looks as if she's about to cry, out of
compassion for him.

STARLA

Grant. Grant, I could help you.
Be with you the way you want.
See, I want to live. I've never
had much use for this world, not
really. You and I, together, we --

She touches his tentacle with her fingers. He moves it
back, and GROWLS a little.

Starla moves her trembling fingers toward him again. She
sets them on his tentacle once more. He glares at her
distrustfully, breathing his deep, sick breath.

STARLA

You don't trust me, I know. That's
why I brought you someone, Grant.

Starla looks into his eyes.

STARLA

It's Bill. He's in the house next
door. Just look.

INT. KID'S BEDROOM -- NIGHT

Bill glances down to see a diseased man looking up at
him. In fact, they're all looking up at him. Bill is
confused.

INT. GRANT BEDROOM -- NIGHT

Grant looks at Starla with sad eyes, perhaps touched.

Starla smiles nervously, expectantly.

STARLA

See? I brought him here for you!
As an offering! To prove I love
you more than him!

Grant wraps his tentacle around Starla. Starla, though obviously disgusted, touches his face with her hand.

INT. NEIGHBOR'S HOUSE -- NIGHT

The diseased townsfolk break down the door, moving into the downstairs below Bill.

INT. KID'S BEDROOM -- NIGHT

Bill hears them approaching. He SHATTERS the window, and crawls onto a small mock--balcony outside.

INT. GRANT BEDROOM -- NIGHT

Starla moves slowly in toward Grant, as if to kiss him. Grant looks, well, joyful.

And then she yanks the metal spike from her skirt and JABS it into Grant's eye.

Grant SCREECHES, blind and bucking. Starla SLAMS the spike into his other eye.

And she STABS him again, shoving the spike into his forehead, where it stays.

Starla leaps to the window. She throws open the drapes.

STARLA

Now, Bill!! Kill the motherfucker!!

EXT. NEIGHBOR'S MOCK BALCONY -- NIGHT

Bill raises his shotgun and BLASTS as Starla jumps away from the window.

INT. GRANT BEDROOM -- NIGHT

The WINDOW SHATTERS and the shot strikes Grant. He SCREECHES, swinging his tentacles aimlessly around the room in fury.

One tentacle SLAMS Starla against the wall, probably

breaking a rib or two. Another tentacle SMASHES the CD player, squelching the song.

EXT. NEIGHBOR'S MOCK BALCONY -- NIGHT

The diseased townsfolk enter the kid's bedroom, rushing toward Bill on the balcony. But Bill won't stop. He BLASTS the shotgun again.

INT. GRANT BEDROOM -- NIGHT

Grant is struck in the head. He starts slithering out of the bedroom, feeling his way out.

EXT. NEIGHBOR'S MOCK BALCONY -- NIGHT

Bill is out of shells. He drops his shotgun. He grabs the grenade out of the pocket on the black leather bag.

INT. GRANT BATHROOM -- NIGHT

Starla, clutching her ribs and barely able to move, pulls herself up on the window.

Bill tosses her the grenade. She tries to catch it, but misses it. It lands on the carpet. She see Grant's tentacles slipping away. She tries to move but she's hurt bad, bleeding.

EXT. NEIGHBOR'S MOCK BALCONY -- NIGHT

The diseased GLEEK at Bill, but Bill throws himself forward, letting himself fall through the flimsy balustrade --

EXT. GRANT HOME -- NIGHT

Bill lands hard on the lawn between the two homes. He grabs a .38, and stands beside the window on Grant's house. Through the window he sees Grant barreling down the stairs. Bill SHOOTS Grant with the .38, SHATTERING the glass. He UNLOADS the clip into him.

The diseased townsfolk surround Bill, grabbing him. Grant, using the others' eyes to see, snaps his tentacle forward, wrapping it around Bill's neck, raising him up. Grant SCREECHES.

INT. GRANT FOYER -- NIGHT

Starla appears at the top of the stairs, clutching her bloody side. She has the pin in one hand and the grenade

in the other.

With all her remaining effort, she lobbs the grenade behind Grant.

GRANT

Er,?

It EXPLODES.

EXT. GRANT HOME -- NIGHT

Grant's exploding flesh sends Bill flying backwards.

INT. GRANT HALLWAY -- NIGHT

Starla is thrown back.

EXT. GRANT HOME -- NIGHT

Around the house, the diseased's eyes gaze lifelessly upward as they each plummet to the grass.

FADE TO:

EXT. GRANT HOME -- MORNING

Bill unwraps what's left of the tentacle from his bruised neck, and looks around at the dead diseased. Grant's splattered flesh is around him.

Bill hears a quiet RATTLING sound. He looks around him. And then sees, down at his feet, what is actually a distorted piece of Grant's cerebellum. Sticking out of a new organic slit in the cerebellum is the quill--like spore. It quivers and trembles upward, its little bulbed spurs popping out.

INT. GRANT HALLWAY -- MORNING

Starla crawls forward to look down through the smoke: most of the second floor has been blown away. Her mutated husband is just a mass of flesh and alien organs.

EXT. GRANT HOME -- MOMENTS LATER

Starla comes around the side of the house, holding a paper towel roll to the slice on her ribs. She sees Bill standing there. She smiles.

STARLA

Hey.

Bill smiles too.

BILL

Hey.

EXT. MAIN STREET -- DAY

Bill and Starla hobble down the town center. The leather bag is slung over Bill's shoulder. Everything around them is dead: the victims who were being feasted on, as well as the various diseased. The torture is over, but no life remains.

EXT. MAIN STREET -- MOMENTS LATER

Bill finds an abandoned Nissan Maxima in the middle of the street, with the keys still in it.

BILL

Starla, over here.

EXT. WHEELSY EXIT -- LATER

In the Maxima now, Bill and Starla pull around a toppled ambulance and through a spouting fire hydrant, and out onto --

EXT. ROAD BEYOND WHEELSY -- DAY

The sun is bright and beautiful, glistening on the car. Bill and Starla breathe more easily and smile a little as they head up this long, barren road outside the city.

EXT. CLUSTER OF STORES -- MOMENTS LATER

Bill and Starla pass through a small block of stores.

Starla gazes out the window to see people -- real, actual, HEALTHY HUMAN BEINGS: men and women and children -- going about their daily chores. Tears come to her eyes.

Bill grabs Starla's hand. She clenches his tightly.

STARLA

We can probably get some first aid and food at this gas station up here.

BILL

Yeah. Good.

EXT. GAS STATION -- MOMENTS LATER

The Maxima pulls into the station, and stops.

INT. GAS STATION MART -- MOMENTS LATER

Starla and Bill pile stuff up on the cashier's counter -- Band--Aids, gauze, alcohol; Power Bars and Gatorade. The CASHIER rings it up, staring at them because of their wounds.

CASHIER
Comes to 32.87.

Bill pulls money out of his pants pocket. As he does, Starla glances down. His arm pulls up his shirt, and Starla can see the black and yellow wound there on his stomach. She turns away, looking around, confused.

Bill pays, smiles at the cashier.

BILL
There you go.

EXT. GAS STATION -- MOMENTS LATER

A stunned Starla steps with Bill out of the station, moving toward the car.

Starla stops.

STARLA
Shit. I-- I forgot... I wanted to get aspirin.

She starts to move back inside. Bill stops her.

BILL
I'll get it for you. Ibuprofen or aspirin?

STARLA
Aspirin.

Bill smiles, and goes back inside. Starla moves quickly with the bag of stuff toward the car.

INT. GAS STATION MART -- MOMENTS LATER

Bill pays for the aspirin, and walks out with it.

EXT. GAS STATION -- DAY

Bill walks out; the Maxima is still there.

INT. MAXIMA -- DAY

Bill gets in the driver's seat, puts his keys into the engine.

BILL

We'll just head up here into Bishopville, get checked up in the hospital. Then maybe we'll head off to Hollywood after all, huh?

STARLA

Okay.

Bill turns to smile at Starla. She's aiming the .38 at his face. Tears are streaming down her cheeks.

BILL

Please, Starla. I'm gonna do my best not to hurt anybody --

STARLA

You took Bill.

BILL

It's my nature.

STARLA

And this is mine.

Starla pulls the trigger, the GUNSHOT CRACKS OUT.

EXT. GAS STATION -- DAY

As the Maxima sits in the lot, ANOTHER GUNSHOT CRACKS OUT. Then we hear the HORN BLARING.

INT. MAXIMA -- DAY

Bill's dead body is slumped over the steering wheel. Starla really can't bring herself to look at it, as she reaches across it and toward the door handle.

EXT. GAS STATION -- DAY

The car door flips open. The horn stops blaring. And Bill's body is kicked out of the car, sliding onto the pavement.

INSERT TITLE, FULL SCREEN:

SLiThER

INT. MAXIMA -- DAY

Starla WIPES the tears away from her face. She glances out the window to see the cashier peeking out of the cashier's station.

Starla scoots over into the driver's seat. She shoves the car into drive.

And she takes off down the road, not looking back.

Starla's blanched and numb but the tears still keep coming.

CUT TO BLACK.

END