

ACT ONE

EXT. PORTLAND -- DUSK

Dark thunderclouds gather over the city as an AERIAL SHOT sweeps across downtown, along the Columbia River, and into...

THE PORTLAND SHIPYARDS

CLOSE ON two teenagers, LAURA and EMILY, wandering nervously into the deserted area. They appear glassy-eyed, desperate.

LAURA

Are you sure about this, Em?

EMILY

He said if we wanted to buy more, we should come find him.

As they look around, the faint sound of RAP MUSIC wafts down from the top floor of a warehouse.

EMILY (CONT'D)

Up there. Come on, one hit, then we'll go.

She proceeds to a fire-escape leading up the side of the warehouse. Laura hesitates, unsure.

We FOLLOW Emily as she slowly climbs the stairs. Suddenly, she HEARS a MUFFLED SCREAM behind her. She spins around, sees that Laura has disappeared.

EMILY (CONT'D)

Laura...?

She descends the fire escape, her fear rising as she searches the shadows. Another SCREAM sounds from the loading docks.

EMILY (CONT'D)

Laura?!

Emily hurries toward the docks, entering a maze of giant cargo bins as she looks frantically for her friend.

Then, she stops as she hears the SOUND of FOOTSTEPS behind her...slowly and steadily approaching. Terrified, she takes off, running for her life. She glances over her shoulder, but sees nothing. Darting behind a large crate, she stops, trying to breathe through her panic. She listens for the FOOTSTEPS, but there is only silence. Beat.

Suddenly, a MAN'S ARM comes out of the darkness behind her, wrapping around her neck to cover her mouth. *Around his wrist is a leather bracelet studded with silver skulls.*

MAN'S VOICE
 (whispering)
 Hello again.

CUT TO:

EXT. RANCH HOUSE - PORTLAND -- NIGHT

A pick-up truck pulls up. Behind the wheel is NIX UYARAK - 16, handsome, soulful eyes. He grabs a bag of take-out food off the seat and heads up to the front porch of the house. Rings the bell. An OLDER GENTLEMAN opens the door.

Nix freezes, staring at him in shock. *Surrounding the man's head is a faintly glowing HALO OF LIGHT.*

OLDER GENTLEMAN
 That was fast. What do I owe you?

It takes a moment for Nix to recover.

NIX
 Um...Nineteen-fifty.

The man pulls a bill out of his wallet.

OLDER GENTLEMAN
 Here's twenty. Hold on, let me go grab a couple singl--

NIX
 No. That's okay.

He hands him his food, backing away from the halo of light.

NIX (CONT'D)
 Have a nice night, sir.

Nix hurries to his truck. Shaking with fear and panic, he closes his eyes, as if trying to erase what he has just seen.

CUT TO:

A SERIES OF BLURRED, FLEETING IMAGES

Seen through the eyes of someone -- or *something* -- racing low to the ground through the woods...Bounding over rocks and darting around trees with an almost balletic, feline grace. The SOUND of a rapid HEARTBEAT grows LOUDER and the movement intensifies into a predatory chase, until...

SMASH CUT TO:

MORGAN

bolting upright, GASPING in fear. PULL BACK TO REVEAL...

INT. MORGAN'S BEDROOM/BATHROOM -- NIGHT

MORGAN BROWER (16) tries to calm herself after her nightmare. We see only the outline of her profile in the dark room. It is a beautiful one. She heads into her bathroom, turns on the light, and pours herself a glass of water. As she lifts her head to look in the mirror, her eyes widen in shock...

Dirt is smeared on her face, and her hair is tangled with bits of leaves and twigs. She slowly looks down and sees her legs and feet covered in mud.

She drops her glass, which hits the floor and SHATTERS.

SMASH CUT TO:

CELINE'S EYES

Opening with a start. We slowly PULL BACK TO REVEAL the ethereal beauty of CELINE HALSTEAD (16), as she awakens to find herself floating in a SEA OF WHITE.

As her eyes begin to focus, she makes out the FAINT OUTLINES OF STARS, hanging just inches from her face.

As if in a trance, she reaches out to touch them...when suddenly she feels her body fall and slam back into her bed, breaking her trance.

INT. CELINE'S BEDROOM -- DAWN

Celine sits up and looks around her room, wondering what the hell just happened. Then, slowly, she glances up at --

THE CEILING...an expanse of WHITE with the faint markings of glow-in-the-dark STARS pasted here and there... *Stars that just moments ago she was floating close enough to touch...*

As she stares at them, unnerved, her ALARM CLOCK GOES OFF.

SMASH CUT TO:

SOUND OVERLAP OF AN ALARM CLOCK AS A HAND REACHES OUT TO SHUT IT OFF. PULL BACK TO REVEAL...

INT. NIX'S TENT -- DAWN

Nix rolls out of his sleeping bag and throws open the flap of his tent.

EXT. NIX'S CAMPSITE - PORTLAND WOODS -- DAWN

Perched on a precipice overlooking a wooded ravine. Nix exits his tent, rinses his face in a pail of water by the campfire.

Putting on a sweatshirt, he walks to the edge of the ravine and eyes the sunrise over the valley stretched before him.

There, in the distance, is a GIANT WATERFALL. Nix stares at it for a long moment, as if it holds some important meaning.

Finally, he tears his eyes away, grabs his backpack, and takes off into the woods.

ANOTHER ANGLE

reveals JAMES MOTHERWELL ("MOTH") - an almost eerily good-looking 19-year-old with dark, piercing eyes. From the shadows of some trees, he has observed Nix's every move.

DISSOLVE TO:

EXT. CELINE'S HOUSE -- LATER THAT MORNING

A modern, glass-walled house on a wooded street. An expensive SUV pulls into the driveway, driven by LUKE MCGILL - 17, handsome, athletic.

CUT TO:

INT. KITCHEN - CELINE'S HOUSE -- MORNING

Celine's father, MICHAEL HALSTEAD (40's), looks up from his newspaper as Celine enters. Her mother VANESSA sets down a plate of breakfast.

VANESSA HALSTEAD

Perfect timing.

Luke's HORN BEEPS outside.

VANESSA HALSTEAD (CONT'D)

Or not.

CELINE

(grins)

Sorry. Looks good, though.

She grabs a slice of toast off the plate, kisses both parents.

CELINE (CONT'D)

Love you guys.

She rushes out the door, leaving Vanessa to stare ruefully at the untouched eggs. Michael suppresses a smile.

CUT TO:

EXT. CELINE'S HOUSE -- MORNING

Celine exits the house with her school bag. She gets into the car and gives Luke a long kiss.

As Luke backs out of the driveway, we PAN to the other side of the street...

Moth sits in a parked car, watching them drive away.

CUT TO:

INT. MORGAN'S HOUSE -- MORNING

In a tiny, shabby home in a much more humble neighborhood, CAMERON BROWER (16), Morgan's twin brother (though they look nothing alike), KNOCKS on his sister's bedroom and enters...

CAMERON

Yo, sis, get a move on, we're late--

He freezes as he sees Morgan stripping the muddy sheets off her bed. In a split second, his eyes move from her bed to her window sill and across the floor...everything is covered in dirt and twigs. Morgan sees her brother go pale.

MORGAN

It's not what you think.

CAMERON

Oh, really?

He goes to the window, looks out at the high fence surrounding their backyard. Morgan shuts her bedroom door.

MORGAN

Cam--

CAMERON

Look, if it's happening again, maybe we should tell Mom this time --

MORGAN

Nothing's happening! I went on a hike, got a little dirty, and fell asleep in my clothes. Why are you making such a big deal about it?

CAMERON

Because it was a big deal, Morgan! I was the one who found you, remember? Alone in the woods in the middle of the night, screaming your head off. It scared the crap out of me.

MORGAN

It scared me, too, okay?! That's why I had you build that fence out back. So I couldn't climb over it in my sleep. That was 6 months ago, and since then, nothing. Now, can we please change the subject.

She stuffs the dirty sheets in her closet and starts primping in front of a mirror.

MORGAN (CONT'D)

What do you think? Sweater open or closed?

Cameron relents, dutifully assessing her outfit. Sweater open definitely shows more cleavage.

CAMERON

Depends who you're trying to impress.

MORGAN

(grins)

Whom. And since when are you interested in my romantic life?

CAMERON

Since I noticed you hanging around Luke McGill. You do know he's taken, right? *

MORGAN

Meaning what? We're not allowed to have a conversation? We're lab partners. *

She grabs her backpack and heads out.

EXT. MORGAN'S HOUSE -- MORNING

Cam follows Morgan out to a dilapidated VW in the driveway.

CAMERON

Yeah, well, you guys used to be a little more than that. I just don't want to see you get hurt. *

MORGAN

Please. We hung out for a few weeks last summer, that's it. If he wants to date some princess now just because she's rich, why should I care? It's not like I was ever welcome in your "hipper-than-thou" crowd anyway. *

CAMERON

That is *not* true-- *

MORGAN

It's fine, Cam. Trust me, I'm aiming for something a little higher than having an entourage. *

Cam allows a grin. *

CAMERON

Such as?

MORGAN
 (grinning back)
 I'll let you know when I get there.

*

CAMERO
 Got your bags packed already, huh?

*

*

As Cam gets in the car, Morgan looks at their ramshackle house and junk-filled lawn overgrown with weeds.

MORGAN
 (to herself)
 Who wouldn't?

As she gets in the car...

CUT TO:

INT. LUKE'S SUV -- MORNING

Luke drives Celine to school.

CELINE
 All I know is, it definitely wasn't
 a dream. I was awake. And I was...

LUKE
 Floating.

The skepticism in his tone is unmistakable.

CELINE
 So, something like that's never
 happened to you?

LUKE
 Celine, something like that doesn't
 happen period. See, that's why they
 call it the "law" of gravity and not
 the "general guideline" of gravity.

CELINE
 Funny. And very helpful. Thanks.

LUKE
 (laughs)
 Sorry. Okay, look, here's what I
 think. You had what, three tests
 this week? You're probably exhausted,
 and your mind just decided to play a
 few tricks on you. It's nothing to
 worry about, okay?

Celine nods but doesn't look entirely convinced.

CUT TO:

INT. MORGAN & CAM'S VW / EXT. KRAKATOA CAFE --MORNING

They drive through a commercial district on the way to school.

CAMERON

We gotta stop by the Krak. I left a notebook during my shift yesterday.

MORGAN

While you're in there, see if our paychecks are ready.

As they pull into the rear parking lot of the KRAKATOA CAFE, they see Nix taking out the garbage behind the restaurant.

MORGAN (CONT'D)

Ugh - what's freak-boy doing here?

CAMERON

Why do you call him that? You don't even know anything about him.

MORGAN

That's my point. No one does. Not where he's from, or who his family is, or why he doesn't go to school. Creeps me out.

Cam sighs, exasperated. He exits the car, approaches Nix.

CAMERON

Hey, man. You're here early.

NIX

Yeah, your school called in a pretty big order. Sack lunches for half the junior class.

CAMERON

Oh, right. Science field trip.

The back door opens, and JENNY MORELLO (15), the pretty daughter of the Krak's owner, appears with Cam's notebook.

CAMERON (CONT'D)

Hey, Jenny. Oh, good, you found it.

Jenny blushes with a nervous smile, clearly smitten.

JENNY

Yeah. Definitely. I was going to bring it to school for you, but, um...well, now you're here, so...cool.

*
*
*
*
*

ANGLE MORGAN

Watching from inside the car, she rolls her eyes at Jenny's pathetic attempt at flirting. *

MORGAN
(under her breath)
God, honey, grow a pair. *

Suddenly, Nix turns to look at Morgan, as if he's somehow heard her. Unnerved, she looks away.

CUT TO:

EXT. NORTH PORTLAND HIGH SCHOOL -- MORNING

The parking lot is crowded with arriving students.

INT. LUKE'S SUV

He pulls into a parking space, kisses Celine.

LUKE
We good?

CELINE
(nods)
Great.

But there's still an uneasiness about her. As they get out...

INT. CAM & MORGAN'S VW

Searching for a space, they see Luke getting out of his car.

CAMERON
Don't look now, but here comes your "lab partner." *

Morgan's face lights up at the sight of Luke, when suddenly... Celine steps out from behind Luke's car, directly into Cam's path. Cam slams on the brakes, SCREECHING to a stop and stalling out. Celine holds up an apologetic hand to him.

CELINE
I'm really sorry. It was my fault.

Cam tries to restart the engine, but it just BACKFIRES and dies. To Morgan's humiliation, Luke steps up to the window.

LUKE
You need some help?

CAMERON
Nah, it does this all the time. *

MORGAN

I told him to buy the Jag, but he's got this thing for vintage.

Luke grins, but more out of politeness. *

MORGAN (CONT'D) *

Um, by the way, I finished our science write-up. You want to go over it together before class? *

LUKE *

That's okay. I'm sure it's fine. *

Morgan visibly deflates as he blows her off to head back to Celine. As Cam finally gets the car started, Morgan glares at Celine walking off with Luke's arm around her. *

CUT TO:

INT. SCIENCE CLASS - HIGH SCHOOL -- DAY

Teacher MR. KREPLIK is handing out test kits.

MR. KREPLIK

These are the test kits we'll be using on today's field trip to Balch Creek Watershed. You'll work in pairs, checking the water's pH, dissolved oxygen, nitrate levels, and turbidity...

ANGLE CELINE

Oblivious to the ramblings of the teacher, she sketches in her notebook the beginnings of something that hasn't quite taken shape yet -- just a set of vertically flowing lines...

CUT TO:

EXT. NORTH PORTLAND HIGH SCHOOL -- DAY

Nix holds a crate of packed lunches as the rowdy STUDENTS each grab one on their way to board the school bus parked out front. Kreplik and a PRINCIPAL supervise.

PRINCIPAL

Orderly fashion, please, people. And remember, this is a school trip. As in, educational. As in, no cell phones, no footballs, no PSP's or DVD's or mp3's...

Kreplik grabs a hand-held video game from a quirky techno-geek named STEINER.

STEINER

What, not even *Dragonslayer*? It's,
like, totally scientific.

MR. KREPLIK

Well, now it's, like, totally mine.

As a chagrined Steiner boards the bus, Nix reaches for a second crate of lunches. He glances over at the BUS DRIVER... and instantly turns to stone.

It's the same man that he delivered food to. And the HALO OF LIGHT surrounding him is even brighter than before.

Nix drops the crate, and the lunches scatter. As he bends down to pick them up...

CELINE

Here, let me help.

Nix freezes once again as he comes face-to-face with the most beautiful girl he's ever seen. As she puts the last of the lunches back into the box, their hands touch, and a strange vibration passes between them. They both pull away, stunned, staring at each other... until Celine finally turns and starts walking to the bus.

Nix glances at the Bus Driver...the halo is still there.

NIX

Wait --

Celine stops, looks back. As Nix hesitates, Cam walks up.

CAMERON

Dude, you made it.

He grabs a lunch and heads for the bus...

NIX

Cam, don't --

Like Celine, Cam stops and turns back to him.

CAMERON

Don't what?

Nix glances again at the Driver, then at Celine and Cam.

NIX

You can't get on the bus. Please...
Don't ask me why. Just--

MR. KREPLIK

(annoyed)
Cameron, Celine - we're waiting!

Though Nix has unnerved them, Celine and Cam have no choice but to board the bus. We PAN to a window toward the back of the bus, where Morgan is watching Nix's strange behavior.

INSIDE BUS

Morgan eyes Nix's panicked face as the last of the students board the bus, followed by the Driver. She turns away and catches Cam's eye as he heads to a seat.

MORGAN

See? I told you he was weird.

ANGLE NIX'S TRUCK

Nix gets behind the wheel, tortured as he watches the bus head out of the parking lot.

CUT TO:

EXT. COUNTRY ROAD OUTSIDE PORTLAND -- DAY

The bus winds up a narrow road heading into the forest. After a beat, we see Nix following in his truck, watching intently.

INT. SCHOOL BUS

Morgan is seated halfway back, pretending to read a book. She glances at Cam seated with his friends toward the front of the bus, then over to Celine chatting with a co-ed crowd that includes Luke. Everyone seems to belong somewhere except Morgan.

As Celine and her friends LAUGH at something, Celine happens to look up and see Morgan eyeing them. Morgan quickly looks away, returning to her book.

Suddenly, the bus SWERVES DANGEROUSLY as it heads onto a bridge.

INT. NIX'S TRUCK / EXT. BRIDGE -- DAY

Eyeing the weaving bus, Nix starts dialing 9-1-1.

NIX

No...please, no...

INT. BUS

Several students SCREAM as the bus swerves more sharply. They look ahead to see the Driver slump over in his seat.

Cam shoots to his feet, moving to try and grab the wheel. But before he can reach it...

NIX'S POV

as the bus CRASHES into the guardrail, flips onto its side, and comes to a stop...hanging precariously over the edge of the bridge 50 feet above the river.

Nix pulls his truck over and starts running to help the hysterical students, who have already broken through the emergency exit and are climbing out of the back of the bus.

INT. BUS

Chaos. As the screaming students climb toward the rear exit, Morgan fights to head down in the other direction, frantically looking for Cam in the wreckage up front.

MORGAN

Cam?!

She sees the Driver, dead in his seat. On the floor beside him is Cam, trapped under a row of mangled seats and a chunk of guardrail that has torn into the side of the bus.

MORGAN (CONT'D)

Cam, can you hear me?!

Cam, disoriented and pale with shock, starts to pass out.

MORGAN (CONT'D)

No, stay awake! Somebody help me!

She looks up to see the last of the students climb out of the back. The shift in weight causes the front of the bus to slip down a few more feet over the edge. Cam's eyes flutter open, finding Morgan.

Desperate, Morgan looks at him...and feels a strange sensation come over her. We slowly ZOOM IN on...

MORGAN'S EYES, changing to the color of yellow marble, with the pupils lengthening into a cat-like slant.

What happens next is seen only in FLASHES OF IMAGES: metal being torn apart...claw-marks tearing through the leather seats...Cam's eyes growing wide with fear...

EXT. BRIDGE

Morgan half-carries, half-pulls Cam out the back of the bus, and they fall to the ground. As Morgan feels the last of the strange sensation leave her body, she becomes vaguely aware of the chaos around her -- emergency vehicles arriving to assist the dazed, wounded students along the bridge.

She looks down at Cam, who's staring at her in horror.

CAMERON

What did you do?... What was that...that *thing*?

Morgan feels her own terror rise inside of her...and is saved from having to answer when Nix runs up with a PARAMEDIC.

CAMERON (CONT'D)

Nix? What're you doing h...

Nix moves out of the way as the Paramedic kneels by Cam.

PARAMEDIC

It's alright, son, let me take a look.

INT. BUS

Celine regains consciousness and extricates herself from where she was thrown beneath a row of seats.

She looks around in a daze, realizing that she and the dead Driver are the only two left on the bus that is slowly losing its battle to stay on the bridge.

EXT. BRIDGE

As the Paramedic attends to Cam's broken arm, Morgan stares at Nix, remembering his strange warning to Cam not to get on the bus. Slowly, Nix meets her eyes, then turns as he HEARS:

LUKE (O.S.)

Celine?!... Celine?!...

Luke is wandering around, stunned, searching. Nix glances at the bus, realizes Celine must still be inside. He leaves the crowd and starts racing toward the bus.

At that exact moment, part of the bridge gives way, and both Nix and the front of the bus disappear from view. All we can see is its tail-end jackknifing into the air as it starts to go over the edge.

INT./EXT. BUS

Celine scrambles to climb up to the rear exit. But it's too late. The bus begins to plummet, and Celine closes her eyes in terror...

But somehow, her body seems to hang in suspension as the bus freefalls around her. ..until she passes right through the opening in the back and grabs onto a steel beam below the side of the bridge.

Dangling 150 feet in the air, Celine looks down to see the bus plunge into the river below. Paralyzed with fear, she almost doesn't hear the VOICE calling out to her --

NIX (O.S.)

Celine --

She looks up to see Nix balanced on some steel girders, out of sight of those on the bridge above. It's unclear from Nix's expression how much he actually saw of her escape from the bus. He's focused only on keeping her from falling now. His arm outstretched --

NIX (CONT'D)

It's okay. Just try and reach for my hand.

She shakes her head, too terrified to let go of the beam.

CELINE

I can't!

NIX

Yes, you can.

She glances down again at the swirling river.

NIX (CONT'D)

Celine, look at me...

She slowly raises her eyes to meet his...and this time, the same electric connection passes between them as before.

NIX (CONT'D)

You don't have to be afraid. *I promise I will not let go of you.*

Something in his voice, in the way he looks at her, casts a calm over Celine. She lets go of the beam and grabs his hand. Nix slowly pulls her up to the girders and helps her climb up to the side of the bridge.

Without ever taking his eyes off hers, he lifts her in his arms and carries her safely away from the edge.

ON LUKE

As he catches sight of Celine in Nix's arms.

Oblivious to Luke, Celine flushes breathlessly under Nix's gaze. She looks down and notices a gash on his arm.

CELINE

You're bleeding.

Nix glances at his arm, says nothing. As he sets Celine down, she sees his delivery truck parked a few feet away. She gives him a confused look.

CELINE (CONT'D)

I don't understand. Why were you here?...How did you know...

Beat. Nix sees rescue workers and a cop heading their way.

Luke is not far behind them.

NIX

I have to go.

CELINE

No. Wait --

But he walks away, forcing himself not to look back. We
HOLD ON Celine, watching him go...

END OF ACT ONE

ACT TWO

INT. HOSPITAL EMERGENCY ROOM -- DAY

Packed with STUDENTS, PARENTS, and COPS taking statements.

INT. EXAMINING ROOM

A DOCTOR checks Cam's arm. Morgan hangs up her cell phone.

MORGAN

Mom's on her way.

DOCTOR

We're going to need some x-rays.
Hang tight.

As the doctor exits, Cam looks at Morgan, who's eyeing the police through the glass.

CAMERON

What am I supposed to tell them?

MORGAN

The truth. We crashed, you were trapped, and together we managed to get you out.

CAMERON

That isn't the truth and you know it. Morgan, what you did in there--

MORGAN

It was just adrenaline, okay?! It can give people super-human strength.

CAMERON

No, this was more than that. What I saw was something...inhuman. It was like you disappeared and suddenly there were these claws and fangs ripping through everything, and these yellow eyes...

Morgan is freaked, but forces a cool, steady look.

MORGAN

Right, because you see wild panthers all over Portland these days. In bars, restaurants, school buses hanging off bridges...

CAMERON

I'm serious!

MORGAN

You were barely conscious, Cam! You want to tell the cops about your little hallucination, go ahead. I'm sure they'll find a real nice room for you on the psych ward. In the meantime, I'm late for my shift.

CAMERON

You're going to work?! What for?

MORGAN

(walking out)

For whatever rent money Mom manages to piss away on booze this month.

INT. ER LOBBY/HALLWAY -- CONTINUOUS

Morgan emerges from Cam's room, shaken. She sees Celine exit a room with her parents' protective arms around her. As they stop to speak to a doctor, Celine slips away and approaches Morgan, who tenses -- this is the last thing she needs right now.

CELINE

Your Cam's sister, right?... I just wanted to see how he was doing.

MORGAN

He's fine. Thanks.

Celine shifts uncomfortably, confused by Morgan's chilliness.

CELINE

Because he seemed pretty upset. Like he saw something happen --

MORGAN

He didn't see anything. He had a concussion. Just go back to mommy and daddy and forget about it, okay?

Rattled, Celine retreats. Mr. Kreplik calls out to Morgan from across the room.

MR. KREPLIK

Morgan, you should be over here, giving your statement to the police.

Morgan is frozen, clearly on the verge of losing it. Beat.

MOTH (O.S.)

There's a back exit.

Morgan whirls around to see Moth standing there, casually leaning against the wall with his usual mysterious expression.

MOTH (CONT'D)
 Through those doors, then down to
 the right. Clean getaway.

Morgan tenses, feeling his eyes pierce right through her.

MORGAN
 Getaway from what?

MOTH
 From questions you don't have the
 answers to.

A beat, and then he turns to walk away.

MORGAN
 Who are you?

He doesn't answer her, and in a moment he has disappeared
 around the corner. Unnerved, Morgan glances at the cops,
 hesitates, then heads down the hall, towards her getaway.

CUT TO:

INT. KITCHEN - KRAKATOA CAFE -- NIGHT

It's late. Back in the kitchen, Nix is being interrogated by
 DET. JOE FRAKES, while owner SAUL CORELLI (40) looks on.

NIX
 As the bus was leaving, I realized I
 forgot to get a signature. You know,
 for the delivery. On orders that
 big, Saul wants us to make sure
 they're signed for.

Frakes glances at Saul, who nods.

NIX (CONT'D)
 Anyway, I decided to follow in my
 truck, thinking I could catch up to
 them at the watershed. Then, just
 before we got to the bridge, I saw
 the driver start to lose control of
 the bus.

SAUL
 The news said it was a heart attack?

JOE FRAKES
 Appears that way.
 (back to Nix)
 So you called 911. And then...?

NIX
 I pulled over to help.
 (MORE)

NIX (CONT'D)

Most everyone got out pretty quick.
But then I heard someone looking for
this girl. Celine. That's when
part of the bridge gave way.

JOE FRAKES

(suspicious)

And naturally you ran *towards* it
instead of the other way.

Nix says nothing.

SAUL

Hell, Joe, you gonna arrest him for
saving the girl's life?

Beat. Frakes keeps his eyes on Nix.

JOE FRAKES

One of the officers at the scene
thought he recognized you. Says you
got a habit of walking in the North
Woods Park at night...

Nix reacts to this change in questioning. Before he can
answer, Frakes slides two PHOTOGRAPHS over to him.

JOE FRAKES (CONT'D)

...Which happens to be one of the
last places these two were seen alive.

Nix looks down at the photos. They are the faces of Laura
and Emily, the girls from the opening scene at the shipyards.

JOE FRAKES (CONT'D)

An eyewitness claims they were making
some sort of purchase in the parking
lot there. Two days later they went
missing.

INT. DINING AREA - KRAKATOA CAFE -- NIGHT

A lone customer remains, seated in a booth with his back
toward us. Morgan is wiping down tables, resisting the
temptation to peek through the glass at Nix's interrogation.

Her eye catches a NEWS REPORT on the TV above the coffee
bar. A reporter stands at the crash site on the bridge,
interviewing a rescue worker. As Morgan stares at it...

BLEEK (O.S.)

Lucky, weren't they?

Startled, Morgan turns to the customer in the booth. TIM
BLEEKER (22) has a dark and slightly androgynous look about
him that is both mysterious and sexy.

BLEEK (CONT'D)

The kids on that bus. Could've been a lot worse. Kind of a miracle when you think about it.

Morgan tenses at the strange look he's giving her.

MORGAN

I don't.

She returns to her work.

BLEEK

Okay. So what *do* you think about?

MORGAN

Right now, the fact that I get to go home in ten minutes.

BLEEK

And home would be...?

MORGAN

Nice try.

BLEEK

I'd settle for a phone number.

(holds out his hand)

Tim Bleeker, by the way. Bleek, to my friends.

Ignoring his hand, Morgan slaps his check down on the table.

MORGAN

Here's your check...*Tim*.

A beat, as he eyes her with a slow, twisted smile.

BLEEK

God, you're even more magnificent than I thought you'd be.

Morgan feels a chill go up her spine. Bleek lays a \$20 bill down, and as he slides it toward her, we CLOSE ON his WRIST... *which bears the same skull bracelet we saw in the opening scene.*

BLEEK (CONT'D)

Keep the change.

With that he gets up and walks out the door.

PANTRY AREA

Jenny is refilling the napkin dispensers. Morgan walks in, still unnerved from her encounter with Bleek.

MORGAN

I'm clocking out. Tell your dad for me, okay?

Morgan punches out, grabs her coat.

JENNY

Yeah, sure. Hey, um...you think it would be okay if I called Cam later? You know, to make sure he's okay?

MORGAN

(exiting)
Knock yourself out.

INT. KITCHEN

Frakes studies Nix's face as he looks at the photos.

JOE FRAKES

What can you tell me about a new street drug called "dust?"

Again, Nix has no idea where this is coming from.

NIX

Nothing. I mean, I've heard of it, I guess, but that's it.

SAUL

What the hell is this, Joe? He already told you he doesn't know anything about those two girls. Kid's had enough for one day, don't you think?

Frakes eyes Nix, decides to let it go. He gathers his notes.

JOE FRAKES

Thank you for your time, Mr...
(checks his notepad)
Uyarak? I used to work with a guy from Alaska with that name. Eskimo, isn't it?

Nix looks uneasy, aware that Saul is as interested in hearing his answer as Frakes is.

NIX

Inuit.

JOE FRAKES

Close enough. Still a good ways from home, aren't you?

NIX

I've lived in Portland a while now.

Frakes studies him a moment, but Nix offers nothing further. *

JOE FRAKES

Right. Well, I guess that's it for
now. *

(nodding to Saul) *

Saul. *

Frakes lets himself out the back door. Once they're alone,
Saul turns to Nix. *

SAUL

What's in Alaska?

Nix looks away, unable to meet his eyes. *

NIX

Just some people I used to know.

Beat. Saul doesn't push it, assuming Nix will tell him more
when he's ready to. *

SAUL

Get some sleep, kid. I'll see you
tomorrow.

Relieved, Nix gives him a grateful look and heads out. *

CUT TO:

INT. MORGAN'S HOUSE -- NIGHT

Morgan enters to find the house dark, quiet. She heads into
the hallway and is relieved to see Cam's door closed.
Tiptoeing past, she enters her own bedroom.

INT. MORGAN'S BEDROOM -- CONTINUOUS

Suddenly hit by everything that's happened, Morgan collapses
onto her bed, curls up, and closes her eyes.

CUT TO:

EXT. KRAKATOA CAFE -- NIGHT

As Nix exits, he sees Celine standing there, waiting for
him. Their eyes hold on each other for a long moment.

CELINE

You knew it would happen, didn't
you? The accident.

Nix is silent.

CELINE (CONT'D)

You told me and Cam not to get on the bus. Because you knew. You...saw it somehow.

NIX

(tortured)

Celine --

CELINE

Please. I need to understand this.

NIX

Why?

Beat.

CELINE

Because I should be dead.

CUT TO:

INT. KRAKATOA CAFE -- NIGHT

Clearing a table, Jenny sees something on the seat where Bleek was sitting: a small packet of crystallized powder. As she holds it up to the light, the strange crystals start to glow and change color. Off Jenny's mesmerized look...

CUT TO:

INT. MORGAN'S BEDROOM -- NIGHT

C.U. - MORGAN'S FACE, as she begins to dream. Her eyes darting rapidly beneath their closed lids...

CUT TO:

EXT. KRAKATOA CAFE -- NIGHT

Celine is fighting back tears as she pleads with Nix.

CELINE

None of it makes sense. Why I didn't fall... Why you were there... Why I keep drawing these pictures of some place I've never even been to ...

She pulls out a folded paper from her pocket, opening it to reveal...a SKETCH OF A WATERFALL. A more defined, detailed version of what she'd been drawing in science class. Nix looks at it, trying hard not to let her see his shock.

CELINE (CONT'D)

It's like this vision that's stuck in my head, and I don't understand
(MORE)

CELINE (CONT'D)
what it means. What any of this
means. Except maybe that I've gone
crazy.

Nix maintains his silence, and she realizes it's useless. A
beat, as she looks at him.

CELINE (CONT'D)
All I know is that the one time I've
felt safe since this whole thing
started was when we were on the
bridge, and you told me not to be
afraid.

(beat)
I guess I just...needed to hear you
say that again. So maybe I could
believe it.

She turns to walk away. Nix looks at the waterfall sketch
still in his hand, weighing whether to trust her. Finally:

NIX
You're not crazy.

She stops, looks back. Beat.

NIX (CONT'D)
It's called River Rock Falls. If
you want, I can take you there.

END OF ACT TWO

ACT THREE

EXT. WOODS NEAR RIVER ROCK FALLS -- NIGHT

Morgan awakens to find herself on the forest floor, with no idea how she got there...until she sees that her feet are bare and covered in dirt. It's happened again. Terrified, she looks around for a way out, and sees a break in the trees ahead. As she heads for it, we begin to hear the SOUND of RUSHING WATER. She reaches the clearing and stops...

There, in the moonlight, shines an enormous WATERFALL.

CUT TO:

INT. NIX'S TRUCK / EXT. WOODED HIGHWAY -- NIGHT

Driving in the Krak's delivery pick-up truck, Nix and Celine wind along the dark highway into the woods.

NIX

It was last summer, just after I moved to Portland. I was hiking in the North Woods, and suddenly there it was, over on the next ridge. I couldn't stop staring at it. You know when something feels totally familiar, but you're not sure if what're you're remembering is real or from a dream?

Celine nods. It's exactly what she's been feeling.

NIX (CONT'D)

Anyway... I didn't know what it all meant. Just that it meant *something*. And that I had to be close to it to find out what.

CELINE

So, you went there? To the Falls?

NIX

(nods)

Couple of times. But there were always a lot of people around, picnicking and stuff. It wasn't the same. Finally I decided to go back to the woods, to the place where I first saw it. Been camping out there ever since.

CELINE

You live in the woods?! I didn't even know that was legal.

NIX
It isn't. You're the only person
I've ever told.

Celine reacts. Beat.

CELINE
So, what's it like?

NIX
(a rueful smile)
Wet.
(then, thinking)
Quiet...Humbling... Mostly just...

Celine looks at him, already realizing the answer.

CELINE
Uncomplicated.

He says nothing, but it's clear she's pegged it. Which only makes her more curious. Beat.

CELINE (CONT'D)
Why did you save me?

NIX
I had no choice.

CELINE
You could have run.

Nix stares ahead at the road.

NIX
I've done enough running.

CELINE
From what?

He hesitates.

NIX
Ghosts, mostly.

Celine sees that whatever secrets he's carrying come with a wound that hasn't yet healed.

CELINE
So, why Portland?

NIX
(shrugs)
It was the only place I'd been outside
of Alaska. My mother brought me
here once, when I was little. Figured
it was as good a place as any.

He nods to a sign ahead.

NIX (CONT'D)

This is it.

He turns at the entrance to RIVER ROCK FALLS and pulls into a scenic parking area.

Together they stare at the giant WATERFALL looming in front of them. Nix grabs a flashlight out of the glove compartment, and they get out of the truck and start hiking.

EXT. RIVER ROCK FALLS -- NIGHT

Celine and Nix reach the base of the falls, where the foaming water swirls amid rocks in a path toward the river below.

Nix shines the flashlight up the cliff face, searching for something, anything...

CELINE

Maybe we're looking in the wrong place.

NIX

We don't even know what we're supposed to be looking for.
(discouraged)
Come on, let's g--

CELINE

Wait.

She takes the flashlight and shines it directly into the falls, moving closer to make out a NARROW PASSAGEWAY between the cascading water and the wall of rock behind it.

CELINE (CONT'D)

This way.

Nix follows her as they climb the rocks to reach the ledge behind the waterfall. Making their way across, they discover a HIDDEN GAP in the rock face...the opening to a TUNNEL.

INT. ROCK TUNNEL -- NIGHT

Nix and Celine enter the narrow tunnel, moving slowly along its glistening walls, until it turns a corner and opens up to...

INT. CAVERN -- NIGHT

Almost perfectly circular, with a glowing pool of green water at its center, casting its flickering light on the PETROGLYPH-covered walls. And standing there, staring in awe at the ancient symbols, is Morgan.

CELINE

Morgan?

Morgan whirls around.

MORGAN

What are you doing here?

NIX

Good question.

(looking around)

What is this place?

MORGAN

What are you asking me for? I didn't even know it existed until a few minutes ago.

CELINE

(confused)

Then, how did you find it?

Morgan tenses, playing it close to the vest.

MORGAN

I didn't exactly. It was more like...

NIX

It found you?

Unnerved at how dead-on he is, Morgan glares at him.

MORGAN

Do me a favor, freak. Don't try and figure me out, okay?

Nix coolly meets her eyes, refusing to take the bait. He walks over to look at the glyphs. Celine turns accusingly to Morgan.

CELINE

Do you do that on purpose, or does it just come naturally?

MORGAN

Do what?

CELINE

Repel people.

Morgan give her a cold smile.

MORGAN

We all have our gifts. You want to play nice, go find another sandbox.

Nix runs his hand over the strange wall markings.

NIX

They must be pretty ancient. I've never seen anything like them.

Rolling her eyes, Morgan pulls out her cell phone and starts taking pictures of the symbols.

CELINE

What are you doing?

MORGAN

Well, unless you and Captain Obvious here have a better idea, we need to find out what these mean. Maybe it'll explai--

MOTH (O.S.)

That won't be necessary.

The three of them jump, startled to see Moth at the other side of the cave. Morgan is the only one who recognizes him, from their cryptic encounter at the hospital.

MORGAN

What are you doing here?

MOTH

Waiting for all of you.

MORGAN

Great. Just when I think it can't get any weirder.

MOTH

(a slow smile)

Oh, trust me. It will.

Then, suddenly, Moth's expression darkens. In a flash of movement, he pulls out a knife and hurls it their direction. The blade embeds into the rock wall, causing the entire cavern to be AFLAME in showering SPARKS OF LIGHT.

Nix grabs Morgan and Celine, pushes them into the tunnel.

INT. ROCK TUNNEL -- NIGHT

As the fireworks continue behind them...

NIX

Run! Get to the truck!

EXT. WATERFALL -- NIGHT

They come racing out of the tunnel so fast, they barely manage to keep from going over the ledge, into the falls.

Descending the rocks until they reach the ground, they take

off in a sprint for Nix's truck.

INT. NIX'S TRUCK -- NIGHT

They jump in, and Nix floors it out of the parking lot. As they head onto the highway, Celine looks back out the rear window. Only darkness.

CELINE

It's okay, you can slow down.

(beat)

Nix!

Nix finally eases up, pulling to a stop at the side of the road. They sit there in silence, trying to catch their breath. Morgan finally turns to them, voicing the terror that all three of them are feeling.

MORGAN

What the hell is going on?

CUT TO:

EXT. INTERNET CAFE - PORTLAND -- EARLY MORNING

The 24-hour cafe is one of the few places open this early on a Sunday morning.

INT. INTERNET CAFE - PORTLAND -- EARLY MORNING

Morgan, bleary-eyed from exhaustion, is slouched in front of a computer terminal, trying to search the Internet to identify the symbols she photographed in the cave. Celine sits numbly beside her, knees hugged to her chest.

Nix picks up two coffees at the counter. The only other patron in the cafe is Steiner, who's playing Dragon's Lair on an arcade machine.

Nix carries the coffees back to the girls.

NIX

Find anything?

*

MORGAN

(crankily)

Did you hear me shout "Eureka?" Why don't you ask Miss Catatonic over there?

*

*

*

*

*

Ignoring Morgan's testiness, Nix takes a seat beside Celine, handing her a coffee as he eyes her with concern.

*

NIX

Hey... You okay?

CELINE
 (shakily)
 Are you?

No, but he's doing a better job of hiding it. As they look at each other, a DING sounds on the computer behind Nix.

MORGAN
 What's that?

NIX
 I scanned the cave photos into a different search engine. Looks like it found a match.

As Nix turns his attention to the computer screen, Steiner WHOOPS with delight as he slays a dragon. Morgan chafes.

MORGAN
 Will you give it a rest, Steiner?
 You've been at it all night.

STEINER
 No choice, man. Kreplik took away my NES.

MORGAN
 Oh, horror.
 (back to Nix)
 Well...?

Nix has just finished reading something on the computer.

NIX
 I'm warning you, it's a little out there.
 (turning to them)
 How much do you know about fairy mythology?

MORGAN
 Fairy as in the Tinkerbell kind?
 Short? Wings? Big on temper tantrums?

NIX
 Try thinking more old school.

He angles his computer toward them, revealing a picture of an ancient symbol identical to one from the cave.

NIX (CONT'D)
 This one was all over the cave. It's a Druid symbol, meaning "doorway."

Celine leans in to read the text below it:

CELINE

"Of Celtic origin. Believed to identify ancient portals or gateways, through which fairies were able to enter the human world..."

Morgan raises an eyebrow.

MORGAN

(sarcastic)

So, what are you saying, that we were standing in some kind of fairy terminal?

CELINE

(reading further)

"...used, among other things, for the practice of...

(wincing)

"...exchanging their own offspring with those of mortals?" What the --

MORGAN

Scroll down to the footnote.

Nix scrolls down.

NIX

"See *changelings*."

The three of them share a puzzled look, and Nix clicks on the link. A new screen pops up to reveal a Wikipedia entry on CHANGELINGS. The teens skim through the text.

NIX (CONT'D)

(reading)

"...In each case, these fairy children were exact duplicates of the young humans they replaced, with no memory of having been switched. Not even their human parents knew, until many years later when the changeling's powers would begin to emerge."

*
*
*
*
*

MORGAN

Powers?

Suddenly, Steiner is standing there behind them.

STEINER

Yeah, cool stuff like shape-shifting, mind-reading... Some could even fly.

The teens go very still as they digest this. Steiner misinterprets their frozen faces.

STEINER (CONT'D)
Hello? Celtic Warrior 3? Only like
the best game ever.

A beat, as Morgan stares at him.

MORGAN
So, what happened to them? These
changelings.

STEINER
They got screwed is what happened.
See, back then, most people thought
of the fey as "unholy."

CELINE
The "fey?"

STEINER
Sort of a collective term for them -
fairies, pixies... Any kid who was
proven to be one was banished or put
to death.

NIX
Proven how?

STEINER
Uh, I'm pretty sure they had like a
branding of some kind.

He reaches for the mouse, clicks through a couple of links.

STEINER (CONT'D)
Yeah, here it is... "All changelings
bore a similar identification mark
somewhere on their bodies."

He scrolls down to reveal a SPIRAL-SHAPED SYMBOL.

STEINER (CONT'D)
There. That's it.

Nix and Morgan pale in shock as they stare at the symbol on
screen. Celine seems confused by their reaction. A car
BEEPS outside.

STEINER (CONT'D)
Ride's here. See you 'round.

As Steiner heads out of the cafe, Celine eyes the ashen faces
of the other two.

CELINE
Please tell me you don't actually
believe any of this. Fairies?
Changelings? *They don't even exist.*

Beat. Morgan slowly reaches down and starts rolling up the pant leg of her jeans.

MORGAN

The other day I dropped a glass.
And a piece of it cut my ankle.
Bled all over the place.

CELINE

So?

MORGAN

So, it healed almost instantly.
Into this.

She lifts her ankle to show them a small SCAR...*in the exact same shape as the changeling symbol.*

Celine, clearly spooked, glances at Nix. Beat.

NIX

Do you remember at the accident, you
saw a gash on my arm?

Celine nods, fighting her panic. Nix pulls up his sleeve to reveal a SCAR exactly like Morgan's. *The changeling mark.*

NIX (CONT'D)

Same thing.

Off Celine's face...

END OF ACT THREE

ACT FOUR

INT. INTERNET CAFE - PORTLAND -- MORNING

Staring at Nix's scar, Celine shakes her head, terrified. She stands, gathering her things to leave.

CELINE

No...there has to be some other explanation.

MORGAN

Why?

CELINE

Because this is insane, that's why! And whatever that *thing* is, I don't have it anywhere on me!

NIX

Celine --

CELINE

I wasn't exchanged, Nix! I'm who I've always been, okay?! I'm *me*.

She takes off, leaving the other two alone. Nix looks troubled, Morgan almost pleasantly relieved.

MORGAN

Let her go. If she can't handle it, we're better off without her.

Nix stands.

NIX

Someone tried to kill us last night, Morgan. She shouldn't be walking out there alone.

He goes after Celine. Stung, Morgan sits there in silence.

CUT TO:

EXT. INTERNET CAFE -- MORNING

Celine runs out, stopping short when she sees Luke standing by his car, eyeing her with a wounded look.

LUKE

Your mom told me you were here. Since when do you have all-night study sessions on a weekend?

(beat)

Celine, what's going on? You haven't returned my calls --

CELINE

I'm sorry. Things have just been...

At that moment, Nix exits the cafe, halting at the sight of Luke and Celine together. Luke turns accusingly to Celine.

LUKE

Does this have to do with him? Is there something --

CELINE

No! I mean, not in the way you think. Please, just take me home and I'll explain everything.

She gets into his car. Luke glances warily at Nix, then joins Celine. ON NIX, as he watches them drive away...

CUT TO:

EXT. CELINE'S HOUSE -- DAY

Luke and Celine sit in his car, now parked in the driveway. She is close to tears as she struggles to make him understand.

CELINE

Ever since the accident, I... had this feeling like I needed to make sense of it somehow. And I thought he could help.

(beat)

But he can't. No one can. All I want is for everything to go back to normal, the way it was. I just need you to give me some time, okay?

Beat. Luke nods. But he doesn't look terribly reassured.

CUT TO:

INT. KRAKATOA CAFE -- NIGHT

The place is nearly empty. Morgan has her laptop, books, and papers spread out along one end of the counter, looking for more detailed information on changelings.

The door opens and Luke walks in, and angry look in his eyes. *

LUKE

Hey, Morgan. That Nix kid around?

Morgan suppresses a smirk. She can guess what this is about. *

MORGAN

Sorry, it's his night off. How about a coffee instead? Double mocha, no foam, right? *

LUKE
 (a reluctant smile)
 Good memory.

*
 *
 *

As Morgan goes behind the counter to make it, Luke takes a seat, glancing at all her research lying around.

LUKE (CONT'D)
 What's all this?

Flustered, Morgan quickly starts to gather it up.

MORGAN
 Nothing. It was a little slow
 tonight, so I thought I'd--

Luke snatches up a book before she can get to it. Morgan tenses as he eyes the title, "CELTIC MYTHOLOGY," and the cover illustrated with folklore creatures.

MORGAN (CONT'D)
 It's...for a project.

LUKE
 (raising an eyebrow)
 Aren't you a little old for fairy-
 tales?

MORGAN
 (defensively)
 Says the guy who's dating Snow White.

Luke manages a grin, but it's a somewhat rueful one.

MORGAN (CONT'D)
 I take it you came here to defend
 her honor.

LUKE
 How'd you know that?

MORGAN
 (shrugs)
 What else do boys fight about?

Luke eyes the fairy book.

LUKE
 So much for "happily ever after,"
 huh?

He says this with a sadness and vulnerability that Morgan's never seen in him before. Sensing a door open, she tentatively lets her guard down.

MORGAN

(softly)

I wouldn't know. Mine's not that kind of story.

LUKE

What kind is it?

A beat, as their eyes hold on each other.

MORGAN

The kind you don't tell people, or they'll think you're crazy.

Luke gently takes her hand in his.

LUKE

Well, you're safe with me.

Morgan hesitates, wanting desperately to trust him.

MORGAN

Am I?

LUKE

Sure.

(beat)

I already know you're crazy.

He grins at her, and the moment is broken. Her heart sinking, Morgan pulls her hand away and puts her armor back on.

LUKE (CONT'D)

Hey, I'm only kidding. You can tell me.

MORGAN

Some other time. I gotta finish up.

LUKE

Morgan --

But she's already on her way to the kitchen with some dishes. We FOLLOW her as she rounds a corner, out of Luke's sight. Only then does she allow herself to break.

CUT TO:

INT. CELINE'S BEDROOM -- NIGHT

Celine sits on her bed, unable to focus on her mountain of homework. Finally she puts aside her textbook and goes to her closet to retrieve a shoebox full of old photographs. Returning to her bed, she starts going through the family snapshots taken over the years... Her mother holding her as a newborn, her father teaching her to ride a bike...her first birthday, ballet recital, Halloween, and Christmas...

Celine smiles. It's all there -- every milestone of a perfectly normal childhood. But her relief is cut short when she pulls out a picture of a family picnic, taken when she was just a toddler. She and her parents sit on a blanket in a meadow.. *And there behind them is the unmistakable sight of RIVER ROCK FALLS.*

CUT TO:

INT. CELINE'S PARENTS' BEDROOM -- NIGHT

Her parents are reading in bed when Celine comes through the door, white as a sheet.

MICHAEL HALSTEAD

Sweetheart?

CELINE

The picnic we took to River Rock Falls, when I was very young... Was I with you the whole time?

VANESSA HALSTEAD

Celine, honey, what's --

CELINE

Did something happen? Did you lose me?!

They look at her in complete shock.

VANESSA HALSTEAD

You can't possibly remember that. You were barely two --

CELINE

Just tell me.

Her parents share a look.

MICHAEL HALSTEAD

It was only for a few minutes. You wandered off, and we found you down by the water.

VANESSA HALSTEAD

(quickly)

But you were fine, sweetheart. You even made a joke about it.

CELINE

A joke?

VANESSA HALSTEAD

Well, I don't think you meant to. It was just something funny you did, when we asked why you had run away.

CELINE

Which was...?

VANESSA HALSTEAD

You pointed to the waterfall and said, "I was in there."

Celine's heart stops. She turns and runs from the room.

CUT TO:

INT. KITCHEN - CELINE'S HOUSE -- NIGHT

In a blind panic, Celine runs into the kitchen and grabs a knife. She holds the tip to the palm of her hand, takes a deep breath, and cuts a small line, wincing in pain as the blood seeps out. Then, seconds later, she watches in horror as the wound heals itself...*forming a scar in the exact shape of the changeling mark.*

Celine drops the knife and stumbles toward the back door, ignoring the anxious CALLS of her parents as she runs off into the night...

CUT TO:

EXT. NIX'S CAMPSITE - PORTLAND WOODS -- NIGHT

Nix is seated by his campfire, lost in thought. Suddenly, he hears the RUSTLING NOISE of something approaching. He slowly reaches for his knife and stands up...

Celine wanders out of the shadows, stopping at the sight of Nix. Her face a mixture of relief and torment.

CELINE

I didn't know where else to go.

Nix lets go of the knife and walks over to her. He gently pulls her into his arms as she breaks down.

CUT TO:

EXT. DOWNTOWN PORTLAND -- NIGHT

Morgan, wanders aimlessly though the city streets, lost in thought.

She passes two LECHEROUS MEN loitering outside a bar. One of them steps forward, blocking her path.

LECHEROUS MAN #1

Hey, sweetheart. Want some company?

Morgan tries to ignore him and walk around, but he keeps blocking her, moving his body close to hers. His pal LAUGHS.

MORGAN

Please...

LECHEROUS MAN #1

Please what?... Huh?... Please what?

Suddenly, the man is rocketed back and pinned against the building, his feet dangling several inches above the ground as Bleek's hand tightens around his throat.

BLEEK

Please get away from her, before I take great pleasure in ripping every bone from your body.

The guy's eyes bulge in fear and shock. As Bleek slowly releases him, both he and his friend race off, terrified. Bleek turns to Morgan.

BLEEK (CONT'D)

Are you okay?

(beat)

Sorry. Dumb question. Of course, you're not.

Morgan glances at the two men running away.

BLEEK (CONT'D)

Oh, I don't mean because of them. That whole rescue routine of mine was just for show. Sometimes my thespian instincts get the better of me.

MORGAN

(staring at him)

Who the hell are you?

BLEEK

Ah, we've played that game, remember? As I recall, you spurned my advances. Pity. I might have spared you some of the...*turmoil* you're in right now.

As his eyes bore into her, Morgan tenses, unnerved.

MORGAN

You don't know anything about me.

She starts to walk away.

BLEEK

I know that you're more terrified than you've ever been in your life.

(MORE)

BLEEK (CONT'D)

(she stops)

That you're out here wandering the streets because you don't know where else you belong, and because it's safer than what happens when you dream... I know that everything you believed in has just gone up in smoke...replaced by a secret that is too unthinkable to trust with anyone else and too horrible to carry on your own...

Trembling, Morgan slowly turns to face him. Beat.

BLEEK (CONT'D)

I've been there myself, you see. It's what all changelings go through when we first discover who, or rather *what*, we really are.

(off Morgan's look)

Did you really think you and your two little friends were the only ones?

MORGAN

(stunned)

You...knew about us?

BLEEK

Not until recently. But I always keep an eye out. You're the first ring I've come across in years.

MORGAN

Ring?

Some PEOPLE exit the bar. Bleek gently presses a finger to Morgan's lips, smiles.

BLEEK

(seductively)

Sshh...Mustn't let the mortals hear.

He waits for the people to pass by.

BLEEK (CONT'D)

I don't live far from here. Come with me, and I promise to tell you anything you want to know.

As Morgan meets his eyes, hesitating...

END OF ACT FOUR

ACT FIVE

EXT. NIX'S CAMPSITE - PORTLAND WOODS -- NIGHT

Nix and Celine sit looking out at the valley. In the distance, glistening in the moonlight, is the waterfall.

NIX

The first time, it was a neighbor of ours. This sweet old man who used to hire me to do odd jobs after school. One day, about a year ago, we were re-building an old car out in his garage, and suddenly this weird light started glowing around him, like a halo.

(beat)

That night he died in his sleep. At first I tried to tell myself it had nothing to do with what I'd seen. But a few months later, it happened again. This time, it was my mother. She came in to wake me up for school one morning, and I saw it. That same halo of light, shining all around her.

Nix looks away, the pain of the memory still fresh.

NIX (CONT'D)

I wanted to say something, but I was too scared. I didn't want to believe it.

(beat)

Later that day, they came and got me out of class to say there'd been an accident at the plant where she worked. They didn't have to tell me she was dead. I knew.

(looks at Celine)

And that's when I left Alaska. There was nothing there for me anymore.

CELINE

Your father...?

NIX

He was up north somewhere, working on the pipeline.

CELINE

I'm sure they could have found him--

NIX

You don't understand. I didn't want them to.

(MORE)

NIX (CONT'D)

I'd just lost the two people I was closest to because of something I'd seen--

CELINE

Nix, you didn't cause it to happen.

NIX

How could I know that for sure? I figured if...if I could just go someplace far away where no one knew me...where I could live on my own and never let anyone get too close, then maybe it would stop. And it did. Until 5 days ago.

Celine finally puts it together.

CELINE

The bus driver...

NIX

(nods)

A total stranger this time. But I saw it all the same.

Beat.

CELINE

So, I guess you came here for nothing.

Nix turns to her, sees her staring at the changeling mark on her palm. He gently takes her hand in his, gazing at her. *

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NIX

No... Not nothing.

Beat. Celine's eyes fill with tears, and she slowly lays her head against his shoulder, as together they look out at the waterfall.

DISSOLVE TO:

EXT. WATERFRONT - PORTLAND SHIPYARDS -- NIGHT

Bleek drives Morgan into the dimly lit shipyards by the river, parking beside the same warehouse we saw in the opening scene. Morgan looks around uneasily.

MORGAN

Are we going the rest of the way by ship?

Bleek laughs, points to the fire escape.

BLEEK

My loft is just up there.
Unofficially, of course. I pay the
dock-workers to look the other way.

He gets out of the car. Morgan takes a deep breath and follows him.

ANOTHER ANGLE

Reveals an open-top Jeep, its headlights off, rolling to a stop a short distance away. Moth sits behind the wheel, watching Morgan and Bleek ascend the fire-escape.

CUT TO:

EXT. NIX'S CAMPSITE -- LATER THAT NIGHT

Storm clouds have moved in, and a FLASH OF LIGHTNING illuminates Nix and Celine, sleeping side-by-side next to the campfire.

An answering rumble of THUNDER stirs them awake. As they open their eyes, another LIGHTNING FLASH reveals...

MOTH'S FACE, staring down at them. Nix and Celine bolt upright, and Nix reaches for his knife, but Moth's boot stomps down on his wrist, pinning it to the ground.

MOTH

You need to come with me. Your friend
Morgan is in trouble.

Releasing Nix's arm, he starts walking away, then stops when he realizes they have no intention of following.

MOTH (CONT'D)

Trust me, if I wanted to kill you,
you'd already be dead.

Nix gives him an icy glare.

NIX

You're going to have to do better
than that.

Beat. Moth steps back into the glow of the campfire and pulls down the collar of his shirt to reveal a SCAR at the base of his neck. *Nix and Celine's eyes go wide with shock as they stare at the changeling mark.*

CUT TO:

INT. BLEEK'S LOFT - WAREHOUSE -- NIGHT

The cavernous space is dimly lit, pulsing with the bass-notes of sexy R&B MUSIC.

Morgan stands by a large window, looking out at the river below. Bleek sidles up to her.

BLEEK
What do you think?

MORGAN
I think I didn't come here for the view.

BLEEK
(grins)
Right. I forgot you're not one for foreplay. Alright, then. Let's talk.

He hands her a shot glass of vodka. Morgan eyes it.

BLEEK (CONT'D)
Go on. It'll make the truth go down easier.

MORGAN
Is it that bad?

BLEEK
Only to those who fear letting go of their lives for a better one... Who never believed that they were destined for something more.
(a slow smile)
I think we both know that's not the case with you, is it, love?

Beat. As Morgan slowly brings the glass to her lips...

CUT TO:

EXT. MOTH'S JEEP / PORTLAND SHIPYARDS -- NIGHT

Moth drives Nix and Celine to the river in the open-top Jeep.

CELINE
I don't understand. You're one of us?

MOTH
Your guide, to be more precise. But yes, I'm a changeling. Which means for now, I'm just like you. Neither human nor fey, but somewhere in the middle. *Betwixt*, you might say.

Celine and Nix share a look.

CELINE
What do you mean, our "guide?"

MOTH

The three of you form what we call a ring. A group of changelings who enter the human world around the same time and whose powers usually start to manifest within a few months of each other. I knew about Nix and Morgans's. Celine's came to light a little more suddenly than expected, thanks to the bus crash. At that point, it was time for me to inform you of your true identity. Which is what I'd planned to do that night at the cave.

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NIX

(sarcastically)

Yeah, that's pretty much what we figured when you started hurling knives at us.

MOTH

One knife. And it wasn't meant for you. An enemy showed up at the last minute. The same one who now has Morgan.

CELINE

What enemy? If there was someone else in the cave, why didn't we see him?

MOTH

Like I said, all changelings have their unique talents. Going unseen happens to be Tim Bleeker's.

They drive through the gated entrance to the shipyards.

NIX

Tim Bleeker? Isn't he some kind of drug dealer?

MOTH

The dust kind, yes, that would be his other talent. Bleek is what's known as a "cutter" -- a changeling who's gone to the dark side.

NIX

The "dark side" being...?

MOTH

The very thing we were put here to fight against.

(MORE)

MOTH (CONT'D)

(off their look)

It's why changelings were created.
For centuries, it used to be that
fairies crossed back and forth between
the two worlds without incident.
But over time, a force began to build
among those corrupted by their darker
natures...Those who left our world
to find glory in this one, where
they could exploit their powers any
way they wished, regardless of the
danger to humans. Or to us, should
our existence be exposed to mankind.

(beat)

The only chance the fey had of
stopping them was to create a force
of their own. One that had the
genetic powers of one world and an
emotional connection to the other.
And thus an allegiance to both.

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A beat, as this sinks in.

NIX

(tonelessly)

The perfect soldiers.

Moth detects the slightest bit of resentment in Nix's eyes.

MOTH

Protectors.

He kills the headlights, rolling to a stop 50 yards from the
warehouse. He opens a gun case.

MOTH (CONT'D)

It's that building ahead. Top floor.

They watch him screw a silencer onto a Glock.

NIX

Won't he assume we're coming?

Suddenly, the windshield EXPLODES in a SHATTERING of GLASS,
sending all three of them diving for cover.

MOTH

I'd say that's a "yes."

Moth opens his door, crouching behind it as he pulls a
canister of TEAR GAS out of the gun case. He pulls the pin
and hurls the canister at the warehouse, SHATTERING a window.

MOTH (CONT'D)

Count to a hundred before you go in.

(MORE)

MOTH (CONT'D)

I'll handle Bleek. Your job is just to get Morgan out safely and meet me back here. Nothing else.

They turn as Bleek SMASHES through one of the warehouse windows and jumps out. Moth FIRES but misses. He takes off after Bleek. Nix and Celine slowly eye each other. Beat.

CELINE

One...two...three...

CUT TO BLACK

END OF ACT FIVE

ACT SIX

EXT. PORTLAND SHIPYARDS -- NIGHT

Moth slowly moves among the giant cargo crates on the docks, hunting Bleek.

POV MOTH

Here is where we first learn Moth's unique power -- a kind of x-ray vision that can detect even the slightest motion of a beating heart and the heat generated by a life form. First, a RAT scurrying across the docks... And then, the distinct outline of a man crouched behind a cargo bin.

Moth zeroes in. But as he turns the corner and raises his gun, Bleek is gone. A deep, sinister LAUGH RINGS OUT.

BLEEK (O.S.)

Hello, Moth. Been way too long.

A BULLET FLIES by Moth's head, PINGING off some metal.

CUT TO:

INT. BLEEK'S LOFT - WAREHOUSE -- NIGHT

Nix and Celine break in from the fire escape and see Morgan lying on the floor, drugged and dizzy from the tear gas. They help her up and start leading her toward the door.

Celine notices FLICKERING LIGHTS emanating from a nearby room. Leaving the other two, she heads toward the room and pulls back the curtains framing its doorway to reveal...

A SURVEILLANCE ROOM

TV monitors line the walls, each broadcasting static images fed by cameras stationed in and around the warehouse: storage rooms, empty hallways, the cargo areas on the docks outside...

Celine pales as her eyes land on one of the monitors.

C.U. - TV MONITOR

A grainy, black-and-white image of a cell-like room, in which two young women are tethered to the wall in a crucifix-like position. We recognize them as Laura and Emily from the opening scene, though they are barely conscious now, their heads moving ever-so-slightly in a drug-induced haze.

ANGLE NIX & MORGAN

Reaching the fire escape door.

NIX

Celine! Let's go!

He sees Celine emerge from the room, her face full of horror.

CELINE

We can't. He's got them tied up,
somewhere in the basement.

She heads for the elevator in the center of the loft, hits the button.

NIX

What the hell are you talking about?!

MORGAN

Celine, we have to get out--

CELINE

I saw two girls down there! We're
not leaving!

CUT TO:

EXT. PORTLAND SHIPYARDS -- NIGHT

Moth continues to hunt Bleek. Detecting some movement, he spins around, FIRES. Bleek's LAUGH ECHOES again.

BLEEK (O.S.)

You're wasting your time, old friend.
I planned this all too well.

INTERCUT MOTH & BLEEK

Hidden behind a forklift, Bleek grins, calm and smug.

BLEEK (CONT'D)

Ever wonder how many tons of *iron*
are in a shipyard?

A slow dread creeps over Moth as he glances around at the cargo bins, the machinery, the massive hull of a ship moored at the dock...all iron.

BLEEK (O.S.) (CONT'D)

Nasty stuff for creatures like us.
Unless one's had the benefit of
absorbing certain...*human* immunities.
It seems I've become rather impervious
to its effects. Whereas you, on the
other hand, are weakening as we speak.

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Moth blinks as his vision starts to blur.

CUT TO:

INT. WAREHOUSE BASEMENT -- NIGHT

Celine, Morgan, and Nix step out of the elevator into the

bowels of the warehouse.

CELINE
Spread out. Search every room.

CUT TO:

EXT. SHIPYARDS -- NIGHT

Bleek moves stealthily through the shadows, as Moth struggles against the weakening effects of the iron.

BLEEK
Face it, you've been played. But then, you always did underestimate me.

MOTH
I believed in you. There's a difference.

BLEEK
Still taking it personally, I see.

MOTH
You were my *guide!*

Moth slumps to the ground, fighting to breathe.

MOTH (CONT'D)
(bitterly)
You had a choice.

BLEEK
Yes. And now you're the one who's dying. So, tell me, Moth. What is it that you think of my choice now?

Moth is fading fast. But then, his vision picks up the faintest scan of Bleek's body approaching. Using the last of his strength, Moth darts out and FIRES several rounds at Bleek, who dives behind some pylons at the edge of the docks. Moth ceases fire, keeping his gun trained on the pylons.

MOTH
That you should have made a better one.

Suddenly, Bleek appears right behind him.

BLEEK
And you...

Moth whirls around and pulls the trigger...CLICK. No ammo.

BLEEK (CONT'D)
...Should have counted.

Bleek presses the barrel of his gun into Moth's forehead. Moth drops his own worthless weapon, realizing it's over.

CUT TO:

INT. WAREHOUSE BASEMENT -- NIGHT

Moving through the maze of hallways, Nix hears a MUFFLED SCREAM coming from a nearby room.

NIX

Over here!

Celine and Morgan join him as he races to the room and opens the door to reveal the horrifying sight of Laura and Emily.

MORGAN

Oh, my God.

They jump as an ALARM GOES OFF.

CUT TO:

EXT. SHIPYARDS -- NIGHT

Bleek is about to pull the trigger on Moth when he hears the ALARM. He turns, giving Moth just enough time to dive over the edge of the docks, into the river. Bleek FIRES into the water, sees nothing. Enraged, he runs for the warehouse.

CUT TO:

INT. WAREHOUSE BASEMENT -- NIGHT

The teens have untied the drugged-out girls and are half-carrying them down the hallway to the elevator. Suddenly, the ALARM STOPS. The group pauses, listening to the SILENCE.

CELINE

What do you think it means?

Up ahead, they see the elevator door slowly close, then hear the HUM as it starts to ascend.

NIX

It means we find another way out of here. Fast.

CUT TO:

INT. STAIRWELL - WAREHOUSE -- NIGHT

Helping Laura and Emily climb the stairs as fast as possible, the teens reach a landing. Nix tries the door. It's locked.

NIX

Keep going.

They start climbing again.

CUT TO:

EXT. WAREHOUSE ROOFTOP -- NIGHT

The teens break through the door and find themselves on the warehouse roof, next to the top of the elevator shaft. They run to the edge of the roof, searching for an escape.

CELINE

Now what?!

At that, the elevator door opens, revealing Bleek.

BLEEK

Now it's time to play with Bleek.
That's what.

He slowly starts walking toward them. The drugged girls crumple to the ground, weeping in terror at the sight of their captor. Morgan, Nix, and Celine back up to the very edge of the roof. Bleek eyes Morgan.

BLEEK (CONT'D)

Morgan aren't you going to introduce me to your friends? I think it's only proper to say hello...
(raising his gun)
Before I say goodbye.

MOTH (O.S.)

Bleek!

They turn to see Moth coming out of the stairwell door, his palms held up to show that he is unarmed.

MOTH (CONT'D)

Let them go. This is between you and me.

BLEEK

(shakes his head)
You still don't get it, do you?
This has always been bigger than you and me. What's it going to take for you to see that?

(aiming his gun at him)

The fey are only using you, Moth. *Protect the ring at all costs*, isn't that what they said? Well, let's see what happens when I break up this one.... When they find out that a cutter did this on your watch!

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He turns and FIRES at Celine.

SLOW MOTION

As the bullet rips into her shoulder, the force of it rocketing her body back, over the edge of the rooftop.

Nix's eyes widen in horror and he charges at Bleek, slamming into him so hard that it sends them both over the edge.

CONTINUE SLOW MOTION

As Celine, falling, suddenly opens her eyes and draws a breath. Instantly, she ceases to fall, her body hanging in suspension, just as it did in the bus. She sees Nix and Bleek falling toward her, and reaches out to grab Nix's hand just in time, floating them down together until they land softly on the pavement below.

END SLOW MOTION

Nix sees Bleek lying face down beside them in a pool of blood. He turns to Celine, stunned by what she just did.

On the rooftop, Morgan looks down at them, equally in shock.

Nix pulls back Celine's blood-stained shirt to see the bullet has gone clear through her shoulder. Both wounds are already starting to close up. As Celine and Nix look at each other, Moth's voice calls down to them from the roof.

MOTH

Where is he?!

They look up at Moth, then over at Bleek... But all they see is the pool of blood, which has already started to evaporate into wisps of smoke. *Bleek has disappeared.*

CUT TO:

EXT. PORTLAND SHIPYARDS -- NIGHT

Moth kneels beside Laura and Emily, who are seated against a fence, still disoriented and terrified.

MOTH

I called for help. They're going to be here any minute, okay?

The girls barely register what he's saying.

NIX

How much will they remember?

MOTH

As soon as the dust wears off, almost nothing.

SIRENS can be heard in the distance.

MOTH (CONT'D)

Get in the Jeep.

The four of them get in the Jeep, and Moth floors it away from the warehouse, making it only a few hundred yards before the police cruiser LIGHTS become visible, heading in their direction. Moth pulls the Jeep behind a small shed and kills the engine, waiting for the ambulance and police cars to drive by. When it's clear, he turns to Nix.

MOTH (CONT'D)

Drive them home, then leave the car at the north entrance to the woods.

Moth gets out of the Jeep.

NIX

Where are you going?

MOTH

To get rid of as much evidence as I can before that warehouse is crawling with cops. Just do me a favor and try not to get into any more trouble tonight, alright?

NIX

(pissed)

Hey, you were the one who brought us here.

MOTH

Yes. To find Morgan and get out.

CELINE

We saved those girls' lives!

MOTH

And almost lost yours doing it! You got lucky, Celine. If that bullet had caused anything more than a flesh wound, your body would not have been able to heal itself in time.

(eyeing all of them)

You are not indestructible. But cutters...they're close. Once they make the break from the fey, the only way they can survive is by preying on humans. Essentially draining the life force out of them in order to replenish their own.

The teens look horrified. Morgan tries to steady herself.

MORGAN

How...?

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MOTH

That's where the dust comes in. It offers a rush like no other. But it also acts as a kind of primer, freeing the various energies within the user's body, so that cutters can then absorb them.

(beat)

And with every human life force they take in, the stronger they become. Hard to track. And even harder to kill. So the next time you decide to royally piss one of them off, I'd prefer that you were trained on how to finish the job.

A beat, as the teens take this in.

MOTH (CONT'D)

Go home. The last thing we need is for your parents to freak out thinking you've gone missing. They can never know about this. About you. No one can. To the rest of the world, you're just normal teenagers, with normal lives.

MORGAN

And what about these freakish things we can do? Are we supposed to just hope no one notices?

MOTH

Controlling your powers is one of the things I'll be teaching you. Trust me, you've only seen a glimpse of what you're capable of.

CELINE

You mean, it's going to get worse?

Beat. Moth gives her a pointed look.

MOTH

No. I mean it's going to get even better.

Moth turns and catches Morgan's eye, as if hoping to gauge her reaction to this. But her expression betrays nothing. With a final look at the group, Moth heads off.

CUT TO:

EXT. MOTH'S JEEP / MORGAN'S HOUSE -- NIGHT

Celine talks on her cell as Nix drives her and Morgan home.

CELINE

I know, I'm sorry, Mom. I didn't mean to make you worry...I'll be home in a few minutes, okay?

As she hangs up, they pull up in front of Morgan's house.

NIX

You gonna be alright?

MORGAN

Yeah, thanks.

She gets out, gives them a heartfelt look.

MORGAN (CONT'D)

I mean it. Thank you.

She shuts the door and watches them pull away. But as their taillights disappear, all traces of sincerity leave Morgan's face. She pulls out her cell phone and dials a number, anxiously waiting through several RINGS, until...

BLEEK (O.S.)

(raspy, tired)

Hello, love.

Morgan's face takes on a strange mix of relief and anger.

MORGAN

Are you alright?

BLEEK (O.S.)

I'll live. No trouble explaining things, I hope?

MORGAN

I said that I didn't remember anything. That you drugged me, just like those other two.

(bitterly)

Why didn't you tell me about them?

BLEEK

Careful, love. You've only heard one part of the story.

MORGAN

I saw them!

BLEEK

Yes. And you'll see a great many more things that on the surface don't look very pretty. Just remember -- in our world, light and dark go hand-in-hand, no matter which side you're on.

(MORE)

BLEEK (CONT'D)

(beat)

The key is choosing the side that
can bring you everything you've ever
dreamed of.

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As Morgan digests this...

CUT TO:

INT. MORGAN'S HOUSE -- NIGHT

Morgan enters to find her mother LEANN (38) passed out in
front of the TV. As she goes to turn the TV off...

CAMERON

Morgan?

Morgan turns to see Cam standing there, his concern evident
on his face. Morgan softens.

MORGAN

Hey. Look, um, I'm sorry I haven't
been around. I just...needed to
figure some things out, you know?
But it's all okay now. You don't
need to worry anymore.

She gives him a hug and heads off to her room. Cam watches
her go, wanting to believe her.

CUT TO:

EXT. CELINE'S HOUSE -- NIGHT

Nix walks Celine to her front door. They stand there a
moment, their eyes locked on each other.

CELINE

(softly)

Stay with me. Please... Just for
tonight.

Beat. Nix slowly nods.

CUT TO:

INT. MORGAN'S BEDROOM -- NIGHT

Morgan undresses in front of the mirror. Then, staring at
her naked reflection, she slowly begins to concentrate...

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CUT TO:

INT. JENNY'S BEDROOM -- NIGHT

Jenny tosses in her bed, unable to sleep.

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Suddenly she senses something, and opens her eyes to look at her backpack lying on the floor. A faint glow is emanating from it, as if beckoning to her. She reaches into the pack and pulls out the packet of dust she found. As she stares at the glowing crystals...

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CUT TO:

INT. CELINE'S BEDROOM -- NIGHT

Celine gets into bed, pausing as she sees a picture of Luke on her desk. She looks at it guiltily, turns out the light.

CUT TO:

EXT. CELINE'S HOUSE -- NIGHT

Nix sees Celine's bedroom light go off. He starts to climb the tree outside her window...

CUT TO:

INT. MORGAN'S HOUSE / BEDROOM -- NIGHT

Cam clears the beer bottles and puts a blanket over his mother on the couch. Walking back to his room, he sees the light underneath Morgan's door. Hesitating, he knocks, opens it...

The room is empty. Just a breeze blowing through the curtains of her open window.

CUT TO:

EXT. BACKYARD - MORGAN'S HOUSE -- NIGHT

The shadow of a SLEEK, PANTHER-LIKE ANIMAL leaps over the backyard fence and takes off into the night...

CUT TO:

INT. JENNY'S BEDROOM -- NIGHT

Jenny holds the PACKET OF DUST, mesmerized by its crystals sparkling in the moonlight. She slowly opens the packet...

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CUT TO:

INT./EXT. CELINE'S BEDROOM -- NIGHT

Nix reaches Celine's window and crawls through. As he sees her lying on the bed, he freezes...

Surrounding her is a faintly glowing halo of light...

FADE TO BLACK.