THEY

FADE IN:

INT. BEDROOM -

DAY

Tiny golden wheels and gears turning lazily upon metal rods. Mechanical pieces. Small and intricate. Glittering in the sunlight.

REVEAL

The gears are turning within an ANTIQUE DESK CLOCK sitting on a book shelf, a small pendulum swinging back and forth behind the glass housing.

The room is barren except for a pair of open suitcases and a bed that's been stripped.

Sitting on the mattress is ...
JULIA LEVIN

...

Smart and
clever. Dressed in a graduation gown and staring out the window. She
seems to be
lost in thought, immobile, until the bedroom door swings open and ...

CONNOR LEVIN,
aged seventeen and wearing a suit and tie, steps inside.

CONNOR

Dad says we
gotta get moving. We're late.

JULIA

I'm getting
ready.

CONNOR

You're sitting
on the bed.
JULIA

(dryly)

Thanks for

clearing that up. I'll be right down.

He steps

out.

Julia takes a

framed picture out of her suitcase -- a candid shot of herself standing with her

MOTHER, forties, a healthy and vibrant woman.

JULIA (cont'd)

Sure do miss

you.

Above her, a

CEILING FAN rotates. Creating a soft HUMMING.

EXT. WESTWOOD -
APARTMENT BUILDING - DAY

Julia walks out of the building where her father, GUY LEVIN, an older man with a kind face, waits. Connor is checking his reflection in the car window, adjusting his tie, fussing with his hair.

GUY

You ready?

JULIA

All set. I packed up everything.

(remembering)

Oh, except Mom's clock -- I think there's something wrong with it. It's not telling the right time.

GUY
I'll get it
fixed. Probably just needs a few new parts.

Guy smiles at
Julia for a moment. Very warmly.

GUY (cont'd)

You look just
like your mother.

Julia is
momentarily uncomfortable. But she recovers, smiles and kisses her
father on the
cheek.

JULIA

We'll be
late.

EXT. UNIVERSITY

OF CALIFORNIA, LOS ANGELES - CAMPUS - DAY
Students
dressed in graduation caps and gowns are gathered on the campus
grounds.

Julia stands by
herself, taking pictures with a professional Nikon camera. She focuses
the
camera upon ... 

TERRY ALBA, 22,
beautiful and sexy. Very particular and demanding. She smiles
perfectly as Julia
snaps the picture. But her boyfriend, SAM BURNSIDE, cute and
mischievous,

sporting pink hair and loud clothes, makes a face.

Winding her
film, Julia searches a moment, then smiles. Raising her camera lens, she snaps a
picture of ...

PAUL LOOMIS
...

Early twenties.

Dark hair. Strapping and perfectly handsome. He wears a blue and gold striped
tie with his starched white shirt and graduation gown.
He kisses her.
Passionate and gentle.

PAUL

You packed
up?

JULIA

Ready to move
in. I'll be storing some of the stuff you've already got. Television. CD player.
Microwave.

PAUL

(suggestively)

Bed.

Julia smiles at
him.
JULIA

Bed.

PAUL

Med School

doesn't start until August. At least not for the freshmen, so we've got plenty

of time to see Europe, take the car trip up north ...

JULIA

I hope it won't

be a drag. There's a lot of stuff to move out of my mother's cabin.

PAUL

Our friends

will be there. It'll be fun.

JULIA

I hope so.
Beat.

PAUL

You okay?

JULIA

Tense.

PAUL

Would it help
if I massaged your breasts?

JULIA

No.

PAUL

Because it
would help me.

JULIA
(stifling laughter)

Maybe later.

The students start forming into lines.

JULIA (cont'd)

Hey, I saw your Mom and kid sister. Where's your Dad?

Beat.

PAUL

He's not coming.

JULIA

But it's your
graduation.

Paul shrugs again. A brief sting of hurt on his face.

PAUL

Wasn't a good enough reason in High School either.

Paul looks away. Julia knows how painful this is and won't insult him by trying to diminish it.

Julia smiles and runs her finger across his tie knot.

JULIA

I like your tie. UCLA colors.

PAUL
School spirit.
I am a Bruin.

The lines start moving towards the stadium. Hundreds of CHEERS rise up from the graduating students.

As she walks, a sound draws Julia's attention. Standing on the lawn is a SMALL boy, no more than four years-old, SOBBING and clinging to his mother's legs.

Julia stops walking as she gazes at the child. The line comes to a halt behind her.

PAUL
(cont'd)

Julia. We can't graduate unless you move.

JULIA

Sorry.
She stalks
walking again. Paul puts his arms around her.

EXT. SAM'S

HOUSE - GARDEN - DAY

A big,

traditional house nestled in the hills. PARENTS and graduating
STUDENTS exchange
polite conversation in the yard.

EXT. SAM'S

HOUSE - BACK PORCH - DAY

Sitting between

a pair of open french doors is "the gang" consisting of Julia and Paul
and Terry

and Sam. They throw around conversation, ignoring the party.

TERRY

It's secluded?

Nobody said anything to me about the cabin being secluded.

JULIA
I said it was a cabin in the woods. I thought seclusion was a given.

TERRY

I'm no good out in the woods. You know what lives in the woods? Animals that sting. Animals that bite.

PAUL

So avoid the animals.

JULIA

I really appreciate you guys helping me. I couldn't move everything alone.

SAM

Hey, it's our last chance to be together. Terry and I are excited.
Aren't we, Ter?

She's not excited.

TERRY

Can I bring my cotton bedsheets to the cabin? If I try to sleep in anything but cotton, I get hives.

JULIA

Whatever makes you happy.

Sam grabs a large drawing pad from the steps. He opens it.

SAM
Speaking of which, I've got your graduation gift. As specified.

JULIA

Let's see.

Sam holds up a sketch of Clark Kent changing to Superman.

SAM

Like it?

JULIA

It's great. Thanks Sam.

Paul checks out the drawing. His nose crinkles.

PAUL
Superman? Why'd you want a drawing of Superman?

JULIA

He's very attractive.

PAUL

(staring)

You're kidding.

JULIA

No.

PAUL

He's not even real.

JULIA
I think most
women tend to wonder if Superman is super in every way.

TERRY

I don't.

PAUL

You see. There
goes your argument.

TERRY

(thoughtfully)

But Spiderman
has a nice ass.

Off everyone's

LOOK --

TERRY (cont'd)
What?

INT. SAM'S

HOUSE - BATHROOM - DAY

Julia finishes washing her hands. Dries them. Grabbing her camera and the drawing, Julia opens the bathroom door ...
Julia doesn't move.

The student peels off his shirt. Her eyes are drawn to a Superman "S" insignia tattooed on his shoulder.

The student catches sight of Julia in the hallway. Her face turns bright red immediately.

She starts to laugh.

He smiles at her. A bit flattered. Flirting.

**STUDENT**

Changing into something more formal.

He holds up a pair of ripped jeans.

Julia backs down the hallway. Still laughing. Embarrassed.
JULIA

I'm sorry. I
was just using the ...

(laughs)

Really. I'm
sorry.

STUDENT

I'll forgive
you this once.

She quickly
leaves.

The blond
student watches her go. A grin on his face.

EXT. SAM'S

HOUSE - BACK YARD - DAY
Julia walks out the back door. Stifling her laughter.

Paul is talking with Guy on the lawn. Julia SNAPS a picture of them together, winds her film, and notices ...

A LITTLE GIRL ...

Sweet and innocent. Sitting on a bench. Motionless.

Julia walks towards her. The little girl is staring across the lawn at a pool shed. Transfixed. A group of children are playing on the grass in front of it.

The girl becomes aware of Julia's presence and turns around.

JULIA

Hi.
GIRL

(quiet)

Hi.

Silence.

JULIA

You sitting here all by yourself?

The girl slowly nods "Yes."

JULIA (cont'd)

Don't you want to play with the other kids?

The girl shakes her head "No."
JULIA (cont'd)

Want me to

leave you alone?

The girl shakes

her head "No."

More

silence.

JULIA (cont'd)

Want to mix

this up and ask me something?

The little girl

notices the camera.

GIRL

Are you taking

pictures for Sam's family?

JULIA
No, I'm just
...

(then)

I'm a friend of
Sam's. But I'm also a photographer. I take pictures.

Beat.

GIRL

Will you take a
picture of me?

JULIA

Why?

GIRL

So you won't
forget me.
JULIA

(surprised)

Why would I forget you?

GIRL

Because they're coming for me.

A long beat.

Julia sits next to her.

JULIA

Who is?

GIRL

The

monsters.

JULIA
What

monsters?

GIRL

There. Behind

the door.

The girl points
towards the pool shed. The rusted door of the shed is slightly open. Just a

crack.

JULIA

Those other

kids don't look too scared.

GIRL

They should

be.

Beat.
JULIA

(playing along)

So how come only you can see them?

THE GIRL LEANS FORWARD AND SPEAKS IN A HUSHED WHISPER.

GIRL

Because I know they're real. I used to have a little brother, but they came and got him.

Now my parents say I never had a brother before.

(pause)

Soon ... my parents won't remember me either.

Something about
the girl's tone of voice is unnerving. As if she's resigned herself to this.

A slight wind

HISSES through the trees. The girl rises.

GIRL (cont'd)

I gotta go.

They know I'm talking about them.

JULIA

Wait a

second.

Julia SNAPS a

picture of the girl.

JULIA (cont'd)

Feel

better?

The girl stares
at her.

GIRL

Are you scared of monsters?

JULIA

No.

Beat.

GIRL

I am.

The girl turns and runs across the lawn.

Julia is left sitting on the bench. She glances over at the pool shed again. Raises her camera and focuses on the door which is still cracked open.
She snaps the picture.

CLICK!

INT. PAUL'S APARTMENT - NIGHT

Julia and Paul are romantically entangled as they enter the apartment. A little drunk. Kissing and frolicking. She strips off his jacket and tie. Paul abruptly stops.

PAUL

Wait a minute

...

(grabbing both sides of his shirt)

This is a job

for ...

Paul rips his
shirt wide open. Buttons popping everywhere. They both start laughing. Joining
together, he guides her towards the bathroom.

The wind gently
HISSES on the balcony. Windchimes spinning.

INT. BATHROOM -

NIGHT

A cloud of hot
steam. The soothing rush of warm water running over tanned and naked skin.

Julia stands
underneath the shower, her body relaxing into Paul's chest, his muscular arms
encircling her body, his lips buried in her neck and shoulders. Her eyes are
shut. Her expression is calm.

INTERCUT -

BLOND STUDENT

Standing in the
guest bedroom at Sam's house. Young and muscular. Bathed in sunlight. The tattoo
on his shoulder.

BACK TO

JULIA

Her eyes still pressed closed. Smiling a little.

Water continues

rushing from the shower head, creating a HISS that eventually becomes THE ROAR

OF THE OCEAN.

DISSOLVE TO:

EXT. PACIFIC

COAST HIGHWAY - DUSK

The setting sun

blushes crimson across the rolling waves of the Pacific. Streaking along the

highway is a RANGE ROVER, packed with luggage, headlights on.

INT. RANGE

ROVER - DUSK
Paul sits behind the wheel. He's bopping and RAPPING with Sam to HIP-HOP that BLARES from the speakers. Very energized.

Julia sits on the passenger side, leaning against the window, trying to shut out the music.

Terry looks just as miserable. Finally, Julia turns off the radio.

A silent beat.

The guys catch their girlfriends' expressions.

PAUL

Sorry.

SAM

(overlapping)

Sorry.

Terry leans forward between the seats.
TERRY

So the cabin
has electricity, right? And plumbing? Everything we need?

JULIA

Uh-huh.

TERRY

So it has
everything.

JULIA

It has
everything.

SAM

Wait a minute.
I hear a shoe about to drop.

JULIA
Except a phone.

SAM

BAM! There it is.

TERRY

(scandalized)

I need a phone.

It's like family to me. Mom, Dad, my brother .... phone.

JULIA

So you're roughing it.

TERRY

The last time I
tried to rough it, I was in therapy for a year. Why didn't your mother have a phone?

JULIA

I guess she wanted to be left alone.

At least until she got sick.

Paul looks to her.

PAUL

This won't be too hard on you, will it?

Staying at her place?

JULIA
It's okay. I'm enjoying this.

Julia smiles at him. Paul smiles back.

PAUL

Good.

He switches the radio back on and continues RAPPING with Sam. Julia and Terry both stare straight ahead, ears pounding. This is turning into a LONG trip.

EXT. FOREST

ROAD - NIGHT

Paul's Range Rover makes its way down a long, winding road. The Rover's headlights illuminate the woods lining the road on both sides.

INT. RANGE

ROVER - NIGHT
The inside of the Range Rover is dark. Only the faint glow from the dashboard lights provides any ambient illumination. Sam and Terry are snuggled together in the back seat. Everything is quiet.

Julia is thinking. Finally, she breaks the silence.

JULIA

Do you believe in monsters?

A beat. Everyone else in the car trades looks.

PAUL

We've been in the car too long.

JULIA

I'm just
asking.

PAUL

Like what? The
Boogeyman?

JULIA

The Boogeyman.
The thing under the bed. The monster hiding in the closet.

TERRY

What made you
think of that?

JULIA

A little girl
at Sam's house. She was convinced there was a monster trying to get her.
You're saying you believe her?

Julia is suddenly on the spot. She backtracks.

JULIA

Of course I don't. There are no monsters. Not really.

SAM

Sure there are.

Ted Bundy. Son of Sam.

Ed Gein.

TERRY

Who was Ed Gein?

SAM
He was a mass murder. This old hermit who'd kill people and take the parts he wanted. Heads.

Livers. Intestines. Sex organs.

TERRY

Why did he use the parts for?

SAM

Everything. The police found a skull that was used for a soup bowl. Faces were stuffed and mounted like hunting trophies on the wall. Bones were used for furniture.

PAUL

He also wore their skin. Like clothes.

Terry recoils into her seat. Grossed out.
TERRY

Sorry I asked.

SAM

You wanted proof. There it is.

JULIA

But it's not like he's a monster under the bed.

SAM

So?

JULIA

So why are kids afraid of that?

SAM
Because they
live in a completely different world than we do.

(then)

Think about it.
Why do kids pick up on things that we can't? ... Bumps in the night? ...
footsteps in the hallway? ... A thumping inside their closet?

PAUL

Overactive
imagination.

SAM

Wrong. Perfect
awareness.

(beat)

Kids have a
perfect awareness of everything around them. Every sound. Every
shadow.

Everything gets quiet.

SAM (cont'd)

The Boogeyman could be real. So could monsters. Just because you've never seen them doesn't mean they aren't there.

Silence. The car engine purrs softly. This is starting to make sense. And it's spooky.

PAUL

All right. I'm creeped out. But my bullshit alarm is going off.

SAM

You just can't handle it.
PAUL

Right. Because
it's bullshit.

JULIA

Serial killers
aside, my take on this subject is very simple. If I don't have a
picture of it
-- it's not real.

TERRY

Okay, is this
conversation like a radio station? Can we just change the channel?
Because

personally, I'd like to get to sleep tonight.

Terry has just
finished saying these words, when --

AN ANIMAL RUNS OUT OF THE WOODS INTO THE
MIDDLE OF THE ROAD. A BLACK SHAPE IN THE HEADLIGHTS. EYES FLASHING IN THE
DARK.
PAUL

JESUS

CHRIST!

Paul SLAMS on
the brakes. Too late.

WHAM! THE RANGE ROVER SMASHES INTO IT,
throwing the shape into a ditch at the side of the road.

The Range Rover
swerves and comes to a SQUEALING HALT.

INSIDE THE

ROVER

Everyone
catches their breath. A moment of dead silence.

PAUL

(cont'd)

Everyone
okay?

TERRY

(nods)

We're fine.

JULIA

What was that?

PAUL

I think it was a dog.

Julia unlocks her door.

JULIA

We'd better check the car.
She steps out
of the Rover. The others follow.

EXT. FOREST
ROAD - NIGHT

The hazard
lights are switched on. Paul walks around to the front of the Rover.

The bumper is
dented.

PAUL

Look at that.
There's a couple thousand dollars out of my wallet.

TERRY

You can
probably get someone to pop it back.

PAUL
Sure. For a couple hundred dollars.

Sam looks down the road. He can barely make out a large form resting lifeless in the ditch.

He starts walking towards it.

JULIA

I'm sorry about your car, Paul ...

PAUL

(begrudging)

Yeah, well. Shit happens.

The conversation becomes distant as Sam walks slowly up the road, moving past the
yellow flashing HAZARD LIGHTS which CLICK rhythmically ... click, click, click

...

Sam approaches the ditch. Darkness is all around.

.... click ...

click ... click ...

He kneels down alongside the body of the animal. Very little is visible of the corpse except for its dark, mangled form sprawled across the dirt.

Sam picks up a stick and pokes at the body. Nothing happens.

He pokes at the corpse again.

The hind legs of the corpse suddenly twitch. A reflex action. Sam leaps back. The life nearly scared out of him.
A flap of hairless skin slides away from one of the animal's hind legs. Sam leans forward to get a better look, becoming simultaneously repulsed and fascinated.

SAM

Hey guys!

PAUL

What?

SAM

Take a look at this.

JULIA

Is it a dog?

Sam glances at the dead corpse and back to his friends again. He looks shaken.
SAM

I don't know.

The rest of the group moves down the road. A weird unease has started to settle in.

Paul and Julia

kneel down in front of the corpse. It's almost unrecognizable. The darkness smothering the road keeps them from getting a handle on any of the body's features.

PAUL

It looks like a dog to me.

SAM

Did you see the leg?
PAUL

What about it?

Sam takes the stick and gently pushes away the flap of torn skin for a better look. The group leans forward.

A deep bleeding wound has been exposed. Through the torn flesh and blood pumping over charcoal skin, the group can see bones flashing into the moonlight. But intermingled with the animal's skeleton are ...

PIECES OF METAL ...

Glittering and clean. A series of connected stainless steel threads and pallid bone that have grown together.

SAM
Ever seen

anything like that?

PAUL

No.

SAM

It looks like

steel. Like someone put steel into its body.

PAUL

I don't think

it was put in there. It looks like it grew that way.

JULIA

That's

impossible. What kind of animal has steel in its skeleton?

Terry steps

forward tentatively.
TERRY

What are you looking at?

JULIA

Are you sure it's dead?

PAUL

Come on, honey. It's a dog. Not a zombie.

SAM

Julia? Where's your camera?

JULIA

It's in the car.
PAUL

I've got it.

Paul races back to the Range Rover and opens the passenger door. He withdraws Julia's camera.

Julia takes a step back into the middle of the road. The wind is sifting through the trees, creating a soft HISSING noise as the branches dance and twist in the shadows.

Paul returns and hands the camera to Sam.

SAM

You want to turn it over?

PAUL
I'm not touching it.

Sam kneels down. He points the camera and shoots.

The camera flash cuts through the darkness and falls upon the corpse. But only for a millisecond of clarity.

Twisted metal.
Skin. Appendages. Madness.

Both of the young men stand frozen, thunderstruck, staring down at the misshapen shape in front of them. A long period of amazed silence follows.

SAM

That's wrong.
That's all wrong.

Paul shakes his head.
PAUL

That's not a
dog.

TERRY

(stunned)

What were those
things coming out of its back?

Paul starts
recoiling. His stomach is getting weak.

PAUL

That's not a
dog.

The cool summer
wind WHISTLES through the trees around them.

SAM
(sickened)

That doesn't even make sense.

JULIA

Paul ...

Paul looks over at her.

JULIA (cont'd)

Let's get in the car.

SAM

We need some flashlights.

TERRY
(hushed)

Screw the flashlights.

SAM

What the hell is it?

PAUL

Dude. We're outta here.

Julia and Paul walk briskly to the Range Rover. Sam and Terry follow them, glancing back over their shoulders.

SAM

What the hell is it?!
Paul tosses the camera into the Rover's back seat. He SLAMS the door shut. Julia opens the front passenger door.

A soft THUMPING from the woods. Almost like footsteps.

JULIA

Get in the car.

Julia hops into the front seat and SLAMS her door.

INT. RANGE

ROVER - NIGHT

The atmosphere is quickly turning into panic. Paul jumps behind the wheel as both Sam and Terry close their doors.

SAM
I want to know
what that thing was.

Paul presses
the automatic door lock. THUNK.

JULIA

Paul, start the
car.

PAUL

Keys ...

He searches his
pockets. They're empty. He checks his jacket.

SAM

I want to know
what it was.

PAUL
Will you shut up?

Paul fishes out the car keys from his jacket pocket. He starts the ignition. The engine ROARS to life.

JULIA

Go.

A heavy THUMP.

Right outside the back window. Sam and Terry instinctively look towards the rear hatch.

TERRY

There's something behind the car.

JULIA

GO!
Paul hits the
gas.

EXT. FOREST

ROAD - NIGHT

The Range Rover
disappears into the night.

The calm and
unnerving quiet of the woods are left behind. The wind WHISTLES softly.

EXT. SANTA MIRA

- FAST FOOD RESTAURANT - NIGHT

A fast food
joint at the side of the road.

INT. FAST FOOD

RESTAURANT - NIGHT

Everyone is
sitting quietly at a table. Fast food leavings are littered across their plastic
trays. Nobody is saying anything or looking at one another.
Finally ...

SAM

I want to get
the body.

Everyone's face
drops into shock. Paul almost laughs.

PAUL

You do that.

We'll wait for your ass right here.

Sam leans
forward in his seat. Intense.

SAM

Nothing about
that thing looked right. Absolutely nothing. There was metal in its skeleton.
TERRY

Maybe it wasn't
metal. It might've just looked like metal.

SAM

There were
fucking gears, for Chrissake.

PAUL

Fine. Go back
out there. Do whatever the hell you want. But count me out. I'm done.

JULIA

We've already
got a picture, Sam.

SAM

Let's get a few
more then. I want to get a good look at that thing up close.
TERRY

(adamant)

I'm not going
back there.

SAM

Let Julia
decide. It's her camera.

The group
stares at Julia. She remains silent.

PAUL

Your call.

Julia stares
back at all of them. A moment.

A small CHILD

begins CRYING and SCREAMING in the restaurant. Julia flinches at the unexpected
sound, glancing over at the child's parents as they quiet him down.

She rises from
the table.

JULIA

I have to use
the bathroom.

She walks
straight into the bathroom.

After she's
gone ...

TERRY

I'm not going
back there.

INT. FAST FOOD

RESTAURANT - BATHROOM - NIGHT

Large and
poorly lit. Several closed bathroom stalls face a row of sinks and a huge mirror.

A toilet FLUSHES. Julia leaves one of the stalls and pulls the door closed behind her.

She moves to the mirror, washes her hands, and retrieves a brush from her purse.

Water DRIPS from one of the leaky pipes in the bathroom while the fluorescent bulb over the mirror CRACKLES softly. Julia is about to brush her hair, but something unnerves her. She cocks her head slightly. A feeling.

She turns around and checks out the bathroom. The doors to the stalls are all closed shut.

Empty and quiet.

She starts brushing her hair. A few moments pass. Then, she stops and listens to the water DRIPPING from the pipe. Julia turns back around and looks at the bathroom.
One of the stall doors all the way at the end is now slightly open. Not much. Just enough to reveal a patch of darkness and gloom within.

The sound of water dripping abruptly stops. Silence follows.

Julia looks like she's about to crawl out of her skin. She quickly shoves her brush back into her purse and leaves.

INT. FAST FOOD

RESTAURANT - NIGHT

Julia walks towards her friends as they collect themselves. Everyone is slow getting their stuff together.

JULIA

I want to leave.
PAUL

Hold up. We're coming.

The CHILD starts CRYING again. Pointing at the bathroom.

This disturbs Julia further.

JULIA

Paul?

PAUL

Okay. Slow down.

The group leaves the table.

EXT. FAST FOOD

RESTAURANT - PARKING LOT - CONTINUOUS
The group emerges from the restaurant. The parking lot is almost deserted. No people are in sight.

Julia moves leisurely towards the Range Rover, just ahead of Terry and Sam -- but she'd walk a lot faster if Paul's arm weren't draped around her shoulder. She looks tight and nervous. Her eyes scanning the parking lot.

The cars are empty. Sidewalk litter dances in the wind.

INSIDE ONE OF THE PARKED CARS, A FEATURELESS SHAPE IS SITTING BEHIND THE WHEEL. THE SHAPE TURNS AND STARES AT THEM.

Everyone piles into the Range Rover. Julia throws a nervous glance back at the SHAPE in the car.

He's still watching them.
Everyone piles into the car.

INT. RANGE

ROVER - CONTINUOUS

Paul starts the engine and pulls out of the parking lot. Julia relaxes into her seat, relieved.

EXT. SANTA MIRA - TOWN STREET - NIGHT

The Range Rover heads off into the woods.

EXT. CABIN - NIGHT - ESTABLISHING

A rustic home surrounded by huge pine trees and beach grass overlooking the ocean. There are no neighbors in sight. Paul's Range Rover is parked out front.
INT. CABIN -

BASEMENT - NIGHT

The basement is saturated in a bright red light. Julia is developing a photograph within a small basin. Paul and Terry are seated on the stairs. Sam is pacing.

SAM

How much longer?

JULIA

Thirty seconds.
It's coming out.

SAM

I still think we should get the body.

We could drive out there, haul it into the car ...
PAUL

I'm not loading
that thing into my car.

I don't give a
shit what it is. It's not coming back here.

Julia lifts the
developed picture out of the basin.

JULIA

Done.

She switches on
the light. The group crowds around her.

SAM

What is it?
What does it look like?

The photograph
is blurred. The body is indistinguishable.

JULIA

Damn.

SAM

What happened to the picture?

JULIA

Out of focus.

SAM

What do you mean it's out of focus? I took the picture. The flash went off.

JULIA

Sam, this is a professional camera with a zoom lens. You can't just point and shoot.
A quiet moment
as they stare at the picture.

PAUL

Well, so much
for that.

Sam looks at
the picture, then at his friends. With a look of somber frustration, Sam quietly
turns and charges up the stairs, taking two at a time.

After he's gone
...

TERRY

It's not a big
deal. Whatever it was.

(then)

He'll get over
Cloudy and overcast. A set of colorless waves CRASH into the rocks. Sam and Julia and Terry walk just beyond the rippling surf, arguing with each other.

SAM

I can't get over it. That thing looked wrong. Completely wrong.

JULIA

Of course it looked wrong. Paul rammed it with his car.

SAM

What about the blood? It wasn't red ... it was black -- it was like ... oil coming from a busted engine.
JULIA

I must've
missed that.

SAM

Let's find it. Cut it up. Study it.

TERRY

(measured)

Sam, I realize
that you're an extroverted comic book artist and I'm a neurotic. But it's only
now at this moment that I'm wondering why we're dating.

Sam turns back
to Julia --

SAM
I'll pay you to take me back.

JULIA

You don't have to pay me. Take the car.

SAM

The Rover's a shift. I can only drive an automatic.

JULIA

Ask Paul.

SAM

He's out running. Besides, you heard him last night. He'd never do it.

Julia stares at him.
JULIA

It's a dead animal.

SAM

So come with me. You take the pictures this time. If it's just a dead animal, then you're right and I'm wrong. But if it's not, we've got a picture of it.

JULIA

A picture of what?

Beat.

SAM

A monster.

A set of foaming waves HISS as they slide along the sand.
Julia stands with her arms folded. There's something really creepy about it which she doesn't want to admit.

JULIA

Monsters don't exist.

SAM

What...?

(pause)

Sayin' yes ... or saying no?

Julia stares at him, deadpan. Sam just stares right back.

EXT. FOREST

ROAD - DAY
The same lonely
stretch of road from the night before.

The Range Rover
appears around a corner and pulls over to the side of the road. Julia opens her
door, camera in hand, and gets out. Sam follows her lead.

SAM

This is it?

JULIA

I think so. You
can see the way the road turns sharply to the left. The rest of the drive was
straight.

SAM

You've got
film, right?

JULIA
A new roll. You
can have all the pictures you want.

Julia and Sam
start searching the ditch. Feet crunching in the dirt. Moving away from the
car.

A soft THUMP
echoes from somewhere in the woods. A place just beyond the wall of pine
branches and shrubbery that shivers in the breeze.

Sam and Julia

SAM

(slight
grin)

The Boogeyman
lives here.

JULIA
So will you if you keep talking like that.

They keep walking. A beat passes.

SAM

Julia? Can I ask you something?

JULIA

Go ahead.

SAM

Last night on the road, after I took the picture and we started walking to Paul's car, did you have the same feeling?

JULIA
What feeling?

SAM

That we were being chased.

Julia doesn't say anything.

She stops cold in her tracks. Just ahead of her, resting motionless in the ditch, is...

A BODY ...

Swathed in dark fur, twisted at a pathetic angle, huge gashes in its side. The corpse of a DOBERMAN PINSCHER. Flies are BUZZING and swarming over the dog's open wounds.

Julia and Sam move towards the dog's lifeless form.

JULIA
There's your monster.

SAM

That's a dog.

JULIA

Right.

Sam kneels in front of the corpse. Waves off some flies.

SAM

That's not what I saw.

JULIA

I don't see any other corpses on the side of the road, do you?
A long moment.

Sam stares back down at the Doberman's body.

SAM

That's not what

I saw.

CLOSE ON THE

DOG

Eyes slightly

open. A misshapen form plagued with flies.

The sound of

INSECTS SWARMING drowns out the WIND HISSING through the trees.

EXT. FOREST -

WALKING TRAIL - DAY

Paul is jogging

through the woods. A light mist hangs in the cool air. The sounds of

the forest

surround him.
Suddenly, the birds stop singing. Paul becomes aware of this. He stops running and looks around. The forest is deathly still.

The sound of a TWIG being crushed underfoot. Then nothing.

Another moment.

Paul keeps going, a chill on his spine, looking back over his shoulder.

EXT. SANTA MIRA

- TOWN SQUARE - DAY

A picture postcard community consisting of quaint storefront shops and manicured parks.

Paul stands right in front of a freshly painted realty office building with a picketed fence, sipping a Coke, watching a HOMELESS WOMAN across the street SCREAMING and SHOUTING at traffic. She's right next to the parked Range Rover.
Julia walks out
of the realty office.

PAUL

Finished?

JULIA

Done. The cabin
has a buyer.

PAUL

What about the
movers?

JULIA

They're coming
on Sunday afternoon so we'll have to start packing.

The homeless
woman starts walking off down the sidewalk. Moving away from the
Rover's parking
PAUL

Good. She's leaving. I thought we were gonna have to make a run for the car.

JULIA

I feel sorry for those people.

PAUL

Me too. But that doesn't mean I want to get screamed at.

JULIA

People are ignoring her. Maybe that's the only way she can get attention.

PAUL

She's doing a
good job. Kept me away.

They start
crossing the street towards the car.

JULIA

How does
someone end up like that?

PAUL

I think we're
witnessing it first-hand with Sam. What did you guys find on the road anyway?

JULIA

A dog.

Paul stares at
her. Surprised.

PAUL
Really?

JULIA

Yeah.
Personally, I'm glad we didn't find Frankenstein's monster.

PAUL

You just like being right.

JULIA

(grins)

Damn straight.

EXT. CABIN -

WALKING TRAIL - DAY

Sam heads away from the cabin, his drawing sketch pad under his arm, moving into the woods.
INT. CABIN -

BASEMENT - DAY

A picture is

lifted out of the developing basin. The shot of the little girl from

the party.

Her expression is distant. Tortured.

Bathed in the

red light, Julia gazes at the picture for a moment, then places it to

the side.

She goes to work on the next piece of developing paper into the basin. She

waits. Rocks the basin a bit.

The TIMER in

the basement TICKS.

The picture

starts to manifest. The photo of the children and pool shed at Sam's house.

Julia frowns

slightly. Something is wrong with the photograph as the details become more

tangible. She lifts the photo out of the basin. Mystified.
CLOSE ON: THE

PHOTO

STANDING JUST INSIDE THE SHED'S DOOR IS A
BLURRED FIGURE. FEATURELESS. BARELY DISTINGUISHABLE. HIDING IN THE
DARK.

EXT. WOODS -

WALKING TRAIL - DAY

Sam is sitting
on a fallen tree trunk, sketching on his drawing pad with a feverish
intensity.

CLOSE ON: THE

DRAWING

A rough drawing
of the animal's leg, intertwined with steel rods and metal threads
which
culminate in a large pulley where the hip bone should be.

INT. CABIN -

LIVING ROOM - NIGHT
A warm and comfortable cabin. Simple and subdued.

Paul is seated on the couch, typing into his powerbook which is hooked up into a phone jack in the wall. Julia stands next to him, holding the photograph.

JULIA

I’ve never seen anything like this before. I thought it might be a flaw in the negative, but now I’m not so sure. Will you take a look?

PAUL

(not paying attention)

Okay.

He keeps watching.
JULIA

Today.

PAUL

I'm busy.

JULIA

You're in a chat room with a bunch of strangers.

PAUL

(defensive)

They're friends.

JULIA

Oh yeah? What are their last names?
They sit face to face. Paul is speechless for a moment, then impatiently takes the photograph and looks at it.

PAUL

I don't see anything.

He puts the photo down and gets back to the chat room.

JULIA

You didn't even look.

PAUL

(he didn't)

I looked.
JULIA

There's somebody in the shed. I couldn't see it when I took the picture, but now it's there.

PAUL

I know. Usually when you take a picture, you can't see a blur.

Paul smiles at her. Completely smug. Julia stares right back.

JULIA

Give your "friends" my best.

Julia takes the photograph and leaves. Paul types into his computer: "JULIA SENDS HER BEST." The message pops up next to his user name. Within seconds, several other user names in the chat room respond with "WHO'S JULIA??"
INT. KITCHEN -

NIGHT

Terry is sitting on the counter, twirling her hair and chatting on a CELL PHONE. Julia enters the kitchen.

TERRY

(on the phone)

I'm not kidding, Dana. There's no phone.

(beat)

There's a jack and the phone line works, but there's no phone. Uh-huh. Paul was able to get on the internet. I'm using his cell.

JULIA
(quietly)

I need you to
look at something.

Terry nods.

TERRY

Hold on.

JULIA

Here.

Julia holds out
the picture. Terry looks it over briefly.

TERRY

(polite)

Nice
picture.
She gets back
to her phone conversation.

TERRY (cont'd)

I'm back.

(beat)

I don't know if
he has any free minutes, but he definitely won't after this
conversation.

Uh-huh. Thank God for AirTouch.

Frustrated,
Julia takes the picture and leaves the kitchen.

EXT. CABIN -
FRONT PORCH - NIGHT

The air is
completely still. A hush has fallen. The only sound is the ocean and
CRICKETS CHIRPING in the grass.

Julia wanders
outside holding some of the developed photographs from the party. Sam is sitting on the front steps, working on his drawing.

JULIA

Sam? Could you look at...

Sam looks up from his drawing pad.

SAM

What?

Beat.

JULIA

Never mind.

Julia sits on the porch glider and looks through the photos. The little girl looking back over her shoulder. The blurred shape inside of the shed.
A moment

passes. Julia shuts her eyes as a slight breeze comes up. She slips into a
dream-like state, calm and relaxed, before opening her eyes to find ...

THE BLOND

STUDENT

Sitting back on

the hood of a sports car. Wearing a white tank top undershirt. The
tattooed "S"

insignia visible on his shoulder. Bathed in soft moonlight. He even
looks good

in the dark.

Their eyes

meet. Smiles are traded between them. The wind sifts gently over the
porch.

It's all very
dream-like.

INT. CABIN -

BEDROOM - NIGHT
A spacious bedroom. Typical.

Julia is already in bed and wearing a night shirt. Paul is grinding out a set of crunches.

JULIA

It just would have been nice if somebody had looked at it. You were on the internet. Terry was on the phone. I felt like I was living with a bunch of machines instead of people.

PAUL

Someone's overreacting.

JULIA

Would you look at it again?
PAUL

I already did.
And I still don't see anything.

Paul gets into bed.

JULIA

That little girl said there was a monster in the shed.

PAUL

(kisses her)

It was probably another dog. Good night.

He switches off the light. Paul turns over and goes to sleep.
Julia sits for
a moment in the dark. Alone with her thoughts. She looks over at the walk-in
closet across the room.

The closet door
is slightly open. Just a crack. Not enough to provide any clear view of what
lies within, but just enough for something -- monsters included -- to peek
out.

Julia stares at
the closet. Spooked. She knows better, but it's dark and her primal fears are
taking control.

JULIA

(to
er herself)

Stupid.

She gets out of
bed and tiptoes to the closet, shutting the door. Then she gets back into bed.
Smiling to herself, she goes to sleep.

EXT. CABIN -  

NIGHT

The wind is picking up. Trees rustle.

INT. CABIN -  

BEDROOM - NIGHT

The clock on the night table reads 3:15 AM. Julia turns over in her sleep and stirs awake.

She groggily looks over towards the closet. Julia practically sits up in bed.

THE CLOSET DOOR IS WIDE OPEN.

A childhood nightmare come to life. Julia's breathing quickens. She reaches towards the other side of the bed.

JULIA
Paul?

Her hand finds nothing but sheets and empty space. There's nobody there. She quickly turns to locate her boyfriend. But he's gone.

She tries to switch on the light. CLICK.

The light stays off. She tries again. CLICK.

Nothing happens.

Then, she hears it. A faint sound. Almost like a SHUFFLING. The sound of something dragging itself lightly across the floor to the edge of the bed.

Julia's throat
has gone dry. Carefully, she creeps towards Paul's side of the bed and checks the floor.

There is nothing in sight. The only sign of movement are the shadows from the trees outside.

There is only one place left to look. Julia cautiously steps down to the floor. Sinking down on her knees, she gently lifts up the dust ruffle and looks into the inky darkness underneath the bed. The space is empty.

Julia drops the dust ruffle and sits up, GASPING.

A BLACK SHAPE

**IS STANDING BEHIND HER.**

Then, a familiar voice comes from it.

PAUL
Hey ... it's
just me.

Paul switches
on the light. He's wearing a UCLA sweatshirt.

JULIA

The light
wouldn't turn on.

PAUL

Works now.

Julia catches
her breath. The fear finally draining from her.

JULIA

Where were
you?

PAUL
I was cold so I

got a sweater from the closet. And I went to the bathroom. Why were
you looking

under the bed?

Julia isn't

quite sure how to answer. She's embarrassed.

JULIA

I thought there

was something in the room.

PAUL

(skeptical)

Something? Like

what?

INT. CABIN -

LIVING ROOM - DAY

SHRRRIIIIPPP.

Packing tape is pulled back from a roll.
Julia finishes taping up a cardboard box. Terry is packing some books into another box of her own.

TERRY

You thought there was a monster in the room? And you admitted it?

JULIA

I didn't know what else to say.

TERRY

Advice. When you don't know what else to say, you lie.

JULIA

But I really did hear something.
TERRY

You're worse
than my boyfriend.

Julia looks
towards the front door.

Sam is sitting
on the porch steps, sketching on his pad, oblivious to everything around
him.

JULIA

He's in his own
world, isn't he?

TERRY

That's an
understatement. I have a sinking feeling that sex is out of the question for
this trip.
This sparks something in Julia. She hesitates, looking through an open doorway where Paul can be seen packing some clothes. Julia speaks to Terry in confidence.

JULIA

Do you fantasize about other people?

TERRY

If I haven't yet, I probably will by the time we're ready to leave.

Hesitant beat.

JULIA

I've been fantasizing about a guy.

TERRY
Anyone we
know?

JULIA

Blond. Good
looking. Nice body.

TERRY

I'd like to
know that.

JULIA

(hushed)

He has a
Superman tattoo on his shoulder.

Terry's mouth
drops. The girls move closer together.

TERRY
No.

JULIA

Yes.

TERRY

No.

JULIA

Yes.

TERRY

When did this start?

JULIA

Sam's party. I walked out of the bathroom and he was changing out of his suit. He lost his tie, his shirt ... and then he spotted me.
TERRY

What did you
say? Keep going?

JULIA

I got out of
there. But I've been fantasizing about him ever since.

TERRY

Fuck yeah.

Power to the people.

JULIA

But Paul is the
perfect boyfriend. Top to bottom. He's gorgeous. He's smart. He's
gonna be a
doctor.

TERRY
(continuing)

He never gets
upset about anything ...

JULIA

What the hell
is wrong with me?

TERRY

It's just a
fantasy.

JULIA

Yeah, but when
I made love to Paul on grad night ... I thought of him.

Terry
stares.

TERRY
Wow.

JULIA

I know. Don't tell Paul about this. I'd rather not test the whole "he never gets upset about anything" part.

TERRY

Are you okay?

JULIA

I don't know. I think I'm flipping out. Seeing things in pictures. Thinking that there's a monster in my closet.

TERRY

(rising)

You're being
too sensitive. We woke up with our closet wide open and I'm not upset about it.

Julia reacts.

JULIA

Your closet was open?

TERRY

Having to wash my hair without an all-natural conditioner. That upsets me.

She walks out.

Julia sits quietly in the living room, left alone with her own puzzled thoughts.

INT. CABIN -

HALLWAY - DAY

Julia is
walking down the hallway. She happens to pass the bathroom door which is slightly open.

JULIA'S POV

Within the bathroom. The BLOND STUDENT is toweling off. Completely naked. The tattoo plainly visible on his shoulder. His eyes lock on hers.

Julia REACTS,

and runs straight into Paul. She JUMPS.

JULIA

Jesus. You scared me.

PAUL

I'm sorry.

JULIA

It's okay. I
wasn't looking.

PAUL

I'm going for a run.

JULIA

Okay. See you when you get back.

(remembers)

Oh, Paul? Don't leave the closet door open anymore, all right?

PAUL

(confused)

Huh?

JULIA
The closet.

Last night. You left it open.

PAUL

I closed it

after I got my sweatshirt.

JULIA

Did not.

PAUL

Serious. I

thought you opened it.

JULIA

Wasn't me.

A moment.

PAUL
Well damn,

Julia. Your monster isn't just noisy, he's also inconsiderate.

He kisses her

on the cheek and takes off. Julia stands alone in the empty hallway, a chill

running down her spine.

INT. BEDROOM

CLOSET - DAY

The door slowly

creaks open. Julia stands in the doorway, surveying the closet -- a cluttered

and claustrophobic space despite its size. Clothes draped on hangars. Cardboard

boxes stacked on shelves. Shadows.

Julia moves

inside and pulls a string hanging from a light bulb which acts as a switch.

Tick-tick. The bulb stays dark. She tries again.

Tick-tick.

The light still

won't come on.
Julia carefully looks through some of the clothes. Nothing. She kneels down and checks the floor.

A long CREAKING behind her. The natural light fades.

Julia looks over her shoulder, a bit skittish, as the closet door eases back towards the doorjamb. But there's nobody there. Just the faintest hint of a draft.

Julia keeps searching through the clutter. Moving shoes and boxes out of the way. Searching.

Then, she spots something glittering in the ribbon of light coming from the closet doorway. A small object resting in the corner. Julia reaches down and picks it up...

A PIECE OF METAL...
Small and intricate with erratic markings. Twisted and strangely ornate. The shape and texture of the metal is almost completely alien.

Julia holds the metal into the light. Extremely curious. Behind her, a shadow moves...

CRASH. Julia SCREAMS, dropping the object and whirling around as a cardboard box SMASHES down behind her. Tumbling from one of the shelves above. Old shoes scatter across the floor.

Julia catches her breath. Heart pounding.

On the floor, the metal object sparkles in the light. A draft HISSES through the open closet door.

EXT. FOREST

ROAD - DAY
The Range Rover
races down the empty road.

INT. RANGE

ROVER - DAY

Julia sits
behind the wheel. Her eyes intense. She looks over at the passenger seat where
both her purse and the metal object are located.

EXT. SANTA MIRA

- FOREST ROAD - DAY

The Range Rover
streaks out of the woods towards Santa Mira.

EXT. SANTA MIRA

- LIBRARY - DAY

Julia walks up
the front steps leading to the library -- a weathered building that overlooks
the town square. A banner hangs over the front entrance. It reads ...
INT. LIBRARY -

READING ROOM - DAY

The stacks are deserted and still. Julia sits at a reading table, flipping through a book, surrounded by long rows of bookshelves.

INTERCUT - THE BOOK

Julia flips from page to page, allowing momentary glimpses of various drawings: vampires, werewolves, witches, a ghastly thing crawling out from under a maiden's bed.

ON JULIA

as she puts down the book and grabs another from a stack on the table. She opens it and starts paging through.

CLOSE ON - THE
As Julia finds a drawing of a sleeping child. Just beyond the bed is an open closet door, the horrid face a MONSTER watching the child from within.

Julia shivers down to her soul. A familiar feeling of late.

A slight SQUEAKING catches her attention. She looks across the reading room to find --

A YOUNG BOY

Ten years old. Tow-haired. Sitting a few tables away but almost directly opposite her. He's wearing a Superman shirt.

He smiles timidly and waves. Julia waves back.

A THUMP behind
her. Julia turns and looks over her shoulder. She barely catches sight of a shadow slipping across the wall in the stacks.

The SCRAPING of chair legs against the cold floor. Julia looks back towards where the BOY was sitting. The chair is pushed back and empty.

Another THUMPING in the stacks. Then silence.

A feeling of anxiety washes over Julia as she grabs some of the books and leaves.

EXT. CABIN - NIGHT

It's getting dark. Moonshadows shift across the lawn.

INT. CABIN - LIVING ROOM - NIGHT

Soft rock seeps
from a pair of portable compact disc player speakers. Paul removes a lid of

ggrass and some zigzag papers and starts to roll a joint. Everyone looks pretty

toasted. Cardboard boxes and CANDLES are everywhere.

Sam is sitting

off to himself. He's still drawing on his pad. Julia is reading one of the books

from the library.

JULIA

(takes

a hit)

Monsters.

Symbols and dream images. Now you see, I don't agree with that. I think

everything has some kind of physical representation. People can't just come up

with this stuff.

PAUL

You did a good

job last night.
Julia hands him
the metal object from the closet.

JULIA

And this? What
do you make of this?

PAUL

Where'd you
find it?

JULIA

In the closet
you didn't leave open.

TERRY

What's she
talking about?

PAUL
(wearisome)

My girlfriend

believes in the Boogeyman.

JULIA

I never said it

was the Boogeyman. Maybe it's some primeval energy that causes a response in

human beings. This could be the physical representation of that energy.

PAUL

Julia. It's

piece of shit.

TERRY

I disagree.

Julia turns

hopefully to Terry --
JULIA

Yes?

TERRY

It's the

physical representation of a piece of shit.

Pot-induced laughter. Julia takes back the object.

JULIA

You're not

being objective about this. Have either of you ever been scared?

Really scared?

PAUL

I'm scared

right now that you've smoked too much.
Okay. Sure.
I've been really scared.

Like when?

Beat.

Maybe when we
hit the dog.

You mean
Sam tosses his sketch pad into the center of the floor. Everyone leans forward, getting a good look at Sam's detailed drawing of --

**THE ANIMAL LEG**

...

Completely fleshe out with distinct mechanical parts hinged into flesh and bone. Almost as accurate as a photograph.

**SAM**

(cont'd)

That thing we hit on the road. It wasn't a dog. It wasn't some primeval force, either.

(then)

It was a monster.
Julia picks up
the drawing as Paul peers over her shoulder. The picture looks
particularly
unsettling in the flickering firelight.

It almost looks
alive.

INT. CABIN -
LIVING ROOM - NIGHT

It's late. The
fire is dwindling. Terry and Sam have both passed out. Julia relaxes
on the
floor, staring at Sam's drawing while resting in Paul's lap.

JULIA

I can't believe
Sam drew this.

PAUL

I can. He's
been acting like a freak.
Beat.

JULIA

You think we could've been wrong?

PAUL

About what?

JULIA

About the dog. Maybe the next day when Sam and I went back to the road ... maybe we found the wrong body.

PAUL

Can we drop this? Please?

JULIA
I just want to

know ...

PAUL

(clipped)

Stop.

JULIA

I just want to

know what's going on.

PAUL

Nothing's going

on. Here, give me the drawing.

JULIA

I'm not done

yet.
PAUL

Your hands are

She hands the
drawing pad to him. Paul puts it on the couch.

JULIA

We need to talk
about this.

PAUL

Tomorrow. Just
relax.

Paul begins
stroking her hair. Gently and repeatedly.

JULIA

Just for a
minute.
Julia looks really tired. She closes her eyes for a moment as Paul's steady breathing fills the room. The she opens them, turns her head and gazes at ...

THE BLOND

STUDENT ...

Sitting in a chair. Smoking a cigarette. Smiling down at her.

She cranks her head and looks deeply into her boyfriend's eyes. He smirks and gently strokes her hair.

JULIA (cont'd)

Nice.

PAUL

(soft)

You're tired.
Go to sleep.

Her breathing becomes more steady.

In the distance, a SOUND begins to permeate the cabin ...

THE SOUND OF MACHINES ...

Grinding and drumming like the churning of a large factory. A calming and soothing noise, drifting over ...

DREAM

SEQUENCE - A SERIES OF SHOTS

Quick FLASHES OF IMAGES which are strung together:

(a) A turbine driven by a cloud of pumping steam.
(b) The Superman tattoo on the Blond Student's shoulder.

(c) A Doberman running across a road.

(d) A man limping along wearing leg braces and using steel crutches.

(e) A woman's hands slipping over a young man's bare chest.

(f) A back brace being locked into place.

INT. FAST FOOD

RESTAURANT - BATHROOM - NIGHT (DREAM SEQ.)

The stall door at the far end of the bathroom eases open.

INT. ASYLUM - SNAKE PIT - NIGHT (DREAM SEQ.)

THERE IS NO
SOUND except for the HUMMING OF MACHINES.

Julia stumbles through the snake pit. MENTAL PATIENTS stagger around her. Many of them are dressed like homeless people. Staring into space. Bodies twitching and gnawing on their fingers. Lying in their own urine.

Julia looks skyward towards a SCREEN that doubles for a ceiling. Dark figures are standing on the screen, looking down at them.

A pair of ORDERLIES gently take Julia's arm and lead her out of the snake pit.

Julia looks at the wall as she walks.

JULIA'S POV - shadows move across the wall. Almost like ripples in water.

BUT THE SHADOWS GRADUALLY BECOME THE GROTESQUE SILHOUETTES OF HUMAN BODY PARTS -- ARMS, LEGS, HEADS, FEET -- HANGING AND ROCKING GENTLY FROM HOOKS
INT. CABIN -

LIVING ROOM - DAY (DREAM SEQ.)

Blood trickles
down over the Superman tattoo.

INT. FAST FOOD

RESTAURANT - BATHROOM - NIGHT (DREAM SEQ.)

Clawed fingers
slide around the open stall door.

INT. ASYLUM -

CORRIDOR - NIGHT (DREAM SEQ.)

A HOMELESS
PERSON is having a seizure. Propped against the wall. Shaking horribly. His head
and body are entirely covered with braces that form a metal exoskeleton.

INT. DOCTOR'S

OFFICE - NIGHT (DREAM SEQ.)

A gynecology
exam. A woman's legs are held open by stirrups. A pair of hands protected by rubber gloves cruelly insert a large alien-looking METAL OBJECT -- which is nothing but sharp tentacles and angles -- between the legs.

INTERCUT - A

SCREAMING FACE

A woman shrieking through rotting teeth and blood.

INT. ASYLUM -

SURGICAL ROOM - NIGHT (DREAM SEQ.)

Julia steps into the surgical room.

The LITTLE GIRL from Sam's party is resting on a gurney. Her small body is clamped down with metal bands. Her blonde curls draped over the edge. Her eyes open and staring at nothing.

 SOMETHING ELSE LURCHES INTO THE ROOM. MOVING
IN THE SHADOWS. A SURGEON ENCLOSED IN METAL BRACES AND HOLDING A PAIR OF
ALIEN-LOOKING SHEARS IN HIS HANDS.

THE SURGEON OPENS THE SHEARS OVER THE GIRL'S FOREHEAD.

Julia tries to scream. No sound comes out. The shears close.

Several drops of BLOOD ... then a BLONDE CURL ... hit the tile floor.

The SOUND OF THE MACHINES is interrupted by GLASS BREAKING.

INT. CABIN - LIVING ROOM - NIGHT

Julia lurches awake.

Paul and Terry are lying immobile on the floor. Hundreds of candles have been placed throughout the room, bathing the cabin in a dull amber glow.
There is NO

SOUND.

Julia starts to rise to her feet. Her fingers graze something sharp. She winces and snatches her fingers away from ...

A BROKEN WINE GLASS ...

Julia discovers a small ribbon of blood trickling from her index finger. She sucks on it, and notices --

SAM ...

Sitting behind the couch. His eyes are intense as he erases something from his drawing pad.

Julia walks around him until she can see the sketch.

THE DRAWING IS JULIA'S PORTRAIT.
Sam erases the picture, working from the shoulders up.

There is still NO SOUND.

Julia is dumbfounded. She hears a slight noise coming from somewhere in the cabin. A small HISSING sound. Soft and unobtrusive.

Julia looks around. The sound seemed to come from behind her. But there's nothing in the room. Her friends are still asleep. Sam is concentrating on his drawing.

More HISSING.

Unmistakable this time. A diminutive SCRAPING, almost like fingernails raking on icy glass, slithering out from a darkened hallway.

She moves towards the sound.

INT. CABIN -
Julia creeps into the hallway until she can barely see the rows of bedroom doors. All of them are closed shut.

The SCRAPING sound rises up again. Much closer. Behind one of the bedroom doors. Beckoning.

Julia reaches out for the doorknob.

INT. CABIN - 
BEDROOM - NIGHT

The door opens. Julia's stomach rises into her throat. Terror floods her face.

RESTING ON THE BED IS A BODY BAG. SO SMEARED WITH BLOOD THAT THE CORPSE INSIDE ISN'T VISIBLE EXCEPT FOR ITS MASSIVE BULK.

SOMETHING SCRATCHES ON THE BODY BAG FROM
INSIDE.

Julia's body goes rigid. She can't force herself to move.

THE BODY BAG IS SLOWLY UNZIPPED FROM THE INSIDE. STRETCHING DOWN THE LENGTH OF THE PLASTIC UNTIL THE BAG IS WIDE OPEN.

THE CORPSE INSIDE IS STILL HIDDEN.

As if drawn by some alien force, Julia moves to the bed. Her entire body is shaking.

She reaches out and carefully peels back the plastic.

Resting within the body bag is THE LITTLE GIRL. Eyes puffed shut. Hair slicked with blood. Her skin is livid. Her face is ghostly white and smeared with crimson gore.

Julia is frozen in place. Heart pounding. Terrified.

THE GIRL'S EYES
BLINK OPEN AS SHE SHRIEKS BLOODY MURDER.

INT. CABIN -

LIVING ROOM - MORNING

Julia is startled awake and groggily looks around the room. Paul and Terry are still in the process of getting up.

PAUL

Look who's up.

(smiles)

You sleep well?

Julia STARES back. She looks pretty freaked.

PAUL (cont'd)
Uh-oh.

TERRY

I didn't sleep well either. I dreamt that all these cockroaches were eating my legs.

PAUL

You want to trade? Right before I woke up, my head exploded and all these snakes came out.

TERRY

Where's Sam?

PAUL

Probably went to bed.

Terry nods as
she rises to her feet.

TERRY

I need a hairbrush. And a facial.

She stumbles into the hallway. Paul turns to Julia.

PAUL

You had nightmares too?

JULIA

Worst ones I've had in a long time. I thought I was hallucinating.

Paul winces and rubs his temples.

JULIA (cont'd)
What's wrong?

PAUL

Headache. I'll be fine.

Terry briskly walks out the hallway. She looks alarmed.

TERRY

You guys. Something's wrong.

INT. CABIN - HALLWAY - DAY

The group walks towards one of the bedroom doors.

TERRY

It's Sam. I
can't get the door open.

Paul tries the
doorknob. The door won't budge. Paul KNOCKS.

PAUL

Sam, open
up.

No answer. He
POUNDS harder.

PAUL (cont'd)

Sam?

TERRY

He won't
answer.

JULIA

Maybe he can't
Paul shoves hard against the door. But it still won't give.

PAUL

What about the bathroom door? It connects to your room.

TERRY

I tried it.
It's locked.

Paul turns the doorknob and throws all his weight against the door, trying his best to bust it down. No such luck.

PAUL

(voice rising)
Sam?

He tries again

and again. WHOOMPH! .... WHOOMPH! ....

WHOOMPH! The
door inches open. Just a crack.

PAUL

(cont'd)

Help me out

with this.

Paul and Julia

push on the door, forcing it wider.

INT. CABIN -

GUEST BEDROOM - DAY

Paul struggles

through the aperture, slipping underneath a mattress that's been placed against

the door, and stumbles into the room.
THE BEDROOM IS A DISASTER AREA.

Clothes and smashed glass cover the floor. Mirrors have been shattered. Most of the furniture and portions of the bed have been piled in front of the door, creating an almost impassible barricade. The window is wide open, the curtains billowing in the breeze.

Julia and Terry make their way into the room. Stupefied.

PAUL

Careful of the glass. Don't step on it.

Total silence.
The group stares at the room. Taking it in. Trying to comprehend it.

JULIA

What happened?
PAUL

(frozen)

You got me.

EXT. WOODS -

WALKING TRAIL - DAY

Paul and Terry

are walking along the trail. Searching.

TERRY

(calling)

Sam?

No reply. Her words sound hollow in the empty forest as they keep moving, passing behind huge

pine trees that obscure them from view.

A soft breeze
rises up and HISSES through the trees.

INT. CABIN -

GUEST BEDROOM - DAY

Julia is

cleaning the mess in the room. She's just finished tossing a few
shards of
broken glass into a garbage bag when she FLINCHES and draws her index
finger

back.

The finger has

a scab on it. Exactly where she cut it in the dream. Dried blood marks
the

wound.

INT. CABIN -

LIVING ROOM - DAY

Terry looks

beside herself. Paul and Julia are seated.

JULIA

He must have
gotten out through the window. That's the only thing I can figure.

TERRY

We have to call
the police.

JULIA

You looked
everywhere?

PAUL

Everywhere near
the cabin. But we can't cover every square inch of forest out there.

TERRY

He might be
sick. He might need help.

JULIA

I can't
understand why he'd do something like this.

PAUL

He was acting
nuts. Really nuts.

TERRY

(impatient)

I need a
phone.

PAUL

Wait. I've got
my cell.

Paul fishes the
cell phone out of his pocket. He hands it to her.

AND THE PHONE

RINGS.
Almost on cue.

Terry glances over at her friends, then clicks the receiver.

TERRY

Hello?

(beat)

Sam?

...

Julia and Paul sit up in their seats.

TERRY (cont'd)

Where are you?

... No, where are you? ...

(beat)

How did you get there? ...
Terry hurriedly
grabs a pen. She starts writing on a pad.

TERRY (cont'd)

Just a minute.
I'm writing it down. Market Street. The Ramada. I think I know where
it is.

(beat)

Sam, what's
going on? What happened? ...

(then)

Sam? ... SAM?

...

She hangs up
the phone.

PAUL

Where is
TERRY

San Francisco.

JULIA

What?

TERRY

I don't know.

He wants me to meet him. My brother has an apartment up there. He's out of town,

but I have a spare key. I guess I could stay there.

Beat.

JULIA

You still want
to call the police?
Silence. Terry doesn't respond to this.

Outside an open window, the WIND HISSES through the trees.

EXT. BUS DEPOT

- NIGHT

An empty bus station consisting of a single room with a CLERK sitting behind the front desk.

Julia and Paul are sitting on a pair of chairs, waiting patiently.

Terry is using a phone booth outside. She hangs up and walks into the depot.

JULIA

Did you get his parents?

TERRY

It was the
wrong number.

JULIA

Didn't Sam give you that number?

TERRY

Maybe I wrote it down wrong.

Terry winces a bit. She massages her legs.

PAUL

Are you okay?

TERRY

My legs are killing me.
JULIA

You sure you
don't want us to drive you?

TERRY

Nah. You have
to stick around for the movers. I'll be fine.

The bus arrives
in front of the depot.

TERRY (cont'd)

There's my
ride.

Terry grabs her
suitcase. Julia hands her a slip of paper.

JULIA

This is Paul's

cell number. You call us. Let us know what happens.
TERRY

I just need to

talk to him. Don't call the police or anything until I've had a chance
to do

that.

JULIA

Okay.

TERRY

Thanks.

Terry hugs

Julia. Paul gives her a quick kiss on the cheek.

PAUL

Remember. Call

us.

TERRY
I will.

Carrying her suitcase, Terry backs toward the door, smiling sadly at Julia and Paul as she opens it.

TERRY (cont'd)

It'll be okay.
Everything's okay.

Her voice resonates with desperate hope rather than confidence. She leaves the depot.

Paul places his arms around Julia as they watch the bus leave the station, trailing smoke.

INT. CABIN -

LIVING ROOM - DAY

Julia is cleaning up. She kneels down and picks up some of the melted candles and beer
Paul walks into room holding a broken picture frame.

PAUL

I talked to the movers.

JULIA

Why didn't they show up?

PAUL

The company has no record of the order.

Beat.

JULIA

What?
PAUL

I know. It's crazy.

JULIA

Are they coming now?

PAUL

It'll take them a while to work us into the schedule -- get a van out here to pick up everything.

JULIA

How long?

PAUL

Three days.
JULIA

(exhausted)

Shit.

Paul holds out

the mangled frame.

PAUL

I also found

this in the guest bedroom. Sam knocked one of the packing boxes over. This was

inside.

Julia takes a

look at the frame. It's the same picture from her room of herself with her

mother. The broken glass has torn the photograph.

PAUL (cont'd)

I wasn't sure

if you wanted to keep it.
JULIA

No. I've got one.

Beat.

JULIA (cont'd)

You know this is the only picture I have of my mother?

(beat)

She was always taking pictures of us, but we never got any of her.

(emotional)

If I didn't have this, I couldn't prove that I had a mother.

PAUL

That's not
true.

Another
beat.

JULIA

I'm so worried
about Sam.

Julia drowns in
her thoughts. Paul touches her cheek.

PAUL

Let's get outta
here.

JULIA

(smiles)

Good idea.

PAUL
I'll get my keys.

Paul walks out.

Julia places the frame on the coffee table.

She notices something on the floor. Julia squints. It's a small object resting in the corner... almost hidden from view. Julia reaches into the shadows and picks up...

ANOTHER PIECE OF METAL WITH STRANGE MARKINGS.

EXACTLY LIKE THE ONE FROM THE CLOSET.

Julia stares at the object in her palm. Surprised.

JULIA

(to herself)

Where are these coming from?
EXT. SANTA MIRA

- PARK - DAY

A warm summer afternoon. The entire town has congregated in a park with a breathtaking view of the ocean. MUSIC and NOISE. A huge banner draped over the street reads...

SANTA MIRA

CELEBRATES THE 45TH ANNUAL FOUNDER'S DAY FESTIVAL

Julia navigates her way past the booths and thrill rides that have been erected on the lawn. She watches some passersby.

JULIA'S POV...

as A MOTHER talks on a cell phone while her six year-old DAUGHTER tugs at her sleeve. Trying to get her attention. The mother keeps pushing the child away as she talks.

Julia observes this scene until she hears...
WOMAN'S VOICE

(O.S.)

I'm your mother.

Julia steps out of the crowd. Searches for the voice.

A HOMELESS WOMAN is shadowing a COLLEGE-AGE GIRL walking with her boyfriend. They're trying to ignore her.

HOMELESS WOMAN

I'm your mother... I'm your mother... I'm your mother...

The couple walks faster. The Homeless Woman is left behind.

HOMELESS
WOMAN (cont'd)

(futile)

I'm your mother
...

Julia stares helplessly.

EXT. PARK -

CAROUSEL - DAY

Spinning merrily in the center of the park. Bright lights. Loud CALLIOPE MUSIC. Young kids and teenagers occupy the horses and benches.

Julia slowly walks towards the carousel, snapping pictures of the children and whirling lights. Behind her, the sound of a SCREAMING CHILD rises above the music and laughter. She turns and finds a two year old BABY sitting on her father's shoulders, crying and pointing at --
THE YOUNG BLOND

BOY ...

Wearing his blue Superman shirt. He's sitting on a swing set by himself. Sad and alone.

He makes eye contact with Julia. Waves timidly. She smiles at him and waves back.

CLOSE ON: THE CAROUSEL

Gears turning.

The poles spearing the horses rising and falling into the floor. The platform rotating near the grass.

The CALLIOPE MUSIC becomes the HUMMING of MACHINES.

EXT. SANTA MIRA

- PARK - NIGHT

Julia is
wandering through a maze of shooting galleries. She searches through the crowds of teenagers and children at the booths. Finally, she locates ... 

PAUL ...

Approaching her with a large Teddy Bear under his arm.

JULIA

Where did you go?

PAUL

Basketball toss. I won this for you.

Julia smiles at the bear.

JULIA

You sure you
want to give him up?

PAUL

(nice
smile)

I think he'd
crowd my Barbie collection.

Julia kisses
him. He kisses her back and winces in pain.

JULIA

You okay?

PAUL

Head still
hurts.

JULIA
Need some aspirin?

PAUL

Already took some. I'll be okay.

Paul notices that they've wandered into a row of PSYCHIC and TAROT CARD BOOTHS.

PAUL (cont'd)

Hey, look. Want to get your palm read?

JULIA

As long as you're feeling up to it.

PAUL

I am. Come
on.

Julia spots another booth with a sign overhead: "THE PAST THROUGH POSSESSIONS."

JULIA

Just a minute.
You go to the palm reader. I want to check out this one.

PAUL

"The past through possessions?"

(unimpressed)

Scam city.

JULIA

And palm reading isn't?

She's got him
there.

PAUL

All right. I'll
meet you over there.

JULIA

Thanks.

She kisses him
quickly. They split up.

EXT. PALM

READER'S BOOTH - NIGHT

Paul approaches
the booth.

An

African-American woman in her mid-forties, TESS, sits behind the
counter. Loose
and upbeat. Wearing more colors in her clothing than even a rainbow could provide.

PAUL

Can you read my palm?

She grins.

TESS

You got five bucks?

EXT. PSYCHIC

BOOTH - NIGHT

Julia walks to the front counter of the booth.

A pair of women are sitting behind the counter, but the one who sticks out is ROSEMARY, sixty,
psychic and clairvoyant. She wears a purple kaftan which barely hides her weakness for ice cream and cookies.

ROSEMARY

Can we help you, honey?

JULIA

You can tell me things just by holding something of mine. Right?

ROSEMARY

Absolutely. I have a perfect track record. I found two missing children in the spring of '74, and helped the state police catch a murderer in '81.

JULIA

Wow. That's amazing.
ROSEMARY

(sourly)

My grandchildren aren't quite as impressed.

(a little brighter)

What did you want me to look at?

Julia reaches into her pocket and gently places something on the counter in front of Rosemary.

THE METAL

OBJECTS FROM THE CLOSET AND THE LIVING ROOM.

EXT. PALM

READER'S BOOTH - NIGHT

Tess takes Paul's hand.
TESS

So what do you want to know?

PAUL

It's kinda stupid. But I sorta wanted to know about my Dad. If I should see him.

TESS

(knowingly)

You and your father don't get along.

PAUL

No.

TESS

Something
happened?

PAUL

My parents got divorced when I was sixteen. I got into a fight with him. Said some stuff.

He bows his head a little. A tough subject for him.

TESS

Let's take a look ...

Tess cocks her head a little to the side. She looks confused.

TESS (cont'd)

(soft)

I'll be damned.
PAUL

What's wrong?

TESS

Well kid, you might be the first person to make me hang up my fortune telling degree. Usually the palm makes sense, and this one doesn't.

PAUL

How do you mean?

TESS

According to this, you don't exist.

OFF Paul, his face turning white.
EXT. PSYCHIC

BOOTH - NIGHT

Rosemary handles one of the metal objects, turning it over in her palm. Julia watches her as she goes through this ritual.

ROSEMARY

This is interesting.

JULIA

Let me guess. They came from a vacuum cleaner, right?

Beat.

ROSEMARY

Machines.
JULIA

Excuse me?

ROSEMARY

This came from
a machine. But not a household appliance.

JULIA

Where did it
come from?

Rosemary turns
the object over in her palm. Over and over.

ROSEMARY

Something that
was alive.

Julia leans
forward in her seat.
JULIA

But you just said it came from a machine.

ROSEMARY

I know.

JULIA

So how can a machine be alive?

ROSEMARY

I don't make the news. I just report it.

JULIA

I found the larger one inside of a closet. Do you know how it got there?
continues meditating. Turning the object over between her fingers. Staring at it.

Gradually, she falls into a trance. Her breathing slows.

ROSEMARY

We shed our parts.

JULIA

What?

ROSEMARY

And our skin.

JULIA

I'm sorry. What are you talking about?
Rosemary is oblivious to anything around her.

ROSEMARY

But they need to be replaced. Some of the parts we can find.

(beat)

Others need to be harvested.

The other PSYCHIC seated next to Rosemary throws her a curious glance as she counts up some money.

ROSEMARY (cont'd)

We'll wait on the side of the road. Until one of the machines come.

(beat)
One of us will be sacrificed. That will stop the machine. Then we can take whatever skins are inside.

(softer)

We can use their parts.

Paul walks up.

PAUL

Julia?

She motions for him to be quiet.

ROSEMARY

We stopped the machine. But there are more of the skins than we thought ...
PAUL

Julia. Let's take off.

JULIA

Hold on.

ROSEMARY

We must wait. More of us are needed to capture them.

PAUL

What's she talking about?

JULIA

Wait just a minute. Please.
Beat.

The objects

continue turning in her hand ... and turning ... and turning ... and turning

...

ROSEMARY

There are more

of us now. We've surrounded them. But they're leaving too quickly.

PAUL

Julia?

... and turning ...

ROSEMARY

We'll follow

them. We'll watch them.

(beat)
We'll take them
as the need for parts becomes necessary ...

PAUL

(louder)

Julia?

The wind gently
HISSES through the booth's tent.

ROSEMARY

Maybe we'll
only take one ...

(beat)

Maybe we'll
take another ... and another ... and another ... and another ...

A sudden gust
of wind rises through the tent as ...
THE POWER FAILS

THROUGHOUT THE PARK. LIGHTS START GOING OUT IN SECTIONS UNTIL THE ENTIRE FAIR IS PITCH BLACK.

The sound of mumbling and confusion seethes from the crowd. Julia rises out of her chair.

Paul takes her into her arms as CHILDREN can be heard CRYING throughout the park.

Above them, the wind HISSES through the trees.

EXT. CABIN - DRIVeway - NIGHT

Julia sits on the porch. Paul is stretched out on the grass looking up at the stars.

PAUL

So the power went out. That doesn't mean anything.
JULIA

Did you hear what she said?

PAUL

No.

JULIA

She was talking about the accident. The night you hit that thing on the road. She knew about that.

PAUL

Julia, a psychic tells you some random shit and then lets YOU make sense out of it.

JULIA

She said it was waiting for us.
Oh sure. An animal was waiting for us to come along and run it down. What was the explanation? Rotten home life? Was it taking Prozac?

It wanted to stop the car.

Why?

Something about needing parts.

If it needed parts, it shouldn't have committed suicide.
JULIA

She said there
were more of them.

PAUL

Who cares what
she said? It doesn't mean anything.

JULIA

But it's not
just that.

Julia's voice
becomes soft. As if she were telling a secret.

JULIA (cont'd)

I've also had
this feeling. Ever since Sam disappeared. I can't shake it.

PAUL
What is it?

JULIA

I feel like
something's missing.

PAUL

Something?

JULIA

I don't know.
It's on the tip of my tongue. I just feel like ever since we woke up that
morning, something's not right. Like ... there's someone who should be here
...

PAUL

Right. Sam.

JULIA
It's not
Sam.

(then)

Did that palm reader say anything strange to you. Anything at all?

Paul hesitates.

He looks back at the night sky.

PAUL

No.

Beat.

JULIA

Can I use your phone?

INT. LEVIN

HOUSE - LIVING ROOM - NIGHT
A traditional home. The phone rings and Connor comes charging down the stairs. He answers it.

CONNOR

Hello?

INT. CABIN -

BEDROOM - NIGHT - INTERCUT

Julia is sitting on the couch.

JULIA

Connor. It's Julia.

CONNOR

Oh. I thought you were someone else.
JULIA

Nice to hear
your voice too.

CONNOR

You having
fun?

JULIA

(understated)

Not
exactly.

CONNOR

I got my PSAT's
back. 720 verbal. 690 math. You think that's good enough to get into
Berkeley?

JULIA
You'll get in.
Listen, is Dad there?

CONNOR

No.

JULIA

Well could you
leave him a message?

CONNOR

Uh-huh.

JULIA

Tell him that
the movers didn't come, so I'll be here a few more days. Tell him that I have
some stuff of Mom's that he might want.

CONNOR
Okay.

JULIA

Don't forget.

CONNOR

Jesus. Show a little faith. When have I ever forgotten something?

INT. DARKROOM -

DAY

A piece of developing paper is slipped into the tray basin.

Julia gently rocks the basin back and forth. A picture starts to manifest on the paper.

INT. CABIN -

BATHROOM - DAY
Paul splashes his face with water. He looks worse than he did the night before. Weaker.

He grabs some aspirin from the medicine cabinet.

INT. DARKROOM -

DAY

Julia leans forward to get a better view of the developing picture. An image is slowly forming -- carousel horses, the vague outlines of poles and children.

INT. CABIN -

BEDROOM - DAY

Paul is shirtless and doing one-armed push-ups. His muscles churn. His body rises and falls like a piston.

INT. DARKROOM -

DAY
The picture has
come into view. The carousel. The children laughing as they ride the
horses.

And something
else ...

An
irregularity. A dark form in the center of the carousel.

INT. CABIN -
BEDROOM - DAY

CLOSER ON
Paul's arm as he does push-ups, sweat beading on his biceps, muscles
rippling.

The SOUND of
MACHINES pulsates and segues into ...

INT. DARKROOM -
DAY

Julia takes the
picture out of the developing basin.

WE MOVE INTO THE PHOTO - THERE'S A DARK SHAPE
STANDING IN THE MIDDLE OF THE CAROUSEL. BLURRED AND INDISTINCT. ALMOST LIKE A
SILHOUETTE OR A SHADOW.

EXCEPT THAT IT'S WAVING AT THE
CAMERA.

INT. CABIN -

LIVING ROOM - DAY

Paul is sitting
on the couch, wearing a UCLA cross country tank top and tying his shoes. Julia
enters from the basement. She's carrying a stack of developed pictures.

JULIA

Paul, you have
to see this. The picture came out, but there's something really strange in the
middle of it. Just like the other one of the shed.
PAUL

Looks like
someone on the carousel.

JULIA

But there's no
features. It's like a shadow.

PAUL

So there wasn't
enough light.

Paul rubs his
forehead. Julia is genuinely concerned.

JULIA

What's the
matter?
PAUL

My head feels worse.

JULIA

Maybe you should lie down.

PAUL

I have to go running.

JULIA

No you don't.

PAUL

Of course I do. Your body's like a machine. It needs upkeep.
JULIA

Not when you're physically ill.

PAUL

I'll be okay.

JULIA

Paul ...

PAUL

I'll be okay.

(about the picture)

Is that it?

JULIA
Not exactly.

(beat)

When I saw this picture, I decided to look at the other one. Just for comparison's sake.

PAUL

So?

Julia takes out another photograph.

JULIA

I pulled this one by mistake. The picture of that little girl from the party.

She hands him the picture.
JULIA (cont'd)

Look.

Paul's face collapses into slack disbelief.

THE LITTLE GIRL HAS DISAPPEARED FROM THE PHOTO. VANISHED.

Paul turns to Julia as she looks into his eyes with a mixture of fear and apprehension.

JULIA (cont'd)

What's going on?

This time, he doesn't have an answer.

EXT. WOODS -

WALKING TRAIL - DAY
Murky and still. A few shafts of sunlight permeate the gloom.

Paul is jogging along the trail, keeping a steady pace, the sounds of the forest all around him.

EXT. CREEK

BRIDGE - DAY

The trail snakes towards a wooden bridge that spans over a trickling creek. Paul runs across, the soles of his sneakers SLAPPING on creaking wood.

He moves deeper into the woods.

EXT. WOODS -

TRAIL - DAY

A lonely part of the woods where almost all the daylight is blocked out by the trees.
Paul jogs along
the trail when he slows to a halt, sweaty and out of breath. His skin is pale.

His limbs are shivering. Paul cradles his head, shutting his eyes, suffering from obvious pain.

PAUL

(very soft)

Oh God ....
make it stop ...

He starts
walking forward again. Very slowly.

A slight
TINKLING sound as he kicks something at his feet. His eyes blink open as he
looks down ...

THERE ARE SEVERAL PIECES OF METAL LITTERING THE TRAIL. ALMOST LIKE NUTS AND BOLTS, BUT ALIEN IN THEIR DESIGN.
Paul reaches down and picks one of the bolts up. Studies it. He keeps walking, following more pieces of metal that lead off the footpath.

EXT. FOREST -

DAY

A darker spot enclosed by pine trees. A few birds are singing overhead.

Paul enters the forest, pushing back branches, following the trail of discarded metal until he freezes ... his eyes staring directly ahead at ...

CLUMPS OF BLACK SKIN ...

Hanging from branches. Scattered on the ground. Like the skin of a snake which has been shed.

Paul is completely unsettled. He kneels down, picking up a flap of skin from the ground,
peeling it away from a steel ROD dripping with oozing slime. Holds it up. It's still black in color but almost transparent in the murky light.

The wind HISSES through the trees, mussing Paul's hair.

Paul drops the piece of skin on the ground.

The birds abruptly stop singing in unison. The WIND CEASES.

Paul looks around the forest. The sudden quiet has got him spooked. His arms and legs stiffen. Paul can't even bring himself to move or breathe ... 

UNTIL SOMETHING DROPS ON HIS SHOULDER ... 

Paul freaks and whirls around, grabbing his shoulder to find A PIECE OF SKIN ...
Clinging to him. He rips it off and sprints for the footpath.

EXT. WOODS -

FOOTPATH - DAY

Paul sprints out of the forest, running with blinding speed and adrenaline. He doesn't look back.

Behind him, the wind HISSES through the trees again.

INT. CABIN -

LIVING ROOM - DAY

Julia comes up from the basement. She hears COUGHING coming from the bathroom.

INT. BATHROOM -

NIGHT

Julia enters
the bathroom. Paul is retching and coughing into the toilet. Hair plastered to
his forehead. Pale as death. Shaking badly.

JULIA

Paul? What's
wrong?

PAUL

(feeble)

Sick.

She goes to
him. Rubs his shoulders as he COUGHS again.

JULIA

Oh baby ...
Just above his temple is a SCAB. No bigger than the head of an eraser. Identical to the one on Julia's finger.

JULIA (cont'd)

Paul? Where did this come from?

PAUL

What?

JULIA

This scab.

Julia runs her finger over the scab. Paul immediately reels from her touch, pain shooting through his head, furious.

PAUL

JESUS! FUCK!
Julia is shocked by the severity of his reaction.

JULIA

I'm sorry.

Paul holds his head tight. Almost near tears. Fighting pain.

PAUL

Just don't touch it.

JULIA

How long has it been there?

PAUL

Ever since my head started to hurt.
(then)

I think I'm hallucinating.

JULIA

What did you see?

PAUL

Skin ... like it was shed ... and all of these metal pieces ... 

Julia is terribly concerned now. His description frightens her, but she maintains a visage of calm.

JULIA

Do you want to see a doctor? I know there's one in Santa Mira.
PAUL

I can see a
doctor in Los Angeles.

(then)

Look, I want to
get out of here, okay? Let's go home.

Beat.

JULIA

Okay.

She squeezes
his shoulder and walks into --

INT. CABIN -

BEDROOM - DAY

Julia pulls out
their duffle bags and suitcases.
Paul's cell
phone RINGS on the table. Julia snatches up the phone and answers.

JULIA

Hello? ... Yes?
...

(then)

Wait a minute
... slow down, I can't understand what you're saying ...

Complete
astonishment storms Julia's face. Paul wanders in.

PAUL

Who is it?

JULIA

It's Terry.
Something went wrong.
EXT. SAN

FRANCISCO - ESTABLISHING - DAY

Gloomy and overcast. Storm clouds are brewing.

EXT. SAN

FRANCISCO - STREET - DAY

The Range Rover pulls down a crowded street.

INT. RANGE

ROVER - DAY

Julia is sitting behind the wheel. Navigating traffic.

Paul sits on the passenger side, leaning against the window, his face pressed against the glass. Somber and weak.

THROUGH THE
WINDSHIELD

The twisted remains of a car accident has brought everything to a near standstill. Police are everywhere. An ambulance is parked along the curb, lights flashing.

Julia leans forward to get a better look.

JULIA'S POV

A TEEN ACCIDENT

VICTIM presses a white towel against his thigh. Blood gushes from it. A huge metal ROD sticks out of his leg.

EXT. SAN FRANCISCO - STREET - DAY

The Range Rover moves past the shredded cars involved in the accident. Twisted metal covers the street.

EXT. PACIFIC
Summer rain is falling. THUNDER ROLLS overhead.

The Rover pulls up to the sidewalk, directly in front of an extremely opulent upper-class house.

INT. RANGE

ROVER - LATE AFTERNOON

Julia turns to Paul who sits silently in the passenger seat. He doesn't move.

JULIA

Sure you don't want to come with me?

PAUL

I'm too sick. I need to stay someplace.
JULIA

I'm worried
about leaving you here.

PAUL

(shrugs)

It's not like
he'll disown me.

JULIA

I know.

PAUL

And I really
need him right now.

More THUNDER.

Julia kisses his cheek.
JULIA

I'm taking the cell phone. You call me.

PAUL

Promise.

JULIA

See a doctor.

PAUL

I will.

Paul opens the passenger door and steps out into the rain. Julia watches him approach the house. Then, she pulls away from the curb.

INT. PACIFIC HEIGHTS RESIDENCE - FOYER - LATE AFTERNOON
A nice house.
Large and affluent.

The DOORBELL

CHIMES.

A few moments
pass before a sullen FIGURE arrives at the front door and pulls it open,
revealing ...

PAUL

standing on the
front porch. His wet hair plastered to his forehead, rain streaming off his
cheeks, his handsome face turned pallid and colorless.

He manages a
sheepish smile.

PAUL

Dad.
Standing at the door is a man in his mid-fifties, MR. LOOMIS. A severe presence with a soured and weathered face. He stares at Paul without any sign of emotion.

Paul notices the slight. He presses onward. A bit haltingly. Still hopeful and trying to connect.

PAUL (cont'd)

I was hoping we could talk ...

(beat)

I know we haven't done much of that recently, but still ...

(beat)

I was hoping.

Beat.
PAUL (cont'd)

I'm in a lot of trouble. I'm getting sick ... and I was hoping ... (beat)

I was hoping you could help.

Paul is having difficulty speaking. He's almost reduced to tears as he stands in the cold, stinging rain.

PAUL (cont'd)

I want to come home. Please Dad. (desperate)

Please let me come home.
A moment of silence.

PAUL (cont'd)

Please?

His father stands steely eyed. His voice is icy and distant.

MR. LOOMIS

I don't know you.

Paul is devastated. He can barely utter a sound.

PAUL

I'm your son.

Agonizing
beat.

MR. LOOMIS

I don't have a
son.

(then)

I don't know
you.

He slowly
closes the door. Paul begins weeping openly.

PAUL

Dad ...

The door is
shut in his face. Nothing can be heard except for the rain falling outside.

EXT. SAN FRANCISCO - MARKET - LATE

AFTERNOON
Julia is standing near the entrance. Waiting patiently.

A figure across the street catches Julia's attention -- a HOMELESS MAN stumbling down the sidewalk, talking to himself, shaking a rattle.

VOICE
(O.S.)

Julia?

Julia turns around, searching, not immediately recognizing the figure that briskly approaches her --

It's Terry. But her once perfect appearance has become harsh and drawn. Her blonde hair has been colored dark brown. There are sagging circles under her eyes. Her skin is colorless. She moves quickly. Nervously.

Julia is
shocked.

JULIA

Terry?

Terry's hands tremble.

TERRY

I'm glad you came. You don't have any idea how scared I've been.

JULIA

Why did you change your hair?

Terry is about to answer when a BABY starts crying in the market. Fear takes control of her face.

TERRY
We can't stay here.

JULIA

Why?

TERRY

Where are you parked?

JULIA

On the street.

TERRY

Good. If we keep moving, they might have trouble tracking us.

Terry takes Julia's arm and leads her out of the market.
EXT. SAN

FRANCISCO - STREET - CONTINUOUS

Terry is moving

at a swift pace. She keeps looking back over her shoulder as Julia

tries to keep

up. Rain drenches them.

JULIA

What the hell

is going on? Where's Sam?

TERRY

He's dead.

This almost

sends Julia reeling. Her mouth falls open.

JULIA

What?
TERRY

There's three things you should remember. Three things.

JULIA

What happened to Sam?

TERRY

First, whenever you see a baby or a kid crying, keep moving. Children can sense them. That's your warning.

JULIA

Warning against who?

TERRY

Second, they
can control anything electrical or mechanical. Lamps. Cars. Phones.

JULIA

Terry, you're not making any sense.

TERRY

Third -- they can change things. They can make you disappear.

JULIA

Tell me what happened to Sam.

TERRY

I am telling you.

(terrified)

They took him.
They made him disappear.

Julia stops walking. Speechless.

EXT. SAN FRANCISCO - COFFEE HOUSE - LATE AFTERNOON

A young COLLEGE STUDENT is typing on his powerbook, oblivious to the TRANSIENT sitting on the sidewalk, head buried in his knees, a sign at his feet reading "HELP ME."

CLOSE ON THE POWERBOOK. A soft WHIRRING noise seeping from the computer as the student types.

The WHIRRING becomes the HUMMING OF MACHINES.

The Range Rover appears on the street and moves past.

TERRY

(V.O.)
They take away

your identity. People stop remembering you. Your place in society
vanishes.

INT. RANGE

ROVER - SAN FRANCISCO - MOVING

Julia is behind

the wheel. Terry is devouring a cigarette.

TERRY

That's how they

get you. By making people not even care about you anymore.

JULIA

Did you try

Sam's parents? Did you get the right number this time?

TERRY

The number I

called at the bus station was his parents.
(cryptic)

We didn't hit a
dog on the road.

JULIA

But I saw
it.

TERRY

They switched
bodies.

JULIA

Who are "they?"
A cult? Killers?

Terry starts
laughing to herself. Tears welling in her eyes. Hopeless. Terrified.

TERRY
You have no idea. No idea what you're dealing with.

(then)

They don't even belong here. They're like ... like machines. That's what Sam said. Like machines with all this skin and moving parts.

JULIA

They're machines?

TERRY

Monsters. They're monsters, Julia.

Julia stops at a light.

A YOUNG GUY
crosses the street in front of them. He's just a yuppie with a cell phone. But

Terry stiffens in her seat, watching him suspiciously.

Then, almost as

an aside, he winks at her.

TERRY (cont'd)

Drive.

JULIA

I can't.

There's a red.

TERRY

Then make a

right. Just keep driving.

Julia is

growing frightened by Terry's paranoia.

EXT. SAN
FRANCISCO - STREET - LATE AFTERNOON

The Rover makes
a right turn and cruises down another block.

INT. RANGE

ROVER - LATE AFTERNOON

Terry keeps her
eyes riveted on the PEOPLE on the sidewalk. She's practically in tears.

TERRY

Remember when
we hit that thing with the car?

(hushed)

It wasn't an
accident. It was a set-up. They planned it all along.

JULIA

How do you know
this?

TERRY

Sam told me. He
figured everything out.

JULIA

Why are they
coming after us? What do they want with us?

TERRY

They have flesh

and metal parts in their bodies. Sometimes they shed what they don't
need. But

other parts keep getting worn out or lost. So they take people
constantly to get

new parts.

JULIA

(soft)

That's not
possible.

TERRY

They wear the

skin. That's why you don't notice them. Half of the time they're wearing


Julia is

horrified.

JULIA

Terry ...

please stop.

TERRY

They take other

parts too. Whatever they need. They're scavengers. No sense of compassion. No

remorse.

JULIA
I don't believe this.

TERRY

That's why they came after us. They got Joey first. At the cabin.

Julia is dumbfounded.

JULIA

Joey?

TERRY

That's what Sam saw. That's why he left. He woke up and got a look at them -- at what they were doing to Joey ...

JULIA

Terry ...
TERRY

Stripping him
... taking his skin off ...

Julia pulls
over to the curb and stops.

JULIA

Who is Joey?
What are you talking about?

TERRY

(amazed)

You don't
remember?

JULIA

No.
TERRY

There were five

of us. He came up in his own car. He was Paul's best friend -- they always wore

the same thing for Christ sakes.

JULIA

There were only


Terry is

shaking now. Complete fright.

TERRY

They got to

you. They got to you.

JULIA

Nobody got to

me.
Terry starts collecting her things.

TERRY

Look, could you drop me off at my brother's apartment? I need to pick up some things before I go to the airport.

JULIA

Where are you going?

TERRY

To see my parents.

JULIA

You can't just leave.
Terry starts weeping. Grabbing her legs and squeezing them.

TERRY

They put things in my legs so they can track me. It hurts.

JULIA

(very concerned)

Terry? What can I do to help you?

Terry takes her hand. Her eyes pleading.

TERRY

Remember me.

Please remember me.

From the street
outside the car, the sound of a TODDLER CRYING can be heard. Terry's head snaps around. She stares out the windshield at the screaming child.

TERRY (cont'd)

They found me again.

Before Julia can react, Terry bolts from the car.

JULIA

Terry!

Julia pursues.

EXT. SAN FRANCISCO - STREET - LATE AFTERNOON

Julia pushes and shoves her way along the sidewalk. Terry is running like a madwoman. Pure unabated terror.
Terry rushes
down into a subway entrance. Julia follows.

INT. SUBWAY

STATION - LATE AFTERNOON

People are
crowded on the platform, waiting as a BART train rushes into the station.

The doors open.

Passengers move off the train. Others get on.

Julia rushes
down the stairs and pushes past the arriving commuters. There's no sign of

Terry. Julia keeps searching. Looks right. Then left. Finally, she spots Terry

boarding the BART train.

JULIA

Terry!

Wait!
Julia rushes forward, squirming through the crowd, until she reaches the doors just as they SLAM CLOSED. She looks through the windows, trying to find Terry amongst the crowd inside.

The train starts to move.

Standing at one of the train's passenger windows, his face and palms pressed against the glass,

is --

THE BLOND BOY

IN THE SUPERMAN SHIRT.

Staring directly at her. Dark circles around his eyes.

He smiles at Julia.

HIS TEETH ARE MADE OF METAL.
Julia stands thunderstruck. The BOY in the window moves past.

The train

shoots into the awaiting tunnel. Julia is left standing frozen and immobile on the platform.

Near the subway entrance, a HOMELESS MAN with HOOKS FOR HANDS is convulsing as he sits against the wall. Eyes wide open. Shaking horribly and staring at nothing.

INT. APARTMENT

BUILDING - UPSTAIRS HALLWAY - NIGHT

Quiet and dimly lit. Several of the lights are burnt out, leaving the hallway drowning in shadows.

The elevator doors open. Terry exits and moves quickly down the hallway. Her face is terrified. Sick.

She arrives at
an apartment. Terry fumbles with her keys.

A soft THUMPING in the hallway. Deep and hollow. Terry spins around, the keys JINGLING in her hand.

Nothing there.

The hall appears to be empty and dark. One of the lights overhead is flickering and BUZZING softly, providing scant illumination.

She takes a step back ...

A soft TINKLING sound at her feet. Terry looks down to find a few pieces of METAL littering the floor. Nuts and bolts. Rods. Alien in design.

Terry's paranoia rises to a fever pitch. She turns the key in the lock. Opens the front door.

INT. APARTMENT

- LIVING ROOM - NIGHT
Terry shuts the door. Locks it. Switches on the lights. Drops her KEYS and CELL PHONE on a coffee table.

She moves briskly into --

INT. APARTMENT

- BEDROOM - NIGHT

An open suitcase on the bed. Terry snatches up a PLANE TICKET and jams the ticket folder into her purse. Slams the suitcase closed.

INT. APARTMENT

- LIVING ROOM - CONTINUOUS

Terry leaves the bedroom, carrying the suitcase, and walks straight towards the front door.

She collects her keys and her cell phone from the table.

THE LIGHTS IN THE APARTMENT SIMULTANEOUSLY GO OUT.

Terry is caught
entirely off guard. She spins around to face the living room. Nobody's there.

Nothing.

SOMETHING BANGS

**AT THE FRONT DOOR. A STEADY POUNDING. THE BANGING GOES ON FOR A FEW SECONDS AND**

**THEN STOPS DEAD.**

Terry's breathing quickens. She puts the suitcase down.

A crack of

**THUNDER** reverberates outside.

Moving with the cautious steps of a small child, she walks towards the front door. Foot by foot.

The only sound is her FRIGHTENED BREATHING. She arrives at the peephole and

looks out into the empty hall.

SOMETHING

**STARES BACK AT HER THROUGH THE PEEPHOLE.**

Moving right in
front of the door. One of its yellow eyes piercing through ... surrounded by

midnight skin pierced with metal bolts and rods.

TERRY SCREAMS

HER LUNGS OUT.

The DOOR

RATTLES like it's going to break off its hinges. Something SLAMS REPEATEDLY

against the wood.

Terry tears through the apartment, feet POUNDING. She rushes into the bedroom.

The front door in the living room BREAKS OPEN.

INT. APARTMENT

- BEDROOM - CONTINUOUS

Terry SLAMS the bedroom door and locks it. Backs away towards the bed, when ...

A HAND REACHES OUT FROM UNDER IT ...
Grabbing hold

of her ankle. Fused together from rotting flesh, human parts, and metal pieces.

Terry pitches forward, SCREAMING, falling to her hands and knees.

The hand starts

dragging her under the bed.

Terry kicks and

claws on the floor. Somehow manages to free herself from the hand's grip. She

goes for the window and pulls it open. Steps outside.

The entire bed

is OVERTURNED and tossed aside.

EXT. APARTMENT

BUILDING - FIRE ESCAPE - NIGHT

Terry is

immediately drenched by the storm. The door within her bedroom can be heard

CRASHING OPEN, followed by a ROARING unlike anything on this earth.

Terry rushes
down the fire escape, FEET BANGING on the metal steps. But she stops
dead in her
tracks when she notices --

SEVERAL FIGURES

...

Standing in the
alley far below. Looking up at her. Waiting.

A sound rises
up behind her. THE SOUND OF FOOTSTEPS BANGING DOWN THE FIRE ESCAPE IN

PURSUIT.

TERRY

(horrified)

Oh God ...

Terry
desperately goes to a window. She pulls it open, stepping inside, THE
BANGING

FOOTSTEPS RIGHT BEHIND HER.

INT. APARTMENT
BUILDING - HALLWAY - NIGHT

The apartment floor is being renovated. Plastic tarps cover the doors and windows. Terry races through the hallway, SCREAMING WILDLY as she POUNDS on the doors.

TERRY

HELP ME! PLEASE

HELP!!!

Terry rockets around the corner. She presses the elevator door button frantically.

The sound of CROAKING and HISSING fills the hallway.

The elevator doors slide open.

Terry lunges into the elevator, hits for the lobby, then starts BEATING FRENZIEDLY on the door close button.
Several shadows appear in the hallway. Getting closer.

Terry SCREAMS WILDLY and keeps pounding the button.

The bizarre HISSING becomes a FRIGHTFUL ROAR just as ...

The elevator doors pull shut. Closing on the unseen things in the hallway.

INT. ELEVATOR - NIGHT

The car starts going down. Floor lights blink above the door.

8 ... 7 ... 6 ...

Terry punches out 9-1-1 on the cell phone's keypad. Nothing comes through the receiver. Only static.

TERRY
Come on ...

She dials again.

4 ... 3 ... 2

More static over the cell phone. Terry has started crying in anguish when the elevator comes to an abrupt halt.

The doors stay closed.

Terry looks above the elevator doors. The floor light reads --

"B"

(Basement)

Terry starts pressing for the lobby. The elevator won't move. She presses the "door open"
button, the alarm button, anything at all. Nothing responds.

TERRY (cont'd)

HELP! SOMEBODY!

HELP ME!!!

Nothing. Futile silence. She's about to try dialing on the cell phone again, when ...

WHUMP. A heavy thudding sound above the elevator car roof. The light overhead flickers like a candle. Terry gazes at the failing light, then tracks her eyes towards the trap door in the roof.

A FEW MORE HOLLOW THUMPS.

Terry is petrified. She takes a step backward. The light flashes off and on again ...

creating a strobe light effect.

Behind her, the elevator doors silently pull open.
Terry's gaze is still focused on the ceiling trap door. Behind her, the basement is pitch black. She continues moving backwards towards the open elevator doors, step after step, completely unaware ...

UNTIL SOMETHING LEAPS OUT OF THE DARK AND GRABS HER.

In the moment it takes to draw a breath and scream, it's already over.

The light goes out.

INT. APARTMENT BUILDING - UPSTAIRS HALLWAY - NIGHT

The lobby is vacant and terribly still. The elevator doors remain closed, a few THUMPING sounds coming from the shaft far below.

Then
nothing.

EXT. SAN

FRANCISCO - STREET - NIGHT

The sound of a

PHONE LINE RINGING.

Julia is

sitting inside of the parked Range Rover, the cell phone pressed against her

ear.

MAN'S VOICE

(from

phone)

Hello?

JULIA

Hello ... is

this Mr. Alba?
Yes.

I'm sorry to call you so late ...

Who is this?

This is Julia Levin. We met a few days ago at graduation. I'm a friend of Terry's.

Beat.

MAN
Who?

JULIA

Terry. Your daughter?

More silence.

JULIA (cont'd)

Hello?

MAN

I don't have a daughter.

JULIA

Excuse me?

MAN
You must have
the wrong number.

JULIA

(beat)

No, this is the
right number ... 

CLICK! The MAN
hangs up the phone on the other line.

JULIA (cont'd)

Hello?

Julia stares at
the cell phone in stunned confusion, until a sharp pain courses
through her
hand. She FLINCHES and nearly drops the phone. Julia checks her
pricked
finger.

The WOUND HAS
GROWN. An infected red spot with an open hole in the center. The skin actually seems to berotting around it, allowing the wound to expand like a sinkhole.

INT. CORNER

MARKET - NIGHT

A small box of aspirin are taken from the shelf.

Paul tightens his fist around the box, shutting his eyes, fighting the excruciating pain in his head. He takes a deep breath and moves to the register.

CASHIER

Need anything else?

PAUL

(weak)

No.
The CASHIER rings him up.

CASHIER

Four
thirty-two.

Paul flips open
his wallet. His face drops into shock.

There's nothing
inside his wallet. No credit cards. No money. No driver's license. Not a
thing.

CASHIER (cont'd)

Something
wrong?

Paul can barely
speak.

PAUL
Um ... I
must've brought the wrong wallet. Sorry.

Paul walks out
of the store.

EXT. CORNER

STORE - NIGHT

Paul stops
outside, running his fingers through his hair, digging them into his skull.

PAUL

(shaking
his head)

That's not
possible ... that's not possible ...

A SHAPE grabs
his shoulder. Paul spins around.
A HOMELESS BAG

LADY stands behind him. Pleading eyes. Dishevelled and caked with grime. She
holds up the drooping sleeve where a hand once was.

BAG LADY

Help me. They
took my hand.

Paul stumbles
back. Horrified.

BAG LADY (cont'd)

(weeping)

They took my
hand ...

Paul turns and
starts running. Faster than he's ever run in his life. Disappearing down the
dark street.

EXT. SAN
Small and
trendy. Young clientele.

INT. COFFEE

SHOP - NIGHT

Julia sits at
an empty booth. Staring at various black and white photographs of
graduation.

The four friends are sitting together on the back porch, smiling for
the camera.

She squeezes
her finger to help numb the pain, her mind turning.

JULIA

(to
herself)

Joey ...

(then)
Terry, what
were you talking about?

Julia flips to
another photograph. A picture of Julia, Paul, Sam, and Terry on the
UCLA campus.

Dressed for graduation.

Julia shakes
her head. Her eyes are locked on the faces of her friends.

JULIA (cont'd)

There's four of
us. There's only four of us.

Beat.

She studies the
picture ... Beat. Julia sits up in her chair.

A revelation
crosses her face.

JULIA (cont'd)
(a whisper)

Who took the picture?

Julia looks like she's falling into a deep hole. Her mind is racing for answers.

FLASHBACK: INT.

CABIN - LIVING ROOM - DAY

JULIA

I've been fantasizing about a guy.

TERRY

Anyone we know?

FLASHBACK: EXT.

CABIN - FRONT DRIVEWAY - NIGHT
The BLOND

STUDENT sits back on the hood of a sports car. The tattooed "S" insignia visible on his shoulder.

TERRY (V.O.)

(cont'd)

There were five of us. He came up in his own car.

FLASHBACK: EXT.

SAM'S HOUSE - GARDEN - DAY

Paul smiling his killer grin at Julia. Wearing his white shirt and gold and blue striped tie.

TERRY

(V.O.)

He was Paul's best friend --

FLASHBACK: INT.
SAM'S HOUSE - BEDROOM - DAY

The BLOND

STUDENT loosens his gold and blue striped tie from his white shirt collar as he undresses.

TERRY (V.O.) (cont'd)

-- they always wore the same thing for Christ sakes.

INT. COFFEE SHOP - NIGHT

CLOSE ON
Julia's HORRIFIED FACE.

JULIA

(completely lost)

No ...
FLASHBACK: INT.

SAM'S HOUSE – BEDROOM – DAY

The BLOND

STUDENT standing half-naked in front of Julia. Holding a pair of ripped jeans.

JULIA (cont'd)

I'm sorry. I

was just using the ...

(laughs)

Really. I'm

sorry.

STUDENT

I'll forgive

you this once.

FLASHBACK: INT.

CABIN – LIVING ROOM – NIGHT
Julia turns her
head and gazes at ... 

THE BLOND
STUDENT ... 

Sitting in a
chair. Smoking a cigarette. Smiling down at her.

TERRY
(V.O.)

It's just a
fantasy.

FLASHBACK: INT.
CABIN - LIVING ROOM - NIGHT

Candles have
been placed around the room. Paul and Terry are asleep on the floor.

Blood drips
over the SUPERMAN TATTOO on Joey's shoulder.
Julia slowly
awakens to the sounds of JOEY SCREAMING over sickening RIPPING SOUNDS like cloth
being torn in half.

There are SILHOUETTES ON THE WALL of THREE
FIGURES tearing off pieces of something in the room. Large flaps. Chunks. Moving
rapidly and ferociously.

Julia spots Sam
SCREAMING across the room.

SAM

(shrieking)

JOEY!

Julia turns her
head in the direction of the ripping and tearing sounds. Her eyes slowly widen
as her mouth drops into a soundless, petrified look of horror.

A hand with
midnight skin, six fingers, and punctured with steel rods covers her eyes.
INT. COFFEE

SHOP - NIGHT

A plate SMASHES

on the floor.

Julia is jolted

out of her thought, looks over to find a WAITER picking up the pieces. The

lights flicker in the shop. This unnerves Julia completely. She starts gathering

the photographs together.

She becomes

aware of the pain in her finger again. Looks at the scab.

JULIA

(a whisper)

Terry's legs

... Paul's headaches ...

A thought
crashes like thunder in her head.

JULIA (cont'd)

Oh no ...

Julia quickly grabs a knife from the table. She gets up and walks straight to the ladies restroom.

INT. COFFEE SHOP - RESTROOM - NIGHT

Crammed and dirty. Julia holds her finger over the sink.

With the point of the knife's blade, she begins digging into her finger. The pain is immediate.

Julia grimaces, tears forming in her eyes, as the wound blossoms bright red.

BLOOD DRIPS INTO THE SINK.

Julia drops the
knife into the sink and pinches the wound. Squeezing hard.

A SPECK OF METAL FLASHES INSIDE THE WOUND.

Julia continues squeezing, tears rolling, fingernails digging into the wound as ...

THE TIP OF A METAL SPLINTER PUSHES UP THROUGH THE BLOOD.

Julia starts pulling it out of her finger. The splinter rises from the wound ... and rises ... and rises ...

More blood spatters into the sink.

Julia is GASPING and CRYING as the pain becomes excruciating. The glittering splinter is five inches long and growing.

THE SPLINTER IS PULLED OUT. IT'S SEVEN INCHES LONG.
Julia drops the splinter into the sink. She moves away from the counter, back towards the living room, unbelieving, horrified ...

She stumbles towards the door.

INT. COFFEE SHOP - NIGHT

Julia walks out of the restroom. Stops cold.

Everyone in the coffee shop is staring at her. The customers. The waiters.

The lights are dimming. A lack of power.

Julia forces herself to move. She goes to her table, picks up the photographs, and suddenly notices that in the graduation pictures --
SAM AND TERRY

HAVE DISAPPEARED. ALMOST AS IF THEY NEVER WERE A PART OF THE PHOTOS. PAUL AND

JULIA ARE TOGETHER IN EVERY PICTURE -- ALONE.

Julia grabs the

photographs and turns around.

The customers

in the coffee shop are standing now. Their eyes are dark shadows. Something

about the way they stand is completely unnatural. All wrong.

Panic begins to

settle in. Julia quickly walks to the door.

WAITER

Julia?

She turns. The

waiter stands behind her. Eyes burning.

WAITER (cont'd)

(menacing)
Why'd you take it out?

That's enough.

Julia gets the hell out of there.

EXT. COFFEE SHOP - NIGHT

Julia bolts out the door and rushes across the street. She reaches her car, disarms the alarm, and gets inside.

INT. RANGE ROVER - NIGHT

Julia drops the photos into the passenger seat. Starts the car. The CELL PHONE RINGS. She answers it.

JULIA

Hello?
EXT. SAN

FRANCISCO - MARKET STREET - NIGHT

Paul on a pay
phone. There's panic in his voice.

PAUL

Julia. It's
Paul.

JULIA

Where are
you?

PAUL

At a pay
phone.

JULIA

What about your
Dad?

PAUL

He wouldn't let me in. He told me he didn't have a son.

(then)

Julia,

INT. RANGE
ROVER - NIGHT

INTERCUT
between Julia and Paul.

JULIA

Then it's already started.

PAUL
What's started?

Terrified beat.

Julia trains her eyes on the coffee shop.

JULIA

Listen. There's not much time. They're watching me right now.

PAUL

Who is?

JULIA

Just listen to me. There were five of us at the cabin.

(beat)

Your best
friend was with us. Joey. He had blond hair. He had a Superman tattoo on his
shoulder.

PAUL

I don't know

anyone named Joey.

JULIA

That's because
they erased your memory. If you remembered him ... if you remembered
what they
did to him, you might run like Sam. That would make it hard for them
to hunt you
donw.

PAUL

Where's
Sam?

JULIA

He's dead.
PAUL

What?

JULIA

They killed him.

PAUL

They?

JULIA

Monsters.

Paul can barely stand up. His skull is pounding.

PAUL

Monsters?
JULIA

They really
exist, Paul. They use human beings for parts. Like machines.

PAUL

I can't take
this.

JULIA

What you saw in
the forest wasn't a hallucination. They've been watching us the entire
time.

Following us.

PAUL

I can't --

JULIA

There's a
tracking device in your head. Right where the scab is.
Her words sound chilling in the night air. Foreboding and deadly. Paul is filled with dread.

PAUL

My head?

JULIA

They want us for parts. That's why they're tracking us. They take the skin and wear it.

PAUL

Just let me think for a second.

JULIA

They already got Sam and Terry. And now they're making us disappear.

(then)
Think about it.
Your wallet. Your father.

PAUL

It can't be true.

JULIA

It is true!
We're next!

Paul becomes upset. He nods with grave understanding.

PAUL

What are we gonna do?

JULIA

We have to get
back home. They're all over the place, but we can make it.

PAUL

Okay.

JULIA

Where are you?

PAUL

Just below Union Square. Right near the cable cars. Where they turn them around.

JULIA

All right.

There's a subway station near there.

PAUL

I can see it.
JULIA

Wait for me. At
the top of the stairs. I'll be there in five minutes.

PAUL

Okay.

JULIA

I love you.

PAUL

(in pain)

I love you.
Please hurry.

Paul hangs
up.
INT. RANGE

ROVER - NIGHT

Julia tosses
down the cell phone. The car engine STOPS.

JULIA

What now?

She tries to
start the car, but it the engine won't turn over. Just as she's about
to try a
second time, she looks out the windshield.

SEVERAL DARK

SHAPES STAND IN FRONT OF THE ROVER. WATCHING. THE CUSTOMERS FROM THE
COFFEE

SHOP. SOME ARE STANDING RIGHT OUTSIDE THE DOOR. OTHERS ARE SILHOUETTED
IN THE

STREET.

Julia

frantically tries to start the car again. No dice.

She rips open
the door.

EXT. COFFEE SHOP - NIGHT

Julia takes off running. The SHAPES pursue.

EXT. SAN FRANCISCO - STREET - NIGHT

Julia turns a corner and runs straight into an intersection.

A HORN BLARES as a BUS barrels towards her.

Julia barely

leaps out of the way as the bus SCREECHES to a halt, nearly running her down.

She rises to her feet as the bus starts moving again.

Several of the passengers have their faces pressed against the windows. Watching her. Dark circles around their eyes.
Julia keeps going. The PURSUING CUSTOMERS from the coffee shop are marooned on the opposite corner by traffic. They stand motionless. Watching her escape.

EXT. SUBWAY

STATION ENTRANCE - STAIRS - NIGHT

A long flight of stone stairs leads down to the BART and MUNI stations below. Paul sits down on the steps. Looking. Waiting.

EXT. SAN

FRANCISCO - MARKET STREET - NIGHT

Julia charges down the sidewalk. Weaving past bystanders.

As she runs,

Julia brushes past THE LITTLE GIRL from Sam's graduation party. Standing abnormally. She watches Julia race off into the crowd with cold, soulless eyes.
EXT. SUBWAY

STATION ENTRANCE - STAIRS - NIGHT

Paul is sitting
still. His head cradled in his hands.

A SHAPE appears

PAUL

Hey ...

EXT. SAN

FRANCISCO - MARKET STREET - NIGHT

Julia races
across the intersection and streaks towards the subway station entrance.

EXT. SUBWAY

STATION ENTRANCE - STAIRS - NIGHT

Paul is nowhere
to be found. The stairs are empty.
JULIA

Paul?!  

Julia looks around desperately. She can't find him in the crowds on the sidewalks. She turns and looks down the stairs towards the open entryway to the subway system.

Paul is walking through the entryway. A friend with him is patting him on the shoulder. Just after Paul has disappeared through the entryway, the friend turns around.

IT'S SAM.

His lips are parched, pitch black eyes bulging, his features somehow more twisted and unfamiliar. His face twitches as he stares coldly at Julia, and he runs.

SMALL PIECES OF METAL DROP FROM SAM'S PANTS LEGS AS HE DISAPPEARS THROUGH THE ENTRYWAY.
JULIA
(cont'd)

PAUL!

She frantically
rushes down the stairs.

JULIA (cont'd)

THAT'S NOT
SAM!!! PAUL!!!

She rushes
through the entryway.

INT. SUBWAY

STATION – UPPER LEVEL – CONTINUOUS

The upper level
is almost completely empty save a few kids and late-night commuters. Julia is

hysterical now. The first time we've seen her lose control.

She looks
around frantically. Spots Paul and Sam going down the escalator together.

JULIA

Paul!

Julia rushes
towards the turnstiles. Jumps them. A GUARD steps out of his booth.

GUARD

Hey! You need a
ticket! Hey!!!

She keeps
going.

INT. SUBWAY

STATION - PLATFORM - NIGHT

Paul and Sam
reach the bottom of the escalators. They move towards the platform. The lights
start twinkling. Losing power.
PAUL

(confused)

I thought you
said she'd be here.

Sam smirks
back, mute ... and GRABS HIM BY THE THROAT.

The lights GO
OUT.

INT. SUBWAY

STATION - ESCALATOR - CONTINUOUS

Julia bolts
down the escalator.

INT. SUBWAY

STATION - PLATFORM - NIGHT

She reaches the
platform and rushes to the center.
There's nobody else down there. The lights are flickering. Slowly, they return to normal.

JULIA

(calling)

Paul?! No response.

A train RUMBLES through the station. Julia moves to the opposite side and looks.

Resting on the tracks, leading into the tunnel, are a trail of metal pieces. Exactly like the ones from the cabin.

Julia looks back. The GUARD is coming down the escalator.

Without
hesitation, she jumps down to the tracks. Moving quickly and bending down to
avoid being seen, she rushes into the awaiting subway tunnel.

INT. SUBWAY
TUNNEL - NIGHT

Drowned in
shadows. An unnatural silence fills the tunnel.

Julia moves
cautiously amongst the tracks. Eyes scanning the darkness. Following the trail
of discarded metal.

A SHARP
HISSING.

Julia spins
around. A few more HISSING SOUNDS rise from electrical sparks on the tracks.
Blue light flashes within the tunnel. Then, it ceases.

She turns back
to continue her search, wind sifting through her hair, when she finds --
A LARGE

HOLE

At the base of
the subway wall. Julia reaches down and palms a few metal pieces at the base of
the hole.

She peers
inside. A dull flickering light flashes within.

Julia takes a
calming breath. She moves into the hole.

INT. CRAWL

SPACE - CONTINUOUS

A narrow and
claustrophobic space. Julia squirms through the confined space, pulling herself
towards the flashing light.

INT. CORRIDOR -

CONTINUOUS

Julia pulls
herself through another opening and finds herself standing in the threshold of a corridor. Both the walls and floor are constructed of crude metal grates and long pipes. Anything could be hiding within. Waiting.

She moves slowly into the corridor, a STROBE LIGHT flickering around her. She gropes towards another opening.

The sound of her TERRIFIED BREATHING is slowly replaced by the RHYTHMIC HUMMING OF MACHINES.

INT. STAIRWELL

- CONTINUOUS

Steam rises from the pipes. Bathing the stairwell in mist.

The fluorescent lights above are glimmering in the darkness. Julia stands at the top of the stairwell. She can't even see the bottom of the steps.

Carefully, she
starts moving down. Her hand gripping the metal railing.

The HUMMING OF

MACHINES grows louder ...

Her foot

accidentally kicks a few pieces of metal on the steps. A light
CLINKING as the

metal scatters down ahead of her.

The HUMMING OF

MACHINES is closer now. Just beyond the sheathing clouds of blue and white

mist.

The metal

railing is suddenly replaced by HUMAN BONES.

Julia pulls her

hand away from the railing. Looks skyward and discovers more BONES are being

used to brace the ceiling along with metal beams.

She stops.

Shutting her eyes in fear. Starts to lose control.
From somewhere within, she manages to steady herself. Keeps going through the awaiting steam curtain at the bottom.

INT. MAIN

HALLWAYS - CONTINUOUS

The steam parts to reveal a dark space. Cold and damp.

Julia moves into the main hallway, stumbling through a hallway that can best be described as a living nightmare. Mammoth pipes and human skin has been fashioned together into a wall, pulsating with the HEARTBEAT OF MACHINES that saturates the entire hallway.

Steam jets into the hallway intermittently from the pipes. Creating great clouds.

Julia is beyond horrified. Her face registers a numbness. Complete and total astonishment.
Human bones and body parts have been so expertly fashioned into the corridor that it's impossible to distinguish where the organic ends and the mechanical begins.

She enters another corridor. Her face is struck by a JET OF HISSING STEAM.

She presses onward. Slipping past the skulls and littered metal on the floor.

Another BLAST OF STEAM.

Something leaps out of the middle of it.

Julia whirs back around a corner, pressing flat against the wall as a BLACK SHAPE moves through the steam. Unidentifiable features. Movements that suggest nothing by chaos and madness.

The SHAPE HISSES and CROAKS in the hallway.
Julia waits.

She doesn't even breathe. The HISSING stops.

She gradually turns to peek back into the hallway where the thing once stood.

CLOSE ON JULIA'S EYES

as she looks around the corner. The shape has disappeared.

Carefully she keeps going forward. Drenched in water and sweat. Slipping through the steam clouds that mask another entrance.

INT. LAIR - NIGHT

A massive room where empty human skins are dangling from hooks, complete and preserved from head to toe. The skins sway and rock gently in the draft. Thousands of them.
Julia moves
towards the center of the room.

A large
OPERATING TABLE awaits. But the surface of the table is sunken like a water
basin. Next to the table is a pedestal littered with BLOODY INSTRUMENTS. Cutting

Julia notices
that Paul's torn clothes are resting at the foot of the table. Shirt shredded to

Her breathing
quickens. Her heart POUNDING.

She reaches the
foot of the table. Paul is lying within the basin, completely naked and
partially covered with LITTERED BODY PARTS. Organs and entrails.

The basin is
filled with water and blood. An immobile form is resting next to him.
Julia moves quickly. She tries to wake him up.

JULIA

Paul. Paul,

wake up.

He stirs. His

nose crinkles slightly.

JULIA (cont'd)

Wake up.

She grabs him

and lifts him up. He starts COUGHING.

JULIA (cont'd)

You've gotta

hurry.

(then)
Here ...

Julia grabs his
jeans. She helps him slide down from the basin and he pulls them on.

A skinned HAND

grabs hers. Julia yelps a SCREAM.

The other form

-- a THING in the basin -- rises

and turns. Slicked with blood. Empty sockets where the eyes should be. Mouth

falling open. A horror that shouldn't be alive.

Julia SCREAMS

again.

Her free hand

grabs a HOOK from the pedestal and swings the blade into the thing's neck. Blood

fountains up.

The thing

begins SHRIEKING.

With Paul
leaning on her for support, Julia rapidly heads for the door.

INT. MAIN

HALLOWAYS - CONTINUOUS

Julia navigates her way through the hallways. Moving blindly through sudden JETS OF STEAM, the sound of MACHINES around them. Paul leans on her, his eyes remaining closed, COUGHING and stumbling.

JULIA'S POV

Racing through the halls. The steam clouds suddenly EXPLODING into her view.

INT. STAIRWELL

- CONTINUOUS

Julia reaches the stairwell and helps Paul climb the steps. She looks back over her shoulder. Nothing behind them.

INT. CORRIDOR -
CONTINUOUS

Julia stops at
the corridor opening. The strobe light FLASHES within. Clicking.

The corridor
looks empty. Nothing but pipes and shadows.

JULIA

We're almost
there.

Julia turns to
Paul and finds a face with glaring yellow eyes and metal teeth. He
stares back
at her.

A moment of
sheer horror. Julia reels back into the corridor. Pressed flat against
the wall.

Sliding towards the crawl space opening.

Paul starts
advancing into the corridor. Grinning with teeth that flash with every
click of
the strobe light.

She keeps
sliding away ...

He grabs his
chest and RIPS IT OPEN, tearing the covering skin apart as he would a
shirt. A
menagerie of human bones and metal are revealed behind it.

Julia tries to
scream. Eyes wide. She can't make a sound.

Paul tears the
skin covering his chest wider. Pulling it away. Stripping himself
clean.

Julia reaches
the crawl space. Sliding down.

The last pieces
Paul's skin are torn off. The thing that had been pretending to be
Paul stands
in his place.

Only brief
glimpses are allowed by the strobe light. An abysm of immemorial lunacy

consisting of fashioned human parts and twisted metal. A human heart beating

within exposed ribs. Bones combined with pulleys and rods. The face of a skull.

A contradiction of all matter and cosmic order.

Julia slips

back into the crawl space. Still trying to scream.

INT. CRAWL

SPACE - NIGHT

Julia drags

herself through the crawl space. Moving quickly. Panicked.

INT. SUBWAY

TUNNEL - NIGHT

Julia squeezes

herself through the exposed hole. She kicks to her feet and tears off into the tunnel.

INT. SUBWAY

TUNNEL - STATION OPENING - NIGHT
Julia has
almost reached the platform opening for the train.

BEHIND HER, A
CHORUS OF PURSUING MONSTROUS SCREAMS RISE UP WITHIN THE TUNNEL.

INT. SUBWAY
STATION - PLATFORM - NIGHT

Julia runs
directly parallel to the subway platform. The lights alongside of her start
flickering and go out, one by one, as she advances.

THE HISSING AND
SCREAMING CONTINUES TO RISE.

She reaches the
opposite tunnel and grabs hold of the platform, pulling herself up.
The platform
goes dark.

Appearing out
of the far tunnel are a DOZEN DARK SHAPES, scampering along the walls and
running on all fours across the tracks. Their characteristics barely visible.

Julia kicks

back as the shrieking things bear down on her, yellow eyes flaring in the dark,

metal teeth flashing.

Julia tries to

run for the escalator, but the things cover the walls behind the tracks. Ready
to spring.

Finally, one of

the monsters does leap towards her ...

AND IS SMASHED

TO BITS BY AN APPROACHING BART TRAIN.

Reducing the

monster to a few vestiges of scattered metal. The other creatures on the tracks

are also run down.

Julia watches

as the train RUMBLES past. And then, silence.
Nothing is left except for a few swirling newspapers. The lights flicker and come back to life.

Rising up to her feet, rescued from death by chance, Julia starts backing towards the escalator. Her eyes locked upon the darkened tunnel before she turns and races up.

EXT. SUBWAY
STATION ENTRANCE - STAIRS - NIGHT

Rain has started falling again. Pelting the stairs.

Julia dashes up the stairwell and sprints into the street. She doesn't look back.

DISSOLVE TO:

EXT. SAN FRANCISCO - STREET - NIGHT
The rain falls
so heavily that it creates a dense, blue FOG which shrouds the entire street.

Julia appears
through the storm, running towards a telephone booth on the street corner. She
rips open the door, steps inside, and slams the door shut.

INT. PHONE
BOOTH - NIGHT

She drops a few
quarters into the phone. Dials. And waits.

INT. LEVIN
HOUSE - LIVING ROOM - NIGHT

Dark and still.
Lightning frames the windows. The picture of Julia and her mother rests near a
phone as the line RINGS.

Guy comes
downstairs and answers the portable.
GUY

Hello?

Static.

GUY (cont'd)

(bewildered)

Is anyone there?

INT. PHONE

BOOTH - NIGHT

A flash of LIGHTNING outside.

JULIA

Daddy? ... It's Julia ...
They might still be around ... feeding on power from the phone lines. Can you hear me?

... Dad?

GUY

I can't hear you. Hello?

Beat.

JULIA

Daddy, help me ... help me, please ...
More STATIC
resounds over the phone. Guy hesitates a moment, then returns the portable to
the cradle.

INT. PHONE
BOOTH - NIGHT
CLICK. The line
is abruptly cut off.

Julia begins to
cry. She covers her face with her hands. The tears roll through her fingers.

Guy stares at
the phone for a moment. A strange
feeling. Something isn't right. He thinks a moment. Then shakes it off and heads
upstairs, moving directly past the picture next to the phone.
JULIA IS GONE.

VANISHED FROM THE PICTURE WITHOUT A TRACE. ONLY HER MOTHER REMAINS.

Lightning

flashes across the picture's glass frame.

DISSOLVE TO:

INT. SAN

FRANCISCO - SUBWAY STATION - DAY

The afternoon

rush of people trying to get home.

A GROUP OF

THREE COLLEGE STUDENTS come down the escalator into the station. CONNOR is among

them, now eighteen and wearing a Berkeley sweatshirt. His friends are BARRY and

MIKE.

BARRY

Why the hell

didn't we bring the car?
CONNOR

You wanna pay
for gas?

BARRY

Better than
this shit. I hate BART.

MIKE

He has a point.
I made the mistake of trying to use the bathroom. What do these people do? Stand
with their ass hanging over the toilet and aim?

Connor checks
his watch.

CONNOR

We're late.
Party started an hour ago.
MIKE

We'll make it.

BARRY

(trace of sarcasm)

Yeah Connor.
Relax. We might get there right after the kegs dry out.

CONNOR

(resigned)

I should study anyway.

A FEMALE VOICE

calls out from across the platform.

FEMALE VOICE
(O.S.)

Connor?

He turns around

and scans the crowd, locating a ragged figure that moves quickly towards him.

With her dirty clothing and sunken eyes, it takes a moment to register. This is

Julia. Her skin is pale. Her hair is stringy and knotted.

JULIA

I've been

looking for you.

CONNOR

What?

BARRY

(hushed)

Great.
MIKE

Just ignore

her.

JULIA

They tried to

get me. Several times. But I

managed to get away. I've always managed to get away.

A train rushes

into the station. Connor is speechless.

CONNOR

I'm ... sorry

..

JULIA

But you'll help

me. You will help me.

Connor raises
his hands and backs towards the train as the doors slide open. His friends are
already aboard.

CONNOR

I'm sorry.

JULIA

No, wait ...

it's Julia ... don't you remember?

He gets into

the train. His friends are laughing. Connor turns to his friends with
a look of

smirking disbelief.

CONNOR

How the fuck
did she know my name?

BARRY

She heard me
say it.

CONNOR

Jesus
Christ.

JULIA

(overlapping)

It's Julia! I'm
your sister!

The doors slide
closed in her face.

INT. SUBWAY

TRAIN - DAY

Julia begins
beating on the doors to be heard. Connor and his friends are a little
freaked
but they're still laughing at her.
JULIA

PLEASE! CONNOR!

I'M YOUR SISTER!

The train

starts to move. People inside move in front of the doors and block Julia's view

of her brother.

JULIA (cont'd)

PLEASE DON'T

LEAVE ME! CONNOR!

Julia runs

alongside the train. Still beating on the doors. Her face awash with tears.

JULIA (cont'd)

THEY'RE GOING

TO KILL ME!!!

(shrieks)
The train picks up speed. Julia is left behind.

The grinding of the wheels is heard as the train moves into the subway tunnel. THE SOUND OF MACHINES drowns out every other sound and consumes all.

BLACKOUT.