

THE FOG

By

Cooper Layne

FADE IN

ON AN OLD STONE LIGHTHOUSE

Standing sentry on a rocky bluff, high above the POUNDING SURF.

And as we GET CLOSER, we see A MAN STANDING IN THE WINDOW, staring out at the vast sea with troubled eyes.

INT. THE LIGHTHOUSE - DAY

Inside the small, glass-enclosed room, the MAN sets a pen and ink on a writing table. He opens a leather-bound book, the cover of which reads:

JOURNAL OF PATRICK MALONE

He inks the pen and begins to write.

MALONE (V.O.)
April 21st, 1905. The die is
cast...

ON A STRETCH OF WHITE SAND BEACH - NIGHT

TWELVE MEN stand in a line. Some hold kerosene lamps. All are dressed in black, like their mood.

MALONE (V.O.)
A vote has been taken and our
decision made. I have volunteered
to carry-out the deed, much to the
dismay of my Erica and the
children...

MALONE moves down the line of men. The last of them hands him an official-looking PARCHMENT, rolled and tied with a ribbon. Without ceremony, MALONE turns and walks towards

THE OCEAN - NIGHT

Where two OARSMEN shove a longboat into the surf. MALONE gets in, and we'll notice some cargo, lashed-down under a tarp.

MALONE (V.O.)
My mind races with the thought of
what I must now do. Of what must
be done.

And as they put out to sea, MALONE looks back to find...

ELEVEN MEN standing on the beach. Silent. Watching.

ON MALONE

STEADY ROWING is the only SOUND we hear. MALONE sits rapt in thought, when something up ahead catches his eye. The OARSMEN stop rowing and we

REVERSE ANGLE to reveal an advancing FOG BANK, not 50 feet ahead. The OARSMEN look to MALONE.

MALONE

Afraid of a little fog, are we?

He nods at them to press on. They pick up the rhythm again, disappearing into the swirling mist...

INT. A SHIP'S HOLD - NIGHT

MOVING through the belly of a clipper ship, a labyrinth of light and shadow, lit by hanging lanterns swaying from the rafters.

There are PEOPLE in here, scurrying about, performing what we'd guess are their assigned duties. They are oddly dressed in cloak and shroud, and we cannot see their faces.

A MAN, dressed like the others, descends the creaky stairs into the hold. His name is BLAKE, and we can tell by the deference paid him, he is their leader.

He walks amongst them with his lantern, offering a gentle pat on the back or a quiet nod...

INT. CAPTAIN'S QUARTERS - NIGHT

BLAKE enters the room. A WOMAN sits at a dressing table, facing away from us, brushing her long, dark hair. We notice her HAIRBRUSH -- made of pure gold, engraved with INTRICATE PATTERNS...

On hearing BLAKE enter, she pulls her shroud up over her head and turns. We see her only in profile, and from this angle, she is unmistakably beautiful.

BLAKE walks over to her. She looks up at him, uneasy. Reassuringly, he reaches out to touch her face.

BLAKE

Don't worry. This is a new beginning. For all of us.

When he pulls his hand away, there is milky-white MAGGOT wriggling on his fingertip. This doesn't seem to bother him in the least, as he flicks the thing away.

Then he leans in to kiss her and his lantern lights the half of her face we couldn't quite see...

...covered in pus-filled boils and sagging, gangrenous tissue. But her eyes are alive and filled with love for this man.

They kiss.

EXT. OPEN WATER - NIGHT

It's as if we've been swallowed whole by a thick and undulating fog, creeping in on us from every side. Again, we PICK UP the ROWING SOUND...

...which seems to be coming at us, then we could swear it's moving away. We're becoming more and more disoriented now. Up is down and down is up and soon the SOUND seems to wrap around us like the fog itself, when...

THE BOW OF THE LONGBOAT

PIERCES the mist. There's a DULL THUD as the LONGBOAT bangs into something not yet seen. The OARSMEN stow their oars as MALONE raises his lantern and WE SEE WHAT THEY'VE HIT...

THE BATTERED HULL OF THE CLIPPER SHIP.

Light spills from tiny portholes belowdecks, illuminating the name painted on her bow:

ELIZABETH DANE

MALONE draws a pistol. The OARSMEN look surprised. MALONE reaches out, RAPPING on the Dane's hull with the butt:

KNOCK! KNOCK! KNOCK! KNOCK!

INT. CAPTAIN'S QUARTERS - NIGHT

CLOSE ON a pair of embracing hands. WIDEN to reveal they belong to BLAKE and the WOMAN. He gets up to leave, but she doesn't want to let go.

BLAKE

It's going to be fine. I promise
you with all my heart.

EXT. THE LONGBOAT - NIGHT

MALONE sits in the LONGBOAT, pistol stowed, bobbing alongside the DANE, when A CLOAKED SHAPE leans out over the gunwale --
BLAKE.

BLAKE
Williams?

MALONE
(looking away)
Yes.

BLAKE disappears momentarily. A leather SATCHEL comes flying over the rail, practically hits MALONE in the head.

MALONE takes out the PARCHMENT we saw earlier, places it in the satchel, flings it back up on deck.

MALONE
Leave the gold on deck and get your people down below. I'll not subject myself to your wretched...

A rope-ladder is dropped over the side. The OARSMEN rise.

MALONE
Wait.

MALONE takes out a knife, slashes open the tarp, revealing the cargo: three large cans marked KEROSENE. The shocked OARSMEN look to MALONE -- nobody said anything about this...

EXT. ELIZABETH DANE'S DECK - NIGHT

First one up, MALONE lifts his lantern. The deck appears empty, save for a rusted metal CHEST. MALONE goes over and flips open the lid to find it brimming with GOLD COINS.

He dips into it, letting the cold wealth run through his fingers, startled when HE HEARS SOMETHING...

MALONE holds up his lantern, sees BLAKE's cloaked shape standing at the bow.

BLAKE
You're not Williams.

MALONE
No. But I represent his interests. His, and the rest of the town fathers.

MALONE'S hand slips behind his back, producing the PISTOL.

MALONE
We want the rest of your gold, Blake. All of it.

BLAKE

The deal we made was more than fair. Take what's there, and go.

MALONE nods to the OARSMEN who crack open the KEROSENE, begin dousing the Dane's wooden deck.

BLAKE

In God's name, what kind of people are you?

MALONE lights a wooden match with his thumbnail, holds it over the deck -- something for BLAKE to think about.

BLAKE

Alright! I'll need to go below.

MALONE

(blows out the match)
Go on. But if you try anything, the ship burns.

MALONE turns the pistol on his own men.

MALONE

Go with him.

OARSMAN #1

Please... Don't make us go down there... With them.

MALONE

Down there...
(cocks the pistol)
Or up here.

INT. BELOWDECKS - DANE - NIGHT

We descend into the ship's hold, crowded with BLAKE'S people. The OARSMEN follow BLAKE, covering their noses at the unbearable stench.

EXT. ELIZABETH DANE'S DECK - LATER - NIGHT

MALONE stands waiting impatiently at the hatchway. One of the OARSMEN starts to come up the ladder. MALONE puts his boot on the man's shoulder.

MALONE

Gold first. Then you.

A heavy CHEST is thrust upwards. MALONE grabs it by the handle...

The OARSMAN starts back up the ladder, when MALONE kicks him in the teeth, sending him tumbling back down.

MALONE kicks over a full can of KEROSENE, which goes spilling into the hold. BLAKE looks out from the shadow of his cloak, EYES dark and malevolent, fixing MALONE with a cursed stare.

MALONE recoils at this, dropping his lantern into the hold. We hear a WHUMPH as the kerosene ignites. And then we hear the SCREAMS as MALONE slams the hatch shut. He shoots the bolt across and BASHES THE HASP, rendering it useless, sealing them in.

Forever.

In a hurry now, MALONE slides the first chest to the edge of the deck, but it's heavy and he'll never get it down the rope ladder by himself. In a greedy panic, he spots the Dane's lifeboat, suspended by ropes at deck level.

THE LIFEBOAT - A MINUTE LATER

MALONE has loaded both chests into the lifeboat. SMOKE billows up through the planks of the Dane's deck. People are SCREAMING down below, POUNDING for a way out.

MALONE gets into the lifeboat, takes his knife and SLASHES the ropes holding him aloft...

But one of the ropes SNAGS in a pulley, dropping the bow sharply. The weight of the chests sends them SMASHING through the first two bench seats, threatening to crash right through the bow and into the water.

MALONE LUNGES FOR THEM as the lids POP OPEN, sending hundreds of gold coins to the bottom of the sea, when

The hung rope FREES ITSELF. The life boat falls, smacking down into the water. Relieved, MALONE turns his back on the smoldering ship, picking gold coins off the floor of the lifeboat, when

A HAND SMASHES THROUGH ONE OF THE PORTHOLES, burnt flesh dripping from the bone, locking MALONE in a death grip!

Out of his wits, MALONE struggles to break free, HACKING at the hideous hand, bashing at it with an oar as the SCREAMS from inside the DANE build into an unholy frenzy.

With a last, bone-crunching WHACK, the hand withers and MALONE is free. He rows away from the doomed ship using all his strength, gliding past a barnacle-encrusted BUOY...

And WE HOLD ON THE BUOY, bobbing in the ocean, as a hundred years of time and tide pass before our eyes...

A SLEEK WHITE CHARTER BOAT powers past the BUOY, splashing it with a glassy sheet of water.

NICK CASTLE, 20, is on the FLYBRIDGE, at the helm of this 42-foot luxu SPORT-FISHING BOAT. His hair is blown back by the wind, emphasizing his raw good looks. His SWEATSHIRT tells us who he's working for: **ANTONIO BAY SPORT-FISHING CHARTERS.**

WORKING THE REAR OF THE BOAT is BRETT SPOONER, 20, Nick's best friend and fellow employee. Simple, honest, made of good stuff, SPOONER'S got a mop of surfer's hair, and hasn't yet lost all his baby fat...

SPOONER uses a mean-looking BONING KNIFE to splay open a yellowfin, while TWO SUNBURNED FISHERMEN drink beer after a day on the water. SPOONER offers up a slice of raw tuna.

SPOONER

Sushi?

The FISHERMEN decline, so SPOONER happily sucks it down, and as the boat breezes by us, we'll notice the name painted her stern:

SEAGRASS.

EXT. ANTONIO BAY - HARBOR - SUNSET

As the SEAGRASS glides-in under the harbor lights, NICK begins STRIPPING down to his boxers...

EXT. THE SEAGRASS - MARINA - DUSK

NICK expertly parks the boat in its slip. He shuts down the engines, grabs his clothes and slides down the ladder onto the deck, where the FISHERMEN are gathering their gear.

NICK

(in a hurry)

Thanks for your business, guys.
See you next year. Hustle it up,
would you, Spooner?

SPOONER pulls two big fish from the FREEZER in the hold.

SPOONER

Dude. Nice underpants.

INT. CHARTER BOAT - LATER - DUSK

SPOONER enters the cabin, looking for NICK.

SPOONER

Yo, Nick!

NICK (O.S.)

In here.

INT. THE HEAD - DUSK

NICK stands shirtless, lean and muscled, hair wet from a shower. He buttons his jeans, straps on his watch, checks the time -- he's way late.

SPOONER dances into the doorway, stands beside NICK in the mirror. He pulls his shirt up over his considerable belly.

SPOONER

Look -- twins.

NICK

Dream on.

SPOONER

Not you an' me. These.

SPOONER starts tracing little circles around his nipples.

NICK

Don't bug me, Spooner. I'm late.

SPOONER

For what? We still got decks to swab.

NICK

Elizabeth's coming home tonight.
I'm picking her up at the train.

SPOONER

Wait, wait, wait. I remember you
telling me this...

NICK

So you do have one brain cell
left...

SPOONER

...to which I think I responded,
her mom will slice off your teeny
weeny little balls, and have
herself a Nick's special.

(off NICK'S look)

Testicle on rye.

NICK
Screw her mom.

SPOONER
I tried. I think my Soloflex abs
were too much for her.

SPOONER picks up NICK'S brush, starts brushing his own mop.
It's hopeless.

SPOONER
I thought Elizabeth and her mom
were in some big hatefest.

NICK
I don't know. Just back me up on
this, alright? Hose down the boat
and gas it up for tomorrow. That
way, we won't get fired.

SPOONER
We?

NICK
Yeah, we. Like, we need to keep
our jobs so we can buy our own boat
some day...

SPOONER
Oh, that we.

NICK
(out the door)
See you at the beach party.

SPOONER
By the way, how do you plan to
handle the thing between you and
Stevie?

NICK stops, turns, puts his hands on SPOONER'S shoulders.

NICK
Spooner. That was a one-time
thing. And I regret it.
(checks his watch again)
I am so late.

EXT. ANTONIO BAY - MAIN STREET - DUSK

NICK drives down MAIN STREET of the quaint little coastal
town, past Jimmy's Chowder Shack and the Rainy Ale Tavern...

He passes the Tasty-Freeze and Tisdale's Hardware, and then we notice the BLEACHERS erected on either side of the street, and the BANNERS proclaiming Antonio Bay's 100th birthday celebration.

NEW ANGLE

As a low-hanging ground fog rounds a corner and begins spreading towards us. It flows over sidewalks and into the streets...

INT. NICK'S PICKUP TRUCK - DUSK

NICK drives the road out of town, a can of Bud between his legs, about to take a swig, when he notices

A SHERIFF'S PICKUP TRUCK parked on a berm beside the road. The door is open and we can see the SHERIFF walking up to

A BIG FOR SALE sign, planted in the ground. WORDING on the sign: 50 acres, prime development site, artist's rendering of some cookie-cutter condos, phone number, etc.

NICK slows, watching as the SHERIFF hammers something onto the sign. He yells out the window.

NICK

What're you doin to that sign?

ON THE SHERIFF

He looks over and smirks. The brass bar opposite his badge reads MALONE. In his 40's, he was handsome once, but TOM MALONE now has the look of a man who has lost his edge...

He takes a step towards NICK'S truck, and we can see the plaque he just nailed on: **SOLD**

SHERIFF

What're you doin way out here,
Hotrod?

NICK

Just goin for a ride. Somebody
finally buy that land, or what?

SHERIFF

Don't you worry about it. Let's
just say I won't be Sheriff of this
dump much longer...

NICK eyes him, trying to put it together...

SHERIFF

What the hell're you lookin at?
(then)

I don't smell beer in that truck,
do I?

NICK

No sir. Not unless it's Root Beer.

TOM MALONE

That's good. Now you go on and
enjoy your ride. And be sure and
obey those little white signs with
the numbers in 'em.

NICK

Yes sir.
(under his breath)
Prick.

NICK smiles and drives off.

CUT TO:

INT. NICK'S PICKUP TRUCK - LATER

NICK swigs his beer now, scenery whipping by outside the
window. He shifts the truck into high gear.

NICK'S POV - NIGHT

The headlights illuminate the winding road, cutting through a
dense green forest. Pockets of MIST swirl and drift across
the road...

From the RADIO in the dash, we HEAR a sensual female voice:

STEVIE (V.O.)

It's nine-thirty on a beautiful
Friday night in Antonio Bay. I'm
Stevie Wayne, and I'm gonna go a
little 'old school' on you tonight.
Here's a track from [Ramones, etc.]
on KAB, 94.5, and streaming over
the web at kabtunes.com. KAB --
your alternative to the modern
music establishment.

NICK

(smiling)
...the voice that launched a
thousand ships.

MUSIC comes over the radio. NICK reaches down to turn up the volume, and when he glances up:

NICK'S POV - ENTERING A POCKET OF MIST

It's a white-out. WHEN SUDDENLY,

A GIRL APPEARS IN THE MIST

NICK SWERVES and hits the brakes, watching her in the headlights as he passes by. She's hitch-hiking, a suitcase at her feet. And she's hot.

He checks his watch again, looks back at the GIRL as if torn. And now she's eyeing him, too...

NICK

Shit.

He puts on the brakes, makes a u-turn and goes back for her. He pulls over, rolls down his window.

NICK

Hi.

GIRL

Hi, yourself.

NICK

Don't you know hitch-hiking is dangerous?

The GIRL just shrugs.

NICK

You want a ride?

GIRL

But you're headed in the wrong direction.

NICK

(with a big smile)

Not anymore.

The GIRL picks up her suitcase, sashays around the front of the truck and opens the door. She is barely 20, beautiful, and strong -- a dream of a girl-next-door.

GIRL

You're not a freak or anything.
Are you?

NICK
Yeah. Actually I am.

GIRL
(smiling)
Good.

She gets in and closes the door. She looks straight ahead, but they aren't going anywhere.

She finally turns to NICK, who looks at her with gleaming, almost mesmeric eyes. She starts to say something, when he reaches out, tracing the line of her jaw, her lips.

Suddenly she's all over him and he just rolls with it. Soon they are reaching inside each other's clothes, popping buttons, sliding down in the seat...

GIRL
God, I missed you...
(stops kissing him)
And Nick?

NICK
Yes, Elizabeth...

ELIZABETH
Next time, don't be late.

They go at it again, quickly disappearing from view.

CAMERA SLOWLY BOOMS UP from the truck, RISING through the trees, to reveal the STARS, the craggy COASTLINE, and a familiar-looking LIGHTHOUSE out on the point.

Its BEACON strakes the horizon, fingering the darkness, moving on, as we HEAR...

STEVIE (O.S.)
It's a little after 10 o'clock and
I'm Stevie Wayne, your very own
beacon in-the-night...

CAMERA races at the LIGHTHOUSE with lightning speed, BLINDED for an instant by the LIGHT on top as it whooshes by again, and now we're

INSIDE that same small, glass-enclosed room at the top of the old stone lighthouse -- now the broadcast booth of KAB.

CLOSE ON STEVIE WAYNE -- 20's, funkily sensual, a young Joan Jett type. Her hair is up and she wears a cut-up Ramones T-shirt. She uses her bare foot to adjust the mike.

STEVIE

I'm high tonight in the KAB
lighthouse on Spivey Point...
and I'm being paid the big bucks to
remind everybody this Sunday marks
Antonio Bay's 100th anniversary...
Dammit!

PULL BACK to find STEVIE sitting at her console, one foot on
the board, painting her toe nails with deep purple polish.
She grabs a kleenex to dab a smudge...

STEVIE

...you can say that on the radio
nowadays. Anyway, by now you know
the drill. The big shin-dig is
planned for Sunday, with a surprise
performance by a local band you
won't wanna miss. So go, she said,
and if you don't have a date, you
can always take me along to keep
you company.

She flips a switch and another SONG begins to play.
Instantly, the phones LIGHT UP. STEVIE looks flatly at the
flashing lights.

STEVIE

I don't mean literally, you morons.

EXT. MERRY MARKET - MAIN STREET - NIGHT

The lights on the MERRY-MARKET SIGN go out. A HAND turns a
CLOSED SIGN in the window. The GROUND FOG hovers outside the
door...

INT. MERRY MARKET - ANTONIO BAY - NIGHT

A BAG BOY picks up his broom, cranks the volume on his radio,
as the song Stevie just cued plays in the b.g. He goes to
straighten a display of canned goods, when something makes
him stop...

He looks around the store, eying the creepy old curios
dangling from the ceiling, hanging on walls, etc. --

Shaking it off, he starts to sweep, when the lights inside
the soda cases begin to flicker and buzz.

BOTTLES start CLINKING together on the shelves. The whole
place starts to RATTLE AND HUM now, as stuff falls and breaks
in the aisles.

BAG BOY
Shit! It's the big one!

He drops his broom and races for the exit, when he sees:

THE AUTOMATIC DOORS slamming open and shut all on their own, fast, and erratic -- lethal even -- and when he turns, he sees something that freezes him in his tracks:

MICROWAVE POPCORN starts to POP. Still in the packages. Right on the shelf.

EXT. ANTONIO BAY SAVINGS AND LOAN - NIGHT

The screen on the ATM begins BUZZING with a weird, sepia-tone FLUX. It looks like there's an IMAGE trying to form somewhere in there, but then we hear the KA-CHUNK of the cash dispenser, as TWENTIES begin spitting from the machine.

An OLD LADY passes by, her eyeglasses on a decorative chain around her neck. At first she just keeps walking, but when she realizes no one is watching, she goes back, scooping the bills into her purse.

EXT. SERVICE STATION - NIGHT

Closed. Dark. The AIR HOSE DING-DING's. But there's nobody there.

One of the gas NOZZLES falls off the pump, begins discharging GASOLINE, which slowly spreads across the parking lot...

EXT. PET WORLD - NIGHT

Through the window, we see DOGS GOING NUTS in their cages, barking at the moon, spinning, chasing their tails...

EXT. REAL ESTATE OFFICE - NIGHT

There's a cheery SIGN out front, with a digital TIME/TEMP display. The thing is going haywire -- 34 o'clock, 299 degrees, etc. And for the briefest moment, we could swear it spells out a word: **DANE**

EXT. BEACH - NIGHT

A burned-out BEACHCOMBER in a tattered navy pea coat shuffles up the beach. In one hand is a METAL DETECTOR, which he waves over the sand. In the other is a FLASK.

He takes a drink and we notice his thrashed sea captain's cap and a headset that attaches to the metal detector. He grunts as the booze goes down, looks up with bloodshot eyes.

EXT. A ROCKY COVE - NIGHT

MUSIC PLAYS OVER a dozen young PARTIERS, hanging out around a blazing BONFIRE, guzzling beer, making out, passing a doob, etc.

NICK and ELIZABETH are here, along with their friends SEAN REED and EMILY MOSS. NICK puts his arm around ELIZABETH, pulls her close.

NICK
Hey. You happy?

ELIZABETH
Mmmm-hmmm.

NICK
You look good enough to eat, you know that.

ELIZABETH
Bon a petit...

NICK gets an evil smile. She kisses him deeply. Young love.

The SONG we've been listening to ENDS, and we hear STEVIE'S VOICE over the airwaves:

STEVIE (O.S.)
It's almost midnight on KAB, I'm still Stevie Wayne, and I'd like to send a shout out to my good friend, Elizabeth Williams, Antonio Bay's favorite college girl. Welcome home, Lizzy. This one's for you.

A new song PLAYS. The friends raise their beers, ad libbing toasts, which ELIZABETH shyly accepts.

EMILY
Stevie's extremely cool.

SEAN saunters up with fresh beers, shoots NICK a look he pretends not to see. He hands ELIZABETH a beer.

SEAN
Yeah, Elizabeth. Welcome back to dullsville. Hey Nickster. Let's go water the sand...

NICK and SEAN get up, move off into the darkness. EMILY scoots closer to ELIZABETH.

EMILY
So. What's it like?

ELIZABETH
What?

EMILY
College guys. The parties. The
dorms. You know...

ELIZABETH
It's fine, I guess.

EMILY
Fine? I thought it'd be like,
exotic. And glamorous.

ELIZABETH
Well, let's see. I've gained five
pounds from the dorm food. There's
a big, hairy Russian chick on my
floor that stares at me in the
showers, and two of my professors
have hit on me, only one of whom is
male.

EMILY
(dreamy)
That's awesome. Sure beats Antonio
Bay...

ELIZABETH smiles a sad little smile, suddenly looks away...

ELIZABETH
Did you hear that?

EMILY
What?

ELIZABETH
I dunno, I thought I... Nevermind.

Something sweeps behind ELIZABETH in a blur, but neither she
nor EMILY sees it.

ELIZABETH shrugs it off, POPS open her beer, when

SOMETHING COMES HURTLING out of the darkness landing SMACK IN
EMILY'S LAP -- viscera and mandibles and shell -- like that
skittering ALIEN on the guy's face in the movie...

EMILY and ELIZABETH JUMP UP SCREAMING, until they realize
it's just a DEAD SPINY LOBSTER upside-down in the sand.

NICK and SEAN run up laughing, high-fiving each other.

ELIZABETH
Hardy-har, children.

EMILY
That's so not cool!

SEAN
You shoulda seen your faces.

Suddenly, A PALE WHITE FACE appears in the darkness behind them, seems to hover there.

FACE
Boo!

The whole group JUMPS! It's the BEACHCOMBER.

NICK
Jesus, Machen! What the hell do
you want?

MACHEN looks around, sizing up the partiers with lusty eyes.

MACHEN
I'll take a Bud if you got it.

SEAN
Hey, Machen. I got yer beer.
Go fetch.

SEAN fakes like he's gonna throw the can, when ELIZABETH takes it, hands it politely to MACHEN.

MACHEN
Thank you..

ELIZABETH
You're welcome.

MACHEN guzzles some beer which runs down his chin, while NICK eyeballs the taped-together metal detector.

NICK
You been up and down the beach with
that thing every day since I can
remember. What the hell're you
looking for?

MACHEN reaches into his pocket, pulls out a gleaming GOLD COIN, exactly like the ones we saw in the opening.

MACHEN
More of these...

ELIZABETH
What is it?

MACHEN
You sure you wanna know?

NICK
What? Are we gonna get a curse or
something? Oooooooooohhhh.

They all laugh, but not MACHEN.

MACHEN
It's the coin of greed. The coin
of lust. The coin of doom.

The PARTIERS look at each other.

SEAN
You're freaky-deaky, old man.

MACHEN checks his watch.

MACHEN
Five minutes till midnight.
Not much time left...

MACHEN turns towards the fire, staring into it.

MACHEN
In five minutes, it'll be the
twenty-first of April.

SEAN
So?

MACHEN puts the coin on his tongue, the takes a swig of beer
SWALLOWS IT!

MACHEN
They'll get nothin' from me.

Now MACHEN just stares, transe-like, into the crackling fire.

There is a hushed silence as the PARTIERS just stare at the
BEACHCOMBER. Only the HISS of the flames and then...

THE SOUND OF AN ENGINE blasts open the silence as

SPOONER DRIVES THE SEAGRASS RIGHT UP ONTO THE BEACH!

He jumps off onto the sand, obviously drunk. He's got a camcorder in his hand, taping two BEAUTIFUL BLONDES in sweatshirts and bikini bottoms...

And as they come off the boat, we realize one of the girls, a BRUNETTE, is actually wearing a blonde wig, which is starting to fall off her head.

SPOONER
(videotaping)
Ladies. We have arrived.

NICK comes running up, can't believe his eyes.

SPOONER
Nick! You know the twins. Mandi
and Brandi.

NICK
They're not twins!

SPOONER
They're not?

NICK
What the hell are you doing,
Spooner!

SPOONER turns the camera on NICK.

SPOONER
This is Nick Castle. As you can
see, Nick's a bit pissed off right
now. Let's find out why...

NICK
Shut that thing off, shithead.

SPOONER
(still taping)
Wait a minute. Up there on the
beach! Is that a... Yes. There's
a party going on. Young men and
women, cavorting around half-naked,
polluting their bodies and minds.
God, that sounds like fun. Let's
investigate!

NICK
Give me the keys, Spooner.

SPOONER strolls past him with the TWINS in tow.

SPOONER

Relax, Nick. I left em on the boat. Nobody's gonna steal it.

EXT. SEAGRASS - NIGHT

NICK climbs onto the flybridge. SEAN, ELIZABETH and EMILY walk down to the boat.

SEAN

Want some help?

NICK reaches in his pocket, tosses ELIZABETH his truck keys.

NICK

Take my truck to your mom's. I'll come get it in the morning. I've gotta get this boat back to the marina.

ELIZABETH

Nick? Remember when you were gonna teach me to drive a stick?

NICK

Yeah?

ELIZABETH

You never did.

SEAN

Look, Nick. You guys only got a couple days together. You take Elizabeth home. I'll get Spooner and the boat back to the marina.

NICK

No, the boat's my responsibility.

SEAN

Dude, I can handle my dad's 42-foot Bertram. I think I can handle this.

ELIZABETH looks up at NICK without coaxing, wants him to make the call. Finally, he sighs and we

CUT TO:

INT. KAB LIGHTHOUSE - NIGHT

STEVIE sorts through CD's for tomorrow's shift, and for the first time we notice the WALL BEHIND HER, covered with a child's CRAYON DRAWINGS and construction paper ARTWORK.

Beside her on the console is a photo of STEVIE with her arms around a bright-eyed LITTLE BOY.

STEVIE'S cellphone rings. She doesn't check the display...

STEVIE

Hi Andy...

MAN'S VOICE (ON PHONE)

Hello, darlin.

STEVIE

Oh. Hi Dan.

DAN

You're lonely over there without me, aren't you?

STEVIE

Remind me why I gave you my cell number again?

INTERCUT WITH

INT. COAST GUARD WEATHER STATION - NIGHT

DAN O'BANNON sits at a bank of glowing electronics in the tiny Coast Guard weather station.

DAN

Because I'm six feet of burnin' love?

STEVIE

You're five-eight, Dan. And why are you still at work?

DAN

I traded shifts so I can go to the big party on Sunday. You gonna go?

STEVIE

I sleep on Sundays. Now tell me why you called, or I'm gonna hang up.

DAN

Tell your boss you need the day off.

STEVIE

I am the boss, Dan.

DAN

Okay, okay. Just thought you might like something to talk about.

STEVIE

I'm listening.

DAN

I got something on my doppler a minute ago.

STEVIE

Sounds kinky.

DAN

Looks like a fog bank about twenty miles out. Moving inland.

STEVIE opens a little ACCESS WINDOW in the glass, taps a GAUGE outside the lighthouse...

STEVIE

Then my gauges must be wrong,
'cause I show a wind blowing due East. What kind of fog moves against the wind?

DAN

You got me, but my radar doesn't lie.

STEVIE

This is very exciting stuff, Dan.

DAN

Hey. That's what I'm here for.

STEVIE

I gotta go. Buh-bye.

STEVIE hangs up and hits a switch, leans into the mic.

STEVIE

It's a little after midnight on KAB. Stevie here, beaming my signal across the sea.

(MORE)

STEVIE (cont'd)

Big Dan the Weatherman says there's a fog bank rolling in offshore, so if I were you, I'd lock the doors and hide the keys...and whip up a pitcher of martinis while you listen to another hour of music on K.A.B.

MUSIC UP as STEVIE cues another disk. She looks out over the ocean, drinks a bottled water, shakes her head.

STEVIE

There's no fog out there...

CUT TO:

EXT. THE SEAGRASS - OCEAN - NIGHT

SEAN is at the helm of the SEAGRASS. The SONG Stevie just cued CONTINUES over the boat's stereo.

SEAN

There's no fog out there...

(yells)

Spooner! You see any fog out there?

THROUGH THE CAMCORDER VIEWFINDER

We see the TWINS dancing, laughing, etc. SPOONER pans the horizon, then turns the lens on himself...

SPOONER

There's no fog out there!

Back on the flybridge, SEAN continues looking anyway -- until the ENGINE starts to sputter. He checks the controls, eyes going to the fuel gauge...

EMPTY.

SEAN

Shit! Spooner! We're outta gas.

SPOONER

Dude. That sucks.

SEAN whips out his cell. Display reads: **NO SERVICE**. Shit. He shakes his head at SPOONER, whose night is far from ruined, as he keeps right on dancing...

INT. NICK'S PICKUP TRUCK - NIGHT

ELIZABETH sits close to NICK as they approach the outskirts of town.

EXT. NICK'S PICKUP TRUCK - NIGHT

As they speed by, we notice something they don't. EVERY STREETLIGHT THEY PASS GOES OUT. And stays out...

INT. NICK'S PICKUP TRUCK - NIGHT

ELIZABETH puts her hand inside his shirt, lulled by the purr of the engine.

ELIZABETH

I wish I could stay at your place tonight.

NICK

You could if you really wanted to. You could do alot of things if you really wanted to.

ELIZABETH

You're not still blaming me.

NICK

(yes)

No.

ELIZABETH

You know why I left Antonio Bay, Nick. I had to. The only thing I didn't want to leave...was you.

SUDDENLY, THE TRUCK'S WINDOWS EXPLODE, SHATTERING INTO A MILLION PIECES!

ELIZABETH ducks, SCREAMING as glass FLIES everywhere. NICK drops down to protect her and the truck swerves to the side of the road, banging to a stop against the curb.

NEW ANGLE - BELOW THE DASH

On NICK and ELIZABETH, hunkered down in the cab as the dust settles.

NICK

You okay?

ELIZABETH

I think so.

NICK
What the hell was that?

And when they SIT UP...

THERE'S A FIGURE LOOMING IN THE WINDOW! They both JUMP!

FATHER MALONE
A travesty. A hundred-year
travesty...

NICK
Father Malone!

FATHER MALONE is in his 40's, handsome. In his prime, BOBBY MALONE was high school All-American, but those glory days are now just yellowed clippings in some dusty scrapbook.

FATHER MALONE
Nicholas. Elizabeth.

NICK
Did you see what just happened?
Did something hit us back there?

FATHER MALONE
I didn't see. But then again...

NICK gets a whiff of his breath, looks past him to the RAINY ALE on the corner. MALONE dangles his keys.

FATHER MALONE
...I can't seem to remember where I
parked my car...

CUT TO:

INT. STEERING HOUSE - SEAGRASS - NIGHT

SEAN tries in vain to radio for help.

SEAN
Coast Guard radio, this is the
Seagrass, over...
(changes the channel)
Harbor Patrol, this is Seagrass, do
you read, over? Shit!

Nothing but STATIC. SEAN taps GENERATOR'S fuel gage -- 1/2 tank left. At least they've got that...

ON DECK

SPOONER is mixing cocktails, when the STATIC begins blocking out the signal from KAB.

He goes over to mess with the stereo, when something OFF CAMERA grabs his attention. He puts the camcorder down (it is still running), goes over to the rail.

A PULSING GLOW of bone-colored light, reflected on his face.

SPOONER

I think there's a friggin' fog bank out there...

INT. STEERING HOUSE

SEAN turns, glances out the window. The unearthly light PULSATES on his FACE.

SEAN

What the hell is that?

EXT. THE FOG - NIGHT

An eerie WHITE WALL is almost upon them, lit from within by some strange phosphorescent light. Soon, it blots out the entire horizon. Glowing. Throbbing. Swirling.

EXT. SEAGRASS - NIGHT

SPOONER backs away from the rail as THE FOG begins drifting into frame, flowing and shifting, enveloping the SEAGRASS.

We begin to HEAR A HOLLOW RUSHING SOUND, like BREATHING, ragged and phlegmy. SPOONER looks around, disoriented.

SEAN (O.S.)

Spooner! What's out there!

EXT. REAR OF THE BOAT - GENERATOR HOLD - NIGHT

The FOG drifts along the rear of the boat with a strange fluidity, almost WITH PURPOSE...

As it reaches the GENERATOR HOLD, it SWEEPS DOWN, curling into the cracks and seams around the hold as if it knows precisely where it wants to go...

INT. STEERING HOUSE

SPOONER and the girls come racing into the steering house, SLAMMING the door behind them.

SPOONER

I can't see shit! Turn on the...

SPOONER stares at the instrument panel in shock. Everything is going haywire. The compass needle SPINNING, indicators FLASHING on and off. The radio emits a HIGH-PITCHED SQUEAL.

CLOSE ON THE RADAR SCREEN

A LARGE DOT PINGS close to the center.

SPOONER

Christ! There's something right in front of us!

INT. GENERATOR HOLD

The FOG drifts down and is INHALED BY THE CARBURETOR! The generator begins to CLANK and SMOKE and finally BREAKS DOWN.

INT. STEERING HOUSE

The LIGHTS GO OUT.

SPOONER

The generator!

SPOONER grabs a FLASHLIGHT, races out of the steering house, leaving SEAN and the girls inside.

EXT. SEAGRASS

SPOONER can barely see two feet in front of him as THE FOG continues to PULSE. The RUSHING sound grows louder with each passing moment. He clicks on the flashlight, swings the beam down at

POV - GENERATOR HOLD

BLACK SMOKE pours from the hold.

SPOONER leans down to get a better view, when he hears a CREAKING NOISE beside the boat. He swings the flashlight around, points it into the fog.

SPOONER

Hello! Is somebody out there!

POV - INTO THE FOG

As the flashlight FINDS SOMETHING -- a thick, rusted CHAIN rising out of the water. He follows it up to its source and we finally see it:

THE CHARRED, ROTTING HULL OF A CLIPPER SHIP!

SPOONER

SEAN! You gotta see this!

INT. STEERING HOUSE

SEAN hurries out of the wheelhouse, past the two girls, shuts the door behind him...

EXT. THE SEAGRASS

SEAN runs up to find SPOONER shining the flashlight into the mist. But there's nothing there.

SEAN

What?

SPOONER

It's gone.

SEAN

What is!

SPOONER

Two seconds ago there was a...

SEAN

WHAT!

SPOONER

There was a ship out there!

INT. STEERING HOUSE - NIGHT

The GIRLS peer out the window, trying to see what's going on. Suddenly there's a banging at the door -- loud and even:

KNOCK! KNOCK! KNOCK! KNOCK!

The REAL BLONDE goes to the door...

REAL BLONDE

Spooner? Is that you?

...and opens it.

EXT. THE SEAGRASS - NIGHT

SPOONER and SEAN stand listening to a SOUND coming from the other end of the boat, like water dripping on the deck.

SPOONER

What is that?

And now, FOOTSTEPS, coming towards them, closer, closer...
SPOONER shines the flashlight in that direction, BUT THERE'S
NOTHING THERE.

SEAN

We gotta get the hell outta here,
Spoooner.

Suddenly, HYSTERICAL CRIES peal from the steering house.
There's a horrible THUDDING sound, as if bodies are being
heaved and broken, then...

DEAD SILENCE.

SEAN and SPOONER are freaked out of their minds. They stand
there in the quiet, frozen by fear, when...

A BODY COMES SMASHING THROUGH THE STEERING HOUSE WINDOW, hits
the deck with a wet smack. SPOONER shines the light down --
it's one of the GIRLS -- wig askew, her body bent and twisted
in ways it was never meant to go.

SPOONER turns to face SEAN, the flashlight wavering in his
hand, when suddenly...

SEAN'S body JOLTS. His head snaps back, arms and legs
spraddled, as if pinioned by some invisible, overwhelming
force...

...and the following happens fast. THE FOG, formless at
first, quickly compacts itself into something too grotesque
to be human, but capable of very human movements...

IT TAKES UP THE BONING KNIFE, inching it closer and closer to
SEAN'S EYES...

SEAN

HELP ME SPOONER!!!!

ON SPOONER NOW, eyes wide in horror, as we HEAR two obscene
PUNCTURE SOUNDS.

SPOONER backs up, stumbling. He catches himself, and when he
turns...

The FOG is there, inches from his face. He tells himself
this can't be real...

THE FOG seizes hold of SPOONER'S neck, its "fingers" pressing the flesh on either side of his vertebrae. It rears back now, like a cobra about to strike, when

SPOONER opens his mouth in a scream that never comes, as THE FOG suddenly DIVES DOWN HIS THROAT! And off the HORRIBLE SOUND of CARTILAGE and TISSUE being forced beyond their limits we

AN OLD STONE CHURCH - NIGHT

Dark stone and bleeding mortar. Built to last. A SPIRE juts skyward in a tapered pike, housing the church's CLOCKTOWER. At its peak is a LARGE CROSS.

The FACE AND HANDS OF THE CLOCK are black and without luster, tarnished by a century's exposure to the elements. They tell us it is now HALF-PAST MIDNIGHT, and as we HEAR the SOUND of an approaching vehicle, CAMERA BOOMS DOWN to:

A CEMETERY

Next door to the church. HEADLIGHTS splash over GRAVESTONES, a few of which are simple slabs, but most are more elaborate, as was the fashion at the turn of the century...

NICK'S truck passes the cemetery, pulls to a stop in front of the church.

EXT. OLD CHURCH - NIGHT

FATHER MALONE exits NICK'S truck, brushing chunks of safety-glass off the seat of his pants.

ELIZABETH

You okay, Father? Want us to walk you in?

FATHER MALONE

I'll be fine. I'm afraid there's not near enough tribute paid to the miracle of sleep.

NICK

G'night Father.

FATHER MALONE

Thank you for the ride.
(turning back)
Oh, and my brother...

NICK

He doesn't need to know about this,
does he?

FATHER MALONE

Thank you, Nick. It's good to know
I have two friends left in Antonio
Bay...

INT. THE OLD CHURCH - CATHEDRAL - NIGHT

MALONE enters the cathedral as NICK'S truck pulls away.
MOONLIGHT filters-in through stained glass windows.

He walks down the aisle, steadying himself on the empty pews,
muttering something about travesty as he goes...

INT. KAB LIGHTHOUSE - NIGHT

STEVIE shuts things down for the night, when something
outside the window catches her eye...

STEVIE'S POV -- a narrow FINGER OF FOG stretches inland, like
a bridge from the sea to the shore, that faint, pale GLOW
within...

She turns away -- that's weird -- but it is, after all, only
fog...

INT. NICK'S PICKUP TRUCK - NIGHT

NICK stops in front of a quaint, two-story Victorian, turns
off the engine.

NICK

You sure you don't wanna...

ELIZABETH puts her finger to his lips.

ELIZABETH

Don't make this harder than it
already is. Just kiss me.

She kisses him gently, gets out. He watches her go, until
her MOTHER opens the front door. ELIZABETH goes in, but her
MOTHER just stands in the doorway, staring daggers at NICK.

He smiles big, gives her a little wave...

She SLAMS the door loud, for effect.

NICK

That went pretty well.

INT. ELIZABETH'S HOUSE - NIGHT

ELIZABETH comes in. Her mother, KATHY WILLIAMS -- mid 40's, pert and poised -- closes the door. There is no hug or kiss.

KATHY

When you said a friend was picking you up, I didn't think you meant him. And what's on your face?

KATHY wipes a tiny drop of BLOOD off ELIZABETH'S cheek (from the broken window). ELIZABETH pulls back.

ELIZABETH

Hello, Mother. Nice to see you, too.

KATHY helps her in with her suitcase.

KATHY

I'm sorry, darling. I just want more for you than I had. Is that such a crime?

ELIZABETH

He's right for me. Okay? Can we just drop it?

KATHY

Okay. Fine. I was worried about you, off at school on your own. But you certainly look... Healthy.

ELIZABETH

What's that supposed to mean?

KATHY

Just looks like you've gained a few pounds, that's all. They say that happens the first year away.

ELIZABETH picks up her suitcase, heads for the door.

KATHY

Where are you going?

ELIZABETH

I should've never come back.

KATHY

But I made hot cocoa. I thought we could stay up and talk, like we used to.

ELIZABETH

No thanks.

KATHY

I thought you loved hot cocoa!

ELIZABETH

I do.

And KATHY is about to speak, when the front door SLAMS.

EXT. ELIZABETH'S HOUSE - NIGHT

ELIZABETH runs out into the street. NICK has turned the pickup around and is driving away.

INT. NICK'S TRUCK - NIGHT

NICK sees her in his rearview mirror, waving at him. He stops as she catches up and gets in.

NICK

What happened?

ELIZABETH

Change of plans.

NICK

Okay. What now?

ELIZABETH

Go to your place and have wild sex.

NICK drives off with a smile, her words music to his ears.

CUT TO:

INT. NICK'S BEACH HOUSE - NIGHT

A FIRE crackles in the fireplace. We can hear ELIZABETH GIGGLING somewhere closeby.

Strewn across the front room are NICK and ELIZABETH'S clothes in a messy path, leading to

THE BED, where the two of them lay cavorting, buried under the covers. ELIZABETH'S head pops out, her hair messy -- sexy.

NICK

(under the covers)

Come back here.

ELIZABETH

Make me.

NICK'S foot comes out, a monster searching for its prey. She bites his toe. He yelps.

ELIZABETH

Mmmm. Tastes like chicken.

NICK'S head pops out now, and they fall back onto the pillows. He leans over to kiss her, when A LOUD POUNDING ON THE DOOR startles them both.

NICK

Maybe if we don't say anything they'll go away.

ELIZABETH

Maybe it's a she. Maybe I should get it.

And as she starts to get up.

POV - FRONT DOOR

We can see it from the bed, when...

KNOCK! KNOCK! KNOCK! KNOCK!

NICK

(growling)

Who is it!!!

(there's no reply)

If that's you, Spooner, I'm gonna kick your ass!

And then...

KNOCK! KNOCK! KNOCK! KNOCK!

Disgusted, NICK springs up, pulling on his boxers, stopped by what he sees next.

ANGLE ON THE DOOR

A BONE-COLORED LIGHT, PULSING just outside. Through the sidelights, we can see a SWIRLING MIST pressing against the glass.

Something beyond appears to move now, a gray shadow in all the white, moving with lazy hypnotizing speed...

NICK
What the hell...

CLOSE ON THE DOORKNOB

NICK reaches for it, WHIPS open the door...

EXT. NICK'S BEACH HOUSE - NIGHT

He comes out onto the porch, looks out.

NICK'S POV - On the BEACH, as the wall of FOG roils back out to sea.

ELIZABETH comes out now, wrapped in nothing but a blanket.

ELIZABETH
Who was it?

NICK
I don't know.

He stands there, scanning the beach for some sign of life. There's nothing but empty beach and dark ocean., so he turns to go back inside, when...

ELIZABETH
That's weird.

She points. He looks.

ELIZABETH
Those footprints. Like somebody walked out of the water, right up to the door.

THEIR POV - THE BEACH

The FOOTPRINTS lead from the ocean up to his door. But the rest of the beach is completely smooth, washed clean by the tide...

DISSOLVE TO:

EXT. BEACH - DAY

A glistening BLACK CRAB darts into a crevice as a WAVE CRASHES ON THE ROCKS...

WHITE WATER SPRAYS across the screen, and as the froth recedes, we can see SOMETHING SHINY, wedged between the rocks...

A FRESH-FACED LITTLE BOY

Comes bounding up the beach. This is the boy we saw in the PHOTO. He plays a game with the tide, trying to stay dry, sending the sandpipers scurrying, when SOMETHING CATCHES HIS EYE.

He walks over, bends down to see something GOLD, glinting in the sunlight, half-buried in the sand.

Another wave crashes down. The BOY reaches for the thing, and when the water recedes, HE GRABS IT...

He holds it up, wiping away the sand and slime, when we realize it's THE GOLD HAIRBRUSH from the opening, caked with crud, its bristles eaten away by the sea...

INT. BEACH HOUSE - DAY

The front room is cozy, lots of wood and stone, with a fantastic wall of GLASS DOORS looking out at the beach. Through them, we see the BOY run by.

BOY (O.S.)

MOM!

INT. BEDROOM - DAY

SOMEBODY is sound asleep in bed as the BOY blasts through the door.

BOY

Mom! Wake up! Look what I found!

There is no movement, so the BOY rips down the covers to find STEVIE curled up in her t-shirt and panties.

STEVIE

Uhhgggghhh. Hi Andy...

He drops his wet and sandy swag on the pillow beside her. The first thing she sees when she opens her eyes...

BOY (ANDY)

I found it on the beach. Between some rocks! I think it's gold!

STEVIE

We should be so lucky...

ANDY

It's heavy. Feel.

STEVIE picks it up, tests its heft, impressed.

STEVIE
Must've been somebody's hairbrush
once upon a time...

STEVIE puts it down, smiles warmly and kisses her son.

STEVIE
So. Wanna go out for breakfast?

ANDY
(jumps off the bed)
Yeah, but first I wanna go back
down to the beach. Maybe the tide
washed up more stuff!

STEVIE
Half an hour, okay? I've got to go
in a little early today. Maybe
Mrs. Kobritz will help you look.

ANDY
Mom. Please. All she does is eat
Tim-Tams and watch Wheel of
Fortune.

ANDY races out. STEVIE sits there for a moment. She smiles
when she sees ANDY past the window - a mother watching her
son grow up.

Then she glances down at the brush.

INT. STEVIE'S BATHROOM - SINK - DAY

STEVIE holds the brush under running water, wiping away
layers of gunk and slime, revealing the intricate etching on
the back. She rubs it dry with a towel, and underneath, it's
shiny -- like gold. Hmmm...

CUT TO:

INT. NICK'S BEACH HOUSE - MORNING

NICK turns over in bed, blindly reaching for ELIZABETH,
opening his eyes when he realizes she's not there...

EXT. BEACH - MORNING

ELIZABETH sits on the beach, a blanket around her shoulders.
She digs her toes into the sand, enjoying the crash of the
waves and the heat of the sun -- the perfect morning.

NICK comes out, hands her a cup of coffee, kisses her on the head.

ELIZABETH

I think the beach is the only thing
I really miss.

(off his look)

You. And the beach.

We HEAR NICK'S PHONE ringing inside the house.

NICK

Hold that thought.

He runs inside. She gets up, wandering down to the hard sand. She picks up a seashell, admiring it, when she hears NICK shout from the deck:

NICK

Elizabeth!

She turns to him, instantly worried by the look on his face.

NICK

Spooner and Sean never made it back
last night.

EXT. ANTONIO BAY MARINA - DAY

The marina buzzes with activity, fishing boats CREWING-UP for the day's charters, etc.

NICK AND ELIZABETH stand beside the SEAGRASS' empty slip, talking to HANK JONES, the harbor master.

HANK

...set out last night around nine-
thirty. Hadn't been heard from
since...

NICK

Spooner order any fuel yesterday?

HANK

Nothing in the log.

NICK

Unbelievable. I'm gonna need a
favor, Hank. Think we could borrow
your Whaler?

HANK

Sure. Key's in it. You want me to call the Coast Guard?

NICK

Nah. They probably just got drunk and passed out. Let's keep this between us for now...

CUT TO:

EXT. BOSTON WHALER - DAY

BLASTING through the water with NICK at the wheel. ELIZABETH scans the horizon with binocs.

ELIZABETH

Could they be this far out?

NICK

Not unless they were drifting all night.

ELIZABETH

Wait! I think I see it!

She hands NICK the binocs and points.

POV THROUGH BINOCULARS

A BOAT, about a mile out, drifting on the swells, its deck deserted...

NICK

That's the Seagrass, alright...

CUT TO:

A BRISTLY GREEN HORSEFLY

BUZZES into frame, landing on a SLIMY PIECE OF SEAWEED, when WHAM!!!

TWO FEET land beside, scaring it off, and we WIDEN TO REVEAL NICK, who's just jumped onto the deck of the SEAGRASS.

NICK

Spooner? Sean!

There's no reply and no sign of life (or death) on deck. NICK helps ELIZABETH aboard.

ELIZABETH

Maybe somebody picked them up.

NICK notices some BROKEN GLASS on the deck, looks up to see the shattered STEERING HOUSE WINDOW.

NICK

Maybe not.

INT. STEERING HOUSE - DAY

The door CREAKS open. NICK steps inside. He goes to the window, notices BLOOD on the broken glass. He looks down at the CONTROLS, turns to ELIZABETH:

NICK

Look at these gauges. They're all shattered.

ELIZABETH

Like your truck.

NICK

Yeah...

(to himself)

What the hell happened here?

INT. CABIN - DAY

NICK enters the corridor of the main cabin, sets about checking every door...

NICK

Spooner!

EXT. THE DECK - DAY

ELIZABETH exits the steering house, notices a FISHING ROD set in the arm of the fighting chair. Its line has been cast.

ELIZABETH

Would they've been fishing?

NICK (O.S.)

I don't know. Why?

ELIZABETH

There's a line in the water...

INT. CABIN - DAY

He shakes his head -- none of this makes any sense.

NICK

I have no clue. Reel it in for me,
will you, before we lose the rig.

NICK reaches the last door in the cabin, open just a crack.
He pushes it. Slowly, it CREAKS inward to REVEAL...

SOMEONE LYING ON THE BED, facing away from us, hair wet and
matted with SEAWEED...

NICK

Sean?

BACK ON DECK

ELIZABETH muscles the reel, the rod tip bending under the
strain.

ELIZABETH

Nick! There's something on this
line...

BACK IN THE CABIN

NICK moves to the bed, reaches out tentatively, when

THE BODY LOLLS OVER ONTO ITS BACK and we see SEAN'S HOLLOW
EYE SOCKETS GAPING OUT AT US!

NICK recoils, hitting the wall, backing out the door before
he vomits...

ON DECK

NICK stumbles out of the cabin, leans over the rail, heart
pounding. ELIZABETH keeps reeling, LOOKS OVER AT HIM.

ELIZABETH

Nick! What is it?

And she's still focused on NICK, when we SEE SOMETHING APPEAR
JUST BENEATH THE SURFACE OF THE WATER at the end of her
line...

HUMAN BODIES, pale, bent and broken, fish-bitten ARMS and
LEGS and FLOWING BLONDE HAIR, bound tight in a tangle of
fishing line...

...and just when we realize it's the TWINS -- or what's left
of them...

THE LINE SNAPS! ELIZABETH turns back, catching only the
slightest glimpse, as the BLOATED CORPSES sink out of sight.

ELIZABETH

NICK!

He comes over to her, following her gaze...

NICK

What was it?

ELIZABETH

I don't know, I couldn't tell. It looked like...bodies.

NICK

Jesus. C'mon. I'm getting you off this boat.

ELIZABETH

(stopping him)

Tell me what you saw in the cabin.

NICK

Nothing.

ELIZABETH

We've gotta deal with this together, Nick! Now tell me!

NICK

Sean. He's dead.

ELIZABETH

Dead?!

NICK

Yeah! He's fucking dead, alright!
(beat, then). I'm sorry. Let's just get outta here.

EXT. BOSTON WHALER - DAY

NICK helps ELIZABETH into the Whaler, but doesn't get in himself.

ELIZABETH

What are you doing?

NICK

There's one place I didn't check.

ELIZABETH

Nick...

NICK
Two seconds. Wait here.

ELIZABETH
(as he leaves)
Nick... Nick!

INT. SEAGRASS - GENERATOR HOLD - DAY

The door opens. NICK enters the hold, has a look around. He notices the GENERATOR, coated with a thin film of salt crystals. He touches it -- that makes no sense...

EXT. BOSTON WHALER - DAY

ELIZABETH hugs herself, suddenly feeling very alone, when she HEARS SOMETHING CREAK on deck. She stands up, looking towards the sound, and in a thin voice:

ELIZABETH
Nick? Is that you?

INT. GENERATOR HOLD - DAY

NICK stands up -- nothing more to see here. He exits the hold, SLAMMING the door.

EXT. BOSTON WHALER - DAY

Back on deck, NICK approaches the WHALER, can't believe his eyes. It's EMPTY -- ELIZABETH is nowhere in sight!

NICK
Elizabeth!!!

INT. BELOWDECKS - SEAGRASS - DAY

ELIZABETH wanders belowdecks looking for NICK, when she notices something OFF CAMERA.

She walks over, kneeling in front of the FREEZER, picks up A SLIMY PIECE OF SEAWEED...

She looks up, registering THE FREEZER. She reaches for the handle and gives it a pull, but the thing won't budge. She tugs again, harder this time, but still no joy.

She puts her feet against the wall, gives it one last YANK and this time the DOOR WHOOSHES OPEN! ELIZABETH SCREAMS!!!

THERE'S A PERSON IN THE FREEZER!!! BLUE from the cold, HAIR COVERED IN ICE CRYSTALS. IT'S SPOONER! Is he DEAD? He must be. In fact, we're sure of it, until...

HE OPENS HIS EYES!

ELIZABETH SCREAMS AGAIN, AS SPOONER PITCHES FORWARD, HIS BODY IN A FROZEN RICTUS, TUMBLING OUT WITH A FROSTBITTEN THUD!

CUT TO:

A PLATINUM CLOUD OF FOG

BILLOWING, SWIRLING, SPREADING. Something beyond our vision appears to be MOVING in all that white.

A FIGURE begins to materialize, hovering dreamlike within the mist...

WOMAN'S VOICE

...what do you mean, you'll 'take care of me'? That deal doesn't happen without me, Tom, and you know it.

KATHY WILLIAMS emerges from the fogbank, wearing a tapered suit, and moving with zeal and authority. She is followed by SHERIFF MALONE who waves the smoky haze away from his face as we WIDEN to reveal...

A BANDSTAND

Has been erected in the park. FOG MACHINES are PUMPING Hollywood-style FOG into the air. MULTI-COLORED LIGHTS FLASH AND PIVOT on overhead towers, as the TECH-CREW does a dry-run for the band's big performance.

MALONE looks back, takes-in all the pyrotechnics...

TOM MALONE

In my day, it was all about the music.

KATHY

Don't jerk me around, Tom!

A harried young WOMAN passes by, her hands full of streamers and bunting, etc..

KATHY

Lauren! Did you get all the promos over to Stevie at the lighthouse?

LAUREN

Yes ma'am.

KATHY

Good. And what about the portapotties? I don't see my portapotties!

LAUREN

On the way.

KATHY

I hope so.

KATHY dismisses LAUREN with a wave, turns on TOM.

KATHY

A percentage, Tom. That was the deal. Those were the terms.

TOM MALONE

Relax. A Malone never goes back on his word. Once this thing's closed you'll get every penny you're due. We all will.

And off KATHY'S skeptical eyes, we

CUT TO:

INT. STEVIE'S CONVERTIBLE - DAY

STEVIE drives the coast highway en route to the lighthouse, her dark hair whipping in the wind.

We may notice some TRAFFIC in the other direction, headed into town for the big celebration...

ON THE SEAT BESIDE HER are two things: The GOLD HAIRBRUSH from the beach, and a CD CASE labeled KAB - BIRTHDAY PROMOS.

Over the RADIO, WE HEAR AN ANNOUNCER'S TAG, then a hokey little JINGLE:

CHORUS

*It's one hundred years ago today,
so sit back, stow your cares away,
just smile, and take the time to
say, "Happy Birthday, Antonio Bay".
From your friends at Thriftway
Cleaners!*

STEVIE

Ugghh. How perky...

She ejects the CD, tosses it onto the seat beside her, when HER EYES FIND THE BRUSH. And now, as if drawn to the thing, she CAN'T TAKE HER EYES OFF IT...

CLOSE ON THE BRUSH - and STEVIE'S REFLECTION in it, when...

A HORN BLARES!

STEVIE looks up, sees AN ONCOMING CAR. At the last second, SHE SWERVES back into her lane, a heartbeat from disaster...

CUT TO:

EXT. ANTONIO BAY MARINA - LATER - DAY

An EMT AMBULANCE is parked on the dock, doors open, LIGHTS FLASHING. TOM MALONE squeals up in his SHERIFF'S TRUCK...

EXT. SEAGRASS - DOCKS - DAY

The SEAGRASS has been towed-in, and is now moored at the end of the pier. The EMT'S have SPOONER on a gurney. He's wrapped in foil blankets, just now beginning to regain his color.

NICK and ELIZABETH stand close by, concerned for their friend, as TOM MALONE strides up the pier...

TOM MALONE

Somebody wanna tell me what the hell happened out there?

SPOONER says nothing, his glassy eyes staring off without seeing. Frustrated, MALONE turns to NICK and ELIZABETH.

TOM MALONE

He tell you two anything?

ELIZABETH

He hasn't said a word since we found him.

TOM MALONE

'Course not.

(facing NICK)

Tell me somethin', Hotrod. Why is it whenever there's trouble, I always see your smilin' face?

NICK

(under his breath)

Same ol' shit...

TOM MALONE

What's that?

ELIZABETH

This is not about Nick, and you know it.

TOM MALONE

I guess we'll find that out, won't we, college girl.

HANK JONES walks up to MALONE.

HANK

Tom. Coast Guard wants to talk to you on the radio.

TOM MALONE

Oh, that's just great. Tell 'em I'll be right there.

(pointing at NICK)

We got one dead and two missing. You tell your pal he better limber up that jaw...

And when MALONE has gone, SPOONER reaches out with a shivering hand, catches NICK'S arm in a grip so tight, it makes him wince.

SPOONER

There's something out there, Nick.

NICK

It's alright, Spooner. You don't have to talk now...

SPOONER

...something in the Fog. It killed Sean!

ON ELIZABETH - as this really resonates with her.

NICK

Just take it easy, man. Everything's gonna be fine.

And as THE EMT'S wheel him away, SPOONER looks off, stuck with a reality no one will buy...

CUT TO:

EXT. STEVIE'S CONVERTIBLE - MARINA - DAY

STEVIE slows as she approaches the commotion at THE MARINA. She recognizes SPOONER being loaded into the AMBULANCE. She pulls over and gets out as the ambulance drives off.

EXT. THE DOCKS - DAY

STEVIE walks up the pier, where HANK JONES is talking to some FISHERMEN.

HANK

Hey, Stevie.

STEVIE

Hank. Was that Brett Spooner?

HANK

Yeah. 'Fraid so.

STEVIE

What happened?

HANK

Accident on the Seagrass. Pretty bad, I guess...

EXT. SEAGRASS - DAY

NICK is battening down the SEAGRASS, doesn't see STEVIE walking up the pier...

STEVIE

Hi Nick.

NICK turns. She smiles at him, warm and genuine, nothing else on it. Even so, his body tenses, eyes darting to the HARBORMASTER'S SHACK...

NICK

Stevie. What're you doing here?

STEVIE

Not exactly a Hallmark greeting there, Nick.

NICK

I'm sorry.

(then)

How are you?

STEVIE

How am I as in, how's the weather?
Or how am I as in you really wanna
know.

NICK

The second one.

STEVIE

I'm good.

NICK

Really?

STEVIE

Yeah. Really.

NICK

(he's surprised)

Cool. You know, 'cause I...

STEVIE

(letting him off the hook)

I saw them take Spooner away in the
ambulance. Hank said there was an
accident?

Behind STEVIE, we see ELIZABETH exiting the HARBORMASTER'S
SHACK, a BLANKET around her shoulders. NICK sees her too...

NICK

Elizabeth! Look who's here...

ELIZABETH

Stevie?

STEVIE

Hey, look at you! You look so...

ELIZABETH

What?

STEVIE

I don't know. Grown up...

The two friends HUG. ELIZABETH holds on a little too long.
STEVIE notices.

STEVIE

Elizabeth? What's going on?

ELIZABETH

Sean Reed's dead.

STEVIE

What?

ELIZABETH

They were out on the Seagrass last night. Spooner said he saw something in the fog. Whatever it was killed Sean.

STEVIE

(too absurd for her)

The *fog* killed Sean?

NICK

Elizabeth...

ELIZABETH

Spooner's alot of things, Nick. But he's no liar. You saw his face! Something out there scared him to death.

NICK

We found him stuffed in the freezer hold. He was pretty whacked out. They said another few minutes and he wouldn't have made it. The two girls with him are still missing.

ANGLE ON ELIZABETH - glancing into the water, recalling what she saw, or what she might've seen, when...

TOM MALONE

I need everybody away from this boat. And don't touch anything from the crime scene.

NICK

Crime scene?

TOM MALONE

You see that dead boy's eyes?

NICK

I saw 'em.

TOM MALONE

They didn't get that way by accident. Now get off the boat...

NICK

Alright, alright. I heard you the first time...

NICK is about to disembark, when he notices the CAMCORDER lying where SPOONER left it. He makes sure MALONE'S not looking, then

He shoves the CAMCORDER under his shirt and goes.

CUT TO:

THE LIGHTHOUSE - DAY

Tall and majestic in the afternoon sun. EMBLAZONED on the side is **KAB 94.5**. STEVIE pulls up in her convertible, gathers her stuff and gets out.

INT. THE LIGHTHOUSE - DAY

STEVIE enters through the door at the base of the lighthouse, moving past some work closets, storage cabinets, etc. She ascends the three-story SPIRAL STAIRCASE that leads to...

BROADCAST BOOTH - DAY

STEVIE comes in and dumps her stuff (including the BRUSH) on a console by the wall, singing a little ditty of her own:

STEVIE

I don't wanna work today, so
everybody, go away. Cause Stevie
wants to shop and play...

She hits some buttons and flips some switches and the station's electronics start to WHIRR.

STEVIE

...let some other poor sap do my
broadcast today.

STEVIE pops the PROMOS disk into the CD tray. She takes an apple from her bag, starts slicing it into pieces with a knife. In the b.g., we HEAR the ANNOUNCER TAG another dumb BIRTHDAY jingle...

CHORUS

*Hap-py Birthday, from your friends
at Pet-World, Hap-py Birthday.
Antonio-o Bay...*

STEVIE shakes her head -- pathetic. She sits down in her chair, slips off her shoes and rolls across the room to her computer.

She fires it up, glancing at the meters and dials on the wall, when we notice A RED GLOW RISING ON THE SIDE OF HER FACE. She feels it now, and slowly, she turns...

ANGLE ON THE GOLD BRUSH

GLOWING RED HOT on the console! The years of sea-grit BURN AWAY! WISPS OF SMOKE APPEAR NOW, as THE CONSOLE UNDERNEATH THE BRUSH BEGINS TO MELT!

STEVIE stares at it in disbelief, when IN HER EYES, we see a BRIGHT RED FLASH! SHE SCREAMS!

THE BRUSH

Has ignited ONE OF ANDY'S CRAYON DRAWINGS tacked to the wall above the console. In an instant, another one catches and now THE WALL IS ON FIRE!

WITH STEVIE

As she races down the spiral staircase. She throws open one of the storage closets, pulls out a FIRE EXTINGUISHER...

CUT TO:

THE SCREEN BECOMES A WHITE-OUT FROM WHICH EMERGES

STEVIE, firing a blast of CO₂. As the dust settles, THE FIRST THING WE NOTICE is THE HOLE IN THE CONSOLE TOP -- a perfect outline of the BRUSH, which has melted completely through.

But, underneath, THE BRUSH HAS VANISHED, and we WIDEN to see

The fire has SCORCHED THE PLASTER where the art once hung, REVEALING A WEIRD PATTERN on the lighthouse wall. Maybe a window, or a trap door was here once, but it has long since been BRICKED-IN.

STEVIE reaches up, brushing away blistered plaster, when ONE OF THE BRICKS comes loose in its mortar. She pokes at it curiously, SURPRISED WHEN IT GIVES WAY, and we can HEAR it fall into the hollow of the wall...

She drops the fire extinguisher and stands there, staring at the open hole. She leans in, peering into the void, but it's PITCH DARK in there and she can't see a thing.

She jimmies a few more bricks loose, drops them on the floor. With more light now, she sticks her head in...

STEVIE'S POV - INSIDE THE WALL

SHE SEES SOMETHING wedged between the studs, but the light doesn't quite hit it. Whatever it is, it appears to be wrapped, or wound in something...

POV - INSIDE THE HOLE - A MINUTE LATER

STEVIE'S ARM REACHES IN...fingers feeling around blindly, straining for the thing, but she can't quite reach it, when

SOMETHING LASHES AROUND HER WRIST!!

ON STEVIE'S TERRIFIED FACE

As she tries to pull her arm from the hole! THE LIGHTS and ELECTRONICS in the room begin to flicker and buzz, and whatever has her, PULLS HER INTO THE WALL, with force enough to send the rest of the bricks cascading down around her...

SHE FALLS, SHRIEKING in horror at what's now attached to her hand!

CLOSE ON HER HAND - AN OLD BOOK IS TETHERED TO IT BY A LIVING SNARL OF LONG, BLACK HAIR, LACED WITH SAND AND SLIME AND UNDULATING SEAWEED!!!

She goes for a pair of SCISSORS on the desk, HACKING AT THE SLIMY MASS. YELLOW OOZE spurts from the SEAWEED TENDRILS, as whatever it is FINALLY LETS GO and the book falls to the floor.

She checks her wrist where the thing had hold of her -- red, puffy, rising welts...

She looks down at the book, only now, it's just a dusty old, leatherbound book. No sign of anything strange.

She tilts her head to make out the gold-embossed words on the book's cover...

JOURNAL OF PATRICK MALONE

INT. STEVIE'S BEACH HOUSE - DAY

The PHONE RINGS as an OLDER WOMAN in a brightly-colored housedress enters carrying a grocery bag. Her eyeglasses hang around her neck on a decorative chain, and we recognize her as the WOMAN who scooped up the money from the ATM machine...

OLDER WOMAN
Andy, the telephone...

ANDY (O.S.)
I got it, Mrs. Kobritz!

ANDY comes running from the bedroom, grabs the phone.

ANDY
Hello?

INTERCUT WITH

INT. LIGHTHOUSE - KAB - DAY

STEVIE on the phone, staring at the BOOK ON THE FLOOR...

STEVIE
Andy, it's me. Where did you find
the gold brush, honey?

ANDY
It's gold? I told you it was gold!
I knew it!

STEVIE
Where did you find it?

ANDY
On the rocks, out by the point.

STEVIE
I want you to stay away from there,
okay? Don't pick up anything else
from the beach, do you hear me?

ANDY
It didn't belong to anybody...

STEVIE
I know, sweetie. It's okay. I
just don't want you to pick up
anything else unless I'm with you.
Okay?

ANDY
Okay.

STEVIE
Good. Is Mrs. Kobritz there?

ANDY
Yeah.

STEVIE
(calming down a bit)
How's Wheel of Fortune?

ANDY
She just got here. She's probably
still unpacking the Tim-Tams...

STEVIE
Okay. I love you and I want you to
promise me you won't go down to the
beach again without me.

ANDY
Aw, Mom...

STEVIE
Promise?

ANDY
Okay. I promise. Bye.

STEVIE hangs up. She looks over at the HOLE IN THE WALL,
then at the JOURNAL, utterly, chillingly confused. Then, she
makes a decision.

She takes off her sweatshirt, throws it over the book, then
kicks at it to be sure it's "dead".

Satisfied, she brings a wastebasket over, and in one quick
motion, scoops up the book and dumps it in, keeping her
distance...

She goes to her computer, types something in. The DISPLAY
READS: **PRE-RECORDED TRACKS - 60:00**. She hits ENTER and the
meter starts ticking down. She checks her watch, picks up
the WASTEBASKET and goes.

CUT TO:

INT. SPOONER'S HOSPITAL ROOM - LATE AFTERNOON

SPOONER lays back in his bed, pale and MOANING as a young
NURSE takes his temperature.

NURSE
How are we feeling?

SPOONER just moans.

NURSE
Tell me where it hurts.

SPOONER
It's just... This burning pain...

NURSE
Where?

He points to his abdomen. She touches him.

NURSE
Here?

SPOONER
Down lower.

NURSE
Here?

SPOONER
No. Little lower...

She's down to his groin now, starts to touch him there, when she looks up, miffed when she sees HIS GRINNING FACE.

SPOONER
What?

NURSE
(reads the thermometer)
Your temperature's back to normal.

SPOONER
I could'a told you that.

As the NURSE exits the room, NICK and ELIZABETH enter.

SPOONER
Don't you just love those little
nurse outfits.

ELIZABETH hands him a styrofoam cup.

ELIZABETH
Brought you some chicken soup.

SPOONER
Yummy. How 'bout a beer to go with
it.

NICK and ELIZABETH trade a look...

ELIZABETH
Somebody's feeling better.

NICK

I left a message for your folks. I didn't tell 'em anything. Just said to call me.

SPOONER

I'm fine. Really. There's nothin' wrong with me. I just wanna get outta here.

SPOONER gets up, pulls the I.V. out of his arm.

SPOONER

God, that hurt.

NICK

What the hell are you doin', Spooner?

He turns, his ASS HANGING OUT the rear of his hospital gown.

ELIZABETH

I think I'll wait outside.

ELIZABETH exits. SPOONER goes over to the window, looks out. There's a partial ocean view. In the distance, we can just make out a gloomy HAZE building on the horizon.

NICK

What is *up* with you?

SPOONER

What do you mean?

NICK

I mean Sean's dead, and you're acting like nothing happened.

SPOONER opens the bathroom door, takes his clothes off the hook and starts to get dressed. When he turns, there are tears in his eyes. He blinks hard, fighting back his emotions.

SPOONER

I can't remember what happened anymore. Like it's just... Gone. I'm so sorry he's dead, Nick, but I didn't kill him! You know I didn't. I couldn't kill anybody...

TOM MALONE (O.S.)

Is that so?

Surprised, SPOONER looks back at MALONE, who stands in the doorway. He brings in a plastic bag, lays it on the table by the bed. Inside it, the BLOODY BONING KNIFE.

SPOONER

What's that?

TOM MALONE

Your knife. Found it on the boat.
With Sean Reed's blood all over
it...

INT. STEVIE'S BEACH HOUSE - LATE AFTERNOON

ANDY stands at the glass doors staring out at the beach.
MRS. KOBRITZ is watching TV.

MRS. KOBRITZ

What did your mother want, Andy?

ANDY

Nothin'. Look at those clouds out
there...

MRS. KOBRITZ comes over and looks out.

POV - OCEAN

The water is choppy and dark. On the distant horizon, we see the first vestiges of a forming FOG BANK, shot through with rays of sunlight.

MRS. KOBRITZ

That's just the fog rolling in.

MRS. KOBRITZ walks into the kitchen, leaving ANDY staring. He leans in close, EXHALES ON THE WINDOW, draws something in the fog...

ANDY

Can I go outside?

MRS. KOBRITZ

Just be back before dark, dear.

ANDY

I will.

ANDY puts on his jacket and goes out the door, and CAMERA MOVES IN on his drawing on the window. IT'S A SHIP...

EXT. OLD CHURCH - LATE AFTERNOON

STEVIE squeals to a stop in front of the church. She gets out, gathers the wastebasket (with the journal in it) and goes to the side door.

She knocks once. The DOOR SWINGS OPEN.

STEVIE
Father Malone?

She steps inside. Very dark. Her eyes try to adjust...

STEVIE
Father?

Her voice ECHOES off the walls. She moves through the sanctuary, turning down the long, narrow hall that leads to the rectory...

INT. FATHER MALONE'S ROOM - DAY

MALONE is dressed in his civvies. He takes some clothes out of his dresser, moves to the open suitcase on his bed.

STEVIE (O.S.)
Father?

FATHER MALONE turns, startled to see STEVIE in the doorway.

FATHER MALONE
Stevie? Stevie Wayne... My gosh,
how long has it been?

STEVIE
A long time, father. Too damn
long.

FATHER MALONE
(smiles warmly)
Please, come in.

STEVIE
I'm sorry. I don't mean to
interrupt you...

FATHER MALONE
No. Not at all.

STEVIE eyes the suitcase. FATHER MALONE notices, holds his cards.

FATHER MALONE

What've you got there?

STEVIE

Something happened today. If I told you what, you'd think I was crazy. And maybe I am. But all I know is right now, I'm afraid for my son and I don't know what else to do.

She dumps the wastebasket onto his desk. THE JOURNAL spills out. MALONE eyes the cover, looks up chillingly.

FATHER MALONE

Where did you get this?

STEVIE

In the lighthouse. Hidden in a wall.

FATHER MALONE

Hidden...

MALONE reaches for it...then reconsiders. Something stirs in him as eyes the name on the cover -- his family name. He looks up at STEVIE with fear in his eyes, never once touching the book...

FATHER MALONE

I'm afraid can't help you.

STEVIE

Something's happening, isn't it, Father...

FATHER MALONE

I don't know.

STEVIE

Then why are you leaving?

FATHER MALONE

I'm sorry, Stevie, I'm very busy right now. Maybe you should come back another time...

STEVIE

What's happening, Father! Tell me what I can do to protect my son!

FATHER MALONE

Get out.

STEVIE

What?

FATHER MALONE

I SAID GET OUT!!!

She snatches the JOURNAL off the desk before he pushes her out and SLAMS the door, KNOCKING the book from her hand...

OUTSIDE HIS DOOR

She bends to pick the book, when she notices SOMETHING STICKING OUT BETWEEN THE PAGES...

Hesitant, she picks it up, pulling out TWO OLD, CREASED PHOTOGRAPHS:

THE FIRST is a panorama-type, taken from a hillside vantage point. It's A FLEDGLING TOWN with a few ramshackle buildings, a muddy dirt road, a couple of mules, and a handful of people. At the bottom in white lettering it reads: ANTONIO BAY - 1905

THE SECOND PHOTO is of our TWELVE MEN, assembled on the beach, dressed in their turn-of-the-century finery. It looks like something is written on the reverse...

STEVIE turns it over, and we can see TWELVE NAMES, in pen-and-ink, the last of which reads PATRICK THOMAS MALONE...

CUT TO:

INT. STEVIE'S CONVERTIBLE - DUSK

STEVIE races towards town, on her cellphone...

STEVIE

Tom Malone, please...Stevie Wayne.
He's where? Thanks.

STEVIE tosses the phone. She checks her watch, then PUNCHES IT, blasting right through a stop sign...

INT. HOSPITAL - HALLWAY

ELIZABETH walks down the sterile hospital hallway.

HER POV -

There is a partially open door at the far end of the corridor. Through it, ELIZABETH can see SEAN'S body lying unattended.

INT. EXAMINATION ROOM

SEAN'S BODY lies on a metal table. ELIZABETH pushes the door open and comes in. She stands there for a beat, then moves tentatively, approaching her friend, seeing death up-close for the very first time.

It's too much for her. She turns to go, tears welling in her eyes, when behind her, WE SEE SEAN SIT UP ON THE STEEL TABLE!

CLOSE ON HIS PURPLED FEET - as they hit the linoleum, moving stiffly across the floor.

Hearing this, ELIZABETH stops. Slowly, she TURNS...

SEAN THRUSTS HIS ARMS OUT, TAKING HER BY THE HEAD, SQUEEZING HARD, AS IF TO CRUSH HER SKULL! He puts his BLEEDING EYE SOCKETS right up to her face, when his voice rushes out in a raging whisper...

SEAN
All must die!!!

INT. SPOONER'S HOSPITAL ROOM

A BLOOD-CURDLING SCREAM ECHOES down the hall.

NICK
Elizabeth!

NICK races out the door. MALONE follows, glancing back at SPOONER.

TOM MALONE
Stay here. We're not done.

EXT. HOSPITAL - DUSK

STEVIE squeals around a corner, driving too fast, when some guy DARTS OUT INTO THE STREET! SHE SLAMS ON THE BRAKES, but it's too late.

SHE HITS THE GUY, who tumbles up onto her hood. He looks up and their eyes meet -- it's SPOONER!

He rolls off and hits the ground running, high-tailing it away from the hospital...

INT. HOSPITAL - DUSK

STEVIE enters, JOURNAL in hand, sees NICK and TOM MALONE standing with ELIZABETH in the hall.

STEVIE

Okay. Am I in an alternate universe today, or what? Brett Spooner just ran in front of my car and practically killed himself!

MALONE eyeballs NICK and ELIZABETH.

TOM MALONE

Walking dead, huh? What'd you do, plan the whole thing so your pal could run off? That's sick.

MALONE turns to go. STEVIE walks after him...

STEVIE

Sheriff! Can I talk to you...

TOM MALONE

(blowing her off)
Not now, sweetheart.

STEVIE

(loud and firm)
NOW!

MALONE stops. He turns to STEVIE, ready to ream her, when...

STEVIE

Patrick Thomas Malone. Who was he?

MALONE'S eyes meet STEVIE'S, suddenly softening...

TOM MALONE

My great grand-dad. One of the Town Fathers. Why?

STEVIE thrusts out the journal. MALONE stares at it, a boyish look of wonder in his eyes as he takes it in his hands, literally caressing the name on the cover...

TOM MALONE

You found it.

STEVIE

It found me. What is it?

TOM MALONE

This? It's our heritage. The founding families. Their stories. My father told us this book was lost forever.

He's clinging to it like it was worth its weight in gold.

STEVIE

Your brother didn't quite see it that way.

TOM MALONE

I'm not surprised. Bobby turned his back on the family a long time ago.

(then)

Did you read any of it?

STEVIE

No.

MALONE offers the book back to STEVIE...

TOM MALONE

What do you plan to do with it?

STEVIE

(pushing it back at him)

Oh no. I want you to have it. I don't want that thing anywhere near me or my son.

TOM MALONE

Well. Thank you for this, Stevie. It means the world to me and my family. It'll be a big part of the anniversary celebration. I promise you that...

INT. HOSPITAL ENTRANCE - MOMENTS LATER

NICK walks to the front doors with ELIZABETH.

ELIZABETH

You don't believe me either, do you.

NICK

You're okay. And you're with me. That's all that matters.

Suddenly, she puts her arm out, stopping him. She nods towards the doors, THROUGH WHICH THEY SEE:

TOM MALONE saying goodbye to STEVIE in the parking lot...

EXT. HOSPITAL - SUNDOWN

...and as STEVIE pulls away in her convertible, TOM MALONE looks down at the JOURNAL, before offhandedly CHUCKING THE THING through the open window of his truck.

Then he hitches up his pants and walks across the street to the Frosty Freeze...

INT. HOSPITAL

ELIZABETH grabs NICK by the hand, the fight returning to her eyes.

ELIZABETH

C'mon.

EXT. HOSPITAL - SUNDOWN

ELIZABETH moves along the side of MALONE'S TRUCK, using NICK as a screen. She reaches in and STEALS THE JOURNAL.

ELIZABETH

Got it. Let's go.

CUT TO:

INT. COAST GUARD WEATHER STATION - NIGHT

MEL SLOAN, a meteorologist, turns from his bank of glowing electronics as DAN O'BANNON comes through the door.

DAN

What's up, Melly boy.

SLOAN

Dan the man. I thought Tony was comin' in tonight.

DAN

We traded shifts so I could do the party tomorrow. You goin'?

SLOAN gets up, slips on his coat.

SLOAN

Don't think so. Weather's gonna suck. Check out this big ass fog bank. It's just perched out there.

DAN comes over, eyes the scope.

DAN

Holy shit.

SLOAN

I know, right? I think I'll plan a little indoor activity. With Jolene, if you know what I mean...

DAN

Oh, I can imagine... See ya later, buddy.

SLOAN leaves. DAN sits down at the scope, his eyes get big.

CLOSE ON THE SCOPE - the FOG registers as a GROWING GREEN BLOB, EXPANDING across the entire screen...

DAN

Now that's some fog.

DAN picks up his phone...

INT. STEVIE'S CONVERTIBLE - NIGHT

STEVIE drives the winding road to the Lighthouse, when her cellphone rings. She checks the display: DAN. She shakes her head, lets it go to voicemail...

EXT. WINDING ROAD - NIGHT

STEVIE races by our position, and as she disappears down the road, CAMERA BOOMS UP SLOWLY TO REVEAL...

EXT. COASTLINE - NIGHT

The BLACK OCEAN, vast in its expanse, as far as the eye can see...

...and in the distance, A PALE, UNEARTHLY GLOW is beginning to rise, spanning the horizon. Its range is impossible to gauge, but one thing is for sure.

It's coming.

EXT. ANTONIO BAY - MAIN STREET - NIGHT

The BLEACHERS are filled with townsfolk. KATHY is seated on the dais, surrounded by the MAYOR, TOWN SELECTMEN, TOM MALONE, etc. She searches the crowd, disappointed when she doesn't see Elizabeth. [maybe there's an empty seat]

A rag-tag HIGH SCHOOL BAND finishes (poorly) the last strains of the Star Spangled Banner. A fat, bald GUY steps up to the mic on the podium.

GUY

The Antonio Bay High School Marching Band. Let's give 'em a hand. And now, I'd like to introduce the President of the our chamber of commerce, the organizer of this weekend's festivities, and a lovely lady. Ms. Kathy Williams.

APPLAUSE from the audience. KATHY smiles, basking in it.

KATHY

Thank you. You're too kind. All of you. Really. And welcome to the opening ceremonies as Antonio Bay honors its glorious past...

More applause. She loves this shit.

EXT. A COMMUNITY PARK - NEAR THE COAST - NIGHT

TWO LITTLE BOYS play on a swing set in the kiddie-park. We hear it CREAKING as they go back and forth. Back and forth.

BEHIND THEM, UNNOTICED, THE FOG SWEEPS OUT FROM A CLUMP OF TREES, UNSEEN, COMING CLOSER AND CLOSER.

SILENTLY, it overtakes them from behind, temporarily obscuring them from view...

...but when has passed, ONLY ONE LITTLE BOY IS LEFT SWINGING. He looks over to swing beside him which just a moment ago was occupied his friend...

CLOSE ON THE EMPTY SWING - dangling at the end of its chains.

INT. RAINY ALE TAVERN - NIGHT

The place is virtually empty. It's filled with nick-nack and bric-a-brac from Antonio Bay's past (old photos, etc)]

ELIZABETH sits at a booth in a dark corner, the JOURNAL open before her. NICK comes to the table with two mugs of beer.

ELIZABETH

Listen to this. "February 9. Met with Blake for the first time.

(MORE)

ELIZABETH (cont'd)

He stood in the shadows to prevent me from getting a clear look at his face. What a vile disease this is! He is a rich man with a cursed condition, but this does not prevent him from trying to better his situation and that of his comrades at the colony."

NICK

The colony?

NICK pulls the PHOTOGRAPHS from between the pages, begins examining them.

EXT. ANTONIO BAY - MAIN STREET - NIGHT

KATHY is getting busy...

KATHY

...and all of us living here today, owe a debt of gratitude to those men and women who, a hundred years ago, struggled and gave of themselves to make this town grow and prosper into what it is today.

INT. RAINY ALE TAVERN - NIGHT

ELIZABETH turns the page:

ELIZABETH

"Blake's proposition is simple. He wants to move off Tanzier Island and relocate the entire colony to a fifty-acre plot, just north of here. For their transport, he has purchased a clipper ship called the...

(she stops, rattled)

Elizabeth Dane.

NICK

(reassuring)

Hey. It's a queen's name. They were always naming ships Elizabeth this and Elizabeth that back then. Just a coincidence, that's all.

She looks at him, wondering, then goes hungrily back to the book. NICK gets up, taking one of the PHOTOGRAPHS with him.

NICK

Elizabeth. Look at this.

She gets up and goes to him. Hanging on the wall, is a FRAMED PHOTO, taken from roughly the same vantage point as the one in NICK'S hand (which is dated 1905)...

...only in this photograph, THE TOWN HAS GROWN into a buzzing little community. BUILDINGS and STORES now line Main Street, PEOPLE on the sidewalks, early automobiles and horse-and-buggies, and we may even notice the CHURCH under construction up on the hill.

It is dated 1907 - a mere two years later. They look at each other...

ELIZABETH

Let's to talk to the other Malone.

EXT. SANDY COVE - NIGHT

MACHEN walks along the sand with his metal detector. Suddenly, we hear the thing go crazy -- BEEP, BEEP, BEEP. He kneels down, starts digging...

...when he notices a PALE GLOWING on the sand. He stops digging, looks up slowly...

EXT. BEACH - NIGHT

ANDY stands alone on the beach. He looks off towards the ocean, anticipation in his eyes...

REVERSE ANGLE

He's dwarfed by A TOWERING WALL OF PULSING FOG. Thirty feet away. NOW TWENTY...

INT. LIGHTHOUSE - NIGHT

STEVIE hurries in, goes to her COMPUTER, as the last seconds of pre-recorded music expire. She pulls the mic to her lips.

STEVIE

Ahoy, Mateys. Stevie here, hoping you enjoyed that commercial-free block on KAB, Antonio Bay...

INT. STEVIE'S BEACH HOUSE - NIGHT

MRS. KOBRITZ puts Andy's dinner on the table. The RADIO plays in b.g.:

STEVIE (ON RADIO)

...I've got some more tunes lined up to take us through till midnight, and we'll get this party started right after we pay the bills...(go to commercial)

EXT. STEVIE'S BEACH HOUSE - DECK - NIGHT

MRS. KOBRITZ comes out onto the deck overlooking the beach, SEES THE FOG, pushing right up to where ANDY stands.

MRS. KOBRITZ
Oh my. Andy! Dinner!

EXT. THE BEACH - NIGHT

And when ANDY turns to face us, a SURGING REVENANT OF FOG SPLITS ITSELF FROM THE MASS, moving faster than the rest, coming at him from behind...

ANDY
What're we having?

The REVENANT moves unnaturally, right up on him now...

MRS. KOBRITZ
Chicken and french fries.

ANDY
Cool!

He takes off towards the house without turning back, as THE FOG CHANGES SHAPE, seeming to gather energy...

Following him.

CUT TO:

EXT SANDY COVE - NIGHT

THE FOG SWIRLS as it moves on, and when the cove clears, all that's left behind is MACHEN'S METAL DETECTOR, laying there in the sand...

INT. LIGHTHOUSE

STEVIE'S cell phone rings. DAN again. Irritating.

STEVIE
Yes, Dan. What's up?

INT. COAST GUARD WEATHER STATION - NIGHT

DAN eats a sandwich.

DAN
How's my girl?

INTERCUT PHONE CONVERSATION

STEVIE
What is it this time, Dan. Swarm
of locusts? Tornado, maybe?

DAN
Nope. Just fog.

STEVIE
You're kidding, right?

DAN
Swallowed us up out here at the
station a few minutes ago. Movin'
your way. Kinda cool, actually.

STEVIE
Hang on a sec.

STEVIE hits the lights in the station, leaving only the eerie
glow of the electronics. She looks out the window:

STEVIE'S POV - The THROBBING GLOW OF THE FOG, moving down the
coast...

STEVIE
Jesus!

DAN
Yo! What's the big deal?

STEVIE
There's something funky about this
fog, Dan. It glows.

INT. WEATHER STATION - NIGHT

The FOG completely covers the windows behind DAN.

DAN
It what? Oh, I see. You pop a
little something to keep you goin'.
Gives you a little freak-on. I
like that in a woman...

Suddenly the LIGHTS in the weather station GO OUT!

DAN
Hey!

STEVIE (ON PHONE)

What?

DAN stares in shock at his electronics.

DAN

The lights just went out.
Everything's dead.

SOMETHING sweeps across the window behind him and then...

KNOCK! KNOCK! KNOCK! KNOCK!

DAN

(turns to the door)

What the hell is that?

INT. LIGHTHOUSE - NIGHT

STEVIE is still staring out the window.

STEVIE

What is it? What's happening?

INT. COAST GUARD WEATHER STATION - NIGHT

DAN

Somebody's at the door.

STEVIE (ON PHONE)

Dan. Listen to me...

DAN

I'm gonna check it out. Hold on,
sweetheart.

DAN puts down the phone and stands up. CAMERA MOVES IN to the handset, and we HEAR STEVIE on the other end.

STEVIE (ON PHONE)

Dan! DAN!

DAN grabs a kerosene lantern off the shelf, lights it, brightening the room.

He moves towards the door...

KNOCK! KNOCK! KNOCK! KNOCK!

DAN stops, staring at the SWIRLING MIST outside the window. The SHADOWS play tricks, SOMETHING BACKLIT, MOVING out there...

INT. LIGHTHOUSE - NIGHT

STEVIE can hear the POUNDING over the phone.

KNOCK! KNOCK! KNOCK! KNOCK!

STEVIE

DAN!!!

INT. WEATHER STATION - NIGHT

CAMERA moves towards the door. More POUNDING. The GLOW around the doorframe INTENSIFIES.

DAN

What is this, a joke?
 (towards the phone)
 Whoever it is, they're not gonna
 like my sense of humor!

INT. LIGHTHOUSE - NIGHT

STEVIE shouts into the phone.

STEVIE

DAN! DON'T OPEN THE DOOR!!!

INT. WEATHER STATION - NIGHT

DAN grabs the doorknob. He PULLS THE DOOR OPEN, AND...

Nothing. Save for a wall of PALE, WHITE FOG. He peers into it, certain he sees MOVEMENT out there...

DAN

Yo! Who's there?

Silence. DAN turns, yelling towards the phone again.

DAN

I think some fool got drunk and
 started taking this hundred-year
 crap a little too seriously. Here
 I come, asshole!

He steps out into The Fog, COMPLETELY DISAPPEARING. There's a long, insufferable beat, when SUDDENLY, we HEAR GLASS BREAKING...

DAN

NO! NOOOOOOOOOO!

There's a WUMPH sound, familiar somehow, and then...

A HUGE FIREBALL COMES HURLING BACK THROUGH THE DOOR WITH TREMENDOUS FORCE, only this fireball is SCREAMING!!!

INT. LIGHTHOUSE - NIGHT

STEVIE listens in horror over the phone, when a SMASHING SOUND breaks the silence, like all the glass in the weatherstation JUST SHATTERED! Then...

Dead silence. She listens. Quiet.

STEVIE

(weak)

Dan...

STEVIE hangs up. Freaked. Thinks. Punches her cell phone, HOME pops on the display... Puts the phone to her ear, but the call won't go through. Nothing but SCRATCHY STATIC...

So she picks up the land line and dials...

EXT. TELEPHONE POLE - NIGHT

There's a GLOW on the pole as THE FOG swirls up the base, moving methodically towards the mass of wires at the top...

INT. STEVIE'S BEACH HOUSE - NIGHT

The PHONE RINGS. MRS. KOBRITZ is watching Wheel of Fortune.

MRS. KOBRITZ

Andy!

RRRIIINNNGGG!

INT. LIGHTHOUSE - NIGHT

STEVIE squeezes the phone, anxious.

STEVIE

C'mon! Pick up!!!

INT. ANDY'S ROOM - NIGHT

ANDY sits on his bed, staring out the window. The lights are off, but there is a faint GLOWING on his face, coming from just outside...

EXT. TELEPHONE POLE - NIGHT

THE FOG achieves the top of the telephone pole. A thick ROPE OF MIST forming a noose around the main cluster of wires...

INT. STEVIE'S BEACH HOUSE - NIGHT

MRS. KOBRITZ moves over to the phone, reaching blindly for it, if she could only take her eyes off the tube...

EXT. TELEPHONE POLE - NIGHT

We hear the TENSILE POPS as the wires SNAP!!!

INT. STEVIE'S BEACH HOUSE - NIGHT

MRS. KOBRITZ finally finds the phone.

MRS. KOBRITZ
Hello? Hello!

INT. LIGHTHOUSE - NIGHT

The phone goes dead in STEVIE'S hand. She jiggles the cradle. Nothing. She slams the receiver down in frustration. She stands for a moment by the window, then looks out again. Sees THE FOG...

EXT. WOODS - NIGHT

We're on top of a hillside, looking down into a STAND OF TREES. Nothing unusual here. But a moment later, the forest begins to GLOW...

EXT. WATER TANK - NIGHT

THE FOG surges towards a huge METAL WATER TANK, perched on the hill above the town.

CLOSE ON A RED VALVE-HANDLE - as THE FOG creeps over, IT BEGINS TO TURN, RELEASING A HUGE TORRENT OF WATER THAT GOES FLOODING DOWN THE HILLSIDE.

NEW ANGLE

As the leading edge of the Fog MOVES ON, FINGERS spreading in every direction, creeping forward like a vaporous army on the move...

Unstoppable.

EXT. MAIN STREET - NIGHT

KATHY is wrapping up her interminable speech, as young VOLUNTEERS pass out candles to the CROWD of townspeople seated in the bleachers...

KATHY

...and as we think back across the years, I'd like for each of us to keep in mind how important this night is to every citizen in Antonio Bay.

EXT. ANTONIO BAY POWER STATION - NIGHT

Concrete and steel. The THRUM of turbines and generators comes from inside. A LIT SIGN in front reads: **ANTONIO BAY POWER AND LIGHT - SUBSTATION #2**

Slowly, THE FOG rises up over the sign, DEVOURING it...

EXT. SWITCHBACK - WOODS - NIGHT

NICK'S truck roars PAST CAMERA.

EXT. WOODS - NIGHT

The GLOWING FOG moves out of the woods, rolling towards the road. We see HEADLIGHTS coming at us from around a curve, as the FOG moves closer, pressing up onto the shoulder, almost to the asphalt now, when...

NICK'S TRUCK flies right by... one split second before THE FOG swirls over the road...

INT. NICK'S PICKUP TRUCK - NIGHT

ELIZABETH sits close to NICK, still reading from the journal in her lap:

ELIZABETH

"April 20. Cannot sleep. My mind is filled with the abomination of what my conspirators and I have planned. The twelve of us met tonight behind locked doors. From midnight until one o'clock, we plotted the death of Blake and his comrades."

NICK looks out the window, as they drive past the site where the FOR SALE sign stands.

NICK

(realizing)

Fifty acres. Two miles north.
This is it!

(turns to her)

This was their land.

INT. ANDY'S ROOM - NIGHT

ANDY moves to his window. Outside, we see a REVENANT OF FOG moving around the sill, searching for a way in. ANDY taps the glass. The FOG stops, cocks its "head", as if curious, then...

EXT. STEVIE'S BEACH HOUSE - NIGHT

The FOG dips below the windowsill, still searching. We FLOW WITH IT, as it hugs the foundation, investigating the possibilities. Finally it wafts out to the street, rolling over the curb, hugging the gutter...

...flowing down into the sewer.

EXT. POWER STATION - NIGHT

SPINES OF THE FOG surround the building, each acting independently of the next, all seeking a point of entry.

There's a CRACKED WINDOW in the back. One SPINE OF FOG "turns", as if to notify its counterparts, which QUICKLY MERGE into a SWIRLING MASS...

INT. POWER STATION - NIGHT

THE FOG seeps in through the broken window, drifting towards the GENERATORS...

INT. LIGHTHOUSE - NIGHT

STEVIE flips a switch, brings the mic to her lips.

STEVIE

This is Stevie on KAB. There's a problem with the phones here at the station, maybe everywhere, I don't know, so I'm gonna hope somebody's listening...

INT. NICK'S PICKUP TRUCK - NIGHT

NICK turns up the RADIO...

STEVIE

...there's an emergency in the coast guard weather station on old Russleville Road. There's a good chance somebody's hurt pretty bad out there...

ELIZABETH

We're close.

EXT. ROAD - NIGHT

Passing a turnoff, NICK'S TRUCK SCREECHES TO A STOP, backs up and turns the other way.

INT. POWER STATION - NIGHT

THE FOG splits into TWO DISTINCT TENDRILS, curling sharply, allowing themselves to be SUCKED INTO THE GUTS OF THE DUAL TURBINES.

ZAAAAAAAAP! THERE'S A HUGE FLOWING ARC OF ELECTRICITY BEFORE THE WHOLE SYSTEM OVERLOADS AND EXPLODES!

INT. LIGHTHOUSE - NIGHT

The lights flicker and die. The electronics DRONE to a stop. STEVIE checks her console. Everything's dead.

EXT. LIGHTHOUSE ROOF - NIGHT

The LIGHTHOUSE BEACON goes out, grinding to a halt.

INSERT - A RESERVE BATTERY IN AN ORANGE COAST-GUARD CASING.

WE HEAR AN AUTOMATIC SWITCHING SOUND.

EXT. LIGHTHOUSE ROOF

THE BEACON COMES BACK TO LIFE.

INT. LIGHTHOUSE - NIGHT

Unfortunately, this has no effect on the lights inside the station. STEVIE gets up, looks out the window, sees Antonio Bay has gone dark, and THE FOG, moving down the coast, poised to swallow it whole...

STEVIE

Screw this.

She picks up her car keys and goes.

EXT. MAIN STREET - NIGHT

The town has gone dark. Signs, buildings -- everything. The only light is from the flickering of the fifty or so candles in the bleachers.

KATHY and the others look confused. TOM MALONE gets up.

TOM MALONE

Nothing to worry about. Just a power failure. Probably temporary. You can thank Gray Davis...

INT. STEVIE'S BEACH HOUSE - NIGHT

The lights are out. MRS. KOBRITZ stands at the glass doors looking out, her face illuminated by the PALE GLOW of THE FOG.

ANDY

This is awesome.

MRS. KOBRITZ

I think we better close all the windows. Check your bedroom. I'll check your mother's.

As they turn for the bedrooms, we HOLD on the GLASS DOORS as THE FOG rises up the panes, swirling, flowing, AND WITHIN IT, WE COULD SWEAR WE SEE FACES - HAUNTED FACES - PEERING IN.

INT. CRAWLSPACE - STEVIE'S BEACH HOUSE - NIGHT

WE'RE CLOSE ON A SLOW-DRIPPING PIPE as a WATER DROPLET forms, then falls, forms, then falls...

Suddenly, the dripping stops. An TINY PUFF OF FOG leaks out, then we HEAR THE PIPES MOAN as it passes through...

INT. COAST GUARD WEATHER STATION - NIGHT

The station is dark and quiet. EVERY WINDOW IS SHATTERED, but there is no sign of THE FOG.

Through the open door, we see NICK'S PICKUP drive up. He and ELIZABETH get out.

They come in through the open door and we hear GLASS CRUNCHING underfoot. ELIZABETH clicks on the flashlight.

ELIZABETH

Hello? Anybody here?

NICK

Be careful, there's glass everywhere.

ELIZABETH stays right beside him.

ELIZABETH

What is that smell?

They cross the room, assaying the damage, when WE HEAR:

SPLAT. SPLAT. SPLAT.

ELIZABETH'S flashlight finds a GOOEY RED LIQUID, pooling on the floor...

She RAISES the beam, looking for the source...FINDING IT!!!

	NICK		ELIZABETH
JESUS!!!		NICK!!!	

DAN'S SCORCHED BODY hangs there, LODGED IN THE DRYWALL, HIS BURNT, SHRUNKEN FEATURES CLINGING TO HIS SKULL.

EXT. LIGHTHOUSE - NIGHT

STEVIE gets into her car. THE FOG is coming towards her, bearing down, ODDLY LIT every few seconds by the LIGHTHOUSE BEACON.

She looks behind her as she fumbles the key into the ignition, seeing nothing but white. She hits a button, which raises the CONVERTIBLE TOP, slowly...slowly. She winds up the windows now, which close just as

THE FOG swallows the car. STEVIE turns the key. The engine kicks over, but won't catch.

INSERT - UNDER THE CAR'S HOOD

THE FOG seeps in around the grille, following the injector lines, and as STEVIE cranks the engine, it PENETRATES THE AIR INTAKE.

INT. STEVIE'S CONVERTIBLE - NIGHT

She tries once more, but it's not happening. Outside, in the PULSING WHITE, she sees that familiar MOVEMENT in the mist, IMAGES rushing past, when SUDDENLY, THERE'S A POUNDING ON THE GLASS...

KNOCK! KNOCK! KNOCK! KNOCK!

STEVIE screams, makes a checking 360...but there's nobody there...

INT. STEVIE'S BEACH HOUSE - NIGHT

MRS. KOBELITZ stands in the kitchen. She strikes a match, lights a few CANDLES, when she hears a strange GURGling coming from the sink.

She picks up one of the candles, leans down to get a better look...

HER POV - THE SINK

The drain is backing up. The garbage disposal begins coughing up dark, scummy water.

MRS. KOBELITZ

Shit.

She gets a plunger from under the sink and goes to work, as the PIPES begin to rattle and groan...

She leans down again, inspecting, but the drain is still clogged. Some greasy bubbles rise ominously to the surface.

Reluctantly, she pushes up her sleeve and sticks her hand in up to the elbow, grimacing, feeling around for a long beat.

Finally there comes a look on her face as if she's found the problem, when

Her arm is tugged by something unseen. There's a puzzled look on her face, and then

KERSPLASH!!! Her arm is jerked violently down the drain, SUBMERSING HER FACE in the DARK WATER. BUBBLES ROIL as the old woman screams and struggles beneath the surface, as she is JERKED DOWN AGAIN, HARDER AND HARDER, when...

SUDDENLY the THRASHING STOPS.

We're behind her now, as she stands up, gasping for breath, hair dripping unctuous water on her bright pant-suit...

HER POV - as she pulls her arm from the water...

TO FIND IT COVERED IN PUS-FILLED BOILS AND SAGGING, GANGRENOUS TISSUE.

She TURNS TO FACE US NOW, A STEAMING MONSTROSITY OF GREEN, ROTTING FLESH AND YELLOW OOZING PUS.

She reaches up to touch her face, but the skin only comes off to the bone. Her rotting lips curl away as her false teeth drop from her mouth and hit the floor.

INT. STEVIE'S CAR - NIGHT

STEVIE tries to start the car one last time. Hopeless. Outside, the weird strobing of the lighthouse beacon continues, BUT WHAT SHE DOESN'T SEE, are tiny wisps of THE FOG, SEEPING-IN THROUGH THE VENTS IN THE DASH...

Before she can react, tendrils of the stuff surge in, moving past her shoulders, LOCKING THE DOORS!

THE FOG jerks the seatbelt out of its reel, PINNING STEVIE TO HER SEAT BY THE THROAT.

HER SEAT SLIDES BACK - her feet can no longer touch the brakes.

The GEARSHIFT POPS INTO NEUTRAL and the CAR BEGINS TO ROLL! (towards the cliff above the ocean which we can't see, but we know is there)...

With one hand clutching at the belt around her neck, STEVIE grabs the parking brake with the other. THE FOG fights her for it, rasping at her fingers, turning them bloody, until she finally must let go.

The car keeps rolling, building momentum now, as STEVIE SEES A BUTTON ON THE DASH:

DEFROSTER.

She hits it full blast. Her hair BLOWS BACK. THE FOG makes a weird, almost child-like SOUND as the warm air from the defrosters hits.

THE FOG seems to diminish somehow, and in that instant, she pulls the seatbelt from around her neck,

EXT. STEVIE'S CONVERTIBLE - NIGHT

THE FRONT WHEELS of the slow-rolling car drop. The car skids out over cliff's edge.

INT. STEVIE'S CONVERTIBLE - NIGHT

She finds the doorhandle, and JUMPS out, falling, falling, until she SMACKS down on a tiny outcropping.

Visibility ZERO, she backs away from the ledge, hugging the wall of the cliff, when out of the WHITE VOID ABOVE...

THE CAR FALLS -- A TON OF STEEL AND RUBBER GO FLYING RIGHT PAST HER, MISSING THE LEDGE BY INCHES, DISAPPEARING INTO THE WHITE GULF BELOW.

INT. STEVIE'S BEACH HOUSE - NIGHT

CAMERA LOW TO THE FLOOR - TEETH IN F.G.

AS MRS. KOBRITZ' LIES ON THE FLOOR, THE VAPOROUS STEAM STILL RISING OFF HER HEAD, BEGINNING TO MASS NOW, rising up as if sensing something or someone else in the room...

CLOSE ON ANDY

Who stands in the doorway, FRIGHTENED beyond belief. He runs down the hall into his room, slams the door.

INT. ANDY'S ROOM - NIGHT

He stands there, trembling and afraid, his eyes on the light coming under the crack of his door.

CLOSE ON THE DOOR

As a thin wisp of THE FOG appears underneath.

ANDY rips the covers off his bed, stuffs them under the crack, seemingly quashing the threat, when...

KNOCK! KNOCK! KNOCK! KNOCK!

He backs away from the door, wanting to panic. Instead, he rushes over to his desk, searching for something, until he finds a roll of SCOTCH TAPE...

EXT. LIGHTHOUSE - NIGHT

Battered and bruised, STEVIE claws her way back up and over the cliff. She looks for the BEACON ON THE LIGHTHOUSE, locates it, gets to her feet...

AND MAKES A RUN FOR IT, the BEACON her only compass.

WEIRD SHAPES AND IMAGES WISK PAST IN THE ETHER, reaching out for her as she runs, snatching at her hair, her clothes, blinding her in all the white...

INT. LIGHTHOUSE - NIGHT

STEVIE bursts in, SLAMS the door, slides the bolt across. She opens a storage closet, shoves some rags under the crack in the door.

She goes over, rips a tarp off the lighthouse's auxiliary generator. She YANKS the cord. The thing sputters. She YANKS again.

In a frenzy, she pulls the generator cord over and over.

STEVIE

Please start... Please...

Suddenly, the generator SPUTTERS to life, HUMMING steadily. The lights come back on. STEVIE runs up the stairs.

INT. LIGHTHOUSE - KAB - NIGHT

STEVIE rushes over to the microphone, turns it on.

STEVIE

Please. If anybody can hear me. Anybody! Please go check on my son. It's 887 White Beach Road. I can't get through to him on the phone and...

It is all too much for her. It takes everything she's got to keep from going to pieces.

STEVIE

...I can't get there. Please.

EXT. NICK'S PICKUP TRUCK - NIGHT

NICK and ELIZABETH ride in the cab, racing THE FOG which SURGES UP BEHIND THEM.

INT. NICK'S PICKUP TRUCK - NIGHT

STEVIE (ON RADIO)

...it's 887 White Beach Road. If anybody can hear me, please hurry.

ELIZABETH

We've gotta turn around.

NICK

You can't even see the road. We'll never make it through.

ELIZABETH

(indefatigable)

Then we'll find another way.

EXT. OLD LOGGING ROAD - NIGHT

NICK'S TRUCK turns off the paved road, blasting onto the rutted dirt logging road.

NICK
I'm gonna need your eyes, here.

POV - THRU THE WINDSHIELD

FLYING over the washboard road, blasting in and out of the patchy fog -- racing past trees one second, FLYING BLIND THE NEXT.

WE EMERGE to find ourselves headed for a steep drop-off at edge of the winding road. NICK CRANKS THE WHEEL!

THE HEADLIGHTS find the road again, but only for an instant, and WE'RE IN THE FOG AGAIN...

EXT. NICK'S TRUCK - NIGHT

Enshrouded in fog, the truck SIDESWIPES a tree, continues on.

EXT. WOODS - NIGHT

THE FOG rolls down a hill in a silent avalanche. Out ahead of it, we can see...

EXT. ROAD OUT OF TOWN - NIGHT

...the YELLOW CAUTION LIGHTS of a POWER AND LIGHT REPAIR TRUCK, parked on the side of the road.

One LINEMAN is up on the POLE as the OTHER leans against the truck, eating a sandwich. Over his shoulder, we can see A BAR OF FOG moving unnaturally...

LINEMAN
We got power up to here. Trouble's gotta be at the substation.

The OTHER GUY grunts. THE FOG makes a turn, as if hearing this, sweeping his way.

THE GUY looks up at his buddy, takes a bite of his sandwich, when we see A SLITHERING TENDRIL OF THE FOG SNAKE ITS WAY RIGHT UP HIS NOSE.

The GUY blinks, wipes his nose, checks his sleeve. Then, he turns and matter-of-factly grabs the levers of the lift bucket and PULLS.

The LINEMAN is being THRUST UP towards the hi-voltage wires. He looks down over the edge of the bucket.

LINEMAN

Lucius! What the hell're you doin!
KILL THE LIFT! LUCIUS!!!

The bucket crushes him into the wires. THERE'S A LOUD HUM, AS A BLUE ARC OF ELECTRICITY JOLTS THROUGH HIS BODY, BLOWING THE HARDHAT RIGHT OFF HIS HEAD.

THE ELECTRICITY SURGES DOWN THE METAL ARM OF THE HYDRAULIC LIFT, BLASTING LUCIUS 50 YARDS IN THE AIR, KILLING HIM DEAD.

And as he lies there quivering, THE FOG SLIPS OUT THROUGH HIS NOSTRIL and moves on...

EXT. ANTONIO BAY - NIGHT

THE FOG has moved inland, drifting between the houses, coming up the side streets.

EXT. MALONE'S TRUCK - NIGHT

MALONE opens the passenger door of his truck, grabs a FLASHLIGHT off the seat, when he suddenly realizes the JOURNAL is gone. He checks the floor, under the seat, etc. He thinks for a second, pissed, then slams the door.

EXT. ANTONIO BAY SQUARE - NIGHT

MALONE walks past the still-full bleachers, takes the stage.

TOM MALONE

We're gonna have to break this up, folks. The power should've been on by now. The fog's movin' in and I think it's best everybody just go on home. Okay? Drive safe, now.

KATHY looks crestfallen. TOM puts his hand on her shoulder.

TOM MALONE

Don't go anywhere. You and I may have a problem...

She looks up at him, concerned. Behind her, the townspeople rise, emptying the bleachers, pointing here and there at THE FOG rolling in, when SOMEBODY STARTS SCREAMING!

Just inside the ADVANCING WALL OF FOG is A MAN, seemingly trapped, flailing away as HE'S SWEEPED DOWN THE STREET!

HE DESPERATELY REACHES OUT to MALONE with one arm that somehow remains clear of the PULSING MIST.

MALONE GRABS HIS HAND, staying out ahead of the stuff, trying to pull the man free!

MALONE'S POV - INTO THE FOG

SWIRLING IMAGES OF THE MAN'S TORMENTED FACE IN EXCRUCIATING PAIN.

CLOSE ON THE MAN'S HAND

THE FINGERS CLAMP DOWN ON MALONE'S HAND IN A DEATH GRIP, TRYING TO PULL HIM IN!

MALONE REARS BACK, PULLING AWAY FOR ALL HE'S WORTH, WHEN...

THE ARM COMES OFF!

MALONE FALLS BACK, scrambling away from THE FOG, THE ARM STILL TWITCHING IN THE STREET...

PEOPLE are RUNNING FROM THE BLEACHERS now, FATHERS, MOTHERS AND CHILDREN, SCATTERING IN ALL DIRECTIONS, SCREAMING, trying to avoid THE FOG.

EXT. RAINY ALE - NIGHT

A HOARD of people run into the RAINY ALE. HANK JONES stands at the door, waving people inside.

A FAT WOMAN runs for the door, THE FOG right on her heels, eating up the space between them.

HANK
C'mon! RUN!

And right before his eyes, THE WOMAN VANISHES. Not so much swallowed by THE FOG, as JERKED INTO IT, her arms flailing up in surprise...

HANK blinks in disbelief, when somebody pulls him inside and shuts the door.

INT. NICK'S PICKUP TRUCK - NIGHT

Barrelling down the road. ELIZABETH points out the window.

ELIZABETH
There!

POV - THRU TRUCK WINDOW

A STREETSIGN in the headlights: WHITE BEACH ROAD.

EXT. WHITE BEACH ROAD - NIGHT

The truck SQUEALS a hard turn, races on.

INT. ANDY'S ROOM - NIGHT

ANDY sits on the bed, clutching his pillow. He's paralyzed with fear, eyes wide and fixated on

THE DOOR - A MESS OF SCOTCH TAPE now plastered around the entire frame. The PULSING LIGHT OF THE FOG is coming in on all sides now, not just the bottom.

CLOSE ON A SECTION OF TAPE, BEGINNING TO PEEL BACK and now we can hear WATER DRIPPING on the other side, when...

KNOCK! KNOCK! KNOCK! KNOCK!

EXT. NICK'S TRUCK - STEVIE'S BEACH HOUSE - NIGHT

Nick's truck screeches to a stop at the rear of the beach house. NICK jumps out.

NICK
Get behind the wheel. Keep the
engine running.

ELIZABETH
Nick! NICK!

But he's already racing towards the house. She scoots over into the driver's seat, puts her hand on the gearshift. She lifts her fingers, checks the LITTLE SHIFT DIAGRAM on the handle.

The reaches up to adjust the rearview, slowly turns...

HER POV - THE FOG is coming up the road behind her.

EXT. STEVIE'S BEACH HOUSE - NIGHT

NICK runs up to a window and shines the flashlight in. Nothing.

He checks another window. Then a third.

INT. ANDY'S ROOM - NIGHT

ANDY sitting on his bed, staring at the door.

CAMERA PUSHES IN ON THE DOORKNOB AS IT SLOWLY STARTS TO TURN!

ANGLE ON NICK - APPEARING IN THE WINDOW

Looking in.

HE BREAKS THE GLASS. Shards fly onto the bed. ANDY looks back with wild eyes to see

NICK TRYING TO CLIMB IN, but the opening is too high. He sticks his arm through the broken glass, reaches out to ANDY.

NICK

Come on!

But ANDY is too scared to move. OVER HIS SHOULDER, NICK sees THE DOOR STARTING TO OPEN!

NICK

ANDY! GRAB MY HAND!

ANDY looks at NICK, then back at the DOOR...

...as the tape is ripped away. The door OPENS to reveal a GLISTENING BLACK, SEAWEED-COVERED THING STANDING IN THE DOORWAY. IT LEAPS INTO THE ROOM.

NICK

GODDAMMIT, KID! GET OUTTA THERE!

AND AS THE THING APPROACHES THE BED, ANDY finally leaps up! NICK grabs his hand and PULLS HIM OUT!

EXT. NICK'S TRUCK - STEVIE'S BEACH HOUSE - NIGHT

NICK races back to the truck with ANDY in his arms.

INT. TRUCK - NIGHT

They jump in.

NICK

Hit it!

ELIZABETH GRINDS THE GEARS, finally finding one. She jams the gas. The truck rocks forward, but it's not moving...

EXT. NICK'S TRUCK - NIGHT

THE BACK TIRES WHIRR, spinning and smoking and sinking down into the soft sand under them as...

THE FOG moves in, only a few feet from them now.

INT. NICK'S TRUCK - NIGHT

ELIZABETH frantically guns the engine. The truck rocks back and forth, tires WHINING, going nowhere.

NICK
YOU CAN DO IT!!!

EXT. NICK'S TRUCK - NIGHT

The back tires just sink deeper. THE FOG is now inches away.

INT. NICK'S TRUCK - NIGHT

Through the window, we see THE FOG as it reaches the truck, AND THE WRITHING SEAWEEED-THING walking through it, not ten feet away from them now.

ELIZABETH slams the truck into reverse.

EXT. NICK'S TRUCK - NIGHT

IT BACKS UP AND OUT OF THE HOLE!

INT. NICK'S TRUCK - NIGHT

ELIZABETH tries to shove it into first. The gears GRIND!
NICK looks out the window. The THING IS RIGHT THERE IN THE HEADLIGHTS, COMING AT THEM!

ANGLE ON ELIZABETH

She gets the truck into gear, GRITS HER TEETH and PUNCHES IT!

EXT. WHITE BEACH ROAD - NIGHT

THE TRUCK LURCHES FORWARD AND SMASHES INTO THE THING! IT FLIES UP ONTO THE HOOD...

INT. NICK'S TRUCK - NIGHT

...SMASHING AGAINST THE WINDSHIELD, BECOMING NOTHING MORE THAN A BLACK, UNDULATING TANGLE OF SEAWEEED, OOZING YELLOW FLUID ALL OVER THE WINDSHIELD (same stuff as was on journal).

With an emotionless face, ELIZABETH turns on the wipers. The SEAWEEED slides up the window and flies off.

Nick notices her hands, trembling on the steering wheel. He reaches over ANDY, puts his arm around her.

EXT. BEHIND THE TRUCK - NIGHT

The truck roars off into the distance -- away from THE FOG.

BUT WE HOLD on the TANGLE OF SEAWEEED and when THE FOG wafts over it, IT BEGINS TO THROB AND SQUIRM, CONTORTING BACK INTO ITS ORIGINAL FORM...

EXT. ROAD OUT OF TOWN - NIGHT

A LINE OF TAILLIGHTS lines road out of town. But this line of traffic is not going anywhere.

EXT. WASHOUT - NIGHT

GUSHING WATER from the compromised tank has WASHED OUT THE ROAD. TOWNSPEOPLE stand by their cars on the edge of the broken asphalt, peering down at the sluicing mud. Panicked.

INT. LIGHTHOUSE - NIGHT

STEVIE looks out the window, devastated by what she sees:

HER POV - THE FOG SPREADS INLAND, COVERING EVERYTHING.

She unclamps the microphone, clutching it in her bleeding hand, despondent and scared...

STEVIE

Andy. I don't even know if...
if you can hear me. I'm sorry I
didn't come for you. If you're
safe...if you can hear these
words...get to the old church on
the hill, however you can...

EXT. STREET - NIGHT

NICK'S TRUCK hurtles along a street leading back into town.

INT. NICK'S TRUCK - NIGHT

NICK, ELIZABETH and ANDY listen to the radio:

STEVIE (ON RADIO)

...the fog is moving inland, like a
wall. It's everywhere. The church
is the only place above The Fog.
For now.

ELIZABETH slams on the brakes and the truck swaps ends,
ROCKING TO A STOP.

THROUGH THE WINDOW, we can see THE FOG coming directly towards us, over houses and parked cars, quietly gobbling up everything in its path.

NICK

Back up and take a left!

The gears GRIND. ELIZABETH growls.

She smiles at him, then slams the truck into gear.

All business.

EXT. CHURCH GRAVEYARD - NIGHT

FATHER MALONE walks among the headstones in the CEMETERY, a bottle of whiskey in his hand, obviously drunk. He reaches the edge of the graveyard, stopping at a particularly elaborate stone, engraved thusly: **PATRICK THOMAS MALONE**

FATHER MALONE takes a pull from the bottle, looks down at THE FOG, like a pulsing lid on the valley below.

FATHER MALONE

There's nothing to stop it now...

He takes a SKELETON KEY from his pocket, drops it on the ground beside the headstone...

SPOONER (O.S.)

Father?

SPOONER stands there, six rolls of duct tape on his arms, like bracelets.

FATHER MALONE turns, not recognizing him.

SPOONER

It's me. Brett Spooner. You've gotta get inside, Father.

INT. NICK'S TRUCK - POV THROUGH WINDSHIELD - NIGHT

Through the windshield, we pass the cemetery, arriving at the church.

EXT. CHURCH - NIGHT

NICK, ELIZABETH and ANDY get out of the truck. ELIZABETH takes a quick look back down the hill.

HER POV - The GLOWING FOG seems to be SWELLING, moving up the hill towards the church.

NICK
Let's get inside.

NICK pushes on the door, but it's locked. He BANGS ON IT.

SPOONER (O.S.)
Who is it?

NICK looks at ELIZABETH.

NICK
Spooner?

SPOONER
You're not Spooner.

NICK
Open the fuckin' door, Spooner!

INT. THE CHURCH - NIGHT

The church is dark, lit only by the flickering of flames in the big stone fireplace. FATHER MALONE stands staring out one of the front windows. SPOONER pulls open the door and they rush inside, shut the doors behind them.

NICK
Where the hell've you been?

SPOONER
(indicating the tape)
Hardware store, for starters.

ELIZABETH
Father?

MALONE just looks out the window, a thousand-yard-stare. (to match MALONE in lighthouse in opening)

ELIZABETH walks up to him, the JOURNAL in her hand.

ELIZABETH
(shaking him)
Father! Is there a cellar in here?
A basement? Anything.

FATHER MALONE
We can't hide from it...

She pulls out the photo of the founding fathers.

ELIZABETH

All must die. What does that mean,
Father. Who are these men?

FATHER MALONE

No matter where we go, it will find
us.

ELIZABETH

What did they do? What happened a
hundred years ago?

FATHER MALONE

A lie. A whole town, built on
betrayal. And now they've come
back to make us pay.

(looks right at her)

It's judgement day.

NICK

What the hell're are you talking
about?

TOM MALONE (O.S.)

I'll tell you what he's talking
about.

TOM MALONE comes in with KATHY, starts walking towards
ELIZABETH.

TOM MALONE

A figment of a drunk's imagination.
A wives' tale on the lips of a
dying old man, passed down from
generation to generation.

TOM MALONE takes the journal from ELIZABETH. She stares
daggers at her mother, but KATHY won't meet her gaze.

TOM MALONE

Time to put all that to rest, once
and for all.

He throws the JOURNAL into the fire. [efx] FATHER MALONE
watches this, almost a smile on his face.

ANDY stands at the window.

ANDY (O.S.)

There's people out there!

ELIZABETH joins ANDY at the window.

POV - THROUGH CHURCH WINDOW

THE FOG is coming up through the trees. DEEP WITHIN ITS GLOW, we can see DARK SHAPES swirling in the mist, on the march towards the church.

ELIZABETH
Those aren't people.

TOM MALONE
There's a cellar in the back.
Bring the boy and follow me.

MALONE tries the door.

TOM MALONE
It's locked. Where's the key,
Bobby.

FATHER MALONE
Afraid of a wives' tale, Tom?

TOM MALONE
Gimme the god damn key!

ANDY stands by the window, still looking out.

ELIZABETH
Andy. Move away, honey.

ELIZABETH shoves a cabinet in front of the window, when CRAAASH! We hear a WINDOW SHATTER on the other side of the locked door.

SPOONER (O.S.)
Malone!

MALONE turns, SPOONER throws him a roll of duct tape.

SPOONER
It's out there. And we gotta keep
it out. I've seen what it can do.

TOM MALONE
A lecture from my favorite
fugitive.

SPOONER
You wanna live through this, or
not?

Growing nervous now, TOM MALONE strips some tape from the roll and starts in on the door.

KATHY walks up to ELIZABETH, tries to touch her shoulder.
ELIZABETH ducks out from under it.

TOM MALONE rips more tape, turns to his brother.

TOM MALONE

Help me.

FATHER MALONE looks at him flatly, takes a swig from his
bottle.

TOM MALONE

You coward. You've always been a
coward. You know what your problem
is? You care too much. Look where
it's gotten you, Bobby. Then look
where I am. You know why? Cause I
don't give a shit.

NEW ANGLE

NICK and SPOONER have finished taping the front doors. They
pick up a heavy wooden PEW, lodge it against the frame.

The whole place is starting to GLOW, completely surrounded by
THE FOG, when...

CRAAASH! THE WINDOW BEHIND KATHY SHATTERS! A RAZOR-SHARP
NEEDLE OF FOG DARTS IN, STABBING THROUGH HER LEFT EAR, COMING
OUT HER RIGHT, KILLING HER INSTANTLY! HER EYES ROLL BACK AS
THE FOG LITERALLY RIPS HER OUT THE WINDOW, DISAPPEARING
THROUGH THE JAGGED FRAME!

TOM MALONE

Jesus Christ...

ELIZABETH

NO!!!!

ELIZABETH runs towards the window. NICK practically tackles
her from behind. She tears herself away, runs over to the
window.

THE FOG THROBS AND SWIRLS just outside, but DOESN'T COME
IN...

NICK

Get something in front of that
window!!!

TENDRILS OF THE STUFF PEER IN, as if sizing things up,
sussing them out...

THEY ALL STARE AT IT, afraid to move, afraid not to, and then, we could almost swear IT SOMEHOW LOOKS PLEASED. Maybe even smiles, when...

ANGLE ON THE FIREPLACE

A HUGE BALL OF FLAME LICKS FROM THE FIREPLACE, CATCHING SOME LONG CURTAINS ON FIRE. SMOKE BEGINS TO BILLOW.

ELIZABETH runs over, tries to put it out...

FATHER MALONE moves to the fireplace.

HIS POV

ON THE JOURNAL, lying there in the flames.

INT. LIGHTHOUSE - NIGHT

STEVIE stands in the lighthouse window, the mic still in her hand.

STEVIE

I'm gonna try to stay on the air as long as I can. I don't know what's going on out there, but if one person can hear me...

OUTSIDE THE WINDOW - THE FOG rises up, slowly obscuring the windows, giving us the feeling the whole lighthouse is sinking.

STEVIE puts the microphone down. She's through. She picks up the picture of her kid...

...and now, she begins to hear VOICES. Pleading, horrified voices, garbled by time and unknown dimensions.

BEHIND HER, TWISTED IMAGES APPEAR WITHIN THE FOG, SCRATCHING AT THE GLASS, searching for a way in...

CLOSE ON - THE ACCESS WINDOW BY THE GAUGES

A PAPER-THIN WISP OF FOG SEEPS IN - TRYING TO LIFT THE LATCH.

And with every pass of the lighthouse beacon, WE CAN SEE AGONIZED FACES AT THE WINDOW -- BLOATED, DROWNED FACES. BURNED FACES. LEPER FACES.

She puts her hands over her ears and turns away -- BUT THERE IS NO TURNING AWAY. SHE'S TRAPPED IN A 360-DEGREE THEATRE OF THE MACABRE.

INT. THE CHURCH - NIGHT

The FIRE GLOWS IN FATHER MALONE'S EYES. Shielding his face from the heat, he reaches in with a pair of tongs and pulls the JOURNAL from the flames. He drops it at his feet...

TOM MALONE

What the hell're you doing.

And it's then we notice THE JOURNAL IS COMPLETELY INTACT, as if it were untouched by the flames.

TOM MALONE

It didn't burn.

FATHER MALONE

They won't let it burn.

And we may notice the GLOWING OUTSIDE the church has ceased.

ELIZABETH goes over, looks out the broken window.

ELIZABETH

It's gone.

The others come to see for themselves.

THEIR POV

THE FOG is receding, curling away unnaturally, as if in some jerky, reverse motion.

TOM MALONE

It's gone.
(a little laugh)
It's gone!

ANDY wraps his arms around ELIZABETH. She looks over at NICK. Something ain't right.

SPOONER (O.S.)

Nick?

ANGLE ON SPOONER

Who stands in the center of the room. He looks over at NICK with pleading eyes, and then...

SPOONER

Oh, shit...

FOG ERUPTS FROM EVERY PORE IN HIS BODY, RISING UP, GAINING MASS, SUCKING EVERY DROP OF LIFE RIGHT OUT OF HIM! HE SCREAMS!!!

ALL THE WINDOWS IN THE CHURCH EXPLODE!

SPOONER STAGGERS TOWARDS NICK UNDER THE SHOWER OF GLASS, MOUTHING "HELP ME" AS HIS INTERNAL ORGANS BOIL UP OUT OF HIS EYE-SOCKETS.

HE TURNS TOWARDS ELIZABETH, REACHING OUT TO HER, AS THE FOG DECIMATES HIM FROM THE SCALP DOWN...

THE BONES OF HIS SPINE AND RIBCAGE FALL DOWN AROUND WHAT USED TO BE HIS PELVIS. THE REST IS NOTHING BUT STEAMING GRUE.

THE FOG CONTINUES TO FORTIFY ITSELF, taking on a predatory stance, then slowly, purposefully, turning...

ON THE MALONES.

Side-by-side at the fireplace. TOM looks at his brother, slowly distancing himself. BUT IT'S NOT BOBBY THE FOG WANTS...

TOM MALONE begins to tremble. THE FOG reaches out and touches his face, almost caressing it.

It draws him in, examining him now like a piece of meat in a butcher shop. Finally, the two of them are face to face, almost as if it is searching for something in TOM MALONE'S eyes...

MALONE IS SUDDENLY YANKED HEAD-FIRST INTO THE BELLY OF THE FOG with unimaginable force. His body flops around in mad convulsions as...

THE FRONT DOORS OF THE CHURCH FLY OPEN

THE FOG EXPLODES OUT THE DOORS, DRAGS MALONE WITH IT, KICKING AND SCREAMING!

EXT. THE CHURCH - NIGHT

NICK and ELIZABETH run outside, joined by ANDY and FATHER MALONE. The Fog has completely lifted from around the church, save for that which now drags TOM off through the trees.

ELIZABETH
C'mon. We've got to see.

NICK
What?

ELIZABETH
It's not over.

INT. LIGHTHOUSE - NIGHT

STEVIE opens the circuit-breaker panel in the wall, pulls the one labelled 'BEACON'.

The "show" outside the windows goes dark.

CLOSE ON - THE ACCESS WINDOW

It's OPEN.

THE DOOR TO THE STAIRS SLAMS SHUT - the only way out.

FREAKED, STEVIE goes over, tries the knob, when...

THE LIGHTS GO OUT!

SUDDENLY, STEVIE LETS OUT A YELP. She lifts up her arm, sees a SLASH across it...

SHE SQUIRMS, as if being contained by forces unseen, something PULLING HER HAIR NOW, arching her head back as...

CAMERA FOLLOWS A KNIFE

As it appears from the darkness below her waistline, the glimmering point tracing a line across her flat stomach, up and around the curves of her breasts.

It slows as it reaches her slender neck, pressing against her throat in the shape of a smile, before working its way up her cheek, the glinting point rising slowly before her right eye. A TEAR runs down her face.

The lock on the door CLICKS. DOOR SWINGS SLOWLY OPEN and whatever it is, LEADS STEVIE OUT...

EXT. THE WOODS - NIGHT

WE'RE OVERHEAD, MOVING THROUGH THE TREETOPS, LOOKING DOWN ON TOM MALONE as he's ripped through the woods by THE FOG, scraping over rocks and stumps, whipsawing madly as if being drawn by a team of wild horses.

EXT. LIGHTHOUSE ROOF - NIGHT

STEVIE steps out onto the railing, kicking and clawing for dear life. THE VOICES RISE AGAIN. THE FACES ARE CLOSE ENOUGH TO TOUCH, SWIRLING IN THE MIST. She clings to the rail, desperate for a handhold, fighting for her life.

But the thing with the knife SLAMS HER BACK AGAINST THE LIGHTHOUSE WALL, THE KNIFE BLADE jammed against her cheek, pushing her face towards the sea, FORCING HER TO LOOK...

AND OUT THERE IN THE MIST, ANCHORED IN THE WATERS OFF SPIVEY POINT IS A SMALL CLIPPER SHIP.

THE ELIZABETH DANE.

EXT. A CLEARING - NIGHT

MALONE'S battered body emerges from the woods, finally DROPPED in the middle of a clearing...

MALONE looks up, and as THE FOG releases him, it begins to CHANGE FORM, slowly evolving into the image of someone we recognize...

BLAKE - THE MAN WHO WAS WRONGED 100 YEARS AGO.

Behind him, a WALL OF FOG rolls out of the forest, WITHIN IT, APPEAR ALL THE GHOSTS OF THE ELIZABETH DANE...

...and as WE WIDEN, we see THE FOR SALE SIGN planted in the dirt, and IT'S THEN WE REALIZE THE LEPERS HAVE RETURNED TO THEIR LAND!

EXT. LIGHTHOUSE ROOF - NIGHT

STEVIE FIGHTS WITH EVERYTHING SHE HAS LEFT, AS THE THING WITH THE KNIFE FORCES HER UP ONTO THE RAILING NOW. TEETERING, SHE LOOKS DOWN...

HER POV - JAGGED ROCKS BELOW, OCEAN CRASHING.

EXT. THE CLEARING - NIGHT

Battered and bruised, MALONE rises to his hands and knees.

NEW ANGLE

As NICK, ELIZABETH, ANDY and FATHER MALONE reach the edge of the clearing...

THEIR POV -

BLAKE'S GHOST stands over TOM MALONE, who tries to crawl away, as...

THE GROUND BENEATH HIM SUDDENLY LIQUIFIES. HE'S SINKING INTO IT, LIKE WET CEMENT THAT CLINGS TO HIS ARMS AND LEGS IN GLOBS AND HE'S UP TO HIS CHEST NOW, AND THE MORE HE STRUGGLES, THE DEEPER HE SINKS...

HE LETS OUT AN UNEARTHLY SCREAM, AND NOW WE CAN ONLY SEE HIS EYES AND THEN...

HE IS GONE.

BLAKE pulls back his CLOAK, revealing his ghostly, leprous face, and now, ANOTHER GHOST APPEARS. It, too, pulls its cloak back, and we realize this is HIS WIFE.

He reaches out to her and she to him. HE PULLS HER CLOSE AND THEY KISS...

...and as they do, THEIR LEPROUS SKIN IS HEALED...

And for a fleeting moment, we see them in their true forms...

...AND THEN THEY JUST DISSOLVE, ABSORBED LIKE SO MUCH RAIN WATER IN THE THIRSTY EARTH...

THEIR SOULS FINALLY AT REST.

EXT. LIGHTHOUSE ROOF - NIGHT

THE KNIFE AT STEVIE'S THROAT FALLS AWAY, dropping into the ocean far below. She falls back onto the railing and gathers herself.

The night is clear. The thing with the knife is gone. There is complete silence.

FADE TO BLACK:

And over black, WE HEAR:

STEVIE (V.O.)
I don't think any of us can really
say what happened last night.

FADE UP.

INT. LIGHTHOUSE - DAY

STEVIE is at her console with the microphone. ANDY plays close by.

STEVIE

Maybe the fog was trying to send us
a message. Or maybe it was leading
us somewhere...

EXT. ELIZABETH'S HOUSE - DAY

ELIZABETH locks the front door. She picks up her suitcase,
comes down the sidewalk.

STEVIE (V.O.)

...but if this has been anything
more than a nightmare, and if all
of us don't wake up snug and warm
in our beds...

INT. NICK'S PICKUP TRUCK - DAY

She gets in, takes NICK'S hand as they drive away.

STEVIE (V.O.)

...look into the darkness across
the water. Look for the fog...

INT. CHURCH - DAY

FATHER MALONE grasps a slab from the stone wall of the
church. He pulls it away, revealing a hollow space behind.
He lays the JOURNAL inside, then SLIDES the big slab back
into place, starts cementing it with MORTAR.

STEVIE (V.O.)

It could come again.

THE END