

ARAC ATTACK
(Eight Legged Freaks)

by

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**FOR EDUCATIONAL
PURPOSES ONLY**

ARAC ATTACK!

FADE IN:

EXT. DESERT - NIGHT

A rabbit hops across rough terrain.

EXT. HIGHWAY (DESERT) - NIGHT

Three trucks from Chemical Technologies carry barrels of toxic waste. They pass a sign: PROSPERITY, NEVADA, POP 454.

INT. THIRD TRUCK (HIGHWAY, DESERT) - NIGHT

A sleepy trucker called PIG PEN drives the third truck.

SELF-HELP TAPE (V.O.)

I will be self-assured and
confident around women.

PIG PEN

I will be self-assured and
confident around women.

EXT. HIGHWAY (DESERT) - NIGHT

The rabbit stops at the edge of the road. The first truck speeds past. Then the second. The rabbit crosses

the highway in front of the third.

INT. THIRD TRUCK (HIGHWAY, DESERT) - NIGHT

SELF-HELP TAPE (V.O.)

I will not fear the unexpected.

PIG PEN

I will not fear the unexpected.

The rabbit appears in the road, frozen by headlights.

PIG PEN

Ahhhhhhhhhh!

Pig Pen jams on his brakes and swerves to avoid the bunny.

EXT. HIGHWAY (DESERT) - NIGHT

The truck slews crazily. Missing the bunny by a whisker.

2.

INT. THIRD TRUCK (BRIDGE, DESERT) - NIGHT

Pig Pen sees a bridge ahead. If he doesn't regain control, he will crash. At the last second, he gets the rig together.

EXT. BRIDGE (DESERT) - THIRD TRUCK - NIGHT

The rim of a wheel tags the curb. One of those toxic waste barrels falls out of the back and plunges to the water below.

EXT. DRAINAGE DITCH - NIGHT

A biohazard warning label is legible as the barrel slips beneath the surface. Glowing toxic waste seeps from a gash in its side. Spreading through the pool like neon ink.

EXT. DRAINAGE DITCH - DAY

The ditch is littered with garbage. The DRONE of INSECTS. No visible traces of toxic waste. A butterfly

net sweeps through the air to capture an oversized horsefly.

JOSHUA TAFT (70s), scrutinizes the bug. This old codger is more comfortable studying bugs than socializing with people.

JOSHUA

Hey, Mike. Check this one out.

MIKE PALMER (12) steps over for a look. Puberty hit hard and fast for this bright, little nerd.

MIKE

He's huge!

JOSHUA

They've been like this all week. Must be something extra tasty in the water.

MIKE

Like what?

JOSHUA

Dead coyote. Snake maybe. Back in the 'Nam we'd eat python with a dash of habanero sauce. Mighty satisfying.

(CONTINUED)

3.

CONTINUED:

MIKE

You ate snake?

JOSHUA

When you're thirty clicks out from the nearest firebase. Humpin' through the wake-up with your finger on the trigger. Charlie doesn't give you time to stop for cutlet.

As Mike skims his own net over the water, he glimpses a familiar barrel at the bottom of the pool. The brightly-colored biohazard warning label is clearly visible.

EXT. ROAD - JOSHUA'S HOUSE - DAY

Two bicycles are parked outside a cabin in the middle of nowhere.

INT. JOSHUA'S HOUSE - DAY

The decor is an odd mix of Vietnam era war relics and homegrown scientist. Charlie the Parrot sits on a perch.

CHARLIE (V.O.)

Charlie, don't surf!

JOSHUA

Quiet, bird. We're working.

Mike and Joshua stand near the spider tanks. A dozen aquariums on low shelves. Each glass tank replicates a specific environment: jungle, desert, cavern, pond, etc.

JOSHUA

(dims tank lights)

The sun is going down, my nocturnal hunters. It's time to come out and feed.

Mike watches Joshua deposit bugs into each spider tank.

MIKE

Yeah. They're definitely getting bigger.

JOSHUA

I've calculated a growth factor of twelve percent over the last forty-eight hours. But that seems to be accelerating.

(CONTINUED)

4.

CONTINUED:

MIKE

All from eating these bugs? Maybe I should try some.

Mike pauses at the desert tank, watching a cricket search for food. A trap-door spider pops out of its camouflaged den like a jack-in-the-box. The arachnid yanks the

cricket below and replaces the roof in a nanosecond.

Mike looks in another tank where ogre-eyed spitting spiders shoot blasts of paralyzing goo at hapless insects.

MIKE

Run, little guys.

JOSHUA

They can't outrun the food chain.

MIKE

I could get away.

JOSHUA

Imagine yourself the size of that fly. A scytodes spitter would be as big as a Cadillac. You'd be spider chow, kid.

Mike looks in a tank where jumpers chase fleeing crickets. He moves toward another tank that is covered with a towel.

MIKE

Are the new tarantulas in here?

JOSHUA

Took me forever to get a breeding set of Chilean reds. I must have bribed every customs agent from Vegas to Santiago.

Joshua unveils the tank. Dirt floor. Several burrow entrances. Joshua pours in the bugs. A large, male tarantula comes out of a burrow. It pounces on a bug, then wraps its prey in webbing, turning the insect into a mummy-like bundle.

MIKE

That is too cool.

JOSHUA

Male tarantulas compete for the female's attention.

(MORE)

(CONTINUED)

CONTINUED:

JOSHUA (CONT'D)

Each one tries to bring her the best present. Bugs, rats, even the occasional parrot.

CHARLIE SQUAWKS.

JOSHUA

The prey is cocooned alive so she can eat them in her nest. You know how women love breakfast in bed.

Joshua leads Mike to the back of the tank. A network of subterranean tunnels is revealed. The male tarantulas scuttle through carrying their mummified offerings.

JOSHUA

Take a look, the female of the species is three times as big as the male.

Mike peers into a large den. The female tarantula steps out of the shadows. This is Consuela, the Chilean red tarantula.

JOSHUA

Say hello to Consuela.

Mike watches Consuela unwrap one of the mummified bundles. She begins to eat the paralyzed insect within.

JOSHUA

She fills her prey with digestive acid to liquify the internal organs. Now watch... She'll drink her victim from the inside out. While it's still alive!

MIKE

(looks queasy)

And you wonder why my mom doesn't like me hanging out with you.

JOSHUA

Arachnids have been roaming the earth for millions of years. And they'll be here long after the human race is dead and buried.

Suddenly Consuela lunges at the glass. Mike recoils.

MIKE

Bad! Bad Consuela!

Consuela backs up, apparently she can be intimidated.

6.

TARANTULA POV - MIKE

The multi-eyed spider's PANORAMIC VISION. Mike looms large at the edge of the glass, wagging his finger.

BACK TO MIKE

Mike stares into the many eyes of Consuela.

MIKE

Do that again and I feed you to
the parrot.

CHARLIE SQUAWKS hungrily. The sound of a CAR HORN.

JOSHUA

There's your mom.

MIKE

See you tomorrow, Joshua!

Mike heads for the door.

EXT. DESERT - DAY

The entrance to a mine shaft protrudes from a hillside. A pickup truck is parked nearby. The faded logo on the door reads: McCORMICK AND SON MINING COMPANY, PROSPERITY, NV.

INT. MINE SHAFT - DAY

Rotten beams. Chipped walls. A GENERATOR POWERS a string of lightbulbs. A lone figure works at the end of the tunnel.

CHRIS McCORMICK (30s) has rugged good looks. Weathered clothing. Dirt-stained face. Ripped muscles.

Chris chips at the wall with his pickaxe. As it makes

contact, the occasional spark flies up. Chris pauses to scrutinize the target area with his helmet-light.

Something sneaks along the floor of the mine behind him.

Chris is oblivious to his unseen stalker. He chips away a section of stone to reveal shiny minerals. Reflections of silver and gold splash across his face. His smile fades...

CHRIS

Damn.

(CONTINUED)

7.

CONTINUED:

Chris bends over, reaching for a bottle of water. A large rat scurries out of hiding dragging away Chris's sack lunch.

Chris grabs his pick-axe and goes after the rat. The rodent dodges every hit. Sparks fly when the axe strikes rock. These ignite a vent of methane gas.

A BRIEF EXPLOSION knocks Chris off his feet. He notices a small hole in the floor is lit like the burner on a stove. Chris pats out the flame as the rat scurries away with lunch.

CHRIS

Hope you like bologna!

EXT. HIGHWAY - DAY

A police car drives with a bicycle hanging out of the trunk.

INT. POLICE CAR (HIGHWAY) - DAY

SAMANTHA "SAM" PALMER (30s) is the sheriff of Prosperity and a confident, single mother. Mike is seated beside her.

MIKE

You should see them, Mom. Each one has a unique feeding behavior.

The spitters fire poisonous snot.
The tarantulas mummify their prey.
The jumpers can...

SAM

Why does he have all those things?

MIKE

He studies them. NASA uses spider webs in outer space. And for medicine. They've been here forever, and they'll be here long after we're all dead.

SAM

You're givin' me nightmares.

MIKE

Nightmares are cool.

(CONTINUED)

8.

CONTINUED:

SAM

U.P.S. brought this to the station.

Sam hands Mike a small package.

MIKE

It's from Dad! He didn't forget my birthday. I told you he wouldn't.

SAM

Better late than never.

Mike tears open the box to reveal a Cassiopeia PDA.

MIKE

Rockin'!

SAM

Is that the one you wanted?

MIKE

Cassiopeia 2304 with 64 megs of ram. Integrated modem. Voice recording capability. This baby

is tight.

Mike can't turn on the gizmo.

SAM

What's wrong?

MIKE

He forgot to send the batteries.

SAM

(annoyed)

I told him to send batteries.

EXT. DESERT - DAY

The ROAR of two off-road MOTORCYCLES tearing up the desert.

BRET HALE (18) leads the way. A Kid Rock-punk with good looks and FU attitude. Seated behind him is ASHLEY PALMER (16). This milk-fed desert honey is a wannabe Britney Spears. LARRY (17) is the wiseacre on the other bike.

BRET

Hang on, babydoll!

(CONTINUED)

9.

CONTINUED:

They GUN their BIKES onto the highway. Slalom the yellow lines. Wheelie for days. Ashley peeks over Bret's shoulder at a police car coming at them in the opposite lane.

ASHLEY

Oh shit.

INT. POLICE CAR (HIGHWAY) - DAY

Sheriff Sam watches intently as the bikes wheelie past.

SAM

Hang on.

MIKE

Why?

EXT. HIGHWAY (DESERT) - DAY

The police car does an impressive bootlegger 180. Lights ablaze. SIREN WAILING. The bikes pull over to the shoulder.

EXT. SHOULDER OF HIGHWAY (DESERT) - DAY

The motorcycles stop with the cop car behind. Sam's voice barks over the PA.

SAM (V.O.)

Party's over, gentlemen. Off the bikes.

Sam exits the car and approaches. The bikers dismount.

BRET

There is something very sexy about an older woman in uniform.

LARRY

Her nine-millimeter gives me a stiffy.

ASHLEY

Don't antagonize her, you guys.

SAM

I told you not to act like kamikazes. Especially with Ashley riding behind. That is unacceptable, Bret.

(CONTINUED)

10.

CONTINUED:

BRET

I could always ride her from behind.

Larry snickers. Sam steels her rage.

SAM

You just bought yourself a

reckless.

Sam begins to write up the ticket.

ASHLEY

Can't you give 'em a break?

SAM

Get in the car, Ashley. Now.

ASHLEY

But, Mom!

Sam shoots his daughter an intimidating glance.

BRET

No sweat, babydoll. We'll hook up
later.

SAM

(threatening)
Over my dead body.

INT. SAM'S COP CAR (HIGHWAY) - DAY

Mike grins from the front seat as Ashley climbs in back.

MIKE

You have the right to remain
silent. Anything you say can and
will be used...

ASHLEY

Shut up, dork.

EXT. SHOULDER OF HIGHWAY - DAY

Sam hands Bret the ticket.

BRET

Larry, do we know anybody at City
Hall who can mark this go away?

(CONTINUED)

11.

CONTINUED:

LARRY

Your Dad is the Mayor.

BRET

Oh, yeah.

(to Sam)

He signs your paycheck.

SAM

The next time you put my daughter's life in danger, I'll show you exactly how little that means to me.

Bret and Larry feel her resolve.

BRET

Relax, bee-otch. It's all good.

The punks remount their bikes.

SAM

I want both wheels on the ground.

The punks REV their BIKES and defiantly wheelie toward town.

INT. POLICE CAR - DAY

Sam climbs behind the wheel.

MIKE

I read her her rights.

SAM

I can always count on you, Mike.

Sam STARTS the CAR and drives toward town.

ASHLEY

Do you get off on humiliating me?

SAM

This bad girl act doesn't suit you, Ash.

ASHLEY

I'm just trying to have fun. Don't you remember what it's like to grow up here?

SAM

That's what scares me.

(CONTINUED)

12.

CONTINUED:

Sam reaches over and opens the glove box. She pulls out a stun gun. Mike passes it through the bars to Ashley.

SAM

I told you to keep this with you.

Ashley slides the zapper into her backpack.

ASHLEY

You are so over protective.

Mike and Ashley lip-sync along with Sam's response.

SAM

A mother's job is to protect her children.

ASHLEY

You need to start trusting me.

SAM

I'd like to. But you keep skipping classes to go to the dunes with Bret.

ASHLEY

Why do you hate him so much?

SAM

I don't hate him. I just want you to have a future. I thought you wanted to get out of town. Go to med school.

ASHLEY

Maybe I want to stay. I could get pregnant by nineteen. Then divorce with a couple of kids I can't handle. Slap on a badge and be a trailer trash sheriff.

SAM

(deeply hurt)
Thanks for the flashback.

They drive on in painful silence. Mike turns ON the
RADIO.

HARLAN (V.O.)

... listening to W.F.R.E. Freedom
radio. We've put aside the
U.F.O.'s and conspiracy
theories...

13.

INT. PICKUP TRUCK (HIGHWAY) - DAY

Chris drives into town with the RADIO ON.

HARLAN (V.O.)

... for some down home talk back
with our own mayor: Wade Hale.

CHRIS

Oh, great.

WADE (V.O.)

Thanks, Harlan. As I was saying,
Chemical Technologies has been
looking for viable storage sites.
And Prosperity is lucky enough to
be on that list.

HARLAN (V.O.)

Lucky? I think most of us are
insulted that some outsiders think
our town is a perfect place to
dump toxic waste.

CHRIS

Right on.

EXT. MAIN STREET (TOWN) - DAY

Chris's pickup approaches... The entire town is not much
bigger than a few football fields. The kind of place
where everybody has known each other since childhood.
Some buildings date back to the 1880's gold rush.

HARLAN (V.O.)

Isn't this just your latest get-
rich quick scheme?

At one end is the Prosperity Mall. A huge windowless

rectangle in the sand. Permanent signs tout the many outlet stores inside: Victoria's Secret, Home and Garden Supplies, Sport Chalet, etc. Hand-painted signs reveal: **"GOING OUT OF BUSINESS SALE. EVERYTHING MUST GO. FINAL CLOSE OUT."** On the roof of the mall is a very tall radio antenna.

HARLAN (V.O.)

Your mall has more employees than customers.

INT. PICKUP TRUCK (TOWN, MAIN STREET) - DAY

Chris smiles as he listens to the RADIO.

(CONTINUED)

14.

CONTINUED:

WADE (V.O.)

I may have overestimated the need for 100,000 square feet of outlet shopping.

EXT. BEVERLY'S HOUSE - DAY

BEVERLY (40's) is tending to her garden as she listens to a transistor radio.

HARLAN (V.O.)

And your ostrich ranch?

WADE (V.O.)

If the government subsidies hadn't dried up, I'd still be rolling in cash.

EXT. HARLAN'S TRAILER (MAIN STREET, TOWN) - DAY

An airstream at the far end of town. Signs identify it as: "FREEDOM RADIO." A brand new humvee is parked out front.

INT. HARLAN'S TRAILER - DAY

Walls decorated with clippings about aliens, monsters,

and conspiracies. Two men sit at a home built transmitter.

HARLAN GRIFFITH (40s) wears an "Aliens Go Home!" T-shirt. He eats from a box of Frosted Flakes and drinks Jolt cola.

WADE HALE (40s) is the mayor of Prosperity. A slick-haired dandy who looks more like a Vegas lounge singer than a Mayor.

WADE

With one phone call I could put together a deal that would make us all very rich.

HARLAN

They say money doesn't buy happiness.

WADE

They probably don't have any.

15.

INT. POLICE CAR (HIGHWAY) - DAY

Sam and her kids listen to the radio.

WADE (V.O.)

Money pays for kids to go to college. It pays the mortgage.

INT. DINER (MAIN STREET, TOWN) - DAY

An attractive waitress on roller-skates. A harried CHEF. Locals chow down. The RADIO BLARES in the b.g.

WADE (V.O.)

It puts food on the table. Haven't the people of this town lived hand-to-mouth for long enough?

INT. BARBERSHOP (MAIN STREET, TOWN) - DAY

FLOYD and LEROY are the Jurassic era barbers. Floyd cuts Leroy's hair. The two men listen to the RADIO.

WADE (V.O.)

We're all gonna die in this hell hole.

FLOYD

Yeah, of boredom.

INT. POLICE STATION - DAY

DEPUTY PETE sits with his feet up on the desk reading Playstation magazine. He listens to the RADIO.

WADE (V.O.)

Wouldn't it be nice not to worry about surviving retirement? Or taking a shot at that life-long dream?

INT. HARLAN'S TRAILER - DAY

WADE

Think about it, Harlan, you could buy a commercial transmitter and start broadcasting to a national audience.

HARLAN

It would be nice to get the message out. Let people know the aliens walk among us.

16.

INT. PICKUP TRUCK - DAY

Chris slows to a stop in front of the McCormick and Son Mining Company. This stately edifice was once the driving force behind the local economy.

WADE (V.O.)

If Chris McCormick refuses to sell his mines. The rest of us are out of luck.

Chris frowns.

INT. POLICE CAR (HIGHWAY) - DAY

WADE (V.O.)

I don't think it's fair for one

person to wield that much power.
But he's just like his father.
Selfish. Greedy. And more than a
little bit nuts.

SAM

Uh-oh.

Sam flips on the SIREN and accelerates.

INT. DINER - DAY

The locals stop eating and look toward the radio.

WADE (V.O.)

That family has been digging in
those tunnels since the twenties.
If there was something down there,
don't you think they would have
found it by now?

INT. BARBERSHOP - DAY

Floyd and Leroy stare at the radio.

WADE (V.O.)

Common sense does not apply to
crazy people.

INT. PICKUP TRUCK - DAY

WADE (V.O.)

Might as well be chasing a
leprechaun's pot of gold at the
end of the rainbow.

(CONTINUED)

17.

CONTINUED:

Chris is furious as he PEELS OUT and speeds toward
Harlan's.

INT. DINER - DAY

The locals watch Chris's pickup speed by.

WADE (V.O.)

... lunatics...

INT. BARBERSHOP - DAY

Floyd and Leroy watch Chris speed by.

WADE (V.O.)

... certifiably nuts...

INT. POLICE CAR - (MAIN STREET, TOWN) - DAY

As Sam pulls into town. She sees Chris skid to a stop in front of Harlan's trailer. He leaps out of his pickup.

WADE (V.O.)

... at the very least...

INT. HARLAN'S TRAILER - DAY

Chris yanks the door open in time to hear...

WADE

... those McCormicks are just plain-old dumb.

Wade stands up to protest. But it's too late. Chris punches him in the nose. The mayor tumbles back.

CHRIS

I've warned you not to talk about my family!

HARLAN

We have a surprise guest in the studio.

Chris drags Wade to his feet, shoving him against the wall.

CHRIS

My family built this town!

(CONTINUED)

CONTINUED:

WADE

Am I supposed to be grateful?

Chris draws back his fist for another shot.
and grabs him from behind.

Sam runs in

SAM

That's enough!

CHRIS

Stay out of this, Sam!

She manhandles Chris toward the door.

EXT. HARLAN'S TRAILER - DAY

Practically the entire town has gathered outside. Sam drags Chris through the door. Wade and Harlan are close behind.

CHRIS

Did you hear what he said?

SAM

I heard.

WADE

I want him locked up!

SAM

Let's all calm down.

Wade tries to take advantage of the assembled audience.

WADE

We have no economy! People are barely scraping by! And now we've been offered the deal of a lifetime. You don't have the right to stand in our way!

CHRIS

Those mines are full of gas. One spark in the wrong place could blow this entire valley sky high. Do you really want to load that gun with toxic waste?

WADE

Chem-Tech did seismic analysis,

vapor checks, groundwater reads,
soil sampling. They found
isolated methane pockets, but no
benzene or hydrogen sulfide.

(CONTINUED)

19.

CONTINUED:

CHRIS

How could they run tests? I
didn't give them permission to go
into the mines.

Wade retreats toward his shiny new Hummer.

CHRIS

I asked you a question, you greedy
son of a bitch!

WADE

I'm greedy?! You're the one
keeping us down so you can search
for gold!

Chris tries to go after Wade. Sam holds him back.

SAM

Don't take another step.

Chris stares at her.

CHRIS

You're taking his side?

SAM

I'm trying to keep the peace.

WADE

You're crazy! Just like your
father!

Wade drives off in his humvee. The crowd begins to
disperse.

CHRIS

(sotto)
He wasn't crazy.

SAM

It's okay.

Chris heads off to his truck. Sam watches him go. Her eyes drifting down his body. Ashley steps up beside her mom.

ASHLEY

Maybe you're not gay after all.

SAM

What are you talking about?

(CONTINUED)

20.

CONTINUED:

ASHLEY

You can't take your eyes off his butt.

SAM

Where did you learn that it's okay to talk to me like this?

ASHLEY

Relax, Mom. He's hot for an old guy. I can admit it. Why can't you?

Sam watches Chris get into his truck. He gives her one last look before pulling out. Sam smiles with her daughter.

INT. MINING MUSEUM (MAIN STREET, TOWN) - DAY

Vintage mining gear. Walls covered with sepia-tone photos chronicling the history of the McCormick mines.

GLADYS LAUDERBACK (50s) sits at a desk. She blows smoke from her Kool into the breeze of an air conditioner. Ignoring the signs behind her head: "NO SMOKING!", "DANGER GAS!"

As Chris enters, Gladys hides her lit cigarette in a drawer.

GLADYS

Did you pop him one?

CHRIS

He had it comin'. But Sam
Palmer... That woman abuses her
power.

GLADYS

Why? Because she stopped you from
givin' Wade another pop?

CHRIS

I'm not proud of it.

Chris goes to a table and a map of the mines that
honeycomb beneath the town. Many of them are marked
"explored." Many aren't. Chris checks another tunnel
off the list. He sniffs the air and glares at Gladys.
Smoke rises out of her desk drawer. Gladys yanks it open
and puts out the flame.

(CONTINUED)

21.

CONTINUED:

CHRIS

I thought you were trying the
patch.

GLADYS

I am.

She raises her sleeve to reveal several nicotine patches.
Chris exits through a door at the back of the museum.

INT. MUSEUM - LIVING ROOM - DAY

Chris enters the family living quarters. The furniture
was new in 1947. He continues to the adjacent kitchen.

INT. MUSEUM - KITCHEN - DAY

Chris takes a beer out of the fridge. Then he notices an
odd CLICKING. He tracks the sound to a stove burner
permanently on "light."

Chris moves to a fuse box in the adjacent hallway. He
removes the fuse for the stove. The SPARKING STOPS.

Chris sits at the table and has a cooling sip of beer.
Gladys enters with a stack of bills.

CHRIS

That burner's on the fritz again.

GLADYS

Oh something's broken? What else is new?

(lays bills on table)

You need to pay these by the end of the month.

CHRIS

(looks at bills)

Today... For a split second... I actually thought I had it.

GLADYS

Another vein of iron pyrite?

CHRIS

Yeah... Then a rat stole my lunch. I practically blew myself up trying to get it back.

(CONTINUED)

22.

CONTINUED:

GLADYS

I'm glad you like my bologna sandwiches.

(beat)

Maybe you should talk to Wade.

CHRIS

What are you saying?

GLADYS

Honey, if he really does have a buyer...

CHRIS

You of all people know how much my dad wanted to find that mother lode.

GLADYS

Your daddy wanted to get rich. I don't think he cared how that happened. If he was still alive,

maybe he'd sell those mines.

Chris takes umbrage...

CHRIS

And maybe you didn't know him so well after all.

A tense beat.

GLADYS

You're right... I'm just worried about how we're going to pay these bills.

CHRIS

Don't give up on me, Gladys. I promised him I'd find the gold. And I will.

Gladys steels her fear, patting Chris on the hand.

EXT. TOWN - ESTABLISHING SHOT - DAWN

The sun rises. The town slowly comes to life.

HARLAN (V.O.)

Good morning, Prosperity, Nevada. It's another beautiful day on the frontier.

Locals prepare their stores for business.

23.

INT. JOSHUA'S HOUSE (DESERT) - DAY

HARLAN (V.O.)

No charges have been filed in yesterday's fracas between Chris McCormick and Wade Hale. And we've got...

Joshua turns the radio down. He holds a tape measure to a glass spider tank, recording the size of an unseen arac.

JOSHUA

An exponential growth rate... That's impossible.

CHARLIE

Me so horny. Me love you long
time.

Joshua doesn't look back at the parrot sitting on its perch.

JOSHUA

Be quiet, bird!

Charlie looks over at the tarantula tank. Watching curiously as the cloth cover moves slightly. As if one of the spiders is escaping. Charlie flies over to investigate. He lands on the counter and peers around the back of the tank.

CHARLIE

Charlie's in the wire! Incoming!

Something yanks the parrot O.S.

JOSHUA

Stop screwing around...!

Joshua looks back in search of the parrot. He notices several feathers floating down to the floor. He heads over to investigate. Joshua pulls the blanket clear to reveal the top of the cage has been pushed aside. No sign of any tarantulas. Joshua checks the back side of the tank.

JOSHUA

Where'd you go? Consuela?

She's nowhere to be seen. Joshua spots something sticking out from under the table. Two parrot feet. Joshua pulls Charlie out from under the table. It's a horrible sight. The bird is wrapped in spider webbing. His body desiccated.

(CONTINUED)

24.

CONTINUED:

JOSHUA

Charlie... Semper fidelis.

Joshua sees Charlie is attached to a web. He tugs on the weblines. Something tugs back. Joshua leans down to look under the table. His eyes go wide at what he sees. Then

a shadow looms over his head. Joshua looks up and...

EXT. JOSHUA'S HOUSE (DESERT) - DAY

SCREAMS and the sounds of BREAKING GLASS come from within.

EXT. PALMER HOUSE (TOWN) - DAY

Ranch style. Cop car in front. Chris's pickup cruises by.

INT. PICKUP TRUCK - OUTSIDE PALMER HOUSE - DAY

Chris drives past. He catches sight of a figure in a window.

INT. PALMER HOUSE - BATHROOM - DAY

Sam is brushing her teeth at the window as Chris drives by. They make eye contact. Chris moves on. Sam looks at herself in the mirror. Bathrobe. No makeup. Messy hair. Mouth full of toothpaste.

SAM

Work it, babe.

INT. PALMER HOUSE - HALLWAY - DAY

Sam comes out of the bathroom dressed in her uniform.

SAM

It's all yours.

Ashley and Mike exit their rooms. Mike is dressed for the day. Ashley in a robe. They race for the bathroom. Mike is first. Then Ashley hip-checks him out of the way, slamming the door in his face.

ASHLEY (O.S.)

Ladies first.

(CONTINUED)

25.

CONTINUED:

MIKE

What's your excuse!?

Sam sticks her head out of a room at the end of the hall.

SAM

You still want a ride, Mike?

MIKE

I'm just going to the mall.

SAM

Have fun.

Mike heads down the hallway and out of the house.

INT. PALMER HOUSE - BATHROOM - DAY

Ashley turns on the shower, drops her robe, and climbs in.

INT. BATHROOM - SHOWER - DAY

Ashley is surrounded by steam. She sings an edgy gangsta rap tune by NWA. Tres' bizarre, non? Shampoo lather cascades down her face. Her eyes close. She is oblivious to a small spider crossing a web in front of her. The spider gets clear as Ashley rinses off the soap.

Ashley rubs conditioner into her hair. The lather builds. Covering her face. Forcing her eyes closed once more. The spider returns across its web right in front of her eyes.

The water stops. Ashley reaches for the showerhead blindly knocking the spider off its web. She feels no water coming out, and fumbles for a washcloth. Reaching with eyes closed, she can't see the little spider has landed on top of the cloth. As Ashley retrieves it, the spider scurries onto its opposite side.

Ashley wipes the soap off her face. The spider rides the washcloth and moves toward her hand. Before it can strike, Ashley gets her eyes clear and drops the cloth.

The cloth lands on the floor atop the spider. As the beast stares out from under it, barefoot Ashley steps on the cloth. Crushing the spider without ever knowing it

was there.

(CONTINUED)

26.

CONTINUED:

Ashley turns her attention to the showerhead. She cranks the water handles, trying to get the water flowing again. The handles suddenly pop off. Dozens of tiny spiders pour from the holes onto the floor. Ashley shrieks in horror.

Sam bursts into the bathroom and yanks open the shower door. She drags Ashley out and looks at all the little spiders.

SAM

Now what?

Ashley just screams.

INT. HANK AND EMMA'S HOME - DAY

The SCREAM of a SAWZALL. A house in the midst of remodeling. Sections of wall are exposed. Sheets cover furniture. HANK (30s) is the Bob Villa-poseur.

A cat sits near an open section of wall. Watching something intently. The cat charges into the wall after unseen prey.

EMMA (30s) comes downstairs wearing her bathrobe. She clutches her ears in pain, screaming for Hank to stop. He can't hear. She grabs his shoulder and he STOPS
CUTTING.

EMMA

Why do you need to do that as six
in the morning!? Do you hate me
that much!?

HANK

I want to finish before I go to
work.

EMMA

You've been saying that for six
months!

HANK

I can't finish if you keep interrupting!

Hanks RESTARTS the SAW as Emma staggers into the kitchen.

27.

INT. REMODELED HOUSE - KITCHEN - DAY

Emma makes herself a hangover helper. Egg, tabasco, lemon juice, and a shot of vodka. All of it goes into the BLENDER. She FIRES it UP. Competing with the noise of Hank's SAW. Then Emma notices a bowl of uneaten cat food.

INT. REMODELED HOUSE - LIVING ROOM - DAY

Emma comes back in and UNPLUGS the noisy SAW.

HANK

If you're gonna keep pulling the plug...

EMMA

Have you seen Zeke this morning?

HANK

He was chasing something earlier.

EMMA

If he got into the wall again, it's your balls in the blender.

They hear FAINT MEOWING. Hank traces the source. It's coming from behind a partially-dismantled wall.

HANK

Hey, Zeke. Breakfast is ready.

EMMA

I'll get the tuna.

Emma heads back into the kitchen. Hank listens at the wall. After a beat he hears the CAT RUSTLING around inside.

HANK

Zeke?

Emma re-enters with a can of tuna. She hears ZEKE HISS.

EMMA

What's wrong with him?

Hank shakes his head. The CAT noises become more aggressive. The panicked couple tries to follow the cat's progress. They track the sounds of BATTLE along the wall. The noises become FRANTIC. SCRABBLING CLAWS. HOWLS of KITTY pain.

HANK & EMMA

Zeke!? Zeke! Zeke!

(CONTINUED)

28.

CONTINUED:

They follow the cat's frenzied movement up the wall, across the ceiling, and down the other wall. Hank hurries over. He can feel his cat thrashing maniacally on the other side. A FELINE SCREAM. And then deafening silence.

Hank tears open the drywall, reaching for his cat.

HANK

I've got him by the tail.

He withdraws all that remains of the Zeker... a bloody tail.

EXT. MALL - DAY

Mike hops off his bike before it stops moving. Letting it crash in the dirt. He enters the mall through glass doors.

INT. MALL (PROSPERITY) - DAY

Mike passes NORMAN (18), a janitor polishing the floors. Norman listens to LOUD DEATH ROCK TUNES on a Sony WALKMAN.

NORMAN

(conspiratorial)
Hey, dude. Yeah. You.

Mike comes over to this goatee'd rascal.

NORMAN

Wanna buy some smoke?

MIKE

A pack of cigarettes?

NORMAN

Smoke to get high, not to die. My stuff is hydroponically grown in a top secret location. No artificial flavors. No preservatives. Just 110 percent homegrown.

MIKE

Where's this secret location?

(CONTINUED)

29.

CONTINUED:

NORMAN

I could have a dime bag for you toot sweet. But if I tell you where exactly, I'd have to kill you.

MIKE

Norman, you know my mom's the sheriff.

NORMAN

Oh yeah... Right on...
(considers this)
Does she get high?

Mike walks away, deeper into the mall. A dozen stores line the hallway: Victoria's Secret, Electronic Boutique, Sport Chalet. Most of the stores are closed for good. A large atrium features a fountain and jungle gym. Skylights cover the ceiling. Mike enters the Home and Garden store.

INT. HOME AND GARDEN STORE - DAY

Mike goes up to the counter.

The CLERK snaps at him.

CLERK

The bug spray is on aisle five!

MIKE

What?

CLERK

You want mousetraps!? Is that
it?! Aisle five!

Mike grabs some batteries and lays them on the counter.

CLERK

Oh. I thought you wanted...

An OLD LADY walks past.

OLD LADY

Excuse me, young man. Where can I
find the bug spray?

CLERK

Aisle five!

The Clerk grabs the PA's microphone.

(CONTINUED)

30.

CONTINUED:

CLERK

(over PA speakers)
All bug spray, rodent traps, ant
poison and fly paper is on aisle
five!

He returns his attention to Mike.

CLERK

That'll be three fifty-two.

Mike pays the man.

MIKE

Where's aisle five?

The annoyed Clerk points. Mike heads over. He sees the aisle is crowded with locals squabbling over the few remaining cans of Raid, Black Flag and Off.

EXT. BEVERLY'S HOUSE (TOWN) - DAY

Beverly uncoils a hose, cranks a spigot. She sprays her vegetable garden with water. After a beat, a solid object is coughed up through the hose.

Beverly continues watering. Two more unidentified objects are spewed from the hose. She reacts by cranking the spigot on full. The water sprays harder. Then inexplicably stops.

Beverly checks the spigot. She looks into the opening of the hose. Puts it to her ear and listens. Sniffs. Now she puts the end of the hose in her mouth and sucks deeply, trying to siphon away the blockage.

Beverly removes the hose. A FAINT RUMBLING sound. She puts it back in her mouth and sucks. A solid object comes through the hose and into her mouth. Then another. And another. A dozen things pump through the hose and into her mouth.

Beverly yanks it out. Water spews from her mouth and out of the hose. Apparently the blockage has cleared.

Beverly falls to her knees. Hunching forward. She vomits forth a stomach full of water... and small spiders. Mouth agape. Eyes wide in horror. She watches them scurry into the garden. Beverly tries to scream... but can only retch.

31.

EXT. STREET (TOWN) - DAY

Mike Palmer rides his bike through a puddle of water. He sees Beverly throwing up in her vegetable garden. Mike it thoroughly grossed out.

EXT. JOSHUA'S HOUSE (DESERT) - DAY

Mike rides his bike into Joshua's front yard. He
dismounts before the BIKE stops. It CRASHES. Mike heads
inside.

INT. JOSHUA'S HOUSE - DAY

Mike stops short in the doorway. An off-hook TELEPHONE BEEPS incessantly. WIND MOANS through shattered windows. Furniture is tipped over. Mike moves through the chaos.

MIKE

Hello? Joshua? Charlie?

The spider tanks are shattered. No trace of their occupants. Mike pulls out his Cassiopeia PDA and starts recording.

MIKE

(into PDA)
Captain's log. Stardate...

Stops recording, PLAYS it BACK, listens to HIS VOICE.

MIKE

Cool!
(records again)
The house is deserted. No sign of Joshua Taft or his bird. The spider tanks are shattered. There is broken glass everywhere.

Mike moves toward the back door of the cabin. It swings open and shut in the WIND.

EXT. JOSHUA'S HOUSE (DESERT) - BACK YARD - DAY

Mike comes out and notices hundreds of coin-sized footprints. He follows these tracks to a cluster of wooden barricades labeled: "McCORMICK AND SONS MINING COMPANY." Mike peers toward a vertical mine shaft behind the barriers.

(CONTINUED)

32.

CONTINUED:

MIKE

(into PDA)
Animal tracks. Definitely too big to be spiders. Could be rats.

Mike slips past the barricades. Following the tracks to the edge of the abyss. He can't see anything. It's too dark.

Mike turns away and returns to the yard. Never realizing...

Several feet down the shaft. Hidden under a rock... the shriveled and desiccated corpse of Joshua Taft. It hangs from the side of the shaft in thick sticky webbing. Grisly.

Suddenly the corpse is tugged loose and dragged deeper into the shaft by some unseen creature.

EXT. MINE SHAFT - DAY

Chris's pickup is parked outside another mine shaft.

INT. MINE TUNNEL - DAY

Chris works with his pick-axe. He pauses, listening to a DISTURBING NOISE somewhere down the tunnel. A growl? A roar? Chris isn't so sure. And then a new sound... a SCREECHING. The noise grows LOUDER. Something's coming.

Chris shines his light into the darkness. Trying to see what's causing the unsettling crescendo...

Suddenly dozens of RATS burst from the darkness.

EXT. MINE SHAFT - DAY

Chris runs out the mouth of the tunnel. The rat stampede is on his tail. He leaps into the back of his pickup. The manic rodents continue off into the desert.

Chris looks back toward the gaping mouth of the tunnel.

CHRIS

What am I, the Pied Piper...

33.

EXT. MAIN STREET (TOWN) - BARBER SHOP - DAY

Mike rides his bike. Floyd the barber stands out front chatting with an elderly couple. They hold a dog's leash in their hand.

FLOYD

I'm sorry. I haven't seen him.

EXT. MAIN STREET (TOWN) - DAY

Mike rides on. He notices a guy taping a flyer to a lamp post. Mike glances over. It's a sign for a missing dog.

EXT. MAIN STREET (TOWN) - POLICE STATION - DAY

Mike arrives at the local police station. Several cars are parked out front. The door is ajar. Locals are crowded inside. Mike lets his bike crash as he enters.

INT. POLICE STATION - DAY

Sam is behind her desk. The place is swarming with locals.

SAM

Quiet! Quiet please!

The mob is not listening.

BEVERLY

They were clogging up my house!

EMMA

I want to know what killed Zeke!

TRAVIS

He was a good dog! He wouldn't just get up and go!

Deputy Pete whistles at top volume. Everybody shuts up.

SAM

I had spiders at my house too. We need an exterminator not a sheriff.

TRAVIS

What about my dog?

(CONTINUED)

34.

CONTINUED:

SAM

I don't know, Travis. We're gonna keep an eye out. But we're not gettin' anywhere like this. You should go back out there and look

for your animals. If they haven't shown up by tonight. I'll call Fish and Game. Okay?

Pete ushers the grumbling mob out of the office. Mike avoids the crush and manages to stay inside.

MIKE

Mom! Mom! All Josh's spiders are gone!

SAM

I can't do this right now, Mike! Everyone's having pest problems!

MIKE

But Joshua is gone!

SAM

Maybe he's out looking for his spiders?

MIKE

Mom, I'm serious! You're not listening!

SAM

Mike... I've got missing pets. Spiders in the plumbing. Rats and mice coming out of basements. And your sister's about to end up on a milk carton. I can't have you losing...

The PHONE RINGS. Sam answers it.

SAM

Hello? Wade... wait a second... your ostriches?

OFF Mike's look.

EXT. WADE'S RANCH - DIRT DRIVEWAY - DAY

Prosperity is clearly visible just a mile away. The police car drives down a long road lined with fences.

35.

EXT. WADE'S RANCH - RANCH HOUSE - DAY

Wade's new Hummer is in the driveway. A CATTLE DOG BARKS as Wade leads Sam and Mike around the side of the house.

WADE

Came out to feed my birds this morning.

SAM

Coyotes?

WADE

Hell no!

The trio steps to the fence. Only three mangy ostriches are there to greet them.

WADE

My flock had fifty birds! Where'd they go, dammit! Who the hell steals fifty birds that can't even fly!?

SAM

All this happened last night?

WADE

I guess. And we didn't hear a thing.

Sam gestures toward the BARKING DOG.

SAM

What about him?

WADE

Not a peep.

Mike notices some ostrich feathers on the ground. He heads over for a closer look.

The DOG watches his progress. BARKING excitedly.

Sam talks to Wade.

SAM

How's the ostrich business?

WADE

Not so good lately.

SAM

You've got that new Hummer. You

must be makin' enough to pay for
it.

(CONTINUED)

36.

CONTINUED:

WADE

(annoyed)
You like it? I'll take you for a
ride.

SAM

These birds are insured. Right?

WADE

I didn't kill my birds, Sam. Is
that what you think?

Mike looks back to see his mom confronting Wade.

WADE

(in the distance)
... reject... absolutely not...

Mike scrutinizes what appear to be more of those tracks
that he found at Joshua's. But this time they are
larger:

MIKE

(into PDA)
I've found more tracks. Even
larger now.

Mike follows the trail toward another mine entrance.
This one is plugged with concrete. The tracks don't go
there. They stop at what appears to be a normal patch of
ground. Several ostrich feathers are scattered nearby.

Mike takes a closer look. Something doesn't seem right.
An odd demarcation in the soil. His fingers trace the
edge of a thin film of material. It is a lid of sorts.
A sheath of sticky webbing coated with dirt. Mike is
able to lift it.

Mike peers into a deep dark burrow three feet wide.

INT. UNDERGROUND BURROW - DAY

Twenty feet down the shaft. A shape moves.

TRAPDOOR SPIDER POV - MIKE

A MULTI-EYED SPIDER'S VIEW of Mike at the top of the burrow.

EXT. WADE'S RANCH - OSTRICH PEN - DAY

Mike squints into the burrow but can't see anything.

37.

INT. UNDERGROUND BURROW - DAY

A dark shape inches up the burrow toward Mike.

EXT. WADE'S RANCH - OSTRICH PEN - DAY

Mike is oblivious as he peers into the dark.

EXT. WADE'S RANCH - RANCH HOUSE - DAY

The BARKING CATTLE DOG SNAPS its TETHER and charges Mike. Sam and Wade see this and run after it.

EXT. WADE'S RANCH - OSTRICH PEN - DAY

Mike doesn't see the dog. He's too busy looking in the hole.

INT. UNDERGROUND BURROW - TRAPDOOR SPIDER POV - MIKE

The kid is FRAMED IN the burrow opening just a few feet away.

EXT. WADE'S RANCH - OSTRICH PEN - DAY

Mike senses something approaching in the darkness. Suddenly he's grabbed from behind. Sam drags him away as CLYDE the cattle dog continues BARKING.

WADE

(to Clyde)

Now you're on the job?! What the

hell were you doin' last night?!

SAM

Come on, Mike. Let's hit it.

Sam leads her son toward the house. Mike glances back.

EXT. WADE'S RANCH - DIRT DRIVEWAY - DAY

Mike and Sam are in the cop car. Wade is at Sam's window.

WADE

I need to know what happened to my birds!

(CONTINUED)

38.

CONTINUED:

SAM

If I find anything I'll let you know.

(a beat)

So you can fill out that insurance form.

Sam drives down the driveway. Wade takes off his hat and wipes his brow. He watches Clyde run parallel to the accelerating police car.

INT. POLICE CAR (DIRT DRIVEWAY) - DAY

Sam eyes the road ahead. Mike is lost in thought.

MIKE

We have to go back.

SAM

Mike?

MIKE

That was a trapdoor spider's burrow.

SAM

What are you talking about?

MIKE

Joshua was feeding his spiders
bugs from the creek. And they
were getting bigger.

Mike glances out the window at the dog running nearby.

MIKE

(agitated)

What if they didn't stop growing?
What if they broke out of their
tanks. Ate Joshua. And went into
the mines?

Sam looks at him like he's out of his mind.

MIKE

That could be why the other
species are coming out into the
open. They're trying to get away
from the giant spiders.

(a beat)

The ecosystem is out of balance.

(CONTINUED)

39.

CONTINUED:

SAM

Have you been overdosing your
Ritalin?

She checks him for a fever.

EXT. WADE'S RANCH - DIRT DRIVEWAY - FENCE LINE - DAY

CLYDE runs next to the car. Suddenly he disappears
underground with a YELP. Only still frame on a DVD
player will capture the trapdoor spider's lunge from a
camouflaged den. The dog's empty collar rolls to a stop
in a cloud of dust.

INT. POLICE CAR (DIRT DRIVEWAY) - DAY

Mike turns from his mother and looks out the window.
is confused when he doesn't see any sign of the dog.

He

MIKE

Maybe I am losing it...

He checks himself for a fever.

INT. ABANDONED TRUCK STOP (DESERT) - DAY

A dingy collection of buildings surrounded by dunes and rock. The structures have boarded windows. Graffiti on the walls. Teenagers hang out. Off-road motorcycles parked nearby.

Bret Hale's monster truck does donuts in the parking lot. Ashley hangs out the passenger window shrieking with glee.

INT. BRET'S TRUCK (TRUCK STOP) - DAY

Bret smokes a Phillies Blunt as he donuts his TRUCK. Ashley laughs hysterically. Bret steers them around to the back of the truck stop. He SKIDS to a stop.

ASHLEY

Woo-hoo!

Bret offers his stogie. Ashley refuses. Bret puffs away.

ASHLEY

Haven't you had enough of that?

(CONTINUED)

40.

CONTINUED:

BRET

No such thing. Norman's bud is da'kine.

He coughs and they both laugh.

BRET

When I medal at the X-Games, Honda will give me full sponsorship. Then I'll take you with me on the Supercross tour.

Ashley is silent.

BRET

Are you still thinking about going away?

ASHLEY

I don't know. I want to do something with my life, Bret. Help people. Maybe med school is still an option.

BRET

Not if you keep hanging out with me.

ASHLEY

Thanks, Mom.

They kiss. Things head toward a serious down." Bret slides his hand up Ashley's gets into it. But then Bret slides his buttons of her 501s. Ashley removes his

level of "get shirt. Ashley hand toward the hand.

ASHLEY

Slow down...

Bret persists. Ashley climbs off of him.

BRET

I thought you loved me.

ASHLEY

I do!

BRET

Then what's the problem? You want to leave town. You don't want to make out.

ASHLEY

I don't feel...

(CONTINUED)

41.

CONTINUED:

BRET

What?

ASHLEY

I don't want to lose my virginity

in the front seat of a monster truck.

BRET

Why didn't you say so? We can go outside. I've got a blanket in the back.

ASHLEY

No... I guess... I'm just not ready.

BRET

Tammy and Larry do it every night!

ASHLEY

Then call them! Have a menage a trois!

BRET

Come on, Ashley. Mommy's not around. You don't have to play the good girl. Let Daddy give you what you really want.

Bret goes after her once more. Ashley's not into it.

ASHLEY

Please, Bret... Please don't...

But Bret won't listen. Ashley isn't strong enough to fight him. She reaches into her purse and pulls out her stun gun. She rams it up in Bret's crotch and pulls the trigger.

Bret howls like a baboon in a wood chipper. He spasmodically jerks off of Ashley and tumbles out the driver's side door.

EXT. BEHIND TRUCK STOP - DAY

Bret twitches on the ground.

BRET

My balls? Ahh! My balls!
(looks down)
I pissed myself?! Damn, bee-otch!

(CONTINUED)

CONTINUED:

Ashley watches from the truck.

ASHLEY

I told you to back off!

Ashley closes the door of the truck and rolls up the windows.

Bret is dazed as he gets to his feet. Then his eyes rack-focus to a nearby dune. A Rottweiler-sized jumping spider stands atop it. Two large eyes surrounded by six smaller orbs. Orange and black designs on its abdomen. Wiry hair. Dagger-sized fangs. Bret can't quite believe what he sees.

Ashley STARTS the TRUCK. This snaps Bret back to reality.

BRET

Ashley, wait!

ASHLEY

Screw you, Bret. I'm going home.

Bret sees the spider leisurely coming down off the dune. He runs over to the door of the pickup and tries to open it.

BRET

Please! Open the door! I'm
sorry!

ASHLEY

I can't believe my mom was right
about you. Do you know how
embarrassing that is?

Ashley starts to pull away. Bret keeps banging on the glass.

BRET

Open the door, baby! I love you!
I want to marry you! Have my
children! Please!

Ashley flips him the bird and BURNS RUBBER. As the truck moves out of the way, Bret finds himself staring at several more jumping spiders that are methodically approaching. Bret sprints around to the other side of

the truck stop.

43.

EXT. TRUCK STOP - PARKING LOT - DAY

Bret runs from behind the building. Larry Witzer and a bunch of other kids see him coming.

LARRY

Dude, did you piss in your pants?

RANDY

Ha-ha! Bret pissed his pants!

All the kids start laughing and pointing at Bret. None of them see the approaching jumping spiders.

BRET

Get out of here! They're coming!

RANDY

The only one coming is you, dude.

Larry and Randy high-five. A jumping spider lands on Randy's back, piercing him with its fangs, throwing him to the ground. Randy screams. The kids have a front-row seat as the spider's pincers mash their buddy into an edible pulp.

Bret leaps onto his MOTORCYCLE and FIRES it UP. Several more jumping spiders bound across the parking lot.

BRET

Ride!

The kids scramble, leaping onto their bikes. One rider is picked off by a spider. The others kick up rooster tails as they accelerate away. The spiders chase them into the dunes.

EXT. SAND DUNES - DAY

A wasteland on the outskirts of town. The sandy waves are "surfing" by the noisy MOTORCYCLES. The jumping spiders keep after them, leaping a dozen feet in a single bound.

A biker is ripped off a motorcycle. The BIKE CRASHES.

Larry ends up with a jumper on his bike. Another biker

tries to kick it off, managing to knock the critter into the motorcycle's spokes. The spider gets munched. But then the courageous biker crashes and is set upon by a hungry jumper.

Larry continues riding. But a spider lands on his back and sinks fangs into his spine. Larry yells bloody murder.

(CONTINUED)

44.

CONTINUED:

Bret sees Larry go down in a cloud of gore and sand. Bret is the only human left. A jumper comes after him in mid-air. Bret does an X-Games style rocket air, kicking backward with booted legs. He knocks the spider away and keeps on riding.

EXT. HIGHWAY - DAY

Three familiar trucks cruise down the highway. This time they are devoid of any toxic waste cargo.

INT. THIRD TRUCK - HIGHWAY - DAY

Pig Pen stares fixedly at the endless road ahead of him.

SELF-HELP TAPE (V.O.)

I will live every moment of my
life as if it were my last.

PIG PEN

I will live every moment of my
life as if it were my last.

Suddenly Bret Hale wheelies across the road. A jumping spider explodes against the windshield. Spider guts splatter everywhere. Pig Pen screams as he JAMS on the **BRAKES.**

EXT. HIGHWAY - DAY

The TRUCK jack-knives into a line of telephone poles. Knocking them over and rolling multiple times before EXPLODING. Several jumping spiders are caught in the blast. Bret Hale rides on with several more jumpers

behind.

INT. PALMER HOUSE - MIKE'S ROOM - DAY

The black and white classic: Tarantula, plays over an old TV and VCR. Mike is at his computer, downloading a spider encyclopedia into his PDA. A message flashes across the screen: CONNECTION LOST. Mike picks up the telephone.

MIKE

Hello? Hello?

The line is dead.

45.

EXT. DESERT - DAY

Bret rides into a dead-end canyon with the spiders very close behind. Bret steers for the mouth of a hillside mine shaft.

INT HORIZONTAL MINE SHAFT - DAY

Bret speeds inside. He looks over his shoulder to check for his pursuers, they're gone. Bret looks relieved. He faces forward as... whack! A support beam knocks him from his bike. The bike continues on into the tunnel alone. From the sound of things it travels pretty far before crashing.

Bret lies on the ground as dust settles onto his face. He looks up at a support beam which begins to crack. Bret moves clear just as the ceiling caves in, sealing him in the mine.

EXT. MAIN STREET (TOWN) - DAY

Several locals put up more signs for missing pets.

INT. DINER/EXT. MAIN STREET (TOWN) - DAY

Harlan is kibitzing with Travis. Pete and Emma console each other over dessert. Wade sits alone at a table for two. The attractive WAITRESS on roller-skates give him a fresh beer.

WAITRESS

The phones went down for some reason. Maybe that's why Bret didn't call. Did you want to go ahead and order?

WADE

Just give me the usual.

WAITRESS

One ostrich steak, comin' up.

Wade reacts glumly to the word "ostrich."

INT. MUSEUM - KITCHEN - DAY

Gladys smokes as she puts together the fixings for a large meal. She has a cookbook out. Pots and pans. Chris enters. Gladys quickly drops her cigarette in the disposal.

(CONTINUED)

46.

CONTINUED:

GLADYS

What are you doing home?

CHRIS

Need some rat traps.

GLADYS

Try the basement.

CHRIS

What is all this?

GLADYS

I wanted to surprise you with a special dinner. Turkey De La Gladys.

CHRIS

I'll have mine without Nicotine.

GLADYS

Not as good that way.

Chris goes through a nearby door to the basement.

INT. MUSEUM - BASEMENT - DAY

Chris comes downstairs. He rummages through some junk. comes up with several rat traps. He turns around to discover an odd hole in the wall. He ventures over for a look.

CHRIS

Rats...

Chris leans into the hole, his jacket restricts his entry.

Chris pulls out of the hole, standing to reveal a large male tarantula on his back. Chris is oblivious as he takes off his jacket. The coat lands in a heap atop the spider.

Chris gets back down and places one of the rat traps in the hole. He doesn't notice the jacket moving behind him.

Chris backs out of the hole. He picks up his jacket. The spider is gone. He grabs his traps and heads upstairs.

47.

INT. MUSEUM - DAY

Chris passes through the kitchen. He eyes Gladys warily.

CHRIS

Have you been smoking?

GLADYS

No.

Smoke pours out of her nostrils.

CHRIS

Gladys...

GLADYS

Get back to work. I'll see you tonight.

Chris starts out.

GLADYS

Sam called for you.

Chris hesitates.

GLADYS

She wants you to come by the station.

CHRIS

She really has it in for me.

GLADYS

Oh please.

CHRIS

What?

GLADYS

You two should just sleep together and get it over with.

CHRIS

Me and Sam... Hook up...

GLADYS

I may be older than electricity, but I used to be a nice-looking piece of tail.

CHRIS

Too much information.

(CONTINUED)

48.

CONTINUED:

GLADYS

I'm not kidding. I got more action than those chicks on VIP. So when I tell you Sam thinks your butt is U.S.D.A. choice...

CHRIS

This is where I throw up.

GLADYS

Don't tell me you don't think she's a fox.

Chris mulls this over. Testing his own feelings. He

opens his mouth to ask another question. And then heads out.

GLADYS

See you for dinner.

Gladys doesn't notice the basement DOOR CREAK open slightly.

INT. POLICE STATION - DAY

Sam is on the phone at her desk.

SAM

Nothing yet. I'm sorry. We're
still trying to get...

Chris enters.

SAM

Let me call you back.

(hangs up)

This has been one crazy day.
We've got missing pets, dead
ostriches. God only knows what's
next.

CHRIS

I'm sorry about yesterday. Wade
is... He knows how to push my
buttons.

SAM

I wanted to ask you...

CHRIS

On a date?

Sam freezes for a second. Chris laughs.

(CONTINUED)

49.

CONTINUED:

CHRIS

I'm kidding. What did you want to
ask?

SAM

Have you noticed anything strange
in the mines?

CHRIS

Define strange.

SAM

I had spiders in my house. Hector
had roaches in his basement. Some
mice...

CHRIS

How about stampeding rats?

SAM

Were they running away from
something?

CHRIS

Could have been. Never saw them
do that before. I guess it
qualifies as strange.

Sam thinks this over.

CHRIS

Sam... Do you want to go out
sometime?

SAM

(taken aback)
Are you asking me out on a date?

CHRIS

Only if you're going to say yes.

Sam smiles slightly.

INT. MUSEUM - KITCHEN - DAY

The basement door is wide open. Gladys mixes food in a
bowl. A cigarette with a massive ash hangs off her lip.

A male tarantula moves across the ceiling. The creature
is the size of a pit bull. Two quivering palps flank
dart-sized fangs. Multiple eyes the size of quarters.
Hair all over.

(CONTINUED)

CONTINUED:

Gladys is oblivious to the ominous threat above her. As she works, the spider shadows her. Every time the spider is about to strike, she goes another direction to get spices, utensils, a pan.

Gladys places her bowl on the stove. Suddenly the tarantula drops onto the stove right in front of her. Gladys shrieks. The tarantula lashes out at her. Gladys grabs a frying pan and smashes it across the face as she stumbles backward. The spider reels, striking the burner knobs, turning on the gas.

Gladys registers the sound of ESCAPING GAS. She looks back toward the fuse box and makes a run for it. As she goes, the tarantula fires a weblines at her.

Gladys gets the fuse off the top of the fuse box, but the weblines prevents her from slotting it home.

Gladys strains with all her might, finally slots the fuse. She turns toward the kitchen just in time to see the broken burner spark to life. The gas ignites. The tarantula is engulfed in flame.

Gladys is knocked down by the blast. She lies on her back when a second male tarantula nails her with a weblines. Gladys screams as she's dragged across the floor toward the basement door.

The fire grows more intense, spreading quickly.

INT. POLICE STATION - DAY

CHRIS

So that's a 'No.'

SAM

My kids are the world to me,
Chris. When their dad left... it
really took a toll. On all of us.
I can't go through that again. I
won't.

CHRIS

No... I understand... I don't know
what I was thinking...

(laughs)

Gladys has some crazy ideas. I'm

gonna kill her.

Deputy Pete throws open the door.

(CONTINUED)

51.

CONTINUED:

PETE

The museum's on fire!

OFF Chris's look.

EXT. BURNING MUSEUM - DAY

The museum burns. The volunteer fire department attacks the conflagration. All the locals are there to help.

Sam's COP CAR SKIDS to a stop. Chris leaps out. Stares at the fire for a beat. And then he charges toward the inferno. Sam tackles him from behind. Pinning him to the ground.

CHRIS

No! Let me go! Gladys! Let me go!

The museum collapses. Chris watches it burn to the ground.

EXT. MUSEUM - DAY (LATER)

The fire is out. The once-proud building is now a smoldering pile of rubble. Locals stand in small groups.

Chris wanders through the ruins as firemen mop up. He picks something out of the char. The map of the mines. Almost completely burned. Soaked with water. He stares at it for a heavy beat. All that remains of his legacy. Sam steps up.

SAM

Maybe she got out.

Sam puts a comforting hand on his shoulder.

CHRIS

(devastated)

She was cooking. The stove was broken.

SAM

Why don't you come home with me?
We'll get you cleaned up.

Chris hesitates for a moment. And then he lets the map fall. He walks out of the ruins with Sam.

(CONTINUED)

52.

CONTINUED:

Mike stands off to the side. He spots something near the edge of the ruins. He goes over to pick it up. It's a piece of arachnid exoskeleton. A spider's leg. Big. Very big. Travis the fire chief warns him away.

TRAVIS

Get away from there, Mike!

Mike hurries clear with his prize. He puts it on the ground, sketches the outline of a spider to fit the scale of the leg.

MIKE

Holy God...

Mike looks around for his mom. He sees her driving off in the cop car with Chris.

MIKE

Mom! Wait!

EXT. PALMER HOUSE - DUSK

The sun hangs low in the sky. Sam's cop car parks beside Bret's monster truck.

INT. PALMER HOUSE - DAY

Ashley watches TV. A doctor resuscitates a dying patient with CPR. The doctor counts as he pumps the man's chest.

TV DOCTOR (V.O.)

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

Ashley watches intently. The patient is revived.

TV DOCTOR (V.O.)

Helping people never gets old.

Ashley hears KEYS in the front DOOR. She quickly switches channels to MTV. Sam enters with Chris.

SAM

Is Bret here?

ASHLEY

No.

SAM

Then why is his truck out front?

(CONTINUED)

53.

CONTINUED:

ASHLEY

Don't worry about it.

SAM

What do you mean? What happened?

ASHLEY

Nothing.

Ashley starts crying. Sam goes to comfort her daughter. Chris stands by in shock. Watching, Upset.

ASHLEY

Nothing happened, alright!

Ashley runs off to her room. Sam follows.

Chris stands alone for a beat. He walks to the kitchen and pulls a bottle of Vodka from the freezer. He puts the cold bottle against his head and neck. Trying to cool off.

Mike bursts into the house carrying his piece of exoskeleton. He sees Chris opening the bottle of vodka.

MIKE

Spiders shed their skins when they grow.

Chris looks at Mike for a moment.

MIKE

Like snakes.

CHRIS

Gladys is dead.

Chris drinks vodka straight from the bottle.

MIKE

Maybe not.

That got Chris's attention.

MIKE

This is a tarantula's leg. Or it was. It's an exoskeleton, to be scientific.

CHRIS

It's a little large.

(CONTINUED)

54.

CONTINUED:

Chris has another gulp of vodka as Mike holds up his Cassiopeia full of spider data. He shows Chris a video of a male tarantula mummifying its food. Chris watches in amazement.

MIKE

See! Male tarantulas wrap their prey in webbing. Tight like a mummy. The food stays alive so they can eat it later.

Sam enters the room in time to overhear this.

SAM

Mike, please. Now isn't the time.

Chris looks up at Sam.

CHRIS

They keep their food alive.

Mike hands his mother the new piece of exoskeleton.

SAM

What is this?

MIKE

A spider's leg!

Sam flinches, dropping the object to the floor.

MIKE

Careful!

SAM

No. That's a piece of cactus.
Look... It's covered with spines.

MIKE

Those are quills! Tarantulas can
flick them at you like darts!

Mike does an odd flicking motion. Kind of like a dog
scratching a flea.

SAM

Giant tarantulas?

MIKE

Tarantulas! Wolves! Trapdoors!
Joshua had a ton of exotics!

(CONTINUED)

55.

CONTINUED:

CHRIS

If there were giant spiders
roaming the desert, don't you
think somebody would've seen them
by now?

MIKE

The jumpers hunt in daylight. But
not the others. They only come
out when the sun goes down!

The group looks to the window, the sun hangs low in the
sky.

EXT. TOWN - DUSK

Prosperity is bathed in sunset. The mine shaft entrances are clearly visible. Like black holes of malevolent promise.

INT. PALMER HOUSE - GARAGE - DAY

The garage is cluttered. Old station wagon. Bikes. Skis. Sam leads Chris to a bag full of her ex-husband's clothes.

SAM

I guess I should watch more
'Oprah.' It must be a textbook
'no-dad' kind of thing.

Chris shifts awkwardly. In shock. Sad. Sam holds up a flannel shirt.

CHRIS

That one looks kind of scratchy.

Sam holds up a shirt that Chris approves of. He takes it and proceeds to take off his old soot-stained shirt.

SAM

All Jason cared about was getting
out and starting over. I guess
that included buying a new
wardrobe.

Sam turns to pass Chris a pair of Levis. He's buttoning up the new shirt. Chris takes the pants. He doesn't register Sam ogling his exposed chest.

(CONTINUED)

56.

CONTINUED:

CHRIS

Gladys thought I should sell...
but you know... I never wanted to
get rich. If it was about the
money, I would have sold out to
Wade a long time ago.

Chris moves behind the car and takes off his pants.

CHRIS

I think I just wanted to prove the

gold was down there. That my family wasn't crazy to keep looking. Even after we'd lost so much. And now... she's gone, too.

SAM

I'm sorry, Chris.

CHRIS

Do you know what I'm trying to say?

SAM

It wasn't about spending the gold, it was about finding it.

CHRIS

That's right. That's exactly right.

Sam glimpses Chris through car windows. The poor guy's struggling to pull on some 501s. Sam turns away, but catches sight of him in a propped-up glass door.

CHRIS

Remind me never to let you do my laundry.

She turns, only to see him in a mirror. He steps out from behind the car. Sam stares at him.

SAM

They look great.

INT. ASHLEY'S ROOM - SUNSET

A melancholy N'SYNC ballad plays over a BOOM BOX. Ashley sits on her bed with her back to the open window. The sun setting in the distance. She rips up the photographs of Bret.

(CONTINUED)

57.

CONTINUED:

Ashley doesn't notice the Great Dane-sized spitting spider crawling in through her window. It is striped like a jungle predator.

It comes all the way into the room and then lingers among Ashley's stuffed animal collection.

INT. MIKE'S ROOM - DUSK

Mike checks the phone. Still dead. He types at his computer, entering the specification of the piece of exoskeleton. A digital representation of a spider grows on his monitor screen. Showing Mike exactly how big the spider would be after shedding this skin. Mike is distracted by the LOUD MUSIC coming from Ashley's room.

MIKE

Can't you turn that down?!

INT. ASHLEY'S ROOM - DUSK

MIKE (O.S.)

I'm doing spider research!

Ashley stops ripping. She goes to the pile of animals, oblivious to the spider. The beast doesn't move. Ashley grabs a pink teddy bear with a heart on its belly. She returns to bed and cuts the bear's heart out with scissors.

The spitting spider sneaks up behind Ashley. As it moves, so does Ashley. She scoops up the torn photos and mutilated bear, dumping them in the trash. She turns around to find the giant spider on her bed. She freezes momentarily.

ASHLEY

(sotto)

Spider... Mike... Spider...

Ashley sees her stun gun is on the dresser. She lunges for it. She's almost got it. The spider squirts two lines of gummy web at Ashley. The glop hits her in the chest, carries her backward. Glues her to the wall.

INT. GARAGE - NIGHT

Chris finishes dressing. He faces Sam. There is an odd moment as they find themselves standing close. If the circumstances were different they'd probably end up kissing. And then they hear ASHLEY'S bloodcurdling **SCREAM.**

INT. HALLWAY - NIGHT

Mike pops out of his door. Sam and Chris run down the hallway. Sam yanks open the door to Ashley's room.

INT. ASHLEY'S ROOM - NIGHT

Sam, Chris and Mike stand in the doorway staring at a giant spider menacing Ashley. The spitter fires another webby blast, sticking the girl's legs to the wall.

MIKE

Wow! A scytodes spitter!

Chris pushes past Sam and Mike. He grabs a chair and shoves it at the spitter like a lion tamer. The spider backs off. Sam takes off running down the hallway.

ASHLEY

Where are you going?

INT. SAM'S BEDROOM - NIGHT

Sam runs up to find a gun case. She tries to get a shotgun, but finds it locked. She doesn't have the key. Sam grabs objects in the room and smashes the gun rack to pieces.

INT. ASHLEY'S ROOM - NIGHT

Chris has the chair in one hand to fend off the spider. With the other hand he tries to get Ashley out of the webbing. Mike stands nearby reading from his Cassiopeia.

MIKE

The scytodes spits a gooey discharge to immobilize their prey.

ASHLEY

No shit!

The spider hits Chris's chair with a blast of webbing. The chair is blown from his hand, and stuck to the wall. Chris stands weaponless before the spider.

ASHLEY

Use my stun g...

Ashley is nailed in the face with another blast of goo. Mouth sealed shut. Chris reaches under the bed and pushes it over on to the spitter. The spider leaps clear onto the wall.

(CONTINUED)

59.

CONTINUED:

MIKE

(reads)

Watch its fangs! The spitter's fangs move from side to side as it fires!

CHRIS

I'll keep that in mind.

Chris grabs the spitter from behind and drags it off the wall. The spider turns to fight. Chris wrestles it to the ground. He sees the fangs begin to move from side to side and rolls clear of a point-blank web shot.

INT. SAM'S BEDROOM - NIGHT

Sam takes a purposeful step back and launches a spinning roundhouse kick that snaps the shotgun out of its binding. She grabs the bang stick and runs from the room.

INT. ASHLEY'S ROOM - NIGHT

Chris puts himself between Ashley and the spider. He looks for a weapon. Lunges for the scissors, but the spitter nails him with a blast of glue. Chris is flung across the room and stuck to the wall by the sleeve of his shirt. He shrugs out of it and makes another grab for his scissors. He gets them.

MIKE

Get under it! Stab it in the abdomen! They don't have any armor down there!

CHRIS

How am I supposed to do that!?

The spider leaps at Chris... and EXPLODES in midair.
Bits of gore shower Chris. He stands to see Sam in the
door with her shotgun. Chris is covered in spider guts.

CHRIS

I'm gonna need some new pants.

INT. LIVING ROOM - NIGHT

Sam finishes loading new shells into her shotgun and then
pops a fresh clip into her 9mm. Chris comes out of the
garage wearing clean clothes. Sam chucks him the pistol.

(CONTINUED)

60.

CONTINUED:

SAM

Ever used one of these?

CHRIS

I'm a fast learner.

Chris tries to put the gun in his pocket. And then his
waistband. But these damn pants are too tight.

Ashley uses scissors to cut web out of her hair.

MIKE

I told you! I told you all! But
nobody ever listens to Mike!
Still think I'm crazy, Mom?

SAM

I'm sorry I didn't believe you.

Ashley is about to hyperventilate.

SAM

Calm down, baby.

ASHLEY

There aren't enough wine coolers
in the world to calm me down!

SAM

I won't let anything happen to
you.

Sam ka-chacks a fresh round into her shotgun.

CHRIS

What other spiders did Joshua have?

MIKE

Spitters, jumpers, orb weavers, tarantulas...

CHRIS

Why couldn't he keep goldfish like a normal person?

Sam checks the phone. It's dead.

SAM

We need to warn people.

CHRIS

How about the radio station?

(CONTINUED)

61.

CONTINUED:

SAM

Good one. We'll go to Harlan's.

ASHLEY

Outside? You want to go outside?

EXT. RESIDENTIAL STREET - PALMER HOUSE- NIGHT

Chris and Sam open the front door of the house. Sam looks one way. Chris the other.

No giant spiders lurking about. Chris and Sam continue onto the lawn. Mike and Ashley watch from the safety of the doorway. They listen to the comforting SOUNDS OF a **SUMMER NIGHT.**

SAM

It's okay...

Mike and Ashley move out of the doorway. Joining the adults. They move toward the cop car.

EXT. STREETS (TOWN) - NIGHT

The cop car cruises. The occupants peer out the windows. Everything appears normal. Although no people are visible.

EXT. HARLAN'S TRAILER - NIGHT

Sam, Chris, and the kids move away from the cop car to the door. They are at the far end of town. All appears to be normal.

INT. HARLAN'S TRAILER - NIGHT

Harlan is broadcasting.

HARLAN

... I'm saying the invasion has already occurred. The aliens are among us. But they've taken common forms. They hide in plain sight.

Harlan is startled as Sam and the others enter with guns.

SAM

We need to make an emergency broadcast.

(CONTINUED)

62.

CONTINUED:

HARLAN

What happened?

MIKE

Giant spider invasion.

Harlan's jaw drops. Sam takes the microphone.

CHRIS

What are you going to say? You can't tell them the truth.

SAM

(into microphone)

Is this thing on? Hello? This is
Sam Palmer. We have an emergency
situation.

EXT. STREET (TOWN) - NIGHT

SAM (V.O.)

A pack of rabid coyotes is loose
in town.

Wolf spiders crawl across rooftops. Spitters scale
buildings Tarantulas lurk in the shadows. Jumpers
scuttle out of the mineshafts. Trapdoors prepare their
burrows.

INT. HOUSE - LIVING ROOM - NIGHT

This funky old couple relaxes in their LaZee-Boys.

SAM (V.O.)

They are extremely dangerous.

The forelegs of a tarantula reach over the top of the
man's recliner, yanking him clean out. The woman is
oblivious as her husband is dragged away across the
floor.

EXT. HANK AND EMMA'S HOME - NIGHT

Emma bursts out of the front door, screaming
hysterically. Hank is behind her with the SawzAll. A
wolf spider crawls after them from inside the house.

SAM (V.O.)

Arm yourselves with any weapons
you can find.

Hank raises the saw, overextending the power cable. He
loses power. Drops the saw and runs for his life.

63.

INT. BARBERSHOP - NIGHT

Floyd and Leroy use brooms to fend off several wolf
spiders.

SAM (V.O.)

Stay together and head for the

mall.

INT. DINER - NIGHT

A spider eats the chef. The waitress roller-skates away from an arachnid. She jumps through the window into the street.

EXT. HOUSE - NIGHT

A family piles into their mini-van. Oblivious to the jumper hiding in the "way back." They close the door and drive off.

INT. HARLAN'S TRAILER - NIGHT

Harlan has donned a vintage football helmet and pads.

CHRIS

The mall?

SAM

The walls are concrete and the exits have steel gates. We could hold an entire army of giant spiders from inside.

ASHLEY

You just said giant spider on the air.

Sam sees the microphone is keyed.

HARLAN

Now that's great radio!

SAM

Not giant spiders! I meant to say...

Harlan notices long spider legs passing the window.

HARLAN

The aliens!

64.

EXT. HARLAN'S TRAILER - NIGHT

Sam and the others spill out of the trailer. They head for the cop car. As they get closer, a wolf spider climbs onto the car's roof and gnaws on the light bar. Sam raises her gun to blast it.

MIKE

Wait, Mom! The noise will attract more of them!

CHRIS

Let's try for the mall.

Sam leads the others toward town.

EXT. MAIN STREET - NIGHT

Chris and Sam hang onto the panicked kids. Harlan brings up the rear. The place is chaos. People are chased by spiders. Dragged by spiders. Killed by spiders. Eaten by spiders.

CHRIS

My truck's at the museum.

SAM

Your keys?

CHRIS

In my other pants.

MIKE

Look out!

The group flees a trio of goo-firing spitters. Suddenly a familiar mini-van races past.

HARLAN

Stop! Take us with you!

Harlan tries to flag down the speeding ride but sees...

The van's occupants are locked in combat with a jumper. The beast is inside their vehicle and tearing them to pieces. The van crashes.

EXT. POWER LINES (MAIN STREET, TOWN) - NIGHT

A group of orb weavers scurry across power lines. They hit a transformer, shorting it out. The entire town is suddenly plunged into darkness. Headlights. GUNFIRE.

Moonlight. Spotty illumination for the arachnids' feeding frenzy.

65.

EXT. ALLEY (TOWN) - NIGHT

A dumpster. The lid rises slightly. Wade Hale peers out from within. He lifts the lid higher, oblivious to the wolf spider on top of it. The spider reaches down at him.

WADE

No! Please!

The spider is suddenly BLOWN AWAY by Sam and Chris. Wade climbs out of the dumpster.

WADE

Thank you!

Chris and Sam move on with the kids. Wade runs after them. Mike looks at garbage-covered Wade.

MIKE

You stink.

WADE

(to Ashley)
Have you seen Bret?

ASHLEY

He was out at the dunes.

SAM

Go ahead. I've got your butt.

CHRIS

What?

SAM

Your back! I've got your back!

Chris gives Sam a funny look. Maybe Gladys was right...

EXT. MAIN STREET - NIGHT

Sam leads her group down toward the mall. Other groups of survivors do likewise. As they get closer to the mall the groups coalesce into one large pack. We recognize Deputy Pete. Fireman Travis. The roller-skating

waitress. Floyd. Leroy. Hank. Emma. And many other locals.

EXT. DESERT (NEAR MALL) - NIGHT

Sam and Chris are at the front of the mob with their kids.

(CONTINUED)

66.

CONTINUED:

Suddenly a trapdoor spider pops out of the ground. It grabs Travis the fire chief, and pulls him under, quickly replacing the roof of its den. TRAVIS SCREAMS underground.

MIKE

Trapdoors! They're all around us!

SAM

How can we spot them?

Mike consults his Cassiopeia.

MIKE

I didn't download that part!

ASHLEY

You dork!

The group wheels at the MUFFLED SOUNDS. They see nothing. They hear another MUFFLED SCREAM, and the top of the spider's den pops up. Travis drags himself out of it.

TRAVIS

Help... me... please...

He is dragged back underground.

The group continues toward the mall entrance. Suddenly a gun-toting hunter is grabbed by a trapdoor. He goes cyclic, madly FIRING his GUN into the air as he's dragged under.

More beasts rise out of their dens. Reaching for the humans.

CHRIS

Keep going!

Chris and the others flee toward the mall. Some of them
SHOOT at the spiders as they run.

Leroy is grabbed by a trapdoor. Floyd tries to help but
the spider plunges its fangs into poor Leroy, dragging
him under.

The group clears the trapdoor minefield. But some of the
spiders have vacated their dens and are coming after
them.

67.

EXT. MALL ENTRANCE - NIGHT

Chris and Sam and the kids lead just fifteen other
survivors to the glass doors. The doors are locked.
Wade pulls out a ring of fifty keys and fumbles with them
desperately.

ASHLEY

There's someone inside!

The group sees Norman the dope dealer janitor approaching
out of the gloom. He's staring at them all curiously.

NORMAN

We're closed.

Sam points her gun at him. Norman raise his hands in
shock.

NORMAN

Wait! I have a prescription!
It's for my glaucoma!

SAM

Open this goddamn door!

NORMAN

Yes, ma'am.

Norman unlocks the door and lets the group in.

INT. MALL - NIGHT

The survivors hustle inside. They lock the glass doors
behind them. The spiders are still coming.

MIKE

Get away from the doors!

NORMAN

Be cool, little dude. They're
locked.

MIKE

Glass won't stop them!

The spiders begin smashing through the glass doors.
Chris and Sam SHOOT to keep them back. People flee into
the mall.

SAM

The gates! Close the gates!

(CONTINUED)

68.

CONTINUED:

Wade and Norman proceed to lower the slotted steel
security gates. Only problem is: Sam and Chris are on
the other side.

ASHLEY

Mom!

MIKE

Hurry up!

Sam and Chris see the gate coming down. They run for it
and slide underneath just as the gate comes down. A
massive trapdoor slams up against the metal. But the
metal holds.

SAM

Shut the other entrances!

Norman and Chris run toward the opposite end of the mall.

INT. MALL - SOUTH ENTRANCE - NIGHT

Chris and Norman arrive. Spiders are SMASHING through
the GLASS. Chris and Norman bring the gate down. They
back away as more spiders slam against the steel.

NORMAN

Trick or treat.

Chris and Norman head back to join the others. They find...

INT. HOME AND GARDEN STORE (MALL) - NIGHT

The survivors gather makeshift weapons. Floyd take a chainsaw off the wall. Norman practices swinging a heavy sledgehammer, accidentally toppling a stack of paint cans. Hank stands before a display of circular buzz saws.

Chris goes to where Sam doles out the few firearms.

CHRIS

We're sealed up at both ends.

Sam hands Chris a shotgun. He tries to get the feel of it.

SAM

You pump the slide to jack in a fresh round. Point at your target and squeeze.

(CONTINUED)

69.

CONTINUED:

Chris tries it out, pumping the slide. A shell flies out the slide of the weapon and hits Wade in the head.

WADE

Watch it!

CHRIS

Like that?

Sam shakes her head and takes the gun back. She pulls a machete off the wall and hands it to Chris.

SAM

Try not to cut yourself.

INT. MALL - NIGHT

The place has the feeling of a fortress under a siege.

Separate groups of townspeople are stationed at the entrances to watch the spiders' every move.

INT. MALL - NORTH ENTRANCE - NIGHT

WADE

Why didn't we see them earlier?

MIKE

For the last time! They can't handle the sunlight. They were waiting in the mines for the sun to go down!

CHRIS

Then at daybreak they'll go back inside. We can walk out the front door.

MIKE

We won't make it that long.

ASHLEY

They're gonna come in after us?

MIKE

They're growing very fast. They need food to sustain that kind of development.

HANK

Someone should go out and get help.

(CONTINUED)

70.

CONTINUED:

EMMA

You go, Sam.

SAM

Me?

WADE

You're the sheriff.

SAM

I don't have that many handcuffs.

PETE

What about the police radio?

SAM

You're not goin' back out there,
Pete. None of us are.

CHRIS

Radio Shack is full of cell
phones.

WADE

But the signal won't get out of
the valley. That's why we
couldn't sell any of the damn
things.

HARLAN

My antenna...

The group looks up. The moon-cast shadow of the antenna
is visible on the skylights that run the length of the
mall.

HARLAN

I could climb up to the top. I
bet I could get a signal out.

WADE

Great idea. You should do that.

CHRIS

I'll cover you, Harlan.

INT. MALL - NIGHT

Wade leads Chris and Harlan toward an access door. Sam
stands with her kids. Watching. Chris looks over his
shoulder for one last look. Sam runs up to him, gives
him the shotgun.

(CONTINUED)

71.

CONTINUED:

SAM

Are you sure you can handle this?

CHRIS

(re: pants)

While I'm gone, do you think you could find me a size 32?

SAM

I'll do my best.

(a beat)

Uhh... Do you want to go out sometime? Dinner? Maybe a movie?

Chris takes her in his arms and plants a kiss on her lips.

Wade holds open the nearby access door.

WADE

Hey, loverboy... you've got a town to save.

Chris and Harlan head out. Sam watches them disappear through the door and then returns to the survivors.

ASHLEY

You're not really going to get him bigger pants are you?

SAM

No way.

INT. MALL - ACCESS STAIRS - NIGHT

Wade leads Chris and Harlan up a tight staircase. The door at the top is identified as "Roof Access." Wade reaches the door. The others bunch up behind him.

CHRIS

Don't even think about locking this door.

WADE

I'll be right here waiting.

Wade slowly opens the roof door.

EXT. MALL - ROOF - NIGHT

Chris and Harlan step onto the roof with their gear. No sign of any spiders.

(CONTINUED)

72.

CONTINUED:

Wade closes the door behind them and locks it. Chris and Harlan aren't happy to hear that LOCK TURN.

They sneak across the roof toward the base of the antenna.

CHRIS

It looks clear.

Harlan starts climbing. Chris stands guard at the bottom. Neither of them sees the horde of spiders climbing up the side of the building toward the roof.

INT. VICTORIA'S SECRET - MALL - NIGHT

Mike collects perfume. Packing it into his pockets like grenades. Ashley is nearby, checking out the lingerie.

ASHLEY

I didn't know you wore cologne.

MIKE

I don't. It's spider repellent.

Sam steps in through the door.

SAM

Let's stay together, guys.

ASHLEY

(holds up a teddy)
Can I get this?

SAM

Move it!

The kids run out to join their mom. After they go...

The grill of an air vent is pushed open. A huge spitting spider pushes its way through. Dropping to the floor. Another spider follows.

EXT. MALL - ROOF - ANTENNA - NIGHT

Harlan is high up on the antenna. He has a cell phone in hand. It still indicates: "NO SERVICE." He keeps climbing.

EXT. MALL - ROOF - NIGHT

Chris sees spiders flood onto the roof.

(CONTINUED)

73.

CONTINUED:

CHRIS

We've got company!

He tries to COCK the SHOTGUN. Ejecting a shell out the side.

CHRIS

This always looks so easy on TV!

Chris gets it figured out just in time to BLAST an attacking spider. He fades back toward the antenna.
SHOOTING.

EXT. MALL - ROOF - ANTENNA - NIGHT

Harlan checks the phone.

HARLAN

I've got a signal!

He dials 911.

EXT. MALL - ROOF - NIGHT

Chris is surrounded by spiders. He starts climbing up the antenna.

CHRIS

They're coming!

EXT. MALL - ROOF - ANTENNA - NIGHT

Harlan is on the phone. He hears...

OPERATOR (V.O.)

911 Emergency.

HARLAN

I'm calling from Prosperity
Nevada! We're being attacked by
giant spiders! The entire town
has been overrun!

Chris yells up to him.

CHRIS

No! Don't say that!

OPERATOR (V.O.)

This is Emergency Services. Not
dial-a-joke.

(CONTINUED)

74.

CONTINUED:

CLICK. The LINE GOES DEAD. Chris climbs up beside him.
He FIRES several BLASTS at the approaching spiders.

CHRIS

What happened?

HARLAN

They didn't believe me!

CHRIS

What a shock! Try again!

The spiders are closing in as Harlan re-dials.

OPERATOR (V.O.)

911 Emergency.

HARLAN

There was a massive explosion!
Everybody's dead!

OPERATOR (V.O.)

Sir, your number has been flagged
as a source of a crank call. I'm
afraid I must terminate this
conversation.

CLICK.

HARLAN

She hung up on me!

CHRIS

Climb!

Chris FIRES the SHOTGUN. The spiders are closing in.

INT. MALL - NIGHT

Sam gazes up at the skylight. She can see the silhouette of Chris and Harlan climbing the antenna. Pursued by spiders.

SAM

(sotto)

Oh my God...

Ashley screams in horror nearby.

ASHLEY

They're inside!

(CONTINUED)

75.

CONTINUED:

Sam whirls to see Ashley pointing at several spiders coming out of Victoria's Secret. Sam runs over to fight them.

WADE

Over here!

He faces off against more spiders coming through the Home and Garden store.

EXT. MALL - ROOF - ANTENNA - NIGHT

Harlan is at the top. Chris is a bit lower. The spiders are still coming. Chris SHOTS at them. His GUN RUNS DRY. He flips it around and butt-strokes an approaching arac.

A spider fires a web at Harlan. Nails the poor guy. And drags him off the antenna.

Harlan falls off the antenna, back toward the spiders.
Chris reaches out and grabs him. Holding Harlan's hand.

CHRIS

I've got you!

Harlan makes eye-contact with Chris. They're both about
to be killed unless...

HARLAN

Defend the human race!

CHRIS

No!

Harlan jerks away from Chris's hand. He cannonballs down
into the horde of spiders. Splattering several of the
beasts along with himself.

Chris throws the useless shotgun at an approaching arac
and climbs even higher. He pulls out his machete and
begins hacking at the guide-wires that hold the antenna
upright.

The spiders close in. Chris slices one wire. The
antenna quivers. Chris slices another wire. The antenna
shakes.

INT. MALL - NIGHT

Deputy Pete is standing with Sam and the kids when he's
jerked off his feet and hauled into the maw of an
arachnid.

(CONTINUED)

76.

CONTINUED:

SAM

Ashley! Mike!

She sees Mike and Ashley avoid an arac by taking refuge
inside the tunnels of the jungle gym.

Sam FIRES the GUNS like Annie Oakley, putting spiders
down left and right, trying to reach her kids.

Floyd the barber confronts a spider with his chain-saw.

FLOYD

Having a bad hair day?!

The spider charges. Floyd slices its legs off.

FLOYD

How about a little off the top!

He slices another arac.

EXT. MALL - ROOF - ANTENNA - NIGHT

Chris dodges a spider's weblines. Several more come at him.

CHRIS

You're going down!

Chris cuts the last wire and hikes out over the skylight. The antenna keels over. Chris hangs tight as he drops toward the glass.

INT. MALL - NIGHT

Sam looks up to see Chris come crashing down through the skylight on the antenna. The antenna tilts in at a sixty degree angle. Chris hangs off the end. Orb weavers ride their weblines down to the floor of the mall.

Mike peeks out from the top of the jungle gym. He sees a hundred spiders coming in on webs. Flooding out of the stores. The devil-spawned monsters are everywhere!

MIKE

Arac attack!

Chris leaps from the antenna to a nearby web. He slides down it like a pole, squashing the orb weaver at the bottom. Sam runs to his side.

(CONTINUED)

77.

CONTINUED:

SAM

Did you get help?! Is anybody coming!?

CHRIS

We're on our own!

Sam tosses him a gun and they head toward the jungle gym.

The waitress roller-skates away from the spiders. She slaloms clear of several spitters. But gets tackled by a jumper.

INT. MALL - JUNGLE GYM

Ashley and Mike are hiding.

ASHLEY

I can't stay in here!

Ashley starts to move out of the tube. She discovers the end has been covered with web. She pushes it. Something on the other side pushes back. Ashley scrambles back. Mike is already moving. The kids flee through the tubes to get away.

ASHLEY

What are they doing?

MIKE

(checks Cassiopeia)

They're trapping us like ants in a log! Once they have all the exits blocked, they'll come in through the last one!

They see a way out, head for that exit, only to find a spider coming through it. Mike tosses one of his perfume grenades at the spider, covering their retreat.

Another spider comes after them through one of the tubes. Mike chucks another perfume bottle. The spider cowers.

MIKE

We've gotta go!

Ashley finds a hole that leads to the slide.

ASHLEY

Here!

She starts down with Mike close behind. A large spider looms at the end. Ashley tries to arrest her slide. But it's no use. At the last second Sam's boot kicks the arachnid clear.

INT. MALL - NIGHT

Ashley and Mike pour out of the slide. Chris and Sam finish off the spider and then run with the kids.

Emma runs parallel to them across the playground's sandbox. Only to be yanked under by a trapdoor spider.

Hank sees this and goes after the spiders with all his tools. Getting revenge with a nail gun in each hand.

HANK

It's tool time!

Floyd is still going crazy, slicing spiders with his chain-saw, he lets out a victorious yell until a hungry spider descends on him from above and knocks him to the floor.

Chris passes a clothing store displaying Levi 501s. He stops for a moment to look at the jeans.

SAM (O.S.)

Chris!

Chris continues on.

All of the survivors meet in the middle of the mall and prepare for Custer's last stand. Spiders charge from all directions.

Mike throws his perfume grenades. Sam and Chris SHOOT. Others use their make-shift weapons.

Norman pulls out a joint and sparks it. Mike sees this and gets an idea.

MIKE

Where do you grow your weed?!

NORMAN

Dude, if I tell you, I have to kill you.

Norman takes a hit on his reefer.

MIKE

They're going to kill us, you stoner!

Norman sees the army of spiders closing in.

NORMAN

Over here!

(CONTINUED)

79.

CONTINUED:

Norman opens an access door. Sam and the other survivors run over and crowd through it. Norman shuts the door behind them. The groups of pursuing spiders collide and begin ripping each other to pieces in a feeding frenzy.

INT. MALL - ACCESS STAIRS - NIGHT

Norman leads the survivors down the tight hallway.

WADE

Where are you taking us?

NORMAN

To Shangri-la.

INT. MALL - BASEMENT POT ROOM - NIGHT

Norman leads the survivors into a basement room full of pot paraphernalia. Hookahs. Weed growing in hydroponic units under battery powered lights. Psychedelic posters.

NORMAN

You aren't going to arrest me for this are you?

SAM

Not today.

The group can hear SPIDERS BASHING at the upstairs door.

WADE

(to Norman)

Oh great! Now you've trapped us!

Chris moves to the bottom of the stairs.

CHRIS

We should be able to hold them off for a little while.

Suddenly a loud BANGING ERUPTS on the wall behind them.

ASHLEY

They're coming through the wall!

The group tightens up. Back to back. Ready for the end. Suddenly a human hand punches through the wall.

CHRIS

What the hell?

(CONTINUED)

80.

CONTINUED:

Bret Hale rips through the drywall. Filthy but alive. Standing in a horizontal mine shaft. He sees Sam's gun pointed right at him.

BRET

I didn't touch her! I swear!

Sam looks at Ashley.

ASHLEY

Don't waste your bullets.

Wade embraces his son.

WADE

I thought you were a goner, boy!

Chris steps to the opening for a closer look at the mine.

CHRIS

We can get out this way!

ASHLEY

Aren't the spiders in there?

MIKE

Not until daylight.

The BANGING on the upper door gets more INTENSE.

Norman grabs a flashlight and a bunch of battery powered grow lights from his weed farm. He passes them out to the group.

Chris takes the flashlight and leads the way into the mine shaft. Bret is shocked as the others follow him. The group uses the grow lights, and flashlights.

BRET

You're going back in there?! Are you all crazy!?

WADE

Come on, Bret!

BRET

No way! I'm not going!

Bret is alone in the room as the upper DOOR IMPLODES and spiders flood downstairs. Bret dives through the opening.

81.

INT. MINE TUNNEL - NIGHT

Bret runs past Sam and Chris. Sam FIRES her SHOTGUN at the first spider that enters the tunnel. Her GUN CLICKS DRY. She un-holsters her PISTOLS and FIRES.

CHRIS

Cover me!

SAM

What are you going to do?!

Chris uses the machete to cleave into the tunnel's upper support beam. More spiders come into the tunnel. Sam FIRES desperately. Chris keeps on hacking.

SAM

Hurry!

Sam's GUNS CLICK DRY. Spiders charge. Chris swings the machete hard. The ROOF COLLAPSES onto the attacking spiders.

Chris and Sam leap back. Landing in a heap. Clouds of dust swirl around them. They are tangled up for an awkward beat. Their faces just inches from each other...

SAM

Hold that thought.

They manage to disengage and move on.

INT. MINE TUNNEL - NIGHT

Chris and Sam move toward the bobbing lights of the few remaining survivors.

WADE

We're trapped again!

CHRIS

At least they can't follow us.

SAM

Which way do we go?

CHRIS

I think we're in one of the old tunnels.

SAM

Can you get us out of here?

CHRIS

Don't worry, Sam.

Chris takes point with the others following nervously.

82.

INT. MINES - JUNCTION - NIGHT

A boarded-up shaft entrance. Suddenly the WOOD SPLINTERS. Chris and the others bash through. They file into a slightly more open area with two branching tunnels. The place is stacked from floor to ceiling with barrels of toxic waste.

CHRIS

I don't believe it...

Mike recognizes the BioHazard warning label he saw on the barrel in the drainage ditch.

MIKE

I've seen one of these before!

ASHLEY

What are they?

CHRIS

Toxic waste.

SAM

Where did you see it, Mike?

MIKE

The creek where Joshua gets his spider food. There was one in the water.

Chris starts toward the sloping tunnel.

CHRIS

We can get out this way!

BRET

No, we can't.

(turns to Wade)

Isn't that tunnel blocked off, Dad?

Chris and the others look at Wade.

WADE

Uh... yeah... he's right. We can't get out that way.

CHRIS

You did this?

WADE

I knew you'd never sell... We're under my property so...

(CONTINUED)

83.

CONTINUED:

SAM

You put all of us at risk.

WADE

I didn't have a choice! I was broke! They gave me a hundred grand!

Sam punches him. Knocking Wade to the ground.

SAM

I think our lives are worth a little more than that.

CHRIS

We're wasting time.

Chris heads toward the only exit available. The others follow. Wade staggers to his feet. Stumbling after them.

INT. MINE TUNNEL - NIGHT

Chris leads the group down a tunnel. They come across bits of vintage mining gear. A string of old light bulbs runs along the roof into both tunnels.

CHRIS

One end of these lights should be connected to a generator. That'll be near the entrance.

They continue down the tunnel. Entering...

INT. MINES - TARANTULA DEN - NIGHT

A large cavern. Animal carcasses litter the ground. Some human remains. Dead pets. Dead ostriches.

WADE

My birds! You see, Sam? I wasn't lying! That's what I can put on the insurance form... giant spiders!

ASHLEY

Ewww... what's that smell?

The others are reacting strongly.

(CONTINUED)

84.

CONTINUED:

CHRIS

Methane. This cavern is full of gas.

ASHLEY

What does that mean?

CHRIS

One spark and we're all dead.

Norman swallows his glowing joint.

Chris shines his flashlight on a pile of mummy bundles.

MIKE

That's what I was talking about,
Chris. Presents from the male
tarantula to the female.

BRET

So the female's around here?

Bret looks around nervously.

The group moves closer. They shine their lights on a
horrifying sight. Joshua's corpse is a deflated flesh
balloon. Yellowed teeth sneer from a shattered skull.
He's completely desiccated. Every ounce of liquid
drained away.

Mike hides his eyes. Ashley comforts him.

SAM

That one just moved!

Chris runs over and slices it open with his machete. The
web comes away to reveal a human hand.

CHRIS

There's somebody in here!

Chris cuts away more web as the other survivors help.
They finally reveal Gladys.

CHRIS

Gladys!

The woman's body begins to spasm.

CHRIS

Gladys, please...
(to the others)
Can anybody help her?!

(CONTINUED)

CONTINUED:

Suddenly Ashley pushes her way forward.

ASHLEY

Her breathing is shallow. She's
going into arrest.

Ashley proceeds with CPR. Just like she saw on TV.
Suddenly Gladys snaps out of it. Gasping for air.

CHRIS

It's okay. It's okay.

Gladys starts to get a grip. Trying to focus on Chris.
From this angle Chris look like he has a golden halo.

GLADYS

Am I... dead?

CHRIS

You're okay.

GLADYS

I'm not in heaven?

CHRIS

No...

GLADYS

Then what's with all the gold?

Gladys points behind Chris's head to the wall of the
cavern. The group turns their lights on it. The
reflection is dazzling. Veins of gold criss-cross the
cavern walls.

WADE

Gold! Gold! Look! It's
everywhere!

SAM

Is it real?

Chris checks it out.

CHRIS

Jesus... it's the mother lode...
He was right. My dad was right...

Chris helps Gladys to her feet. They share an emotional
look of recognition.

GLADYS

So were you.

(CONTINUED)

86.

CONTINUED:

Wade chips away at the gold.

WADE

Get as much as you can!

Bret looks at Ashley.

BRET

Nice work, Doc.

Ashley acknowledges him. Bret chips gold with Wade.
puts her hand on Ashley's shoulder.

Sam

SAM

You saved my life.

Ashley smiles.

Gladys leans over to Norman.

GLADYS

Have you got a smoke, kid?

NORMAN

The man says this cavern is full
of highly flammable methane gas.
I smoke to get high, not to die.

SAM

Spiders!

The group sees a cluster of normal-sized tarantulas
scuttling out of the shadows.

NORMAN

What's the big deal?

Norman steps on the closest one, grinding it under his
boot. He stomps around, crushing as many as he can.
Mike watches this curiously. Taking a look at one of the
squashed bodies.

MIKE

I think you should stop.

NORMAN

Why?

MIKE

They don't have hair. They aren't fully grown tarantulas.

Chris and Sam look over.

(CONTINUED)

87.

CONTINUED:

MIKE

They're giant babies!

Norman freezes. He hears SOMETHING MOVING around in the dark. And then a spine chilling... GROWL.

Chris reacts to the noise. He can guess what's coming...

The FEMALE TARANTULA steps out of the shadows. Consuela has grown to be as big as a Volkswagen MicroBus. By far the largest spider we've seen yet. Covered in hair. Massive eyes. Her two fangs are the size of machetes.

Mike's eyes go wide at the sight of his old nemesis.

MIKE

Consuela.

CHRIS

Consuela?

The fur on Consuela's back seems to undulate. There is something weird there. A lot of weird things. In fact... her entire back is littered with hundreds of baby tarantulas.

As Consuela advances, she flicks several dart-sized quills off her belly right into Norman. A dark stain spreads across the drug dealer's shirt.

NORMAN

Bummer...

Consuela pierces Norman with her fangs, holding him tight. Babies flood of her back and onto the dooper, chewing him to pieces like ravenous piranhas.

CHRIS

Go!

The group flees toward the opposite end of the cavern. A male tarantula drops down to block their escape. Sam BLOWS it away. Wade and Bret are still chipping away bits of gold.

CHRIS

Leave it!

WADE

So you can keep it all!? Hell no!

Wade gets a nugget off the wall. He only has a nanosecond to admire it before Consuela suddenly looms behind him.

(CONTINUED)

88.

CONTINUED:

BRET

Dad!

Bret reaches out toward his father. Wade reaches for him. Consuela's fangs suddenly protrude from Wade's chest and he's hauled backward. The tarantula flings Wade into the cave.

CHRIS

Bret, come on!

Bret runs after the others. But he sees Consuela firing more quills at the group. Directly at Ashley. Bret leaps into harm's way. He's turned into a pin cushion.

ASHLEY

Bret!

Ashley goes to his side.

BRET

I'm sorry I...

Bret dies. Sam drags Ashley away from him.

INT. MINES - NIGHT

The survivors flee along the tunnel. Chris jumps up to rip down the string of light bulbs from the ceiling.

SAM

We have to get out!

CHRIS

This is our chance to kill them all.

Chris smashes the bulb at the end of the strand.

CHRIS

When the power comes on, the bulb will ignite the methane and torch them!

SAM

Where did you get an idea like that!?

Chris looks at Gladys.

GLADYS

I blew up the kitchen.

(CONTINUED)

89.

CONTINUED:

CHRIS

Keep going up the tunnel. There should be a generator at the exit. Start it up and await for my signal to throw the switch.

SAM

And the toxic waste...

CHRIS

Will be buried under tons of rock! Go!

SAM

What about you?

CHRIS

I need to set the fuse as close to the spiders as I can. That should

give us time to get clear.

Sam and Chris share a brief beat. And then Chris pulls down the lights, dragging them back toward the tarantula's den.

SAM

He has a cute butt. Don't you think?

GLADYS

U.S.D.A. choice.

INT. MINES - TARANTULA DEN - NIGHT

Chris comes through with his light bulb fuse. Consuela and her babies are feasting on the bodies of Bret and Wade Hale.

Chris finds a vent in the ground. He sprinkles dust over it to identify a faint draft.

CHRIS

Bingo.

He positions the shattered light bulb beside this gas jet.

INT. MINE TUNNELS - NIGHT

Mike helps Gladys up the tunnel. Sam and Ashley are behind. Suddenly a male tarantula steps out of the shadows, separating the groups.

(CONTINUED)

90.

CONTINUED:

MIKE

Mom!

SAM

Keep going!

Sam and Ashley flee down another tunnel.

INT. MINES - TARANTULA DEN - NIGHT

Chris finishes preparing the booby trap. He gets up to leave. Only to find Consuela coming toward him.

CHRIS

I hate spiders.

Chris runs out of the cavern.

INT. MINE TUNNEL - NIGHT

Chris bails out of the cavern and starts running.

INT. MINE TUNNELS - NIGHT

Sam and Ashley flee the male tarantula. Sam stumbles over something on the ground. It's Bret Hale's lost motorcycle. Ashley looks back and sees the tarantula coming after them.

ASHLEY

Hurry!

Sam lifts the MOTORCYCLE upright and climbs on. She STARTS it and REVS the ENGINE. Ashley leaps aboard. Sam accelerates along the shaft, away from the spider. The bike's headlight illuminates their path.

The male tarantula scurries after the bike.

Sam rides the motorcycle along the shaft. Ashley hangs on tight. They've put some distance between themselves and the male tarantula. A dead-end looms before them. Ashley screams as her mom stops on a dime and does a 180.

Sam rides back the way they came, heading straight toward the male tarantula. Ashley looks over her mother's shoulder at the giant spider coming in the opposite direction.

ASHLEY

Oh shit.

(CONTINUED)

91.

CONTINUED:

Sam lifts the bike into a wheelie as the tarantula nears.

SAM

Banzai!

With perfect timing, she brings the front wheel down hard onto the tarantula's back. Crunch! The spider is roadkill. Sam steers them down another tunnel.

EXT. MINE TUNNEL EXIT - NEAR WADE'S RANCH - DAWN

Mike and Gladys gather at a generator just shy of the tunnel exit. Mike tries to start the generator. It won't catch.

MIKE

It needs gas!

GLADYS

There's a ranch!

Gladys heads over toward Wade's ranch.

INT. MINE TUNNEL - DAWN

Chris runs along the tunnel. Consuela charges after him, Chris reaches up, smashing more light bulbs as he runs.

EXT. MINE TUNNEL EXIT - NEAR WADE'S RANCH - DAWN

Mike is at the generator as Sam and Ashley ride up on the motorcycle.

MIKE

It needs gas!

Sam tips over the motorcycle, trying to get gas out of the tank. It's clear this is not going to work.

ASHLEY

Hurry!

INT. MINE TUNNEL - DAWN

Chris runs. Smashing light bulbs. Consuela close behind.

CHRIS

Start the generator!

EXT. MINE TUNNEL EXIT - NEAR WADE'S RANCH - DAWN

MIKE

He's coming!

ASHLEY

Hurry, Mom!

Sam has dumped some fuel into the generator. She tries to start it. It won't turn over.

INT. MINE TUNNEL - DAWN

Chris ducks as Consuela fires quills at him. He keeps going.

INT. MINE TUNNEL EXIT - DAWN

Sam sees Chris at the bottom of the tunnel. She tries to start the generator again but it refuses to cooperate.

CHRIS

Throw the switch!

SAM

I don't have any power!

ASHLEY

Yo, Mom!

Sam turns as Ashley throws her the STUN GUN. Sam catches it and brings it down to the light bulb cable... ZAPPING it.

INT. MINE TUNNEL - DAWN

As Chris runs, the light bulbs illuminate sequentially, traveling past him into the cavern.

INT. MINE TUNNEL - DAWN

A broken light bulb sparks. The filament ignites the gas-filled tunnel. A ball of flame spreads throughout the mines.

INT. MINES - TARANTULA DEN - DAWN

A huge column of flame blasts into the chamber. All the gold is illuminated. Consuela's babies are burned like popcorn.

93.

EXT. MINE TUNNEL EXIT - NEAR WADE'S RANCH - DAY

Sam looks back to see Chris running toward her. Consuela is on his heels. The glow of a fireball is right behind them.

SAM

Come on!

Chris looks over his shoulder at Consuela and the flames.

SAM

Chris!

Chris makes it to Sam just ahead of the conflagration.

EXT. DESERT - NEAR WADE'S RANCH - DAY

Sam and Chris dive out of the mine opening. A pillar of flame shoots out behind them. Ashley and Mike are nearby. The town is visible just a mile away.

EXT. TOWN - DAY

The spiders retreat from daylight. Scuttling back into the buildings. Heading down into the mine shafts.

INT. VARIOUS MINE TUNNELS - DAY

The chain reaction spreads through the mines. Jets of flame blast up tunnels.

Torching any unlucky spiders looking for a home. Rupturing the very earth around them.

EXT. DESERT - NEAR WADE'S RANCH - DAY

The EARTH BEGINS TO SHAKE VIOLENTLY.

ASHLEY

Earthquake!

CHRIS

No! It's a chain reaction! The whole valley is going to blow!

MIKE

We'll never get out in time!

Gladys drives up in Wade's humvee. Cigar in mouth.

(CONTINUED)

94.

CONTINUED:

GLADYS

Let's get the fuck out of here!

The survivors pile into the truck as the town begins to BLOW UP in the distance.

Chris is just about to climb aboard when... A weblines shoots out of the nearby mine shaft. Consuela lives! The spider is charred and bloody. But she's primed for revenge.

Chris is yanked off his feet and hauled toward her. He fumbles for his machete and hacks at the weblines. Cutting himself free just before getting impaled on Consuela's fangs.

Consuela knocks away Chris's machete and lunges down at him. Chris kicks her belly with both his feet. Consuela begins to shudder. Jagged cracks appear in her charred carapace. Chris kicks and tears at the failing armor. He thinks he's harming the tarantula, but he's actually helping it!

Mike and the others watch from the humvee.

MIKE

Oh no... she's molting!

Consuela's blistered shell cracks as she shrugs the damaged skin away from her body. Chris is amazed to see the spider has grown a full size larger and become totally rejuvenated!

Consuela comes after Chris. He defends himself with the

machete.

Shining steel makes contact with the dripping fangs.
Once again Consuela punts away the machete. She prepares
the death blow. It looks like curtains for Chris.

MIKE

Consuela! No! Bad! Bad
Consuela!

The massive spider stops in shock. Chris looks back to
see Mike has returned.

TARANTULA POV

The familiar multi-perspective spider vision. The
tarantula seems to recognize Mike.

95.

BACK TO MIKE

He throws his Cassiopeia PDA at the spider's face...

Chris uses this moment of confusion to grab his machete
and drive it deep into the spider's unprotected
abdomen...

The tarantula screams.

Chris leaps up and runs, scooping up Mike. They dive
into the back of the humvee.

Consuela tries to follow but is mortally wounded. She
collapses in the dust. The TOWN EXPLODES in the b.g.
The earth itself begins to collapse.

INT. HUMVEE - DRIVING ACROSS DESERT - DAY

Gladys accelerates as the town sinks in the distance.
BUILDINGS EXPLODE. Jets of flame burst upward. The mall
is sucked into the widening pit of collapsing earth. The
humvee is just a cart length ahead of a wave of crumbling
desert.

EXT. HIGHWAY - DAY

The humvee reaches open road. The survivors watch out
the back as Prosperity disappears into a massive

sinkhole.

EXT. HIGHWAY/INT. HUMVEE - MOVING - DAY

The group sits in a long beat of abject shock. And then Chris looks down to see his tight pants have finally ripped.

CHRIS

I really need some pants that fit.

The group smiles. Happy to be alive.

MIKE

Look out!

Everyone looks to the road ahead. A familiar bunny rabbit hops across the highway. Gladys HONKS and swerves to avoid it.

EXT. HIGHWAY - DAY

The bunny gets clear as the humvee drives away toward safety.

(CONTINUED)

96.

CONTINUED:

The rabbit continues its trek for a moment, and then is grabbed by a large trap-door spider.

FADE OUT.

THE END?