

**SLITHER**

written by

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**FADE IN:**

**INT. HIGH SCHOOL CLASSROOM - DAY**

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

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

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

**STARLA**

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

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

**STARLA**

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

A BOY raises his hand.

**STARLA**

Will.

**WILL**

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

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

**STARLA**

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

The kids start to leave.

2.

**EXT. MAIN STREET - DAY**

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

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

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

**JACK**

Get the fuck out of the way,  
cocksucker!

Jack turns to see a MOTHER and her two CHILDREN on the sidewalk, listening and staring in shock.

**MOTHER**

Mornin', Mayor.

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

up in the sky.

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

**EXT. HIGH SCHOOL - DAY**

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

**KYLIE**

Proolly go find it later, sell it  
on eBay.

**EXT. HORSE RANCH - DAY**

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

3.

**INT. GRANT'S OFFICE - DAY**

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

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

**GRANT**

Just a tremor, boys.

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

**EXT. POLICE STATION - DAY**

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

**TREVOR**

Did ya' feel that?!

They enter the station.

**INT. POLICE STATION - DAY**

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

**TREVOR**

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

Wally and Bill LAUGH at him.

**WALLY**

Who told you that story, Trevor?

**TREVOR**

My aunt.

4.

**BILL**

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

Trevor looks shocked, sad.

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

**SHELBY**

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

**INT. DINER - LATER**

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

**WAITRESS**

Back there, Bill!

The Waitress nods back through the service window, into

the kitchen, where a large DOE is hopping around. A DISHWASHER stands on the counter, YELPING with fear.

**INT. DINER KITCHEN - MOMENTS LATER**

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

**WAITRESS**

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

**BILL**

Right.

**WAITRESS**

So we thought we best call in.

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

**BILL**

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

**MARGARET**

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

**BILL**

She's just scared, Margaret.

5.

**WALLY**

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

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

**BILL**

She ain't a bull, Trevor!

The animal kicks off a pot, which hits Margaret.

**MARGARET**

Goddamn bambi-rat!

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

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

**BILL**

Get back.

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

**BILL**

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

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

**BILL**

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

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

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

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

**BILL**

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

6.

Everyone LAUGHS. Wally pretends to be on the phone.

**WALLY**

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

Everyone LAUGHS some more.

**INT. GLASS WORKSHOP - EVENING**

Grant locks his office for the day. His SECRETARY sees him going.

**SECRETARY**

'Night, Mr. Grant.

**GRANT**

See ya', Ashley.

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

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

**EXT. GRANT HOUSE - NIGHT**

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

**GRANT (O.S.)**

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

**INT. GRANT DINING ROOM - NIGHT**

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

**GRANT**

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

Starla is quiet, almost afraid:

7.

**STARLA**

He's teaching environmental science,

Grant. Probably wants to borrow my lesson plans from last semester.

**GRANT**

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

**STARLA**

It's just a work thing.

**GRANT**

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

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

**GRANT**

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

Starla nods.

**INT. GRANT MASTER BATHROOM - LATER**

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

**GRANT (O.S.)**

Sugarplum, you coming into bed?

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

**STARLA**

Just a second.

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

**INT. GRANT BEDROOM - MOMENTS LATER**

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

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

8.

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

**STARLA**

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

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

**GRANT**

Come on, baby, it's --

**STARLA**

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

**GRANT**

Sure you do.

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

**GRANT**

Flip.

Then the other.

**GRANT**

Flip.

**STARLA**

That's disrespectful.

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

**GRANT**

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

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

**STARLA**

Where are you going?

**GRANT**

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

**STARLA**

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

**GRANT**

Out.

9.

**INT. HENENLOTTER'S SPORTS BAR - LATER**

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

**GRANT**

Hit me again there, killer.

The BARKEEP fills his drink.

**BARKEEP**

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

**GRANT**

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

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

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

**BRENDA**

Megan Halesy' little sister.

**GRANT**

Shit. You're kidding me.

**BRENDA**

Nope. Brenda!

**GRANT**

Hell, you were --

Grant holds his hand only so high.

**BRENDA**

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

Grant stares at her.

**BRENDA**

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

**GRANT**

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

10.

**BRENDA**

Hell, I was game!

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

**GRANT**

Who's the lucky fella?

**BRENDA**

Fuck lucky. Never marry a damn  
half-Mexican.

**GRANT**

Already ain't. Married a gal named --

**BRENDA**

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

Grant thinks.

**GRANT**

Yeah.

Grant finishes his drink, and gets up to go.

**BRENDA**

Where you goin'?

Grant speaks more loudly than need be:

**GRANT**

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

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

**EXT. SHADED CREEK - LATER**

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

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

Grant slides off the boulder. He kneels and examines the  
particles. They shimmer in the moonbeams coming down  
between the trees.

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

**11.**

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

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

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

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

Grant, curiously, slowly, follows the slimy trail.

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

A gelatinous yellow organism slithers sluggishly between  
the flowers. The organism is a mound a few inches high,  
gross and veiny, yet as colorful as the flowers around

it. A small cavity on the apex of the organism constricts and expands lightly. I guess it's not worth keeping secret that this thing looks a tad like a bright yellow vagina.

**GRANT**

What the...?

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

**GRANT**

Hey, anybody 'round here? 'Lo?

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

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

Nothing happens.

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

Grant pokes it again.

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

Grant slowly bends down to look at it when --

**12.**

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

**GRANT**

Ow! Fuck!

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

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

**MATCH CUT TO:**

**CAT SCAN SHOT - INT. GRANT'S BODY**

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

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

**BACK TO SCENE**

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

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

**CAMPER**

Over here!

The Camper crouches down beside him.

**CAMPER**

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

The Camper turns from Grant to his girlfriend.

**CAMPER**

I think he's d --

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

**GRANT**

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

13.

**CAMPER**

Buddy?

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

**CAMPER**

You all right, man?

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

**CAMPER**

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

**INT. GRANT'S PICKUP - DAWN**

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

**EXT. GRANT HOUSE - MORNING**

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

**NEIGHBOR (O.S.)**

Hey ya', Grant.

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

**NEIGHBOR**

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

**GRANT**

I caught a little somethin', yeah.

Grant walks inside his house.

**INT. GRANT FOYER - MORNING**

Grant looks around the foyer.

**INT. GRANT BEDROOM - MORNING**

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

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

**14.**

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

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

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

**INT. GRANT BATHROOM - MOMENTS LATER**

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

She moves toward the door. Opens it.

**INT. GRANT BEDROOM - MORNING**

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

**GRANT**

Hey there, sugarplum.

Starla looks at him, stirred.

**STARLA**

Haven't heard this for a while.

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

**STARLA**

I never danced in a towel before.

**GRANT**

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

Starla nods.

**GRANT**

I'm sorry about last night. I get a little insecure sometimes, want to hold on too tight. It's just

'cause you're precious to me,  
Starla.

**(MORE)**

15.

**GRANT (CONT'D)**

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

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

**GRANT**

I love you, sugarplum.

Starla and Grant kiss, tenderly.

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

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

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

**STARLA**

Grant, what's that?

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

Grant, embarrassed, pulls his shirt down.

**GRANT**

Just a little bug bite is all.

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

**O.S. HUMMING.**

**FADE TO:**

**INT. TEACHER'S LOUNGE - DAY**

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

**JANENE**

What are you so smiley about, girl?

**STARLA**

Oh, nothin'.

**16.**

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

**STARLA**

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

**JANENE**

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

**STARLA**

Janene.

**JANENE**

You slut.

**STARLA**

Hush.

**JANENE**

No shame. You're a married woman.

**STARLA**

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

**INT. GRANT BATHROOM - DAY**

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

Grant looks concerned. He squirts some Neosporin onto

his fingers. He massages it slowly into the wound.

**INT. GRANT KITCHEN - MOMENTS LATER**

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

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

**MOMENTS LATER**

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

17.

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

**GRANT**

Meat.

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

**INT. GRANT GARAGE - MOMENTS LATER**

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

Grant spots an old file cabinet. He sets the tower of meat down on the oily floor and opens a drawer. It's filled with files. He closes that drawer, and opens another. It has manila file folders, but no files.

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

He starts writing out "PASTRAMI".

**LATER**

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

**INT. SUPERMARKET - LATER**

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

**GRANT**

Meat.

**BUTCHER**

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

Grant snaps out of his reverie.

**GRANT**

Sure thing, killer.

**BUTCHER**

What can I do you for?

18.

**GRANT**

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

**BUTCHER**

How many you need?

Grant stares at the steaks.

**GRANT**

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

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

**GRANT**

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

**BUTCHER**

All the rib eyes?

**GRANT**

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

**EXT. GRANT HOME - LATER**

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

**INT. GRANT GARAGE - MOMENTS LATER**

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

**GRANT**

Meat.

**MOMENTS LATER**

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

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

**19.**

**GRANT**

You're meat.

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

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

**EXT. GRANT GARAGE - NIGHT**

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

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

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

**INT. GRANT FOYER - MOMENTS LATER**

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

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

**GRANT**

Welcome home.

**STARLA**

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

Pause. No answer.

**STARLA**

You drilled into the driveway.

Grant walks into the light.

**GRANT**

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

**STARLA**

My present?

**GRANT**

You're my princess, aren't you?

20.

**STARLA**

Okay.

**GRANT**

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

Pause.

**STARLA**

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

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

**GRANT**

You're meat.

Starla turns.

**STARLA**

What?

Grant snaps himself out of it.

**GRANT**

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

Starla smiles uneasily, and heads on upstairs.

**EXT. GRANT HOME - MOMENTS LATER**

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

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

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

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

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

21.

**GRANT**

Meat.

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

door, tied to the tree, YAPPING at him.

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

**EXT. GRANT HOME - MORNING**

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

**STARLA**

Roscoe's gone?

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

**BOY**

You haven't seen him, have you?

Starla shakes her head.

**STARLA**

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

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

**EXT. SHADED FOREST - DAY**

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

**EXT. OLD BARN - LATER**

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

**MOMENTS LATER**

Grant gathers large fronds and other foliage in his arms.

**INT. OLD BARN - LATER**

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

a nest. He sits back, looks at it.

22.

He's happy.

**FADE TO:**

**INT. GRANT BEDROOM - NIGHT**

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

**STARLA**

Grant, are you almost ready?

**INT. GRANT MASTER BATHROOM - MOMENTS LATER**

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

**GRANT**

Yeah, hon, I'll be right there!

Grant turns and pushes open his door.

**INT. GRANT BEDROOM - NIGHT**

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

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

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

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

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

**STARLA**

What are you doing?

**GRANT**

You're pretty.

Starla nods, confused by his behavior.

23.

**EXT. WHEELSY SADDLE LODGE - LATER**

A banner hangs across the front of the lodge, "DEER CHEER '05" -- the first Friday of deer season in Wheelsy. Inflatable deer totems decorate the front of the wooden lodge. RAMBUNCTIOUS MUSIC comes from inside. Partyers enter.

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

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

**GRANT**

Who's that?

**STARLA**

It's just one of my students, Grant.

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

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

**TREVOR**

What's she see in that douchebag?

**BILL**

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

**MARGARET**

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

**TREVOR**

Gold-digger, huh?

**BILL**

Hell, you don't know that, Margaret.

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

**JACK**

Bill, you're Chief of police now.

**(MORE)**

24.

**JACK (CONT'D)**

Comes with some Goddamn responsibility, like keeping your people in line.

**BILL**

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

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

**INT. WHEELSY SADDLE LODGE - NIGHT**

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

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

**STARLA**

Janene!

Janene LAUGHS heartily and the two embrace

**JANENE**

Hey, Grant.

**GRANT**

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

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

**STARLA**

He's been strange the past couple days.

**EXT. WHEELSY SADDLE LODGE - MOMENTS LATER**

Grant steps outside, and looks around.

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

Grant starts toward them.

**EXT. SADDLE LODGE PLAYGROUND - NIGHT**

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

25.

**BRENDA (O.S.)**

Hey there, handsome.

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

**BRENDA**

Must be fate, us meeting again like this.

Grant smiles.

**GRANT**

Well, you might be right...

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

**GRANT**

You're lookin' awful pretty.

**BRENDA**

Shut up.

Brenda SNICKERS.

**GRANT**

Where's the old half-Mexican?

**BRENDA**

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

Grant smiles.

**EXT. FOREST - NIGHT**

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

**BRENDA**

Where you takin' me, you bad boy!

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

**GRANT**

Take off your shirt, doll.

Brenda looks at him, confused.

**GRANT**

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

26.

**BRENDA**

What?

**GRANT**

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

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

**GRANT**

Nice.

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

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

**BRENDA**

Grant!? What -- ?!

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

**BRENDA**

No, no, we --

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

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

Brenda's eyes widen as she looks down to see the writhing, tentacle-like tubule emerge from Grant's wound. She **SCREAMS**.

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

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

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

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

27.

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

**EXT. WHEELSY SADDLE LODGE BACK PORCH - NIGHT**

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

**STARLA**

Hey, Bill!

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

**BILL**

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

**STARLA**

That's not funny.

**BILL**

Sorry.

**STARLA**

Whatcha' doin'?

**BILL**

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

Starla LAUGHS.

**BILL**

What you up to?

**STARLA**

Just checking out the lights.

Bill and Starla look out over the city together.

**BILL**

Pretty, ain't they?

**STARLA**

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

**BILL**

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

Starla looks at him.

28.

**BILL**

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

**STARLA**

Oh, yeah?

**BILL**

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

**STARLA**

I'll get Wally to show me sometime then.

Starla LAUGHS out loud. So does Bill.

**BILL**

Oh, will you now?

**STARLA**

Or Rollo's ghost.

**GRANT (O.S.)**

Starla.

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

**STARLA**

Grant, where'd you go?

**BILL**

Hey, Grant.

Grant eyes Bill with suspicion. He grabs Starla.

**GRANT**

You ready, sugarplum?

Starla nods. She looks at Bill and mouths:

**STARLA**

Bye.

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

**WALLY**

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

29.

**BILL**

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

Bill SNAPS his fingers, trying to remember.

**WALLY**

What?

**BILL**

Oh yeah. Fuck you, fat ass.

They both LAUGH.

**INT. GRANT BEDROOM - LATER**

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

**FADE TO:**

**INT. WHEELSY POLICE STATION - DAY**

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

Margaret sees him from her desk.

**MARGARET**

Sir, may I help -- ?

**BRENDA'S HUSBAND**

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

**EXT. STOP SIGN - DAY**

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

**INT. GRANT FOYER - MOMENTS LATER**

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

**STARLA**

Grant?

30.

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

**STARLA**

Damn fuse.

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

**INT. GRANT KITCHEN - MOMENTS LATER**

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

**STARLA**

Grant?

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

She hears a MOAN, coming from upstairs.

**INT. GRANT BEDROOM - MOMENTS LATER**

Starla moves slowly into this dark room, looking for her husband. It seems no one is here.

**STARLA**

Grant, where are y -- ?

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

**STARLA**

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

**GRANT**

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

Starla stares at him, mute and horrified.

**GRANT**

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

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

31.

**STARLA**

I'll get it for you.

**GRANT**

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

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

**INT. GRANT GARAGE - DAY**

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

**EXT. GRANT HOUSE - DAY**

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

**EXT. OLD BARN - EVENING**

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

Grant comes upon the old wooden barn.

**INT. OLD BARN - NIGHT**

Grant enters. It is almost completely dark. He  
hears

**WEEPING. CHAINS RATTLE.**

Grant peers over at Brenda, mostly in silhouette, sitting on the nest he has made. She's chained up and MOANS through a mouth gag. Grant walks to her. Her body is

horribly pear-shaped and misshapen, like some tumorous pregnancy. Grant pulls her gag away.

**BRENDA**

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

**GRANT**

Brought you munchies.

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

**GRANT**

Been saving for a rainy day.

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

32.

She looks up at Grant.

**BRENDA**

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

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

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

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

**INT. GRANT'S TRUCK - LATER**

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

**INT. GRANT FOYER - NIGHT**

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

Wally tries to see inside.

**WALLY**

Grant around?

**STARLA**

No. He went to the pharmacy.

**WALLY**

Pharmacy?

**STARLA**

He's got a... rash.

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

**BILL**

Starla, you know Brenda Gutierrez?

Starla shakes her head.

**BILL**

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

33.

**STARLA**

No. What...?

**BILL**

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

**WALLY**

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

**BILL**

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

Starla looks at him, surprised.

**BILL**

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

Bill hands her his card.

**BILL**

Have him call me right away, okay?

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

Starla closes the door behind her, distraught, panicked.

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

She gains courage, and moves off toward --

**INT. GRANT CLOSET - MOMENTS LATER**

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

**INT. GRANT FOYER - MOMENTS LATER**

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

She swings it again, GRUNTING.

**34.**

And again.

Finally, the lock is knocked off the wooden door.

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

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

**INT. GRANT GARAGE - NIGHT**

Starla sees what's there: not only a huge stockpile of rotten meat, but a dozen dead pets. They are neatly

divided into various categories, and labeled: Pork, Ground Beef, Cats, Dogs. The walls and doorway have been heavily insulated so the smell doesn't sink into the home. She looks on the floor and sees poor, dead Roscoe the beagle, his tongue dangling out.

Starla starts to CRY.

She moves quickly back inside.

**INT. GRANT LIVING ROOM - MOMENTS LATER**

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

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

**SHERRY (O.S.)**

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

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

**STARLA**

Bill, it's Starla!

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

**STARLA**

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

**35.**

Starla turns to see the monstrous Grant through the window.

She just stops. They stare at each other for a moment.

And then Grant lets out a FURIOUS WAIL.

Starla turns and dashes toward the back of the house.

Grant disappears from the window.

**INT. GRANT FOYER - NIGHT**

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

**INT. GRANT HALL - NIGHT**

She runs past a wall of family photos.

**INT. GRANT FAMILY ROOM - NIGHT**

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

She arrives at it, and flings it open --

Grant is there.

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

**GRANT**

Why'd you betray me, sugarplum?!

**STARLA**

Grant, no!

**GRANT**

I loved you. I loved --

**STARLA**

Grant, you're sick!

Grant is about to cry.

**GRANT**

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

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

**36.**

now enormous yellow spore on Grant's chest. The tubule

feels over Starla's blouse, and then slips beneath it. It starts to poke into her skin.

**STARLA**

Noooo!

Starla grabs the leg of a coffee table beside her. She SLAMS the table into Grant's head. This hurts and surprises him sufficiently to let Starla get out from under him.

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

Grant thrusts the couch aside.

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

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

**BILL (O.S.)**

Starla?! Starla, are you in there?!

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

**BILL (O.S.)**

Starla?!

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

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

**TREVOR**

Fuck!

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

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

Grant slips out the back door and away.

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

37.

Starla rubs her neck, COUGHING.

Bill Pardy runs toward the back door.

**EXT. GRANT HOME - NIGHT**

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

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

**FADE TO**

**BLACK.**

**O.S. SNIFFLING.**

**PASTOR (O.S.)**

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

**INT. CHURCH - DAY**

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

**PASTOR (O.S.)**

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

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

**PASTOR**

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

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

**PASTOR**

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

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

**BILL** Amen. **CONGREGATION** Amen.

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

38.

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

**EXT. CHURCH PARKING LOT - MOMENTS LATER**

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

**BILL (O.S.)**

Starla.

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

**BILL**

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

Starla nods.

**STARLA**

How about Brenda?

**BILL**

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

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

**BILL**

You all right?

Starla nods.

**STARLA**

Yeah.

She moves away from him.

Bill watches her go.

**INT. POLICE STATION - DAY**

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

**JACK**

Bill!

Bill spots him, moving quickly toward him.

**BILL**

Shit.

39.

**JACK**

Bill, we need to talk!

**BILL**

'Mornin', Jack.

Bill crosses the station. Jack follows.

**JACK**

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

**BILL**

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

**JACK**

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

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

**BILL**

Don't worry, we'll find him.

(to Trevor)  
Anything new?

Trevor shakes his head.

**JACK**

How are you going to find him?

**BILL**

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

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

**JACK**

That young lady heard you say 'squid.' She's gonna go out and create a Goddamn hysteria!

**BILL**

Sherry, you gonna create a hysteria?

**SHERRY**

Not today, Bill.

40.

**JACK**

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

**TREVOR**

We saw his arm was all bendy.

**JACK**

Bastard obviously got lyme disease!

**BILL**

What?

**JACK**

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

**BILL**

And that makes you look like a squid?

**JACK**

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

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

**JACK**

Well, screw you all for laughin'.

**SHELBY (O.S.)**

Bill!

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

**SHELBY**

Another ranch attack! Up at the  
Castavets'.

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

**JACK**

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

**EXT. CATTLE RANCH - LATER**

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

41.

**WALLY (O.S.)**

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

Bill and Wally are staring at the dog from above.

**BILL**

Rorschach.

**WALLY**

What do you see? I see a butterfly.

Bill moves on through the windswept weeds.

**BILL**

I see we're fucked. Three ranches

in three days.

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

**MARGARET**

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

Bill nods.

**MARGARET**

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

Bill nods.

**MARGARET**

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

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

**MARGARET**

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

**TREVOR (O.S.)**

Hey, look!

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

**TREVOR**

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

42.

**WALLY**

Put that down, numbnuts!

Bill peers at the various slaughtered dogs around them.

**MARGARET**

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

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

**BILL**

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

**TREVOR**

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

**WALLY**

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

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

**BILL**

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

**INT. POLICE STATION - LATER**

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

**BILL**

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

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

**BILL**

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

43.

Wally whispers to Margaret, amused:

**WALLY**

Looks like a chipmunk.

**BILL**

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

Bill points to the next circle.

**BILL**

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

**TREVOR**

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

Bill nods and points to the next red circle.

**BILL**

And if he sticks to that pattern  
he'll be here next. Belongs to a  
family, the Strutemyers'. Now I  
know y'all are tired and you've  
barely seen your families. But  
we're gonna have to go there  
tonight, lie low and wait.

The posse nod, agreeing.

**REDNECK**

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

**BILL**

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

**INT. POLICE STATION/ARMORY - DAY**

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

**TREVOR**

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

44.

Bill looks at Trevor, considering.

**BILL**

Can't hurt.

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

**JACK**

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

**MARGARET**

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

**EXT. POLICE STATION - LATER**

The posse loads up their vehicles, and start taking off  
out of the parking lot.

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

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

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

**STARLA**

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

**BILL**

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

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

**STARLA**

Wait! Dammit, Bill, if that girl's  
still out there, how will you find  
her? How, unless you bring Grant

in alive? Your best chance of doing that is with me. I can talk to him --

**BILL**

He tried to kill you, Starla.

**STARLA**

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

45.

Starla's on the verge of tears.

**STARLA**

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

**BILL**

Starla, it ain't --

**STARLA**

It is. He'd been acting strange. And the physical changes. I should have told someone right away... But I was just blind. I wanted to pretend it wasn't happening... If I don't do what I can to help now, I just couldn't live with it.

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

Bill nods for Starla to get in.

**INT. STRUTEMYER KITCHEN - EVENING**

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

**KYLIE'S MOM**

Kylie! What'd you do to your fingers?

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

**KYLIE**

Kiri Goshima done 'em. She's Japanese.

**KYLIE'S DAD**

Looks like Pokemons done 'em to me!

Kylie's sisters LAUGH out loud.

**KYLIE**

Foreign stuff is classy if you knew something.

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

**KYLIE'S DAD**

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

46.

Kylie's sisters nod. Kylie too.

**EXT. STRUTEMYER FARMHOUSE - EVENING**

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

**JACK**

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

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

**REDNECK**

Didn't know it was date night.

The Good Ol' Boy LAUGHS.

**REDNECK**

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

**GOOD OL' BOY**

Shut up.

**EXT. STRUTEMYER RANCH - MOMENTS LATER**

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

**FADE TO:**

**EXT. STRUTEMYER RANCH - NIGHT**

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

The wind blows hard, WHISTLING through the long weeds.

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

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

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

**47.**

**INT. STRUTEMYER BARN - NIGHT**

Inside the barn, the wind is only slightly quieter, and it's darker. Bill, Starla, and Wally are here. Bill peers out through the doorway at cattle drinking from the trough. He looks at Starla; her head tilts to the side as she nods off. When her head falls all the way, she snaps back up, and catches Bill gazing at her.

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

They sit there for a moment in the dark.

**BILL**

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

Wally looks at them.

**BILL**

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

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

**BILL**

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

**WALLY**

(to Starla)  
How far'd you get?

**STARLA**

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

**WALLY**

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

**STARLA**

You fucked up our fame and fortune, Bill Pardy.

48.

**BILL**

Yeah, maybe I did.

**EXT. STRUTEMYER RANCH - NIGHT**

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

A large, shadowy shape hulking through the trees on the

edge of the forest.

**INT. STRUTEMYER BARN - NIGHT**

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

**STARLA**

Grant?

**EXT. STRUTEMYER RANCH - NIGHT**

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

**JACK**

You said 'squid'!

**TREVOR**

It got worse.

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

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

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

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

**49.**

**INT. STRUTEMYER BARN - NIGHT**

Bill and Wally stare out the window, motionless.

**WALLY**

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

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

**BILL**

Starla, where you...?

**EXT. STRUTEMYER RANCH - NIGHT**

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

**INT. STRUTEMYER BARN - NIGHT**

Bill motions through the barn window to Margaret.

**EXT. STRUTEMYER RANCH - NIGHT**

Margaret motions to Trevor.

Trevor motions to the recruits.

And Starla moves slowly in toward Grant.

**STARLA**

Grant?

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

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

**STARLA**

Grant? It's okay.

As Starla and the posse get closer, Grant looks almost scared. His eyes dart around from cop to cop.

**STARLA**

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

Grant's huge milky eyes betray that he does.

**STARLA**

Okay?

The posse inch in closer, tightening the circle.

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

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

**STARLA**

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

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

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

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

**GOOD OL' BOY**

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

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

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

The front of the Good Ol' Boy's whole body is split neatly in half. For a split second, he remains alive: the two different sides of his split head look down in disbelief as his organs spill out from inside him. And then he topples over.

**BILL**

Fire! Fire!

The posse SHOOT at Grant. Starla covers her head.

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

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

51.

Starla watches as the posse follows Grant into the woods.

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

**INT. KYLIE'S BATHROOM - NIGHT**

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

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

**EXT. FOREST - NIGHT**

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

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

**WALLY**

There he is! Over there!

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

**EXT. CREEK - NIGHT**

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

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

Jack, carrying his revolver, trips and falls in the creek.

He cuts his knee on a sharp rock. He stands, and keeps going.

They come to --

**EXT. FOREST CLEARING - NIGHT**

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

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

**52.**

**TREVOR**

Where'd he go?

**MARGARET**

We ain't never gonna find that girl now.

The Redneck is WEEPING with rage.

**REDNECK**

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

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

**BILL**

Starla, get the hell out of here!

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

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

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

**MARGARET**

Bill!!

Bill turns as the tentacle swings down toward him. He

falls back; the tentacle slashes inches from his face.

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

The posse squeeze themselves though the brush, following.

**EXT. OLD BARN - NIGHT**

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

**TREVOR**

What the hell's that smell?

**WALLY**

It's something dead.

53.

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

**JACK**

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

Margaret looks at Bill.

**MARGARET**

Think he's inside?

Bill takes the lead, carefully approaching the barn.

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

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

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

Margaret swings open the door.

**INT. OLD BARN - NIGHT**

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

**BILL**

Oh...

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

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

**OLDER COP**

Oh, shit!

They see the source of the awful stench:

**54.**

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

The SOBBING Brenda looks desperately at Bill and Wally.

**BRENDA**

Something's wrong with me.

**WALLY**

Uh, yeah.

Bill and Wally get in a little closer.

**BILL**

Brenda, um...

**BRENDA**

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

As the posse inch closer, Brenda's whole body suddenly

LURCHES FORWARD a bit -- like whatever's inside her is trying to get out and to the posse. Brenda SCREAMS in agony.

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

**BRENDA**

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

**BILL**

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

**BRENDA**

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

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

**BRENDA**

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

Trevor gags and runs out of the barn.

**EXT. OLD BARN - NIGHT**

Trevor vomits into some bushes.

55.

**INT. OLD BARN - NIGHT**

Bill eyes poor Brenda.

**BILL**

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

**WALLY**

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

Again, Brenda SCREAMS. Her body LURCHES FORWARD.

**OLDER COP**

Why's she doing that?!

**REDNECK**

Her tumors is moving.

**JACK**

Bill, get her to stop that shit!

**BRENDA**

It hurts!

Her body lurches forward AGAIN. She sobs.

**BRENDA**

Help me!! Help!!

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

**STARLA**

Bill!

**BRENDA**

Little fuckers are tearing me  
aparrrr- !

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

**BILL**

He led us here.

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

56.

**EXT. OLD BARN - NIGHT**

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

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

**INT. OLD BARN - NIGHT**

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

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

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

**BILL**

Margaret, cover your mouth!

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

**BILL**

Don't let 'em in your mouths!

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

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

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

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

57.

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

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

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

**EXT. OLD BARN - NIGHT**

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

**TREVOR**

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

**INT. OLD BARN - NIGHT**

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

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

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

**CUT TO:**

**EXT. STRUTEMYERS' RANCH - NIGHT**

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

**INT. KYLIE'S BATHROOM - NIGHT**

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

**EXT. STRUTEMYERS' FARMHOUSE - NIGHT**

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

58.

**INT. KYLIE'S BATHROOM - NIGHT**

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

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

**KYLIE'S MOM**

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

**KYLIE**

Prune, Mom. Plums turn into prunes.

**INT. STRUTEMYERS' HALLWAY - NIGHT**

Kylie's Mom is at the bathroom door.

**KYLIE'S MOM**

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

O.S. Kylie GRUNTS in vague agreement.

Kylie's Mom trots down the hall, to another door.

She KNOCKS once, then opens the door to --

**INT. STRUTEMYER GIRLS' BEDROOM - NIGHT**

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

**KYLIE'S MOM**

Time to turn in, ladies.

**KYLIE'S SISTER 1**

Just a couple more pages, Mom?

**KYLIE'S MOM**

Come on now.

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

**KYLIE'S MOM**

G'night.

**KYLIE'S SISTER 1**

Night, Mom.

**KYLIE'S SISTER 2**

Night.

59.

**EXT. STRUTEMYERS' FARMHOUSE - NIGHT**

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

**KYLIE'S MOM**

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

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

**INT. STRUTEMYER GIRLS' BEDROOM - NIGHT**

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

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

**INT. KYLIE'S BATHROOM - NIGHT**

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

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

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

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

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

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

#### **KYLIE**

Mom!!

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

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

60.

Kylie falls to her knees. Her eyes roll back in her head, and her body spasms while she holds tenuously onto the very tip of the parasite's tail.

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

**FLASH TO:**

#### **KYLIE'S VISION**

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

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

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

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

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

-- In FAST MOTION, unfamiliar plant life around us grows

sick and withers, dying out.

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

-- The diseased beasts feed on their own appendages.

**BACK TO SCENE**

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

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

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

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

61.

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

-- We watch Starla soaping herself in the shower.

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

-- We sit over a convulsing Brenda, impregnating her with our tubule.

-- We see the posse members coming in toward us.

**BACK TO SCENE**

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

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

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

The parasite SQUEAKS and trembles with pain. Smoke rises

from it as Kylie digs the curling iron in deeper, burning it, and, finally, killing it.

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

**KYLIE**

Mom!!!

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

**INT. STRUTEMYERS' HALLWAY - NIGHT**

Kylie runs to the stairway.

**KYLIE**

Mom!! Mom!!!

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

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

**KYLIE**

Emily!! Jenna!!

Kylie tosses open her sisters' door.

62.

**INT. STRUTEMYER GIRLS' BEDROOM - NIGHT**

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

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

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

**KYLIE**

No!! Nooo!!

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

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

**EXT. STRUTEMYERS' FARMHOUSE AWNING - NIGHT**

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

So she jumps down onto --

**EXT. STRUTEMYERS' FRONT LAWN - NIGHT**

Kylie lands, hard, tumbling over.

She glances back at the front of the house.

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

More parasites are crawling towards Kylie through the grass.

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

She throws open the front door, and jumps inside.

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

63.

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

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

**INT. PICKUP TRUCK - NIGHT**

Kylie makes sure none are inside.

She feels for the keys in the ignition. There aren't any.

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

Kylie crouches down in on herself, and WAILS.

**INT. OLD BARN - NIGHT**

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

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

**BILL**

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

Bill listens for a response, but there's only STATIC.

He

presses the button again.

**BILL**

Shelby, you there?

Still, only STATIC. Bill tries another frequency.

**BILL**

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

**STATIC.**

**BILL**

Goddammit.

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

**BILL**

Shelby?

**64.**

Starla sees Wally's body on the floor. His skin is white

and corpse-like. His mouth is streaked with blood. Starla crouches beside him, and takes his pulse. Her hands are visibly shaking.

**MARGARET**

Is he alive?

Starla looks at Margaret, and nods.

**MARGARET**

Praise Jesus.

**TREVOR**

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

Trevor looks about to cry.

**TREVOR**

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

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

**TREVOR**

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

Bill re-enters.

**BILL**

No reception out here.

**STARLA**

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

**MARGARET**

That's a long ways. Them worms are out there.

**STARLA**

I'll keep my mouth covered.

**BILL**

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

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

65.

**STARLA**

Be careful, Bill.

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

**EXT. FOREST CLEARING - MOMENTS LATER**

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

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

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

Bill runs away as fast as he can.

**EXT. OLD BARN - NIGHT**

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

**TREVOR**

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

They set down Jack and head back toward the barn.

**TREVOR**

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

swear to God.

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

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

66.

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

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

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

**WALLY**

Hey, sugarplum.

Pause. Starla pulls the gag from her mouth.

**STARLA**

What?

Wally speaks with Grant's cadence.

**WALLY**

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

Starla stares at him. Wally almost looks weepy.

**WALLY**

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

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

**WALLY**

I wanted to tell you what was going

on. But I didn't - didn't think  
you'd love me no more. I never  
knew... love, Starla, I --

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

**MARGARET**

Wally?

Wally turns and stares at her like some angry animal.

**MARGARET**

You all right?

Wally doesn't answer.

67.

**MARGARET**

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

**TREVOR**

Margaret.

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

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

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

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

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

**KYLIE'S DAD**

Kylie, honey, you okay? Come on  
out.

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

close to the window.

**KYLIE'S SISTER 2**

Hi, Kylie. It's me.

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

**KYLIE'S MOM**

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

**KYLIE**

Get away!!

**KYLIE'S MOM**

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

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

Kylie SOBS. Her sister speaks in a singsongy voice:

68.

**KYLIE'S SISTER 1**

Kyyy-lee, this is your last chance.

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

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

**EXT. FOREST NEAR STRUTEMYER'S - NIGHT**

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

**EXT. STRUTEMYERS' RANCH - NIGHT**

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

Bill HEARS a CRASH. He turns to see the diseased

Strutemyers in their driveway, all holding rocks now, smashing the pickup's windows.

**BILL**

Hey!

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

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

**BILL**

What's -- ?

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

**BILL**

What's going on here?

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

**KYLIE'S DAD**

Well, hello there, Pardy.

**BILL**

What happened to you, Dwight?

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

**KYLIE'S DAD**

Poison ivy out back, maybe?

69.

**KYLIE'S SISTERS**

We're itchy!

Kylie is obviously in shock.

**KYLIE**

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

**BILL**

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

**RANCHER (O.S.)**

Hey there, killer.

Bill turns to see the RANCHER with the cleft palate, now

diseased, holding a shovel. He swings it into Bill, knocking him down.

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

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

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

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

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

**BILL**

Come on.

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

**EXT. OLD BARN - NIGHT**

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

**MARGARET**

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

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

70.

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

**TREVOR**

Let go!!

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

GLEEKs; that is, he sends a yellowish globby-stream

shooting out of the back of his throat. The glob SPLASHES on Margaret's hand. Margaret SCREAMS, drops the pistol.

**MARGARET**

It burns!!

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

**MARGARET**

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

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

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

**OLDER COP**

Meat.

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

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

**STARLA (O.S.)**

Let him go!

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

**STARLA**

Trevor, come on.

Surprised, they release Trevor.

**STARLA**

What'd you do to her?!

71.

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

**JACK**

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

**JACK**

Both sides of the story!?

**REDNECK**

Both sides of the story!?

**STARLA**

Why are you talking like Grant?!

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

**WALLY**

'Cause I am Grant!

**WALLY**

I'm you husband --

**REDNECK**

I'm you husband, Goddammit -

**JACK**

You swore to honor and obey --

**OLDER COP**

Obey me --

**REDNECK**

Obey me, so put that Goddamn  
gun down.

**STARLA**

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

**WALLY**

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

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

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

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

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

The sick posse look at Starla, surprised, infuriated.

And then they leap at her.

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

72.

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

**EXT. TREE-THICK FOREST - NIGHT**

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

**TREVOR**

Oh shit oh shit oh shit oh shit!

**EXT. STRUTEMYERS' RANCH - NIGHT**

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

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

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

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

**BILL**

Shit. Ammo's in the trunk.

He grabs the police radio.

**BILL**

Trevor! Margaret!

**EXT. TREE-THICK FOREST - NIGHT**

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

**TREVOR**

They killed Margaret!

**EXT. STRUTEMYERS' RANCH - NIGHT**

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

**BILL**

(into radio)

Where are you?!

73.

**TREVOR (O.S.)**

We're coming your way, man!

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

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

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

**KYLIE**

Go! Go! Please!

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

**BILL**

My friends are still in the forest.

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

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

**INT. TREE-THICK FOREST - NIGHT**

Starla looks back to see Jack right behind her.

**EXT. STRUTEMYERS' RANCH - NIGHT**

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

**BILL**

We need their weight.

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

**BILL**

Dumbshits.

Bill rushes toward the trees of the forest.

74.

**INT. FOREST - NIGHT**

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

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

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

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

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

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

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

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

**BILL**

Come on!

Trevor and Starla get into the car. The Older Cop watches

them back away and yells:

**OLDER COP**

Starla!!

**EXT. ROAD AWAY FROM FOREST - MOMENTS LATER**

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

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

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

**BILL**

Shelby?

75.

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

**BILL**

Shelby, you there?

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

**SHELBY (O.S.)**

Yo, Chief. How y'all doin'?

Bill and Starla look at each other, relieved.

**INT. POLICE STATION - NIGHT**

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

**SHELBY**

You dig that rat out of the hole?

**INTERCUT POLICE CAR AND STATION**

**BILL**

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

fast.

**SHELBY**

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

**BILL**

Shelby --

**SHELBY**

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

**BILL**

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

Shelby looks confused, and nods.

**BILL**

Are you nodding?

**SHELBY**

Yeah.

76.

**BILL**

I can't hear when you're nodding.

**SHELBY**

Sorry.

**BILL**

We'll be there in ten minutes.

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

**KYLIE**

The worms are in their brains.

Starla, Bill, and Trevor look at her.

**INSERT - FOREST**

The CAMERA TRACKS QUICKLY FORWARD, through the forest,

and to a CLOSEUP on the Redneck, who is hunched over Margaret's body, eating her flesh.

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

**KYLIE (O.S.)**

Drivin' 'em around...

**BACK TO THE POLICE CAR**

Bill stares at Kylie like she's insane.

**STARLA**

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

**TREVOR**

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

**STARLA**

Kylie, how do you --

Kylie is rocking back and forth.

**STARLA**

Kylie, how do you know that?

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

**BILL**

Kylie, honey. Please.

**(MORE)**

77.

**BILL (CONT'D)**

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

Kylie CRIES.

**KYLIE**

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

**BILL**

The worm?

**KYLIE**

I got it out.

**TREVOR**

What are they?

**KYLIE**

Part of him.

**BILL**

Who?

(pause)

Who?

**KYLIE**

Mrs. Grant's husband.

Starla stares at her.

**KYLIE**

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

**STARLA**

What other stuff?

Kylie kind of points at the sky.

**TREVOR**

He's a fucking Martian?!

**BILL**

A Martian is from Mars, Trevor.

Kylie tries to think.

**KYLIE**

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

**(MORE)**

78.

**KYLIE (CONT'D)**

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

they're gone.

They stare at her, freaked out.

**KYLIE**

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

**STARLA**

Through a wound on his stomach?

Kylie nods.

**KYLIE**

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

**STARLA**

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

**KYLIE**

When one sees you they all see you.

**STARLA**

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

**BILL**

(to Kylie)

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

Kylie shrugs. The police car starts CHUGGING.

**BILL**

Shit.

The car slows, and comes to a stop.

**EXT. ROAD TOWARD WHEELSY - MOMENTS LATER**

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

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

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

**BILL**

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

**SHELBY (O.S.)**

I got to leave my post.

**BILL**

Do it.

**MOMENTS LATER**

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

**BILL**

Hey, Starla.

She looks at him.

**BILL**

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

**STARLA**

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

Bill nods.

**STARLA**

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

**BILL**

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

Starla smiles, thinks.

80.

**STARLA**

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

Starla looks at Bill, who seems struck.

**BILL**

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

**STARLA**

That wasn't a good night, no.

**BILL**

I'm sorry.

Starla shrugs it off.

**STARLA**

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

Pause.

**STARLA**

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

Bill nods. Starla looks at him, smiles.

**STARLA**

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

81.

**BILL**

Hell, Starla. I always regretted that.

Starla looks at him, moved.

Trevor looks at Kylie, shivering and terrified.

**TREVOR**

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

**EXT. WHEELSY CITY LIMIT - NIGHT**

A slithering parasite squirms over a paint-chipped sign that reads "WELCOME TO WHEELSY, SOUTH CAROLINA, THE WHEELS OF THE FUTURE," featuring early-'sixties graphics of a utopian future.

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

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

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

**EXT. ROAD TOWARD WHEELSY - NIGHT**

**STARLA**

What's that?

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

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

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

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

**TREVOR**

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

Bill and the others look around.

82.

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

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

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

**BILL**

Fuck me.

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

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

**TREVOR**

Bambi-rats!

Trevor aims his pistol at a DEER jumping toward him. He SHOOTs, misses. The deer knocks him down. The deer stomps his feet, rearing up and down on Trevor's ribs, almost

like a little dance. The deer tears at Trevor's sleeve with decidedly carnivorous teeth, forcing him into letting go of his gun.

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

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

She dashes toward the Buick as fast as she can.

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

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

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

**83.**

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

The deer on Trevor starts pulling him off, dragging him down the road as he HOLLERS.

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

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

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

Bill reaches again for the barrel of his rifle. It's too

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

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

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

Bill pulls the trigger, destroying her.

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

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

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

**STARLA**

Get in!

84.

**INT. BUICK CENTURY - MOMENTS LATER**

Bill fumbles for the radio controls.

**BILL**

Shelby!

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

**TREVOR**

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

**BILL**

Shelby!

**SHELBY (O.S.)**

Hey there, Chief.

**BILL**

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

**SHELBY (O.S.)**

Don't worry, Chief.

**EXT. MAIN STREET - NIGHT**

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

**SHELBY**

Already on our way.

**BACK TO BUICK**

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

An SUV barreling straight towards them.

It SLAMS hard into the side of the Buick.

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

**INT. FLOWER STORE - NIGHT**

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

**85.**

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

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

Starla looks out her rear window and sees the SUV door  
open, and the DISEASED DRIVER stumble out. His body is  
battered and broken, but, still, he lumbers toward her.

He tries to speak, but his jaw is broken, and only a MUMBLY MOAN comes out.

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

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

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

He topples over.

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

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

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

**DISEASED TOWNSFOLK**

Starrrrrrlaaaaaa!!

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

**BILL**

Come on.

**INT. FLOWER STORE STORAGE AREA - MOMENTS LATER**

Bill closes and locks the door behind them.

**EXT. FLOWER STORE - NIGHT**

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

86.

**INT. FLOWER STORE STORAGE AREA - NIGHT**

**TREVOR**

What the hell are we going to do?!

**BILL**

Just block the doors, any way you can.

Bill grabs hammers and nails off a hardware bench.

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

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

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

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

**TREVOR**

Goddamn snakes!!

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

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

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

**EXT. FLOWER STORE - NIGHT**

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

**INT. FLOWER STORE STORAGE AREA - NIGHT**

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

Bill uses the circular saw to cut off the fingers.

An arm pops through the door. Bill slams the circular

saw into that. Blood spurts. Bone grinds.

87.

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

**EXT. FLOWER STORE - NIGHT**

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

**INT. FLOWER STORE STORAGE AREA - NIGHT**

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

**EXT. FLOWER STORE - NIGHT**

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

**INT. FLOWER STORE STORAGE AREA - NIGHT**

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

**STARLA**

This is stupid.

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

**BILL**

What are you doing?!

**STARLA**

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

**BILL**

What?

**STARLA**

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

**BILL**

No, Starla! No!

88.

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

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

**BILL**

Nooo!

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

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

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

**EXT. FLOWER STORE - NIGHT**

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

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

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

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

**DISEASED WOMAN**

Starlaaaaaaa!

**DISEASED KID**

Starlaaaa!

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

**SMASHED-FACE MAN**

You said for better or worse! You lied!

**NO LONGER PRETTY**

I gave you everything!

**BRENDA'S HUSBAND**

I. Loved. You!

89.

**SHELBY**

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

**FAT SICK GUY**

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

**MR. INAPPROPRIATE**

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

**WAITRESS**

You always thought I was a joke, ain't you?

**BRENDA'S HUSBAND**

You like Pardy better'n me? That's who you want to screw now?!

**STARLA**

Grant... Please...

They surround her. They touch her body, her ass, her breasts. Pull on her clothes. She trembles.

**STARLA**

I'm sorry... I know I haven't behaved how you -- how you want. I know. Don't... hurt... me.

Starla glances down to see a diseased dog licking her calf, tasting her.

**STARLA**

We need... to... talk.

A DISEASED MAN grabs the side of her neck and face.

**DISEASED MAN**

Then talk.

**BRENDA'S HUSBAND**

Then talk.

**STARLA**

Not here, though, okay? Not all of you. I'm not used to -- I want to talk to your face, Grant. Your more real face. Your --

The diseased townsfolk grab Starla, enveloping her, and start dragging her away.

A few townsfolk remain behind. They look around for Bill.

**SMASHED-FACE MAN**

Pardy?! Where are you, Pardy!!

But he's nowhere to be seen. They SCREECH angrily.

**EXT. MAIN STREET - NIGHT**

Bill runs as fast as he can across the street here -- the same direction the hoard took Starla, but down a block.

90.

**EXT. SIDE OF MOVIE THEATER - NIGHT**

Bill falls against the side of this building, hiding in a dark crevice. Down the way, he can see numerous dead bodies, and a WOMAN chased down and tackled by some infected townsfolk.

Some diseased townsfolk wander by Bill, looking for him. Bill crouches down so he isn't seen.

**DISEASED WOMAN**

Pardy. Pardy. Pardy.

**SHELBY**

Come on out, Pardy.

**PASTOR**

We've surrounded the town, you prick! Ain't no way outta here!

Bill waits for them to pass. When they're gone, Bill looks up toward the next street -- he can see the hoard moving Starla across that street.

He makes sure no one's looking, and follows her.

**EXT. GRANT STREET - LATER**

One of the diseased pushes Starla too hard, and she falls to her hands and knees. They keep pushing her. She stumbles back to her feet and moves on. She's almost hyperventilating.

**EXT. GRANT HOME - MOMENTS LATER**

Here, the Diseased Townsfolk around Starla stop. She looks up to see that they've led her onto her own front yard. Starla gazes up at her home:

The diseased have done a little remodeling. Part of the front wall has been torn away, replaced with some primitive thatched woodwork. The front doorway has also been partially destroyed. Because of the sloppy reconstruction, the roof is caved-in and sloping.

Diseased people sit in meerkat-like poses on all sides of the Grants' home, watching out for trouble.

**EXT. HOUSE ACROSS FROM THE GRANT HOME - NIGHT**

Bill, out of breath, arrives across the street. He can see Starla standing with the diseased. He hides behind some shrubs.

91.

**EXT. GRANT HOME - NIGHT**

The diseased push Starla up between them, violently, to the front door.

Starla stops at the dark hole on the front of the house. It's pitch black inside. She looks back at the rotting faces behind her. And then slowly enters.

**INT. GRANT FOYER - NIGHT**

Starla balks at the smell. She looks beside her at the garage; the wall has been torn out, and this has become Grant's feeding area, with rotten meat, including some bodies, in a pile.

Starla steps slowly forward, looking around.

**STARLA**

Grant?

Starla can see into the shambles of a kitchen from here.

**EXT. HOUSE ACROSS FROM THE GRANT HOME - NIGHT**

Bill looks at the diseased surrounding the Grant home. They seem impossible to get through.

Bill eyes the house next door, maybe twenty-five feet from the Grants'. He makes sure no one's paying attention for a moment, and he darts across the street to a parked car. The diseased don't see him. Bill gazes down the street beside him.

The sun is just barely beginning to rise. They don't have much time to move in the darkness.

Bill makes a break for the house next door.

**INT. GRANT KITCHEN - NIGHT**

Starla walks into the kitchen. Cooking supplies and condiments are scattered over the floor. She spots a meat thermometer on the floor amongst other utensils.

She glances out the rear window. Diseased people are guarding the backyard, looking away from the home.

She grabs the meat thermometer. She snaps the thermometer part off the top, discards it, and shoves the long metal spike into the seam of her skirt.

**92.**

Suddenly, Starla hears EVERY WOMAN IN THE WORLD, the song she and Grant danced to earlier, starting to play through tinny speakers.

Starla looks up through a missing section of ceiling; she can see a tiny piece of Grant in the bedroom above her.

**STARLA**

Grant? We should talk.

**EXT. NEIGHBOR'S BACKYARD - NIGHT**

Bill has made his way into the backyard. He looks over at the Grant home. Some diseased townsfolk in the backyard could conceivably see or hear him. He tries the back door, but it's locked.

Bill notices a window slightly open. He starts to push it up. It SQUEAKS LOUDLY.

He peers over at the diseased. They don't hear. He throws the window up further, and crawls inside the home.

**INT. GRANT FOYER - NIGHT**

Starla stands at the base of the stairwell. The SONG is louder.

**STARLA**

Grant?

She starts to ascend the stairs. They CREAK beneath her feet.

**INT. NEIGHBOR'S HOUSE - NIGHT**

Bill peeks out the window, careful not to be seen by the diseased humans around Grant's. Bill can see Starla in the home next door, walking up the stairs.

Bill runs toward the stairwell here.

**INT. GRANT UPSTAIRS HALLWAY - NIGHT**

Starla looks down the hall. Most of the walls have been torn away.

Between wooden beams, Starla can see Grant's cumbersome mass, his back to her, in what was once the bedroom.

In front of him, the SONG ENDS on the CD player. It starts into the NEXT SONG on the album. Grant uses one of his crusty tentacles to push the back button.

**93.**

EVERY WOMAN IN THE WORLD starts over.

Starla walks toward him.

**INT. GRANT BEDROOM - NIGHT**

Grant keeps his back to her. Starla takes in the room. Photographs from their scrapbooks are all over the walls: photos from their wedding, and vacations, and family parties.

**STARLA**

Hey, Grant.

Starla walks around Grant, giving him a decent berth.

**STARLA**

You did some real interesting  
decorating here.

Grant watches her from the corner of his sad, purulent eye.

**STARLA**

Hey.

Starla walks by a window.

**STARLA**

Look, the sun's starting to come  
up.

Starla starts to open the drapes.

**INT. NEIGHBOR'S UPSTAIRS HALL - NIGHT**

Bill happens to look through the neighbors' kid's bedroom and to the home across the way where Starla is pulling the drapes away from the window. She sees Bill there.

**INT. GRANT BEDROOM - NIGHT**

Grant SCREECHES angrily at Starla. She quickly closes the drapes, not letting on she saw Bill.

**STARLA**

Sorry. I didn't -- I didn't know  
you wanted it dark.

**INT. KID'S BEDROOM - NIGHT**

Bill walks into this young boy's bedroom, filled with airplanes and sports memorabilia.

He peeks around the window frame at the Grant bedroom window, now closed to him. He makes sure his shotgun is loaded.

**INT. GRANT BEDROOM - NIGHT**

Starla tries to change the subject by walking to a wall with the photos.

**STARLA**

You like these memories, huh, Grant?

Grant looks away from her. Starla moves toward him, almost seductively.

**STARLA**

You like being called Grant, don't you?

Grant is silent. She gets closer.

**STARLA**

I think you do. You really do.  
You like being Grant. Like when we danced. And when you... made love to me here on the bed. Remember that?

Grant looks embarrassed. Starla becomes more brazen.

**STARLA**

I know you've been alone, Grant. Almost forever. From here to there to there to here, there's never been another one for you.

Starla almost looks as if she's about to cry, out of compassion for him.

**STARLA**

Grant. Grant, I could help you. Be with you the way you want. See, I want to live. I've never had much use for this world, not really. You and I, together, we --

She touches his tentacle with her fingers. He moves it back, and GROWLS a little.

Starla moves her trembling fingers toward him again. She sets them on his tentacle once more. He glares at her distrustfully, breathing his deep, sick breath.

**STARLA**

You don't trust me, I know. That's why I brought you someone, Grant.

95.

Starla looks into his eyes.

**STARLA**

It's Bill. He's in the house next door. Just look.

**INT. KID'S BEDROOM - NIGHT**

Bill glances down to see a diseased man looking up at him. In fact, they're all looking up at him. Bill is confused.

**INT. GRANT BEDROOM - NIGHT**

Grant looks at Starla with sad eyes, perhaps touched. Starla smiles nervously, expectantly.

**STARLA**

See? I brought him here for you!  
As an offering! To prove I love  
you more than him!

Grant wraps his tentacle around Starla. Starla, though obviously disgusted, touches his face with her hand.

**INT. NEIGHBOR'S HOUSE - NIGHT**

The diseased townsfolk break down the door, moving into the downstairs below Bill.

**INT. KID'S BEDROOM - NIGHT**

Bill hears them approaching. He SHATTERS the window, and crawls onto a small mock-balcony outside.

**INT. GRANT BEDROOM - NIGHT**

Starla moves slowly in toward Grant, as if to kiss him. Grant looks, well, joyful.

And then she yanks the metal spike from her skirt and JABS it into Grant's eye.

Grant SCREECHES, blind and bucking. Starla SLAMS the spike into his other eye.

And she STABS him again, shoving the spike into his forehead, where it stays.

Starla leaps to the window. She throws open the drapes.

96.

**STARLA**

Now, Bill!!! Kill the motherfucker!!

**EXT. NEIGHBOR'S MOCK BALCONY - NIGHT**

Bill raises his shotgun and BLASTS as Starla jumps away from the window.

**INT. GRANT BEDROOM - NIGHT**

The WINDOW SHATTERS and the shot strikes Grant. He SCREECHES, swinging his tentacles aimlessly around the room in fury.

One tentacle SLAMS Starla against the wall, probably breaking a rib or two. Another tentacle SMASHES the CD player, squelching the song.

**EXT. NEIGHBOR'S MOCK BALCONY - NIGHT**

The diseased townsfolk enter the kid's bedroom, rushing toward Bill on the balcony. But Bill won't stop. He BLASTS the shotgun again.

**INT. GRANT BEDROOM - NIGHT**

Grant is struck in the head. He starts slithering out of the bedroom, feeling his way out.

**EXT. NEIGHBOR'S MOCK BALCONY - NIGHT**

Bill is out of shells. He drops his shotgun. He grabs the grenade out of the pocket on the black leather bag.

**INT. GRANT BATHROOM - NIGHT**

Starla, clutching her ribs and barely able to move, pulls herself up on the window.

Bill tosses her the grenade. She tries to catch it, but misses it. It lands on the carpet. She see Grant's tentacles slipping away. She tries to move but she's hurt bad, bleeding.

**EXT. NEIGHBOR'S MOCK BALCONY - NIGHT**

The diseased GLEEK at Bill, but Bill throws himself forward, letting himself fall through the flimsy balustrade

--

97.

**EXT. GRANT HOME - NIGHT**

Bill lands hard on the lawn between the two homes. He grabs a .38, and stands beside the window on Grant's house.

Through the window he sees Grant barreling down the stairs.

Bill SHOOTS Grant with the .38, SHATTERING the glass.

He UNLOADS the clip into him.

The diseased townsfolk surround Bill, grabbing him. Grant, using the others' eyes to see, snaps his tentacle forward, wrapping it around Bill's neck, raising him up. Grant **SCREECHES**.

**INT. GRANT FOYER - NIGHT**

Starla appears at the top of the stairs, clutching her bloody side. She has the pin in one hand and the grenade in the other.

With all her remaining effort, she lobs the grenade behind Grant.

**GRANT**

Er...?

It EXPLODES.

**EXT. GRANT HOME - NIGHT**

Grant's exploding flesh sends Bill flying backwards.

**INT. GRANT HALLWAY - NIGHT**

Starla is thrown back.

**EXT. GRANT HOME - NIGHT**

Around the house, the diseased's eyes gaze lifelessly upward as they each plummet to the grass.

**FADE TO:**

**EXT. GRANT HOME - MORNING**

Bill unwraps what's left of the tentacle from his bruised neck, and looks around at the dead diseased. Grant's splattered flesh is around him.

**98.**

Bill hears a quiet RATTLING sound. He looks around him. And then sees, down at his feet, what is actually a distorted piece of Grant's cerebellum. Sticking out of a new organic slit in the cerebellum is the quill-like spore. It quivers and trembles upward, its little bulbed spurs popping out.

**INT. GRANT HALLWAY - MORNING**

Starla crawls forward to look down through the smoke: most of the second floor has been blown away. Her mutated husband is just a mass of flesh and alien organs.

**EXT. GRANT HOME - MOMENTS LATER**

Starla comes around the side of the house, holding a paper towel roll to the slice on her ribs. She sees Bill standing there. She smiles.

**STARLA**

Hey.

Bill smiles too.

**BILL**

Hey.

**EXT. MAIN STREET - DAY**

Bill and Starla hobble down the town center. The leather bag is slung over Bill's shoulder. Everything around them is dead: the victims who were being feasted on, as well as the various diseased. The torture is over, but no life remains.

**EXT. MAIN STREET - MOMENTS LATER**

Bill finds an abandoned Nissan Maxima in the middle of the street, with the keys still in it.

**BILL**

Starla, over here.

**EXT. WHEELSY EXIT - LATER**

In the Maxima now, Bill and Starla pull around a toppled ambulance and through a spouting fire hydrant, and out onto --

99.

**EXT. ROAD BEYOND WHEELSY - DAY**

The sun is bright and beautiful, glistening on the car. Bill and Starla breathe more easily and smile a little as they head up this long, barren road outside the city.

**EXT. CLUSTER OF STORES - MOMENTS LATER**

Bill and Starla pass through a small block of stores.

Starla gazes out the window to see people -- real, actual, HEALTHY HUMAN BEINGS: men and women and children -- going about their daily chores. Tears come to her eyes.

Bill grabs Starla's hand. She clenches his tightly.

**STARLA**

We can probably get some first aid  
and food at this gas station up  
here.

**BILL**

Yeah. Good.

**EXT. GAS STATION - MOMENTS LATER**

The Maxima pulls into the station, and stops.

**INT. GAS STATION MART - MOMENTS LATER**

Starla and Bill pile stuff up on the cashier's counter --  
Band-Aids, gauze, alcohol; Power Bars and Gatorade. The  
CASHIER rings it up, staring at them because of their  
wounds.

**CASHIER**

Comes to 32.87.

Bill pulls money out of his pants pocket. As he does,  
Starla glances down. His arm pulls up his shirt, and  
Starla can see the black and yellow wound there on his  
stomach. She turns away, looking around, confused.

Bill pays, smiles at the cashier.

**BILL**

There you go.

**EXT. GAS STATION - MOMENTS LATER**

A stunned Starla steps with Bill out of the station, moving  
toward the car.

100.

Starla stops.

**STARLA**

Shit. I- I forgot... I wanted to  
get aspirin.

She starts to move back inside. Bill stops her.

**BILL**

I'll get it for you. Ibuprofen or  
aspirin?

**STARLA**

Aspirin.

Bill smiles, and goes back inside. Starla moves quickly with the bag of stuff toward the car.

**INT. GAS STATION MART - MOMENTS LATER**

Bill pays for the aspirin, and walks out with it.

**EXT. GAS STATION - DAY**

Bill walks out; the Maxima is still there.

**INT. MAXIMA - DAY**

Bill gets in the driver's seat, puts his keys into the engine.

**BILL**

We'll just head up here into Bishopville, get checked up in the hospital. Then maybe we'll head off to Hollywood after all, huh?

**STARLA**

Okay.

Bill turns to smile at Starla. She's aiming the .38 at his face. Tears are streaming down her cheeks.

**BILL**

Please, Starla. I'm gonna do my best not to hurt anybody --

**STARLA**

You took Bill.

**BILL**

It's my nature.

101.

**STARLA**

And this is mine.

Starla pulls the trigger, the GUNSHOT CRACKS OUT.

**EXT. GAS STATION - DAY**

As the Maxima sits in the lot, ANOTHER GUNSHOT CRACKS OUT. Then we hear the HORN BLARING.

**INT. MAXIMA - DAY**

Bill's dead body is slumped over the steering wheel. Starla really can't bring herself to look at it, as she reaches across it and toward the door handle.

**EXT. GAS STATION - DAY**

The car door flips open. The horn stops blaring.

And Bill's body is kicked out of the car, sliding onto the pavement.

**INSERT TITLE, FULL SCREEN:**

SLiThER

**INT. MAXIMA - DAY**

Starla WIPES the tears away from her face. She glances out the window to see the cashier peeking out of the cashier's station.

Starla scoots over into the driver's seat. She shoves the car into drive.

And she takes off down the road, not looking back.

Starla's blanched and numb but the tears still keep coming.

**CUT TO BLACK.**

**THE END**