

THEY

FADE IN:

INT. BEDROOM -

DAY

Tiny golden

wheels and gears turning lazily upon metal rods. Mechanical pieces.
Small and

intricate. Glittering in the sunlight.

REVEAL

The gears are

turning within an ANTIQUE DESK CLOCK sitting on a book shelf, a small
pendulum

swinging back and forth behind the glass housing.

The room is

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

Sitting on the mattress is ...

JULIA LEVIN

...

Smart and

clever. Dressed in a graduation gown and staring out the window. She seems to be

lost in thought, immobile, until the bedroom door swings open and ...

CONNOR LEVIN,

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

CONNOR

Dad says we

gotta get moving. We're late.

JULIA

I'm getting

ready.

CONNOR

You're sitting

on the bed.

JULIA

(dryly)

Thanks for
clearing that up. I'll be right down.

He steps
out.

Julia takes a
framed picture out of her suitcase -- a candid shot of herself
standing with her
MOTHER, forties, a healthy and vibrant woman.

JULIA (cont'd)

Sure do miss
you.

Above her, a
CEILING FAN rotates. Creating a soft HUMMING.

EXT. WESTWOOD -

APARTMENT BUILDING - DAY

Julia walks out

of the building where her father, GUY LEVIN, an older man with a kind face,

waits. Connor is checking his reflection in the car window, adjusting his tie,

fussing with his hair.

GUY

You ready?

JULIA

All set. I

packed up everything.

(remembering)

Oh, except

Mom's clock -- I think there's something wrong with it. It's not telling the

right time.

GUY

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

Guy smiles at
Julia for a moment. Very warmly.

GUY (cont'd)

You look just
like your mother.

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

JULIA

We'll be
late.

EXT. UNIVERSITY

OF CALIFORNIA, LOS ANGELES - CAMPUS - DAY

Students

dressed in graduation caps and gowns are gathered on the campus grounds.

Julia stands by

herself, taking pictures with a professional Nikon camera. She focuses the

camera upon ...

TERRY ALBA, 22,

beautiful and sexy. Very particular and demanding. She smiles perfectly as Julia

snaps the picture. But her boyfriend, SAM BURNSIDE, cute and mischievous,

sporting pink hair and loud clothes, makes a face.

Winding her

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

picture of ...

PAUL LOOMIS

...

Early twenties.

Dark hair. Strapping and perfectly handsome. He wears a blue and gold striped

tie with his starched white shirt and graduation gown.

He kisses her.

Passionate and gentle.

PAUL

You packed

up?

JULIA

Ready to move

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

Microwave.

PAUL

(suggestively)

Bed.

Julia smiles at

him.

JULIA

Bed.

PAUL

Med School

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

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

JULIA

I hope it won't

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

PAUL

Our friends

will be there. It'll be fun.

JULIA

I hope so.

Beat.

PAUL

You okay?

JULIA

Tense.

PAUL

Would it help

if I massaged your breasts?

JULIA

No.

PAUL

Because it

would help me.

JULIA

(stifling
laughter)

Maybe
later.

The students
start forming into lines.

JULIA (cont'd)

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

Beat.

PAUL

He's not
coming.

JULIA

But it's your

graduation.

Paul shrugs

again. A brief sting of hurt on his face.

PAUL

Wasn't a good

enough reason in High School either.

Paul looks

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

it.

Julia smiles

and runs her finger across his tie knot.

JULIA

I like your

tie. UCLA colors.

PAUL

School spirit.

I am a Bruin.

The lines start

moving towards the stadium. Hundreds of CHEERS rise up from the
graduating

students.

As she walks, a

sound draws Julia's attention. Standing on the lawn is a SMALL BOY, no
more than

four years-old, SOBBING and clinging to his mother's legs.

Julia stops

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

PAUL

(cont'd)

Julia. We can't

graduate unless you move.

JULIA

Sorry.

She stalks

walking again. Paul puts his arms around her.

EXT. SAM'S

HOUSE - GARDEN - DAY

A big,

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

polite conversation in the yard.

EXT. SAM'S

HOUSE - BACK PORCH - DAY

Sitting between

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

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

TERRY

It's secluded?

Nobody said anything to me about the cabin being secluded.

JULIA

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

TERRY

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

PAUL

So avoid the
animals.

JULIA

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

SAM

Hey, it's our
last chance to be together. Terry and I are excited.

(turns)

Aren't we,

Ter?

She's not

excited.

TERRY

Can I bring my

cotton bedsheets to the cabin? If I try to sleep in anything but
cotton, I get

hives.

JULIA

Whatever makes

you happy.

Sam grabs a

large drawing pad from the steps. He opens it.

SAM

Speaking of

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

JULIA

Let's see.

Sam holds up a

sketch of Clark Kent changing to Superman.

SAM

Like it?

JULIA

It's great.

Thanks Sam.

Paul checks out

the drawing. His nose crinkles.

PAUL

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

JULIA

He's very
attractive.

PAUL

(staring)

You're
kidding.

JULIA

No.

PAUL

He's not even
real.

JULIA

I think most

women tend to wonder if Superman is super in every way.

TERRY

I don't.

PAUL

You see. There

goes your argument.

TERRY

(thoughtfully)

But Spiderman

has a nice ass.

Off everyone's

LOOK --

TERRY (cont'd)

What?

INT. SAM'S

HOUSE - BATHROOM - DAY

Julia finishes

washing her hands. Dries them. Grabbing her camera and the drawing,
Julia opens

the bathroom door ...

INT. SAM'S

HOUSE - HALLWAY - CONTINUOUS

... and

freezes. Standing within an open bedroom is ...

A BLOND

STUDENT.

Another college

graduate. Tan and attractive. Dressed exactly like Paul -- identical
white

shirt, gold and blue striped tie. He pulls off his tie and unbuttons
his

shirt.

Julia doesn't

move.

The student

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

his shoulder.

The student

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

She starts to laugh.

He smiles at

her. A bit flattered. Flirting.

STUDENT

Changing into

something more formal.

He holds up a

pair of ripped jeans.

Julia backs

down the hallway. Still laughing. Embarrassed.

JULIA

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

(laughs)

Really. I'm
sorry.

STUDENT

I'll forgive
you this once.

She quickly
leaves.

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

EXT. SAM'S

HOUSE - BACK YARD - DAY

Julia walks out
the back door. Stifling her laughter.

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

A LITTLE GIRL

...

Sweet and
innocent. Sitting on a bench. Motionless.

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

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

JULIA

Hi.

GIRL

(quiet)

Hi.

Silence.

JULIA

You sitting
here all by yourself?

The girl slowly
nods "Yes."

JULIA (cont'd)

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

The girls
shakes her head "No."

JULIA (cont'd)

Want me to
leave you alone?

The girl shakes
her head "No."

More
silence.

JULIA (cont'd)

Want to mix
this up and ask me something?

The little girl
notices the camera.

GIRL

Are you taking
pictures for Sam's family?

JULIA

No, I'm just

...

(then)

I'm a friend of

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

Beat.

GIRL

Will you take a
picture of me?

JULIA

Why?

GIRL

So you won't
forget me.

JULIA

(surprised)

Why would I
forget you?

GIRL

Because they're
coming for me.

A long beat.

Julia sits next to her.

JULIA

Who is?

GIRL

The
monsters.

JULIA

What
monsters?

GIRL

There. Behind
the door.

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

JULIA

Those other
kids don't look too scared.

GIRL

They should
be.

Beat.

JULIA

(playing
along)

So how come
only you can see them?

THE GIRL LEANS

FORWARD AND SPEAKS IN A HUSHED WHISPER.

GIRL

Because I know

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

Now my parents say I never had a brother before.

(pause)

Soon ... my

parents won't remember me either.

Something about

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

A slight wind

HISSES through the trees. The girl rises.

GIRL (cont'd)

I gotta go.

They know I'm talking about them.

JULIA

Wait a

second.

Julia SNAPS a

picture of the girl.

JULIA (cont'd)

Feel

better?

The girl stares

at her.

GIRL

Are you scared
of monsters?

JULIA

No.

Beat.

GIRL

I am.

The girl turns
and runs across the lawn.

Julia is left

sitting on the bench. She glances over at the pool shed again. Raises
her camera

and focuses on the door which is still cracked open.

She snaps the
picture.

CLICK!

INT. PAUL'S

APARTMENT - NIGHT

Julia and Paul

are romantically entangled as they enter the apartment. A little
drunk. Kissing

and frolicking. She strips off his jacket and tie. Paul abruptly
stops.

PAUL

Wait a minute

...

(grabbing

both sides of his shirt)

This is a job

for ...

Paul rips his

shirt wide open. Buttons popping everywhere. They both start laughing.
Joining

together, he guides her towards the bathroom.

The wind gently

HISSES on the balcony. Windchimes spinning.

INT. BATHROOM -

NIGHT

A cloud of hot

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

Julia stands

underneath the shower, her body relaxing into Paul's chest, his
muscular arms

encircling her body, his lips buried in her neck and shoulders. Her
eyes are

shut. Her expression is calm.

INTERCUT -

BLOND STUDENT

Standing in the

guest bedroom at Sam's house. Young and muscular. Bathed in sunlight.
The tattoo

on his shoulder.

BACK TO

JULIA

Her eyes still
pressed closed. Smiling a little.

Water continues

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

OF THE OCEAN.

DISSOLVE TO:

EXT. PACIFIC

COAST HIGHWAY - DUSK

The setting sun
blushes crimson across the rolling waves of the Pacific. Streaking
along the
highway is a RANGE ROVER, packed with luggage, headlights on.

INT. RANGE

ROVER - DUSK

Paul sits

behind the wheel. He's bopping and RAPPING with Sam to HIP-HOP that
BLARES from

the speakers. Very energized.

Julia sits on

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

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

A silent beat.

The guys catch their girlfriends' expressions.

PAUL

Sorry.

SAM

(overlapping)

Sorry.

Terry leans

forward between the seats.

TERRY

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

JULIA

Uh-huh.

TERRY

So it has
everything.

JULIA

It has
everything.

SAM

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

JULIA

Except a
phone.

SAM

BAM! There it
is.

TERRY

(scandalized)

I need a phone.

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

JULIA

So you're
roughing it.

TERRY

The last time I

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

JULIA

I guess she wanted to be left alone.

At least until she got sick.

Paul looks to her.

PAUL

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

Staying at her place?

JULIA

It's okay. I'm
enjoying this.

Julia smiles at
him. Paul smiles back.

PAUL

Good.

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

EXT. FOREST

ROAD - NIGHT

Paul's Range

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

INT. RANGE

ROVER - NIGHT

The inside of

the Range Rover is dark. Only the faint glow from the dashboard lights provides

any ambient illumination. Sam and Terry are snuggled together in the back seat.

Everything is quiet.

Julia is

thinking. Finally, she breaks the silence.

JULIA

Do you believe

in monsters?

A beat.

Everyone else in the car trades looks.

PAUL

We've been in

the car too long.

JULIA

I'm just

asking.

PAUL

Like what? The
Boogeyman?

JULIA

The Boogeyman.

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

TERRY

What made you
think of that?

JULIA

A little girl

at Sam's house. She was convinced there was a monster trying to get
her.

PAUL

You're saying
you believe her?

Julia is
suddenly on the spot. She backtracks.

JULIA

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

SAM

Sure there are.
Ted Bundy. Son of Sam.

Ed Gein.

TERRY

Who was Ed
Gein?

SAM

He was a mass

murderer. This old hermit who'd kill people and take the parts he wanted. Heads.

Livers. Intestines. Sex organs.

TERRY

Why did he use

the parts for?

SAM

Everything. The

police found a skull that was used for a soup bowl. Faces were stuffed and

mounted like hunting trophies on the wall. Bones were used for furniture.

PAUL

He also wore

their skin. Like clothes.

Terry recoils

into her seat. Crossed out.

TERRY

Sorry I
asked.

SAM

You wanted
proof. There it is.

JULIA

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

SAM

So?

JULIA

So why are kids
afraid of that?

SAM

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

(then)

Think about it.

Why do kids pick up on things that we can't? ... Bumps in the night?
...

footsteps in the hallway? ... A thumping inside their closet?

PAUL

Overactive
imagination.

SAM

Wrong. Perfect
awareness.

(beat)

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

shadow.

Everything gets

quiet.

SAM (cont'd)

The Boogeyman

could be real. So could monsters. Just because you've never seen them
doesn't

mean they aren't there.

Silence. The

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

PAUL

All right. I'm

creeped out. But my bullshit alarm is going off.

SAM

You just can't

handle it.

PAUL

Right. Because
it's bullshit.

JULIA

Serial killers

aside, my take on this subject is very simple. If I don't have a
picture of it

-- it's not real.

TERRY

Okay, is this

conversation like a radio station? Can we just change the channel?
Because

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

Terry has just

finished saying these words, when --

AN ANIMAL RUNS OUT OF THE WOODS INTO THE

MIDDLE OF THE ROAD. A BLACK SHAPE IN THE HEADLIGHTS. EYES FLASHING IN
THE

DARK.

PAUL

JESUS

CHRIST!

Paul SLAMS on
the brakes. Too late.

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

The Range Rover
swerves and comes to a SQUEALING HALT.

INSIDE THE

ROVER

Everyone
catches their breath. A moment of dead silence.

PAUL

(cont'd)

Everyone

okay?

TERRY

(nods)

We're fine.

JULIA

What was
that?

PAUL

I think it was
a dog.

Julia unlocks
her door.

JULIA

We'd better
check the car.

She steps out
of the Rover. The others follow.

EXT. FOREST

ROAD - NIGHT

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

The bumper is
dented.

PAUL

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

TERRY

You can
probably get someone to pop it back.

PAUL

Sure. For a
couple hundred dollars.

Sam looks down

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

He starts

walking towards it.

JULIA

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

PAUL

(begrudging)

Yeah, well.

Shit happens.

The

conversation becomes distant as Sam walks slowly up the road, moving
past the

yellow flashing HAZARD LIGHTS which CLICK rhythmically ... click,
click, click

...

Sam approaches

the ditch. Darkness is all around.

.... click ...

click ... click ...

He kneels down

alongside the body of the animal. Very little is visible of the corpse
except

for its dark, mangled form sprawled across the dirt.

Sam picks up a

stick and pokes at the body. Nothing happens.

He pokes at the

corpse again.

The hind legs

of the corpse suddenly twitch. A reflex action. Sam leaps back. The
life nearly

scared out of him.

A flap of

hairless skin slides away from one of the animal's hind legs. Sam leans forward

to get a better look, becoming simultaneously repulsed and fascinated.

SAM

Hey guys!

PAUL

What?

SAM

Take a look at

this.

JULIA

Is it a

dog?

Sam glances at

the dead corpse and back to his friends again. He looks shaken.

SAM

I don't

know.

The rest of the

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

Paul and Julia

kneel down in front of the corpse. It's almost unrecognizable. The darkness

smothering the road keeps them from getting a handle on any of the body's

features.

PAUL

It looks like a

dog to me.

SAM

Did you see the

leg?

PAUL

What about

it?

Sam takes the

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

leans forward.

A deep bleeding

wound has been exposed. Through the torn flesh and blood pumping over
charcoal

skin, the group can see bones flashing into the moonlight. But
intermingled with

the animal's skeleton are ...

PIECES OF METAL

...

Glittering and

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

grown together.

SAM

Ever seen
anything like that?

PAUL

No.

SAM

It looks like
steel. Like someone put steel into its body.

PAUL

I don't think
it was put in there. It looks like it grew that way.

JULIA

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

Terry steps
forward tentatively.

TERRY

What are you
looking at?

JULIA

Are you sure
it's dead?

PAUL

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

SAM

Julia? Where's
your camera?

JULIA

It's in the
car.

PAUL

I've got

it.

Paul races back

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

Julia takes a

step back into the middle of the road. The wind is sifting through the trees,

creating a soft HISSING noise as the branches dance and twist in the shadows.

Paul returns

and hands the camera to Sam.

SAM

You want to

turn it over?

PAUL

I'm not
touching it.

Sam kneels
down. He points the camera and shoots.

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

Twisted metal.
Skin. Appendages. Madness.

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

SAM

That's wrong.
That's all wrong.

Paul shakes his
head.

PAUL

That's not a
dog.

TERRY

(stunned)

What were those
things coming out of its back?

Paul starts
recoiling. His stomach is getting weak.

PAUL

That's not a
dog.

The cool summer
wind WHISTLES through the trees around them.

SAM

(sickened)

That doesn't
even make sense.

JULIA

Paul ...

Paul looks over
at her.

JULIA (cont'd)

Let's get in
the car.

SAM

We need some
flashlights.

TERRY

(hushed)

Screw the
flashlights.

SAM

What the hell
is it?

PAUL

Dude. We're
outta here.

Julia and Paul

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

their shoulders.

SAM

What the hell
is it?!

Paul tosses the

camera into the Rover's back seat. He SLAMS the door shut. Julia opens the front

passenger door.

A soft THUMPING

from the woods. Almost like footsteps.

JULIA

Get in the

car.

Julia hops into

the front seat and SLAMS her door.

INT. RANGE

ROVER - NIGHT

The atmosphere

is quickly turning into panic. Paul jumps behind the wheel as both Sam and Terry

close their doors.

SAM

I want to know
what that thing was.

Paul presses
the automatic door lock. THUNK.

JULIA

Paul, start the
car.

PAUL

Keys ...

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

SAM

I want to know
what it was.

PAUL

Will you shut
up?

Paul fishes out

the car keys from his jacket pocket. He starts the ignition. The
engine ROARS to

life.

JULIA

Go.

A heavy THUMP.

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

hatch.

TERRY

There's

something behind the car.

JULIA

GO!

Paul hits the
gas.

EXT. FOREST

ROAD - NIGHT

The Range Rover
disappears into the night.

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

EXT. SANTA MIRA

- FAST FOOD RESTAURANT - NIGHT

A fast food
joint at the side of the road.

INT. FAST FOOD

RESTAURANT - NIGHT

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

Finally ...

SAM

I want to get
the body.

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

PAUL

You do that.
We'll wait for your ass right here.

Sam leans
forward in his seat. Intense.

SAM

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

TERRY

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

SAM

There were
fucking gears, for Chrissake.

PAUL

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

JULIA

We've already
got a picture, Sam.

SAM

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

TERRY

(adamant)

I'm not going
back there.

SAM

Let Julia
decide. It's her camera.

The group
stares at Julia. She remains silent.

PAUL

Your call.

Julia stares
back at all of them. A moment.

A small CHILD

begins CRYING and SCREAMING in the restaurant. Julia flinches at the
unexpected

sound, glancing over at the child's parents as they quiet him down.

She rises from
the table.

JULIA

I have to use
the bathroom.

She walks
straight into the bathroom.

After she's
gone ...

TERRY

I'm not going
back there.

INT. FAST FOOD

RESTAURANT - BATHROOM - NIGHT

Large and

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

mirror.

A toilet

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

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

purse.

Water DRIPS

from one of the leaky pipes in the bathroom while the fluorescent bulb over the

mirror CRACKLES softly. Julia is about to brush her hair, but something unnerves

her. She cocks her head slightly. A feeling.

She turns

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

Empty and quiet.

She starts

brushing her hair. A few moments pass. Then, she stops and listens to the water

DRIPPING from the pipe. Julia turns back around and looks at the bathroom.

One of the

stall doors all the way at the end is now slightly open. Not much.
Just enough

to reveal a patch of darkness and gloom within.

The sound of

water dripping abruptly stops. Silence follows.

Julia looks

like she's about to crawl out of her skin. She quickly shoves her
brush back

into her purse and leaves.

INT. FAST FOOD

RESTAURANT - NIGHT

Julia walks

towards her friends as they collect themselves. Everyone is slow
getting their

stuff together.

JULIA

I want to

leave.

PAUL

Hold up. We're
coming.

The CHILD

starts CRYING again. Pointing at the bathroom.

This disturbs
Julia further.

JULIA

Paul?

PAUL

Okay. Slow
down.

The group
leaves the table.

EXT. FAST FOOD

RESTAURANT - PARKING LOT - CONTINUOUS

The group

emerges from the restaurant. The parking lot is almost deserted. No people are

in sight.

Julia moves

leisurely towards the Range Rover, just ahead of Terry and Sam -- but she'd walk

a lot faster if Paul's arm weren't draped around her shoulder. She looks tight

and nervous. Her eyes scanning the parking lot.

The cars are

empty. Sidewalk litter dances in the wind.

INSIDE ONE OF THE PARKED CARS, A FEATURELESS

SHAPE IS SITTING BEHIND THE WHEEL. THE SHAPE TURNS AND STARES AT

THEM.

Everyone piles

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

car.

He's still

watching them.

Everyone piles
into the car.

INT. RANGE

ROVER - CONTINUOUS

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

EXT. SANTA MIRA - TOWN STREET -

NIGHT

The Range Rover
heads off into the woods.

EXT. CABIN -

NIGHT - ESTABLISHING

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

INT. CABIN -

BASEMENT - NIGHT

The basement is

saturated in a bright red light. Julia is developing a photograph within a small

basin. Paul and Terry are seated on the stairs. Sam is pacing.

SAM

How much

longer?

JULIA

Thirty seconds.

It's coming out.

SAM

I still think

we should get the body.

We could drive

out there, haul it into the car ...

PAUL

I'm not loading
that thing into my car.

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

Julia lifts the
developed picture out of the basin.

JULIA

Done.

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

SAM

What is it?

What does it look like?

The photograph

is blurred. The body is indistinguishable.

JULIA

Damn.

SAM

What happened
to the picture?

JULIA

Out of
focus.

SAM

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

JULIA

Sam, this is a
professional camera with a zoom lens. You can't just point and shoot.

A quiet moment
as they stare at the picture.

PAUL

Well, so much
for that.

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

After he's gone

...

TERRY

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

(then)

He'll get over

it.

EXT. SANTA MIRA

COASTLINE - BEACH - DAY

Cloudy and

overcast. A set of colorless waves CRASH into the rocks. Sam and Julia and Terry

walk just beyond the rippling surf, arguing with each other.

SAM

I can't get

over it. That thing looked wrong. Completely wrong.

JULIA

Of course it

looked wrong. Paul rammed it with his car.

SAM

What about the

blood? It wasn't red ... it was black -- it was like ... oil coming from

a busted engine.

JULIA

I must've
missed that.

SAM

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

TERRY

(measured)

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

Sam turns back
to Julia --

SAM

I'll pay you to
take me back.

JULIA

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

SAM

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

JULIA

Ask Paul.

SAM

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

Julia stares at
him.

JULIA

It's a dead
animal.

SAM

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

JULIA

A picture of
what?

Beat.

SAM

A monster.

A set of
foaming waves HISS as they slide along the sand.

Julia stands

with her arms folded. There's something really creepy about it which she doesn't

want to admit.

JULIA

Monsters don't

exist.

SAM

What...?

(pause)

Sayin' yes ...

or saying no?

Julia stares at

him, deadpan. Sam just stares right back.

EXT. FOREST

ROAD - DAY

The same lonely
stretch of road from the night before.

The Range Rover

appears around a corner and pulls over to the side of the road. Julia
opens her

door, camera in hand, and gets out. Sam follows her lead.

SAM

This is it?

JULIA

I think so. You

can see the way the road turns sharply to the left. The rest of the
drive was

straight.

SAM

You've got

film, right?

JULIA

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

Julia and Sam

start searching the ditch. Feet crunching in the dirt. Moving away
from the

car.

A soft THUMP

echoes from somewhere in the woods. A place just beyond the wall of
pine

branches and shrubbery that shivers in the breeze.

Sam and Julia

look around. They wait. Nothing. Nobody.

SAM

(slight

grin)

The Boogeyman

lives here.

JULIA

So will you if
you keep talking like that.

They keep
walking. A beat passes.

SAM

Julia? Can I
ask you something?

JULIA

Go ahead.

SAM

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

JULIA

What
feeling?

SAM

That we were
being chased.

Julia doesn't
say anything.

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

A BODY ...

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

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

JULIA

There's your
monster.

SAM

That's a
dog.

JULIA

Right.

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

SAM

That's not what
I saw.

JULIA

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

A long moment.

Sam stares back down at the Doberman's body.

SAM

That's not what

I saw.

CLOSE ON THE

DOG

Eyes slightly

open. A misshapen form plagued with flies.

The sound of

INSECTS SWARMING drowns out the WIND HISSING through the trees.

EXT. FOREST -

WALKING TRAIL - DAY

Paul is jogging

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

surround him.

Suddenly, the

birds stop singing. Paul becomes aware of this. He stops running and looks

around. The forest is deathly still.

The sound of a

TWIG being crushed underfoot. Then nothing.

Another moment.

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

EXT. SANTA MIRA

- TOWN SQUARE - DAY

A picture

postcard community consisting of quaint storefront shops and manicured parks.

Paul stands

right in front of a freshly painted realty office building with a picketed

fence, sipping a Coke, watching a HOMELESS WOMAN across the street SCREAMING and SHOUTING at traffic. She's right next

to the parked Range Rover.

Julia walks out
of the realty office.

PAUL

Finished?

JULIA

Done. The cabin
has a buyer.

PAUL

What about the
movers?

JULIA

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

The homeless

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

space.

PAUL

Good. She's

leaving. I thought we were gonna have to make a run for the car.

JULIA

I feel sorry

for those people.

PAUL

Me too. But

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

JULIA

People are

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

PAUL

She's doing a

good job. Kept me away.

They start

crossing the street towards the car.

JULIA

How does

someone end up like that?

PAUL

I think we're

witnessing it first-hand with Sam. What did you guys find on the road anyway?

JULIA

A dog.

Paul stares at

her. Surprised.

PAUL

Really?

JULIA

Yeah.

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

PAUL

You just like
being right.

JULIA

(grins)

Damn
straight.

EXT. CABIN -

WALKING TRAIL - DAY

Sam heads away

from the cabin, his drawing sketch pad under his arm, moving into the woods.

INT. CABIN -

BASEMENT - DAY

A picture is

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

Her expression is distant. Tortured.

Bathed in the

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

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

waits. Rocks the basin a bit.

The TIMER in

the basement TICKS.

The picture

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

Julia frowns

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

tangible. She lifts the photo out of the basin. Mystified.

CLOSE ON: THE

PHOTO

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

EXT. WOODS -

WALKING TRAIL - DAY

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

CLOSE ON: THE

DRAWING

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

INT. CABIN -

LIVING ROOM - NIGHT

A warm and
comfortable cabin. Simple and subdued.

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

JULIA

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

PAUL

(not
paying attention)

Okay.

He keeps
watching.

JULIA

Today.

PAUL

I'm busy.

JULIA

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

PAUL

(defensive)

They're
friends.

JULIA

Oh yeah? What
are their last names?

They sit face

to face. Paul is speechless for a moment, then impatiently takes the photograph

and looks at it.

PAUL

I don't see

anything.

He puts the

photo down and gets back to the chat room.

JULIA

You didn't even

look.

PAUL

(he

didn't)

I looked.

JULIA

There's

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

there.

PAUL

I know. Usually

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

Paul smiles at

her. Completely smug. Julia stares right back.

JULIA

Give your

"friends" my best.

Julia takes the

photograph and leaves. Paul types into his computer: "JULIA SENDS HER BEST." The

message pops up next to his user name. Within seconds, several other user names

in the chat room respond with "WHO'S JULIA???"

INT. KITCHEN -

NIGHT

Terry is

sitting on the counter, twirling her hair and chatting on a CELL
PHONE. Julia

enters the kitchen.

TERRY

(on
the phone)

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

(beat)

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

JULIA

(quietly)

I need you to
look at something.

Terry nods.

TERRY

Hold on.

JULIA

Here.

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

TERRY

(polite)

Nice
picture.

She gets back
to her phone conversation.

TERRY (cont'd)

I'm back.

(beat)

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

Uh-huh. Thank God for AirTouch.

Frustrated,

Julia takes the picture and leaves the kitchen.

EXT. CABIN -

FRONT PORCH - NIGHT

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

Julia wanders

outside holding some of the developed photographs from the party. Sam is sitting

on the front steps, working on his drawing.

JULIA

Sam? Could you

look at...

Sam looks up

from his drawing pad.

SAM

What?

Beat.

JULIA

Never mind.

Julia sits on

the porch glider and looks through the photos. The little girl looking back over

her shoulder. The blurred shape inside of the shed.

A moment

passes. Julia shuts her eyes as a slight breeze comes up. She slips into a

dream-like state, calm and relaxed, before opening her eyes to find ...

THE BLOND

STUDENT

Sitting back on

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

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

in the dark.

Their eyes

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

It's all very

dream-like.

INT. CABIN -

BEDROOM - NIGHT

A spacious
bedroom. Typical.

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

JULIA

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

PAUL

Someone's
overreacting.

JULIA

Would you look
at it again?

PAUL

I already did.

And I still don't see anything.

Paul gets into

bed.

JULIA

That little

girl said there was a monster in the shed.

PAUL

(kisses

her)

It was probably

another dog. Good night.

He switches off

the light. Paul turns over and goes to sleep.

Julia sits for

a moment in the dark. Alone with her thoughts. She looks over at the walk-in

closet across the room.

The closet door

is slightly open. Just a crack. Not enough to provide any clear view of what

lies within, but just enough for something -- monsters included -- to peek

out.

Julia stares at

the closet. Spooked. She knows better, but it's dark and her primal fears are

taking control.

JULIA

(to

herself)

Stupid.

She gets out of

bed and tiptoes to the closet, shutting the door. Then she gets back into bed.

Smiling to herself, she goes to sleep.

EXT. CABIN -

NIGHT

The wind is
picking up. Trees rustle.

INT. CABIN -

BEDROOM - NIGHT

The clock on
the night table reads 3:15 AM. Julia turns over in her sleep and stirs
awake.
She groggily looks over towards the closet. Julia practically sits up
in
bed.

THE CLOSET DOOR IS WIDE OPEN.

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

JULIA

(a
whisper)

Paul?

Her hand finds

nothing but sheets and empty space. There's nobody there. She quickly
turns to

locate her boyfriend. But he's gone.

She tries to

switch on the light. CLICK.

The light stays

off. She tries again. CLICK.

Nothing

happens.

Then, she hears

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

Julia's throat

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

the floor.

There is

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

outside.

There is only

one place left to look. Julia cautiously steps down to the floor. Sinking down

on her knees, she gently lifts up the dust ruffle and looks into the inky

darkness underneath the bed. The space is empty.

Julia drops the

dust ruffle and sits up, GASPING.

A BLACK SHAPE

IS STANDING BEHIND HER.

Then, a

familiar voice comes from it.

PAUL

Hey ... it's
just me.

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

JULIA

The light
wouldn't turn on.

PAUL

Works now.

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

JULIA

Where were
you?

PAUL

I was cold so I

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

under the bed?

Julia isn't

quite sure how to answer. She's embarrassed.

JULIA

I thought there

was something in the room.

PAUL

(skeptical)

Something? Like

what?

INT. CABIN -

LIVING ROOM - DAY

SHRRRIIIIPPP.

Packing tape is pulled back from a roll.

Julia finishes

taping up a cardboard box. Terry is packing some books into another box of her

own.

TERRY

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

JULIA

I didn't know what else to say.

TERRY

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

JULIA

But I really did hear something.

TERRY

You're worse
than my boyfriend.

Julia looks
towards the front door.

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

JULIA

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

TERRY

That's an
understatement. I have a sinking feeling that sex is out of the
question for
this trip.

This sparks

something in Julia. She hesitates, looking through an open doorway where Paul

can be seen packing some clothes. Julia speaks to Terry in confidence.

JULIA

Do you

fantasize about other people?

TERRY

If I haven't

yet, I probably will by the time we're ready to leave.

Hesitant

beat.

JULIA

I've been

fantasizing about a guy.

TERRY

Anyone we
know?

JULIA

Blond. Good
looking. Nice body.

TERRY

I'd like to
know that.

JULIA

(hushed)

He has a
Superman tattoo on his shoulder.

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

TERRY

No.

JULIA

Yes.

TERRY

No.

JULIA

Yes.

TERRY

When did this
start?

JULIA

Sam's party. I

walked out of the bathroom and he was changing out of his suit. He
lost his tie,

his shirt ... and then he spotted me.

TERRY

What did you
say? Keep going?

JULIA

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

TERRY

Fuck yeah.
Power to the people.

JULIA

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

TERRY

(continuing)

He never gets
upset about anything ...

JULIA

What the hell
is wrong with me?

TERRY

It's just a
fantasy.

JULIA

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

Terry
stares.

TERRY

Wow.

JULIA

I know. Don't

tell Paul about this. I'd rather not test the whole "he never gets
upset about

anything" part.

TERRY

Are you

okay?

JULIA

I don't know. I

think I'm flipping out. Seeing things in pictures. Thinking that
there's a

monster in my closet.

TERRY

(rising)

You're being

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

it.

Julia

reacts.

JULIA

Your closet was

open?

TERRY

Having to wash

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

She walks out.

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

INT. CABIN -

HALLWAY - DAY

Julia is

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

slightly open.

JULIA'S POV

Within the

bathroom. The BLOND STUDENT is toweling off. Completely naked. The tattoo

plainly visible on his shoulder. His eyes lock on hers.

Julia REACTS,

and runs straight into Paul. She JUMPS.

JULIA

Jesus. You

scared me.

PAUL

I'm sorry.

JULIA

It's okay. I

wasn't looking.

PAUL

I'm going for a
run.

JULIA

Okay. See you
when you get back.

(remembers)

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

PAUL

(confused)

Huh?

JULIA

The closet.

Last night. You left it open.

PAUL

I closed it

after I got my sweatshirt.

JULIA

Did not.

PAUL

Serious. I

thought you opened it.

JULIA

Wasn't me.

A moment.

PAUL

Well damn,

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

He kisses her

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

running down her spine.

INT. BEDROOM

CLOSET - DAY

The door slowly

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

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

boxes stacked on shelves. Shadows.

Julia moves

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

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

Tick-tick.

The light still

won't come on.

Julia carefully

looks through some of the clothes. Nothing. She kneels down and checks the

floor.

A long CREAKING

behind her. The natural light fades.

Julia looks

over her shoulder, a bit skittish, as the closet door eases back towards the

doorjamb. But there's nobody there. Just the faintest hint of a draft.

Julia keeps

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

Searching.

Then, she spots

something glittering in the ribbon of light coming from the closet doorway. A

small object resting in the corner. Julia reaches down and picks it up
...

A PIECE OF

METAL ...

Small and

intricate with erratic markings. Twisted and strangely ornate. The shape and

texture of the metal is almost completely alien.

Julia holds the

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

CRASH. Julia

SCREAMS, dropping the object and whirling around as a cardboard box SMASHES down

behind her. Tumbling from one of the shelves above. Old shoes scatter across the

floor.

Julia catches

her breath. Heart pounding.

On the floor,

the metal object sparkles in the light. A draft HISSES through the open closet

door.

EXT. FOREST

ROAD - DAY

The Range Rover
races down the empty road.

INT. RANGE

ROVER - DAY

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

EXT. SANTA MIRA

- FOREST ROAD - DAY

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

EXT. SANTA MIRA

- LIBRARY - DAY

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

WELCOME TO THE FOUNDER'S DAY FAIR

INT. LIBRARY -

READING ROOM - DAY

The stacks are

deserted and still. Julia sits at a reading table, flipping through a book,

surrounded by long rows of bookshelves.

INTERCUT - THE

BOOK

Julia flips

from page to page, allowing momentary glimpses of various drawings:
vampires,

werewolves, witches, a ghastly thing crawling out from under a
maiden's bed.

ON JULIA

as she puts

down the book and grabs another from a stack on the table. She opens
it and

starts paging through.

CLOSE ON - THE

BOOK

As Julia finds

a drawing of a sleeping child. Just beyond the bed is an open closet door, the

horrid face a MONSTER watching the child from within.

Julia shivers

down to her soul. A familiar feeling of late.

A slight

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

--

A YOUNG BOY

Ten years old.

Tow-haired. Sitting a few tables away but almost directly opposite her. He's

wearing a Superman shirt.

He smiles

timidly and waves. Julia waves back.

A THUMP behind

her. Julia turns and looks over her shoulder. She barely catches sight of a

shadow slipping across the wall in the stacks.

The SCRAPING of

chair legs against the cold floor. Julia looks back towards where the BOY was

sitting. The chair is pushed back and empty.

Another

THUMPING in the stacks. Then silence.

A feeling of

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

EXT. CABIN -

NIGHT

It's getting

dark. Moonshadows shift across the lawn.

INT. CABIN -

LIVING ROOM - NIGHT

Soft rock seeps

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

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

toasted. Cardboard boxes and CANDLES are everywhere.

Sam is sitting

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

from the library.

JULIA

(takes

a hit)

Monsters.

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

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

with this stuff.

PAUL

You did a good

job last night.

Julia hands him
the metal object from the closet.

JULIA

And this? What
do you make of this?

PAUL

Where'd you
find it?

JULIA

In the closet
you didn't leave open.

TERRY

What's she
talking about?

PAUL

(wearisome)

My girlfriend

believes in the Boogeyman.

JULIA

I never said it

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

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

PAUL

Julia. It's

piece of shit.

TERRY

I disagree.

Julia turns

hopefully to Terry --

JULIA

Yes?

TERRY

It's the
physical representation of a piece of shit.

Pot-induced
laughter. Julia takes back the object.

JULIA

You're not
being objective about this. Have either of you ever been scared?
Really
scared?

PAUL

I'm scared
right now that you've smoked too much.

JULIA

Paul ...

PAUL

Okay. Sure.

I've been really scared.

JULIA

Like when?

Beat.

PAUL

Maybe when we

hit the dog.

Sam looks
unsettled.

SAM

You mean

this?

Sam tosses his

sketch pad into the center of the floor. Everyone leans forward,
getting a good

look at Sam's detailed drawing of --

THE ANIMAL LEG

...

Completely

fleshed out with distinct mechanical parts hinged into flesh and bone.
Almost as

accurate as a photograph.

SAM

(cont'd)

That thing we

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

(then)

It was a

monster.

Julia picks up

the drawing as Paul peers over her shoulder. The picture looks particularly

unsettling in the flickering firelight.

It almost looks

alive.

INT. CABIN -

LIVING ROOM - NIGHT

It's late. The

fire is dwindling. Terry and Sam have both passed out. Julia relaxes on the

floor, staring at Sam's drawing while resting in Paul's lap.

JULIA

I can't believe

Sam drew this.

PAUL

I can. He's

been acting like a freak.

Beat.

JULIA

You think we
could've been wrong?

PAUL

About what?

JULIA

About the dog.

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

wrong body.

PAUL

Can we drop
this? Please?

JULIA

I just want to

know ...

PAUL

(clipped)

Stop.

JULIA

I just want to

know what's going on.

PAUL

Nothing's going

on. Here, give me the drawing.

JULIA

I'm not done

yet.

PAUL

Your hands are
shaking. Come on, Julia. Give yourself a break.

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

JULIA

We need to talk
about this.

PAUL

Tomorrow. Just
relax.

Paul begins
stroking her hair. Gently and repeatedly.

JULIA

Just for a
minute.

Julia looks

really tired. She closes her eyes for a moment as Paul's steady breathing fills

the room. The she opens them, turns her head and gazes at ...

THE BLOND

STUDENT ...

Sitting in a

chair. Smoking a cigarette. Smiling down at her.

She cranks her

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

her hair.

JULIA (cont'd)

Nice.

PAUL

(soft)

You're tired.

Go to sleep.

Her breathing

becomes more steady.

In the

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

THE SOUND OF

MACHINES ...

Grinding and

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

over ...

DREAM

SEQUENCE - A SERIES OF SHOTS

Quick FLASHES

OF IMAGES which are strung together:

(a) A turbine

driven by a cloud of pumping steam.

(b) The

Superman tattoo on the Blond Student's shoulder.

(c) A Doberman

running across a road.

(d) A man

limping along wearing leg braces and using steel crutches.

(e) A woman's

hands slipping over a young man's bare chest.

(f) A back

brace being locked into place.

INT. FAST FOOD

RESTAURANT - BATHROOM - NIGHT (DREAM SEQ.)

The stall door

at the far end of the bathroom eases open.

INT. ASYLUM - SNAKE PIT - NIGHT (DREAM

SEQ.)

THERE IS NO

SOUND except for the HUMMING OF MACHINES.

Julia stumbles

through the snake pit. MENTAL PATIENTS stagger around her. Many of them are

dressed like homeless people. Staring into space. Bodies twitching and gnawing

on their fingers. Lying in their own urine.

Julia looks

skyward towards a SCREEN that doubles for a ceiling. Dark figures are standing

on the screen, looking down at them.

A pair of

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

Julia looks at

the wall as she walks.

JULIA'S POV -

shadows move across the wall. Almost like ripples in water.

BUT THE SHADOWS GRADUALLY BECOME THE GROTESQUE

SILHOUETTES OF HUMAN BODY PARTS -- ARMS, LEGS, HEADS, FEET -- HANGING AND

ROCKING GENTLY FROM HOOKS

INT. CABIN -

LIVING ROOM - DAY (DREAM SEQ.)

Blood trickles

down over the Superman tattoo.

INT. FAST FOOD

RESTAURANT - BATHROOM - NIGHT (DREAM SEQ.)

Clawed fingers

slide around the open stall door.

INT. ASYLUM -

CORRIDOR - NIGHT (DREAM SEQ.)

A HOMELESS

PERSON is having a seizure. Propped against the wall. Shaking
horribly. His head

and body are entirely covered with braces that form a metal
exoskeleton.

INT. DOCTOR'S

OFFICE - NIGHT (DREAM SEQ.)

A gynecology

exam. A woman's legs are held open by stirrups. A pair of hands protected by

rubber gloves cruelly insert a large alien-looking METAL OBJECT -- which is

nothing but sharp tentacles and angles -- between the legs.

INTERCUT - A

SCREAMING FACE

A woman

shrieking through rotting teeth and blood.

INT. ASYLUM -

SURGICAL ROOM - NIGHT (DREAM SEQ.)

Julia steps

into the surgical room.

The LITTLE GIRL

from Sam's party is resting on a gurney. Her small body is clamped down with

metal bands. Her blonde curls draped over the edge. Her eyes open and staring at

nothing.

SOMETHING ELSE LURCHES INTO THE ROOM. MOVING

IN THE SHADOWS. A SURGEON ENCLOSED IN METAL BRACES AND HOLDING A PAIR OF

ALIEN-LOOKING SHEARS IN HIS HANDS.

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

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

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

The SOUND OF THE MACHINES is interrupted by
GLASS BREAKING.

INT. CABIN -

LIVING ROOM - NIGHT

Julia lurches
awake.

Paul and Terry

are lying immobile on the floor. Hundreds of candles have been placed
throughout

the room, bathing the cabin in a dull amber glow.

There is NO

SOUND.

Julia starts to

rise to her feet. Her fingers graze something sharp. She winces and snatches her

fingers away from ...

A BROKEN WINE

GLASS ...

Julia discovers

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

notices --

SAM ...

Sitting behind

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

Julia walks around him until she can see the sketch.

THE DRAWING IS

JULIA'S PORTRAIT.

Sam erases the
picture, working from the shoulders up.

There is still

NO SOUND.

Julia is

dumbfounded. She hears a slight noise coming from somewhere in the
cabin. A

small HISSING sound. Soft and unobtrusive.

Julia looks

around. The sound seemed to come from behind her. But there's nothing
in the

room. Her friends are still asleep. Sam is concentrating on his
drawing.

More HISSING.

Unmistakable this time. A diminutive SCRAPING, almost like fingernails
raking on

icy glass, slithering out from a darkened hallway.

She moves

towards the sound.

INT. CABIN -

HALLWAY - NIGHT

Julia creeps

into the hallway until she can barely see the rows of bedroom doors.
All of them

are closed shut.

The SCRAPING

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

Beckoning.

Julia reaches

out for the doorknob.

INT. CABIN -

BEDROOM - NIGHT

The door opens.

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

RESTING ON THE BED IS A BODY BAG. SO SMEARED

WITH BLOOD THAT THE CORPSE INSIDE ISN'T VISIBLE EXCEPT FOR ITS MASSIVE
BULK.

SOMETHING SCRATCHES ON THE BODY BAG FROM

INSIDE.

Julia's body

goes rigid. She can't force herself to move.

THE BODY BAG IS SLOWLY UNZIPPED FROM THE

INSIDE. STRETCHING DOWN THE LENGTH OF THE PLASTIC UNTIL THE BAG IS WIDE OPEN.

THE CORPSE INSIDE IS STILL HIDDEN.

As if drawn by

some alien force, Julia moves to the bed. Her entire body is shaking.

She reaches out

and carefully peels back the plastic.

Resting within

the body bag is THE LITTLE GIRL. Eyes puffed shut. Hair slicked with blood. Her

skin is livid. Her face is ghostly white and smeared with crimson gore.

Julia is frozen

in place. Heart pounding. Terrified.

THE GIRL'S EYES

BLINK OPEN AS SHE SHRIEKS BLOODY MURDER.

INT. CABIN -

LIVING ROOM - MORNING

Julia is

startled awake and groggily looks around the room. Paul and Terry are still in

the process of getting up.

PAUL

Look who's

up.

(smiles)

You sleep

well?

Julia STARES

back. She looks pretty freaked.

PAUL (cont'd)

Uh-oh.

TERRY

I didn't sleep

well either. I dreamt that all these cockroaches were eating my legs.

PAUL

You want to

trade? Right before I woke up, my head exploded and all these snakes came

out.

TERRY

Where's

Sam?

PAUL

Probably went

to bed.

Terry nods as

she rises to her feet.

TERRY

I need a hairbrush. And a
facial.

She stumbles
into the hallway. Paul turns to Julia.

PAUL

You had
nightmares too?

JULIA

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

Paul winces and
rubs his temples.

JULIA (cont'd)

What's
wrong?

PAUL

Headache. I'll
be fine.

Terry briskly
walks out the hallway. She looks alarmed.

TERRY

You guys.
Something's wrong.

INT. CABIN -

HALLWAY - DAY

The group walks
towards one of the bedroom doors.

TERRY

It's Sam. I

can't get the door open.

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

PAUL

Sam, open
up.

No answer. He
POUNDS harder.

PAUL (cont'd)

Sam?

TERRY

He won't
answer.

JULIA

Maybe he can't

answer.

Paul shoves

hard against the door. But it still won't give.

PAUL

What about the

bathroom door? It connects to your room.

TERRY

I tried it.

It's locked.

Paul turns the

doorknob and throws all his weight against the door, trying his best to bust it

down. No such luck.

PAUL

(voice

rising)

Sam?

He tries again

and again. WHOOMP! WHOOMP!

WHOOMP! The

door inches open. Just a crack.

PAUL

(cont'd)

Help me out

with this.

Paul and Julia

push on the door, forcing it wider.

INT. CABIN -

GUEST BEDROOM - DAY

Paul struggles

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

the door, and stumbles into the room.

THE BEDROOM IS A DISASTER AREA.

Clothes and

smashed glass cover the floor. Mirrors have been shattered. Most of the

furniture and portions of the bed have been piled in front of the door, creating

an almost impassible barricade. The window is wide open, the curtains billowing

in the breeze.

Julia and Terry

make their way into the room. Stupefied.

PAUL

Careful of the

glass. Don't step on it.

Total silence.

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

JULIA

What

happened?

PAUL

(frozen)

You got me.

EXT. WOODS -

WALKING TRAIL - DAY

Paul and Terry
are walking along the trail. Searching.

TERRY

(calling)

Sam?

No reply. Her

words sound hollow in the empty forest as they keep moving, passing
behind huge

pine trees that obscure them from view.

A soft breeze

rises up and HISSES through the trees.

INT. CABIN -

GUEST BEDROOM - DAY

Julia is

cleaning the mess in the room. She's just finished tossing a few shards of

broken glass into a garbage bag when she FLINCHES and draws her index finger

back.

The finger has

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

wound.

INT. CABIN -

LIVING ROOM - DAY

Terry looks

beside herself. Paul and Julia are seated.

JULIA

He must have

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

TERRY

We have to call
the police.

JULIA

You looked
everywhere?

PAUL

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

TERRY

He might be
sick. He might need help.

JULIA

I can't

understand why he'd do something like this.

PAUL

He was acting
nuts. Really nuts.

TERRY

(impatient)

I need a
phone.

PAUL

Wait. I've got
my cell.

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

AND THE PHONE

RINGS.

Almost on cue.

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

TERRY

Hello?

(beat)

Sam?

...

Julia and Paul

sit up in their seats.

TERRY (cont'd)

Where are you?

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

(beat)

How did you get

there? ...

Terry hurriedly

grabs a pen. She starts writing on a pad.

TERRY (cont'd)

Just a minute.

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

(beat)

Sam, what's

going on? What happened? ...

(then)

Sam? ... SAM?

...

She hangs up

the phone.

PAUL

Where is

he?

TERRY

San

Francisco.

JULIA

What?

TERRY

I don't know.

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

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

Beat.

JULIA

You still want

to call the police?

Silence. Terry
doesn't respond to this.

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

EXT. BUS DEPOT

- NIGHT

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

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

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

JULIA

Did you get his
parents?

TERRY

It was the

wrong number.

JULIA

Didn't Sam give
you that number?

TERRY

Maybe I wrote
it down wrong.

Terry winces a
bit. She massages her legs.

PAUL

Are you
okay?

TERRY

My legs are
killing me.

JULIA

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

TERRY

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

The bus arrives
in front of the depot.

TERRY (cont'd)

There's my
ride.

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

JULIA

This is Paul's
cell number. You call us. Let us know what happens.

TERRY

I just need to

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

that.

JULIA

Okay.

TERRY

Thanks.

Terry hugs

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

PAUL

Remember. Call

us.

TERRY

I will.

Carrying her

suitcase, Terry backs toward the door, smiling sadly at Julia and Paul as she

opens it.

TERRY (cont'd)

It'll be okay.

Everything's okay.

Her voice

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

Paul places his

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

INT. CABIN -

LIVING ROOM - DAY

Julia is

cleaning up. She kneels down and picks up some of the melted candles and beer

bottles.

Paul walks into
room holding a broken picture frame.

PAUL

I talked to the
movers.

JULIA

Why didn't they
show up?

PAUL

The company has
no record of the order.

Beat.

JULIA

What?

PAUL

I know. It's
crazy.

JULIA

Are they coming
now?

PAUL

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

JULIA

How long?

PAUL

Three days.

JULIA

(exhausted)

Shit.

Paul holds out
the mangled frame.

PAUL

I also found
this in the guest bedroom. Sam knocked one of the packing boxes over.
This was
inside.

Julia takes a
look at the frame. It's the same picture from her room of herself with
her
mother. The broken glass has torn the photograph.

PAUL (cont'd)

I wasn't sure
if you wanted to keep it.

JULIA

No. I've got
one.

Beat.

JULIA (cont'd)

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

(beat)

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

(emotional)

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

PAUL

That's not

true.

Another

beat.

JULIA

I'm so worried

about Sam.

Julia drowns in

her thoughts. Paul touches her cheek.

PAUL

Let's get outta

here.

JULIA

(smiles)

Good idea.

PAUL

I'll get my
keys.

Paul walks out.

Julia places the frame on the coffee table.

She notices

something on the floor. Julia squints. It's a small object resting in
the corner

... almost hidden from view. Julia reaches into the shadows and picks
up ...

ANOTHER PIECE OF METAL WITH STRANGE MARKINGS.

EXACTLY LIKE THE ONE FROM THE CLOSET.

Julia stares at

the object in her palm. Surprised.

JULIA

(to

herself)

Where are these

coming from?

EXT. SANTA MIRA

- **PARK - DAY**

A warm summer

afternoon. The entire town has congregated in a park with a breathtaking view of

the ocean. MUSIC and NOISE. A huge banner draped over the street reads ...

SANTA MIRA

CELEBRATES THE 45TH ANNUAL FOUNDER'S DAY FESTIVAL

Julia navigates

her way past the booths and thrill rides that have been erected on the lawn. She

watches some passersby.

JULIA'S POV ...

as A MOTHER talks on a cell phone while her six year-old DAUGHTER tugs at her

sleeve. Trying to get her attention. The mother keeps pushing the child away as

she talks.

Julia observes

this scene until she hears ...

WOMAN'S VOICE

(O.S.)

I'm your
mother.

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

A HOMELESS

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

HOMELESS

WOMAN

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

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

HOMELESS

WOMAN (cont'd)

(futile)

I'm your mother

...

Julia stares
helplessly.

EXT. PARK -

CAROUSEL - DAY

Spinning

merrily in the center of the park. Bright lights. Loud CALLIOPE MUSIC.
Young

kids and teenagers occupy the horses and benches.

Julia slowly

walks towards the carousel, snapping pictures of the children and
whirling

lights. Behind her, the sound of a SCREAMING CHILD rises above the
music and

laughter. She turns and finds a two year old BABY sitting on her
father's

shoulders, crying and pointing at --

THE YOUNG BLOND

BOY ...

Wearing his

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

He makes eye

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

CLOSE ON: THE

CAROUSEL

Gears turning.

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

rotating near the grass.

The CALLIOPE

MUSIC becomes the HUMMING of MACHINES.

EXT. SANTA MIRA

- PARK - NIGHT

Julia is

wandering through a maze of shooting galleries. She searches through the crowds

of teenagers and children at the booths. Finally, she locates ...

PAUL ...

Approaching her

with a large Teddy Bear under his arm.

JULIA

Where did you

go?

PAUL

Basketball

toss. I won this for you.

Julia smiles at

the bear.

JULIA

You sure you

want to give him up?

PAUL

(nice
smile)

I think he'd
crowd my Barbie collection.

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

JULIA

You okay?

PAUL

Head still
hurts.

JULIA

Need some
aspirin?

PAUL

Already took
some. I'll be okay.

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

PAUL (cont'd)

Hey, look. Want
to get your palm read?

JULIA

As long as
you're feeling up to it.

PAUL

I am. Come

on.

Julia spots

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

JULIA

Just a minute.

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

PAUL

"The past

through possessions?"

(unimpressed)

Scam city.

JULIA

And palm

reading isn't?

She's got him

there.

PAUL

All right. I'll
meet you over there.

JULIA

Thanks.

She kisses him
quickly. They split up.

EXT. PALM

READER'S BOOTH - NIGHT

Paul approaches
the booth.

An

African-American woman in her mid-forties, TESS, sits behind the
counter. Loose

and upbeat. Wearing more colors in her clothing than even a rainbow could

provide.

PAUL

Can you read my

palm?

She grins.

TESS

You got five

bucks?

EXT. PSYCHIC

BOOTH - NIGHT

Julia walks to

the front counter of the booth.

A pair of women

are sitting behind the counter, but the one who sticks out is ROSEMARY, sixty,

psychic and clairvoyant. She wears a purple kaftan which barely hides her

weakness for ice cream and cookies.

ROSEMARY

Can we help

you, honey?

JULIA

You can tell me

things just by holding something of mine. Right?

ROSEMARY

Absolutely. I

have a perfect track record. I found two missing children in the spring of '74,

and helped the state police catch a murderer in '81.

JULIA

Wow. That's

amazing.

ROSEMARY

(sourly)

My

grandchildren aren't quite as impressed.

(a

little brighter)

What did you

want me to look at?

Julia reaches

into her pocket and gently places something on the counter in front of

Rosemary.

THE METAL

OBJECTS FROM THE CLOSET AND THE LIVING ROOM.

EXT. PALM

READER'S BOOTH - NIGHT

Tess takes

Paul's hand.

TESS

So what do you
want to know?

PAUL

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

TESS

(knowingly)

You and your
father don't get along.

PAUL

No.

TESS

Something

happened?

PAUL

My parents got

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

He bows his

head a little. A tough subject for him.

TESS

Let's take a

look ...

Tess cocks her

head a little to the side. She looks confused.

TESS (cont'd)

(soft)

I'll be

damned.

PAUL

What's
wrong?

TESS

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

PAUL

How do you
mean?

TESS

According to
this, you don't exist.

OFF Paul, his
face turning white.

EXT. PSYCHIC

BOOTH - NIGHT

Rosemary

handles one of the metal objects, turning it over in her palm. Julia watches her

as she goes through this ritual.

ROSEMARY

This is
interesting.

JULIA

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

Beat.

ROSEMARY

Machines.

JULIA

Excuse me?

ROSEMARY

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

JULIA

Where did it
come from?

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

ROSEMARY

Something that
was alive.

Julia leans
forward in her seat.

JULIA

But you just
said it came from a machine.

ROSEMARY

I know.

JULIA

So how can a
machine be alive?

ROSEMARY

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

JULIA

I found the
larger one inside of a closet. Do you know how it got there?

Rosemary

continues meditating. Turning the object over between her fingers.
Staring at

it.

Gradually, she

falls into a trance. Her breathing slows.

ROSEMARY

We shed our

parts.

JULIA

What?

ROSEMARY

And our

skin.

JULIA

I'm sorry. What

are you talking about?

Rosemary is
oblivious to anything around her.

ROSEMARY

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

(beat)

Others need to
be harvested.

The other

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

ROSEMARY (cont'd)

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

(beat)

One of us will

be sacrificed. That will stop the machine. Then we can take whatever
skins are

inside.

(softer)

We can use

their parts.

Paul walks

up.

PAUL

Julia?

She motions for

him to be quiet.

ROSEMARY

We stopped the

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

PAUL

Julia. Let's
take off.

JULIA

Hold on.

ROSEMARY

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

PAUL

What's she
talking about?

JULIA

Wait just a
minute. Please.

Beat.

The objects

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

...

ROSEMARY

There are more

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

PAUL

Julia?

... and turning ...

ROSEMARY

We'll follow

them. We'll watch them.

(beat)

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

PAUL

(louder)

Julia?

The wind gently
HISSES through the booth's tent.

ROSEMARY

Maybe we'll
only take one ...

(beat)

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

A sudden gust
of wind rises through the tent as ...

THE POWER FAILS

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

PITCH BLACK.

The sound of

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

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

park.

Above them, the

wind HISSES through the trees.

EXT. CABIN -

DRIVEWAY - NIGHT

Julia sits on

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

PAUL

So the power

went out. That doesn't mean anything.

JULIA

Did you hear
what she said?

PAUL

No.

JULIA

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

PAUL

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

JULIA

She said it was
waiting for us.

PAUL

Oh sure. An

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

JULIA

It wanted to
stop the car.

PAUL

Why?

JULIA

Something about
needing parts.

PAUL

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

JULIA

She said there
were more of them.

PAUL

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

JULIA

But it's not
just that.

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

JULIA (cont'd)

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

PAUL

What is it?

JULIA

I feel like
something's missing.

PAUL

Something?

JULIA

I don't know.

It's on the tip of my tongue. I just feel like ever since we woke up
that

morning, something's not right. Like ... there's someone who should be
here

...

PAUL

Right. Sam.

JULIA

It's not

Sam.

(then)

Did that palm

reader say anything strange to you. Anything at all?

Paul hesitates.

He looks back at the night sky.

PAUL

No.

Beat.

JULIA

Can I use your

phone?

INT. LEVIN

HOUSE - LIVING ROOM - NIGHT

A traditional

home. The phone rings and Connor comes charging down the stairs. He answers

it.

CONNOR

Hello?

INT. CABIN -

BEDROOM - NIGHT - INTERCUT

Julia is

sitting on the couch.

JULIA

Connor. It's

Julia.

CONNOR

Oh. I thought

you were someone else.

JULIA

Nice to hear
your voice too.

CONNOR

You having
fun?

JULIA

(understated)

Not
exactly.

CONNOR

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

JULIA

You'll get in.

Listen, is Dad there?

CONNOR

No.

JULIA

Well could you
leave him a message?

CONNOR

Uh-huh.

JULIA

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

CONNOR

Okay.

JULIA

Don't
forget.

CONNOR

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

INT. DARKROOM -

DAY

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

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

INT. CABIN -

BATHROOM - DAY

Paul splashes

his face with water. He looks worse than he did the night before.
Weaker.

He grabs some

aspirin from the medicine cabinet.

INT. DARKROOM -

DAY

Julia leans

forward to get a better view of the developing picture. An image is
slowly

forming -- carousel horses, the vague outlines of poles and children.

INT. CABIN -

BEDROOM - DAY

Paul is

shirtless and doing one-armed push-ups. His muscles churn. His body
rises and

falls like a piston.

INT. DARKROOM -

DAY

The picture has

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

And something

else ...

An

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

INT. CABIN -

BEDROOM - DAY

CLOSER ON

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

The SOUND of

MACHINES pulsates and segues into ...

INT. DARKROOM -

DAY

Julia takes the

picture out of the developing basin.

WE MOVE INTO THE PHOTO - THERE'S A DARK SHAPE

STANDING IN THE MIDDLE OF THE CAROUSEL. BLURRED AND INDISTINCT. ALMOST
LIKE A

SILHOUETTE OR A SHADOW.

EXCEPT THAT IT'S WAVING AT THE
CAMERA.

INT. CABIN -

LIVING ROOM - DAY

Paul is sitting

on the couch, wearing a UCLA cross country tank top and tying his
shoes. Julia

enters from the basement. She's carrying a stack of developed
pictures.

JULIA

Paul, you have

to see this. The picture came out, but there's something really
strange in the

middle of it. Just like the other one of the shed.

He looks at the

picture.

PAUL

Looks like
someone on the carousel.

JULIA

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

PAUL

So there wasn't
enough light.

Paul rubs his
forehead. Julia is genuinely concerned.

JULIA

What's the
matter?

PAUL

My head feels
worse.

JULIA

Maybe you
should lie down.

PAUL

I have to go
running.

JULIA

No you
don't.

PAUL

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

JULIA

Not when you're
physically ill.

PAUL

I'll be
okay.

JULIA

Paul ...

PAUL

I'll be
okay.

(about
the picture)

Is that it?

JULIA

Not

exactly.

(beat)

When I saw this

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

PAUL

So?

Julia takes out

another photograph.

JULIA

I pulled this

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

She hands him

the picture.

JULIA (cont'd)

Look.

Paul's face

collapses into slack disbelief.

THE LITTLE GIRL HAS DISAPPEARED FROM THE
PHOTO. VANISHED.

Paul turns to

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

JULIA (cont'd)

What's going

on?

This time, he

doesn't have an answer.

EXT. WOODS -

WALKING TRAIL - DAY

Murky and

still. A few shafts of sunlight permeate the gloom.

Paul is jogging

along the trail, keeping a steady pace, the sounds of the forest all around

him.

EXT. CREEK

BRIDGE - DAY

The trail

snakes towards a wooden bridge that spans over a trickling creek. Paul runs

across, the soles of his sneakers SLAPPING on creaking wood.

He moves deeper

into the woods.

EXT. WOODS -

TRAIL - DAY

A lonely part

of the woods where almost all the daylight is blocked out by the trees.

Paul jogs along

the trail when he slows to a halt, sweaty and out of breath. His skin is pale.

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

from obvious pain.

PAUL

(very

soft)

Oh God

make it stop ...

He starts

walking forward again. Very slowly.

A slight

TINKLING sound as he kicks something at his feet. His eyes blink open as he

looks down ...

THERE ARE SEVERAL PIECES OF METAL LITTERING

THE TRAIL. ALMOST LIKE NUTS AND BOLTS, BUT ALIEN IN THEIR DESIGN.

Paul reaches

down and picks one of the bolts up. Studies it. He keeps walking,
following more

pieces of metal that lead off the footpath.

EXT. FOREST -

DAY

A darker spot

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

Paul enters the

forest, pushing back branches, following the trail of discarded metal
until he

freezes ... his eyes staring directly ahead at ...

CLUMPS OF BLACK

SKIN ...

Hanging from

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

shed.

Paul is

completely unsettled. He kneels down, picking up a flap of skin from
the ground,

peeling it away from a steel ROD dripping with oozing slime. Holds it up. It's

still black in color but almost transparent in the murky light.

The wind HISSES

through the trees, mussing Paul's hair.

Paul drops the

piece of skin on the ground.

The birds

abruptly stop singing in unison. The WIND CEASES.

Paul looks

around the forest. The sudden quiet has got him spooked. His arms and legs

stiffen. Paul can't even bring himself to move or breathe ...

UNTIL SOMETHING

DROPS ON HIS SHOULDER ...

Paul freaks and

whirls around, grabbing his shoulder to find

A PIECE OF SKIN

...

Clinging to

him. He rips it off and sprints for the footpath.

EXT. WOODS -

FOOTPATH - DAY

Paul sprints

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

back.

Behind him, the

wind HISSES through the trees again.

INT. CABIN -

LIVING ROOM - DAY

Julia comes up

from the basement. She hears COUGHING coming from the bathroom.

INT. BATHROOM -

NIGHT

Julia enters

the bathroom. Paul is retching and coughing into the toilet. Hair plastered to

his forehead. Pale as death. Shaking badly.

JULIA

Paul? What's
wrong?

PAUL

(feeble)

Sick.

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

JULIA

Oh baby ...

Julia brushes
the hair from his forehead. She freezes.

Just above his

temple is a SCAB. No bigger than the head of an eraser. Identical to the one on

Julia's finger.

JULIA (cont'd)

Paul? Where did

this come from?

PAUL

What?

JULIA

This scab.

Julia runs her

finger over the scab. Paul immediately reels from her touch, pain shooting

through his head, furious.

PAUL

JESUS! FUCK!

Julia is
shocked by the severity of his reaction.

JULIA

I'm sorry.

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

PAUL

Just don't
touch it.

JULIA

How long has it
been there?

PAUL

Ever since my
head started to hurt.

(then)

I think I'm
hallucinating.

JULIA

What did you
see?

PAUL

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

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

JULIA

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

PAUL

I can see a
doctor in Los Angeles.

(then)

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

Beat.

JULIA

Okay.

She squeezes
his shoulder and walks into --

INT. CABIN -

BEDROOM - DAY

Julia pulls out
their duffle bags and suitcases.

Paul's cell

phone RINGS on the table. Julia snatches up the phone and answers.

JULIA

Hello? ... Yes?

...

(then)

Wait a minute

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

Complete

astonishment storms Julia's face. Paul wanders in.

PAUL

Who is it?

JULIA

It's Terry.

Something went wrong.

EXT. SAN

FRANCISCO - ESTABLISHING - DAY

Gloomy and
overcast. Storm clouds are brewing.

EXT. SAN

FRANCISCO - STREET - DAY

The Range Rover
pulls down a crowded street.

INT. RANGE

ROVER - DAY

Julia is
sitting behind the wheel. Navigating traffic.

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

THROUGH THE

WINDSHIELD

The twisted

remains of a car accident has brought everything to a near standstill.
Police

are everywhere. An ambulance is parked along the curb, lights
flashing.

Julia leans

forward to get a better look.

JULIA'S POV

A TEEN ACCIDENT

VICTIM presses a white towel against his thigh. Blood gushes from it.
A huge

metal ROD sticks out of his leg.

EXT. SAN

FRANCISCO - STREET - DAY

The Range Rover

moves past the shredded cars involved in the accident. Twisted metal
covers the

street.

EXT. PACIFIC

HEIGHTS - LATE AFTERNOON

Summer rain is
falling. THUNDER ROLLS overhead.

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

INT. RANGE

ROVER - LATE AFTERNOON

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

JULIA

Sure you don't
want to come with me?

PAUL

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

JULIA

I'm worried
about leaving you here.

PAUL

(shrugs)

It's not like
he'll disown me.

JULIA

I know.

PAUL

And I really
need him right now.

More THUNDER.

Julia kisses his cheek.

JULIA

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

PAUL

Promise.

JULIA

See a
doctor.

PAUL

I will.

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

INT. PACIFIC

HEIGHTS RESIDENCE - FOYER - LATE AFTERNOON

A nice house.

Large and affluent.

The DOORBELL

CHIMES.

A few moments

pass before a sullen FIGURE arrives at the front door and pulls it open,

revealing ...

PAUL

standing on the

front porch. His wet hair plastered to his forehead, rain streaming off his

cheeks, his handsome face turned pallid and colorless.

He manages a

sheepish smile.

PAUL

Dad.

Standing at the

door is a man in his mid-fifties, MR. LOOMIS. A severe presence with a soured

and weathered face. He stares at Paul without any sign of emotion.

Paul notices

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

connect.

PAUL (cont'd)

I was hoping we

could talk ...

(beat)

I know we

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

(beat)

I was

hoping.

Beat.

PAUL (cont'd)

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

(beat)

I was hoping
you could help.

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

PAUL (cont'd)

I want to come
home. Please Dad.

(desperate)

Please let me
come home.

A moment of
silence.

PAUL (cont'd)

Please?

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

MR. LOOMIS

I don't know
you.

Paul is
devastated. He can barely utter a sound.

PAUL

I'm your
son.

Agonizing

beat.

MR. LOOMIS

I don't have a
son.

(then)

I don't know
you.

He slowly
closes the door. Paul begins weeping openly.

PAUL

Dad ...

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

EXT. SAN FRANCISCO - MARKET - LATE

AFTERNOON

Julia is standing near the entrance. Waiting
patiently.

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

VOICE

(O.S.)

Julia?

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

It's Terry. But

her once perfect appearance has become harsh and drawn. Her blonde
hair has been

colored dark brown. There are sagging circles under her eyes. Her skin
is

colorless. She moves quickly. Nervously.

Julia is

shocked.

JULIA

Terry?

Terry's hands

tremble.

TERRY

I'm glad you

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

JULIA

Why did you

change your hair?

Terry is about

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

face.

TERRY

We can't stay
here.

JULIA

Why?

TERRY

Where are you
parked?

JULIA

On the
street.

TERRY

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

Terry takes

Julia's arm and leads her out of the market.

EXT. SAN

FRANCISCO - STREET - CONTINUOUS

Terry is moving

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

up. Rain drenches them.

JULIA

What the hell

is going on? Where's Sam?

TERRY

He's dead.

This almost

sends Julia reeling. Her mouth falls open.

JULIA

What?

TERRY

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

JULIA

What happened
to Sam?

TERRY

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

JULIA

Warning against
who?

TERRY

Second, they

can control anything electrical or mechanical. Lamps. Cars. Phones.

JULIA

Terry, you're
not making any sense.

TERRY

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

JULIA

Tell me what
happened to Sam.

TERRY

I am telling
you.

(terrified)

They took him.

They made him disappear.

Julia stops

walking. Speechless.

EXT. SAN

FRANCISCO - COFFEE HOUSE - LATE AFTERNOON

A young COLLEGE

STUDENT is typing on his powerbook, oblivious to the TRANSIENT sitting on the

sidewalk, head buried in his knees, a sign at his feet reading "HELP ME."

CLOSE ON THE

POWERBOOK. A soft WHIRRING noise

seeping from the computer as the student types.

The WHIRRING

becomes the HUMMING OF MACHINES.

The Range Rover

appears on the street and moves past.

TERRY

(V.O.)

They take away

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

INT. RANGE

ROVER - SAN FRANCISCO - MOVING

Julia is behind

the wheel. Terry is devouring a cigarette.

TERRY

That's how they

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

JULIA

Did you try

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

TERRY

The number I

called at the bus station was his parents.

(cryptic)

We didn't hit a
dog on the road.

JULIA

But I saw
it.

TERRY

They switched
bodies.

JULIA

Who are "they?"
A cult? Killers?

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

TERRY

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

(then)

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

JULIA

They're
machines?

TERRY

Monsters.
They're monsters, Julia.

Julia stops at
a light.

A YOUNG GUY

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

Terry stiffens in her seat, watching him suspiciously.

Then, almost as

an aside, he winks at her.

TERRY (cont'd)

Drive.

JULIA

I can't.

There's a red.

TERRY

Then make a

right. Just keep driving.

Julia is

growing frightened by Terry's paranoia.

EXT. SAN

FRANCISCO - STREET - LATE AFTERNOON

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

INT. RANGE

ROVER - LATE AFTERNOON

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

TERRY

Remember when
we hit that thing with the car?

(hushed)

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

JULIA

How do you know

this?

TERRY

Sam told me. He
figured everything out.

JULIA

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

TERRY

They have flesh
and metal parts in their bodies. Sometimes they shed what they don't
need. But
other parts keep getting worn out or lost. So they take people
constantly to get
new parts.

JULIA

(soft)

That's not

possible.

TERRY

They wear the

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

people's skin. Or they're hiding in dark places. Alleys. Closets.

Julia is

horrified.

JULIA

Terry ...

please stop.

TERRY

They take other

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

remorse.

JULIA

I don't believe

this.

TERRY

That's why they

came after us. They got Joey first. At the cabin.

Julia is

dumbfounded.

JULIA

Joey?

TERRY

That's what Sam

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

doing to Joey ...

JULIA

Terry ...

TERRY

Stripping him

... taking his skin off ...

Julia pulls

over to the curb and stops.

JULIA

Who is Joey?

What are you talking about?

TERRY

(amazed)

You don't

remember?

JULIA

No.

TERRY

There were five

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

the same thing for Christ sakes.

JULIA

There were only

four of us. You. Me. Paul. Sam.

Terry is

shaking now. Complete fright.

TERRY

They got to

you. They got to you.

JULIA

Nobody got to

me.

Terry starts
collecting her things.

TERRY

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

JULIA

Where are you
going?

TERRY

To see my
parents.

JULIA

You can't just
leave.

Terry starts

weeping. Grabbing her legs and squeezing them.

TERRY

They put things

in my legs so they can track me. It hurts.

JULIA

(very

concerned)

Terry? What can

I do to help you?

Terry takes her

hand. Her eyes pleading.

TERRY

Remember me.

Please remember me.

From the street

outside the car, the sound of a TODDLER CRYING can be heard. Terry's head snaps

around. She stares out the windshield at the screaming child.

TERRY (cont'd)

They found me

again.

Before Julia

can react, Terry bolts from the car.

JULIA

Terry!

Julia

pursues.

EXT. SAN

FRANCISCO - STREET - LATE AFTERNOON

Julia pushes

and shoves her way along the sidewalk. Terry is running like a madwoman. Pure

unabated terror.

Terry rushes
down into a subway entrance. Julia follows.

INT. SUBWAY

STATION - LATE AFTERNOON

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

The doors open.
Passengers move off the train. Others get on.

Julia rushes
down the stairs and pushes past the arriving commuters. There's no
sign of
Terry. Julia keeps searching. Looks right. Then left. Finally, she
spots Terry
boarding the BART train.

JULIA

Terry!

Wait!

Julia rushes

forward, squirming through the crowd, until she reaches the doors just as they

SLAM CLOSED. She looks through the windows, trying to find Terry amongst the

crowd inside.

The train

starts to move.

Standing at one

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

is --

THE BLOND BOY

IN THE SUPERMAN SHIRT.

Staring

directly at her. Dark circles around his eyes.

He smiles at

Julia.

HIS TEETH ARE MADE OF METAL.

Julia stands

thunderstruck. The BOY in the window moves past.

The train

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

the platform.

Near the subway

entrance, a HOMELESS MAN with HOOKS FOR HANDS is convulsing as he sits against

the wall. Eyes wide open. Shaking horribly and staring at nothing.

INT. APARTMENT

BUILDING - UPSTAIRS HALLWAY - NIGHT

Quiet and dimly

lit. Several of the lights are burnt out, leaving the hallway drowning in

shadows.

The elevator

doors open. Terry exits and moves quickly down the hallway. Her face is

terrified. Sick.

She arrives at

an apartment. Terry fumbles with her keys.

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

Nothing there.

The hall appears to be empty and dark. One of the lights overhead is flickering

and BUZZING softly, providing

scant illumination.

She takes a step back ...

A soft TINKLING

sound at her feet. Terry looks down to find a few pieces of METAL littering the

floor. Nuts and bolts. Rods. Alien in design.

Terry's

paranoia rises to a fever pitch. She turns the key in the lock. Opens the front

door.

INT. APARTMENT

- LIVING ROOM - NIGHT

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

She moves briskly into --

INT. APARTMENT

- BEDROOM - NIGHT

An open

suitcase on the bed. Terry snatches up a PLANE TICKET and jams the ticket folder

into her purse. Slams the suitcase closed.

INT. APARTMENT

- LIVING ROOM - CONTINUOUS

Terry leaves

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

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

THE LIGHTS IN THE APARTMENT SIMULTANEOUSLY GO

OUT.

Terry is caught

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

Nothing.

SOMETHING BANGS

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

THEN STOPS DEAD.

Terry's

breathing quickens. She puts the suitcase down.

A crack of

THUNDER reverberates outside.

Moving with the

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

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

looks out into the empty hall.

SOMETHING

STARES BACK AT HER THROUGH THE PEEPHOLE.

Moving right in

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

midnight skin pierced with metal bolts and rods.

TERRY SCREAMS

HER LUNGS OUT.

The DOOR

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

against the wood.

Terry tears

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

The front door

in the living room BREAKS OPEN.

INT. APARTMENT

- BEDROOM - CONTINUOUS

Terry SLAMS the

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

A HAND REACHES

OUT FROM UNDER IT ...

Grabbing hold

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

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

The hand starts

dragging her under the bed.

Terry kicks and

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

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

The entire bed

is OVERTURNED and tossed aside.

EXT. APARTMENT

BUILDING - FIRE ESCAPE - NIGHT

Terry is

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

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

Terry rushes

down the fire escape, FEET BANGING on the metal steps. But she stops
dead in her

tracks when she notices --

SEVERAL FIGURES

...

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

A sound rises

up behind her. THE SOUND OF FOOTSTEPS BANGING DOWN THE FIRE ESCAPE IN
PURSUIT.

TERRY

(horrified)

Oh God ...

Terry

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

FOOTSTEPS RIGHT BEHIND HER.

INT. APARTMENT

BUILDING - HALLWAY - NIGHT

The apartment

floor is being renovated. Plastic tarps cover the doors and windows.
Terry races

through the hallway, SCREAMING WILDLY as she POUNDS on the doors.

TERRY

HELP ME! PLEASE

HELP!!!

Terry rockets

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

The sound of

CROAKING and HISSING fills the hallway.

The elevator

doors slide open.

Terry lunges

into the elevator, hits for the lobby, then starts BEATING FRENZIEDLY
on the

door close button.

Several shadows
appear in the hallway. Getting closer.

Terry SCREAMS
WILDLY and keeps pounding the button.

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

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

INT. ELEVATOR -

NIGHT

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

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

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

TERRY

Come on ...

come on ...

She dials

again.

4 ... 3 ... 2

...

More static

over the cell phone. Terry has started crying in anguish when the elevator comes

to an abrupt halt.

The doors stay

closed.

Terry looks

above the elevator doors. The floor light reads --

"B"

(Basement)

Terry starts

pressing for the lobby. The elevator won't move. She presses the "door open"

button, the alarm button, anything at all. Nothing responds.

TERRY (cont'd)

HELP! SOMEBODY!

HELP ME!!!

Nothing. Futile

silence. She's about to try dialing on the cell phone again, when ...

WHUMP. A heavy

thudding sound above the elevator car roof. The light overhead flickers like a

candle. Terry gazes at the failing light, then tracks her eyes towards the trap

door in the roof.

A FEW MORE HOLLOW THUMPS.

Terry is

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

creating a strobe light effect.

Behind her, the

elevator doors silently pull open.

Terry's gaze is

still focussed on the ceiling trap door. Behind her, the basement is
pitch

black. She continues moving backwards towards the open elevator doors,
step

after step, completely unaware ...

UNTIL SOMETHING

LEAPS OUT OF THE DARK AND GRABS HER.

In the moment

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

The light goes

out.

INT. APARTMENT

BUILDING - UPSTAIRS HALLWAY - NIGHT

The lobby is

vacant and terribly still. The elevator doors remain closed, a few
THUMPING

sounds coming from the shaft far below.

Then

nothing.

EXT. SAN

FRANCISCO - STREET - NIGHT

The sound of a

PHONE LINE RINGING.

Julia is

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

ear.

MAN'S VOICE

(from

phone)

Hello?

JULIA

Hello ... is

this Mr. Alba?

MAN

Yes.

JULIA

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

MAN

(overlapping)

Who is
this?

JULIA

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

Beat.

MAN

Who?

JULIA

Terry. Your
daughter?

More
silence.

JULIA (cont'd)

Hello?

MAN

I don't have a
daughter.

JULIA

Excuse me?

MAN

You must have
the wrong number.

JULIA

(beat)

No, this is the
right number ...

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

JULIA (cont'd)

Hello?

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

The WOUND HAS

GROWN. An infected red spot with a open hole in the center. The skin actually

seems to be rotting around it, allowing the wound to expand like a sinkhole.

INT. CORNER

MARKET - NIGHT

A small box of

aspirin are taken from the shelf.

Paul tightens

his fist around the box, shutting his eyes, fighting the excruciating the pain

in his head. He takes a deep breath and moves to the register.

CASHIER

Need anything

else?

PAUL

(weak)

No.

The CASHIER rings him up.

CASHIER

Four

thirty-two.

Paul flips open

his wallet. His face drops into shock.

There's nothing

inside his wallet. No credit cards. No money. No driver's license. Not
a

thing.

CASHIER (cont'd)

Something

wrong?

Paul can barely

speak.

PAUL

Um ... I

must've brought the wrong wallet. Sorry.

Paul walks out
of the store.

EXT. CORNER

STORE - NIGHT

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

PAUL

(shaking
his head)

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

A SHAPE grabs
his shoulder. Paul spins around.

A HOMELESS BAG

LADY stands behind him. Pleading eyes. Dishevelled and caked with grime. She

holds up the drooping sleeve where a hand once was.

BAG LADY

Help me. They

took my hand.

Paul stumbles

back. Horrified.

BAG LADY (cont'd)

(weeping)

They took my

hand ...

Paul turns and

starts running. Faster than he's ever run in his life. Disappearing down the

dark street.

EXT. SAN

FRANCISCO - COFFEE SHOP - NIGHT

Small and
trendy. Young clientele.

INT. COFFEE

SHOP - NIGHT

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

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

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

JULIA

(to
herself)

Joey ...

(then)

Terry, what
were you talking about?

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

Dressed for graduation.

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

JULIA (cont'd)

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

Beat.

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

A revelation
crosses her face.

JULIA (cont'd)

(a
whisper)

Who took the
picture?

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

FLASHBACK: INT.

CABIN - LIVING ROOM - DAY

JULIA

I've been
fantasizing about a guy.

TERRY

Anyone we
know?

FLASHBACK: EXT.

CABIN - FRONT DRIVEWAY - NIGHT

The BLOND

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

on his shoulder.

TERRY (V.O.)

(cont'd)

There were five

of us. He came up in his own car.

FLASHBACK: EXT.

SAM'S HOUSE - GARDEN - DAY<="" b="">style="TEXT-TRANSFORM: none">

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

TERRY

(V.O.)

He was Paul's

best friend --

FLASHBACK: INT.

SAM'S HOUSE - BEDROOM - DAY

The BLOND

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

undresses.

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

-- they always

wore the same thing for Christ sakes.

INT. COFFEE

SHOP - NIGHT

CLOSE ON

Julia's HORRIFIED FACE.

JULIA

(completely

lost)

No ...

FLASHBACK: INT.

SAM'S HOUSE - BEDROOM - DAY

The BLOND

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

jeans.

JULIA (cont'd)

I'm sorry. I

was just using the ...

(laughs)

Really. I'm

sorry.

STUDENT

I'll forgive

you this once.

FLASHBACK: INT.

CABIN - LIVING ROOM - NIGHT

Julia turns her
head and gazes at ...

THE BLOND

STUDENT ...

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

TERRY

(V.O.)

It's just a
fantasy.

FLASHBACK: INT.

CABIN - LIVING ROOM - NIGHT

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

Blood drips
over the SUPERMAN TATTOO on Joey's shoulder.

Julia slowly

awakens to the sounds of JOEY SCREAMING over sickening RIPPING SOUNDS like cloth

being torn in half.

There are SILHOUETTES ON THE WALL of THREE

FIGURES tearing off pieces of something in the room. Large flaps. Chunks. Moving

rapidly and ferociously.

Julia spots Sam

SCREAMING across the room.

SAM

(shrieking)

JOEY!

Julia turns her

head in the direction of the ripping and tearing sounds. Her eyes slowly widen

as her mouth drops into a soundless, petrified look of horror.

A hand with

midnight skin, six fingers, and punctured with steel rods covers her eyes.

INT. COFFEE

SHOP - NIGHT

A plate SMASHES

on the floor.

Julia is jolted

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

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

the photographs together.

She becomes

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

JULIA

(a

whisper)

Terry's legs

... Paul's headaches ...

A thought

crashes like thunder in her head.

JULIA (cont'd)

Oh no ...

Julia quickly

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

restroom.

INT. COFFEE

SHOP - RESTROOM - NIGHT

Cramped and

dirty. Julia holds her finger over the sink.

With the point

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

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

BLOOD DRIPS INTO THE SINK.

Julia drops the

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

A SPECK OF METAL FLASHES INSIDE THE
WOUND.

Julia continues

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

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

Julia starts

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

... and rises ...

More blood

spatters into the sink.

Julia is

GASPING and CRYING as the pain becomes excruciating. The glittering
splinter is

five inches long and growing.

THE SPLINTER IS PULLED OUT. IT'S SEVEN INCHES
LONG.

Julia drops the

splinter into the sink. She moves away from the counter, back towards the living

room, unbelieving, horrified ...

She stumbles

towards the door.

INT. COFFEE

SHOP - NIGHT

Julia walks out

of the restroom. Stops cold.

Everyone in the

coffee shop is staring at her. The customers. The waiters.

The lights are

dimming. A lack of power.

Julia forces

herself to move. She goes to her table, picks up the photographs, and suddenly

notices that in the graduation pictures --

SAM AND TERRY

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

JULIA ARE TOGETHER IN EVERY PICTURE -- ALONE.

Julia grabs the
photographs and turns around.

The customers

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

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

Panic begins to

settle in. Julia quickly walks to the door.

WAITER

Julia?

She turns. The

waiter stands behind her. Eyes burning.

WAITER (cont'd)

(menacing)

Why'd you take
it out?

That's enough.

Julia gets the hell out of there.

EXT. COFFEE

SHOP - NIGHT

Julia bolts out

the door and rushes across the street. She reaches her car, disarms
the alarm,

and gets inside.

INT. RANGE

ROVER - NIGHT

Julia drops the

photos into the passenger seat. Starts the car. The CELL PHONE RINGS.
She

answers it.

JULIA

Hello?

EXT. SAN

FRANCISCO - MARKET STREET - NIGHT

Paul on a pay

phone. There's panic in his voice.

PAUL

Julia. It's

Paul.

JULIA

Where are

you?

PAUL

At a pay

phone.

JULIA

What about your

Dad?

PAUL

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

(then)

Julia,
everything in my wallet's gone. Credit cards. Money. Driver's license.
Everything.

INT. RANGE

ROVER - NIGHT

INTERCUT

between Julia and Paul.

JULIA

Then it's
already started.

PAUL

What's
started?

Terrified beat.

Julia trains her eyes on the coffee shop.

JULIA

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

PAUL

Who is?

JULIA

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

(beat)

Your best

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

PAUL

I don't know
anyone named Joey.

JULIA

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

PAUL

Where's
Sam?

JULIA

He's dead.

PAUL

What?

JULIA

They killed
him.

PAUL

They?

JULIA

Monsters.

Paul can barely
stand up. His skull is pounding.

PAUL

Monsters?

JULIA

They really

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

PAUL

I can't take

this.

JULIA

What you saw in

the forest wasn't a hallucination. They've been watching us the entire time.

Following us.

PAUL

I can't --

JULIA

There's a

tracking device in your head. Right where the scab is.

Her words sound

chilling in the night air. Foreboding and deadly. Paul is filled with dread.

PAUL

My head?

JULIA

They want us

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

PAUL

Just let me

think for a second.

JULIA

They already

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

(then)

Think about it.

Your wallet. Your father.

PAUL

It can't be

true.

JULIA

It is true!

We're next!

Paul becomes

upset. He nods with grave understanding.

PAUL

What are we

gonna do?

JULIA

We have to get

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

PAUL

Okay.

JULIA

Where are
you?

PAUL

Just below

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

JULIA

All right.

There's a subway station near there.

PAUL

I can see

it.

JULIA

Wait for me. At

the top of the stairs. I'll be there in five minutes.

PAUL

Okay.

JULIA

I love you.

PAUL

(in

pain)

I love you.

Please hurry.

Paul hangs

up.

INT. RANGE

ROVER - NIGHT

Julia tosses

down the cell phone. The car engine STOPS.

JULIA

What now?

She tries to

start the car, but it the engine won't turn over. Just as she's about to try a

second time, she looks out the windshield.

SEVERAL DARK

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

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

STREET.

Julia

frantically tries to start the car again. No dice.

She rips open

the door.

EXT. COFFEE

SHOP - NIGHT

Julia takes off
running. The SHAPES pursue.

EXT. SAN

FRANCISCO - STREET - NIGHT

Julia turns a
corner and runs straight into an intersection.

A HORN BLARES

as a BUS barrels towards her.

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

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

Several of the
passengers have their faces pressed against the windows. Watching her.
Dark
circles around their eyes.

Julia keeps

going. The PURSUING CUSTOMERS from the coffee shop are marooned on the opposite

corner by traffic. They stand motionless. Watching her escape.

EXT. SUBWAY

STATION ENTRANCE - STAIRS - NIGHT

A long flight

of stone stairs leads down to the BART and MUNI stations below. Paul sits down

on the steps. Looking. Waiting.

EXT. SAN

FRANCISCO - MARKET STREET - NIGHT

Julia charges

down the sidewalk. Weaving past bystanders.

As she runs,

Julia brushes past THE LITTLE GIRL from Sam's graduation party. Standing

abnormally. She watches Julia race off into the crowd with cold, soulless

eyes.

EXT. SUBWAY

STATION ENTRANCE - STAIRS - NIGHT

Paul is sitting

still. His head cradled in his hands.

A SHAPE appears

in front of him. Paul looks up. Smiles.

PAUL

Hey ...

EXT. SAN

FRANCISCO - MARKET STREET - NIGHT

Julia races

across the intersection and streaks towards the subway station entrance.

EXT. SUBWAY

STATION ENTRANCE - STAIRS - NIGHT

Paul is nowhere

to be found. The stairs are empty.

JULIA

Paul?!

Julia looks

around desperately. She can't find him in the crowds on the sidewalks. She turns

and looks down the stairs towards the open entryway to the subway system.

Paul is walking

through the entryway. A friend with him is patting him on the shoulder. Just

after Paul has disappeared through the entryway, the friend turns around.

IT'S SAM.

His lips are

parched, pitch black eyes bulging, his features somehow more twisted and

unfamiliar. His face twitches as he stares coldly at Julia, and he runs.

SMALL PIECES OF METAL DROP FROM SAM'S PANTS

LEGS AS HE DISAPPEARS THROUGH THE ENTRYWAY.

JULIA

(cont'd)

PAUL!

She frantically
rushes down the stairs.

JULIA (cont'd)

THAT'S NOT

SAM!!! PAUL!!!

She rushes
through the entryway.

INT. SUBWAY

STATION - UPPER LEVEL - CONTINUOUS

The upper level
is almost completely empty save a few kids and late-night commuters.
Julia is
hysterical now. The first time we've seen her lose control.

She looks

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

JULIA

Paul!

Julia rushes

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

GUARD

Hey! You need a

ticket! Hey!!!

She keeps

going.

INT. SUBWAY

STATION - PLATFORM - NIGHT

Paul and Sam

reach the bottom of the escalators. They move towards the platform. The lights

start twinkling. Losing power.

PAUL

(confused)

I thought you
said she'd be here.

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

The lights GO
OUT.

INT. SUBWAY
STATION - ESCALATOR - CONTINUOUS

Julia bolts
down the escalator.

INT. SUBWAY
STATION - PLATFORM - NIGHT

She reaches the
platform and rushes to the center.

There's nobody

else down there. The lights are flickering. Slowly, they return to normal.

JULIA

(calling)

Paul?!

No

response.

A train RUMBLES

through the station. Julia moves to the opposite side and looks.

Resting on the

tracks, leading into the tunnel, are a trail of metal pieces. Exactly like the

ones from the cabin.

Julia looks

back. The GUARD is coming down the escalator.

Without

hesitation, she jumps down to the tracks. Moving quickly and bending down to

avoid being seen, she rushes into the awaiting subway tunnel.

INT. SUBWAY

TUNNEL - NIGHT

Drowned in

shadows. An unnatural silence fills the tunnel.

Julia moves

cautiously amongst the tracks. Eyes scanning the darkness. Following the trail

of discarded metal.

A SHARP

HISSING.

Julia spins

around. A few more HISSING SOUNDS rise from electrical sparks on the tracks.

Blue light flashes within the tunnel. Then, it ceases.

She turns back

to continue her search, wind sifting through her hair, when she finds
--

A LARGE

HOLE

At the base of

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

the hole.

She peers

inside. A dull flickering light flashes within.

Julia takes a

calming breath. She moves into the hole.

INT. CRAWL

SPACE - CONTINUOUS

A narrow and

claustrophobic space. Julia squirms through the confined space, pulling herself

towards the flashing light.

INT. CORRIDOR -

CONTINUOUS

Julia pulls

herself through another opening and finds herself standing in the threshold of a

corridor. Both the walls and floor are constructed of crude metal grates and

long pipes. Anything could be hiding within. Waiting.

She moves

slowly into the corridor, a STROBE LIGHT flickering around her. She gropes

towards another opening.

The sound of

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

INT. STAIRWELL

- CONTINUOUS

Steam rises

from the pipes. Bathing the stairwell in mist.

The fluorescent

lights above are glimmering in the darkness. Julia stands at the top of the

stairwell. She can't even see the bottom of the steps.

Carefully, she

starts moving down. Her hand gripping the metal railing.

The HUMMING OF

MACHINES grows louder ...

Her foot

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

metal scatters down ahead of her.

The HUMMING OF

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

mist.

The metal

railing is suddenly replaced by HUMAN BONES.

Julia pulls her

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

used to brace the ceiling along with metal beams.

She stops.

Shutting her eyes in fear. Starts to lose control.

From somewhere

within, she manages to steady herself. Keeps going through the awaiting steam

curtain at the bottom.

INT. MAIN

HALLWAYS - CONTINUOUS

The steam parts

to reveal a dark space. Cold and damp.

Julia moves

into the main hallway, stumbling through a hallway that can best be described as

a living nightmare. Mammoth pipes and human skin has been fashioned together

into a wall, pulsating with the HEARTBEAT OF MACHINES that saturates the entire

hallway.

Steam jets into

the hallway intermittently from the pipes. Creating great clouds.

Julia is beyond

horrified. Her face registers a numbness. Complete and total astonishment.

Human bones and

body parts have been so expertly fashioned into the corridor that it's impossible to distinguish where the organic ends and the mechanical begins.

She enters

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

She presses

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

Another BLAST

OF STEAM.

Something leaps

out of the middle of it.

Julia whirls

back around a corner, pressing flat against the wall as a BLACK SHAPE moves

through the steam. Unidentifiable features. Movements that suggest nothing by

chaos and madness.

The SHAPE

HISSES and CROAKS in the hallway.

Julia waits.

She doesn't even breathe. The HISSING stops.

She gradually

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

CLOSE ON

JULIA'S EYES

as she looks

around the corner. The shape has disappeared.

Carefully she

keeps going forward. Drenched in water and sweat. Slipping through the steam

clouds that mask another entrance.

INT. LAIR -

NIGHT

A massive room

where empty human skins are dangling from hooks, complete and preserved from

head to toe. The skins sway and rock gently in the draft. Thousands of them.

Julia moves

towards the center of the room.

A large

OPERATING TABLE awaits. But the surface of the table is sunken like a water

basin. Next to the table is a pedestal littered with BLOODY INSTRUMENTS. Cutting

tools. Knives. Curved hooks.

Julia notices

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

a rag. Sneakers orphaned nearby. Jeans spattered with blood.

Her breathing

quickens. Her heart POUNDING.

She reaches the

foot of the table. Paul is lying within the basin, completely naked and

partially covered with LITTERED BODY PARTS. Organs and entrails.

The basin is

filled with water and blood. An immobile form is resting next to him.

Julia moves

quickly. She tries to wake him up.

JULIA

Paul. Paul,

wake up.

He stirs. His

nose crinkles slightly.

JULIA (cont'd)

Wake up.

She grabs him

and lifts him up. He starts COUGHING.

JULIA (cont'd)

You've gotta

hurry.

(then)

Here ...

Julia grabs his

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

A skinned HAND

grabs hers. Julia yelps a SCREAM.

The other form

-- a THING in the basin -- rises

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

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

Julia SCREAMS

again.

Her free hand

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

fountains up.

The thing

begins SHRIEKING.

With Paul

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

INT. MAIN

HALLWAYS - CONTINUOUS

Julia navigates

her way through the hallways. Moving blindly through sudden JETS OF STEAM, the

sound of MACHINES around them. Paul leans on her, his eyes remaining closed,

COUGHING and stumbling.

JULIA'S POV

Racing through

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

INT. STAIRWELL

- CONTINUOUS

Julia reaches

the stairwell and helps Paul climb the steps. She looks back over her shoulder.

Nothing behind them.

INT. CORRIDOR -

CONTINUOUS

Julia stops at

the corridor opening. The strobe light FLASHES within. Clicking.

The corridor

looks empty. Nothing but pipes and shadows.

JULIA

We're almost

there.

Julia turns to

Paul and finds a face with glaring yellow eyes and metal teeth. He stares back

at her.

A moment of

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

Sliding towards the crawl space opening.

Paul starts

advancing into the corridor. Grinning with teeth that flash with every click of

the strobe light.

She keeps

sliding away ...

He grabs his

chest and RIPS IT OPEN, tearing the covering skin apart as he would a shirt. A

menagerie of human bones and metal are revealed behind it.

Julia tries to

scream. Eyes wide. She can't make a sound.

Paul tears the

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

Julia reaches

the crawl space. Sliding down.

The last pieces

Paul's skin are torn off. The thing that had been pretending to be Paul stands

in his place.

Only brief

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

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

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

A contradiction of all matter and cosmic order.

Julia slips

back into the crawl space. Still trying to scream.

INT. CRAWL

SPACE - NIGHT

Julia drags

herself through the crawl space. Moving quickly. Panicked.

INT. SUBWAY

TUNNEL - NIGHT

Julia squeezes

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

tunnel.

INT. SUBWAY

TUNNEL - STATION OPENING - NIGHT

Julia has

almost reached the platform opening for the train.

BEHIND HER, A

CHORUS OF PURSUING MONSTROUS SCREAMS RISE UP WITHIN THE TUNNEL.

INT. SUBWAY

STATION - PLATFORM - NIGHT

Julia runs

directly parallel to the subway platform. The lights alongside of her start

flickering and go out, one by one, as she advances.

THE HISSING AND

SCREAMING CONTINUES TO RISE.

She reaches the

opposite tunnel and grabs hold of the platform, pulling herself up. The platform

goes dark.

Appearing out

of the far tunnel are a DOZEN DARK SHAPES, scampering along the walls and

running on all fours across the tracks. Their characteristics barely visible.

Julia kicks

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

metal teeth flashing.

Julia tries to

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

to spring.

Finally, one of

the monsters does leap towards her ...

AND IS SMASHED

TO BITS BY AN APPROACHING BART TRAIN.

Reducing the

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

are also run down.

Julia watches

as the train RUMBLES past. And then, silence.

Nothing is left

except for a few swirling newspapers. The lights flicker and come back to

life.

Rising up to

her feet, rescued from death by chance, Julia starts backing towards the

escalator. Her eyes locked upon the darkened tunnel before she turns and races

up.

EXT. SUBWAY

STATION ENTRANCE - STAIRS - NIGHT

Rain has

started falling again. Pelting the stairs.

Julia dashes up

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

DISSOLVE TO:

EXT. SAN

FRANCISCO - STREET - NIGHT

The rain falls

so heavily that it creates a dense, blue FOG which shrouds the entire street.

Julia appears

through the storm, running towards a telephone booth on the street corner. She

rips open the door, steps inside, and slams the door shut.

INT. PHONE

BOOTH - NIGHT

She drops a few

quarters into the phone. Dials. And waits.

INT. LEVIN

HOUSE - LIVING ROOM - NIGHT

Dark and still.

Lightning frames the windows. The picture of Julia and her mother rests near a

phone as the line RINGS.

Guy comes

downstairs and answers the portable.

GUY

Hello?

Static.

GUY (cont'd)

(bewildered)

Is anyone

there?

INT. PHONE

BOOTH - NIGHT

A flash of

LIGHTNING outside.

JULIA

Daddy? ... It's

Julia ...

(beat)

They might

still be around ... feeding on power from the phone lines. Can you hear me?

(beat)

... Dad?

GUY

(over

phone)

I can't hear

you. Hello?

Beat.

JULIA

Daddy, help me

... help me, please ...

INT. LEVIN

RESIDENCE - LIVING ROOM - NIGHT

More STATIC

resounds over the phone. Guy hesitates a moment, then returns the portable to

the cradle.

INT. PHONE

BOOTH - NIGHT

CLICK. The line

is abruptly cut off.

Julia begins to

cry. She covers her face with her hands. The tears roll through her fingers.

INT. LEVIN

RESIDENCE - LIVING ROOM - NIGHT

Guy stares at

the phone for a moment. A strange

feeling. Something isn't right. He thinks a moment. Then shakes it off and heads

upstairs, moving directly past the picture next to the phone.

JULIA IS GONE.

VANISHED FROM THE PICTURE WITHOUT A TRACE. ONLY HER MOTHER REMAINS.

Lightning

flashes across the picture's glass frame.

DISSOLVE TO:

INT. SAN

FRANCISCO - SUBWAY STATION - DAY

The afternoon

rush of people trying to get home.

A GROUP OF

THREE COLLEGE STUDENTS come down the escalator into the station.
CONNOR is among

them, now eighteen and wearing a Berkeley sweatshirt. His friends are
BARRY and

MIKE.

BARRY

Why the hell

didn't we bring the car?

CONNOR

You wanna pay
for gas?

BARRY

Better than
this shit. I hate BART.

MIKE

He has a point.

I made the mistake of trying to use the bathroom. What do these people
do? Stand

with their ass hanging over the toilet and aim?

Connor checks

his watch.

CONNOR

We're late.

Party started an hour ago.

MIKE

We'll make

it.

BARRY

(trace

of sarcasm)

Yeah Connor.

Relax. We might get there right after the kegs dry out.

CONNOR

(resigned)

I should study

anyway.

A FEMALE VOICE

calls out from across the platform.

FEMALE VOICE

(O.S.)

Connor?

He turns around

and scans the crowd, locating a ragged figure that moves quickly towards him.

With her dirty clothing and sunken eyes, it takes a moment to register. This is

Julia. Her skin is pale. Her hair is stringy and knotted.

JULIA

I've been

looking for you.

CONNOR

What?

BARRY

(hushed)

Great.

MIKE

Just ignore

her.

JULIA

They tried to

get me. Several times. But I

managed to get away. I've always managed to get away.

A train rushes

into the station. Connor is speechless.

CONNOR

I'm ... sorry

..

JULIA

But you'll help

me. You will help me.

Connor raises

his hands and backs towards the train as the doors slide open. His friends are

already aboard.

CONNOR

I'm sorry.

JULIA

No, wait ...

it's Julia ... don't you remember?

He gets into

the train. His friends are laughing. Connor turns to his friends with a look of

smirking disbelief.

CONNOR

How the fuck

did she know my name?

BARRY

She heard me

say it.

CONNOR

Jesus

Christ.

JULIA

(overlapping)

It's Julia! I'm
your sister!

The doors slide
closed in her face.

INT. SUBWAY

TRAIN - DAY

Julia begins

beating on the doors to be heard. Connor and his friends are a little
freaked

but they're still laughing at her.

JULIA

PLEASE! CONNOR!

I'M YOUR SISTER!

The train

starts to move. People inside move in front of the doors and block
Julia's view

of her brother.

JULIA (cont'd)

PLEASE DON'T

LEAVE ME! CONNOR!

Julia runs

alongside the train. Still beating on the doors. Her face awash with
tears.

JULIA (cont'd)

THEY'RE GOING

TO KILL ME!!!

(shrieks)

THEY

...!!!!

The train picks

up speed. Julia is left behind.

The grinding of

the wheels is heard as the train moves into the subway tunnel. THE
SOUND OF MACHINES drowns out every

other sound and consumes all.

BLACKOUT.