

HIBERNATION

by

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## HIBERNATION

FADE IN:

EXT. OUTSKIRTS FRONTIER JUNCTION, ALASKA - NIGHT

A police SUV, with a snow plow blade attached in front, is stopped on the dark remote road... which vanishes ahead into infinite snow.

Chief JACK BRENNER(40s), slides a snow gate across the road. A sign reads ROAD CLOSED. INACCESSIBLE WINTER ROAD.

Something unseen races low overhead, emitting an intense electromagnetic pulse. Jack reacts and ducks.

JACK  
Jesus Christ!

The trees rustle wildly in the wake of the unseen object.

EXT. LAKE - NIGHT

There is a distinct thud as something impacts with the lake, shattering the ice and opening large pockets of water.

UNDERWATER

A strange looking pod sinks. The two halves rotate opposite each other and separate. Millions of fluorescent green particles explode from the pod.

EXT. LAKE - NIGHT

The fluorescent green particles illuminate the pockets of water, and spread out across the lake. They dim as they sink.

INT. PARKED CAR - NIGHT

BRIAN KELLMAN(20), and ANDREA LEYTON(18), are making out. A CD plays. Andrea pulls away from him. Looks out window.

ANDREA  
What was that?

He moves her close. Keeps kissing her.

EXT. PARKED CAR - NIGHT

Lake overflow reaches the ground just inches from the car.

INT. PARKED CAR - NIGHT

Andrea pulls away again. Looks out her window.

ANDREA  
I'm serious.

EXT. PARKED CAR - CONTINUOUS

Brian steps out of the car. The ground is soaked, his shoes caked with mud. He shakes the excess mud off his shoes.

BRIAN  
Great.

INT. PARKED CAR - CONTINUOUS

Brian gets back into the car. Clearly agitated.

BRIAN  
Its wet. My shoes are shot.

ANDREA  
Can we go?

Brian puts his arm around her. Pulls her close. Kisses her.

ANDREA (CONT'D)  
Now, please.

Brian lets out a frustrated sigh and starts the car.

INT. FIRE STATION - NIGHT

Captain DON RICHMOND(40s), and four volunteer FIREMEN watch TV. The lights flicker. The short band radio goes to static. The TV signal is lost. Reactions from all.

INT. POLICE SUV - NIGHT

Jack drives down the remote road. Static fills his radio.

Brian's car suddenly turns in front of him.

Jack slams on his brakes. Swerves hard. Avoids a wreck. Brian skids to a stop.

EXT. REMOTE ROAD - CONTINUOUS

Jack quickly approaches Brian's car on foot.

JACK  
Brian, what the hell you doing?!

BRIAN  
 Andrea's spooked. She heard  
 something weird at the lake.

JACK  
 I think a meteor hit. Something  
 passed over me, but I didn't see a  
 fire tail. I'll go check it out.

INT. POLICE SUV - CONTINUOUS

Jack drives down the rough snow covered road. His high beams bounce off trees into darkness. He slowly drives around the lake. Shines his side spot. He stops. Grabs a flashlight.

EXT. LAKE - CONTINUOUS

Jack steps on an old log and shines the flashlight on the snow. The lake overflow stopped just a foot away.

He starts to step forward, but hears movement in the woods behind him. He turns and shines the flashlight. Sees nothing.

He returns to his SUV and continues his drive. Moments later, six deer emerge from the woods and drink from the lake.

EXT. LACEY'S - NIGHT

Jack drives down the old, rustic Main Street. He pulls up to Lacey's... A two-story building well over a century old, with a wood patio out front. Brian's car, along with a few others, are parked in the plowed and sanded lot.

INT. LACEY'S - NIGHT

A sign reads: Established 1875. It retains that original look. It is highlighted by an original rock fireplace.

Jack enters. He passes a man at a table. He's KENT REILLY (30s). Volunteer fireman uniform. Good looking. Fit.

Jack sits at the counter near Andrea and Brian.

Behind the counter are LACEY COYLE(40s). Attractive. Wears a plaid lumberjack-style shirt. And CHARLENE COYLE(20s). Pretty. Wholesome looking. Gorgeous eyes. She pours Jack a cup of coffee.

JACK  
 Thanks.

He glances up at the television. Nothing but snow.

CHARLENE

The phone and radio are out too.

ANDREA

Maybe it has something to do with what happened at the lake?

JACK

I didn't see anything unusual. It must have been some sort of meteor.

EXT. LAKE - DAY

Lacey, dressed in a heavy sweater, walks her dachshund, Beckham around the lake.

They come to the area where the water overflowed. This portion of the lake is ice free until ten yards out.

Beckham reacts to something in the water. He darts across the mud to the water's edge. He growls, whines, and barks wildly.

LACEY

Beckham!

Lacey claps her hands repeatedly. Beckham ignores her. He keeps growling and barking wildly at the water.

LACEY (CONT'D)

(stern)

Beckham! Now!... NOW!

Beckham reluctantly comes back to Lacey. They continue on their walk.

Beckham stops briefly. Gives an ominous look back at the lake. Lets out a low intense growl.

EXT. WOODS - DAY

Two POACHERS move slow and quiet through the dense woods, and the remnants of a recent snow.

Poacher #1 reacts. Motions. Poacher #2 looks over at a large buck seventy yards away.

Poacher #1 raises his rifle. Holds aim. Fires. The buck goes down. They rush to their kill.

POACHER #1

Take a picture.

Poacher #1 grabs the antlers. Poacher #2 aims his cell phone. Freezes. Slowly lowers it. Poacher #1 looks behind him.

Two menacing deer stare at them. Their hides are peeling. Faces are mutated. Dark deformed eyes. Pus drips from their deformed noses. They make frightening grunts.

Poacher #1 shoots to his feet. He looks hard at Poacher #2. They take several steps back.

POACHER #2  
What the hell is wrong with them?

POACHER #1  
(frightened)  
I... I don't know.

They hear something behind them. They slowly turn. There are four other deer in the same hideous condition.

POACHER #2  
We gotta make a run for the truck.

They slowly back up. A moment of hesitation. They turn to flee. The deer have out-maneuvered them. They attack.

EXT. MAKESHIFT RUNWAY - DAY

Jack stands outside his SUV drinking a cup of coffee.

A Cesna comes in for a landing. The Cesna's landing lights are vivid against the grey sky and towering snow covered mountain ranges which encircle Frontier Junction.

A Ford F-250 pulls up. RICHARD(30s), gets out.

RICHARD  
Hey, Jack, we expecting visitors?

JACK  
Don't know. I saw it coming through the pass.

RICHARD  
This guy's suicidal flying through the pass in this weather.

The Cesna lands on the crude snow runway.

The BUSH PILOT gets out and opens the passenger door.

MARK HACKWELL(late 20s), steps out. Boyishly handsome. Fit. Wearing an US Marines jacket. Jack and Richard react.

JACK  
I don't believe it.

RICHARD  
Holy shit! Mark?

Mark grabs his duffel bag and walks over to Jack and Richard.  
They shake hands. Man hugs.

JACK  
Good to have you back. How was it  
over there in Iraq?

MARK  
Hot. Nasty. Nothing but dirt.

RICHARD  
This is a real surprise. I didn't  
think you'd ever come back.

MARK  
It was time. Eight long ones.

RICHARD  
You've been quite the topic of  
conversation since you up and  
split.

Mark notices CHIEF on Jack's name plate.

MARK  
Chief? What happened to Dennis?

JACK  
Retired to Arizona three years ago.  
Now it's just me.

RICHARD  
Mark, after you settle in, stop by  
and see Jennifer. She'll be real  
happy to see you.

INT. POLICE SUV - DAY

Mark rides with Jack.

JACK  
Don't expect much. Still no  
Internet or cell phone service. The  
TV and radio signals have been out  
since Tuesday.

MARK  
My cabin still standing?

JACK  
It was a month ago. We'll have to  
get gas for your generator.

Jack pulls into the dirt parking lot of Lacey's.

JACK (CONT'D)  
Hungry?

Mark looks at Lacey's with trepidation.

MARK  
Sure.

INT. LACEY'S - CONTINUOUS

Lacey and Charlene work the counter, chatting up customers.  
The waitress, TRINA(30s), works the dining room.

Jack and Mark enter.

Lacey sees Mark, She reacts with great surprise, as do many  
CUSTOMERS.

LACEY  
Mark!

She rushes up to Mark and gives him a kiss and friendly hug.

ANGLE

Charlene and Trina watch the ruckus from behind the counter  
as several CUSTOMERS greet Mark. He seems uncomfortable with  
all the attention.

TRINA  
That boy doesn't know how damn  
adorable he is.

CHARLENE  
Who is he?

TRINA  
Mark Hackwell. I had a very serious  
crush on him eight years ago before  
he just took off without telling  
anyone.

CHARLENE  
What happened?



TRINA

He and some friends went spelunking nine years ago out at the lake caverns. There was a big tremor. Those boys were trapped in a cavern under the lake, total darkness, water creeping in. Then they started dying one by one...

CHARLENE

That's the guy people talk about?

TRINA

(nods)

Mark was the only survivor, water up to his chest. Kent is the one who pulled him out.

(beat)

After that he was never the same. He suddenly joined the Marines. He's been fighting over in Iraq the last eight years. We haven't seen or heard from him since.

ANGLE

Lacey motions Charlene over. She goes over to Lacey and Mark.

LACEY

Mark, this is my niece Charlene.

CHARLENE

Hi.

MARK

Nice to meet you.

EXT. LACEY'S - CONTINUOUS

Mark comes out with Jack and Richard. Kent passes them.

KENT

If it isn't little soldier boy.

MARK

I'd kick your ass, Kent, but hitting you is like hitting a girl. You're what, six foot? I didn't know they made pussy that big.

Jack and Richard chuckle. Kent has no comeback, and goes into the diner.

EXT. MARK'S CABIN - EVENING

The cabin is nestled in deep woods. The small dirt parking area has been plowed. Jack helps Mark remove an industrial tarp, exposing a front screened-in porch.

INT. MARK'S CABIN/SCREENED PORCH - EVENING

Mark lights two lanterns. The porch is split. Bottom half is solid wood, the top half is thick mesh and screen. It is furnished with a hammock covered with heavy blankets. TV. Stereo. Lamp. The door to the living room is open.

JACK

We'll get your Jeep tomorrow. It's still in the hanger.

INT. BRIAN'S BEDROOM - DAY

Andrea enters. Brian is in bed. His mud caked shoes next to his bed. He looks ill. She crawls under the covers.

BRIAN

I really feel like shit.

ANDREA

My baby needs some TLC.

Andrea's pants and top hit the floor. Andrea starts making love to him, her eyes closed. Her hands move from his chest to his face. Brian's facial flesh peels off in tact.

Brian's human flesh has been replaced by a thin, greenish red layer, with veins. His eyes and mouth are mutated.

Andrea flicks her hair. Opens her eyes - and loses it. She leaps off the bed, screaming hysterically.

ANDREA (CONT'D)

OH MY GOD!! Brian!... Brian!

Brian stands. His flesh has shed off his mutated body. He lets out a frightening screech.

Andrea flees, screaming hysterically.

INT. LACEY'S - DAY

Mark enters. Lacey and Charlene comfort a distraught and traumatized Andrea. She's wrapped in a table cloth.

Doctor HENRY WHEELER(50s) examines Andrea. Kent and another volunteer fireman stand by. Mark immediately approaches Jack.

MARK  
What happened?

JACK  
She says her boyfriend Brian turned  
into a hideous monster.

KENT  
Whatever happened, it's bad.  
She's traumatized...  
(looks at Mark)  
... I've seen that look before.

JACK  
(to Mark)  
Shit... Let's go find Brian.

EXT. BRIAN'S HOUSE - DAY

Jack cautiously enters the front door, weapon drawn.

EXT. BRIAN'S HOUSE/BACKYARD - DAY

Mark grips a shotgun. He stops at an open sliding-glass door.

MARK  
Brian, my name is Mark. I'm here  
with Jack. We're coming in.

INT. BRIAN'S BEDROOM - CONTINUOUS

Mark creeps in through the sliding-glass door. Jack enters  
through the main door.

JACK  
House is clear.

Jack checks the bathroom and closet. Mark checks the bed. The  
sheets are stained with a greenish red liquid. Mark spots  
something next to a pillow. His expression quickly changes.

MARK  
Jack... You better see this.

Jack comes over. Mark uses a ski pole to move the blankets.

He steps back... Way back.

MARK (CONT'D)  
Oh fuck!

Brian's facial flesh, completely intact, lays on the bed.

JACK  
 (reacts)  
 You gotta be fuckin' kidding me?!  
 (beat)  
 We better get Henry over here, now.

TWO HOURS LATER

Henry wears gloves, a medical mask, and protective glasses as he inspects Brian's facial flesh.

HENRY  
 This flesh definitely wasn't cut.  
 It's smooth, thin, perfectly  
 proportioned, and in tact. It looks  
 like it shed off his body.

Mark shoots Jack a concerned look.

JACK  
 What's going on, Henry?

Henry stands up. Removes the mask and glasses.

HENRY  
 I don't have a clue. I've never  
 seen anything like this.

EXT. BRIAN'S HOUSE - DAY

Everything is secured in Henry's truck. Henry turns to Jack.

HENRY  
 I'll get back to you as soon as I  
 can. Might take a while. You better  
 find that boy, he's pretty sick.

INT. VETERINARY CLINIC - DAY

Mark carries in a container of aquarium fish. Richard's wife, JENNIFER(30s) is the Veterinarian. With her is their son, JOHNNY(10). She sees Mark. Glowing smile.

Mark sets the container down. They hug. Jennifer holds on for several moments.

JENNIFER  
 Mark, how are you?

MARK  
 Good.

She slaps his arm.

JENNIFER

Why did you do that? Why did you just take off?

MARK

Look, Jen... I just couldn't deal with the situation.

JENNIFER

None of you could have known what was going to happen. It was a freak timing, and nothing more.

MARK

I just couldn't face you guys, especially with Ronnie being killed.

JENNIFER

I don't blame you for my brother's death, okay? It could have easily been you instead of him.

MARK

(nods)

I know. But back then it was too much for me to handle. I wish I could put it into words, but it was a scary feeling knowing four other people died, and I was the only survivor.

JENNIFER

So you take off and join the Marines? Go to Iraq?

MARK

Believe it or not, it was the right decision. What I experienced and saw over there wasn't always fair, but in a weird way it made sense. It made me realize that no matter what, life isn't fair.

JENNIFER

Well, I'm happy you're safely back.

He points to the aquarium fish.

MARK

Jack wanted me to bring these to you. They belong to Brian, and he wants you to keep them here.

INT. JEEP - LATE AFTERNOON

Mark drives on the outskirts of town. He see's Jack's SUV parked in the middle of the road. Driver side door is open. Emergency lights flashing.

EXT. ROAD - CONTINUOUS

Mark pulls up. He spots Jack. Weapon ready. Moving along the tree line. Mark grabs his shotgun and rushes up to him.

JACK  
(odd demeanor)  
I must be losing my mind.

MARK  
Was it Brian?

JACK  
I thought I saw Elaine Trospen.  
(beat)  
Problem is... She died seventeen years ago.

MARK  
I'm sure it was just Brian. We're all stressed about Andrea's claim.

Jack holsters his gun. Scratches his head.

JACK  
We have about thirty minutes of daylight left. Let's keep lookin'.

EXT. CEMETERY ROAD - EVENING

With dusk quickly creeping in, Jack stops at the entrance to cemetery road. He exits his truck. He walks up the rough dirt road, which is full of holes and dotted with patches of snow.

CEMETERY

Jack enters the iron gates of the very old cemetery. Walks amongst the tombstones. Several are late 1800s and early 1900s. Many partially covered by snow.

He locates a tombstone marked ELAINE TROSPER BORN 1918 DIED 1995. There is thin snow on her grave, which looks sunk in about two feet.

A twig snaps. He spins around. Sees no one.

He looks at more tombstones. A few have the sunk in look.

A twig snaps inside the dark woods. He pulls his sidearm. Aims it. Stands perfectly still.

JACK  
Brian? If that's you, we're here to help.

Silence. He slowly backs up. His eyes locked on the woods.

A hand grabs his left shoulder. Startled, he jolts and spins around. It's Mark.

MARK  
You okay?

JACK  
Yeah... Yeah. Swell.

They walk out of the cemetery. He glances back at the woods.

INT. LACEY'S - NIGHT

Mark sits at a table drinking coffee. He's lost in thought. Trina comes over. She refills his coffee, then sets the pot down. She sits on his lap.

TRINA  
Hey, gorgeous. Any news on Brian?

MARK  
Nothing.

She gives him deep kiss, then feels his biceps, and runs her hand across his buff chest.

TRINA  
The Marines did you right.

Mark gives a slight smile and half-hearted chuckle.

TRINA (CONT'D)  
You doing okay?

MARK  
(nods)  
Yeah... Why?

TRINA  
I'm here because I'm on shift. How come you're not over at the bar?

MARK

Everyone's gonna ask me the same questions... And I'm sure Kent will throw his two cents in.

TRINA

Kent's just insecure, and he uses you to mask his insecurity.

MARK

Kent insecure? I don't think so.

TRINA

After you left... and broke my heart, he joined the Coast Guard, but only lasted three weeks at the academy. Jack then got him into the state trooper academy. He lasted five weeks there. Pulling you out of that cavern was his defining moment. And it will always be. He's like a star high school athlete who never made the pros. He relives his high school glory because he has nothing else.

MARK

(sighs)

Yeah... Maybe you're right.

TRINA

The natives are getting restless.

She lays another kiss on him.

TRINA (CONT'D)

(into Mark's ear)

You know where I live.

She gets up and helps other customers.

BREAK ROOM

Beckham lays on a dog pillow. A cat walks by. She stops. Turns. Hisses wildly at Beckham.

INSERT - BECKHAM'S POV

Of the hissing cat as he rushes her.

BACK TO SCENE

The dog pillow is empty. The cat's brief meow is heard.



INT. BAR - NIGHT

Mark enters. The bar is packed. Several people greet him.

He spots Charlene and Kent together. They are with a group. Kent sees Mark. Puts his arm around Charlene and pulls her close. Kisses her neck.

Mark approaches Jack, who is sitting with PETE WASHINGTON (30s), and nine LOCALS, all men. They range in age from early twenties to mid-thirties.

MARK  
Any word from Henry?

JACK  
Not yet. The boys here are gonna give us a hand at first light.

Jack's slides a chair out for Mark.

JACK (CONT'D)  
Sit down.

MARK  
I'm good.

JACK  
Have a beer.

Mark scans the bar. Sees Charlene and Kent.

MARK  
Pass.

JACK  
Mark, come on. One beer.

MARK  
(shakes head)  
I'm going to check on Andrea then call it a night.

Mark gestures and leaves. Charlene spots him as he exits.

INT. HENRY'S OFFICE - NIGHT

Brian's facial flesh sits on a medical tray. Henry lifts an edge of one eyelid with tweezers. There is a thin layer of eye membrane and retina underneath.

He uses a scalpel and cuts off a piece of flesh. He places it underneath a microscope. He takes extensive notes.

The eye lids on Brian's facial flesh suddenly open. The eyes look over at Henry.

Thin transparent tentacles start protruding from the edges of the flesh. They slowly creep toward the unsuspecting Henry.

Henry glances over. Jolts. The tentacles shoot forward and attach to his face. Henry's body severely trembles.

As the tentacles dissolve themselves into Henry's face, Brian's facial flesh inches closer and closer to him.

Henry jerks violently as Brian's facial flesh attaches onto his face... and completely dissolves into it.

EXT. ANDREA'S HOUSE - NIGHT

Mark approaches the front door. He knocks. Andrea's mother, SUSAN(40s), answers the door. She appears stressed and tired. She recognizes Mark.

SUSAN

Mark... Nice to have you back.

MARK

Good to be back, but its been very weird so far. I'm helping Jack with this Brian thing, and I just wanted to check on Andrea.

SUSAN

Come in.

INT. ANDREA'S HOUSE - CONTINUOUS

Mark enters. He notices a quart of whiskey and tall glass on the coffee table. Susan points down the hallway.

SUSAN

She's in her room, but she's probably sleeping. Henry gave her strong sedatives.

MARK

I'll make it quick.

ANDREA'S ROOM

Mark enters the room. Andrea is sleeping under thick blankets. Several pill bottles are on the night stand.

He checks the window, which is open. He looks around the room. Glances into the bathroom. He moves to the closet door.

ANDREA (O.S.)  
 (menacing)  
 You won't find him.

As Mark turns toward her, Brian bursts out of the closet. He violently knocks Mark across the room.

Mark quickly gets to his feet. He sees Andrea's body morph into Brian's just as Brian leaps out the window.

Mark stands dumbfounded, eyes wide. He regains his composure, and leaps out the window after Brian.

EXT. ANDREA'S HOUSE - CONTINUOUS

Mark sees Brian disappear into the woods.

MARK  
 Brian... stop!

He grabs a flashlight from his jeep, and runs into the woods.

EXT. WOODS - CONTINUOUS

Mark slows. Moves with caution. Shines the flashlight.

As he turns, Brian takes a swipe at him, missing by mere inches. He flees into the darkness. Mark pursues him.

MARK  
 Brian!... Brian stop!

Mark's flashlight beam catches glimpses of Brian. He vanishes in a heartbeat. Mark stops. He hears a distant screech.

EXT. WOODS - EARLY MORNING

Mark stands by with a shotgun. Jack addresses Pete and the other nine men from the bar: CORY, EDDIE, JUAN, ORLO, RICKY, TED, ULYSSES, VICTOR, and WES. All are armed.

JACK  
 Gentlemen, I appreciate you coming out. Brian has suffered a critical injury, and is running scared. He's most likely hypothermic and delirious as well, so use caution. Split into teams of twos.  
 (stressing point)  
 If you make contact or run into trouble, fire your weapon three times in the air. We regroup here at noon.

The men move out into the woods. Jack walks over to Mark.

JACK (CONT'D)

If Brian's infection is as bad as you say, then they won't get far.

MARK

I've never seen anything like that in my life. Not only Brian, but also what happened with Andrea.

JACK

You said yourself, he blind sided you and knocked you down. What you probably saw was just Andrea going out the window right behind Brian.

EXT. WOODS - DAY

Orlo and Victor search as a team in very dense woods. They stop. Drink water. Orlo points to his forearm. Hair standing up. Victor's as well.

ORLO

Listen.

They listen intently. A low frequency electromagnetic pulse fills the air. A faint hum. Victor nods.

VICTOR

Where the hell is this guy?

ORLO

Let's split up and get this grid searched. I don't want to be out here wasting time any longer than I have to be.

Victor veers off to search a nearby area.

Orlo searches the immediate area. A nearby tree catches his eye. He walks over to it.

The trunk secretes an ultra-vivid green sap. He slightly leans in for a closer look.

ANGLE

Victor hears a brief scream. He looks over his shoulder.

VICTOR

Orlo?

No response. He backtracks. He spots Orlo's rifle on the ground at the tree trunk. He approaches it and picks it up.

As he comes back up, he jolts backwards and drops both guns. A look of intense fear plastered on his face.

Orlo has been morphed into the tree trunk. His body the same consistency and color as the trunk. His twisted and deformed face still recognizable. One of Orlo's eyes blinks.

VICTOR (CONT'D)  
Ohhhhhhhh shit!

He stumbles back. Falls. Scrambles back to his feet.

Thousands of minute vivid green tentacles dart out from the tree trunk and snare him. They stick to his skin like glue. They start pulling him to the tree trunk.

Victor fights and resists with all his might. He frantically digs his boots into the ground for leverage... but he's powerless. The tentacles pull him to the tree.

INT. VETERINARY CLINIC - DAY

As Lacey looks on, Jennifer finishes examining Beckham.

JENNIFER  
He has some swelling and sensitivity in his stomach.

LACEY  
He's been lethargic lately. He might have eaten something bad.

Jennifer gives Beckham a shot.

JENNIFER  
We should keep him here overnight until he digests whatever he ate.

They place Beckham in a large floor cage.

EXT. WOODS - DAY

Except for Orlo and Victor, all the other men have regrouped.

PETE  
Those two are a pain in the ass.

JACK  
It's already 1:30. Let's call it a day, gentlemen.

EXT. TREE - DAY

Both Orlo and Victor have been morphed inside the tree trunk. Their bodies deformed, twisted and mutated together.

EXT. SCHOOL YARD - DAY

Johnny Taylor, wearing a hooded jacket, plays in the school yard with other STUDENTS.

They look at a dead bug in the snow. The bug is alien looking. Nothing known.

Johnny touches it. It moves slightly. Johnny reacts. Pulls his hand away. Blood on the tip of his finger. He wipes it off in the snow.

INT. LACEY'S - DAY

Mark and Jack eat with the other men. Charlene timidly watches Mark from around the counter. Trina comes up.

TRINA

What in the hell are you doing?

CHARLENE

Nothing.

TRINA

Oh, please. You going to avoid Mark all shift?

CHARLENE

He saw me with Kent last night. I think he got the wrong impression.

TRINA

You two sitting tight, his hands all over you. Why would anyone get the wrong impression?

CHARLENE

Look, nothing happened beyond him getting a little touchy feely.

Trina grabs her order.

TRINA

But Mark doesn't know that?

CHARLENE

Do you think I should tell him?

TRINA  
Does Mark even care?

CHARLENE  
I don't know?

TRINA  
Then the question is... do you care  
if he knows or not?

CHARLENE  
No... I mean... a little, maybe.  
(beat)  
So you think I should tell him?

TRINA  
(rolls eyes)  
Probably, unless you plan to stalk  
him from behind the counter on a  
daily basis.

Trina walks away. Charlene looks back over. Mark and the others are going out the door. She lets out a sigh.

EXT. MAIN STREET - DAY

Jack and Mark walk down the main street boardwalk. They stop at Henry's office. The door is locked and the lights are off.

JACK  
Not in.

MARK  
If he had anything yet he would  
have gotten back to us already. But  
I'll stop by his place and see what  
he says.

They walk toward Mark's jeep. Jack looks up at the sky.

JACK  
Cold front's moving in. We better  
find Brian real soon.

INT. JEEP - DAY

Mark can see the lake in the near distance. Mostly covered in ice with large pockets of blue water.

He spots Henry's wife, EDITH(50s), sanding her walkway. He blasts his horn in short spurts.

EXT. HENRY'S HOUSE - DAY

Edith approaches Mark's passenger window.

EDITH  
Hello, Mark. Any luck finding  
Brian?

MARK  
Not yet. Still working on it.  
Is Henry around?

EDITH  
I heard him come home early this  
morning. He went to the other  
bedroom to sleep so he wouldn't  
disturb me.

MARK  
Can you please tell him to come see  
Jack as soon as he can.

EDITH  
When he wakes up.

MARK  
Thanks, Edith.

Mark gives a slight wave and drives away. Edith waves back  
and goes inside.

INT. HENRY'S HOUSE/KITCHEN - CONTINUOUS

Edith enters and starts preparing a salad.

Henry appears in the entry way behind her. He looks  
completely demented and horrific.

Pus drips from his black eyes. His skin is pale and blotched.  
Shedding. His face has his, alien, and Brian's features.

Edith turns. Sees Henry. Gasps. Stumbles back.

EDITH  
Henry?!

He just stares at her.

EDITH (CONT'D)  
Henry?!...

Henry does not respond. Edith takes a few cautious steps  
forward before abruptly stopping.



EDITH (CONT'D)  
What's wrong with you?

Henry still does not respond.

EDITH (CONT'D)  
(quivering)  
Henry?! Please...

He calmly starts walking toward her. Edith steps back.

EDITH (CONT'D)  
What are you doing?

Henry keeps coming. Edith stumbles back against the counter. She shakes her head.

EDITH (CONT'D)  
No... No...

Trapped with nowhere to run, she begins to cower and cry.

INT. SCHOOL SHORT BUS - DAY

NANCY(30s), pulls over at a dirt drive. A frightened young GIRL quickly exits.

Nancy accelerates. She glances in the rear view mirror.

Johnny Taylor is sitting two rows back. His jacket hood is pulled tightly over his hidden face. His head is down.

NANCY  
Okay Mr. Taylor, you're the last  
stop.

She glances back in the rearview mirror. Johnny is now in the rear seat, an impossible move in less than a second.

NANCY (CONT'D)  
Johnny Taylor...

No response. She pulls over. Presses the emergency brake.

She walks down the center aisle to the rear seat. She stands in front of Johnny.

NANCY (CONT'D)  
Enough of this nonsense.

EXT. SCHOOL SHORT BUS - CONTINUOUS

Nancy bolts off the bus. Hysterical, she flees down the road.

INT. JEEP - DAY

Mark is surprised as Nancy runs down the road in the opposite direction. She doesn't acknowledge him.

Moments later he sees the bus. He stops. The bus is idling in the middle of the road. The door is open.

MARK

What the hell is this?

EXT. SCHOOL SHORT BUS - CONTINUOUS

Mark approaches the bus. He grips a pistol. He walks along side of it. Glances in a few windows. Looks underneath it.

INT. SCHOOL SHORT BUS - CONTINUOUS

Mark enters the bus. All the seats are empty. He turns off the ignition.

He's knocked into the windshield from behind as someone runs off the bus. He recovers.

EXT. SCHOOL SHORT BUS - CONTINUOUS

Mark bolts from the bus aiming his gun. He searches around the bus, looks underneath it, but no one is there.

He quickly looks into the treeline on both sides of the road. Sees no one.

EXT. REMOTE ROAD - DAY

Nancy passes Cemetery Road. She hears movement in the woods to her left. She turns. No one is there. She keeps her stare.

NANCY

Is that you Johnny Taylor? This isn't funny.

Twigs snap. Shrubs rustle. Nancy darts into the woods on the other side of the road.

EXT. WOODS - CONTINUOUS

Nancy runs through the woods. Something is stalking her. It makes a menacing screech.

Nancy runs hard. She trips. Falls. Quickly gets up. She runs across a stream and cuts deeper into the woods.

She stops, out of breath. She trembles. Looks behind her. The figure is gone. She takes a few deep breaths.

She turns. Jolts from intense fear. Shakes uncontrollably. Slowly backs up. Her eyes widen with extreme terror.

INT. JACK'S OFFICE - DAY

Jack sits at his desk. Mark drinks a cup of coffee.

MARK

She wasn't just scared... she was terrified. She blew past me like I wasn't even there.

JACK

She probably crossed paths with Brian.

Mark paces. Looks at Jack. Appears reluctant.

MARK

Look, Jack... I don't think Brian is our only problem here.

JACK

What do you mean?

MARK

I think we got some real Twilight Zone shit going on.

JACK

(disbelieving)  
Christ Almighty. Come on, Mark.

MARK

I know I sound crazy.

JACK

(rolls eyes)  
We're as far from Twilight Zone shit as we are from an LA traffic jam. We're small isolated town Alaska, and we're cooped up in the middle of winter. People are just getting carried away, including the both of us.

MARK

I don't know. I'm just getting a weird vibe. Something isn't right.

Jacks opens a desk drawer. Pulls out a pint of whisky and a glass. He fills his glass halfway.

JACK

The power of suggestion can play mind games. One person sees a UFO, then hundreds suddenly see one. One Big Foot report, and everyone comes out of the woodwork. Someone tells you the face of Jesus is in his bowl of corn flakes, and suddenly you see it as well.

Mark refills his coffee. He paces.

MARK

I understand what you're saying, and I'm sure you're right. But after dealing with Brian, Andrea, and Nancy, I'm a little jumpy. Plus I don't like all the communications being out. Gives me a bad feeling.

JACK

You know as well as I do that's not uncommon up here. We are close to the magnetic north, we suffer magnetic interference from the Aurora Borealis, and we're meteor central.

Jack gets up and turns on the short band radio. Nothing but static. He looks at Mark and gestures to the radio.

JACK (CONT'D)

Case in point.

MARK

I heard there was a weird meteor just before I arrived.

Jack rubs his temples in clear frustration. Downs his drink. Refills his glass.

JACK

Okay Mark... I get where you're headed here, so let's attack this logically. Magnetic interference here is not that uncommon. Meteors are not uncommon. Hell, you can claim the meteor had something to do with all this.

MARK

That's crossed my mind.

JACK

It's not possible. The incident with Andrea happened four days after the fact, and Andrea was with Brian at the lake. She didn't get sick. So there goes that theory. Also, Henry, Edith, and the Taylor's live near the lake, and they're fine. There's only ONE sick person... and that's Brian.

(beat)

Simply put, I think Brian caught some bad infection or virus.

MARK

What about what we found at in his room? That was the freakiest thing I have ever seen in my life.

JACK

No matter what you or I think, we're not qualified to make a sound or qualified judgement on this. Let's leave that up to Henry.

(takes drink)

So I would appreciate it if we don't lose our heads or jump to conclusions. The last thing we need are panicked people thinking there's a virus or infection going around.

(chuckles)

Or aliens taking over.

MARK

(nods)

Yeah... You're right.

JACK

As soon as we hear back from Henry, we'll have a much better handle on all this. Until then, let's focus on finding Brian.

MARK

But... As crazy as it sounds, I swear Andrea morphed into Brian.

Jack takes a drink. Chuckles. Shakes his head at Mark.

INT. TAYLOR HOUSE/MASTER BEDROOM - NIGHT

Jennifer sits at her vanity brushing her hair. She leans forward, letting her hair flow over her face. Brushes it. Then flicks her head back.

She's startled. She sees Johnny's hideous reflection in the vanity mirror. His eyes are alien. Cold. Dark. His skin is pale grey and blotched.

JENNIFER  
(concerned)  
What's wrong, honey?

Jennifer quickly looks behind her. No one there. The door sways slightly.

She moves over to the door. She opens it all the way. Unnerved, she stares down the dark hallway.

JENNIFER (CONT'D)  
Johnny?

She gets no reply.

HALLWAY

She slowly walks down the dark hallway to the bathroom door. The bathroom light shines through the bottom of the door. She knocks.

JENNIFER  
Honey, you okay?

No response. She sees a shadow move under the door. She eases the door open.

BATHROOM

Jennifer steps in. The shower curtain is closed.

JENNIFER  
Johnny?

She cautiously approaches the tub. Slides the curtain open. Johnny stands in the corner of the tub. His head is down.

JENNIFER (CONT'D)  
What's wrong, honey?

He looks up. She sees his hideous face.

She shudders and steps back.

JENNIFER (CONT'D)  
 (horrified)  
 Richard!!

Johnny scowls at her. He shows terrifying alien teeth.

Jennifer screams and bolts out the door. Johnny slowly turns. Scowls menacingly. Comes after her.

HALLWAY

Jennifer holds the bathroom door closed with all her might. Johnny violently pounds on the door.

JENNIFER  
 (hysterical)  
 Richard!!  
 (screams)  
 Richard! I need you in here NOW!!

Johnny's arm blasts through the door. He rips it off its hinges.

Johnny stands. Shoulders straight. Head tilted down. Eyes looking up. He is the world's creepiest kid.

Jennifer screams and flees.

Johnny wags a finger... and calmly goes after her.

LIVING ROOM

Jennifer knocks whatever she can into Johnny's path.

Johnny reaches out and grabs her ankle. She screams as he starts to pull her back toward him.

JENNIFER (CONT'D)  
 (frantic)  
 Richard!!! RICHARD!!!

Jennifer grabs a marble figurine. She bashes Johnny's arm with it. He lets out a terrifying alien scream and lets go.

Jennifer runs toward the back of the house.

DINING ROOM

Jennifer turns a corner and slams into Richard. She looks up. Richard is mutating. She screams. Pulls away. Turns to run.

A scowling horrific Johnny blocks her path. He unfurls his razor-sharp alien claws. Jennifer is hysterical.

JENNIFER (CONT'D)  
What's happening?!

Richard and Johnny come at her.

Jennifer turns to flee, and inadvertently bursts through the closed sliding-glass door.

INT. LACEY'S - NIGHT

Trina searches the diner. She checks her cat's food and water, both are untouched. The litter box is clean.

Charlene is putting together two dinners to go.

TRINA  
Anyone seen Samantha?

Charlene and Lacey shake their heads.

LACEY  
Don't worry, she'll turn up.

INT. MARK'S CABIN/SCREENED PORCH - NIGHT

Wearing only shorts, Mark does series of intense exercises.

INT. VETERINARY CLINIC - NIGHT

Beckham stands in his cage. There is an ominous presence about him.

He steps up against the cage. He squeezes his body unnaturally thin as he moves out of the cage.

He stands in the middle of the floor. He starts shaking. He growls menacingly. His skin starts shedding.

The other animals start going crazy.

INT. MARK'S CABIN/BATHROOM - NIGHT

Mark gets out of the shower. He towels off. He hears a knock at his screen door. He slips his shorts on, and grabs his handgun.

SCREENED PORCH

Mark approaches the screened door. Charlene is there.

MARK  
Hey.



He unlocks the door, lets her in.

CHARLENE

I almost missed the turn off.

She has a six-pack and take-out dinners. Her eyes scan his buff and toned body.

MARK

What are you doing way out here this late?

CHARLENE

I just didn't want you to get the wrong impression about Kent and I.

MARK

Well, I didn't...

CHARLENE

He just asked me out for a drink, that's all. Nothing more.

MARK

Look, whatever is going on between you and Kent is your business.

Charlene abruptly leans in and lays a kiss on him... really lays a kiss on him. Mark is clearly surprised. She leans in and kisses him again.

HOURS LATER

Mark and Charlene cuddle on the hammock. Heavy blankets over them. They kiss. The digital clock reads 3:17AM.

CHARLENE

Why do you sleep out here? Is it because what happened to you?

MARK

I don't want to talk about that.

CHARLENE

I'm sorry.

MARK

No need to be sorry, just something I don't like to talk about.

(beat)

What about you? Why are you hiding out in Alaska?

She pinches him.

CHARLENE  
Who says I'm hiding out?

MARK  
Girls like you live at the beach,  
not remote Alaska towns.

CHARLENE  
I happen to like remote Alaska  
towns.

MARK  
(chuckles)  
Really? One day you were laying on  
a sunny beach and decided to head  
to remote Alaska?

CHARLENE  
I can hold my own.

MARK  
You're a real babe in the woods.

CHARLENE  
The truth is, my ex-boyfriend  
wouldn't let it go. No matter how  
many times I moved he would always  
get my number, or show up at my  
apartment. So one night I packed up  
my clothes and came here to stay  
with my aunt. Been pretty chill  
until this whole Brian thing.

MARK  
I've seen some freaky stuff the  
last eight years, but this Brian  
thing takes the prize. I don't know  
what's got a hold of that guy...  
But it isn't good.

CHARLENE  
Well... Let's not worry about that  
at the moment.

They kiss passionately.

They are interrupted by a car horn, which gets closer. Car  
headlights speed up the dirt road. Mark and Charlene sit up.

MARK  
Who the hell is this?

Mark gets out of the hammock and puts on a pair of pants. He grabs his handgun and opens the screen door. It's Trina.

TRINA  
They need you in town, something's happened at the pet clinic.

MARK  
What about Jack?

TRINA  
(reluctant)  
He got way too sauced.  
(looks at Charlene)  
And I knew you'd be awake.

MARK  
Alright, give me a second.

He turns to Charlene as he finishes getting dressed.

MARK (CONT'D)  
Better follow Trina back to town.

EXT. LACEY'S - NIGHT

Mark pulls up. He's met out front by Lacey and a distraught ERICA (40s).

ERICA  
I'm Jennifer's assistant. I check on the animals at night. Something isn't right in there. I tried to call Jennifer, but the phones are still out.

MARK  
You guys stay put.

LACEY  
Mark, be careful.

MARK  
(rolls eyes)  
Yeah.

He grabs his gun and flashlight.

INT. VETERINARY CLINIC - NIGHT

Mark enters very slow and cautious. He has his gun and flashlight in hand. He stays extra vigilant. He stops and listens. He hears nothing.

MARK  
Listen... I have a gun. You need to  
show yourself.

No response. No sound. He enters a darkened hallway. He keeps  
tight against the wall.

MARK (CONT'D)  
Come out with your hands above your  
head.  
(stern)  
Do it now!

No response.

MARK (CONT'D)  
Do as instructed, or you will be  
shot!  
(stressing point)  
I'm not fucking around here.

Still no response.

He slowly moves toward a room, it's light shining into the  
hallway. He gets to the doorway. Stops just short. Leans  
against the wall.

MARK (CONT'D)  
(sotto)  
I could have gone to Afghanistan.

He tosses the flashlight hard into the room. He hears it slam  
into the wall. Hit the floor. And roll.

He hesitates. Takes a deep breath. Then spins into the room,  
aiming his gun.

ANIMAL WARD

MARK (CONT'D)  
Hey, asshole!

Mark freezes. Lowers his gun. He is clearly shocked.

The room is destroyed. Blood, guts, and bits of animal hide  
all over the room.

He moves forward with extreme caution. His breathing the only  
sound. He hears something to his right, and turns to see -

Alien mutated Beckham saunter out of an examination room.  
He's much bigger and growls a menacing alien growl. He has a  
mixture of alien, cat, and his own features.

MARK (CONT'D)  
 (stunned)  
 Fuck me...

Mark stumbles back and falls, losing his gun.

Beckham comes at him in attack mode. Mark rolls. Grabs his gun. Fires several rapid shots into Beckham.

Beckham keeps coming. Mark fires more shots. Beckham lets out an unearthly yelp, and slumps to the floor, dead.

Mark continues to aim his gun, shaking badly. He slowly regains his composure. Scrambles to his feet. Flees the room.

EXT. VETERINARY CLINIC - NIGHT

A less than sober Jack and the volunteer fire department have arrived on scene.

INT. VETERINARY CLINIC - NIGHT

Beckham is being photographed. Firemen neutralize the blood.

EXAMINATION ROOM

Kent enters and slips on blood. He cuts his left hand on the metal edge of a shelf as he falls. His hand and cut get covered in the blood on the floor.

KENT  
 (annoyed)  
 Damn't... Stupid.

He quickly washes the blood off. He grabs a bottle of Peroxide and generously pours it over his hands. He repeatedly rinses his hands off with rubbing alcohol.

EXT. VETERINARY CLINIC - MORNING

An exasperated Jack meets with Mark and Don.

JACK  
 (to Don)  
 Clearly this is some sort of major infection. We need to identify this thing before it becomes an epidemic. We need Nick to fly to Anchorage with the dog's remains.  
 (adamant)  
 And tell him to get the state health department up here asap!

DON  
 (concerned)  
 Jack... You know as well as I do,  
 that attempting to fly over the  
 range in this weather is courting  
 suicide.

JACK  
 (stern)  
 I don't care!  
 (stressing point)  
 We need help NOW.

DON  
 Look, Jack, I underst...

Jack turns and put his hand on Don's chest.

JACK  
 (stern)  
 DO IT!  
 (to Mark)  
 My radio's still out. Russ has that  
 short band radio out at his place.  
 See if it is working yet. But be  
 careful.  
 (beat)  
 I'm gonna hunt Henry down.

EXT. MAKESHIFT RUNWAY - MORNING

Don and Eddie open a cooler. They cover Beckham's remains  
 with snow. The cooler is put into a Cessna. The PILOT sits in  
 the cockpit.

DON  
 (to pilot)  
 Get authorities back here asap.

ANGLE

The Cessna accelerates the down the crude runway. Gets  
 airborne. Flies toward dark storm clouds and one of the  
 towering mountain ranges.

EXT. RUSS WALYTON HOME - DAY

Mark pulls up in his Jeep. A fifty foot radio tower has  
 capsized. The front door to the log home is wide open.

Mark grabs his gun and exits the Jeep. He scans the area as  
 he approaches the house.

MARK

Russ... It's Mark Hackwell. You okay?

(beat)

I'm coming in.

Mark aims his gun and slowly enters the house.

INT. RUSS WALYTON HOME - CONTINUOUS

Interior is trashed. The short band radio has been destroyed.

MARK

Russ?

Mark searches the rest of the small home, glancing inside a partially open bedroom door. No one there. He leaves.

A mutated hand inside the room suddenly reaches over and shuts the bedroom door.

EXT. HENRY'S OFFICE - DAY

Jack tries the door but it is locked. He knocks.

JACK

Henry?

Getting no reply, he leaves.

INT. HENRY'S OFFICE - DAY

Kent is in the examination room. He sweats profusely. His face twisted in pain. His left hand, around the thumb, is overtaken by alien DNA.

He loads up on bandages, gauze, antibiotics, pain killers, and syringes.

INT. JEEP - DAY

As Mark drives, he glances down Old Miners Road. Something catches his eye. He makes a U-turn and heads up the rough snowy road. He stops behind a pick up truck and gets out.

EXT. WOODS - CONTINUOUS

He approaches a 1998 black Chevy pick up parked in the woods. It is caked with snow and ice. He opens the driver's door. He searches the cab, including behind the seat. Finds nothing.

MARK  
 (loud)  
 Hello?

No reply. He looks inside the truck bed. Empty. He then writes down the make and license plate number.

He walks deeper into the woods.

EXT. HENRY'S HOUSE - DAY

Jack knocks on the front door several times. He glances in the front window.

JACK  
 Henry? Edith? It's Jack. You guys here?

No response. He walks around to the kitchen door. It is open.

JACK (CONT'D)  
 Henry? Edith?  
 (beat)  
 You guys okay?

No response. He enters.

INT. HENRY'S HOUSE - CONTINUOUS

Jack looks around the kitchen.

JACK  
 Hello? It's jack.

A figure darts across the hall behind him. He's unaware.

His radio suddenly beeps. Loud static.

MARK (V.O.)  
 (severe static)  
 Jack... wha... you... locat...n?

JACK  
 (into radio)  
 I'm trying to find Henry.

MARK (V.O.)  
 (severe static)  
 ... ld Miner's Ro...

The radio goes static.



JACK  
(into radio)  
Mark...

INT. CESNA - DAY

Nick flies over majestic snow-covered mountain ranges. The weather is stormy with heavy clouds.

The Cesna is rocked by severe turbulence. The cooler falls over. Beckham's remains roll out.

EXT. OLD MINER'S ROAD - DAY

Jack's SUV is parked next to Mark's Jeep.

EXT. WOODS - DAY

Jack and Mark look at two rifles laying on the snow. The snow is stained with blood.

JACK  
Looks like they got a hold of  
something...  
(looks around)  
... Or it got a hold of them.

Jack kneels down and runs his hand over the odd animal tracks in the snow.

MARK  
What made those tracks?

JACK  
I don't know. I've never seen  
tracks like these before.

Mark follows the tracks for ten yards. He stops. The tracks cut through some blood-splattered shrubs.

MARK  
Looks like they went this way.

Mark gets no reply. He looks behind him. Jack is gone.

MARK (CONT'D)  
Jack?  
(beat)  
Jack?

No reply.

MARK (CONT'D)  
 (loud)  
 Jack?!

Mark stands perfectly still. Listens.

MARK (CONT'D)  
 Jack...  
 (listens intently)  
 Where the hell did you go?

No reply. Mark quickly searches the area.

MARK (CONT'D)  
 (loud)  
 Jack?!... Seriously, man. This  
 ain't cool.

Mark hears movement in the woods. He turns to see a hideous deer. It has alien, Ben, and deer features.

MARK (CONT'D)  
 Okay...

He turns and starts walking briskly toward the vehicles.

The deer keeps pace with him.

He hears a strange noise. He looks to his left.

Another hideous deer, with alien, deer, and Tony features.

MARK (CONT'D)  
 (sotto)  
 Jack, where the hell are you?

Mark starts to move quicker. The deer move quicker.

Mark breaks into a fast run. The deer do the same.

Mark sees Jack's SUV dead ahead! He slides over the hood.  
 Jumps into the Jeep through the passenger door.

INT. JEEP - CONTINUOUS

Mark slides behind the wheel . Starts the ignition. Speeds in reverse. Spins. Punches the accelerator.

He glances behind him. The deer are right behind him.

MARK  
 Oh shit!

He guns it. The deer get closer! Just as they catch up to him, he turns off the road. The deer stop in their tracks.

INT. JACK'S OFFICE - DAY

Mark bursts in to find VICKI(20s). He unlocks the gun case. He pulls out a box of shells and a shotgun.

VICKI

You okay?

MARK

I just went through some really bizarre shit... and Jack vanished into thin air.

VICKI

Not too far. He's over at Lacey's.

MARK

What are you talking about?

VICKI

He's over at Lacey's. I saw him there twenty minutes ago.

MARK

Impossible. We were out on Old Miner's Road twenty minutes ago. His SUV is still out there.

VICKI

Okay... But unless he has a twin, I'm telling you... It's him.

EXT. MAIN STREET - DAY

Mark loads the shotgun as he walks hurriedly down main street. He has an intense expression on his face.

INT. LACEY'S - CONTINUOUS

Mark enters. Lacey, Charlene, and Trina stand at the door.

LACEY

Jack's not right.

Mark gestures. Everyone leaves.

Mark approaches Jack, who sits in a booth with his back is to him. He stops several feet behind him.

MARK  
Jack... It's me, Mark.

No response.

MARK (CONT'D)  
Jack... You okay?

No reply. Mark keeps his distance.

MARK (CONT'D)  
How did you get back here?

No reply. Mark pumps the shotgun. Jack suddenly sits rigid.

MARK (CONT'D)  
Jack... I need to see your hands.

Jack doesn't move. Mark aims the shotgun at him.

MARK (CONT'D)  
I need to see your hands.

Tense hesitation. Jack leaps to his feet. He whips around while pulling his handgun. His face is hideously mutated.

Mark fires. Jack is blasted out a diner window.

EXT. LACEY'S - CONTINUOUS

Onlookers approach Jack, who lays in a pool of blood. Mark rushes out, wildly aiming the shotgun.

MARK  
(screaming)  
Get back!... Everyone get back!

Screams and Gasps. Mark looks behind him. His eyes widen.

Jack is standing. Bleeding profusely from a gaping wound. He begins to shake. His flesh begins to dissolve. Crack. Split. Shed. An alien mutated form reveals itself.

Mark walks toward Jack with ferocity. He fires, hitting him in the stomach. Jack staggers way back.

Mark keeps coming. He pumps the shotgun and fires again, hitting Jack in the chest.

Jack lets out a loud unearthly screech as he staggers farther back. He recovers and turns toward the oncoming Mark.

Mark picks up his pace. No sign of fear. He pumps the shotgun. Levels it. And fires.

The shot hits Jack in the throat and face. He stumbles back several feet and collapses, dead.

People start to move closer. Mark wildly waves the shotgun.

MARK (CONT'D)  
Everybody stay the fuck back!

Mark pumps the shotgun. He stands over Jack, and fires one final shot point blank into his chest.

EXT. DUMP - DAY

A tractor pulls up with Jack's body on the blade. It is dumped onto a large pile of cut logs and wood. Men generously douse Jack's body and the logs with gasoline. It is ignited.

INT. CESNA - DAY

Nick fights turbulence. He hears a menacing growl. He looks behind him.

Beckham attacks. Blood splatters all over the cockpit windshield. The Cesna descends out of control.

INT. LACEY'S - DAY

The shattered window has been boarded up. About fifty TOWNSPEOPLE crowd inside the diner, most armed. The talk is loud and excited. Several people swarm Mark.

OLD MAN  
Mark, what the hell is going on?

Everyone looks at Mark.

MARK  
I know as much as all of you. It's some sort of infection or virus, but how it spreads I don't know.  
(long beat)  
But... I don't think its earthbound.

RICKY  
What do you mean?

MARK

I don't know what I mean, but it seems all the trouble started at the lake after that meteor hit. I know this sounds REAL crazy, but I think this infection, or whatever it is, has something to do with that meteor.

RICKY

How?

MARK

When a meteor passes through our atmosphere, whatever germs or organisms it may have usually burn up. Instant sterilization.

PETE

Maybe this time they didn't?

MARK

I don't know, Pete. But something isn't right. People heard that meteor, but no one saw it. It passed directly over Jack, then Andrea and Brian, but they didn't see it. I believe that meteor might be the cause of all this. Because what I've... we've seen tops my weirder than shit scale.

WOMAN

We're being infected by germs from another planet?

MARK

I don't know. But whatever it is, it hits fast and completely overtakes the body.

VICKI

Jack didn't look human.

MARK

I came across Jack the other day. He was scared, really scared, but was trying to hide it. He was sure he saw Elaine Trospen walking down the road.

Everyone reacts.

LACEY  
Elaine Trosper?!

PETE  
Has anyone seen Henry?

No one answers. Several people shake their heads.

DON  
We sent Nick to Anchorage to bring  
back state health officials and  
authorities.

PETE  
Once they get a look at that dog,  
they won't waste any time getting  
their asses up here.

MARK  
Whatever it is, I think it's around  
the lake.  
(to Cory & Ted)  
Go get Henry, Edith, and the  
Taylor's. Get'em here quick, and  
don't stop anywhere for any reason.

Cory and Ted head out. The conversations grow intense.

DON  
Look everyone, best thing to do is  
stay calm. Until help arrives  
everyone stay together. Safety in  
numbers. Put up here or at the  
firehouse.

People mill around, talk, set their spots in the diner. A  
haggard Mark pour himself a cup of coffee. Pete comes over.

PETE  
Nick should make good time. He  
should have help here pretty  
quick... unless the weather grounds  
them.

MARK  
That's what I'm afraid of.  
(beat)  
Lacey is well stocked, but might be  
a good idea to get some extra food  
and supplies for here and the  
firehouse. Just in case.

Pete grabs his rifle and talks to Eddie and two other men. They nod. Grab their guns. Head out the door.

MARK (CONT'D)

(to Lacey)

Pete's gonna grab some extra supplies from his store. We don't want to go out unless we have to.

EXT. REMOTE WILDERNESS - DAY

The remnants of the Cesna are strewn over a quarter mile. Wolves scour the scene. They clutch remains in their mouths and run into the hills.

INT. LACEY'S - DAY

Mark sits at the counter and drinks his coffee. Charlene sits next to him. She rubs his left shoulder and back.

Several shots are heard. Everyone reacts.

Moments later, Pete, Eddie, and the other two men back into the diner. They continue to fire more shots.

Mark grabs his shotgun and rushes up to the men as they slam and lock the door.

MARK

What is it?

Pete looks totally freaked out.

PETE

Your weirder than shit scale just went through the roof. It's George Wyman.

Loud gasps and reactions from the people.

MARK

Whose George Wyman?

PETE

Used to own this building until 1920... when he died.

Pete points to a framed black & white photo on the wall. It is dated 1902. It is a picture of middle aged George standing behind the counter.



EXT. MAIN STREET - CONTINUOUS

Mark, Don, Eddie, Pete, Wes and a few others rush outside heavily armed. They split up into teams and frantically search main street.

Mark searches with Don and Pete. They hear several shots. They rush toward the sound of the shots.

They come upon Eddie and Wes in a dead end alcove. The long deceased mutating George is cornered at a junk pile.

What little skin remains is alien. His skeleton exposed in many areas, including most of his face.

The other men rush up. Shocked. Scared. All guns aimed at George.

WES

Jesus Christ, look at him.

MARK

Don't get too close.

WES

Trust me... That's not going to be a problem.

George makes frightening grunts. He paces feverishly. The men keep their guns trained on him. They block his escape.

EDDIE

What the hell are we going to do?

MARK

Just keep him detained.

EDDIE

I don't think he plans on being detained.

MARK

Just keep him there!

One of the men accidentally drops his gun when George makes an aggressive move.

The gun fires when it hits the ground. The bullet barely missing George.

George comes at them. Everyone starts shooting. George is blasted back onto the junk pile.

A flare is tossed onto the body. It is engulfed in flames. As it burns, terrifying alien screams are heard, then go silent.

The stunned men don't say a word as George's body is completely consumed by the flames.

MARK (CONT'D)  
Let's get back inside.

WES  
Great! Time to become an alcoholic,  
and I'm starting right fucking now!

EXT. TAYLOR HOUSE - LATE AFTERNOON

Cory drops Ted off in front of the house.

CORY  
I'll get Henry and Edith and meet  
you guys back here.

TED  
Hurry up, this is creeping me out.

Cory drives off. Ted approaches the house. He knocks on the front door. No reply. He rings the doorbell. No reply. He walks around to the backyard.

Ted spots Johnny sitting on the snow covered grass. He's wearing a jacket with a pull over hood. He's sitting with his legs crossed. He stares straight ahead.

TED (CONT'D)  
Hey, Johnny...

No response. Ted reaches out and touches Johnny on his arm.

TED (CONT'D)  
Where are your parents?

Johnny's head whips around with lightening speed. His alien teeth dig deep into Ted's hand.

Ted screams. His face twisted with agony. Johnny bites down harder, crushing the bones in Ted's hand.

Ted tries to pull his hand away, but Johnny clamps down and holds on. His alien hand reaches up and grabs Ted's face.

EXT. HENRY'S HOUSE - LATE AFTERNOON

Cory rushes up to the door. He knocks. No reply. He knocks again. The door opens. It is Edith.

EDITH  
Hello, Cory.

CORY  
Edith, you guys and the Taylor's  
have been ordered into town.

EDITH  
That's nonsense. We're perfectly  
fine out here.

CORY  
Edith, I'm serious. Ted's at the  
Taylor's. They're waiting for us.

Edith appears annoyed. She opens the screen door.

INT. HENRY'S HOUSE - CONTINUOUS

Cory enters. Edith shuts the door.

CORY  
Is Henry here?

EDITH  
Sit down. I'll get him.

Cory sits on the sofa as Edith leaves the room. He fidgets.  
Appears restless. Taps his fingers on the coffee table.

Movement in the wall behind him. The paint pushes out to  
reveal Henry's mutated face in surprising detail. It slides  
toward Cory.

The face gets behind Cory. Tentacles protrude from the paint  
and slither down toward the back of Cory's head.

At the last second, the unsuspecting Cory gets up and glances  
down the hallway.

CORY  
Henry?... Edith? You guys ready?

HALLWAY

Cory slowly walks up the hall.

CORY (CONT'D)  
We gotta get going, guys. Ted's  
waiting for us.

He glances into a doorway on his left. He glances into a  
doorway on his right.

He comes to the master bedroom at the end of the hall. He sees Edith inside. He enters.

MASTER BEDROOM

CORY (CONT'D)  
Edith, we have to get to town.

The face looks up. It is an alien face, with hideous disfigured features of Brian, Henry, and Edith.

Before Cory can react, Edith turns around and faces him. The hideous face he saw has mutated on the back of Edith's head.

EDITH  
(menacing)  
Come here, Cory.

Edith takes a few steps toward him. He stumbles back.

CORY  
Oh, fuck no!

Cory turns to flee. Henry appears in front of him. Cory is trapped in-between Henry and Edith.

He spots a large hunting knife on the dresser. He grabs it. As Henry make a move toward him, Cory raises the knife. He maneuvers Henry in front of Edith.

As he backs out of the room, Henry makes a move. Cory throws the knife. Henry ducks. The knife impales Edith in the face. She lets out a screech, then collapses to the floor, dead.

Cory flees.

LIVING ROOM

Cory almost makes it to the front door.

Henry grabs him by the neck and violently flings him back. He lands hard in front of the lit fire place.

As Henry comes at him with menacing force, Cory struggles to get back to his feet. He faces off with Henry.

CORY (CONT'D)  
Henry... Listen, its not that bad.

Henry attacks. Cory grabs the fire poker and bashes him across the head.

As Cory starts to flee, Henry charges him. Cory raises the fire poker. Turns. Impales Henry through the chest.

Henry collapses into the fire. He lets out loud alien scream. He's engulfed by the flames, which quickly spread.

INT. TRUCK - CONTINUOUS

Cory bolts from the house and jumps into his truck. He fumbles with the ignition, but gets the truck started. He speeds away from the house as flames engulf it.

As he speeds up to the Taylor's house, he feels his side. He brings his hand up. It is covered with blood.

CORY

Oh, God!... Oh, God!

The ravaged Ted slams against the driver door. Startled, Cory almost loses control.

Ted blasts his arm through the driver window. His alien hand clamps onto Cory's face. The alien claws slice into his flesh. Cory tries to force the hand off his face.

Cory lets go of the steering wheel as he struggles with Ted. The truck leaves the road and speeds directly at the Taylor's propane tank.

The truck crashes through the large propane tank, then into the Taylor's house.

A huge explosion engulfs the house and truck.

EXT. MAIN STREET - NIGHT

Snow falls. It looks like a ghost town.

INT. LACEY'S - NIGHT

Mark and two dozen others remain in the diner. The conversations are private. Charlene and Trina serve them coffee.

REST ROOM

Kent shakes. Sweats profusely. His left hand is mutated. He downs four pills, swallows them with a handful of water.

He then places a tongue depressor between his teeth. He gives himself a shot of antibiotics. His face twisted in agony.

He rewraps his hand. Splashes water on his face. Wipes it off. Goes back out into the diner.

INT. LACEY'S - NIGHT

Wes motions to Mark. They step out onto the patio.

EXT. LACEY'S PATIO - CONTINUOUS

The men react to the bitter cold.

WES

Cory and Ted should have been back hours ago. If they're in a bind they won't survive for long.

Mark looks out at the lights of the fire station shine brightly in stark winter night.

MARK

I know.

WES

What do you want to do?

MARK

We gotta go find them.

INT. LACEY'S - CONTINUOUS

Mark and Wes come back inside. Mark approaches Kent, who drinks a beer.

MARK

Cory and Ted never came back. Wes and I need to go look for them.

KENT

(gestures)

You want to go out in that?

WES

We could use an extra pair of eyes.

KENT

No way. You said it yourself... Stay here.

Mark starts to fire back, but relents. He puts on a heavy coat. He grabs his shotgun as Wes does the same.

CHARLENE

You're not going out there are you?

PETE  
I'll go with you.

MARK  
I appreciate it, Pete, but I need  
you here to keep everyone calm.  
(points to Kent)  
I don't want numb nuts here getting  
them riled up.

Mark and Wes head out the door. Charlene makes a move to cut  
them off. Lacey stops her.

KENT  
There goes dumb and dumber.

INT. FIRE STATION - NIGHT

Don and a few of the volunteer firemen take refuge. With them  
are family and several of the townspeople. Most people have  
made beds on the floor.

INT. JEEP - NIGHT

Mark drives as fast as he can in the frigid conditions. The  
remote road is treacherous with ice and frozen snow.

WES  
(points)  
Check that out.

Mark slows to a stop. They can see bright glowing in two  
different locations. Mark grabs binoculars. He scans.

MARK  
The houses are burning.

He hands the binoculars to Wes, who looks.

WES  
Maybe they're signaling for help?

MARK  
Or warning us to stay away?

Wes lowers the binoculars. They glance at each other.

WES  
What do you think?

MARK  
If they were trying to signal us  
they have a forest to burn down.

WES  
 Maybe the houses were just easier  
 to burn?

Moments of indecision. Mark stares at the distant glow.

MARK  
 We can't risk it.

He puts the Jeep in reverse, then turns around.

INT. LACEY'S - NIGHT

Charlene is nervous and quiet. Lacey rubs her shoulders.

Kent talks with Trina. He flirts heavily with her. Rubs her leg. Kisses her neck.

INT. JEEP - NIGHT

The headlights reflect on a heavily bundled PERSON walking along the road. Mark and Wes do a double take.

WES  
 Who the hell is this?

Mark blasts his horn. He stops. Wes starts to get out. Mark stops him. He hands Wes a shotgun.

MARK  
 Be on your toes.

Mark and Wes get out, shotguns in hand.

EXT. REMOTE ROAD - CONTINUOUS

The person is bundled up in a heavy winter coat, scarf, and beanie. Mark wipes off ice and snow. Moves the scarf. He shines the flashlight in the person's face. It is Jennifer Taylor.

MARK  
 (to Wes)  
 It's Jennifer...  
 (to Jennifer)  
 Where are the others?

Jennifer doesn't respond.

MARK (CONT'D)  
 Jennifer... Where are the others?

She's shivering uncontrollably.



WES  
She's freezing.

Mark gestures to Wes to hold on.

MARK  
Jennifer, are the others okay?

Jennifer doesn't respond.

WES  
She's going to freeze to death.

MARK  
Alright, get her in the Jeep.

Wes helps Jennifer into the back seat.

INT. JEEP - CONTINUOUS

Mark and Wes jump back in. Mark accelerates.

MARK  
We were outside what, two minutes?  
I'm numb.

Mark turns the heater all the way up. He puts one hand at a time in front of the vents.

WES  
If Jennifer walked from her house  
to where we picked her up, that  
would have taken her hours in this  
weather. She's really lucky she's  
not dead.

Mark's expression quickly changes. He shoots Wes a concerned look.

MARK  
(uneasy)  
We never passed her on the way out.

Wes looks over at Mark, then back at Jennifer. Her face is in the shadows.

Her hands shoot forward onto the seat backs. They are mutated.

WES  
(startled)  
Oh shit!

As Mark looks behind him. Jennifer leans forward. Her face starts coming off. Wes panics.

WES (CONT'D)  
Jesus Christ!

Wes cowers forward, frozen with fear.

Mark tries to maintain control.

Jennifer's face peels off and hits the windshield. It reforms, and faces Mark and Wes.

MARK  
Shoot her!

Wes grabs the shotgun, aims... and freezes. Jennifer's face slides on the windshield in his direction.

MARK (CONT'D)  
(screaming)  
Shoot her, Goddamn't! SHOOT HER!

Wes fires twice, blasting Jennifer's mutated face through the windshield.

Mark slams on the brakes. The Jeep skids and spins on the frozen, snowy road, sliding to a stop.

EXT. REMOTE ROAD - CONTINUOUS

Mark and Wes leap out of the Jeep, their shotguns in hand. Both men aim their guns at the Jeep.

WES  
I don't see her!  
(panicked)  
I don't see her!

MARK  
Just keep your aim.

Mark and Wes stay several feet back as they circle the Jeep. Their attention is intensely focused on the jeep.

Slight movement. Jennifer appears. Her face has alien, Johnny, and Richard's features.

WES  
Oh shit!

Mark and Wes open fire. They blast both Jennifer and the Jeep with constant shotgun fire. The Jeep is obliterated in an intense explosion.

Mark and Wes are blown backwards to the ground. Mark recovers. He grabs his gun and helps Wes to his feet.

MARK

Come on!

Mark and Wes rush down the dark road as a lite snow falls. Mark pulls a handful of shells and hands them to Wes.

MARK (CONT'D)

Reload, quick.

An unnerved Wes does not respond. They keep moving.

MARK (CONT'D)

Reload!

Wes still does not reload. Mark stops. Grabs him. Gets right in his face.

MARK (CONT'D)

Get your shit together! Now reload  
and let's get back to town.

Wes complies. They pick up their pace. They scan constantly.

Mark suddenly stops him. Gestures quiet. They hear something moving in the snow.

They stare at the dark, ominous tree line. They hear the crunch of frozen snow, and a low, constant, alien growl.

WES

What the hell is that?!

MARK

Keep moving.

They start jogging. The unseen stalker continues to make the alien growl in the soft and deliberate manner.

Wes abruptly stops. He looks confused. Mark stops. Wes turns in a circle, the shotgun gripped firmly in his hand.

MARK (CONT'D)

Come on!... Move your ass!

They move out again when something darts across the road behind them. Wes spins around and fires.

They hear movement in the snow along their right side. Wes spins to fire again. Mark pushes the barrel of the gun down.

MARK (CONT'D)  
Don't waste your shots!

They hear something dart onto the road in front of them. Wes nervously paces. He starts pulling at his hair, flailing his arms. Lets out a frightened moan. He is losing it.

WES  
They're surrounding us.

Something rushes past them, very close. Wes screams and fires. He takes off after it. Mark reaches out to stop him.

MARK  
Wes stop!... STOP!

Wes runs off the road toward the tree line. Fires again.

Mark loses sight of him. He rushes up to the tree line. He looks hard, but sees only stark darkness.

MARK (CONT'D)  
(hushed yell)  
Wes!... Wes!... Get back here!

Only silence. He makes his way back down to the road.

EXT. WOODS - NIGHT

Snow filters through the trees. Wes runs hard, then stops. He hears creepy, menacing alien noises in the darkness.

EXT. REMOTE ROAD - NIGHT

Mark runs at a jog pace. He constantly glances around him.

EXT. WOODS - NIGHT

Wes stops, shivering uncontrollably. He looks around. He barely makes out a darkened cabin. He moves over to it.

INT. CABIN - CONTINUOUS

A sparsely furnished cabin, with a wooden floor and small fireplace.

The door bursts open. Wes rushes in. He shuts and locks the door behind him. He continues to shiver as he looks around the small cabin.

He jerks violently, dropping his shotgun. He looks down. He has been pulled down through the floor up to his knees.

Another jerk. He has been pulled down to his waist. He reaches for his shotgun, which is just out of reach.

He's violently pulled down to his chest. He claws at the floor in desperation.

WES  
(screams)  
Mark! Help me!

He is violently pulled down through the floor.

EXT. REMOTE ROAD - NIGHT

Mark shivers badly in the bitter cold. He struggles and stumbles along the road.

INT. TRINA'S HOUSE - NIGHT

Trina and Kent enter. Kent grabs her around the waist and pulls her close. He kisses her. She kisses him back.

TRINA  
Hold on, Romeo.

Trina pulls away, disappearing into her kitchen.

Kent takes off his jacket. Sits on the sofa.

Trina brings him a beer. She straddles him. She takes a swig from the beer, then gives it to him. They kiss.

EXT. REMOTE ROAD - NIGHT

Mark stumbles along the road. He can see the dim flicker of the diner lights in the distance.

INT. TRINA'S BEDROOM - NIGHT

Kent and Trina make love. She reacts. Wipes off her face.

TRINA  
Shit. You're bleeding.

BATHROOM

Kent shuts the door. He flips on the light. His hand and arm are wrapped up to his elbow. Around his thumb is soaked greenish red.

KENT

Shit.

He carefully pulls away the ace bandage, revealing bloody gauze. There is a knock at the door.

TRINA (O.S.)

You okay?

This startles Kent. He stumbles away from the door.

KENT

Yeah... give me a minute.

He slowly pulls the gauze bandage away from the infected flesh. The greenish liquid drips into the bathtub drain.

He finds some cotton balls and slips them inside the gauze. He winces. He tightens the ace bandage back around the hand.

LIVING ROOM

Kent comes out of the bathroom. Trina is wearing underwear and a T-shirt. She comes over to him and looks at his hand.

TRINA

Is your hand okay?

KENT

Fine.

She reaches for it. He moves it away.

KENT (CONT'D)

It's okay.

TRINA

Let me see it.

She reaches for it again. Kent moves his arm.

KENT

Don't worry about it.

TRINA

Stop being such a big baby.

Trina reaches for it again. This time Kent grabs her wrist and shoves her hard to the floor.

KENT

(agitated)

I said it's fine.

Trina gets back to her feet.

TRINA  
Asshole!

Trina throws a glass. It shatters on the wall near his head.

TRINA (CONT'D)  
You better be gone when I come out!

Trina grabs a beer and her iPod. She goes into the bathroom, slamming the door. Kent throws up his arms.

BATHROOM

Trina is clearly upset. She closes the bathtub drain, and turns on the water. She adds bubble bath.

Thick bubbles fill the tub. Steam rises from the hot water. She steps in, and sinks into the tub.

TRINA  
Asshole!

She sips the beer, then sets the bottle on the edge of the tub. She listens to the iPod via headphones, singing softly as she closes her eyes.

KITCHEN

Kent sits at the kitchen table. His coat next to him. He has a bottle of whiskey and a meat cleaver in front of him. He takes a big swig of whiskey, then carefully unwraps his arm.

KENT  
Oh God...

From his fingers to midway up his forearm is now mutated. He mumbles incoherently to himself.

He takes another drink of whiskey, then picks up the meat cleaver. He fidgets with it. He then nervously places his forearm flat on the table.

KENT (CONT'D)  
Come on... make it a clean cut.

He raises the meat cleaver over his head. He holds it there for numerous seconds, then lowers it.

He raises it again. His arm shakes. He begins to cry. Determination gives way to defeat. He throws the meat cleaver, which embeds in a cupboard door.

He pulls a tongue depressor, syringe, and bottle of antibiotics from the inside coat pocket. He fills the syringe halfway.

He puts the tongue depressor between his teeth and clamps down. He gives himself the shot. His face is twisted in agony. He tosses the syringe in the trash.

He pulls out two Vicodin and downs them with whiskey. He rewraps his arm. Grabs his jacket. Goes out the door.

#### BATHROOM

Steam engulfs the bathroom. Trina has dozed off as she listens to her iPod. Her feet stick up out of the thick bubbles, pressed against the front end of the tub.

Two alien feet pop up out of the bubbles on either side of Trina's feet.

Translucent tentacles emerge from the bubbles and slowly creep up the sides of the tub. Tentacles emerge near her head. They slither through her hair.

Trina runs a hand through her hair. She softly opens her eyes. Glances down at her feet.

Before she can scream, the tentacles close around her and PULL her underwater. All is eerily calm and quiet.

#### EXT. MAIN STREET - NIGHT

Kent walks down the darkened main street boardwalk, shivering in the bitter cold. He spots a figure stumbling down the street. It is Mark.

KENT  
Jesus Christ.

He grabs a hold of Mark and struggles to keep him on his feet. Mark doesn't even recognize him.

KENT (CONT'D)  
Where's Wes?

No reply from Mark.

KENT (CONT'D)  
Mark... Where's Wes? Is he with you?

Mark is too hypothermic and confused to answer. Kent puts Mark's arm around his shoulder and leads him down the street.



KENT (CONT'D)  
I'm making a career out of saving  
your ass.

INT. LACEY'S - CONTINUOUS

The door opens. Mark is helped inside by Kent. His color is blue and he shivers uncontrollably.

KENT  
Coffee, now!

Lacey pours a large mug of coffee. Mark sits close to the diner fireplace. He's wrapped in blankets. Charlene holds the coffee mug, giving him sips.

CHARLENE  
What happened?

Mark doesn't immediately answer. He gets more coffee down.

MARK  
Someone burned down the houses. We  
picked up Jennifer Taylor walking  
on the road. She was badly  
deformed.

WOMAN  
Burned?

Mark shakes his head.

MARK  
Deformed or infected. I don't know.  
(beat)  
Something else was out there.

KENT  
What?

MARK  
I don't know...

He gives everyone a strange look.

MARK (CONT'D)  
... but I'm not sure they were  
human.

KENT  
What the hell is that supposed to  
mean?

PETE  
Not human, dumb ass.

LACEY  
(concerned)  
Where's Wes?

MARK  
Things turned bad real fast. He  
took off.  
(beat)  
I looked and looked, but I couldn't  
find him.

He finishes his coffee. Lacey refills it.

LACEY  
You're lucky you made it back.

Charlene holds the cup while Mark drinks. He quickly downs  
that cup as well. He starts to get up.

MARK  
I have to go find him.

Everyone intervenes, sitting him back down.

LACEY  
Mark... I know you want to, but you  
can't go back out there.

MARK  
I have to. If I can't find him,  
he'll die.

KENT  
(matter of fact)  
He's already dead.

Everyone stares at Kent. A few nasty looks.

KENT (CONT'D)  
In this weather, at night, with  
what's already going on out  
there... he's not coming back.

CHARLENE  
Mark did.

Kent points to Mark

KENT

And look at him.

(beat)

He got lucky again.

(making point)

This is the second time I've saved his ass from dying. If I wasn't out there, he'd be dead.

Pete grabs Kent by the shirt.

PETE

Why don't you give it a rest? Yeah, you saved him. We all know that because you never shut up about it. You couldn't cut it at the Coast Guard Academy or the State Trooper Academy, but Mark went to Iraq.

(leans close)

Time for you to sing a new tune.

He shoves Kent hard, then turns his attention back to the others. Kent straightens out his shirt, then leaves the room.

INT. CHARLENE'S ROOM - NIGHT

Charlene leads Mark into her cozy room above the diner. She kisses him. He appears drained and exhausted.

She takes him by the hand and leans in close. She kisses him. She places her hand on the back of his neck.

CHARLENE

It's okay...

She kisses him again, gently stroking his neck.

CHARLENE (CONT'D)

There was nothing else you could do.

She wraps her arms around him.

EXT. LAKE WOODS - DAY

Strange and vivid alien plant life is thriving. Many strange alien bugs are starting to mutate and adapt as well.

INT. CHARLENE'S ROOM - DAY

Charlene enters. Mark stirs awake. The clock reads 2:15.

MARK

Hey.

CHARLENE

Pete went to get more supplies, and we heard shots.

Mark sits up and starts to get dressed.

MARK

Any sign of Wes?

CHARLENE

No...

(concerned)

And Trina didn't show up today.

MARK

(agitated)

Goddamn't! Everyone was supposed to stay put.

CHARLENE

She wanted to go to her place last night to shower and change, but never made it back.

INT. LACEY'S - CONTINUOUS

Mark comes downstairs. He wears a cap and a heavy Jacket. He's armed with his sidearm and shotgun. Everyone in the diner peeks out the windows.

MARK

Where's Pete?

KENT

Down by the fire house, I think?

Mark grabs a shotgun and hands it to Kent.

KENT (CONT'D)

You're out of your fucking mind if you think I'm going out there.

Mark presses hard on Kent's shoulder and leans in close.

MARK

You run your mouth about saving people. Now get your ass up.

Kent pulls away and flails his arms as he stands up.

KENT

One stupid decision after another.

LACEY

Be careful.

KENT

Apparently you didn't get the memo,  
because being careful would be  
keeping our asses planted right  
here.

EXT. MAIN STREET - CONTINUOUS

Mark and Kent emerge from Lacey's.

MARK

Keep your eyes open.

KENT

No shit.

They walk down the main street board walk. They keep tight against the businesses. They make it to the edge of main street.

KENT (CONT'D)

There's Pete.

They see Pete crouching behind a snowed in truck. He sees them and motions over his shoulder.

They see the fire station fifty yards beyond Pete. A body is sprawled in a doorway.

MARK

Cover me.

Mark crouches down and runs over to Pete. He then takes aim at the fire station as he waves Kent forward.

Mark peeks around the truck. He sees no one, except the body in the fire station doorway. He turns to Pete and Kent.

MARK (CONT'D)

(to Pete)

Get back to Lacey's. Lock it up.  
Only Kent and I get back inside.

Mark creeps toward the fire station. Kent is a few yards behind him. Both men aim their weapons.

They come near the fire station and abruptly stop. They look at the body in the open doorway. It is badly deformed.

MARK (CONT'D)  
Stay here and watch my back.

Mark aims his shotgun and cautiously enters the station, stepping over the body.

INT. FIRE STATION/KITCHEN - CONTINUOUS

Mark enters. All is deathly quiet. He glances into the dining area. Four bodies.

He moves through the kitchen and looks into the living quarters. Don sitting against the far wall. He holds a gun and bottle of whiskey.

A sudden shot rings out. The bullet strikes the wall close to Mark. He dives to the floor.

MARK  
Don, it's Mark.

DON (O.S.)  
Go away Goddamn't!

MARK  
I just want to talk.

Another shot. Mark covers his head.

DON  
Fuck off!

MARK  
I'm going to slide you my gun.

Mark sets his shotgun against the wall. He pulls his pistol. Removes the clip. Slides it into the room.

LIVING QUARTERS

The gun slides near Don. He kicks it away.

DON  
You're too late.

MARK (O.S.)  
I'm comin' in.

Mark cautiously turns the corner. Don his clearly disturbed. He aims his gun at Mark, who moves slow and deliberate.

MARK (CONT'D)

Go easy man.

Mark casually glances around the room.

Ten bodies are sprawled on the sofa and floor. They are partially deformed and in different stages of mutation.

Three bodies sprawled on the floor in the rec room.

Two more bodies on the second floor.

Don struggles to keep his composure. He's shaking so bad he can barely hold onto the whiskey bottle. He takes a big swig.

DON

They were overtaken, all of 'em.  
(crying)  
I shot them.

He has enormous guilt is plastered on his tormented face.

DON (CONT'D)

I killed them all...

Mark notices Don's nervous hands.

DON (CONT'D)

I can never forgive myself.

MARK

Don, don't get crazy on me. We don't know what this thing is, or how widespread it is. But I've seen what it does. I've seen it. No one is going to blame you. This is something we don't understand.

DON

I blame myself. But it happened so fast... So fast.

MARK

I need your help.

(beat)

I'm all alone trying to deal with this thing. I don't know what it is or how it infects.

(beat)

I don't know how to protect everyone.

DON  
 You can't protect anyone...  
 (beat)  
 ... They're going to get us all.

MARK  
 Who's going to get us all?

DON  
 It's not an infection or a virus.

He looks intensely into Mark's eyes.

DON (CONT'D)  
 They're here to make this their new  
 home... their planet's atmosphere.

MARK  
 What are you saying? Aliens have  
 landed?

DON  
 Not Aliens... Their DNA... Their  
 genetic make up. They're  
 metabolizing their alien DNA with  
 earth's organisms... animals,  
 plants... humans.  
 (beat)  
 Survival and procreation at all  
 costs. Adapt here, and spread.  
 (swigs whiskey)  
 We're ground zero.

MARK  
 Don... You're talking crazy. How do  
 you know all this?

Don turns his head and rips open his shirt. The right side of  
 his head, his chest, and shoulders are mutating.

DON  
 I know because it's already in me.  
 I'm not all human anymore.  
 (takes swig)  
 It won't be long now.

His expression turns chilling.

DON (CONT'D)  
 (ominous)  
 Stay away from the lake.



MARK

They won't get us.

Don suddenly stiffens. He raises his voice. Becomes agitated. He gestures to the bodies.

DON

Don't you get it?!

(swigs whiskey)

We're trapped here, snowed in, no way to communicate with the outside world. Everyone and everything will be overtaken.

Don puts the whiskey bottle down. He fiddles with his gun. He aims the barrel up toward his face.

MARK

We'll make it out.

Don looks up at Mark. He looks like a man who is suddenly and completely at peace.

DON

(smiles)

I hope you do.

He places the gun under his chin.

MARK

No!

He leaps toward Don, who pulls the trigger. Boom!

Kent rushes in. He sees Mark, then Don slumped against the wall. He realizes the firehouse is full of dead bodies.

KENT

What the fuck did he do?!!

MARK

What he had to.

Kent goes over to the sofa, seeing the mutated bodies.

MARK (CONT'D)

Let's go.

KITCHEN

They move back through the kitchen. Mark grabs his shotgun and turns on all four stove burners. Sound of gas. They exit into the truck bay.

TRUCK BAY

They stop at the fire truck.

MARK (CONT'D)  
Flares.

Kent goes to a back panel on the truck. He pulls out eight flares. He hands them to Mark.

MARK (CONT'D)  
Pull the truck out.

Kent gets into the truck. Starts it. Pulls it out of the bay.

Mark ignites three flares. He throws one into the rec room, one into the living quarters, and one into the kitchen.

EXT. FIRE TRUCK - DAY

Mark rides on the skid. Kent accelerates away from the station as black smoke billows out of the bay doorway.

MARK  
Trina.

Kent turns up a short street, the plow clearing their path. They stop near a small house.

EXT. TRINA'S HOUSE - CONTINUOUS

They approach the door. Mark knocks loudly.

MARK  
Trina, you okay?

No reply. Mark knocks again.

MARK (CONT'D)  
It's Mark and Kent.

KENT  
Yeah, that's what she wants to hear.

Mark tries the door. It opens.

INT. TRINA'S HOUSE - CONTINUOUS

Mark and Kent enter. The house is dark and quiet.

MARK  
Trina? You okay?

No reply. Mark and Kent split up. Kent heads to the bedroom.

BEDROOM

Kent pushes the door open. The room is dark.

A drop hits the carpet in front of him. He looks up at the ceiling. The hideous Trina falls toward him.

He leaps back just in time. Stumbles. Falls on his ass through the bedroom doorway.

HALLWAY

Trina comes at him. Kent kicks his foot out, hooks his boot on the door and slams it shut.

LIVING ROOM

Kent stumbles backwards.

MARK

What?

KENT

(wide-eyed)

I don't know.

They see a greenish red liquid soaking through the wall. The liquid forms into a figure as it passes through the wall. Trina's mutated body reforms in front of Kent.

Kent steps back. He aims his gun at her, but becomes frozen with fear.

Trina grabs his throat, sticking out her long, thin alien tongue. She brings her other hand up, unfurls razor sharp alien claws.

Mark fires repeatedly. The shots blast Trina against the wall. She shakes off the shots, and rushes them with menacing force.

Mark and Kent unleash a barrage of shots. Trina jerks violently. She slides to the floor, dead.

KENT (CONT'D)

I... I don't like this.

Mark ignites two flares and tosses them into the living room.

INT. LACEY'S DINER - EVENING

Mark and Kent come back inside. Everyone reacts. Several people approach them. Charlene hugs Mark.

CHARLENE  
Where's Trina?

Neither Mark or Kent reply. Mark moves over to the windows. He starts closing and latching the heavy wood shutters.

MARK  
No one gets in.

LACEY  
What happened out there, Mark?

MARK  
You don't want to know.

LACEY  
(adamant)  
Mark... What happened?

MARK  
(terse)  
You don't want to know!

Taken aback by Mark's terse tone, Lacey politely gestures and backs off. People start to talk with each other.

WOMAN  
We can't just sit here. Sooner or later this thing will reach us.

ULYSSES  
We're snowed in, no way to communicate. Nick is way overdue.  
(matter of fact)  
And at this rate, we have no chance.

MARK  
We're on our own. We're going to have to find help ourselves.

STOREROOM

Mark, Pete, Kent, and a few others sit on apple boxes.

ULYSSES  
What about going to Beaver Falls, or Silver Bear Ridge?

MARK

Its too risky with the weather.  
Besides, Silver Bear Ridge is  
thirty miles through wilderness,  
Beaver Falls fifty.

RICKY

And we don't know what's out there.

KENT

(very adamant)  
Some freaky crazy assed shit is out  
there. That's what's out there.

PETE

Whatever we come up with, we better  
come up with it real soon, because  
we're right about one thing...  
we're out of time.

INT. CHARLENE'S ROOM - NIGHT

Mark and Charlene are asleep. There is a sudden "thud" on the  
roof. Then a slight unidentifiable noise.

Mark opens his eyes. He lays perfectly still. Listens. He  
hears footsteps on the roof. The footsteps move toward the  
front of the building.

He gently slides away from Charlene and gently climbs out of  
bed. Charlene stirs, but doesn't wake up. He quickly dresses.  
He grabs his shotgun and puts extra shells in his pocket.

INT. LACEY'S - CONTINUOUS

Mark comes downstairs to the darkened diner. A few candles  
are lit. Pete sits alone having a drink.

PETE

(sotto)  
What's wrong?

Mark points to the ceiling.

PETE (CONT'D)

(sotto)  
I don't hear...

The footsteps are suddenly heard on the roof above the dining  
room. A few people lift their heads. The footsteps slowly  
move across the roof.

They hear a stark thud out on the front wood patio. Whatever is outside paces ominously along the wood patio just outside the secured windows.

Shattering glass can be heard on the outer side of the solid wood shutter. It slams hard into the heavy shutter. Moments later it slams the shutter again... then again.

Mark walks closer to the front. He stops and listens. He hears the footsteps suddenly walk to the left. Mark and Pete walk with the sound.

Mark and Pete walk along the side wall toward the back, keeping pace with the sound. They enter the storeroom.

STOREROOM

Mark stands perfectly still, listens. He looks over at Pete.

MARK

It's coming for us.

They hear movement on the other side of an old, long sealed door. It is slammed into once. Slammed into a second time. The old door handle jiggles.

Mark places the barrel of the shotgun against the door. A greenish red liquid starts soak through the door.

Mark fires. The blast blows a large hole in the old door.

A loud unearthly scream expels backwards. They hear whatever it is run off around the building.

Mark and Pete bolt out of the storeroom.

EXT. MAIN STREET - CONTINUOUS

Mark and Pete run outside with guns and flashlights. A few others gather in the front doorway.

They shine flashlights on the snow. Pete spots a greenish red trail and odd looking footsteps leading down main street.

PETE

Look at this.

Mark rushes over, sees the familiar greenish red liquid.

MARK

It's hit.

They keep their flashlights on the trail and follow it. It vanishes at the boardwalk. They kill their flashlights.

They walk slow and deliberate. Searching. Listening. They come to Pete's general store. The front window is shattered.

Mark motions to Pete. They carefully step into the store through the broken window.

INT. GENERAL STORE - CONTINUOUS

Mark motions to Pete, who goes to his right. Mark clicks on his flashlight and shines it around the store.

He steps with caution. Pete stays on his right. Mark motions to Pete to stop. They stand motionless. Listen.

MARK  
(sotto)  
We're not alone.

Mark motions to Pete to go down a far aisle. Mark goes to the left. They both move with extreme caution, shining their flashlights ahead of them.

A can rolls down the aisle to Mark's feet. He stops. Steps on it with his right boot.

He slowly makes his way down the aisle, aiming his shotgun and flashlight.

Mark gestures to Pete. They stand motionless for several moments. Listen intently.

Mark spins around and fires his shotgun twice, blasting a shadowed figure.

Mark and Pete rush down adjacent aisles. They meet at the end.

Their flashlight beams shine on a badly deformed human figure being dwarfed by invading alien DNA. It partially resembles Wes. Mark stares hard.

MARK (CONT'D)  
Fuck! It's Wes.

PETE  
Shit.

EXT. MAIN STREET - NIGHT

Mark and Pete walk back toward Lacey's. Pete's general store burning behind them.

PETE  
How do I explain this one on my  
insurance claim?

Mark doesn't reply. He appears very angry and upset. Pete glances at him, but doesn't press the issue further.

INT. LACEY'S DINER/STOREROOM - NIGHT

Juan and Ulysses have nailed an old heavy door over the damaged door. They then stack two old heavy counter sections in front of the door. Mark and Pete return.

ULYSSES  
Who was it?

PETE  
Wes.

Mark loses it. He starts destroying everything in the storage room. Pete motions to everyone. They leave Mark alone.

Mark gets it out of his system. He grabs a pint of whiskey and sits on an apple box.

There is a tap at the doorway. Charlene comes in. She sits just behind him. She leans against his back and rubs his right shoulder.

CHARLENE  
You okay?

MARK  
No... I don't know...  
(beat)  
I don't know what to do. I don't  
how to stop it.

He takes a big swig of whiskey.

MARK (CONT'D)  
And I'm tired of seeing my friends  
die.

CHARLENE  
We're all in this together. It'll  
be okay.



Mark looks at her.

MARK

I don't know if it will be? I can't guarantee you I can keep you safe.

Charlene leans in and gently kisses the back of his neck. She turns her head to the left and rests it against his shoulders. Her left-hand wrapped around to his chest. He takes his right-hand and gently places his hand over hers.

EXT. MAIN STREET - DAY

Bright morning sunlight gives the false impression of peaceful winter serenity.

INT. LACEY'S - DAY

Juan, Pete, Ricky, Kent, and Ulysses sit and talk. The juke box plays Deep Purple's "Smoke on the Water" low in the background.

INT. CHARLENE'S ROOM - DAY

Mark can just HEAR "Smoke on the Water" playing on the juke box. He shoots up in the bed.

MARK

Smoke on the water, fire in the sky...

INT. LACEY'S - CONTINUOUS

PETE

We certainly can't risk sending anyone for help. They wouldn't make it very far.

MARK (O.S.)

We have two options. Sit here and wait, which means we're fucked, or we go out and deal with it.

They look at Mark, who is coming down the stairs.

RICKY

Which means we're still fucked.

MARK

But at least we'll have a fighting chance. We attack it at its source... which is the lake.

KENT  
 (rolls eyes)  
 Oh God, he has a plan.

RICKY  
 How do we know its the lake?

MARK  
 Jack told me he heard what sounded like a meteor. Brian became infected after he and Andrea were out at the lake. Beckham became infected after being out at the lake. Henry and the Taylor's live closest to the lake.

ULYSSES  
 How do we attack it?

MARK  
 We have everything we need, the fire truck, gasoline, Russ' generator, and blasting supplies.  
 (matter of fact)  
 We go into the caverns under the lake. Anything in there, or in the lake, gets toasted.

KENT  
 Blast the caverns at the lake?  
 (rolls eyes)  
 That's your master plan?  
 (chuckles)  
 Okay Bob the Builder.

MARK  
 It's our best shot, plus it just might draw attention to us.

RICKY  
 How do you know that's going to work?

MARK  
 I don't. It might not. I'm open to suggestions if anyone else here has a better idea? Speak up or shut up.

Everyone looks at each other, no one speaks.

PETE  
 What do you got?

MARK

It's risky, and we'll have to move quick.

EXT. FUEL DEPOT - DAY

Kent fills the fire truck's 4000 gallon water tank with gasoline. Mark and Pete stand guard with shotguns.

Kent finishes. He caps the tank and puts the pump back. Kent starts to climb behind the wheel. Mark grabs his arm.

MARK

Go slow.

Kent climbs in. Pete gets in the passenger seat. Mark jumps on the skid. Kent puts the truck in neutral, it rolls several feet away from the pump. Once several feet away from the pump, he then starts the engine.

EXT. WALYTON MINING SUPPLIES - DAY

The fire truck is parked near a Ford F-150 truck. As Mark, Pete, and Kent stand guard, Juan, Ricky, and Ulysses quickly carry out several backpack style pouches. They set them into the bed of the truck.

PETE

Russ was mining inside the caverns.  
We'll go in at his point. He has a generator and lights rigged.

(beat)

Hopefully they work.

INT. FIRE TRUCK - DAY

Kent drives the truck slow. The plow clears the road. Pete and Mark ride with him.

They pass the burned out shell of Mark's Jeep. No one says a word.

INT. FORD F-150 - DAY

Juan drives. Ricky and Ulysses riding with him. They are behind the fire truck. They pass the burned out shell of the Jeep. Nervous stares.

As they near Cemetery Road the fire truck stops. Mark and Pete get out. Juan stops behind it.

EXT. CEMETERY ROAD - CONTINUOUS

Ulysses gets out. He approaches Mark and Pete. There is a body at the base of Cemetery Road. It is mostly skeletal, but there is some alien flesh in a few areas.

MARK  
(to Ulysses)  
Get two.

Mark looks up Cemetery Road.

MARK (CONT'D)  
Something's up there.

PETE  
We don't have to go up there.

MARK  
Yeah we do.

Ulysses returns with two C-4 bombs. Each is a five pound brick of C-4 with six sticks of dynamite, two on each side of C-4. It is all wired together with detonator wire, blasting cap, and a small digital detonator/timer.

Mark, Pete, and Ulysses walk up Cemetery Road as it winds through dense woods. They come to the cemetery.

CEMETERY

They enter the iron gates and stop dead in their tracks. What they see clearly stuns them. Alien vines and plant life are abundant.

Three corpses are strewn on the ground, half covered in alien mutated flesh. The attempted alien regeneration obviously failed.

There are two corpses partially out of their graves. One is exposed to its shoulders. The other exposed to its waist. Attempts to dig out of their graves failed. These corpses also show traces of alien mutated flesh.

ULYSSES  
What the hell is happening?

They don't notice an alien mutated corpse approaching from behind.

PETE  
The only answer to that is a bad one.

MARK

Alien DNA. Don was sure, that's why he killed himself. The alien DNA is trying to integrate with anything it can overtake. Human remains still have traces of DNA. If there is enough remaining, the alien DNA can regenerate mutated flesh and organs. Basically a creature with a combination of alien and human DNA.

The partially mutated corpse comes up behind Pete. Startled, he spins around and fires his shotgun. He blasts the corpse back through thick shrubs. He shoots it three more times.

ULYSSES

Pot would really be really cool right now.

The men fire several rounds into the remaining corpses. Mark then nods at Ulysses, who sets the timers on the C-4 bombs. He throws them at two different spots.

The three of them turn and run back down Cemetery Road. Seconds later there are two loud explosions. Dirt, snow, and bits of tombstones shoot into the air.

INT. FIRE TRUCK - DAY

Kent reacts. He grabs his gun. He lets out a sigh when he sees Mark, Pete, and Ulysses rush off of Cemetery Road.

EXT. LAKE - DAY

The fire truck is stopped fifty yards up a slight incline from the lake. It is facing a boat dock.

They notice that half the lake ice has melted. The ice that does remain has a vivid greenish red tint to it.

Mark opens the top tank valve on the fire truck. He hops off. He pulls Kent aside.

MARK

You sure you want to do it?

KENT

(nods)  
I got it.

They look at the lake, and the red ice.

MARK

Whatever you do, steer it straight.  
And jump before you reach water.  
You don't want to end up in that  
lake.

Kent opens the driver's side door and gets in the truck. He leaves the door open.

As Mark and the others watch, he accelerates the fire truck toward the wooden dock.

ANGLE

Kent jumps out of the speeding fire truck just before it speeds onto the dock.

The truck hits the end of the dock and crashes out into the lake. It floats toward the middle of the lake and starts to sink. Gasoline flows out.

EXT. CAVERNS - DAY

Mark and Juan stand guard as Ricky and Ulysses unload the pouches from the bed of the Ford F-150.

Kent walks over to a barred cavern opening and blasts the lock. He swings open the barred door. Kent and Pete enter.

INT. CAVERNS - CONTINUOUS

Pete shines a flashlight around the cramped entry. They spot Russ' small generator, a vacuum hose leading outside to disperse the exhaust.

KENT

There it is.

Kent checks the gas. Flips a switch. Pulls the cord three times. The generator fires up the string of dim lights leading down the cavern path.

EXT. MINING CAMP - CONTINUOUS

Pete and Kent come out of the cavern. Kent and Ulysses take three of the pouches, and grab their weapons and flashlights. Mark approaches Juan and Ricky.

MARK

Fifteen minutes.

They nod. Juan and Ricky get into the truck and drive off. Pete is armed with a flashlight and shotgun.

Mark checks his shotgun and flashlight. He approaches the cavern. He freezes at the entrance. He begins to shake. Kent immediately reacts.

KENT  
Goddamn't I knew this was going to happen!

Mark falls to his knees. Shakes badly. Sweats profusely. He crawls over and vomits in shrubs. Kent points to Mark.

KENT (CONT'D)  
He's out. We can't count on him

MARK  
No! No! I'm going in.

Kent and Ulysses go into the cavern. Mark and Pete slowly move over to the entrance. After a deep breath, Mark climbs down into the caverns. Pete behind him.

INT. CAVERNS - CONTINUOUS

Mark, Kent, Pete, and Ulysses regroup. Kent and Ulysses sling the pouches over their shoulders.

Mark leads the way. Pete is behind him. They are followed by Kent then Ulysses.

INT. FORD F-150 - DAY

Ricky slows. Standing in the road ahead of them is a Richard Taylor. He has alien, Johnny, and Jennifer's features.

Ricky is becoming unglued. He looks at Juan.

RICKY  
What do I do?!

Richard walks toward the truck with terrifying intensity.

JUAN  
Gun it!

Ricky hits the accelerator. As the truck is about to hit Richard, he leaps over the hood with inhuman agility.

They hear movement on the roof of the cab. There is a violent bang, denting the roof inward. Both of them look up. Another violent bang. The cab roof dents again.

Juan aims his shotgun upward. He blasts a hole in the roof.

They see Richard's lifeless body fall off the truck and slam onto the road behind them.

INT. CAVERNS - DAY

Mark motions. Pete, Kent, and Ulysses stop. Kent and Ulysses set a C-4 bomb. They start moving.

EXT. LAKE - DAY

Ricky stops near a rock formation. It has a unique flat top formation with a four foot diameter opening.

Juan and Ricky jump out of the truck, shotguns and flashlights in hand. They grab two pouches from the truck bed and quickly make their way over to the opening.

Ricky shines his flashlight down into the cavern. There is a six foot drop. He tosses the two pouches down. He then drops down into the caverns. Juan drops in behind him.

INT. FLAT TOP CAVERNS - CONTINUOUS

Juan and Ricky shine their flashlights, see two separate paths which join at this spot. Ricky points to the left.

RICKY

This one first.

Juan and Ricky move several yards down the path, shining their flashlights. They stop and start set two C-4 bombs, one against each side of the cavern wall.

They string a trip wire across the path and set timers. They step over the wire and backtrack to a few feet from the opening. They start setting two more bombs.

INT. CAVERNS - DAY

Mark, Pete, Kent, and Ulysses come to a tight downward turn in the path. This is where Russ' light string ends.

Mark motions to Ulysses. He sets a C-4 bomb. Mark pulls his flashlight, shines it down the path.

MARK

It's gonna be tight.

The men pull their flashlights and follow the winding descending path. They suddenly stop. They can hear water dripping.



They shine their flashlights, and see an opening on the right side of the wall. They investigate.

Water is seeping down from the lake above. It is a breeding ground for strange alien plant life, organisms, and bugs.

Something quickly darts out. It lands on Pete's chest and hisses. He knocks it off with the butt of his gun.

The men see it on the cavern wall. It is a large alien bug.

KENT

What the hell is that?!

It makes a hissing noise and comes at them. Kent blasts it. This gets an immediate reaction from the other alien life.

Mark frantically motions to Ulysses. He quickly sets and tosses two C-4 bombs inside the cavern opening.

MARK

Come on. Let's get movin'.

INT. FLAT TOP CAVERNS - DAY

Juan and Ricky have set the second set of C-4 bombs, and have set timers and trip wire. Ricky shines his flashlight down the other path. He and Juan rush down it.

Something unnoticed by them creeps along the ceiling of the cavern. It is semi-transparent, and silently creeps along the ceiling like water.

JUAN

Here.

Ricky stops, sets a C-4 bomb. Juan moves farther down the path. He stops and also starts setting another C-4 bomb.

Ricky hears blood-curdling screams coming from the direction of Juan. He grabs his shotgun and runs down the path. He suddenly stops.

Juan has been attacked by the semi-transparent form. It traps him inside a milky white sack. Ricky is frozen with fear.

INT. ALIEN SACK

Juan is cocooned in the sack. It's an alien life form.

JUAN

Help me!! Help me!!

Thousands of little feelers emerge from the sack wall. Juan's eyes widen with terror. The feelers emit an insect-like noise, then attack.

FLAT TOP CAVERNS

Ricky can hear Juan's muffled screams. There is a distinct pop. The interior of the sack quickly turns blood red.

Ricky opens fire, obliterating the alien sack, and the already imploded Juan.

He ignites a flare and throws it onto the blasted alien form. It is engulfed in flames. He flees the caverns.

EXT. LAKE - CONTINUOUS

A panicked Ricky climbs out of the cavern. He aims his gun wildly in his terrified state, then runs to the truck.

INT. CAVERNS - DAY

Kent sets a C-4 bomb. His face is twisted in pain.

EXT. FORD F-150 - DAY

Ricky sits on the truck tailgate. He lays the shotgun across his lap. He looks at the cavern opening several yards away.

RICKY  
Come on, hurry your asses up.

ANGLE

Something is moving in the lake, off to Ricky's right. It looks like a floating ball. It slowly gets bigger and bigger.

The terrifying and hideous Johnny Taylor walks out of the water. He heads directly for the oblivious Ricky.

FORD F-150

Ricky glances to his right just as Johnny attacks. He locks onto Ricky and starts gouging him with his razor sharp claws. Ricky screams and grabs his gun.

Johnny comes at him again. Ricky shoots him numerous times. Johnny stumbles back, but comes at Ricky again, clamping his hand on Ricky's face.

Entangled, Johnny and Ricky tumble into the water. The water turns blood red. Both disappear under the water for good.

INT. CAVERNS - DAY

The men come to a split in the cavern. They stop. Mark and Pete shine their flashlight down both paths.

KENT  
Lets get movin'.

PETE  
Relax.

Brian drops in-between Kent and Ulysses. He has a mixture of his, alien, and Andrea's features.

Brian jabs his alien claws into Ulysses' throat. Lifts him. Slashes him across the face, killing him instantly.

Both Mark and Pete are shoved to the ground by Kent as Brian comes at them. Brian and Kent are locked in a horrific fight.

Mark and Pete regain their composure. Mark grabs his gun. Pete grabs a flashlight.

PETE (CONT'D)  
Shoot him!

Mark tries to aim his gun.

MARK  
I can't get a clean shot!

The wrapping on Kent's arm rips off. His arm is now completely alien. His eyes quickly misshape and turn terrifying. His facial flesh begins to crack and peel.

He gets a firm grip on Brian, then turns to Mark and Pete.

KENT  
I don't want to hurt you. Get outta here! Go!

As Mark and Pete turn and run.

Kent spins Brian. He kicks him back far enough to pull out the last C-4 bomb. He quickly sets the detonator.

Brian attacks. They roll down the path. Kent recovers and drops the C-4 bomb. Brian attacks again. Kent bear hugs him.

KENT (CONT'D)  
Hug it out, bitch!

He forces both of them down to on top of the C-4 bomb.

ANGLE

Both Mark and Pete are knocked off their feet by the large explosion. They lay motionless for a few seconds.

They shake it off and slowly get back to their feet. They run hard, hearing the menacing sounds of alien forms.

They drop their weapons. They see the cavern opening ahead. Pete reaches a trip wire and leaps over it.

PETE

Wire!

Pete bolts for the entrance. Mark leaps over the trip wire, but an alien form behind him hits it. Huge explosion and cave in. Pete makes it through and climbs out of the cavern.

Mark is violently slammed to the ground. He slowly gets to his feet and stumbles forward. He reaches the entrance. He leaps over the second trip wire and jumps as high as he can.

EXT. LAKE - CONTINUOUS

Mark climbs out of the cavern just as an alien form comes up after him. Pete stomps the alien back down into the cavern. It lands on the second trip wire, another powerful explosion.

Mark and Pete cover their faces as debris and fire shoot out to the surrounding woods, igniting trees and shrubs.

Mark and Pete frantically look for Juan and Ricky.

PETE

I don't see 'em.

Mark spots the truck and points.

MARK

There!

They run as fast as they can. They jump into the truck.

INT. FORD F-150 - CONTINUOUS

Mark starts the engine. He hits the HORN repeatedly. No sign of Juan or Ricky.

PETE

We're out of time. We gotta go! GO!

Mark curses, then hits the accelerator.

INT. CAVERNS - DAY

The bombs in the caverns explode seconds apart, sending rocks and an intense wall of flames racing through the caverns.

EXT. LAKE - DAY

As the caverns collapse. The gasoline saturating the lake ignites. The draining lake waters burn in a sea of fire.

The lake has collapsed down into the remnants of the burning caverns. Fire engulfs the woods around the lake. Thick smoke rises high into the sky.

INT. FORD F-150 - DAY

Pete looks out the rear window. Sees the thick black smoke.

PETE

We blew 'em to hell!

INT. LACEY'S - DAY

Lacey, Charlene, and the others react as the diner is rocked from the force of the explosions.

EXT. LAKE - DAY

The caved in lake and surrounding woods are an inferno.

EXT. LACEY'S - DAY

Mark and Pete make it back to Lacey's. The remaining people rush out and swarm them.

Charlene hugs Mark tightly, and doesn't let go. They can all see the thick black smoke rising into the air.

EXT. SKY - DAY

MUSIC UP: JOHNNY NASH "I Can See Clearly Now"

Three military helicopters fly over the breathtaking Alaskan wilderness toward the thick rising smoke.

FADE OUT.

ROLL CREDITS.

THE END