

THE WAR IN SERENDIPITY

by

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An alien, living in seclusion, is forced to investigate strange occurrences in a nearby town.

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*****BACKWOODS LOUISIANA*****

FADE IN:

EXT. HIGHWAY - TWILIGHT

A miles long, empty two-lane highway ends just outside an abandoned brick and mortar town. Yellow and black hazard tape, wrapped around an old, rusty sign reads, "WELCOME TO SERENDIPITY".

It is meant to dissuade trespassers.

EXT. SERENDIPITY - TWILIGHT

An eerie landscape of vacant buildings line Main Street along with old rusty cars parked exactly where they were the last time they were occupied.

Even more unnatural is a pavilion in the middle of town decorated with the tattered red, white and blue banners of a celebration long past.

Nearby, taking center stage, is the statue of an old pirate; one foot resting on a treasure box. As if scanning the horizon, his hand rests at his forehead. A placard at the base reads, "Black-Jack Miller - Founder".

Street lights, expected to turn on with the coming darkness, do not. In fact, there is no sign of life, except for one lone light in a small window at the edge of town.

FADE TO BLACK:

SUPERIMPOSE: **"THE MAGIC HOUR"**

INT. 100 EAST MAIN STREET - TWILIGHT

An ALIEN, CAT-LIKE being with a patch over one eye appraises himself as he stands in front of a hall mirror.

This is ONE-EYE. Five times larger than an earth cat, he is a cross between Meerkat and Main Coon with a tail that can wrap completely around him.

Seeing an errant tuft of fur, he licks his paw and plasters it to his head then, adjusting his collar, checks his tail.

A grandfather clock strikes 6:00 PM and opening a back door, he slips out and into the crisp October evening.

EXT. BACK ALLEY - TWILIGHT

Looking both ways, he saunters down the alley. A stray, marmalade house cat jumps up on a garbage can and hisses at him, but he pays it no mind.

At the end of the alley, behind the Serendipity Washerette, he peers up and down and all around then bounds up a steep hill toward the entrance to the woods.

EXT. WOODS - TWILIGHT

At the entrance is a SIGN that reads, "WARNING! VODOO, VILE INTOXICANTS AND STRANGE WOMEN! ENTER AT YOUR OWN RISK". Just below are three symbols written in red: ◊ÿ†

One-Eye scans his surroundings then steps into the woods where he spends the next hour reminiscing and occasionally looking over his shoulder.

His journey ends when the trail opens to a field adjacent a dusty, moonlit road. Across the road, lights and warm voices from a farmhouse beckon him to join them there.

EXT. FARMHOUSE - DUSK

PEOPLE OF ALL AGES smile upon his arrival. A door opens and another alien cat-like creature bids him enter.

This is WINSTON. Handsome, he has white fur with black edging and crystal blue eyes.

Winston looks his friend up and down.

WINSTON

One-Eye.

One-Eye nods solemnly.

ONE-EYE

Winston.

At this they both grin.

INT. FARMHOUSE - DUSK

One-Eye is led to a chair next to the fireplace. Mindful of his tail, he settles into his hosts' favorite chair -- an exquisitely comfortable red velvet lounge situated not too close, but not too far from the fire.

He nods at an ELDERLY BLACK GENTLEMEN with a diamond pinky ring sitting quietly in a corner as young and old alike gather around for the telling.

A TODDLER with wondering eyes reaches to stroke his tail, but his MOTHER curbs his curiosity.

A LITTLE BOY - 8, can't help himself.

LITTLE BOY

Please sir, tell us about Winston and Churchill.

ONE-EYE

Yes...there are Winston and Churchill and all the others, but the story really doesn't begin with them, does it?

Another YOUNG MAN - 16, plays along.

YOUNG MAN

Well, what does it begin with?

One-Eye grins, his audience duly captivated.

ONE-EYE

Why, it begins with a treasure box...of course.

FADE TO PAST:

SUPERIMPOSE: "WHAT IS WRONG WITH THESE PEOPLE!?"

EXT. MAIN STREET - LATE AFTERNOON

A large man riding a bike careens onto a busy street decorated with flags. This is BIG HAROLD - 46. Fisherman and treasure seeker.

Looking to his right, he sees Black-Jack's statue and workmen at the pavilion busily hanging banners. Others carry a stand and microphone. Ahead, the streets are busy with people and the mood is anticipatory of a celebration. Two small boys, wearing pirate costumes, swing plastic swords.

Stowing his bike, he waves at a sour-faced old MAN --his jaw cantilevered over a game of checkers then enters a small store called HASKELL'S.

As he does, a musical chime sounds.

INT. HASKELLS - LATE AFTERNOON

A woman, in the midst of berating the proprietor over the cost of tuna, looks up. Raising an eyebrow, she glares at Harold. This is LINDSAY - 48. Dark haired, slim, attractive.

Harold nods at the proprietor (SONNY - 24) then eyes Lindsay. Sarcasm drips from her lips.

LINDSAY

Is there something we can help you with, Harold? I mean, after all, tomorrow is the Miller family's big day!

ONE-EYE (NARRATION) (V.O.)

Now, everyone in Serendipity knows it's Hell's own fury to be on the bad side of Lindsay Haskell. And Harold thanks God every time he sees her, the woman has never taken to drink.

HAROLD

No. Thank you.

Lindsay, feigning sadness, pouts.

LINDSAY

Speaking of family, it's too bad your mother and father aren't around anymore to celebrate.

Sonny rolls his eyes.

SONNY

Mother, please!

Checking his watch, Sonny turns an "open" sign to the closed position while Harold, stinging from the remark, grabs a tub of ice cream then returns to the register.

The girl at the register is SARAH - 17. Her blond hair is tied in a pony tail.

SARAH

How ya' doin' today, Mr. Miller?

HAROLD

Fine, little girl, and you?

SARAH

Fine. Find any treasure today?

Harold grins as she rings up the ice cream.

HAROLD

As a matter of fact...

Sarah rolls her eyes as the argument behind her escalates.

SONNY

I can't help the price has gone up! Go take it up with the tuna industry!

LINDSAY

Honestly, I just don't understand it! You'd think you'd have a better grasp on things here.

Sonny, his face crimson, slaps his forehead.

SARAH

That's \$3.15.

Harold hands her a five as the two, still arguing, walk away.

SARAH (CONT'D)

Thanks. Here's your change. You have a good day now, hear?

Harold and Sarah look around, making sure the coast is clear, then lean in conspiratorially.

HAROLD

As I was saying, I may have just come about a bit of luck. Tell you about it at the celebration? You're going right?

Sarah rolls her eyes.

SARAH

And miss my father's...excuse me, Mayor Pettigrew's ridiculous speech? No way!

Grinning, Harold picks up his ice cream.

EXT. MAIN STREET - LATE AFTERNOON

Putting the frozen concoction next to the bait bucket, Harold hops the bike and heads toward River Road.

EXT. RIVER ROAD - LATE AFTERNOON

Peddling past the swimming hole, he swings onto a gravel drive. The drive leads to the remains of THE BIG HOUSE (destroyed by a hurricane) and beyond that a pier.

EXT. THE WIDOW - LATE AFTERNOON

At the end of the pier is an old boathouse leaning precariously out over the river. This is THE WIDOW. One good shove will put her in the water.

Gathering the bait bucket and ice cream, he walks the pier to the Widow's front door. At the door is a PINK AND WHITE, HEART SHAPED SIGN WITH THE NAMES HAROLD AND FLORA on it.

INT. THE WIDOW - LATE AFTERNOON

Light, shining through a crooked window, illuminates a rustic interior. A woman's touch can be seen here and there as Harold stows the ice cream in a small freezer then exits again.

EXT. THE WIDOW - TWILIGHT

Pulling a chair, Harold dons gloves and reaches into the bait bucket to pull out a mysterious object covered in barnacles. Opening a toolbox, he finds a chisel and scrapes the barnacles clear. Moments later, he uncovers a STAINLESS STEEL BOX SIX INCHES BY SIX INCHES WITH AN INSCRIPTION ON TOP: It reads, "S.A.T.O."

Disappointed, he gives it a shake.

HAROLD
Hmmpf! Probably someone's Aunt
Edna.

Dropping it in the bucket, he rises...

INT. THE WIDOW - TWILIGHT

...and stows it in a cabinet near the foot of his bed. Grabbing a spoon and the ice cream he strips to tee and boxers and eases onto the mattress. He does not notice...

THE CABINET: A green serpentine mist peaks under and around the door along with a barely audible static-y sound. As the sound grows, Harold, as if mesmerized, drops the spoon and closes his eyes.

FLORA (V.O.)
Haaarold.

Alarmed, bleary eyed, he opens them again to see a woman rising before him through green swirling mists.

This is FLORA - 24. Wild red hair, blue Irish eyes, sweet alabaster skin.

HAROLD
You're a dream. My Flora is gone.

FLORA
No dream. I have come for you.

Harold tries to get up but a ghostly, gnarled hand holds him down. This is BLACK-JACK MILLER - 60, carrying a rum bottle and a gem-encrusted dagger in his waistband.

HAROLD
Grandpa Jack?

GRANDPA JACK

Take care, boy! It's a siren. NOT
the woman you love! Look away! Look
away before it's too late!

Harold's eyes shift to Flora. She's now changed into
something that wants to latch onto him, devour him, kill him.

Jack gestures with his spectral rum.

GRANDPA JACK (CONT'D)

Get up, boy! Get up!

Harold squeezes his eyes closed then opens them to see Flora
beautiful again.

Exasperated, Jack whirls on Flora.

GRANDPA JACK

Trickster!

Flora narrows her eyes.

FLORA

Thief!

A sly smile crosses her lips before turning to bat her eyes
at Harold.

FLORA

All you have to do is believe,
Harold. Believe it, want it, and it
will be so.

Harold's eyes flick to his grandfather.

HAROLD

I think she's going to try to eat
me, Grandpa.

Jack rolls his eyes upward.

GRANDPA JACK

You think!?

HAROLD

Know what else?

Harold turns to Flora; his face paling.

HAROLD (CONT'D)

I REALLY want her to.

The Flora thing grins then, slipping perpendicular, she
positions herself above Harold on the bed.

Closing his eyes, Harold smiles at the thought of being with
her once more.

GRANDPA JACK (O.S.)

NO!

Surprised, both Flora AND Harold look over.

GRANDPA JACK (CONT'D)

Boy, I'm only gonna say this once.
If you don't want to end up getting
keelhauled you need to get the hell
away from that thing...and I mean
RIGHT NOW!

The apparition glares at the old man then, turning to Harold,
opens its cavernous mouth.

FADE TO:

EXT. RIVER ROAD - TWILIGHT

A woman, riding a vintage Raleigh, heads down the road. This
is PETRA - 47. Rising off her seat, she peddles faster.

EXT. SWIMMING HOLE - TWILIGHT

Rounding a short drive, she stops under a monstrous oak to
gaze at the river. Glancing down she sees plastic sticking
out of the sand and, disgusted, tugs at it only to realize
what she holds; a zip-lock baggie containing a green
substance and a small wooden pipe.

Furtive, looking over her shoulder, she stuffs it into a
pocket.

EXT. RIVER ROAD - TWILIGHT

Passing The Widow, she slows the Raleigh and frowns.

FLASH BACK:

Storm, wind and rain. Petra stands numb on the Big House lawn
staring at The Widow. Turning, she runs into Harold hurrying
home. Astonished, they stare at each other.

FLASH BACK ENDS:

To Petra's surprise, she is jerked from her reverie to see
Harold burst through The Widow's door, swing around
maniacally as if being chased by hornets then throw himself
off the pier and into the river.

Petra shakes her head.

PETRA

What is wrong with these people!?

EXT. PETRA'S COTTAGE - TWILIGHT

Setting the kickstand, she enters.

INT. PETRA'S COTTAGE - TWILIGHT

Dejected, lonely, a ticking clock the only sound, she throws herself onto the couch and covers her face with her hands. Swiping a tear, she remembers the pipe and baggie and, stuffing it, lights, inhales and walks to the window.

Exhaling, smoke striking glass, she contemplates the river.

EXT. PETRA'S COTTAGE - TWILIGHT

Petra, in her swimsuit, jumps into the water.

CUT TO:

EXT. THE WIDOW - TWILIGHT

A green, undulating mist creeps past the door's threshold then down the pier.

EXT. BIG HOUSE - TWILIGHT

Making a distinct static-y sound, the mist spreads across the lawn then slithers toward River Road.

CUT TO:

EXT. SWIMMING HOLE - TWILIGHT

A boy parks his pick up truck under the old oak.

This is ADAM - 17. A hippie with round glasses, he wears a green stock boy apron that reads, "Haskells".

Getting out, he kneels to inspect a back tire. Sarah, getting out as well, sits on the hood and spots Venus.

SARAH

Just where you ought to be.

(to Adam)

My mother used to tell me this was the magic hour.

ADAM (O.S.)

Yeah? My mom, too. Pirate lore is all.

SARAH

She used to say it was her favorite time of day. The in-between time when anything can happen.

ADAM (O.S.)

You know what my dad says?

SARAH

What?

ADAM (O.S.)

He says, "Don't be fooled son. Just because people don't walk around with knives and scabbards anymore doesn't mean there aren't plenty of pirates in Serendipity. They just wear suits and ties instead."

SARAH

Hmmpf! I'll say!

(beat)

And there are no dogs...have you noticed?

Adam rises to look at her.

ADAM

Can you blame them? Cat's around here all look like their packing a switchblade somewhere.

Sarah looks back up at Venus.

SARAH

I always wanted a dog, you know? That reminds me, did you see Sonny's mom, today? What a bitch. Why are old people so mean?

Adam, suddenly glum, shakes his head.

ADAM

I dunno.

Silence.

SARAH

What?

ADAM

Nothing.

Adam takes his apron off and throws it in the truck. Arms crossed he leans on the hood to contemplate his sneakers.

SARAH

Don't hand me that. You've been weird since third period. So?

ADAM

I don't know what I'm going to do, okay?

SARAH

About what?

ADAM

About everything. Seems like my whole world just sucks, you know?

Sarah stares then breaks into a grin.

SARAH

Well, I know what'll cheer you up.

ADAM

Yeah?

Sarah reaches into her pocket and brings out a shiny metal pipe.

SARAH

Got it from a mail order catalog. Still, I miss my old one.

Lighting it, she squeaks while she talks.

SARAH (CONT'D)

Tell you what, using my dead mother's ID to get a Post Office box (exhales) was the best idea I ever had.

ADAM

Well, that's one way of getting around your dad. He still rifling through your shit?

SARAH

More than ever. I can't wait to graduate. I positively hate him sometimes. Did I mention I got accepted to L.S.U.?

Adam shakes his head no.

SARAH (CONT'D)

Well, I'm going. I don't care what he says.

At this, Adam looks even more glum until, out of the blue, a barely-audible static-y sound is heard.

Sarah, cocking her head, looks around.

SARAH (CONT'D)
Did you just hear that?

ADAM
Hear what?

Sarah, thinking she's hearing things, shakes her head then takes another puff. Kissing Adam on the cheek, she slides off the hood to take her jeans and shirt off.

SARAH (CONT'D)
I gotta hurry. My dad's gonna call at eight o'clock and there'll be hell to pay if I'm not home.

Jumping in the water, she rises and turns to look at him.

SARAH (CONT'D)
So? Are you gonna tell me what's going on or what?

FADE TO:

EXT. RIVER - TWILIGHT

Sonny, in a Jon boat, sits eyes closed with a fishing pole in his hands. Hearing laughter he opens his eyes to see Sarah splashing about on the opposite shore.

Frowning, annoyed she might scare the fish away, he checks his line hoping she'll just go home. Settling back, he closes his eyes again until a barely audible static-y sound is heard accompanied by...

GHOSTLY VOICE
Muuutherrr...

Sonny's eyes fly open. Sitting up, he looks around but doesn't see anyone. Sarah is too far away for it to be her.

LINDSAY (V.O.)
Are you being a good boy, Sonny?

Sonny, alarmed, covers his ears.

SONNY
Oh, no you don't. Leave me alone!
It's bad enough you chase all my customers away to shop at the Piggly Wiggly NOW you want to fuck up my alone time! Will you never give me any peace you rancid horrible bitch?

Swinging his line, angry now, he turns his back on the voice.

LINDSAY (V.O.)
 You're a worthless child. What
 mother wouldn't hate you?

SONNY
 You know, you and catfish are
 pretty comparable if you ask me.
 You're both greedy bottom
 dwellers...easily swayed by
 something shiny.

Sonny, hunching his shoulders, shifts his pole again.

SONNY (CONT'D)
 As for moving back in with you,
 that's only temporary! You wait.
 I'll get dad's store up and running
 again and then I'm out of there!

Beside himself now, unable to find any peace, he stows his rod fully intent on going somewhere else. Standing, he yanks angrily at the pull on the motor only to suddenly have his feet slip out from under him. Teetering, he falls head first into the water.

FADE TO BLACK:

SUPERIMPOSE: "**ALIEN INTERVENTION**"

EXT. FARMHOUSE - MORNING

An elderly woman takes laundry from a line. This is MRS. DOWNEY - 60. Plump, blue eyes, white hair.

FROM MRS. DOWNEY TO AN OPEN WINDOW. ON A TABLE JUST INSIDE THE WINDOW IS A TRAVEL MAGAZINE. ON THE COVER IS A SULTAN'S PALACE.

INT. FARMHOUSE - MORNING

CHURCHILL, an all black, cat-like being who's ears shoot out as if someone deranged stuck them to his head sits upright in Winston's red velvet chair. Picking a cup up, he sips then sets it back in its saucer.

Winston, on the other hand, is sitting on an uncomfortable straight-backed chair next to the window to be polite.

WINSTON
 More milk?

CHURCHILL
 No, thank you.

WINSTON

I confess I'm a little confused to see you. You never visit during daylight hours.

CHURCHILL

Yes. That. Well, its urgent, apparently. I imagine you know why I'm here?

Winston sighs.

WINSTON

Yes. And, I don't like it one bit! SHE is none of his business!

CHURCHILL

Well, before you jump to any conclusions, I did not divulge your secret, nor, would I.

WINSTON

How would he know about her then?

Churchill shakes his head.

CHURCHILL

With Lucky there's no telling.

Winston bristles.

WINSTON

Well? What does he want?

CHURCHILL

Ahem...I've been asked to find out if she has any knowledge of a man named Harold Miller.

Winston gives a beleaguered look.

WINSTON

You know full well I cannot betray Flora's trust. Not for you. Not for anyone.

Churchill sighs.

CHURCHILL

Are you sure you can't make an exception?

WINSTON

You know I cannot. Any act that hurts her hurts me as well. Let MY council hear of this! Bunch of misfits!

Winston, embarrassed by his outburst, hangs his head.

WINSTON (CONT'D)

I'm sorry my friend. I didn't mean you.

CHURCHILL

Its alright. It's no secret their self imposed incarceration has made them all...well, crazy.

WINSTON

Except you.

CHURCHILL

Only because I've learned to control it, so I don't harm others.

Winston looks out onto the lawn. The clothes line is now empty and Mrs. Downey gone.

WINSTON

I've put you in rather a bad position, haven't I? Keeping us secret? I...I hadn't meant to stay so long, it's just...perhaps if I explain it to Lucky?

CHURCHILL

No. They're too unpredictable. I would fear greatly for your safety, my friend. I think it's best you let me handle it.

Winston looks out the window again.

WINSTON

I suppose you're right. But Lucky wouldn't just arbitrarily ask.

Churchill contemplates his friend.

CHURCHILL

No. He wouldn't.

Winston lifts a brow.

WINSTON

So? What will you tell him?

Churchill hesitates then chooses his words carefully.

CHURCHILL

Only what I have to.

ONE MINUTE LATER: Winston waves goodbye to Churchill and closes the door. Turning, he pads down a hall and into a room.

INT. FLORA'S BEDROOM - MORNING

A woman lies on a bed in her "forever sleep". The sun makes the amber folds of her hair shine like copper. This is FLORA - 46. Harold's Flora. She is hooked to machines that keep her alive.

Winston lies next to her, links his mind to hers and checks her whereabouts in her "Otherworld".

EXT. OTHERWORLD SEASIDE - MORNING

Flora in sunglasses is sunbathing at the beach.

CUT TO:

EXT. WOODS - MORNING

Churchill follows a path then stops at a large, moss-covered boulder. On it are THREE SYMBOLS WRITTEN IN RED.

◇ÿ‡

SUPERIMPOSE OVER SYMBOLS: "**STOP OR YOU WILL BE EATEN!**"

Slipping behind the boulder, he enters a passageway then...

INT. MAIN CHAMBER - MORNING

...a large chamber. Pockets of fluorescent minerals glow in the dark. Interspersed throughout the walls and floor are remnants of an alien ship.

Council members come forward from dark corridors upon his arrival. Misfits all.

This is TINKER - poor vision.

This is SMOKEY - over-sized paws.

This is HUNTER - large ears, double tail. Best mouser.

This is MIDNIGHT - bright yellow, can change colors. Spy.

This is SARANDON - fat, with a lazy hazel eye.

This is FRANKLIN - Dalmatian spots. Barks like a dog.

This is ASTRO - duplicitous, mewls and cries all the time.

This is SERAPHIM - only female, all white with pink eyes.

Churchill sighs. Turning, he sees his leader jump from atop a flat boulder to his place on the cavern floor -- his "place" being a blue velveteen cushion with gold tassels laid out especially for him.

This is LUCKY, Chief Council. He has a broken tail that juts out awkwardly from his backside. Lucky does not look "lucky". He is a full Oreo Hemingway-- a black and white split-eared, polydactyl with six toes on each of his massive paws. He is, no question, the most powerful of them all.

Sitting with almost regal aplomb, he motions Churchill forward.

The others, sensing Churchill's unease, hunker down as well and, twisting their heads this way and that, listen intently.

FADE TO BLACK:

SUPERIMPOSE: "THE MISSION"

INT. MAIN CHAMBER - DAY

Churchill watches Smokey chase shadows with over-sized paws. Tinker bumps into a wall only to then then veer down a corridor. Sarandon sits, glaring at him with his lazy, hazel eye.

ONE-EYE (V.O.)

Lucky's instructions to Churchill were to reconnoiter the town of Serendipity and report by noon the next day. How to go about this task, he said, would be up to him.

Seraphim turns to Churchill.

SERAPHIM

Be careful?

Churchill nods then jumps into the tunnel.

EXT. WOODS - DAY

Poking his head out, he "feels" the woods.

ONE-EYE (V.O.)

You see, Lucky's senses were so powerful, he could tell if one person or an entire town was having a good day or bad day without ever leaving his chambers.

Churchill steps onto the path and looks around.

ONE-EYE (V.O.)(CONTD)

One day prior, Serendipity had a VERY bad day. The whole town just disappeared and it all started with Harold. Harold simply blipped off Lucky's radar and then overnight, so did everyone else. Now, normally Lucky wouldn't care what happened to the humans, but every instinct told him that whatever happened in Serendipity was about to happen to them...

A squirrel watches Churchill turn and head down the path.

ONE-EYE (V.O.)(CONTD)

But, Churchill worried. He had a secret, you see...a secret he kept hidden from the others. And THAT was Voodoo Trina.

Churchill passes directly in front of a BLACK MAN sweeping his porch. The man looks up, sensing something, but Churchill is invisible to him.

ONE-EYE (V.O.)(CONTD)

Churchill, not too far, aches to be with her, but must finish what is started first.

Churchill stops, closes his eyes and cocks his head.

ONE-EYE (V.O.)(CONTD)

He tries sensing her, but she is either sleeping, or has gone on one of her "trips". A talent she has acquired through the use of what she likes to call her "magic brew".

INT. FARMHOUSE - NIGHT

YOUNG MAN #1

How did they meet?

One-Eye laughs.

ONE-EYE

He came upon her one night having taken to perching on an old stump to listen to the music she often played there...

EXT. TRINA'S HOUSE - NIGHT

Soft light spills from a doorway. An old, black woman rocks to the strains of a soft blues melody.

This is VOODOO TRINA - 80. She is a strange woman in strange dress adorned with all sorts of attractive ornaments. Her tight hair surrounds a wrinkled face housing white, vacant eyes. Ancient tattooed hands are covered in rings and strange symbols. She stops rocking suddenly and looks up.

TRINA

I know you're there. I can feel ya.

Surprised, Churchill lifts his head.

TRINA (CONT'D)

Come on, now. You don't fool me!

Intrigued, he jumps from the stump to get a better look.

TRINA (CONT'D)

I don't know who you are, but you're welcome to a sandwich. I ain't got no money though, if that's what you're after.

ONE-EYE (V.O.)

Well, Churchill wasn't interested in money, but he WAS interested in how she knew he was there - especially since he'd been sure to block his presence from her. Did she have a sense he was not aware of? Was she somehow different than the others?

TRINA

I see you done got over some of the shyness. It's okay, child, you come get you some supper.

Bangles tinkle as she gestures for him to come closer.

TRINA (CONT'D)

I reckon I can tell your fortune, too, if you want.

Churchill sees what he smells: Sweet milk, bread and ham almost as if she had been expecting him.

TRINA (CONT'D)

So? You just gonna stand there, or, you gonna come let me take a look at you proper?

INT. TRINA'S PORCH - NIGHT

Churchill, leaping to the porch, raises himself by placing both paws on the arm of her chair. Leaning in, he realizes she's blind. Tracing a hand downward, she feels his whiskers.

TRINA (CONT'D)

My, you a...you a big cat, ain'tcha?

Sensing she means him no harm, he allows her to pat him on the head, stroke his fur and rake her fingers down his back.

ONE-EYE (V.O.)

Well, it was true love after that. You see, Churchill had never known love before. None of the misfits had. Centuries of self-imposed isolation had only produced madness down in those caves. All to protect mankind from something they couldn't control... themselves.

MONTAGE:

Smokey, sad, covers his face with an over-sized paw.

Tinker, nearly blind with no-one else to play with, plays with his tail.

Seraphim, alone on a boulder at the back entrance to the cave, peers up with longing at twinkling stars.

ONE-EYE (V.O.)(CONT'D)

And Trina? Well, her loneliness had been like a never-ending well.

Trina, finished with her dishes, sits alone on her porch. Sighing, she wipes a tear from her eye.

ONE-EYE (V.O.)(CONT'D)

So, to her, Churchill was a kind of light that radiated warmth and long-sought after companionship. You see, it did not matter she was old or blind. Churchill loved her for exactly who she was and thought her the most beautiful soul he'd ever encountered.

END MONTAGE:

Churchill jumps from the porch and looks back at the house.

ONE-EYE (V.O.)(CONT'D)

Upon leaving, though, he took care to always block her from his mind so the others wouldn't know. Let's just say they did not take kindly to rivals of ANY kind no matter how pure the intention.

FLASH BACK:

Sarandon oozes jealousy. Twitching his tail, he, Astro and Franklin glare at Lucky. They conspire to kill him.

END FLASH BACK:

EXT. WOODS - DAY

Passing an old still, Churchill quickens his pace then runs.

ONE-EYE (V.O.) (CONT'D)
 All his senses in play now, and
 fearing more and more for Trina's
 safety, Churchill took off at a
 gallop until he reached a clearing
 and an old gin joint called "The
 Hole in the Wall".

Skidding to a halt, he heads toward a dilapidated old shack.

ONE-EYE (V.O.) (CONT'D)
 Just outside the door, he pricks
 his ears to listen then ventures
 inside.

FADE TO BLACK:

SUPERIMPOSE: **"ALL TOGETHER NOW"**

INT. THE HOLE IN THE WALL - DAY

Two older black men (childhood friends) sit alone, drinking beer and keeping each other company. On a table nearby is a wind up record player playing Papa John Creach's version of 'St. Louis Blues'.

This is HENRY - 55. EX-MILITARY, his hair is cut and his clothes are clean and neat. Scratching his head, he ponders a crossword puzzle then adjusts his glasses. Across from him sits his polar opposite carving his name into a table with a pocket knife.

This is CHARLES, aka "NO ACCOUNT" - 55. (THINK EDDIE STEEPLES) Gangly, a lifetime loafer, he sports an unruly afro and over-sized feet.

CHARLES
 Am I drunk, or, is that the ugliest
 cat you ever did see.

HENRY
 What are you talking about?

Charles points.

CHARLES

THAT.

Churchill, just inside the door, looks as if he is thinking about where the best place to sit is and have a beer.

Henry, a bottle half-way to his lips, stares.

HENRY

What is it?

CHARLES

Hell if I know.

Henry licks his lips.

HENRY

What do you suppose it wants?

CHARLES

Hell if I know.

Churchill watches them both intently then turns his attention to Henry. Henry, in response, shifts his feet under the table for protection. Charles, starting to think the whole scenario is ridiculous, grins.

CHARLES (CONT'D)

You know who that thing reminds me of with those crazy eyes? You!

HENRY

Yeah? Well, he got YOUR hair.

Silence ensues then...

CHARLES

Tell you what...let's just sit here awhile and see what he do.

At this, Churchill smiles a truly terrifying grin.

CHARLES (CONT'D)

You know, on second thought, I got to go!

Jumping up, Charles pushes his chair back thinking about the best way to get past Churchill and out the door.

HENRY

Whoa! Whoa! Whoa! And, just where do you think you're going?

CHARLES

Uh, I gotta go see my momma 'bout somethin'.

HENRY

What!? Oh, helllll no you're not
leaving me alone with that thing!

Henry eyeballs Charles until, reluctant, he drops back down
in his chair.

CHARLES

I got a nervous condition you know!

HENRY

Oh, yeah? You're about to have two!

Churchill, enjoying the exchange immensely, suddenly rolls
his head back and laughs.

Seeing this, Charles screams. Jumping to his feet, he knocks
his chair over, scrambles with his back along the wall and
bolts through the door.

Henry throws his hands up.

HENRY (CONT'D)

Really!? You just left me? Really!?

CHURCHILL

Ahem. I'll just wait for you
outside.

Henry, shocked, drops his mouth open.

EXT. THE HOLE IN THE WALL - DAY

Churchill watches as Charles finds a tree and climbs it.

CHARLES

Run, Henry, run!

Henry, popping his head out, frowns in consternation.

CHURCHILL

Come out. I won't hurt you.

Churchill gives Henry his best smile. Henry, unsure, steps
out then shuffles backwards to a picnic table.

CHURCHILL (CONT'D)

That's better. Now, would you be so
kind as to ask your friend to
please stop yelling?

Henry clears his throat.

HENRY

Hey! Quit yelling! I'm...I'm okay!

CHURCHILL

Thank you! Honestly, does the man
have no backbone at all?

Henry frowns and shakes his head.

HENRY

None.

CHURCHILL

Can you ask him to come down from
the tree?

HENRY

Hey! The cat, or...whatever, wants
you to come down!

CHARLES (O.S.)

See...that would be a big NO!

CHURCHILL

Tell him if he does not comply with
my request I will be forced to use
other means to gain his
cooperation.

Churchill grins, showing his teeth. Henry, knowing full well
what that means, calls out to Charles.

HENRY

If you don't get your stupid ass
down here right now, I'm gonna kill
you!

MINUTES LATER: Charles, arms crossed at the picnic table,
stubbornly thrusts his chin out.

CHARLES

Listen here, cat. I ain't sure what
you are, but there ain't no way I'm
going into Serendipity with you.

CHURCHILL

I told you, my name is Churchill
and I am most assuredly NOT a cat.

Charles drips sarcasm.

CHARLES

Well, Churchill, I ain't gonna go.
Ain't none of my business what
folks are about in Serendipity. And
why should I go sticking my neck
out for a bunch of stuck up white
folk anyway?

Churchill, equally sarcastic, shoots back.

CHURCHILL

Well, Charles, YOU don't have a choice.

Charles stares, his right eye twitching.

CHARLES

You threatenin' me cat?

Churchill tries hard to keep a straight face.

CHURCHILL

Maybe.

CHARLES

And just what you gonna do if I don't go?

Churchill stares solidly at Charles. Almost at once, Charles balls up a fist. Raising his arm, fighting against an unseen force, he pops his own self in the mouth with it.

Henry, jaw hanging, covers his mouth to keep from laughing.

CHURCHILL

Understand?

EXT. THE OLD SIGN - LATE AFTERNOON

Churchill, Henry and Charles (grumbling) arrive at the sign to look down on Serendipity. It is eerily quiet. The Piggly Wiggly parking lot across from the Washerette is empty.

CHARLES

Well, now that we here, I insist on seein' my momma.

CHURCHILL

What is her location?

CHARLES

She's at the ole' folk retirement home.

Churchill smiles. He knows full well what Charles is thinking. Charles, seeing the smile, grimaces.

CHARLES (CONT'D)

Man, you don't need to do that.

CHURCHILL

Do what?

Charles points to Churchill's smile.

CHARLES
 THAT. 'Cause I ain't never gonna
 get used to it.

Churchill grins even wider.

CHARLES (CONT'D)
 Okay. I see how it is. You think
 you're funny.

Disgusted, Charles throws his hands in the air.

CHARLES (CONT'D)
 Can I go see my momma now!?

Churchill tssk's and rolls his eyes.

CHURCHILL
 Oh, alright. It's as good a place
 to start as any.

Charles harrumph's, turns and traipses down the hill only to
 slip and fall on his ass. Henry and Churchill sidestep him,
 but Henry, smirking, can't help himself.

HENRY
 And you just thought you were ALL
 that, didn't you!? Hmmpf! And by
 the way, back there? In the
 military we call that DESERTION.

Charles glares accusingly.

CHARLES
 And, somehow you're okay with all
 this?

Henry shrugs as if to say, "And, just what do you want me to
 do?", then turns to follow Churchill.

EXT. MAIN STREET - DAY

Eeriness prevails. Shops usually open are closed and there is
 no sign of life. Cars, sitting empty, line the street.

INT. RETIREMENT HOME - DAY

A sign, "RECEPTION", hangs above a counter. The phone lies
 silent. Charles, shivering, shakes off the strangeness.

CHARLES
 Don't nobody call on old folks
 anyway.

CHURCHILL

We need to be careful. Something is wrong with this place. I feel it.

INT. 1ST FLOOR HALLWAY - DAY

Halfway down the hall, Henry pushes the elevator button.

INT. ELEVATOR - DAY

A ding sounds, the door opens and Charles, Henry and Churchill get out.

INT. 2ND FLOOR HALLWAY - DAY

A hall door sits ajar. Henry looks at Churchill.

CHURCHILL

Be careful.

Pushing the door open they step inside.

INT. PRIVATE ROOM - DAY

Charles' eyes bulge. The BODY on the bed is an ELDERLY WOMAN covered in blue-green mold that forms vein-like appendages throughout the room. She appears startled.

CHARLES

And see...I thought I'd seen everything.

Backing away, Charles stands at the door.

CHURCHILL

I wouldn't advise touching anything.

CHARLES

Oh, you don't have to worry about THAT. And nuthin's comin' up on my ass either, that's for damn sure!

Henry gives Charles a look that could fry eggs.

HENRY

You go leaving me again and you and I are gonna have a little talk. Just so you know.

Charles gives his own look as Henry turns to Churchill.

HENRY (CONT'D)

So, what do you think?

Churchill, studying the strange phenomenon, looks up.

CHURCHILL
This is like nothing I have ever
seen before...

Stiffening, ears swiveling, Churchill turns to Charles.

CHURCHILL (CONT'D)
Check the corridor!

Charles, wide eyed, snaps his neck around the frame. His body tenses. He is at a loss for words.

CHURCHILL (CONT'D)
What?

Charles points. Churchill and Henry skid into the hall.

INT. 2ND FLOOR HALLWAY - DAY

A mold-covered SHE-CREATURE, wearing a colorful muumuu, stands silhouetted by writhing tentacles that claw and reach. Five and a half feet tall, it glares at Charles with big black eyes and green-blue, mold covered skin.

Charles's jaw drops.

Screaming, so loud it rattles the windows, it advances toward Charles on stump-like legs.

Charles, screaming equally as loud, spins in the direction of the elevator only to punch the "down" button over and over again. Churchill and Henry, meanwhile, bolt past him to the stairs.

HENRY
Boy, you must be outta your mind!
Come on!

AT STAIRWELL: Henry realizes Charles isn't behind them. He's standing, finger on the button, staring at the creature.

HENRY (CONT'D)
Hold the door!

Henry, yanking Charles away just in time, drags him to the stairs where Churchill slams the door shut behind them.

INT. STAIRWELL - DAY

Hearing the creature bellow, they careen down to the first floor...

INT. FIRST FLOOR HALLWAY

...then out a glass door and into a garden.

EXT. GARDEN - DAY

Sprinting, they stop after about fifty yards wherein Charles, beside himself, screws up his face.

HENRY

What?

CHARLES

That was my momma in that muumuu!

HENRY

What!? No! Listen, I know your momma and that wasn't your momma!

Charles shakes his head.

CHARLES

It was! I was with her when she got that muumuu at Mildred's Clothing Emporium...

(starts bawling)

...at half price!

EXT. CATHOLIC CHURCH - LATE AFTERNOON

The group, solemn, pass three stone steps leading to an ENTRY DOOR sitting slightly ajar. Charles, sorrowful, sits on the top step to re-tie his shoe. He does not notice the door behind him or the hands covered in mold reaching to drag him inside.

INT. CATHOLIC CHURCH - LATE AFTERNOON

FATHER FLANNIGAN, jaw hanging and covered in mold, opens a cavernous mouth. Wrestling Charles, he clocks him in the eye only to then clamber on top of him. Mouth open, he hurls spittle.

EXT. MAIN STREET - LATE AFTERNOON

Henry, stopping, looks for Charles. Instead of seeing him, he hears him.

CHARLES (O.S.)

Help! Help!

CHURCHILL

The church! He's in the church!

INT. CATHOLIC CHURCH - LATE AFTERNOON

Churchill and Henry rush in. Pouncing, Churchill swipes at Father Flannigan, hurling him to one side.

Skidding to a stop, the father turns on all fours, lowers his jaw and screams. Charging, he misses Churchill only to skid head first into holy water. Getting up, undeterred, he lunges again only this time Churchill counters.

Latching on, Churchill uses the man's own momentum to send him head first into a far wall. Pouncing, driving him to the ground, he slashes and claws until the priest is still and the blue-green film turns white.

Curious, Churchill cocks his head to look at it.

CHURCHILL

Well, that's interesting.

Henry, suddenly remembering how they got in this mess, turns to glare accusingly at Charles.

Charles, glaring back, points at the priest.

CHARLES

Well, he started it!

EXT. MAIN STREET - DUSK

The three scurry past shop windows.

HENRY

So, what do we do now?

CHARLES

I know what I'm gonna do. I'm gonna get the hell out of here and never come back!

HENRY

Maybe we should call someone. You know, like the FBI or something.

Churchill pulls a full stop at the Washerette.

CHURCHILL

No! I won't risk bringing in anyone else. Whatever this is, I fear it will only spread.

Henry looks up. Shadows grow long off the buildings and clouds threaten rain. A wind makes the entrance to the woods appear sinister...dangerous.

HENRY

Well? What do you suggest?

CHURCHILL

I think its best we report this to my council. Maybe they can do something.

CHARLES

You mean to tell me there are MORE of you!?

HENRY

So, what happens if somebody comes along in the meantime, you know, like the UPS guy or something?

CHARLES

Hell, nobody ever comes here. This is the end of the world here. And what's this "we" gotta report to the council? I ain't goin' nowhere but outta here!

Churchill, fur rising, cocks his head to peer behind them. Alarmed, Henry and Charles twist around.

A police officer, covered in mold and more than a few tentacles, has stepped out of a doorway eight feet from them. He is in full dress with a night stick on one hip and a gun and holster on the other.

HENRY

Son of a bitch!

CHARLES

Hey! I know that mutha fucker! That there is Toomey!

TOOMEY, cocking his head as well, studies Churchill then raising deadly tentacles and hurling spittle, rushes them.

Swinging and clawing, he and Churchill collide in an all-out full frontal assault culminating in Toomey crashing half in and half out of a plate glass window. Staggering to his feet, a jagged shard slicing his carotid, Toomey's face turns suddenly slack.

Stepping back, spurting blood, he falls through the opening and onto a mannequin. The tentacles, raking and clawing at it, do not care it isn't human. Gurgling, Toomey finally lies still.

Charles, flabbergasted, starts pacing and pulling his hair.

CHARLES (CONT'D)

Oh, this is just greeaat! Just great! WE KILLED A COP! Thank God my momma dead or she'd kill me!

HENRY

Will you shut up! I mean, look at him! I'm pretty sure he was dead already!

Henry, avoiding the tentacles, leans in cautiously and grabs Toomey's gun.

CHARLES

That don't mean nothin! This is the south. They'll hang us anyway!

Henry, admiring the gun, whistles.

HENRY

Would you look at that!?

In his hand is a SILVER PLATED SMITH AND WESSON SEMI-AUTOMATIC .44 CALIBER HAND GUN.

CHARLES

Here. Let me hold it.

Henry eyes him sharply and jerks the gun away.

HENRY

I don't think so! Remember the last time your fool ass had a gun? I do!

Popping the cartridge, he checks the ammunition, expertly loads a round in the chamber then turns to Churchill.

HENRY (CONT'D)

Ole Charles here was drunk, you see, trying to show like he was one of those cowboys on T.V. Hmmpf! He ended up shooting his own stupid self in the foot at point blank range.

(to Charles)

That's why you don't got no pinky toe, remember?

Churchill, an anguished look crossing his face, suddenly covers his ears. What was once barely audible is now a high pitched squeal striking his head.

HENRY (CONT'D)

What's going on!? What the matter!?

CHURCHILL

Something is attacking me...trying to read my thoughts.

The pounding stops and Churchill gasps for air.

HENRY

I don't understand.

CHURCHILL

This thing, whatever it is, wants to know everything about me. No! It wants to know what I know!

HENRY

Thing?

CHURCHILL

I was so wrong! I was worried this might be some kind of bacteria or virus...but no. This is an entity...a presence. I'm such a fool! I should have had a block up. I've put all my friends...my kind...in danger.

Churchill's heart sinks.

CHURCHILL (CONT'D)

I...I don't know how much it got before I stopped it.

HENRY

Jesus!

CHARLES

Okay, so what do we do now?

CHURCHILL

If we are to have any chance of defeating this thing, we're going to need my council. My mental powers are strong. The combined powers of my council are even stronger.

Henry turns to Charles.

HENRY

What do you think?

Charles doesn't answer. Instead, he stares dumbfounded down the street. Henry and Churchill, alarmed, whip around.

Lindsay, Sonny's mother, is watching them. Long, black tendrils hang in snake like fashion. A breeze lifting her skirt shows blue green mold.

CHARLES

Man, does this never end!?

A door opens and a man-creature joins Lindsay. This is BILLY HANCOCK. An unmistakable scar runs across his cheek. He, too, is covered in mold and more than a few tentacles.

CHARLES (CONT'D)
Well, don't that beat all. It got
Billy Hancock, too!

CHURCHILL
Who's he?

CHARLES
Only the meanest sum-bitch in town.

A twig cracks. Whirling, they see another CREATURE by the old sign. He, too, is fitted with tendrils that snap and reach.

Trying to maneuver the slope, his stiff legs cause him to stumble and, sliding halfway, he bumps like an old wooden board only to stop at the bottom.

HENRY
I don't know whether to laugh or
cry.

CHARLES
Look!

Billy and Lindsay head straight for them.

CHARLES (CONT'D)
That's it! If you're comin' you
best be moving your feet 'cause I'm
leavin'!

Charles starts running with Henry and Churchill close behind.

HENRY
Where to?

CHARLES
The river!

INT. FARM HOUSE - NIGHT

One-Eye looks to his audience.

ONE-EYE
Can you even imagine? But, wait.
We're forgetting someone aren't we?

A GIRL raises her hand.

GIRL
I know! I know! Flora!

ONE-EYE
That's right. This thing...this
creature now knows what Churchill
knows.

EXT. OTHERWORLD PAVILION - DAY

CLOSE UP: A FEMININE HAND TWISTS A GOLD RING. ON THE RING IS AN UPSIDE DOWN TREBLE CLEF ETCHED INTO A LAVENDER STONE.

Flora, under a pavilion, waits for Winston. She looks at her watch and scans the shops along the avenue only to notice a man looking at her.

This is S.A.T.O. - 40ish. He has thick black hair and black eyes. He wears a bathing suit that flosses an emaciated butt. Lifting his ice cream in salute, he makes a beeline for her.

Flora, unable to explain why, is sickened by his presence.

S.A.T.O.
Well, howdy!

FLORA
Hi.

S.A.T.O.
The name's S.A.T.O. That's "s"
period, "a" period, "t" period, "o"
period.

S.A.T.O. thrusts his hand out, but Flora, hands by her side, rubs them against her skirt instead. Undeterred, S.A.T.O. keeps his hand extended until she finally relents.

S.A.T.O. (CONT'D)
My, aren't you the timid one.

Tightening his grip, he finally releases her hand if only to stare. Flora, nervous, twists the ring even more.

S.A.T.O. (CONT'D)
Mind if I sit?

FLORA
Well, I'm...I'm expecting someone.

S.A.T.O.
I'll just keep you company until
your friend arrives. That okay?

S.A.T.O. pouts obscenely.

FLORA
I don't know.

S.A.T.O.
I promise I won't be a bother.

Flora looks for Winston as S.A.T.O. stretches over the bench.

S.A.T.O. (CONT'D)

It's a beautiful day! I saw you
from across the street... couldn't
resist a chance to talk with you...
you being the prettiest girl I've
seen all day.

Flora smiles weakly.

FLORA

My boyfriend will be here any
minute.

S.A.T.O.

Oh? Still, a girl like you
shouldn't be sitting here all
alone...don't you think?

EXT. OTHERWORLD MAIN STREET - DAY

A man steps out of nowhere onto a sidewalk.

This is WINSTON in HUMAN FORM. He is 30ish -- white hair with
black edging and crystal blue eyes. (THINK BRAD PITT). His
dress is sea-side casual. Seeing Flora with a stranger, he
narrows his eyes.

EXT. OTHERWORLD PAVILION - DAY

S.A.T.O. smiles; a smile Flora now thinks sinister.

FLORA

It's not that I want to appear rude
or anything, but I don't think he
would appreciate finding you here.

S.A.T.O. watches her twist her ring again.

S.A.T.O.

Say, that's a pretty ring. Mind if
I look at it?

S.A.T.O. reaches to grab her hand but she holds it just out
of reach forcing him to admire it from a distance.

FLORA

He really will be here soon.

Flora twists the ring even harder.

S.A.T.O.'s smile fades and he is now outwardly sinister.

S.A.T.O.

Well, I'm going to keep you company
until he does.

Alarmed, Flora swings a leg over the bench, but S.A.T.O. grabs her wrist. Angry, she tries twisting away.

S.A.T.O. (CONT'D)

Sit!

Sitting, she watches S.A.T.O. bob his head psychotically.

FLORA

What do you want?

S.A.T.O.

Dear, dear Flora. I want YOU.

EXT. OTHERWORLD MAIN STREET - DAY

Winston, bristling, steps off the curb.

EXT. OTHERWORLD PAVILION - DAY

S.A.T.O. watches with keen interest as Winston erases concrete tables before him so as to approach the two unhindered only to have them reappear once he's passed. Fascinated, he turns his attention back to Flora.

S.A.T.O.

I do not need your body,
Flora...only your mind.
What I mean to say is, I only want
your mind for now, the rest... well,
the rest will come later once we
get to know each other.

FLORA

What the hell does that mean!?

Winston arrives to see S.A.T.O.'s grip on her. When he speaks, his voice is calm but deadly.

WINSTON (CONT'D)

Release her, NOW, or I will kill
you.

S.A.T.O. stares then, shrugging, releases her. Winston snakes his hand into Flora's and pulls her up.

WINSTON (CONT'D)

Come.

S.A.T.O., his head bobbing again, watches them leave unable to take his eyes off Flora.

EXT. OTHERWORLD MAIN STREET - DAY

Winston creates a maze of streets and alleyways then erases them as they pass. Descending stairs, he stops to look around then closes his eyes. Suddenly, there is an elaborate, green door with a brass knob in the middle.

FLORA

Where are we?

Winston opens his eyes. Turning the knob, he swings the door open and pulls her inside.

INT. LAILAH'S PALACE - DAY

Color floods throughout pillows, drapes, bedspreads, floors and walls. It is a sultan's palace filled with all manner of comforts. (The SAME sultan's palace as on the travel magazine.) A canopied bed sits surrounded by satin veils. A picture window reveals a path leading to a pier and a lake beyond.

WINSTON

Flora. I want you to stay here for a while.

Flora looks up at him.

FLORA

How long?

WINSTON

Just for a little while.

FLORA

Who was that man? Where were you? I waited and waited, but you never came.

WINSTON

I was...detained. I'm so sorry.

Winston hugs her to him then waves his hand.

WINSTON (CONT'D)

Look!

Flora turns to see a kitten. This is LAILAH. She is snow white. On her collar is a lavender crystal.

WINSTON (CONT'D)

Her name is Lailah.

Flora, her attention diverted, squeals and scoops her up.

INT. BARNHOUSE - NIGHT

INT. FARMHOUSE - NIGHT

A YOUNG MAN - 12, looks up.

YOUNG MAN #2

I don't understand. She doesn't ask
who the place belongs to?

One-Eye shakes his head.

ONE-EYE

Winston knows that in Flora's mind,
she will just accept what he
provides. She has no reason not to
as, in her dream-like state, things
do not have to make sense. She can
and will fill in small details as
she goes along.

(beat)

S.A.T.O., however, is an unexpected
threat, upsetting the balance of an
otherwise stable landscape; a
landscape she needs desperately to
survive...

INT. LAILAH'S PALACE - DAY

Winston hugs Flora goodbye.

WINSTON

Promise me you will not leave nor
open the door for anyone?

Flora nods.

Winston sets her on the bed next to Lailah, waves his hand
over her face and watches as she falls fast asleep. Taking
the ring off her finger he places it on his own then turns to
the kitten.

WINSTON (CONT'D)

Watch her!

Lailah nods.

Opening the door, he steps into the farm house and the real
Flora beyond.

INT. FLORA'S BEDROOM - DAY

Mrs. Downey sits knitting by Flora's bed when Winston opens
his eyes to look at her. Putting her knitting to one side,
she rises only to return with a steaming bowl of braised
beef. Winston gulps the food as they speak.

MRS. DOWNEY
How did it go?

Winston looks up, his expression worried.

WINSTON
I need to go.

MRS. DOWNEY
Where to!?

WINSTON
I need to find Churchill!

EXT. WOODS - DAY

Winston leaps into the tall grass to follow the trail.
Finding the boulder and symbols, he peers into the tunnel.

INT. MAIN CHAMBER - DAY

Dropping into the chamber, he is immediately surrounded.
Prostrating himself to show submission, he begs
understanding.

FRANKLIN
Interloper! Ssssspy!

SARANDON
What is it you want? Speak quickly!

Winston tries to block them from his mind but fails
miserably. Lucky enters to see him clawing the air and
squirming under their gaze.

LUCKY
How dare you!

Franklin and Sarandon draw back. The others slink away.

LUCKY (CONT'D)
How dare you treat a guest...MY guest
in such a manner?

Winston, angry, scrambles to his feet.

WINSTON (INTERIOR MONOLOGUE)
What an ugly, mewling lot!

MIDNIGHT
Did you hear what he called usss?

LUCKY
Well, you are an ugly, mewling lot!

Horrified, Winston snaps up the first image that comes to mind: Mrs. Downey and a basket of clean, dry laundry. At once, a sigh ripples throughout as each of them paw and roll in the imaginary sheets and towels -- delighting in the aroma of lilac softener.

LUCKY (CONT'D)

Ah! How nice!

Lucky turns to Winston.

LUCKY (CONT'D)

I know why you are here. We will speak privately, yes?

Mrs. Downey and her basket of laundry suddenly gone, the others disband, swishing their tails in protest. All except Seraphim who watches them closely.

INT. LUCKY'S CHAMBER - MORNING

Winston and Lucky enter a tiered chamber.

LUCKY (CONT'D)

So? Where shall we start?

WINSTON

There is a man. He calls himself S.A.T.O.. He has invaded my Otherworld.

Lucky, licking a paw, stops.

LUCKY

If what you say is true, then this "man" is something other than a man wouldn't you agree?

WINSTON

Yes. I suppose so.

LUCKY

What do you think its purpose is?

WINSTON

I'm not sure. It might be simply curious.

LUCKY

Hmm. No. It would not expend the energy needed to be there out of mere curiosity.

Winston hesitates, unwilling even now to betray Flora. He does anyway.

WINSTON

It's Flora. His exact words were "he needed her". He needed her mind, he said, and the rest would follow.

LUCKY

You mean mate with her? The void is vast...limitless...your council will want to know about this.

WINSTON

They will shut the portals down to keep the contamination from spreading.

LUCKY

And your Flora? What will become of her?

Winston, miserable, hangs his head.

WINSTON

If they sever the connection she will be lost to me forever. She will linger in this world on the machines that keep her alive, but in the Otherworld, she will be forced to face that monster every day unless I choose to end her life, or, mine.

Winston gets up, his eyes pleading.

WINSTON (CONT'D)

Will you tell me what you know?

Lucky gives a solemn nod.

LUCKY

Granted.

Winston closes his eyes and reaches out to Lucky's mind. A moment later Winston breaks the connection.

WINSTON

I see. And if you are forced to fight?

Lucky sighs.

LUCKY

We will know more when Churchill arrives. You're more than welcome to stay, although, I cannot always guarantee someone's safety. The others...they have not had fresh meat in a long, long time.

Lucky smiles, his incisors gleaming.

WINSTON

Thank you, but I should go.

Lucky, smile dissipating, watches Churchill leave. Once gone, he turns to look at a blank wall. Midnight, exactly matching the wall, appears out of nowhere.

MIDNIGHT

What now?

INT. HIDDEN ROOM - MORNING.

Sonny, naked on a chair, glances up at a surveillance monitor then reaches to feel his clothes. They're still wet from his dunk in the river. The entry door chimes and he puts an eye to a peephole to see his mother, tentacles and all by Sarah's register.

SONNY

So, it got you, too, you fucking bitch! Good!

Sonny's smile dissipates. Sitting, he gives what used to be his mother serious thought. A moment later, he looks at his watch. Anxious, he taps a foot then steps to the door again. The mommy-thing is still there.

FLASH BACK:

LITTLE SONNY - 5, on his bed hears the argument coming from downstairs. It is his mother, Lindsay and his father, Jake.

Grabbing his crayons, he scribbles furiously on a tablet until he hears the front door slam and his father start a blue '67 Mustang, peel backward and put pedal to the metal.

FLASH BACK ENDS:

Sonny snaps to and looks out the peephole. The mommy-bitch has not moved. Realizing he has to pee, he looks around for something to pee in but all he sees is 220 wire, pliers, tape, scissors and other paraphernalia, but no container. Sitting, he squeezes his penis and closes his eyes.

FLASH BACK: INT. LINDSAY'S KITCHEN

Lindsay stands over little Sonny making him drink water. Taking the empty glass she refills it and makes him drink more. Sonny squirms, terrified he will wet himself.

LITTLE SONNY

Please mommy. Can I go now?
Pleeease?

Lindsay stares at him coolly then nods her head.

FLASH BACK ENDS:

Big Sonny licks dry lips and wipes his brow. His head is woosie from claustrophobia and he's even more desperate to relieve himself. Unable to hold it, he holds his penis and directs the flow down his leg and onto the floor. He watches the yellow liquid absorb into the padding. Extending a toe, it squishes.

Rolling his head back, relieved, he closes his eyes again.

FLASH BACK: EXT. LINDSAY'S BACK YARD - AFTERNOON

A man climbs from his car, crosses the lawn and sits in a wrought iron chair on the porch. This is JAKE - 27. He has dark hair and handsome features. He is kind where Lindsay is not.

KITCHEN TABLE: Sonny sits coloring.

Lindsay, smoking a cigarette, looks out the window.

LINDSAY
Your father's back.

Turning, she eyes little Sonny.

LINDSAY (CONT'D)
You remember what I said? You don't say anything to your father about today and I won't have to hurt you.

Little Sonny, head hanging, nods then watches Lindsay take a bottle out of her apron and squeeze three drops into a glass. Turning she fills the glass with Kool-aid then places the Kool-aid and a bowl of ice cream on a tray.

LINDSAY (CONT'D)
Here. Take this. Remember, the ice cream is for you and the Kool-aid is for your father. Will you remember?

YOUNG SONNY
Yes.

Lindsay watches him leave then lights another cigarette to peer out the window again.

BACK PORCH: Sonny places the tray by his father's chair then picks up the bowl of ice cream to sit by his side.

YOUNG SONNY (CONT'D)
The Kool-aid is for you, daddy. Mommy made it special.

FLASH BACK ENDS:

Sonny's eyes fly open. Getting up, he glares out the peephole at his mother.

SONNY

You fucking bitch.

FADE TO:

EXT. BIG HOUSE - MORNING

Henry and Churchill stand on the lawn looking around.

Charles, sitting cross-legged on the grass, is fingering a swollen eye as he glares up at Churchill. Churchill's tail, acting like a kickstand, is holding him upright.

HENRY

What?

CHARLES

I was just thinking all this craziness is HIS fault.

HENRY

Now, how do you figure that?

CHARLES

'Cause he's some kind of alien or somethin' and the way I figure it, those things are too!

Churchill, his ears swiveling, turns to face him.

CHURCHILL

You might very well be right. But since we don't know where this came from or what it wants other than to turn your people into the walking dead it's best to keep our wits about us.

CHARLES

I'm sorry, exactly what do you mean by "your people"? Other than my momma, I don't see nuthin' but white folks havin' this problem.

CHURCHILL

That may be, but the Darker ones will be having this problem too, and soon.

CHARLES

What!? What did you just say? Did you hear that?

Henry shrugs.

HENRY

He doesn't mean anything by it, it's just his way of describing us differently that's all. He calls white people the Lighter ones.

CHARLES

Hmmpf! Lighter in the head, you mean.

Henry rounds on Charles.

HENRY

First, if you haven't noticed, the cat's black, too. Second, Churchill don't care what a man looks like, I mean look at him! Oh, and I might remind you he saved your life when he could have left you with that priest!

CHARLES

I'm just saying...

HENRY

Man! Don't start something your skinny ass can't cover. Now apologize. We got enough problems!

Charles, grumbling, gets up.

CHARLES

Okay! Okay! I'm sorry...CAAAAT!

Churchill grins.

CHARLES (CONT'D)

Ugh! Quit doin' that!

Churchill, ignoring him, peers over Henry's shoulder.

CHURCHILL

What's that over there? It looks as if it might fall into the water.

CHARLES

That's The Widow. Harold's place. Hey! Maybe there's a boat tied up over there!

Charles looks at Henry.

CHARLES (CONT'D)

Get it? If we have a boat, we can go up the river to the Rudbury side of the bend and get off.

(MORE)

CHARLES (CONT'D)

From there, we take the trail to the cemetery then over to Voodoo Trina's.

Churchill's ears pick up at the mention of Trina.

HENRY

Okay. Let's go look. I really don't wanna walk the woods.

EXT. THE WIDOW - MORNING

Following the pier they find Harold, covered in white powder, lying at the bottom of a boat. A Mercury outboard lifts up and down on the stern.

CHARLES

Oh, shit! That's Harold Miller.

CHURCHILL

Ah...well, he's not dead.

CHARLES

And, how do you know?

CHURCHILL

Well, he's breathing for one.

CHARLES

Why is it he ain't like the others?

HENRY

Dunno. That's one big man. Maybe he fought it off.

CHURCHILL

Well, we can't leave him here and since he looks too large to move, we'll just have to take him with us.

Charles juts his chin out in protest.

CHARLES

I ain't gettin' in no boat with no creepy crawly!

HENRY

Oh, yes you are! Or you can stay here with those things because I'm not walking the woods!

Henry, undaunted, steps into the boat. Grasping the draw-pull, he pumps the primer a few times and yanks. The motor kicks to life as Churchill jumps on the bow. Charles steps in and settles as far away from Harold as he can.

Clicking the lever into reverse, Henry pulls the boat away from the dock just as Charles, eyeing Harold, grows more impatient.

CHARLES

Come on, hurry up! Home, James!
Home!

Henry, having had enough of Charles, narrows his eyes.

HENRY

Boy, I am gonna give you another
black eye if you're not careful!

EXT. SWIMMING HOLE - LATE AFTERNOON

A tentacle reaches to touch Sarah's arm and she opens her eyes and screams. Opening the door to the pick up, she scrambles headlong onto the grass. Leaping up, she quickly checks her body then stares into the cab's interior.

Adam, covered in mold, has roots growing out of his body. They are all over the dash, seats and floor. The only part untouched is where Sarah had been.

An eerie quiet prevails before catching movement down the lane. Billy, his skin moving/writhing with tentacles, is making a beeline for her. His tongue, hanging, is black and putrid.

Horrified, she wants to run, but doesn't want to leave Adam. Running to the drivers side, she grasps the handle and jerks. Roots hold the door and she jerks again.

Billy is now 30 yards away. Bracing, she plants a foot and yanks with all her might. Ripping and tearing, the door swings open so fast she is knocked to the ground followed by Adam, hanging half-in and half-out the door. Looking up, she sees Billy veer off the road in her direction. Another few seconds and he'll be on her.

SARAH

Shit!

Drawing a foot back, she kicks Adam. To her horror, his eyelids snap open while arms, legs and tentacles flail wildly.

Screaming, she gets up and runs just as Billy reaches for her.

EXT. RIVER ROAD - LATE AFTERNOON

Looking over her shoulder, she sees Billy flailing behind her just as a boat motor sounds in the distance.

SARAH (CONT'D)
Mr. Miller! Move girl! Move!

EXT. BIG HOUSE - LATE AFTERNOON

Sarah arcs onto the Big House lawn just in time to see Churchill, Charles and Henry pull away from the dock.

SARAH (CONT'D)
Help! Help me!

EXT. THE WIDOW - LATE AFTERNOON

Stopping short at the end of the pier, she wails in frustration until, to her surprise, the motor suddenly kicks and a man (Henry) twists his body to look at her.

SARAH (CONT'D)
Look! Look at me! I'm here!

The man waives, but then an argument ensues between him and the other man.

Sarah, hearing a scraping sound, turns to see Billy's tentacles reaching for her.

SARAH (CONT'D)
Fuck you!

Diving into the water, she surfaces to see the boat speeding in her direction. Kicking upwards, she waves until hands grab and lift while Billy screams from the pier.

EXT. RIVER - DAY

Henry, guiding the boat, shakes his head at the motley crew.

Charles, fascinated with something under his nail, is grumbling, eyeballing Harold then grumbling to himself again.

Sarah, wide-eyed and soaking wet, is staring at Churchill who's claws are embedded in the metal seat to keep from sliding. His tongue hangs out like a dog.

SARAH
Excuse me, but what ARE you?

CHARLES
See? I'm not the only one that things you're some kinda weird!

EXT. RIVER BEND - DAY

Henry cuts the motor and the boat kisses sand. Charles, climbing out, eyes Harold while the rest jump to shore.

CHARLES

So? What are we gonna do with him?

SARAH

We could try waking him.

CHARLES

Uh-uh. I don't think so. I already been attacked...twice...and I ain't got no intentions on lettin' it happen again.

SARAH

But, why not? He hasn't moved. He's just slept this whole time.

CHURCHILL

Try throwing water on him.

CHARLES

And why would I want to do that?

HENRY

Well, we can't just leave him here for those things to get him!

CHARLES

Yeah we can! I ain't got no problem with it.

HENRY

Don't you get it? He's alive! Maybe he knows how to beat this thing.

Charles thinks then relents but not without complaint.

CHARLES

Okay! Okay! But that STILL don't mean I gotta like it.

Charles, grumbling, dips the bail bucket, dumps water on Harold and jumps back. Harold twitches, drops his jaw and snores.

CHURCHILL

Again.

Charles rolls his eyes, dips and hits Harold squarely in the face. This time, Harold sits up to shakes his head angrily.

HAROLD
What the hell's going on here!?
Where am I!?

Harold looks at the others accusingly then scratches at the mold.

HAROLD (CONT'D)
And what's this!?

CHARLES
Uh...I hate to have to be the one
to tell you this, but YOU been
creepified.

Sarah waves.

SARAH
Hi, Mr. Miller. Do you remember
what happened?

Harold, less belligerent at the sight of her, rubs his head and thinks.

HAROLD
There...there was something in The
Widow.

HENRY
What was it?

HAROLD
I don't know. I wasn't right in the
head. I remember throwing myself in
the river to get away from it, you
know?

Waiving a hand, he wiggles fingers in front of his face.
Charles, backing away, climbs out of the water.

CHARLES
Hmmpf! I'm thinkin' you STILL ain't
right.

SARAH
Give him a second. He's NOT crazy.

Charles abruptly stops, turns and looks at her.

CHARLES
Oh, yeah? Wait till you introduce
him to the cat. If he ain't crazy
now, he soon will be!

EXT. CEMETERY - DAY

The group follows a path until a line of tombstones comes into view and each finds a place to rest.

CHARLES

Well, I don't suppose none of them
dead things'll be comin' this way,
since everybody here already dead.

Henry rolls his eyes.

HENRY

Except us!

Churchill, perched on top of a tombstone, contemplates Petra in a swimsuit in the tree above them. Petra, not sure what Churchill is exactly, cocks her head but remains silent.

SARAH

I miss Adam.

CHARLES

I miss my momma.

HENRY

Okay. What's next?

Churchill eyes Henry.

CHURCHILL

Trina's place. We'll rest here for
a few minutes and then head on.

Quiet prevails as Charles slaps at a mosquito, Sarah combs her hair with her fingers and Harold watches Churchill; his tail swinging over, "HERE LIES RICHARD HASTINGS, 1776-1806".

CHURCHILL (CONT'D)

We should get going.

All rise and stretch.

HENRY

I've been meaning to ask...what,
exactly, are you thinkin' your
council can do anyway?

CHURCHILL

I'm not sure, but they're crafty
and sly and if they don't know I
doubt anybody else does. Also...
the man at the entrance to the
woods...if he and others move in
that direction that will bring them
to the The Hole in the Wall, yes?

HENRY

If they follow the path.

CHURCHILL

And after that?

HENRY

Voodoo Trina's then Rudbury. The only other way out of Serendip' is Main Street then the highway, but that's thirty miles of empty road with nary a soul on it. Why?

Churchill doesn't answer.

HENRY (CONT'D)

Well, lets get going. I'm not anxious to run into any more of those things.

CHARLES

True. But now we got the gun, we got big Harold and we got Churchill.

PETRA (O.S.)

Don't forget me!

Surprised, everyone looks up to see Petra, bare legs swinging. A second later, the branch breaks out from under her and, to her surprise, she falls right into Henry's arms.

Petra, amazed at her luck, can't help but grin up at Henry.

HAROLD

Hello, Petra.

PETRA

Hello, Harold.

EXT. TRINA'S HOUSE - DAY

Harold, scanning the woods, stands watch.

INT. TRINA'S BEDROOM - DAY

Trina, fully clothed, is in bed snoring. Churchill and Henry are standing over her. Charles is at the end of the bed.

CHARLES

Now, how can anyone sleep at a time like this!?

Henry bends down and snaps his fingers in front of her face.

HENRY

She sure is sleeping sound.

CHARLES

Whoa! Are you crazy?

HENRY

What?

CHARLES

You can't wake a black woman and be all up close like that! ESPECIALLY if they've been drinkin'!

Henry, not having thought of that, draws back just as Sarah and Petra poke their heads into the room.

CHURCHILL

Henry and Charles can gather food and water. Sarah, you and Petra find anything else you think might be useful. Matches, candles, that sort of thing.

CHARLES

What are you gonna do?

CHURCHILL

Wake her, of course.

CHARLES

Okay. But it's YOUR funeral.

Everyone gone, Churchill brings his face close to Trina and finds her in her dreams. Smiling, she wakes.

TRINA

Is it time to go now?

CHURCHILL

Yes.

TRINA

But where? Pretty soon there ain't gonna be no place to hide from them things.

CHURCHILL

How did you...?

TRINA

'Course I know. I been waitin' for you. Know about S.A.T.O., too.

Trina pulls her legs over the side of the bed, slips into tennis shoes and pulls on a sweater.

CHURCHILL
Who's S.A.T.O.?

TRINA
He's the creature that wants loose
from the box. I saw it all.

Trina goes to the door.

INT. TRINA'S KITCHEN

Sarah is rummaging under her sink. Petra is stuffing a blanket into a garbage bag.

TRINA (CONT'D)
You child. Come here and tell
Churchill about the box.

Sarah, surprised, looks first at Trina then Churchill.

SARAH
What box?

Trina sighs and rolls her eyes upward praying for patience.

TRINA
The box your friend made..you know,
Adam?

Sarah's jaw drops.

CHURCHILL
Who, or, what is S.A.T.O.?

SARAH
S.A.T.O. was my friend Adam's
science project. It stands for
SYMBIOTIC ASSOCIATIVE TECHNICAL
ORGANISM. How could you know,
though, about the box?

TRINA
That ain't what's important now,
child. What's important is you tell
us what you know.

Henry and Charles stop what they're doing to listen.

SARAH
I'll tell you what he told me...

FLASH BACK:

Adam, at a table, is working on the box.

SARAH (V.O.)

He took carbon and hydrogen and put them in a box along with some of his DNA. He added some sort of sugary Jello, wired to a battery and some electrodes, and sealed it tight. It was to be sort of a time capsule; to be opened in one year and read for any changes in frequency.

FLASH BACK ENDS:

SARAH (CONT'D)

But then Adam's science teacher, wasn't able to open the box because Adam had already welded it shut. So, he told Adam that if he couldn't verify the contents he would receive an "F" for his final grade which meant Adam wouldn't graduate.

FLASH BACK:

Adam grabs S.A.T.O.'s box, slams his school locker and shoves the box into his backpack.

SARAH (V.O.)

Adam was so mad, he took the box to the Serendipity pier and asked his friend Peter to throw it into the ocean.

Climbing into his truck, Adam drives to the pier where he finds his friend, PETER - 22, cleaning lobster cages.

FLASH BACK ENDS:

CHURCHILL

Do you know where the box is now?

SARAH

I imagine it's still at the bottom of the sea. Excuse me, but how do you know all this? I never met you before, have I?

Trina laughs.

TRINA

That's why they call me Voodoo Trina, child. I may be blind, but I still see. I got me a magic brew that allows me to travel anywhere I want.

(MORE)

TRINA (CONT'D)

I just start walkin' through the woods and next thing you know I'm where I want to be, or, sometimes where I NEED to be. This time, it was all the way down in Serendip' to see what 'ole S.A.T.O. was up to.

CHARLES

See? I told you she was drinkin'!

Harold comes to the door, his large frame blocking the sun.

PETRA

So, what about the people in Serendipity? What about them?

TRINA

Oh, you'll be seein' them soon enough. They'll be comin' those that didn't die right away. He's learned how to call 'em, see? Make 'em do what he wants.

Sarah rubs the goose bumps from her flesh and shivers.

SARAH

I guess Adam's project worked after all.

PETRA

Trina? Do you know how to kill S.A.T.O.?

TRINA

That I don't know. We have to find him first.

HAROLD (O.S.)

I know where he is.

Surprised, all eyes turn to Harold.

CHURCHILL

I'm afraid you'll have to explain on the way. We need to get going.

TRINA

Hold everything. We can't leave without my brew.

Trina turns to Sarah.

TRINA (CONT'D)

Go. It's in the shed, in a yellow jug above the orchids. Just bring the jug, nuthin else, okay?

SARAH

Okay.

Petra eyes Trina for size.

PETRA

Do you mind if I borrow some clothes?

TRINA

Help yourself.

Sarah returns with Trina's brew. Henry picks up a pillowcase and holds it for Sarah then hands the sack to Charles. Charles grunts pretending it's some kind of heavy burden.

CHARLES

Ugh! What you got in here, woman?

Trina pulls up short and narrows her eyes.

TRINA

Boy, don't make me come over there!

EXT. WOODS - AFTERNOON

The group, now on the main trail, stops to look around.

CHURCHILL

Stay here and be quiet. I shouldn't be long.

EXT. CAVERN - AFTERNOON

Churchill runs to the opening and down the tunnel only to find Lucky in his chamber.

INT. LUCKY'S CHAMBERS - AFTERNOON

LUCKY

Speak.

CHURCHILL

I have humans with me that need protection.

Lucky narrows his eyes, flattens his ears and hisses.

LUCKY

Go on.

CHURCHILL

I'm afraid Serendipity is no more. The humans...they are kaylune.

Lucky turns in surprise.

LUCKY

Living dead?

CHURCHILL

Yes. There is an entity, calling itself S.A.T.O. that has taken over the town. The humans I've brought with me are survivors.

LUCKY

You risk our very existence by bringing them here!

CHURCHILL

I realize this. But if this S.A.T.O. has its way none of that will matter. It attacked me, read my mind...I'm afraid none of us are safe now.

Lucky sighs.

LUCKY

Maybe S.A.T.O.'s agenda is the same for all of us. The way Winston described it...

CHURCHILL

Wait. Winston was here?

LUCKY

Winston encountered S.A.T.O. in the Otherworld. The creature has taken a disturbing interest in Flora. Should Winston fail to defeat him there he might well be unstoppable.

Churchill, contemplating this, looks up.

CHURCHILL

We could help!

LUCKY

How? You know as well I that in order to enter his Otherworld one must be free of genetic anomalies. We are all misfits here.

CHURCHILL

Except one. Seraphim. She could combine her powers with his...make him stronger.

LUCKY

And the humans?

CHURCHILL

One has the gift of sight. With her talent, we may be able to predict where S.A.T.O. might go and how to defeat him. Here, in this world.

Lucky grumbles.

LUCKY

We don't mix well with humans. The others...they will be hard to control.

CHURCHILL

They will do what you tell them! But, we must act now, before it's too late!

Lucky, deciding, rises and heads for the opening.

LUCKY

Stay. I'll be back in a moment.

Lucky leaves Churchill to pace then returns with Seraphim.

LUCKY

Go. Get your humans. Just keep them out of sight!

CHURCHILL

Thank you!

As Churchill leaves, Lucky turns to Seraphim.

EXT. CAVERN - LATE AFTERNOON

Harold fingers the symbols on the boulder.

CHURCHILL

First and foremost do not speak. I will block your mind from the others, but if you speak it will give them an opportunity to break that hold. If they get inside your head they can and will destroy you. They don't mean to...they just will.

The group, not sure what to think, stares.

CHURCHILL (CONT'D)

Just think happy thoughts, okay? Charles! Follow me and the rest of you follow Charles. Harold, you stay here. You're too big for the opening. I'll be back for you, though, so don't wander off.

CHARLES
Why do I have to go first?

CHURCHILL
Because I said so. Now let's go!

CHARLES
Wait! Haven't I seen this before?

Charles points at the symbols.

CHARLES (CONT'D)
That's the same as what's on the
sign behind the Washerette!

Churchill, feigning innocence, smiles.

CHURCHILL
Oh, well...it means "welcome".

Charles, highly suspicious, narrows his eyes as Churchill
disappears into the opening.

CHARLES
Yeah. Riiight!

Dropping to his knees, grumbling, Charles follows Churchill
only to see him waiting -- all glowing eyes and scary teeth.

CHARLES
Oh, hell no!

Retreating, he runs into Henry's foot on his backside.

HENRY (O.S.)
Will you get going!?

INT. MAIN CHAMBER - DAY

Churchill pokes his head into the empty chamber.

CHURCHILL (CONT'D)
Now remember, don't speak unless
spoken to, alright?

Charles, behind him, swats at Churchill's tail. It keeps
hitting him in the face.

CHARLES
Hmmpf! Well, just so you know, I
ain't got no happy thoughts right
now.

Churchill, exasperated, rolls his eyes.

CHURCHILL
Well, do your best!

INT. LONG CORRIDOR - DAY

Churchill leads the group past various openings. Cats, just inside, look at them as they pass.

Hunter, with his big ears and double tail, growls and licks his lips. Strewn at his feet are dog collars; one with "Fluffy" on it.

Another, his tail wrapped completely around him, glares out at them from beneath its fur wrap.

Another picks its teeth in anticipation of what the humans might taste like.

HENRY

Jesus!

CHARLES

What the hell is THAT!? Oh, you just did not bring me here to this!

CHURCHILL

Quiet!

INT. CAVERN - DAY

Churchill stows the group in a chamber.

CHURCHILL (CONT'D)

There are candles and a lighter in the bag. Get them. I'll be back.

EXT. WOODS - DAY

Man things stumble down the path, sniff and look around.

INT. CAVERN - DAY

Churchill runs past Seraphim. Seraphim follows.

INT. SECONDARY OPENING - DAY

Seraphim and Churchill run into a chamber with a solitary boulder situated just under a circular opening leading to the outside. Churchill jumps. Seraphim follows.

EXT. WOODS - LATE AFTERNOON

Shouting can be heard. Running, Churchill and Seraphim find Harold -- a chunk of wood in his hands, clubbing a man thing out of its red sneakers.

Jumping, Churchill slices the man-thing's throat and, landing, attacks another just as one more steps out of the woods.

A tentacle snatches Harold's wrist. Harold, retaliating, strikes a blow then another as a woman pulls him closer. He does not see Seraphim running at him until he is suddenly relieved of his attacker.

Seraphim's jaws, tearing into the she-things spine, makes a sickening crunch. Without missing a beat, she turns and strikes at Churchill's man-thing. Pinning it, she latches onto its jaw and, twisting back and forth rips it from his face. Still alive, it flails wildly until she finishes it. Panting, she turns to Churchill.

SERAPHIM

Are you alright?

CHURCHILL

I'll be fine. Thanks.

Harold, lies on the ground, moaning. His shirt is bloody and torn.

HAROLD

Ugh! I've been keelhauled!

Churchill extends a paw, helping him up.

CHURCHILL

I'm sorry, Harold, but there's been a change of plans. I need you to take Seraphim and find my friend Winston. Can you do that?

HAROLD

Who's Winston?

Churchill and Seraphim look at each other.

CHURCHILL

He's, well...like us.

INT./EXT. FARMHOUSE - SUNSET

Seraphim and Harold peek out from behind a cluster of bushes. Stepping to the front door, Harold turns to Seraphim.

SERAPHIM

What?

HAROLD

Um...I'm not sure what anyone that answers the door might make of you. Maybe you should stay out of sight.

Seraphim slips behind bushes. Harold brushes himself off then taps the knocker until a face appears through the glass.

MRS. DOWNEY

Can I help you?

HAROLD

Yes. I'm sorry, I'm looking for
...I'm looking for the owner of a
cat.

MRS. DOWNEY

I haven't lost a cat.

HAROLD

Well, uh...this is a particular
kind of cat. His name is Winston.

A bolt snaps back and Mrs. Downey opens the door. Harold shrinks under her gaze.

MRS. DOWNEY

Who sent you?

HAROLD

A friend of his by the name of
Churchill.

Mr. Downey hesitates.

MRS. DOWNEY

You do know you're in your boxers,
right?

Harold heaves a sigh.

HAROLD

Yes ma'am. I am keenly aware of
that fact.

MRS. DOWNEY

Well...best come in then. Wipe your
feet!

HAROLD

Yes, ma'am.

INT. FARMHOUSE - LATE AFTERNOON

Mrs. Downey holds her hand out.

MRS. DOWNEY

I'm Mrs. Downey. Any friend of
Churchill's is a friend of mine.

HAROLD

I'm Harold. Harold Miller.

Mrs. Downey stammers in disbelief.

MRS. DOWNEY
THE Harold Miller?

Harold, confused, shakes his head.

HAROLD
Is there another? Seraphim! Please,
can I let her in?

MRS. DOWNEY
Is she human?

HAROLD
No ma'am. She's like Churchill.
We're here to help.

Nodding, she watches Harold motion for Seraphim. Seraphim, entering, looks around.

SERAPHIM
Where is Winston?

Mrs. Downey, not sure how much to say, fumbles a little.

MRS. DOWNEY
Winston is...indisposed at the
moment.

SERAPHIM
I see. Do you know of S.A.T.O.?

Mrs Downey nods.

SERAPHIM (CONT'D)
We encountered some of S.A.T.O.'s
creatures in the woods. It won't
take them long to track us here.

Mrs. Downey's face transforms into the hard-lined countenance of a drill instructor as she turns to Harold.

MRS. DOWNEY
Get outside and start closing all
the storm shutters. There's hammer
and nails left of the sink. Start
with the back corner bedroom. If we
have to make a stand that's where
it'll be.

Harold, without hesitation, runs to the kitchen. Mrs. Downey turns to Seraphim.

MRS. DOWNEY (CONT'D)
I need supplies from the garage.
I'll need a lookout.

Seraphim nods.

EXT. FARMHOUSE - DUSK

Harold slams shutters over a heavily curtained window and starts pounding nails. Seraphim scours the yard while Mrs. Downey heads to the garage.

INT. GARAGE - DUSK

Switching a light on, she sees her "baby" and sighs. The light blue, 1965 FORD CUSTOM GALAXY gleams. Determined, she grabs a cart and rakes a shelf of medical supplies and another of canned tuna.

EXT. FARMHOUSE - DUSK

Wobbling under the weight, she pulls the cart onto the lawn toward the kitchen. Halfway, she notices Harold is rigid, staring off in the distance. Seraphim is gone. Alarmed, she whirls and backs up onto the first step then heaves with all her might to bring the cart just inside the door.

INT. KITCHEN - DUSK

(SERAPHIM SCREAMS O.S.)

Mrs. Downey, terrified, clutches her chest and, reeling back, falls to the floor. Her dress is mid-thigh, her mouth wide.

MRS. DOWNEY

No! No! Winston I'm so sorry!

Her heart beats one last time as death closes around her.

EXT. FARMHOUSE - DUSK

Seraphim lunges at two creatures. She takes the one on the right head on, but at the last second swerves low and to the ground. She passes, flips, and rips through its Achilles tendon to see it fall backwards into the weeds.

Rolling, ferocious, she's up and at a full run again. Turning on a dime, muscles bunched, she attacks the second creature only to watch its head roll to the ground. There is a black smear where its eye should be.

Satisfied, she returns to the first man, latches onto his face and jerks. The creature kicks no more.

Harold, running up, drops his mouth open.

HAROLD

Holy shit! Remind me never, EVER to get on your wrong side.

SERAPHIM

You'd better hurry. There'll be more soon. And...you should check on Mrs. Downey.

INT. FARMHOUSE - DUSK

Harold, kneeling, feels along Mrs. Downey's neck. Grabbing the cart, he brings it inside then locks the door as Seraphim watches from the hallway.

HAROLD

I'll go get a sheet to cover her up.

Walking to the back corner bedroom, he opens the door.

INT. FLORA'S BEDROOM - DUSK

Harold stands in shock. His beloved Flora, missing all these years, is on the bed with Winston lying prone beside her. Sinking to his knees he covers his face with his hands.

FADE TO PAST:

EXT. THE SWIMMING HOLE - DAY

Harold finds Petra under the big oak. She is crying.

HAROLD

I heard. I'm so sorry! Jake was a good man. He should have been with you not that wretched Lindsay.

Petra, her shoulders heaving, does not look up.

HAROLD (CONT'D)

Can I sit?

Nodding her head, she bursts out crying. A cry so heartbreaking he puts his arm around her.

PETRA

When I found them together...it nearly killed me.

Harold hangs his head.

HAROLD

You know as well as I do Lindsay set that up.

FLASH BACK:

Thunder and lightning. Petra along with Harold open the door to The Widow. Looking in, they see Jake (fully clothed) as Lindsay, naked, pulls him to her.

END FLASH BACK:

Petra sniffles.

PETRA

I just couldn't look at him the same after that, you know? I couldn't trust him no matter what he said.

HAROLD

Lindsay did it on purpose. To destroy the love between you. All she cared about was his money.

Petra starts crying again.

Sensing someone behind him, Harold turns to find Flora bristling at the sight of them. She says nothing and leaves. Like a fool, he does not go after her.

FADE TO PRESENT:

INT. FLORA'S BEDROOM - DAY

Harold opens his eyes. Seraphim, her front paws on the bed, is sniffing Flora's toes. Jumping up, she lies by Winston.

INT. CAVERN - AFTERNOON

Petra sees Henry clutching his leg.

PETRA

Are you okay?

HENRY

Scraped my leg in the tunnel is all. I'll be alright.

Hurrying to him, she squats to examine the wound.

HENRY (CONT'D)

Is it bad?

PETRA

Eh. Not enough to put a big man like you down.

Petra rips her blouse and ties it over the wound. Done, she looks up. Churchill is at the entrance.

CHURCHILL

Our leader wishes to speak to
Trina...alone. It won't take long.

Petra, worried, watches her go.

HENRY

She'll be alright. Churchill won't
let anything happen to her.

Petra rears back. Sarandon, hunkered in the shadows, is
watching them. Alarmed, she and Henry scramble to their feet.

PETRA

Shoo! Go away!

Sarandon glares then rising, casually turns and walks away.
Petra shudders and, without realizing it, holds Henry's hand.

EXT. WOODS - AFTERNOON

A she-thing roams the tunnel entrance. It sniffs then falls
to the opening. Gnashing her teeth, she claws her way in.

INT. MAIN CHAMBER - AFTERNOON

Franklin, hearing a sound, starts barking. A minute later, a
woman's gritty hand pokes through the opening.

Lucky rolls his eyes.

LUCKY

Well, drag it out and kill it!

Smokey pads over and just as the woman's head emerges, slits
her throat. Franklin dances along with a tendril. Slicing it
off, it squirms deliciously.

LUCKY (CONT'D)

Quit playing with that thing and
come on! We have much to discuss.

SARANDON

You mean like Seraphim's
whereabouts?

LUCKY

Watch yourself, Sarandon!

SARANDON

You have betrayed us!

The others shake their heads and whisper amongst themselves.
Franklin, done with the tendril, saunters over.

FRANKLIN

Yesss. Where is Seraphim?

SARANDON

I can tell you! She has left us --
the only female and Lucky let her
go!

Churchill hisses then lies at Lucky's feet. Smokey does the
same. Hunter is next followed by Tinker and Midnight.

Sarandon, Franklin and Astro are the opposing three.

LUCKY

Do you wish to challenge!?

Midnight, turning, whispers in Churchill's ear.

MIDNIGHT

Well, THEY'RE dead.

INT. CAVERN - AFTERNOON

Trina, along with Petra and Sarah, look over to see Charles
sitting cross legged opposite Henry.

TRINA

You, there. Bring me that brew.

CHARLES

Oh, I see. You think I'm some kinda
mule or somethin'. Tell you what.
You give me a taste of that brew
and I'll be glad to get it for you.

TRINA

Hmmpf! You cant handle my brew.
'Sides, it ain't for drinkin'.

CHARLES

Well, what's it for then?

TRINA

First, a swig'll kill ya. It only
takes a drop...just one...so don't you
go gettin' no ideas. Second, it's
my brew and I say who gets it and
who don't and I'm sayin' you can't
handle it. 'Sides, you gotta mix it
with a little weed for it to work.

Trina smiles and pats a small beaded pouch tied to her waist.
Charles grins.

CHARLES

Now see? THAT's what I'm talkin'
about! Anybody got rolling papers?
A pipe?

Petra, remembering, feels for the little baggie she has tucked under her clothes. Sarah gasps.

SARAH

My pipe! But, where...?

PETRA

I found it by the swimming hole.

CHARLES

Well, I can't think of a better
time to get high. In fact, if we're
gonna die soon, I'll be insistin'
on it.

Sarah giggles.

TRINA

Okay, you can get high, but you
can't have no brew. Don't take it
personal. It's just men tend to get
sidetracked. That, and you're crazy
enough as it is. In fact, I'm
suspectin' you're the type to get
the paranoia.

CHARLES

What!?! Woman you're crazy!

HENRY

Oh, she's got you pegged.

CHARLES

You shut up!

Henry laughs then they all laugh.

TRINA

Okay. You gonna bring that or not?

Charles rolls his eyes, jumps down and hands it to her.

SARAH

What's in it?

Trina pops the cork to reveal a fluorescent pink liquid.

TRINA

I blend it with my own secret
ingredients. If you like, I can
tell you how to make it.

Petra hands Trina her baggie. Drawing out three small buds, she sets them in a single line. Pulling a string from her clothing, she dips the end and places a single drop on each.

Petra, blushing, hands the pipe and baggie to Charles.

PETRA

Make sure you don't forget Henry.

Henry, surprised by the attention, blushes as well. All of which is not lost on Charles.

CHARLES

Uh-huh.

TRINA

Ready?

Sarah and Petra nod. Trina places a bud between cheek and gum then indicates Petra and Sarah should do the same.

TRINA (CONT'D)

Now, close your eyes, hold onto my hand and concentrate on the shed in my yard. Can you see it?

The women nod again. Within a moment, they are gone. Henry and Charles watch as the women rock, shudder then murmur as if talking to one another.

CHARLES

Man! I want me some of that!

HENRY

Looks like they took a trip and never left home.

CHARLES

Well, at least we don't have to hear none of their girly-girl shit for a while. Wanna get high?

HENRY

Do I look like I do?

CHARLES

Yeah.

Charles stuffs the pipe and takes a hit.

CHARLES (CONT'D)

Hmmpf! That old woman's crazy. Holdin' out on the shit.

HENRY

You heard her as plain as I did. She said the brew ain't for us.

CHARLES

No, I heard it act different for us
and she ain't here no more is she?
'Sides, what the old lady don't
know won't hurt her.

Getting up, he takes the string, the baggie and the magic
brew then sits next to Henry and repeats Trina's process.
Done, he scoops the buds into his pocket and grins.

HENRY

Okay, but don't say I didn't warn
you. And, don't go freakin' out or
anything because this isn't the
place.

CHARLES

Oh, you don't gotta worry about me!

Grinning, he picks up a candle and leaves.

INT. CORRIDOR - AFTERNOON

Charles walks past Midnight but does not see him. Midnight
follows. Finding a small chamber nearby, he enters.

INT. SMALL CHAMBER - AFTERNOON

Drawing a bud, he places it between cheek and gum. Lying
down, he is soon unconscious.

Midnight enters and sniffs Charles. Smiling, he positions
himself next to him and makes the connection. His color
changes rapidly like a kaleidoscope. He, too, is now high.

INT. 70'S DISCOTHEQUE - NIGHT

Midnight enters and sees Charles, dressed in a broad hat,
bell bottom jeans and platform shoes. Women throw themselves
at him, but he's not interested.

Almost at once, Charles sits at attention. A woman, (THINK
PAMELA GREER) has appeared. She is smoking hot with long
black hair that cascades between two, large breasts. Both
submissive and aggressive, she increases Charles' arousal
exponentially.

Midnight, sensing the change in Charles, transforms himself
into the woman and, sauntering over, brazenly hops in his
lap.

Charles, macho, gets up and leads her out onto the dance
floor and, posing just like John Travolta, begins busting
moves to "Disco Inferno".

INT. SMALL CHAMBER - AFTERNOON

Midnight, absolutely delighted, grins in his sleep.

INT. TRINA'S SHED - AFTERNOON

Sarah rummages through Trina's shed while Trina grinds flowers with mortar and pestle. Reaching under a cabinet, Petra holds up a clear bottle filled with crushed green mint.

TRINA

Did you find it?

PETRA

I think so.

Trina takes the bottle and feels it.

TRINA

Yup. That's it. Now, you just pour it into the container with your apple jack and let it sit for at least a month.

SARAH

Well, I think this is amazing.

PETRA

And just think, we're still back in the cave.

TRINA

Well, it ain't always fun and games. Don't tell Churchill, but this last time I got a little lost. I don't mind tellin' you I weren't none to pleased to be stuck in Serendipity with ole S.A.T.O. roamin' around. Had to wait til my brew wore off to get home, which weren't long, thank Jesus.

PETRA

Okay. I've got a question. Why did S.A.T.O. only kill some of the people in Serendipity and not the rest?

TRINA

Well, the way I figure it, when Harold scraped off those barnacles he took the only energy S.A.T.O. had to feed. So, to stay alive, he jumped Harold, but Harold got away.

SARAH

That's when he must have found me and Adam.

TRINA

And after that, why he just hopscotched over to town and found all those people tucked up warm in their beds. Near as I can figure, once he got his fill, he learned how to draw off 'em a little at a time...you know...to make 'em last longer. Yup, he's got a real taste for us now.

SARAH

But, why didn't he attack me? I was right next to Adam. For that matter, how did Petra manage to survive? She was close by as well.

PETRA

You mean, what's the common denominator?

SARAH

Yeah. Wait! I've got it!

PETRA

What?

SARAH

Don't you see? I was all wet! And Mr. Miller, he got wet, too. And you, you said you just took a swim.

PETRA

But that doesn't make any sense. S.A.T.O. was in the water when Harold found him.

SARAH

Yes, but that was salt water not fresh water.

TRINA

It's the tan. It's gotta be.

PETRA

You mean the tannin?

SARAH

Yeah! The tannin! Tannic water is acidic. Plants with tannin will even keep animals from eating their leaves.

PETRA

It makes sense, but we need to test our theory.

TRINA

We got river water back in the cave. My tap is gravity fed from the stream...the same stream that feeds the river.

PETRA

Still, I don't relish getting close to those creatures to try, especially if we don't know how long it takes to work.

SARAH

Yeah, but if it really does work, or, at least breaks S.A.T.O.'s hold, we have to try.

PETRA

But, once you're dry you're right back where you started. What keeps S.A.T.O. from coming after us again?

Sarah, Petra and Trina contemplate this until Petra looks up.

PETRA (CONT'D)

We have to kill the source, don't we? Destroy the box.

TRINA

You got one more problem. S.A.T.O. may have crossed over.

PETRA

What do you mean?

TRINA

Well, that's what Churchill and Lucky wanted to talk about. It seems S.A.T.O. might be trying to create a whole new bein'...

Trina falters and stops. Petra and Sarah are confused.

SARAH

So...evolve? Into what?

TRINA

It wants to evolve by matin' with a woman, but not just any woman. This one is special. This one lives in a whole other world apart from ours but she's still connected to us.

(MORE)

TRINA (CONT'D)

They think S.A.T.O. wants to use
her to crossover.

Petra's jaw drops.

PETRA

Who's the woman?

TRINA

Name's Flora.

PETRA

Harold's Flora!?

TRINA

Seems she's in some kinda coma. Has
been for a long time now.

Stunned, Petra gasps and puts a hand to her mouth.

SARAH

Well, no wonder Mr. Miller always
seems so sad!

Sarah, suddenly angry, looks up.

SARAH (CONT'D)

Guess we just really need
to go kick S.A.T.O.'s ass
don't we!?

INT. CAVERN - LATE AFTERNOON

Trina, Petra and Sarah find Charles is no where to be found.
Trina glares at Henry.

TRINA

Okay. Where is he?

Henry points.

INT. SMALL CHAMBER - LATE AFTERNOON

Trina taps an irritated foot as Petra and Sarah stare down at
Charles. Midnight is lying on his back next to him.

TRINA

Not for nothin', but there's
sumthin' really wrong with that
man.

Trina stubs a toe into Charles side.

TRINA

Hey dummy-dummy!

Charles, ripped from the middle of the dance floor, opens his eyes to see the three women standing over him.

TRINA (CONT'D)

You do realize you've gone and done something stupid with that cat, don't you?

Charles sits upright then rolls away from Midnight.

CHARLES

Hey now, don't you go getting no ideas. I never seen that cat before in my life!

TRINA

Well, you could have fooled us. You two seemed awfully cozy.

Charles turns red.

CHARLES

Oh, see, you didn't go there, old woman. I didn't go nowhere, no how, with no cat! Uh-uh!

TRINA

Ha! How much you wanna bet that cat entered your mind and took what it wanted and God only knows what THAT was.

FLASH BACK:

Charles, having the time of his life on the dance floor watches as Pamela's face melds into Midnight's only to have him wink slyly at him.

END FLASH BACK:

Realization dawns and Charles flushes with embarrassment.

CHARLES

Oh, you don't know what you're talking about!

But deep inside Charles DOES know and he glares at Midnight. Midnight, batting his eyes, purrs up at him.

TRINA

Oooh! I think you just got asked out on a second date.

At this, Petra and Sarah squeal with laughter as Charles heads for the entrance.

CHARLES

That's it! I'm leavin'!
And don't you go spreadin' no
rumors about me and that cat when
all this is over!

Hearing him flee, Trina calls after him.

TRINA

You know the cat's gonna talk!

INT. CORRIDOR - LATE AFTERNOON

Charles runs as fresh laughter follows.

FADE TO:

INT. CAVERN - LATE AFTERNOON

Churchill finds Trina surrounded by the others.

CHURCHILL

They're almost here. One of them
found the tunnel. We killed it but
the others won't be far behind. Get
ready.

CHARLES

Where are we supposed to go?

CHURCHILL

There's a secondary shaft. You can
get out there.

TRINA

I ain't leavin' here without you!

SARAH

Neither are we! Besides, we have a
plan. It's going to take all of us.

CHURCHILL

What plan?

Churchill twists an ear so that it points directly behind
him.

CHURCHILL (CONT'D)

Leave everything and come. Quickly!

INT. MAIN CHAMBER - LATE AFTERNOON

Council members gather around Lucky. Just out of reach in the
tunnel are two man-things writhing in the gloom. Lucky nods
at Sarandon;

an indication for him to approach and kill the creatures. Sarandon refuses and sits instead.

COLLECTIVE

Traitor! Traitor!

SARANDON

I am no traitor. If anyone is a traitor it's Lucky and Churchill!

The others stop their cries and listen.

SARANDON (CONT'D)

Churchill is in love with one of the humans. His allegiance to Lucky is solely to protect her. He was planning on leaving us...no, killing us so he could be with that woman!

Churchill, Trina and the others enter the chamber.

CHURCHILL

That's a lie!

SARANDON

Read their thoughts and you'll know what I say is true. He's got a fondness for the old woman and she for him. He blocks her in his mind so we won't know, but the old woman knows and so do the rest of them.

Astro approaches Trina and sniffs just as Lucky advances on Sarandon.

LUCKY

We've got other problems right now!

SARANDON

Can't you see he wants me out of the way!? It's because I know the truth!

Astro runs back to join the others.

ASTRO

It's true! What Sarandon says is true! It's all over the old woman. She loves him!

In the blink of an eye a long, sinewy tendril snaps forward and hooks onto Franklin's back. Franklin howls as he is dragged into the tunnel. A moment later, blood streams in rivulets onto the floor. The chamber erupts when his body is suddenly hurled from the opening, knocking Astro, Smokey and Hunter off their feet.

Astro lies on the floor; his back broken just as two creatures propel themselves out of the opening.

Lucky meets them head on. Snarling, he cuts one down then the other as still another drops to the floor.

TRINA

Quick! Throw water on it!

Trina hands a container to Sarah. Sarah snatches it and lets the water fly. Advancing, the creature suddenly slows and exhibits random, stilted movements then falls; a white film replacing the mold.

SARAH

It works!

Two more creatures drop to the floor.

Smokey and Hunter leap forward. Smokey advances on a man while Hunter, spinning, snags a teenager and drags him down. The pimply faced boy-thing screams and struggles to right himself, but Hunter bites and shreds his way through the boys back. It is only when the boy stops screaming that Hunter lifts his head and turns on Trina. Gore covers his face.

Henry brings the .44 up and points it at Hunter.

HENRY

Don't even think about it.

Hunter sends a shock wave sending Trina and Henry reeling backward. Intending to finish the kill, Hunter leaps, but is suddenly slammed sideways when Henry pumps three rounds into his side.

Four more creatures propel through the opening. Tinker lashes out and drops a woman. Reaching up, she snakes a tentacle around his neck and squeezes.

LUCKY

Quick! Take them! Run!

As if to shield Churchill and the others, Lucky confronts a sour-faced, checker-playing old man just as three more drop to the floor. One squiggles toward Astro. His back broken, he is unable to defend himself.

LUCKY (CONT'D)

Go! Now!

Churchill, wracked with guilt, turns to the others.

CHURCHILL

Follow me and don't look back!

INT. SECONDARY OPENING - LATE AFTERNOON

Churchill and the others enter to see Sarandon waiting for them. Concentrating, he projects a wall of solid malice shoving Churchill and the others back. Dazed, Churchill drops, rolls then scrambles up again as Henry and the others get out of the way.

Charles, knife in hand, guards the corridor as Churchill sends his own volley toward Sarandon. Dodging, closing the distance, he attacks full on, opening the side of Sarandon's cheek revealing teeth and gum.

Screaming, Sarandon returns the favor by rending a three inch gash. Howling, two massive cats fighting, they twist and spin until Sarandon, two times Churchill's size, pins him down.

SARANDON

I'm going to kill you now and then
I'm going to eat your woman. Her
power will be mine not yours!

Rearing back, Sarandon opens his mouth to finish the kill, but not before Sarah, snatching the knife from Charles, stabs him in the neck with it. Surprised, Sarandon falls to one side, dead.

Seconds later, Trina is by Churchill's side, lifting him.

TRINA

Come on. We got to get you out of
here!

Charles checks the corridor then holds his hand out to Sarah.

CHARLES

Uh, I'm gonna be needin' that knife
back.

Churchill rises. Limping, he scramble-jumps from the boulder to the outside only to peer back down at them.

CHURCHILL

All clear. Hurry!

Sarah helps Trina onto the boulder then she and Henry lift her through the opening. Churchill, grabbing her, pulls. Henry pulls himself up then holds a hand out for Petra.

Screams emanate from the corridor. They are close.

PETRA

Shit!

Petra, terrified, is lifted through the opening. Sarah, on the other hand, is unwilling to leave Charles.

CHARLES

Git!

Another scream sounds. Still, she does not move.

CHARLES (CONT'D)

Are you outta your mind? Go!

SARAH

No! I won't leave you!

CHARLES

Go on, now! I can't be watching my back and yours! Now go!

A tendril reaches around the opening and a man with a pony tail advances. Charles distracts it as hands pull Sarah up through the opening.

EXT. SECONDARY OPENING - LATE AFTERNOON

Dropping to her knees, Sarah peers down to see Charles slashing at pony tail. Blood is coursing down Charles' face.

HENRY

Kill that mutha-fucka!

Henry, pointing his gun, is terrified of hitting Charles until suddenly there is a flash of black and white and the man-thing is down. A moment later, Lucky snaps pony tail's neck with a crunch.

SARAH

Come on!

Charles runs to the opening and is lifted to safety. Churchill calls down to Lucky.

CHURCHILL

Come!

INT./EXT. SECONDARY OPENING - LATE AFTERNOON

Lucky shakes his head. There is a deep gash in his side.

LUCKY

They're all dead except you and Seraphim.

CHURCHILL

And YOU. Now come! Quickly!

Weary, Lucky shakes his head.

LUCKY

No.

CHURCHILL

I won't leave you to die!

LUCKY

I'm dead already. There's a boulder by the opening...enough to cover the hole. If you hurry, they won't be able to follow you out.

A scream, close by, startles them. Lucky, his muscles bunched, turns and is attacked from all sides.

EXT. SECONDARY OPENING - LATE AFTERNOON

With great sadness, Churchill and the others push the boulder over the opening. Petra, despairing, lets out a sob.

CHURCHILL

We need to get moving.

HENRY

Where to?

TRINA

My place.

INT. TRINA'S HOUSE - LATE AFTERNOON

Henry is at the door standing guard. The others are at the table -- their wounds being tended to.

CHARLES

Ouch! So let me see if I get this straight. If the tan can kill S.A.T.O. you're thinking we anchor the box and drop it in the river?

PETRA

Can you think of a better idea?

SARAH

But what about Flora and Mr. Miller? Shouldn't we tell them how to kill S.A.T.O. too?

CHURCHILL

If we can get to Flora and keep her wet we can at least protect her body. We just need to keep S.A.T.O. and his creatures away from her.

Churchill and the others ponder this.

HENRY

Some of us need to go to Serendipity and some of us need to go to Winston's.

CHARLES

Alright. But, I say we get goin'!

CHURCHILL

Fine. Trina, Sarah, Charles and I will go to Serendipity and get the box. Petra and Henry will go to the farmhouse. But, make sure to take water with you for Flora.

CHARLES

Wait. How come Henry gets to go to the farmhouse and I gotta go to Serendipity?

CHURCHILL

Because Henry's wounded.

CHARLES

I'm wounded, too, or don't that count?

HENRY

You seriously got nothing to do but run that big yacker do you?

Charles gets up and goes to the door.

CHARLES

Oh, I know you're not talking to me.

(beat)

I gotta pee.

HENRY

Fine. Don't be all day about it!

Henry looks at Petra after Charles leaves.

HENRY (CONT'D)

How much you wanna bet he's in Trina's shed right now, snooping?

TRINA

Well, he's in for a surprise then 'cause the only bottle I still got is one I done messed up on. It'll give you the runs somethin' fierce. The only trip he'll be makin' is to the bathroom.

EXT. TRINA HOUSE - LATE AFTERNOON

Petra and Henry pour creek water over themselves then stoop to fill up their bottles. Behind them, Churchill, Trina, Sarah and Charles wave then head to the river.

EXT. RIVER BEND - DUSK

Charles pushes the boat into the water, jumps aboard and grabs the oars.

SARAH

Why aren't you using the motor?

CHARLES

Because the current will take us to The Widow. We don't need to announce we're comin'.

SARAH

I was thinking, if we get off at Petra's we can swim ashore and make our way from there. That way we're wet and approach from the back side.

CHURCHILL

What about Trina?

SARAH

Well, wouldn't she be safer in the boat?

TRINA

I want to go with you.

CHURCHILL (INTERNAL MONOLOGUE)

I would feel better if you stayed. I don't want any harm to come to you. I love you with all that I am.

Trina stifles a sob.

CHARLES

We're coming up on Petra's. We need to decide what we're doin'.

EXT. RIVER - LATE AFTERNOON

Just upstream from Petra's, Charles drops anchor. Churchill turns to Sarah.

CHURCHILL

You first.

Sarah slips into the water and holds onto the side.
Churchill, uneasy, looks at Charles.

CHARLES

Hmmpf! I thought cat's didn't like water.

CHURCHILL

They don't. And MY kind doesn't either.

CHARLES

You can swim can't you?

CHURCHILL

A little.

CHARLES

Cat! Don't you know even a good swimmer'll be hard put to fight this current!?

Churchill blinks. Charles sighs.

CHARLES (CONT'D)

Hold on!

Charles reaches under his seat, pulls out a rope and ties an end around both their waists. Task accomplished, he eyeballs Churchill.

CHARLES (CONT'D)

Don't you go hyperventilatin' on me cat. Ready?

Churchill shudders a yes and they jump.

Charles breaks water and looks around. Churchill, sputtering, is barely keeping his head above water until Sarah emerges to grab the rope. Between the two, they haul Churchill to shore.

EXT. PETRA'S COTTAGE - LATE AFTERNOON

Exhausted, Charles lies on the ground glaring at Churchill then abruptly covers his face when Churchill, shaking, pelts him with sand.

EXT. BIG HOUSE - EVENING

Churchill, Sarah and Charles are hunkered down behind bushes.

CHARLES

How many are there?

Churchill holds up five fingers. Three congregate at the pier.

Another guards The Widow while another staggers absurdly about the lawn.

CHARLES (CONT'D)

Sumthin' ain't right. Looks like they got the rigor.

CHURCHILL

There are more hiding in the woods. I get the sense they're waiting for us to show ourselves.

CHARLES

Well, that's just great. That means we ain't gonna get close to The Widow any time soon unless we can figure a way to get them away from there.

SARAH

What do you suggest?

CHARLES

Hell if I know. Oh shit! Look at that!

Three women and one man lumber up River Road.

CHARLES (CONT'D)

Well, that makes nine.

SARAH

I say we go back to the boat and think about this. We need a plan.

EXT. RIVER - DUSK

Charles, breathing heavily, glares at Churchill. He is soaking wet and his clothes are torn. There are deep scratches about his chest and arms.

Churchill, looking equally put out, is lying by Trina's feet.

CHARLES

Man! You really know how to hurt a brother! What in hell were you thinkin'!?

CHURCHILL

I said I was sorry, didn't I?

CHARLES

Well, you should be! I mean what kinda alien are you anyway? A sorry ass alien, that's what. A cat that can't swim!

(MORE)

CHARLES (CONT'D)
Hell, we ain't even got to
Serendipity yet and I'm about half
dead already, and not from them
things, from YOU!

CHURCHILL
Alright! Alright!

Sarah rubs her arms.

SARAH
Is it getting chilly or what?

TRINA
I feel it too.

Charles, suddenly having an idea, sits up.

CHARLES
Hey. I think I got it!

SARAH
What?

CHARLES
You know where they keep Fanny?

CHURCHILL
Who's Fanny?

CHARLES
She's the town water truck. They
keep her in the garage round back
of the Piggly Wiggly.

SARAH
So?

CHARLES
It's full of water. RIVER water.

CHURCHILL
How do you know?

CHARLES
'Cause I watched 'em fill her up.
They drop the hose into the river,
reverse the pump and fill it
up...easy peasy.

SARAH
Charles, you're brilliant!

CHARLES
It's about time someone recognized
that. Only problem is...I can't
drive stick.

SARAH

At all?

CHARLES

Uh-uh. Never learned. That leaves you and the cat and I KNOW he can't drive cuz he damn sure can't swim!

Churchill peeks out from behind Trina's leg.

CHARLES (CONT'D)

You just ain't got no shame, do you?

SARAH

Okay. Just for a minute, lets say I can drive this thing. Then what?

CHARLES

We take it to the Big House and blast 'em till there ain't none left.

CHURCHILL

If you can distract them I can make it to the boathouse.

CHARLES

Sounds like a plan to me. What do you think girlie-girl?

Sarah smiles.

SARAH

Sounds like a plan to me, too.

EXT. SERENDIPITY PIER - DARK

Pier lights hang low like silver watchmen. Cutting the motor, the boat drifts until Sarah can grab a half-submerged ladder.

CHARLES

Tie her off and keep low.

Sarah ties off, shivers and looks around while Charles grabs two screwdrivers from a tackle box. Seeing a rain slicker, he hands it to Trina then, last off the ladder, pushes her back out with the tide.

EXT. PIGGLY WIGGLY - NIGHT

The three skirt down an alley to an old, wooden garage. Jamming a screwdriver under the lock plate they pry it off.

INT. GARAGE - NIGHT

Fanny looms large, like a behemoth, and they jump in.

SARAH
Where are the keys? I can't find
the keys!

CHARLES
Check the visor!

Sarah finds the keys. Pumping the gas, she cranks the engine and turns the lights on to reveal two tentacled men and a woman glaring at them.

CHARLES (CONT'D)
Run them down!

SARAH
What!?

CHARLES
Run them down!

Sarah stomps the gas but not before the she-creature latches on to Charles' side mirror and pulls herself up. Opening her mouth, she breathes spittle onto the glass then smashes her fist against the window. Raising her arm to strike again, she and another man are suddenly scraped off when Fanny shoots through the opening.

Sarah adjusts her rear view mirror and accidentally careens into the side of the dumpster.

SARAH
Oops!

CHARLES
Oops!? Is that all you got to say
is oops!?

A creature screams.

CHURCHILL
I believe one is still hanging on
to the bottom.

Charles rolls his eyes.

CHARLES
Well, he's got to go. 'Cause if we
don't get rid of him he's gonna
tell Ole S.A.T.O. to send out the
Welcome Wagon for us.

SARAH
Well, fuck that! I'm not about to
stop this truck.

Sarah, turning the wheel abruptly, makes a wide arc onto Main Street. The old girl creaks mightily then rights herself. The creature, underneath, screams again.

CHARLES

Ooooh! That thing on my very last nerve!

Sarah turns to eyeball Charles.

SARAH

Fine!

Veering toward a speed bump, she scrapes the creature off Fanny's underbelly and onto the street.

SARAH (CONT'D)

There! Happy now?

EXT. PIER - NIGHT

Silence prevails except for the small sound of intermittent waves lapping the sides of the boat. Trina, trying to stay warm, wraps the slicker around her shoulders and lifts white eyes.

AERIAL VIEW: A man-thing, tentacles wriggling, stands at the end of the pier looking down at her.

His jaw hangs open with a foot long length of spittle drizzling out of his mouth. There is a stain on the back of his yellow pajama bottoms where he shat himself.

TRINA

Hmmpf! What you want creature?

The man-thing cocks his head.

TRINA (CONT'D)

Oh, so you're not gonna talk?
Well...we'll see about that.

Trina closes her eyes and concentrates. She finds the frequency that accompanies the creature and lets her mind ride up and over him. As if understanding she is no longer in the boat, he shifts his gaze to the spirit riding above him.

TRINA (CONT'D)

So. You can see my frequency. I see yours, too, man-thing. Only it ain't yours, is it? It's Mr. S.A.T.O.'s. That mold acts like a highway right into your brain, doesn't it?

Trina severs S.A.T.O.'s connection then wraps the man-thing with her own, taking control of it.

Her flesh and blood body in the boat shivers, though, as if understanding her spirit is now tethered to a dead thing. Lifting her eyes, she wills the creature to obey her.

TRINA (CONT'D)

Raise your arm.

Nothing. Trina concentrates harder.

TRINA (CONT'D)

Raise your arm!

The man-thing raises its arm.

Trina looks through its eyes. Everything is covered in black and white static.

TRINA (CONT'D)

Come on. Let's go.

The man-thing turns and, leaving her body in the boat, heads down the pier.

INT./EXT. FANNY - NIGHT

Fanny is full stop; her tires turned toward River Road.

CHARLES

Kill the lights.

Charles opens the door and jumps out. A minute later they hear the pump kick on.

Climbing Fanny's ladder to the top, he releases pressurized air from the hose until water sprays out onto the street. Satisfied, he gives two loud thumps indicating he's ready.

Sarah, putting Fanny in gear, lurches onto River Road only to then creep past Adam's pick up. Adam is gone.

CHURCHILL

There are creatures ahead. Two hundred feet and closing.

Charles bangs on Fanny's top.

SARAH

What now!?

CHARLES (O.S.)

Hey! The pump's stopped!

SARAH

Shit!

CHURCHILL

It's time. Pull over here and let me out.

Sarah slows and stops; her expression worried.

CHURCHILL (CONT'D)

There's no sense in worrying. What will be, will be and there's nothing you or I can do about it.

Sarah leans over and opens the door for him. She clings to him before letting him jump to the ground, though, just as the pump starts and Charles bangs on the top again.

CHARLES (O.S.)

Come on! Lets go!

Revvng the engine, she watches Churchill disappear into the woods then pops the clutch to shoot Fanny and the irate Charles toward the Big House.

CUT TO:

INT. FLORA'S BEDROOM - NIGHT

Seraphim lifts her head. Pricking her ears, she listens.

SERAPHIM

I hear movement. They're human.

HAROLD

Who in the hell could it be?

SERAPHIM

There are creatures not far behind.

Harold picks up a hammer and opens the door.

HAROLD

Come on!

INT./EXT. FARMHOUSE - NIGHT

Harold, at the door, watches Seraphim slip out into the night. Moments later he hears yelling. Peering out, he sees Henry and Petra running toward the house. Swinging the door open, he calls out.

HAROLD (CONT'D)

Hurry!

Seraphim catches up as Harold runs down the steps to help Petra. Henry, exhausted, follows the others inside.

INT. FLORA'S BEDROOM - NIGHT.

Petra soaks Flora with water.

HAROLD

So, you're saying the reason I'm
not dead is because of the tan?

WINSTON

Sounds logical to me.

Winston's eyes open. His voice is raspy. Everyone is relieved to see him awake and present. Looking around, he frowns.

WINSTON (CONT'D)

Mrs. Downey?

SERAPHIM

In the kitchen. I left her for you.
She is yours if you want.

Winston shakes his head sadly.

WINSTON

It's not their way.

PETRA

I'm sorry, but...where were you?

Winston shakes his head.

WINSTON

Hunting. Please...I need food and
water.

Petra rummages through the cart, finds a can of tuna and opens it. Grabbing a bottle of water, she pours some into a cup.

WINSTON (CONT'D)

I have to get back soon.

SERAPHIM

I'm coming with you. Lucky sent me.
I can enhance your powers.

HENRY

It's true.

WINSTON

It's a trick. Lucky would sacrifice
you to be rid of you. You are the
only contender for Chief Council.
He would have you die as a traitor
or send Churchill after you once he
got what he wanted.

Seraphim swishes her tail.

SERAPHIM

He can try.

HENRY

Um...Churchill won't be coming
after anyone. Neither will Lucky.

WINSTON

How do you know?

Henry and Petra look at each other.

HENRY

Because Lucky's dead.

EXT. OTHERWORLD - DAY

Winston (in human form) walks with Seraphim then stops to
look at her.

SERAPHIM

What?

WINSTON

I am considering what you should
look like.

SERAPHIM

What do you mean?

WINSTON

Not that you aren't lovely, but
your appearance will frighten
Flora. She will not understand.

SERAPHIM

What do you suggest? I warn you, do
not do anything drastic.

Winston smiles. He is starting to like this femme fatale.

Closing his eyes, he concentrates. When he opens them long,
lean arms caress yards of white satin. Her feet are bound in
soft sandals. She wears nothing else except a small silver
chain dangling a crescent shaped lavender pendant. Her hair
matches Winston's -- white with black edging. This is
SERAPHIM (HUMAN FORM).

Reaching, he takes the pendant to twirl in front of her.

WINSTON

You must never take this off. Do
you understand? If you lose it then
I could lose you and I don't want
that.

Seraphim clasps the hand holding the pendant.

SERAPHIM

You won't.

INT. LAILAH'S PALACE - DAY

Lailah, at the window, sees Winston and Seraphim step out of the void and onto the pier. Running to Flora's bed, she paws at a pillow.

Winston enters and strokes Flora's face.

WINSTON

Flora.

Flora lifts a brow and opens an eye.

WINSTON (CONT'D)

Hello.

Flora smiles.

FLORA

I was dreaming.

Winston smiles then turns serious.

WINSTON

Yes. But now I need you to wake. There are things I need to tell you.

FLORA

Like what? Who is she?

Winston quickly takes Flora's hand.

WINSTON

Her name is Seraphim.

Flora looks at Seraphim then Winston then starts to weep.

FLORA

Are you going to leave me, too?

WINSTON

No! No! Look at me. I will not leave you. But I need to tell you the truth, okay?

Flora wipes her tears and nods.

WINSTON (CONT'D)

I found you a long time ago. I came across you in the woods by my house.

(MORE)

WINSTON (CONT'D)

At first I thought you were dead, because it was cold and wet and you were not moving. But then, I saw you were breathing, so my friend Mrs. Downey and I picked you up and brought you home.

Flora cocks her head.

LAILAH

Perhaps just a little at a time?

WINSTON

She has no more time, little one.

WINSTON (CONT'D)

Anyway, we assumed that whoever had done this to you wanted you dead. You were safer dead, do you understand? So, you became our secret. We thought...well, we thought you would eventually come out of your unconscious state but you never did.

Flora blinks.

FLORA

I'm sorry...what?

Winston hangs his head; his voice a whisper.

WINSTON

You never did.

FLORA

What are you saying!?

WINSTON

What's the last thing you remember before me? Do you know what I mean?

Flora, subsiding into confusion, rubs her head.

FLORA

I...I was at work...there was a storage closet under the stairs. I needed furniture polish and a rag. Then...I remember yelling.

WINSTON

What else do you remember? Was Harold there?

Flora blinks, trying to remember.

FLORA

N...no.

WINSTON

Do you remember anything else?

FLORA

No...I mean, I remember peering out through a crack where the step meets the riser and saw...

WINSTON

What?

FLORA

A...a man and Lindsay Haskell and Lindsay was yelling, "Yes, I killed him so that we could be together. But you provided the poison, so you're just as guilty as I am!"

Flora narrows her eyes in disgust.

FLORA (CONT'D)

Lindsay!

WINSTON

Can you remember anything else?

FLORA

I..it was the day of Jake's funeral. Yes, that's it! Lindsay called me to ask if I could help. I meant to tell Harold, but then I found him with Petra.

Flora swipes at a tear then puts a fist to her forehead to rock back and forth.

WINSTON

So then what happened? Under the stairs...do you remember anything else?

FLORA

I...I remember I backed away, I...I knocked over the vacuum cleaner. They...HE hurt me!

WINSTON

Who hurt you?

Flora looks up sharply.

FLORA

Billy! Billy Hancock!

FLASH BACK:

Billy's scarred face is angry. His fist is raised as if to strike her.

END FLASH BACK:

FLORA (CONT'D)

I landed on my back. I begged him not to hit me again, but he did and...and they killed Jake! We've got to get that boy out of there! Someone has to go get Sonny!

Winston looks at her; his face sad.

FLORA (CONT'D)

You don't understand, that woman is dangerous! Evil!

Winston's voice is gentle.

WINSTON

That boy is not a boy anymore.

Flora, stunned, sits back as the realization hits her.

FLORA

How long? How long!?

She looks at Seraphim and Lailah then back at Winston.

WINSTON

Twenty two years.

FLORA

WHAT!?

Flora scrambles to her feet then starts to pace.

FLORA (CONT'D)

That...that can't be, because I know exactly how long I've...

WINSTON

Time moves differently here.

Flora stops and stares at him.

FLORA

Here!? What do you mean, here!?

FADE TO:

ONE HOUR LATER:

Winston, Flora and Seraphim are at the door. Flora, dressed in "genie" garb holds her hand out.

FLORA
Give it to me.

Winston gives Flora the ring and she slips it on.

WINSTON
You're sure this is what you want?
It won't take S.A.T.O. long to find
you.

Flora, her jaw firmly set, looks up at him.

FLORA
It's what I want. Just...hurry
back, okay?

Winston and Seraphim leave.

Flora paces. She twists the ring on her finger then sits on the bed. There is a gem-encrusted dagger (Grandpa Jack's) on the table. Seeing it, she opens the drawer and puts it inside just as Lailah, at the window, turns to look at her.

LAILAH
He's here.

EXT. LAILAH'S PALACE - DAY

S.A.T.O., stepping onto the pier, looks around; a smug expression on his face. Skipping up the path like a lunatic, he stops at the door and knocks.

Flora, waiting for him, jerks the door open.

FLORA
What do you want?

S.A.T.O.'s smile is replaced by a petulant look.

S.A.T.O.
Aren't you going to invite me in? I
assure you I'll be good this
time...I promise.

Crossing his heart, he smiles in a sly manner. Lailah hisses as he follows Flora in.

INT. LAILAH'S PALACE - DAY

Flora points to a sofa.

FLORA
Have a seat.

A serving set appears with cups and saucers for tea. S.A.T.O., delighted by the trick clasps his hands.

S.A.T.O.

How absolutely delightful!

S.A.T.O. pats the seat beside him. Flora sits and pours his tea then some for herself. A plate appears holding cookies.

FLORA

So. You mean to harm me?

Flora takes a sip of her tea then picks up a cookie and nibbles on it. S.A.T.O. picks up a cookie as well and, taking a bite, plays along.

S.A.T.O.

I do. Mmm. Delicious!

FLORA

Do you mind if I ask to what purpose?

Lailah, her ears flat, runs to Flora, jumps on her shoulder and growls. S.A.T.O. sits back, amused.

S.A.T.O.

I need you. I must say you're taking this awfully well. So, ask me anything. I'll be honest.

FLORA

Okay. Why?

S.A.T.O.

You will bear me as a child.

Flora, confused, frowns.

FLORA

I think you mean bear you a child.

S.A.T.O.

No. You see it's a matter of, well, metamorphosis.

FLORA

You mean like a caterpillar?

S.A.T.O.

Exactly!

S.A.T.O. finishes his cookie and takes another.

S.A.T.O. (CONT'D)

Tell me, what is your relationship with this Winston? Because I should tell you I don't like com-pe-tition.

Lailah hisses again. In the blink of an eye S.A.T.O. snatches her and crushes her under his arm. Flora grabs at his hands but he holds the kitten fast. He is not smiling anymore.

S.A.T.O. (CONT'D)

Tell me quick or I'll snap her neck.

FLORA

Please! I'll answer...just please don't hurt her!

S.A.T.O. loosens his grip. Releasing her he pats her gently as if it had all been a joke. Flora, relieved, walks to the door and sets Lailah outside on the stoop.

S.A.T.O.

So, again, tell me about this boyfriend of yours.

Flora, unnerved, sits on the sofa again.

FLORA

What do you want to know?

S.A.T.O.

Well, clearly he's not like the others and not like you. So, who is he and where does he come from?

FLORA

I...I don't know what you're talking about.

S.A.T.O.

Surely, you know that all this isn't real? Well, not of earth anyway. I have to admit he's done a fabulous job of lying to you.

FLORA

Winston wouldn't lie to me. He loves me.

S.A.T.O.

Indeed, he does. Otherwise, you would have been left to die somewhere less hospitable than here I should think.

Flora's cheeks burn and she rises. S.A.T.O. shoots out a hand to stop her.

S.A.T.O. (CONT'D)

I'm so going to enjoy taking you from him. Where is he?

Flora struggles, but he tightens his grip.

FLORA

He...he left me.

S.A.T.O. whoops in delight. Flora tries to break his grip then turns her head.

S.A.T.O. (CONT'D)

Look at me!

Rising, he grabs her face and lifts a hand as if to hit her.

S.A.T.O. (CONT'D)

Look at me you filthy, disgusting creature!

Flora refuses and he sends her crashing to the table only to then pick her up and throw her on the bed. Covering her face with her hands, she braces as he raises a hand to hit her again. He stops, though, when he watches the ring on her finger disappear.

Rearing back, he screams.

S.A.T.O. (CONT'D)

Where is your ring!? Where is the fucking ring!?

FLORA

I...I don't know. It must have fallen off!

S.A.T.O.

Liar! I saw it disappear!

WINSTON (O.S)

Looking for this?

Surprised, S.A.T.O. whirls to see Winston holds the ring.

S.A.T.O.

Why, yes. I am.

WINSTON

It's mine. Keep the woman if you want. She is of no use to me. I only came for the ring and now that I have it, I'll be going.

S.A.T.O.

What is it to you?

Winston turns to walk away then stops.

WINSTON

Let's just say it's way more important than she is.

Winston slips the ring onto his left hand.

S.A.T.O.
It's the source of your power,
isn't it?

WINSTON
I don't know what you mean.

S.A.T.O.
Oh, I think you do.

FLORA
Please! Please don't leave me with
him!

Winston's eyes flit to Flora.

WINSTON
You've outlived your purpose, my
dear.

S.A.T.O. inches closer.

FLORA
You would leave me!?

WINSTON
I'm sorry. I truly am.

Winston turns and heads for the door.

S.A.T.O., furious, attacks from behind. Grabbing Winston's hand, he tries to pry the ring off, but Winston elbows him then goes for the door again. S.A.T.O., though, catches up and, landing on Winston's back, pushes him to the floor. Grabbing him by the head, he punctuates the ground with it.

S.A.T.O.
Give. Me. The fucking. Ring!

Winston struggles, but S.A.T.O. holds him firm. Leaning in, he hisses in Winston's ear.

S.A.T.O. (CONT'D)
I'm going to kill you then I'm
going to use her body and take what
I want and I will be reborn into
this world and when I'm through, oh
yes, I can go where I please. Maybe
I'll even come for YOUR kind.

Flora, eyes flashing pink, is suddenly holding the dagger to S.A.T.O.'s throat.

FLORA
Oh, I don't think so. Get up!

S.A.T.O., bewildered at first, finally understands.

S.A.T.O.
You're not Flora!

FLORA
No. I'm not.

S.A.T.O.
Tricky, tricky, tricky! Oh, I WILL
find her. And when I do, I will
destroy her. You can count on that.

Winston holds his hand out to Flora. S.A.T.O. watches as she is transformed back into Seraphim's human form.

WINSTON
Ready?

Seraphim slips the dagger into her waistband and they leave.

EXT. LAILAH'S PALACE - DAY

Lailah sits next to a crystal blue bottle with gold trim. Seraphim scoops Lailah up along with the bottle then she and Winston step off the pier and into the void.

INT. LAILAH'S PALACE - DAY

S.A.T.O., bobbing his head, eats a cookie. Seething, becoming more and more enraged, he gets up to follow.

EXT. OTHERWORLD - DAY

White, energized mist surrounds them.

Winston, removing the bottle's crystal stopper, drops the ring in. A moment later, all three peer into the bottle.

LAILAH
What are we looking for?

WINSTON
You'll see.

Almost at once, S.A.T.O. materializes inside the bottle. Winston, acting quickly, replaces the stopper.

WINSTON (CONT'D)
Gotcha!

S.A.T.O. looks around at his glass-enclosed prison. Stooping, he picks up Flora's ring and realizes what has happened. He screams with rage at Winston's looming face peering in at him.

S.A.T.O.
You can't do this!

Pounding on the wall of his prison it suddenly energizes and pushes him back.

WINSTON
Oh, but I can.

S.A.T.O.
I'll get out!

Winston, sly, peers in at him like a cat.

WINSTON
No. You won't. You are insignificant and small and I will not let you.

SERAPHIM
And his earthly form?

Winston straightens.

WINSTON
Yes. There is that. We need to get back.

S.A.T.O. (O.S.)
You fucker!

Winston grins. Binding the stopper with a gold band, he holds it up. Concentrating, he etches a skull and crossbones on the face of it.

SERAPHIM
Interesting trick.

WINSTON
Yes. The bottle comes from a clever tale of Persian origin. The skull and crossbones, well... let's just say I learned it from an old friend.

LAILAH
What happens now?

Winston rubs her ears.

WINSTON
You are so brave. Will you deliver a message for me? Tell our council about the bottle. About everything. They'll know what to do. You won't forget? You'll remember?

LAILAH

Yes. But, will you come get me
after?

Winston, finding her adorable, smiles.

WINSTON

Of course I will, little one.

CUT TO:

INT./EXT. FANNY - NIGHT

Thirty creatures stand looming in the dark. Sarah runs down
two as she swings onto the drive. THUNK! THUNK!

SARAH

Eww!

At the far side of the lawn, she makes the first turn.
Creatures lurch trying to latch on to the truck.

CUT TO:

Charles, on top, sprays three then watches them fall.

CUT TO:

Reaching the end of the yard, Sarah circles then hears the
pump shut off again.

SARAH (CONT'D)

Shit!

Easing onto the brake, she spies Charles in the mirror
attempting a foothold on the ladder. A moment later the pump
kicks back on then turns off again.

CHARLES (O.S.)

Fuuuck!

Sarah slows for the turn, rolls her window down and yells.

SARAH

Are you okay!?

Her mirror reveals Charles holding on for dear life as
creatures, swiping at him, try to keep up.

CUT TO:

Charles rolls his eyes.

CHARLES

Do I look okay!?

EXT. THE BIG HOUSE - NIGHT

As Fanny lumbers across the lawn, two she-things break away the pack.

INT./EXT. FANNY - NIGHT

Charles, meanwhile, howls. He is trying to scramble up the ladder with a half-naked, decomposing female hot on his tail. Reaching the top, he careens down the middle toward the front.

CHARLES
Open the side window!

CUT TO:

Sarah tries but falls short.

SARAH
I can't reach! Do you want me to stop?

Charles doesn't answer.

SARAH (CONT'D)
Charles!

CUT TO:

Charles turns. The half naked woman, tentacles snapping, is advancing on him.

INT. FANNY - NIGHT

SARAH
Aaargh! Fuck this!

Swinging around, she slams on the brakes to see Charles slung forward onto the lawn followed by a half-naked woman. The woman lands flat on her back just as Charles jumps up and runs for the passenger side.

SARAH (CONT'D)
Come on!

A whip-like tendril catches Sarah's face. Rolling the window up, she snaps it off only for it to plop into the foot well and spin a death dance by her feet.

SARAH (CONT'D)
Oh, fucking yuck!

Looking up, she sees Charles did not make it to the truck. Instead, he is running for dear life.

Stomping the accelerator, she swings behind Charles and runs eight of the creatures over. Honking, she sees Charles veer toward her as she passes. She slows just enough for Charles to swing onto the platform, open the door and climb in.

Turning, gasping for breath, he glares at her; his tone thick with sarcasm.

CHARLES

You know, I just gotta ask.

SARAH

What?

Sarah swings the wheel again and runs over two more.

CHARLES

Well, for starters, what in the hell makes you think sending me flying into a bunch of zombie mother fucker's was a good idea!?

SARAH

What part of I can't open the door AND drive at the same time didn't you understand!?

Charles glares at her.

CHARLES

Are you outta your mind!?

Sarah doesn't answer. Instead, she swings around and catches four more. Guilt makes her look over, though.

SARAH

Are you alright?

Charles glares.

CHARLES

HELL NO!

EXT. BIG HOUSE - NIGHT

A man in polka-dot pajama's tries to sit up.

INT. FANNY - NIGHT

CHARLES

Hey, look! That one's not dead yet!

Sarah aims Fanny, runs polka-dot over and smiles.

SARAH

He is now!

FADE TO:

INT. HIDDEN ROOM - NIGHT

Sonny, naked, stands at the monitor looking at his mother.

SONNY (INTERNAL MONOLOGUE)
You know, there are times I wanted
to strangle you, you greedy hateful
bitch, but now...

Sitting down, he glares at the door.

SONNY (INTERNAL MONOLOGUE) (CONT'D)
No wonder the whole town hates you!
Well, it seems only fitting we go
out together, don't you think?
Cuz I'm not sitting in this closet
for the rest of my life waiting on
YOU!

Eyeing a 220 electrical outlet, he cocks his head.

SONNY (INTERNAL MONOLOGUE) (CONT'D)
Will it work? It has to, right?
God, I gotta pee!

Reaching, he slips on his shirt.

SONNY (INTERNAL MONOLOGUE) (CONT'D)
Careful! The bitch might hear you!
And go pee, dumb ass, before you
put your pants on!

Holding his penis, he urinates down his leg again then squishes his big toe into the carpet. Relieved to see the carpet soaked, he lifts his pants off the hook only to accidentally make a scraping sound. Cringing, he chides himself.

SONNY (INTERNAL MONOLOGUE) (CONT'D)
Stupid! Stupid! Stupid!

Listening, not hearing anything, he grabs the 220 wire then the pliers to work the ends. Hearing a thump, he looks up.

SONNY (INTERNAL MONOLOGUE) (CONT'D)
Shit! The whore's on the move!

A shadow falls across the vent at the bottom of the door and he pales. His mother peers up at him.

SONNY (INTERNAL MONOLOGUE) (CONT'D)
Cut the wire! Cut the wire!

The mommy-bitch, now up, flails and tears at the door as he finishes the wire.

Done, he fumbles, jamming one leg then another into his pants.

SONNY (INTERNAL MONOLOGUE) (CONT'D)
The shoes! Idiot! Get the fucking shoes!

Sonny jams both on his feet. Urine puckers up through the rug and just kisses the rubber soles. Splinters fall to the floor and there is now a hole big enough to see through. Looking in, the mommy-thing gnashes her teeth at him.

SONNY (INTERNAL MONOLOGUE) (CONT'D)
Plug it in, stupid!

Jolted into action, Sonny jams both ends of the electrical wire into the receptacle and the other end into the soaked carpet. Climbing onto the chair, he puts his hand on the switch.

SONNY (CONT'D)
Come on, you fucking bitch! Let's do this! You want me? Huh? Here I am!

Lindsay, shrieking madly, finally rips the door from its hinges and, slicing the air with a tentacle, steps one moldy, pedicured foot onto the urine-soaked carpet.

Sonny, grinning like a madman, flips the switch.

CUT TO:

INT./EXT. FANNY - NIGHT

Charles points.

CHARLES
Did you see THEM?

Five creatures guard the pier.

Sarah turns, runs down two more then comes to a stop in front of them. Headlights reveal a cluster of writhing tentacles. Their hair has come out in clumps with reddish globs of flesh hanging where it separated from their skulls.

As if on cue, an eyeball pops out of an eye socket and hangs there, tethered by a long, fibrous piece of nervy flesh.

CHARLES
Now see, that's just nasty.

SARAH
Do you think Churchill made it?

CHARLES

Don't know.

SARAH

Any chance we can get the pump working?

CHARLES

There ain't no switch any more. I accidentally snapped it off with my foot.

SARAH

Oh.

CHARLES

Well, I guess there ain't nothing for it, but to just do it.

CHURCHILL (O.S)

My sentiments exactly.

There is a thud on the roof and Charles jumps.

SARAH

Churchill?

CHURCHILL (O.S.)

Above you.

Charles clutches his chest.

CHARLES

Well, you'd think you'd give a brother some warning!

CHURCHILL (O.S.)

Sorry.

SARAH

I'm so glad you're here! The pump's not working and we don't have anything in here except a couple of screwdrivers. I know! Why can't we just drive Fanny down the pier and into the shack!?

Charles eyes the pier.

CHARLES

No. That won't work. The pier is maybe four foot wide and 25 feet long. She wouldn't stay on long enough to get to the shack.

CHURCHILL (O.S.)

He's right. What we need is a diversion.

Charles rolls his eyes.

CHARLES

Now, I know what you're thinkin' cat. You're thinkin' ole Charles should be bait. Am I right?

CHURCHILL (O.S.)

Well, normally that would be great. But, this time I'LL be bait. You and Sarah get the box and get it back to the truck.

Charles and Sarah look reluctantly at each other.

SARAH

O...okay.

Charles picks up the screwdrivers and hands her one.

CHARLES

Ready?

Sarah nods. A moment later they see Churchill jump off the hood and onto the ground. He is limping. Stopping four to five yards from the creatures, he sits.

CHARLES (CONT'D)

What in hell is he doing!?

SARAH

Just wait. Maybe he's got a plan.

CHARLES

Looks like a pretty stupid one!

Wary, one creature cocks his head then almost at once, all five advance on Churchill.

CHARLES

It's now or never. Come on!

Charles and Sarah exit and run toward The Widow. At the pier, a female moves to intercept them. Charles, screwdriver in hand, stabs her through the eye and keeps running.

EXT. THE WIDOW - NIGHT

Reaching the The Widow's door, Charles stands guard while Sarah flings it open.

INT. THE WIDOW - NIGHT

Fanny's lights cut through the gloom as Sarah looks around.

CHARLES (O.S.)

Hurry!

EXT. THE WIDOW - NIGHT

Charles, anxious, watches Churchill. Churchill has killed two of the creatures and is now battling the other three.

Throwing punches, Charles roots for him until he notices a man-thing emerge from the woods and head straight for him.

INT. THE WIDOW - NIGHT

Sarah scrambles to the cabinet, drops to her knees and spies the bucket. Grabbing it, she looks inside. S.A.T.O.'s box is at the bottom. A low, vibrational, static-y hum emanates from within. Almost at once, a wisp of green mist snakes out to pinch her hand...then another...until she drops the bucket.

SARAH

Ouch! Ouch! Why you little fucker!

EXT. THE WIDOW - NIGHT

Exiting, battling green hornets, she realizes Charles is no longer guarding the door. Instead, he is mid-pier stabbing a man just as more creatures emerge from the woods.

Turning, he yells at her.

CHARLES

We got to go! Now!

Charles motions for her to get behind him and, swatting at the bites, she runs down the pier behind him.

EXT. BIG HOUSE - NIGHT

Churchill lies motionless in a pool of blood. Everyone is dead, including him.

SARAH

No!

Dropping the bucket she kneels by Churchill's body. Charles does not abandon her, though, and grabbing her and the bucket, drags her to the truck. He is not spared, though.

CHARLES

Ouch! Ouch! Son of a bitch! You just wait! Ouch!

SARAH

No! We can't leave him! No!

Charles drops the bucket, lifts her and shoves her into the truck.

CHARLES

Stay here!

Turning, he picks the bucket up and, dodging creatures, runs pell-mell toward the river. Dropping to his knees, he fills the bucket with water.

At once, the static-y hum stops and, turning, he sees...

MONTAGE:

...creatures, who were almost upon him, suddenly drop.

Creatures, roaming in around town, suddenly fall.

Adam, cascading downward, lies with his back to a tree to watch.

MONTAGE ENDS:

EXT. THE BIG HOUSE - NIGHT

Side stepping creatures, a full bucket in hand, Charles jumps in the truck

INT. FANNY - NIGHT

Sarah is weeping.

SARAH

It wasn't even his fight, you know?

HENRY

I know, but we got to go. I'll come back and get him, I swear.

Sarah sniffles.

SARAH

You swear?

CHARLES

I swear.

Swiping bitter tears, Sarah puts Fanny in gear and leaves.

A moment later, once the tail lights can be seen no more, a man in yellow shorts lumbers up to ponder Churchill.

Leaning down, he scoops Churchill in his arms then, letting his head roll back, gazes up at the moon.

As if understanding he is being watched, he snaps his head to see Adam propped against a tree looking at him.

Yellow shorts lifts his tentacles in warning.

(YELLOW SHORTS/TRINA)
Miiine!

FADE TO:

INT. FANNY - EARLY MORNING

The sun rising, Sarah wakes with Charles on her shoulder, snoring. A moment later he, too, wakes only to see Sarah grinning at him then point to the street.

SARAH
Look.

Charles looks. Three dead bodies lie nearby. One hangs half-in and half-out a second floor window.

SARAH (CONT'D)
They're all dead.

INT. HASKELLS - EARLY MORNING

Charles and Sarah eye the smoking remains of a she-thing and step around.

SARAH
Pshew! If I didn't know better I'd swear that's Sonny's mother.

CHARLES
Come on. I'm starving.

Charles finds beer and twists the top off.

SARAH
Got another one of them?

Charles opens another and hands it to her. At this, Sarah's lower lip starts to quiver as she raises the bottle.

SARAH (CONT'D)
To Churchill.

Charles, solemn, raises his beer as well.

CHARLES
To Churchill.

Taking a sip, Sarah contemplates Charles.

SARAH

So, what are you going to do now?

CHARLES

Oh, you best believe I'm gettin' the hell outta here. What about you?

SARAH

I think...me, too.

CHARLES

I'd say so. You don't got no daddy no more, so there's nothing holding you here.

SARAH

At least we found him. At least I THINK that was him. What he was doing down at the pier I'll never know, but I don't know anyone else who'd wear those same yellow pajamas.

(beat)

Do you suppose Trina's okay?

CHARLES

Are you kidding? Old, black women live forever.

Sarah spits her beer out.

SARAH

Come on, now. I'm being serious!

CHARLES

Girl, I AM serious. You got any money?

SARAH

No.

Charles, peering out the window at the Serendipity Savings and Loan, smiles.

CHARLES

Well, that's alright. 'Cause I happen to know where we can get some.

SONNY (O.S.)

What's going on!?

Charles, startled, clutches his chest.

CHARLES

SHIT! People need to stop doing that!

SARAH
You're alive!

Sonny, depressed, looks down at the smoking remains.

SONNY
I killed my mother.

Sarah, going to her old boss, puts an arm around him.

SARAH
Let me tell you something, okay?
Your mother was the biggest bitch!

EXT. SERENDIPITY SAVINGS AND LOAN - MORNING

Charles and Sarah sit on the curb with three pillow cases stuffed with cash and the bait bucket still filled with water.

Looking up, Sarah sees Sonny pull to the curb in a big, yellow convertible.

SONNY
Did you get the money?

SARAH
Yup!

SONNY
Well, come on. Let's get the hell out of this place.

Sarah tosses two pillow cases in the back and gets in.

SONNY
Where to?

SARAH
Where else? Louisiana State University.

Grinning, she turns to Charles.

SARAH (CONT'D)
Sure you won't come with us?

Charles shakes his head.

CHARLES
Nope. I'm goin' Biloxi way. Who knows? Maybe I'll get lucky. Besides, I still have a promise to keep.

Sarah, remembering, turns to Sonny.

SARAH

Wait a minute will you?

Jumping out, she plants a big kiss on Charles' cheek then gives him a solid, heart-felt, drawn-out hug.

SARAH (CONT'D)

YOU are the bravest man I ever met.

Charles, feeling the loss of their friendship already, hugs her back then waves to them both as they drive away. Throwing his pillow case over his shoulder, he picks up the bait bucket and turns toward River Road.

EXT. MAIN STREET - MORNING

At the speed bump, he eyes the remains scraped off the night before then looks up. A rambling, pale blue 1965 Ford Custom Galaxy heads straight for him. Inside, are six mismatched occupants with Seraphim, hanging out the window, like a dog.

As the car slows, Charles smiles and holds a hand up to greet them.

FADE TO BLACK:

SUPERIMPOSE: "A FITTING END"

EXT. MORTUARY - DAY

Petra and Henry watch as Charles loads Mrs. Downey's car. A moment later, Henry leans in the window to say goodbye.

HENRY

You sure you don't want to stay for S.A.T.O's big send-off?

CHARLES

Hell no!

HENRY

Well, okay then. Win big in Biloxi and don't go messing up Mrs. Downey's car!

Charles grins.

CHARLES

Oh, you know I will. That reminds me...here.

Holding up a large, clear baggie full of pot, he eyes Petra.

CHARLES (CONT'D)

For your girl.

Petra blushes. Henry, on the other hand, can't help but notice a bottle in the back seat.

HENRY
Is that what I think it is!?

CHARLES
Yep. I snuck it from her shed.

Henry rolls his eyes.

HENRY
Trina finds out you stole her brew
AND her weed, she's gonna kick your
ass.

CHARLES
Well, then don't go tellin' her!
'Sides, that old lady can't hurt
me.

Henry raises a brow.

HENRY
Wanna bet?

Stepping back, he and Petra watch as Charles pulls away from the curb.

PETRA
Isn't that the same bottle Trina
said will give you the runs?

Henry grins then waves at Charles.

HENRY
It sure is!

Charles, reaching a hand out to wave in return, does not notice the shadowy form rising from the back seat. Midnight, the same pale blue as the upholstery, grins at them as Charles turns the corner.

Henry doesn't miss a beat.

HENRY (CONT'D)
See...now THAT'S funny.

Petra, laughing, holds her hand out and is pleased when Henry takes it. Smiling, they enter the Serendipity Mortuary.

INT. MORTUARY - DAY

Petra and Henry enter to see Winston, Churchill, and Seraphim standing by a large furnace. Harold is steadying Flora. She is not used to her legs yet.

When he's sure she's okay, he turns and lifts S.A.T.O.'s box out of the bucket and places it inside the furnace. Slamming the door, he turns a knob.

Flames dance high and so do S.A.T.O.'s screams. When he is no more, Winston nods and Harold shuts off the gas. Gathering around, they all look in. Nothing is left but smoking molten metal and ash.

FLORA

Is that what Hell is like?

Harold, his face full of love, takes her in his arms and holds her.

HAROLD

I hope so. I really do.

FADE TO PRESENT:

INT. FARM HOUSE - DAWN

One-Eye stretches and yawns -- his story nearly ended just as a blond woman with a ponytail (an older SARAH) enters. Seeing No Account Charles, (the elderly gentlemen in the corner with the pinky ring), she threads her way to him if only to sit and hold his hand. The other hand reaches to hold the hand of her only son, the young man - 16.

Looking amongst the crowd, she smiles at all her friends; older versions all, of Harold, Flora, Petra, Henry and Sonny.

YOUNG MAN -16 (SARAH'S SON)

So, what happened to Trina?

One-Eye smiles.

FADE TO PAST:

EXT. TRINA'S PORCH - NIGHT

A lantern burns. Trina rocks on her porch. Getting up...

INT. TRINA'S BEDROOM - NIGHT

...she takes the lantern and sets it on a bedside table.

Light illuminates Churchill, curled up, bandaged but healing. Sitting in a nearby chair, she strokes his ears to comfort him.

Smiling in his sleep, he cuddles closer.

FADE OUT:

ROLL CREDITS**FADE TO BLACK:****FADE IN: EPILOGUE**

EXT. LAILAH'S PALACE - DAY

Footsteps echo before two sets of shoes step out of the void.
A man and a woman's.

Stepping onto the pier, they pass through the garden all the way to a round green door with a brass knob in the middle.

INT. LAILAH'S PALACE - DAY

The door swings open and the shoes step in.

Lailah, asleep on the bed, lifts her head just in time to see a shadow fall over her. To her relief it is Winston with Seraphim beside him.

Blue eyes sparkling, he brings his head down to Lailah's level then smiles as she purrs and butts her head with his.

He hasn't forgotten her after all.

EXT. LAILAH'S PALACE - DAY

Winston, with Lailah on his shoulder, reaches for Seraphim's hand.

Happy, she takes it as all three step into the void.

FADE OUT:**THE END**