

Boogeyman

By
Eric Kripke

Revisions By
Juliet Snowden & Stiles White

January 27, 2003

Blackness. Faint sound of liquid TRICKLING down walls.

Dim light flickers as we...

FADE IN:

CLOSE ON little antique FIGURINES in the dark. Dusty and long forgotten. Flickering light grows brighter, revealing that the figurines depict the VILLAINS and CREATURES of classic fairy tales and folklore.

WEAVE THROUGH this strange collection, recognizing --

Big Bad Wolf... Grendel... The Witch from 'Hansel and Gretel'... The Pied Piper... Rawhead and Bloody Bones.

PUSH PAST the figure gallery, into a DARK HOLE. Drifting through a long dank tunnel. Slow trickling liquid seeps down rough obsidian walls. Up ahead, the sound of VOICES.

MAN'S VOICE

I thought I could trust you, Tim. I thought you were my pal.

BOY'S VOICE

I am.

PUSH FURTHER. Faint light up ahead. Clothes hanging in front of our POV. We realize we are now looking out from a closet into a CHILD'S BEDROOM -- where a FATHER talks to his seven-year-old SON. His voice starting to rise in anger.

FATHER

Not when you disobey.

SON

I just wanted to look at it. I'm sorry --

FATHER

-- you know 'sorry' doesn't work in this house.

SON

(pleading)

Please... don't...

The FATHER grabs the SON by the arm and throws him in the closet. The door SHUTS firmly... clicking into place.

Footsteps walk away, leaving the boy alone in his room... in his closet. Standing in the dark among his clothes. Breathing fast and terrified.

And then he hears a SOUND behind him... a low WARPED VOICE.

VOICE

Tim...

THE BOY stiffens. Slowly turns around. Reaches out... parts clothes out of the way to reveal...

...that SOMEONE is standing against the back wall of the closet. A DARK OBSCURE FIGURE...

The boy's EYES GO WIDE, mouth opening to scream just as we...

SMASH CUT TO:

INT. OFFICE BUILDING - DAY

TIM JENSEN. Mid-twenties. Standing at an open refrigerator. Snapping out of his dark reverie as someone calls his name --

VOICE

Yo, Tim.

WIDEN TO REVEAL that Tim's hanging out in an OFFICE BREAK ROOM with some of his MALE CO-WORKERS. The other guys are drinking beers and eating chips. Cutting up.

CO-WORKER

You want one of these?

The CO-WORKER holds up a beer bottle, but Tim grabs a soda out of the fridge instead.

TIM

I'm good.

CO-WORKER

C'mon... afternoon before Thanksgiving.
Everyone's already gone.

CO-WORKER #2

(buzzed)

Tim -- I need your money for the football pool.

Tim hands the guy a ten spot.

TIM

And by the way, you still haven't paid up from last week.

CO-WORKER #2

I got you covered. Swear.

Tim playfully takes the guy's bag of chips.

TIM

Well then I'll just hang on to these.

CO-WORKER #2

Aww -- I was loving those!

Tim eats the chips and coolly strolls out of the room. His friends laughing and calling after him.

INT. OFFICE HALLWAY - CONTINUOUS

Most of the offices and cubicles down the hallway are dark. People have gone home early. Tim walks down the hall as a FEMALE VOICE calls out.

FEMALE VOICE

Hey you.

Tim turns to see an attractive YOUNG WOMAN standing in her office door. This is JESSICA BRITTAN -- one of Tim's co-workers, who also happens to be his girlfriend. Tim smiles warmly at her, the bright spot in his day.

TIM

Hey.

JESSICA

The blue tie with the gold pattern.

TIM

(jogging his memory)

The blue tie?

She joins Tim out in the hallway.

JESSICA

For tomorrow. You wanted to know which one looked better. The silver tie or the blue one with the --

TIM

-- right, right. Blue it is.

Tim sets down his drink and chips. Steps closer to Jessica... holding her hands.

JESSICA

I'm excited that you're spending Thanksgiving with us.

TIM

Same here.

JESSICA

And remember -- if my father starts talking about golf too much you have to change the subject. He'll go on forever.

TIM

Hmm...

JESSICA

What? What does that 'hmm' mean?

TIM

This is kind of a big step.

Jessica brushes Tim with a little kiss.

JESSICA

I know you see him as your boss -- and you've been working for him for a few years -- but he's just my dad. It's gonna be fun. You'll see.

Tim kisses her back. Feeling assured.

TIM

You're right. You're always right.

INT. TIM'S OFFICE - LATER

Tim shuts his computer off. We notice that his office is orderly and well lit. He grabs his briefcase, clicks off the office light and leaves.

The place is totally empty now. Tim rounds a corner and pops his head into another office.

TIM

Hey Steven, you ready to...

But as he steps inside, he sees that the room is empty. Lights are still on though. Jacket hanging off the back of the desk chair.

Tim glances down both ends of the hall. No sign of his friend. But behind him... in another room... he hears the CHURNING of a photocopy machine.

INT. COPY ROOM - DAY

The photocopier has been relegated to a windowless, cluttered supply room.

Tim enters to find that the room is PITCH DARK. The machine runs hypnotically on its own. Copies dropping one after another into the catch tray.

Tim glances down at the catch tray and sees that the copies are of SOMEONE'S FACE... weirdly smushed against the glass. Copy after copy shoots out... creating an almost flip-book animated illusion of movement... the face changing subtly.

Tim steps in further... trying to see.

TIM

Steven?

The narrow dark room is lit only by edges of the scanning beam from under the copier lid.

Now that his eyes are adjusted to the dim pulsing light, Tim can see that no one is in here.

He turns back to leave... and that's when he notices a SUPPLY CLOSET door is slightly open. A crack of darkness... and strange BREATHING NOISES coming from within.

The machine keeps CHURNING OUT copies.

Kah-chunk... kah-chunk... kah-chunk...

Tim takes a step back. Eyes fixed on the unknown darkness inside the closet. The sound of the copier and the STRANGE BREATHING growing LOUDER in his ears as suddenly --

-- SOMEONE stumbles out of the closet. Almost knocking into Tim. It's his friend STEVEN. Looking disheveled... and guilty.

STEVEN

Oh -- what's up?

Steven turns on the lights. Tucking in his shirt.

TIM

You ready to go?

But then as the supply closet door swings open a bit more, Tim sees that there's also a WOMAN in there. Adjusting her skirt. Averting her eyes.

STEVEN

Tim, you know Denise from purchasing...

TIM

Yeah... hi, Denise.

STEVEN

Can't catch the train with you tonight.
I uh... gotta work late.

Tim gives his friend a sly look -- letting him off the hook.

TIM

I can see that.

Steven grabs the photocopies of his smushed face from the catch tray.

TIM

I'll catch you next time.

Tim walks past Steven, out the door.

STEVEN

Sure. See you next week.
(calling after --)
Happy Turkey Day.

EXT. TRAIN TRACKS - NIGHT

An approaching light at the far end of the tracks grows in brightness. Closer -- and then a TRAIN RUSHES past.

INT. COMMUTER TRAIN - NIGHT

Tim sits among the other COMMUTERS heading home for the night. People stay politely quiet. The only sound is the tranquil CLICK CLACK as the train races along the rails.

Tim stares out a window. Watching the dark landscape scroll past. He looks around at other faces. Bored people. Reading the paper. Listening to their Walkmans.

He glances down toward the other end of the car... and notices that a DARK CLOTHED MAN is staring at him. Hard to make out much about the man at all. He's too far away. People blocking the view. Can't even see his face.

The train lights briefly FLICKER OUT and as they come back on... the DARK CLOTHED MAN seems to have moved closer.

Tim shrugs it off. Probably a trick of the eye. The train keeps barreling into the night. A train coming the opposite way passes by. That fast RUSHING sound fills the car --

-- and the lights FLICKER OUT again. This time longer. Tim glances down and the DARK CLOTHED MAN is coming toward him. Moving at an unnaturally fast speed. Like he's not even walking.

Lights back on... and the MAN is definitely closer. But Tim still can't get a clear view of him. Standing commuters in the way.

Tim gets up from his seat. Starts making his way to the other end of the car. Away from the MAN. But he stays low key, trying not to draw attention to himself.

Tim goes for the sliding door, the one that connects his car to the next one. But the LIGHTS GO OUT again.

Tim spins -- and the DARK CLOTHED MAN is coming! Stutter moving through the cloak of darkness. Everyone except Tim seemingly unaware of his presence.

Tim goes for the sliding door, but people are blocking his way. Hard to get through.

The lights STAY OUT... train car plunged in inky shadows..

Tim turns -- and THE MAN is racing closer and closer. Tim slams his eyes shut. Whispers softly, urgently to himself.

TIM

One two three four five... not real not
real not real...

A HAND reaches out, grabbing Tim's arm. He opens his eyes, startled at being touched. The lights are BACK ON --

-- revealing an ORDINARY LOOKING MAN standing in front of him. Holding a collection bucket. Taking charity donations for a local shelter.

DONATION TAKER

Help keep kids off the streets?

Tim catches his breath. Gathering his composure. Throws a dollar into the bucket and the man moves on.

But Tim's still unsure. Scanning the train car. No sign of the MAN IN DARK CLOTHING. Vanished.

EXT. NEIGHBORHOOD STREET - NIGHT

A clean neighborhood with modest homes. The kind of place where everyone works hard to keep the street nice.

Tim comes down the sidewalk -- walking fast. Casting quick glances about the street. He turns down a driveway. Walking alongside a home until he arrives at --

-- a SMALL GUEST HOUSE. Nestled in the back of this property. Tim sorts through his keys and unlocks the door. Turns on the lights to reveal --

-- a cool, unique living space. Lights and lamps fill the whole place with comforting light. The bed has no frame... the mattress right on the floor ala nouveau Asian style.

The doors have been removed from the closet. Neatly folded clothes and organized shoes visible. The space is tidy. Hip and minimal.

Tim's whole body relaxes. Seeming to finally catch his breath since the train ride. This is where he feels safe.

He puts his briefcase away. Finds his stereo remote and turns on some TUNES -- the sound of Radiohead's 'OK Computer' fills the place.

There's a KNOCK on the door.

TIM

Come in.

A MAN enters. This is Tim's UNCLE MIKE. Holding the day's mail. He sorts through it with Tim. There's a relaxed, comfortable energy between the two of them. Familiar.

TIM

Anything good?

UNCLE MIKE

(sorting)

Bill... bill... coupons.

Tim goes to the kitchenette. Pours himself a water.

TIM

You want something to drink?

UNCLE MIKE

I'm fine.

Uncle Mike takes a seat on Tim's couch. Flips through a magazine. Stalling.

UNCLE MIKE

I was going to drive into the city tomorrow. Check in on your mom.

(beat)

Think you can come?

Tim walks out from the kitchen with his drink. An awkward look with his uncle.

TIM
I'm supposed to be at Jessica's early.

UNCLE MIKE
Oh -- right. Forgot.

Tim grabs a WRAPPED PRESENT off the counter.

TIM
I've got something for you to give her, though. You mind? It's those chocolates she likes.

UNCLE MIKE
Sure.
(beat)
You really should try to make a trip out.

TIM
I am. First thing in the new year --

UNCLE MIKE
-- she's not well. I don't know if she'll be able to keep coming out here to visit --

TIM
(quietly emphatic)
-- Uncle Mike, I'm going to see her. I promise.

Uncle Mike backs off. This is a conversation they've had many times before and he isn't going to turn it into an argument. He takes the gift box, about to leave. Beat...

UNCLE MIKE
So how are things -- with you and Jessica?

TIM
She's beautiful, smart... and she likes me.

UNCLE MIKE
Does she make you happy?

Tim smiles... doesn't have to think long.

TIM

Yeah. She does.

(beat)

Sometimes I feel like I don't even
deserve her.

UNCLE MIKE

You're a good guy, Tim. You deserve
everything that comes your way.

EXT. TUDOR HOME - DAY

Tim stands at the front door of a LARGE ELEGANT HOUSE,
holding a bottle of wine. Dressed as Jessica instructed. He
takes a deep nervous breath and then RINGS the doorbell.

With a BURST of pre-lap LAUGHTER we are --

INT. DINING ROOM - NIGHT

Thanksgiving dinner in full swing. Tim sits with Jessica's
whole FAMILY around a long formal dining room table. Fine
china and silver serving dishes. And of course, a carved
turkey is in the center of the table with all the fixings.

Everyone is laughing at something MR. BRITTAN just said. Tim
seems relaxed... having a good time.

Jessica's little NEPHEW has trouble cutting some turkey. Tim
takes the utensils and does it for him.

Tim glances up and catches Jessica giving him a certain look,
pleased that he's fitting in.

INT. LIVING ROOM - NIGHT

Later. Tim and MR. BRITTAN having an after dinner
conversation by the fire. The little nephew asleep on the
couch next to Tim.

TIM

-- but there might-be a way to expand the
Wilkins account. We could probably start
handling their investment funds as well.

Mr. Brittan offers to pour Tim a glass of wine, but Tim
politely declines with a gesture.

MR. BRITTAIN

We should talk more about that on Monday.
Just set an appointment with Carol.

Jessica enters. Joins Tim on the couch.

JESSICA

Can you two not talk about business for five minutes?

MR. BRITTAIN

(with a wink)

This is where I get to steal all of Tim's good ideas.

Tim checks his watch. Starts to get up.

TIM

I should be getting back.

MR. BRITTAIN

You're leaving?

TIM

I have to catch my train.

MR. BRITTAN

Why don't you just stay here tonight?

Tim shows the slightest sign of hesitation.

JESSICA

That's a great idea. I can fix up the spare room.

MR. BRITTAIN

What do you say, Tim?

TIM

(beat)

I'd love to.

INT. UPSTAIRS GUEST ROOM - NIGHT

Jessica opens a door revealing a nicely decorated GUEST ROOM. She stands at the threshold with Tim.

JESSICA

And there's a bathroom in the hallway you can use.

Tim pulls Jessica close. Whispers --

TIM

Can you come back later?

JESSICA

I'll try. But my parents can be weird.
And the hallway floorboards creak like
crazy.

Jessica kisses him goodnight.

JESSICA

Don't let the bed bugs bite.

She leaves. Tim enters and walks around, checking out the room. He turns on a lamp. The light making him feel better. He turns his gaze to THE CLOSET... the door slightly open.

Tim peers into the darkness... then pushes the door SHUT.

INT. SPARE BEDROOM - NIGHT

Time on the BEDSIDE CLOCK reads: 1:15am.

Over to the bed to find Tim. Asleep with the lamp on. His closed eyes twitch back and forth in dreams... or nightmares.

Suddenly, he JOLTS UP in a panic. Crying. Tears streaming down his face. Tim looks around, disoriented.

A FEMALE VOICE calls over from the door --

VOICE

You alright, honey?

Tim looks over... expecting to find Jessica... but there's some OTHER WOMAN standing at the door. Someone we've never seen before. Distant and ethereal.

She comes into the room and sits on Tim's bed.

WOMAN

Daddy didn't mean it. He's so tired when
he gets home from work. Sometimes...
it's best to just stay out of his way,
you know?

The woman smiles at Tim with weak, fragile eyes. Tim wipes his tears away. Trying to be strong.

TIM

Okay, mom.

PULL BACK TO REVEAL

that we're not in Jessica's spare room anymore. Tim is
someplace else now. A KID'S ROOM.

The MOTHER leaves and closes the bedroom door behind her... leaving Tim alone again in this strange room.

Tim glances around, and sees the closet door is cracked open again. A dread washes over him. A painful beat as he considers what to do... and then he gets out of bed. Shivering in his boxer shorts.

He slowly crosses the room to close the door... but there's a NOISE coming from within.

Tim looks into the closet and freezes...

...SOMETHING moves behind the clothes. A HUMAN FORM. Twisting and writhing strangely. A weird noise seems to come from deep within the closet as well... the sound of liquid slowly TRICKLING down walls.

Tim leans in for a closer look. Repelled and drawn at the same time. Closer --

-- as the DARK FORM breaks through the clothes. A burst of RUSHING MOVEMENT. Coming at Tim!

Tim flinches, wakes up --

-- and finds himself standing at the closet in Jessica's spare room. Everything back to normal.

He looks inside the closet. Just clothes on the hanging rod.

Tim backs away from the closet. Completely rattled.

INT. HALLWAY - NIGHT

Now fully dressed, Tim moves briskly through the dark upstairs hallway. Passing other bedroom doors.

He is almost to the stairs when he hears the sound of the floorboards CREAKING behind him. He whips around to find...

Jessica standing right there. In her nightie. She sees that Tim is dressed as if to leave.

JESSICA

(stunned)

What -- where are you going? I was coming to surprise you.

TIM

I'm not feeling well.

Tim continues down the stairs. Jessica follows. Confusion turning into anger.

JESSICA

You can't just leave in the middle of the night.

(beat)

What will my parents think?

TIM

Tell them I'm extremely sorry. I am.

Tim approaches the front door, but Jessica grabs his arm. Trying to stop him.

JESSICA

You're always doing this -- putting something between us. I thought this holiday could be different. I thought we could really be together for once.

A door opens upstairs... Jessica's FATHER calling down.

MR. BRITTAN (O.S.)

Jessica? Is everything okay down there?

Jessica glares at Tim as he reaches for the front door. Her gaze challenging him -- do not open that door. Tim averts his eyes as he twists the knob and pushes open the door.

JESSICA

(calling up)

Everything's fine, Dad.

Tim steps outside into the cold night. Jessica follows.

JESSICA

Tim --

Tim stops. Looks over at her. She's beautiful... nightgown flowing in the cold breeze.

JESSICA

-- if you leave --

TIM

(barely a whisper)

I know.

A beat. And then Tim steps away from the door and walks off into the night.

INT. GUEST HOUSE - NIGHT

Dark... and then Tim enters and hits the lights. Back into his safe haven.

He goes straight to the bed. Lies down and curls up... leaving the lights on.

His eyes stay wide open. There's no sleeping tonight.

EXT. OFFICE BUILDING - DAY

Establishing. Weeks later. The sky has grown colder...

INT. TIM'S OFFICE - DAY

Tim is in his office. Working, but his mind is someplace else. Something about him still changed from the night at Jessica's house.

Steven pokes his head in.

STEVEN

Tim -- your uncle's here.

Tim looks up. Registers surprise -- that's unusual.

INT. OFFICE HALLWAY - CONTINUOUS

Tim steps out into the hall and sees Uncle Mike walking toward him. But Tim can tell right away by Uncle Mike's body language that something is wrong.

TIM

What happened?

UNCLE MIKE

Your mom. It was early this morning. The doctors think she probably had a heart attack...

But the rest of Uncle Mike's words swirl into an AURAL FUZZ. Tim's face goes pale, the news knocking the wind out of him.

ANOTHER ANGLE

Further down the office hall. WE FIND Jessica -- watching Tim with his uncle. Too far away to hear anything being said. Her expression is cold, as if still smarting from Tim leaving her in the middle of the night.

But as Tim turns to leave the building with Uncle Mike, she catches a glimpse of his sad eyes. Her cold expression softens. Wondering what could be wrong.

CLOSE ON A DARK SUIT -- laid out on a bed.

INT. TIM'S GUEST HOUSE - DAY

Tim moves slowly through the room. Packing things into a small overnight case.

He pulls an OLD BOX down from a bookshelf. Sets it on his desk and removes the lid. It's filled with PHOTOS.

Tim sorts through the pictures. Looking for something in particular. He finds what he's looking for. A nice PORTRAIT of his mother. He holds the photo in his hands. A thoughtful beat --

DISSOLVE TO:

TIM'S MOTHER LEANING INTO FRAME

She gives a gentle smile -- but behind her eyes we can see she is a troubled woman.

EXT. APARTMENT BUILDING ROOF - NIGHT (FLASHBACK)

Tim's mother holds out two lit firework SPARKLERS.

MOTHER

Aren't they beautiful? Just like two little stars. Here, Kate. One for you too.

YOUNG TIM and the little girl KATE reach out and take the sparklers. Twirling them in circles. Creating light trails. They LAUGH -- having fun together.

There's a PARTY going full swing up on a building rooftop. Red, white and blue balloons are tied in bunches on the railing. A big sign reads: HAPPY 4th OF JULY.

Several other ADULTS grill burgers and drink beer. Tim and Kate walk through them. Unnoticed. The sparklers reflecting in their eyes. They pass a MAN and WOMAN talking.

MAN

You want to see some real fireworks tonight?

The man grabs the woman's ass. She LAUGHS surprised... almost spilling her drink.

WOMAN

Henry -- my husband might see.

From the other side of the roof there is a BURST of male laughter. Tim sees his FATHER (MR. JENSEN) standing with a group of men. Talking loud. They are all buzzed. Among them is UNCLE MIKE. Younger. Longer hair.

MR. JENSEN

Timmy!

Tim's expression falls. He turns to his friend.

YOUNG TIM

My dad wants me. See you later.

Tim approaches his father. His sparkler now fizzling out. He drops it to the ground.

MR. JENSEN

Why don't you get me another beer.

Tim does as he's told. Walks to an ice chest and grabs a beer. Pops it open. Tim turns around and sees...

... that his FATHER is now climbing up on the ledge of the building. Standing slowly to get his balance. The city lights behind him. He's obviously had too much to drink.

MR. JENSEN (CONT'D)

Okay, you clowns... who said I wouldn't do this?

The men are LAUGHING... but a little tense now.

UNCLE MIKE

All right... you proved yourself --

MR. JENSEN

-- anyone want to dare me to walk to the other end?

Tim watches frozen as his father walks along the narrow ledge. He wobbles a bit, then balances himself. Now EVERYONE at the party has noticed. The crowd is hushed.

Tim's MOTHER takes a tentative step toward her husband.

MOTHER

John -- please -- come down.

He shoots her a look. His eyes cold.

MR. JENSEN

You're no fun. You know that? You haven't been any fun in years.

Dead silence now as everyone hears this.

MR. JENSEN (CONT'D)

And now for my next act!

Tim's father keeps going around the ledge. Almost loses his footing. His arms trying to correct his balance. Now people are starting to GASP. Things are getting out of hand.

FEMALE FRIEND

This isn't funny, John!

(to Uncle Mike)

Tell your brother to get down.

YOUNG TIM quietly watches. His eyes penetrating through his father. Hatred rising inside of him.

His FATHER takes another step -- when his foot slips... Tries to re-balance, and then suddenly...

...he FALLS off of the building! Tumbling over the side!

Everyone SCREAMS out in horror and RUSHES to the ledge... everyone except Young Tim.

And then SUDDENLY -- Tim's father is BACK ON THE LEDGE as he was moments before. He's straightened himself out just as Uncle Mike and the other men grab him and pull him down.

UNCLE MIKE

You always have to go a little too far.

But Tim's dad is laughing. His gaze falls on Tim who stands there in the crowd. Just watching his father.

MR. JENSEN

(laughing harder)

You should see your face.

Tim turns away and sees his MOTHER standing over by a rooftop GREENHOUSE. Alone. Too humiliated to speak to anyone.

Tim joins her. She rubs his head and he hugs her around the waist. Neither of them saying a word.

Suddenly -- there is a magnificent flash of light and a loud BURST of noise. The first firework of the night illuminates the sky above them.

Tim looks up... the lights trailing down around his mother's head like a halo.

MOTHER

Isn't it beautiful, Tim? It's just like a star.

Another FIREWORK explodes in the sky. A shower of RED. Tim looks over and sees his FATHER. The red light casting a menacing glow over him.

MR. JENSEN turns and Tim connects with his gaze. A sense of cruelty behind those eyes.

INT. CAR - DAY (BACK TO PRESENT)

Uncle Mike drives. Tim in the passenger seat. Both of them dressed in dark suits. Heavy clouds brewing outside.

Tim's been staring out his window. Thinking. Suddenly --

TIM

Turn the car around.

UNCLE MIKE

(caught off guard)

Why? What are you talking about --

TIM

-- turn around! Just turn around and go back!

Uncle Mike cuts a look at Tim. Quickly understands that his nephew is having some sort of panic attack. He tries to calm him down.

UNCLE MIKE

It's okay... it's okay, Tim. We'll go wherever you want.

Uncle Mike pulls over to the shoulder, and then turns the car around -- heading back from where they came.

EXT. MODERN THREE-STORY BUILDING - DAY

Tim gets out of Uncle Mike's car. Heads up the walkway toward a building. The sign above the entrance reads 'FRANCIS RHODES CHILDREN'S INSTITUTE.'

Tim walks up the front steps. Passes a MOTHER and her DAUGHTER exiting the glass doors. The DAUGHTER has a far away look in her eyes. The MOTHER just holds her hand. Neither of them saying a word.

Tim regards them for a beat and then disappears into the building.

INT. WAITING ROOM - CONTINUOUS

Tim goes straight to the reception desk. Knocks on the frosted glass. The RECEPTIONIST slides the window open.

TIM

Hi -- I need to see Dr. Matheson, please.

RECEPTIONIST

Is she expecting you?

TIM

No, I'm an old patient of hers. She may not remember me. I was hoping she had five minutes --

RECEPTIONIST

-- she's with another patient right now.

TIM

Can you just page her and tell her that Tim Jensen is here?

RECEPTIONIST

Sir --

TIM

-- please. I need to speak with her.

The RECEPTIONIST studies Tim a beat. Senses his desperation. She picks up the phone and dials an extension. Speaks quietly into the receiver.

Tim steps away from the reception desk. A beat, and then the waiting room door opens. An attractive middle-aged WOMAN stands in the doorway. Early 50's, very in shape. Confident and professional. This is DR. JANE MATHESON.

TIM

(awkward)

Doctor Matheson. Hi. I didn't know if you'd remember me. I'm Tim Jensen --

DR. MATHESON

Of course I remember you, Tim.

(beat)

What's wrong?

A beat.

TIM
My mother died.

DR. MATHESON
I'm so sorry.
(sympathetic beat)
I have a patient in my office. Why don't
we take a walk.

INT. CHILDREN'S INSTITUTE - DAY

Tim walks with Dr. Matheson through the corridors of the facility. Everything is decorated with a 'kid friendly' motif, but there is also the air that serious work happens within these walls.

TIM
...she'd been sick for a while. I guess
it wasn't entirely unexpected. The
funeral's this afternoon.
(beat)
For some reason, I felt like I needed to
see you before I went.

Dr. Matheson reads Tim's body language. His hesitation.

DR. MATHESON
You're a grown-up now, Tim. You don't
have to make me trick you into talking.

Beat. Tim looks Matheson right in the eye.

TIM
I'm having episodes again. Seeing things
that I know aren't there.

Matheson nods in understanding. She knows Tim's history.

INT. PLAY AREA - CONTINUOUS

Tim and Matheson enter a LARGE PLAY AREA. Learning toys.
Small tables and chairs. Painting easels. Right now, the
room is absent of children.

DR. MATHESON
How long has this been happening?

TIM
Few months -- it's getting worse too.

DR. MATHESON
And what is it that you see?

TIM

A man... in the dark... watching me.

DR. MATHESON

Just like when you were a boy.

Tim studies various children's PAINTINGS and DRAWINGS that hang on the walls. Some are cheery family scenes...

TIM

The landlord of my mother's building told us that all her stuff needs to be moved by the end of the month. They have to lease the place out, you know...

Dr. Matheson cuts to the heart of the matter --

DR. MATHESON

You've never been back to the apartment, have you?

Tim stops in front of a particular drawing. Keeping his back to Matheson.

TIM

No.

(beat)

After my dad left, my mom couldn't function. The courts thought it was best if I lived with my uncle for a couple of years. But my mom never really got any better... and I never wanted to go back.

Matheson joins Tim at his side. Both of them now looking at a more DISTURBING DRAWING. A depiction of a little girl surrounded by BLACK RATS with red glowing eyes.

DR. MATHESON

This was drawn by Ashley. A child I'm treating right now. She had this second grade teacher who picked on her all the time. Made her feel stupid. So one day, Ashley wakes up and can't go to school anymore. Says there are rats everywhere. In her desk. In the bathrooms. Hiding in the library. She's home tutoring for now, but the only way she's ever going to get better is to go back into that school and see that the rats are just something she made up.

Dr. Matheson turns to Tim. Looking at him pointedly.

DR. MATHESON (CONT'D)

You need to go home, Tim.

TIM

I can't...

DR. MATHESON

It's an important part of your therapy
you never completed.

TIM

I always felt like... if I ever set foot
in that apartment again... something
terrible would happen.

MATHESON

(quiet but firm)

Just go back. You'll see that
everything's okay.

Tim lets the words sink in. There's the PRE-LAP SOUND of
rushing water and suddenly --

RAIN POUNDS against a car windshield, taking us to...

INT. CAR - DRIVING - DAY

Tim is back in the car with Uncle Mike. Wipers SLAPPING back
and forth against a wicked rain storm.

Tim grips his door handle... tight. Eyes fixed on the road.

OUTSIDE WITH THE CAR

as it travels away down a lonely gray strip of road that cuts
through a dense wooded area.

EXT. CITY - DAY

Uncle Mike's car pulls into a lane of traffic. Wipers still
THUMP back and forth as the CITY SKYLINE comes into view up
ahead. Tops of skyscrapers shrouded in low black clouds.

WITH TIM -- looking out the window. Noticing elements of the
urban environment as the car passes through the city.

-- Crowds of STRANGERS on the sidewalk. Holding wet
umbrellas, tilted low against the rain. No faces visible.

-- a HOMELESS MAN huddled under a building overhang with his
shopping cart. A mangy DOG at his side.

-- a narrow alley filled with a mound of black trash sacks. The wind and rain creating the momentary illusion that they are moving. An undulating slick mass of motion.

EXT. NEIGHBORHOOD FUNERAL HOME - DAY

Tim and Uncle Mike sit in the parked car outside a neighborhood FUNERAL HOME. Silence between them.

UNCLE MIKE

You ready?

TIM

Yeah. Let's go in.

INT. FUNERAL HOME - DAY

Tim and Uncle Mike enter the quiet funeral home. Shaking the water from their overcoats. Tim holds a framed photograph of his mother... the PORTRAIT from his box of pictures.

NEIGHBORS and FRIENDS of Tim's mother have gathered to pay their respects. We recognize a few people from the rooftop party those many years ago. Everyone now older.

Tim glances around the room... all these faces from his past. All of them looking at him.

Tim and Uncle Mike move on... into the VIEWING PARLOR.

INT. PARLOR - CONTINUOUS

Tim steps inside. Uncle Mike hangs back... allowing his nephew a private moment.

Tim tentatively approaches the OPEN CASKET. Adorned with white roses. But as he peers down, he is shocked to see --

-- his DEAD MOTHER. Aged and haggard. A startling sight. Some mortician did his best to improve her looks, but there is now a disturbing waxy quality to her face.

TIM

(softly, to himself)

My god...

He looks at the PHOTOGRAPH in his hands. A woman smiling back at him from what seems like a lifetime ago.

Tim places the photograph on the casket. Tenderly adjusts it until he gets the perfect placement. This is how he'd rather remember his mother. He places a rose in her folded hands...

...and then tears fill his eyes.

TIM
Goodbye, Mom.

INT. FUNERAL HOME RECEPTION HALL - DAY

The MOURNERS mill about in small groups. Eating finger foods. Drinking coffee.

Tim stands by himself at the refreshment table. Nibbling on a sandwich even though he isn't hungry.

VOICE (O.S.)
Tim.

Tim turns around to find a MAN IN A WHEELCHAIR.

MAN IN WHEELCHAIR
Carl Houghton. So good to see you again.

Tim shakes the man's hand. Trying to place him.

MR. HOUGHTON
I live in your mother's building --
across the courtyard.

TIM
(remembering)
Your daughter and I used to play
together, didn't we?

MR. HOUGHTON
Yes. You and Kate were great friends.

The mention of her name sparks a memory. Tim's eyes glimmer with faint recollection.

TIM
Kate... that's right.

MR. HOUGHTON
I wanted you to know that I saw your
mother two days before she passed. We
talked a long time -- mostly about you.
She was quite proud of all you had
accomplished. She loved you very much.

Tim is consoled by the kind words.

TIM
Thank you. It means a lot to hear that.

PULL AWAY from Tim and Mr. Houghton... weaving through the crowd where we find a nine-year-old boy -- JARED.

Standing with his parents, but his gaze is fixed on Tim. He's an intense looking little boy. Something haunted about his eyes.

He breaks away from his parents. Walking slowly... determinedly toward Tim. Like he's got something he has to tell him. But just as he's about to approach, Tim strikes up a conversation with someone else.

Jared hesitates. Whatever he's got to say... is private.

He pulls away and wanders through the crowd of adults. Out of the reception hall and into the empty entry area of the funeral home. It's quiet and eerie.

A beat, and then Jared turns his attention to the VIEWING PARLOR. From where he stands, he can just glimpse the edge of the casket through the open door.

INT. VIEWING PARLOR

Jared enters. More fascinated than disturbed by the ceremonial aspects of the funeral. The flowers... the tranquil piped-in music...

But most of all he's intrigued by THE CASKET. He cautiously steps toward it. Even though the lid is now closed, it seems to hold a dark allure for Jared.

The boy steps right up next to it. Studying it... running his hand along the side. Touching the handle. But as he pulls his hand away he notices --

-- a drop of a black, OIL-LIKE SUBSTANCE on his finger.

Jared stares curiously at the liquid. Then looks closer at the casket. More of the BLACK LIQUID is dripping off the handle. As if it was left there by a dirty handprint.

It drips in thin, chewy strands onto the carpet, starting to collect in a little pool.

Jared turns, looking about the viewing parlor... suddenly wondering if he's the only one in here.

It's just him. He backs away from the casket. Quickly hurrying out of the parlor.

EXT. FUNERAL HOME - DAY

Tim and Uncle Mike stand under umbrellas in the rain. Saying goodbye to the last of the guests. Shaking hands with the funeral home director.

It is just the two of them now. Alone on the wet sidewalk. Uncle Mike starts to walk toward the car.

UNCLE MIKE

Let's head to the hotel. I'll drop you off at the train station in the morning.

(beat)

It's going to take me a few days to go through your mother's things, so if you can keep an eye on the house -- the gutters always get clogged when it rains like this.

Uncle Mike turns and sees that Tim hasn't moved. He's still planted in his spot on the pavement.

UNCLE MIKE

What is it, Tim?

Tim takes a deep breath --

TIM

I'm going to do it.

Uncle Mike immediately understands.

UNCLE MIKE

Let me help you --

TIM

-- no, Uncle Mike.

(beat)

This is something I need to do on my own.

Uncle Mike nods solemnly. Pulls the keychain from his pocket and slips a SINGLE KEY off the ring.

UNCLE MIKE

I'll come and pick you up on Sunday then.

Uncle Mike holds out the key. Tim reaches out... his sleeve getting wet in the rain... and takes the key. Firmly closes his hand around it.

WIDE ANGLE ON THE LATE AFTERNOON SKY

The rain has stopped, but heavy gray clouds linger.

Tim steps into frame. The sky big and looming behind him. PULL BACK to see him standing on a sidewalk. Looking up. Overnight bag in hand.

ANGLE PULLS AROUND to reveal an APARTMENT BUILDING.

Red brick. Twelve stories. Horseshoe shaped. Tim takes in the details of the building... the fountain courtyard... the white marble archway entrance... terra-cotta window molding.

In his eyes... it hasn't changed a bit in seventeen years.

And with an uneasy first step, Tim walks through the courtyard... past the dormant fountain... and heads toward the entrance of his childhood home.

INT. APARTMENT BUILDING LOBBY - CONTINUOUS

Tim takes a step inside. The very smell of the place sparking his sense memories.

He continues past the manager's office where an OLDER WOMAN puts letters into tenant mailboxes. The woman looks over at Tim and nods.

Tim stops at the ELEVATORS and presses the call button.

INT. NINTH FLOOR HALLWAY

DING! Tim steps off on the 9th floor and walks down the carpeted hallway. All around him he can hear people behind closed apartment doors going about their lives -- cooking, watching TV, talking on the phone.

He passes an apartment where A MAN'S PARTIAL FACE watches Tim through the narrow crack of the chained locked door. As Tim glances over, the MAN closes the door quickly.

Tim stops at the NEXT DOOR down the hall. Apartment 931.

A queasy beat, and then he reaches into his pocket... pulls out THE KEY. Slowly raises it to the lock.

The bolt unlocks. CRACKING loud in Tim's head. He pushes the door open. Pausing at the threshold.

Tim finds himself suddenly cold. He pulls his jacket tight. Eyes filling with doubt if he should even be doing this...

...and then he forces himself to relax. He can do it.

INT. APARTMENT - DAY

Tim steps into the apartment. Closes the door behind him. He quickly crosses the living room and yanks open the dark drapes. Slants of afternoon light spill in.

He turns on lamps. The dull bulbs doing little to light up the room. Outdated furniture. An older model television. Sinatra LP's stacked next to a turntable.

Tim keeps pressing on. Passing the kitchen... into the hall.

INT. HALLWAY - DAY

Tim heads down the hall. Passes his MOTHER'S ROOM. Prescription pill bottles on the nightstand. Bed unmade. Slippers waiting on the floor... as if she was just here.

He keeps moving on... past the hallway BATHROOM... and then his eyes fix on a CLOSED DOOR at the end of the hallway.

Tim steps up to the door. Notices little pencil notches and markings on the outside door frame. He looks closer - "Tim, age 4... age 5 1/2 ... 7 years old! Birthday Boy..." They're markings of his height growing up as a child.

He runs his finger along the notches... as if remembering each year. Tim puts his hand out to open the door... and then reconsiders. Backs away. Not ready yet for whatever's on the other side of this door.

As he stands there looking at the door... SOMEONE in the shadows walks across the hall behind him. Going from the living room into the kitchen.

Tim turns to head back down the hall... unaware... just missing seeing the PASSING FIGURE. But as Tim heads toward the living room area...

...a NOISE comes from the kitchen.

Tim freezes -- what was that? The NOISE continues... like someone quietly sorting through things in the kitchen. Tim starts trembling. Mouth goes dry.

TIM

(weakly calling out)

Is someone there?

But no one answers. Tim goes toward the kitchen. So slow and cautious. Agonizing every step.

He arrives at the door. Paralyzed with fear. Can't get his breath. A beat, and then Tim dares a peek around the edge of the door... only to find the kitchen empty.

A window is open, blowing hanging pots and pans over the stove against each other. Clink... clink. Tim exhales. Being back isn't going to be easy.

He goes to close the window -- and notices a worn SILVER DOLLAR sitting on the windowsill. Tim picks it up. Rubs it between his fingers. Not noticing...

...a MAN... stepping into the kitchen behind him. Sinatra's plaintive 'In The Wee Small Hours of the Morning' begins to play from the other room... slow and warbly at first, like a turntable catching up to regular speed.

MAN

You took it, didn't you?

Tim spins. Now face to face with THIS MAN... it's Tim's FATHER. He wears a POLICE UNIFORM. Shirt unbuttoned. Something seems wrong with his eyes. Angry. A little drunk.

MR. JENSEN

I know you have it, so give it here.

REVERSE ANGLE

and now we see TIM AS A BOY. In the kitchen. Hand behind back. Looking up at this towering presence with timid eyes.

YOUNG TIM

I just wanted to hold it, dad...

MR. JENSEN

Haven't I told you what happens to kids who steal... who comes for them in the middle of the night?

The boy's eyes go wide. Terrified. He pulls his hand out from around his back. Opens his small fingers to reveal the SILVER DOLLAR.

YOUNG TIM

I was gonna give it back --

MR. JENSEN

-- Answer me. Who gets bad boys?

Young Tim swallows...

YOUNG TIM
The Boogeyman.

A slow, cruel smile crosses the father's face.

Young Tim glances down... and sees a pool of DARK BLOOD seeping through Mr. Jensen's undershirt. And suddenly --

-- we are BACK WITH ADULT TIM. Standing alone in the kitchen with the silver dollar in his hand. Left shaken from the vivid memory hit. Just him and the silence of the apartment.

INT. DINER - NIGHT

Tim sits alone at the counter -- still in his suit. Sipping on coffee.

A CUSTOMER finishes paying at the register and leaves. Door bells jingling as he exits.

An exhausted WAITRESS flips the OPEN SIGN over. Pulls the shades closed. She calls over to Tim.

WAITRESS
Hon, I gotta close up here.

TIM
Can I finish this cup?

WAITRESS
(too tired to argue)
Whatever...

The Waitress sweeps up and turns out a couple of lights as Tim stares into his almost empty coffee cup.

INT. APARTMENT LIVING ROOM - NIGHT

The TELEVISION is on. Some random late-night cable show filling the room with noise. Anything to break the silence.

Tim has changed out of his suit. Now in boxers and a t-shirt. Setting up a place to sleep on the couch in the LIVING ROOM.

He takes a last check around the apartment. Getting the lights the way he likes them. Making sure all closet and cabinet doors are shut.

Through one set of living room windows, he can see APARTMENTS on the other side of his building's courtyard. Only a few lights on. All the other windows dark.

Tim finally settles on the couch with his pillow and blanket. The windows on this side of the room offering a view of a tall RESIDENTIAL BUILDING across the street.

Tim stares at the television. Not even watching. Numb from the events of the day. His eyes grow heavy. He fights to keep them open... but if feels so damn good to close them for just a second...

...and when he opens them, some other show is on the television. Time has passed. A minute... an hour?

Tim quickly looks around the apartment and everything is fine. Then his eyes drift to the window...

...and he sees a FIGURE, standing on the window cleaning rig that hangs on the RESIDENTIAL BUILDING across the street.

Tim rises from the sofa. Turns out the room lights to get rid of the glass glare and goes to the window for a better look... and the FIGURE is gone. Tim is relieved, but then he sees subtle fluttering movement from above.

Tim looks up and sees a MAN IN DARK CLOTHING standing at the edge of the residential building roof! Seemingly staring back at him. Coat gently flapping in the night wind. The figure spreads his arms, takes a step forward --

TIM

Don't!

-- and JUMPS off the edge. Like a graceful high dive. Calmly plummeting fifteen stories toward the ground.

Tim can't pull his eyes away as the MAN drops through the air. Ten stories... eight... descending at a weird speed... slightly slower than free fall.

Four stories... falling... falling... almost the moment of impact. Tim SCREAMS out in horror just as --

-- the MAN IN DARK CLOTHES disappears into a dark construction hole in the street.

Tim backs away from the window. What... the... hell? A beat, and then he pulls on a pair of jeans and goes for the front door.

EXT. STREET - NIGHT

Tim races out of his building -- through the courtyard -- into the street. He stops short at the hole.

Yellow blinking SAFETY LIGHTS surround the construction site. Tim looks down into the pit, STROBING light revealing --

-- that it's just a shallow hole where a road crew is finishing a job. Nothing odd about it. Impossible that a man could have simply disappeared down there.

Tim hears LAUGHTER. He turns and sees a pretty WOMAN about his age walking with a MALE COMPANION on the sidewalk. They talk loud and share a cigarette.

WOMAN

God, they sounded so tight tonight. I wonder if Randall has seen them yet --

The woman looks at Tim as she passes. She stops.

WOMAN (CONT'D)

(unsure)

Tim... ?

Tim looks at her. He honestly doesn't know who this person is -- short dark hair cut in a funky style, black boots, leather jacket. She's hip and cool. Like no one he's ever known before.

WOMAN (CONT'D)

It's Kate -- from the eighth floor.

TIM

Wow... I would've never recognized you.

KATE

What are you doing out here?

She glances down and notices that Tim is standing in his socks on the freezing cold street.

TIM

I was... getting some air.

KATE

(turning to her companion)

Why don't I catch up with you tomorrow?

Her FRIEND nods reluctantly. Doesn't want to leave. Gives Kate a quick peck on the cheek. He steps away... giving Tim a parting glance.

It's just the two of them now. Kate's smile disappears.

KATE (CONT'D)

Hey, I was real sorry to hear about your mom.

TIM

Thanks.

An awkward beat. Kate looks over at the apartment building.

KATE

Let's get inside. It's cold out here.

INT. ELEVATOR - CONTINUOUS

Kate hits the eighth and ninth floor buttons. The elevator gives a bit of a lurch as it begins its ascent.

Tim casts subtle glances at Kate -- intrigued by her outfit and style.

TIM

So what have you been up to all these years?

KATE

I was in Chicago for a while working as a music critic for this alternative paper. The pay was lousy. Raman-noodles-for-every-meal-lousy. But I loved it.

TIM

Sounds very cool.

KATE

It was. But after my dad had his accident I moved back here to help out. There's a lot of medical bills and stuff. So... I guess it was time for me to get a real job.

The elevator door DINGS open on the eighth floor.

KATE (CONT'D)

This is me.

Kate steps off. Holds the door as she looks in at Tim.

KATE (CONT'D)

You gonna be here a few days?

TIM

Yeah. I'm packing up my mom's things.

KATE

I'll see you around then. Oh -- and next time you go for a walk... wear some shoes.

The elevator doors close. Tim looks down and realizes for the first time he's in his socks -- and can't help but smile.

INT. APARTMENT

Dark. CLOSE ON a travel ALARM CLOCK. 6:30am. It begins to BUZZ. The couch where Tim was sleeping... is EMPTY.

WIDEN TO REVEAL TIM -- sitting in a chair by the windows. Already dressed. Watching the sun begin to creep up behind the cityscape. Bringing an end to the night.

Tim's eyes look tired. As if he didn't get a wink of sleep.

EXT. PARK - DAY

Morning. Tim walks through A PARK... heading toward the rear of his building. It's the kind of city park with townhomes and apartments on all four sides -- like a quad.

Tim has a sack of groceries under one arm, a bag of supplies from the hardware store under the other.

He passes a COUPLE OF KIDS. Playing on the SQUEAKY swingset. He smiles at them, but the kids give nothing back. Like they've been told too many times -- never talk to strangers.

Tim shrugs it off and keeps heading toward his building. Breath huffing out in clouds against the frosty air.

CUT TO:

TIM'S REFLECTION IN A MIRROR

The image holds for a beat, and then swings away. Revealing a medicine cabinet filled with prescription PILL BOTTLES.

Tim stands in the BATHROOM. Regarding all the pills and medications. Realizing there might have been aspects of his mother's life that he didn't know about.

Beat, then he starts collecting the containers -- throwing them into a TRASH BAG. All of them.

INT. APARTMENT LIVING ROOM - DAY

Tim pulls books off shelves. Stacking them into a cardboard box. PULLING BACK further we see that he's bought a variety of packing materials. More boxes. Tape. Bubble wrap.

He finishes filling up the box. Closes the flaps... and then scans the room. Like he misplaced something.

INT. HALLWAY - DAY

Tim steps out of the bathroom with a tape gun... and that CLOSED DOOR at the end of the hall catches his eye.

He goes to the door. A beat... and then he turns the knob and opens the door, revealing --

A CHILD'S BEDROOM

Perfectly intact. Spaceship posters on the wall. Toys neatly put away on shelves. Dust motes wafting through rays of amber light. It all feels like a time capsule.

Tim steps inside as emotions come flooding back. He looks down at his desk. Sees a superhero DRAWING with his own carefully printed name at the bottom -- Tim Jensen.

He glances up, noticing a crack in the ceiling.

TIM

(to himself)

Landlord never did fix that...

Tim sits on the edge of his bed, soaking it all in. His expression suddenly changing as he sees --

-- his CLOSET. Halfway open. Children's shirts and pants on the clothes rod. Too dark and dense to see the back wall.

A beat, and then Tim rises fast from the bed, goes to the closet and SLAMS it shut. Doesn't want that door open for one second longer.

INT. KITCHEN - MOMENTS LATER

Tim stands in the coolness of the open refrigerator. Chugging out of a water bottle. Like he can't get enough to drink. He wanders out of the kitchen, into the LIVING ROOM, finishing off the bottle.

As he glances out one of the windows with a view of the apartments across the courtyard -- he spots Kate. One floor down. Going about her business in her apartment.

INT. KATE'S APARTMENT - SAME

Kate's father, MR. HOUGHTON, has his wheelchair rolled up to a work table -- covered with tools and wiring. Going through parts as he restores an ANTIQUE JUKEBOX.

Kate enters. Puts a handful of vitamins and a glass of water down on the table next to her father.

KATE
(hugging him around the neck)
I want you to take these vitamins. No arguments.

The phone rings and Kate answers.

KATE
Hello?

TIM (ON PHONE)
Hey -- it's me. Turn around.

Kate turns around toward the window. Sees Tim across the way. Waving at her. She waves back.

TIM (ON PHONE)
I got my shoes on.

EXT. APARTMENT BUILDING ROOFTOP - DAY

A couple of tables. Tarp covered BBQ grill. Empty pigeon coops. But the showpiece of the roof is the large GREENHOUSE. TWO FIGURES move behind the smoked glass.

In the distance, the sound of a SQUEAKY swingset...

INT. GREENHOUSE - DAY

Tim follows Kate down the center aisle of the greenhouse as she waters plants and pulls dead leaves. The place is like an oasis of green amid the urban winter.

Tim is laughing at some story of Kate's.

TIM
-- come on, you're making this up.

KATE
(pointing to a pane of glass)
It was that pane right there. You dared me -- said I couldn't throw a rock over the greenhouse, and when I tried... crack!

(MORE)

KATE (CONT'D)

Miss Brumhill was so pissed I had to spend the next two weeks after school helping her out in here.

Tim runs his hand over the still cracked pane of glass. Trying to recall the event. Kate reads the struggle in his eyes.

KATE (CONT'D)

You really don't remember any of this, do you?

TIM

No.

(beat)

There's a lot about growing up here I don't remember.

Awkward beat. Tim changes the subject --

TIM (CONT'D)

You've done a great job with this place.

Corrine moves the water hose into another flat.

KATE

I come up here to be by myself. Tune everything out. We all need a place like that, don't you think?

Kate turns the hose off. Grabs a bottle of wine that she's brought up here. Uncorks and starts to pour a couple of glasses.

TIM

Little bit more... that's good.

Kate finishes pouring and holds her glass up for a toast.

KATE

Here's to throwing rocks.

They tap glasses. Kate takes a pensive sip... looking at Tim the whole time.

KATE

I was so pissed at you.

TIM

What are you talking about?

Tim thinks she's still joking around... but sees her seriousness. His smile fades.

KATE

We were friends. You moved away to live with your uncle and didn't even bother to say goodbye.

TIM

I had... problems.

(beat)

That's part of why I came back. Take care of unfinished business.

KATE

Well... I hope it all works out for you.

Kate pours more wine for herself as Tim wanders outside for some air. Taking in the commanding view of the city. The late afternoon sky beginning to DARKEN...

Kate calls out from inside the greenhouse.

KATE (O.S.)

We should go see a band while you're here.

TIM

That'd be fun.

Tim glances down below where he can see the QUAD PARK behind the building. A LITTLE GIRL plays happily alone on the swingset. Squeak... squeak...

KATE (O.S.)

There's not much around, but I found this amazing little dive on the south side...

Tim hears the little girl in the park LAUGHING. As he looks closer he sees that a MAN is now pushing her.

It's the MAN IN DARK CLOTHES... the same figure who dove from the building the night before.

He pushes the LITTLE GIRL... higher and higher on the swing. And then he glances up at Tim, as if to say -- I see you.

Tim's blood runs cold. He whispers in disbelief...

TIM

What's he doing... leave her alone.

ON Kate -- washing her hands in a basin. She dries off, steps out of the greenhouse... and Tim is gone. His untouched glass of wine left behind on the table.

INT. BACK STAIRWELL - CONTINUOUS

With an urgent sense of panic, Tim RACES down the back stairs.

-- spiraling down one floor at a time.

-- finally arriving at the ground level.

-- BURSTING out a rear door, SPRINTING toward the swingset.

Tim runs through the shadowed park. Weaving through trees. Past playground equipment. But as he arrives at the swings --

-- the GIRL IS GONE! The empty swing she was on tilting back and forth on its own. No sign either of THE MAN.

Tim spins -- eyes searching frantically. Fearing the worst.

And then he sees the LITTLE GIRL climbing on the jungle gym. He races over to her, grabbing her arm to get her attention.

TIM

Where did he go? Where's the man who was just here?!

The child blinks back at Tim -- no idea what he's talking about. Tim helps her down from jungle gym, escorting the little girl over to her bicycle.

TIM

Get home! You shouldn't be out here in the dark!

The little girl grows suddenly frightened from the tone in Tim's voice. She pedals away... fast.

ANGLE ON KATE

Standing on the rooftop. Looking down into the park. Watching Tim. She's witnessed the whole scene.

BACK WITH TIM BELOW

as he scans the park. Looking around for the MAN. No sign of him. But just as Tim is about to walk away, he looks up into a TOWNHOUSE WINDOW --

-- and notices a BOY staring down at him... it's JARED. The same strange kid who was at the funeral. The boy pulls away from the window as Tim spots him.

INT. APARTMENT HALLWAY - LATER

Tim gets off the elevator and walks down the hall. He sees Kate standing outside of his apartment door. Tim suddenly realizes how all of this must look to her.

KATE

What's going on with you?

TIM

I'm sorry I ran off like that --

KATE

What were you doing down there?

Tim doesn't say anything for a long moment... and then it's like he can't keep this inside anymore.

TIM

There's this man, Kate. I've been seeing him everywhere. He was in the park -- pushing that little girl on the swing. He was going to hurt her.

KATE

Tim, I didn't see a man.

(beat)

I only saw you.

Tim averts his eyes. Feeling totally alone in his torment.

Kate reaches out and brushes the hair from Tim's face.

KATE

(softly)

Look at you. You're exhausted. I want you to go inside and get some sleep. You'll feel better. Will you do that for me?

Beat. Tim connects with Kate's look of concern. Answers her almost convincingly.

TIM

Sure.

Suddenly a DIFFERENT ANGLE OF TIM -- working hard. Driven.

INT. APARTMENT - NIGHT

Tim RIPS a piece of packing tape over a box. Seals it up and sets it up on top of a STACK he's got going. He's working late. Making progress.

INT. MOTHER'S BEDROOM - NIGHT

Tim pulls out clothes from the chest of drawers. Stacking them on the bed for packing. He opens the bottom drawer, pulls out a stack of men's sweaters... revealing an empty leather GUN HOLSTER hidden underneath.

Tim tentatively picks up the holster. Strong memories coming back to him. The light in the room shifting weirdly...

ANGLE ON THE BEDROOM DOOR

as YOUNG TIM -- dressed in his pajamas -- peeks his head in to find the bedroom empty. He treads quietly across the room where the GUN HOLSTER hangs over the back of a chair. A shiny black police issue REVOLVER snapped into place.

Young Tim stands before the gun. Fascinated. He unsnaps the holster and removes the gun.—Feels the weight of it in his hands, then happens to catch his reflection in the full length mirror.

He raises the gun... aiming it at his mirror image. So cool. Like a cowboy hero.

YOUNG TIM

Bang... got you... bang...

FATHER (O.S.)

What are you doing?

Young Tim spins. Caught.

FATHER

Easy there...

Young Tim looks down and realizes that he's pointing the gun RIGHT AT HIS FATHER.

FATHER

Remember what I told you about pointing a gun at someone?

The Father takes a step forward, but Tim is frozen. The gun stays trained right where it is.

FATHER

Give it to me...

Tim doesn't budge. Doesn't lower the weapon an inch. Like he's not even listening.

FATHER

Are you deaf? -- I said give it to me right now.

The Father keeps coming. Cautiously.

FATHER

The only time you ever point a gun at someone...

Tim stares at his father. Trancelike. Pistol held between both hands in a firm grip.

FATHER

...is if you mean to shoot.

-- and then the FATHER whips his hand out and SNATCHES the pistol away from Young Tim in a flash.

The expression in Tim's eyes changes. Snapped out of his trance. His Father jerks him HARD by the arm.

FATHER

And I don't think you want to shoot me, now. Do you, Tim?

YOUNG TIM

Ow -- let go.

Fueled by anger, The Father marches Tim out of the room.

FATHER

In your room --

YOUNG TIM

-- don't put me in there!

FATHER

You know what happens to bad boys.

YOUNG TIM

I won't do it again! Dad don't!

SMASH CUT BACK TO:

ADULT TIM -- holding the empty holster. Saying the words almost at the same time.

TIM

Dad don't...

Tim glances up and sees his reflection looking back in the full length mirror. He's pale. Eyes tired and haunted.

And then a NOISE gets his attention... coming from somewhere in the house. He steps out into the hall. Listens.

A slight SCRAPING noise... coming from behind his closed BEDROOM DOOR. Tim goes to the door, opens it and peers inside. Looks around and sees --

-- that the air-conditioning VENT GRATE above the desk has come loose. Hanging down at a slanted angle.

Tim enters. Finds a loose screw on the floor. As he picks it up, he notices it's coated with a DARK OIL. He wipes it off on his pants. Steps up on his desk, re-aligning the vent grate over the dark shaft.

As he hand tightens the screw into place... a VOICE seems to float out of the shaft.

Tim stops... and the VOICE comes again. Coming from the apartment on the other side of this wall. It's hard to make out words.

Tim puts his ear against the vent... listening closer. It's like the MAN NEXT DOOR is talking to himself. Talking to someone who isn't there. Ranting. And for a brief moment, the VOICE doesn't even sound human.

Tim leans in closer... silence... the MAN NEXT DOOR abruptly SHOUTS something... and then the VOICE stops.

Tim pulls back from the vent. Steps down off his desk. He can hear the man PACING around his apartment and going for the door. The chain being unlocked.

Totally curious, Tim hurries down the hall and goes to his front door. Opens up and takes a peek around the side.

He sees the NEIGHBOR MAN step out into the hall and lock his door. It's the same man who was looking at Tim through the crack in the chain-locked door before.

NEIGHBOR MAN pauses... and then TURNS, catching Tim spying. Like he knew he was being watched. They lock eyes for a weird beat before Tim has time to pull away.

Tim closes his door. Stays very quiet.

TIM

Shit...

He hears the man coming toward his apartment. Tim looks out the peephole --

-- and sees NEIGHBOR MAN out in the hall. Looking right back toward the peephole. His face oddly distorted through the fish-eye view. He hovers... and then moves on.

Tim keeps watch until NEIGHBOR MAN is gone from sight. He bolts the lock and steps away from the door. Disturbed.

INT. LIVING ROOM - NIGHT

Tim sits on the couch. Wrapped in his blanket. Bathed in the blue glow of the television. His eyes grow heavy... about to fall asleep... and then he shakes himself awake.

He grabs the remote. CRANKS UP the volume on the television. Flipping the channels. Looking for something loud.

CLOSE ON A BOWL as cereal flakes tumble in.

Tim is in the KITCHEN. Early morning light spilling in. The coffee maker GURGLES the end of its brew cycle. Tim pours a cup and downs a fast sip. Another sleepless night.

INT. LIVING ROOM - DAY

The WALLS are starting to look bare. Clean spots where framed photos used to hang.

Tim sits on the floor among boxes, talking on the phone.

UNCLE MIKE (ON PHONE)

How's it going over there?

TIM

Good. Getting it all boxed up. Another couple of days should do it --

UNCLE MIKE (ON PHONE)

-- I meant you.

TIM

I'm fine.

UNCLE MIKE (ON PHONE)

You sound tired.

TIM

Just working hard.

UNCLE MIKE (ON PHONE)

If you need me to come up...

TIM

I got it under control. It took a little getting used to... but everything's okay here.

INT. APARTMENT BUILDING PARKING GARAGE - DAY

Tim steps off the elevator into the below ground parking garage. Heading toward the dumpster with a sack of garbage.

He tosses it in, going back toward the elevator... when he sees MOVEMENT between two parked cars.

Tim looks closer... and he sees JARED... staring back at him through windows on the other side of a car.

TIM

What are you doing down here?

The kid BOLTS away -- up the ramp toward the street. Tim chases after.

TIM (CONT'D)

Hey!

Tim makes the top of the ramp. Scanning the street. The kid has disappeared. Tim keeps moving down the sidewalk. Glances down a dark SIDE ALLEY -- and spots Jared speeding away into the shadows.

Tim goes RUNNING after the boy. Something deeper driving him than just trying to catch a pesky kid. A worrying curiosity... what does this kid want?

Tim RUSHES past garbage cans... dodging puddles... a DOG on a fire escape BARKS FURIOUSLY from above.

He finally catches up with JARED -- trying to slip through a split in a chain link fence.

Tim reaches out, GRABS the boy by the shoulder. The kid's BACKPACK slips off and tumbles to the ground... loose papers SPILLING out all over the place.

KID

Let go!

TIM

Wait -- just wait!

The boy pulls himself free of Tim's grip... but he doesn't run. The two of them stand there in the alley... studying each other. Catching their breath.

TIM

You okay?

The kid doesn't answer. Shrugs his shoulders and looks away from Tim. Staring at the ground. Tim softens. Sees that the boy is clearly scared.

TIM (CONT'D)

I'm sorry I chased you.

(beat)

We cool?

Tim sticks out his hand... a peace offering. Jared looks back at him and shakes his hand.

TIM (CONT'D)

What's your name?

JARED

Jared.

TIM

Hey, Jared. I'm Tim.

JARED

I know. I was at your mom's funeral. My parents used to know her.

Tim looks down and sees all the scattered papers.

TIM

Come on... let's get all your stuff.

They both get down on their hands and knees. Picking up all the scraps of PAPER that fell out of the backpack.

TIM (CONT'D)

Why were you running from me?

JARED

I've been trying to talk to you. Wanted to ask you something... find out if all those stories are true. But I started to chicken out.

TIM

What stories?

JARED

The ones the kids tell at school. About the night your dad disappeared.

Tim stops what he's doing. Now very interested in what Jared has to say. But he goes easy... knows it's a delicate situation.

TIM

And what do the kids say?

JARED

(quiet)

That the Boogeyman got him.

Tim stares at the kid... speechless.

JARED (CONT'D)

Is that true?

Jared looks at Tim with eyes that are unmistakably haunted. Weary... like he can't sleep at night either.

TIM

You want to know what happened to my father? I'll tell you.

(beat)

He was worn out by his kid and wife and one day -- in the middle of the night -- he just left. Never called. Never came back.

(beat, very firm --)

There's no such thing as the Boogeyman.

Jared seems comforted by Tim's reassurance. Goes back to picking up all the loose PAPERS.

Tim finally glances down at one of the paper scraps in his hand. Is surprised to see that --

It's a MISSING PERSONS flier. "Have you seen me?" In fact, as Tim looks at all the paper littered on the ground...

...they're all MISSING PERSONS notices. Clipped out of newspapers. Fliers. Some even cut off of milk cartons. Kids... adults... whole families...

Tim just stares -- what's a little kid doing collecting all this stuff?

Jared gathers the last of the clippings and crams them all in his backpack.

TIM

See you around?

JARED

Yeah.

(beat)

Thanks for helping me.

Jared starts to walk away, but stops... turns back to Tim. His face is conflicted. As if there's something burning inside him that he needs to say but doesn't know how to put into words. He tries anyway:

JARED (CONT'D)

I know what you said and all... that there's no such thing... but sometimes... sometimes at night... I think I see him.

TIM

Just nightmares, Jared. Bad dreams.

Jared nods. Wants desperately to believe that's true. He adjusts his backpack over his shoulder and walks away.

Tim stands there in the narrow alley... watching the kid go... turning things over in his mind.

INT. LIVING ROOM - NIGHT

Tim is on the couch. Restless. Trying to get comfortable, but he can't. He sits up in frustration. So tired.

The door at the end of the hall catches his eye.

INT. TIM'S CHILDHOOD BEDROOM - NIGHT

Tim pushes the door open. Takes a step inside. Quick look to the closet. No worries... it's shut.

He moves to the bed, about to get in... but that draping dust ruffle gives him pause. Tim crouches down on the floor... lifts the dust ruffle... and of course nothing's under there.

Tim turns on the bedside lamp and crawls in bed. Digs around on the desk and finds an old DRAWING PAD. He flips through the drawings. His boyhood masterpieces. Superheroes. Fighting robots...

...and then he flips to a WEIRD DRAWING. A FACELESS MAN, standing framed in a doorway. Like what a kid would draw trying to remember an image from a nightmare.

Tim closes the drawing pad. Puts it away and settles into bed. He regards the lamp for a beat... then turns it off.

He lays there in the dark. Testing himself. Being brave... but the SHADOWS are starting to play tricks -- is there something moving up there on the ceiling? Slithering around?

Tim turns the lights back on. Nothing. Everything is fine. Another beat, and then he flips the lights off again... and he leaves them off.

Tim lets the darkness settle in. Pushing himself further than he's gone before. Trying to get over these fears. Finally, after long moments... he gets used to it. No visions. Nothing weird. His breathing slows. He relaxes.

In a way, it's a small victory.

CLOSE ON TIM'S SLEEPING FACE

Later. We hear the distinctive SOFT PATTERN of liquid drops hitting fabric. It's just enough sound to gently wake Tim up. He opens his eyes... and now hears the sound.

Drop... drip drop... drip...

Tim feels around in the dark. His hand finds something wet on the bed spread.

He pulls his hand up to his face to look... can't quite see... his hand covered in something dark and glisteny.

Tim reaches over, turns on the lamp -- and sees that the sheets are stained with a DARK LIQUID. Is it blood?

And then Tim sees DROPLETS of the dark oil falling on the bed from above. Tim dares a slow look up...

...and sees a BLACK OIL-LIKE SUBSTANCE leaking out of the crack in his ceiling. Slow moving veins and rivulets running along the ceiling and dripping down in long chewy strands.

As Tim is looking up -- a THICK GLOP falls right into his mouth! Tim recoils away. Spits as much out as he can.

TIM
Jesus Christ!

He swings his feet over to get out of bed... and stops.

We WIDEN to reveal that the floor is completely covered with the oil. Glassy and darkly reflective.

Tim takes a cautious step out of the bed and finds solid surface. Another step. Just a shallow layer on the floor.

Another step... and his LEGS SINK into a deep pool of the oil. Up to his knees.

Tim tries to pull his legs free from the vile taffy. Reaching for something to grab a hold of. And that's when he notices that the closet wall of his bedroom IS GONE! Just an endless darkness where the wall should be. Impossible space.

Hints of SLITHERING MOVEMENT can be seen just at the edge of light. Tim momentarily forgets his predicament... horrifically mesmerized by the hallucinatory sight.

An unholy WIND rises from deep within the darkness. The superhero DRAWING on Tim's desk flutters... and then is sucked away from the room. Flitting and swirling away past Tim into the unknown.

And then there is a very distant sound... RUNNING FOOTSTEPS. Coming closer and closer. Tim can juuuust make out the figure of a MAN, running toward him from the depths of the dark space where the closet wall should be.

Tim remembers his stuck legs. Struggles to get free. The RUNNING MAN moves faster and faster. Coming right toward Tim. Tim reaches for his bed -- anything to pull himself out of the oil.

Running footsteps POUND CLOSER... LOUDER... Tim can see that the MAN appears to be running just above the surface... feet skimming the liquid.

Tim grabs his bed and PULLS with all his might --

-- his legs barely lifting out of the black tar --

-- the MAN is almost on top of him --

-- Tim SLAMS HIS EYES SHUT, bracing for impact... but nothing ever comes. When he dares to open them again... everything is back to normal. No oil covered floors. No missing walls. No MAN running toward him.

Just Tim laying on the bare floor of his bedroom.

Tim catches his breath. Crawls over to a pair of jeans and a jacket draped over a chair. He stands, pulling on the clothes as fast as he can.

INT. HALLWAY - CONTINUOUS

Tim rushes down the hall. Opens the front door to leave and is surprised to see --

-- JESSICA. Catching her as she was about to knock. She's just as surprised to see Tim. Her face filled with worry.

JESSICA
I've been calling your place over and over. I finally talked to your uncle and he told me you've been here --

TIM
-- I've got to leave -- right now. Will you come with me?

A beat. Jessica caught off guard by Tim's abrupt behavior.

JESSICA
Where do you want to go?

TIM
Anywhere.

INT. ELEVATOR - NIGHT

Tim and Jessica step inside. He hits the button. The elevator starts to close, and then Tim remembers something. He throws his arm out to stop the doors.

TIM
There's something I forgot.

JESSICA
Tim, come on. Let's just go --

Tim runs out into the hallway. Calling over his shoulder as the elevator doors close on Jessica.

TIM
Meet me downstairs! Two minutes!

INT. KATE'S APARTMENT - NIGHT

Kate stirs in her sleep. Waking up at the sound of someone BANGING on the front door.

MOMENTS LATER -- Kate shuffles down the hallway. Pulling a robe around her. The BANGING continues... more urgent now.

MR. HOUGHTON (O.S.)
Kate -- someone's at the door.

KATE
(still trying to wake up)
I'm getting it, dad.

Kate opens the door and there's Tim. Standing out in the hallway. He's wired -- totally on edge.

The following conversation clips back and forth -- neither fully listening to the other:

TIM

-- I wanted to tell you that I'm leaving.
I'm not coming back --

KATE

(still not fully awake)
-- what? --

TIM

-- I came to tell you goodbye --

KATE

-- Tim, what time is it? --

TIM

-- I didn't want to take off without
saying anything --

KATE

-- Where are you going? --

TIM

-- I'll call you later --

KATE

-- I need to wake up -- let me come over
to your place so we can talk --

Tim takes Kate by the shoulders. Looks her square in the eye. There's something about his expression that wakes her up real fast.

TIM

Don't go into that apartment. Do you
understand me?

Kate studies him. Confused. She starts to open her mouth to protest --

TIM (CONT'D)

(firmer)
-- do you understand?

Kate nods. Tim pulls away from her. A final look goodbye, and then he's into the stairwell.

STAY ON Kate -- standing out in the empty dark hall. Still trying to figure out what the hell that was about. She pulls the robe tight around herself and goes back inside.

EXT. MIRAGE MOTOR LODGE - NIGHT

Jessica's BMW pulls up in front of a tired looking motel. A red neon sign reads: MIRAGE MOTOR LODGE. The first two letters of the sign BUZZ in and out -- a short in the wiring.

INT./EXT. JESSICA'S CAR - CONTINUOUS

...as Jessica kills the engine.

TIM

Stay here for one second.

Tim gets out of the car and enters the LOBBY. A night CLERK sits at the check-in desk. Smoking a cigarette. Watching an old sitcom on a small black and white television.

Tim approaches the desk. The CLERK doesn't pull his eyes away from the screen until Tim speaks. Almost as if he didn't even notice him.

TIM (CONT'D)

I need to get a room.

CLERK

Cash or credit...

Tim hands the man some twenties. The CLERK sifts through the change drawer... never really taking his eyes off the TV.

CANNED AUDIENCE LAUGHTER erupts from the set. The clerk smiling along with the show. His teeth a dull gray from years of smoking.

Tim glances behind him... sees Jessica sitting in her car.

The CLERK slides the change across the desk. Tim notices the man's fingers... nicotine stained.

Tim quickly takes the money as the CLERK hands him a key.

CLERK (CONT'D)

Ice machine and sodas are around the corner. You have a nice night.

Tim looks down at the key. Room #17 stamped on the diamond shaped orange tag.

INT. ROOM #17 - NIGHT

The door pushes open into BLACKNESS.

Tim steps past Jessica into the musty room. She watches as he flips on the overhead light... the lamps... checking behind curtains and under the bed.

Jessica closes the door and locks the chain. Draws the curtains shut. She approaches Tim. Running her hand up and down his back. Trying to calm him down.

JESSICA

You don't have to be scared -- you're safe here. You're with me, okay?

Tim nods numbly as Jessica takes his hand.

JESSICA (CONT'D)

Come on. A hot bath will make you feel better.

A BATHTUB FAUCET turns on with a SQUEAK...

INT. MOTEL BATHROOM - NIGHT

Jessica plugs the drain and gets the water to the right temperature. Tim sits up on the sink counter... talking softly to himself.

TIM

It's true... that you can never go home again...

Jessica turns and sees that Tim is somewhere else.

TIM

...there's nothing there for me.

JESSICA

Shhh. Get undressed.

Tim watches as Jessica steps out of the bathroom... disappearing around the edge of the door into the bedroom.

JESSICA (O.S.)

Why don't I get us some ice? Doesn't that sound good... a nice cold drink...

Tim can hear her unwrapping the complimentary plastic cups. His eyes grow heavy. Everything catching up with him. His vision starting to go blurry. He closes his eyes. Cradling his head in his hands.

INT. KATE'S APARTMENT - NIGHT

Kate is at her kitchen counter. Making a peanut butter and jelly sandwich. Too rattled to go back to sleep.

She pours a glass of milk and takes it with her plate into the dining area.

She sits at the table. Takes a bite of her sandwich. Chewing. Quietly thinking. Her gaze shifts to the window... and she suddenly stops chewing. She rises. Goes to the window... looking across the courtyard where she sees --

-- SOMEONE walking around in Tim's apartment. A SHADOW at the window... and then gone.

Kate sets her sandwich down. Irritated at being lied to.

CUT TO:

A BATHTUB FAUCET -- hot water pouring out. Steam rising...

INT. MOTEL BATHROOM - NIGHT

Tim still sits on the counter. Head in hands. The room fogged up around him. Startled, he looks up as he hears a SPILLING sound coming from the bathtub. He turns to find...

...that the water has reached the rim of the tub. Water starting to seep over the edge onto the tile floor.

Tim pushes himself off the counter. Shuts off the faucet... the motel room now enveloped in total SILENCE.

A long beat...

TIM

Jessica?

No answer...

Tim takes a step toward the bedroom... feet stepping through the thin water on the floor.

TIM

Jess, what are you doing?

Still no answer...

Tim slowly steps out of the steam... into the bedroom. Jessica is gone. His eyes scan quickly. Ice bucket on the counter. Motel room door still chain LOCKED from the inside. Doesn't make sense. Where could she have gone?

On the floor, Tim finds a PLASTIC CUP. He picks it up and sees the cup is smashed. As though someone stepped on it.

His gaze falls on THE CLOSET --

-- and it's PARTIALLY OPEN. Unknown darkness lurking within.

The cup in Tim's hand drops from his grip. He stands frozen. Staring at that darkness.

TIM

Jessica... are you in there?

Tim steps closer. Heart beating in his throat. He reaches out and takes the handle. Slowly pulls the door open.

TIGHT ON TIM'S FACE as his eyes widen in sudden horror. He opens his mouth to SCREAM... but nothing comes out.

SMASH CUT TO:

INT. APARTMENT BUILDING HALLWAY - NIGHT

Kate stands at Tim's apartment door. KNOCKING... but no one answers.

KATE

Tim -- I know you're in there.

She puts her ear to the door... and hears the faintest noise.

Kate tries the doorknob...

...and to her surprise, it's unlocked. She pauses for a moment... remembering what Tim told her about not coming into the apartment.

But then she hears that NOISE again... like the distant sound of LEAKING WATER...

Kate pushes open the door and steps inside.

INT. TIM'S APARTMENT - CONTINUOUS

Kate moves through the dark living room. Silvery blue moonlight casting a weird glow over everything.

KATE

(calling out)

I saw you from my apartment. I thought you were leaving?

Kate steps down the hallway. It's pitch black up ahead. She can just make out Tim's room at the end of the hallway... where the NOISE seems to be coming from.

INT. TIM'S ROOM - CONTINUOUS

Kate enters the dark room... the NOISE louder in here. Coming from the closet. A slow TRICKLING...

She goes to the closet. Reaches out and yanks open the door. Just CLOTHES and darkness. But there's MOVEMENT behind the clothes... she starts to part them out of the way --

-- and then suddenly SOMETHING falls out on top of her! A FIGURE. Kate SCREAMS as she gets knocked to the ground.

She quickly rolls away from this MYSTERY FIGURE... and sees that it's Tim. Laying on the floor. Talking to himself.

TIM

Quit following me...

Kate catches her breath. Her fear turning into relief.

KATE

Goddammit -- that's not funny.

Tim just lays on the ground. His eyes taking in the surroundings. Completely disoriented. Surprised to see that he's back in his apartment.

TIM

How did I get back here...?

KATE

You never left, Tim. I could see you walking around over here.

Tim tries to push himself up. He's weak. His arms and face are streaked with a THIN FILM. Like wet spiderwebs.

TIM

You and me... we were on the roof... we had some wine, didn't we?

Kate kneels next to Tim. Gently wipes some of the filmy substance off his face.

KATE

Of course we did. How did you get so filthy?

Tim struggles to stand. His legs shaky. Like a newborn calf trying to get upright for the first time.

Kate helps him up. Sits him on the edge of the bed.

TIM

We should do that again. I like it up there...

KATE

What were you doing in the closet?

Tim's head is foggy. Trying to concentrate on what Kate's saying to him.

TIM

The closet...

Kate walks over the closet. Looks inside. Nothing seems out of the ordinary. She comes back over to Tim and he takes her hand... holds it like he never wants to let it go.

KATE

You're okay.

TIM

We can do that again sometime, right? Go up on the roof... watch the fireworks...

KATE

Go to sleep, Tim.

She gently pulls away, but Tim doesn't want to let go of her hand. Their fingertips finally brush away from each other.

KATE (CONT'D)

Tomorrow. We'll go up there tomorrow.

Kate exits the room. We hear her go down the hallway and out the front door... closing it behind her.

Tim is left sitting alone in his bedroom. He leans back on his bed, and something CLINKS in his jacket pocket.

Tim fishes around in the pocket and pulls out a KEY. The NUMBER 17 stamped on the orange, diamond shaped tag.

Tim quickly sits up. The sight of the key bringing him around.

CUT TO:

A CAB RACING down the deserted city streets.

INT. CAB - NIGHT

Tim is in the backseat. Leaning up against the divider window, shouting directions to the driver.

TIM

Turn left! Hurry!

DRIVER

Relax, buddy. I ain't getting any tickets tonight.

TIM

Right here -- stop the car!

The driver hits the breaks. Tim throws money at the driver. Gets out of the car. Crosses the street, approaching --

-- the MIRAGE MOTOR LODGE.

EXT. MOTEL - NIGHT

The red neon 'MIRAGE' sign bleeds through the night mist. Tim goes past the marquee... into the lobby.

INT. MOTEL LOBBY - CONTINUOUS

Tim enters to find the lobby empty. No one behind the counter. Tim approaches... cup of coffee and a half eaten donut sitting there next to a small black and white TV.

And then the CLERK comes out from the back office. But there's something slightly different about him... as if it's not quite the same guy who was here earlier.

TIM

Excuse me.

The CLERK looks up at Tim with blank eyes.

TIM

This might sound like a crazy question...

(beat)

...but do you remember me -- was I here earlier tonight?

CLERK

When you work at a place like this you learn not to remember faces. That way you don't have to answer any questions.

(beat)

So... no. You weren't here. Never saw you before in my life.

The CLERK goes back to his coffee and donut. Turning on the television. Tim stands there a beat -- hoping for more. But the CLERK ignores him. Flipping channels.

Tim turns and goes back outside. The sound of CANNED TELEVISION LAUGHTER following him out...

EXT. ROOM #17 - NIGHT

Tim stops outside ROOM #17. Contemplates the key in his hand. Almost wondering if it will really open the door. He tries it... and the door UNLOCKS.

INT. ROOM #17 - CONTINUOUS

Tim steps inside. Crosses the room and looks into the bathroom. The tub is empty. The floor dry.

Tim pulls back into the motel room. He runs his hand along the dresser. Across the two plastic cups -- still in their wrappers. Never touched.

Tim turns to the closet. The door closed. He pulls it open to find...

...that it is empty. Just an old ironing board and a few bare wire hangers.

Tim takes a seat at the edge of the bed. Contemplating the motel room key dangling in his hand. Beginning to wonder if he was ever really here before.

And then he sees something sticking out from underneath the bed. THE TIP OF A SHOE.

Tim reaches down... pulls the shoe out from under the bed. It's one of Jessica's shoes.

TIM

I was here... I knew it...

And it's like another realization hits him at the same time. He goes to the window... pulls a curtain aside --

-- and there's JESSICA'S BMW... sitting out under the sodium lights in the parking lot.

Tim exits the motel room. Approaches Jessica's car and puts his hand on the hood. As if making sure it's really there.

Off of his tormented expression...

INT. DOWNTOWN BAR - NIGHT

A real hole in the wall. The kind of place where late night BARFLYS never seem to leave.

A BARTENDER fills up a jigger of whiskey. Slides it across the counter to Tim. He's disheveled. Drunk.

Tim picks up the shot glass. Slams the drink. Wipes his mouth. He fumbles with his wallet. Pulls out some money. Lays it on the counter.

TIM

Gimmee another one... and some quarters.

INT. BAR HALLWAY - NIGHT

Tim stands at a pay phone next to the men's room. He pulls out a handful of change. Tries to get the coins into the slot with clumsy hands.

The bathroom door opens. Tim sees a drunk OLD MAN stands there with his pants down. Urinating onto the floor.

Tim turns away. Dials a number. The line RINGS. An answering machine picks up:

DR. MATHESON (ON PHONE)

This is Dr. Jane Matheson. Please leave a message after the tone. Thank you.

The machine BEEPS.

TIM

Hi -- guess who this is? It's Tim -- little Timmy Jensen.

Tim LAUGHS. Props himself up against the wall.

TIM (CONT'D)

I wanted you to know that the girl -- the one who's scared of the rats -- you shouldn't make her go back to that school. Let her stay home. Sometimes... things don't work out right -- you know?

The OLD MAN comes out of the bathroom. SLAMMING the door loud. Moving down the hallway.

TIM (CONT'D)

Somebody's missing... and I think I might have had something to do with it.

(MORE)

TIM (CONT'D)
(a long beat)
I think I might have hurt someone.

Tim stands there with the phone against his ear until the machine BEEPS again. Dial tone goes dead... but Tim's too out of it to even bother hanging up.

CUT TO:

A RECORD NEEDLE LOWERING onto a groove of vinyl...

The needle and record make contact with a popping NOISE -- and then Frank Sinatra begins to sing 'In The Wee Small Hours Of The Morning.'

INT. APARTMENT - NIGHT

Tim TWISTS the cap off a bottle of beer. Takes a swig and sings along loudly.

TIM
In the wee small hours of the morning...

Tim starts to LAUGH. It's dark and sinister. On the verge of madness. Tim SHOUTS the words now.

TIM (CONT'D)
...WHILE THE WHOLE WIDE WORLD IS FAST
ASLEEP!

INT. BATHROOM - DAY

The MUSIC continues as we find Tim standing at the mirror above the bathroom sink. Staring at his reflection. He notices A MARK on his neck near his shirt collar.

He pulls down the collar for a better look. Still can't see it clearly enough. Tim yanks his shirt off. Leaning in toward the mirror -- studying this BRUISE.

Tim spins around... looking for more bruises on his back. Awkwardly looking over his shoulder at his reflection. His hands pulling at his skin... checking himself all over.

And then something else gets his attention. He lowers his head... looking at his hair. Parting it out of the way. Trying to find something on his scalp.

TIM
What is that? What the hell is that?

Tim leans in as close as he can to the mirror, fingers finding a particular spot.

JUMP CUT -- as a pair of SCISSORS snip roughly through hair.

Tim's at the mirror... cutting his own hair.

CLUMPS OF HAIR fall into the sink... onto the floor.

BACK ON TIM -- now MORE HAIR has been cut off. Closely cropped and slightly uneven. Snip -- and he cuts too close and nicks his scalp. Blood seeps out. He doesn't even notice... or care.

He examines his head again in the mirror. Fingers and hands searching all over... but he doesn't seem to find whatever it is he's looking for.

DISSOLVE TO:

Gray early MORNING LIGHT spills into the apartment. The album on the turntable has finished long ago. The needle THUMPS quietly at the end of the record.

INT. LIVING ROOM - EARLY MORNING

Tim stands very still in the middle of the room. Bare-chested. His hair chopped up. A clump of dried blood still on his forehead.

He doesn't move for a long time. Just the sound of the THUMP... THUMP... THUMP of the record player. Like a heartbeat in his head. Tim casts his eyes toward it.

He walks over to the turntable. Gently lifts the needle off. Removes the album. Beat, then --

-- Tim FLINGS the record across the room. It SMASHES into pieces against the wall. His eyes light up -- damn, that felt good!

So he throws another one... and another... SMASH! SMASH!

One of the records hits a PAINTING on the wall. Tilting it sideways on its hanging hook. Behind the painting... there seems to be some sort of dark space.

Tim walks across the room. Looks curiously at the painting. A gaudy depiction of a generic seascape. He lifts the painting away to reveal --

-- a secret cubby-hole in the wall. Resting in the hiding spot is his father's black REVOLVER.

Tim reaches in and picks up the gun. Feels the weight of it in his hands, just like he did as boy.

He flips open the chamber. Two bullets inside. He gives the chamber a spin and the flips it back into place with a CLICK.

Tim catches MOVEMENT out of the corner of his eye, turns to see that it's just his reflection in a dusty mirror.

He raises the gun. Aims it at his image. Finger teasing the trigger. A long beat passes. And then he WHISPERS out into the room --

TIM

Bang... got you... bang...

Tim lowers his aim away from the reflection. Scratches his cheek with the barrel of the gun.

A quiet beat, and suddenly there's a loud KNOCK on the front door. Tim turns abruptly. Waits for a moment... hoping whoever it is will go away. But the KNOCKING comes again.

Tim looks through the PEEPHOLE -- and his quick POV shows us that it's Kate. Standing out in the hallway.

Tim cracks the door open just enough. The revolver dangles loose in his grip behind the door... out of Kate's sight.

Kate tries to get a good look at Tim. His face cast in shadow. Hard to see what's going on.

KATE

I was going to get some breakfast. Want to come with?

TIM

I'm sorta... busy right now.

Kate moves in closer... sees Tim's disheveled appearance. His short hair, the trickle of blood on his forehead.

KATE

What happened to your head?

She tries to come inside, but Tim keeps her out in the hall.

TIM

It's nothing. A little cut.

KATE

You've been drinking. I can smell it from here. C'mon. I'll buy you some coffee --

TIM

-- Kate... you ever feel like you're
losing your mind?

Kate's caught off guard by the question. She smiles, trying
to lighten Tim's dark mood.

KATE

Sure. Every day.

TIM

(flatly)
I'm not kidding.

Kate begins to sense that something's very wrong.

KATE

Let me come inside --

Tim holds the door firm.

TIM

-- you need to stay away from me.

KATE

Tim, if you're in trouble we can figure
something out...

TIM

(exploding)
I said stay the hell away from me!

Kate backs away frightened as Tim SLAMS the door on her.

Tim stands at the door. Listening... and then hears Kate's
footsteps walking away. He suddenly trembles... cold.

INT. BATHROOM - DAY

Tim floats in a full bathtub. Letting the hot water engulf
his exhausted body. Taking deep breaths...

He stares up at the white tile wall. Steam collects in
condensation droplets... and then slowly trickle down.

Tim drapes a wet washcloth across his face. Lays there for a
long beat. Just the sound of the faucet occasionally
DRIPPING into the tub. So calming...

Tim pulls the washcloth from his face and returns to staring
at the droplets inching their way down the wall. But there's
something new that gets his attention...

...a single BLACK DROPLET... slowly streaking down from the top of the wall. Moving at a slightly faster speed than the water drops.

Tim is mesmerized by the sight. He keeps watching as --

-- the BLACK DROPLET comes to a complete stop in the middle of the tile wall. Beat, and then it starts moving again... in a perfect HORIZONTAL direction across the tiles! Completely impossible.

Tim softly laughs to himself. Like a child being amused by a magic trick.

The BLACK DROPLET stops... and then squeezes through a space in the tile grout. Gone... like it was never there.

And Tim just keeps soaking in the tub. Closes his eyes again. Listening to the ECHOING drips from the faucet.

INT. DR. MATHESON'S OFFICE - DAY

Dr. Matheson enters her office. Glancing at the headlines of her morning paper. She flips on the lights... and sees that the red light on her answering machine is BLINKING.

She hits the 'play' button and clicks her ballpoint pen, prepping to write down the messages. Tim's disturbed VOICE suddenly fills the room.

TIM (ON MACHINE)

Hi -- guess who this is? It's Tim --
little Timmy Jensen.

Dr. Matheson instinctively puts down her pen as she listens to the tone in Tim's voice. Her face growing more and more worried as the message continues to play.

She goes to her FILE CABINET. Pulls open a drawer and digs through. Finds the file: 'Jensen, Timothy.'

The end of the message plays out...

TIM (ON MACHINE)

I think I might have hurt someone.

BEEP! Dr. Matheson thinks for a beat, and then picks up the phone and begins to dial.

EXT. TIM'S APARTMENT BUILDING - DAY

Tim walks briskly across the courtyard. He crosses the street. Can't help but pause at that open CONSTRUCTION HOLE. He peers down into it just as he hears a voice from behind.

JARED (O.S.)
Something happened to you last night,
didn't it?

Tim turns and sees JARED. Standing there in front of Tim's building with his backpack over his shoulder.

TIM
Leave me alone.

Tim keeps walking. Jared crosses the street and follows. Trying to keep up.

JARED
Something happened to me too. There was
a noise. Coming from my closet. It was
like -- someone was in there.

Tim doesn't even look down at the boy... totally resigned.

TIM
It's funny. You remind me of what I used
to be like. A scared little kid. Trust
me... it's all in your head.

JARED
Then how do you explain this?

Jared reaches into his backpack and pulls out a piece of paper. Hands it to Tim.

Tim looks down at the paper and sees --

-- that it's his SUPERHERO DRAWING. The one that was sucked off his desk and disappeared into the void the night before. At the bottom is his childlike signature... Tim Jensen.

Tim stops in his tracks. The sight of the drawing snapping him out of his weird apathy.

TIM
How did you get this?!

JARED
I looked in my closet and found it on the
floor --

Tim grabs Jared hard by the shoulders.

TIM

Tell me right now where you got this!
Don't lie to me --

But Jared's just as freaked out. Trembling --

JARED

-- I'm not lying! It was in my closet!
I swear to God, Tim!

Tim lets Jared go. Studying the drawing again. Stunned.

Tim now notices an OILY BLACK splotch on the drawing. He runs his finger over it. The substance comes off slick and wet on his finger.

A long beat as Tim falls quiet. Jared takes a breath. Is finally able to speak calmly.

JARED

You need to come with me. I want you to meet someone.

EXT. CITY STREET - DAY

A BUS comes to a stop. Doors HISS OPEN and Tim and Jared step off. It feels like a different part of town here. Older buildings. Businesses and little stores.

Jared leads Tim down the sidewalk to a COMMUNITY CENTER. Tim glances up to see where he is and then follows Jared through the doors and up the stairs.

INT. MEETING ROOM - DAY

Thirty or so people sit in a circle. MEN and WOMEN of all ages and races. Some are in expensive clothing, others dressed in worn shoes and jackets.

They all have one thing in common though -- their eyes. A deeply haunted look filled with some inescapable pain.

A young LATINO WOMAN is standing up addressing the crowd as Jared and Tim slip into the back of the room.

LATINO WOMAN

...they questioned me for many hours.
They tried to put words in my mouth.
Like they wanted me to say that we were fighting or that he was unhappy.

A low MURMUR ripples through the crowd. Heads nod in understanding.

LATINO WOMAN (CONT'D)

But we weren't. He was so excited about the baby. He was looking forward to being a father -- it was all he talked about.

The woman gets choked up, has to stop talking for a moment. An OLDER WOMAN tries to comfort her. To bring her back down to her seat, but the Latino woman pulls away --

LATINO WOMAN (CONT'D)

He didn't leave me! Somebody took him!

The woman holds up a MISSING PERSON'S FLIER for everyone to see -- cries out the following words hysterically... like it has become her mantra:

LATINO WOMAN (CONT'D)

This is George -- if you see him -- tell him to come home -- that I'm still waiting -- me and the baby!

A few people stand up to help her. Comforting the woman now. She lets them. Crying hard.

GROUP LEADER

Why don't we take a break for a few minutes.

People get up from their chairs. Stretching their legs. Refilling Styrofoam cups with stale coffee.

Tim follows Jared across the room. Jared stops in front of a MIDDLE-AGED MAN... sitting alone in one of the chairs. Apart from the group.

JARED

Hi, Mr. Rose.

MR. ROSE looks up at Jared with eyes glassy. Distant. Just a flicker of recognition. A quick soft smile.

MR. ROSE

Jared -- did you get some cookies?

JARED

Not yet.

MR. ROSE

The kind with the raspberry filling --
they have those today. I always eat too
many.

JARED

Mr. Rose, I wanted you to meet someone.
This is my friend, Tim.

Mr. Rose stops talking for a moment. Notices Tim for the
first time. He holds out his hand. Tim shakes it.

MR. ROSE

I can never find those cookies in the
store. You know what I mean?

JARED

Tim wants to hear about Sophie.

Mr. Rose lowers his hand slowly. He shifts his eyes away.

MR. ROSE

Sophie...?

JARED

Can you tell Tim what happened to her?

Mr. Rose doesn't say anything for a long moment. Tim sits
down in the chair next to the man.

TIM

Who's Sophie?

MR. ROSE

A princess.

JARED

(to Tim)

His little girl.

Tim looks back at the damaged soul that sits beside him.

TIM

Tell me about her.

Mr. Rose stares off...

MR. ROSE

She had nightmares. Bad ones. At least
that's what I used to think they were.

(beat)

Go back to bed, Sophie.

(MORE)

MR. ROSE (CONT'D)

No, you can't sleep in here -- big girls sleep in their own beds.

(anguished)

Why didn't I listen to her?

TIM

What happened?

MR. ROSE

One night I heard her screaming. I ran into her room and saw that she was on the floor. She was trying to crawl out of the closet.

(the horror mounting in his eyes)

But something had her. Something was trying to pull her in!

Mr. Rose reaches his hand out as though he's reliving the moment again. Tim listens with rapt attention.

MR. ROSE

Grab my hand! Don't let go!

(beat)

And that's when I saw his face... staring out from the closet. A horrible twisted face. I... lost my grip. I let go. And she disappeared.

(beat)

He got her. Took her into the shadows.

Mr. Rose's hand goes limp. Tim glances down and sees that the man is clutching a worn BIBLE. He starts flipping through it.

Pages are earmarked and yellow highlighted... stuffed with photocopies of bizarre Gustav Dore style DRAWINGS depicting DEMONS and DARK PLACES. Mr. Rose shows them to Tim.

MR. ROSE

(whispering)

See... he lives in a world just on the other side of ours. Behind every closet door... under every bed. That's how he gets around.

The man's words sound crazy... but his conviction is lucid and unshakable. Nobody says anything for a long beat. Jared and Tim exchange a look.

Mr. Rose hands a piece of paper to Tim. It's a MISSING PERSON'S FLYER with a picture of SOPHIE.

MR. ROSE (CONT'D)
If you see Sophie, send her home to me.
I promise I won't let go next time.

Jared pats the man's shoulder.

JARED
Okay. We will.

Tim and Jared step away. Tim visibly rattled.

JARED (CONT'D)
It's the same story for all of them. One
day, someone they loved vanished into
thin air.

Tim looks around the room at all of the sad faces.

JARED (CONT'D)
But there's people like you... me... Mr.
Rose... we know the truth. We've all
seen him.

Tim stops walking... realizes he's now standing in front of a
large bulletin board. Every inch covered with DOZENS of
MISSING PERSONS FLYERS. Teenagers... old people... kids.

Tim absorbs it all... connecting the dots in his mind.

TIM
The Boogeyman's real.

INT. BUS - MOVING - DAY

Tim and Jared sit together on a seat. Looking out the
windows as a cold RAIN blows outside.

JARED
Tim?

TIM
Yeah...

JARED
Can I tell you something?

TIM
Of course.

Jared hesitates, then --

JARED

I did something really bad once. Pushed this kid who was being mean to me. He fell and broke his arm.

Tim looks down and sees that Jared's eyes are glistening around the edges. Holding back tears.

TIM

You shouldn't be so hard on yourself. I'm sure it was an accident --

Jared cuts Tim off, whispering as if the anger is still fresh in his memories.

JARED

-- I wanted him to fall. I wished that he'd get hurt.

Tim now understands that this is Jared's darkest confession.

TIM

It's okay as long as you're sorry.

(beat)

Are you sorry?

Jared nods, wipes a tear. But there's something still gnawing at him. His voice is full of fear...

JARED

But that's why he's after me. Boogeyman knows I did something bad.

Tim keeps his voice low, comforting --

TIM

Listen to me. We've all done bad things.

JARED

Then why were we picked -- why is he after us?

Tim thinks for a beat. Like the question has never crossed his mind. Then --

TIM

Maybe it's because we're the ones who are scared of him the most.

(beat)

We're the ones who believe.

JARED

Then there's nothing we can do --

TIM
We can stop running.

Jared looks at Tim. Surprised by the statement. But Tim's not joking. Continues talking with firm resolve:

TIM (CONT'D)
Tonight. Instead of keeping the closet door closed... we leave it open. We let him come to us.
(beat)
And we stop him.

EXT. TIM'S APARTMENT BUILDING - DAY

RAIN SPILLS over the edge of an awning where we find Tim and Jared... standing underneath. Outside Tim's apartment building.

JARED
I'll tell my mom I'm spending the night at a friend's house.

TIM
You sure you want to do this?

JARED
Yeah -- if it'll make him go away.

Tim smiles. Brave kid...

TIM
Then I'll see you tonight.

Jared dashes off into the rain. Tim crosses the courtyard... trying to stay out of the wet and goes inside his building.

INT. APARTMENT BUILDING HALLWAY - DAY

Tim arrives at his door. Pulls his keys... but sees that the door is already open. Slightly ajar.

He pushes open the door. Takes a step inside and immediately sees UNCLE MIKE. Picking up pieces of the broken records from the floor.

Uncle Mike spots Tim. Acting overly calm.

UNCLE MIKE
Hi, Tim.

MOVEMENT out of the corner of Tim's eye -- he turns and there's DR. MATHESON. A LARGE MAN accompanying her.

TIM

What're you doing here?

DR. MATHESON

You called me. Remember?

Uncle Mike is staring at Tim's head. Tim reaches up and feels his short cropped hair. Starting to realize how all this must appear.

UNCLE MIKE

Dr. Matheson wants to take a look at you for a couple of days. Away from here. A nice place where you can rest.

TIM

I'm fine. Just need a little more time to finish packing everything up.

Dr. Matheson takes a step toward Tim.

DR. MATHESON

Tim... please. Let's not make this difficult.

Tim throws a look to the silent LARGE MAN who stands behind her. Obviously someone sent along to keep things from getting "difficult."

Tim weighs his options. There are none.

TIM

Okay then. Where are we going?

EXT. APARTMENT BUILDING COURTYARD - DAY

Tim is led to a sedan out in front of the building. The LARGE MAN standing behind him, waiting until he's fully in the car. Everyone acting very cautious.

Suddenly we're with a HIGH ANGLE POV -- watching as the LARGE MAN closes the door and gets into the front seat.

REVEAL that the POV IS KATE. Standing in her apartment window. Watching the sedan pull away.

EXT. CITY HOSPITAL - NIGHT

Establishing. A relatively quiet night. Waiting ambulances parked out front.

INT. CITY HOSPITAL - NIGHT

We find DR. MATHESON and UNCLE MIKE standing outside a hospital room. Speaking with a POLICE DETECTIVE. The conversation is hushed.

Past them, we see TIM. Now dressed in a hospital gown. He's in bed... asleep.

DR. MATHESON

-- Please. My patient is experiencing psychotic episodes. He's in no condition to talk. I'll have a full evaluation tomorrow.

DETECTIVE

Okay. But then I need to ask him some questions. This girl he mentioned on your answering machine --

(reading his notepad)

-- Jessica Brittan... her parents haven't heard from her. After forty-eight hours this will become a missing persons case.

The DETECTIVE hands Uncle Mike a business card.

DETECTIVE (CONT'D)

I'll be in touch.

WE PUSH PAST them... into the HOSPITAL ROOM. PUSHING CLOSER toward Tim until we are on his sleeping face.

A beat, and then his eyes open. Alert. He's been listening the whole time.

INT. HOSPITAL HALLWAY - NIGHT

An ORDERLY pushes a cart down the silent hallway. Glancing in patients' rooms as he goes. Everyone asleep.

But as he passes the open door of Tim's hospital room... he sees that the bed is EMPTY.

The ORDERLY steps inside the dark room. Drawers have been left open... clothes gone.

SMASH CUT TO:

BARE FEET running along the linoleum floor.

Dressed back in his street clothes, Tim moves quickly through the hospital corridors. Holding his shoes in his hands... hasn't even had time to put them on yet.

He ducks into a DARK ROOM. Staying in the shadows. Pulling the shoes onto his feet and tying them as fast as he can.

Keeping quiet so as not to wake up the SLEEPING PATIENT in here. Tim slips back out of the room --

-- and spots the ORDERLY down the hall. A frozen beat.

The ORDERLY turns... and spots Tim too.

ORDERLY

Hey!

Tim does an about face and makes a BREAK FOR IT! Down the empty hall. Around a corner. EXIT DOORS up ahead.

Tim BURSTS through the doors. Running out into the wet city streets. The rain has stopped... now it's just cold.

The ORDERLY makes it through the doors but stops! Tim's too far gone... and he's too out of breath.

INT. TIM'S APARTMENT HALLWAY - NIGHT

Tim steps out of the stairwell... turns the corner toward his apartment and sees JARED -- asleep at the foot of his door.

Tim crouches down next to the boy. Gently touches his shoulder. Whispering --

TIM

Hey, buddy.

Jared wakes up with a start -- and then is relieved to see that it's Tim.

JARED

I was waiting for you...

TIM

I know. I'm here now. Everything's going to be okay.

CUT TO:

A CLOSED CLOSET DOOR. PULLING BACK we find...

Tim and Jared. Standing in front of the closet in Tim's bedroom. As if contemplating the possible world behind it.

Tim sucks in a deep breath and steps toward the closet. He slowly reaches out and puts his hand on the doorknob.

Jared notices that Tim's hand is TREMBLING uncontrollably on the knob. His actions in neutral...

JARED

Go ahead.

Tim steadies his hand. Slowly twists the knob. It UNCLICKS quietly. He pulls the closet door. It swings open --

-- revealing a typical child's closet. Clothes hanging from the rod. Small shoes lined up on the floor.

They both take an instinctive step back -- staring at the gaping closet. Like they've opened Pandora's Box. The back wall of the closet still just a little too dark to see clearly.

Tim and Jared take a seat on the bed. Backs against the wall... facing the open closet. Jared reaches over and CLICKS OFF the lamp. The room goes black.

In the quiet darkness, there's a glint of something shiny in Tim's hands. It's his father's REVOLVER.

JARED

Now what?

TIM

Now we wait.

INT. TIM'S ROOM - LATER

Hours have passed...

TOYS and ACTION FIGURES on a bookshelf. Their innocence suddenly eerie in the dim light. Hanging award ribbons flutter slightly... as if disturbed by a faint breeze.

ON TIM AND JARED

Neither say a word. All that can be heard is their breathing. Their eyes locked on the closet like sentries.

ON THE CLOSET -- a gaping monolith of inky black set into the shadowy wall.

OUTSIDE a car drives by -- headlights refracting through the room. The light flashes across the closet... briefly illuminating the clothes and shoes...

...and dark again. A moment passes... and then from deep within the closet there is the slightest hint of MOVEMENT.

ON JARED as his eyes widen... did I just see that? He cuts a quick look at Tim.

Tim is staring into the closet -- he saw something too. His hands clamp tight around THE GUN.

They hold their breath. Eyes locked on the shadowed darkness. Waiting for the movement to return... but it never does. Probably just a trick of their weary eyes.

Long moments pass. They both seem to settle enough to take a shallow breath as Jared notices --

-- a strange FLICKERING light refracting off of the ceiling. Strobing sporadically -- off and on. Off. On.

Jared looks over at Tim's bedroom window... the light coming from another apartment across the way.

Jared nudges Tim -- you see this? Tim gets off the bed and goes to the window. From here he can see an APARTMENT on the other side of the courtyard. Their lights turning off... and on. Over and over again.

Tim moves into the hall... toward the living room. Never putting the gun down. Jared follows. Catches up with Tim at the LIVING ROOM windows where there's a much better view.

The 'across the way' APARTMENT LIGHTS go off and stay off for a longer beat. When they come back on --

-- BOOGEYMAN is standing there in the window! Looking back at Tim and Jared. Head tilted at an unnatural angle.

Tim presses himself up against the glass. Watching in astonishment as...

...BOOGEYMAN vanishes from one apartment... and appears in the window of a DIFFERENT APARTMENT. Two floors down. There a moment... and then suddenly three floors up in ANOTHER APARTMENT WINDOW.

TIM

(a sick realization)

He's playing with us.

DIFFERENT MOVEMENT in an apartment across the way gets Tim's attention. He looks over to see --

-- Kate. Passing a window in her place.

ON BOOGEYMAN -- one floor above. Looking down in Kate's direction. Seeming to sense her presence.

TIM AT HIS WINDOW

pounding futilely on the glass.

TIM

KATE! GET OUT OF THERE!

A mocking beat, and then BOOGEYMAN vanishes from the window.

Tim backs away from the window... almost at a loss of what to do. He looks down at Jared --

TIM (CONT'D)

Out in the hall. Now.

Tim runs out of the apartment. Jared following. Tim positions the boy in a spot outside the door in the hallway. Holding him by the shoulders and looking him right in the eye so that he's completely understood.

TIM (CONT'D)

You wait for me here. Got it? Don't move a muscle.

Jared quickly nods as Tim RACES OFF down the hallway. Disappearing into the stairwell.

INT. EIGHTH FLOOR HALLWAY - MOMENTS LATER

Tim tears down the corridor. Stops in front of Kate's apartment. Reaches out for doorknob. It's locked.

Tim BANGS on the door.

TIM

KATE!

The door suddenly parts a bit. A chain-lock keeps it from opening all the way. Kate peers out of the crack in the door. Startled.

KATE

Tim -- what is it -- ?

TIM

He's in there! He's in your apartment!

KATE

Who?

No time for this. Tim RAMS his shoulder into the door. Hard! The chain lock SPLINTERS AWAY from the door frame.

Kate SCREAMS as Tim stumbles into the apartment. The REVOLVER swinging dangerously in his grip.

TIM
LEAVE HER ALONE -- IT'S ME YOU WANT!

Tim's eyes search the room. He rips curtains aside. Throws open cabinet doors. Moves through Kate's apartment in a desperate rampage.

MR. HOUGHTON rolls out from the hallway. Sees Tim in his wild state. Mr. Houghton fumbles for the phone. Tim swings toward him -- the gun accidentally pointing in his direction.

MR. HOUGHTON
Please -- don't hurt us.

The expression in Tim's eyes change -- wounded.

TIM
I wouldn't hurt you -- I've never hurt anyone.

KATE
Put the gun down, Tim.

Tim sees no sign of the Boogeyman here. He backs away. Knowing that Kate and her father can't understand.

TIM
I would never hurt you...

Tim keeps backing away until he's all the way out in the hall. He exchanges a final, pained look with Kate... and then moves off.

INT. APARTMENT BUILDING HALLWAY - SAME

Jared waits outside the door of Tim's apartment. Alone and scared. Eyes keeping watch on the empty hall.

Suddenly, he spots a FIGURE at the very far end of the corridor. Jarring because it literally wasn't there mere seconds ago.

JARED
Tim?

But the FIGURE just stands there. So far down the hall that there's nothing to make out but the dark shape of a man. Yet something's off... his head tilted at that unnatural angle. Body posture not right.

ON JARED -- he knows who this is. And strangely, he's not scared anymore. He steps out into the hallway. Turns to face the MAN IN DARK CLOTHES.

JARED

I'm not running anymore.

The FIGURE takes a couple of steps forward... and Jared doesn't budge.

JARED

You hear me!? I'm not running!

A beat, then the DARK FIGURE comes RUSHING toward Jared! So goddamn fast! Its movements completely alien -- STUTTER MOVING down the hallway.

JARED holds his spot as the THING RUSHES CLOSER! The speed of this DARK ENTITY literally disrupting the very atmosphere.

The boy's hair blows back as if hit by a ferocious blast of wind -- and still he doesn't flinch.

BOOGEYMAN swoops down on Jared -- and SNATCHES him right off his feet! The two of them now flying down the hallway. Jared struggling and twisting... seeing that they are heading straight for the WALL AT THE END OF THE HALLWAY.

Jared braces for impact, but instead --

-- the two of them literally VANISH INTO THE WALL. All that's left is a streak of SHADOW at the spot where they hit. The SHADOW holds for a moment... and then dissipates. Like a stain soaking into the wall.

INT. STAIRWELL - NIGHT - SAME

Tim comes running down the stairs... hurrying out into his ninth floor hallway.

TIM

Jared!

There's no sign of the kid. Tim keeps going toward his apartment. The door left cracked open...

INT. TIM'S APARTMENT - NIGHT

Tim enters... steps inside... and something is different about his apartment.

His packing boxes have been moved around, re-stacked in other parts of the place with some sort of arcane logic and order.

Rusty water seeps out of the air-conditioning vents.
Staining the walls.

But as Tim steps around the corner, he notices that the hallway seems IMPOSSIBLY ELONGATED. The distance to his bedroom at the end of the hall further and stretched out than it ever has been before.

Tim's bedroom door at the end of the hall is open... a RATTLING sound coming from within.

Tim makes his way down there. Passing the heating vent in the hall... distant VOICES floating out. Human sounding one moment... alien sounding the next.

Tim arrives at his room... steps inside. A low, unholy wind blowing from somewhere. The breeze hits Tim like an invisible poison... sending shudders through him.

Tim scans the room -- trying to figure out where that damn wind is coming from... and then he spots the VENT ABOVE HIS DESK. Rattling from an air current.

He steps up on his desk. Now eye to eye with the vent. The wind hitting him harder in the face. Tim winces -- as if there's a fowl smell to the breeze. Something god awful.

He peers inside... trying to get a better look. Black in there. Can't see.

Tim pries at the vent grating... and it comes loose.

He reaches his arm in there... further and further back. Feeling around. He pulls his arm out... and there's a trace of the BLACK OIL on his hand.

Tim peers in again... and can just make out a light coming from the other end.

He presses his face up close...

TIM'S POV

and we are now looking into the APARTMENT NEXT DOOR. Like a mirror image of Tim's apartment. Looking through a bedroom into a long hall toward the LIVING ROOM.

TIM

Hello? Is someone in there?

TIM KEEPS LOOKING... and then there's movement in the apartment. Someone coming through the front door at the end of the hall and walking toward our POV.

The PERSON gets closer... and to our shock... it's not the next door neighbor --

-- IT'S TIM!

Suddenly we realize, the apartment we're looking into isn't the neighbor's, it's TIM'S APARTMENT! Like we're looking at an impossible mirror image.

CLOSE ON TIM

can't even swallow as he sees HIMSELF. His movements are freshly familiar -- deja vu from mere moments ago. The doppelgänger is even wearing the same clothes Tim is wearing. Walking in the same manner. Holding the REVOLVER.

Coming toward the vent as if he's investigating a rattling noise in his bedroom.

TIM (CONT'D)

Who is that?

Tim grows incensed. Suddenly fearful that he's not even who he thinks he is.

TIM (CONT'D)

Who is that in there!!??

But the DOPPELGANGER TIM steps up on the desk... looking right at us... inspecting the vent...

TIM (CONT'D)

Who the fuck are you!!!

It's like DOPPELGANGER TIM can't even hear Tim screaming. All he can hear is the rattling wind coming through the vent.

ON REAL TIM

pulling his face away from the vent. Suddenly aware that the light in his room feels different.

Still standing on his desk, he slooooooowly turns around...

...and sees that he's NOT IN HIS ROOM ANYMORE.

He's SOMEPLACE ELSE. A place that doesn't look anything like our world.

Instead of his apartment hallway, it's now a long CORRIDOR. The walls of a strange, obsidian nature. Glistening with patches of slow trickling water.

VOICES CALL OUT from somewhere in the dark beyond. Pleading voices. Children's voices.

Tim glances down at his hands and notices he's no longer holding the revolver. It's gone. He cautiously moves forward into the CORRIDOR...

So damn dark in here... his hands feeling along the walls to guide himself.

That UNHOLY WIND blows hard against him... taking his breath away. The corridor growing darker... and darker.

Tim feels his way along the walls. Blindly moving ahead.

SOMETHING SMALL scurries across Tim's hand... he YELPS out in surprise... hesitates... and keeps going.

Dim light comes into view up ahead. Tim pushes ahead. Steps out of the corridor into an open space. His eyes adjusting to the strange, dim light.

PULL BACK TO REVEAL

this bigger dark landscape. Tim stands at the mouth of a LARGE CAVERNOUS CHAMBER. Lined with little alcoves and rusted vents.

Tim takes a step... and something SQUEAKS under his foot.

He pulls back -- looks down and sees that he's stepped on AN OLD DOLL. The kind you squeeze at the tummy to make a noise.

But as Tim looks more, he sees that the ground is LITTERED with old, forgotten stuff.

Missing dolls and toys...

A briefcase with papers spilling out...

Old bicycles...

A Walkman...

Yellowed newspaper dating back to 1956...

We hear the plaintive echoes of HUNDREDS of kid's voices... calling out for their parents.

OVERLAPPING VOICES

Mommy, help... I saw something... he's in there daddy, I swear...

Tim keeps moving forward... notices a crack of light coming from one of the alcoves.

He steps inside... moves toward the vertical slant of light and peers into --

-- a MOTEL ROOM. Very familiar. It's room #17 at the MIRAGE MOTOR LODGE.

Tim adjusts his view and can see the same NIGHT CLERK who checked him in lurking around the room. Going through some new guests' belongings.

Tim realizes he's looking out into the room from the other side of a closet door.

The CLERK finds a pair of women's underwear and stuffs it into his pocket --

-- and then suddenly the CLERK looks about the room. As if he senses something. Senses a presence. He comes toward the closet and shuts the door.

Tim reaches down and tries the handle... but it won't open. He pulls back from the alcove and keeps going.

Further down the chamber...

...the light suddenly FLICKERS... the space in front of Tim going completely black for a moment... and when it comes back up... Tim finds himself --

-- in his APARTMENT BUILDING HALLWAY.

But not quite the way it normally looks. Proportions slightly off. The lighting seems different.

INT. APARTMENT BUILDING HALLWAY - NIGHT

Tim stands there. Dumbfounded. Finds that he's standing at the open door of his NEIGHBOR'S APARTMENT.

He glances inside the apartment and sees the NEIGHBOR MAN with his back to him... standing in his living room... staring at a spot high up on the wall.

A beat, and then Tim ventures inside.

INT. NEIGHBOR'S APARTMENT - CONTINUOUS

It is a mirror layout of Tim's apartment, but the vibe is completely different:

-- Musty, cluttered. Everything in here old.
-- Stacks of collected magazines are everywhere.
-- Patron Saint candles flicker behind red votive glass.

Tim ventures further inside. An AM radio plays some sort of late night religious program.

TIM

Sir?

NEIGHBOR MAN doesn't move... eyes fixed on the wall.

Tim steps around so that he can see the NEIGHBOR'S face, but the man doesn't even so much as glance at Tim.

NEIGHBOR MAN

Do you hear him? He's in the walls...
he's everywhere.

The man is obviously senile. His manner of speech indicating the symptoms of a degenerative disease.

The AM RADIO STATICS in and out... a faraway voice blasting fire and brimstone.

PREACHER (ON RADIO)

...and it is there that the sinful will
be cast... into the darkness... where
there shall be a great weeping and
gnashing of teeth...

Tim glances down and notices that the NEIGHBOR MAN'S hand is slick and covered with the BLACK OIL-LIKE substance. Dripping onto the floor.

Tim backs away -- fast... horror rising from deep within him like hot bile.

NEIGHBOR MAN shifts his eyes down from the wall... locking onto Tim. A trace of menace behind those eyes.

Now Tim can't get out of here fast enough. He backs away from the living room... backing out the front door... closing it shut... turning into the apartment building hallway...

...and he's returned to the eerie WORLD OF SHADOWS. That same LONG CHAMBER he was in before.

Tim throws his fists up to his eyes. Trying to drive the madness away. The only thing left for him to do is SCREAM!

He SCREAMS his lungs out. His cries of frustration ECHOING through the chamber.

And then a faint noise gets his attention. Instantly bringing him a moment of hope. It's the soft sound of a little tune of MUSIC.

Tim searches in a mad frenzy for the source. He passes a VENT and hears the noise from within. The sweet tinkling sound of a MUSIC BOX lullaby.

He looks into the vent and can see --

-- right into a LITTLE GIRL'S ROOM. Low angle... like he's looking through a vent near the floor.

The room is dainty and pink. A BALLERINA MUSIC BOX is playing on the bedside table... an innocent chiming song. The tiny toy dancer twirling on her pointed toe.

A LITTLE GIRL sits upright in her bed. The bedroom window is open. Wisps of the girl's blonde hair ethereally blowing in the night wind.

The girl's MOTHER sits at the edge of the bed. Comforting her child.

LITTLE GIRL

But I heard something... will you please check?

MOTHER

Shhh. It's okay, sweetie. Just a bad dream.

Tim watches the moment with wistful envy. Quietly saying the mother's words back to himself.

TIM

Just a bad dream...

Tim steps away from the vent. He turns and sees a DARK ENTRANCE... an echoing watery sound coming from within.

Tim moves through the dark threshold and we are...

INT. MURKY SWAMP

Tim emerges onto a path that crosses through a stagnant body of water. Like a humid bog land.

The horizon bleeds away into darkness... hard to tell even how big this area is.

Tim heads down the path. Notices TWISTED GROWTHS out in the water... like cypress roots.

But the CYPRUS ROOTS seem to be moving. Not locked into place. They slowly emerge and submerge beneath the murky water.

Tim steps to the edge of the path... as close to the water as possible. Looking closer at the GROWTHS... and sees that they're not tree roots at all...

...they're HUMAN BODIES. Men, women... and children.

Laying in the water at weird angles. Arms twisted in frozen agony. Caught in a final moment of reaching for help. Heads straining for a gasp of air.

But it's the FACES that are most chilling...

Like tortured souls forever caught in that moment of being sentenced to this hellish prison.

This is the darkland of the vanished...

Tim watches in helpless horror as a MAN slowly goes under the water... mouth gasping for desperate air just as he disappears beneath the surface.

Tim keeps moving down the path... hurrying... has to get out of this nightmarish world.

He sees ANOTHER BODY -- reaching out toward him -- arm outstretched as if pleading for help. It's a WOMAN. Wet hair hanging around her face like dark moss.

But Tim catches a glimpse of her features --

-- it's Jessica! Her eyes boring into Tim. Blaming him. Cursing him. And then she goes under.

Tim STUMBLES down the path -- can't breathe right --

A SMALL PALE BODY is standing out in the water. Just at the edge of the light.

It's JARED. Coughing up lungfuls of the murky water.

TIM

Jared! Try to reach me!

Tim glances down... his feet almost touching that awful water. He backs away... terrified of it pulling him in.

Tim looks back out toward Jared... whose body is now being pulled away into the darkness.

TIM (CONT'D)

Jared! I'm sorry!

One last glimpse... and then the boy is gone...

Tim STAGGERS onward... his energy draining... too much loss.
Too much sorrow...

He drops to his knees on the path. Can't go on anymore...

...and then the water before him starts to BUBBLE. Something
RISING UP. Another body. For a moment, Tim doesn't even
bother looking up. He's seen enough already.

But then a WATERY VOICE calls out...

VOICE

Tim...?

Tim lifts his eyes to see A MAN. Instantly familiar...

It's his FATHER.

Not a day older than from the moment he disappeared all those
years ago. MR. JENSEN's eyes silently blinking at Tim. Like
he's slowly beginning to recognize his grown-up son.

Tim reels from the shock of finally finding his father.
Trying to wrap his mind around the earth shattering notion.

TIM

Is this... is this where you've been?

The FATHER's mouth begins to work silently... trying to
speak. The words come slow...

MR. JENSEN

I thought I could trust you. I thought
you were my pal.

Tim looks at his father quizzically. Not understanding. The
father raises his arm... pointing over Tim's shoulder.

Tim turns, following the direction of the gesture --

-- and finds that he's back in his CHILDHOOD BEDROOM.

Except now he can see himself as a CHILD sitting in the bed.

It's as if ADULT TIM is there as a witness to an event from
his past.

INT. TIM'S BEDROOM - NIGHT - THE PAST

Young Tim sits on his bed in the dark. Crying and helpless as he hears his PARENTS ARGUING out in the hallway.

The boy SLAMS HIS EYES SHUT -- whispers under his breath... trying to tune it all out... praying that tonight something could change and take all the pain away.

A DOOR CREAKS... Tim opens his eyes... glances up...

...and sees the A DARK FIGURE standing in his closet. Tim's face goes slack...

...as the BOOGEYMAN SLOWLY CREEPS INTO HIS BEDROOM!

YOUNG TIM sits frozen as he watches this DARK ENTITY take another step forward... its movements slow and deliberate.

Against all instincts, Young Tim lets the Boogeyman come CLOSER...

Boogeyman looks down curiously at Young Tim -- it's FACE finally revealed in mere glints of light. Something unsettling about the spacing of his eyes. Head tilted at an unnatural angle.

There's also a disturbing nature about his posture. Arms slightly too long... one shoulder slumped lower than the other. His dark clothes have a "fused" quality about them... hard to discern the difference between fabric and flesh.

A tense beat, and then Young Tim speaks, voice trembling --

YOUNG TIM

If you do something for me, I'll give you
whatever you want.

Boogeyman cocks his head to the other side. Fascinated. As if he's never been spoken to before. As if he's never been presented with such an offer.

It stands there for a contemplative moment... and then LEANS DOWN so that Young Tim can whisper into his ear.

CLOSE ON YOUNG TIM

his lips moving silently. Urgently...

ON ADULT TIM -- standing in the corner of the room, watching the scene in horror. Tim calls out, as if he could stop the younger version of himself from making this forsaken deal with the devil.

TIM

Don't...

But YOUNG TIM can't hear. The past cannot be changed...

Suddenly, there's a TIME CUT -- moments later.

The BEDROOM DOOR bangs open and Tim's father enters.

YOUNG TIM watches his angry FATHER rummage around in the closet, removing a belt.

FATHER

Don't you ever disrespect me in my own house...

His FATHER wraps the belt once around his fist. Turning it into a whipping strap.

MR. JENSEN takes a step toward the bed, when SUDDENLY from behind --

-- a STRANGE HAND shoots out of the dark closet! Grabs Mr. Jensen around the mouth. Silencing him.

Tim watches in disbelief... pulling the sheets up to his chin. But he can't bring himself to look away.

Mr. Jensen's eyes go wide with fear. He tries to scream... but the HAND closes tighter over his mouth. At a glimpse, the HAND has an almost insect nature about it. Palms lined with inverted organic "hooks" -- designed to dig in.

Mr. Jensen reaches out toward Young Tim, as if his son could help somehow...

IN THE CORNER -- ADULT TIM instinctively reaches out -- a reactive gesture. Like he would help if he was still this little kid. But Young Tim does nothing to help.

Now ANOTHER ARM reaches out from the closet around Mr. Jensen's waist. Those palm "hooks" digging into his flesh... sprouting a pool of blood through Mr. Jensen's shirt.

He is slowly PULLED BACK into the closet. He grabs onto the door frame. Trying to get himself free --

Just then, Tim's MOTHER enters the room.

MOTHER

Don't take it out on Tim, he didn't mean to --

But her words are cut off as she sees the IMPOSSIBLE HORROR in the closet. Her husband being pulled in by some ENTITY.

She literally cannot believe her stunned eyes...

And then it's as if something snaps in her mind... forever changed by what she's witnessing. She'll never be the same.

Young Tim gently pushes his mother back out of the room and begins to closer the door on her. Doesn't want her to see anymore.

YOUNG TIM

It's okay, mom. It'll be better this way. He won't be around to hurt us anymore.

The door closes with a final click. Young Tim turns his attention back to the closet --

-- where his FATHER looks at him with betrayed eyes.

And then Mr. Jensen's feet are LIFTED CLEAR OFF THE GROUND as the thing in the closet pulls him deeper and deeper. Mr. Jensen holds on to the door frame for dear life --

-- as his torso is literally THRASHED side to side like a rag doll. Mercilessly. Back and forth. Over and over.

THE CUTS become more FRANTIC and JARRING --

-- a body SLAM.

-- the sound of ribs CRACKING.

-- a spittle of blood from Mr. Jensen's mouth.

-- clenched hands barely holding onto the door frame.

Tim connects with his father's terrified eyes... Mr. Jensen holding on with just one hand now. A beat --

And then WHOOSH! Mr. Jensen is YANKED VIOLENTLY back into the depths of the closet. Through the clothes. Vanishing into the darkness. Gone...

On ADULT TIM -- kneeling on that path in the murky bog. His world spinning. The truth of his past hitting him like a jolt of electricity.

He turns back to his FATHER -- still sticking up out of the brackish water like an ancient growth.

The FATHER'S MOUTH works again... words coming out... not quite matching up with the lips. Like it's not really him speaking.

FATHER

See, Tim... you just had to remember...

And with those words... the FATHER slowly lowers back down into the water... shoulders disappearing... then the mouth... finally those haunted staring eyes... gone.

The water gurgles... and unsettling silence returns...

FOOTSTEPS at the far end of the path.

Tim turns -- and there's BOOGEYMAN. Standing stock still.

Hot tears fall down Tim's face.

TIM

I didn't do that! You're lying!

Boogeyman walks forward. His face SHIFTING form... mouth moving to speak... but a CHILD'S VOICE comes out.

CHILD'S VOICE

If you do something for me, I'll give you whatever you want.

It's Tim's voice as a child. His very own words coming back to haunt him.

TIM

I don't owe you anything!

Boogeyman breaks into a run! Coming right for Tim!

Tim musters his remaining strength and SPRINTS AWAY. Running as fast as he can down that path. Back where he came from.

A low HUMMING SOUND begins to rise. Tim looks about and sees that all the "vanished" out in the water are watching him. Emitting a unified humming sound... like asylum lunatics cheering on an escapee.

Tim RUNS FULL OUT. Dares a glances back and BOOGEYMAN is charging after him. His movements strange and alien... STUTTER MOVING through the darkness.

Tim emerges back into the LONG CHAMBER. Quickly picks a direction and goes.

Boogeyman FLIES out into the chamber just moments later. Racing after through -- in and out of dim pools of light. Each time he reappears in the light -- he's suddenly FURTHER AHEAD than he should be at that speed.

Tim keeps going and finds himself at --

A LONG SET OF STAIRS

He races up them. Taking them two at a time. Up and up... as fast and as hard as he can go.

Boogeyman appears at the base of the stairs... and starts coming up after. But he almost seems to FLOAT up them. Like a single piece of fluid black fabric.

There's a RECTANGLE OF LIGHT up ahead. Hope fills Tim's eyes -- could that be a way out?

He goes for it with a renewed sense of vigor --

-- but BOOGEYMAN is right behind him now. SWIPING at Tim's feet. Tim gets tripped up. Falls hard onto the stairs. Sliding back down toward his dark pursuer.

Boogeyman LUNGES down at Tim. Grabbing at him.

Tim FIGHTS BACK. Swinging with fists. Kicking out at the thing for all he's worth.

It's a FURY of punches and struggle and dark moving fabric.

Tim seems to be holding the thing at bay. Uses the moment to his advantage, gets back to his feet and heads back up the stairs. Desperately going for that OPEN DOOR escape.

Alllllmost there, and finally --

Tim goes BURSTING through the opening at the top of the stairs... keeps running --

-- and quickly finds himself on a nighttime ROOFTOP. So disoriented and running so fast that he literally has to stop himself at the ledge from falling over the side.

EXT. APARTMENT BUILDING ROOFTOP - NIGHT - CONTINUOUS

Tim catches himself... steadying his balance with his arms. His heart in his throat as he looks down and sees the street far below.

Tim takes in his surroundings and realizes he's on the roof of HIS APARTMENT BUILDING. Safe at last. Taking comfort as the natural night wind blows across his face.

He turns around to step off the ledge --

-- and the MAN IN DARK CLOTHES is calmly standing there on the rooftop.

Tim still breathing hard... but happy in a delirious way.

TIM

Almost... you almost got me you son of a bitch.

INT. KATE'S LIVING ROOM - NIGHT - SAME

Kate paces the floor. Phone pressed up against her ear.

KATE (INTO PHONE)

No -- do not transfer me again. You have to get someone out here right now -- he needs help --

The phone CLICKS right in the middle of her sentence -- put on HOLD again.

KATE

Shit.

She continues to pace. Walking back and forth in front of her living room window.

A sudden MOVEMENT outside catches her eye. She steps up to the glass... looking outside.

Her mouth goes slack. The phone slips out of her hand onto the floor as she sees...

...TIM. Standing on the ledge of the roof.

EXT. APARTMENT BUILDING ROOF - SAME

From the ledge, Tim watches as the MAN IN DARK CLOTHES steps forward into the light... FACE SHIFTING in the shadows... and suddenly the figure wears Tim's face.

BOOGEYMAN/TIM

See... you just had to remember...

And then the FACE CHANGES AGAIN... into Tim's FATHER for a moment... and then back to that strange face where the spacing of the eyes is slightly off.

Tim is frozen on the ledge as Boogeyman steps closer... closer... nowhere for Tim to go.

Boogeyman reaches out. Gently places his hands on Tim's chest... as if he's going to push him.

A VOICE CALLS OUT from somewhere on the roof...

KATE (O.S.)

Tim...

Tim looks over and sees Kate. Coming out of the stairwell onto the roof. They lock eyes...

...and then her gaze turns... toward the BOOGEYMAN.

A moment of realization flashes across Tim's face. Kate finally sees the BOOGEYMAN too!

TIM

Do you see him?

Kate nods... takes another step closer.

KATE

Who is that Tim?

Boogeyman turns his attention off Tim... and slowly spins toward Kate...

She watches with mounting repulsion... glimpsing the disturbing face of this wicked thing.

In the distance, POLICE SIRENS are wailing. Approaching...

KATE (CONT'D)

WHO IS THAT!?

Time suddenly slows down... moving like a nightmare...

-- Boogeyman takes a step TOWARD KATE.

-- Tim senses Boogeyman's intentions. Has to do something.

-- Tim reaches out and GRABS HOLD OF THE BOOGEYMAN!

-- Wrapping his arms tight around the DARK FIGURE.

-- Stopping the Boogeyman in his tracks.

Tim falls back --

-- and the TWO OF THEM go TUMBLING OFF THE EDGE OF THE BUILDING! Arcing into the night air.

Time moves even SLOWER. All sound DROPS AWAY as...

THE TWO BODIES fall gracefully through the air...

Kate races to the ledge. Looking over the side. Helpless.
SCREAMING... but we hear nothing...

BOOGEYMAN'S coat flaps hard in the wind...

The GROUND rushes closer and closer...

Tim closes his eyes... and never lets go of the Boogeyman.

LOW ANGLE -- as Tim and Boogeyman fall right toward us. And
just at the moment of IMPACT we...

CUT TO:

EXT. STREET - EARLY MORNING

Flashing AMBULANCE LIGHTS.

The sound of SQUAWK on paramedic walkie-talkies.

A slab of morning orange hangs low in the sky.

We see a SINGLE SHEET COVERED BODY in the street. Police
have the area taped off.

FIND UNCLE MIKE and DR. MATHESON standing off to the side.
Both of their faces numb.

Long beat of silence as Uncle Mike looks down at the sheet
covered body.

UNCLE MIKE

He always thought... that something bad
might happen. But I didn't think...

His words trail off.

MATHESON

There was no way we could have known. I
was sure it would help.

UNCLE MIKE

(beat)

He should have never come home.

PULL AWAY FROM THEM... past the yellow tape.

IN THE CROWD we see Kate. Blending in. Trying to stay
inconspicuous. Watching as the paramedics load the body into
the ambulance.

A POLICE OFFICER steps past her and she catches his arm.

KATE

There were two of them.

The OFFICER looks curiously at Kate.

OFFICER

Excuse me, ma'am?

KATE

I saw them fall. Together. There were two...

The OFFICER gives her a dismissive glance... just another looky-loo with an active imagination.

OFFICER

Please. Step aside. I need to get these vehicles out.

Kate steps away. The officer breaks the tape as the AMBULANCE passes by. Driving away into the early morning.

HOLD ON KATE'S FACE... her eyes hazed over. As if they'll never really be happy again.

PULL AWAY with the ambulance POV. Leaving Kate standing in the street. Watching us go further and further away...

DISSOLVE TO:

INT. CHILD'S BEDROOM - NIGHT

A LITTLE GIRL is tucked in bed. Her MOTHER sits close at her side. Wipes the hair away from the girl's tired eyes.

A ballerina MUSIC BOX on the bedside table plays its gentle chiming lullaby.

MOTHER

Since we have such a long drive tomorrow,
I was going to pick you up early from
school.

THE GIRL looks up at her blankly. Not understanding.

LITTLE GIRL

Where are we going?

MOTHER

Remember honey, we're seeing that lady
doctor. She's supposed to be real good
with kids.

(MORE)

MOTHER (CONT'D)
(trying to appear chipper)
She's going to help you.

LITTLE GIRL
(quietly)
Okay, mom.

The mother kisses her daughter on the cheek. Forces a smile for the girl's sake. Mother reaches over to turn off the bedside lamp, but stops short. Immediately retracts her hand. A habit hard to break. She leaves the lamp on.

MOTHER
Nighty night.

LITTLE GIRL
Nighty night.

MOTHER
Don't let the bed bugs bite.

The GIRL watches as her mother steps out into the hallway. Now totally alone, the girl pulls the covers tight up to her chin. Her eyes staring out into the room.

SLOWLY PULL BACK to reveal the girl's room --

-- the bed frame has been removed. The mattress lies directly on the floor. No dark space underneath.

-- the closet door has been completely removed. Lights shine from within.

-- clothes and shoes are stacked in neat little piles along the floorboards.

-- every light in the room is turned ON.

HOLD ON THE IMAGE... as the light slowly grows dim. Until all that's left is this LITTLE GIRL... all alone... surrounded by darkness.

FADE TO BLACK.

t h e e n d