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INVASION

by
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INT. MISSION CONTROL, JOHNSON SPACE CENTER -- DAY

Two COM SPECIALISTS (40s) sit at their console in NASA's Shuttle Control Room. Behind them, on a huge video board is the Space Shuttle Patriot's mission schedule. Only three of the twelve days are checked off.

They are sipping coffee, filling out daily paperwork, when a VOICE comes over the radio, too LOW to make out. Com #1 nudges up the volume and takes the microphone.

COM #1

Patriot, this is Houston. Please repeat your transmission, over.

There is a long beat. Nothing but SILENCE and STATIC.

COM #1 (CONT'D)

Patriot, this is Houston. How was the sunrise this morning, boys?

VOICE

Landing sequence begun. Checking RCS thrusters now.

Specialist #2 looks up, nearly choking on his coffee.

COM #2

Did he say landing sequence?

CUT TO:

The Control Room is now packed. The FLIGHT DIRECTOR (50) is at his console watching screens and talking across the room with various members of his team.

GUIDANCE

They've turned into position, Sir.

DIRECTOR

Location?

GUIDANCE

Mexico. They're not in line for any landing strip we've got clearance for.

INSTRUMENTS

I see no equipment malfunctions at all. Everything looks normal.

DIRECTOR

Hail them again.

But before the COM #1 can try, the VOICE returns. It is now being piped over the room speakers.

VOICE

RCS thrusters checked and ready.

Everyone looks perplexed by this lack of ID or protocol. There's something a little eerie and flat about the voice as well. The Director asks room:

DIRECTOR

Who is that?

COM #2

Sounds like one of the specialists.
Maybe Johnson, Sir.

DIRECTOR

*Patriot, this is Houston Control.
You are not cleared for any landing
protocols. Please identify yourself
and confirm you're receiving. Over.*

VOICE

Final check complete. Thrusters on.

DIRECTOR

Stop all re-entry efforts and turn
communication over to Col. Luken or
Capt. Dunham now--

The voice speaks over him as if he is not there.

VOICE

Initiating RE sequencing.

At the front, a landing countdown lights up, reading 22:00, and the radio signal drops into STATIC. An astonished beat.

GUIDANCE

Sir. They're coming down--

The Director throws everything into motion, YELLING:

DIRECTOR

*Get Administration on the phone. I
need a flight path analysis now--!
Show me where the hell they think
they're putting her down--*

The Flight Specialist is glued to his monitors, realizing.

FLIGHT

Their angle's too low. They're not
going to be able to ride that out.

The Guidance Officer comes over and says QUIETLY, for just the Director to hear.

GUIDANCE

They're still loaded with fuel--

(beat)

They never dumped it, Sir.

The Director's breath gives. Behind him, everyone watches the screen with increasing horror.

EXT. UPPER ATMOSPHERE -- SAME

The Patriot rides the fierce turbulence, angled so as to stay inside it. Inevitably, it comes apart. Row after row of white heat tiles rip loose as the fuselage shakes itself into pieces and begins dropping toward the surface.

SHUTTLE DISASTER MONTAGE:

1. Tiles pelt the top floors of a Dallas office building, SMASHING banks of windows on floor after floor.
2. Rush hour traffic in Nashville is gridlocked. First one, then two, then dozens of tiles come down, CRASHING through windshields, roofs, and hoods. CAR ALARMS BLARE.
3. Debris SMASHES through the glass atrium of a Kentucky shopping mall sending shoppers fleeing for cover. Then the atrium collapses as the shuttle's nose cone drops through.
4. In D.C., pieces rain down on Arlington Cemetery, down the Reflecting Pool of the Lincoln Memorial, then past the Washington Monument where it mows down tourists.
5. Finally, the remains of the shuttle's forward fuselage come tumbling down Constitution Ave and up the front steps of the National Archives where they SLAM to a halt. In a moment, a frightened security guard comes out to see what the commotion was.

EXT. WASHINGTON, D.C. -- DUSK

Debris stretches back across the National Mall. People rush over to gape. The sound of dozens of SIRENS begins.

REPORTER (V.O.)

Historic news tonight as the Space Shuttle Patriot falls to earth in a trail of destruction stretching from Dallas to Washington D.C. Rescue crews in eight states are working through the night locating the dead and injured.

(MORE)

REPORTER (V.O.) (CONT'D)

Reached for comment on a fishing retreat in Florida President Fields offered his deepest condolences, assuring Americans no stone would go unturned in the White House's investigation of what he called "an unthinkable National disaster."

EXT. FARMER'S FIELD -- NIGHT

Authorities have cordoned off and lit-up a stadium-sized area of farmland bordered by dark woods. A car pulls up and KAUFMAN (38) gets out. A military guard leads him through a crowd of a hundred onlookers, past the barriers, and toward a row of big, impervious vinyl tents.

Ahead of them in the foggy field is the midsection of the Patriot, one wing still attached. Kaufman takes this in.

INT. QUARANTINE TENT -- SAME

A NASA OFFICIAL (50) meets Kaufman in the first tent and Kaufman flashes his credentials: a badge with a CENTER FOR DISEASE CONTROL emblem and the name T. KAUFMAN.

KAUFMAN

The CDC is supposed to give the President a full briefing at six a.m. Can we make that?

OFFICIAL

We can try.

The Official hands Kaufman a white biohazard suit.

INT. CONTAINMENT AREA -- SAME

Dressed now in full bio-suits, the Official leads Kaufman into the adjoining tent where several hundred pieces of debris are laid out on examining tables. Scientists hover over them with testing equipment.

The Official picks up a tray with a piece of the Patriot's heat shield inside and shows it to Kaufman. On the surface are several growths, like small, thorny barnacles.

CLOSE ON: *When the Official puts a magnifier in front of them, it's clear the growths have some kind of wet core.*

OFFICIAL

These have shown up on about half of the debris we've found so far.

Kaufman looks around. The growths can be seen all over the other debris, thousands of them in this room alone.

OFFICIAL (CONT'D)

So far, we've only got theories.

KAUFMAN

Any good ones?

The Official's look suggests they haven't the first clue.

INT. DECONTAMINATION AREA -- SAME

Kaufman and the Official are out of the bio-suits, sitting at a small table in an open-air tent. A NASA SCIENTIST (45) has joined them as well, looking especially concerned.

KAUFMAN

I don't know what we're arguing about. The CDC is on your side--

OFFICIAL

It may be weeks before we know what we're dealing with, but, given what we've seen, we're considering this debris extremely dangerous.

SCIENTIST

People need to hear, *now and from the top*, to stay away from it. Far away.

KAUFMAN

The President doesn't want a panic.

SCIENTIST

No one does, but to get people to do what you want, you need to scare them a little. No one should have to tell the President *that*.

KAUFMAN

You can't even say what these things are. And so far you've got zero evidence of a health risk. Is it a biological anomaly? Yes. Is it unprecedented? Yes. But neither suggests a health crisis. Working the White House into a lather over this isn't good science. And it sure isn't good politics, either.

At the word "politics," the scientist just shakes his head.

KAUFMAN (CONT'D)

We can release a statement telling people to turn any debris they find over to the authorities--

OFFICIAL

It's not enough. People shouldn't be interacting with it at all.

KAUFMAN

Most of the country's asleep now anyway. I'll share your views with the White House, they'll decide how they want to proceed by six, and we'll have something on the air by midday. If you find evidence in the meantime that this is, in fact, dangerous, we'll go from there.

The scientist leans forward, his composure crumbling.

SCIENTIST

That's your plan--a public fucking service announcement twelve hours from now?

KAUFMAN

You're out of line. What we're doing is, for now, enough.

The scientist stands in disgust and gestures to the crowd at the field's edge. It's grown to a hundred and fifty.

SCIENTIST

Check eBay in three hours and tell me if you think so then.

EXT. FARMER'S FIELD -- NIGHT

Kaufman is escorted back to the barricade. As he heads to his car. A BOY (15) come up to him. The boy hands him something and Kaufman takes it before he can think twice.

He winces and looks down. It is one of the shuttle tiles. Kaufman drops it reflexively, but it's too late: He's grabbed one of the growths on the side and pricked himself.

The boy's eyes are intelligent and watchful when he says:

BOY

It was on our roof. Take it.

Kaufman looks at his thumb. Blood wells up where he's been pricked.

When he looks up, the boy is already walking away. Then, before he can stop him, a souvenir hunter grabs the tile and darts off, holding it up like some kind of prize.

INT. FEDERAL CAR -- NIGHT

Kaufman is being driven back to the city. He has a U.S. map out with the debris corridor marked. *Thousands of square miles are colored in.* He mops his forehead with a sleeve.

INT. FOYER, KAUFMAN'S HOUSE -- NIGHT

Kaufman comes in and is greeted by his dog, a chocolate lab. The dog sniffs him, WHINES a bit, and then retreats into the dark dining room. Odd.

INT. LIVING ROOM, KAUFMAN'S HOUSE -- SAME

Kaufman finds his girlfriend AUTUMN (32) in the living room, watching coverage of the crash. She's a bored-looking woman, model-pretty even at this hour. He gives her a kiss.

AUTUMN

Jesus, I thought you'd never get home.

KAUFMAN

Is Rocky okay--?

ON FOX NEWS: A red-tinted photo of the Patriot backed by an ominous score plays over a title sequence: "END OF A DREAM-- The Final Hours of the Space Shuttle Patriot."

AUTUMN

You want to watch some of this? I mean, for work or something--

KAUFMAN

I'm gonna get to bed. I have to be back on the Hill in a few hours.

She gives him a thin-lipped smile.

AUTUMN

I'll be up in a bit, then.

INT. BEDROOM, KAUFMAN'S HOUSE -- SAME

Kaufman lies in bed sweating badly. He winces in his sleep, as if with a cramp, but then something thicker than sweat, and milkier, begins surfacing out of his pores.

INT. LIVING ROOM, KAUFMAN'S HOUSE -- LATER

Autumn finishes watching some old B-movie. When the credits roll, she turns everything off and heads upstairs.

INT. BATHROOM, KAUFMAN'S HOUSE -- SAME

She brushes her teeth, then smooths on face cream, HUMMING a little under her breath.

INT. BEDROOM, KAUFMAN'S HOUSE -- SAME

She comes into the dark bedroom and slides into bed beside Kaufman, who's now just a lump under the covers. She pulls the covers a bit to her side.

Over her shoulder, we see him revealed for a split second:

Just inches away, his skeletal features writhe under some kind of slick, translucent membrane. His eyes roll up and his mouth opens in some kind of silent scream.

OPENING CREDITS

EXT. O STREET, GEORGETOWN -- JUST BEFORE DAWN

A row of Federal townhouses sits in the blue pre-dawn, all still dark this early. In one of them, a BOY begins to SCREAM, a heart-stopping sound at this hour.

INT. MASTER BEDROOM, CAROL'S HOUSE -- SAME

CAROL BENNELL (30s) is jolted out of sleep. She hurries down the dark hall toward the bedroom where the SCREAMING is coming from.

INT. OLIVER'S ROOM, CAROL'S HOUSE -- SAME

She comes in and switches on a bedside lamp. OLIVER (10) is sitting up in bed SCREAMING, terrified. He is clearly still asleep, though his eyes are open. She talks to him, gently putting her hands on his shoulders.

CAROL

Hey, Ollie. Hey. It's okay. Hey--

Oliver comes back to himself and slowly realizes where he is, and that everything is all right. Carol sits down next to him on the bed and pulls him to her.

Outside, they can hear a DOG BARKING and a neighbor's BABY CRYING. Carol smiles. Oliver's alarm clock reads 5:54 a.m.

CAROL (CONT'D)

Sounds like you woke up the whole block this time.

Oliver tries to apologize, but she shushes him.

CAROL (CONT'D)

It's okay. I thought the meds were helping, but--

OLIVER

I forgot.

(beat)

I forgot to take them.

CAROL

What about the night before?

Oliver thinks and then shrugs. Carol smooths his hair.

CAROL (CONT'D)

We'll just have to get better at remembering then. They won't help otherwise.

INT. KITCHEN, CAROL'S HOUSE -- DAWN

Carol comes into her kitchen and starts coffee. On the table is a batch of marked-up legal documents with the word "CUSTODY" in the title. She puts them away.

Across the gap between houses, Carol sees her neighbor with a baby on her shoulder, trying to comfort it. When she sees Carol, they give each other a tired, supportive wave.

Then she picks up the phone and DIALS.

PHONE VOICE

Physician's answering service.

CAROL

Message for Dr. Driscoll. When he calls in, tell him Dr. Bennell needs a ride to work again. Same time, same corner.

INT. MASTER BEDROOM, CAROL'S HOUSE -- SAME

On her night stand is a photo of Oliver at the zoo and a copy of *Psychiatry and Clinical Neurology*. Her clock radio flips to 6:00 a.m. and NPR's CALL MUSIC comes on.

RADIO VOICE

It's Tuesday, October 31st. From NPR News in Washington, I'm Corey Flintov. A senior NASA official has denied allegations that debris from last Friday's Patriot crash may be contaminated. In last night's press conference, NASA Administrator Jim Brey addressed rumors that debris has been turning up with strange--

Carol comes in from the hall, shuts off the radio, then heads into the bathroom where she RUNS the SHOWER.

TITLE CARD: TUESDAY

EXT. N STREET, GEORGETOWN -- DAY

Carol walks Oliver to school. He shuffles along, a studious backpack on his shoulder. Yellow leaves swirl down on them. They pass houses all done up for Halloween.

CAROL

I should walk you to school every morning. This is nice, huh?

OLIVER

It's nice today. You wouldn't say that if it was raining.

CAROL

If it were raining--

Oliver nods, accepting the correction. Then he looks up, worried.

OLIVER

What if it rains tonight-- Would they cancel it?

CAROL

I heard the weather report. 45 and clear. No rain, kiddo. Just candy.

EXT. GEORGETOWN ELEMENTARY -- SAME

They stop across from an old brick school busy with kids.

CAROL

Remind the twins they can come over afterwards. And tell Gene I'll take him home if his mom can bring him--

She bends down and kisses the top of his head. He accepts it with none of the embarrassment of an older child.

OLIVER

Have a good day, Mom.

CAROL

See you at four.

Carol waits for him to cross the street. He sees a friend and runs happily over. He doesn't look back. She gives him a little wave anyway.

EXT. WISCONSIN AVE, GEORGETOWN -- DAY

Carol stops at a Wisconsin Ave newsstand. The *Post's* headline reads NASA DENIES COVERUP, but *USA TODAY's* is: CANDY, CANDY, CANDY!

She reaches past them both and buys an *Elle*.

EXT. RIGGS BANK, GEORGETOWN -- DAY

Carol hurries through the crosswalk on the warning signal toward the gold-domed Riggs Bank. She picks a spot next to a street-scene mural, life-like enough to trick the eye.

In a moment, a black Prius pulls up and TOOTS its HORN.

INT. BEN'S CAR -- SAME

She buckles in as BEN DRISCOLL (30s) pulls into traffic. He is a playful, handsome guy and their chemistry is apparent.

BEN

Did you hear? Fifty scientists just resigned over this shuttle debacle. It's fucking outrageous!

CAROL

Good morning to you, too, Ben.

BEN

They signed a letter saying the government's ignoring their findings. And no one's reporting it here. I heard it on British radio.

Carol just shrugs it off. Ben looks at her.

BEN (CONT'D)

Carol, this isn't some little real estate scandal, it's serious. You don't think people would care about something like this if they knew?

CAROL

Not everyone is walking around as outraged as you are, Ben. As long as most people stay one step ahead of collection agencies and there's something funny on TV, they're more than happy to let the guys in charge deal with the rest.

(beat)

I mean, all this anger of yours-- is it really worth it? Does it get you anywhere?

BEN

Does not caring get you somewhere better?

CAROL

Hey. As long as the world leaves me and my kid alone, I'm happy. Screw the revolution --televised or not.

BEN

Lovely.

A beat. Carol watches the traffic in Washington Circle.

CAROL

Sorry. I was up again this morning with Oliver.

BEN

I thought he was doing better.

CAROL

The diazepam was working. No night terrors in two weeks. But he's been forgetting to take it.

BEN

You sure he's forgetting?

Carol gives him a look.

BEN (CONT'D)

You know what I mean-- How's he
doing with the whole custody thing?

CAROL

Confused. Nervous. Normal stuff.
His first visit starts tomorrow.

BEN

Exactly my point. Talk to him.

CAROL

I have, Ben. Of course I have. I'm
a psychiatrist, for God's sake.

Ben smiles over at her.

BEN

That's not what I meant.

Carol is about to protest this, but bites her lip.

EXT. OFFICE BUILDING, INDEPENDENCE AVE -- DAY

Ben pulls to a stop and Carol gets out. As she walks to her
building, Ben gets out and calls after her.

BEN

So are we still on for this embassy
party tomorrow? It starts at seven.

CAROL

Will there be food?

BEN

They're Czech. So I guess there'll
be, what-- *goulash* or something?

(beat)

Come on. It'll be good to get out.

CAROL

You're really selling this.

BEN

It's the Ambassador's 50th. If I
come alone, they'll try to set me
up with some cultural attache who
knows like two hundred words in
English. So please come. Please,
Carol. --Save me.

Carol smirks, sure he's making it up.

CAROL

We'll see.

INT. RECEPTION AREA, CAROL'S PRACTICE -- SAME

Carol comes into the reception area of her practice. Her receptionist, CARLY (20s), an over-styled black woman with elaborate hair, smiles up at her.

CARLY

You're nine o'clock's here.

Carol looks. WENDY LENTZ (45) is in the waiting area looking scared. When Carol goes over, she gets to her feet.

CAROL

You're a little early, Wendy.

WENDY

It's my husband.

CAROL

Has something happened?

WENDY

He's gone, Carol.

She SOBS. Carol glances at Carly, who looks on, concerned.

INT. INNER OFFICE, CAROL'S PRACTICE -- SAME

Carol's office is built for quiet conversation; a wall of books, stuffed chairs, bamboo in Chinese pots. The windows overlook Independence Ave and, beyond, the National Mall.

Carol sits on the couch opposite Wendy.

WENDY

I thought he was just depressed. He wasn't talking, he wasn't sleeping. He stayed up all weekend watching the Weather Channel with the sound off. I asked him, but he just said he was fine. I thought he'd snap out of it.

(beat)

But when I came home last night, I thought Dan was already in bed. But then I saw the light on in the cellar. We never go down there.

She begins to CRY again, in a kind of agony.

CAROL

Oh, Wendy--

WENDY

He'd found this box of Christmas lights and had taken them out and was just *holding* them. Looking at them. And when I made him look me right in the eyes--

(beat)

It wasn't *him*, Carol.

A beat. Carol shifts in her seat, now a little irritated.

WENDY (CONT'D)

The voice, the gestures. They're all the same. But I *know*. I could barely stand to eat with him this morning. I know how this sounds--

CAROL

You said he was *gone*, Wendy.

WENDY

He *is*.

CAROL

You just had *breakfast* with him. I thought you meant *gone* *literally*. That he'd left you, or had died.

WENDY

I don't know what happened to him. That's what I'm trying to tell you!

Wendy looks at her, terrified and sobered by fear. Carol tries a different tack.

CAROL

Okay, Wendy. I'm not going to ask you to just *agree* with me here that you've misinterpreted something. Or to stop feeling *emotionally* that your husband's-- *gone*, as you say. But I do need you to realize that, as different as he might seem, your husband is still your husband.

Wendy silently shakes her head.

CAROL (CONT'D)

We're talking about reality here. It is him. Look, let's start with the obvious;

(MORE)

CAROL (CONT'D)

Last week you told me you were frustrated that he seemed to be giving up in counseling.

WENDY

It isn't our marriage.

CAROL

You said that made you feel more distant from him than ever, that he didn't seem like the man you fell in love with anymore-- Right?

Wendy looks at her in real fear.

WENDY

I think he killed our dog.

INT. EMERGENCY ROOM, GW HOSPITAL -- DAY

Ben is in one of the ER's exam rooms with a shy PAKISTANI GIRL (8) signing the new cast on her arm. Her MOTHER (40s) stands beside him. Ben writes his name and a smiley face.

BEN

You can take her home now. Just stop by the desk on the way out so they can take your information.

(to the girl)

No more jumping off porches. Wada?

She smiles at Ben's use of her own language.

GIRL

Wada.

INT. ER HUB, GW HOSPITAL -- SAME

Ben heads through the ER. When he gets to the nurses' desk, some of the nurses are watching a news report. Someone has left out a box of doughnuts.

NEWS ANCHOR

Health officials say this year may prove to be one of the worst on record, but that simple precautions can help keep the number of new cases under control.

He glances up at the screen.

BEN

What's this?

NURSE #1

The official flu season kick-off.

NURSE #2

I heard we're gonna be offering free boosters this year. Some new CDC program. Shots for anyone who wants one.

NURSE #1

Guess Ben's gonna have to give the Feds some credit after all.

BEN

I'll believe it when I see it.

Ben finishes up the girl's chart and deposits it in a bin.

BEN (CONT'D)

See you tomorrow, ladies.

He grabs a napkin and a doughnut and heads out the door.

EXT. ALLEY, GW HOSPITAL -- DUSK

Ben walks the alley behind the hospital toward the doctors' parking area. He finishes his doughnut and goes to toss the napkin in one of the big trash cans there.

He picks one and heaves open the lid and, with no warning, something springs up from inside, GROANING. Ben YELLS and steps back, tripping and falling on his ass.

BEN'S POV: Above him, several matted legs reach up out of the bin, clawing in irregular spasms.

He gets back on his feet and sees: An adult German Shepherd is in the trash bin, throat cut, pawing weakly at the air.

He opens a few other bins and finds a few more dogs already dead. Ben looks around, but no one's there.

INT. LIVING ROOM, CAROL'S HOUSE -- DUSK

Carol kneels beside Oliver who's dressed as Superman, mask and all. She reenforces his cape with a few stitches, then bites off the thread and gives a tug.

CAROL

Okay. I think that'll work.

(beat)

Now, we should probably talk about tomorrow a little.

Oliver looks at her and nods. She lifts him onto the sofa and pulls up his mask.

CAROL (CONT'D)

You've got play rehearsal and I have to pick up the car. That just gives us enough time to eat dinner and go, so you should probably pack now. Then you won't have to worry about it after trick-or-treating. You can just have fun.

Oliver nods amiably, but then Carol looks at him candidly.

CAROL (CONT'D)

About tomorrow-- Are you nervous?

This catches Oliver off guard. He shakes his head, smiling.

OLIVER

Why would I be nervous?

CAROL

We've never been apart like this before. And it's been a few years since you really spent any time with your dad. I just thought maybe you'd be worried, maybe more than you've been letting on.

(beat)

Kids sometimes feel pulled in two different directions with this sort of thing.

OLIVER

I'm fine, Mom. Really. It's gonna be great.

This clearly touches on an anxiety of Carol's, and Oliver sees it.

OLIVER (CONT'D)

But I'm gonna miss you. A lot.

This heartens her. She's been talking like a psychiatrist, though, and knows it. She makes herself shift gears into something more candid, more real.

CAROL

Look. Just promise me one thing.

OLIVER

Shoot--

CAROL

That you won't ever pick sides. You don't have to do that. Like if he tries to tell you it's better there than here, or that you're more your dad's son than your mom's--

OLIVER

Mom. Mom--

(beat)

Don't worry. You're my pal.

(beat)

Always will be.

Carol tears up a little at this. He nods and gets her to do the same. She has one cool kid here. Carol smiles.

CAROL

Okay.

(beat)

Now go get your bag. We're supposed to meet the Welches in ten minutes.

He slides his mask on and runs upstairs, cape flowing.

CAROL (CONT'D)

It's a bird--

OLIVER (O.S.)

It's a plane--

EXT. PROSPECT STREET, GEORGETOWN -- NIGHT

CAROL

It's completely unacceptable.

Carol and PAM WELCH (40) walk the sidewalk while the boys run from porch to porch. It has gotten dark.

CAROL (CONT'D)

Tucker didn't want custody when he took off to corporate headquarters for two years. Now that he's back we're supposed to believe it's not just an issue of convenience?

Oliver darts past, his friends in tow.

CAROL (CONT'D)

About twenty more minutes, kiddo.

(back to Pam)

At least I have him for trick-or-treating. Look at him.

They watch as he climbs another porch, clearly having a blast. JOSH and ANDY (12), follow dressed as stereotypical aliens. Josh keeps up, but Andy seems less into it.

PAM

Halloween used to be the boys' favorite too. But this morning Andy decided it was an enormous bore.

CAROL

If you think the apathy's bad, the entitlement phase is next.

Pam grimaces. The boys climb another porch beside a witch and another Superman, perennially popular costumes.

PAM

Look, don't worry about Oliver. He's too sharp to get brainwashed. That kid loves you. Tucker's not going to talk him into anything.

Carol does not look so sure.

Up on the porch, the boys KNOCK. A DOG appears, GROWLING, paws up on the screen. It's a GOLDEN RETRIEVER, but it SNAPS and tries to claw through the wire mesh. Carol and Pam see this and begin up the walk.

CAROL

Boys, get back--

The dog's OWNER (45) comes running to the door.

OWNER

GOODIE! Down! Stop that!

But the dog keeps GROWLING, mainly at Andy. The owner looks at Carol and Pam both apologetically and accusatorially.

OWNER (CONT'D)

She's been acting up. Maybe you should take them to another house--

PAM

Come on, boys.

They go. The dog races to the side window to bark at them from there. Then she disappears again.

PAM (CONT'D)

That's weird for a Golden.

They move to the next house when Carol HEARS something. She sees the dog has gotten out and is streaking toward them.

CAROL

WATCH IT!

The dog goes for Andy. It knocks him down and snaps at his face. Andy doesn't cry out. He just tries to push the dog away. Carol turns and sees the owner coming.

CAROL (CONT'D)

TELL IT TO HEEL!

OWNER

GOODIE! DOWN! GOODIE--!

But when Carol looks back, Andy's grabbed the dog by the snout, and the dog is now bucking and WHINING to get free.

PAM

ANDY-- Careful!

The owner pulls the dog away. Andy has blood on his face.

Carol looks for Oliver in the crowd of kids now watching this. For a frantic moment, four or five Supermen look back at her. But then Oliver comes forward and takes her hand.

Andy's not crying, not even shaken. He just stares at the dog as it's dragged away. He touches the blood on his face and looks at it. Carol watches this, concerned.

INT. LIVING ROOM, CAROL'S HOUSE -- LATER

The kids are on the floor going through their candy bags. A disarmingly cute Asian kid, GENE (11), has joined them.

Carol brings in a tray of cider in from the kitchen.

CAROL

Don't forget: Oliver's allergic to chocolate so do a little trading--

GENE

Can I have your Snickers?

JOSH

I want his Snickers.

INT. KITCHEN, CAROL'S HOUSE -- NIGHT

Carol comes back in and pours cider for Pam who's smoking at the window, checking the calender on her Blackberry.

PAM

He has an appointment for a check-up next week. Should I move it up?

CAROL

He's fine, Pam. That blood must have been the dog's.

Through the door, Carol can see Andy in the living room. He is sorting his candy quietly in like piles.

CAROL (CONT'D)
How's he doing in school? He does
seem a little-- disenfranchised.

PAM
Geez, Carol. Usually when you're
talking like a psychiatrist, it's
not about one of my children.

INT. LIVING ROOM, CAROL'S HOUSE -- SAME

As Oliver pulls a handful of candy up from his bag, out drops something translucent and fingery, like a soft-shelled crab. It catches on the edge. He doesn't see it.

INT. KITCHEN, CAROL'S HOUSE -- SAME

Pam finishes her cigarette and calls into the other room.

PAM
Ten o'clock, guys.
(back to Carol)
Aren't most kids disenfranchised?

CAROL
You said this is recent.

PAM
He's fine. He's just in a funk.
Some kids at school spit on him.

CAROL
Spit on him? What the hell for?

But suddenly, the kids start SCREAMING in the living room.

INT. LIVING ROOM, CAROL'S HOUSE -- SAME

Whatever it is, is now on Oliver's hand. It's hard to see clearly until Carol grabs his wrist and peels it off.

OLIVER
I thought it moved!

CAROL
It's okay--

PAM
What is that?

Carol holds it to the light. It's some kind of thin rubbery material, glistening and moist, like skin made of glue. She turns to the other kids.

CAROL

Did one of you put this here?

They all shake their heads. Carol thinks. She turns to Pam.

CAROL (CONT'D)

Would you mind taking Gene home?

PAM

You calling the cops?

Carol nods.

PAM (CONT'D)

All right, kids. Bus is leaving.

They all scoop up their candy and get into their coats.

PAM (CONT'D)

Tell Ollie's Mom thank you.

KIDS

Thank you.

As the kids file out, Carol has a moment of eye contact with Andy. The only word for it is that he is --*regarding* her. Then he is out the door.

INT. KITCHEN, CAROL'S HOUSE -- MOMENTS LATER

Carol examines the thing as she puts it in a sandwich bag. She's got the phone perched on her shoulder.

CAROL

It was in my son's *candy* bag. Look, I think someone should come look at it, or I can bring it in--

(beat)

But if someone put it in a child's bag on *purpose*--

(long beat)

All right.

She hangs up, annoyed. Oliver appears in the door.

OLIVER

What'd they say?

CAROL

Call the poison control center.

Carol spreads the thing out flat. It looks like most of a mangled glove. She lays it over her hand, thinking.

OLIVER

You're going to throw out all my candy, aren't you?

Carol puts the baggie in the freezer, between the fruit pops and frozen beans, then picks Oliver up and shuts the lights. She heads toward the stairs.

CAROL

We'll make a list and I'll replace it all. Every piece. It's just safer from the store, that's all.

OLIVER

Tomorrow--?

CAROL

Tomorrow.

They head upstairs, the candy bag sits on the hall desk, visible until Carol turns out the light.

TITLE CARD: WEDNESDAY

INT. MASTER BEDROOM, CAROL'S HOUSE -- PRE-DAWN

The baby CRIES next door again. Carol sits up in bed, ready to go, but this time it is not Oliver. She's relieved.

INT. OLIVER'S ROOM, CAROL'S HOUSE -- SAME

As she goes by, Carol glances into Ollie's room. His little suitcase is packed and set by the bed. This hits her hard.

INT. CONFERENCE ROOM, CENTER FOR DISEASE CONTROL -- DAY

Kaufman is addressing a crowded CDC conference table. He is more or less himself again, despite whatever transformation he went through two nights ago. But his eyes seem flat now, and calculating, like a shark's.

KAUFMAN

Last week's study shows this new bug is more communicable and lasts longer than the common flu strains.

(MORE)

KAUFMAN (CONT'D)

So we're not just concerned about infants and the elderly this time. We feel this inoculation program is the best ~~shot~~ we've got to keep this thing under our thumb.

A few people CHUCKLE at the joke despite its poor delivery.

KAUFMAN (CONT'D)

We asked you to prepare overviews of the current stock your companies have immediately available for sale and shipment. Syringes, gloves and swabs, portable storage units, etc. Why don't we look at those now?

Caterers come in with a large pot of coffee. As the others around the table take out paperwork, one man speaks up.

MED REP

If you just cracked this new virus last week, how are you ready with vaccines so quickly?

Kaufman looks to a colleague beside him, who stands and fields the question in the most ambiguous terms.

COLLEAGUE

I wish there were time to go over all of the science and internal processes behind this project...

While the man talks, Kaufman catches the eye of one of the caterers and give her a small nod. She nods back, opens the lid of the coffee server and leans over it, her back to the room.

CLOSE ON: Like a bobbin on a sewing machine, her tongue pokes out of her mouth for a second, hardened into a cone, and drips a huge yoke of milky fluid into the pot.

She stirs it in and puts the lid back on. Kaufman turns to the med rep.

KAUFMAN

If you require more info, I'd suggest you bow out of this round of contracts and give us a little time to prepare you a fact sheet. Is that what you'd like, Mr--

Kaufman looks at the name plate in front of the man.

KAUFMAN (CONT'D)

--Boyle. Mr. Boyle of Casco-MedEast Industries?

The caterers begin passing out cups of coffee. The med rep backs way off the subject.

MED REP

Not at all. Just a question.

KAUFMAN

We like those around here, don't we? Questions. They got you to the moon. Got you a cure for polio.

(beat)

Here's to questions--

Kaufman lifts his coffee mug in a toast. Everyone drinks.

EXT. GW HOSPITAL, WASHINGTON CIRCLE -- SAME

As Carol walks into GW Hospital, she doesn't see:

ACROSS THE STREET: A TEEN (16), eyes red and hands out, runs along as if she can barely see, sobbing, and CALLING for HELP. People move away in fear or indifference.

INT. ER CORRIDOR, GW HOSPITAL -- SAME

Carol knocks on Ben's office door. She checks her watch. When she looks back up again, there he is.

CAROL

Jesus, Ben.

BEN

I got your message. Bringing me presents to work, huh? I could get used to this.

CAROL

Here.

Carol takes the baggie out of her bag and hands it to him.

Ben looks it over. The skin inside has thawed and sticks to the sides of the bag, milky again.

BEN

(sarcastically)

Gosh. It's-- I love it!

INT. BASEMENT CORRIDOR, GW HOSPITAL -- DAY

They walk down a basement corridor of the hospital.

CAROL

There's no telling which house it came from. We went to at least 30.

BEN

I don't think it's anything to worry about. It looks like latex.

CAROL

No, Ben. Look at it; even without a microscope you can see cell strata.

He looks. They come to a door for "LAB SERVICES."

BEN

Maybe someone used a real hand for a mold. But somebody definitely made this. Or bought it at WalMart--

She holds the door for him, unconvinced.

INT. LABORATORY SERVICES, GW HOSPITAL -- SAME

Carol stands beside a handsome Brazilian man, DR. GALEANO (30), who has the skin under a microscope.

BEN

Manufactured, right?

They trade places and Ben looks again.

DR. GALEANO

I don't know. It's either an expensive fake or really cheap skin.

(beat)

You know, the MedWeb's buzzing with something like this. Labs in Boston and New York logged some kind of mutated tissue last night.

BEN

You think this is the same thing?

DR. GALEANO

Let me do a workup on it.

CAROL

Thanks for doing this, guys. Ben, I'll call you later.

BEN

You owe me an hour on your couch--

CAROL

An hour? What makes you think
anyone can help you in an *hour*?

She leaves. Dr. Galeano turns to Ben and smiles knowingly.

BEN

What?

DR. GALEANO

I didn't say a thing.

INT. RECEPTION AREA, CAROL'S PRACTICE -- DAY

Carol comes into her practice. Carly says in a low voice:

CARLY

That man wouldn't give a name.

Carol goes in and sees a man sitting there, still in his
coat. Another patient sits nearby him, clearly annoyed.

CAROL

Sir. Can I help you?

The man looks up at the sound of her voice.

DAN

Dr. Bennell. I'm Dan Lentz, Wendy
Lentz's husband.

CAROL

You can call me Carol. What can I
do for you Mr. Lentz?

DAN

I'm waiting for my wife.

CAROL

But I'm not seeing your wife today.

DAN

She said she was coming in. But I'm
bringing her home.

A beat. Carol hears a red flag in this. She bluffs.

CAROL

Well, you're welcome to wait as
long as you like. There's coffee.

DAN

Thank you Carol Bennell.

Carol registers the address of this. With a signal of five minutes to her other patient, Carol goes into her office and shuts the door.

The other patient glares at Mr. Lentz.

INT. INNER OFFICE, CAROL'S PRACTICE -- SAME

Carol goes to her desk and BUZZES Carly out front.

CAROL

See if we have a cell number for Wendy Lentz. And keep your voice down--

CARLY

We do. Here it comes.

Carol turns on her computer monitor and looks for the IM. It appears with the number. Carol dials and Wendy answers.

CAROL

Wendy, it's Carol. Where are you?

WENDY'S VOICE

I'm just outside your building. I need to talk to you, and maybe the police if you think I should.

Carol goes to the window and looks down at the plaza below. Wendy is just coming across.

CAROL

Dan's here. In the waiting room.

CAROL'S POV: Mrs. Lentz stops as if struck.

CAROL (CONT'D)

He said you were coming in. I just didn't want you to be surprised.

WENDY'S VOICE

Carol, he was crazy last night. Going on about the future and how he wants me to be part of it, making me drinks, kissing me. Can you keep him there a while?

CAROL

What are you going to do, Wendy?

WENDY'S VOICE

I can go back home and pack some things. Stay with my sister.

CAROL'S POV: Mrs. Lentz puts her arm up to hail a cab.

WENDY'S VOICE (CONT'D)
I wasn't sure if I could trust you,
either, but thank you, Carol.

CAROL'S POV: A cab pulls up and she gets in.

CAROL
Wendy--

But the signal is gone, or Mrs. Lentz has hung up.

The INTERCOM BUZZES, startling Carol.

CARLY'S VOICE
Your nine o' clock's leaving--

Carol stands there trying to figure this out.

CARLY'S VOICE (CONT'D)
Dr. Bennell--? Your nine o'clock--

CAROL
Send her in.

CARLY'S VOICE
What about Mr. Lentz?

A beat.

CAROL
Have him wait a while.

INT. ELEVATOR, CAROL'S BUILDING -- DAY

Carol is in the elevator, the image familiar and surreal; People share the space, but no one is talking. They wait without expression as the doors open and someone gets on.

INT. AISLE, CVS DRUG STORE -- DAY

Carol is in a drugstore getting Oliver's replacement candy. At the far end of the aisle, a man stands watching her. He is hard to see clearly as the sun is coming in the display windows behind him. Carol doesn't notice.

She goes to the checkout aisle. CASHIER #1 is ringing up a customer while CHATTING on the phone. CASHIER #2 is somber compared to the cashier beside her. She calls out.

CASHIER #2
I can help whoever's next.

Carol looks around. There is no one else. An odd beat as she goes to the counter.

BEHIND HER: *Stock boys are taking all the instant coffee, cola, and stimulants off the shelves.*

INT. CAROL'S CAR -- DUSK

Carol is back driving her own car, Oliver beside her.

CAROL
So how'd your Presidents quiz go?

OLIVER
Good. 95. I missed one.

CAROL
Which one?

OLIVER
Polk.

Carol thinks.

CAROL
10th?

OLIVER
11th.

CAROL
I promise. You won't ever need to know that again.

OLIVER
Then why do they teach it?

Carol shrugs. She heads north on Connecticut. There are only a few cars out. She turns on her headlights.

CAROL
Hey, did you tell Gene you were at your Dad's starting tonight?

Oliver nods.

CAROL (CONT'D)
It's a good thing he still lives next door. Think of the pickle you'd be in if you didn't know any kids in that neighborhood.

OLIVER
Pickle...

Carol half-smiles at the game Oliver is starting.

CAROL
Bread and butter.

OLIVER
Dill.

CAROL
Kosher.

OLIVER
Sour.

CAROL
Sweet and Hots.

OLIVER
Gherkins.

A beat. Carol can't come up with another. Oliver smiles. They cross onto the elegant Taft Bridge.

OLIVER (CONT'D)
Why do people say they're "in a
pickle" anyhow? *In* a pickle?

Carol looks over at him. Oliver sees it first:

CAROL
I think it's a baseball ter--

OLIVER
MOM!

Carol slams on the brakes--her arm shooting out to hold Oliver--barely stopping before running down a WAITRESS (50) who BANGS on the hood in some kind of panic.

WAITRESS
HELP ME! PLEASE!

Carol hits the power locks as the woman tries to get in.

WAITRESS (CONT'D)
LISTEN! --We've got to warn people!

Carol shifts the car into reverse, but hesitates. The woman looks up and sees something that makes her panic. Carol looks in her rearview. A cop car is coming toward them.

WAITRESS (CONT'D)
GET YOUR BOY AWAY FROM HERE-- NOW!

With that, she takes off running back down the bridge.

OLIVER

Mom, what's wrong with her?

As they watch, the woman tries to flag down a pickup coming from the other direction. It doesn't stop. It turns instead and crushes her against the bridge's marble balustrade.

Carol GASPS and wavers, wanting to help, but she is just as unwilling to leave Oliver. But he tells her:

OLIVER (CONT'D)

Mom, go--

She flips on the hazards and unbuckles her seat belt.

CAROL

Stay put. Lock the doors behind me.

EXT. TAFT BRIDGE -- NIGHT

She runs up to the scene. The truck has ridden up onto the curb, buckling the balustrade from the impact.

The woman is hidden by the truck's smashed front as Carol runs up. The cop is out of his car, trying to wave her off.

CAROL

I'm a doctor--

CAROL'S POV: The driver is unharmed, sitting quietly as if at a stop light.

She goes around to the front of the truck and looks. The woman's arm is extended, backwards, from behind the truck's grill, a grisly suggestion of what Carol can see.

The policeman approaches her. Another squad car pulls up.

OFFICER

Go back to your car, Ma'am. I need to get traffic off this bridge.

CAROL

I saw it happen.

OFFICER

Get back in your car--

CAROL

Where should I wait?

Another officer has come up and is talking with the driver. No guns, no handcuffs, just quiet talk.

CAROL (CONT'D)

For a statement. I'm a witness.

The cop just looks at her.

CAROL (CONT'D)

You're arresting that man, right?

OFFICER

We have two officers here at the scene as witnesses, Ma'am.

CAROL

He wasn't here yet. At least take my name--

OFFICER

I took down your plates. If we need to, we'll get in touch.

CAROL

Why did you take my plates--?

The policeman doesn't answer her.

CAROL (CONT'D)

Why did you take down my plates?

OFFICER

I'll ask you once more to get back in your car, or you'll be getting into the back of mine.

This new TONE startles Carol. For a moment, she matches it.

CAROL

Look, I'm trying to help you--

OFFICER

All right. Come with me, ma'am.

The cop actually makes a move for Carol. She backs up fast, amazed this is really happening.

Several onlookers come over to see the accident and this saves her. The cop has to keep the crowd back, so she takes the opportunity to hurries back to her car. She gives the cop one last look as she climbs in.

INT. CAROL'S CAR -- SAME

Carol gets in, starts the car, and pulls away. They drive past the scene. One of the cops is helping the driver out of his truck.

OLIVER

Is that woman dead?

Carol nods.

OLIVER (CONT'D)

Are you okay?

He nods. She puts her hand on his shoulder, still shaken.

CAROL

What is going on around here?

EXT. CATHEDRAL AVENUE -- NIGHT

Carol comes down a quiet, residential street. The lit-up towers of the cathedral can be seen through skeletal trees.

When she pulls into the driveway of Tucker's house, the headlights catch TUCKER (30s), in a pair of latex surgical gloves, just finishing shutting the lid on a trash can. Carol parks and gets out. Oliver does as well.

NOTE: When he turns to face the headlights we see: Carol's ex-husband "Tucker" is "Kaufman" from the previous scenes.

CAROL

Sorry we're late.

Tucker takes off the gloves and stows them in his pocket.

CAROL (CONT'D)

He's had a rough night, Tucker. We just saw an accident--

TUCKER

Okay.

Carol just stares at him, incensed he doesn't seem to care to hear about it. But Oliver is there, so Carol swallows her irritation and gets his things from the back.

She kisses Oliver, and then he goes to stand by Tucker, who takes his hand. Carol hovers at the car door awkwardly.

CAROL

School starts at eight ten. He's got to be there by eight.

TUCKER

Do you want to come in?

CAROL

I'm late for a party.

TUCKER

Enjoy the party.

A beat. Carol gathers what little resolve she has for this.

CAROL

Okay. Gotta go.

OLIVER

Love you, Mom.

CAROL

I love you too. I'll call you.

Oliver waves. Tucker does not. They go into the house.

INT. CAROL'S CAR -- SAME

Carol gets in, trying to hold it together and not cry.

CAROL

Can't even give the kid a hug,
asshole--?

EXT. CZECH EMBASSY -- NIGHT

Carol and Ben valet their car and head to the entrance of the Czech embassy, beside which sits a small fountain.

CAROL

You should have seen her face, Ben.
She was terrified. Then he just hit
her, aimed his truck right for her.

Carol shivers just thinking about it.

CAROL (CONT'D)

She was certainly delusional, but
there was something else going on,
Ben. The driver. The cops.

(beat)

And what about those dogs you
found. I mean, what's happening?

Ben puts his hands on her shoulders and looks at her.

CAROL (CONT'D)

Aren't you worried?

BEN

I'm always worried. But I promised
you a night off from worrying and
you're going to get one. Okay?

She nods.

BEN (CONT'D)

Okay, so who's driving and who's getting plastered?

She LAUGHS as he takes her arm and leads her inside.

CAROL

I'll drive.

INT. GRAND FOYER, CZECH EMBASSY -- SAME

They pass under the embassy's elegant glass marquis, and come inside to a crowd of people dressed up and chatting over cocktails.

A BUTLER (30) approaches them, full of cheer.

BUTLER

Please, let me take your coats--

BEN

Where's the goulash?

BUTLER

Goulash, sir?

Ben and Carol share a private smile as they hand him their coats. Then he and Carol begin cutting through the crowd.

CAROL

I miss my old self, Ben. I'm not always like this.

BEN

Yeah? Just don't tell me you miss my old self, or anyone else's. I'm getting enough of that at work. And I'm not even a psychiatrist.

A beat as Carol takes this in.

CAROL

Wait. What was that--?

The head under a banner reading HAPPY 50th ANNIVERSARY!

INT. BACK TERRACE, CZECH EMBASSY -- SAME

On a terrace surrounded by topiaries, the party continues. Several people flatly regard Ben and Carol as they come in, but most people are smiling, having fun.

A string quartet WARMS UP, sitting in homogeneous tuxes.

BEN

It's nothing. I've had patients mention something this week. One said his wife wasn't herself. The other thinks his whole staff has changed.

CAROL

Same here. Is there some movie of the week we don't know about giving people this suggestion?

Carol turns and bumps into a GUEST (50) passing behind her. She apologizes, but he just looks at her as he goes by.

Then Ben sees MRS. BELICEC waving them over.

She's beaming, standing next to her husband and looking very much in love. When she speaks, she has a thick accent and her English thumps along at 80%. Ben gives her a hug.

BEN

Happy 50th, my dear.

MRS. BELICEC

Dr. Ben! Good to see you! Don't mind Henryk. He is in a fight about Dvorak vs. Copeland.

Sure enough, DR. BELICEC (50) is arguing with a man wearing a horrible toupee. Mrs. Belicec grabs Carol's hands.

BEN

Carol, this is Mrs. Belicec.

MRS. BELICEC

I go by Luddie. And this is my assistant, Danila.

A woman standing beside Mrs. Belicec, DANILA (20s), nods.

Then the MUSIC begins: Dvorak's "American" Quartet. It's technically ok, but lacks the emotion that makes it lively. Dr. Belicec frowns at it. Mrs. Belicec just TALKS OVER it.

MRS. BELICEC (CONT'D)

So, how do you know Dr. Ben?

CAROL

We're colleagues.

Mrs. Belicec looks disappointed. So, in fact, does Ben.

MRS. BELICEC

Oh. I was hoping for more. Ben is a sweetheart who should not be taking out these empty-headed women we see him with. Gigglers, we call them behind their backs.

BEN

I'm standing right here--

Dr. Belicec leans in.

DR. BELICEC

Are you hearing this?! Bored housecats could do better-- Let's be sensible and start drinking right away.

BEN

Next round's on me.

MRS. BELICEC

Vodka all around! No tonic.

Ben goes off to the bar. Some people are amused by the bad music, others stand listening, iron-faced and silent.

DANILA

What do you do, Carol?

CAROL

I'm a psychiatrist.

Mrs. Belicec looks at her husband, impressed.

MRS. BELICEC

Ah! A good job for a woman. Women can listen. Women ask good questions. My husband, in case you haven't noticed, has a degree in music and loves only to argue.

DR. BELICEC

Music and politics. How do you like that combination?

MRS. BELICEC

Yes, he can whistle Mozart when the world falls apart.

Dr. Belicec smiles at his acerbic wife, clearly in love.

DR. BELICEC

If the world were falling apart, I would not waste time whistling.

He slaps her backside and she pretends at shocked horror. But he's ready with a piece of anniversary cake to make up for it. He feeds her a bite, as if they were just married.

Carol watches, touched.

EXT. BEN'S CAR -- LATER

Carol is driving Ben home in his car as he's a bit tipsy.

CAROL

Thanks for getting me out of the house tonight. I'm glad we went.

BEN

Sorry about Luddie. She means well.

CAROL

Fifty years. Imagine that.

Carol shakes her head in awe. Ben's a little drunker than he first looked. But he's a happy drunk, full of HICCUPS.

BEN

Can I say something totally off topic?

CAROL

Be my guest.

BEN

I like you, Carol.

He is so serious when he says this, Carol can't help but LAUGH.

CAROL

I like you, too.

BEN

Why are you laughing? This is serious.

CAROL

Everything's serious with you, Ben.

They pass two women on the sidewalk holding clipboards, who watch them drive by.

BEN

What do you mean?

(beat)

Wait, wait. Pull over a second--

CAROL
We're almost to your house.

BEN
Pull over. I want to say something.

Carol pulls the car over and puts it in park. She turns to him with the patient face of someone indulging a drunk.

BEN (CONT'D)
Okay. Okay. Listen.
(beat)
I think you feel like I do. I mean
I care, and I know you care. You
know you care, right?

CAROL
Yeah. I know.

BEN
Then why can't we be, you know--
She looks at him candidly. He HICCUPS.

CAROL
You're drunk, Ben.

BEN
No I'm not.

The sincerity of this denial is too much for Carol.

CAROL
Let's talk about this later.

BEN
No. Now. --I want it to be now.

He takes her hand, shifting the energy a bit. For a split second Carol seems into it, but then she shakes her head.

CAROL
No, Ben. I don't like surprises.
(beat)
I've got this great kid, a home I
barely see, a practice I run by
myself. I'm past the point where I
can just improvise. Do you know
what I mean?

BEN
Absolutely not. I do not.

CAROL

I can't be anything to you except
what I am right now. Maybe that'll
change, but for now--

She trails off, not sure what to say.

BEN

You positive?

Carol pats his hand, ending the awkwardness between them.

CAROL

For now, yeah. I'm sure.

But once Ben glances away, she looks anything but sure.

INT. KITCHEN, CAROL'S HOUSE -- SAME

Carol comes in, kicks off her shoes, looks at the phone as
if deciding, and then picks it up.

CUT TO:

She sits on the kitchen floor talking to Oliver.

CAROL

Tomorrow night? That's great. What
will you do?

(beat)

You could make tent forts like you
do when he sleeps over here. Does
your dad have any extra blankets--

(beat)

That sounds fun. How's Rocky?

(beat)

Oh, that's too bad. I'm sure he'll
come back--

(long beat)

We had a nice time. You'd have
liked it. There was a band.

As Carol talks on, she's clearly missing him more and more.

INT. FRONT HALL, CAROL'S HOUSE -- SAME

Carol puts a tea kettle on, then comes down the hall and
puts the phone back in its cradle.

As she starts up the stairs, there is a KNOCK, not at the
front door of the building's foyer, but the front door to
her part of the house.

CAROL

Who is it?

MAN'S VOICE

Carol Bennell?

She opens the door on the chain. Out in the foyer is a well-groomed MAN (35) in a blazer and tie, holding a clipboard.

MAN

I'm sorry to bother you so late. I need to ask you a few questions. For the Census Department.

Carol tries to understand.

Her neighbor's DOG begins GROWLING behind the next door.

MAN (CONT'D)

We're doing a census this month in your district. Not the extended paper census, but a quick, door-to-door version. To update records.

CAROL

At eleven o'clock at night?

The man holds up a government ID. Carol looks at it.

MAN

Deadlines. We're working all night on this now. You're my last house. I came a few times.

CAROL

Yes, I was out.

MAN

We can sit down and it will take five minutes. Quick and painless.

A beat. Carol is not convinced.

MAN (CONT'D)

We're on a tight time line.

CAROL

Yes, you said that.

MAN

It's five questions.

He hasn't broken eye contact with her since she opened the door. In the kitchen, the KETTLE begins WHISTLING.

CAROL

Look, let me get that and then you
can ask me through the door.

The man just nods.

CAROL (CONT'D)

Hold on.

As Carol closes the door, the man *spits at her, aiming for her face--a frightening, inhuman gesture*. The door shuts a nanosecond before it can hit her. She doesn't see this.

She walks down the hall to the kitchen, but hears the FRONT DOOR BEING QUIETLY OPENED AGAIN. She turns and sees:

The man has opened the door and is reaching in, trying to unlatch the chain.

CAROL (CONT'D)

HEY!

She runs back and kicks the door on his arm, which whips around, at an unnatural angle, to grab Carol's hair. She pushes the door with force and the arm withdraws.

She tries to lock it, but the man rushes it from the other side. The chain holds, but the force *knocks Carol back across the floor*. The phone crashes down beside her. She grabs it and hits 9-1-1.

The KETTLE IS SCREAMING. The neighbor's DOG IS HOWLING. The man tries again to break through.

CLOSE ON: *The slide mount on the door frame pries half off; it won't last another blow.*

Carol gets to her feet and rams the door with all her weight. It shuts this time and she quickly throws the bolt. Then she hears the man go out the FOYER DOOR. Through the window, she sees him walk away, heading down the street.

VOICE ON PHONE

9-1-1. Are you there?

The look on Carol's face displays the thought: *Walking?*

VOICE ON PHONE (CONT'D)

Are you there?

CAROL

Yes-- I'm here.

VOICE ON PHONE

What is your emergency?

She catches her breath, not knowing what to say.

TITLE CARD: **THURSDAY**

INT. LIVING ROOM, CAROL'S HOUSE -- DAWN

Ben is on the couch with a pillow and quilt, just coming awake. He can hear Carol upstairs TALKING on the phone with the police. He tries to moisten his mouth, very hung over.

OVER HIS SHOULDER: *The neighbor is at the window watching him. She has her baby in the crook of her arm and it, too, stares at Ben, like an adult, SILENT this morning.*

INT. FRONT HALL, CAROL'S HOUSE -- SAME

Carol comes down dressed for work. She looks at the busted door lock; a close call. Then she sees Ben making something at the stove, looking very at home in her kitchen.

She considers this for a minute before he glances her way.

CAROL

Thanks again for coming, Ben.

BEN

Carol. What'd the police say?

She just shakes her head. She comes and leans against the kitchen doorway and he sees she's dressed for the day.

BEN (CONT'D)

You're not going to work--!

CAROL

I have to. Back-to-back all day.

BEN

Have some breakfast then, at least.
I made pancakes.

He holds up a skillet displaying several oily-looking pancakes. Carol just shakes her head. Ben puts the pan down and asks, a little awkwardly.

BEN (CONT'D)

About the ride home last night--

But Carol cuts him off as gently as she can.

CAROL

Ben. Why don't we just pretend you didn't say it and I didn't hear it. Does that work for you?

Ben looks disappointed, but nods and flips a pancake.

EXT. CAROL'S HOUSE -- LATER

Carol heads toward her car. She waves at her neighbor who is at the curb dropping something like a baby garment into the trash can, a pair of garden gloves on her hands.

EXT. CONSTITUTION AVE -- DAY

Carol drives to work, cutting across the Mall. They are constructing something there, putting up big rows of snow fencing. It's hard to see what exactly it is.

She looks at her watch and frowns. Late again.

INT. RECEPTION AREA, CAROL'S OFFICE -- DAY

Carol comes hurrying down the hall toward her practice. When she comes in, Carly is at the front desk. The FedEx man is there as well, dropping off some mail.

CAROL

Sorry, I'm late. I--

Then she looks into the waiting room: It's empty.

CARLY

Mrs. White cancelled. So did the rest of your morning appointments.

CAROL

What about Wendy Lentz?

CARLY

I haven't heard from her.

Carol looks worried. The FedEx man glances at her.

CAROL

Is it a holiday or something?

CARLY

Next bank holiday is Thanksgiving.

CAROL

I was kidding--

Carol finally notices Carly's appearance: *She has not done her hair so elaborately nor does she have on much make-up.*

CAROL (CONT'D)

Carly. Your look, I mean your hair--

CARLY

Slept in. No time to do the hair.

The FedEx man finishes his business and turns to leave. He takes one last look at Carol and then he and Carly share a small nod. Carol doesn't see this.

CAROL

Would you shoot me Wendy Lentz's cell number. I'd feel better if I knew she was all right.

Carly nods. Carol goes into her office, shutting the door.

INT. INNER OFFICE, CAROL'S PRACTICE -- LATER

Carol goes to her computer, opens the number, and starts dialing. It RINGS and RINGS. Finally someone answers.

DAN'S VOICE

Hello.

This is not the voice Carol expected.

CAROL

Mr. Lentz, it's Carol Bennell. I was hoping to speak with your wife-- This is her cell phone I'm calling?

DAN'S VOICE

She's asleep right now.

CAROL

I hate to ask, but it's important I speak with her now. Would you mind seeing if she'd come to the phone?

DAN'S VOICE

I'll have her call you in a bit.

A beat.

CAROL

Is everything all right, Mr. Lentz?

DAN'S VOICE

Everything's fine. Better than it's been in a long time.

(MORE)

DAN'S VOICE (CONT'D)

Wendy's fine now. I'll give her the message you called and she'll tell you herself.

CAROL

Mr. Lentz?

DAN'S VOICE

Yes.

CAROL

If I don't hear from her soon, I'll call back-- Do you understand what I'm saying?

DAN'S VOICE

You'll hear from her by end of day, I'm sure.

The other line CLICKS OFF and Carol is left holding the phone to her ear.

CUT TO:

Carol has Wendy Lentz's file out on her desk and is writing new notes. She first writes "Delusional Disorder?" Then she jots out a list of criteria:

CLOSE ON: "Certainty" is first, which she checks off with a note. "Unshakable Belief" is next, which she checks also. Then she writes "Impossibility of Delusion in Reality." Her pen hovers just beside it.

Carly is standing at the door watching Carol work, her expression dark. It isn't until Carol looks up, startled, that she smiles.

CAROL

Carly--

She has a cup of tea in her hand. She comes up and holds it out for Carol to take.

CARLY

I brought this. Will you drink it?

CAROL

Later maybe. Thanks.

CARLY

You don't want to drink it now?

(beat)

It's new. Tell me what you think.

Carly's tone is odd. Like Mr. Lentz's. Carol looks at her. She takes the tea from her.

They stare at one another for a moment. Clearly something is wrong. Carol is about to take a sip when her CELL PHONE RINGS on the desk beside her, making Carol jump.

She puts the tea down and takes the call, watching as Carly slinks away.

CAROL

Ben? --Okay. I'm on my way.

INT. LABORATORY SERVICES, GW HOSPITAL -- LATER

Carol and Ben stand beside Dr. Galeano as he shows them something on an LED monitor linked to his microscope.

DR. GALEANO

It's like the other cases I was telling you about. But now there are hundreds of reports. This stuff's showing up all over the country, and a couple cases have sprung up abroad now.

CAROL

So what did the workup show?

DR. GALEANO

This'll sound incredible--but the best way I can describe it is as a kind of post-infection sweat, like a night sweat, but instead of evaporating, this solidifies.

He shows them on the monitor.

DR. GALEANO (CONT'D)

A percentage of this is spent white blood cells, as you'd see in a normal infection. But a portion is hGH, serotonin and somatotropin--all hormones a person produces when he enters NREM sleep. These sleep hormones have undergone some kind of quick metabolic reaction and then were expelled as waste.

BEN

Reaction to what?

DR. GALEANO

These.

He point out several cells shaped like snowflakes.

DR. GALEANO (CONT'D)

These are also spent cells--
exploded, actually. But they're not
leukocytes. Or cancer cells. Or
bacteria. Or anything I've seen.

BEN

Viral?

DR. GALEANO

I thought so, except I couldn't
destroy them. I heated them up to
see when they'd denature. I took
them up to 700 degrees. I couldn't
freeze them, either.

BEN

That's impossible.

DR. GALEANO

Yeah. But true. We're looking at
something completely --foreign.

A beat as they consider the ramifications of this.

DR. GALEANO (CONT'D)

England's begun epidemic protocols.
So has Canada. But no one here has
said a peep. They just keep talking
about this flu.

Ben thinks this over a minute.

BEN

Is there a television here?

INT. LOUNGE, GW HOSPITAL -- SAME

They watch the local news. President Fields is speaking
from behind a podium, in his genial Southern accent.

PRESIDENT FIELDS

*Given the scope and aggressiveness
of this particular flu virus, we
have taken prudent precautions. We
have sent resources to each of your
communities to offer Americans free
inoculations to combat the spread
of this virus before it becomes a
serious threat to public health.*

DR. GALEANO

It's got to be the same thing--

Ben is about to say something when his CELL PHONE RINGS. He excuses himself and goes out into the hall. Carol and Dr. Galeano continue watching the president's address.

PRESIDENT FIELDS

As soon as is convenient, you and your loved ones should visit your local school, church, or courthouse where these free inoculations are already being given in most areas. We have to fight this threat on all fronts, and only in doing so, can we rise above it.

Ben comes in from the hall, frowning. He grabs his coat.

BEN

That was Luddie Belicec. They found a body at the embassy. And she said it's still changing.

CAROL

Changing? In what way--?

BEN

I have no idea, but she sounded terrified.

They look at one another. Dr. Galeano grabs his coat.

INT. PARKING STRUCTURE, GW HOSPITAL -- SAME

Carol heads to her car in the hospital's parking structure, her cell phone at her ear.

VOICE

You've reached the voice mail of Tucker Kaufman. Please leave your message at the beep.

CAROL

Tucker, it's Carol. I want you to call me as soon as you get this. It's very important--

INOCULATION MONTAGE:

1. At the MCI Sports Center, hundreds of people are lined up for the free inoculations.
2. At Georgetown Elementary, Pam Welch and her two sons are there, waiting in line.

C

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2. At Georgetown Elementary, Pam Welch and her two sons are there, waiting in line.

3. At the Washington Cathedral, Gene is in line with his parents.

EXT. DRIVEWAY, CZECH EMBASSY -- DAY

Carol pulls into the embassy driveway and rushes over to where Mrs. Belicec and Danila wait under the glass marquis.

MRS. BELICEC
We couldn't stay in there anymore.

CAROL
Ben's on his way--

INT. BALLROOM, CZECH EMBASSY -- SAME

They cross an ornate mirrored ballroom, talking as they go.

MRS. BELICEC
We found one of our staff had died this morning, I don't know how. She looked like --a monster. All the police did was take her away and tell us they'd be in touch.

DANILA
And we believed them.

MRS. BELICEC
But then our butler, felt unwell, so we had him lie down. When I checked on him, he was in the same state, only sleeping.

CAROL
Where's your husband?

Mrs. Belicec and Danila trade a worried look.

DANILA
We haven't heard from him all day.

Carol steels herself for this.

CAROL
All right. Show me what you found.

INT. SERVANTS CORRIDOR, CZECH EMBASSY -- SAME

They come down a hall where Danila stops outside an oak-panelled door left open a crack. Mrs. Belicec is clearly unnerved by all of this.

MRS. BELICEC
I'll go wait for the others.

She flees. Carol peers into the room and then goes in.

DANILA
He's on the bed.

INT. BUTLER'S ROOM, CZECH EMBASSY -- SAME

It is a large room with a curtained four-posted bed, lit only by a TV on a dresser in the corner as the heavy drapes are closed. The TV plays some NASCAR event, the sound TURNED LOW.

ON THE TV: *The murmur of pre-race commentary.*

Something in the room is GASPING wetly. Carol gets out a penlight and shines it between the curtains on the bed.

CAROL'S POV: *Something is lying on its side glistening in the flickering TV light. It's shifting slowly inside a translucent membrane, half-wrapped in a bath robe.*

CAROL
My God.

Ben appears in the door, Dr. Galeano and Mrs. Belicec just behind. They quietly move to the bed.

DANILA
It's changing fast. It wasn't like this a little bit ago.

CAROL
Keep your voices down.

DR. GALEANO
What the hell is that--

Carol moves closer and shines her light near it again.

CLOSE ON: *The fleshless, sinewy structure of a face can be seen under the membrane, eyes closed, jaws slowly opening and closing.*

Carol sees that the membrane has tightened around the man's hands, where it is bunched and rubbery. Then she realizes.

CAROL
Look at this. Look familiar?

She points to the wrinkles of membrane around the skeletal hands. She looks up at Ben and Dr. Galeano.

DR. GALEANO

It's what you brought me. That's his skin. We're looking through his skin.

DANILA

How is that possible?

DR. GALEANO

It isn't. Now we know why it was full of sleep chemicals. Whatever this is hits you when you sleep.

Ben is the only one who is somehow managing to keep a more objective point of view in the face of this.

BEN

The virus must be reconfiguring the body from the *inside out*, using the skin to keep it all contained, and to sweat out whatever by-products this --transformation creates.

Dr. Galeano leans in an inch closer to the sleeping form than anyone is comfortable with.

DR. GALEANO

Look at the lungs. They've grown, maybe 20% for a man his height. But the heart is smaller than it should be.

CLOSE ON: *Under the skin, under the now translucent ribs, the man's heart can be seen pumping erratically. It hangs embedded there in the goo, small and twitching.*

DR. GALEANO (CONT'D)

Human organs, but taking on the dimensions of-- what?

Ben takes all this in.

BEN

We have to do the right thing here, exactly the right thing. We may be the first to see an advanced case of whatever this is. We've got to warn people. Find out how it works. Suppress it if we can. It's possible the CDC and NIH don't know what they're dealing with yet.

(thinking)

I want to get some photographs of this, something we can show people. Maybe take a blood sample.

MRS. BELICEC

Sample-- You want to get so close?

ON THE TV: *Everyone in the bleachers now stands, as do the drivers, for the National Anthem.*

CAROL

Here--

Carol takes out her cell phone, which is also a camera. She hands Danila her penlight and Danila shines the light on the form in front of them.

CLOSE ON: *The waxy structures of the face are contorting under the membrane, which is, apparently, the man's skin turned translucent, creating a rigid mask of pathos.*

DANILA

Is he in pain?

BEN

(worried)

I don't know.

ON THE TV: *A woman goes to the microphone and begins to sing flatly and without expression. It is a truly warped rendition of the National Anthem.*

Carol turns to Mrs. Belicec and gestures to the TV.

CAROL

Turn that off--

Carol steadies her camera and takes the first picture, certain the flash will wake the thing up, but it doesn't. She leans in a little closer for the next one.

Mrs. Belicec reaches up to the TV, but turns the knob the wrong way, accidentally *ROARING* the *VOLUME* for a second with *PATRIOTIC MUSIC*.

SINGER

ROCKET'S RED GLARE, THE BOMBS--

OFF THE BURST OF NOISE: *The form on the bed WHINNIES and jerks upward nearly colliding with Carol, spraying fluid in all directions.*

Ben, Mrs. Belicec, and Dr. Galeano jump back as it jerks off the bed toward Carol and Danila. Danila is able to get around to the other side, but Carol is cornered.

It flops over hard hitting the dresser and knocking the TV off, which falls right on the form, splitting open its skin sac.

The thing SCREECHES, milky fluid rushing out and soaking the rug right at Carol's feet.

BEN

Carol!

CAROL

Get out of here--!

The melted-looking structures of what must be arms and legs flip out of the skin sac and start clawing at everything, pulling and pushing the body along the floor.

Carol tries to get around it, but the arms start pulling it up the wall in spasms and up onto the ceiling.

So Carol runs under it and it drops down, just behind her, slapping at her leg. It misses, knocks over a chair, and cartwheels after her, SHRIEKING all the way.

EXT. STAFF CORRIDOR, CZECH EMBASSY -- SAME

Carol runs out into the hall toward Ben, and when the form comes out behind her, Mrs. Belicec pins it to the floor with an axe from a fire box in the wall there. They back away as it writhes. Finally it stops moving.

MRS. BELICEC

Are you okay?!

Carol nods and takes Mrs. Belicec's hand for a moment. Danila is looking at the thing on the floor in shock. Dr. Galeano turns to them.

DR. GALEANO

Dismiss the rest of your staff and do a sweep of this entire place. Check every room. Ben, Carol, help me carry this thing to someplace we can start an autopsy-- asap.

Carol turns to Ben.

CAROL

I'm getting Oliver.

BEN

I'll come with you--

CAROL

No, no. I'll handle it. Just figure out what's going on.

Ben nods. Carol starts moving down the hall.

CAROL (CONT'D)
I'll be back in half an hour.

EXT. CZECH EMBASSY -- SAME

Carol comes out on her cell phone. She can't get a signal.

CLOSE ON: The screen reads NETWORK DOWN.

CAROL
Damn it--

EXT. CONNECTICUT AVE -- DUSK

Carol drives past the Cleveland Park Metro station and the Uptown Theatre. *Time and Again* is playing. She passes two couples walking down the sidewalk there.

CAROL'S POV: *One woman is injured and trying to hide it.*

She passes them by and turns down a side street.

EXT. CATHEDRAL AVENUE -- SAME

A municipal truck drives slowly along. Workmen place a blue plastic bin the size of a refrigerator on every corner. Carol drives past this and pulls into Tucker's driveway.

EXT. FRONT PORCH, TUCKER'S HOUSE -- SAME

Carol comes up to the front porch and KNOCKS. In a moment, Tucker opens the door.

TUCKER
Carol.

CAROL
Check your messages, Tucker. I've been trying to get a hold of Ollie.

TUCKER
Come in.

INT. LIVING ROOM, TUCKER'S HOUSE -- SAME

Carol walks in to find four MEN sitting in the living room with Autumn, Tucker's girlfriend. Tucker comes in.

TUCKER
These are colleagues of mine.

Carol can sense something is wrong, but she's pissed. She heads back into the hall.

TUCKER (CONT'D)

Carol--

INT. FRONT HALL, TUCKER'S HOUSE -- SAME

Carol comes into the hall and heads for the stairs, Tucker is right behind her. Carol calls up the stairs.

CAROL

Oliver--

TUCKER

He's not here.

Carol stop and turns.

CAROL

Where the hell is he?

TUCKER

He's with Gene. They're at a movie.

CAROL

When will they be back?

TUCKER

A little while.

Carol just shakes her head, incredulous.

CAROL

Something's happening, Tucker. People are getting sick. And you ship Ollie off to a movie so you can hang out with friends from work? What are you thinking?

(beat)

Which theatre?

TUCKER

What?

CAROL

At which theatre is my son?

TUCKER

I'm not sure. The Trans dropped them off.

CAROL

Perfect. I'll ask the Trans.

TUCKER

Why don't you calm down and listen for a moment. You're very emotional right now, Carol.

CAROL

Damn right I am.

Carol heads up the stairs.

TUCKER

Where are you going?

CAROL

To get Oliver's things. He's coming home with me tonight.

TUCKER

Carol--

CAROL

Tell it to my lawyer, Tucker.

INT. GUEST BEDROOM, TUCKER'S HOUSE -- SAME

Carol comes in and sees Oliver's backpack on a chair and starts shoving anything of her son's she can find into it. She senses Tucker at the door, but doesn't look at him.

CAROL

You know, some people come home at night and relax with a book, or go see a movie with their child. But not you. You've always been indifferent to Ollie. To both of us.

(beat)

You didn't even want a kid until you had enough job security to risk it. And once they dangled a VP post in front of you, you plugged right in, didn't you? Rode the promotions train right up into oblivion. Well, this is it, Tucker-- This is your fucking life.

She grabs the backpack and turns to face him. He is just watching her, a curious expression on her face.

TUCKER

Don't fight us, Carol.

CAROL

You don't think I know who that young woman is?

(MORE)

CAROL (CONT'D)

I thought you'd have enough sense
to keep her out of Ollie's life--

When she heads past him out the door, he puts a hand on her
elbow, but she shakes him off.

TUCKER

Carol. Just let it happen.

INT. HALLWAY, TUCKER'S HOUSE -- SAME

Carol comes marching downstairs, not really having heard
Tucker's odd comment. But when she gets to the bottom step,
she sees several of Tucker's "colleagues" now blocking the
front door. A beat.

She takes off for the back door in the kitchen only to find
someone there as well. She also notices:

CAROL'S POV: All of the dog's things are now heaped up by
the trash can. Dog bed, bowls, his leash.

Tucker comes down the stairs.

CAROL

What's going on here--

TUCKER

When you wake up, you'll feel
exactly the same, Carol. You will
be the same.

CAROL

What?

TUCKER

Every thought, memory, every habit.
You'll still be you.

CAROL

What are you talking about?

TUCKER

It's too late to fight. There's no
need for violence. All you have to
do is nothing. That is all we've
ever asked.

Carol finally realizes she's in danger. Serious danger.

CAROL

Where's Oliver--?

TUCKER

Carol--

CAROL
WHERE'S MY SON?!

TUCKER
He'll be taking the train up to my mother's in the morning. I thought she could help ease him through.

CAROL
Through what--

She looks around for a way out, or a weapon of some kind, aware the others are watching this unfold.

TUCKER
You don't know yet, do you?
(beat)
You'll see.

In preparation for secreting the virus, he unseats his shoulders, which seems to force some kind of fluid up into his neck. Carol watches in cold horror, blinking back in disbelief.

TUCKER (CONT'D)
You're either with us or against us, Carol. That's the way things are now.

He takes a step in her direction.

TUCKER (CONT'D)
It doesn't hurt, Carol. It's just like getting a cold--

At this, Carol makes her move: She feints and pushes past him toward the laundry room next to the kitchen.

INT. KITCHEN, TUCKER'S HOUSE -- SAME

She makes it to the doorway, but Tucker yanks her back, pulling her to the floor. He turns her on her back and she immediately backhands him, trying to get away.

CAROL'S POV: The men standing at the back door watch all of this, but do nothing to help. It's a surreal image.

Tucker pulls her back and pins her down to face him.

CAROL
Don't-- Please don't do this! Let me try to help you-- Help Oliver--

His tongue comes trembling of his mouth, hardened into a rigid cone. It begins moistening inches from Carol's face.

Now Carol does SCREAM.

CAROL (CONT'D)

TUCKER PLEASE--

She shuts her eyes and turns her face away when the greasy fluid begins flicking down in her eyes, in her nose and mouth. She tries to keep it out by not breathing, and does so for a minute, but soon her face is covered.

Eventually, she GASPS for air, and the fluid seeps in.

She SCREAMS a cry of rage and defeat, and throws all the power she has at him. He lets her go.

TUCKER

Let it happen, Carol--

But she plants one booted foot in his crotch, hard, giving her time to get on her feet. She runs for the laundry room door, Oliver's backpack in hand.

Tucker calls after her.

TUCKER (CONT'D)

It's too late, Carol. It's done--

EXT. BACK YARD, TUCKER'S HOUSE -- SAME

She comes out the laundry room and stumbles down the steps, SCREAMING for help. She sees Gene's house and runs for it.

EXT. BACK PORCH, GENE'S HOUSE -- SAME

She comes up the back stairs and in through the shady back porch. She POUNDS on the back door, but no one comes.

CAROL

HELP ME--

She can see Tucker and a few of the others come out the back of Tucker's house to watch.

As she turns to run back out, she sees: *In the corner are Mr. and Mrs. Tran, exploded and soaked in fluid.*

They apparently died while changing, and have been placed on the back porch like two bags of trash.

EXT. BACK YARD, GENE'S HOUSE -- SAME

Carol comes down off the Trans' back porch. Tucker calls to her across the yard, golden now with the sunset.

TUCKER

Carol, try to relax. Try to accept what this is.

(beat)

Come back inside with us now. You should rest.

Carol darts between the houses toward the street.

EXT. FRONT YARD, TUCKER'S HOUSE -- SAME

Carol comes around the front corner of the house digging in her pocket for her keys.

CAROL

Come on-- COME ON--

She finally finds them and gets in her car.

INT. CAROL'S CAR -- SAME

She starts it and sees Autumn and the other men are coming down the driveway.

She wipes some of the fluid out of her face, puts the car in reverse and guns it, SQUEALING back out into the road. She puts it in drive and guns it again, this time *slamming into a big blue container* in front of Tucker's house. She knocks the bottom out from under it and it slams down onto her hood, spilling out all its contents.

Carol SCREAMS as something unrolls across her windshield. It's a *complete skin* this time; She can see holes where the eyes and mouth go. It's in sticky tatters as if someone just pulled it off.

She guns it one last time and SQUEALS off toward the lights of Connecticut Ave, the skin fluttering off into the night.

IN THE REARVIEW MIRROR: She can see Tucker and the others standing in the street watching her go.

EXT. CONNECTICUT AVE -- DUSK

Carol peels out onto Connecticut Ave, but has to swerve to avoid hitting a group of men in the center of the road.

Her car rides up onto the curb and becomes hung up.

INT. CAROL'S CAR -- DUSK

She REVS it once, twice, but with no luck. When she tries to back up, she sees she is hooked to the bumper of the car in front of her. She slams her hands on the steering wheel.

When she looks around, she finally sees: *The group of men from the middle of the road are watching her now, standing around a teenage boy who is on the ground covered in fluid, hands pressed against his eyes. They've just infected him.*

EXT. CONNECTICUT AVENUE -- DUSK

Carol gets out of her car and runs, SCREAMING toward a shopping area up ahead. She's now become the woman she saw earlier, begging cars for help as they go by. But everyone ignores her.

She turns and sees the men are running after her, only a half block away and gaining on her. She sees the stairs to the Cleveland Park Metro station and goes for it.

INT. LOBBY, CLEVELAND PARK METRO STATION -- SAME

As Carol runs down the escalator, the men not far behind, she hears the DESCENDING PNEUMATIC WHISTLE of an incoming train. She makes it to the bottom and forces herself to keep running toward the fare turnstiles.

The STATION COP in his kiosk sees Carol. She has only a second to decide whether to trust him. Decision: *She jumps the turnstile and runs past the kiosk toward the stairs leading down to the platform.*

INT. METRO TRAIN -- SAME

Carol comes through the doors of the rear car just as the ONE-TWO TONES chime and the doors close.

CAROL'S POV: *The station cop and the other men are still on the escalators.*

There are a dozen passengers in the car including the two couples she'd seen running on the street, now looking very calm. The injured GIRLFRIEND #1 is hiding her bloodied arm. They do not have eye contact with her when she boards.

Carol takes a seat two rows away from them, near the rear of the car, and tries to catch her breath.

The train heads into the tunnel. At the end of the train, is a Plexiglas conductor's booth for when the train is running the other way. Its door CLICKS on its frame as the train sways. Otherwise it is SILENT.

Carol is starting to panic. BOYFRIEND #1 sees this, leans up discreetly, and says:

BOYFRIEND #1

Try to calm down.

She turns to him, not understanding.

BOYFRIEND #1 (CONT'D)

You're not out of danger--

His girlfriend glances at the few other people at the other end of the car and pulls on her boyfriend's sleeve, trying to get him to stop.

BOYFRIEND #1 (CONT'D)

You have to listen to me. You can fool them-- But you must calm down.

CAROL

What do you mean?

BOYFRIEND #1

Don't show emotion. Then they can't tell who is who.

Carol and Girlfriend #1 meet eyes. The young woman looks terrified under her calm exterior.

CAROL

What happened to you?

Boyfriend #2 looks at her, suspiciously.

BOYFRIEND #2

We've been running for an hour. We were attacked. At a pub.

CAROL

By who?

He looks at his girlfriend.

BOYFRIEND #2

Everyone there.

BOYFRIEND #1

But we figured out if you act like they do, they leave you alone, and--

Then the train begins to SLOW down in the dark tunnel.

Girlfriend #2 looks around, starting to panic. No one else on the train seems bothered by this.

GIRLFRIEND #2 BOYFRIEND #1
John-- Stay calm.

The train slows to a stop in the tunnel, between stations.

GIRLFRIEND #1
We shouldn't have come down here.

Girlfriend #2 glares at Carol.

GIRLFRIEND #2
Why did you talk to her? Now we're
all fucked.

CAROL'S POV: *The conductor is in the next car, coming their way with a small group of people behind him.*

CAROL
Look--

As they look around, the other passengers in the car start getting to their feet to come after them. Girlfriend #1 can't help herself. She turns on them and yells:

GIRLFRIEND #1
Jesus Christ, LEAVE US ALONE!

BOYFRIEND #1
Jan--

BOYFRIEND #2
We have to get out of here.

Carol sees the conductor's booth in back. Beyond it, there is a rear emergency exit from the train.

CAROL
There--

They head for the booth. It's locked. One of the men motions her back and kicks it open and they rush inside. It is a small space, barely able to fit them all.

As they shut the door behind them, the people on the other side of the Plexiglas begin spitting at them, like snakes. The fluid hits the Plexiglas with whiplike speed.

BOYFRIEND #1
Get that door open!

Boyfriend #1 is trying to keep the door shut, but people on the other side are pushing through. Boyfriend #2 helps him.

BOYFRIEND #2

(to Carol)

Do it!

People on the other side begin forcing the Plexiglas and it cracks once... twice...

Carol cranks the emergency exit open and it swings away freely, setting off a PLEASANTLY-TONED ALARM. It is a good four feet down to the dark tracks.

She jumps down and turns to help Girlfriend #1.

As she does, up in the car, the cracked Plexiglas is torn out of its frame and the woman's friends are now fighting off the snatchers on the other side.

Boyfriend #2 turns to them, clutching his eyes which are coated in the now-familiar viscous jelly.

GIRLFRIEND #1

CLARK!

She climbs back up to try to help him as the other couple is dragged through the window by the crowd.

CAROL

COME ON!

Carol tries to pull the woman back down, but she clings to her boyfriend, so Carol turns and runs down the dim tunnel. A hundred feet ahead of her is a single yellow bulb in a recessed door. She looks back.

CAROL'S POV: The man is down and his girlfriend is leading him in Carol's direction. People are hopping off the train to chase them. The couple will never make it.

Carol gets to the recessed door and tries it. It's open. She goes in and shuts it behind her.

INT. MAINTENANCE HALL, RED LINE -- SAME

Carol finds she's in a dim hallway. From the tracks comes SCREAMING as the couple is caught. Carol locks the door. At the other end of the hall is a door with a louvered vent. A light is on behind it. She goes.

INT. MAINTENANCE HUB, RED LINE -- SAME

She emerges into a kind of break room. There's furniture set up, a row of lockers, a time clock. A gun belt and line tester hang on the back of the chair.

BEHIND HER: *A man sits up on the couch. He's just finished reconstituting and looks like a person again. He's shed his skin, but not removed it yet. It is sloughing off under his clothes. He gets to his feet.*

Carol doesn't notice. There's a door across the room by the lockers. She grabs the gun from the belt and runs for it.

As she goes through the door and into a dim set of grimy concrete stairs, she collides with:

INT. ACCESS STAIRS, RED LINE -- SAME

A TRANSIT COP (35). Carol sticks the revolver in his face.

CAROL

Back up--

COP

All right, Miss. Slow down.

Carol takes his gun and shoves it in her pocket. She's scared, clearly unused to handling a firearm.

CAROL

Get inside--

COP

There's no need to--

Then the door opens beside them and the sloughing man is there. With a surprised YELL, Carol FIRES, hitting him in the neck. He goes down.

The cop goes for Carol's gun, but she plants it on his forehead.

INT. MAINTENANCE HUB, RED LINE -- SAME

They come back inside, stepping over the body, and Carol handcuffs the cop to the chair.

CAROL

All right. What the hell is going on--?! Tell me.

COP

What do you mean?

CAROL

Start with him--

She gestures to the man on the floor. When she glances at him, she realizes he's still moving.

CAROL'S POV: *The gunshot wound is rippling, undulating.*

Carol looks again at the body in time to see the bullet work itself out and drop to the floor with a PING. She cannot believe her eyes.

COP

He said he wasn't feeling well and came in to lie down.

The sloughing man starts getting up, pulling free of his skin. Carol shoots him again. Then she points the gun at the cop. She looks at his badge and shakes her head.

CAROL

Why are you lying to me?

COP

You don't want to hurt anybody.

CAROL

Are you one of them?!

COP

I have a family. I have two boys.

Something is off about how he says this, something's flat. Carol looks at him now, sure he's one of them.

CAROL

They'll stop you. You understand?
They'll stop what you're doing.

The cop doesn't respond to this. He just watches Carol.

CAROL (CONT'D)

How do I get out of here? Do those stairs lead up to the street?

Just then, someone begins POUNDING on the recessed door at the tracks. They both hear it.

CAROL (CONT'D)

Don't make a sound--

She searches around for something with which to gag him.

CAROL'S POV: *There's something in the trash can next to the desk, like a plastic bag.*

She grabs it and pulls it out. It's much bigger than she expected and then, like something out of a nightmare, she realizes she's holding a *fully shed skin, face and all*.

When the cop sees it in her hand, he opens his mouth and emits some kind of LOUD SUBSONIC PULSING CRY. Things around the room begin SHAKING to the PULSES.

The POUNDING stops as whoever it is hears this odd call. As they begin trying to FORCE the door, Carol balls up the skin and shoves it into his mouth to shut him up.

Immediately, he starts having a reaction to it. He RATTLES his handcuffs and making the chair VIBRATE on the floor. His head lolls and then his eyes *literally drop back into their sockets*. Carol nearly screams.

Then he begins seizing. His mouth falls apart like a rotten flower: lips, cheeks, tongue all fall off into his lap. He VOCALIZES some awful, agonized DEATH HOWL.

The man on the floor is getting up again as well.

Carol leaps past them and bolts up the stairs. Then comes the SOUND of the TRACKSIDE DOOR being BROKEN IN.

INVASION MONTAGE:

It has gotten dark and the city is now a battleground as humans are openly assaulted now. Thousands are attempting to get to safety and surreal images abound:

1. *Outside an apartment complex on Calvert Street, people are packing cars with what they can carry, lashing things on top like something from the Great Depression.*
2. *People are being pulled out of cars at a road block and forced into big moving trucks.*
3. *A police car goes speeding up Wisconsin Avenue, chasing a plumber's van. They speed past Carol, who's making her way carefully along in the shadows, pretending now.*

EXT. KALORAMA PARK, ADAMS MORGAN -- NIGHT

Carol comes up on the grassy knoll of Kalorama Park. There is a commotion there.

BULLHORN VOICE

Don't fight us. We do not want to hurt you-- Cooperation will ensure your safety.

Another road block. Several dozen people have been pulled out of cars and are being loaded into more trucks. Some fight back, while others go willingly, overwhelmed now, or resigned. Once a truck is full, it pulls away heading down Columbia toward Capitol Hill.

Then Carol notices: *Wendy Lentz is one of the people who is being loaded into the next truck.* She pleads with the cop who is forcing her up into the truck:

WENDY

*I've already been asleep, do you
get it? I'VE ALREADY SLEPT-- I'm of
no USE to you--*

COP

Get in the truck.

WENDY

Just LET ME GO! I'M NO USE--

He pushes her and she throws an elbow, smashing him in the face. When he batons her, she falls to the ground and Carol stops breathing for a moment. They load her into the truck, unconscious and bleeding.

Carol covers her mouth and disappears back into the night.

INT. SITTING ROOM, CZECH EMBASSY -- SAME

Danila and Mrs. Belicec are sitting next to Dr. Galeano. Ben is pacing the room, trying his cell. Finally, he throws it across the room.

BEN

We can't just sit here--! Maybe her
car broke down again, or she's--

But then they hear: Someone is at the front door KNOCKING.

INT. GRAND FOYER, CZECH EMBASSY -- NIGHT

Ben and Dr. Galeano stand at the entrance to the embassy, listening. Mrs. Belicec and Danila are there as well. Ben looks out the peep hole.

BEN

It's Carol.

Ben quickly undoes the lock. Carol comes in and Ben takes her under his arm.

BEN (CONT'D)

Thank God. Where's Oliver--?

Carol shakes her head. It's clear she's seen awful things. All she can say for the moment is:

CAROL

I know how to kill them.

She takes Oliver's backpack and opens it. A dozen or so of the skins she has picked up somewhere come sliding out. The others look on confused and horrified.

INT. GUEST BEDROOM, CZECH EMBASSY -- LATER

Carol has changed clothes. She's showered and her hair is wet. She sits with Ben on the bed. Ben looks horrified.

BEN

Carol, are you sure?

She looks miserable. She nods. Ben takes her into his arms and just holds her.

BEN (CONT'D)

How?

CAROL

At Tucker's house. There was a group of them. Tucker held me down.

Ben just hold her tight, rocking her back and forth.

CAROL (CONT'D)

It's been under our noses all this time. The shuttle crash, this new "flu." Those weren't flu shots, Ben. They weren't inoculating people. They were infecting them, tricking them.

(beat)

All those people--

Carol is losing it.

CAROL (CONT'D)

But Wendy-- My patient. I don't know, Ben. I saw her. She said she was infected and she'd slept.

BEN

Right. So there's got to be a way. Some kind of immunity.

(beat)

(MORE)

BEN (CONT'D)

We just need more information. We need to think our way through this. Your job is to stay awake until we do. You'll be ok as long as you stay awake.

CAROL (CONT'D)

How long can I do that?

BEN

I'll help you.

(beat)

And as far as Ollie's concerned. We can wait at the train station in the morning and get him before he boards--

(beat)

We can do this, Carol.

INT. SITTING ROOM, CZECH EMBASSY -- NIGHT

Mrs. Belicec comes in with coffee and begins pouring cups for everyone. Carol is next to Ben on a sofa.

BEN

The fact is, we all might have it at this point. They could have infected any of us --through food, drink... A kiss...

Looks are passed around the room. Mrs. Belicec just shakes her head sadly.

DR. GALEANO

But as long as we don't sleep, we still have a chance to figure this out.

(beat)

So watch each other close. Don't let anyone nod off.

DANILA

So now what?

BEN

A couple of things. For starters, we need to get the three of you out of the city and somewhere you can warn people about what's going on and tell them what we know so far.

Mrs. Belicec looks about to protest, but doesn't. She looks absolutely heart-broken at the idea of leaving her husband.

DR. GALEANO

If we can get to an airfield, I can fly us out.

DANILA

We're going out there? We'll never make it!

CAROL

We have to try.

BEN

We're boiling down some of the skins Carol brought. We're making a serum out of them we're going to load into syringes. From what Carol tells us, if you're cornered, one shot should take care of one of these things pretty well. --It's something.

MRS. BELICEC

What about the two of you?

CAROL

All my patient's medical files are at my office on the Hill, including Wendy Lentz's. We might be able to figure something out from it, some reason why she didn't change.

(beat)

Then I'm going to get my son.

TITLE CARD: FRIDAY

INT. MASTER BEDROOM, CZECH EMBASSY -- NIGHT

Danila helps Mrs. Belicec pack a small backpack. They look at one another and then Danila holds Mrs. Belicec.

INT. BALLROOM, CZECH EMBASSY -- SAME

Carol is watching out the window through the sheers.

CAROL'S POV: A garbage truck comes up the street. It stops at a house with a number "1" on the front door. Men dressed in protective gear--gloves, masks, aprons--go in and come out with a half-changed dead body. They toss it like trash into the truck and then take the sign off the front door.

Then they move on to the embassy. They stand in the drive looking at it, looking for a number hung on the door.

Carol steps back from the window, unsure if they've seen her. She waits a moment, then another. Finally, she looks.

CAROL'S POV: The truck and the men have moved on.

INT. FORMAL DINING ROOM, CZECH EMBASSY -- SAME

Ben lays out twenty syringes filled with yellow serum. Mrs. Belicec adds to this three compressed-air party horns that say HAPPY 50th on them.

BEN

Everyone take four syringes. Be careful. We added enough morphine in each one to kill a horse.

Ben puts down a couple of rolls of athletic tape.

BEN (CONT'D)

I think each of us should have at least one taped somewhere hidden.

MRS. BELICEC

Like a cyanide capsule.

BEN

If it comes to that.

Mrs. Belicec nods somberly and takes the tape. Carol grabs one of the horns and several of the syringes and puts them in Oliver's backpack.

INT. GRAND FOYER, CZECH EMBASSY -- NIGHT

They've spread out a street map of Washington on a side table and look it over. Ben points.

BEN

Potomac Airfield is here. Carol's office is on the way. We can get down to the Mall together and split up from there.

MRS. BELICEC

And you say they can be fooled?

CAROL

Just don't show emotion. They're counting on people being afraid.

(MORE)

CAROL (CONT'D)

That's how they get you. Just try
not to look it.

Mrs. Belicec, who's never hidden an emotion in her life,
looks worried. Ben folds up the map.

BEN

They can probably fool us too, so
stay focused. Are we ready?

EXT. 16TH STREET -- NIGHT

They come out of the embassy a block from Dupont Circle,
where can hear BULLHORNS. They pass by two older gentlemen,
exchange expressionless nods with them, and walk by.

EXT. DUPONT CIRCLE -- SAME

As they get to Dupont Circle, they pass another crowd of
unchanged people being loaded up onto trucks. A man with a
BULLHORN is directing the crowd.

BULLHORN VOICE

*Single file into the trucks. There
will be room for everyone--*

More and more people are starting to go willingly now,
suggesting the surreal truth of this stage of the invasion.

EXT. DUPONT CIRCLE -- SAME

They start skirting the Circle when they HEAR behind them:

VOICE

Luddie.

They turn and see Dr. Belicec standing there. For a long
moment, Mrs. Belicec holds her own, playing along and not
reacting as he walks over to them.

BULLHORN VOICE

*If you're having trouble, let one
of us help you.*

When he reaches them, they just look at one another for a
moment. Finally, Mrs. Belicec can't help but ask.

MRS. BELICEC

Henryk. Where did you go?

DR. BELICEC

I was detained. But I was heading
home now to see you.

Dr. Belicec is not himself. He has the same flat, but intelligent gaze as the other snatchers, but he is smiling. Mrs. Belicec starts to tear up, so Ben tries to pull Dr. Belicec's attention his way.

BEN

Things have quieted down some.

But Dr. Belicec does not look away from his wife.

DR. BELICEC

Luddie. Don't be afraid. I have no one in this world but you.

Mrs. Belicec can only nod. Ben moves to her side.

BEN

(quietly)

Don't do this.

DR. BELICEC

Won't you come? Come with me?

Dr. Belicec holds out a hand.

DR. BELICEC (CONT'D)

Luddie. I'll ride down with you myself. It's going to be fine. We can be together.

(beat)

Wouldn't you rather be together.

Mrs. Belicec looks at Danila, then at Carol and Ben.

MRS. BELICEC

Don't worry. I'll be fine.

DANILA

Luddie--

Danila is about to grab hold of Mrs. Belicec, but Ben keeps her back.

Dr. Belicec looks happy when his wife takes his hand. But as he leads her away--as soon as Mrs. Belicec is no longer looking at him--his face drops all pretense of emotion and turns cold and vague again.

They all see this. Danila CHOKES BACK a LOUD SOB.

Ben sees how close they are to blowing their cover and tries to usher them away, but he is too late. They look up and sees they have been noticed by a group of soldiers who immediately starts heading in their direction.

BEN

Run--

SOLDIER

STOP WHERE YOU ARE--

Danila and Dr. Galeano head one way, so Ben grabs Carol's hand and takes off in the other direction, giving them all a better shot at escaping.

Carol and Ben run to P Street, where there aren't many streetlights, and as they cross out of the circle, Carol looks back.

CAROL'S POV: A dozen soldiers are two hundred yards behind them. Danila and Dr. Galeano are gone.

EXT. P STREET -- SAME

The soldiers have been joined by a half-dozen more and they sweep the street at a fast walk. Cars are still parked up and down this street so the soldiers split into teams. One takes the center and one takes each sidewalk. They all have high-beam flashlights and check everywhere--doorways, under cars, in basement entries--as they go.

One of the soldiers passes a car with a weather cover over it. As he approaches, some bits of broken glass twinkle on the pavement just beside it. He has not noticed these yet.

INT. CAR -- SAME

Carol and Ben are hiding inside the covered car. The driver's window has been smashed and they huddle together amid the broken glass, waiting. The soldier is just a foot away on the other side of the cover.

Then the flashlight sweeps past them and then moves on.

EXT. P STREET -- SAME

When the soldiers are gone, Ben and Carol climb out of the car, find a gap between two houses, and jump the fence.

EXT. THE FRATO PEACE INSTITUTE -- SAME

They come to the back of a tall glass building with a sign for the Frato Peace Institute. Ahead of them, on the wall, they see blue light pulsing silently. A cop car.

They come around a corner and see:

THEIR POV: A police car is parked at a monument in the rear courtyard of the building. An OFFICER, a fit black man, is defacing the monument with a can of spray paint.

Carol looks questioningly at Ben.

BEN

Come on--

They creep up behind his cruiser. From here, they can see the inscription on the monument.

It reads:

"...this nation has no right to expect that it will
always have wise and humane rulers..."

Justice David Davis
Ex Parte Milligan, 1866

But the cop has crossed out the "e" in "humane."

They see he has tears on his face, clearly still human. In a loud whisper, Ben calls:

BEN (CONT'D)

Hey--

When the officer turns, they see he has a gun. He raises it to his head and shoots. He falls to the flagstones in the headlights of his cruiser and then is still.

After a shocked second, Ben takes off toward him, to try to help, but the wound is fatal. He stands, pissed and sad, and KICKS the cruiser hard enough to dent it.

CAROL

Ben--

Ben collects himself. He notices the squad car door is open and goes to shut off the lights. He leans inside:

BEN'S POV: A photograph is taped to the steering wheel. A young woman and two small girls asleep in a hammock.

Ben looks at it long and hard. He nods. Then he reaches up and shuts off the strobes.

CAROL (CONT'D)

Ben-- Are the keys in it?

Ben doesn't, at first, understand.

CAROL (CONT'D)

The keys, Ben.

He looks. They are.

CAROL (CONT'D)

You can use his uniform.

(beat)

They wouldn't stop a cop car. We can get all the way to my office in minutes, Ben.

(beat)

It's all we have.

He looks at the officer lying there, now in the dark. Then he pulls off his shirt.

EXT. INDEPENDENCE AVE, WASHINGTON -- NIGHT

The police cruiser comes down Independence, strobes off.

INT. STOLEN POLICE CAR -- SAME

Ben drives and Carol sits in the back. Ben has put on the officer's uniform. There is a little blood on the collar. No one is on the streets now. It's a ghost town.

Up ahead, they see the streets around the Mall have been blocked off, so Ben turns down a side street. Carol's building looms up ahead, all the windows dark.

INT. RECEPTION AREA, CAROL'S PRACTICE -- SAME

She lets them into her practice and locks the door. Ben walks into the waiting area checking that it's empty.

INT. INNER OFFICE, CAROL'S PRACTICE -- SAME

Carol closes all the curtains and then turns a lamp on low. She crosses to a file cabinet, unlocks it, and finds a big yellow file labelled W. LENTZ.

She divides it and she and Ben begin looking through it.

BEN

Look for anything to do with an injury to the brain, or endocrine issues, sleep disorders--

CAROL

Her meds are clonazepam from me, and then the standards for menopause and hypertension.

BEN

No--

He keeps looking. Suddenly, he perks up.

BEN (CONT'D)

Here. Encephalitis as a child. It doesn't say how severe--

CAROL

I know it was severe. We discussed it. She was six. She almost didn't live.

BEN

A severe case of Encephalitis can scar the brain, the part that controls sleep. People with that kind of scarring lose the ability to enter into certain stages of NREM sleep.

CAROL

That's where the virus feeds.

CAROL (CONT'D)

And I know Wendy's always had sleep issues. Always.

(realizing)

Oh, Ben. What about *Ollie*.

Ben realizes, too.

BEN

Carol, maybe, but--

CAROL

The night terrors.

(beat)

The whole reason his medication works at all is that it prevents him from sleeping deeply.

BEN

It seems plausible, but there are a hundred metabolic variables at play here.

Carol's mind is racing with the possibilities. Ben puts a hand on hers.

CAROL

But how long would a medication like that stay in his system. If he forgot to take it again, I mean.

BEN

What's the dose?

CAROL

50 mg.

BEN

One, maybe two days.

(beat)

I'm not saying don't be hopeful. I hope to God it's true. If it is, and we could isolate exactly what is going on in Ollie's, or your patient's, case, we might be able to pin down that immunity. But it's just a theory for the moment.

(beat)

Carol, it's going to be all right.

She shudders and sits on the edge of her desk, exhausted.

CAROL

I can't stay awake much longer, Ben.

He comes up and starts chaffing her arm to keep her awake.

BEN

We're going to do whatever we have to do.

He sounds strong and sincere, and Carol's face clouds with every missed opportunity, every wasted moment.

CAROL

I'm sorry for everything, Ben.

BEN

I'm not.

When he leans down to kiss her, she pulls back.

CAROL

Ben. You'll catch--

He kisses her anyway. It is a long, earned, loving kiss. At first she resists it, but finally she gives into it, and it becomes everything for a moment.

When she finally pulls away, Ben looks at her and says:

BEN

I thought as long as we're improvising--

She smiles sadly. And nods. She kisses his forehead.

CUT TO:

CLOSE ON: The clock on Carol's desk reads 5:58 a.m.

They are still awake, but dragging. Ben fiddles with a radio, CYCLING THROUGH ALL THE STATIONS. It's all MUZAK, but then he finds a lone VOICE.

RADIO VOICE

And we still don't know what's happening, and we won't because they're keeping their secrets.

Ben and Carol look at one another and listen.

RADIO VOICE (CONT'D)

Nor do we know the numbers; How many dead, how many locked up, how many changed. They came with a plan to use us and we didn't lift a finger. And now I hear of groups; school groups, church groups, whole families, that are voluntarily making the change. What have we become?

(beat)

We don't deserve what we had if we didn't have enough sense to protect it. And where are the people who were supposed to protect us? Do not fall for their tricks.

(beat)

I'll tell you where: I saw them killing the dogs today. A big burning pile as high as a--

Ben turns it off. Carol looks toward the curtains, which are starting to get light. She moves to the windows and takes a look outside. Her BREATH GIVES. Ben comes over.

BEN'S POV: The National Mall is being used as a holding area for D.C. residents who've not yet changed. Thousands of people are out in the pre-dawn gloom, contained on the huge lawns by snow fencing, watched by National Guardsmen.

BEN

That's where they took everyone--

CAROL'S POV: The people being held are frightened. Some are still struggling to stay awake, others are sleeping. Many are already changing. It is apocalyptic: Some cold, modern vision from Dante or Hieronymous Bosch.

BEN (CONT'D)

Why?

CAROL

To keep them from warning anyone.
To force them to change--

When a woman tries to break out through a gap in the barrier, she is not shot, but subdued with batons. They put her back inside the fence, dazed.

Carol turns from the window, sick with some realization.

BEN

What is it?

CAROL

I said "They'll stop you."

Ben shakes his head, not understanding.

CAROL (CONT'D)

To the transit cop. I said "They'll stop you." Who was I talking about?
There's no "they" anymore, Ben.

(beat)

We should have seen this coming. We should've stopped this.

BEN

Maybe we still can.

She glances out again at all the people held on the Mall.

CAROL

We can't let that happen to us.
Whatever we have to do.

Ben takes her in his arms one last time and nods.

BEN

Whatever we have to do.

EXT. CAROL'S OFFICE BUILDING -- DAWN

They come out the back of Carol's building. There are no cars or people. The police car is where they left it.

INT. STOLEN POLICE CAR -- SAME

They get in and Ben starts the car. As they pull out, another police car, which has been hiding in an alley a block down, pulls out. Ben sees it in his side mirror.

BEN

Shit.

(beat)

They've been waiting for us.

Carol turns and looks. The other squad car is three blocks behind them.

CAROL

We can lose him on the Hill. Go up "D" and cut across.

BEN

He's radioing other cars. We're going to get cornered. We don't have time for this--

THEIR POV: Sure enough, four more police cars are coming their way ten blocks down, sirens off.

BEN (CONT'D)

We have to get out of this car.

He decides quickly.

BEN (CONT'D)

Carol, we have to get you to your son. And people need to know what we know, in case Danila and Dr. Galeano don't make it out. If they get us here, it's worth nothing, right?

Carol doesn't answer.

BEN (CONT'D)

Right--?

CAROL

Yes.

He gets to a street that borders a park and quickly turns out of view of the police cars and breaks hard.

BEN

OKAY! Out! Come on!

Carol grabs Oliver's backpack and jumps out. But as soon as Carol shuts her door, Ben locks it again.

EXT. GARFIELD PARK -- SAME

She realizes too late what he's about to do and pulls on the handle. They look at one another through the glass.

CAROL

Oh, no-- Ben--

Ben give her the shhh sign with a finger against his lips,
and then mouths the words "I love you."

He swings the car around, heading back the way they came.

CAROL (CONT'D)

BEN--!

PURSuing POLICE CAR'S POV: Ben cuts right in front of them.
They turn to pursue, not seeing Carol.

EXT. GARFIELD PARK -- SAME

Carol is left standing in the park, watching the cars drive
off until Ben turns, heading toward the Mall.

INT. STOLEN POLICE CRUISER -- SAME

Ben buckles himself in, breaths, and looks in the rearview.

BEN

And Dr. Ben takes the lead--

EXT. NATIONAL MALL -- SAME

He cranks a turn, barreling down to the Mall, and almost
skids out. The Capitol Building dome is up on his right.

INT. STOLEN POLICE CRUISER -- SAME

Ahead of Ben is a blockade of sawhorses and mounted police
officers. His windshield CRACKS and webs with bullet holes.
He takes out the blockade as he goes by.

He starts rattling controls until the strobes come on.

BEN

Sirens...sirens...come on--

And he finds the right switch. The SIRENS begin BLARING.

EXT. THE NATIONAL MALL -- SAME

Ben jumps the curb onto the gravel walk that runs the
length of the Mall, all the way down to where it turns to
grass around the Washington Monument.

The sirens SLASH THE QUIET. As Ben drives alongside the snow fence, he is waking up all the people in the middle of changing. They writhe and die, thousands of them.

INT. STOLEN POLICE CRUISER -- SAME

Ben is crouched low. Cops all along the Mall are now shooting at him. He is SINGING at the top of his lungs, a heroic, dignified gesture in this context.

BEN

*We shall fight them in the fields
and in the streets, yes-we-will. We
shall fight them in the hills and
not surren-der!*

A cop comes out onto the path and takes a shooting posture. Ben mows him down.

CLOSE ON: The button for the P.A.

Ben sees it, grabs the mike, hits the button, and SHOUTS:

BEN (CONT'D)

*WAKE UP! WAKE UP, AMERICA! GET OFF
YOUR ASSES AND FIGHT BACK FOR GOD'S
SAKE--*

EXT. NATIONAL MALL -- DAWN

People are SCREAMING now and, as police rush over to try to stop Ben, those who are still human begin hopping the snow fence and running away.

EXT. WEST TERRACE, CAPITOL BUILDING -- SAME

Carol comes around the corner of the Capitol to where a dozen people are watching what's going on down on the Mall. Barely able to mask her concern, she comes over and looks.

CAROL'S POV: She can see Ben's caused mayhem the entire length of the Mall. People are running everywhere, some now fighting back again. Half-changed bodies awaken, spraying fluid in every direction, having a deadly, acidic effect on any snatcher nearby. She sees a few killed in this way.

The flashing lights on Ben's car slow to a stop by the base of the Washington Monument. She can't see what's happening, if he's outrun them or not, but the odds don't look good.

Then the SIREN is turned off.

She puts a hand up to her cheek and realizes she has tears there. She wipes them off and looks around. Luckily, no one has noticed.

CLOSE ON: *Her watch reads 6:28 a.m.*

Unable to stop to cry, or yell, or grieve in any way, she forces herself to walk across the terrace down to the North Lawn and then off toward Plaza Park.

Union Station looms ahead, grey in the cold morning.

INT. GREAT HALL, UNION STATION -- SAME

She walks in through the front doors of the station. Aside from it being eerily QUIET, the scene is typical for a weekday morning--commuters catching their trains, all the storefronts open. She stops before the huge rotating train schedule.

CLOSE ON: *Only one train is leaving for Boston before noon, and it's leaving in twenty minutes.*

Carol looks for Oliver, but can only see people in her immediate vicinity. Above her, gaunt rows of plaster Roman soldiers stand watch over the hall. Carol gets an idea.

INT. UPPER ACCESS HALL, UNION STATION -- SAME

Carol is up in a storage area behind the statues that overlook the Great Hall. She searches frantically for her son. Plenty of kids walk by below, but none is Oliver.

CAROL

Where are you, kiddo?

Carol hears a boy CRYING. She looks frantically around the until she sees a lone BOY (6) wandering through the crowd. It's not Ollie, but is heart-breaking to watch nonetheless.

CLOSE ON: *The boy is wandering amongst all the snatchers. No one is helping him, of course, or even regarding him. His obvious terror and fear count for nothing.*

Finally someone comes along, takes him by the hand, and leads him away.

Carol looks down. A TONELESS ANNOUNCEMENT comes on the PA.

ANNOUNCER

*Announcing the arrival of Amtrak
train 172 en route to Boston on
Track Five.*

(MORE)

ANNOUNCER (CONT'D)

*Stops in Baltimore, Wilmington,
Newark, New York, New Rochelle, New
Haven, Old Saybrook, Providence,
and Boston's Back Bay and South
Stations.*

Carol takes one final, desperate look around and then is forced to start moving.

INT. LUGGAGE AREA, UNION STATION -- SAME

She discreetly watches passengers filing through Gate Five. Again, no sign of Tucker or Oliver. Beside her is a ticket machine. At the last moment, puts in her credit card.

ANNOUNCER

*This is the final boarding call for
Amtrak 172 leaving from Track Five.
All aboard.*

CAROL

Work work work--

CAROL'S POV: The screen reads "Select Your Destination."

She punches some options, then grabs her ticket.

EXT. TRACK FIVE, UNION STATION -- SAME

Carol comes through the rear doors out to the platform. The conductor waves a few last people onto the train. Carol has to hurry. She takes one last look around and then boards.

Once she's through, the door closes behind her with a HISS.

INT. CAR COUPLING, AMTRAK -- SAME

Carol stands in the small, dark coupling compartment between cars catching her breath. The train starts to move. Now there's no turning back. She composes herself, hits the door's OPEN panel, and begins looking for her son.

CAROL'S POV: A train car full of body snatchers, all watching her as she comes in.

MONTAGE:

Carol, her face a soulless mask, comes up the aisle of one car, then the next, then the next, discreetly looking for Ollie. She offers passengers a blank face and keeps moving.

INT. QUIET CAR, AMTRAK -- DAY

Finally, Carol reaches the front of the first car. She is out of places to look now, with nowhere to go. Oliver is, apparently, not on the train.

The rest room beside her is vacant. She pushes her way in.

INT. REST ROOM COMPARTMENT, AMTRAK -- SAME

Carol locks the restroom door behind her, truly exhausted. She slumps down on the closed toilet, too tired to cry now.

The train rocks along and, for a second, *she nods off*. She catches herself and starts awake. She leaps to her feet.

She takes a button off Oliver's backpack and straightens the pin on the backside. Then, with a grimace, she *pushes it half an inch into her thigh*. This wakes her up.

CAROL

Look again, Carol. He has to be here.

But when she opens the door to leave, she's shocked to find her way blocked by Gene, her son's friend.

She tries to hide her surprise, but she is too late. He has seen her true face. His voice is still a child's, but when he speaks, it is with the *TONELESS CADENCES OF AN ADULT*.

GENE

I saw you go by. You're Oliver's mother.

CAROL'S POV: *The whole train car is watching this exchange.*

GENE (CONT'D)

I don't want to harm you. None of us wants to harm you.

She backs up as far as she can and discreetly begins to feel around in Oliver's backpack for a syringe.

CAROL

Where is he?

GENE

Come out of there now.

The train rocks along. Carol finds a syringe, but doesn't move yet. Gene is just looking back at her, waiting, and she can't help herself from asking.

CAROL
Why are you doing this?

GENE
The only reason there ever is: --to survive. But don't think of that. Think of your choice and how you'll make it.

CAROL
I have a choice?

GENE
Of course. If I told you your son was dead, you might not want to live. That is a choice. If I told you he is in Boston already with family, you would want to see him again. That's a different choice.

CAROL
Is he alive?

GENE
Yes.

CAROL
Is he one of you?

GENE
When he left, no, but he was tired. He fought like you are fighting, but a child can only last so long. His dad thought you might come so he and Ollie went up last night.

Carol gains some measure of hope at this news.

CAROL
What about your parents, Gene? I Saw what happened to them.

GENE
Your family is my family now.

CAROL
They were your parents--

GENE
To us, there is only the future.

He holds out a hand for her to take. She just looks at it.

GENE (CONT'D)
Enough pretending. It's time.

Carol shakes her head, but without force. She thinks.

CAROL

No--

GENE

You need sleep. And Oliver needs a mother. If you fight us, who'll care for him like you can?

This seems to register. Carol tears up again.

GENE (CONT'D)

Come sleep.

She glances over his shoulder.

CAROL

Not out there. Not with all of you watching. Let me stay here. You can lock me in. Just let me do it alone, my own way.

(beat)

Please.

Gene looks at her, not with pity, but quietly assessing. Carol puts the syringe discreetly back in her pocket.

CAROL (CONT'D)

How long does it take?

GENE

It's different for everyone. An hour, maybe two.

CAROL

You'll make sure I'm not disturbed?

After a long beat, he nods and goes, leaving her alone.

INT. QUIET CAR, AMTRAK -- SAME

Gene comes out and faces the others. He gives them a nod and they go back to looking at the floor, out the window.

Gene trades seats with a man sitting near to the rest room.

INT. REST ROOM COMPARTMENT, AMTRAK -- SAME

Keeping one eye on the door, Carol opens the backpack and finds a few skins left. She picks one her size and, with obvious disgust, wets it with some hot water, spreading it out to untangle it. Then she undresses.

Once she's nude, she slides into the skin. The hot water has lubricated it. It rips a little here and there, but it holds together. Then she begins redressing over it.

MONTAGE:

1. The train speeds through the wastelands of Newark.
2. People get off. People get on.
3. It leaves Manhattan. Parts of the city are on fire.
4. The train hurdles past sleepy towns in New England.

INT. QUIET CAR, AMTRACK -- SAME

The CONDUCTOR comes on the P.A., Gene stands. As do others.

CONDUCTOR'S VOICE

Next stop Boston Back Bay Station.

Ten minutes. Boston Back Bay.

He walks over and slides the rest room door open.

Carol is untangling the skin from inside her clothing. She looks up dully at Gene. He helps her up and then, together, they carefully put the skin in the trash. Carol picks some membrane out from the roots of her hair.

Then she lines up with the others getting off the train.

EXT. PLATFORM, BACK BAY STATION -- SAME

When Carol comes out, she sees Tucker standing at the end of the long and busy platform. Oliver is not with him. She struggles not to react to this as they approach him.

TUCKER

Carol. It's good to see you. The car's just outside.

She nods, mimicking the snatcher's manner as best she can.

EXT. TUCKER'S CAR -- DAY

Tucker's car heads down a highway into Boston. Carol looks out the window as they approach the city.

EXT. JOAN'S BUILDING -- DUSK

The car pulls into the parking structure under a stately 20-floor apartment building in the city's Financial District. It's a neighborhood of 20th century architecture mixed with the city's oldest Colonial buildings and churches.

INT. CORRIDOR, JOAN'S BUILDING -- SAME

Tucker, Carol, and Gene come out of an elevator onto Joan's floor. They knock on her door and JOAN RAWLINGS (58) greets them in an apron.

JOAN

There you are. And with Carol.

Carol glances past her into the apartment, but Oliver is nowhere to be seen. Joan motions them inside.

JOAN (CONT'D)

Come in. I hope you didn't eat on the train. I'm making cutlets.

INT. FOYER, JOAN'S APARTMENT -- SAME

Carol can barely keep herself from searching the place, but somehow stays in control. Joan's home is ironically cheery.

CAROL

Will Oliver be joining us?

JOAN

I imagine so. I'm sure he'll be finished soon. He'll let us know.

Carol nods, more anxious with every passing second now.

JOAN (CONT'D)

Let me show you your room. You'll be in with Tucker.

INT. HALLWAY, JOAN'S HOUSE -- SAME

Joan leads Carol into one of the guest rooms. As she goes in, Carol sneaks a look down to the end of the hall.

CAROL'S POV: A door stands closed, a key in the lock.

JOAN

Just come find me when you're ready. You'll help me with lunch.

Carol nods and Joan goes, shutting the door behind her.

INT. GUEST BEDROOM, JOAN'S HOUSE -- SAME

Finally alone again, energy rushes into Carol's face.

She takes off her coat, drops Oliver's backpack on the bed, and checks it: *All four syringes are still there.*

She transfers them to the back pocket of her jeans where they are hidden under the hem of her sweater. Then she goes into the bathroom and splashes cold water on her face.

INT. HALLWAY, JOAN'S HOUSE -- SAME

Carol goes out and immediately heads toward the locked door. She just gets it open and sees:

CAROL'S POV: *A sleeping form on the bed. The covers are pulled up and don't reveal whether Oliver is alive, dead, human, or alien. All she can tell is that he's there.*

She's about to go in when Tucker appears behind her. He says, in a WHISPER.

TUCKER

Not yet, Carol. You'll wake him and then where will we be?

Carol is forced to nod and retreat, for the moment.

INT. DINING ROOM, JOAN'S HOUSE -- DUSK

All of them are quietly eating dinner around the table, an image from some version of a Rockwell painting gone wrong. Outside the window are rows of terra cotta pots on the fire escape, evidence of some hobby Joan will never again enjoy.

Carol is trying to hold it together, knowing her son may be changing in the next room. Given all that's at stake, it is a testament to her strength that she's pulling it off.

Tucker touches her elbow.

TUCKER

Carol, pass me those beans.

As she does, her CELL PHONE RINGS. Everyone glances up.

GENE

The networks must be up again.

JOAN

Answer it, Carol. I don't mind.
Things will be getting back to
normal again, I know.

They are all waiting for her to answer the call. She takes
out her cell phone and opens it.

CAROL

This is Dr. Bennell.

DANILA'S VOICE

Carol, it's Danila.

A beat. Carol remains stone-faced.

CAROL

How can I help you?

Everyone goes back to eating their dinners.

DANILA'S VOICE

Carol. Do you know who this is?

CAROL

Yes.

DANILA'S VOICE

Are you in mixed company?

CAROL

Yes.

DANILA'S VOICE

Are you still in Washington?

CAROL

I'm in Boston. With family.

DANILA'S VOICE

Your son is okay--?

CAROL

I don't know.

DANILA'S VOICE

Ah, Carol-- But we have good news!

There is the SOUND of the phone being passed. Carol looks
around the table, to see if Tucker and the others can hear
what's being said.

DR. GALEANO'S VOICE

Carol, it's Dr. Galeano. If you're
one of them now, go fuck yourself.

(MORE)

DR. GALEANO'S VOICE (CONT'D)

If you're still one of us, we're calling to tell you we made it into Canada. Montreal. There's a resistance movement here. Tens of thousands of people, all tested, all clean, and there's talk of a lot of others.

(beat)

We're showing them how to make the serum. You have to tell everyone. They don't know. Now did you find anything out about your patient--

CAROL

It's--

Carol almost tells her and then realizes it will blow her cover if she does. So she just says:

DR. GALEANO'S VOICE

It's what, Carol?

CAROL

It's going to be all right.

DR. GALEANO'S VOICE

Can you make it this far north?

CAROL

I'll know in a bit.

CAROL'S POV: Joan is chewing her meat from the rear of her jaw rather than the front. So is Tucker. Gene is still eating the human way.

DR. GALEANO'S VOICE

We need all the help we can get.

(beat)

Is Ben there? Let me talk to--

But she closes her phone and turns off the ringer.

INT. KITCHEN, JOAN'S HOUSE -- NIGHT

Carol helps Joan finish the dishes. Gene and Tucker are in the den watching TV. Joan hangs up her apron.

JOAN

Shall we go into the den?

INT. DEN, JOAN'S HOUSE -- SAME

Joan sits on the couch next to Gene. Carol stands behind them, her thoughts racing.

As Gene flips through channels, they see each one has the same basic program: A reassuring man or woman talking very *GENIALLY* in front of some sort of co-opted image of America...flags and such.

The basic message can be patched together as Gene channel surfs into one chilling, Orwellian message:

ANNOUNCER "A"

...for those of you in hiding, you have our word...

ANNOUNCER "B"

...come into the open and let us know who you are...

ANNOUNCER "C"

...President Fields and a panel of prominent physicians tells us there is nothing to fear from the change. It is natural and safe and your life will improve...

In this particular broadcast, the speaker is standing in front of a dozen doctors in lab coats looking pleasantly at the camera, nodding as the speakers speaks.

Before Gene can change the channel again, Carol can see *Dan Lentz* is there. Then, with an anguished look, she sees:

One of the doctors on the panel is Ben. He nods along with the others, one of them now. His eyes are flat and watchful and empty of who he used to be. Carol has to look away.

Finally, Gene flips to something very different.

ON THE TV: An ANNOUNCER is sitting in an improvised studio with a sign behind him reading *NEW FREEDOM TRAIL*, speaking in contrast with great emotion.

ANNOUNCER "C" (CONT'D)

--we've been in radio contact with ten new resistance groups in the last three hours--

TUCKER

That's local.

JOAN

They've high-jacked some frequency.

ANNOUNCER

--including five that have formed at ex-Army bases offering munitions and communications resources.

(MORE)

ANNOUNCER (CONT'D)

For people in the Greater Boston area, the place to get to is the Navy Yard. Follow the sounds of the fighting. A forward line is holding at the north end of the city on the Richmond Bridge and City Square.

JOAN

That's close, then.

Tucker gets up and looks at Carol and Joan.

TUCKER

I'll go downstairs and find out more. If they need us, I'll come back and get you.

He nods and goes out. They can hear him leave the apartment and close the door behind him. Joan and Gene return their attention back to the TV.

CAROL

Will you excuse me for a moment?

She heads back toward the hallway. Gene watches her go.

INT. GUEST ROOM, JOAN'S HOUSE -- SAME

Carol comes into the guest room, grabs the backpack, checks to make sure the skins and supplies are still inside, then darts back out into the hall.

INT. HALLWAY, JOAN'S HOUSE -- SAME

She comes over to Oliver's door, readying herself. Numb with the thought, she pulls out a single syringe to have handy in case she's too late.

Then she moves the chair and opens the door.

INT. GUEST ROOM, JOAN'S HOUSE -- SAME

The room is dim with only a child's night giving the room light. Colors revolve over everything.

CAROL'S POV: Oliver is lying silently on a sofa bed. He looks at her when she comes in, watching her.

Neither of them says anything for a moment as they each look the other over, uncertain. Carol has the syringe held behind her back, her thumb on the plunger.

OLIVER
What are you doing here?

CAROL
I came to see about you, Ollie.

Oliver says nothing. Carol glances past him to see if there is a skin in the bed, but she can't see in the dim light.

CAROL (CONT'D)
You don't know if you can trust me,
do you?

Oliver just looks at her. She takes a step forward.

CAROL (CONT'D)
That's all right. I don't know
either. It's a pickle, isn't it?

OLIVER
What did you say?

Carol can no longer keep her emotions in check. Oliver sees. His face blossoms into emotion and he rushes to her side and holds on as if for dear life.

OLIVER (CONT'D)
I thought you were one of them!

CAROL
Shh-- Never. Never. I thought you
were sleeping.

OLIVER
Mom--

She looks at him. He is terrified.

OLIVER (CONT'D)
I did fall asleep. I did! Last
night and this morning-- Does that
mean something bad--

But Carol just shakes her head. She looks through his back pack for his medication bottle and finds it. She holds it up.

CAROL
No. It's this. It kept you safe.
You remembered to take it, didn't
you?

Oliver nods. She smiles at him.

CAROL (CONT'D)

That's my Ollie.

(beat)

Now we have to get out of here. We have to get you to the other side and tell them about it. If we get split up, you have to show them this and tell them it made it okay for you to sleep. Do you understand?

Oliver nods.

CAROL (CONT'D)

Good.

She hands him his dose of the night terrors medication, and he swallows it. Then she takes one herself.

OLIVER

How do we get out of here?

CAROL

We have to trick them, Ollie. I did it on the train. We'll help each other. We'll get to the Navy Yard, it's not far from here, and then we'll have more help. We can do it.

But Oliver is now looking past her at the door.

Carol turns and finds Gene standing there, listening to all of this, just three feet away. She reaches out, grabs Gene by the hair, and yanks him into the room. He comes headlong onto the floor and she jabs him in the back with a syringe.

Ollie looks ready to intervene. Carol reminds him:

CAROL (CONT'D)

It's not him, Ollie. Get back.

Gene is seizing, letting off a few GUTTURAL CRIES. Carol tries to grab a blanket to smother him, but he bats her with a dislocated arm and she falls against an end table.

Oliver watches in horror as Gene's face sprays fluid and comes apart. Carol takes Oliver and leads him past Gene's body. Then they HEAR SOMEONE COMING.

JOAN (O.S.)

Carol?

Joan is coming down the hall.

Carol reaches back for another syringe. She pulls her hand back, bloody. She's holding several shattered syringes, crushed when she hit the end table. She grabs Oliver.

CAROL

Get behind the bed and don't move.

He goes as Joan enters, flipping on the lights.

JOAN

Is everything--?

Joan sees Gene on the floor, dead. She looks at Carol and HISSES. Then she attacks, fast. Carol SCREAMS as Joan rams her into a corner of the bedroom. She gives Carol's head a good knock into the wall, dazing her. Oliver tries to help, but Joan shoves him hard back down onto the floor.

Carol grabs at Joan's face, trying to get at her eyes, but Joan takes her forearm and snaps it in her fist. Carol SCREAMS and has to fight to stay standing. Woozy with pain, she again claws at Joan's face, so Joan heaves her across the room and out into the hall.

INT. HALLWAY, JOAN'S HOUSE -- SAME

Carol half-crawls, half-runs to the living room. She looks for a weapon, anything, and fixes on a fireplace poker.

She grabs it with her good arm and gets to her feet just as Joan comes at her. Carol swings and plants the barbed side in Joan's temple.

Joan VOCALIZES SHRILLY, stumbles back, and falls.

CAROL

Ollie, come on--!

CAROL'S POV: *Joan's head wound is already ripping, already starting to heal.*

Carol takes a scarf hanging on a coat rack nearby and loops it around her shoulder to make a quick sling. Oliver comes in with the backpack and Carol goes to him.

CAROL (CONT'D)

Whatever happens, let me do the talking. Watch your face--

OLIVER

I'm scared.

CAROL

Don't look it.

INT. CORRIDOR, JOAN'S BUILDING -- SAME

Carol and Oliver come out of Joan's apartment. At the end of the hall, the elevator opens revealing Tucker. He stops. A beat as he sizes them up. Then he emits that odd BOOMING SUBSONIC CRY, causing framed pictures up and down the hall to vibrate off their hooks and CRASH to the floor.

Carol pulls Oliver back into Joan's apartment as doors up and down the hall begin opening and people begin stepping out to see what the commotion is about.

INT. FOYER, JOAN'S APARTMENT -- SAME

Carol bolts the door just as Tucker, or someone, attacks it from the other side. Oliver points behind them.

OLIVER

MOM--

Carol turns and sees: *Joan is getting to her feet, her head wound all but closed now.*

The front door splinters visibly, so Carol grabs Oliver's hand and they run further into the apartment.

INT. DINING ROOM, JOAN'S APARTMENT -- SAME

They come into the dining room. Carol spots the fire escape and goes over and throws open the window. She looks down.

CAROL'S POV: *They are a dozen flights up.*

EXT. FIRE ESCAPE, JOAN'S BUILDING -- SAME

She crawls out the window, guarding her injured arm, and Oliver follows. The November wind WHISTLES around them.

CAROL

Go fast and keep moving-- Don't stop for anything.

Joan smashes through the window grasping for Carol, Tucker right behind her. Carol and Oliver start climbing down, the whole fire escape SQUEALING in the cold.

Windows open and people grab at them on every floor as they descend.

Carol looks up and sees:

CAROL'S POV: *People are coming after them down the fire escape.*

When Oliver gets to the first floor, he drops the ladder and helps Carol down it. They barely make it in time. They run for the street at the end of the alley.

EXT. DOWNTOWN BOSTON -- SAME

They come out onto Congress Street, unsure where to run.

CAROL
Which way is North?

Oliver points and they run up Congress Street.

By the time Carol and Oliver reach Water Street, they look behind and see a crowd of fifty people chasing them. Carol is having trouble as every step sends a jolt of pain up her arm. Oliver helps her along.

At the intersection of Devonshire and State, they run out in front of the Old State House, right into a pocket of resistance fighting. Every kind of weapon is being used as humans on the north side of the square fight the snatchers on the south side where Carol and Oliver are.

The resistance fighters are holding their own, but the scene is violent. Bullets shatter the brickwork of the Old State House next to Oliver's head, so Carol grabs him and heads up State. A number of their pursuers are pulled into the fighting, but when Carol looks back she sees:

CAROL'S POV: *Tucker and a handful of others are still at their heels.*

They run under the highway overpasses of the Fitzgerald Expressway and then up Salem Street, the spire of the Old North Church looming up ahead. When they get to the church, Carol sees the group behind her split up. She and Oliver are about to be surrounded. Carol looks for a place to hide.

They run down a side alley of the Old North Church and slip into a side cellar door.

INT. CELLAR HALL, OLD NORTH CHURCH -- SAME

Carol and Oliver lock the door behind them and wait. But they've been seen. Tucker and the others begin FORCING the door, but it is barred and locked.

One of the men guards it while the others rush back up to find another way in.

Carol takes Oliver's hand and leads him up into the church.

INT. FOYER, OLD NORTH CHURCH -- SAME

Carol and Oliver come up into the dim foyer of the church. Inside, the SOUND of the FIGHTING is MUTED. They can hear people coming up the front steps to try the doors there. But they are locked also.

CAROL

In here--

Carol takes Oliver hand and they enter the church proper.

They pass, but do not notice, card tables cluttered with dozens of used paper cups. There are also a few open guest books full of names, and a sign reading:

CROSS OVER WITH US - FIVE O'CLOCK - REJOICE!

INT. MAIN HALL, OLD NORTH CHURCH -- SAME

All the curtains are pulled leaving the room in deep shadows. The church is a Revolutionary-era chapel--a high, room with a balcony seating gallery, and the familiar box-pews below.

They hear someone coming in through the cellar door. They can also hear something GASPING WETLY in the room with them. More than one, in fact. Carol freezes.

CAROL

Don't. Move.

As their eyes adjust, they realize: *The room is packed with sleeping forms.* At least fifty people are squeezed into all of the box pews, all in various stages of changing.

OLIVER

Mom--

CAROL

(whispering)

Don't make a sound--

Carol looks up and sees all of the balcony seating is lined with people as well. There must be a hundred bodies waiting to explode should they be awakened.

And then someone begins FORCE the door from outside. The SOUND echoes through the room. Some of the bodies twitch and MOAN a little, on the verge of waking up. Carol can't hesitate a moment: She launches into action.

CAROL (CONT'D)

*Take this, quick. Get up into the
pulpit and wait for my signal.*

Carol hands Oliver something out of the backpack and then he bolts to climb up to the top of the tower pulpit, which puts him ten feet above the floor of the church.

Carol then hurries to the front doors. She can be heard THROWING THE BOLT OPEN and retreats back into the chapel just as Tucker and the others come in.

TUCKER

No more fighting, Carol--

They follow her into the main hall of the church until they realize what the room is full of. They freeze. Tucker looks at Carol. A long beat. A standoff.

Then Tucker goes for Carol, grabbing her as she YELLS to Ollie.

Oliver stands up in the pulpit with something held aloft in one hand. We now see it is one of the party airhorns from the Belicec's anniversary party.

Oliver BLASTS the AIR HORN in her hand. It is a BIG, SHRILL SOUND in the echo-chamber acoustics of the church. All the bodies lying around the room explode into motion, splitting their milky sacs and flailing everywhere.

Tucker has pulled Carol down and is trying to tear her apart. She kicks and fights back with her good arm. Bodies are somersaulting everywhere, beating against them both.

Oliver comes and helps pull Carol away from Tucker as he is sprayed with literally gallons of the poisonous fluids from every side. He grabs onto Carol's legs, struggling to crawl free of the growing mass of twisting and writhing bodies that is pinning him to the floor.

Carol gets free and grabs Oliver's hand and the backpack. She sees a side door in the nave and bolts for it.

EXT. OLD NORTH CHURCH, BOSTON -- SAME

Carol and Oliver run away from the church for all they are worth. But behind them, Tucker comes slamming out the same door, still after them. Carol glances back.

CAROL'S POV: *Tucker has been ravaged by the toxicity of all that fluid. His skin is putrifying, leaving him hideous and unrecognizable. He runs after them. He is not stopping.*

EXT. KEANY SQUARE, BOSTON -- SAME

They cross out into Keany Square, emptied out as a kind of no-man's-land around Charleston Bridge. The bridge looms up ahead of Carol and Oliver as they run. They start to see the resistance fighters and hear them SHOUTING for them to hurry.

Carol realizes they will not outrun Tucker. She hands him the backpack and pushes him ahead.

CAROL

Run, Ollie-- *Don't look back--* Show them what we found.

Oliver is wavering.

CAROL (CONT'D)

DO IT!

He runs.

Carol turns just as Tucker rushes up and shoves him back.

CAROL (CONT'D)

RUN OLLIE-- DO IT!

She sees he is almost there. She also sees some of the resistance fighters have trained their rifles on Tucker and are waiting for a clear shot.

Tucker grabs her by the neck and pulls her in close. For a moment, she's nose to nose with the face of the invasion. Through his collapsed face, he HISSES at her:

TUCKER

Is it worth all this--?

Carol looks back and sees Ollie has made it. He's behind the line of fire.

Carol turns back to Tucker and, with everything she has, breaks out of his hold and shoves him away. Then she dives to the ground SCREAMING.

CAROL

SHOOT!

He's about to crawl on top of her again when Carol HEARS BULLETS WHIZZING overhead.

CAROL'S POV: The resistance fighters fire at Tucker, driving him back. He's injured enough now that the bullets are having an effect. They tear up what's left of his face and chest.

Carol scoots out of his reach and the gunshots stop. She gets up and stands over him, battered and bruised, but with a strength that makes all the difference now. She tells him there, in his last moments:

CAROL (CONT'D)

Always-- It's always worth it--

Then she turns and makes her way toward the bridge.

When she reaches the resistance line, a LOUD CHEER goes up. Oliver is there. She picks him up and has to SCREAM to be heard.

CAROL (CONT'D)

WHERE IS A DOCTOR. WE NEED TO SEE A
DOCTOR--

And people begin pointing to the rear of the bridge. Carol and Oliver are helped in that direction.

Out in the middle of the square, Tucker lies alone where he fell.

Around them all, with the exception of the smattering of modern buildings, the city looks as it must have centuries ago, full of fighting and smoke and people taking a stand.

THE END