

SQUELCH

A Screenplay By

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SQUELCH

Over BLACK, we hear the cacophony of STATIC, FEEDBACK and overlapping VOICES on a CB RADIO CHANNEL. These disembodied voices are all men, all somehow eerie.

CREDITS BEGIN. The TITLES FLICKERING with the volume of the CB SIGNAL. Audio and video inexorably coupled.

There's RADIO SILENCE for a moment -- and then we HEAR a MAN. HIS VOICE WHISPERY. Almost shy. SLAPBACK ECHOED. The CREDITS continue to FLUTTER, their brightness controlled by this voice:

VOICE (VO)

When a corpse can't be identified... no next of kin... no one to claim the body... or no one who wants to... what they do is, is they cut off the fingers. Each one, all ten of 'em. Then, they cut off the jaw. The person's jaw. And they save it all. In a jar. In a jar with some number on it. In some liquid. Then they bury whatever's left of the guy.

(beat)

They do that to people who die a nobody. Can you believe that? It's what I heard, at least. On the radio.

(beat)

You know... always figured I'd die alone.

(beat)

But I thought I'd at least have my fingers with me.

(beat)

Damn, my hands. They've been shaking worse lately. That headache's getting pretty bad too...

A BURST OF STATIC and we CUT TO:

CLOSEUP ON A WORD. IT FILLS THE SCREEN: "COMMUNICATION". IT TAKES A MOMENT, BUT WE REALIZE THAT IT'S THE SPINE OF A TEXTBOOK, DIMLY LIT.

And then we HEAR a young woman's VOICE, heard not over a radio, but over a PHONE. This is VENNA.

VENNA (VO)

David and I broke up.

And we PAN AWAY from the book, revealing LEWIS THOMAS, college freshman, lying in bed. We're in:

INT. LEWIS' DORM ROOM - NIGHT

Stanford dorm room, lights off. As he talks we MOVE --
HOVERING ABOVE Lewis, looking down on him.

LEWIS

What?

VENNA (VO)

I know, I was going to say something
before, I just felt weird, I don't know--

LEWIS

You what? I don't understand --

VENNA (VO)

He was just, I don't know, getting all
serious and weird.

LEWIS

Serious and weird how? He was getting
serious and weird?

Suddenly a LIGHT comes on -- Lewis squints over, revealing
DANNY, Lewis' machine code-programmer roommate, glaring.

LEWIS

Wait, hold on.

(to Danny, quietly)

I'm sorry. I'll be quiet. Much quieter.

DANNY

Lewis, as your friend, I really do
support you having a crush or whatever on
this girl.

Lewis covers the receiver.

DANNY (cont'd)

But as your roommate? You asshole, it's
three in the morning.

Lewis tosses Danny his Walkman.

LEWIS

I'll get off. In fifteen minutes.
Twenty minutes.

Danny resentfully puts on the headphones, hits play and turns
off the light. We stay on Lewis as he lies on his back,
talking to Venna, a smile growing:

LEWIS (cont'd)
Sorry. Okay, what happened.

VENNA (VO)
Nothing. David just... started using the word "destiny" all the time. Looking at me like he totally thinks he knows me, which he so obviously doesn't.

LEWIS
So what, you broke it off?

VENNA (VO)
There was a lot of melodrama. Door-slamming, that kinda thing -- could the timing be worse? Just before the holidays. Now David's gonna hate Christmas the rest of his life.

LEWIS
Listen Venna, you're cute, you're not that cute.

Venna laughs as Danny turns on the light, holds the Walkman.

DANNY
Dude, your fucking batteries just died.

Lewis scours the plastic box beside his bed for some AA's.

VENNA (VO)
I'm just so not in the mood to go home.
At least if I had a car I could get there gradually. Decompress a little.

Lewis tosses Danny one battery. Danny angrily tries to insert it.

LEWIS
Driving to Jersey would be a haul.

VENNA (VO)
So what? If you had a car, you could come through Colorado. Pick me up, we could have an adventure.

We PUSH IN on Lewis as this hits him.

LEWIS
You'd want that?

VENNA (VO)

Wouldn't that be fun? We could buy, you know, lame souvenirs in every town. Stay in little motels and get free cable...

Lewis scrambles to find his PLANE TICKET -- opens it up.

INSERT - PLANE TICKET

Beside the ticket issue number is the word "REFUNDABLE".

BACK TO SCENE

A spark in Lewis' eyes.

VENNA (VO)

I just... I don't know. God, I'm just whining a lot. I should probably go, I've got my last class at nine--

LEWIS

(somewhat spastically)
I have a car.

Danny looks at Lewis, shakes his head.

VENNA (VO)

(laughs)

What? No you don't.

LEWIS

(so clearly lying)
... I didn't tell you that?

We HEAR Eddie Money BLARING "Two Tickets to Paradise" --
SMASH CUT TO:

EXT. HIGHWAY - DAY

The MUSIC BLASTS over the ROAR of a '79 IMPALA ENGINE. Lewis drives enthusiastically, nodding in rhythm, playing airdrums. The "\$850" used car lot price still scrawled on the windshield.

CREDITS CONTINUE over a LONG SHOT of the Impala crossing the rocky horizon.

An OVERHEAD SHOT of the Impala as the land bookending the highway goes from DIRT to PATCHES of ICE, to WHITE SNOW.

EXT. GAS STATION - DAY

A small Wyoming gas station. Unconvincing Christmas decorations. A cold Lewis, his car being refueled in the b.g., is at a payphone, talking excitedly with his MOTHER. Hers is a melancholy voice.

LEWIS

I've changed my plans, I'm, uh... I'm not flying back. I got a car, I'm driving.

(beat)

Mom?

MOTHER (VO)

Driving by yourself?

LEWIS

(opens a bag of Fritos)

I think I'm gonna pick up Venna. She's sort of on the way, so...

(beat)

Are you all right?

MOTHER (VO)

I'm fine.

LEWIS

(eats a LOUD chip)

Yeah? 'Cause you sound kind of down or something...

MOTHER (VO)

Fuller called.

Lewis' chewing STOPS. Surprise and discomfort wash over his face. It's as if we're watching Lewis in SLOW MOTION...

MOTHER (VO) (cont'd)

He's... he was arrested.

LEWIS

... where...?

MOTHER (VO)

Utah. Salt Lake City.

LEWIS

I thought... wasn't he living in San Diego? ---

MOTHER (VO)

He's...

(beat, sniffles)

(MORE)

MOTHER (cont'd)

Your father doesn't want to, uh... bail him out. He says he's not... that Fuller needs to learn to help himself.

LEWIS

Oh. Well... he's... Dad might be right.

MOTHER (VO)

(beat, emotional)

I have to go. Drive safe.

And with that, his Mother hangs up. Lewis, pained, sets down the receiver and heads back to his car.

INT./EXT. IMPALA - DAY

"Two Tickets to Paradise" blares again. But this time, Lewis is solemn. Thoughtful. Passes a sign for GREEN RIVER, WYOMING.

Lewis shuts off the radio. Opens his MAP as he drives.

INSERT - MAP

We PAN from GREEN RIVER down to SALT LAKE CITY. A one-hundred-fifty mile drive.

BACK TO SCENE

Obligation overtakes Lewis like the flu. He fights it as long as he can. Until:

LEWIS

Shit.

Lewis pulls a U-turn -- across a dirt road in the highway median -- and heads back toward Salt Lake. That's when a POLICE CAR appears behind him, lights BLAZING, SIREN blaring.

LEWIS (cont'd)

No! No no no!

Lewis pulls over. END CREDITS.

EXT. WYOMING HIGHWAY - DAY

The officer (KEENEY) parks behind the Impala. As he walks to Lewis' window, we notice the Impala's BROKEN LEFT TAILLIGHT.

LEWIS

(finding them)

Is this because I turned around?

KEENEY

License please. Registration.

LEWIS

(hands over the papers)

Could I just make one really impassioned plea here? Before you start writing anything, the reason I turned around, okay, is that my brother's in jail. I haven't seen him in almost five years. So I'm driving, like, two-hundred miles out of my way just to help him out. That U-turn was based on a whole... good deed... scenario. You know? Is there any part of your heart that can understand that? That karmicly giving me a ticket just doesn't make any sense?

KEENEY

No. I'm also writing you up for a broken taillight.

LEWIS

Seriously? I've got one of those?

Keeney just walks to his cruiser. Lewis drops his head.

INT. SALT LAKE POLICE DEPARTMENT - DAY

Lewis is at the release desk, signing a Visa receipt. The smile-free DESK CLERK hands him back his Visa card.

Lewis sits on a bench, waiting. Then he HEARS:

FULLER (OS)

I just want you to know? I am aware of how frustrating the prison system in this country must be for you --

Then we see, at the end of the hall, FULLER THOMAS, handsome and handcuffed, being led down the hall by a POLICE GUARD. 25 years old, even now, getting out of trouble, Fuller's pushing it. Fuller addresses the other cops he sees too.

FULLER (cont'd)

Repeat offenders, the unrehabilitated -- but I am different. In the last few days I have become determined to be one of the people on the outside. All right? This might seem premature, but hear me out. I am reformed. I am strong. And you are the people I have to thank for that.

Some of the cops are actually smiling, turning away. Lewis just watches, embarrassed and incredulous.

The Guard unlocks Fuller's cuffs, opens the barred door.

FULLER (cont'd)

Officer Wilkins, this is my pledge: you will not be seeing me again.

GUARD

Good.

FULLER

You take care, man.

The Guard closes the door and walks off. Fuller turns, looks right past Lewis, then looks at Lewis again -- realizing it's his brother.

FULLER (CONT'D)

Jesus are you tall.

Lewis stands there, awkward.

LEWIS

How's it goin'?

Fuller moves to Lewis, bear-hugs him. He hugs back, uneasy.

FULLER

Much better now! Damn, you came to Salt Lake just for me?

LEWIS

Technically you're still my brother.

FULLER

Let me look at you. Let me really see you.

Fuller holds Lewis' face -- studies his younger brother, who just stands there, awkwardly.

LEWIS

This is, uh... uncomfortable.

FULLER

Thank you. For coming.

LEWIS

You're welcome.

FULLER

Thank you.

LEWIS

(removes Fuller's hands)

You're welcome. What's-- why are you in here? What happened?

FULLER

My getting-thrown-in-jail stories are never as entertaining as I wish they were.

The Desk Clerk sets a PILE OF CLOTHES and a few personal BELONGINGS onto the counter.

DESK CLERK

Mr. Thomas. Sign out, please.

Fuller lovingly smacks Lewis' face, then goes to sign for the belongings. Lewis watches Fuller carefully. Can't take his eyes off him. He moves to the counter.

LEWIS

Listen... I'm supposed to be picking up a friend, you know? And I'm kinda running late, so...

FULLER

Uh-huh.

LEWIS,

I just wanted to make sure you're okay. Take you wherever you need to go. 'Cause I sort of need to hit the road.

FULLER

Where are you going?

LEWIS

Oh, Boulder. Colorado, then home.

FULLER

Great. That's perfect.

LEWIS

Yeah.

(beat)

What do you mean?

Fuller finishes filling out the form, slides it to the Desk Clerk.

FULLER

Here's my deal. Couple weeks ago my former landlord, Mr. Elliot Suck-My-Dickenson slipped an eviction notice under my door. Okay? Thanks. I was two months late on some rent payments -- two months. Which is nothing.

LEWIS

I don't understand...

FULLER

So I threw an eviction party.

LEWIS

(disappointedly)

... you trashed the place.

FULLER

This is my condition: here I am. Once again at the threshold of self-reinvention -- and you know what?

LEWIS

Huh.

FULLER

I feel great about it. I'm totally unencumbered. Free to run in any direction and Colorado is actually where I belong.

LEWIS

You want... you want me to take you to Colorado?

Fuller goes through his bag, pulls out various business cards wrapped in a rubber band. He rifles through them.

FULLER

Sammy Grunberg, owner, Astoria Investments, Denver, Colorado. Fully on-the-level businessman, a real make-things-happen guy. Real estate, bonds, all that. He comes into the bar, you know, when he swings in on business trips -- I'm bartending now.

LEWIS

(tries to feign enthusiasm)

Oh...

FULLER

He offered me a mid-level position at his firm, said it's my call. So I think maybe it's time for me to move up a little.

Lewis hates this -- being manipulated by Fuller again.

LEWIS

Look, I don't, uh... I'm...
(beat, gives in)
We should get going. You know?

FULLER

I'm going to pay you back for this. I swear to God.

EXT. HIGHWAY 80 - DAY

The Impala speeds along.

INT. IMPALA - DAY

Lewis drives, fuming. He's visibly uncomfortable with having Fuller along for the drive.

FULLER

I gotta say, with the exception of the seat spring piercing my ass, this car is excellent.

LEWIS

It's not bad.

FULLER

You in a rotten mood?

LEWIS

Nope.

FULLER

You always used to say nope when you meant yup.

Fuller finds the ticket Lewis got. Reads it.

FULLER

You know statistically you can talk yourself out of 65% of all moving violations? Even guys.

(Lewis nods)

Who's the friend you're picking up?

LEWIS

It's uh... Venna. You won't remember her.

FULLER

The blinker? The girl who's like...
(blinks crazily)
... like this all day?

LEWIS

She's not like that, you haven't seen her in years.

FULLER

So what, you fucking her?

Lewis reacts, disgusted.

LEWIS

We're friends.

Fuller begins to intuitively understand the situation.

FULLER

Oh...

(off Lewis' look)

You want to fuck her but you're not fucking her.

LEWIS

Fuller, you don't know what you're talking about.

FULLER

This is what it is. You've been friends since what, sixth grade, right? She's always dating other guys, you're always on the sidelines. Then you guys split off, go to college. Okay, she's where, at the University of Colorado, right? Of course I'm right -- and you guys've been talking on the phone a lot. A lot. Realizing now that you're apart that you have feelings for each other. But you're not letting on. You're still playing the neutered boy friend who's always there for her, because you're nice.

Suddenly Lewis pulls over, hits the brakes. The car STOPS. Lewis is livid:

LEWIS

Okay, here's the situation! I have some un-fucking-believable resentment towards you, okay?! Last time I saw you you borrowed Dad's car and never came back! I was thirteen years old, you dick! Do you even give a shit what kind of fucked up position you put me in?

FULLER

Lewis, I think you're swearing way too much.

LEWIS

My life has been making up for your irresponsible crap! Do you know I wasn't allowed to borrow the car until I was seventeen years old?!

FULLER

Is that what this is about? The car?

LEWIS

You know it's not about the Goddamn car! I used to fucking WORSHIP you!

This hits Fuller unexpectedly hard. His smile's slapped away by that. Even Lewis is surprised by the weight of it.

LEWIS (cont'd)

So while you are here, a guest in my Impala, I prohibit any pop-psychological analysis of me, my relationships with anyone, or bullshit smalltalk, insinuating that things between us are comfortable or normal or even promising. Because they're not.

Fuller is silenced. Uncomfortable. He just nods sincere acceptance. Lewis comes down a little, puts the car in gear and drives off.

EXT. 76 TRUCK STOP - DAY

Off the main highway. A dozen 18-wheelers. Two dozen cars. Food and gas and showers. In a miserable 15x15 foot room, half a dozen burnt-out truckers sit in a make-shift theater, watching Ordinary People on an early-model big-screen TV. The DAILY SPECIAL sign is placed in the diner window.

ANGLE - LEWIS

Near the entrance, Lewis talks on the pay phone, looking at his map.

LEWIS

I'll drop him off and be there tomorrow by two at the latest.

VENNA (VO)

You have never sounded more stressed out.

LEWIS

Yeah, and I'm trying to hide it the best I can.

VENNA (VO)

Look, you did a good thing. Your mom's happy now and this time tomorrow it'll just be you and me. And there'll be a whole new level of stress to deal with.

Lewis laughs.

ANGLE - FULLER

Behind the gas station, Fuller eats a burger, watching a 50-ish male MECHANIC work on the Impala, revealing his ass crack in all its glory.

FULLER

... and that's when the gas company let you go?

MECHANIC

Downsizing, man. Wave of the future.

FULLER

Bastards. And you know there's a trace of anger in your voice even still. I can even hear a little shame.

MECHANIC

Damn right. Tricia had to go back to work at the styrofoam plant. My wife.

FULLER

You're just a human, man. You're a person. A bi-ped, let it out.

ANGLE - LEWIS

Wrapping up the call:

LEWIS
Have you talked to David again?

VENNA (VO)
Yeah, he went back to Seattle this morning.

LEWIS
And are things...

VENNA (VO)
Over. It's over.

Lewis's face lights up. He's thrilled.

LEWIS
Hey, I'm really sorry.

ANGLE - IMPALA

Fuller sits in the car, fiddling, it seems, with the radio. Lewis walks back to the Impala when he notices the MAMMOTH, TOWERING WHIP ANTENNA now attached to the car.

LEWIS
What is this?

FULLER
Olive branch. Check it out.

Lewis gets in -- and sees the CB RADIO now attached under the dash. We HEAR the rapid-fire, almost unintelligible CHATTER.

LEWIS
Where did you get the money for that? I mean I just spent three-hundred dollars bailing you out of prison.

FULLER
Fully re-conditioned unit, antenna, mount and installation, guess how much.

LEWIS
I don't need a kitch icon from the 70's in this car. This car's already a kitch icon from the 70's.

Fuller looks up at Lewis, actually offended.

FULLER
I talked him down to forty bucks. Which leaves me with twenty and you can have that.

(MORE)

FULLER (cont'd)

(beat)

I was just trying to do something nice.

Lewis tries to fight off feeling guilty, of all things.

INT. IMPALA - LATER - DAY

Lewis drives as Fuller talks on the CB in a full-on country trucker voice:

FULLER

(into handset)

Yeah, breaker one-nine, breaker one-nine!
We need a westbound, come on come on!

CB VOICE (VO)

Go break.

FULLER

You got, the Black Sheep here riding
front door with, uh...

(looking at Lewis)

--Mama's Boy, we got four on the floor,
barreling down I-Eight-Oh, East-a-way,
just wonderin' if you can see any bears
from your rocking chair, over!

LEWIS

Technically are we in a convoy now?

CB VOICE (VO)

Roger that! You've got sixty miles clear
except for James Town -- you got yourself
a white wrapper at one-eight-five!

FULLER

10-4! Catch ya on the flip side, keep
the bugs off your glass and the bears off
your ass! Keep the shiny side up and the
dirty side down, over!

CB VOICE (VO)

(laughs)

Well you take care yourself!

FULLER

(to Lewis)

No cops 'till James Town. You're free to
speed like a motherfucker for like fifty
miles.

Lewis looks at Fuller. Fuller holds up the U-turn ticket.

FULLER (cont'd)

I don't want you getting any more of these, man, they add up. Trust me.

Lewis, willing for the first time in years to show some trust toward Fuller, accelerates.

LEWIS

I was thinking. We could get one of those beaded seat covers. You know. If that spring's still there.

FULLER

Oh yeah. Those are nice.

Lewis is visibly pleased: things seem to be warming between them.

EXT. HIGHWAY 80 - DAY

The Impala passes us fast--

INSERT - CB - LATER - CLOSEUP

We're TIGHT ON the CB for a long beat. Until we hear a familiar VOICE. The man we heard in the first scene. Rockabilly SLAPBACK ECHO gives the VOICE an almost 50's science-fiction effect:

VOICE (VO)

You know... they say when the moon's full people do crazy things.

INT. IMPALA - DAY

Lewis still driving. He and Lewis share a look...

VOICE (VO)

And I hear tonight... that's what we got.

LEWIS

The hell's that?

Fuller grabs the handset.

FULLER

Howdy out there! You got Black Sheep riding with Mama's Boy! Who we talking to, over?

Silence.

LEWIS

Could I get a better handle than "Mama's Boy" please?

FULLER

(into handset)

Hey full moon guy! What's your 20, over?

But again, nothing. Fuller considers his next move.

LEWIS

What's a 20?

FULLER

Location. Hey, can you do a woman's voice?

LEWIS

What?

Fuller holds the handset up to Lewis' face.

FULLER

Just do it -- do a girl's voice. Say, "Hey Black Sheep, this is, uh..."

LEWIS

No, forget it.

FULLER

Come on: "Hey Black Sheep, it's Candy Cane." Say it, say "Candy Cane", this is going to be supreme.

Reluctantly, Lewis FAKES A WOMAN'S VOICE:

LEWIS

A voice like this?

FULLER

You can't do a better woman's voice?

LEWIS

Hey, fuck you, that's the best woman I can do.

FULLER

Okay, "Hey Black Sheep, it's--"

LEWIS

"I got it, hit the button.

(Fuller does, then, as Candy Cane:)

(MORE)

LEWIS (cont'd)

Hey there, Black Sheep. It's Candy Cane.
I'm just out here, alone on the road...
I've been looking for you all day!

FULLER

Nice. That was embellishment, that was good.

(into handset)

Hey, Candy Cane! It's Black Sheep! I'm right on schedule!

(holds handset out to Lewis)

Say, "So I'll see you tonight."

LEWIS

What?

FULLER

Do it, trust me.

LEWIS AS CANDY CANE

So I guess I'll be seeing you tonight, is that right?

FULLER

(into handset)

You got it! I'm pulling over now, I'll see your beautiful eyes in the PM!

Fuller lets go of the handset.

LEWIS

So what was all that?

FULLER

Just wait.

Fuller watches the CB, waiting.

LEWIS

What are we waiting--?

FULLER

Shhh.

A longer wait. Then, finally:

VOICE (VO)

... Candy Cane?

FULLER

(laughs)

I knew it! He's lookin' for love.

(hands handset to Lewis)

(MORE)

FULLER (cont'd)

Okay, talk to him. Get him all worked up.

LEWIS

What do you mean? I'm not good at this.

FULLER

Say uh... say that you're lonely too. On the road... looking for a friendly voice.

(off Lewis' look)

I'm telling you, this is like a prank phone call times ten, you gotta do it.

Lewis prepares... then begins, into the handset:

LEWIS AS CANDY CANE

Hey there... who's this?

VOICE (VO)

(beat)

Rusty Nail.

LEWIS AS CANDY CANE

Rusty Nail. Well. Hope you're doing better than I am. Driving non-stop for what seems like forever... been alone so long, starting to get used to it. A little too used to it.

RUSTY NAIL (VO)

Roger that, Candy Cane.

FULLER

(loving this)

We gotta get this guy to have CB sex.

LEWIS

What?!

FULLER

I'm telling you -- you get this guy going, and in the middle of it you go, "Guess what. I'm a dude."

Lewis laughs at the idea -- looks at Fuller, challenged.

FULLER (cont'd)

Come on, this is record book.

Lewis debates what he's going to say, then, into the handset:

LEWIS AS CANDY CANE

You know, sometimes I wonder... living alone like I do... if I'll ever find someone. Who really understands me.

They await Rusty Nail's response.

RUSTY NAIL (VO)

Well. I gave up on that. Long time ago.

LEWIS AS CANDY CANE

Talking to a voice... but never seeing the face. You can say all you want... talk for hours... but it's all just words, isn't it?

Again, they wait. But this time, nothing.

FULLER

Tell him to imagine you're there with him.

LEWIS

Oh yeah, okay--

(as Candy Cane, into handset)

You know what makes me feel better sometimes? Rusty Nail? Pretending the person I'm talking to is right next to me.

(beat)

Why don't you pretend I'm sitting there with you.

RUSTY NAIL (VO)

What do you look like?

LEWIS AS CANDY CANE

I'm five-three. Dirty blonde hair. It's curly... to my shoulders. I've got a real athletic body. I've got green eyes. Soft skin...

FULLER

Okay, this might be crossing the line, but I'm getting turned on.

LEWIS

(laughs)

Shut-up.

(as Candy Cane, into handset)

And if I were there, Rusty Nail, you know what I'd do?

RUSTY NAIL (VO)
... why don'tcha tell me.

LEWIS AS CANDY CANE
I'd make you feel good.

RUSTY NAIL (VO)
You would.

LEWIS AS CANDY CANE
Do me a favor... just imagine I'm there
with you.

They drive in silence -- waiting for Rusty Nail...

RUSTY NAIL (VO)
Nice... blouse.

The brothers erupt in laughter.

FULLER
This is classic!

LEWIS AS CANDY CANE
Rusty Nail... would you mind... taking my
blouse off for me?

Rusty Nail talks -- but his voice is hit with STATIC.

RUSTY NAIL (VO)
-- have -- take -- beside me--

FULLER
(fiddles with CB knobs)
No no no, we can't lose this guy --

LEWIS AS CANDY CANE
I couldn't hear that, Rusty Nail --

RUSTY NAIL (VO)
(breaking up)
-- could -- with you--

And then there's just STATIC.

LEWIS AS CANDY CANE
Rusty Nail? Sweetheart?

But there's nothing.

FULLER
That was almost so good.

LEWIS

: Nice blouse!

They laugh -- then --

FULLER

Hey slow down! Slow down!

Lewis does -- and they pass a sign for JAMES TOWN -- and the HIGHWAY PATROL CAR sitting in hiding, COP aiming a radar detector. Small victory for Lewis and Fuller.

FULLER (cont'd)

Okay, that would've been a sixty dollar ticket, so I owe you two-forty.

LEWIS

(laughs)

You owe me three hundred.

EXT. HIGHWAY 80 - LATE AFTERNOON

The Impala drives off as the sun sinks low into the horizon.

EXT. ALMOST HOME MOTEL - NIGHT

The Impala pulls up at the low-low-rent motel office. Fuller parks in a HANDICAPPED PARKING SPACE.

INT. IMPALA - NIGHT

LEWIS

Don't park in a handicapped space.

FULLER

There are spaces all over the place.

LEWIS

Yeah, I know, that's my point.

FULLER

I'm only gonna be a minute. I'm telling you, I'll work us a good deal. And I'll limp the whole time.

Fuller hops out and moves toward the motel office -- LIMPING EXAGGERATEDLY. Lewis just shakes his head.

INT. MOTEL OFFICE - NIGHT

A typical check-in counter. Fuller enters. RONALD ELLINGHOUSE -- an impressively large 45 year-old, bleary-eyed blow-hard -- argues with the Mexican-American NIGHT MANAGER.

ELLINGHOUSE

One more fucking maid knocks on my door, asking if I want my fucking bed turned down, I'm gonna get your ass fired.

NIGHT MANAGER

Again, I'm sorry Sir, whoever you talked to didn't put it in the computer.

ELLINGHOUSE

Well put this in your database: I don't know what hotels are like in your country, but this is bullshit. Where's your boss? I want the real manager. Someone whose first language is English, can you understand that?

FULLER

Excuse me. Hi. I'm Fuller Thomas, I admire people of all ethnic, racial and linguistic backgrounds and I'd like a room. You can disturb me all you want -- you can turn the bed down while I'm in it, I don't care.

ELLINGHOUSE

(to Fuller, rude)
I'm not done here, friend.

FULLER

Yeah, I can see that. Friend. But you don't have to be that way to a man just doing his job. Even though you're clearly the biggest guy... in this... state.

ELLINGHOUSE

I haven't slept for two days. You do not want to fuck with me.

INT. IMPALA - NIGHT

Lewis sits in the car, bored. He flicks on the CB. Channel surfs. All empty. Then he looks up, seeing Fuller in the office, in a verbal fight with mammoth Ellinghouse.

LEWIS

Oh... don't do that...

INT. MOTEL OFFICE - NIGHT

Ellinghouse still addresses Fuller:

ELLINGHOUSE

-- take care of your own business and
I'll take care of mine.

(to Night Manager)

Tomorrow morning I'm having a long talk
with your manager.

INT. IMPALA - NIGHT

Lewis still watches the confrontation in the motel office.
Then he sees Ellinghouse storm out -- very intentionally
BUMPING Fuller with his arm as he leaves. Lewis reacts to
this -- almost affronted himself -- but in that moment a
GHOSTLY VOICE APPEARS, calling out creepily:

RUSTY NAIL (VO)

Candy Cane...?

Lewis looks at the CB -- goes cold --

RUSTY NAIL (VO) (cont'd)

You still out there?

Lewis is incredulous and somehow disturbed -- just staring at
the CB's GLOWING LED set on CHANNEL 34...

RUSTY NAIL (VO) (cont'd)

... Candy...? Candy Cane...?

Then Lewis takes the CB handset. Slowly brings it to his
mouth -- then lowers it uncertainly. Lewis brings it to his
mouth again -- about to press the TALK BUTTON when FULLER
SUDDENLY ENTERS THE CAR -- Lewis is startled --

FULLER

Did you see that guy?!

LEWIS

Shhhh -- listen.

RUSTY NAIL (VO)

Hello...? Candy Cane...?

Fuller is incredulous too.

FULLER

You. Are. Kidding me.

LEWIS

Can you believe this?

Fuller's mind races. Seizes the opportunity:

FULLER

Have you said anything to him?

LEWIS

No...

Fuller looks off -- his mind puts this together --

LEWIS (cont'd)

What?

FULLER

Tell him you want to meet up. As Candy Cane, say you wanna get together.

(off Lewis' dismay)

Do it -- you're turning in for the night and you want to see him later. The Almost Home motel in Table Rock, room twenty-three.

LEWIS

Do you just-- do you love prison so much?

FULLER

We're in room twenty-four -- did you see that prick who was in there with me?

LEWIS

The big guy? Yeah, he looked like a prick.

FULLER

Twenty-three's the prick's room.

A beat. And Lewis smiles at the idea of it.

LEWIS

I can't do that.

FULLER (cont'd)

That guy sucks, okay? He totally body checked me on the way out.

LEWIS

Yeah, I saw that.

FULLER

And you're not jumping at this extraordinary opportunity to exact some much-deserved revenge? Are you fucking crazy?

Lewis grabs the handset.

LEWIS AS CANDY CANE
Rusty Nail? Hey there.

RUSTY NAIL (VO)
Candy Cane. Thought I'd lost you.

LEWIS AS CANDY CANE
I guess fate wouldn't allow it. Glad
you're still thinking of me.
(beat)
I'm pulling over for the night. You
don't feel like... getting together
later, do you?

RUSTY NAIL (VO)
I thought... you were meeting Black
Sheep.

LEWIS AS CANDY CANE
It'll just be you and me. Almost Home
motel in Table Rock.

RUSTY NAIL (VO)
I'm... not sure I'd be what you expect.

LEWIS AS CANDY CANE
You're a man, aren't you? With a soul
and a heart? That's all I expect.

FULLER
Pink champagne. You like pink champagne.

LEWIS AS CANDY CANE
And if there's any way you can bring some
pink champagne... it's my favorite.

FULLER
Room twenty-three.

LEWIS AS CANDY CANE
Room twenty-three. One AM. You got
that, baby?

RUSTY NAIL (VO)
I got it.

LEWIS AS CANDY CANE
Can't wait.

Lewis lowers the handset.

LEWIS
That was mean.

FULLER
 (with a smile)
 I know.

INT. ALMOST HOME MOTEL ROOM - NIGHT

In the bathroom, Lewis brushes his teeth -- noticing the cockroach that crawls up the wall. Lewis continues to brush his teeth -- nervously -- as he watches the bug steal up the wall and into a crack at the ceiling.

In the bedroom, Fuller sits on one of the two beds, dialing at the nighttable phone, holding the businesscard from Sammy Grunberg.

We HEAR the phone RING -- then ANSWER with a THREE-TONED "THIS NUMBER IS NOT IN SERVICE" recording. Surprised... and disappointed... Fuller slowly hangs up the receiver.

INT. ALMOST HOME MOTEL ROOM - LATER -- NIGHT

Fuller and Lewis lie in their respective beds, trying to decipher the almost PURE STATIC image on their TV. After a beat:

LEWIS
 Y'ever miss home?

FULLER
 Sure. I miss Mom's chocolate chip cookies. Playing football with Dad on Sundays. Wait, that was someone else's life. What I should've said was "no".

LEWIS
 You should call them sometime. When you don't need bail money.

FULLER
 Now how often is that?

LEWIS
 I'm serious.

FULLER
 I did. Called a couple years ago. Dad just... he just started giving me shit. So... screw that.

A wash of LIGHT sweeps the room.

LEWIS

I know Mom misses you.

(beat)

And I'm pretty sure Dad does too.

FULLER

Look, I was probably a nightmare kid to have for a son. But you know, I had a great time -- a great time. I got into some of the best trouble of anyone.

Outside there's a WHINE and HISS. Lewis' leans over, checks the clock: 12:58 AM. Anxiety washes over Lewis' face.

FULLER

I don't blame Dad for not wanting to bail me out. I did borrow his car and wreck it. I bet I wouldn't've bailed me out too.

LEWIS

Listen.

Outside a TRUCK DOOR opens and closes. Fuller checks the clock. Smiles.

FULLER

Hit the TV.

Lewis clicks off the TV as Fuller moves to the window. Enthused, he peeks through the side of the drapes.

FULLER'S POV - THROUGH THE DRAPES

The parking lot is dark. Other cars and trucks and burnt-out lights make it hard to see.

BACK TO SCENE

But then there are approaching FOOTSTEPS. Heavy. Lewis quickly locks the door bolt -- scrambles to lock the chain lock -- but he can't get it into the groove -- Fuller peeks through the peep hole, grinning --

FULLER'S POV - THROUGH THE PEEPHOLE

It's distorted and dark -- a wildly WIDE ANGLE VIEW -- a silhouetted FIGURE passes the door.

BACK TO SCENE

FULLER
(sotto, laughs)
It's him. He came.

Lewis sees the amorphous SHADOW now projected into the wall. He's more nervous than entertained now. Fuller moves to the window, smiling.

FULLER'S POV

Distorted at this angle through the glass, obscured by an outside plant and the general darkness, we can barely make out a FIGURE standing outside the room next door. We hear the MUFFLED SOUND of the figure -- a MAN -- clearing his throat.

BACK TO SCENE

Lewis watches the shadow, tense as a tightrope. A sudden MUFFLED KNOCK on the door next door makes Lewis jump.

LEWIS
(whispers, almost trembling)
What's happening?

FULLER
(sotto, laughs)
How amazing is this?!

Another KNOCK. Lewis shakily exhales.

Through the wall, WE HEAR the UNCOILING RUSTLE of someone sitting up in their bed. Lewis and Fuller look to the wall. A MUFFLED light switch FLICK. Then a VOICE -- we can BARELY understand the following dialog, it's SO MUFFLED:

ELLINGHOUSE (VO)
Is this a Goddamn joke?! Who the hell is it?!

Fuller starts laughing --

RUSTY NAIL (VO)
I brought the, uh... drink.

And we PAN ACROSS THE PLASTERED WALL as we HEAR the MUFFLED SOUND of Ellinghouse walking from his bed to his motel door.

Fuller is experiencing pure delight. Lewis' terror escalates. Another KNOCK.

ELLINGHOUSE (VO)

I swear to fucking God!

Fuller and Lewis move to the wall -- ears pressed against it, listening as they hear -- MUFFLED -- the door unlocked and opened. Then, BARELY AUDIBLE:

ELLINGHOUSE (VO) (cont'd)

What? Are you fucking with me? Standing in the dark? Why don't you come over here? Show me your face?!

FULLER

(sotto)

This guy's such an asshole.

Rusty Nail's VOICE is a barely audible MUMBLE. Fuller's laughing -- Lewis uncomfortable --

ELLINGHOUSE (VO) (cont'd)

What was that?! Huh?!

And then a sudden series of SOUNDS -- a QUICK WHEEZE -- a SCRAPING -- a TAP against the door -- a BUMP, a THUD -- and then a GASP -- or is it a quick laugh? Then the SOUND of the DOOR next door CLOSING.

For a long, long moment, nothing but SILENCE. Lewis and Fuller remain still, uncertain. They don't hear a thing.

FULLER

(laughs nervously)

Well that was weird.

LEWIS

God, you know I think he might've hurt that Rusty Nail guy...

FULLER

No. No, we would've heard that.

LEWIS

We did. That was a gasp.

FULLER

Nah, it wasn't a gasp, it was a laugh.

LEWIS

I think Rusty Nail got hurt.

Lewis moves to the phone. Dials.

FULLER
Who you calling, Mom?

NIGHT MANAGER (VO)
(on phone)
Front desk.

LEWIS
Yeah, hi, we just heard some, uh,
disturbance from the room next door?
Room twenty-three?

Fuller shakes his head disapprovingly as he moves to the bathroom.

FULLER
Yeah hi, I'm the drama queen in room
twenty-four?

NIGHT MANAGER (VO)
What kind of disturbance?

LEWIS
Well that's, uh... hard to say. It was
like a, uh... thud. It sounded like
someone might've been hurt. We thought
you'd want to check that out maybe.

Fuller keeps the bathroom door open as he starts to piss.

NIGHT MANAGER (VO)
Okay.

LEWIS
Thanks.
(hangs up)
They're gonna check it out.

FULLER
You know what's gonna happen now, right?
That guy's gonna kill the night manager.

Just then there's a MUFFLED PHONE RING from room twenty-three. Lewis and Fuller freeze -- they HEAR FOOTSTEPS. Another RING -- but then the PHONE next door is picked up. A long SILENCE. And then the SOUND of BEDSPRINGS DEEPLY COMPRESSING.

The brothers are startled by THEIR PHONE RINGING. Lewis jumps, answers it.

LEWIS
- Hello?

NIGHT MANAGER (VO)
Guy said everything's fine.

LEWIS
Oh. Okay. Thanks.

NIGHT MANAGER (VO)
'Night.

Lewis hangs up. Just then the SOUND of the TELEVISION going on in the room next door.

LEWIS
He said, uh... that everything's fine.

FULLER
(surprised, relieved)
What'd I tell you?

Lewis looks out the window as Fuller gets back in bed.

FULLER (cont'd)
That was one of the best experiences I've ever had. Hey, if you want to get to your girlfriend on time you better get to sleep.

LEWIS
(looking into the night)
She's not my fucking girlfriend.

EXT. ALMOST HOME MOTEL - LATE NIGHT

We're TIGHT ON Lewis, peering out from his room. We SLOWLY PULL BACK to reveal the entire motel -- back farther -- through the parking lot -- back farther -- out to the street -- even farther -- revealing the SHEER BLACKNESS surrounding the motel.

INT. ALMOST HOME MOTEL ROOM - MORNING

We're on Lewis, asleep in the dark room, as a brilliant-white slice of SUNLIGHT moves ever-so-slowly across his face, hitting his eyes. He jerks half-awake. Squints at the clock, affixed to the night table. It's 8:13 AM.

INT. ALMOST HOME MOTEL - BATHROOM - MORNING

Lewis showers. Sings. ---

LEWIS
 Colorado Rocky Mountain high...
 Colorado... Colorado Rocky Mountain
 high...

INT. ALMOST HOME MOTEL - BATHROOM - LATER

Lewis, freezing, towel wrapped around him, shaves. As he does, he sees this own breath in the air.

LEWIS
 (calls to Fuller)
 Are you up? What's the deal with the
 heat?

No answer. Lewis opens the bathroom door -- their room door is OPEN. SUNLIGHT FLOODS the room. Lewis, face half covered in shaving cream, squints -- Fuller, dressed, talks to a POLICE OFFICER (AKINS) in the parking lot.

EXT. ALMOST HOME MOTEL - MORNING

Three police cruisers. Fuller, quickly dressed, bedhead, talks to Akins as Lewis, dressed now too, moves to him.

Nearby is CAMPBELL, a young African-American officer quietly taking notes. Other POLICEMEN in the b.g. check out trucks, jot down license plate numbers.

OFFICER AKINS
 Could you describe the sounds?

FULLER
 Sure. They were like this, like, uh--
ump... ssssssss... then kep-ugh.

LEWIS
 What's going on?

FULLER
 This is Lewis.
 (to Lewis)
 There was a, uh, "situation" last night.
 That's all I know.

In Fuller's look to Lewis is a clear message: don't say shit.

OFFICER AKINS
 When you heard those sounds did you look
 outside? Or open your door?

FULLER
 - No sir.

LEWIS

What happened?

OFFICER AKINS

Did you ever have a chance to see the man who was occupying the room next to yours? Room twenty-three?

FULLER

In the motel office. When we checked in.

OFFICER AKINS

Uh-huh. Any other time besides that?

FULLER

No sir.

LEWIS

Was someone hurt?

OFFICER AKINS

After you closed your door around ten PM, you didn't see anyone else until I knocked on your door this morning.

FULLER

That's right. But we did call the night manager.

OFFICER AKINS

Yeah, he mentioned that.

FULLER

We were concerned, so we called the front desk.

(to Lewis)

Right?

LEWIS

Did that man next door do something?

OFFICER AKINS

The manager said that one of you had an altercation with the victim. Which of you was that?

FULLER

(confused)

Wait, the manager said what?

OFFICER AKINS

Apparently one of you had words with the victim in the motel office. When you were checking in:

FULLER

No, we never met the, uh... wait, you mean that huge guy?

OFFICER AKINS

Ellinghouse. Ronald Ellinghouse. He was staying in room twenty-three.

FULLER

(genuinely puzzled)

I was the one who met him, but he isn't, uh... the guy who got hurt.

LEWIS

(pale)

What happened to him?

OFFICER AKINS

It wasn't comely.

FULLER

I don't know what that means.

OFFICER AKINS

He was found early this morning. Lying face-down in the highway median.

Lewis and Fuller are still -- frozen for a beat.

FULLER

You're saying the, uh... that huge guy's the victim?

OFFICER AKINS

So you have no idea who might've visited Mr. Ellinghouse's room last night.

FULLER

No sir. I wish we could be more helpful. But honestly? We have no -- absolutely no idea.

Lewis' eyes are brimming with fear -- shock --

LEWIS

Is, uh... is he dead?

Coma.
OFFICER AKINS

LEWIS
(guiltily)
Oh Jesus... Fuller.

Fuller shoots Lewis a loaded look. Akins and Campbell notice their oddly emotional reaction.

OFFICER AKINS
You know what I'm thinking? That taking a look-see might refreshify the memory a little.

FULLER
Taking a look-see at what?

INT. HOSPITAL CORRIDOR - DAY

in SLOW MOTION. Lewis and Fuller walk down the corridor of this sterile, sallow place. With every step, increased DREAD. They enter --

INT. HOSPITAL ROOM - DAY

We can see only the legs of a man in a hospital bed. The eerie HUM and subtle occasional BEEPS of life-support. The two Officers and then Lewis and Fuller enter.

We're TIGHT on the brothers' faces as they see the victim. Their eyes widen with horror.

-- Officer Akins and Campbell watch the brothers carefully.

LEWIS
(under his breath, almost crying)
No...

REVEAL Ellinghouse. Barely clinging to life. Enveloped by the most severe life-support equipment. His once powerful body now feeble. His eyes swollen shut. His face black and yellow, crusted with dried blood. His upper teeth exposed to the air, for where his lower jaw should be there is not ~~nothing~~. His mouth, his tongue, bandaged horrifically.

OFFICER AKINS
Ripped his jaw... right off.

Fuller's can't believe this. Lewis, almost sick, can't take his eyes off Ellinghouse as he rambles:

LEWIS

We were driving -- talking on the CB -- there was a guy whose handle is Rusty Nail -- that's the man who came to the motel -- we think he drives a truck -- we knew Ellinghouse wanted to be left alone so we invited Rusty Nail to the motel, it was just a joke...

Lewis CONTINUES, but the SOUND FADES, becomes FAINT, as we PAN from Lewis -- to Akins, listening intently -- to Campbell, taking notes -- to Fuller, looking at Lewis angrily -- and past what's left of Ellinghouse's face -- and ending up on the EEG readout. Ellinghouse's brain activity is OFF-
THE-CHARTS-WILD.

INT. POLICE INTERROGATION ROOM - DAY

A HUGE FILE of police RECORDS SLAMS onto the table in this sound tile-panelled room. Lewis and Fuller sit here, berated by LIEUTENANT RITTER -- an intimidating force. Campbell stands behind him.

RITTER

That is the pain in my ass. The fucking albatross that doesn't let me sleep at night! My own personal file of ongoing investigations -- the shit in life that I can't solve. And guess what? Now I got another one -- Mr. Ronald Ellinghouse, lying two-inches from dead in my jurisdiction. Why? 'Cause you sorry-ass punks thought you'd have some fun. Fuck. I'd keep you retards in custody if I thought you could help answer one of the hundreds of new questions I got. But all you know is his fucking CB handle and "Maybe he drives a truck." Does Ellinghouse have a family? Was the attacker alone? Do you understand the kind of shit I've gotta grapple with now? Because of what you assholes did? I want you outta here. This is like an old-fashioned western: I want you out of Wyoming before the sun goes down, you got that? And you better hope I don't have to contact you morons back in New Jersey, 'cause that won't be happy news.

(heading out) --

I'm not gonna be sleeping tonight and I got you fools to thank.

(to Campbell)

Get them outta here.

And Ritter SLAMS the door closed behind him.

EXT. ALMOST HOME MOTEL - DUSK

A police cruiser pulls up. Lewis and Fuller get out. The cruiser drives off. Lewis heads for the Impala. Fuller goes after him.

FULLER

Can't believe you told them we invited Rusty Nail -- they could've thrown me back in jail!

LEWIS

A man's half-dead because of what we did!

FULLER

You know what? Bullshit. You order ten pizzas to your neighbor, delivery guy gets there and the neighbor opens up with an AK-47 -- is that your fault?

Lewis unlocks his door.

LEWIS

Maybe it is.

FULLER

Look, be a martyr all you want.

LEWIS

That's not what I'm doing. I'm trying to figure out how I'm going to drive away from this place with what we've done.

FULLER

Just do what I do. Remind yourself that a hundred years from now, you're gonna be dead anyway. I think that's the closest thing I've got to a philosophy.

LEWIS

I'm taking you to Denver. And that's it.

Lewis gets in the car. Fuller too.

EXT. WYOMING HIGHWAY - NIGHT

A snow-covered interstate, the Impala passes a sign: "KEEP WYOMING CLEAN -- LITTERING PUNISHABLE \$2000 FINE". Behind the sign, the Impala's ONE WORKING TAILLIGHT becomes tiny a red speck, shrinking away...

INT. IMPALA - NIGHT

The car radio's red STATION MARKER makes jumps from the left side of the tuner to the right. Either STATIC or syrupy COUNTRY MUSIC. Finally McCartney with Linda on tambourine wailing "Live And Let Die".

The GAS GAUGE EMPTY-FUEL LIGHT FLICKERS -- but the NEEDLE shows a sixteenth of a tank left. A finger taps the gauge and the light GOES OFF.

A tired-looking Lewis drives. Fuller passed-out in the passenger seat.

Lewis passes an old Dairy Queen/Texaco billboard: "BELT-BUSTER BURGER AND GAS - LARAMIE EXIT". Below that, it reads, "DYNASTY GLASS WITH EVERY FULL TANK".

Lewis tries to fine-tune the song, but the signal's too weak. He turns off the radio. Lewis eyes the CB, then Fuller, who borderline snores.

Lewis keeps driving... eyes fluttering. His head starts to nod. He looks at the clock: 2:11.

Then, just to stay awake, he flicks on the CB.

No signal. He begins switching channels. Finds only DISTANT CHATTER and STATIC. Adjusts the squelch knob. Nothing. Until he hears -- almost at a whisper:

RUSTY NAIL (VO)

Candy Cane...?

Fear awakens him --

RUSTY NAIL (VO)

Candy...? Cane...? Helllll... lllllo?

Lewis quickly shuts the CB off. He can't listen. For a few beats he sits in silence, petrified.

But then he can't not listen. He flicks the power back on.

RUSTY NAIL (VO) (cont'd)

-- Cane...

Lewis hits Fuller.

FULLER

Sleeping.

Lewis just turns up the CB VOLUME:

RUSTY NAIL (VO)
Candy Cane? Black Sheep?

Fuller is suddenly alert.

FULLER
Jesus...

RUSTY NAIL (VO)
Anyone out there know Candy Cane...? Or
Mama's Boy? Or Black Sheep?

Fuller grabs the handset.

LEWIS
What are you gonna say?

FULLER
(into handset)
Rusty, this is Black Sheep.

RUSTY NAIL (VO)
Black Sheep. You know where I can find
Candy Cane?

FULLER
What's the deal with you? I mean
seriously.

RUSTY NAIL (VO)
We were supposed to meet up last night.
Me and Candy Cane. But she wasn't there.

FULLER
So you're driving around all day looking
for a voice.

LEWIS
Just turn it off.

RUSTY NAIL (VO)
You tell me where to find her.

LEWIS
Tell him it was a joke.

FULLER
You know I talked to Candy Cane.

LEWIS
Oh brother.

FULLER

And she's not interested.

RUSTY NAIL (VO)

I think she is.

Lewis drives, tension rising.

FULLER

As they say, Mr. Nail, in the finest of elementary schools, tough-titties.

RUSTY NAIL (VO)

I need to find Candy Cane.

LEWIS

This guy does not give up.

FULLER

You need to find a highly-qualified psychiatrist -- not psychologist, you're gonna need some drugs -- and a damn good lawyer, 'cause the police are all after your ass.

A long, tense silence. Then Rusty Nail's voice changes a little. Edgier. More of a whisper.

RUSTY NAIL

Tell me where I can find Candy Cane.

LEWIS

Look, don't get this guy all riled up again. Just tell him it was a joke and let it go.

FULLER

(considers, then into handset)
Hey, you ready for this, Mr. Nail? Candy Cane doesn't exist. You copy that? You're looking for someone that doesn't exist.

Lewis takes the handset.

LEWIS AS CANDY CANE

Hey, Rusty Nail, ya hear this?

(then, as himself)

That was me. I'm a dude. It was a joke.

Lewis hands the handset back to Fuller. There's a long silence.

RUSTY NAIL (VO)
Apologize.

FULLER
Can you believe this guy?

LEWIS
Just do it.

FULLER
Apologize to him?!
(into handset)
Listen, you sick fuck. You pathetic,
lonely, walkie-talkie freakshow
motherfucker -- you're not getting a
thing from me. You know why? 'Cause
I've got something even more powerful
than your psychosis. It's called a
volume knob. And all I need to do to
kill you, is turn it counter-clockwise.

RUSTY NAIL (VO)
You know, Black Sheep... you really
should get that fixed.

There's a beat. Lewis and Fuller share a confused look.

FULLER
(into handset)
Get what fixed?

RUSTY NAIL (VO)
That taillight.

In that instant, both brothers are chilled cold.

Lewis grabs the rearview -- looks behind them. Fuller turns
around -- half a dozen distant vehicles in both lanes.

LEWIS
Can you see anything?

FULLER
(afraid himself)
Just keep cool, just drive.

LEWIS
What'd he do? Follow us from the motel?

FULLER
--I don't know.

LEWIS

God, Fuller, you know what? He answered the phone. When the front desk called twenty-three? I bet he was the one who picked up the phone in there -- he could've heard us talking...

As Fuller checks behind him, paranoid, Lewis looks down: the GAS GAUGE EMPTY LIGHT FLICKERS ON.

FULLER

We're fine. We're safe, as long as we're driving we're safe.

LEWIS

Uh... Fuller?

Lewis indicates the fuel gauge. Fuller pales.

LEWIS (cont'd)

I saw a sign back there for a gas station in Laramie. There'll be a phone there, we'll Lieutenant Ritter.

FULLER

Good. We'll get off at Laramie, good.

They pass a sign that reads: "LARAMIE - 73 MILES".

LEWIS

Oh God.

FULLER

Just keep cool.

LEWIS

Quit telling me to keep cool, you're making me crazy! Do you have the receipt from the last gas station?

FULLER

Why?

LEWIS

Just give it to me!

Fuller finds the receipt from his pocket. Lewis grabs it. Reads it, as Fuller pulls out the MAP under the seat and hits the INTERIOR LIGHT. Lewis quickly turns the LIGHT OFF.

LEWIS (cont'd)

I don't want him to see us.

Fuller tries to read the map off the dashboard lights.

LEWIS (cont'd)

We were at seven-eighths of a tank and we put in thirteen-point-six gallons. So it's a sixteen-gallon tank...

FULLER

(reading map)

Okay, I think this is where we are...

LEWIS

(checks odometer)

We've travelled almost three-hundred miles since we filled up, so that means we have how many miles of gas left? Fifteen, twenty tops. We're not making it to Laramie.

FULLER

Get off the next exit, it looks like there's a town --

LEWIS

How far?

FULLER

My knuckle to the cuticle. What is that, twelve miles?

LEWIS

We might not make twelve miles.

FULLER

Well I don't know what else you want to do.

So Lewis makes the exit --

EXT. ROAD - NIGHT

The Impala pulls off the highway, onto an access road, kicking up SNOW as it passes us.

INT. IMPALA - NIGHT

As they drive, they spot a small GAS STATION/CONVENIENCE STORE up ahead. A small, old-style building, lit-up, open for business. Only a PICK-UP TRUCK is parked out front.

LEWIS

You're a genius.

FULLER
(realizing, re: map)
Huh. I wasn't even looking at Wyoming.

EXT. FILLING STATION - NIGHT

They pull up to a gas pump. Beyond the light of the filling station, the darkness is impenetrable.

LEWIS
You pump, I'll pay. Or do you wanna pay?
I'll pay or pump, I don't care.

FULLER
I'll pump.

LEWIS
Okay. Okay.

Lewis gets out and hurries in as Fuller unscrews the Impala gas cap, looking around nervously.

INT. FILLING STATION - NIGHT

The interior, empty of people, hasn't changed since the early sixties. This is the one store in this patch of ranchland. Sells shovels, worms, hunting knives, cattle teat balm, etc.. A weird cage surrounds the empty cashier's booth.

A clapper-less cowbell CLUNKS mutedly as Lewis enters, takes in the vacant space. He's already holding his credit card.

EXT. FILLING STATION - NIGHT

Fuller exhales shakily as he watches the numbers on the pump slowly turnover: \$3.80 -- \$3.90 -- \$4.00.

Fuller then turns toward a MASSIVE RUMBLE in the darkness.

From the night, a blackened, lumbering ICE TRUCK emerges. The size of a milk truck, it pulls up to the opposite side of the pump island. A gargantuan HISS, the truck shuts down.

From the other side of the truck, Fuller HEARS the driver's door OPEN, CLOSE. Then FOOTSTEPS walk toward the building.

Fuller swallows hard.

INT. FILLING STATION - NIGHT

Lewis looks around impatiently, eyes a PUSH BELL on the counter. As he's about to hit it, he HEARS the cowbell CLUNK. The DOOR OPEN.

Lewis looks behind him, but there's a FOOD AISLE in the way. All he sees above it is the tall ICE TRUCK MAN'S COWBOY HAT as he enters.

Lewis watches the COWBOY HAT move down to the other end of the store. It stops. What looks like a BROOM HANDLE suddenly rises up beside the COWBOY HAT. It bobs up and down, as if the Ice Truck Man were testing its weight.

Lewis is puzzled -- then he sees the "broom handle" flipped upside down. THREE SHARP PRONGS appear above the row of goods. Lewis realizes it's a PITCH FORK.

Lewis turns back, hits the counter bell repeatedly: RING, RING, RING!

A VOICE (FLORA) from the stockroom:

FLORA (O.S.)
Jus' second!

Lewis looks out to see Fuller, but can only see his BROTHER'S LEGS -- the ICE TRUCK obscuring his view.

Lewis then peaks over his shoulder: the COWBOY HAT is gone.

Lewis begins to sweat. He notices, beneath the counter glass, a set of SERIOUS HUNTING KNIVES.

Suddenly FLORA -- a 21 year-old Mexican-American woman -- appears in the cashier cage.

FLORA' (cont'd)
Sorry... yes?

LEWIS
Pump--
(clears his throat)
Pump nine?

Flora takes his card, runs it through the machine. Lewis' eyes flick to the left -- a PAYPHONE bolted to a nearby wooden column. Lewis quickly moves to it, grabs the receiver. Hunches close, dials zero.

LEWIS
(sotts, into phone)
Table Rock, please. The Police
Department.

Something reflects in the phone's METAL CASING: the hulking shape of the ICE TRUCK MAN moving in. Lewis' eyes widen --

FLORA (OS)

Sir?

Lewis jumps, quickly hangs up. Flora slides the credit card receipt forward on the counter.

FLORA (cont'd)

Sixteen-thirty. Any cokes? Candy?

Lewis' shaky hand signs his name.

LEWIS

No. No, uh... no candy.

EXT. FILLING STATION - NIGHT

Fuller tightens the gas cap as Lewis appears, wild-eyed.

LEWIS

(whisper-yells, rapid-fire)

GET-IN-THE-CAR-GET-IN-THE-CAR!

Fuller hurries in as Lewis jumps in the driver's seat, hits the ignition -- the station's door cowbell CLUNKS as Lewis guns it and they speed off.

INT. IMPALA - NIGHT

Lewis checks the rearview -- the Ice Truck Man quickly exits the filling station, but is left in the dust.

LEWIS

He came after me, that was him.

FULLER

(turning back to see)

He got in his Goddamn truck.

The ICE TRUCK'S HEADLIGHTS come on as it DRIVES OFF.

EXT. ACCESS ROAD - NIGHT

The Impala speeds along the road parallel to the highway. After a moment, the ICE TRUCK follows.

INT. IMPALA - NIGHT

Lewis can't keep his panicked eyes off the rearview.

LEWIS

--Did you see that guy? That was a pretty huge guy.

EXT. ACCESS ROAD - NIGHT

Surprisingly, the ice truck is as quick as the old Impala. In no time, it's three car lengths behind them.

The ice truck follows -- then SIGNALS WITH ITS BRIGHTS.

INT. IMPALA - NIGHT

The BRIGHTS are reflected off the rearview, into Lewis' terrified eyes --

FULLER

Shit!

LEWIS

What?

FULLER

That was the on-ramp!

LEWIS

Where?

FULLER

-- Goddamnit --

LEWIS

I'm turning up here --

Lewis jerks the wheel --

EXT. ACCESS ROAD INTERSECTION - NIGHT

The Impala FISHTAILS at the intersection, cutting to the right, barely making the corner -- the ICE TRUCK FOLLOWS.

EXT. BACKROAD INTERSECTION - NIGHT

The Impala picks up speed as it approaches another intersection, this time taking a sharp left at a row of ranch-style MAILBOXES -- SLAMS INTO ONE.

EXT. DEAD-END ROAD - NIGHT

For a quarter mile, the Impala speeds down the very narrow, icy road -- but it's a DEAD-END. The car comes to a stop at a RUSTED RANCH GATE. Billowing dirt clouds waft past the Impala, which sits there, vulnerable prey, its headlights slicing askew through the dusty air.

INT. IMPALA - NIGHT

The brothers turn -- the ICE TRUCK'S HEADLIGHTS approach.

LEWIS

Fuller?

FULLER

Hold on...

The ice truck parks thirty feet behind them. Its DRIVER DOOR OPENS. Lewis and Fuller lock their doors simultaneously.

Fuller looks back -- the ICE TRUCK MAN approaches -- hidden by silhouette in front of his headlights. Then, something impossible happens:

ICE TRUCK MAN (OS)

... Lewis?

LEWIS

(pale)

Did he just say--?!

FULLER

BACK THE FUCK UP, MAN! WE GOT A GUN!

But the TOUGH, 45 year-old TRUCKER with a THICK FU-MANCHU MUSTACHE and THICK SCARS in his eyebrows appears at Lewis' window.

ICE TRUCK MAN

And I got a Visa card.

The Ice Truck Man holds Lewis' credit card up to the window. With a wave of almost tearful relief, Lewis rolls down his window.

LEWIS

(takes the card)

Thank you. Sir. I'm sorry we, uh--

FULLER

You really scared us, you know that?

ICE TRUCK MAN

It wasn't the mustache, was it? My old lady keeps tellin' me to shave the thing.

FULLER

It wasn't the mustache.

LEWIS

We thought we were being followed.

ICE TRUCK MAN

You boys all right getting back to the main road? Its gets awful tricky.

FULLER

We're fine. Now that we're not murdered.

LEWIS

Thank you. For this. That was very kind of you.

ICE TRUCK MAN

Y'all have a good night.

The Ice Truck Man heads back to his truck. Lewis puts the card in his wallet, recovering.

FULLER (cont'd)

Fuckin' Fu-Manchu. I never felt more like a pussy in my life.

Fuller gets out of the car.

EXT. DEAD-END STREET - NIGHT

The ICE TRUCK slowly backs up down the narrow road. Fuller examines the Impala's smashed fender. The left headlight is now bent slightly upward, cutting into the darkness at an odd angle. Lewis joins him.

FULLER

Well... this is becoming a pretty expensive car.

Lewis looks at the light, his mind on something else.

LEWIS

What kind of range is there? On a CB?

FULLER

(beat)

Maybe five miles.

The brothers look at each other for a long beat. An eighth of a mile down the road, the ICE TRUCK makes a three-point-turn.

LEWIS

So let's just get to a phone. Let Ritter know Rusty Nail's around here somewhere--

Just then a SHOCKING HORN BLAST -- the brothers JUMP as a MONSTROUS FORCE SLAMS INTO THE ICE TRUCK -- SPINNING IT LIKE A TOY -- THE TRUCK ROLLS ONTO ITS SIDE, REVEALING THE MASSIVE HEADLIGHTS OF AN 18-WHEELER -- A MASSIVE BEAST SPEEDING RIGHT TOWARD THEM --

FULLER

JESUS!

Lewis and Fuller run back to the car, traction hard to get on the snow --

THE EIGHTEEN WHEELER

Its color and shape hidden behind its blinding HEADLIGHTS, RUMBLES THROUGH THE DUST AND ICE -- ACCELERATING --

IN THE IMPALA

Lewis jams the car in drive, punches the accelerator as Fuller closes his door --

THE IMPALA

Fishtails and speeds forward -- SMASHING through the rusted gate! The car BOUNCES VIOLENTLY down a tree-lined, pot-holed, access road -- it hits a DIP -- the car BOTTOMS OUT -- SPARKS FLY --

LEWIS

Tries to control the car as Fuller grabs the CB --

LEWIS

Don't use that!

FULLER

911! We need help! Is anyone there?!

Nothing but STATIC -- Fuller tries other channels --

THE IMPALA

Speeds down the road, kicking up snow and dirt -- a ROUGH RIGHT TURN into an open ranch gate. The Impala blasts over a CATTLE CROSSING at 50-plus miles per hour -- a HORRIBLE CLANG as they nearly take out the suspension.

The road FORKS. Lewis jerks the Impala to the LEFT -- the tiny road suddenly empties into a RAVINE, a TINY SEMI-FROZEN STREAM flowing through it --

Lewis Glances at Fuller, who grips the dashboard

FULLER

Do it!

And Lewis drives the Impala down the small ravine.

THE IMPALA

Plows through the STREAM and back up the ROUGH EMBANKMENT on the other side.

The car comes up on a ROAD that's paved. Rubber burns as Lewis guns the Impala, fishtailing the car as he heads off.

A half mile further, they come to a cross-roads. Lewis stops the car. It's silent now.

INT. IMPALA - NIGHT

The brothers look around, catching their breath.

LEWIS

Can you see him?

Clearly, no. But then there's a HORRIBLE RUMBLE in the night. The truck is here. Somewhere.

FULLER

Hit the lights. Turn 'em off.

EXT. RANCH ROAD - NIGHT

A WIDE SHOT of the Impala as its lights GO OFF.

INT. IMPALA - NIGHT

FULLER

Can you see the road?

LEWIS

Barely.

FULLER

Good enough -- drive. Fast.

Lewis punches it -- the Impala ROARS down a road surrounded by acres of expansive land --

LEWIS

Where's the highway?!

FULLER
 (looking behind them)
 I'm hoping it's not back that way.

LEWIS
 What the hell is that?

FULLER
 (turning forward to see)
 What the hell is what?

Lewis turns on the lights -- it's a FENCE -- the road ENDS at an INTERSECTION -- Lewis SLAMS the brakes --

EXT. T-INTERSECTION - NIGHT

The Impala SPINS 90 degrees clockwise in the ice -- lands half in a ditch, Lewis' SLAMMING against a giant OAK TREE.

The Impala engine HISSES and STEAMS -- in addition to everything, stalling from overheat.

INT. IMPALA - CONTINUOUS

FULLER
 You okay?

Lewis nods, turning the key. The Impala restarts. Lewis hits the accelerator -- but the tires spin tractionless in the icy grass. SMOKE and NOISE.

The car starts to slowly inch ahead, bark CHIPS as the car rubs the tree. More SMOKE -- tires SO LOUD you can't believe it.

LEWIS AND FULLER
 (simultaneous)
 Come on, come on, come on...

The Impala moves a few inches -- the tires seems as if they might just take -- when suddenly TWO IMPOSSIBLY BRIGHT HALOGEN HEADLIGHTS COME ON, five feet away! A FIERCE ENGINE GROWL overpowers everything.

Lewis squints -- face bright -- takes his foot off the pedal. The Impala SINKS back a few feet, against the tree again.

The truck's engine GUNS. The headlights MOVE CLOSER. Now only INCHES from Fuller's head. A slight acceleration and the Impala would be crushed. The truck engine RACES DEAFENINGLY. Lewis grabs the handset.

LEWIS
WE'RE SORRY! WE ARE SO SORRY!

A PAINFUL ENGINE ROAR as Rusty Nail's truck MOVES -- the MASSIVE BUMPER makes contact with the Impala -- metal starts to scrape -- DENT -- a corner of the Impala windshield begins to SPIDER-WEB. The vinyl covering of dash-board begins to WRINKLE. Tears flood Fuller's eyes -- he grabs the headset:

FULLER
WE APOLOGIZE! IT WAS A STUPID MISTAKE!

Rusty Nail's ENGINE GUNS -- bumper grinds harder -- the Impala roof emits THUNDER-LIKE sounds as it begins to BUCKLE. Lewis and Fuller brace themselves -- the engine EARTH-SHAKINGLY LOUD. Fuller's sobbing now -- it's mayhem --

LEWIS
THIS GUY IS GONNA KILL US!

FULLER
 (into headset)
~~—DON'T FUCKING KILL US. MAN. WE WERE JUST~~
PLAYING WITH YOU!!!

But then, shockingly, the REVVING STOPS. It's silent for a beat. And then Rusty Nail's VOICE is HEARD again:

RUSTY NAIL (VO)
 ... why?

FULLER
 ... just... for fun. Just for a laugh.

For a moment the brothers are still -- a long, horrifying moment of simply waiting.

And then the GRIND of SHIFTING GEARS... a very unique BEEP... BEEP... BEEP is HEARD as the truck REVERSES.

The brothers just tense -- preparing to be rammed -- but the truck just keeps backing up. Mostly out of sight, it turns and drives off. The brothers are incredulous. After a few moments, they begin to breathe again.

Lewis looks at his brother. Tears streak down Fuller's face.

FULLER
 (looking down sadly)
 I, uh... I pissed my pants... Jesus...

Lewis is stunned for a moment to see his older brother like this. He grabs a handful of napkins off the dash and hands them to Fuller, who takes them, humiliated.

Lewis quickly snaps out of it. He puts the car in gear; there's traction now. The severely damaged car drives off.

INT. GARAGE BATHROOM - EARLY MORNING

Fuller comes out of a toilet stall wearing new jeans, holding his old ones. He shoves his old pants into the filthy garbage can. Avoids his reflection in the mirror.

EXT. GARAGE - EARLY MORNING

The WAITING AREA of a greasy auto repair garage. The Impala's front windshield is being replaced by a MECHANIC. Another MECHANIC knocks out some major body dents.

While Lewis huddles over a grimy payphone in the b.g., Fuller sits in a row of beat-up chairs, still shell-shocked from the night before. He sadly looks through his pile of belongings. All he's got in the world.

Lewis, his duffel slung over his shoulder, hangs up at the pay phone. He then turns to see his defeated brother. Watches him for a moment. Heads over.

LEWIS

Talked to Ritter. Told him we went back to the ice truck, but the driver was gone.

(beat)

He called the local police... but the ice truck guy hasn't reported anything yet.

Fuller nods, as if he didn't hear a thing. A beat. Lewis talks, quietly compassionate:

LEWIS (cont'd)

So, uh... why don't you just come with me. Come home with me.

FULLER

(beat)

What about Venna?

LEWIS

I'm inviting you.

(beat)

I'm asking you.

A beat. Lewis tosses his duffel over to Fuller.

LEWIS (cont'd)

You can use my bag. If you want.

They stare for a moment. Fuller then unzips Lewis bag -- spotting the bag's HAPPY FACE LUGGAGE TAG with their home address in twelve-year-old handwriting. Fuller smiles.

LEWIS (cont'd)

You're gonna make fun of my luggage tag,
I can tell.

FULLER

No. No... Dad gave me one of these too.
(beat)
I lost mine a long time ago.

Fuller stuffs his things into Lewis' bag, then looks at Lewis. Manages to seem sincerely grateful.

INT. IMPALA - MORNING

Lewis drives the somewhat-repaired Impala. The dashboard still has some wrinkles in it, the roof some dings.

For a bit, the two brothers sit silently, clearly exhausted.

LEWIS

I'm making an executive decision. We're
not telling Venna about what happened.
She'll just get freaked out... and
that'll ruin things, you know?

(beat, looks at Fuller)

You gonna be okay?

Unsure, Fuller looks around, takes a deep breath. Spots the CB. Knows what to do.

FULLER (cont'd)

Yeah.

Fuller begins YANKING the CB out of the dash --

SMASH CUT TO:

EXT. HIGHWAY - DAY

The CB RADIO is thrown from the Impala -- it SMASHES --
TUMBLES -- on the road as the car speeds away. On the
smashed radio, we...

FADE OUT.

OVER BLACKNESS, KNOCKING IS HEARD. CUT TO:

INT. COLORADO DORM CORRIDOR - MORNING

Lewis knocks on a dorm room door.

LEWIS
I got a question!

The door opens, revealing a smiling VENNA WALTERS. Long, curly dirty blonde hair, green eyes, beautiful and self-confident.

VENNA
Hey!

LEWIS
Are you at all familiar with the interior dimensions of an Impala?

VENNA
(smiles)
What year?

LEWIS
Seventy-nine.

VENNA
Yeah, I think so. Pretty much.

LEWIS
Because, uh... Fuller's coming. With us.

VENNA
Okay. Whatever, great.

LEWIS
Really?

VENNA
Yeah -- are you cool with that?

LEWIS
I think so. He's sort of going through a rough time, so...
(then, just glad to see her)
Hello.

Venna laughs and she hugs him -- one of those awkward "how much affection do we show?" kind of hugs.

EXT. PARKING LOT - UNIVERSITY OF COLORADO - MORNING

A beautiful, sunny morning. Fuller sits on the Impala hood -- turns to see Lewis and Venna exiting the dorm, Lewis carrying her bags. He can't hear them, but Venna is laughing. We see in Fuller's eyes -- he can't believe what she's become.

ANGLE - LEWIS AND VENNA

As she spots the Impala.

VENNA
Doesn't look too beat-up.

LEWIS
The dents add some character, I think.

VENNA
I'm talking about Fuller.

They approach Fuller. Venna extends her hand.

VENNA (cont'd)
Hey! It's been a while.

FULLER
(shakes her hand)
Yeah, last time I saw you I think you were wearing a Bon Jovi t-shirt.

VENNA
(laughs)
Last time I saw you, I think you were wearing that.

FULLER
(bested)
Probably.

Now Venna takes in the vehicle.

VENNA
So, wow, right?

LEWIS
You be nice to my car.

Venna helps Lewis load the luggage. Fuller can't take his eyes off her. This is not the girl he remembers.

VENNA
Have you named it yet?

FULLER

We were thinking about either "Bob", or
"Lewis' Shitty Impala".

When Venna bends over to pick up another bag, Fuller looks at
Lewis:

FULLER

(mouthing)

She is HOT! Really!

A HONK and they all turn -- up drives a new-model Volkswagen
Bug, a fetching college Freshwoman in sunglasses behind the
wheel. This is CHARLOTTE.

CHARLOTTE

Vee -- have the best Christmas. You
gonna be okay?

VENNA

It's all gonna work out.

(to Lewis and Fuller)

Güys, this is Charlotte, she's my
roommate next semester -- Charlotte,
these are the infamous Thomas boys--

CHARLOTTE

Lewis, right?

LEWIS

(shakes hands with Charlotte)

Yeah, nice to finally meet you.

FULLER

And there's Fuller. Lewis' older, ..
somewhat troubled brother.

(shakes hands with Charlotte,
smiling)

So you're definitely coming with us,
right?

CHARLOTTE

(laughs)

I'm headin' home.

VENNA

Charlotte's from Texas. Austin?

CHARLOTTE

San Antonio.

FULLER

San Antonio's on the way to New Jersey,
isn't it? We'll make it on the way.

CHARLOTTE

It was nice to meet you.

FULLER

You're breaking my heart, leaving this
way -- but you know what? It would've
ended like this eventually anyway. It
was fun though, we had good times.

CHARLOTTE

(to Venna)

He's cute. I'll see you next year,
sweetheart. Love you.

VENNA

Love you too. Drive carefully.

Charlotte waves goodbye, drives off.

FULLER

That's so Charlotte, waving and driving
off like that.

VENNA

So are you guys ready for an adventure or
what?

Lewis and Fuller try to hide their sheer exhaustion.

LEWIS

Totally. It's gonna be... so great.

INT. IMPALA - DAY

Venna's driving. Lewis passed out beside her, Fuller asleep
in the back. Freddie Fender SINGS "Wasted Days, Wasted
Nights". She looks at Lewis a couple times. Smiles.

EXT. IMPALA - DAY

The car traverses a snowy, rural area east of Boulder.

EXT. TRUCK STOP GAS PUMPS - DAY

We're CLOSE ON LEWIS as he awakens in the parked car. He
looks around. Venna's gone. Fuller is asleep in the back.
He squints over at the truck stop as Venna exits the Truck
Stop, pausing for a moment to pet a sleepy German Shepherd
tied up-out front.

Lewis watches her. Smiles. Then she heads back to the Impala, seeing Lewis and walking comically-sexy, modelling new SUNGLASSES, a black "DESERT STORM" sweatshirt, and a baseball cap that reads "I (HEART) MY RIG". She's also carrying some sodas. Lewis almost laughs. Venna gets in the car.

VENNA

Nebraska, man. Look at this. This is for you...

She puts the "I (HEART) MY RIG" cap on Lewis.

LEWIS

I wanted one of these.

VENNA

And this sweatshirt -- ten percent cotton -- was only six dollars. Here...

(as she hands Lewis the sodas)

Okay, so I need to know. What the hell's the deal on this car?

LEWIS

What do you mean?

VENNA

Don't get me wrong, I love Lewis' Shitty Impala. But it, uh... it pulls left really hard, the body looks like it's been through five or six good accidents--

LEWIS

That's how I could afford it. It's like an old dog you see at the pound. You know, about to be put to sleep. I rescued this car from, uh--

VENNA

(looks into him)

When did you get this car?

LEWIS

(a beat)

I've had it for a while.

But she keeps staring at him. Smiles. He smiles too.

VENNA

I wanted to tell you. How much I appreciate you doing this. Picking me up. It's, uh... pretty much the nicest thing anyone's ever done for me.

Lewis, practically blushing, weighs his response.

LEWIS

You don't have to thank me.

VENNA

I know.

Venna turns the ignition and they drive off.

EXT. AINSWORTH ARMS MOTEL - NIGHT

The "VACANCY" neon becomes "N VACANCY" (the "O" is burnt out) at this two-story Nebraskan motel. From the motel office, Fuller exits, followed by Lewis and Venna, who walk together, laughing about something. Fuller just keeps walking straight.

LEWIS

Hey, the rooms are this way.

But Fuller keeps walking. Lewis and Venna follow him as we PAN TO REVEAL the AINSWORTH BAR -- a small local watering hole. Fuller walks right in -- Lewis and Venna follow.

INT. AINSWORTH BAR - LATER - NIGHT

On their second beers, Lewis, Fuller and Venna sit at a back booth in this sparsely-populated, dingy bar. Sting and "Roxanne" PLAYS on the jukebox. Venna, still in her Desert Storm sweatshirt, and Lewis, in his "I (HEART) MY RIG" hat, are laughing. They're all somewhat drunk. Fuller smokes.

LEWIS

Fuller, shut-up.

FULLER

The truth hurts, man, she used to blink a lot!

LEWIS

She did not blink--

Venna takes a cigarette from Fuller's pack.

VENNA

No, he's right, it was a nervous habit. After my Dad and everything. My Mom... she even took me to a doctor because of it.

Fuller lights a match, lights Venna's cigarette for her.

VENNA (cont'd)

Thanks. I was, what, eleven and I'm sitting in this guy's office and he asked me, "Why do you think you blink so much?" And I didn't get what he was talking about. So he started blinking like nuts. And it was really weird, because... for the first time I saw myself through someone else's eyes -- and it sorta hurt my feelings, right? So I just yelled at him. "My fucking Dad just died! Why do you think I blink so much?!"

LEWIS

I didn't know that.

FULLER

See, your mom's first mistake was taking you to a podiatrist.

VENNA

(laughs)

But I did stop over-blinking after that visit. So I guess he knew what he was doing.

FULLER

I was going to say earlier, I think now you really excel at blinking.

VENNA

(blinks crazily)

Oh, gee, thanks, Fuller --

And Lewis smiles --

INT. AINSWORTH BAR - LATER - NIGHT

DANCE MUSIC PLAYS on the jukebox. Lewis and Venna dance, having a drunken good time. He twirls her, she laughs loudly.

Fuller sits alone at the table, watching his brother and Venna enjoy themselves. His cocktail glass empty, he finishes Venna's drink.

A few of the LOCALS at the bar turn to look disapprovingly at the dancing couple.

INT. AINSWORTH BAR - BATHROOM - NIGHT

Lewis enters the bathroom, moves to the urinal, begins relieving himself. Leans his head drunkenly against the wall.

INT. AINSWORTH BAR - NIGHT

Venna, an unlit cigarette in her mouth, moves to the bar, calls to the BARTENDER:

VENNA

Excuse me. I would love to purchase additional cordials. If I may.

The Bartender moves to her. At the other end of the bar, a few LOCAL MEN sit, sipping their drinks, quietly eyeing the pretty girl.

VENNA

Three more shots of tequila, please. And do you have any matches?

The Bartender tosses down an Ainsworth Bar MATCHBOOK.

VENNA (cont'd)

Thanks.

As she lights her cigarette, Venna HEARS a MUMBLE from the Locals. Then a laugh.

Feeling a bit vulnerable, she glances their way. The Locals look away. Except one. DOUG, 30, is a big, long-sideburned factory worker, in fatigues, clearly looking to blow off some steam.

DOUG

You think that's funny?

VENNA

Excuse me?

DOUG

That shirt. You think that's funny, don't you?

VENNA

No, actually. I think it's cool.

He stands up, starts walking toward her. With each step he gets more visibly hostile.

DOUG

My brother was in Desert Storm. Fighting the A-rabs for people like you. Walking patrol one night outside the Brown Palace in Tito-Jer-Maine. Took a two-hundred millimeter in the spleen -- you think that's cool?

The other locals are silent. For several beats, Venna carefully eyes the situation. Finally, suspicious:

VENNA

The Brown Palace is a hotel in Denver.

With that, the truckers burst out laughing -- Doug the loudest. Clearly he was just joking with her.

INT. AINSWORTH BAR - BATHROOM - NIGHT

Lewis washes his hands. No towels.

LEWIS

Excellent.

He dries his hands on his pants.

INT. AINSWORTH BAR - NIGHT

The Bartender presents Venna with her drinks as she pays. Doug still looms.

DOUG,

What's your name, sweet thing?

VENNA

Eat me, pal.

The Locals go crazy. Which actually makes Doug mad.

LOCAL #1

She took you, Doug!

DOUG

Yeah, I will eat you, girl!

And Lewis shows up -- sees Doug. Sizes up the situation.

LEWIS

Hey -- what's going-on?

DOUG

This your bitch?

LEWIS

(beat, tense, removes his cap)
She's, uh... a friend of mine.

DOUG

I said, is this your bitch?! 'Cause if
it is, you better shut your bitch up.

Classic pre-fight moment. Lewis is all nerves. Suddenly:

FULLER (OS)

Bitch, shut up!

They all turn, Fuller's standing right there.

FULLER (cont'd)

(to Venna)

You been mouthing off?!

(to Doug, shaking his head)

Damn! You can't turn your back for one
second!

VENNA

(getting it, pouring it on)

Honey, I am so sorry. Yes, I was
speaking my mind again.

Fuller grabs Venna's hair, starts pulling her outside. Venna
has to keep from laughing.

FULLER

It's back in the trunk for you, Daisy!

(to Doug)

I owe you one, man!

Fuller and Venna leave the bar, leaving a drunken Lewis with
the dumbfounded Locals. An awkward beat. Lewis just downs
one of the tequila shots, then slides the tray over to Doug.

LEWIS

Merry Christmas.

Lewis turns and heads out.

EXT. AINSWORTH ARMS MOTEL - NIGHT

Fuller and Venna playfully ascend the motel stairs toward
their rooms. She takes out her key, drops it, laughing.

FULLER

You be careful with that, those are
expensive.

VENNA

I got it, I got it.

Venna tries to unlock her door, but can't get it. Fuller moves in, takes the key --

INSERT - MOTEL KEY - EXTREME CLOSEUP

As it slides into the door handle.

BACK TO SCENE

Fuller opens her door for her -- there's a charged moment between them. What is this energy?

Suddenly Lewis is there, seeming a little diminished. He breaks the moment.

LEWIS

I gotta say... even though I feel slightly emasculated... thank you. For, uh... 'disarming a potentially volatile situation.

FULLER

This is my brother, Roger.

Venna laughs as she waves, closing her door.

VENNA

Good night.

LEWIS AND FULLER

Good night.

And the door closes. Lewis leans against Fuller.

LEWIS

Can I use you? Like a crutch?

Lewis does, as they move to their room, unlock and enter it.

INSERT - TV SCREEN - CLOSEUP

A videotaped porno. It's morning in a MANSION. A RICH WOMAN sits at a table. A BUTLER brings her a glass of champagne.

BUTLER

Your beverage, ma'am.

RICH WOMAN

Thank you. Todd.

BUTLER

I have to say. When my brother -- I mean... Mr. Furlong... your husband... asked me to work for you, I never thought there would be many benefits. But there are.

RICH WOMAN

(drinks sexily)

Really? Such as?

BUTLER

I'm looking at one. Right now.

The Butler reaches over and takes the glass from her. We then CUT TO the two of them having very R-rated sex on an animal-skin sofa.

INT. AINSWORTH ARMS MOTEL - LEWIS' ROOM - NIGHT

Lewis, dressed, lies on his bed, asleep, snoring. On the other bed, Fuller lies awake, staring at the porno.

FULLER

Venna's great, man. She's funny. Smart, cute...

(beat)

I guess people do change.

Fuller looks over at his sleeping brother.

FULLER (cont'd)

So you're just friends with her, right? That's what you said.

(beat)

Is that the case?

(beat)

You just friends with Venna?

(long beat)

If you're more than friends with Venna... tell me. Right now.

(beat)

Okay then.

INT. AINSWORTH ARMS MOTEL - VENNA'S ROOM - NIGHT

Venna, now in just her T-shirt and underwear, washes her face at the bathroom sink. There's a KNOCK at the door.

VENNA

Jus'second!

She dries her face, peers past the drapes to see Fuller at her window. She laughs just at the sight of him. She pulls on her jeans, opens the door.

VENNA (cont'd)

Hey.

FULLER

We never got those last drinks.

VENNA

I know, I was thinking that -- but if we're gonna get an early start, we should probably just crash.

Fuller holds up a handful of MINI-LIQUORS from the motel mini-bar.

FULLER

I happen to be a licensed bartender. If you have a few thimbles, I can mix you an excellent nightcap.

VENNA

Where's your better half?

FULLER

He's busy. Snoring. Said there were some important dreams he had to have, so...

VENNA

I don't think I can drink anymore.

FULLER

As a professional, I disagree. One more.

INT. AINSWORTH ARMS MOTEL - VENNA'S ROOM - NIGHT

Venna falls back onto the bed. Fuller, mixing a drink in the sterilized bathroom glass, glances at Venna's stomach, revealed as she stretches back.

VENNA

You know what's amazing? No one knows where we are right now. No one. We're like... out there... floating... if anyone wanted to find us... for some reason... they couldn't. God, am I still talking?

Fuller moves to the bed, sits beside her.

FULLER

Try this.

Venna sits up, takes a sip. Likes it.

VENNA

That is good.

(beat)

Lewis is okay? You know he doesn't usually drink very much.

FULLER

He's totally fine.

INT. AINSWORTH ARMS MOTEL - LEWIS' ROOM - NIGHT

Lewis is dead asleep, drooling.

INT. AINSWORTH ARMS MOTEL - VENNA'S ROOM - NIGHT

VENNA

It's a big deal. That you and Lewis are hanging out. Somehow I think you had more of an impact on Lewis in your absence... than most siblings had on friends who were always around.

(beat, drunk)

Did I just make any sense? Because I know what I'm trying to say.

FULLER

No, I understand.

(beat)

It was hard on him. My leaving. It was hard on me too.

VENNA

Yeah?

FULLER

Of course it was.

(finishes drink)

You know, after a while... as hard as it is not really having a family... it's a lot easier than coming back. You know, head hung low, being all... "let's talk about the family".

VENNA

It's a good thing.

Fuller just stares into Venna's eyes -- for a long beat -- and then he kisses her. And in this moment, Venna kisses back.

INT. AINSWORTH ARMS MOTEL - LEWIS' ROOM - NIGHT

Lewis lies there, dead to the world. We DOLLY until the PHONE is in f.g.. It PHONE RINGS. Lewis MOANS, eyes closed.

LEWIS

Ugh. Fuller. Phone.

Another RING.

INT. AINSWORTH ARMS MOTEL - VENNA'S ROOM - NIGHT

As Fuller kisses Venna, she seems to return to sobriety:

VENNA

Wait. Fuller.

His hand moves to her breast.

VENNA (cont'd)

Hey. Cut it out.

INT. AINSWORTH ARMS MOTEL - LEWIS' ROOM - NIGHT

The PHONE RINGS again. CLOSE on Lewis as he crawls to the phone. Grabs the receiver. It falls. He pulls the cord -- reels in the receiver, brings it to his ear.

LEWIS

Hello?

RUSTY NAIL (VO)

I thought there was no girl.

Suddenly Lewis is totally awake.

LEWIS

What?

(covers receiver)

Fuller!

But Lewis realizes he's alone. Confused, afraid, he goes back to the phone.

LEWIS (cont'd)

Listen, there isn't any girl...

RUSTY NAIL (VO)

Then what's she doing in the other room
with your brother?

The blood seems to drain from Lewis' body. He's frozen for only an instant before he BOLTS out of the room, stumbling --

EXT. AINSWORTH ARMS MOTEL - NIGHT

-- and RACES, semi-sober down the balcony corridor --

INT. AINSWORTH ARMS MOTEL - VENNA'S ROOM - NIGHT

Fuller and Venna are still on the bed when Lewis explodes through the door --

LEWIS

HE'S FUCKING OUT THERE!

Fuller pulls back in surprise, Venna gains leverage and pushes Fuller to the floor.

VENNA

Jesus CHRIST!

Lewis SLAMS the door, locks it. They're all talking at once:

FULLER

Who?

LEWIS

What the hell's going on here?!

VENNA

Your brother's a fucking creep, that's what's going on!

FULLER

Rusty Nail?!

LEWIS

HE JUST CALLED ME! Creep how?

VENNA

Who's Rusty Nail?

FULLER

(panicking)

He called you on the PHONE?!

LEWIS

JUST NOW! HE KNEW YOU WERE IN HERE!
HE'S WATCHING US!

(MORE)

LEWIS (cont'd)
(to Venna)
Are you okay, or--?

VENNA
(yells at Fuller)
YA KNOW, FUCK YOU!
(to Lewis, calmer)
I'm fine -- there's someone watching us?!

FULLER
WHAT DID HE SAY?!

LEWIS
(to Fuller)
He said "I thought there was no girl".
Then he asked what you were doing with
her in the other room, which, you know,
is a pretty excellent question!

FULLER
We're getting out of here. Put on your
shoes.

VENNA
Wait a second! I already paid for this
room!

LEWIS
Venna, just do it, I'll pay you back!

VENNA
How scared am I supposed to be here?

Suddenly, the PHONE RINGS. The brothers turn to it --
freeze.

FULLER
Much more than usual.

VENNA
(putting on her shoes)
What the hell does that mean?

FULLER
(to Lewis)
We're running to the car -- are you
ready?

LEWIS
What the hell were you doing in here?

FULLER
YELL AT ME LATER! ARE YOU READY?!

LEWIS

YES!

EXT. AINSWORTH ARMS MOTEL - NIGHT

The three BURST from the room -- sprint down the corridor -- race down the stairs --

AND BUMP INTO A MAN WITH A WEAPON -- they SCREAM -- but it's just a sweet-looking Mexican-American JANITOR holding a mop at his supply closet.

LEWIS

Jesus--

VENNA

Lo siento mucho!

And they hurry across the dark parking lot to the Impala. They pile in, Fuller behind the wheel. He hits the ignition. The Impala FISHTAILS out of the motel lot --

EXT. HIGHWAY - NIGHT

The Impala speeds down the left lane.

INT. IMPALA - NIGHT

Lewis looks behind them -- but their car might as well be submerged in India ink.

FULLER

Anything?

LEWIS

I can't tell.

Then Fuller sees a sign that reads "80 WEST" -- but has the word "LOOK" spray-painted on it in RED.

VENNA

We're going west, we gotta turn around.

FULLER

Hold on.

EXT. HIGHWAY - NIGHT

The Impala burns across the highway median, violently skipping on the icy grass -- TURF AND SNOW flies everywhere as the car SKIDS through an opening in the median hedge --

The Impala SCREECHES onto the road, headed in the opposite direction.

INT. IMPALA - NIGHT

LEWIS

Jesus.

Fuller speeds down the empty highway's left lane. Lewis scans the highway behind them.

VENNA

There's no one behind us, will someone talk to me?!

LEWIS

He knows we're brothers! How does that happen?!

FULLER

We're going to the police, getting off the highway and going home.

VENNA

Lewis. Goddamnit!

Lewis continues to face Venna in the back. Fuller's eyes are set rabidly on the road.

LEWIS

We had a really weird thing happen to us before we picked you up.

VENNA

... yeah...?

Only Fuller sees the "REST STOP 1 MILE" sign they pass -- which also has the word "LOOK" spray-painted on it.

LEWIS

I didn't tell you because I didn't want to freak you out--

VENNA

Tell me what?!

Again -- only Fuller sees the SPEED LIMIT sign they pass -- with the words "IN THE" spray-painted in RED. Now Fuller's getting scared.

LEWIS

Bottomline?

VENNA

I'm gonna kick your ass if you don't--

LEWIS

There's a guy out there -- a really sick guy.

VENNA

Sick. Sick how.

Now, Fuller sees a "REST STOP 1/2 MILE" sign -- with the word "TRUNK" spray-painted in RED over it. Fuller's sweating now.

LEWIS

Sick like he put this guy in a coma.

VENNA

This Rusty Nail guy hurt someone?

LEWIS

Because of something we did.

VENNA

... what did you do...?

Suddenly Fuller SLAMS ON THE BRAKES -- Lewis falls back toward the windshield -- they come to a sudden stop on the highway shoulder.

LEWIS (cont'd)

The hell are you doing?!

Fuller sits, eyes wide. Car idling.

FULLER

He wants us to look in the trunk. There were signs. Spray-painted back there, said, "look in the trunk".

LEWIS

Why do you think it's for us?

Fuller just points ahead -- Lewis and Venna look up -- they've stopped just before a "REST STOP 1/4 MILE" sign -- with "LEWIS." spray-painted on it.

VENNA

What's going on here...?

EXT. HIGHWAY - NIGHT

The three get out of the Impala. Highway's empty here. No cars. No people. They move to the trunk.

VENNA

That was a pretty elaborate thing to do.
Paint those signs.

LEWIS

Maybe we shouldn't open it.

FULLER

Why?

LEWIS

Why? What if it's a body? Or a head?
Have you ever thought of that?

FULLER

I was thinking it might be a bomb.

VENNA

Well isn't "a bomb" a reason not to open
the trunk too?

LEWIS

What if it's him? Maybe he's in there.

A creepy thought...

FULLER

Okay, I say we don't open the trunk.

LEWIS

We could get the police to open it.

VENNA

Well there's no way I'm even getting back
in that car until I know what's in the
trunk.

LEWIS

Meanwhile look at us. Hi, we're dead.

FULLER

So what the hell are we saying here?

All three look at each other for an increasingly tense
moment. Finally:

VENNA

Christ.

Venna grabs the keys from Fuller -- goes to unlock it --

INSERT - KEY - EXTREME CLOSEUP

As it enters the trunk lock --

BACK TO SCENE

The three crouch low -- Venna turns the key -- the TRUNK POPS OPEN LOUDLY -- Lewis flinches --

The three SLOWLY RISE --

THEIR POV

Rising, rising, slowly peeking into the trunk --

FULLER

Sees it first. His eyes go wide.

FULLER

Oh God.

Then Lewis. Incredulous. And then we see it. -

Living in the trunk atop Lewis' duffel is the dented and scratched CB RADIO they threw out the window hundreds of miles back.

The three are almost entranced, staring at it.

LEWIS

Oh, shit.

FULLER

(trying not to sound so afraid)
Okay, we plug it back in. Hear me out -- we turn it on, but we don't talk. We just listen. And whatever he says, we go straight to the police.

VENNA

We're not going anywhere. Until you tell me why I should be afraid of a radio.

INT. IMPALA - NIGHT

Fuller drives fast. The CB has been haphazardly reconnected.

RUSTY NAIL (VO)

Candy Cane? ... You there?

LEWIS
(to Venna)
That's him.

VENNA
I thought you told him it was a joke.

FULLER
We did.

LEWIS
I told you, he's sick.

RUSTY NAIL (VO)
Oh... that's right. There is no Candy
Cane. Then how about this.
(beat)
Vennnnnnnnna?

Venna goes pale -- horrified --

RUSTY NAIL (VO)
Must be strange, Venna. Being in that
car.

—
VENNA
How-- how does he know my name?

FULLER
We're not gonna get into it with this guy
-- let him talk all he wants. Just tell
me where we're going.

Lewis, terrified, looks over a map.

LEWIS
Gimme a second...

RUSTY NAIL (VO)
What I mean is... you were just... you
know. With one of them. But you're
really friends with the other one, or so
I understand.

The three of them are petrified.

RUSTY NAIL (VO) (cont'd)
Hmm. I wonder if David knows about this
trip. Nah, how could he? Seattle's such
a long way from here. Hell, so's
everything.

VENNA
(almost crying now)
How does he know these things?

LEWIS
Let's turn it off.

RUSTY NAIL (VO)
We have someone in common, you know.

Then, over the CB, we hear an awkward CLICKING AND RUSTLING --
then a FEMALE'S VOICE WHINING. Venna's mind tumbles -- tears
rush to her eyes. And then we HEAR:

CHARLOTTE (VO)
... Venna...?

Now Venna SCREAMS.

CHARLOTTE (VO) (cont'd)
Venna?!

VENNA
It's Charlotte!

LEWIS
What?!

FULLER
That girl we met?!

More WHINING -- CRYING --, Lewis grabs the handset.

LEWIS
What the hell do you want.

RUSTY NAIL (VO)
Here's what I figure. I figure... that
you're headed for the police. I mean
that's what I'd do. But you know what
would be great? If you just kept
driving. For about an hour. Then got
off at exit thirteen. And hung out at
the State Line. Just for laughs.

LEWIS
The state line? What's that? You mean
the border?

But there's no answer. And now, all they can do is drive.
Lewis looks at a wet-eyed Venna.

LEWIS

We thought it was over. I mean we didn't think he was following us.

But she just stares at him, overcome. There's nothing else Lewis can say. The three just drive in silence.

EXT. HIGHWAY - NIGHT

The Impala drives off.

DISSOLVE TO:

EXT. STATE LINE TRUCK STOP - DAWN

A mammoth truck stop complex. Fifty trucks, many cars, various stores and a giant restaurant. We see the "STATE LINE TRUCK STOP" sign. PAN DOWN to the Impala, parked amid the imposing trucks.

INT. IMPALA - DAWN

Lewis, Fuller and Venna sit, exhausted. A surreal wait. Finally Venna snuffles.

VENNA

It's on, right? The radio.

FULLER

Yeah.

LEWIS

Don't talk to her. I don't want you talking to her.

FULLER

You don't want me talking to her?

LEWIS

I can't believe you'd make a move like that.

VENNA

Lewis, let it go.

LEWIS

I can so not let it fucking go.

FULLER

Is there anything you don't blame me for?

LEWIS

What the hell does that mean?

FULLER
I'm sick of you bitching about me
screwing up your life!

VENNA
Guys?!

LEWIS
(to Venna, seething)
Would you excuse us? For a second?

VENNA
... what?

LEWIS
Just for a minute.

FULLER
Jesus Christ.

Venna can't believe this. She gets out of the car, SLAMS the door. The brothers erupt:

LEWIS
HOW THE HELL COULD YOU KISS HER?!

FULLER
YOU TOLD ME YOU WEREN'T INTO HER!

LEWIS
WHETHER I'M INTO HER OR NOT IS TOTALLY
IRRELEVANT!

FULLER
JESUS, I DIDN'T RAPE HER!

LEWIS
Are you INSANE?! Thank you for not
raping her, Fuller! That was just great
of you not to RAPE her!

FULLER
You know what?!

EXT. STATE LINE TRUCK STOP - CONTINUOUS

Venna, cold, stands outside the Impala as the brothers YELL at each other, all heard INDISTINGUISHABLY MUFFLED inside the car. While they go at it, Venna slowly walks around the car, looking up at the trucks. VARIOUS SHOTS of DETAILS of the trucks... trucks that surround the car like vultures.

INT. IMPALA - CONTINUOUS

LEWIS
-- because all you're good at is running!

FULLER
You don't know the first thing about me!

LEWIS
And you made sure of that! You've always
been like that! The first sign of
anything resembling responsibility, you
tear outta there!

FULLER
You know, fuck you!

LEWIS
Fuck you!

Suddenly a STATIC BURST and VOICE breaks the fight:

RUSTY NAIL (VO) -
Morning.

The brothers snap to attention. Fuller fumbles for the handset.

FULLER
(into handset)
We're here.

RUSTY NAIL (VO)
I know.

Lewis and Fuller share a look. Lewis opens his door, calls to Venna:

LEWIS
He's back.

Venna gets back into the back of the car.

RUSTY NAIL (VO) (cont'd)
You must be hungry.
(beat)
Here's what I want. Fuller. Lewis.

That's the first time Lewis has heard Rusty Nail say his name. It gives him chills as he looks around for any sign of the men terrorizing them.

RUSTY NAIL (VO) (cont'd)
 I want you two to head inside. Take a seat at the counter. Order six cheeseburgers each. And then I want you to eat them.

LEWIS
 (to Fuller)
 I don't get it, he wants us to eat?

FULLER
 (into handset)
 What about Venna?

RUSTY NAIL (VO)
 She stays. But you two... are gonna go in naked.

The instructions leave them motionless. Until:

LEWIS
Naked?

FULLER
 (into handset)
 Listen. We apologized. You know? We just... we want Charlotte back.

RUSTY NAIL (VO)
 Then get undressed. And good eats. Venna, you stay put. Keep your little four-wheel right where it is.

FULLER
 (into handset)
 Mr. Nail, we go in dicks hanging, all they're gonna do is call the police.

But there's no response.

LEWIS
 What if he wants that?

Lewis and Fuller look at each other. Then Fuller pulls off his shirt. Lewis is mortified.

VENNA
 Bullshit I'm staying here alone.

FULLER
 (undressing)
 Climb up front, keep the car running. You see anything, hit the horn and drive.
 (MORE)

FULLER (cont'd)
 (to Lewis)
Get undressed.

LEWIS
 I'm about to!

Lewis looks sheepishly at Venna, who turns away for him.
 Lewis strips. Hating Rusty Nail more than ever.

VENNA
 Maybe I should talk to him.
 (off their confused looks)
 I mean, I'm a psych major, I've taken two
 courses on--

FULLER
 Just stay off the radio.

VENNA
 Just stay off me, you asshole!

LEWIS
 (breaks it up)
 We'll do what he says. And Charlotte'll
 be okay and we'll never take another road
 trip the rest of our lives.

EXT. STATE LINE TRUCK STOP - MORNING

Lewis and Fuller get out of the car, wearing nothing.
 Covering themselves the best they can, they head for the
 restaurant.

INT. STATE LINE TRUCK STOP - MORNING

The colossal truck stop bustles with activity: TRUCKERS,
 FAMILIES, BUSBOYS, WAITRESSES everywhere. Then we HEAR the
 sound of AUTOMATIC DOORS OPENING and CLOSING.

A few turn to look. Then others. Soon all activity has come
 to a stop, with the exception of a BABY, who CRIES.

People move out of the way as a naked Fuller and Lewis slowly
 enter, hands cupped around genitals. Humiliation palpable.

As comical a premise as it seems, only one person laughs -- a
 GUY sitting at a booth near the back.

INT. IMPALA - CONTINUOUS

Venna sits behind the wheel of the idling Impala. She tries
 to see into the restaurant, but can't get the view past the
 trucks. She agonizes in anticipation, feeling incredibly
 vulnerable here, alone. Then, the VOICE: -

RUSTY NAIL (VO)

Now they know what it feels like.

Venna freezes.

RUSTY NAIL (VO) (cont'd)

When everything just stops.

INT. STATE LINE TRUCK STOP - CONTINUOUS

IN SLOW MOTION: Fuller and Lewis make their way into the restaurant. In Lewis' face, we see his rage intensify. Over this, we HEAR Rusty Nail, talking just to Venna:

RUSTY NAIL (VO)

The people try not to look. But they end up staring...

FACES of CUSTOMERS and WORKERS staring...

RUSTY NAIL (VO) (cont'd)

Mamas pull tight on their babies. And the babies go devil...

A MOTHER squeezes her crying BABY close to her bosom. FACES of older WOMEN looking away, disgusted.

RUSTY NAIL (VO) (cont'd)

...they're all just praying you won't sit in their view. So they won't have to look at you while they eat...

INT. IMPALA - CONTINUOUS

Venna is rapt, staring at the CB. Unbeknownst to her, as she listens, an 18-WHEELER pulls up behind the Impala, seen through the steamy rear window. Slowly getting close -- closer -- closer than you think it could. It stops.

RUSTY NAIL (VO)

Now they know what it's like, too.

Venna picks up the handset. Hesitates. Then hits the TALK button. It takes all she's got to play calm counselor.

VENNA

You deserve better.

RUSTY NAIL (VO)

You don't know what I deserve.

VENNA

They told me what they did to you. And I'm sorry.

RUSTY NAIL (VO)

Not yet, you're not.

VENNA

(stronger)

I don't know you, but you don't know me either.

INT. STATE LINE TRUCK STOP - CONTINUOUS

Fuller and Lewis sit at the counter. Cold seats. Sticky vinyl. Fuller clears his throat. SALLY, the 64 year-old waitress stands back.

FULLER

Twelve cheeseburgers, please.

For a solid ten seconds, Sally doesn't know what to do.

SALLY

... anything to drink?

Fuller just shakes his head. But WANDA, the concerned 28 year-old waitress behind her, yells out:

WANDA

BOBBY!

INT. IMPALA - CONTINUOUS

Venna hits the TALK BUTTON. Timidly.

VENNA

Is your life so bad... that hurting other people makes you feel better?

RUSTY NAIL (VO)

Don't try and understand me. Far as you know I'm just another driver for J.B. Hunt, I'm a nobody.

Venna's eyes dart around the lot -- looking at the COMPANY NAMES painted upon the trailers. Nothing for J.B. Hunt...

VENNA

(as she scans the trucks)

I think... sometimes people don't know what they're doing. You know?

(MORE)

VENNA (cont'd)

Don't think what they say or how they act
can really affect anyone. People used to
make fun of me all the time.

RUSTY NAIL (VO)

No one makes fun of a pretty girl.

VENNA

They sure did. When my father died?
Kids can be horrible.

RUSTY NAIL (VO)

Yeah, so can grown-ups.

That's when Venna notices the ENORMOUS TRUCK GRILL in the
Impala's rearview mirror -- she turns around --

INT. STATE LINE TRUCK STOP - CONTINUOUS

BOBBY, the big former trucker manager, moves to the sitting naked
brothers.

BOBBY

This a fraternity stunt?

FULLER

(intense, eyes locked on
Bobby's)
Listen carefully.

BOBBY

'Cause if it wasn't my restaurant, I'd
say it's a pretty good one.

LEWIS

(trying to contain his rage)
There's a man out there... somewhere...
who's threatened to kill our friend. If
we didn't come in here like this. Call
the police. Have them block the parking
lot. Please.

BOBBY

Guys? If you're not on your way out in
ten seconds, you don't gotta beg me to
call the cops.

INT. IMPALA - MORNING

Her eyes stuck to the 18-wheeler parked behind her, Venna,
holding the CB handset, begins climbing into the backseat of
the Impala --

VENNA

(into handset)

You know... seventy-three percent of people who commit multiple murders end up committing suicide?

RUSTY NAIL (VO)

Is that right.

VENNA

You can get help... it's not too late...

Venna peers up -- we follow her POV as she sees past the grill, and up to the COMPANY NAME painted on the trailer above the truck cab. J.B. HUNT.

Venna panics -- scrambles back to the front seat -- turns the ignition -- HOLDS on the HORN as she quickly DRIVES FORWARD --

INT. STATE LINE TRUCK STOP - CONTINUOUS

Lewis and Fuller -- with Bobby -- HEAR the HONKING -- they run off --

EXT. STATE LINE TRUCK STOP - CONTINUOUS

As Venna pulls up, Fuller and Lewis run out --

VENNA

He was back there! He's in a J.B. Hunt truck! He was right behind me!

A RUMBLE makes them all turn -- the J.B. Hunt truck is leaving.

VENNA (cont'd)

That's him!

Without even thinking, Lewis SPRINTS -- NAKED -- after the truck --

FULLER

Jesus -- gimme my clothes!

Venna throws Fuller his clothes -- he pulls on his pants -- looks up to see Lewis running naked after the J.B. Hunt truck, which is gaining speed, leaving the truck stop --

INT. IMPALA - DAY

Quickly dressed, Fuller jumps into the car -- Venna scoots into the passenger seat. He takes off.

EXT. STATE LINE TRUCK STOP - DAY

Lewis runs as fast as he can -- but is unable to catch up to the now-speeding truck. The Impala PASSES HIM -- Venna THROWING his clothes out the window. Lewis stops running, begins throwing on his clothes.

EXT. HIGHWAY - CONTINUOUS

The J.B. Hunt truck RUMBLES along -- the Impala gaining speed behind it. Fuller catches up to the truck, begins HONKING the HORN -- he then jerks the steeringwheel, HITTING the truck, which begins to drive unsteadily --

Venna looks up at the cab -- the DRIVER'S WINDOW is going down, but the Impala FALLS BACK before she can see the truck driver's face.

ANGLE - LEWIS

Dressed now, runs with all he's got along the shoulder of the highway --

ANGLE - THE IMPALA

Fuller SPEEDS UP -- gets IN FRONT of the truck and makes a WIDE TURN TO CUT IT OFF -- BUT THE TRUCK STRIKES THE CAR -- the Impala SKIDS WILDLY as the truck JACKKNIFES across BOTH LANES of the highway -- FALLING ONTO ITS SIDE, SKIDDING SPARKS everywhere -- it barely misses the Impala, which careens off the highway shoulder and DOWN A SNOWY EMBANKMENT - coming to a stop on its side, wheels spinning.

For a moment we're on the motionless post-accident scene.

Then the sideways truck cab DOOR OPENS and the sideways Impala DOOR OPENS. Venna and Fuller climb out of the car.

The TRUCK DRIVER -- a big, dark, imposing figure -- climbs from his truck brandishing a SHOTGUN --

Venna and Fuller climb back up to the highway --

The Driver -- dazed himself -- jumps from his cab to the asphalt -- scanning menacingly for the drivers of the Impala - then he looks over -- sees Venna -- COCKS the shotgun --

Just as FULLER TACKLES HIM -- the Driver goes down hard -- the shotgun SKITTERS across the blacktop --

Fuller starts a WILD BEATING -- just taking out all his aggression on the dark Driver --

Lewis, out of breath, arrives -- grabs the shotgun --

LEWIS

I got it! Got the gun!

ANGLE - VENNA

Moves to the back of the truck trailer -- struggles to open the doors --

VENNA

Charlotte?!

ANGLE - FULLER

Really goes to town on this guy, beating him hard --

FULLER

This is for making me piss my pants --
and that's for making me take off my
pants!

And in the midst of Fuller's attack, we realize the SOUND that's been slowly GETTING LOUDER. Screams. A woman's screams.

Charlotte's screams.

Fuller, Lewis and Venna turn -- it's coming from the embankment. Where the Impala is.

Fuller suddenly lets go of the Driver, who is now unconscious. He and Lewis and Venna begin moving toward the embankment -- WE MOVE with them, ever-so-slowly revealing the side-turned Impala.

The screams are coming from their car. From the CB.
Charlotte is being murdered on the air.

Venna SCREAMS.

Lewis runs for his car -- climbs up and falls into the side-turned car through the open door -- he grabs the CB -- hits the talk button --

LEWIS

STOP IT! LEAVE HER ALONE. PLEASE!!!

But the SCREAMS CONTINUE. Venna moves to the car, Fuller behind her. Venna walks up to the car windshield -- pressing her hands against it, looking into Lewis' eyes -- as they both hear the screams fade.

Charlotte is dead now. And Lewis and Venna's eyes are locked, in this moment of helpless, impossible fear.

We suddenly HEAR the SIRENS. Three POLICE CRUISERS pull up, slam their brakes -- six COPS, weapons drawn, race down here -- grab Fuller and Venna -- shove them to the ground --

COP
FREEZE! YOU ARE UNDER ARREST!

Another COP aims his weapon at Lewis, inside his car. Lewis just looks up at the officer, dead-eyed.

INT. POLICE STATION - HOLDING CELL - NIGHT

Lewis and Fuller sit in a cell. We're on this motionless image for a long beat.

FULLER
Shouldn't've got me out of jail to begin with.
(beat)
That's gotta be what you're thinking.

But Lewis doesn't even reply.

INT. POLICE STATION - NIGHT

In the station's main area, with the holding cells in the b.g., Venna sits with an OFFICER (JENNINGS) beside his desk.

JENNINGS
We called the police in Table Rock, Wyoming. Hoping to get some corroboration on your friends' story about that man they said was in that motel room next to 'em. Ellinghouse.

Venna's looking across the room, where the bandaged DRIVER of the J.B. Hunt truck gives his report to another OFFICER.

JENNINGS (cont'd)
But unfortunately, it seems Mr. Ellinghouse passed on last night.

Venna looks up at Jennings, looking lifeless.

VENNA
He has my friend. ---

JENNINGS

We've contacted Ms. King's family, and they haven't heard from her, but she is supposed to be on the road.

VENNA

I heard her voice on the radio.

JENNINGS

Ma'am, I understand.

(beat)

I'm trying to explain this to you because we want to put you on a flight home tomorrow morning. Your friends are gonna have to stay here a while... until we get all this figured out.

(looks at Fuller's record)

The older one's got a pretty tarnished past.

VENNA

I'm not going home until we find Charlotte.

JENNINGS

That might take a while.

VENNA

Then I'll wait.

Just then OFFICER KELVIN arrives.

KELVIN

Venna Walters?

VENNA

Yes.

KELVIN

I've, uh... got someone who wants to talk to you.

JENNINGS

(picks up the phone)

What line?

KELVIN

It's not on the phone, Sir. Pfsiter just picked it off the air. It's on the citizen's band.

Venna looks at them, confused.

ANGLE - MAIN COUNTER

At the front of the station where the OPERATOR sits. There are police, ham and CB radios right by the main phones. At first we're CLOSE ON the CB RADIO, HEARING:

RUSTY NAIL (VO)

Venna...? Vennnnnnnnna?

We PULL BACK TO REVEAL the entire station behind Venna and Jennings.

VENNA

That's him. That's Rusty Nail. Can you trace it?

JENNINGS

Can't trace a radio signal. Talk to him.
(to the Operator)
Patch this into central PA.

Venna takes the handset as the Operator flicks some switches.

VENNA

(into handset)

... hello?

Suddenly Rusty Nail's VOICE EMANATES THROUGHOUT THE STATION:

RUSTY NAIL (VO)

Venna. I needed to talk to you.

ANGLE - LEWIS AND FULLER

Look up at the sound of the voice. Lewis moves forward to the cell bars.

ANGLE - VENNA

VENNA

Is Charlotte... is she okay?

RUSTY NAIL (VO)

You were right. Venna. About what you said.

The entire station is still now -- silent. Everyone listening to this conversation.

VENNA

What I said about what?

RUSTY NAIL (VO)

About... about what people who commit multiple murders do.

VENNA

(teary-eyed, hopeful)

But you... didn't murder Charlotte, right?

RUSTY NAIL (VO)

I was wrong. What I did was wrong.

VENNA

What did you do?

Suddenly a MASSIVE GUN BLAST SOUNDS through the station's PA -
- everyone JUMPS -- the main speaker BLOWN.

JENNINGS

Is he there?

The Operator flicks back to the main CB speaker -- turns down the squelch. Just STATIC.

OPERATOR

We've got signal. But he's gone.

Jennings turns to other cops -- the place comes alive --

JENNINGS

If he 1065'd in a rig, he's gotta be within a fifteen-mile radius -- let's get out there, let's find him!

EXT. REST STOP - NIGHT

A small childrens' playground, rusty from years of weather, covered now in eight inches of snow. We're at a dark, creepy rest stop where a lone 18-WHEELER is parked. Five POLICE CRUISERS, lights blazing. Another CRUISER pulls up. Jennings steps out from up front, Lewis, Fuller and Venna from the back.

OFFICER ALEXANDER meets Jennings.

ALEXANDER

Back here.

They follow Alexander toward the rear of the 18-wheeler trailer. --

ALEXANDER (cont'd)

Brace yourself, this is gonna be unpleasant.

They arrive at the back -- Alexander aims a flashlight into the cavernous trailer.

What we see is from inside the trailer. A young woman's feet, dangling in foreground. In silhouette from the halogen flashlight glare.

Venna just looks at the dead body, tears swelling in her eyes.

VENNA

That's... my friend.

Lewis tries to comfort her, but she pushes him away. Lewis watches her walk off. A FEMALE OFFICER moves to console her.

Fuller turns to Alexander.

FULLER

Who was he?

Alexander motions for him to follow. Lewis comes too. They're led to the cab. The driver's door open. A body slumped in the front seat, its head mostly blown off by the shotgun set between its legs. In its left hand, a CB handset.

ALEXANDER

No ID. No plates or VIN number on the rig. So far he's a John Doe.

Lewis stares at the body -- somehow suspicious -- and suddenly, scaring us, Venna appears -- grabs Lewis, eyes wet, enraged --

VENNA

HOW COULD YOU NOT TELL ME?!

(indicates truck cab)

About that man?! I never would've come!

And now my friend... is dead!!!

Lewis is just in shock -- the Female Officer ushers Venna away, but she keeps talking to Lewis, crying...

VENNA (cont'd)

She's dead because of you... how could you not tell me...?

Lewis just watches as Venna is escorted into a cruiser.

FULLER

This guy was one sick freak.

With his sad eyes on Venna, he answers Fuller:

LEWIS

You think that's really him?

FULLER

What?

LEWIS

In that truck.

(looks at Fuller)

We don't know if that's him.

FULLER

It's him.

(beat)

You know what? It's not him. I don't care. Call me a softy, man, I wanna go home.

Fuller heads off, back to the cruiser.

FULLER (cont'd)

Just wanna go home...

Lewis is left alone, looking up at the cab...

DISSOLVE TO:

INT. JET - DAY

In SLOW MOTION, final PASSENGERS board the 757. We find Venna, sitting alone. Staring off, numb.

We MOVE PAST her, a few rows back, to find Fuller, staring ahead, at nothing.

Then we MOVE BACK still -- across the aisle -- five rows back -- to find Lewis sitting alone, by the window. He too appears lifeless. Spiritually dead.

LEWIS' POV - FROM THE PLANE - LATER

As the plane lifts off -- two-hundred feet -- three-hundred feet -- and as we lift, we catch a ROAD. And on the road is a random 18-WHEELER.

ANGLE - LEWIS

As he stares down at the truck. __Somehow mesmerized.

LEWIS' POV - FROM THE PLANE

The truck just keeps moving -- and the plane overtakes it, leaving it behind.

ANGLE - LEWIS

He closes the window shade. Stares off. It almost seems he's about to cry.

DISSOLVE TO:

EXT. THOMAS HOUSE - NIGHT

A typical middle-class suburban Jersey house with Christmas lights. A taxi pulls away. In a LONG SHOT, we see Lewis and Fuller at the front door, greeting their PARENTS. Their MOTHER and FATHER hug Lewis.

Then their Mother hugs Fuller -- tightly. It's been a long time.

As Lewis enters the house, their Mother watches as Fuller and his Father go face to face. And in a silent act of acceptance, Fuller's father hugs him tight.

The three enter the house.

FADE OUT.

INT. THOMAS KITCHEN - MORNING

Lewis, Fuller and their PARENTS sit at the kitchen table, eating breakfast. A modest, brightly-lit kitchen.

Father gets up from the table, touches Fuller's shoulder. Lewis watches this closely.

FATHER

I thought it would be hard to have you back. I was wrong.

Fuller smiles as the Father opens the refrigerator, looks to Lewis.

FATHER (cont'd)

What do you want to drink, Lewis?

The open refrigerator door blocks the view of his Father's face.

LEWIS

Is there any orange juice?

When the Father closes the refrigerator door, he's no longer their Father -- he's ELLINGHOUSE, jaw ripped off -- but he's holding the orange juice container as if all's normal.

FATHER

Uh-huh.

Lewis -- even in this moment realizing it's a dream -- just stares for a moment, strangely calm.

LEWIS

Then... I guess I'll take a glass of that.

INT. THOMAS LIVING ROOM - NIGHT

Lewis wakes up with a gasp. Sweat on his brow.

He sits up. He's at home, that same house, lying on the couch. Christmas tree and decorations.

Fuller and their Father sit in here, watching the late news.

Lewis gets up, heads for the kitchen --

FATHER

You okay?

LEWIS

Yeah.

INT. THOMAS KITCHEN - NIGHT

Lewis at the kitchen phone. Dials, waits. His Mother, wearing a robe, helps herself to some ice cream in the b.g..

VENNA (VO)

Hello?

LEWIS

Oh. Hey. I'm so used to your mom answering.

VENNA (VO)

(beat)

She's out. Office Christmas party.

LEWIS

Did she tell you I called? Last few days I called like six times, she must've told you.

VENNA (VO)

I don't really feel like talking.

LEWIS

Will you just give me a minute?

VENNA (VO)

I'll call you in a couple days.

CLICK. Lewis hangs up, crushed.

MOTHER

Sweetheart? You want some ice cream?

LEWIS

(beat)

I'm gonna take a drive. If that's okay.

His Mother moves to him. Touches his hair.

MOTHER

I'm sorry you went through what you did.
I can't... I can't imagine.

(beat)

Just... thank you for coming home safe.
And bringing Fuller with you.

(smiles sweetly)

My keys are on the shelf.

INT. THOMAS LIVING ROOM - NIGHT

Lewis quickly passes Fuller and their Father as he heads to the front door, leaving.

FULLER

Say hi to Venna for me.

INT. MOM'S ESCORT - NIGHT

A typical Mom's car. Lewis drives determinedly along suburban streets -- virtually identical small houses streaming past.

EXT. VENNA'S HOUSE - NIGHT

The Escort pulls up. Lewis gets out.

INT./EXT. VENNA'S HOUSE - NIGHT

A tired-looking, dirty-haired Venna lies on the couch in her bathrobe. A tray of uneaten food on the coffee table. The doorbell RINGS.

LEWIS (OS)

Venna? Venna, it's me. Just give me a minute tonight and I'll never bother you again if that's what you want.

She sighs, gets up. Opens the front door -- but not the screen door.

VENNA

What is it. It's cold.

LEWIS

Yeah, I know, I'm, uh... I'm the one outside.

No comfort from Venna. She's not going to make this easy. Lewis takes a deep breath, then launches into it:

LEWIS (cont'd)

I'm well aware that we just spent the worst days of our lives together. But... still, I can't stand not seeing you. Not hearing your voice over the phone. You were right. I should have... I should've told the truth when I picked you up. But I was afraid. That if I'd told you, you wouldn't have come.

VENNA

No shit.

LEWIS

No shit. I should have told you the whole truth. That I bought that car last Tuesday just so I could pick you up. Which you probably already figured out. I mean, after all the phone calls all semester...

(beat, laughs)

I'm a goddamned Communications major and I can't even tell you how I feel.

Venna remains stoic. Lewis opens up the screen door. This is even harder than he thought it would be.

LEWIS (cont'd)

The truth is, Venna... and you know, timing was never my thing, but the truth is, I love you. I'm in love with you. I always have been, which might strike you --as pretty obvious.

Venna reacts -- surprised at his candor, but too hurt to enjoy it.

VENNA

So what do you want me to say now. How am I supposed to respond to that.

LEWIS

(at a loss)

I... I don't know.

VENNA

(nods, regretfully)

Goodbye.

Venna closes the door, hard. Lewis stands there in shock, his nose a mere eighth-inch from the door's peephole.

INT. THOMAS HOUSE - FULLER'S ROOM - NIGHT

Fuller's room, semi-converted into a house storage area. He's wearing his old pajamas now, going through his old things in his old closet. Lewis' still-packed duffel bag sits on the bed.

Fuller finds a box of his things. Smiling at its contents: yearbooks, model cars, photos...

The phone RINGS. In the distance we HEAR his Mother answer. Then, after a beat:

MOTHER (OS)

Fuller! Phone!

Fuller picks up the phone in the room.

FULLER

Hello?

JENNINGS (VO)

This Fuller Thomas?

FULLER

Yeah...?

JENNINGS (VO)

It's Lieutenant Jennings, Omaha P.D..

INT. VENNA'S BATHROOM - NIGHT

Venna turns on the bath water. She feels the water temperature, staring off.

INT. THOMAS HOUSE - FULLER'S ROOM - NIGHT

JENNINGS (VO)

... and trying to put an ID on the corpse, we ran the prints and got a positive.

FULLER

So we know who Rusty Nail was?

JENNINGS (VO)

Well see the name we came back with is Darryl Grady. He's a trucker, but he worked for the McGrath Ice Company. That's in Wyoming.

Fuller gets the chills -- we SLOWLY PUSH IN --

FULLER

(half to himself)

... ice company...?

JENNINGS (VO)

Yeah, the weird part is--

FULLER

That wasn't Grady's truck.

JENNINGS (VO)

That's right. The rig the bodies were found in was reported stolen just a few hours before we found it.

(beat)

Son... I think we might have the wrong guy.

Fuller's mouth opens -- he's unnerved as --

INT. VENNA'S BATHROOM - NIGHT

Silence. Just the slow DRIP of the bath faucet as Venna slowly disrobes in the bathroom.

INT. THOMAS HOUSE - FULLER'S ROOM - NIGHT

JENNINGS (VO)

This might sound crazy -- but is there anyway this Rusty Nail could know where you live?

FULLER

I don't, uh... no, I don't think so.

JENNINGS (VO)

All right, I just, uh... just asking.
We'll find him.

FULLER

I'm sure you will. Thanks.

Fuller hangs up. He doesn't feel safe. Then again, he doesn't know how to feel.

ANGLE - FULLER - MOMENTS LATER

As he pulls Lewis' bag toward him, beginning to unpack.

INSERT - ZIPPER - EXTREME CLOSEUP

As Fuller unzips Lewis' bag. The zipper is pulled along the entire length of the duffel. At the end -- where the HAPPY FACE LUGGAGE TAG should be -- but now, only a yellow, torn piece of plastic remains.

THE LUGGAGE TAG HAS BEEN RIPPED OFF.

ANGLE - FULLER

PUSH IN on his face as he imagines the worst -- and knows it to be true. He turns to the window, looks out. There's nothing there -- but he puts it together --

INT. VENNA'S BATHROOM - NIGHT

Venna's feet gingerly dip into the bath. Steam rises as she slowly, carefully descends into the comforting water.

After a sigh, she lowers herself slowly into the bathwater.

And from the room HEARS a CREAK.

She quickly sits up. Stops. Listens.

VENNA

Mom?

Nothing. But still, she gets up, grabs a towel and heads into --

INT. VENNA'S ROOM - NIGHT

The darkened room. She goes to her door, presses in the lock in the doorknob. She's on edge.

She tightens the towel around her, turns around.

To Venna's unimaginable horror, a HULKING FIGURE stands there.

RUSTY NAIL IS IN HER ROOM.

RUSTY NAIL
(chillingly calm)
Hello, Venna.

Although it's dark, we see for the first time the relentless hideousness of RUSTY NAIL: grime and flannel across a massive barrel-chest. Jeans stiff with filth. Each enormous knuckle greasier, blacker, bloodier than the next.

And yet his face -- or what we can see of it in the darkness -- is the most terrifying of all. The repeated fractures of child abuse have robbed the bone structure of any contour. Its flatness is unnatural. Inhuman. Mask-like.

Venna's about to scream, when she notices the three-foot, industrial strength TIRE IRON in his hand.

He takes a step toward her. She shrinks back to a corner of the room. There's nowhere to go from here.

Rusty Nail sits on the end of the bed. It SINKS enormously under his weight, with the WHINE of mattress spring coils.

RUSTY NAIL
Sorry...

With his monstrous mitt, he pushes his stringy hair to the side.

RUSTY NAIL (cont'd)
... I must look awful.

An outward calm takes over Venna as she eyes this beast of a man.

VENNA
No...

RUSTY NAIL
(laughs a little)
Yeah.
(beat)
It's been... a rough few days.

Venna is terrified. Her eyes dart to the door. No way.

EXT./INT. MOM'S ESCORT - NIGHT

Lewis drives, incredibly frustrated with the failure of his talk with Venna. He stops at a red light, thinking.

The light turns green. He drives through it.

INT. THOMAS HOUSE - FULLER'S ROOM - NIGHT

Fuller is on the phone --

FULLER

It's a residence. Walters. On Edgehill.

We HEAR a sudden, LOUD PSSSSST! -- which takes us into:

INT. VENNA'S ROOM - NIGHT

The source of the SOUND: Rusty Nail has just opened a bottle of CHAMPALE. He seems oddly thoughtful as he unscrews the cap:

RUSTY NAIL

Tried to get pink, but all they had was this.

The phone starts RINGING downstairs.

RUSTY NAIL

Course I realized... coming back from the dead was the only way. What else woulda got the law off my tail... and you out of that police station...

(beat)

So hey, how'd your daddy die?

VENNA

... what?

RUSTY NAIL

You never said. How it happened.

VENNA

(shaky)

He had a heart-- heart attack.

Rusty Nail nods at her as he takes a swig of the Champale. A string of SPITTLE from his mouth to the bottle.

RUSTY NAIL

What was he doing? When it happened?

VENNA
(beat, painfully)
He was in the bathroom.

RUSTY NAIL
Oh. Elvis style. Is that what they
said? The kids who made fun? That your
father died "Elvis style"?
(shakes his head)
You're right. About kids.

And downstairs the RINGING STOPS. Rusty Nail holds out the
bottle to her. She recoils, but he extends it some more.
Right in front of her. She hesitantly reaches for the
bottle. Takes it.

RUSTY NAIL (cont'd)
It's not all bad.

Venna hesitates.

RUSTY NAIL (cont'd)
Try it.

She shakily brings the bottle to her mouth. Drinks.

RUSTY NAIL (cont'd)
Tell ya. You're good people. I mean it.
(beat)
I saw the way... the way you pet that
mutt. At that gas station on I-80, exit
52. I just... thought that was nice.
Then, when you talked to me. You know.
You said some things.

Venna is just lost in this whole thing. She holds onto the
bottle like a teddy bear. Like a life preserver.

RUSTY NAIL (cont'd)
From the beginning, all I wanted was a
moment.
(smiles, almost)
You know, a date. With a woman. Like
you.

Venna wipes away a tear.

VENNA
You killed my friend.

Rusty Nail grows angry --

RUSTY NAIL

You saw what they did to me. Beat me like a little boy. In front of God and all creation.

VENNA

That man in the truck? But that wasn't you.

RUSTY NAIL

Might as well. They thought it was.

VENNA

Are you gonna kill me, too?

Grabs her pile of CLOTHES on the bed. Tosses them to her.

RUSTY NAIL

Put those on.

He then turns away -- surprisingly, giving her privacy. She dresses.

RUSTY NAIL (cont'd)

You talk to me like a person. With respect. With responsibility, I like it.
(beat)

And you're awfully attractive.

Rusty Nail catches a glimpse of himself in the adjustable bureau-top mirror. He doesn't like what he sees -- adjusts it away from his reflection.

RUSTY NAIL (cont'd)

I believe you could forgive a man for the things he's done.

As Venna slips on her shoes, Rusty Nail moves for her -- she SCREAMS, but he clasps a giant hand across her mouth.

RUSTY NAIL (cont'd)

Let's hit the road.

INT. MOM'S ESCORT - NIGHT

Lewis still drives, agonizing about what to do. Finally, he slams the dashboard.

LEWIS

Shit!

He burns a U-turn.

INT. THOMAS HOUSE - NIGHT

Fuller comes jogging down the stairs -- grabs a set of keys on an end-table -- waking his Father, snoozing in his overstuffed chair.

FULLER

(hurried)

I need to borrow your car.

(off Father's mortified look)

I'm coming back this time.

INT. FATHER'S HONDA - NIGHT

Fuller jams the key into the ignition, starts the car, screeches off toward Venna's house.

INT. VENNA'S HOUSE - STAIRWAY - NIGHT

Rusty Nail -- arm around Venna, hand still over her mouth -- dragging her down the stairs toward the door when he hears: SCREECH! Then a CAR DOOR CLOSING. He looks to the window.

Lewis has pulled up in the Escort and is heading for the front door.

EXT. VENNA'S HOUSE - NIGHT

Lewis walks up to the house. He rings the doorbell --

LEWIS

Okay I'm back! And yes, I know what I want you to say! I want you to say you love me too! That's what I want!

INT. VENNA'S HOUSE - NIGHT

The door opens. Lewis steps in.

LEWIS

Venna? Your mom didn't come home yet, did she?

Suddenly THUCK! -- THE STRAIGHT END OF RUSTY NAIL'S TIRE IRON PIERCES LEWIS' CHEST -- Lewis' eyes go WIDE --

Out from behind the door steps Rusty Nail -- Venna SCREAMS -- Lewis sees Rusty Nail for the first time -- Venna turns to run -- but Rusty Nail grabs her -- Lewis falls to his knees. Grasping Venna, massive hand covering her mouth, Rusty Nail pulls the iron out of Lewis' body with a merciless YANK.

INT. FATHER'S CAR - NIGHT

Fuller drives erratically, trying desperately to find Venna's house -- finally, he spots his Mother's Escort, parked ahead.

EXT. VENNA'S HOUSE - NIGHT

Fuller double-parks beside the Escort -- runs to Venna's front door -- which he sees is cracked open. He nervously approaches. Pushes the door open --

INT. VENNA'S HOUSE - NIGHT

Blood everywhere. Horrified, Fuller looks up -- Lewis is painfully at the phone, dialing -- Lewis turns, sees Fuller.

LEWIS

He took her... Venna. He just left!

Fuller runs out --

EXT. VENNA'S HOUSE - NIGHT

Fuller looks around -- but there's no sign of Rusty Nail's truck anywhere. A horrible, helpless moment -- broken by a FAMILIAR, ODD SOUND, ECHOED across the neighborhood.

PUSH IN on Fuller's face as he turns toward the sound -- the reverse-gear BEEP... BEEP... BEEP of a truck Fuller remembers exceedingly well

Fuller jumps into the Honda -- SCREECHES toward the SOUND.

INT./EXT. FATHER'S HONDA - NIGHT

Fuller drives crazily -- and then sees, driving parallel to him, one block over, an EIGHTEEN WHEELER speeding out of the area.

Instead of turning toward the truck, Fuller RACES AHEAD, hoping to get ahead of it --

Passing another intersection -- Fuller's AHEAD of the truck now --

INT. TRAILER - CONTINUOUS

Darkness. At first we can't tell where we are -- but the RUMBLING, faint strips of light cutting through the doorseal give it away: we're in the trailer of Rusty Nail's truck.

The light almost creates a STROBE effect; we can barely make out Venna's crying face as she pulls out the pack of AINSWORTH BAR MATCHES from her pants -- crying more --

EXT. NEIGHBORHOOD STREETS - CONTINUOUS

The out-of-place truck and the Honda race down different streets in the same direction, blowing past stop signs--

Parked cars and houses stream by --

INT. TRAILER - CONTINUOUS

One of the matches SPARKS to life -- a small FLAME -- but Venna's sobs quickly blow it out. Holding back her tears, she struggles to light another -- but drops it: it goes out. She's striving just to keep her breath now.

INT. VENNA'S HOUSE - CONTINUOUS

Lewis' blood covers the phone as he holds it to his ear.

LEWIS

A truck... An eighteen wheeler... Just leaving Edgemoor--

INT. FATHER'S HONDA - CONTINUOUS

Fuller passes a "BUSINESS DISTRICT" sign with an arrow pointing straight ahead. Below it is another sign which reads, "I-80 ENTRANCE AHEAD" --

EXT. NEIGHBORHOOD STREETS - CONTINUOUS

Father's Honda is screaming now --

Fuller pulls it several blocks ahead of Rusty Nail --

At the next corner Fuller jerks the car in a HARD RIGHT turn - the car fishtails, barely making it --

As Fuller reaches the intersection, with Rusty Nail's truck headed for him, Fuller slams on the breaks -- the Honda SKIDS to a stop as Rusty Nail's headlights speed toward Fuller --

With cars parked on both sides of the street, there's nowhere for the giant truck to go -- but the eighteen wheeler doesn't slow down --

INT. TRAILER - CONTINUOUS

The match finally lights. Behind Venna, there's a splash of RED on the insulated wall.

She cautiously turns around -- looks at the truck's contents -
 - her eyes go wide in horror -- there's dried blood all over
 this junk truck -- filled with huge pieces of scrap metal,
 chains, hooks, giant rusty truck rims -- just a nightmare
 place to be --

The ROAR of the truck accelerating and Venna SCREAMS -- the
 match goes out.

INT. FATHER'S HONDA - NIGHT

With the truck clearly about to T-bone the Honda, Fuller
 suddenly puts the car in gear -- but the car dies.

FULLER

SHIT!

Fuller tries to open his door but it's locked -- the truck is
 thirty yards away -- Fuller frantically tries to find the
 lock button -- the truck is TEN YARD away -- Fuller hits one
 and the power window starts to come down --

FULLER (cont'd)

NO!!!

And KA-RASH! Horrifying IMPACT as --

EXT. NEIGHBORHOOD STREETS - INTERSECTION - CONTINUOUS

RUSTY NAIL'S TRUCK SLAMS INTO THE PASSENGER DOOR OF THE HONDA
 -- AN EXPLOSION OF METAL AND GLASS --

INT. TRAILER - CONTINUOUS

Venna FLIES BACK upon impact, into the pile of JUNK --

INT. VENNA'S HOUSE - CONTINUOUS

Lewis, still on the phone, hears the CRASH echo through the
 neighborhood, he drops the phone -- urgently stands --

EXT. VENNA'S HOUSE - NIGHT

Lewis painfully leaves the house -- moving as fast as he can
 toward the insane SCREECH that can be HEARD for blocks --

EXT. NEIGHBORHOOD STREETS - CONTINUOUS

At great momentum, Rusty Nail's truck PLOWS the Honda
 sideways along the street, scraping, burning rubber nearly
 half-way down the block --

INT./EXT. FATHER'S HONDA - CONTINUOUS

Fuller holds on for dear life, the noise DEAFENING --

ANGLE - HONDA TIRES

SKIDDING along the pavement -- the tires begin to give way -- until finally they buckle underneath --

With that, the car VIOLENTLY FLIPS -- and Rusty Nail's truck, using the Honda almost as a ramp -- POWERS OVER -- ON TOP OF THE HONDA, CRUSHING IT LIKE ROADKILL --

And as the truck THUNDERS over the Honda, the connection between cab and the trailer -- the fifth wheel -- SHATTERS -- making the trailer break loose, tipping to the side, CRASHING horribly into a row of parked cars.

The cab drives ahead of the Honda, then SLAMS on its brakes, leaving the Honda CRUSHED.

Suddenly all we HEAR is MUZAK. An eerie SOUND...

INT. FATHER'S HONDA - NIGHT

The MUZAK comes from the car's shattered radio.

There's almost no interior left, having been so devastatingly squashed. Fuller, unconscious and bloody, can barely be distinguished within the mangled vehicle.

EXT. NEIGHBORHOOD STREETS, - INTERSECTION - CONTINUOUS

ANGLE - PAVEMENT BENEATH THE CAB

We hear the CAB DOOR OPENING. Rusty Nail's huge legs drop into frame, his BOOTS hitting the street surface with a heavy, metallic THUD. The end of the bloody tire iron hangs by his side.

We FOLLOW his legs as they walk past all the wreckage, past the entire length of the trailer, to its back doors.

INT. TRAILER - CONTINUOUS

Pitch black. We HEAR Venna breathing sharply. Then, the SOUND of Rusty Nail UNLOCKING THE TRAILER DOOR. Venna HOLDS HER BREATH.

EXT. NEIGHBORHOOD STREETS - INTERSECTION - CONTINUOUS

As Rusty Nail swings the door open, a TRUCK FENDER COMES FLYING OUT OF THE DARKNESS -- SLAMMING RUSTY NAIL SQUARE IN THE FACE.

The huge body of Rusty Nail falls backwards, painfully onto the asphalt, motionless -- the tire iron CLANKS onto the pavement beside him.

Venna, holding the fender, drops it. Breathing heavily, in terror, Venna jumps out of the trailer and makes a run for it, up the street.

EXT. NEIGHBORHOOD STREETS - CONTINUOUS

ANGLE - LEWIS

Cutting through backyards, holding his wound --

ANGLE - VENNA

As she arrives at a small house, frantically knocks on the front door.

VENNA
HELP! PLEASE! LET ME IN! I NEED HELP!

Dogs start BARKING.

ANGLE - RUSTY NAIL

His right leg BENDS -- his hand grasps the tire iron --

ANGLE - HOUSES

Lights are coming on -- various NEIGHBORS come out of their houses to see what's what --

ANGLE - VENNA

As she pounds on the door -- a light goes on upstairs.

Venna looks back -- sees Rusty Nail pull himself to his feet. Start toward her.

Venna can't wait. She sprints in between homes, climbs the fence to a backyard. Runs through a small child's play area.

ANGLE - RUSTY NAIL

Hot on her trail, his massive boots crushing flowers, the plastic toys --

ANGLE - VENNA

Scales another fence, cuts through another yard, sprinting past an above ground pool. Down a driveway and out into the street -- the local business district lies ahead.

EXT. NEIGHBORHOOD STREETS - INTERSECTION - CONTINUOUS

Lewis finally reaches what's left of his Father's Honda. The decimation so complete, it's almost like sculpture.

DISTANT SIRENS can be HEARD.

Lewis looks into the car -- shaken --

LEWIS

Fuller?!

EXT. BUSINESS DISTRICT - NIGHT

Venna gasps for air as she runs down the wide street lined with small suburban shops, empty parking spaces. It's after hours. Everything closed. Everyone gone.

She glances back -- the hulking figure of Rusty Nail lumbering for her -- thirty yards and closing --

Then she sees -- as OFFICE SUPPLY STORE up the block -- its fluorescent lights a beacon of hope.

Venna heads toward it. As she gets closer, she sees inside -- a MAN VACUUMING between aisles. She tries the doors but they're locked -- she pounds furiously on the glass:

VENNA

OPEN THE DOOR! HEY!!! OPEN THE DOOR!!!

But the man continues to vacuum, oblivious. Finally she sees why: he's wearing a Walkman --

Venna turns around. Rusty Nail getting nearer -- twenty yards away --

Though it seems hopeless, Venna takes off again, running into the street -- ALMOST GETTING HIT by a passing car -- she WAVES at it --

VENNA (cont'd)

HELP!

But the car is gone -- then:

RUSTY NAIL

Venna...naaaaa!

She looks back at her pursuer -- exhausted, she keeps running in the middle of the street -- Rusty Nail fifteen yards behind her --

As he pursues her, distant HEADLIGHTS appear behind him, BRIGHTENING the street as they approach -- FAST --

Venna looks back hopefully at the headlights -- waves desperately as she runs --

And as Rusty Nail closes in, the approaching vehicle ENGINE GROWS LOUDER -- it's a TRUCK ENGINE -- the HEADLIGHTS speed closer, silhouetting Rusty Nail -- who HEARS something familiar.

Rusty Nail stops in the middle of the road -- he turns around to face the oncoming vehicle.

It's RUSTY NAIL'S CAB speeding toward him.

Venna, squinting, sees this, too -- she slows down hoping it's help.

We're TIGHT ON Rusty Nail's halogen-bleached face, head cocked in confusion --

INT. RUSTY NAIL'S CAB - CONTINUOUS

The first time we've seen the cab's interior -- AND IT'S LEWIS BEHIND THE ENORMOUS, UNWIELDY STEERING WHEEL, SHIFTING GEARS IN BLINDING PAIN --

He PUNCHES the accelerator --

EXT. BUSINESS DISTRICT - NIGHT

Venna runs off the road -- getting out of the way of the speeding truck -- but Rusty Nail moves too slowly -- the truck about to SLAM INTO HIM -- WHAP!

INT. RUSTY NAIL'S CAB - CONTINUOUS

Lewis feels the impact but can't tell what just happened. He looks in both side mirrors to see if he's run over the body.

EXT. BUSINESS DISTRICT - CONTINUOUS

The cab BLURS PAST Venna, who, in shock, looks back to see what happened to Rusty Nail --

INT./EXT. RUSTY NAIL'S CAB - CONTINUOUS

As he begins to SLOW DOWN, Lewis still watches the mirrors --

LEWIS' POV - THE MIRROR

Venna is alone back there --

LEWIS

Is confused -- but then he sees a huge hand grab the hood ornament -- RUSTY NAIL IS CLINGING TO THE GRILL.

Terrified, Lewis FLOORS IT -- swerving the truck left and right--

Rusty Nail gets better leverage, starts pulling himself up on the hood -- he's climbing after Lewis --

Finally Lewis SLAMS THE BRAKES and jerks the wheel to the right --

EXT. BUSINESS DISTRICT - CONTINUOUS

THE CAB MAKES A DIZZYING TURN -- HOPS THE CURB AND PLOWS INTO A WALL OUTSIDE A STORE -- A MASSIVE COLLISION -- LEWIS IS PROPELLED THROUGH THE WINDSHIELD -- LANDING ATOP THE HOOD OF THE CAB -- THE STORE WINDOWS SHATTER -- ELECTRICAL SPARKS FLY EVERYWHERE --

EXT. BUSINESS DISTRICT - CONTINUOUS

Venna staggers toward the wrecked truck, sobbing. The SIRENS are getting closer --

EXT. BUSINESS DISTRICT - NIGHT

As the dust settles, Lewis, having been thrown into the hood, opens his eyes. His head is only a few feet from Rusty Nail's, who has been crushed against the wall below his chest.

In a frightening, SLOW MOTION moment, with electrical SPARKS showering behind them, their eyes meet. Rusty Nail lifts an arm... tries to grab Lewis. But he can't reach.

Then -- almost inaudibly -- he whispers:

RUSTY NAIL

Candy... Cane...

And he goes still. Eyes open, Rusty Nail is dead. And Lewis' eyes close -- he's now deeply unconscious.

PULL BACK TO REVEAL the store the truck hit. Radio Shack.

ANGLE - VENNA

As she staggers toward the crippled truck cab... seeing Lewis lying bloody atop the cab, seemingly dead, she starts crying. POLICE CRUISERS arrive behind her.

VARIOUS SHOTS of the CAB. Of Rusty Nail. Of Lewis. Of the CRUSHED Honda. Of the fallen TRAILER. Of the NEIGHBORS who gather, confused...

FADE OUT.

INT. AUTOPSY THEATER - DAY

A white, sterile environment. SLOW MOTION of a CORONER'S HANDS putting on rubber gloves. Of the stainless steel tools of the trade.

And there's Rusty Nail. His massive, naked, disfigured bulk lying dead on the exam table.

The male CORONER sits on a wheeled-chair, moves to the corpse. Takes the FINGER CUTTER from the steel tray. A pliers-like device. He adjusts its settings. Places it around the massive THUMB of Rusty Nail. And CUTS.

We're on the Coroner's face as we HEAR the THUMB cut off. Then the SOUND of ANOTHER FINGER. Then ANOTHER.

We then see a container of FORMALDEHYDE with SIX FINGERS floating in it. Another FINGER is DROPPED IN. We HEAR ANOTHER being CUT as we DISSOLVE TO...

EXT. CEMETERY - DAY

A gray, cloudy day. DOLLY PAST rows of graves for what seems like forever. And then, past a few century-old oaks, three figures stand. Lewis, Fuller and Venna.

It's two weeks later. Lewis is still bandaged. Fuller the worse for wear; his legs are both in casts. He uses a walker. His head a road map of stitches. And Venna, who looks more or less like we found her... minus a good deal of innocence.

The three stand at a fresh grave, where a PRIEST delivers an emotionless, abbreviated service. A state cemetery WORKER sits in the small BOBCAT BULLDOZER, awaiting the signal.

PRIEST

Ashes to ashes, dust to dust...

The Priest nods at the Worker as he continues his service -- but his words are mostly masked by the SOUND of the BOBCAT ENGINE, dumping earth into the grave, atop Rusty Nail's plywood casket.

EXT. CEMETERY PARKING LOT - DAY

Lewis, Fuller and Venna slowly move to a STATIONWAGON parked here. Venna opens the back door -- Lewis helps Fuller into the back seat, folding up his walker and placing it in the back.

FULLER

Thanks.

LEWIS

You're welcome.

Lewis gets in the passenger seat, Venna behind the wheel. She turns the ignition, backs the car out of the space.

A HANDICAPPED PARKING SPACE.

She drives away.

INT. STATIONWAGON - DAY

As they drive, it begins to RAIN. Venna hits the windshield wipers.

FULLER

That was the best psycho funeral I've ever been to.

Lewis and Venna can't help but smile.

Venna puts her hand on Lewis'. Lewis looks at her, taking her hand in his.

And just when it seems things are actually going to be okay -- if not just for today -- there's a POWERFUL AIR HORN BLAST -- Venna glances at the rearview -- FILLED WITH 18-WHEELER GRILL. VENNA SCREAMS -- CRANKS THE STEERING WHEEL --

LEWIS

GOD--!

EXT. STREET - CONTINUOUS

The stationwagon SWERVES DANGEROUSLY as the 18-WHEELER ROARS PAST -- HORN BLASTING --

The stationwagon SKIDS into the shoulder, coming to a sudden stop in the gravel as the 18-WHEELER BLASTS PAST, GROWLING into the distance...

INT. STATIONWAGON - CONTINUOUS

Lewis, Fuller and Venna sit in the motionless car, stunned, watching the truck speed away. Black SOOT escapes the cab's smokestack, leaving behind it a cloud of darkness.

They can't take their eyes off that cloud. Just sitting for a moment, rain splattering the windshield.

VENNA

Is it okay if we just... just sit here
for a minute?

The three just stare ahead, hearts beating heavily, stomachs sick.

And as they remain still, shaken deeper than they realize, we HEAR only the RAIN. The windshield wiper SQUEAK. And the WHOOSH of passing cars. One. Then another. Then another.

CUT TO BLACK.

THE END