

S K I N W A L K E R S

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FADE IN:

SOMEONE OR SOMETHING IS BREATHING.

*

OVER BLACK, THE VOICE OF A CHILD ECHOES WITH HAUNTING CLARITY:

CHILD (V.O.)

There are some things in this world so frightening that we pretend they don't exist; the stuff of nightmares. We tell ourselves there's no such thing. But the truth is that they're out there, all around us -- even closer than we fear. This story is about *them*, their war and *my* family.

THE BREATHING STOPS. ONLY AN EERIE CALM REMAINS. THEN RADIANT LIGHT SLOWLY BEGINS TO BLEACH OUT THE DARK OBLIVION AS WE

DISSOLVE INTO:

1 EXT. THE LANGUISHING SUN -- JUST BEFORE DUSK 1

AN AERIAL POV soars through the clouds framed by a bleared drift of lavender sky. Below is a buffet of jagged tree tops crowning a prodigious expanse of DENSE FOREST.

REVERSE TO REVEAL the POV belongs to a BLACK HAWK -- foreboding and powerful. It flies with purpose, relentless in its search for something or someone. Then, in the distance down below, a RUSTIC CABIN in a small clearing takes shape.

2 EXT. THE WOODS -- NEAR DUSK -- PRESENT DAY 2

AN EXPLOSION OF SOUND, MUTED COLOR AND SHARP MOVEMENT

POV is again UNKNOWN -- roving feverishly through the brush. The earth crackles, the wind howls.

UNKNOWN POV HALTS, LOOKING SKYWARD AT:

A HAWK

It's eyes piercing, intense as it flies circles over the CABIN in the woods. COASTING LIKE A VULTURE.

UNKNOWN POV LOOKS STRAIGHT AHEAD and continues roving feverishly through brush, heading straight for this CABIN at unsettling, breakneck speed. Closer, closer, closer -- it seems like it's going to burst through the window UNTIL IT BRAKES ON A DIME AND PEERS THROUGH THE GLASS into the cabin.

CUT TO:

3 INT. CABIN -- NEAR DUSK

3

It is modestly but warmly decorated. A crackling fire blazes in the fire place -- nothing particularly eye-catching but altogether clean and not uninviting.

A small gathering is in swing. THREE MEN and THREE WOMEN, ranging in age from 20's to 40's, sit around a table jovially having just finished a meal. There is a nervous energy in the room that lends itself to urgency without dampening the mood.

One of the bunch, call her JUSTINE (early 30's), rises from her place at the head of the table. She is a leader -- strong, attractive and forthright.

JUSTINE

Alright, alright. I know what's on your minds and I won't torture you for one more second.

Justine reaches inside of a plain, manila envelope and REVEALS a VHS TAPE. She holds it up for a beat.

JUSTINE (CONT'D)

Arrived this morning.

*

She smiles warmly and loads the tape into the VCR. The group is bursting with anticipation.

*

TIGHT ON on a TELEVISION SCREEN, displaying the FOUR to ONE countdown that often precedes OLD HOME MOVIES, then:

THE FUZZY IMAGE OF AN OAK TREE APPEARS, DEVOID OF ALL SOUND.

The camera slowly and methodically moves around the tree to REVEAL A CHILD -- STANDING IN A FIELD FLYING A KITE. HIS BACK IS TO CAMERA, CONCEALING HIS FACE. The camera slowly MOVES TOWARD THE CHILD for a few more beats and, at the precise moment the child begins to turn around, the TAPE CUTS OUT and only HARSH STATIC remains.

Justine shuts off the television and ejects the tape. She turns to the other five; each is ebullient.

JUSTINE (CONT'D)

He's going to make it. We all are. It's not a dream anymore. Five. More. Days.

An upwelling of emotion surges through Justine as she smiles and slides the tape down the table to ONE OF THE OTHER WOMEN.

JUSTINE (CONT'D)

Souvenir. Keep it close.

(CONTINUED)

The other woman holds the tape, absolutely overjoyed. Another man, RALPH, checks his watch -- he nods to the group, almost apologetically.

RALPH

That's the good news. Bad news is now
you gotta spend the night downstairs.

Justine smiles. No one seems to have a problem with this.

JUSTINE

There is no bad news tonight, Ralph.
It's all good.

As if on cue, the group rises from the table -- smiles abound. *

Ralph pushes the wood burning stove aside REVEALING STAIRS *
leading down to the CELLAR. One by one, each member carefully *
begins their descent into the cellar -- Justine bringing up the
rear. This leaves only Ralph, who takes one quick look around
the premises and follows suit.

A creeping breeze rattles the shutters as the raging fire snaps
and pops from across the cabin floor.

CUT BACK TO:

4 EXT. CABIN -- DUSK

4

The HAWK is now perched on the cabin roof. A closer look REVEALS
that it is feasting on the remains of a very unlucky field
mouse. The bird looks up from its meal and squawks into the
fading pink sky. AND ITS CRY IS ABSOLUTELY PIERCING.

5 INT. CABIN CELLAR -- DUSK (SAME)

5

The group members are carefully removing their valuables and
placing them in individual lock boxes. PULL BACK TO REVEAL:

THIS ISN'T YOUR MOTHER'S WINE CELLAR. The group has descended
into what looks more like a post apocalyptic survival bunker.
One wall features a variety of weaponry -- from modern firearms
to medieval-inspired blade fare. PAN ACROSS TO REVEAL:

THE OPPOSITE WALL IS LINED WITH WHAT CAN ONLY BE DESCRIBED AS A
SERIES OF COCOONS; FULL SIZED BODY COMPARTMENTS IMPLANTED IN THE
WALL, EACH BRACED WITH A THICK IMPENETRABLE STRAP. A CLOSER LOOK
SHOWS THE COCOONS ARE STAINED WITH BLOOD.

BOTTOM LINE -- ONCE INSIDE THESE COCOONS, NOBODY'S GOING
ANYWHERE.

(CONTINUED)

One of the women removes her sweater as Ralph opens the first of the cocoons -- it's clearly his job to put these PEOPLE in these THINGS. As the others begin to disrobe:

Then the CEILING LIGHT in the bunker begins to FLICKER. A strange, ominous beat follows as time slows to a crawl and Ralph looks up, simultaneously as CRACK!!! The light goes out painting the bunker pitch black.

Panicked whispers begin along with faster heartbeats. Then, suddenly and without warning -- Ralph's face becomes illuminated! Shriek! Ralph can't help but snicker, holding his cigarette lighter close to his cheek.

RALPH

Everybody settle down. Probably just a fuse. Back in a jiff --

Ralph turns and heads for the cellar door, just as:

Justine tosses Ralph a DOUBLE-BARRELED SHOT GUN --

RALPH (CONT'D)

Who am I, Doc Holiday? You worry too much.

WHOOSH! The cellar door swings open as Ralph ascends back into the cabin, heads towards the back door. The shudders are rattling louder than before. Dusk is fading into a thicket of nocturnal fog. Ralph tries the light switch by the door to no avail. He STRIKES HIS LIGHTER -- the small flame providing minimal visibility, as we see:

Over his shoulder, in the flicker of the fire -- a RUSH OF MOVEMENT.

Ralph exits the cabin and follows and moves around the side to the fuse box. Leaves crunch with every step, the wind whistling a nasty tune. Ralph picks up the pace, the stale air thick in his nostrils. CRACK!

Ralph stops dead in his tracks. That came from the woods. And it was close. Ralph swallows hard -- turning, lighter in hand, in the direction of the sound.

Nothing. Then: CRACK! CRACK!

The sound is louder and coming from the OTHER SIDE of the woods. Ralph quickly pivots and squints out, trying to see what's moving in the brush. The leaves tremble, along with Ralph's words:

RALPH

Now hear this! I'm too old for fun and games -- "trigger" and "happy" are the first words that come to mind!

An excruciating beat -- mother nature at her most sinister. Ralph shines his small flame back where he heard the first sound. Nothing doing. Or is there? Ralph squints, straining to make out what might be a shape in the fog. MORE SOUNDS: CRACK! SQUAWK! CRACK! WHOOSH!

Ralph turns around and is barely able to duck under the flight path of something much bigger than it has any right to be. He shines his light and cocks his pistol, catching sight of the HAWK as it disappears into the trees. Ralph's heart is beating in his throat -- his eyes widen.

RALPH (CONT'D)

Jesus. What the hell?

Ralph exhales, thankful to get back to the task at hand. He turns back around and jiggles the door to the fuse box, as we:

SLOWLY MOVE UP BEHIND RALPH as he continues to stand at the fuse box. We MOVE IN CLOSER on his hand as it reaches the breaker, and just as he flicks the switch, we go back to:

8 INT. CABIN CELLAR -- DUSK

8

CRANK! The lights are restored! Justine smiles -- acknowledging just how unnerved they'd become.

JUSTINE

I DO worry too much, don't I?

Chuckles abound. Phew. Back to:

9 EXT. CABIN -- DUSK

9

Still CLOSE ON RALPH -- finished with the circuit breaker, as he TURNS AROUND...nothing.

WIDE SHOT FROM THE SURROUNDING WOODS -- we see Ralph from a short distance away. Then go to:

AERIAL SHOT -- from the ROOF OF THE CABIN -- looking down on Ralph as he starts to walk away from the circuit breaker. We slowly begin to glide in from above, moving closer and closer to Ralph as he STOPS!

(CONTINUED)

9 CONTINUED:

9

Sensing something, he turns around as we ZOOM IN QUICKLY in a RUSH OF MOVEMENT ON RALPH'S EXPOSED NECK and SMASH TO:

10 INT. CABIN CELLAR -- DUSK

10

CRANK! SHRIEK! LIGHTS OUT AGAIN! A TENSION FILLED BEAT. LONG LINGERING, PAINFUL SILENCE. THEN:

FOOTSTEPS. COMING DOWN THE STAIRS IN THE DARKNESS. SLOWLY. Justine's voice echoes in the dark.

JUSTINE

Ralph? What is it? Talk to me.

PING! The flame of Ralph's lighter once again illuminates his face -- this time on the stairs. Something isn't quite right. His mouth is open but the words don't come.

INSTEAD, BY THE FLICKERING LIGHT OF THE FLAME -- RALPH'S FACE BEGINS TO SLOWLY FALL FORWARD, AND DROPS OUT OF LIGHT as his lifeless body is deposited down the stairs -- giving way to a new face with PEREGRINE EYES WE WON'T SOON FORGET.

It is the face of a man named VAREK. Behind him are others -- others we cannot clearly see. He stares through the light of the flame, fire dancing wildly in his eyes, as:

JUSTINE reaches for the gun tucked in her belt, but before she can get a shot off:

BAM! A bullet lands between her eyes compliments of VAREK. He is resolute, but does not relish the assassination.

SMASH TO:

11 EXT. NANA'S HOUSE -- HUGUENOT TOWNSHIP -- AFTER DUSK

11

A old Chevy pick-up churns to a squealing stop outside a quaint and charming home in the tiny town of Huguenot. WILL (50'S), A WHITE-MANED NATIVE AMERICAN MAN WITH A SEEMINGLY ENDLESS SUPPLY OF PATIENCE, bursts from the truck carrying a leather pouch. As his feet hit the ground, the door to the home flies open REVEALING:

Rachel (32) -- she's a real spark plug, this one. Vulnerable and frazzled, her emotions often get the best of her. She screams at Will, near hysterics:

RACHEL

They said we were done with this, Will!
I gave him his shot this morning!

Will blows by her and enters the house.

12 INT. NANA'S HOUSE -- SAME

12

Rachel follows him in, slamming the door behind her.

RACHEL
It didn't do anything! The inhaler
doesn't help! It just keeps getting
worse and worse!

Will knows exactly where he is and heads straight for the
BEDROOM of:

TIMOTHY (12), Rachel's SON. Gaunt and pale, this little guy is
sweating profusely, wheezing and gasping for every breath he
takes. Laying on his side, he sees Will and immediately turns
onto his back.

RACHEL (CONT'D)
Will's here, baby. Will's here --

Rachel takes her son's hand as Will opens the leather pouch.

RACHEL (CONT'D)
Hurry up! You're not doing anything!
(re: the night stand)
Right there -- that's everything you
asked for!

Will looks up, gently places one hand on Timothy's chest and
tilts his head back with the other. Timothy seems oddly
reassured and squeezes his mother's hand.

TIMOTHY
(fighting for air)
Don't...worry...Mom...Will...knows.

Rachel, realizing that *AS USUAL* her son is reassuring her,
swallows hard and squeezes back. Meanwhile, Will deposits
several herbs from the pouch into a large pot of hot water on
the night stand, creating some sort of solution. Rachel stares
at her son, simply amazed --

RACHEL
You're so precious. I don't understand
how you stay so strong.

Timothy cracks the tiniest of smiles.

TIMOTHY
I'm...like...you.

This one just about does Rachel in. Luckily Will returns,
draping a solution-drenched cloth over the boy's face.

(CONTINUED)

WILL

Now, Tim. Deep breaths.

Will then strikes a match and lights the rest of the solution on fire. The air fills with the herbal smoke, creating a kind of medicinal humidifier.

Timothy is already almost breathing normally. Rachel marvels.

WILL (CONT'D)

No more shots. No more inhalers.

Rachel nods.

RACHEL

I'd feel a lot better if you stayed here tonight. If anything else happens I just don't think I can --

Will reaches into his jacket and calmly REVEALS he has brought his TOOTHBRUSH.

Rachel can't help but crack a smile as Timothy breathes deeply. Beat, then:

RACHEL (CONT'D)

Amazing... I...thank you.

Rachel hugs Will when they hear, from under the cloth:

TIMOTHY (O.S.)

This stuff really stinks, huh?

Timothy giggles from under the cloth. They all smile for a beat until Rachel fades back, emotions getting the best of her. With every last ounce of self control:

RACHEL

The least I can do is feed you, right?

She fights back heavy tears and exits. Timothy gives Will a thumbs up, his face still covered.

WILL

Lie still. Keep breathing.

Will pretends to like whatever Rachel's whipped up for him. Rachel drinks a beer, still frazzled, but trying to hide it. Way in the b.g., we see Tim in his room, lying peacefully, looking better.

13 CONTINUED:

RACHEL

You don't have to pretend. There's a reason Nana does all the cooking. Tonight's her bridge night and we usually order pizza but, well --

She trails off.

WILL

-- He's going to be fine, Rachel.

Beat. Rachel sighs, nods.

RACHEL

Because of you. What would I do if you weren't here?

WILL

I am here.

Rachel looks at Will - her expression bristling with some inner torment. Beat, then:

RACHEL

He's the reason I wake up everyday, Will. Best thing I ever did in my life, that's for sure. And it's my job to take care of him, I can't always depend on you guys. I have to do -

(beat)

- Forget it. Sorry I yelled at you.

WILL

I can't hear you anyway.

(re: the food)

We can still order pizza.

Rachel smiles, but there's something on her mind, some deeper thought that she's holding. PAN-OFF Rachel and Will THROUGH the living room and out the WINDOW --

14 EXT. NANA'S HOUSE -- SAME

14 *

A FORD SEDAN

Across the street. Inside is a MAN of ABOUT 40. His CRYSTAL BLUE EYES are deep in their sockets, his face hidden in shadow. He's staring at Timothy's window with focused intensity.

His piercing eyes do not blink.

CUT BACK TO:

15 INT. CABIN CELLAR -- SAME

15

VAREK -- Just as intense as we left him. Crouching down,
surveying the destruction. *

Behind Varek are TWO MEN dousing the bodies with gasoline. *

One is GRENIER - Wired tight. He never speaks - his tongue
ripped out in some past battle. *

The other is ZO -- Pale-faced, muscular frame -- his hair
dreaded like a serpent's nest. *

 ZO
 Sodom and Gomorrah. Let's do it. *

GRENIER snickers. *

PULL BACK ALAS TO REVEAL THAT JUSTINE AND FRIENDS NEVER HAD A
CHANCE. There were no survivors of this massacre. *

VAREK -- He does not share his comrades' festive mood. He looks
almost disturbed. Something catches his eye on the floor: *

THE WOMAN'S SWEATER -- and then there's the lock boxes. Varek
mutters to himself.

 VAREK
 Doesn't make any sense. Why lock down? *
 Now...Tonight? *

He walks over and looks down at THE VHS TAPE -- busted and
destroyed in the melee. Varek picks it up. *

 WOMAN'S VOICE (O.S.)
 How much do you love me?

Varek turns. Standing behind him, amidst the carnage and debris
is SONJA -- she's mesmerizing. Black hair, bronze skin, pink
lips -- all vixen. In her hands she holds what appears to be a
MAP. Varek's curiosity is peaked.

 VAREK
 What is that?

Sonja flips the map over for all to see.

 SONJA
 Keys to the whole fucking castle.

Zo and Grenier approach -- eyes burning. They've obviously hit
some sort of jackpot. Sonja traces along the map with her finger
to their current location:

(CONTINUED)

15 CONTINUED:

SONJA (CONT'D)

We're here, it's marked -- these other points are the other safe houses. Have to be.

ZO

Ashes, ashes -- they all fall down.

Grenier cackles. Varek stares at the map, intense:

VAREK

They've been busy.

*

SONJA

This is our wildest dream come true,
Varek. We have them. And I found it.
Now how much do you love me?

*

*

Varek stares at Sonja. The first trace of an expression congeals on his face in the form of a half-smile.

VAREK

Everything else burns.

Zo and Grenier spring into action. Varek turns, spotting the sweater again. He picks it up. Sonja seductively grazes his neck with her nail.

SONJA

I'm ready to celebrate.

Varek drops the BUSTED VHS TAPE as Sonja pulls him past Justine's corpse and up the stairs to civilization.

16 EXT. CABIN/BUNKER -- EVENING

16

The cabin's ABLAZE now. Zo and Grenier walk away from the burning cabin, backlit by the glow of raging firelight. An ominous tableau.

But strangely, something seems wrong with them. Zo stops in his tracks. He looks down at his hands, they're badly shaking. He turns to Grenier, who's also shaking, sweating profusely.

ZO

How -- is this happening now?

We don't know what that means. But they trade looks of confusion. While, above them:

GRENIER'S BLACK HAWK

Flies through the trees, its eyes reflecting the flames below.

(CONTINUED)

We hold on the hawk for a long beat as a THREE QUARTER CRESCENT MOON ascends and frames the bird. We continue to stay with the hawk, now circumscribed by the MOON, when something very strange begins unfolding in the night sky:

The MOON behind the hawk begins to turn a brilliant CRIMSON, starting with its lower crest and ascending, as if God himself were filling it with blood.

Stillpoint.

*

The hawk sees this staggering occurrence first. It tilts its head back and lets out a piercing CRY. Grenier looks up, responding to the call of his companion. He sees what's happening to the MOON and his face immediately congeals with shock. He opens his mouth, betrayed by his inability to speak. The hawk continues to "howl", when:

SONJA (O.S.)
TURN AROUND!

Sonja, twenty meters away and half naked, is sprinting straight for the two men, her body showing similar symptoms. She's pointing skyward, in a state of frenzied disbelief.

Zo reacts, turning to the northern sky behind them. He finally sees it as well: the three quarter MOON is now completely BLOOD RED, towering and crackling fantastic -- and casting a haunting crimson glow over the entire landscape.

They all react with sheer horror -- their expressions speaking volumes about this event's significance:

SONJA (CONT'D)
(visibly scared)
The prophecy is true!

ZO
(desperate)
Where the fuck is Varek?

PAN UP and over the trees. We skirr through the night sky spotting a single figure in a clearing down below. It is a naked VAREK. Alone, looking skyward, his eyes closed shut. When: WHOOM! His lids flip open REVEALING:

HIS EYES -- eyes that are somehow the same color as the moon, red electric. And these eyes are staring up, revealing pure fear. Varek opens his mouth, letting out a CRY from the depths of his soul, swallowing the lens and sending us into BLACKNESS.

17 INT. NANA'S HOUSE -- TIMOTHY'S BEDROOM -- NIGHT 17

Young Timothy's EYES BLOW OPEN -- waking up in an animal burst. He reaches for his inhaler and sucks hard as the door slowly opens and Rachel's face peeks through. She's excited.

RACHEL
Hey! You sleeping yet?

Rachel flops onto the bed, stroking her son's hair.

RACHEL (CONT'D)
Wanna see something really cool?

Timothy sits up as Rachel raises the blinds and the window. The room is immediately enveloped by scarlet moon glow. As they gaze out the window at the phenomenon, amazed:

RACHEL (CONT'D)
Is that freaky or what?

TIMOTHY
Whoa. That's awesome -- what is it?

Will appears, a silhouette in the doorway, poker-faced.

RACHEL
Great question. Will, would you like to weigh in here?

WILL
Hell if I know. Eclipse? C'mon -- let the kid get some shut eye.

Rachel looks at Will. That seemed a bit harsh. Timothy continues to stare out the window, the ungodly red moon glow reflecting eerily in his eyes. Rachel kisses her son.

SLOW DISSOLVE TO:

18 INT. NANA'S HOUSE -- TIMOTHY'S BEDROOM -- NEXT MORNING 18 *

The red moon has descended. Morning light spills through Timothy's curtains. He opens his eyes and sees through the window:

NANA, 60, lean and in better shape than most women half her age, talking to Will. They speak in hushed tones and look very SERIOUS. Will takes one last look back towards the house and heads for his truck.

19 EXT. NANA'S HOUSE -- FRONT PORCH -- SAME

19 *

Nana turns to go back inside and opens the door to REVEAL Timothy -- all smiles. He joins her on the porch, throwing his arms around her. Nana gushes, squeezing her grandson.

NANA

Oh, my sweet, sweet boy. You trying to send your Nana to an early grave?

TIMOTHY

No biggie. I feel like a million bucks. Where'd Will go?

NANA

We've all got to make a living kiddo. You'll see him at dinner.

At this precise moment, a U.S. Mail Truck pulls up to the curb. Timothy's eyes light up like firecrackers.

TIMOTHY

DOAK!

Timothy hustles down off the porch as DOAK SOLOMON hops out of his truck. Doak is a giant teddy bear of a man -- the only thing bigger than his chest is his smile. He greets his little pal with a fist bump -- this is clearly their routine.

DOAK

Hey Dre!

TIMOTHY

What up, Dogg?

DOAK

You gotta give em' what they want!

TIMOTHY

What's that, G?

Doak reaches into his mail satchel --

DOAK

Today it looks like -- a new DVD.

TIMOTHY

Yes! It finally came! Alien -- collector's edition with the director's cut...

Timothy grabs the package as Rachel, half asleep and trying to pull herself together, exits the house and joins the fun.

(CONTINUED)

RACHEL
Jesus, what are we farmers?

TIMOTHY
Mornin' Mom! Don't forget your name
tag!

Rachel looks down at her blouse, frowns and heads back inside.
Timothy follows suit, ripping into his new DVD.

TIMOTHY (CONT'D)
Later Doak!

DOAK
Be cool, fool!

This leaves Nana and Doak on the porch -- a moment of quiet.
Doak's giant smile fades.

DOAK (CONT'D)
He's an all star. Fight through
anything. Just wish we knew what was --

Nana raises her finger to her lips, shushing Doak as footsteps
echo once again from within the house. Doak quickly heads back
to his truck and returns to his route. From within the house:

RACHEL (O.S.)
Not until your finished with your
lessons -- I'm serious Timothy! Love
you!

And Rachel once again exits the home, this time wearing her Smal- *
Mart name tag. She's the manager. Nana holds Rachel's purse as
she throws her hair into a pony tail and applies her lip gloss.

RACHEL (CONT'D)
No blood and guts until he's finished
with today's work -- especially the
algebra.

NANA
Geometry.

RACHEL
Right. Geometry. You know what I mean.
How about that moon last night? Wild,
huh? Anything about it on the news this
morning?

NANA
The "experts" are clueless.

(CONTINUED)

19 CONTINUED: (2)

19

RACHEL

Really? How is that possible?

NANA

Maybe it's not for them to know.

Rachel's finally ready for work. She checks her watch.

RACHEL

Of course I'm late -- call me at the store if there's a scientific breakthrough.

And she gets in her car, the window down.

NANA

Dinner at six sharp.

RACHEL

I'll do my best.

Rachel pulls out. Gone. Nana's eyes follow the car as it disappears around the bend. And then she shifts her attention to the FORD SEDAN parked down at the OTHER END OF THE STREET.

SAME MAN BEHIND THE WHEEL. SAME EYES. Nana nods subtly and goes back inside.

20 EXT. ANOTHER SMALL TOWN -- MORNING

20

Overcast and grey. We find ZO and GRENIER (hawk on arm) crouching atop the ROOF OF A FAIRLY DILAPIDATED OFFICE BUILDING in a TOWN WE HAVEN'T SEEN BEFORE. Zo peers through binoculars. A newfound urgency looms.

ZO

Well, well, well...

And we see what he sees -- A TALL, BEARDED MAN WEARING OVERALLS, making his way down the main strip of this town. He's the only sign of life at this hour. Town's still asleep. He moves to a CREDIT UNION in the middle of this street and removes KEYS.

ZO (O.S.) (CONT'D)

Time to let the dogs out, Farmer Ted?

GO TO:

21 EXT. MAIN STREET, HUGUENOT TOWNSHIP -- MORNING

21 *

We're back in Huguenot. Rachel's town. MAIN STREET. A barber shop, a gas station, a grocery, a diner. And of course the Small-Mart on the corner.

(CONTINUED)

21 CONTINUED:

Norman Rockwell would be proud that Huguenot still exists.
Rachel's PICK-UP pulls onto the drag. She spots MANNY THE
BUTCHER, heading to work:

RACHEL
Hey Manny!

Manny waves. She drives on, seeing ADAM KILMER, 25, the tasseled
but handsome Smal-Mart stock boy He's with his mild-mannered
father, SHERIFF JOHN KILMER (49). They're engaged in a serious
conversation as Rachel slows to a stop next to them:

RACHEL (CONT'D)
(jokingly)
Something I should know about, boys?

John and Adam are almost startled. They turn to Rachel,
seriousness quickly replaced with big smiles.

SHERIFF KILMER
Just lecturing my son here on the
importance of punctuality.
(serious beat, re: Tim)
So how's my little deputy feeling?

Beat. Weird.

RACHEL
He's fine.

SHERIFF KILMER
(relieved)
Anything you need.

Rachel smiles, 'thanks', then turns to Adam:

RACHEL
The good news is that I'm just as late
as you are, kiddo.

ADAM
Rachel, I'm not gonna lie -- it's been
a tough morning. Look at me, I'm on
foot.

RACHEL
Get in. See ya' Sheriff.

Sheriff Kilmer tips his hat as Adam jumps in the passenger seat.
Father and Son share a final look as Rachel drives on.

ADAM
I'm sorry. I'm a mess. I wake up with a
charley horse in my left calf. Just a
real burner, y'know?
(MORE)

(CONTINUED)

21 CONTINUED: (2)

21

ADAM (CONT'D)

I limp into the bathroom and the toilet's *already* overflowing. And then... then the Vespa just threw in the towel. It's bad enough that a grown man rides a Vespa to work as it is, Rachel --

RACHEL

Breathe Adam. You've got inventory. Count like the wind and we'll make dinner. Nana's preparing some sort of multi-course feast.

ADAM

We'll make dinner. You have my word.

Rachel smiles as the Smal-Mart comes into view. Rachel turns the pick-up, passing 'YE OLD COFFEE SHOP'.

RACHEL

Wave to Courtney.

COURTNEY, the feathery red-headed town Java connoisseur, sits on the porch of the shop sipping a delicate Jamaican brew. As Rachel and Adam wave, Courtney gestures for Rachel to roll down the window. Rachel obliges. Courtney inquires:

COURTNEY

How's Tim? All better?!

What the hell? She answers:

RACHEL

He's fine! Thanks!

Courtney smiles a big smile. Rachel rolls up the window. Continues driving. She looks at Adam curiously - with a hint of irritation -

RACHEL (CONT'D)

Tim had an attack last night. Last night! Can't even sneeze in this town without everyone knowing our business. Isn't that weird? I mean, that's not normal. It's not.

Adam proceeds with caution.

ADAM

Everybody just loves the little guy, you know. He's a great kid.

(CONTINUED)

21 CONTINUED: (3)

21

RACHEL

I know, Adam. I know and I appreciate that. It's just -- a little privacy would be nice sometimes, that's all.

Rachel shakes her head, clearly upset. They finally reach the Smal-Mart and Rachel turns into the parking lot, we HOLD for a beat on Main Street -- a picture perfect tableau of small town life.

Maybe something a bit too perfect about it all.

22 INT. THE OTHER TOWN, CREDIT UNION BANK -- DAY

22

Zo leads Sonya and Varek through the Credit Union. They pass the TALL BEARDED MAN who's lying dead on the floor now -- Varek looks at Zo, waiting for an explanation. *

ZO

He was no canary.

They step into the OPEN VAULT, where Grenier waits anxiously, machete in hand. With the trace of an evil grin, he presents:

There -- in the back of the vault -- what they're looking for. It's not money, though they'll be taking some of that.

Four MEN and two WOMEN, each tightly confined in an INDIVIDUAL COCOONS -- just like the ones that lined the wall of the CABIN CELLAR earlier. All strapped to the wall and EACH WITH THEIR MOUTH BRUTALLY TAPED SHUT WITH HEAVY-DUTY PACKING TAPE -- COMPLIMENTS OF GRENIER.

These people are completely vulnerable. The fear in their eyes is even more unsettling than their physical restrictions.

PERSONAL BELONGINGS fill cubbies at each person's feet.

Varek walks down the line, sizing up each of the six. He's careful to make eye contact as he passes -- his immediate intentions masked by what seems to be bordering on PITY for these people. He peers down at the PERSONAL BELONGINGS of each -- spotting an UNMARKED VHS TAPE amidst one pile -- notes it. He stops in front of the MAN and WOMAN on the end. Amongst the PERSONAL BELONGINGS at their feet appear to be matching GOLD BANDS.

Varek DRAWS HIS BLADE and approaches the WOMAN (WIFE) while Grenier knows to take his place in front of the MAN (HUSBAND). Zo and Sonja look on with bristling intensity.

THE MUTED AND FUTILE CRIES OF THE OTHERS ON THE WALL CAN BE HEARD O.S.

(CONTINUED)

Varek holds his blade in front of the Wife's face. Her eyes water as the HUSBAND shakes helplessly next to her. Then, with the utmost care and precision, Varek uses the knife to cut through the thick TAPE on the Wife's mouth and gently peels back the section covering her lips.

The Wife instantly exhales and begins to cough -- scared to death. She looks at the machete Grenier holds in front of her husband and instinctively appeals to Varek and Grenier -- her voice trembling with emotion.

WIFE

Please. Please don't hurt him. PLEASE.

Varek puts his finger over her lips. Nose to nose, he begins whispering, his words oddly genuine:

VAREK

That's not what I want. You don't have to be afraid. We're the same. What's your name?

Varek removes his finger from her lips. She says nothing.

VAREK (CONT'D)

You've been led astray. You're denying who you are -- what you are. I can show you how to *live*.

The Wife shakes her head -- a show of courage. Varek turns her head towards Grenier, his MACHETE. The Wife gasps.

VAREK (CONT'D)

I DO NOT want to do this. But you're giving me no choice.

Wife looks to her husband -- his eyes glued to her.

WIFE

You're too late.

VAREK

Shhhh. It's not too late. My companions and I are here to obtain one important piece of information -- and I think you know what that is. If you cooperate with us, then you will be spared along with your husband, whom I presume stands imprisoned to your right. If you choose otherwise, I'm afraid I can't make the same guarantee.

She is practically choking on her own tears. Varek grows more intense.

(CONTINUED)

VAREK (CONT'D)

Instead, you will be last and I will
hold his head in front of you --
allowing you one last look at the life
that you elected to end. Do you
understand? Are we clear?

The Wife slowly nods, conceding. Varek continues:

VAREK (CONT'D)

Good. Now. Where is the child?

Beat. She shudders. As do the OTHERS cocooned around her -- a
cacophony of muffled PLEAS rise. Then:

WIFE

We don't know. We never have. It was
the only way to be sure. Do you think
we hadn't thought of something like
this -- of someone like you?

ZO

She's fucking lying!

SONJA

They have to know -- it's all they live
for!

Varek eyes the woman carefully, then hand signals to Grenier,
who quickly puts his hand on the Husband's throat -- to steady
himself. The Wife pleads through her tears.

VAREK

You can save him.

WIFE

Please, God.

VAREK

You don't need God -- you can save him
yourself. Where is the child?

A beat. Wife looks into her husband's eyes -- full of love and
understanding. They say everything she needs to hear.

WIFE

I love you.

And just as the blade reaches his stomach, we quickly REVERSE
BACK TO VAREK and the WIFE -- she weeps as any of us would.

VAREK

You think you're a martyr? You might as
well be holding the blade.

(CONTINUED)

Varek grabs her CHIN -- forcing her to watch the show. She tries to close her eyes to no avail.

And we see the sallow expression of the Wife, forced to watch. What we hear are the muffled sounds of unimaginable suffering. And not just from the WIFE -- but from all those on the WALL around her. All watching in excruciating, muted, helpless despair, eyes dancing with mindless fear, as one of their own is tortured right in front of them.

Finally, there is quiet. Varek releases his grip on the Wife's chin. She is destroyed.

Varek looks over at the Husband -- his limp and lifeless body hanging from the wall. Varek looks back at the Wife. He carefully studies her. She looks up at him -- pure venom.

WIFE

You make us martyrs. So get on with it.

A beat. Varek's face falls -- she is telling the truth. He puts the tape back over the Wife's mouth and nods to Grenier and Zo. *Get on with it.*

A unsettling din of muffled terror rises O.S. as Varek exits the vault -- his troubled mind racing. Within moments, Sonja is in his face.

SONJA

Is that it? You believe her? It's not possible -- it doesn't make any sense!

VAREK

It makes perfect sense. They can't tell us what they don't know -- no matter what we do to them -- it's foolproof.

Varek chuckles. Sonja's pacing, nervous, scared:

SONJA

They're dying for some kid they've never even seen!

VAREK

They have faith -- that's all they need.

And Sonja suddenly explodes in frustration -- she begins violently slapping at Varek. He grabs her hands, bringing her in close. He sees her pain.

SONJA

Fucking think of something! This child is OUT THERE and he's going to end us!

(MORE)

(CONTINUED)

22 CONTINUED: (4)

22

SONJA (CONT'D)

You don't know how it feels! How empty
real life feels! I'd rather die than go
 back to that -- you saved me Varek.
 Why? So you could watch me die? Why
 don't you do us both a favor and kill
 me now? Right here! Get it over with!

VAREK

Don't. We have to stay sharp. We'll
 find the child -- there is no
 alternative. We'll find him, Sonja.

SONJA

How! Tell me fucking how! Varek!

Varek lets her vent, his mind racing. An idea suddenly takes.
 Varek grabs Sonja, snapping her back into reality:

VAREK

The videotape.

Varek storms back into the vault, goes right to one pile of
 personal belongings -- something clearly on his mind. And there
 beneath one of the six on the wall (now all dead) he finds the
 VIDEOTAPE he spotted earlier. Just like the VIDEOTAPE he saw in
 the previous bunker -- but this one's intact. Varek grabs it.
 His eyes are fireflies.

23 INT. CREDIT UNION -- MINUTES LATER

23

Varek and crew are gathered behind the security desk. In front
 of them is a MONITOR. THAT TAPE PLAYING. On SCREEN -- another
 HOME MOVIE. This time, a YOUNG BOY sits on the floor indoors,
 circumscribed by an ELECTRIC TRAIN SET. Again, the boy's back is
 to us -- we CAN'T see his face -- but it's clearly the same
 child we saw on the earlier video.

SONJA

It's him. It has to be.

ZO

We can't see his fucking face!

VAREK

(almost admiring)
 So that's how they did it. Boosted
 morale without risking a thing.

ZO

We're wasting our time here!

Varek stays focused on the video, knowing it will be no
 different at the next safe house. Zo rises and moves to turn off
 the video.

(CONTINUED)

BUT THAT'S WHEN VAREK SEES SOMETHING ON THE SCREEN. He yells:

VAREK
STOP! -- Rewind.

Sonja rewinds the tape. Everyone's watching Varek now.

VAREK (CONT'D)
There. Pause it.

Sonja does so. Stopping the tape. Pausing it. The still IMAGE on the SCREEN is blurry -- the boy, still facing away from us. SOMETHING visible on the wall in front of him now.

VAREK (CONT'D)
Advance it. Frame by frame.

Sonja does so. FRAME by FRAME. Each advanced frame's clarity differing slightly, until slowly, the SOMETHING on the WALL behind the BOY manifests itself. It's a MIRROR.

VAREK (CONT'D)
There. Watch the mirror.

Sonja lets it play. They're all staring on, riveted, when they see something REFLECTED in the MIRROR. SOMEONE BEHIND THE CAMERAMAN. Something WRITTEN on the back of his or her JACKET:

VAREK (CONT'D)
There. Stop it there!

Sonja hits pause, freezing the SCREEN. Right on the man in the JACKET. Words on the coat are backwards, out of focus. Varek seizes the CONTROLS. He's pressing buttons. Finally, he pauses the PICTURE. There, in the mirror, the words on the MAN'S JACKET are finally clear but backwards:

STHGINK TONEUGUH

HUGUENOT KNIGHTS

VAREK (CONT'D)
Huguenot.

Amazed, they all look back at the screen -- at the BOY, facing away from us, encircled by the TRAIN SET. This PERSON behind the CAMERAMAN caught in the mirror. Hold on that image:

DISSOLVE TO:

A TRAIN SET -- not on video -- real life. This set looks exactly like the train set we just saw on the video. There's also a MIRROR on the wall behind the train set.

(CONTINUED)

23 CONTINUED: (2)

23

The similar tableau is completed by the BOY sitting in front of the mirror -- his back to us again.

But unlike the video, when the boy begins to turn, we DO see his face. It's TIMOTHY and we realize we're inside:

24 INT. NANA'S HOUSE -- TIMOTHY'S ROOM -- LATE DAY

24 *

Timothy sits on the floor in front of a large GIFT-WRAPPED BOX. Timothy gives the box a rattle, all business.

VOICE (O.S.)

Where did you find it?

PAN OVER to Timothy's bed REVEALING KATHERINE (23), Timothy's cousin and surrogate big sister. She sits shaking her head. Timothy puts his finger to his mouth, shushing her.

TIMOTHY

Under Nana's bed.

Katherine begrudgingly lowers her voice.

KATHERINE

You can't wait 'til your birthday? It's only four more days.

TIMOTHY

Look, *Cuz*, you're either in or you're out. I have a knack for stealth and Nana should have known better. Now, what's it gonna be?

Tim reaches into his pocket, REVEALING an old buck-style POCKET KNIFE. He opens the blade. Katherine raises her hands, relenting.

KATHERINE

I'm in. I'm in.

Timothy nods and swiftly cuts through each side of the top of the box with quiet precision.

KATHERINE (CONT'D)

And when did we start wielding blades?

TIMOTHY

Mom gave it to me a few days ago. She was saving it for my birthday but I caught her hiding it in her jewelry box so I got it early.

Katherine shakes her head. He does have a knack for stealth.

(CONTINUED)

KATHERINE

It looks so -- used.

Timothy pauses and looks up from his work. Suddenly serious:

TIMOTHY

It was my dad's.

And that hangs there. With weight. Timothy offers the knife to his cousin. Katherine runs her finger along the blade.

TIMOTHY (CONT'D)

Mom says he carried it with him everywhere. For luck. I guess he forgot it the day he...

His words wither. Katherine looks on with sympathy. Timothy looks wistfully to the floor, a moment of weakness. Then:

TIMOTHY (CONT'D)

He was cool, huh?

Katherine smiles warmly and hands the blade back to Tim.

KATHERINE

The coolest.

Tim returns the knife to his pocket.

TIMOTHY

Like father like son.

He says it like a mantra. Katherine nods approvingly when there's a KNOCK on the door breaking the moment. ADAM KILMER enters, still clad in his Smal-Mart uniform. He looks tired.

ADAM

I just counted 362 brassieres in record time. And now I need some sugar.

Adam swoops in and plants a nice kiss on Katherine. These two are clearly an item. -- Timothy finally removes the top of the box only to reveal that inside is another wrapped box. Adam turns to Tim and the gift.

ADAM (CONT'D)

Dude, you didn't. The early open-up?

Tim shushes him and closes the door, returning to the gift, shaking it and eyeing it curiously.

ADAM (CONT'D)

Speaking of which, what are we supposed to get you this year?

(MORE)

(CONTINUED)

24 CONTINUED: (2)

ADAM (CONT'D)

After all, it's the big one-three --
whoa, did you guys hear that? Uh-oh.
Man, that is *intense*.

KATHERINE

What, babe? I don't --

Adam makes silly locomotive noises.

ADAM

Yup. That's the sound of the puberty
train. It's comin' for you, bud. First
stop -- body hair.

Kat smacks Adam. Tim smiles, now using his knife to open the
second box, stops and faces off with both of them -- dead
serious.

TIMOTHY

I want you two to take me somewhere.
ANYWHERE. Convince my mom that I won't
die if I leave town limits.

KATHERINE

Your mom's just looking out for you.
But I think we might just be able to
persuade her. -- Now are you going to
open that thing or what?

Tim grins and proceeds to remove the top of the second box. He
reaches in through a plethora of packing peanuts and pulls out a
piece of paper that reads: "NICE TRY, LOVE NANA."

TIMOTHY

That's not cool at all.

Katherine and Adam break up laughing as Tim kicks the box across
the floor.

ADAM

C'mon, it's feedin' time.

Timothy sucker punches Adam in the gut and darts out of the
room. Adam chases after him, with Katherine bringing up the
rear. Timothy tears down the STAIRS and runs right into:

JONAS (43), Katherine's father. Stoic, intense. Timothy looks up
for what seems to be a mile and we see Jonas' FACE. Something
seems familiar. Maybe it's the CRYSTAL BLUE EYES; the eyes that
have been watching Rachel and Timothy all along.

TIMOTHY

Uncle Jonas --

(CONTINUED)

JONAS

Heard you had a bit of a scare
yesterday. How do you feel?

TIMOTHY

Like a man. Check it out.

Timothy flexes his biceps. Jonas smiles.

KATHERINE

(to Jonas)

Wow, Dad. Is that a smile?

Katherine pats her father on the shoulder as they all enter the DINING ROOM. The table is set. Rachel and WILL are seated. Timothy plops down between them. Katherine and Adam sit together. Jonas pauses. Rachel slaps the seat next to her:

RACHEL

Sit your ass down, Jonas.

Jonas uncharacteristically smiles AGAIN and takes his seat. Nana enters with stuffed Cornish game hens.

JONAS

Wow, Ma, you really went all out.

Everybody's jubilant and ready to dig in. It's a portrait of a big happy family.

DISSOLVE TO:

25 EXT. THE OPEN ROAD -- LATE DAY

25

The other family is churning at high speed down a desolate highway -- each perched on their own MOTORCYCLE. Varek and Sonja lead, Zo and Grenier close behind -- IT'S ON.

26 EXT. DESOLATE HIGHWAY -- SAME

26

PAN UP to see that the HAWK keeps pace high above.

27 EXT. NANA'S HOUSE, FRONT PORCH -- AFTER DINNER -- DUSK

27

*

Rachel and Jonas sit together on a swing, but not too close. They seem at peace, completely oblivious to who/what is out there. Rachel lights a CIGARETTE. Silence broken by:

JONAS

Those things'll kill ya.

Rachel takes a hard drag.

(CONTINUED)

RACHEL
I'm not a quitter, Jonas.

Jonas smiles.

JONAS
Tim looks well.

RACHEL
Yeah. He gets sick and he gets better.
That's his whole life. Loads of fun.

JONAS
It's amazing how strong they are.
Children.

RACHEL
He comforts me, Jonas...

Beat. Rachel looks at Jonas. Something on her mind. Then:

RACHEL (CONT'D)
Listen, there's something I have to get
off my chest. Haven't told anyone yet -
not your mother, not even Tim. And I
preface this by saying that I've
already made up my mind so please don't
try and talk me out of it.

She takes a deep breath, readying herself for this. Jonas sits
up, taking a cue from Rachel's serious tone. Rachel fights some
emotion as she says:

RACHEL (CONT'D)
It's time for me and Tim to leave,
Jonas.

That hangs there. Jonas' face falls, shocked, he can't hide it.
Rachel sees his expression, presses on:

RACHEL (CONT'D)
We have to. I have to. We have to
venture out on our own. I have to learn
to be a mother, a good mother, and
figure out what I want to do with the
rest of my life. You guys have raised
Tim - I haven't - I'm so Goddamn
dependent on everyone here. I need to
be able to stand on my own two feet. I
don't think I'll ever do that if I have
this family to rely on.

(beat)
He's been dead over 13 years now,
Jonas. What progress have I made?

(MORE)

(CONTINUED)

27 CONTINUED: (2)

27

RACHEL (CONT'D)

13 years and I still haven't gotten over him. His ghost is all around me -- every time I look at you, Nana, Katherine, I still see him. I have to get away - I need a clean slate.

She lowers her head. Jonas absorbs all that. Face suffused with shock, emotion. He takes a beat, then:

JONAS

You see Caleb when you look at me, but not when you look at Tim? C'mon Rachel, don't fool yourself. My brother's "ghost" is going to be with you wherever you go. You have to be strong despite that -- he would want you to. Now here's where I ignore your preface; you can find that strength right here, Rachel -- because it's already inside you -- it's not out there. Don't run from the memory of him. You can use it as a source of inspiration. I know I have --

(beat)

I guess what I'm saying is - I'd really like you to stay.

Beat. It takes every last ounce of strength for Rachel to say:

RACHEL

I'm sorry Jonas. I've made my decision.

Rachel and Jonas hold a long look when we see that strange MOON beginning its ascent again -- normal in its cycle (getting closer to full) but again a BRILLIANT CRIMSON. Jonas and Rachel sit in pained, awkward silence when, suddenly, out of nowhere:

A BURST OF MOVEMENT BEHIND THEM AND:

UNKNOWN VOICE (O.S.)

AHHHHHHH!

A mind-numbing SCREAM! Jonas and Rachel both JUMP, startled, as:

TIMOTHY appears out of nowhere, scaring the daylights out of both of them. Has he been there the whole time? Tim giggles mischievously, devouring a frosted cookie, and flops down right between them. *

TIMOTHY

Gotcha.

Jonas and Rachel both smile despite themselves.

(CONTINUED)

27 CONTINUED: (3)

RACHEL
You're grounded until further notice.

TIMOTHY
(re: the red moon)
Check it out! That is so wicked! What
do you think it means, Uncle Jonas? Is
the world gonna end -- are we done?

Jonas and Rachel hold a lingering look for one more second --
their conversation over. Then, Jonas smirks at his nephew.

JONAS
I certainly hope not.

Jonas and Rachel share one more look before joining Timothy,
staring up at that blood moon making a slow entrance.

SLOW DISSOLVE TO:

28 THE SUN 28 *

Hanging like an omen in the darkening sky. PAN off the sun just
as it begins its slow descent, and we land on:

29 EXT. MAIN STREET, HUGUENOT TOWNSHIP -- NEAR DUSK 29

Fading sunlight cascades over the picturesque town, where we
find our cast of townsfolk going about their daily business.

VARIOUS SHOTS

-- DOAK, the MAILMAN, delivers the last of the mail.

-- MANNY, the BUTCHER, begins prepping the shop for closing.

-- SHERIFF JOHN KILMER walks his usual patrol.

-- ADAM KILMER packs shelves in the Smal-Mart.

-- Rachel, the frazzled Smal-Mart MANAGER, works on some
annoying problem at one of the registers. *

-- COURTNEY, the JAVA CONNOISSEUR, sits on the porch of YE OLD
COFFEE SHOP sipping a Ecuadorian brew with a nice medium kick.

All is quiet in HUGUENOT. The work day winding down. Nothing out
of the ordinary in this small town.

CUT TO:

30 EXT. HIGHWAY -- LATE DAY

30

Desolate, endless empty highway. An upwelling ripple of SOUND invades - suddenly WHOOSH! 4 MOTORCYCLES WHIP BY US -- driven by:

VAREK, SONJA, GRENIER, AND ZO

Hammers pinned, kicking 80, approaching a TOWN in the DISTANCE - a TOWN we recognize a HUGUENOT -- *they're here.*

As this formidable rogues gallery of bad-asses ZOOMS passed us - CLICK! Zo SNAPS out in a definitive flash as he COCKS his sawed off SHOTGUN as he drives, readying himself for war -

CUT TO:

31 EXT. HUGUENOT STREET -- NEAR DUSK -- SAME

31

TIM and NANA walk along a SIDE STREET that runs right into MAIN STREET. Nana's holding several BAGS and we notice that she's walking with purpose, rushing along as Tim tries to keep up, when something catches his attention:

A large BIRD flying very fast above MAIN STREET. Timothy stops, watches it as it quickly swoops out of view -- SENSING SOMETHING PERHAPS?

Nana turns back, seeing Tim is no longer right behind her --

NANA

(oddly serious)

Hey!? C'mon boy! Time is money. Sooner I drop you off, sooner I can get back to Girdie's and take care of business.

Timothy rushes back to her side --

TIMOTHY

You played last night. You never play two nights in a row.

NANA

You don't break a bridge streak until it runs cold. I'm on fire. Now, c'mon -

Nana continues on at a quick pace. Tim follows. We hold on Nana, her face beading with sweat, her eyes filled with anxiety.

CUT TO:

32 EXT. HUGENOT COFFEE SHOP, END OF MAIN STREET -- SAME 32

COURTNEY sits on the PORCH of 'YE OLD COFFEE SHOP' sipping a crisper, Bolivian afternoon brew. He seems absolutely content until that familiar RUMBLE invades and HIS BREW - which is perched in the edge of his chair -- starts to tremble -- nearly falling off the armrest. He quickly grabs it, saving it as:

WHOOSH! WHOOSH! WHOOSH! WHOOSH! THOSE 4 MOTORCYCLES turn onto the north end of Main Street of Huguenot.

Startled, Courtney stands - disturbed by the invasive machines. He walks to the edge of the Porch -- staring out disgusted as they approach -- disturbed by their presence. And strangely, the FOUR MOTORCYCLES driven by you know who -- slow down in front of YE OLD COFFEE SHOP --

Courtney eyes Varek, Sonja, Grenier and Zo -- obviously out of place in the quiet of this small town. Courtney opens his mouth to speak, but before he even gets out a WORD: *

ZO pulls out a 357 MAGNUM and shoots the man square in the CHEST. Varek gives Zo a look that says "what in the hell did you do that for?" *

ZO

Fuck these people. It's killing time.

ZO doesn't even blink as he re-holsters his GUN -- TURNING DOWN A SIDE STREET, off Main, followed BY GRENIER - while Varek, and Sonja continue going straight down Main Street: *

CUT TO:

33 EXT. HUGUENOT MAIN STREET -- LATE DAY/DUSK 33

Nana and Tim are still walking briskly, both alerted by the loud shotgun blast.

TIMOTHY

That sounded like a gunshot... didn't it?

But Nana doesn't respond. She's now even more alerted by:

GRENIER'S HAWK -- Circling above them. She stares up at the Hawk as they walk onward, until she too begins to HEAR THAT FAMILIAR RUMBLING SOUND of MOTORCYCLES.

(CONTINUED)

Nana looks ahead and there, in the middle of this Main Street of Huguenot, she sees something -- an ominous impending IMAGE -- something, SOMEONE, SOMETHING approaching, driving fast -- coming right at Nana and Tim -- SOMEONE DRIVING MOTORCYCLES -- rumbling, churning high speed, kicking up dust as they cut a swath down Main Street.

This gives Nana pause and she suddenly slows down her fast pace.

TIM

You're saying you have no opinion
whatsoever about that sound?

But Nana's not listening to Tim, she's staring as those Motorcycles draw close. And as they finally come into VIEW she sees that the DRIVER'S OF THOSE TWO BIKES:

VAREK AND SONJA

Are WIELDING WEAPONS - out and ready to FIRE -- targeting:

TIM

Nana reacts -- she steps in front of Tim just as:

SLO-MO -- VAREK - ON HIS BIKE - LOCKS EYES WITH NANA

It's intense -- mysterious.

SLO-MO -- NANA SCREAMS "NO!" as:

NEXT TO VAREK, SONJA TRAINS HER WEAPON ON TIMOTHY.

END SLO-MO as:

Nana pushes her grandson to the ground and proceeds to do something very unexpected -- *SHE REACHES INSIDE HER BAG AND WITHDRAWS A BIG OLE' .44 MAGNUM.*

It's one bad-ass weapon. She cross-draws it with keen expertise and aims right at Sonja just as she targets Timothy.

Sonja gets the first shot off. BAM! Grazing Nana's shoulder. She spins but comes up firing -- BAM! BAM! BAM!

She unleashes a barrage and VAREK AND SONJA skid on their MOTORCYCLES -- leaping off and taking position behind a NEARBY CAR - just as:

Nana grabs Timothy and seeks shelter behind Doak's MAIL TRUCK. Nana fires off a salvo at SONJA and VAREK, holding them off, seemingly safe for a beat until VROOOM!

(CONTINUED)

ZO and GRENIER emerge from a SIDE STREET on their MOTORCYCLES coming up behind TIM AND NANA -- they seemed pinned between both sides, in serious jeopardy, when:

THE DOOR OF THE NEARBY BARBER SHOP

Swings open! DOAK THE MAILMAN emerges in a burst! He drops his mail bag and reveals a RIFLE from his shoulder pack. What the hell is going on here? At the same time:

MANNY THE BUTCHER AND SHERIFF JOHN KILMER

Emerge from the butcher shop. They're both incongruously wielding SHOTGUNS in the ready positions. They spot Tim and Nana pinned behind the Van. Their faces fall. Without hesitation, they unleash a fire barrage at GRENIER and ZO. Grenier seeks REFUGE across the STREET BEHIND a CAR -- while Zo DRIVES on -- disappearing down another ALLEY -- shooting at DOAK as he drives off like a wraith. SAME:

TIM peaks out from behind the mail truck. He eyes NANA, DOAK, MANNY, AND SHERIFF KILMER -- these once harmless townsfolk all wielding weapons.

Timothy is less shocked by the gunfight than he is by seeing his mild-mannered neighbors expertly handling weapons. But there's no time to reflect when:

POP! POP! POP! The Mail truck behind which he and Nana have taken refuge is peppered with more bullets. They're under heavy, relentless fire.

Nana responds by handing Tim her picnic bag:

NANA

I'll explain later. Right now -- learn to load a weapon.

He looks inside her PICNIC BAG -- seeing a second gun and a plethora of SILVER HOLLOW TIPPED BULLETS. He shakes his head, baffled, as the fire fight intensifies.

34 INT. SMAL-MART -- SAME

34 *

A rush of MOVEMENT as Rachel runs full out across the store -- the sound of the GUNFIRE alerting her.

She reaches the front windows, seeing FLASHES OF GUNFIRE down the road. She spots DOAK, MANNY, and SHERIFF KILMER firing weapons.

RACHEL

What the hell is going on?!

(CONTINUED)

Baffled, she looks behind her and, adding to her confusion, she sees:

ADAM KILMER

Running towards her, he stops momentarily and clears an entire shelf of CANNED BEANS, reaches in and EMERGES WITH A BOLT ACTION RIFLE AND A BOX OF SHELLS.

Rachel stands shocked. He's no longer Katherine's cute boyfriend -- he looks like a veteran soldier ready for combat.

RACHEL (CONT'D)

Adam! What are you doing?

ADAM

Come on, we have to move. Trust me.

Adam starts off -- toward the back of the store. Rachel turns to follow when she spots, through the window, TIM and NANA pinned behind that mail truck. Rachel's heart stops:

RACHEL

Timothy!

She instinctively bolts out the FRONT DOOR, unarmed.

ADAM

Rachel, no! -- Sonofoabitch!

Adam has no choice but to follow her, guns in hand.

35 EXT. MAIN STREET, HUGUENOT TOWNSHIP -- SAME

35 *

Everyone exchanging gunfire when:

ZO -- emerges on his MOTORCYCLE - whipping down a DIFFERENT ALLEY -- firing AT:

MANNY THE BUTCHER - his body riddled with gunfire from ZO. He falls dead. Zo takes off again on his bike -- a moving TARGET -- disappearing down another side street as:

BAM! BAM! Nana continues exchanging shots with VAREK and SONJA -- who are just across the street, this assault intensifying, when adding to the chaos, we see:

THE RED MOON beginning to stalk its way into the sky, its crimson glow slowly bathing this picturesque 'Our Town' that has turned into a battlefield dance of violence. And there's something else we notice as the MOON makes its entrance;

(CONTINUED)

everyone we see, except TIM and RACHEL, is beginning to SWEAT -- Doak, Adam, Sheriff Kilmer, Varek, Zo, Grenier, Sonja - the thick LATHER on their brows thickening in odd coordination with the emergence and blossoming of this otherworldly red moon.

IT'S THE OK CORRAL under the ethereal light of that strange red moonglow - and Rachel has just put herself in the line of fire, running towards her son, drunk on adrenaline, but before another second passes:

BAM! She's on the ground, blanketed by Adam as he joins the melee, returning fire.

BAM! BAM! Sheriff Kilmer and Doak are trying desperately to hold off Grenier, when BAM! BAM! Sheriff Kilmer takes two shots in the chest. He falls, dying.

ADAM

DAD!

Adam explodes, on his feet, shooting maniacally at Grenier before RUNNING TOWARD his FALLEN FATHER. He reaches his dead father, and in a venomous RAGE he continues FIRING AT GRENIER -- allowing Nana and Doak a chance to reload.

Meanwhile, Rachel seeks shelter behind a nearby dumpster - she's alone now and she's mortified, lying on her stomach, not far from Manny's bullet-riddled corpse. She looks up to see:

NANA AND TIM

Timothy's loading a weapon. He hands it to his sweating grandmother:

TIMOTHY

That's the last one!

Nana nods gravely before turning back to Varek and Sonja but:

THEY'RE NOWHERE TO BE FOUND. They've left their position behind the parked car. Suddenly, Nana turns and sees:

VAREK approaching on her right -- they lock eyes again -- but before she can react:

POP! POP -- TWO GUNSHOTS -- just missing her -- on her LEFT NOW. She spins and sees SONJA -- coming from the left side; Sonja and Varek are making a move -- FLANKING Nana and Tim while GRENIER holds off DOAK and:

ADAM

Exchanges a GUNFIRE with the ZO -- who's still riding his CYCLE -- emerging in and out of streets like a ghost.

(CONTINUED)

35 CONTINUED: (2)

NANA AND TIM

Hover together -- Varek and Sonja closing in from the flanks. Nana glances down at her gun fatalistically -- only one more clip. Her hand shaking, her body pouring sweat -- she yells to Tim:

NANA
This is it. I'll cover you - head
straight for Manny's shop. Get in there
and hide and don't come out until I
tell you.

TIM
I'm not leaving you.

NANA
Then we'll both die. Do what I say,
boy.
(then, softening)
I'll be okay.

She gives Tim one last look and then WHAM! Nana stands, gun up, and blazing -- distracting VAREK AND SONJA.

TIM - takes off running for the storefronts as Nana unleashes her final clip! SONJA aims at NANA and BAM! BAM! Nana's HIT -- she falls to the ground. But she gave --

*
*

TIM

A chance to run inside:

36 INT. MANNY'S BUTCHER SHOP -- LATE DAY/DUSK

36 *

As Tim runs in -- hiding quickly behind the counter. The young boy is scared senseless. Alone now as:

37 EXT. HUGUENOT MAIN STREET -- LATE DAY/DUSK

37 *

RACHEL - ALSO ALONE

Staring at Manny's Shop -- she's seen where Tim has gone. SAME:

NANA

Lies on the floor bleeding -- she sees that Tim has made it -- she pulls herself behind the SHELTER of the CAR -- she's bleeding, bleeding badly. SAME TIME:

VAREK AND SONJA

Getting closer to NANA. Both Seeing that Tim is no longer with Nana. Both looking around, searching. SAME:

(CONTINUED)

37 CONTINUED:

37

DOAK

Exchanging shots with GRENIER -- but suddenly the RETURN FIRE stops. Doak looks out from his shelter -- Grenier is GONE. SAME:

ADAM

Shooting at Zo -- who rides off on his motorcycle -- disappearing down another alley. ADAM takes a breath, looks back at RACHEL'S POSITION --

She's no longer there -

38 INT. MANNY'S BUTCHER SHOP -- LATE DAY/DUSK

38 *

As the DOOR opens and RACHEL EMERGES - stepping in -- she ducks low -- beneath the windows, when she HEARS:

TIM (O.S., WHISPER)

Mom -

And she follows that small VOICE -- finding:

TIM -- behind the counter. She moves to him -- Mother and Son embrace, terrified, as we go back to:

39 EXT. MAIN STREET, HUGUENOT TOWNSHIP -- SAME

39 *

All is quiet. The gunfire has stopped. For now. The once peaceful street is now a strange tableau as a low-lying undulating haze of gun-smoke hangs over the town like a ominous cloud reflecting the ever-intensifying hail of CRIMSON MOONGLOW that seeps from the devilish moon above.

DOAK

Crouched low on the PORCH of a store -- he's sweating, almost trembling -- something's clearly up with the big guy. He's looking out for the enemy -- doesn't see anyone -- he starts to quietly move to an ADJOINING STOREFRONT -- searching, stalking.

NANA

Lying behind that car -- bleeding -- she too is sweating, trembling -

ADAM

Eyes reflecting the red light from the moon as he takes inventory of the town -- doesn't see any of his enemies. He glances down at his fallen Dad -- touches his father's hand gently, then moves off -- seeking shelter behind a nearby car -- still searching for the enemy, stalking. Adam is also sweating, shaking -

40 INT. MANNY'S BUTCHER SHOP -- LATE DAY/DUSK

40 *

Rachel and Tim crouched low behind Manny's counter -- Rachel behind her son -- holding him tight. Both looking out the nearby window -- deepening RED MOONLIGHT blazing through the windows, covering Mother and Son in a blood-like blanket of light. *

The sound of silence even scarier than GUNSHOTS -

We can hear Tim and Rachel's HEARTS beating.

We can hear their heavy terrified breaths.

SUDDENLY: WHOOSH! ZO'S WHIPS RIGHT BY MANNY'S on his MOTORCYCLE! Just his silhouette whipping by the window but:

MOTHER AND SON nearly JUMP out of their skin. Rachel holds Tim tighter -- they crouch even lower -- almost lying down but that CRIMSON LIGHT manages to find them -- penetrating every window off Manny's - it seems inescapable -- casting its ominous glow across their faces as they slink lower -- hiding, hiding -

All is quiet again, until: CREAK. CREAK.

FOOTSTEPS on the PORCH OF MANNY'S -- someone's RIGHT OUTSIDE -- Tim and Rachel both SEE:

A SILHOUETTE of SOMEONE at the FRONT WINDOW.

They're both dying. But then the silhouette disappears -

A moment of RELIEF until:

CREAK -- CREAK - again - closer - SOMEONE VERY CLOSE -- Rachel and Tim both look RIGHT -- at a window just several FEET AWAY and there they see:

ANOTHER DARK SILHOUETTE

Standing there -- lurking --

Tim's breathing RISES. Getting LOUDER. Rachel slowly raises her hand -- careful not to make a NOISE -- placing her right hand over Tim's MOUTH -- stifling his breath.

She holds her hand there -- that SILHOUETTE just yards away - standing there ominously -- right there -- Rachel and Tim not moving -- Rachel holding her hand over Tim's mouth -- trying to control her own breath -- trying not to move.

RED MOON GLOW blazing over the interior -- highlighting Tim and Rachel -- can they be seen?

(CONTINUED)

Tim's chest rising and falling like a bellows and Rachel holds her hand over his mouth. She's trying to stifle her own cries as tears drip down her face -- Mother and son continue staring at that unwavering SILHOUETTE -- NEITHER OF THEM SEE:

A HAND -- A LARGE HAND RISING BEHIND RACHEL --

Someone's RIGHT BEHIND HER -

The HAND SLOWLY MOVED AROUND HER HEAD -- suddenly:

WHAM! THAT HAND CLAMPS DOWN OVER RACHEL'S MOUTH -- SHE JERKS IN FEAR! READY TO FREAK OUT WHEN:

JONAS leans into the red-light next to Rachel -- revealing himself -- he too is SWEATING, TREMBLING. He looks like hell. She looks like she's about to die when he whispers:

JONAS
We're not going to die today. Don't
move until I do.

Rachel, relieved, releases a breath, when SUDDENLY:

VRROOM! ZO whips by the front of MANNY'S AGAIN on HIS BIKE and Jonas, Rachel and Tim seize the MOMENT of INTENSE SOUND -- moving a and running toward the BACK of MANNY'S -- they run out the back door -- down a back alley. SAME TIME:

MANNY'S SHOP

Empty now -- the SILHOUETTE still lingering by the window -- it finally makes a move inside-- revealing itself as GRENIER - he looks around - sees nothing -- takes off. *

41 EXT. BACK ALLEY, HUGUENOT TOWNSHIP -- DUSK

41

*

Jonas, Rachel and Tim running down the back alley. Rachel and Tim blindly following, still terrified. Tim eyeing Jonas-- who's sweating madly and looking rather sick as they traverse this back alley. QUIETLY: *

JONAS
Be there. Please God. *

They reach the end of the ALLEY -- STOPPING IN FRONT OF TWO LARGE DOORS -- a sign above reads - ERNIE'S GARAGE -- Jonas opens the door and three of them disappear inside. *

42 INT. ERNIE'S GARAGE

42 *

DOAK, ADAM, KATHERINE and WILL (the only one not sweating and trembling) -- all moving around the INTERIOR of the LARGE GARAGE -- packing guns, weapons, equipment. Doak moves to a nearby window and looks out. Rachel's head is spinning.

DOAK (FROM WINDOW)
They're on us, Jonas -

Jonas runs to the window and looks out, seeing:

SONJA, VAREK, ZO (off his MOTORCYCLE NOW) AND GRENIER -- approaching Ernie's Garage slowly from the end of the ALLEY.

Jonas looks at Doak, dire.

*

43 EXT. MAIN STREET -- SAME

43 *

VAREK AND CREW

*

Guns out, moving toward the GARAGE at the end of the alley. They too are sweating, nearly trembling as they move - ready to make entry into Ernie's - Varek signals to his THREE SOLDIERS - and SONJA and GRENIER flank the GARAGE DOOR -- ready to make entry while Varek and Zo position themselves near a WINDOW. They're all ready to make a move when:

AN UPWELLING RUMBLE OF SOUND INVADES - but this time - it's not Zo's MOTORCYCLE -- it's not anyone's motorcycle -- it's something much bigger. Suddenly:

WHAM! BAM! THE LARGE GARAGE DOORS suddenly EXPLODES OUTWARD -- WOOD AND METAL jettisoned and crushed by:

AN OLD BEAT UP RV

BURSTING THROUGH THE DOORS and skidding into the ALLEY, slewing at maximum speed as it turns right for:

VAREK, SONJA, ZO, AND GRENIER

All DIVING out of the way -- into nearby DOORWAYS for SHELTER! They barely make it as the RV hauls ass down the alley - DRIVEN BY WILL who turns the RV onto Main Street, disappearing. SAME:

VAREK And his CREW rise from their fallen positions -- firing at RV as it turns onto the Main drag. Zo and Grenier immediately kick into a full ass run after it. Varek looks inside Ernie's -- sees that everyone is gone. SAME:

MAIN STREET -- NANA

(CONTINUED)

LYING next to that CAR -- bleeding out -- when she sees THE RV driving right towards her. It stops next to her -- back door opening -- she rises, seeing:

JONAS, ADAM, KATHERINE DOAK inside. Rachel and Tim huddled together and terrified in the corner. Nan manges a smile and says:

NANA
They made it.

As soon as she says that:

VAREK, SONJA, GRENIER, and ZO all emerge from the ALLEY - firing at the RV as they move closer --

Jonas sees the bad guys coming from his periphery. Nana sees them too -

JONAS
Let's go!

Adam reaches down to help Nana inside --

NANA grabs hold of Adam's arm with one hand, but instead of getting inside the truck, she reaches into Adam's jacket with her other hand and removes a HANDGUN from his SHOULDER HOLSTER.

NANA THEN PUSHES ADAM AWAY AND STEPS BACK FROM THE TRUCK --

Rachel and Tim look on, stunned by the move -- they all are, as:

Nana spots Varek and Crew -- armed and advancing. The only thing separating these two sides -- THE TOWN GAS STATION. To Jonas:

NANA
Go. Now.

Before Jonas can respond, a barrage of gunfire hits the side of the RV, compliments of Varek and crew.

Nana gives one last look to her family, landing on her son. Jonas wilts, knowing full well what his mother plans to do. NANA FALLS BACK -- distancing herself even further from the RV, as she begins firing at their assailants.

She's giving them a chance to escape. Jonas lowers his head, devastated. Timothy and Rachel stand crushed, confused, as Will starts driving off WITHOUT Nana.

TIMOTHY
No!

(CONTINUED)

43 CONTINUED: (2)

43

Doak pulls the door shut, closing the back of the RV. Rachel's screaming, destroyed, holding Timothy as they speed away.

NANA -- STREET

Drops to a knee and fires at one of the GAS PUMPS. BOOM! It goes up in a fireball -- VAREK, SONJA, ZO and GRENIER are literally thrown back by the blast -- slowing down their approach as the RV pulls off in the near distance, escaping.

CUT TO:

44 INT. RV -- SAME

44

Rachel is in shock, holding on to her son for dear life. Rachel looks up at Adam, Katherine, Doak, and Jonas -- all of them sweating madly now -- some of their hands shivering.

RACHEL

Who the hell are you people? Answer me!

A moment of silence, then:

JONAS

We're your family.

45 EXT. MAIN STREET -- SAME

45

The Moon is out on full force now -- the entire town suffused in dark red. Nana, positioned behind a BULLET RIDDLED car, sees that she has only one shot left in her chamber. She stands and begins walking out into the middle of the street, vulnerable.

Varek and Sonja rise and move towards her. No one shoots.

Nana, boasting an odd serenity, stops walking.

Varek and Sonja close in, weapons pointed at their older adversary. -- Varek raises his hand, signals Sonja to stop as he approaches Nana by himself.

They hold a long look. For some reason, their stare remains impenetrable for an extended beat. Sonja takes note of this odd moment between them when Varek swallows hard and finally speaks:

VAREK

We'll find them. You know that.

Nana doesn't respond. We move in close on her conflicted eyes as they begin to fill with tears, and then something very strange happens: Nana's eyes turn a BURNING RED as she continues to stare at Varek.

(CONTINUED)

And he sees her gripping that .44 Magnum, she slowly begins to raise the weapon -- her face congeals, her body shaking --

WE SEE HINTS OF THESE STRANGE SYMPTOMS IN VAREK AND CREW AS WELL -- the RED MOON STILL LOOMING HIGH ABOVE --

VAREK (CONT'D)

Don't.

Varek points his gun right at Nana's head, and just as Nana lets her gun slip from her hand to the ground, we see her MOUTH GRADUALLY OPEN, A SINISTER, VICIOUS look blazing incongruously across her face as we see SERRATED TEETH LINING HER JAWS, AND:

WHOOSH! She lunges towards Varek's head! And we REVERSE as BAM! Varek pulls the trigger. Nana is gone for good.

We hold on Varek as he stares down at Nana, an extended beat before he releases his weapon and draws his head back, looking to the night sky, locked in on the red moon as:

VAREK'S EYES BRIEFLY FLASH RED AND WE GO TO:

46 INT. RV -- MINUTES LATER

46

Tearing down the road. Inside the RV, Doak looks through one of several BASEBALL-SIZED PEEPHOLES that line its SHELL. Next to him -- Adam and Katherine stand, holding one another, visibly shaken by their losses, but also profusely sweating, shaking, distressed, as we PAN AROUND THE INSIDE OF THIS RV to see:

The inner walls of the RV are reinforced with solid steel. Lining them are SEVERAL PODS, similar versions of the HOLDING VESSELS we saw earlier.

There are more guns. Food. Clothing. A war room on wheels.

PAN OFF ALL THIS TO FIND -- JONAS -- staring at:

Rachel. She's frozen, backed into a corner of this MOBILE LOCK-DOWN UNIT, shielding Timothy from these friends she thought she knew.

Adam is pacing, completely freaked out. Katherine is overwhelmed with emotion --

KATHERINE

Oh my God -- Nana --

Adam explodes --

ADAM

How did they find us!? How, Jonas!?

(CONTINUED)

Jonas turns to Adam, sweat pouring down his brow, fighting off strange symptoms -- and pain --

JONAS

Your father was a good man. I'm sorry.

Jonas stares through Adam, communicating to him that he needs to pull his shit together. Adam gets the message.

Jonas turns back to Rachel -- approaches --

JONAS (CONT'D)

Rachel --

Rachel lifts her head, her face flushed, her eyes swollen.

RACHEL

What the hell is happening?

JONAS

They want Timothy.

RACHEL

What!? What are you talking about!?

JONAS

They've come to kill him, Rachel -- and they won't stop until he's dead.

The air in Rachel's lungs is sucked from her body. Timothy sinks in the corner, chilled to the bone. Peripherally, Rachel begins to see Katherine, and Adam visibly distraught, cringing as they lean against the walls of the RV. A tense Doak looks through a peep hole in the back of the RV --

DOAK

Where the hell are they? I don't see ANYTHING.

JONAS

And you won't -- nightfall will stall them. We're safe until morning.

ADAM

(dire)

Then we need to lock down.

Rachel's still staring at these people she thought she once knew:

RACHEL

I don't understand what you're saying!
Why would any one want to kill Tim?
He's a boy! He's just a little boy!

(CONTINUED)

46 CONTINUED: (2)

Long beat, then:

JONAS
No. He isn't.

Although Rachel doesn't know what this means exactly, it infuriates her. She lunges for Jonas:

RACHEL
What are you saying you sonofa --

WHOOM! The massive Doak is instantly in front of Rachel. His arms wrapped around her, a firm embrace, nothing threatening.

DOAK
Come on, Rachel. We're all the same people here. Like Jonas said, we're your family -- and family's gotta stick together. All we've got is each other.

Rachel raises her head, looks up at Doak, his words of comfort immediately overshadowed when:

HIS EYES FLICKER RED. Rachel's jaw drops --

RACHEL
Oh my God --

JONAS
That's it -- start lock down. Everyone.

Rachel's mind is whirling. Jonas tries to compose himself, tries to explain as the others start moving in the b.g. Undoing the STRAPS and CHAINS on those STRANGE COCOONS.

Jonas cringes, trying to control the intensity of what is happening to his body -- he struggles to speak --

JONAS (CONT'D)
Rachel, listen to me --
(beat, struggling)
In three days, when Tim turns thirteen -
- something is going to happen to him.
Something they can't allow.

RACHEL
What? What are you saying?!

Jonas exhales. Tim's watching Doak, Adam and Katherine still buzzing frenetically in the b.g. -- readying those COCOONS. Their sweating and trembling has increased. Katherine's eyes have TURNED RED also now.

(CONTINUED)

JONAS
We're cursed --

RACHEL
What?

JONAS
We're not like you -- we're --

RACHEL
-- What? Say it, goddamnit!

JONAS
-- Skinwalkers.

Rachel's wrapped in confusion -- nothing Jonas is saying making any sense to her, until:

JONAS (CONT'D)
You -- you would call us werewolves,
Rachel. That's what we are.

An excruciatingly long beat passes. Rachel just stares at Jonas. Tim lowers his head, mind racing.

Rachel makes the rounds -- watching as Adam and Katherine move towards one of those COCOONS ON THE WALL -- Adam (eyes red also now) and Doak help Kat get into one of the creepy contraptions, and quickly confines her within it.

Jonas moves a little closer to Rachel, looking down at her. Rachel can't take it, she explodes --

RACHEL
Get away from us!

JONAS
Rachel, please, we kept you in the dark
because it was the best way to prevent
them from finding Timothy. Ever. We
were safe, Rachel. For almost thirteen
years we were safe.
(beat)
-- Today, somehow -- they found us.

Then, suddenly -- Timothy speaks. Softly:

TIMOTHY
Who are they?

Rachel turns to her son -- completely caught off guard.

(CONTINUED)

JONAS

Skinwalkers. -- But not like us. We've been at war for long time. It's really quite simple; we want the curse to end. -- They don't.

Jonas pauses. He shivers intensely, sweating profusely now. We can see him fighting within, trying to control whatever is happening inside his body for as long as he can.

Doak and Adam are getting more and more frantic, knowing they are in the early stages of transformation -- time running out. Then Tim raises his head, looks to Jonas.

TIMOTHY

But they do want me.

JONAS

Tim -- you're the only chance we have to end the curse. You're the one we've been waiting for.

Timothy's eyes widen. Rachel's face congeals with disbelief. Rachel clutches Timothy in her arms, staring daggers at Jonas. Tension, desperation. A long silence. Then:

RACHEL

Why does it have to be him, Jonas? Why?

Another long silence. Jonas searching for the right words. In the b.g., Doak is helping LOCK DOWN Adam into one of the COCOONS next to Katherine.

JONAS

Because he's special. Different. It's what cripples him. It's what makes him sick. All these years.

(beat, then)

He has your blood and ours pumping through his veins.

DOAK

Jonas, we're running out of time, you and me...

Jonas nods. He knows. Timothy continues to sit silently, digesting every word. Rachel shakes her head.

JONAS

My mother was one of us. My brother was one of us, Rachel.

This triggers something in Rachel. It's too much.

(CONTINUED)

RACHEL

No! I knew my husband! Pull this thing over! We're getting out! You people are sick!

Timothy looks up at his mother as she completely loses semblance. She starts banging the sides of the RV, freaking:

JONAS

Rachel!

RACHEL

Don't you get it -- I don't believe you! You're no better than --

And then out of nowhere -- WHOOSH! DOAK'S HUGE ARM WRAPS itself around Rachel's neck. She starts clawing, scratching him as he forces a WHITE CLOTH over her face. Timothy runs to her but Jonas holds him back, as he stares into Rachel's eyes, loaded with fear, until she PASSES OUT COLD and we:

SMASH TO:

47 EXT. RV -- SHORT TIME LATER

47

An AERIAL SHOT of the RV SPEEDING through the night on a DIRT ROAD that winds through the DENSE FOREST. The RED MOON glowing in the dark sky as we fall towards the RV and ZOOM through one of those LOOK OUT HOLES taking us

BACK TO:

47A INT. RV -- NIGHT

47A

WE MOVE IN CLOSE ON Rachel. Lying on the floor of the RV. She's waking, groggy. RED MOONLIGHT shoots through the circular holes in the RV, granting minimal visibility.

Rachel's weary daze immediately breaks, not sensing Timothy's presence behind her. He's gone. Panic sets in. Then, the SOUND of something, movement, alerting her.

RACHEL'S POV:

Of FOUR HEAVING, UNDULATING COCOONS. Then, we PAN UP to the FACES of JONAS, KAT, ADAM AND DOAK -- all of them with expressions of suffering, futilely trying to control the intense pain rippling throughout their bodies. As we go to:

48 INT. RV FRONT CAB -- SAME

48

Timothy rides in the passenger's seat, staring out the window at the RED MOON -- crimson light rakes across his pale white face. We notice that he looks weak, tired.

(CONTINUED)

Will drives into the night. The playfully haunting tune "Seasons in the Sun" oozes from the radio. -- Timothy turns the VOLUME DOWN, continuing to stare ahead at the dark road. Beat, then:

TIMOTHY

I've got questions.

WILL

I should hope so. I'll tell you what I know.

Beat. Tim exhales.

TIMOTHY

My father, for starters.

WILL

He was a great man, Tim. He died fighting for what he believed.

Tim takes that in, trying to process. Then:

TIMOTHY

(beat)

You're not like them. You're driving.

WILL

I'm a friend. Your father saved my life. I'll do my best to save yours.

TIMOTHY

Thanks.

(beat)

What's with my birthday?

WILL

Prophecy.

TIMOTHY

So I'm a prophet.

WILL

Not quite. The first Skinwalkers -- they were Indians like me. The power of the wolf was at first a gift -- but it mutated -- many couldn't control the lust for power -- the beast inside.

TIMOTHY

Where does that leave me?

Tim starts wringing his hands -- he's trying desperately to be brave and handle this as Will goes on.

(CONTINUED)

WILL

The prophecy says that a child would be born -- a half breed -- and that the power to lift the curse would live in him --

TIMOTHY

(interrupting)

I got nothin' Will -- I got asthma.

WILL

-- on the day of maturation. Lucky number thirteen. That's what's up with your birthday.

Tim can't believe it. The 'power' would live in him. It's all too much. A thousand questions rise but Will continues before he can ask:

WILL (CONT'D)

Unfortunately, not all Skinwalkers were ready to give up the goods. So -- they got themselves a little warning.

TIMOTHY

The red moon.

The RED MOON stares at them, somehow reflecting their pain.

WILL

(nodding)

Five nights before the big day -- the red moon serves as a warning but more importantly -- enables all Skinwalkers to transform so they can use their "gifts" to --

TIMOTHY

-- kill me.

WILL

That's not going to happen, kiddo.

A beat. Timothy digests. He's overwhelmed by the weight of it all. He looks down at his own small frame and says:

TIMOTHY

What the hell is going to happen to me if I live, Will? What is it that I'm supposed to be able to do -- exactly?

WILL

That -- I don't know. But you will.

(CONTINUED)

48 CONTINUED: (3)

48

That terrifies Tim even more. Suddenly, breaking the moment between them, a blood-curdling SCREAM from the back ECHOES. Timothy's startled, tormented by what his mother's about to go through -- and everything he just heard.

WILL (CONT'D)

She needs to see it to believe it.

Timothy sits there, staring straight ahead, we see his mind working, nervousness subsiding as he takes off his seat belt, stands up --

TIMOTHY

You're right, Will -- but not alone.

We move in close on Timothy's face as he unlocks the DOOR leading to the rear of the RV, he steps into the dark horror. Will lets him go, locks the door behind him.

49 INT. BACK OF RV -- CONTINUOUS

49

Timothy finds Rachel, backed into a corner, her mouth agape. Her unbridled fear compounded by the presence of Timothy, as she lunges for him, her motherly instincts pulling her child into her arms, protecting him, as:

Jonas, Doak, Adam, and Kat are all writhing about within their PODS, their changing bodies fighting within their confines.

*
*

MOVING IN on Jonas' face, his blood red eyes -- filled with SUFFERING.

*

Rachel's face congeals -- Jonas was TELLING THE TRUTH. Timothy remains in his mother's arms, witnessing this horrific transformation with intensely curious fascination, as the song "Seasons in the Sun" continues, as we:

CROSS CUT TO:

50 EXT. SOMEWHERE IN A FOREST -- SAME

50

ZO bursts into view, gyrating with a FIENDISH DELIGHT as his transforming body bathes in the glow of the Red Moon:

CROSS CUT TO:

51 INT. BACK OF RV -- SAME

51

We're TIGHT on Doak, his massive body imprisoned on the wall, serrated teeth beginning to fill his mouth as he PAINFULLY and futilely bites at the air in front of him.

CROSS CUT TO:

52 EXT. FOREST -- SAME 52

GRENIER -- his face beginning to change -- attempting to climb to his feet, the ORGASMIC PLEASURE on his face is undeniable. *

CROSS CUT TO:

53 INT. BACK OF RV -- SAME 53

KAT, writhing within her confines, exhausted from the struggle to ESCAPE THIS HELL, as she struggles to crane her neck in an attempt to see: *

ADAM, hanging on the same wall, right next to her, shocks of pain ripping through his changing body, the flexible cocoon which encapsulates him bulges and undulates with his AGONIZING body. *

CROSS CUT TO:

54 EXT. FOREST -- SAME -- VAREK AND SONJA 54

On the ground, half naked, wrapped in a CARNAL EMBRACE. Their mouths already filled with rows of serrated teeth, as: *

Varek raises his torso, an intense look of delectation on his face, as he: Flips onto his back. *

Sonja rotating on top, fluid, as if their bodies have become one. EXALTING AND ERUPTING WITH RAW SEXUAL VOLTAGE releasing the BEAST WITHIN. *

CLOSE IN on Varek's bestial face, his eyes clinched tight, as he grips Sonja's body and lifts her from his, releasing himself from her. He lets out a blood curdling howl, and finally --

WHOOSH! His eyes flip open. Now RED and fierce. WHOOM! Varek springs to his feet. And we get a full view of this beast, standing before us in all his glory.

Quite a sight. Like nothing we've ever seen. Easily recognizable but at the same time reborn. Behind him:

The new and improved Zo, Grenier, and Sonja. Each FULLY TRANSFORMED - Each scary as hell. *

THEY ALL HEAD FOR THE HUNT.

CROSS CUT TO:

54A INT. BACK OF RV -- SAME

54A

CU ON JONAS -- he's also completed the painful transformation. (KAT, DOAK AND ADAM OFF SCREEN) But whereas Varek and his crew were liberated, burning with blood lust, Jonas is incredibly pained and depleted within his confines.

The juxtaposition between the two sides is startling, as we PAN OVER TO:

Rachel, paralyzed with shock. Timothy remains in her arms, an eerie calmness about him, until:

*

Timothy STANDS, grabs hold of Rachel's hand, grips it, tries to lead her out of the corner -- she resists.

*

Tim and Rachel's hands separate -- her fear overwhelming, unable to move any closer, standing there, frozen, as:

Timothy never looks back, keeps moving closer and closer with each passing second -- now standing in the middle of this quartet of hungry, dangerous beasts. Rachel looking on from a few feet away, horrified by what's unfolding before her.

JONAS' TRANSFORMED FACE lit by a sphere of rose light that glides through one of the holes in the RV.

*

Timothy, fights back his fears, only inches from this man he's known all their lives, now something far different, looking into his hungry red eyes, when:

Jonas looks down at Tim -- noticing his presence in front of him for the first time, locked in on him, the insatiable need to feed dissipating and giving way to a look of desperate suffering, as:

*

Tim stands there, mesmerized, holding this stare for what feels like an eternity, any fears he had have subsided as:

TIM REACHES OUT, gently laying his hand on the cocoon that encapsulates Jonas' tormented body, a long lingering moment as Tim tries to offer Jonas comfort from this living hell.

*

CUT TO:

55 EXT. "24-7 DINER" AND GAS STATION -- NIGHT

55

A greasy spoon right off of a desolate highway. The inside of the diner's lit but the exterior's dark as dead -- until WHOOM! The "24-7 DINER" SIGN ILLUMINATES, highlighting a dozen TRUCKS parked out front as well as a WEARY TRAVELLER sitting on the curb sipping coffee, next to a CANVAS BAG.

(CONTINUED)

55 CONTINUED:

55

Without warning, the SIGN goes DARK AGAIN. The DINER is backlit by the RED MOON, casting a scarlet haze over its exterior. We HOLD ON THIS CREEPY IMAGE for an extended beat, until:

CRACK! An intense flash of LIGHTNING fills the night sky with white light! We see Weary Traveller jump back in the moment of light, startled by the sudden jolt from an incoming ELECTRICAL STORM.

56 INT. 24-7 DINER -- NIGHT

56

A DOZEN PATRONS taking a break from the lonely road. It's eerily quiet. Everyone going about their business privately:

A busy WAITRESS makes her rounds, mumbling to herself.

*

A BIG UGLY TRUCKER, seated by the window, downs some chili fries. He's staring outside, into the darkness, when the 24-7 DINER SIGN illuminates again -- lighting up the lot garishly. There, he sees something odd:

*

WEARY TRAVELLER'S CANVAS BAG

Sitting alone on the curb. Weary Traveller's conspicuously absent now. Ugly Trucker looks around when:

CRACK! Lightning crashes through the sky again! WHOOSH! The LIGHTS INSIDE THE DINER GO OUT! The lights outside the diner, also out! THE POWER IS GONE. COMPLETE DARKNESS ALL AROUND.

It was quiet before, but now it's really quiet. You can smell the uneasiness of the patrons in the diner. Then:

CRACK! Another intense crash of lightning! A flicker of visibility inside the diner where we catch a quick glimpse of:

UGLY TRUCKER -- sitting in the booth, continues to devour his meal, almost unaffected by the combination of lightning and darkness. Then:

It's DARK AGAIN, except for a FAINT RED GLAZE provided by the Red Moon high above. It's DEATHLY QUIET. Until:

SMASH! The sound of a PLATE SHATTERING! We can hear gasps in the darkness. Everyone startled. Then:

COOK (O.S.)

Job opening.

Quiet black again, until:

RING! The BELLS above the front door sound off as someone enters. We HEAR MOVEMENT, footsteps as they move across the dining room floor.

(CONTINUED)

Tension, anxiety builds until:

WHOOSH! The POWER COMES BACK ON! The overhead lights in the diner flicker back to life. The sign outside the diner FLASHES back on. A sigh of relief from the patrons and our lone waitress, until we NOTICE SOMETHING ODD:

UGLY TRUCKER -- sitting in his booth, in the same exact spot, no longer eating. He's now staring in utter shock and disbelief at WHAT SITS ACROSS FROM HIM! We can't see what it is, its back to us, as we go to:

POV UGLY TRUCKER --

His new dinner companion has its head down, but slowly, methodically begins to REVEAL ITSELF to us. FIERCE RED EYES glide into FRAME, then we see the FLARING SNOUT --

And as we SLOWLY PULL BACK we land on ROWS OF SERRATED TEETH -- dripping wet with saliva. A low, maddened growl bleeding from this beast -- and now we recognize that it's SONJA.

Ugly Trucker's face goes ashen, as:

WHOOSH! Sonja leaps from the booth, across the table, landing on TRUCKER'S LAP -- straddling him, hovering. Sonja cuffs the back of Trucker's head, pulling it to the side, exposing his NECK --

A savoring beat -- she slowly runs HER TONGUE up the TRUCKER'S NECK as they disappear behind the booth. *

The TRUCKER lets out a horrifying SCREAM! CRACK! Another vicious stroke of lightning! Eliminating -- *

VAREK, BACK LIT BY THE RED MOON, FULLY TRANSFORMED -- *

Stands in the doorway, surveying his prey. *

THE WAITRESS finally SCREAMS! Her piercing cry breaks the shock of the other Patrons -- they all begin to scatter! Panic stricken as they desperately search for a way out. *

THE LIGHTS IN THE DINER BEGIN THE FLICKER ON AND OFF! BARELY HOLDING ON TO POWER -- ON THE VERGE OF DARKNESS ONCE AGAIN!

A series of GHOULISHLY STYLIZED concussive images follow:

Everyone retreats to the back of the DINER when WHOOSH! The back doors swing open and GRENIER makes his entry, bearing serrated teeth for all to see. As:

A MALE PATRON crawls underneath one of the TABLES, crouched in the fetal position, out of sight, his back up against the FLOOR TO CEILING GLASS WINDOWS OF THE DINER. THEN HE HEARS:

(CONTINUED)

GROWLING -- inhuman and completely petrifying, as the male patron turns his head, and sees ZO, salivating, pressed to the glass, the only thing separating the two, until:

CRASH! Zo drives his fist through the glass, gripping the male patron by the neck and thrusting his body outside, through the shattered glass, as:

Everyone's scrambling, screaming, frantically searching for an escape, when:

VAREK throws a male parton aside and zones in on the WAITRESS. *

SONJA, still hungry, stalks another TRUCKER into a corner, nowhere to run.

POV TRUCKER --

Sonja moves closer, pure delectation in her eyes, right in her victim's horrified face, and then:

TRUCKER CLOSES HIS EYES AND ALL GOES BLACK.

THE CRIES OF OTHER VICTIMS CAN BE HEARD, THE RUNNING AND THE SCREAMING as:

Sonja grabs the Trucker's face, forces his eye lids open and glides in, almost as if to engage in a kiss -- sensual and savory UNTIL: *

WHACK! Sonja launches her vicious teeth into the Trucker enveloping him. *

SLOWLY PULL BACK -- catching flickering glimpses of this snapshot from hell. *

In the middle of it all, the BATHROOM DOOR creeps open as a MAN peeks his head out, scared out of his mind, trembling as he watches the Skinwalkers feed. He stares at the front door, 10 yards away, a clear path, his only chance, as:

WHOOSH! The MAN takes off running -- charging for the front door! Varek and crew continue to feed, ignoring the fleeing prey, allowing him to escape.

-- As the MAN emerges, running into the darkness when FLASH! The WHITE DINER SIGN lights up in FULL FORCE. The Man looks up, only to see:

57 CONTINUED:

57

GRENIER'S HAWK! Swooping in like a projectile and spearing him where he stands!

DISSOLVE TO:

58 EXT. EARLY MORNING SKY -- DAWN 58

The RED MOON slowly fades away as the burning ORANGE SUN dissolves back in -- ending the night shift.

59 INT. RV -- MORNING 59

Darkness. WHOOSH! The back door bursts open. Sunlight blasts in highlighting Rachel who's crouched in the corner -- Tim asleep in her lap.

Will comes in, freeing the four that are locked-down, now returned to human form. Visibly exhausted, they begin dressing themselves. Will approaches Rachel, kneeling, taking her hand. *

WILL
Please forgive us.

She nods. Will turns to Jonas:

WILL (CONT'D)
We're re-fueled. And I spoke to our
brothers in Tallis. Everything's set.

Jonas nods, finishes clothing himself, looking at Rachel. She just stares at him, all her doubts obviously erased.

CUT TO:

60 ECU -- SLO-MO-- SONJA'S FACE -- IN HUMAN FORM 60

Slinging up into FRAME -- her hair wet -- water cascading down her face -- washing away caked blood and filth from the night before.

61 EXT. FOREST/CREEK -- SAME 61

Sonja leans over the flowing creek, finishes cleaning the blood from her body. Over her shoulder, several yards away we see Varek studying the MAP. *

Greneir and Z0 remove a cloth tarp atop the four HOGS, chained together to a nearby tree. *

Varek fingers a road on the map to a clearly marked town called TALLIS. Sonja approaches, pensive -- looks at the map: *

SONJA
That a guess?

(CONTINUED)

61 CONTINUED:

VAREK

Tallis is their largest camp. They'll need supplies -- reinforcements.

(beat)

It's where I'd go.

SONJA

How far?

*

VAREK

We'll be there in no time. But they'll be waiting for us.

ZO sits on his HOG.

*

ZO

Yeah, they're rolling out the red carpet as we speak. Lots of fireworks.

Varek smiles. Sonja shakes her head in disgust --

SONJA

It'll be an ambush! How can you stay so fucking calm?

VAREK

So that clearly, you don't have to.

(beat)

We're just going to have to get creative. I might need you to turn on the charm.

ZO

That's a stretch.

*

*

Grenier and Zo share a laugh as Sonja glares. Varek gets on his HOG.

*

*

VAREK

Let's get it done.

*

*

62 EXT. WOODS -- SAME

62

The RV is off road, tucked way behind a wall of dense trees where we find:

Katherine, Adam, and Doak leaned against the side of the RV gorging themselves on some gas station foods as if they hadn't eaten in weeks. Timothy observes curiously. Adam looks up and catches his gaze -- tossing Tim some Pringles -- the young boy cracks a smile. As we visit:

(CONTINUED)

Rachel, 50 yards away, sitting at the edge of a small stream, her eyes glazed over, a million questions running through her mind. Over her shoulder we see Jonas slowly approaching. She senses his presence, it breaks her daze. Before she can speak:

JONAS
Be careful what you wish for, huh?

Rachel can't help but smile.

RACHEL
Not exactly the new adventure I had in mind.

Jonas sits next to her. Silence for a beat, then:

RACHEL (CONT'D)
You've been living like this your whole life? Every month -- right under my nose and I never suspected a thing. What does that say about me?

JONAS
That you trusted us -- and that, like most people, you didn't allow for the possibility that your loved ones were changing into savage beasts when the moon was full.

Rachel nods. True.

RACHEL
What about them? The one's coming after us. When they change, do they...I mean... they just --

JONAS
(simply)
They hunt and they kill.
(hard beat)
They call themselves Naturalists. We call them murderers. Addicted to blood. Their kind is responsible for the loss of thousands of innocent lives all over the globe. And it's only getting worse.

Rachel shudders at the thought. These are the beasts that are after her only child. Still, she's impressed by the simple moral choice that has driven Jonas and all these others for years. She takes a beat, then:

RACHEL
I need to know something else. My whole life's been a lie. My husband, was he --

(CONTINUED)

JONAS

-- He loved you more than anything,
Rachel. I know that for a fact.

That hangs for a beat. Fair enough, but she needs more.

RACHEL

What's going to happen to my son,
Jonas? How is a thirteen year-old going
to end all of this --

JONAS

-- He was chosen. That's all I can tell
you. The rest -- we'll see soon enough.

Rachel's face betrays all her fears. Jonas sees it. He leans
close. No bullshit now:

JONAS (CONT'D)

Right now, Timothy's body is at war
with itself. This is going to get worse
before it gets better and he needs you.
(eye to eye)
You can handle this.

Rachel nods emphatically, masking fear with false bravado. The
moment is broken when TIMOTHY hops into his mother's lap,
throwing his arms around her. He looks weaker/coughing -- and
he's fidgeting with his digital wristwatch.

RACHEL

How do you feel, honey?

TIMOTHY

(sarcastic)
Super!

RACHEL

(re: the watch)
That shitty thing break on you?

TIMOTHY

No way. I'm setting my alarm. 12:01 on
my birthday -- that way I'll be ready
if I start glowing or something.

Timothy grins -- Rachel and Jonas continue to watch him as he
finishes setting his watch. Timothy's grin fades, and his
expression tells us that deep down this little boy is petrified
of what's to come. Rachel pulls him close, then looks to Jonas.

RACHEL

So now what? How do we keep my son
safe?

(CONTINUED)

62 CONTINUED: (3)

JONAS

Stay on the move. Keep out of sight.
Just two more days. We're so close.

TIMOTHY

Two's less than three, Mom. You gotta
think positive.

Jonas agrees. Rachel smiles, amazed at her son's strength.

JONAS

And let's pray for Tallis.

RACHEL

What's in Tallis?

JONAS

A wolf trap.

SMASH TO:

63 EXT. THE TOWN OF TALLIS -- SAME

63

CU of a SIGN THAT READS -- "WELCOME TO TALLIS". PAN off the SIGN
finding a quaint TOWN behind it. No movement on the streets,
until we see:

A LATE MODEL FORD CONTOUR doing the speed limit on the road
leading into Tallis.

BINOCULAR POV --

Close view of a FATHER (30's) driving the vehicle, his WIFE
(30's) riding in the passenger's seat. Shifting focus to the
backseat, we see the couples' YOUNG DAUGHTER (9), coloring in
her coloring book, as we:

PAN OFF THE CONTOUR, and track our way through the WOODS that
surround TALLIS to find:

A MAN -- perched in a tree, looking through those binoculars, as
he lowers the them, gives a HAND SIGNAL TO:

ANOTHER MAN, in a tree on the OPPOSITE SIDE OF THE ROAD, holding
a sniper rifle -- he nods, raising his hand, signals back.

Binocular man speaks into a walkie talkie:

BINOCULAR MAN (ON WALKIE)

Family of three, all's clear. Over.

(CONTINUED)

63 CONTINUED:

63

VOICE (O.S./ WALKIE)
Copy that. Over.

CUT TO:

64 INT. GAS STATION -- OUTSIDE TALLIS -- SAME

64

A GAS STATION ATTENDANT stands behind the counter, a 9MM in one hand, his WALKIE in the other. The attendant looks over his shoulder towards the back of the station:

STATION ATTENDANT
It's not them. It's a family.

And that's when we see SEVERAL ARMED PEOPLE emerge from behind different hiding points inside the station, just as:

The contour pulls into the GAS STATION, glides up to PUMP #1, comes to a stop. The attendant watches the FATHER, as he gets out of the vehicle, pops his gas cap, smiles and waves, as we go:

65 INT. CONTOUR -- SAME

65

The LITTLE GIRL in the backseat continues to color, her hand badly shaking as she drops her crayon. It rolls off the car seat and down to the floorboard. The little girl freezes.

SLOWLY PAN DOWN TO FLOOR OF THE CAR TO REVEAL SONJA! She's crouched down behind the passenger's seat, a gun gripped in her hand, MANIACALLY GRINNING at the scared child. She calmly returns the crayon. CREEPY.

CUT TO:

66 INT. RV -- SHORT WHILE LATER

66

As the RV speeds down a long highway, Jonas holds a PHONE to his ear, waiting to get word from Tallis. Doak, Katherine, and Adam stand nearby, anxiously watching him. Rachel and Timothy are absent -- they've moved to the front cab with Will.

JONAS
(shaking his head)
Nothing yet.

The crew is tense. The anticipation tearing at them.

CROSSCUT TO:

67 EXT. GAS STATION OUTSIDE TALLIS -- SAME

67

We PAN across the front of the station, there's an incredibly eerie silence, as we land on:

(CONTINUED)

67 CONTINUED:

67

THE COLORING BOOK, WIDE OPEN, A SINGLE DROP OF BLOOD.

As we slowly PULL BACK TO REVEAL bodies strewn about the inside and outside of the station. Another tragically one-sided affair.

We hear the sound of a PHONE RINGING, O.S. We follow the sound of the ring, getting closer and closer to it, until we land on:

The STATION ATTENDANT crawls across the ground, barely clinging to life. He's struggling to reach inside his jacket, finding a ringing CELL PHONE. He answers it, struggling to speak: *

STATION ATTENDANT
Jonas...we...tried.

CROSSCUT TO:

68 JONAS -- RV

68

As he HEARS this MAN'S voice on the PHONE:

JONAS
Tell me what happened.

CROSSCUT BACK TO:

69 STATION ATTENDANT

69

He seems to be staring right at us, his eyes glazed with terror.

STATION ATTENDANT
They were ready. Keep moving!

BAM! STATION ATTENDANT is SHOT. His phone falls from his hand.

REVERSE TO REVEAL:

VAREK and SONJA standing over the man. They look battle weary, sporting assorted wounds. But they're ALIVE. Varek bends down and lifts the CELL PHONE, putting it to his ear. He HEARS:

JONAS (O.S., OVER PHONE)
Answer me! What happened?

VAREK (ON PHONE)
Your friend is no longer with us.

CROSSCUT BETWEEN VAREK at GAS STATION and JONAS in RV.

JONAS (ON PHONE)
Who is this?

Jonas takes a deep breath, sensing something.

(CONTINUED)

JONAS (ON PHONE) (CONT'D)
Who the hell is this?

VAREK (ON PHONE)
I commend you -- you slipped right
through my fingers in Huguenot and now
we've walked right into your little
trap. Only problem is, we're not dead.

And now Jonas knows who he's speaking with. His face falls --
chilled by his enemy's voice. Adam, Doak, and Katherine note the
change in his attitude. But before anyone has any time to think
about this:

WHOMP! The RV screeches to a halt -- the door that compounds the
FRONT CAB and the CARGO AREA explodes open -- revealing a
FRANTIC Rachel:

RACHEL
We need a hospital -- he can't breathe!
Please -- we can stop in Sabian --
Jonas! Please!

They're all jarred back into reality by Rachel's frantic
yelling. Jonas quickly slams the phone shut, as they all move to
the front cab, where they see:

TIM

Lying on the front seat of the RV -- in Will's lap. The young
boy's hyperventilating -- eyes rolling in the back of his head,
as we MOVE IN CLOSE ON TIMOTHY'S EYES, and:

FLASH TO:

FRANTIC, CONCUSSIVE IMAGES -- chaotic shocks of the Red Moon,
blazing fire, smoke, desperate, creepy screams from various
faces flashing in and out, until:

WILL (O.S.)
I can't help him.

WHOOSH! This PULLS US BACK TO REALITY -- Rachel's hysterical,
screaming as Jonas steps in, takes control --

JONAS
Sabian's closest?

Will nods.

ADAM
We don't know that place. We don't know
if it's safe --

(CONTINUED)

69 CONTINUED: (2)

KATHERINE

We have no choice! Dad!? We have to go!

Jonas turns to Will:

JONAS

Get us there.

They all look down at the very sick Timothy as we:

CUT TO:

70 EXT. GAS STATION -- SAME

70

Varek is still holding the phone to his ear. After a beat, he drops the phone over the Station Attendant and walks away, the conversation with Jonas still lingering. Sonja follows:

SONJA

What the fuck was that?

He doesn't respond, as GRENIER and ZO emerge from around the back of the station -- The HAWK perched on Grenier's shoulder.

ZO

Nothing. They were never here.

VAREK

(calmly)

Let's get out of here.

*

SONJA

Where, Caleb? We've lost hours! They could be anywhere at this point!

Varek just looks at her. He smirks knowingly.

71 EXT. SABIAN CLINIC-- DAY

71

*

A medium sized two story brick building doing its best hospital impersonation. *

Suddenly, WHOOSH! The RV pulls up in front of the clinic, skidding to a stop out front.

72 INT. SABIAN CLINIC -- MOMENTS LATER

72

Quiet. A small waiting area -- separated from the DOCTOR'S OFFICES and EXAM ROOMS by a RECEPTIONIST sitting behind a desk. There's three PEOPLE in the waiting area. Minimal activity within until WHAM! Jonas and Doak enter in a burst, carrying TIM. Rachel, Katherine, Will, and Adam, right behind them. A strange group to say the least.

(CONTINUED)

RACHEL

My son's not breathing! Please help us!

Everyone's shocked for a beat until the RECEPTIONIST gets a look at the sick Tim:

RECEPTIONIST

(yelling out)

We got an emergency. Let's get a gurney out here ASAP!

Just a beat later, A YOUNG SEXY NURSE quickly rolls a gurney from behind the desk, as Jonas and Doak move Timothy onto it:

NURSE #1

(to an EMT)

Get the doctor and get him to the emergency room!

*

Rachel, unwilling to let go of Timothy's hand, is on her way to the EXAM ROOM as the rest of the crew stay back, watching Tim and Rachel disappearing around a corner.

Will backs himself up against the wall, all but collapsing to the floor. Katherine kneels down next to him:

KATHERINE

It's not your fault, Will. None of us knew what to expect.

Will doesn't respond. Panic slowly sets in with the whole crew. Grave expressions betraying their fears. Jonas senses it and steps up, addressing them all:

JONAS

Tim'll be fine. Tallis served its purpose. We could be anywhere. Those bastards have no idea.

They all look at each other. A brief moment of relief until:

JONAS (CONT'D)

But we can't take any chances. We still need to lock this place down.

(beat, quieter)

Adam's right. We don't know this town. We don't know the people -- we trust no one.

They all look around -- several nearby PATIENTS are peering at them curiously.

WILL

I'll move the truck out of sight.

(CONTINUED)

72 CONTINUED: (2)

72

JONAS

We're going to have to split up. Doak,
you'll stay with Tim. Katherine, Adam,
and I will cover the exits. Let's move.

Everyone moves out, looking around at the strangers in the
clinic. Paranoia setting in -- everyone seems suspicious: *

73 INT. SABIAN CLINIC EXAM ROOM -- SAME 73

Timothy is surrounded by a medical team. A DOCTOR stands over
him, forcing a long tube down his throat. He doesn't look good, *

Rachel looks on, a few feet away, numb -- but refusing to leave
the room. A YOUNG NURSE assists the doctor, eyeing Rachel with
SUSPICION.

DISSOLVE TO:

74 INT. SABIAN CLINIC -- BACK EXIT -- LATER 74

Kat and Adam are standing by the BACK EXIT -- Their clearly on
edge, suspicious of everyone -- right now watching a YOUNG MAN, *

a little disheveled, walking right towards them. Adam fingers
the pistol in the back of his waste-band. The YOUNG MAN eyes
them suspiciously -- As Adams suspicions grow, the YOUNG MAN *

draws near, Adam and Katherine tensing --

YOUNG MAN

Do you mind?

Adam is gripping his pistol now, when Kat motions to Adam to
look behind him -- ADAM SEES THE WATER FOUNTAIN THAT HE'S
BLOCKING. He steps to the side as Young Man takes a drink of
water, still watching Adam -- an awkward, uncomfortable beat.

The Young Man finishes drinking and walks off, leaving Adam and
Katherine alone -- their nerves frayed --

ADAM

I was about to shoot a guy for being
parched. That's where I'm at. How are
you, hun?

KATHERINE

We need to relax.

ADAM

Easier said than done. -- What the hell
is happening upstairs? Damnit.

(CONTINUED)

KATHERINE

Breathe, babe. If he wasn't okay, we'd know. Tim will make it. He always does. He's stronger than all of us put together.

Adam breathes.

ADAM

I know that. I believe that. I'm just tired of looking over my shoulder. Never knowing who we can trust and who -
- screw it, let's go to the Bahamas. Come on. We'll do it up nice.

Kat smiles. She loves this quirky guy.

KATHERINE

Adam -- we're so close. Before we know it our lives will be our own -- we can be whatever we want to be.

ADAM

I want to be your better half --

KATHERINE

Long hours.

ADAM

How's the pay?

KATHERINE

It's more about the benefits.

Beat. Kat blushes -- they hold a look that speaks volumes about their relationship when ADAM sees a TRUCK passing by the back of the clinic. His hand goes to his GLOCK. The TRUCK drives right by, not even slowing down. Adam takes his hand off his gun as we ZOOM down to:

75 INT. SABIAN CLINIC -- FRONT ENTRANCE -- SAME 75

Jonas stands guard -- anxious but focused. *

76 INT. SABIAN CLINIC -- SECOND FLOOR -- SAME 76

Doak stands outside one of the exam rooms, on watch. Down the hall, a SKINNY REPAIRMEN works on a LIGHT FIXTURE, aware of Doak. Tense. Very tense. After a beat, Doak turns and enters the exam room: *

77 INT. TIM'S EXAM ROOM, 2ND FLOOR -- SAME

77

Doak enters Tim's room. Rachel sits next to Timothy, who lies unconscious. Rachel strokes his hair:

*

RACHEL

I wish you could just wake up, and all
this would be another bad dream.

A single tear runs down her cheek just as we MOVE IN CLOSE ON TIMOTHY, his eyes undulating underneath his closed lids, as we:

FLASH TO:

Concussive images: raging fire, chaotic movement, horrific screams, A BEAST (the Varek wolf), quick glimpses of him attacking, his weapon-like claws extended, gripping a helpless Timothy around his neck! Tim's face falling blue! Choking to death!

WHOOSH! Timothy's eyes SHOOT OPEN -- he gasps as if coming from under water, filling his lungs with air.

Rachel reaches for him, cradles his head --

RACHEL (CONT'D)

You okay, baby? You're alright -- it's
okay --

Beat. Timothy looks to his mother --

TIMOTHY

I saw him, Mom -- I just saw him
killing me.

Rachel shoots Doak a look of concern.

*

DOAK

Hey dog...

*

*

Timothy surveys the room, puts it together that he's in a hospital --

TIMOTHY

What's up Doak?

*

RACHEL

You got sick. Real sick, baby.

*

DOAK

You'll be back in the game in no time.
I'll grab the nurse.

Doak pops out of the room.

(CONTINUED)

RACHEL
How do you feel, baby?

TIMOTHY
(somewhat surprised)
I feel...good. How do I look? Handsome?
(sees something O.S.)
WHOA. Who's THAT?

Rachel turns to see DOAK re-enter with YOUNG NURSE:

YOUNG NURSE
How do you feel young man?

TIMOTHY
Better now that you're here.

RACHEL
Tim.

YOUNG NURSE
That's fine. It's cute.

TIMOTHY
Cute, huh?

Sexy Young Nurse smiles as she begins to take Tim's temperature.
Rachel and Doak exchange a smile --

YOUNG NURSE
You gave everyone quite a scare young man. You know the doctor said your throat was closing but he didn't find evidence of a respiratory condition.

RACHEL
He has asthma.

YOUNG NURSE
No he doesn't.
(to Tim)
You must've had an allergic reaction to something.

Timothy is glaring at Young Nurse, his demeanor has shifted, his eyes focused on her NECK -- soft, sexy. He grins mischievously, slightly sinister --

TIMOTHY
It's a tad more complicated than that.

SEXY YOUNG NURSE
Is that right?

(CONTINUED)

Timothy locks eyes with Young Nurse --

TIMOTHY

I've got some animal in me.

That hangs there. Rachel and Doak did not expect that. The remark gives Young Nurse pause. She looks at Rachel. Tim's eyes are unflinching, and where we would expect a smile or a laugh, he just continues to glare at Young Nurse -- weird.

RACHEL

He's got a very healthy imagination.

The Nurse smiles as the thermometer beeps. She removes it from Tim's mouth. *

TIMOTHY

Watch your fingers, candy stripe.

Young Nurse flashes Tim a smile. *

SEXY YOUNG NURSE

Temp's normal. Quite a recovery. I'll
get the doctor to take one last look at
you and then you can be on your way. *

Timothy nods and watches as the Sexy Nurse turns and leaves the room. *

RACHEL

You sure you're feeling okay, baby?

TIMOTHY

I feel fine. I just want to get out of
here. *

RACHEL

Let's wait for the doctor to take a
look - then we're off. *

78 INT. CLINIC, 1ST FLOOR -- MOMENTS LATER

78

ADAM AND KATHERINE are standing tense at the end of the hall --
At the other end of the hall, is JONAS. Doak emerges from the
staircase between them. *

Adam and Katherine perk up, watching as Doak and Jonas have a
brief exchange. *

Doak disappears up the stairs as Jonas trots down the hallway to
speak with Adam and Katherine.

KATHERINE

How is he?

(CONTINUED)

78 CONTINUED:

JONAS

Apparently he's even better than he was
before. He's Making passes at the
Nurse. Go figure. We'll be out of here
in no time. Adam, head up to the roof,
you might see something that we can't.

*
*
*
*

Adam kisses Katherine and heads off for the stairs. Jonas
returns to his post at the other end of the hall. As he gets
closer, he hears a SIREN -- Jonas, alerted, cracks the door,
seeing:

*
*

AN AMBULANCE screeching to a halt right in front of the clinic.
The Receptionist is quickly on her feet:

RECEPTIONIST

We haven't had this much action in
years.

Jonas is brushed back as The DOOR OPENS and TWO PARAMEDICS
furiously wheel in a WOMAN on a gurney.

PARAMEDIC

Car accident. Head trauma.

The paramedics wheel the bleeding woman passed Jonas. As he
watches the paramedics, the SEXY NURSE from Tim's room, emerges
from the STAIRCASE and moves into the room in which they wheeled
the bleeding woman.

*
*

Everything's quiet again.

CUT TO:

79 INT. RV -- LATER

79

Will sits parked down the street from the clinic, watching
everything and waiting.

*

80 EXT. CLINIC ROOF -- LATER

80

Adam stands guard on the roof, surveying the streets below.

*

81 INT. CLINIC -- BACK DOOR -- LATER

81

Katherine, alone now, continues on guard in the back.

*

82 INT. TIMOTHY'S ROOM -- 2ND FLOOR -- LATER

82

Rachel sits next to Timothy's bed. Timothy's sitting up now,
color rapidly returning to his face. Doak is not present.

*

(CONTINUED)

82 CONTINUED:

TIMOTHY
Mom, I want to get out of here. We need
to leave.

*
*
*

RACHEL
I know. Doak's trying to find someone -
It'll just be a minute.

*
*
*

Tim takes a deep breath when his DOOR OPENS and YOUNG NURSE
steps inside. She's looking down at a clipboard as:

RACHEL (CONT'D)
Doak just went to find you -- can you
please get the Doctor, we would really
like to leave.

*
*
*

Young Nurse doesn't say anything. Her back to them as she LOCKS
the door behind her. Rachel rises, alerted, and moves towards
the door.

RACHEL (CONT'D)
Hey, what are you doing?

That's when Tim spots the SMEAR of BLOOD on YOUNG NURSE'S HAND.
Young Nurse suddenly turns around -- revealing that she's:

*
*

SONJA

Rachel gasps. With insect agility, Sonja viscosly drills Rachel
square in the face with the clipboard -- sending her sprawling
across the room into the wall. Tim makes a move to get out of
bed, but it's too late. Sonja's upon him. He opens his mouth to
scream but she places her hand over his mouth:

*
*
*

SONJA
Shhhh. Time to die.

As Sonja begins CHOKING TIM, Rachel climbs to her feet and
lunges for her, grabbing Sonja around the neck. Sonja releases
her grip on Tim, breaks Rachel's grip and throws her across the
room.

*
*
*
*

83 INT. CLINIC HALLWAY -- 2ND FLOOR -- SAME

83

Doak is walking toward the door - He hears the commotion and
immediately runs toward the door.

*
*

84 INT. TIMOTHY'S ROOM -- 2ND FLOOR -- SAME

84

Sonja's resumed her attack on Tim - she has him by the throat.
Rachel lies face down on the floor, obviously taken down again
by Sonja. Doak bursts through the door and reaches for his gun.

*
*
*

(CONTINUED)

84 CONTINUED:

84

Sonja reacts, releasing her grip on Tim, and leaping across the room at Doak.

WHAM! She lands atop Doak, knocking him backward against the wall. He drops the GUN. They begin grappling -- Tim runs to his mother. Doak has the upper hand but Sonja is relentless -- undaunted by the beating that she's taking at the hands of Doak.

*
*

85 EXT. ROOF -- SAME

85

Quiet. Adam is doing his rounds on the rooftop -- no clue of what's happening below. Something catches his attention:

*

A BIRD -- or SOMETHING -- flying down towards the FRONT of THE CLINIC.

*

86 INT. CLINIC -- FIRST FLOOR -- SAME

86

Jonas is on guard by the front door. No idea what's going on upstairs. He sees something flash by the front of the CLINIC and walks to the front double doors and sees --

*
*

GRENIER'S HAWK -- perched atop a car in front of the Clinic. An ominous image -- when Suddenly, behind him, we HEAR AHHH! A WOMAN'S YELL! But Jonas isn't paying attention -- he's focused on that MONSTER BIRD. He doesn't see:

*
*

THE RECEPTIONIST

Standing and screaming outside the exam room in which they took the bleeding woman earlier.

KATHERINE -- BACK EXIT

At the opposite end of the hall from Jonas. She has heard the SCREAMING. She leaves her post and moves to the Receptionist. As she moves, she doesn't see A VAN pulling up outside the BACK DOOR. Same time:

87 INT. CLINIC -- TIM'S ROOM -- SAME

87

Doak picks SONJA up and THROWS her 10 feet ACROSS the room, she hits the rear wall and falls to the floor. Dazed and bleeding, she's not getting up for a while -- Doak seizes the moment -- He scoops up Rachel and Tim and bolts out of the room.

*
*
*
*

JONAS -- FIRST FLOOR

Eyeing the HAWK as he dials Will on the cell phone.

JONAS (ON PHONE)
Will -- bring the RV around. Now.

KATHERINE -- DOWN THE HALL

(CONTINUED)

87 CONTINUED:

Still standing outside the exam room where everyone has gathered to see:

YOUNG NURSE -- lying DEAD on the floor -- her Nurse uniform stripped off. Two PARAMEDICS lie dead next to her.

KATHERINE
Oh God...Tim!

Katherine moves back down the hall, to the back exit, eyes peeled on everything. She's next to the BATHROOM DOOR -- which she doesn't see as it slowly begins to open, revealing:

VAREK!

He's staring at Katherine, just inches away, as we go to:

88 INT. RV -- SAME 88

Will rips the RV into gear, tearing out.

89 EXT. CLINIC FIRE ESCAPE -- SAME 89

Adam sees the RV coming, confused. Will makes eye contact and nods. He pulls close to the side of the building. Adam races down the fire escape and jumps onto the top of the RV, rifle in hand! *

90 INT. STAIRCASE -- SAME 90

As Doak, Tim, and Rachel haul ass down the staircase. They're almost at the bottom. *

91 INT. FRONT OF CLINIC -- SAME 91

Jonas stands guard, alert, eyes darting all about. He sees:

THE FAMILY WE SAW IN THE WAITING ROOM AND SEVERAL ATTENDANTS/NURSES

Outside the room where Sexy Nurse lies dead. His eyes dart around, looking for his daughter, when suddenly, just beyond the small gathering of people, he sees:

GRENIER AND ZO

INSIDE. Jonas PULLS HIS GUN, begins moving towards them, when we hear:

TIMOTHY (O.S.)
UNCLE JONAS!

And then:

(CONTINUED)

TIMOTHY suddenly emerges from the stairwell which lies right between GRENIER, ZO -- and JONAS.

Still point. -- Grenier and Zo see the boy. They suddenly raise their weapons and take aim at TIM. Jonas yells:

JONAS

NO!

BAM! Jonas shoots, hits Grenier in the shoulder, spins him around!

THE FIRE FIGHT IS ON, as:

Doak spins, sees the bad guys. Without hesitation, he picks up young Tim, and pushes Rachel directly in front of him -- his huge body providing a shield for Mother and Child. He starts running toward Jonas, away from Grenier and Zo.

ZO AND GRENIER begin firing. BAM! BAM! Doak takes two in the back. He continues on, bleeding. BAM! BAM! Taking TWO MORE SHOTS.

Somehow Doak continues on -- Tim's protector, Tim's friend. Rachel's still in front of him, also guarded by Doak's girth.

Jonas begins firing back at Zo and Grenier now.

They both drop behind the nearby receptionist's desk --- still firing at DOAK -- BAM! BAM! BAM! Three more shots to Doak's gargantuan back.

The Big Man's struggling to move forward now -- life bleeding out of him -- he presses on -- strength ebbing -- mustering up some energy to try and get Tim out of the front door.

TIM sees BLOOD seeping through the front of Doak's shirt. Knows his big buddy is dying as he protects him. Tim's eyes fill with emotion.

Doak's on his last leg just as they reach the front doors of the CLINIC and WHAM! He pushes them open. Zo and Grenier remain pinned by Jonas' cover.

As Rachel emerges, quickly followed by Doak -- carrying Tim. As soon as they hit the pavement, Doak falls to the sidewalk. Tim leans over the big man as he and Doak stare at each other, both knowing. Doak lifts his giant hand, finding the tiny hand of his buddy.

TIMOTHY

Doak --

(CONTINUED)

Doak's eyes fall as he dies. Tim is devastated as JONAS emerges, the clinic door closing behind him peppered with GUNFIRE. Jonas sees Doak -- looks at Rachel:

RACHEL

Where's Kat and Adam?!

WHOOM! Here comes the RV -- pulling around the front of the clinic. The back door already open. Jonas grabs Rachel's hand and picks up Tim. Seconds later, Zo and Grenier emerge from the clinic with their weapons. Jonas, Rachel, and Tim are in plain sight. Will screams from the RV as GRENIER targets TIM. Suddenly:

BAM! Grenier stops dead in his tracks right before he gets off a shot, and drops to his knees. And we find:

ADAM, lying on top of the RV, with his rifle. He just put a tiny hole between Grenier's black eyes. Bull's-eye.

Zo dives for cover as Grenier falls forward in a dead heap. Jonas gets Tim and Rachel to the RV. Adam slides off the top, helping Rachel into the back.

ADAM

(to Jonas)

Where's Katherine?!

JONAS

I lost her! I don't know!

And then, as if on cue:

VAREK

JONAS!

VAREK suddenly emerges from the clinic entrance. Adam goes to shoot but sees that Varek has a hostage. Guess who.

It's Katherine.

A wounded, LIVING KATHERINE clinched in his arms. Varek is joined by Zo. It's a standoff -- everyone with their guns raised but no one shooting.

Sonja suddenly emerges from inside, sees the standoff. She raises her gun -- Varek looks at her. No.

Jonas knows he heard his name -- staring at the profile of Caleb Varek. A tense beat, then Varek turns his head, exposing his entire face -- and Jonas sees him clearly for the first time.

Jonas' mouth suddenly drops, his blood running cold, as:

(CONTINUED)

VAREK (CONT'D)

Let's stop all this, **brother**.

And those words hang there ominously.

VARIOUS REACTIONS:

-- Sonja and Zo turn to Varek -- confused by his statement?

-- Adam freezes, shocked.

-- Jonas swallows hard. Staring at his brother -- then at his daughter, captive. Whole new ball-game. He tries to hide his shock as he says:

JONAS

Let her go, Caleb.

-- Rachel, hearing that, steps forward from the shadows of the inner camper, leaving Tim in the front cab with Will. And as she steps into the light, she sees her husband, Caleb Varek -- alive -- just thirty yards away.

RACHEL

Oh my God.

Varek's face congeals, seeing his wife for the first time -- no idea she was a player in this game. He locks eyes with her -- then looks back at his brother Jonas:

VAREK

Don't make me do something I don't want to do. Join me. Together, we can save ourselves.

JONAS

I'm nothing like you.

VAREK

I am what I was meant to be. You live a lie -- trust me. We were wrong. I know what you're feeling.

JONAS

What happened to you? You're killing fellow human beings, Caleb.

VAREK

I AM NOT HUMAN -- and I will not risk spending the rest of my days as one. Diseased and flawed by design. We're better than that.

(CONTINUED)

Stillpoint. Varek continues to hold the half conscious Katherine at gunpoint, using her as a shield. Sonja and Zo's weapons are locked on Jonas. Adam stares down the barrel of his assault rifle. The ultimate lycanthropic standoff.

JONAS

Let... Her... Go.

Another agonizing beat.

VAREK

I'll make you a deal -- Katherine for the boy.

And those words hang there. Tears roll from Katherine's eyes. She stares at her father shaking her head "no". Then:

JONAS

My daughter... For your son?

And this time, Varek goes pale, obviously unaware of this. We watch as his eyes go from Jonas to Rachel, still in shock -- putting it all together. Tension. Fingers. Triggers. Tears. One last moment between father and daughter, husband and wife, brother and brother, then --

SIRENS! As the police and local fire authorities ring in from the distance. And that's that. Zo's had enough:

ZO

Fuck this!

He unleashes fire. Sonja starts shooting as well. The RV absorbs a barrage of buckshot as Jonas hits the deck and Adam takes cover. Varek retreats back towards the clinic, Katherine in check. Zo and Sonja are relentless. Adam returns blind cover fire. Jonas lunges into the RV, bullets grazing him. Adam has no choice but to slam the back of the RV shut. As he does so, both Jonas and Adam catch one last glimpse of the captive Katherine, as Varek and his crew disappear from sight. Will peels the RV away, the sound of sirens growing nearer.

Adam slides down the wall of the RV. He stares across at Jonas -- sharing the most desperate feeling imaginable. There are no words. Two men. Completely undone.

Rachel breaks the fugue. All she can say is:

RACHEL

He's alive.

Jonas lowers his head, as shocked by all this as Rachel. -- Timothy suddenly emerges from the front cab, grief stricken.

(CONTINUED)

92 CONTINUED: (4)

TIMOTHY
Who was that man?

Beat. Rachel turns to her son:

RACHEL
That was your father.

Timothy's face betrays nothing at first.

TIMOTHY
No. That's not true.

Rachel nods -- 'yes, it was'. And, suddenly, Tim's eyes fill with tears. For the first time since we've met him, young Tim is about to lose it:

TIMOTHY (CONT'D)
No. My father's dead. He's dead. You told me --

Rachel goes to Tim, tries to embrace him. At first he pushes her away but finally he accepts her arms, falling into them. Tim finally looks like the young boy that he is. Rachel looks over at Jonas. A thousand questions on her face.

93 EXT. BEHIND SABIAN CLINIC -- SAME

93 *

Varek and crew uncover their hidden HOGS. Grenier holds KATHERINE.

*
*

SONJA
That bitch was your wife?

*

VAREK
It was another life. When I left her, I had no idea she was with child.
(tense beat)
It changes nothing, Sonja. Nothing.

SONJA
It changes everything! That boy has to die, I don't care who he is. You can't hesitate!

VAREK
(venomous)
Shut your mouth -- how dare you, you ungrateful -- you question my resolve? I've sacrificed more than you could ever possibly imagine. You don't worry about me, got it -- that boy has no father. And...

*

(CONTINUED)

VAREK shoots a look to KATHERINE who has tears running down her face. *

VAREK (CONT'D) *

...I have no son. *

Sonja looks at Katherine. *

SONJA *

What the hell are we going to do with her? *

VAREK *

Bait. *

94 EXT. SKY -- DUSK

94

The sun reaching out, savoring the last breaths of this day.

95 EXT. RV -- DUSK

95

The RV is parked at an old run down TRUCK STOP. Will and Jonas stand outside the front cab conversing, somber. Will finishes bandaging Jonas' wound.

WILL

Rachel doesn't look so good. You need to talk to her.

Jonas nods, walking away from Will, to the back of the RV, where he finds Timothy, solemn, unlike we've ever seen him, staring off. A very fragile Rachel is trying to talk to him:

RACHEL

I wish I knew what to say to you. Something that would make this --

TIMOTHY

I'm some sort of messiah -- because of that, my father wants to kill me. The people I love are dying right in front of my face. What can you say, Mom?

Tim walks away from his mother. Rachel stares at her tormented son as Jonas steps up to her. *

JONAS *

I thought he was dead. *

RACHEL *

Not unless he's a ghost, Jonas. *

JONAS *

Rachel, I swear to you -- *

(CONTINUED)

RACHEL
Not good enough.

A beat. Jonas is about to break down. It's been a tough day for him too. Rachel can see his pain.

JONAS
I can't do this right now. We have to
lock down and keep moving.

Jonas walks away. Rachel lets him go. AND WE DISSOLVE TO:

THE SKY -- The RED MOON (number four) falls at an accelerated pace, dawn quickly arriving as the SUN glides into place like a rising flag.

CUT TO:

96 EXT. FOREST -- DAWN

96

The RV is tucked behind rocks and trees. Will is covering the rest of the truck with branches.

Jonas washes his face over a bucket of water. He turns, finding Adam. He looks beyond lost.

JONAS
This is our best bet. Will and I found
this place a long time ago. It's safe.
They'll never find us here. We'll wait
it out here.

ADAM
(pleading)
Tell me she isn't worth it. Tell me she
isn't worth going back for.

Jonas takes pause. Of course she is. Still --

JONAS
That sonofabitch knows he has my only
weakness. That's why she's still alive.
That's why we can't go back. It's what
he's counting on, Adam.

ADAM
You're right. We can't all go back. But
I can. I'm not talking about a rescue
mission. I'm only one man.

That hangs there. Jonas knows exactly what he means. Adam is fighting back heavy emotion now.

(CONTINUED)

ADAM (CONT'D)
They'll torture her mercilessly. And
you know that she won't break.

*

JONAS
Don't. I can't --

ADAM
-- She'll suffer so much, Jonas. So
much. Can you live with that?

Jonas knows he can't. Beat, then:

ADAM (CONT'D)
Neither can I. I'm no good to you
anymore. Not like this.

JONAS
One more day, Adam, and all this will
be over. Everything we believe in lives
in Timothy. We can't jeopardize that.

*
*
*
*

ADAM
Everything I believe in is out there --
I'm sorry Jonas.

*
*
*

The two men stare at each other, both knowing full well that
this is a suicide mission at best.

*
*

CUT TO:

*

97 EXT. FOREST -- MORNING

97 *

Adam, on the move, hands slashing at the thick brush and hanging
branches ahead, drenched with sweat, his eyes darting around the
forest. HE'S BEEN RUNNING FOR A WHILE. Suddenly he stops, very
still. His NOSTRILS FLARE, a scent. And WHOOSH! He takes off
again, reaching back, grabbing his silver revolver.

He scours the brush, something's close. The scent is strong. He
slowly advances forward, leaves rustling beneath his feet.
That's when it hits him. A single drop of BLOOD. Right on his
face. He slowly cocks his weapon and looks up, seeing:

KATHERINE

CRUCIFIED halfway up the trunk of the OAK -- a crown of barbed
wire around her head. Her eyes are closed. A chilling, macabre
image. Adam's face goes white.

ADAM
Oh my God.

(CONTINUED)

97 CONTINUED:

97

With that, suddenly, Katherine's EYES unexpectedly BLOW OPEN! -- Scaring us silly and letting us know she's not dead.

98 EXT. TRUCK STOP -- SAME

98 *

This is the same spot Jonas and crew stopped yesterday. A HAND WIPES FRAME sweeping through the dirt. PAN UP to REVEAL Varek taking a long whiff of his palm -- ZO approaches from behind.

ZO

There's nothing here, man. I'm not picking up a Goddamn thing. We're wasting time.

Varek, intense scans the ground around him -- his eyes falling on a single leaf just yards away. He bends down to retrieving it REVEALING THAT IT IS SPECKLED WITH DRIED BLOOD. He takes a sniff.

*

VAREK

They were here.

*

SONJA

Now what?

*

*

VAREK

Katherine...

*

*

99 EXT. FOREST - LATE DAY

99 *

The back doors of the RV are open. Jonas sits - He checks and loads his weapons. Rachel next to him -- hanging on every word as he explains:

*

*

JONAS

-- Caleb was fearless -- he wanted to see how they operated and rip them apart from the inside. You know how stubborn he was.

(beat)

He thought he could control the blood lust. He never came home. I chose to believe he was killed. Because he was Caleb -- and there was no way he --

Jonas is seized with emotion. Rachel's never felt so helpless.

JONAS (CONT'D)

We found out you were pregnant, I moved us to Huguenot. Out of sight -- out of mind. You know the rest.

(CONTINUED)

It all hangs there. Rachel's absorbing it all, her mind reeling. An upwelling ripple of emotion begins tearing through her. The tears start to come. Jonas sees them:

JONAS (CONT'D)
Don't do that, Rachel.

Rachel looks at him -- amazed by his insensitivity. She YELLS:

RACHEL
I just saw my husband. He's alive! He's coming to kill his own child -- my child!

JONAS
(yelling back)
He's my brother, Rachel! He's taken Katherine! You think I don't feel any of this? DO YOU!?

She fires back, more scared than anything --

RACHEL
Well I'm not like you, Jonas. Any of you. Remember? I'm not that strong! I don't have a beast inside of me!

Suddenly, Jonas turns on her, unleashed. He YELLS:

JONAS
YOU BETTER FIND IT -- OR YOUR SON WILL DIE! Look at me! You and that boy are all I have left. I can't watch either of you die, Rachel. I won't.

They hold the stare, emotion overtaking them both. Rachel digests. Just as she opens her mouth to speak --

Will runs up to them --

*

WILL
Adam found her, Jonas. She's alive!

*

*

Jonas jumps from the back of the RV, reeling, conflicted -- A million thoughts racing through his head.

*

*

JONAS
Show me!

*

*

100 EXT. FOREST -- LATE DAY

100 *

Will, Jonas, Rachel and Timothy run from the trees to see Adam holding KAT in his arms - BLOOD trickling from the holes in her wrists. The color drained from her face. She's very weak, but completely conscious. *

We see the horror in Jonas' eyes, seeing his daughter suffering. He sprints to her, helping Adam sit her down. *

JONAS

Oh god, what did they do to you? *

Jonas strokes Kat's hair, trying to comfort her. Kat's eyes fill with tears -- *

KATHERINE

I couldn't believe it was him, Daddy.
He was so different. He wanted to know
where we were headed. I didn't know
anything. The others wanted me dead.
(a beat)
He wouldn't allow it -- I guess he
saved my life.

ADAM

He left her for the fucking buzzards.
That's what he did.

Jonas just looks at her, conflicting emotions running through him. Will approaches this reunion, cutting back to reality.

WILL

Were you followed?

ADAM

Not a chance. I woulda picked up their
scent.

Will and Jonas exchange a look of concern. *

TIMOTHY (O.S.)

Kat!

They all turn -- Timothy and Rachel approach from the RV.

KATHERINE

Hey, kiddo. I missed you.

She hugs the little guy tight. Jonas stares at his daughter -- beyond relief. He and Rachel watch their children embracing -- an obvious connection. Will's still all business:

(CONTINUED)

100 CONTINUED:

100

WILL

Two hours until sundown. We have to
button up and lock down.

*
*

Jonas looks at everyone, hopeful:

JONAS

You all know what tomorrow is. We're
almost there -- we've just got to stick
it out. Together.

They all trade smiles of guarded optimism. Tim takes a deep
breath -- wondering what he will be capable of. Jonas carries
his daughter into the RV. Katherine peers up at the grey sky,
thankful to be alive.

101 EXT. COUNTRY ROAD -- LATE DAY

101

*

Varek and crew drive with nerveless absorption - THEY'RE ON THE
SCENT. The HOGS roar down the dusty road.

*
*

102 EXT. FOREST -- LATE DAY

102

*

Dense wilderness -- PAN through the brush to find the RV tucked
away, hidden from sight. Thirty yards in the distance, inside
the forest, we find Rachel and TIMOTHY.

*

Timothy stands behind a bush, peeing. Rachel's next.

103 INT. BACK OF RV -- SAME

103

Will is locking Jonas in for the night. Jonas is sweating like a
junkie experiencing early stages of withdrawal. Adam and
Katherine stand nearby, waiting to be locked down, also sweating
and shivering -- early transformation.

ADAM

Do you remember anything else that
might help us, Kat? Anything at all?

*

They've obviously been at this for awhile.

KATHERINE

I don't -- I just don't remember. Like
I said, I was zoning in and out. He
wanted to know where we were headed.

ADAM

And?

KATHERINE

(suddenly harsh)
And I told him to go fuck himself,
Adam.

(MORE)

(CONTINUED)

103 CONTINUED:

KATHERINE (CONT'D)

But you wouldn't know that, because you weren't there with me, were you?

Adam is shocked by Katherine's sudden aggression.

JONAS

It's all right, sweetheart. We're just trying to cover our bases.

KATHERINE

(softening)

I know. I'm sorry. I just don't remember. I wish I had more for you.

Will finishes locking in Jonas. He moves to Katherine next. She has removed only her blouse, still wearing her jeans and a bra. Will gives pause as she starts shivering even more, a thick lather of sweat on her brow. Jonas sees her face:

JONAS

Katherine --

KATHERINE

I'm just hurting. It really hurts.

WILL

Let me help you.

Will gently takes hold of her arm. Suddenly, unexpectedly, Katherine JERKS her hand away violently.

Will exchanges a look with Jonas as Katherine stares down at her CHAINS -- confusion, anxiety bristling on her face.

ADAM

Kat, what is it?

KATHERINE

I don't know what's happening.

Adam, still fully clothed, moves to her. She sees him and quickly backs away -- looking to Jonas:

KATHERINE (CONT'D)

Daddy -- something's wrong with me.

Her body trembles now. Something's happening beyond transformation. Adam reaches out to her again. She barks with uncharacteristic venom:

KATHERINE (CONT'D)

Get the fuck back cocksucker!

The RV falls silent. Something IS wrong. This is not the Katherine we know.

(CONTINUED)

JONAS

Will, lock her down. Do it now.

Will grabs a hold of the shackles -- Katherine's eyes locked on the steel constraints -- panic takes over -- she's struggling against whatever it is that has hold of her.

KATHERINE

Don't. Just leave me alone, I don't
know what's happening, I can't control
it --

Jonas, Will, and Adam understand. Sheer horror on their faces.

ADAM

It's impossible. He left her for dead.

Katherine's backed herself into the corner of the RV, her body now violently shaking -- clawing at her own face:

KATHERINE

No --

Katherine looks up at Adam, a venomous glare --

KATHERINE (CONT'D)

He gave me life!

JONAS

Now, Will, Goddamnit! He made her hunt!
Lock her down!

WHOOSH! Will makes a quick move toward her. But, in a sudden burst of movement, Katherine spins and backhands Will with unbelievable speed and power, SNAPPING HIS NECK.

*
*

Jonas' face falls. Adam shrinks in terror.

Remorse flits across Katherine's face as Will chokes to death. Katherine then looks at him as if it were someone else who did the deed.

KATHERINE

Will. Will, what's wrong?

JONAS

Adam! She'll kill us -- she'll kill
Timothy! It's what he wanted!

Adam pulls his gun. She turns to him, the demon unleashed again, seductive:

(CONTINUED)

KATHERINE

Baby, you have no idea what you're missing. It's amazing. We can feel it together. Let me show you.

Adam points the gun at his girlfriend, hand trembling.

KATHERINE (CONT'D)

You can't do it, you fucking coward.

As Adam moves closer, we can see his slow dissolve, he's unable to squeeze the trigger:

ADAM

Kat, please don't make me do this.
Please -- Jonas?!

Jonas watches on, BOUND, HELPLESS, unable to do anything:

JONAS

She's gone, Adam! You have to do something!

Adam's hand is still trembling. Katherine advances menacingly. Adam takes aim at her left THIGH and squeezes the trigger. BAM! Katherine drops, screaming, writhing in pain.

104 EXT. FOREST -- SAME

104

Timothy and Rachel hear the gunshot. They exchange a worried look as they slowly start back toward the distant RV.

105 INT. BACK OF RV -- SAME

105

Kat is on the floor clutching her wounded leg. Adam rushes to her, grabbing the shackles to lock her down. He places his gun in his belt to do so.

ADAM

I'm so sorry. You'll be okay.

He reaches for her wrist, ready to lock her down when:

WHOOM!

Undaunted by her wound, Katherine knocks Adam's wrist away and grabs for HIS GUN. He gets his hand on the gun also. She begins trying to wrench it out of his hand.

They're fighting for the weapon, eye to eye, boyfriend to girlfriend, and slowly we see that Katherine is gaining the upper hand. Her strength peaking in this new venomous state.

(CONTINUED)

105 CONTINUED:

105

Adam, in a state of disbelief, looks down to find the gun pointed at his heart -- Kat's finger on the trigger. Time slows to a crawl. The lovers lock eyes.

ADAM (CONT'D)

Kat -- it's me. You love me.

Kat's eyes soften, almost relenting. A moment -- and then the look is gone -- her eyes again filled with murderous rage. And Adam's eyes widen as he has just enough time to digest the irony of his demise. Kat pulls the trigger, piercing Adam's heart with a silver bullet. His body goes limp but she continues to hold him in her arms -- her eyes soft again.

KATHERINE

That's enough, Adam. I don't want to hurt you. Do you hear me?

She gazes down into his glassy eyes, realizing what she's done and slowly releases him to the floor. He falls dead. Jonas is weeping, staring at his daughter -- he can only do one thing:

JONAS

TIM! Rachel! RUN! NOW! RUN!

106 EXT. RV -- TWENTY YARDS AWAY -- SAME

106

Rachel and Timothy are still slowly, wearily approaching the RV when they HEAR Jonas' screams. Rachel doesn't hesitate. She heeds the warning, scooping up young Timothy and starts running toward the highway.

107 INT. BACK OF RV -- SAME

107

Jonas continues YELLING as Katherine gently closes Adam's sightless eyes:

JONAS

RUN Rachel! GET TIM OUT OF HERE NOW!

Katherine finally looks up to her father. Lethal:

KATHERINE

Shut the fuck up!

And she reels back and cuffs her father across the face with a closed fist. Jonas absorbs the blow, continuing his efforts:

JONAS

RUN TIMOTHY! RUN Rachel! RUN!!!

BAM! Katherine clocks her father again, harder.

108 EXT. HIGHWAY -- SAME

108

Rachel and Timothy are on the run, heeding Jonas' warning, his voice echoing in the distance.

Suddenly, Rachel stops. She looks back toward the RV.

TIMOTHY

Mom, c'mon!

Rachel doesn't move.

109 INT. RV -- SAME

109

WHAM! Another tough blow to the head. Jonas is reeling.

KATHERINE

It doesn't have to be this way, Daddy!
Don't you want to feel what I'm
feeling?

JONAS

Katherine, think about what you're
doing. You helped raise that boy! This
isn't you. It's them!

That hangs there. For a fleeting moment it seems like she's considering his words. But then:

KATHERINE

I'll miss you.

And with that, Katherine opens the back doors of the RV -- ready to leap out, when she's met by:

RACHEL

Holding a shotgun up at her. Stillpoint. Katherine pauses. Rachel takes in the tragedy within. She freezes, agape. Jonas' heart sinks. 'Why didn't she run?'

JONAS

I told you to get out of here! I told
you to run! She'll kill Tim!

But Rachel's FINISHED RUNNING. She says with an authority we haven't seen:

RACHEL

(to Katherine)

You can't have him. You'll have to go
through me.

Katherine just stands there, unresponsive.

(CONTINUED)

JONAS
Lock the doors, Rachel. Lock us in!
It's over Katherine. Just me and you
now. It's over!

A desperate beat. Katherine's electric eyes are now darting about, her loss of control rapidly progressing. She stares daggers at Rachel:

KATHERINE
You fucking cunt.

RACHEL
Don't.

No dice. Katherine makes her move. Leaping out toward Rachel.

JONAS
No!

BOOM! Rachel pulls the trigger. Katherine's shot mid-leap. She lands, dead. Rachel lowers her gun. She looks over at Jonas -- head down, emotion overtaking him.

RACHEL
Jonas --

Beat. Jonas is still, quiet -- destroyed. Another moment before he finally raises his head:

JONAS
-- Our scent is in the air, they'll
pick it up. We have to go. Now.

Rachel closes the door. As soon as it shuts she HEARS JONAS emitting a CRY so loud and deep it tears right through her.

RACHEL
Tim! In the truck, now!

*
*

110 INT. FRONT CAB OF RV -- MOMENTS LATER

110

As Rachel jumps inside, she starts the big RV. Timothy jumps in the passenger side. Rachel hits the gas -- mishandles the clutch and stalls. Tears flowing.

*
*
*

She looks at Timothy who is shaking and scared. She tries again. She gets it this time. Using both arms, she steers the RV -- pulling out from behind the rock mountain. She starts driving.

*
*
*

RACHEL
Katherine...what have I done...

*
*

(CONTINUED)

110 CONTINUED:

110

TIMOTHY

You had no choice mom. Kat would not
want to live like them.

He looks at Tim, knowing he's right.

RACHEL

I don't even know where I'm driving. I
don't know what to do, Tim.

Tim looks out the window and sees the The FULL RED MOON in the
sky.

TIMOTHY

That way.

Rachel swallows -- nods. Timothy looks straight ahead, pained.
Mother and Son take off down the dark road. The RED MOON in the
distance.

111 EXT. DIRT ROAD -- SAME

111

Varek and Sonja drive down the dirt road on their HOGS. They're
in the early stages of transformation. Varek's eyes burn red.
His nose obscenely sniffing the night air, picking up the scent
of blood, somewhere in the distance.

PAN UP TO:

112 ALAS, THE FULL RED MOON

112

Rearing itself in the sky. A magnificent, ethereal sight. It's
now dusk. PAN DOWN OFF THE MOON TO:

113 EXT. RV -- DUSK

113

Kicking 85 down the single lane farm road.

114 INT. BACK OF RV -- SAME

114

Jonas is bound and bleeding. He, too, is in the early stages of
transformation.

115 INT. FRONT CAB OF RV -- SAME

115

Flashes of: FLAMES - SMOKE - A BEAST. Timothy's EYES POP OPEN.
He's in the cab of the RV. Rachel looks over at her son. His
eyes are red and swollen.

RACHEL

Baby?

TIMOTHY

He's going to find us, mom.

(CONTINUED)

115 CONTINUED:

115

RACHEL

Oh, baby...

*
*

But before she even finishes, Timothy, who's staring straight ahead, freezes, eyes widening as he SCREAMS:

TIMOTHY

MOM!

*

Rachel looks back through the windshield -- there's a quick blinding flash of movement that we recognize as:

THE HAWK -- sailing like a jettisoned projectile, targeting the windshield. It hits! WHOOSH! The windshield EXPLODES! The Hawk lumps into the vehicle, dead.

Rachel loses control of the truck. The RV hits the highway divider. Timothy and Rachel hold on for dear life as the RV begins to cant, tipping, slewing across the pavement.

116 INT. FRONT CAB OF RV -- SAME

116

*

Rachel holds onto Timothy when finally, the RV's uncontrolled spin comes to a halt. Eerie silence.

*

117 EXT. FRONT CAB OF RV -- SAME

117

*

Rachel and Timothy emerge, dazed. They immediately move to the back of the RV, opening the doors, rushing to Jonas:

JONAS

They're near. You need to run.

RACHEL

You're coming with us.

JONAS

No. I'm bleeding. They'll pick up the scent.

RACHEL

We can't outrun them anymore. -- We're going to need you, Jonas.

He can't argue with that. Rachel unlocks his shackles, newly focused and acting with a clarity we haven't seen before. Jonas is free, the first time he's ever been unchained on a NIGHT BEARING A FULL MOON. He's out of sorts. Rachel grabs his hand, helping him up, he quickly throws on his clothes.

Rachel grabs as much artillery as she can and the threesome starts out down the road -- Jonas is breathing hard, in the throes of pre-transformation.

*

(CONTINUED)

117 CONTINUED:

117

Timothy LOOKS AHEAD -- SEES THE TOP OF A SMOKESTACK RISING HIGH INTO THE SKY -- FLAMES AND SMOKE. *

TIMOTHY

I've seen this. *

Timothy moves towards the smokestacks - Rachel and Jonas follow. The forest beginning to thin, clearing into a plain, trash strewn field, and that's when we see it: *

118 EXT. MOTOR CITY IRON WORKS -- DUSK

118

An enormous, steel and ironworks factory built 50 years ago and shutdown a decade ago. It's dilapidated -- broken brick and rusted STEEL exterior. Massive industrial windows line the sides of the building, many of them shattered. And in the background, flanking the Mill we see A WELL LIT METROPOLITAN SKYLINE. An unfamiliar sight for us, a bustling, densely populated city resting just out of our reach.

Then, they all see something that stops them in their tracks:

A CROWD OF PEOPLE, YOUNG and ECCENTRIC ARE DANCING AROUND A BONFIRE. AN ODD, SEXUAL ENERGY IN THE AIR AS MUSIC RISES. This is the urban youth, the night owls from the NEARBY CITY, ALL DRAWN TO -- *

THE RED MOON -- pointing at it, bathing in its CRIMSON GLOW - in awe of it, almost worshipping it. *

This is some kind of "RED MOON GATHERING" - a cult-like movement awed by this phenomenon as they all slowly begin to notice the NEWCOMERS: Jonas, Rachel and Tim --

The dancing stops -- it becomes very quiet, as the crowd stares at them, specifically Timothy. We can here whispers from deep within the crowd. "It's true" "It's him" *

The crowd PARTS FOR THEM -- They continue to stare at Timothy as Rachel pulls him close: *

RACHEL

Don't leave my side, Tim. *

They move towards to a huge STEEL DOOR. Jonas stops, looks back to the GATHERING. He's shaking, sweating, pained. Jonas turns back to the STEEL DOOR, pulls it open and leads them inside. *

119 INT. STEEL MILL -- CONTINUOUS

119

The steel door opens, allowing RED MOON LIGHT to slice through the black as Jonas, Rachel and Timothy move into the STEEL MILL. *

(CONTINUED)

An endless multi-tiered maze of twisted metal and machinery. A tangle of pipes, catwalks, hydraulic presses, furnaces and smelter crucibles -- all laved in the red light of the moon sluicing through windows. *

Rachel, Tim and Jonas cautiously eye this unsettling atmosphere. *

A moment, where we PULL BACK on our TRIO standing in this creepy, intimidating place. *

Jonas hands the SHOTGUN BACK to Rachel, and they carefully begin to move through the MILL, navigating the dark steel pathways toward the REAR OF THE BUILDING -- *

RAYs OF RED MOONLIGHT -- streaming through the many cracks and holes that pepper the shell of this structure. Crimson spotlights beaming shafts of light, illuminating various sections of the factory, as:

THEY REACH A DOOR -- deep inside the bowels. Jonas opens it -- REVEALING A LONG HALLWAY that leads to another DOOR -- they ENTER, reach the end of the hallway, opening that second DOOR --

120 INT. STORAGE ROOM -- CONTINUOUS

120

Crowded with OLD CRATES, WOODEN BOXES AND RUSTED MACHINES. Jonas, Rachel and Timothy step inside.

A FAMILY OF HULKING RATS scatter across the floor, disappearing in this labyrinth of metal. *

Jonas checks the inside of the door. *

JONAS

Steel door, locks from the inside.

RACHEL

What are you thinking?

JONAS

I'm out there, you're in here with Tim.

RACHEL

There's three of them.

JONAS

I got a few tricks up my sleeve. But if they get through me --

Jonas holds out the shotgun to Rachel.

RACHEL

-- I'm the last line of defense.

(CONTINUED)

Rachel takes the shotgun, ready to go. Jonas is sweating, fighting back the beast inside.

*
*

RACHEL (CONT'D)
You don't look so good.

JONAS
(deflecting)
Listen to me -- after I turn,
I'll be fighting the blood lust. I
don't know what's going to happen.
(a beat)
If I feed, I'll lose control...you'll
have no choice. Kill me. Swear it. Both
of you.

Rachel and Timothy hesitate -- but both nod reluctantly, hoping it doesn't come to that.

A sad and awkward moment -- this could be goodbye and they all know it. Then, overcome, Timothy steps forward and wraps his arms around his uncle's waist -- hugging him tight. Jonas swallows his emotion and locks eyes with Rachel. Her eyes well as she reaches out. Jonas takes her hand, clutching -- one final look that says it all. He gently steps back, breaking the tableau.

JONAS (CONT'D)
Don't open this door.

With that, he exits -- leaving mother and son alone. Rachel locks the door and turns to face Timothy.

RACHEL
I guess this is it. Just one more
night.

TIMOTHY
One's less than two. I have to think
positive, right?

Beat -- the fear evident in their eyes. Then:

TIMOTHY (CONT'D)
What's going to happen to me, Mom?

Wouldn't we all like to know?

SMASH TO:

121 EXT. OFF ROAD GULLY, CRASHED LOCK-DOWN RIG -- DUSK 121

PAN ACROSS the WRECKAGE, finding VAREK and SONJA, still in the throes of pre-transformation, on the road looking down at the Mangled RV. *

Zo comes out from behind the wreckage. *

ZO
There not here. *

SONJA
Your little plan didn't work, Varek.
You're going to have to get your hands
dirty now. *

Varek glares at Sonja. Sonja eyes him back -- Varek smells the night air, picking up the scent of blood. *

LOOKS IN THE DIRECTION OF THE FACTORY -- sees the smokestack, the city skyline layered behind it --

VAREK
All right. Let's finish it.

CUT TO:

122 INT. STEEL MILL, STORAGE ROOM -- NIGHT 122 *

Rachel and Timothy huddled in the dark, holding each other. Suffering through the eerie silence, waiting for all hell to break loose.

CUT TO:

123 EXT. MILL -- NIGHT 123

THE FULL RED MOON is intense - casting a red glow over the crowd of people gathered. Music echoes as the gatherers dance around fires. *

In the distance, backlit but the RED MOON, three silhouettes walk towards the gathering. *

The music stops - people look - Silence. *

As the three stalk toward the young crowd, we see VAREK, SONJA AND ZO - FULLY TRANSFORMED -- and ready for battle. *

CHAOS! The crowd, fleeing in horror as these three beasts move closer to them -- *

(CONTINUED)

FOLLOW a TEENAGE GIRL -- running, screaming in mindless fear until she is stopped dead in her tracks by VAREK -- the fierce leader salivating in the face of his prey. Just as the girl lets out a blood curdling cry, we SMASH TO:

THE FULL RED MOON -- NOW AT ITS PEAK. We hold on this impressive, intense image for an extended beat, and then re-visit:

Varek, Sonja, and Zo as they circle the mill, sniffing through the night fog, relishing the scent of fellow wolves nearby. The YOUNG CROWD has completely dispersed now, as:

Varek looks at Zo. A signal. Zo moves ahead toward the FRONT DOOR OF THE MILL alone. Sonja and Varek disappear into the darkness, moving around the backside of the massive building.

Still no sign of Jonas. The quiet is all consuming. The FRONT DOOR OPENS -- MORE MOONLIGHT GLIDES THROUGH, bathing the mill with it's red glow, as:

Zo enters, sniffing the air grotesquely.

Zo stalks through one of the dark corridors, moving between the machines, only his RED EYES penetrating the black when THUNDER rages overhead. Seconds later -- CRACK! Lightning FLASHES -- WHITE AND RED LIGHT CLASH, illuminating the interior of the ENTIRE MILL for a beat -- exposing in that FLASH, Zo sees:

JONAS

At the end of the aisle. He's there, moving quickly through the mill. But he's gone as the lightning dissipates. Zo's already moving toward him, beast after beast, thrashing around all the machines, hanging chains, when:

CRACK! A FLASH of LIGHTNING just outside the windows of the MILL, highlighting the interior for another split second -- just long enough for Zo to spot Jonas' shadow again, now crouching in the corner, beneath a catwalk. Zo stops his pursuit -- THEY LOCK EYES.

Zo hissing/growling, smelling blood. Zo creeps slowly towards him, fangs exposed, dripping saliva, ready to strike.

Jonas seems ready to battle, when his eyes cautiously look down at:

CHAINS -- strung like trip wire across the floor of the mill just twenty feet in front of him. A TRAP of some sort.

(CONTINUED)

124 CONTINUED:

124

Jonas finally bolts from his spot. Zo kicks into a run after him, stepping right on that TRAP, and CLICK! SNAP! The CHAIN goes TAUT, cuffing his ankle Triggering:

*
*

6 INCH CHAINS -- to unfurl, yanked out from beneath nearby aisles at a furious pace. The chains wrapped around Zo's feet, ensnaring his legs in a harness. They're then pulled taut and WHOOSH! They're jettisoned skyward, dragging Zo toward the ceiling. He's pulled all the way up -- this werewolf is now hanging by his feet, upside down, right next to the second floor CATWALK. Dangling helplessly, when:

JONAS -- appears, arriving on the second floor catwalk -- just a foot away. WHOOM! Jonas sinks his 5 inch power claws into the defenseless Zo and breaks his neck. He shrieks in agony and we

CUT TO:

*

125 INT. STEEL MILL -- CONTINUOUS

125

*

VAREK - ANOTHER PART OF THE MILL

*

Alerted by the sound of his fallen comrade.

SONJA

Looking around, surveying, also having heard Zo's death wail.

126 INT. STORAGE ROOM -- CONTINUOUS

126

*

Tim and Rachel, inside the locked room, hearing the wolf cry, exchanging a look. Tense, very tense.

*

BACK TO:

*

127 INT. STEEL MILL -- CONTINUOUS

127

*

ZO'S beastly eyes fading as his heart slows to a stop and WHOOSH! Jonas withdraws his claws, and we see ZO's lifeless body fall to the conveyor belt below. We hold on ZO as he slowly returns to HUMAN FORM, as:

*

JONAS disappears into the darkness.

128 INT. ANOTHER PART OF STEEL MILL -- NIGHT

128

Sonja stalking through the darkened corridors - sniffing, searching, eyes darting in every direction, tension, as she stops -- scans, when we:

FOCUS IN BEHIND HER -- SOMETHING LURKING.

(CONTINUED)

128 CONTINUED:

128

At first we can't tell what it is -- but as we look closer we see FOUR INCH FANGS -- which belong to -- JONAS -- hiding and camouflaged amidst the PIPES and TWISTED METAL. He makes his move, LEAPING OUT, WHAM! hitting SONJA with his huge clawed hand, knocking her forward!

*
*

Jonas moves in for the kill, ready to pounce on the downed Sonja. He leaps forward when:

*

BAM! He's intercepted by:

VAREK -- emerging from the dark -- knocking Jonas out of thin air with a vicious swipe. Jonas lands in a heap, blind-sided as Varek approaches. Varek reaches Jonas and WHOOSH -- slashes him with his jagged claws.

*

JONAS HOWLS in PAIN!

*

129 INT. STORAGE ROOM -- CONTINUOUS

129

*

Tim and Rachel hear the HOWL. Tim, somehow knowing it's Jonas, reacts, stepping forward instinctively, wanting to help his Uncle -- inadvertently knocking over a nearby BOX which hits the floor in a resounding THUD --

*

130 INT. STEEL MILL -- CONTINUOUS

130

*

Sonja still dazed but rising when she HEARS that THUD -- not far -- she looks forward -- right at the LOCKED ROOM in which Rachel and Tim have taken refuge. She starts toward it as:

*

VAREK

*

Ready to strike again when Jonas rolls from beneath him. The two brothers face each other -- ready to battle as:

*

*

SONJA

Approaches the LOCKED ROOM -- sniffing, picking up the scent of Rachel and Tim. She's found them.

*

VAREK AND JONAS

Stalking each other, circling, fangs exposed, waiting to see who strikes first. Finally, BAM! Jonas makes a move, leaping forward, slashing at his brother. Varek dives, slashing back -- their fight in full swing as we go back to:

*

131 INT. STORAGE ROOM -- CONTINUOUS

131

*

Tim and Rachel hearing something outside. Rachel stands in front of her son when:

*

(CONTINUED)

131 CONTINUED:

131

BAM! Someone, something POUNDING on the STEEL DOOR of the LOCKED ROOM!

Tim reflexively jumps. Rachel fights the fear and holds her ground, weapon in the ready position, when BAM! Again, something big, something strong HITTING THAT STEEL DOOR AGAIN. *

SONJA -- RIGHT OUTSIDE THE LOCKED ROOM

Lunging into the STEEL DOOR. BAM! BAM! Again and again. But it won't give. *

TIM AND Rachel -- INSIDE LOCKED ROOM

Cringing with each blow to the door. The door dimpling but HOLDING, when finally it stops. Silence. *

BACK TO: *

132 INT. STEEL MILL -- CONTINUOUS

132

VAREK AND JONAS *

POUNDING EACH OTHER! The ultimate fight. WHAM! Varek thrashes Jonas in the mid-section. WHAM! Varek backhands Jonas in the face, sending Jonas across the ROOM. Varek has the upper hand now. *

BACK TO: *

133 INT. STORAGE ROOM -- CONTINUOUS

133

Tim and Rachel hearing the distant, disconcerting HOWLS of Jonas. They exchange a glance when we see: *

SOMETHING DRIPPING on Rachel'S SHOULDER -- something wet, slimy, falling from above. Rachel doesn't see it but Tim does -- he looks skyward, toward the source of that DRIP, spotting:

SONJA

Cruel, demented face looming behind the VENT/HEATING GRATE in the CEILING -- teeth exposed and dripping saliva in teasing cruelty. She's ready to make entry when:

TIMOTHY

MOM!

Rachel looks skyward! Seeing Sonja -- she raises her shotgun -- FIRING! WHAM! The VENT SHAFT LOUVRE IMPLODES AND SONJA FALLS THROUGH -- right on TOP OF Rachel! She drops her gun. Defenseless, as she looks up and sees SONJA'S FANGS - RIGHT IN FRONT OF HER!

(CONTINUED)

THEY'RE FACE TO FACE! INCHES APART! The only thing separating them is the VENT SHAFT GRATING - which plunged with SONJA -- its now protecting Rachel from the SNARLING FANGS OF THIS BEAST!

RACHEL'S SCREAMING! SONJA'S GROWLING -- TRYING TO BITE Rachel!

Tim moves toward the SHOTGUN, and just as SONJA is about to tear that GRATE away and remove Rachel's face with her teeth -

TIM FIRES!

But the KICK from the SHOTGUN literally knocks little TIM on his ass and throws off his AIM! The BLAST misses Sonja but WHAM! Hits a PILE of CANNISTERS IN THE CORNER -- all labeled **HEATING OIL!** The SHOTGUN PELLETS rupture the OIL CANS and SUDDENLY --

WHAM! WHAM! WHAM! The CANS explode -- mini-projectiles bursting in a hail of FLAME AND METAL -- setting the ceiling and room afire!

The blast knocks Sonja off of Rachel.

*

Rachel gains semblance, sees the SHOTGUN yards away from her, looks at her son across the room. Sonja rises at the same time, looking at Rachel -- then at Tim -- he's only yards away from Sonja - this can all end right now -

Rachel knows what she's going to do.

*

Sonja leaps toward Tim. Rachel dives for the SHOTGUN.

*

Time slows.

Tim watches, helpless, fire rising all around them -

Sonja is about to land atop Tim when Rachel grabs the SHOTGUN -- raises it -- aiming and BOOM! She pulls the trigger! BAM! She HITS Sonja mid-leap. Sonja's thrown back by the blast into the FIRE -- her body erupting in flame -- SHE HOWLS MINDLESS AGONY!

Rachel runs to her son, grabs him by the hand -- moves to the locked door -- fire rising, smoke burning their lungs -- she opens the door -- and both Mother and Son emerge into the main room of the Steel Mill. They now have no choice. SAME TIME:

134 INT. STEEL MILL -- CONTINUOUS

134

*

VAREK AND JONAS

*

Still battling but Jonas is injured. He's struggling, bleeding knocked on his ass once again, tumbling backwards and falling down some STAIRS -- that lead into a SWELTER PIT BELOW.

(CONTINUED)

He crashes down the stairs, lying at the base -- bleeding, unconscious -- maybe even dead. Varek stands at the top of the stairs, looking down at JONAS when:

TWO MOVING SHADOWS FALL ACROSS THE WALL in front of VAREK -- CAST OUT FROM the GROWING FIRE BEHIND HIM. Alerted, he turns away from the fallen Jonas and sees:

THE FLEEING Rachel AND TIM.

Rachel sees Varek. Stops in her tracks. Tim behind her. Just ten yards apart. Eyes locked. She raises her shotgun, ready to defend. Varek salivating -- staring at his wife and son. Ready to kill, when:

AHHHH! A wailing scream behind Tim and Rachel. Rachel instinctively spins, taking her eyes off Varek, seeing:

A BALL OF HUMAN FLAME emerging from the LOCKED ROOM. It's SONJA -- entire body AFIRE -- barely alive, but running hellbent at Tim and Rachel. She leaps toward them -- a human fireball sailing and seeking Tim when:

WHAM! WHAM! Rachel slams the butt of the SHOTGUN into Sonja's flaming head -- sending her stumbling back, as Rachel rotates the weapon in her hand like a trained soldier, pumps the shotgun, actually savors the moment as Sonja prepares to re-launch her attack, but just as she leaps forward again:

BAM! Rachel FIRES! Hitting SONJA. Her burning body falls from the air, truly finished now. *

Rachel and Tim spin back toward Varek -- But now he's gone. *

Utter silence. Except the crackle of FLAMES as the FIRE from the LOCKED ROOM spreads. Rachel takes Tim by the hand again. *

RACHEL
We have to go, now! *

Rachel leads him, navigating through the growing flames, making her way toward the front door, when suddenly, a BURST OF MOVEMENT next to Rachel and then WHAM! Rachel soars backwards 10 feet from Tim. She lands hard, GOING UNCONSCIOUS. We see: *

VAREK

Now standing just a yard from TIM, having just taken Rachel out of the picture.

Time slows to a nightmarish crawl as Father and Son face off. Rachel's lying out cold, and bleeding in the b.g.

(CONTINUED)

Stillpoint. Varek's werewolf facade seems to soften. Timothy eyes his father -- Varek's moves almost innocently -- almost as if he's unconsciously reaching out for his son.

He can end it all right here, right now. BUT HE HESITATES --

WHOOSH!

IT'S JONAS. He leaps through a wall of fire and tackles Varek right before he grabs Timothy. They crash to the floor. Jonas has the upper hand, slashing at his brother repeatedly. Meanwhile:

TIMOTHY

Moves to his unconscious, mother -- tries to wake her as the fire grows around them. YARDS AWAY:

VAREK AND JONAS

VAREK takes another slash from JONAS but he gets some leverage, rolling away, ducking into a quadruped stance, turning toward Jonas, growling.

They both leap, grabbing hold of one another in mid-flight. It's the ultimate fight -- brothers in arms -- huge PAWS smashing each other with awesome force as:

The FIRE is creeping closer. Tendrils of flame and smoke starting to swarm the entire mill.

Timothy tries to pull his mother out of the path of flames.

VAREK AND JONAS continue to battle, lunging at each other, slashing -- each of them looking for an opportunity to strike a fatal blow.

Varek throws Jonas against the steel railing. Jonas slashes back, fights Varek off for a moment as he writhes in pain -- hurt badly, as:

TIMOTHY - desperately tries to pull Rachel. Flames so close to them when, finally, Rachel's eyes start to flutter open. She's gaining consciousness.

VAREK continues chomping into Jonas' neck.

JONAS can't break free -- trying to claw at Varek -- no use.

Jonas sights Timothy and Rachel across the room. Knows they'll be destroyed next if he doesn't do something. Jonas sees Varek's ARM -- wrapped around his neck -- just an inch from his mouth. Jonas has no choice. He opens his mouth, exposing his own fangs, he sinks his teeth into HIS BROTHER'S UPPER ARM.

(CONTINUED)

Tasting blood.

Varek HOWLS in pain -- tries to break away, but Jonas keeps biting, until WHOOSH! With one last penetrating bite, Jonas pulls away from Varek, FEEDING, his fangs exposed.

Varek stands there, flames all around him, upper arm and shoulder bleeding badly. Jonas goes in for the kill, leaping on Varek, sinking his teeth into Varek's neck.

TIMOTHY leans over his Mother, placing his SHOTGUN on the FLOOR, trying to help her up, but she's still dazed, trying to gain semblance. SUDDENLY, WHAM! The BURNING CATWALK ABOVE comes crashing down in front of them! Timothy tries to pull his mother up, but he can't do it alone. He looks up at:

THE BACK OF JONAS

Sitting over the body of Varek -- what we can't see is what Jonas is doing to him.

TIMOTHY

Uncle Jonas!

Timothy steps toward Jonas, when, Jonas begins to turn to him. Before we see Jonas' face, we go to:

CU -- TIMOTHY

Face dropping. He's seeing something that's giving him extreme pause. We TURN and REVEAL:

JONAS

Is no longer the man/werewolf we once knew. He's been feeding. He looks at Timothy, releasing a low, terrifying growl. *

Jonas starts toward Timothy. The beast's eyes are vacant. Timothy has nowhere to run. Jonas rails back on his legs and lets out a hideous growl. An awful, languishing beat, then:

TIMOTHY (CONT'D)

(barely audible)

No --

Jonas leaps and soars toward Timothy when BAM!

A SHOTGUN blast reverberates! Jonas is hit mid-leap -- in the CHEST -- target center --- he drops from mid-air -- just a yard from Tim --

(CONTINUED)

Jonas lays at Tim's feet, on his back, his life slowly slipping away, his dying eyes locked on the boy he sacrificed himself for, as he begins to turn back to human form, we see in Jonas' final moment of life, a sense of peace wash over him as he stares at Tim, standing over him...alive. A moment later, Jonas is gone.

Timothy's frozen. He spins, seeing his savior:

HIS MOTHER

On the floor, covered in blood, holding Tim's shotgun. Flames building around her. She stares at the dead Jonas, who's returned to human form, her expression bristling with sadness for a beat.

RACHEL

I'm so sorry, Jonas.

But now's not the time to mourn. She looks at her son. She musters up all her strength and stands tall, re-energized. She says to Tim:

RACHEL (CONT'D)

Let's get the hell out of here.

*

Timothy stands shocked by his mother. She moves forward to him when she stops, seeing something:

A SHAPE rising right behind Tim. It's:

VAREK

Somehow alive. Rachel screams:

*

RACHEL (CONT'D)

TIMOTHY!

But before he can move:

WHAM! Varek GRABS Tim's leg, pulling Tim back -- Tim falls, startled, spinning at the same time, seeing his father just yards away and ready to strike.

Rachel raises the SHOTGUN -- but there's no more BULLETS!

Tim shocked, quickly reaches in his POCKET.

Varek makes the move to sever his bloodline -- stalking forward, mouth open, when Tim pulls his hand from his pocket -- clutching:

(CONTINUED)

His POCKETKNIFE -- doing his best to threaten this vicious beast, but it's futile as Varek continues his approach, salivating, closing in on this kill he so desperately wants, as:

Rachel runs heedlessly forward, running at Varek, just as:

Varek looks up at his son -- no longer conflicted. He leaps, lands on Tim.

He sinks his BLOODIED FANGS INTO THE BOYS SHOULDER, pinning him down with one of his brutish claws. Tim screams in pain -- his father's teeth buried in his flesh.

Rachel reaches Varek -- swings the SHOTGUN at him like a Louisville Slugger -- Varek grabs it in MID-AIR, breaking it in two. He then GRABS Rachel around the neck -- stopping her aggressive path -- choking her.

Varek has one hand pinning Tim beneath him.

His other hand is choking Rachel.

The worst fate imaginable has come to pass. Varek raises his head, Timothy limp beneath him. Eye to eye, boy and beast, father to son -- one final moment of life.

Rachel, incapacitated by Varek's massive hand, can't help her son, just a yard away, as she loses breath.

Varek is about to sink his fangs into Tim when IT HAPPENS!

AND ITS UNLIKE ANYTHING WE COULD HAVE IMAGINED --

Tim desperately raises his tiny arm -- gripping his father around the neck -- fangs literally centimeters from youthful flesh. Again, almost under his breath:

TIMOTHY

-- No.

Tim's grip tightens. And suddenly, strangely, the vacancy in Varek's demon eyes -- the venomous rage -- begins to dissipate.

We notice something then -- TIMOTHY'S WATCH IS BEEPING ON HIS WRIST -- DIGITAL DISPLAY NOW READING -- 12:01. THE ALARM HE SET -- it's officially his birthday.

And something is unfolding. It's almost as if Varek has been suddenly paralyzed as Timothy's focus and grip intensifies. Varek's struggle and aggression halts -- his tight death grip on Rachel is broken -- she falls to the floor, sucking air, getting her breath, baffled by what's happening in front of her.

(CONTINUED)

Varek begins to tremble. It's the same tremble we saw earlier, when he changed from man to beast. Only this time --

IT'S THE OPPOSITE. WE'RE WITNESSING A REVERSE TRANSFORMATION.

TIMOTHY IS LITERALLY REMOVING THE BEAST FROM THE MAN.

This is what they were all waiting for -- this is the power within Tim. His birthright. The prophecy was true.

Varek's claws become hands again. Fangs become teeth. Varek the Man is returning, the beast bleeding out of him -- removed by Tim -- its essence unable to survive on its own -- deteriorating into a cesspool of vapid carnage.

All at once, the beast is no more and Varek collapses on the ground. Fully human. The beast extracted from within by the boy, by his son. Tim sits shocked by what he's done, what he's capable of. He's looking down at his hands, in awe of this new power. He looks up at his mother, just a yard away, also rendered speechless.

They both hear a MOAN and they look back at:

VAREK -- TIM'S FATHER/RACHEL'S HUSBAND

In human form. Lying on the floor -- bleeding from multiple wounds. His visage different, a subtle yet perceptible change in his expression -- something softer, something more human.

He's bleeding, hurt, vulnerable, staring up at Tim and Rachel with eyes full of conflicted emotion, loss, fear, confusion, sorrow, longing.

Tim stares down at his father, so confused by this turn of events. His young mind racing.

Rachel's not so confused. She grabs her son by the arm, pulling him up to his feet as the FIRE crackles around them. Rachel gives one last look at Varek and moves for the front door, pulling her son out of there.

But suddenly:

TIM

Wait.

Tim stops in his tracks. His mother looks at him, confused, as Tim turns back, young eyes riveted on:

HIS FATHER

Tim can't take his eyes off Varek.

(CONTINUED)

134 CONTINUED: (7)

134

Rachel tries to pull her SON again, but Tim's not moving --
FATHER and SON locked in a stare.

We hold on that tableau -- MOTHER trying to pull SON to safety --
SON holding ground, not moving, staring back at his FATHER --
just a man now -- a vulnerable man -- looking at his SON with
dying eyes.

Flames rising around all three of them.

We FADE OUT -- on their intense look --

FADE IN

135 EXT. GAS STATION -- SOME TIME LATER -- DUSK

135

TIGHT ON A VENDING MACHINE as a bag of chips falls from its
perch. We hear more money going into the machine, a candy bar
falls, as:

A scar-riddled arm retrieves the snacks from the bin.

REVERSE TO REVEAL:

Rachel -- she retrieves the snacks and walks towards what
appears to be a U-HAUL truck -- unmarked -- parked along side of
the station.

Continuing toward the U-HAUL as we HEAR:

TIMOTHY (V.O.)

Things are very different now. So many
people I loved sacrificed themselves
for me -- for our future.

Rachel slides open the back of the truck about half way --
speaks to someone O.S.

RACHEL

Hey -- what is this, fun and games?
This train's moving out.

Rachel winks and pulls the door back down. We stay:

136 INT. U-HAUL RIG -- SAME

136

It looks oddly familiar --

THIS IS A SMALLER VERSION OF JONAS' RV -- fully stocked, locked
and loaded. And there, standing inside the rig, right next to a
METAL-MESH COCOON, is TIMOTHY. His hair is a little longer and
he, too, looks a thousand times better than when we saw him
last. He stands naked, holding his clothes.

(CONTINUED)

TIMOTHY (V.O.)
But I'm not alone --

PAN OFF TIM TO REVEAL:

CALEB VAREK -- ONE ARM IN A SLING, FACE SCARRED. BUT HE'S ALIVE. HE TAKES HIS SON'S CLOTHES, PLACES THEM IN A CUBBY ON THE WALL.

Varek then approaches Tim and begins to LOAD HIM INTO THE METAL POD, SECURES HIM, ALL WITHOUT SAYING A WORD.

TIMOTHY (V.O.) (CONT'D)
I wish he would talk more -- but I think, in time, it will get easier for him. For all of us.

Varek pulls a THICK STRAP across Tim's chest, tight, buckles him in. Tim YELPS -- Varek flinches.

TIMOTHY (CONT'D)
Kidding. It's fine, Dad. Thanks.

Varek cracks the slightest of smiles and stands.

VAREK
I fall for that one every time, huh?

A beat. Father and son share an awkward moment.

VAREK (CONT'D)
See you in the morning.

Timothy nods. With that, Varek opens the back, exits and slams the door of the rig shut. He looks up just as a beautiful FULL BLUE MOON begins settling into its home for the evening.

Varek circles around to the passenger's side -- GETS IN. Rachel sits behind the wheel. They hold an awkward stare for a moment. Rachel extends her hand, offers the CANDY BAR to Varek -- he takes it. Their hands touch for a VERY BRIEF MOMENT.

RACHEL
Bon appetite.

Varek nods. Rachel leans down, checks the PUMP-ACTION SHOTGUN at her feet, the 9MM in the visor and the .45 in the console. All systems go. She helps herself to a piece of NICORET GUM on the dash and turns the key in the ignition. Rachel turns and looks at Varek again -- HE'S GAZING AT THE FULL MOON -- almost longingly as we SLOWLY PULL BACK --

UNLEASHING A BARRAGE OF SOUND -- HUSTLE, BUSTLE AND HORNS

(CONTINUED)

136 CONTINUED: (2)

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AND THE U-HAUL DRIVES AWAY FROM THE GAS STATION, REVEALING THAT THEY ARE IN THE MIDDLE OF A THRIVING METROPOLIS, NOT UNLIKE THE ONE WE SAW IN THE BACKGROUND OF OUR FINALE -- SURROUNDED BY THE POPULOUS AND VIBRANT TECHNOLOGY.

137 INT. U-HAUL RIG -- SAME

137

TIMOTHY. LOCKED DOWN -- AWAITING TRANSFORMATION -- HIS EYES SHUT TIGHTLY.

TIMOTHY (V.O.)

Every family has issues. At least my folks aren't afflicted -- I saw to that. Me? I'm another story -- because the one thing happened that no one ever considered --

ZOOM to the healthy scar on Tim's shoulder, compliments of his FATHER in the front seat.

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

Of course, I am not quite like the others. I can save them. I am HOPE.

(beat)

This is MY curse.

TIMOTHY'S EYES FLASH OPEN -- GLOWING RED.

TO BE CONTINUED